



Notice of Extraordinary General Meeting and Explanatory Memorandum

Entellec Limited
ACN 009 221 783

Date:	Monday 29 April 2013
Time:	11.00 am (Melbourne time)
Place:	HWL Ebsworth Level 26, 530 Collins Street Melbourne, Victoria 3000



Notice of Extraordinary General Meeting

NOTICE is given that an Extraordinary General Meeting of Entellect Limited ACN 009 221 783 (the **Company**) will be held at the offices of HWL Ebsworth, Level 26, 530 Collins Street, Melbourne, Victoria 3000 at 11.00 am (Melbourne time) on Monday 29 April 2013

BUSINESS

Shareholders are invited to consider the following items of business at the Extraordinary General Meeting:

RESOLUTION 1: RATIFICATION OF ISSUE AND ALLOTMENT OF SHARES TO UNDERWRITERS OF SHARE PURCHASE PLAN

To consider and, if thought fit, pass the following **ordinary resolution**:

***THAT** for the purposes of ASX Listing Rule 7.4 and for all other purposes, shareholders approve and ratify the issue and allotment of 60,000,000 Shares in the Company at an issue price of \$0.002 per Share to underwriters of Entellect's Share Purchase Plan on 27 December 2012 on the terms and conditions set out in the Explanatory Memorandum accompanying this Notice.*

Voting Exclusion Statement for Resolution 1:

The Company will disregard any votes cast on this resolution by any person who participated in the issue of the shares and any of their associates. However, the Company will not disregard a vote if it is cast by:

- a) a person as proxy for a person who is entitled to vote, in accordance with the directions on the proxy form; or
- b) the person chairing the meeting as proxy for a person entitled to vote, in accordance with a direction on a proxy form to vote as the proxy decides.

RESOLUTION 2: RATIFICATION OF ISSUE AND ALLOTMENT OF SHARES TO SOPHISTICATED INVESTORS UNDER MARCH PLACEMENT

To consider and, if thought fit, pass the following **ordinary resolution**:

***THAT** for the purposes of ASX Listing Rule 7.4 and for all other purposes, shareholders approve and ratify the issue and allotment of 171,000,000 Shares in the Company at an issue price of \$0.001 per Share to various sophisticated investors on 11 March 2013 on the terms and conditions set out in the Explanatory Memorandum accompanying this Notice.*

Voting Exclusion Statement for Resolution 2:

The Company will disregard any votes cast on this resolution by any person who participated in the issue of the shares and any of their associates. However, the Company will not disregard a vote if it is cast by:

- a) a person as proxy for a person who is entitled to vote, in accordance with the directions on the proxy form; or
- b) the person chairing the meeting as proxy for a person entitled to vote, in accordance with a direction on a proxy form to vote as the proxy decides.

RESOLUTION 3: APPROVAL OF PLACEMENT OF SHARES

To consider and, if thought fit, pass the following **ordinary resolution**:

***THAT** for the purposes of ASX Listing Rule 7.1 and for all other purposes, shareholders approve the issue and allotment of up to 300,000,000 Shares in the Company to such allottees and on such terms as more particularly described in the Explanatory Memorandum accompanying this Notice.*

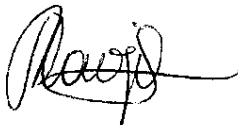
Voting Exclusion Statement for Resolution 3:

The Company will disregard any votes cast on this resolution by a person (and any associates of such a person) who may participate in the placement and a person who might obtain a benefit, except a benefit solely in the capacity of a holder of Shares, if this resolution is passed. However, the Company will not disregard a vote if it is cast by:

- a) a person as proxy for a person who is entitled to vote, in accordance with the directions on the proxy form; or
- b) the person chairing the meeting as proxy for a person entitled to vote, in accordance with a direction on a proxy form to vote as the proxy decides.

