

28 October 2013

NOTICE OF MEETING

NOTICE is hereby given that the Annual General Meeting of Mnemon Limited will be held in the Board Room of the Company at Level 42, Suncorp Place, 259 George Street, Sydney on Friday the 29th November 2013 at 11.00am.

BUSINESS

To receive and consider the Financial Report of the Company and of the Consolidated Entity for the year ended 30 June 2013 and the Reports by Directors and Auditors thereon.

1. Remuneration Report

To consider and if thought fit to pass, the following as an ordinary resolution under section 250R of the Corporations Act 2001:

“To adopt the Remuneration Report of the Company for the year ended 30 June 2013.”

Notes:

- a) The vote on this resolution is advisory only and does not bind the Directors of the Company.
- b) In accordance with the Corporations Act the Company’s key management personnel, details of whose remuneration are included in the remuneration report, and their closely related parties must not cast a vote on the remuneration report (in any capacity) unless appointed in writing as a proxy for a member eligible to vote on the resolution and that specifies how the proxy is to vote on the resolution.
- c) However, if the Chairman is appointed as proxy and is expressly authorised to exercise the proxy even if the resolution is connected directly or indirectly with the remuneration of a member of key management personnel, the Chairman will be able to vote all undirected proxies in favour of this resolution if the vote is not cast on behalf of the Company’s key management personnel or their closely related parties. If you wish to vote “against” or “abstain” you should mark the relevant box in the attached proxy form.

2. Re-election of Director

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

“Mr Alexander (Sandy) Beard who retires in accordance with the Company’s Constitution, and, being eligible, offers himself for re-election, is hereby re-elected as a Director of the Company.”

3. Confirmation of appointment of Director

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

“That Mr John Hunter a Director of the Company who retires in accordance with clause 13.9 of the Company’s Constitution and, being eligible, offers himself for re-election, be re-elected as a Director of the Company.”

4. General Business: To transact any other business that may be brought forward in accordance with the Constitution of the Company.

INFORMATION

Notes to the Notice of Meeting & Explanatory Information accompanies and forms part of this Notice of Meeting.

PROXY FORM

A Proxy Form accompanies this Notice of Meeting. The Proxy Form must be returned to the Company by no later than 27 November 2013 at 11:00 am. Any Proxy Form received after this time will not be valid.

ENQUIRIES

For enquiries or further information, please contact John Hunter at the Company on (02) 9087 8000.

By Order of the Board

John Hunter
Company Secretary

Sydney this 28 October 2013

NB: Unless you have specifically requested to receive a hard copy, the Mnemon Limited 2013 Annual Report can be viewed at www.mnemon.com.au.

MNEMON LIMITED

ACN 125 736 914

NOTES TO NOTICE OF MEETING & EXPLANATORY INFORMATION

Persons entitled to vote

The Directors have determined that the shareholding of each member for the purposes of ascertaining their voting entitlements at the General Meeting will be as it appears in the share register at 11.00am on 27 November 2013.

How to vote

If eligible, you may vote by attending the meeting, by proxy or attorney. A member who is a body corporate may appoint a representative to attend and vote on its behalf.

Voting in person

To vote in person, attend the meeting at the time and place set out in this notice of meeting.

Voting by proxy

To vote by proxy, please complete, sign and return the enclosed proxy form in accordance with the following instructions. If you require an additional proxy form, the Company will supply it on request.

Proxies

A member who is entitled to vote at the meeting, may appoint one or two proxies. Where the member appoints 2 proxies, the appointment may specify the proportion or number of votes that each proxy may exercise. If the appointment does not specify a proportion or number, each proxy may exercise one-half of the votes, in which case any fraction of votes will be disregarded. A proxy need not be a member of the Company.

The proxy form must be signed by the member or the member's attorney. Proxies given by a corporation must be executed in accordance with the Corporations Act and the constitution of that corporation.

The proxy form and the power of attorney or other authority (if any) under which it is signed or a certified copy, must be received by the Company at least 48 hours before the time for holding of the meeting or any adjourned meeting (or such lesser period as the Directors may permit) at the Company's registered office at Level 42 Suncorp Place, 259 George Street, Sydney, New South Wales 2000; or the following fax number: (02) 9087 8088.

Voting by attorney

A member may appoint an attorney to act on the member's behalf at the meeting. The power of attorney or such other evidence of the attorney's appointment and authority to the satisfaction of the Directors must be received by the Company at

least 48 hours before the time for holding of the meeting or any adjourned meeting.

BUSINESS

Financial Report

In accordance with the Corporations Act and the Constitution of the Company the Financial Report of the Company and of the Consolidated Entity for the year ended 30 June 2013 and the Reports by Directors and Auditors thereon are laid before the Annual General Meeting.

