



VIENTO GROUP LIMITED

ABN 79 000 714 054

NOTICE OF 2011 ANNUAL GENERAL MEETING EXPLANATORY MEMORANDUM AND PROXY FORM

DATE OF MEETING

11 November 2011

TIME OF MEETING

10.30am WST

PLACE OF MEETING

Celtic Club
48 Ord Street, West Perth, Western Australia 6005

This Notice of Annual General Meeting and Explanatory Memorandum should be read in its entirety. If Shareholders are in doubt as to how they should vote, they should seek advice from their accountant, solicitor or other professional adviser without delay.

NOTICE OF 2011 ANNUAL GENERAL MEETING

NOTICE is hereby given that the Annual General Meeting of Viento Group Limited ("**Company**") will be held at the Celtic Club, 48 Ord Street, West Perth, Western Australia 6005 on Friday 11 November 2011 at 10.30am WST ("**Meeting**").

The Explanatory Memorandum to this Notice of Annual General Meeting provides additional information on matters to be considered at the Meeting. The Explanatory Memorandum and the proxy form are incorporated in and comprise part of this Notice.

Shareholders are specifically referred to the Glossary in the Explanatory Memorandum which contains definitions of capitalised terms used in this Notice and the Explanatory Memorandum.

AGENDA

1. FINANCIAL STATEMENTS AND REPORTS

To receive and consider the Financial Report, Directors' Report and the Auditor's Report for the year ended 30 June 2011.

(See the Explanatory Memorandum with regard to a shareholder's right to submit written questions to the Auditor in connection with the Auditor's Report or the conduct of the audit.)

2. RESOLUTION 1 – REMUNERATION REPORT

To consider and, if thought fit, to pass the following Resolution as an **advisory only Resolution**:

"The Remuneration Report for the financial year ended 30 June 2011 is adopted."

Note: The vote on this Resolution is advisory only and does not bind the Directors or the Company.

Voting Exclusion Statement

In accordance with the Corporations Act, a member of the Company's key management personnel ("**KMP**") and closely related parties of a KMP, whose remuneration is included in the Remuneration Report, will not be eligible to vote on this Resolution, except if the person votes as a proxy for a person who is entitled to vote, in accordance with the directions on the proxy form and the vote is not cast on behalf of a person who is a KMP or a closely related party of a KMP.

(See the Explanatory Memorandum on the reasons for the Resolution on the Remuneration Report.)

3. RESOLUTION 2 – ELECTION OF DIRECTOR – SHANE HEFFERNAN

To consider and, if thought fit, to pass the following Resolution as an ordinary Resolution:

"That Shane Heffernan, who was appointed as a Director in the course of the year (20 December 2010) and who, being eligible, offers himself for election in accordance with Rule 13.5 of the Constitution, be elected as a Director."

(See the Explanatory Memorandum for information on Shane Heffernan).

4. RESOLUTION 3 – ELECTION OF DIRECTOR – JOHN FARRELL

To consider and, if thought fit, to pass the following Resolution as an ordinary Resolution:

"That John Farrell, who was appointed as a Director in the course of the year (12 May 2011) and who, being eligible, offers himself for election in accordance with Rule 13.5 of the Constitution, be elected as a Director."

(See the Explanatory Memorandum for information on John Farrell).

5. RESOLUTION 4 – RATIFICATION OF PLACEMENT TO HANSCON

To consider and if thought fit, to pass the following Resolution as an ordinary Resolution:

“That for the purposes of Listing Rule 7.4, and for all other purposes, Shareholders ratify the issue of 6,500,000 Shares to Hanscon on the terms and conditions set out in the Explanatory Memorandum.”

Short Explanation

The Company seeks Shareholder ratification of the issue of Shares to Hanscon pursuant to Listing Rule 7.4, so that the Company’s ability to issue securities will be “refreshed” and it will have flexibility to issue additional securities in the future should the need or opportunity arise.

Voting Exclusion Statement

The Company will disregard any votes cast on this resolution by Hanscon and any Associate of Hanscon. However, the Company need not disregard a vote if it is cast by a person as proxy for a person who is entitled to vote, in accordance with the directions on the proxy form or it is cast by a person chairing the Meeting as a proxy for a person who is entitled to vote, in accordance with directions on the proxy form to vote as the proxy decides.

6. RESOLUTION 5 – RATIFICATION OF THE ISSUE OF SHARES TO GRESHAM

To consider and if thought fit, to pass the following Resolution as an ordinary Resolution:

“That for the purposes of Listing Rule 7.4, and for all other purposes, Shareholders ratify the issue of 500,000 Shares to Gresham on the terms and conditions set out in the Explanatory Memorandum.”

Short Explanation

The Company seeks Shareholder ratification of the issue of Shares to Gresham pursuant to Listing Rule 7.4, so that the Company’s ability to issue securities will be “refreshed” and it will have flexibility to issue additional securities in the future should the need or opportunity arise.

Voting Exclusion Statement

The Company will disregard any votes cast on this resolution by Gresham and any Associate of Gresham. However, the Company need not disregard a vote if it is cast by a person as proxy for a person who is entitled to vote, in accordance with the directions on the proxy form or it is cast by a person chairing the Meeting as a proxy for a person who is entitled to vote, in accordance with directions on the proxy form to vote as the proxy decides.