Dated 27 March 2013

By order of the Board of Entellect Limited



Sophie Karzis
Company Secretary

VOTING INFORMATION

Voting by proxy

- (a) A shareholder entitled to attend and vote at the Extraordinary General Meeting may appoint one proxy or, if the shareholder is entitled to cast 2 or more votes at the meeting, 2 proxies, to attend and vote instead of the shareholder.
- (b) Where 2 proxies are appointed to attend and vote at the meeting, each proxy may be appointed to represent a specified proportion or number of the shareholder's voting rights at the meeting.
- (c) A proxy need not be a shareholder of the Company.
- (d) A proxy may be an individual or a body corporate. If a body corporate is appointed, the proxy form must indicate the full name of the body corporate and the full name or title of the individual representative of the body corporate for the meeting.
- (e) A proxy form accompanies this notice. If a shareholder wishes to appoint more than 1 proxy, they may make a copy of the proxy form attached to this notice. For the proxy form to be valid it must be received together with the power of attorney or other authority (if any) under which the form is signed, or a (notarially) certified copy of that power or authority by **11.00 am (Melbourne time) on Saturday 27 April 2013** at the share registry, being the office of Boardroom Pty Limited:

by post Share Registry – Boardroom Pty Limited
GPO Box 3993
Sydney, NSW 2001
Australia

by personal delivery Share Registry – Boardroom Pty Limited
Level 7, 207 Kent Street
Sydney, NSW 2000
Australia

by facsimile +61 2 9290 9655;

by voting on-line <http://www.boardroomlimited.com.au/vote/esnegm2013>

Voting and other entitlements at the Extraordinary General Meeting

A determination has been made by the board of the Company under regulation 7.11.37 of the *Corporations Regulations* 2001 that shares in the Company which are on issue at **7.00 pm (Melbourne time) on Saturday 27 April 2013** will be taken to be held by the persons who held them at that time for the purposes of the Annual General Meeting (including determining voting entitlements at the meeting).

QUESTIONS

In order to provide an equal opportunity for all shareholders to ask questions of the Board, we ask you to submit in writing any questions to the Company. Please send your written questions via email to the Company Secretary at sk@ccounsel.com.au. Written questions must be received by no later than **5.00 pm on Saturday 27 April 2013**.

Your questions should relate to matters that are relevant to the business of the Extraordinary General Meeting, as outlined in this Notice of Meeting and Explanatory Memorandum. A reasonable opportunity will also be provided to shareholders attending the Extraordinary General Meeting to ask questions of the Board, which the Chairman will seek to address to the extent reasonably practicable. However, there may not be sufficient time to answer all questions at the Extraordinary General Meeting. Please note that individual responses may not be sent to shareholders.

Explanatory Memorandum to Notice Of Extraordinary General Meeting

1. RESOLUTION 1: RATIFICATION OF ISSUE AND ALLOTMENT OF SHARES TO UNDERWRITERS OF SHARE PURCHASE PLAN

1.1 BACKGROUND

Resolution 1 is an ordinary resolution.

The Company seeks shareholder ratification pursuant to ASX Listing Rule 7.4 for an issue of 60,000,000 Shares in the Company (**SPP Underwriting**) at an issue price of \$0.002 per Share to underwriters of Entellect's Share Purchase Plan (**Underwriters**) on 27 December 2012. The Underwriters are not (and were not, at the time of the issue of the Shares) related parties of the Company.

Entellect made an offer of Shares to eligible Shareholders under a Share Purchase Plan (**SPP**) in November 2012. The SPP entitled eligible Shareholders, without incurring brokerage or transaction costs, to purchase up to \$15,000 worth of Shares in the Company at a subscription price of \$0.002 per Share. This offer price represented a discount of approximately 17% to the volume weighted average price of Shares during the last 5 days on which sales of shares were recorded to, and including, 19 November 2012.

The SPP was designed to enable eligible Shareholders to augment their current holding as well as to raise further capital to support the Company's broader marketing of KNeoWORLD, to expedite revenue and positive cash flow.

On 10 December 2012, Entellect announced that the SPP would be partially underwritten.

The offer of Shares under the partially underwritten SPP closed on 19 December 2012, with the result that the Underwriters subscribed for a total of 60,000,000 Shares at \$0.002 (total consideration of \$120,000). The 60,000,000 Shares were issued and allotted to the Underwriters on 27 December 2012.

For further information on the SPP, refer to the SPP Offer Memorandum dated 20 November 2012 and sent to shareholders on that date.

1.2 PURPOSE OF FUNDS RAISED

As notified to the market, the purpose of the SPP was to raise further capital to support the Company's broader marketing of KNeoWORLD, to expedite revenue and positive cash flow.

