

30 March 2010

Company Announcements Office
Australian Stock Exchange Limited
Level 6, 20 Bridge Street
Sydney NSW 2000

Dear Shareholder,

Entellect Solutions Limited – Revised Notice of Extraordinary General Meeting, Proxy Form and Independent Expert's Report

On 16 March 2010, Entellect Solutions Limited (**Entellect** or **Company**) announced its intention to hold an Extraordinary General Meeting of the Company on 16 April 2010 (**Extraordinary General Meeting**). The Company then despatched a Notice of Extraordinary General Meeting, Proxy Form and Independent Expert's Report to shareholders (**Previous Documents**).

Consolidation and Placement

The Notice of Extraordinary General Meeting provides (amongst other things) that the Company proposes to:

1. consolidate its share capital on a 1:58.159 basis (**Consolidation**); and
2. raise up to \$25 million by issuing up to 7,269,910,896 Entellect shares (or 125,000,000 shares on a post-Consolidation basis) to sophisticated and professional investors (**Placement**). The proceeds under the Placement will be used:
 - to fund the initial cash consideration (**Initial Cash Consideration**) payable for the acquisition of 100% of the issued share capital of 1343929 Ontario Limited and 1691826 Ontario Limited, the holding companies of The Administrative Assistants Limited (i.e. CAD \$20 million) (**AAL Acquisition**); and
 - for general working capital purposes.

Entellect is seeking shareholder approval for the Consolidation and issue of shares under the Placement at the Extraordinary General Meeting.

Revised Consolidation and Placement

Following additional feedback concerning current market conditions, the Board has decided that it is in the Company's best interests to revise the Consolidation and the terms of the Placement. The Company now proposes to:

1. consolidate its share capital on a 1:116.319 basis (**Revised Consolidation**); and
2. conduct a revised placement to raise up to \$26.5 million by issuing up to 15,412,211,099 Entellect shares (or 132,500,000 shares on a post-consolidation basis) (**Revised Placement**). The shares under the Revised Placement will be issued at an issue price of \$0.20.

Revised Notice of Extraordinary General Meeting, Proxy Form and Independent Expert's Report

As a result of the Revised Consolidation and the Revised Placement, the Company has revised and updated the Notice of Extraordinary General Meeting (**Revised Notice of Extraordinary General Meeting**) and Proxy Form (**Revised Proxy Form**). The Independent Expert's Report has also been revised and updated to reflect the Revised Consolidation and the Revised Placement (**Revised Independent Expert's Report**).

Please find enclosed a copy of the Revised Notice of Extraordinary General Meeting, Revised Proxy Form and Revised Independent Expert's Report (together, the **Revised Documents**).

The Revised Documents are marked-up against the Previous Documents so that shareholders can see the updates that have been made to each of the documents. However, in summary, the Revised Notice of Extraordinary General Meeting has been updated to reflect:

- the terms of the Revised Consolidation;
- the terms of the Revised Placement;
- that the funds raised from the Revised Placement will be used to fund the Initial Cash Consideration, the expenses of the AAL Acquisition and the acquisition of a licence from CSG Education Pty Ltd and for general working capital purposes; and
- that shareholders will need to submit a Revised Proxy Form if they intend to vote at the Extraordinary General Meeting by proxy (see below).

Extraordinary General Meeting

The Company still proposes to hold the Extraordinary General Meeting at Level 26, 52 Martin Place, Sydney NSW 2000 at 10.00am on 16 April 2010.

Proxy Forms

Note that if you intend to vote at the Extraordinary General Meeting by proxy, you will need to submit the Revised Proxy Form enclosed with the Revised Notice of Extraordinary General Meeting.

The proxy forms that were annexed to the previous Notice of Extraordinary General Meeting are now invalid. Accordingly, if you submitted a proxy form under the previous Notice of Extraordinary General Meeting you will need to re-submit the Revised Proxy Form enclosed with the Revised Notice of Extraordinary General Meeting.

Shareholders are encouraged to read the enclosed Revised Notice of Extraordinary General Meeting in its entirety, and to attend the Extraordinary General Meeting and vote on the resolution.

Should you wish to discuss the Revised Notice of Extraordinary General Meeting please contact me on +61 2 8249 0000.

Once again, on behalf of the Board I would like to thank you for your continued support.

Yours faithfully,



Jeffrey Bennett
Chairman