7. RESOLUTION 6 – APPROVAL OF GRANT OF DIRECTOR OPTIONS TO SHANE HEFFERNAN

To consider and if thought fit, to pass the following resolution as an ordinary resolution:

“That pursuant to and in accordance with Listing Rule 10.11 and section 208 of the Corporations Act and for all other purposes, the shareholders approve and authorise the grant of 100,000 options to Shane Heffernan or his nominee on the terms and conditions set out in the Explanatory Memorandum.”

(See the Explanatory Memorandum for information on this resolution).

Voting Exclusion Statement

In accordance with the Listing Rules of the ASX the Company will disregard any votes cast on this resolution by Shane Heffernan, or any associate of Shane Heffernan. However, the Company need not disregard a vote if it is cast by a person as proxy for a person who is entitled to vote, in accordance with

the directions on the proxy form or it is cast by a person chairing the Meeting as a proxy for a person who is entitled to vote, in accordance with directions on the proxy form to vote as the proxy decides.

In accordance with the Corporations Act, any other member of the Company's key management personnel ("**KMP**") and closely related parties of a KMP, whose remuneration is included in the Remuneration Report, will not be eligible to vote on this Resolution, except if the person votes as a proxy for a person who is entitled to vote, in accordance with the directions on the proxy form and the vote is not cast on behalf of a person who is a KMP or a closely related party of a KMP.

8. RESOLUTION 7 –. CANCELLATION OF FORFEITED SHARES

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

That for all purposes, approval be given to the cancellation of 180,000 fully paid ordinary shares in the capital of the Company forfeited in accordance with the Company's Executive Long Term Incentive Plan and section 258D of the Corporations Act. The Executive will not be liable for further payment.

Voting Exclusion Statement

The Company will disregard any votes cast on this resolution by a person whose shares are to be cancelled pursuant to this Resolution or an associate of those persons. However, the Company need not disregard a vote if it is cast by a person as proxy for a person who is entitled to vote, in accordance with the directions on the proxy form or it is cast by a person chairing the Meeting as a proxy for a person who is entitled to vote, in accordance with directions on the proxy form to vote as the proxy decides.

TERMS

Terms used in this Notice, including the resolutions set out in this Notice have, unless otherwise defined, the same meanings set out in the Glossary to the Explanatory Memorandum.

PROXIES

1. A shareholder who is unable to attend and vote at the Meeting may appoint a proxy by completing and returning the attached proxy form in the manner provided below. The proxy need not be a shareholder of the Company.
2. A shareholder entitled to cast two or more votes may appoint two proxies and may specify the proportion or number of votes each proxy is appointed to exercise, but where the proportion or number is not specified, each proxy may exercise half of the votes.
3. Forms to appoint proxies, and a power of attorney (if any) under which they are signed, must be lodged not less than 48 hours before the time of the Meeting as follows:
 - by hand:
Viento Group Limited
Level 3
11 Queens Road
Melbourne, Victoria 3004; or
 - by mail:
Viento Group Limited
Locked Bag 105
South Melbourne, Victoria 3205; or
 - by facsimile:
+61 3 9866 7029
 - by email:
info@vientogroup.com

Proxy forms must be returned by 10.30am WST on Wednesday 9 November 2011 to be effective. **Proxy forms received later than this time will be invalid.**

Your proxy form is enclosed.

CORPORATE REPRESENTATIVES

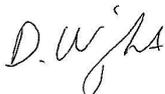
Any corporate shareholder who has appointed a person to act as its corporate representative at the Meeting should provide that person with a certificate or letter executed in accordance with the *Corporations Act* authorising him or her to act as that company's representative. The representative should bring to the Meeting evidence of his or her appointment, including any authority under which the appointment is signed.

ATTENDANCE AND VOTING ELIGIBILITY

The Directors have determined pursuant to Regulation 7.11.37 of the *Corporations Regulations 2001* (Cth) that the persons eligible to vote at the Meeting are those who are registered Shareholders of the Company at 7pm WST on Wednesday 9 November 2011.

To vote in person, attend the Meeting on the date and at the place set out in this Notice of Meeting and Explanatory Memorandum.

BY ORDER OF THE BOARD OF DIRECTORS



Damian Wright
COMPANY SECRETARY
10 October 2011

VIENTO GROUP LIMITED
ACN 000 714 054
EXPLANATORY MEMORANDUM

INTRODUCTION

This Explanatory Memorandum is intended to provide Shareholders with sufficient information to assess the merits of the Resolutions contained in the Notice.

ITEM 1: FINANCIAL STATEMENTS AND REPORTS

The Corporations Act requires the Financial Report, Directors' Report and Auditor's Report for the last financial year to be laid before the Annual General Meeting.

No Resolution is required, but Shareholders will be given the opportunity to ask questions and to make comments on the reports and the management and performance of the Company.

As required under section 250PA of the Corporations Act, at the Annual General Meeting, the Company will make available those questions directed to the Auditor and received by the Company by 9 November 2011, being questions which the Auditor considers relevant to the content of the Auditor's Report or the conduct of the audit of the Financial Report. Every endeavour will be made during the Annual General Meeting to answer questions submitted by Shareholders. However, depending upon the number and types of questions received, it may not be possible to respond to every submitted question, either at or after the Meeting.