1.3 ASX LISTING RULES

ASX Listing Rule 7.1 provides that a company must not, subject to specified exceptions under ASX Listing Rule 7.2, issue or agree to issue shares during any 12 month period in excess of 15% of the number of shares on issue at the commencement of that 12 month period without shareholder approval (**15% Limit**).

ASX Listing Rule 7.4 sets out an exception to the 15% Limit in ASX Listing Rule 7.1, by permitting the ratification of previous issues of shares which were not made under a prescribed exception under ASX Listing Rule 7.2 or with shareholder approval, provided that such issues did not breach the 15% Limit. If shareholders of a company approve the ratification of such previous issues of shares at a general meeting, those shares will be deemed to have been issued with shareholder approval for the purposes of ASX Listing Rule 7.1.

1.4 REASON FOR RESOLUTION 1

The SPP was conducted in accordance with ASX Listing Rules 7.1 and 7.2 (Exception 15). As the issue of Shares to participating Shareholders under the SPP was undertaken in compliance with the conditions set out in ASX Listing Rule 7.2 (Exception 15), the 15% Limit under ASX Listing Rule 7.1 did not apply to the issue of Shares to participating Shareholders. The issue of the 60,000,000 Shares to the Underwriters, however, did not come within ASX Listing Rule 7.2 (Exception 15), and accordingly such issue was made within the Company's 15% Limit.

The effect of ratification in accordance with ASX Listing Rule 7.4 under Resolutions 1 and 2 is the reinstatement of the Company's maximum capacity to issue further shares up to 15% of the issued capital of the Company, if required, in the next 12 months without requiring Shareholder approval.

1.5 SPECIFIC INFORMATION REQUIRED BY ASX LISTING RULE 7.5

As detailed in section 1.1 of this Explanatory Memorandum, the Company issued 60,000,000 Shares in the Company under the SPP Underwriting to raise a total of \$120,000.

The Company confirms that the issue and allotment of shares the subject of the SPP Underwriting did not breach ASX Listing Rule 7.1.

In accordance with ASX Listing Rule 7.5, which contains requirements as to the contents of a notice sent to Shareholders for the purposes of ASX Listing Rule 7.4, the information in the following table is provided to Shareholders:

No. of Shares issued	60,000,000
Issue price per Share	\$0.002
Terms of Shares	Fully paid ordinary shares ranking pari-passu with other existing fully paid ordinary shares in the Company.
Basis on which allottees were determined	The Shares were allotted and issued to the Underwriters who were introduced to the Company by Entellect's advisers. The Underwriters are sophisticated investors who are not related parties of the Company.
Use of funds raised	The funds of \$120,000 raised under the SPP Underwriting will be used for the stated objectives of the SPP, as described in section 1.2 of this Explanatory Memorandum.
Voting Exclusion Statement	<p>The Company will disregard any votes cast on this resolution by any person who participated in the issue of the shares and any of their associates. However, the Company will not disregard a vote if it is cast by:</p> <ul style="list-style-type: none">a) a person as proxy for a person who is entitled to vote, in accordance with the directions on the proxy form; orb) the person chairing the meeting as proxy for a person entitled to vote, in accordance with a direction on a proxy form to vote as the proxy decides.

2. RESOLUTION 2: RATIFICATION OF ISSUE AND ALLOTMENT OF SHARES TO SOPHISTICATED INVESTORS UNDER MARCH PLACEMENT

2.1 BACKGROUND

Resolution 2 is an ordinary resolution.

On 11 March 2013, the Company issued 171,000,000 Shares in the Company to a number of sophisticated investors who are not related parties of the Company, at an issue price of \$0.001 per Share (**Prior Placement**).

The Shares under the Prior Placement were issued without Shareholder approval, pursuant to the Company's remaining 15% Limit as well as its 10% capacity under ASX Listing Rule 7.1A. As Shareholders will be aware, the Company sought and received shareholder approval under ASX Listing Rule 7.1A at the 2012 Annual General Meeting to issue Shares of up to an additional 10% of its issued capital by way of placements over a 12 month period, in addition to its ability to issue securities under the 15% Limit (**10% Placement Capacity**).