There is no formal resolution to be put but shareholders will be given the opportunity to make comments and ask questions of the Board and the Auditor in respect of the reports. Shareholders are also able to submit questions to the Company for the Auditor prior to the meeting. The list of any such questions will be presented at the meeting for discussion and responses.

Resolution 1 – Remuneration Report

The Corporations Act 2001 requires that a resolution be put to shareholders to adopt the Remuneration Report of the Company. The Remuneration Report is included in the Directors' Report section of the Annual Report. The resolution is not binding upon the Company or the Board but the Chair of the meeting will provide reasonable opportunity at the meeting for shareholders to ask questions about, and comment on, the Remuneration Report.

If 25% or more of votes that are cast are voted against the adoption of the Remuneration Report at two consecutive Annual General Meetings, Shareholders will be required to vote at the second of those Annual General Meetings on a resolution (a "spill resolution") that another meeting be held within 90 days at which all off the Company's Directors (other than the Managing Director and CEO) must go up for re-election.

Recommendation: *The Directors recommend that shareholders vote in favour of this resolution.*

Resolution 2 – Re-election of Director

Mr Alexander (Sandy) Beard who retires in accordance with the Company's Constitution, and, being eligible, offers himself for re election. Information about Alexander Beard can be found in the Directors' Report section of the Annual Report.

Recommendation: *The Directors (with Mr Alexander Beard abstaining) recommend that shareholders vote in favour of this resolution.*

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Resolution 3 – Confirmation of appointment of Director – Mr John Hunter

Mr Hunter was appointed a Non-executive Director of the Company effective 27 May 2013. Pursuant to clause 13.9 of the Company's Constitution, the Directors may appoint any person to be a Director. The appointed Director only holds office until the next Annual General Meeting and, if eligible, may offer himself for re-election to the office of a Director.

In accordance with clause 13.9 of the Constitution, Mr Hunter is required to retire and being eligible for re-election, offers himself for election.

Mr Hunter holds the position of Company Secretary and Chief Financial Officer of CVC Limited, the Responsible Entity of CVC Property Fund and Mnemon Limited as well as various other public companies. Mr Hunter has 20 years' experience in the finance industry. Mr Hunter has a Bachelor of Commerce, Masters of Business Administration and is a Member of the Australian Institute of Chartered Accountants.

Recommendation: *The Directors recommend that shareholders vote in favour of this resolution.*

MNEMON LIMITED

ACN 125 736 914

Registered Office: Level 42 Suncorp Place, 259 George Street Sydney NSW 2000, Australia
Phone: (02) 9087 8000 Fax: (02) 9087 8088

PROXY FORM

I,
(FULL NAME, BLOCK LETTERS)

of
being a member of Mnemon Limited.

SECTION A

HEREBY APPOINT
of

or, failing him/her, the Chairman of the Meeting, as my/our proxy to vote for me/us and on my/our behalf at the Annual General Meeting of the Company to be held on Friday 29 November 2013 at 11.00am (Sydney time), or at any adjournment thereof. The proxy so appointed shall represent all my/our voting rights except those (if any) specified in B below.

SECTION B (DO NOT COMPLETE THIS SECTION UNLESS YOU WISH TO APPOINT TWO PROXIES)

AND I FURTHER APPOINT
of

as my proxy to vote for me/us and on my/our behalf at the said meeting or at any adjournment thereof. The proxy, appointed by this Section B, shall represent my/our voting rights in respect of shares.

Chairman authorised to exercise undirected proxies on remuneration related resolution: Where I/we have appointed the Chairman of the Meeting as my/our proxy (or the Chairman becomes my/our proxy by default), I/we expressly authorise the Chairman to exercise my/our proxy on resolution 1 (except where I/we have indicated a different voting intention below) even though resolution 1 is connected directly or indirectly with the remuneration of a member of key management personnel, which includes the Chairman.

Important Note: If the Chairman of the Meeting is (or becomes) your proxy you can direct the Chairman to vote for or against or abstain from voting on resolution 1 by marking the appropriate box below.

I/ we instruct my/our proxy to vote as indicated below in respect of the resolutions:

	A			B		
	For	Against	Abstain	For	Against	Abstain
Resolution 1 – Remuneration Report						
Resolution 2 – Re-election of Alexander Beard						
Resolution 3 – Confirmation of appointment of John Hunter						

The Chairman of the Meeting intends to vote all available proxies in favour of each resolution.

Signed this day of 2013.

Signature of Securityholders(s)

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Individual or Securityholder 1
Sole Director and Sole Company
Secretary

.....

Securityholder 2
Director

.....

Securityholder 3
Director/Company Secretary