To enable Shareholders who cannot attend the Meeting to raise issues and to assist the Board and the Auditor of the Company to respond to questions, please submit any questions in writing so that they are received by the Company no later than 9 November 2011.

The Company's 2011 Financial Report, Directors' Report and Auditor's Report is available on the Company's website at www.vientogroup.com/VIE_Shareholder_Centre/AnnualReports.aspx.

ITEM 2: RESOLUTION 1 – ADOPTION OF REMUNERATION REPORT

Section 298 of the Corporations Act requires that the annual Directors' Report contain a Remuneration Report prepared in accordance with section 300A of the Corporations Act.

The Remuneration Report for the financial year ended 30 June 2011 is set out in Directors' Report section of the Company's Annual Report, which is available on the Company's web-site at www.vientogroup.com/VIE_Shareholder_Centre/AnnualReports.aspx.

By way of summary, the Remuneration Report:

- (a) discusses the Company's policy and the process for determining the remuneration of its executive officers and Directors;
- (b) addresses the relationship between the remuneration of the Company's executive officers and the performance of the Company; and
- (c) sets out remuneration details for each Director and each of the executive officers of the Company named in the Remuneration Report for the financial year ended 30 June 2011.

Pursuant to section 250R(2) of the Corporations Act, listed companies must put a Resolution to their Shareholders that the Remuneration Report contained in the Annual Report be adopted.

Pursuant to section 250R(3) of the Corporations Act, Shareholders should note that the vote on the adoption of the Remuneration Report is advisory only and does not bind the Directors or the Company.

Following consideration of the Remuneration Report, the Chairman, in accordance with section 250SA of the Corporations Act, must give Shareholders a reasonable opportunity to ask questions about, or make comments on the Remuneration Report.

Under new reforms to the Corporations Act which apply to this year's AGM, if 25% or more of the votes cast on this Resolution are against adoption of the Remuneration Report, the Company will be required to consider, and report to Shareholders on, what action (if any) has been taken to address Shareholders' concerns at next year's annual general meeting. Depending on the outcome of next year's voting on the Company's Remuneration Report, Shareholders may be required to consider a resolution to call another general meeting in accordance with the Corporations Act at which the Directors who held office at the date of the Directors' Report (excluding the Managing Director) will be required to seek re-election.

Each Director recommends that Shareholders vote in favour of the Resolution to adopt the Remuneration Report for the year ended 30 June 2011. As stated in the Notice, each of the Company's KMP's whose remuneration is included in the Remuneration Report and closely related parties of those KMP's are not eligible to vote on this Resolution, except as stated in the Notice.

The Chairman intends to vote all available proxies in favour of the adoption of the Remuneration Report.

ITEM 3: RESOLUTION 2 – ELECTION OF DIRECTOR, SHANE HEFFERNAN

Pursuant to Rule 13.5 of the Constitution and Listing Rule 14.4, a Director appointed during the year must automatically retire at the next annual general meeting following their appointment. Directors so appointed are eligible for re-election.

Resolution 2 seeks approval for the election of Shane Heffernan who was appointed as a Director since the last annual general meeting. Accordingly, Shane Heffernan offers himself for election by Shareholders at this Meeting.

The qualifications and experience and other information about Shane Heffernan are detailed below:

Shane has over 30 years experience in real estate and property related professions. Formerly a Director of Raine & Horne Victoria (now Savills), he is currently Managing Director of real estate consultancy, Tranzact Property. Shane holds tertiary qualifications in Real Estate and Valuations. He is a Licensed Real Estate Agent (No. 003478L) and a Fellow of the Australian Property Institute

Further information can be found in the Directors' Report which accompanies and forms part of the Company's Annual Report.

Having considered the performance of Mr Heffernan as a Director, and his skills, experience and knowledge, each Director other than Mr Heffernan recommends that Shareholders vote in favour of the Resolution to elect Shane Heffernan as a Director.

ITEM 4: RESOLUTION 3 – ELECTION OF DIRECTOR, JOHN FARRELL

Pursuant to Rule 13.5 of the Constitution and Listing Rule 14.4 a Director appointed during the year must automatically retire at the next annual general meeting following their appointment. Directors so appointed are eligible for re-election.

Resolution 3 seeks approval for the election of John Farrell who was appointed as a Director since the last Annual General Meeting. Accordingly, John Farrell offers himself for election by Shareholders at this Meeting.

The qualifications, experience and other information about John Farrell are detailed below:

John has significant management experience in the property sector, particularly sourcing land for subdivision developments, construction and investment. His previous roles include founding Managing Director of Oceanfast Limited, a world class yacht builder, and Managing Director of VDM Group Limited, an international consulting, construction and contracting group.

Further information can be found in the Directors' Report which accompanies and forms part of the Company's Annual Report.

Having considered the performance of Mr Farrell as a Director and his skills, experience and knowledge, each Director other than Mr Farrell recommends that Shareholders vote in favour of the Resolution to elect John Farrell as a Director.