The issue of Shares under the Prior Placement was made as follows:

- (a) 100,518,420 Shares issued under the Company's remaining 15% Limit under ASX Listing Rule 7.1 (**7.1 Placement**); and
- (b) 70,481,580 Shares issued under the Company's 10% Placement Capacity under ASX Listing Rule 7.1A (**7.1A Placement**).

The Company seeks shareholder ratification pursuant to ASX Listing Rule 7.4 for the issue of Shares under the Prior Placement (i.e. both the 7.1 Placement and 7.1A Placement).

The issue price of the Shares the subject of the Prior Placement represented approximately a 12% discount to the volume weighted average price of Shares, calculated over the 15 trading days on which sales of Shares were recorded immediately before 11 March 2013.

The Company raised a total of \$171,000 under the Prior Placement, which funds were used for the purposes outlined below.

2.2 PURPOSE OF FUNDS RAISED

The purpose of the Prior Placement was to raise capital to:

- (a) support the Company's broader marketing of KNeoWORLD; and
- (b) fund the on-going working capital requirements of the Company.

2.3 ASX LISTING RULES

Refer to section 1.3 of this Explanatory Memorandum for a summary of the relevant ASX Listing Rules.

ASX Listing Rule 7.4 permits the ratification of previous issues of shares made under the 15% Limit under ASX Listing Rule 7.1, as well as the 10% Placement Capacity pursuant to ASX Listing Rule 7.1A.

Accordingly, if Shareholders ratify the 7.1 Placement and 7.1A Placement by way of approving Resolution 2, the Shares the subject of the 7.1A Placement and 7.1 Placement

will be deemed to have been issued with shareholder approval for the purposes of ASX Listing Rules 7.1 and 7.1A.

2.4 REASON FOR RESOLUTION 2

The effect of ratification (in accordance with ASX Listing Rule 7.4) of the issue of Shares:

- (a) the subject of Resolution 1; and
- (b) the subject of the 7.1 Placement under Resolution 2,

is the reinstatement of the Company's maximum capacity under ASX Listing Rule 7.1. This will effectively enable the Company to issue further Shares of up to 15% of the issued capital of the Company, if required, in the next 12 months without requiring Shareholder approval.

Further, the effect of ratification (in accordance with ASX Listing Rule 7.4) of the issue of Shares the subject of the 7.1A Placement, is similarly the reinstatement of the Company's maximum capacity under ASX Listing Rule 7.1A. This will effectively enable the Company to issue further Shares of up to an additional 10% of the issued capital of the Company (to the extent permitted by and subject to the conditions prescribed by ASX Listing Rule 7.1A).

2.5 SPECIFIC INFORMATION REQUIRED BY ASX LISTING RULE 7.5

As detailed in section 2.1 of this Explanatory Memorandum, the Company issued 171,000,000 Shares in the Company under the Prior Placement, which comprised:

- (a) 100,518,420 Shares issued under the 7.1 Placement; and
- (b) 70,481,580 Shares issued under the 7.1A Placement.

The Company confirms that the issue and allotment of Shares the subject of the 7.1 Placement and 7.1A Placement did not breach ASX Listing Rules 7.1 and 7.1A respectively.

In accordance with ASX Listing Rule 7.5, which contains requirements as to the contents of a notice sent to Shareholders for the purposes of ASX Listing Rule 7.4, the information in the following table is provided to Shareholders:

No. of Shares issued	Total of 171,000,000 Shares under the Prior Placement, specifically: (a) 100,518,420 Shares under the 7.1 Placement; and (b) 70,481,580 Shares under the 7.1A Placement.
Issue price per Share	\$0.001
Terms of Shares	Fully paid ordinary shares ranking pari-passu with other existing fully paid ordinary shares in the Company.
Basis on which allottees were determined	The Shares were allotted and issued by way of placements to various sophisticated investors who are not related parties of the Company introduced to the Company by advisers to the Company

Use of funds raised	The purpose of the Prior Placement was to raise capital to support the Company's broader marketing of KNeoWORLD; and fund the on-going working capital requirements of the Company.
Voting Exclusion Statement	<p>The Company will disregard any votes cast on this resolution by any person who participated in the issue of the shares and any of their associates. However, the Company will not disregard a vote if it is cast by:</p> <ul style="list-style-type: none"> a) a person as proxy for a person who is entitled to vote, in accordance with the directions on the proxy form; or b) the person chairing the meeting as proxy for a person entitled to vote, in accordance with a direction on a proxy form to vote as the proxy decides.