ITEM 5: RESOLUTION 4 – RATIFICATION OF PLACEMENT TO HANSCON

This Resolution seeks Shareholder ratification to the issue of 6,500,000 Shares at an issue price of 15 cents per Share made on 9 May 2011. Subject to certain exceptions, Listing Rule 7.1 restricts a company from issuing or agreeing to issue equity securities in any 12 month period which amount to more than 15% of the company's ordinary securities on issue at the commencement of that period without shareholder approval. An exception to this rule, contained in Listing Rule 7.4, provides that an issue made within the 15% limit will be treated as having been made with the approval of shareholders under Listing Rule 7.1 if subsequently approved by shareholders, thereby "refreshing" the company's ability to issue shares within the 15% limit and restoring the company's ability to make placements within that limit (if that is thought desirable) without the need for shareholder approval.

While the Shares described in this Resolution 4 were issued within the 15% limit, the Company seeks Shareholder ratification of the issue of those Shares for the purpose of Listing Rule 7.4, so that the Company's ability to issue securities will be "refreshed" and it will have flexibility to issue additional securities in the future should the need or opportunity arise.

In accordance with the requirement of Listing Rule 7.5, the following information is provided to Shareholders to allow them to assess the ratification of the issue of the Shares the subject of this Resolution:

- The Shares the subject of this Resolution were issued and allotted to Hanscon on 9 May 2011.
- At the time of the placement Hanscon was not a Related Party to the Company or its Associates. Following completion of the placement John Farrell, an Associate of Hanscon, became a Director.
- The Shares issued were fully paid ordinary shares that rank equally in all respects with the existing Shares.
- The funds raised by the issue of the Shares the subject of this Resolution have and will be applied towards general working capital purposes.

ITEM 6: RESOLUTION 5 – PLACEMENT TO GRESHAM

This Resolution seeks Shareholder ratification to the issue of 500,000 Shares at an issue price of 17 cents per Share made on 9 May 2011. Subject to certain exceptions, Listing Rule 7.1 restricts a company from issuing or agreeing to issue equity securities in any 12 month period which amount to more than 15% of the company's ordinary securities on issue at the commencement of that period without shareholder approval. An exception to this rule, contained in Listing Rule 7.4, provides that an issue made within the 15% limit will be treated as having been made with the approval of shareholders under Listing Rule 7.1 if subsequently approved by shareholders, thereby "refreshing" the company's ability to issue shares within the 15% limit and restoring the company's ability to make placements within that limit (if that is thought desirable) without the need for shareholder approval.

While the Shares described in this Resolution 5 were issued within the 15% limit, the Company seeks Shareholder ratification of the issue of those Shares for the purpose of Listing Rule 7.4, so that the Company's

ability to issue securities will be “refreshed” and it will have flexibility to issue further securities should the need or opportunity arise.

In accordance with the requirement of Listing Rule 7.5, the following information is provided to Shareholders to allow them to assess the ratification of the issue of the Shares the subject of this Resolution:

- The Shares the subject of this Resolution were issued to Gresham on 9 May 2011 in consideration for corporate advisory services which Gresham provided to the Company.
- Gresham is not a Related Party to the Company or its Associates.
- The Shares issued were fully paid ordinary shares that rank equally in all respects with the existing Shares excepting that these Shares are held in voluntary escrow until 21 March 2012.
- No funds were raised by the issue of the Shares the subject of the Resolution.

ITEM 7: RESOLUTION 6 – APPROVAL OF GRANT OF DIRECTOR OPTIONS TO SHANE HEFFERNAN

Background

Shareholders’ approval is sought to grant 100,000 Director Options to subscribe for ordinary shares in the Company to Mr Shane Heffernan, for nil consideration.

An issue of 100,000 options with an exercise price of \$0.15 each and exercisable on or after 11 November 2011;

Director Options will not be quoted on the ASX and will expire on 30 June 2014.

Information Requirements under Listing Rule 10.11

For the purposes of Listing Rule 10.13, the following information is provided to Shareholders:

- (a) the Director Options will be issued to Mr Shane Heffernan or his nominee;
- (b) the number of Director Options to be issued is 100,000;
- (c) the Director Options will be issued on a date which will be no later than 1 month after the date of the AGM, or such later date as approved by ASX;
- (d) the Director Options will be issued for no consideration;
- (e) the terms and conditions of the Director Options are set out in Annexure A to this Explanatory Memorandum; and
- (f) no funds will be raised by the issue of the Director Options.

If approval is given for the issue of the Director Options under Listing Rule 10.11 approval is not required under Listing Rule 7.1.

Corporations Act 2001 (Cth): Related Party Transactions

Chapter 2E of the Corporations Act prohibits a public company from giving a financial benefit to a related party of the public company unless either:

1. the giving of the financial benefit falls within one of the nominated exceptions to the provisions; or
2. prior shareholder approval is obtained to the giving of the financial benefit.

For the purposes of Chapter 2E, a Director is considered to be a related party of the Company.

Resolution 6 provides for the issue of options to a director which constitutes a financial benefit to related parties and therefore requires shareholder approval.

Information Requirements under Chapter 2E

The Related Party

The 100,000 Director Options (the financial benefit) will be issued to a Director of the Company or his nominee within 1 month of the passing of this Resolution as follows:

Name of Related Party	Number of Options
Shane Heffernan	100,000

In the event that the Director Options are exercised, the following amount will need to be paid to the Company:

Name of Related Party	Amount \$
Shane Heffernan	15,000

The Nature of the Financial Benefit

The proposed financial benefit to be given is the issue of Director Options for no consideration. The terms and conditions of the Director Options are set out in Annexure A to this explanatory memorandum.

Director's recommendation

Messrs Nichevich, King and Farrell (who have no interest in the outcome of Resolution 6) recommend that shareholders vote in favour of Resolution 6 because the grant of Director Options better aligns the interests of Shane Heffernan with those of other shareholders and provides him with an appropriate incentive for the future. Shane Heffernan declines to make a recommendation about Resolution 6 as he has a material personal interest in the outcome of the resolution as it relates to the proposed issue of Director Options to him individually or his nominee.

Voting Exclusion Statement

In accordance with the Listing Rules of the ASX the Company will disregard any votes cast on this resolution by Shane Heffernan, or any associate of Shane Heffernan. However, the Company need not disregard a vote if it is cast by a person as proxy for a person who is entitled to vote, in accordance with the directions on the proxy form or it is cast by a person chairing the Meeting as a proxy for a person who is entitled to vote, in accordance with directions on the proxy form to vote as the proxy decides.

In accordance with the Corporations Act, any other member of the Company's key management personnel ("**KMP**") and closely related parties of a KMP, whose remuneration is included in the Remuneration Report, will not be eligible to vote on this Resolution, except if the person votes as a proxy for a person who is entitled to vote, in accordance with the directions on the proxy form and the vote is not cast on behalf of a person who is a KMP or a closely related party of a KMP.

Other information that is reasonably required by shareholders to make a decision and that is known to the Company or any of its Directors

- (i) The proposed Resolution 6 would have the effect of giving power to the Directors to issue a total of 100,000 Director Options on the terms and conditions as set out in Annexure A to this Explanatory Memorandum and as otherwise mentioned above. The Company currently has the following securities on issue:

Type of Security	Number of Securities
Shares	54,404,572
Options	540,000

- (ii) Valuation of Director Options
An independent expert has valued the Director Options, using the Black & Scholes option valuation methodology. The valuation assumptions used by the independent expert are disclosed in the table below:

Variable	Input
Grant Date	11 November 2011
Spot Price	\$0.125
Exercise Price	\$0.15
Risk Free Rate	3.51%
Volatility	77.27% (50% & 100% provided)
Maturity Date	30 June 2014
Vesting Date	11 November 2011
Unlisted Option Discount	20%

Based on the variables and assumptions it is estimated that the value of the Director Options is:

Volatility	Value of Each Director Option	Total Number of Director Options	Total Value of Director Options
50%	\$0.0285	100,000	\$2,850
77.27%	\$0.0446	100,000	\$4,460
100%	\$0.0564	100,000	\$5,640

- (iii) The issue of the Director Options is designed to encourage Directors' to have a greater involvement in the achievement of the Company's objectives and to provide an incentive to strive to that end by participating in the future growth and prosperity of the Company through share ownership. Under the Company's current circumstances the Directors consider that the incentives represented by the issue of the Director Options are a cost effective and efficient reward and incentive for the Company, as opposed to alternative forms of incentive, such as the payment of additional cash compensation.

The number of Director Options to be issued and the timing has been determined upon a consideration of:

- The remuneration – the Directors wish to ensure that the remuneration offered is competitive with comparable market rates. The Directors have considered the proposed number of Director Options to be issued will ensure that the Directors' overall remuneration is in line with comparable market rates; and
- The issue of the Director Options as an incentive to ensure continuity of service and to provide them with an appropriate incentive for the future.

The Directors have determined the exercise prices in light of the current share price, applied a suitable premium whilst mindful of providing an appropriate incentive to Directors.

- (iv) Dilution of existing Shareholders' interests. If the Director Options are issued as proposed and exercised, the effect would be to dilute the shareholding of existing Shareholders.

Current Holdings

Director	Shares	Options
Shane Heffernan	Nil	Nil

If all the options proposed to be issued pursuant to Resolution 6 were exercised the effect would be to dilute the shareholding of the existing shareholders by 0.2%.

- (v) Directors fee per annum (including superannuation) and the total financial benefit to be received by the Director in this current period as a result of the issue of the Director Options the subject of Resolution 6 are as follows:

Director	Base Fee p.a.	Value of Options*	Total Financial Benefit
Shane Heffernan	\$215,232	\$4,460	\$219,692

* For accounting purposes, the Company is required to expense the value of the Director Options over the vesting period of the Director Options pursuant to AASB 2 "Share Based Payments", i.e. until 30 June 2014.