2.6 BOARD RECOMMENDATION FOR RESOLUTIONS 1 AND 2

The Directors believe that it is in the best interests of the Company that the Directors maintain their ability to issue up to 15% and 10% of the issued capital of the Company under ASX Listing Rule 7.1 and 7.1A respectively.

The Directors do not currently have any specific intention to make any further issue of shares without approval of shareholders under ASX Listing Rule 7.1 or 7.1A in the next 12 months, unless such issue falls under an exception prescribed by ASX Listing Rule 7.2.

Whilst the Board intends to make a further issue of Shares to raise funds, the Board has determined that prior approval should be sought from shareholders before issuing such Shares under Resolution 3.

The Directors consider it to be appropriate and prudent for approval to be sought at the Extraordinary General Meeting, in respect of the relevant issue of shares made by the Company in the last twelve months. The Directors believe this approval will enhance the Company's flexibility to raise equity capital, should the Directors consider that it is in the best interests of the Company to do so.

On the basis of the foregoing, the Directors unanimously recommend that shareholders vote in favour of Resolutions 1 and 2. The Chairman of the Extraordinary General Meeting intends to vote all available proxies in favour of Resolutions 1 and 2.

3. RESOLUTION 3: APPROVAL OF PLACEMENT OF SHARES

3.1 BACKGROUND

Resolution 3, which is an ordinary resolution, seeks shareholder approval pursuant to Listing Rule 7.1 for the issue of up to 300,000,000 Shares at an issue price of not less than 80% of the average market price of Shares for the last five days on which sales of the Shares are recorded before the day on which the issue will be made (**Proposed Placement**).

3.2 ASX LISTING RULES

ASX Listing Rule 7.1 provides, subject to certain exceptions, that shareholder approval is required for any issue of securities by a listed company, where the securities proposed to be issued represent more than 15% of the company's ordinary securities then on issue.

Given the proposed issue of Shares under Resolution 7 will exceed this 15% threshold and none of the exceptions in ASX Listing Rule 7.2 apply, shareholder approval is required in accordance with Listing Rule 7.1.

The effect of Resolution 3 will be to allow the Company to issue up to 300,000,000 Shares during the period of 3 months after the Extraordinary General Meeting (or a longer period if allowed by ASX) without using the Company's 15% placement capacity.

3.3 SPECIFIC INFORMATION REQUIRED BY ASX LISTING RULE 7.3

In accordance with ASX Listing Rule 7.3, which contains requirements as to the contents of a notice sent to shareholders for the purposes of ASX Listing Rule 7.1, the information in the following table is provided to shareholders:

Maximum no. of Shares to be issued	300,000,000
Date by which Shares will be issued	The Company will issue and allot the Shares under the Proposed Placement no later than 3 months after the date of the Extraordinary General Meeting (or such longer period of time as ASX may in its discretion allow).
Issue price per Share	The Shares under the Proposed Placement will be allotted at an issue price that is not less than 80% of the average market price of Shares for the last five days on which sales of the Shares are recorded before the day on which the issue will be made.
Basis on which allottees will be determined	The Directors intend that the Shares be issued and allotted to various sophisticated investors and professional investors introduced to the Company by the Company's advisers and/or invited by the Company to participate in the Proposed Placement; however the Company will ensure that no shares are allotted to related parties or associates of related parties of the Company.
Terms of Shares	Fully paid ordinary shares ranking pari-passu with other existing fully paid ordinary shares in the Company.
Use of funds raised	The funds raised under the Proposed Placement will be used to pay for costs associated with the placement and to fund the Company's broader marketing of KNeoWORLD and on-going working capital requirements of the Company.
Progressive Allotment	The Directors intend that allotment of the Shares under the Proposed Placement will occur progressively.