- (vi) The following table gives details of the highest, lowest and latest price of the Shares trading on ASX over the past 12 months ending on 26 September 2011:

Security	Highest Price (\$)	Date of Highest Price	Lowest Price (\$)	Date of Lowest Price	Latest Price on 26 September 2011 (\$)
Shares	0.25	31/12/10	0.11	17/11/10	0.125

- (vii) Under the Australian Equivalent of IFRS, the Company is required to expense the value of Director Options in its income statement over the vesting period of the Director Options. Other than as disclosed in this Explanatory Memorandum, the Directors do not consider that from an economic and commercial point of view, there are any costs or detriments including opportunity costs or taxation consequences for the Company or benefits foregone by the Company in issuing the Director Options pursuant to Resolutions 6.
- (viii) Neither the Directors nor the Company are aware of any other information that would be reasonably required by Shareholders to make a decision in relation to the financial benefits contemplated by proposed Resolutions 6.

ITEM 8: RESOLUTION 7 – CANCELLATION OF FORFEITED SHARES

On 22 December 2004 ordinary shares were approved for issue under the Share Incentive Plan (Plan Shares). The acquisition of these Plan Shares was funded by limited recourse loans made to the Executives under the Plan (Loans).

In accordance with the Loan rules, the Company exercised the right to the security of the Plan Shares where the Loans became repayable and the Executive did not make repayment of the loan to the Company.

The Directors have determined that the Executive forfeit the Plan Shares and the Company has received those shares as security. Shareholder approval is required to cancel the forfeited Plan Shares in accordance with section 258D of the Corporations Act and ASX Listing Rule 7.26.

The Company provides the following information to Shareholders in relation to the forfeited Plan Shares:

(a) Details of the forfeited shares

The total issue price of the 180,000 Plan Shares was \$63,000. The Plan Shares were issued as fully paid and therefore there was no amount called but unpaid or an amount uncalled. The aggregate amount of Loans for these Plan Shares was \$63,000.

(b) The outstanding liability of the former holder and what action the Company has taken (and will take) to recover that amount

Pursuant to the Plan rules, the Participating Executive repayment obligation to the Company under the applicable Loan is equal to the lesser of the total amount of moneys owing by the Participating Executive to the Company under the Loan and the market value of the Plan Shares of the Participating Executive on that date (Repayment Obligation).

The Participating Executive could under the Loan rules transfer or surrender the Plan Shares to the Company in full and complete satisfaction of the Repayment Obligation of the Participating Executive.

Instead of the Participating Executive transferring or surrendering the Plan Shares in repayment of the Loan, the Directors decided in accordance with the Loan rules to take the shares as security and the Executive forfeits the Plan Shares and waives the requirement for the Participating Executive to satisfy the Repayment Obligation. Both these alternatives have the same effect that the Participating Executive does not hold the Plan Shares and the Repayment Obligations of the Participating Executive are satisfied.

The outstanding liability of the Participating Executive in respect of the Loans is nil.

Each Director recommends that Shareholders vote in favour of the Resolution to cancel the forfeited shares.

GLOSSARY

Annual General Meeting or AGM	means the Annual General Meeting of the Company to be held at 10.30am WST on Friday, 11 November 2011
Associate	has the meaning given to it by Section 12 of the Corporations Act
ASX	means ASX Limited (ABN 98 008 624 691)
Auditor	means Crowe Horwath being the company's appointed auditor
Auditor's Report	means the report of the Auditor regarding its audit of the Company
Board	means the board of Directors of the Company
Chairman	means the individual acting as chairperson of the AGM
Company or Viento Group	means Viento Group Limited ABN 79 000 714 054
Constitution	means the constitution of the Company
Corporations Act	means the <i>Corporations Act 2001</i> (Cth)
Directors	means the directors of the Company
Director Option	means an option to subscribe for one share in the Company
Directors' Report	means the report of the Directors of the Company
Explanatory Memorandum	means the explanatory notes accompanying the Notice prepared for the information of Shareholders in connection with the business to be transacted at the Annual General Meeting
Financial Report	means the annual financial report of the Company for the year ending 30 June 2011
Gresham	means Gresham Partners Capital Limited ACN [62 003 004 279]
Hanscon	means Hanscon Holdings Pty Ltd ACN [51 692 671 727], as trustee for the Hanscon Discretionary Trust
Listing Rules	means the ASX Listing Rules
Meeting	means the meeting convened by the Notice
Notice	means the notice of meeting which accompanies the Explanatory Memorandum
Related Party	has the meaning contained in section 228 of the Corporations Act
Remuneration Report	means the remuneration report of the Company that forms part of the Directors' Report
Resolution	means a resolution referred to in the Notice
Share	means a fully paid ordinary share in the capital of the Company
Shareholder	means a registered holder of one or more Shares
WST	means Australian Western Standard Time

ANNEXURE A

TERMS AND CONDITIONS OF DIRECTOR OPTIONS

1. Each Director Option will be issued for no consideration.
2. The Director Options have exercise price and vesting date as set out below:

Exercise Price	Vesting Date	Expiry Date
\$0.15	11/11/11	30/06/14

3. Each Director Option entitles the Option holder ("**Option Holder**") to subscribe for and be allotted one fully paid ordinary share ("**Share**") in the capital of the Company at the exercise price for the Director Option.
4. The Director Options are exercisable on or after the relevant Exercise Date and prior to 24.00 AEST on the relevant Expiry Date ("**Exercise Period**") by the delivery to the registered office of the Company of a notice in writing ("**Exercise Notice**") stating the intention of the Option Holder to exercise all or a specified number of Director Options held by it and payment of the Exercise Price to the Company in immediately available funds. A Director Option not exercised before the Expiry Date will lapse. The Exercise Notice must be received by the Company during the relevant Exercise Period. An exercise of only some Director Options shall not affect the rights of the Option holder to the balance of the Director Options held by it. The Director Options must be exercised in multiples of 1,000, unless the Option Holder exercises all Director Options able to be exercised at that time.
5. The Director Options may only be exercised during the relevant Exercise Period and if a Director ceases to be a Director before the Director Options are vested then the option is cancelled.
6. If a Director ceases to be a Director after the vesting date of a Director Option then the Exercise Price must be paid within six (6) months of ceasing to be a director or the option will lapse.
7. The Director Options are not transferable and will not be listed for official quotation on the ASX.
8. The Company shall allot the Shares and deliver a statement of shareholdings with a holders' identification number within the time specified by the ASTC Settlement Rules.
9. Notwithstanding any other terms and conditions, all Director Options may be exercised:
 - (a) during a Bid Period;
 - (b) at any time after a Change in Control Event has occurred; or
 - (c) on an application under section 411 of the Corporations Act if a court orders a meeting to be held concerning a proposed compromise or arrangement for the purposes of or in connection with a scheme for the reconstruction of the Company or its amalgamation with any other Company.
10. All shares issued upon exercise of the Director Options will rank pari passu in all respects with the Company's then issued shares except for any rights attaching to the shares by reference to a record date prior to the date of their issue.
11. The Company will apply for official quotation by ASX of all shares issued upon exercise of the Director Options.
12. There are no participating rights or entitlements inherent in the Director Options and the Option Holder will not be entitled to participate in new issues of capital offered to shareholders during the currency of the Director Options unless the Director Options are first exercised in accordance with

these terms and conditions. However, the Company will ensure that for the purpose of determining entitlement to any such issue, the books closing date will be at least seven (7) business days after the issue is announced. This will give the Option Holder the opportunity to exercise the Director Options prior to the date for determining entitlements to participate in any such issue.

13. Subject to paragraph 13, if the Company makes a bonus share issue, a rights issue or any other similar issue of rights of entitlement, there will be no adjustment to the exercise price, the number of Shares per Director Option or any other terms of the Director Options.
14. In the event of any reorganisation (including reconstruction, consolidation, subdivision, reduction or return of capital) of the issued capital of the Company prior to the Expiry Date, the rights of the Option Holder including the number of Director Options or the exercise price of the Director Options or both will be changed to the extent necessary to comply with the Listing Rules applying to a reorganisation of capital at the time of the reorganisation.
15. In these terms and conditions:

“Bid Period” in relation to a takeover bid in respect of shares in the Company, means the period referred to in the definition of that expression in Section 9 of the Corporations Act provided that where a takeover bid is publicly announced prior to the service of a bidder’s statement on the Company in relation to that takeover bid, the Bid Period shall be deemed to have commenced at the time of the announcement;

“Change of Control Event” means a shareholder, or a group of associated shareholders, becoming entitled to sufficient shares in the Company to give it or them the ability and that ability is successfully exercised, in a general meeting, to replace all or a majority of the Board of the Company; and

“Corporations Act” means the Corporations Act 2001 (Cth).

PROXY FORM

COMPANY ADDRESS:

Locked Box 105
South Melbourne VIC 3205

SHARE REGISTRY:

Security Transfer Registrars Pty Ltd
All Correspondence to:
PO BOX 535, APPECROSS WA 6953
770 Canning Highway,
APPECROSS WA 6153
T: (08) 9315 2333
F: (08) 9315 2233
E: registrar@securitytransfer.com.au
W: www.securitytransfer.com.au

«HOLDER_NAME _____»
«ADDRESS_LINE_1 _____»
«ADDRESS_LINE_2 _____»
«ADDRESS_LINE_3 _____»
«ADDRESS_LINE_4 _____»
«ADDRESS_LINE_5 _____»

HIN/SRN No.: «ADDRESS_LINE_5 _____»

STEP 1: Indicate How your Vote will be Cast (select one option only)

1. Vote Directly

Record my/our votes strictly in accordance with directions in **STEP 3**.

PLEASE NOTE:

A Direct Vote will take priority over the appointment of a Proxy. For a valid Direct Vote to be recorded you must mark FOR, AGAINST, or ABSTAIN on each item. **GO TO STEP 3**

OR

2. Appoint a Proxy to Vote on Your Behalf. I/We hereby appoint:

the Chairman of the Meeting

OR

PLEASE NOTE: Leave this box blank if you have selected the Chairman of the Meeting. Do not insert your own name(s).

or failing the individual or body corporate named, or if no individual or body corporate is named, the Chairperson of the Meeting, as my/our Proxy to act generally at the meeting 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) at the General Meeting of the Company to be held at 10.30am WST on Friday 11 November 2011 at the Celtic Club, 48 Ord Street, West Perth, Western Australia and at any adjournment of that meeting. **GO TO STEP 2**

STEP 2: Important for item 1 and 6 - if the Chairman of the meeting is your proxy or is appointed as your proxy by default and you have not directed him how to vote on item 1 below, please mark the box in this section.