<p>Voting Exclusion Statement</p>	<p>The Company will disregard any votes cast on this resolution by a person (and any associates of such a person) who may participate in the placement and a person who might obtain a benefit, except a benefit solely in the capacity of a holder of Shares, if this resolution is passed. However, the Company will not disregard a vote if it is cast by:</p> <ul style="list-style-type: none"> a) a person as proxy for a person who is entitled to vote, in accordance with the directions on the proxy form; or b) the person chairing the meeting as proxy for a person entitled to vote, in accordance with a direction on a proxy form to vote as the proxy decides.
------------------------------------------	---------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------

3.4 PROPOSED PLACEMENT FACILITY TO LAPSE IF NOT UTILISED

Given the current challenging environment for capital raising and based on advice to the Company from its advisers and the knowledge that ongoing funding of the Company's working capital requirements will be required, the Directors are of the view that it is prudent at this time to seek approval for the Proposed Placement facility; however, at this point in time, there has been no determination to place any of the Proposed Placement, and accordingly, if approved by shareholders, but not utilised by the Company, the Proposed Placement facility will lapse within three months after the date of the General Meeting.

3.5 BOARD RECOMMENDATION

The Directors unanimously recommend that shareholders vote in favour of Resolution 3. The Chairman of the Extraordinary General Meeting intends to vote all available proxies in favour of Resolution 3.

4. GLOSSARY

Unless the context otherwise requires, the following terms have the following meaning:

Act means the Corporations Act 2001 (Cth).

ASX means the Australian Securities Exchange.

Board means the board of Directors of the Company from time to time.

Chairman means the chairman of the Extraordinary General Meeting.

Closely Related Party (of a member of KMP of an entity) has the definition given to it by section 9 of the Corporations Act, and means:

- a) a spouse or child of the member; or
- b) a child of the member's spouse; or
- c) a dependant of the member or of the member's spouse; or
- d) anyone else who is one of the member's family and may be expected to influence the member, or be influenced by the member, in the member's dealings with the entity; or
- e) a company the member controls; or
- f) a person prescribed by the regulations for the purposes of this definition (nothing at this stage).

Company means Entellect Limited ACN 009 221 783.

Explanatory Memorandum means this explanatory memorandum that is annexed to and forms part of the Notice.

Extraordinary General Meeting means the general meeting of the shareholders of the Company to which the Notice and this Explanatory Memorandum relates.

Key Management Personnel or **KMP** means those persons having authority and responsibility for planning, directing and controlling the activities of the entity, directly or indirectly, including any director (whether executive or otherwise) of that entity.

Notice means this notice of Extraordinary General Meeting dated 27 March 2013.

Share means a fully paid ordinary share in the capital of the Company.

All Correspondence to:

✉ **By Mail** Boardroom Pty Limited
GPO Box 3993
Sydney NSW 2001 Australia

Level 7, 207 Kent Street,
Sydney NSW 2000 Australia

📠 **By Fax:** +61 2 9290 9655

💻 **Online:** www.boardroomlimited.com.au

☎ **By Phone:** (within Australia) 1300 737 760
(outside Australia) +61 2 9290 9600

YOUR VOTE IS IMPORTANT

For your vote to be effective it must be recorded **before 11.00 am (Melbourne time) on Saturday, 27 April 2013.**

🖥 TO VOTE ONLINE

STEP 1: VISIT www.boardroomlimited.com.au/vote/esnegm2013

STEP 2: Enter your holding/investment type:

STEP 3: Enter your Reference Number:

STEP 3: Enter your Voting Access Code:

PLEASE NOTE: For security reasons it is important you keep the above information confidential.

TO VOTE BY COMPLETING THE PROXY FORM

STEP 1 APPOINTMENT OF PROXY

Indicate who you want to appoint as your Proxy.

If you wish to appoint the Chairman of the Meeting as your proxy, mark the box. If you wish to appoint someone other than the Chairman of the Meeting as your proxy please write the full name of that individual or body corporate. If you leave this section blank, or your named proxy does not attend the meeting, the Chairman of the Meeting will be your proxy. A proxy need not be a security holder of the company. Do not write the name of the issuer company or the registered securityholder in the space.

Appointment of a Second Proxy

You are entitled to appoint up to two proxies to attend the meeting and vote. If you wish to appoint a second proxy, an additional Proxy Form may be obtained by contacting the company's securities registry or you may copy this form.

To appoint a second proxy you must:

(a) complete two Proxy Forms. On each Proxy Form state the percentage of your voting rights or the number of securities applicable to that form. If the appointments do not specify the percentage or number of votes that each proxy may exercise, each proxy may exercise half your votes. Fractions of votes will be disregarded.

(b) return both forms together in the same envelope.

STEP 2 VOTING DIRECTIONS TO YOUR PROXY

To direct your proxy how to vote, mark one of the boxes opposite each item of business. All your securities will be voted in accordance with such a direction unless you indicate only a portion of securities are to be voted on any item by inserting the percentage or number that you wish to vote in the appropriate box or boxes. If you do not mark any of the boxes on a given item, your proxy may vote as he or she chooses. If you mark more than one box on an item for all your securities your vote on that item will be invalid.

Proxy which is a Body Corporate

Where a body corporate is appointed as your proxy, the representative of that body corporate attending the meeting must have provided an "Appointment of Corporate Representative" prior to admission. An Appointment of Corporate Representative form can be obtained from the company's securities registry.

STEP 3 SIGN THE FORM

The form **must** be signed as follows:

Individual: This form is to be signed by the securityholder.

Joint Holding: where the holding is in more than one name, all the securityholders must sign.

Power of Attorney: to sign under a Power of Attorney, you must have already lodged it with the registry. Alternatively, attach a certified photocopy of the Power of Attorney to this form when you return it.

Companies: this form must be signed by a Director jointly with either another Director or a Company Secretary. Where the company has a Sole Director who is also the Sole Company Secretary, this form must be signed by that person. **Please indicate the office held by signing in the appropriate place.**

STEP 4 LODGEMENT

Proxy forms (and any Power of Attorney under which it is signed) must be received no later than 48 hours before the commencement of the meeting, therefore by **11:00am on Saturday, 27 April 2013**. Any Proxy Form received after that time will not be valid for the scheduled meeting.

Proxy forms may be lodged:

🖥 **Online** www.boardroomlimited.com.au/vote/esnegm2013

📠 **By Fax** + 61 2 9290 9655

✉ **By Mail** Boardroom Pty Limited
GPO Box 3993,
Sydney NSW 2001 Australia

👤 **In Person** Level 7, 207 Kent Street,
Sydney NSW 2000 Australia

Attending the Meeting

If you wish to attend the meeting please bring this form with you to assist registration.

Your Address

This is your address as it appears on the company's share register. If this is incorrect, please mark the box with an "X" and make the correction in the space to the left. Securityholders sponsored by a broker should advise their broker of any changes. **Please note, you cannot change ownership of your securities using this form.**

PROXY FORM

STEP 1 APPOINT A PROXY

I/We being a member/s of **Entellect Limited** and entitled to attend and vote hereby appoint

Appoint the **Chairman of the Meeting** (mark box)

OR if you are **NOT** appointing the Chairman of the Meeting as your proxy, please write the name of the person or body corporate (excluding the registered shareholder) you are appointing as your proxy below

or failing the individual or body corporate named, or if no individual or body corporate is named, the Chairman of the Meeting as my/our proxy at the Extraordinary General Meeting of the Company to be held at **HWL Ebsworth, Level 26, 530 Collins St, Melbourne VIC 3000 on Monday 29 April 2013 at 11.00 am (Melbourne time)** and at any adjournment of that meeting, to act on my/our behalf and to vote in accordance with the following directions or if no directions have been given, as the proxy sees fit.

The Chairman of the Meeting intends to vote undirected proxies in favour of each of the items of business.

STEP 2 VOTING DIRECTIONS
* If you mark the Abstain box for a particular item, you are directing your proxy not to vote on your behalf on a show of hands or on a poll and your vote will not be counted in calculating the required majority if a poll is called.

		For	Against	Abstain*
Resolution 1	Ratification of issue and allotment of 60,000,000 shares to underwriters of Share Purchase Plan	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 2	Ratification of issue and allotment of 171,000,000 shares to Sophisticated Investors under March Placement	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 3	Approval of Placement of 300,000,000 shares	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

STEP 3 SIGNATURE OF SHAREHOLDERS
This form must be signed to enable your directions to be implemented.

Individual or Securityholder 1

Sole Director and Sole Company Secretary

Securityholder 2

Director

Securityholder 3

Director / Company Secretary

Contact Name.....

Contact Daytime Telephone.....

Date / / 2013