If you do not mark this box and you have not directed your proxy how to vote on item 1 in step 3 below, the Chairman will not cast your votes on item 1 and your votes will not be counted in computing the required majority if a poll is called on these items. If you appoint the Chairman of the Meeting as your proxy you can direct the Chairman how to vote on items 1 and 6 by either marking the relevant boxes in step 3 below (for example if you wish to vote for, against or abstain from voting) or by marking this box (in which case the Chairman will vote in favour of item 1 and 6). **The Chairman of the Meeting intends to vote all available proxies in favour of items 1 and 6.**

I/We (except where I/we have indicated a different voting intention below):

- a) direct the Chairman of the Meeting to vote in accordance with the Chairman's voting intentions on items 1 and 6; and
b) acknowledge that the Chairman of the Meeting may exercise proxy even though items 1 and 6 are connected directly or indirectly with the remuneration of a member of key management personnel and even if the Chairman of the Meeting has an interest in the outcome of these items and that votes cast by the Chairman, other than as proxy holder, would be disregarded because of that interest.

STEP 3: Voting Directions to Your Proxy

Please mark with "X" in the box to indicate your voting directions:

Resolution	For	Against	Abstain*
1. Remuneration Report The Chairman of the Meeting intends to vote all available proxies in favour.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
2. Election of Director – Shane Heffernan	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
3. Election of Director – John Farrell	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
4. Ratification of Placement to Hanscon	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
5. Ratification of the Issue of Shares to Gresham	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
6. Approval of Grant of Director Options to Shane Heffernan The Chairman of the Meeting intends to vote all available proxies in favour.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
7. Cancellation of Forfeited Shares	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

* If you mark the Abstain box for an item, you are directing your Proxy not to vote on your behalf on a show of hands or on a poll and your votes will not be counted in computing the required majority.

SIGN: Signature of Securityholder(s) This section must be signed in accordance with the instructions overleaf.

Individual or Security Holder 1

Sole Director and Sole Company Secretary

Security Holder 2

Director

Security Holder 3

Director / Company Secretary

My/Our contact details in case of enquiries are:

Contact Name

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Contact Number

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NOTES

1. Name and Address

This is the name and address on the Share Register of VIENTO GROUP LIMITED. If this information is incorrect, please make corrections on this form. Shareholders sponsored by a broker should advise their broker of any changes. Please note that you cannot change ownership of your shares using this form.

2. Appointment of a Proxy

If you wish to appoint the Chairperson of the Meeting as your Proxy please mark 'X' in the box in Step 1. If the person you wish to appoint as your Proxy is someone other than the Chairperson of the Meeting please write the name of that person in Step 1. If you leave this section blank, or your named Proxy does not attend the meeting, the Chairperson of the Meeting will be your Proxy. A Proxy need not be a shareholder of the company. A proxy may be an individual or a body corporate.

3. Directing your Proxy how to vote

To direct the Proxy how to vote place an 'X' in one of the boxes opposite each item of business in Step 3. Where more than one Proxy is to be appointed and the proxies are to vote differently, then two separate forms must be used to indicate voting intentions. If you don't mark Step 3 your proxy may vote as he or she chooses. If you mark more than one box on an item your vote will be invalid.

4. Appointment of a Second Proxy

You are entitled to appoint up to two persons as proxies to attend the meeting and vote on a poll. If you wish to appoint a second Proxy an additional proxy form may be obtained by telephoning the Company's Share Registry (08) 9315 2333 or you may photocopy this form.

To appoint a second Proxy you must:

- On each of the Proxy forms, state the percentage of your voting rights or 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 of your votes; and
- Return both forms together.

5. Signing Instructions

Individual: where the holding is in one name, the Shareholder must sign.

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

Power of Attorney: to sign under Power of Attorney you must have already lodged this document with the Registry. If you have not previously lodged this document for notation, please attach a certified photocopy of the Power of Attorney to this form when you return it.

Companies: where the Company has a sole Director who is also the sole Company Secretary this form must be signed by that person. If the Company (pursuant to section 204A of the Corporations Act 2001) does not have a Company Secretary, a sole Director may sign alone. Otherwise this form must be signed by a Director jointly with either another Director or Company Secretary. Please indicate the office held in the appropriate place.

If a representative of the corporation is to attend the meeting the appropriate "Certificate of Appointment of Corporate Representative" should be lodged with the Company before the meeting or at the registration desk on the day of the meeting. A form of the certificate may be obtained from the Company's Share Registry.

6. Lodgement of Proxy

This proxy form (and any power of attorney under which it is signed) must be received no later than 10.30am WST on Wednesday 9 November 2011 being 48 hours before the time for holding the meeting. Any proxy form received after that time will not be valid for the scheduled meeting. Please lodge the proxy form with the Company, you are encouraged to submit your proxy by mail or fax 03 9866 7029. The addresses of Company are as follows:

By Mail: Viento Group Limited
Locked Box 105
South Melbourne VIC 3205

By Hand: Viento Group Limited
Level 3
11 Queens Road
Melbourne VIC 3004

By Fax: + 61 3 9866 7029

By Email: info@vientogroup.com