



NOTICE OF GENERAL MEETING

Notice is hereby given that a General Meeting ("GENERAL MEETING") of the members of Intermoco Limited ACN 006 908 701 ("Intermoco" or "Company") will be held at **The Boardroom, Toorak Corporate Centre, 21 Milton Parade, Malvern VIC 3144** at **11.00 am (Melbourne time)** on **Friday, 30 March 2012.**

BUSINESS

1. ISSUE OF SECURITIES TO LA JOLLA COVE INVESTORS INC

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

1.1 "That pursuant to ASX Listing Rule 7.1, the Company hereby approves the issue and allotment by the Company of the Convertible Note or fully paid ordinary shares on conversion of that Convertible Note to La Jolla Cove Investors Inc. in the number and on the terms and conditions as described in Section 1 of the Explanatory Memorandum."

Short explanation

As announced to ASX on 4 October 2011, Intermoco has secured up to \$6,000,000 in funding from La Jolla by way of the Notes. Funding is by way of monthly issue of the Notes. This resolution seeks approval to issue Notes and Shares following the conversion of those noted by La Jolla for the 3 month period following this meeting for the reasons set out in the Explanatory Memorandum.

Further details of this resolution are set out in the Explanatory Memorandum. Capitalised terms used in this resolution are defined in the Explanatory Memorandum.

Voting Exclusion Statement

In accordance with the ASX Listing Rules, the Company will disregard any votes cast on this resolution by La Jolla, and any associate of La Jolla.

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 the person chairing the meeting as a proxy for a person who is entitled to vote, in accordance with a direction on the proxy form to vote as the proxy decides.

2. RATIFICATION OF ISSUE OF SECURITIES

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

"That pursuant to ASX Listing Rule 7.4, the Company approves and ratifies the issue and allotment of the fully paid shares to the entities described in Table 1 of the Explanatory Memorandum."

Short Explanation

Intermoco has issued a number of Shares to the entities described in Table 4 of the Explanatory Memorandum, on the date set out in that table. Funds raised have been used for the purposes set out in the Explanatory Memorandum.

The Board of Intermoco is allowed to issue up to 15% of its issued capital without Shareholder approval each 12 months. The Shares described above were issued without Shareholder approval and were within this limit. Under the Listing Rules, Intermoco can seek Shareholder ratification of an issue made within the 15% limit, and, if given, the effect of the ratification is to deem that the Shares issues were issued with Shareholder approval, meaning that, from the date of the approval, the Board is again able to issue up to a further 15% of the issued capital without Shareholder approval.

The purpose of this resolution is to seek this ratification.

Further details of both resolutions are set out in the attached Explanatory Memorandum.

Voting Exclusion Statement

The Company will disregard any votes cast on this resolution by the entities described in Table 4 of the Explanatory Memorandum or any associates of those entities.

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 the person chairing the meeting as a proxy for a person who is entitled to vote, in accordance with a direction on the proxy form to vote as the proxy decides (and the acknowledgment box on the proxy form in relation to this resolution is marked).

By order of the Board:

A handwritten signature in black ink, appearing to read 'Oliver Carton', written in a cursive style.

Oliver Carton
Company Secretary
27 February 2012

NOTES

1. A member entitled to attend and vote at the General Meeting is entitled to appoint not more than two proxies to vote instead of the member. A proxy may be a person or a company.
2. A member who is 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. If the member appoints two proxies and the appointment does not specify the proportion or number of the member's votes each proxy may exercise, each proxy may exercise one half of the member's votes.
3. A proxy need not be a member of the Company.
4. The proxy form must be signed by the member or the member's attorney. Proxies given by corporations must be executed under seal or signed under the hand of a duly authorised officer or attorney.
5. To be valid, the enclosed proxy form and the Power of Attorney or other authority (if any) under which it is signed (or a certified copy of it) must be lodged:
 - a) at the offices of Computershare Investor Services Pty Limited, by hand delivery to Yarra Falls, 452 Johnston Street, Abbotsford VIC 3067, by mail to GPO Box 242, Melbourne VIC 3067, or on fax number 1800 783 447 (within Australia), +61 3 9473 2555 (outside Australia);
 - b) Custodian voting - For Intermediary Online subscribers only (custodians) please visit www.intermediaryonline.com to submit your voting intentions; or
 - c) at the registered office of the Company, 19 Shierlaw Avenue Canterbury VIC 3126 or on fax number (03) 9914 7699.

not later than 48 hours before the time for commencement of the meeting.

6. A person may attend the meeting under an appointment of corporate representative pursuant to section 250D of the Corporations Act (including as representative of a corporate proxy) or Power of Attorney only if a copy of that appointment or Power of Attorney is provided to the Company before the meeting. Documents must be lodged:
 - a) at the offices of Computershare Investor Services Pty Limited, Yarra Falls, 452 Johnston Street, Abbotsford VIC 3067, or on fax number 1800 783 447 (within Australia), +61 3 9473 2555; or
 - b) at the registered office of the Company, 19 Shierlaw Avenue Canterbury VIC 3126 or on fax number (03) 9914 7699

not later than 48 hours before the time for commencement of the meeting.

7. The Directors have determined that, for the purpose of voting at the meeting, Shares will be taken to be held by the registered holders at 7.00pm (Melbourne time) on 28 March 2012.

INTRODUCTION

The following information provides a detailed explanation on resolution 1 as set out in the Notice of General Meeting.

1. RESOLUTION 1 – APPROVAL TO ISSUE SHARES TO LA JOLLA

1.1 Summary of Proposal

As announced to ASX on 4 October 2011, Intermoco has secured up to \$6,000,000 in funding from La Jolla Cove Investors Inc (**La Jolla**) by way of convertible notes described below (**Notes**). Funding is by way of monthly purchase price for the Notes. Intermoco obtained shareholder approval to issue the first Note and fully paid ordinary shares (“Shares”) following the partial conversion of the Note to La Jolla at its AGM on 30 November 2011. That approval was for a three month period as required by the ASX Listing Rules, and expired on 29 February 2012. This resolution seeks approval to issue Notes and Shares following the partial conversion of the Note to La Jolla for a further 3 month period following this meeting.

As at the date of this Notice of Meeting, funding to the value of \$500,000 has been received from La Jolla, and La Jolla has converted \$295,000 of the Note into 218,152,109 Shares. A further \$100,000 will be received between the date of this Notice and the date of this meeting.

The Board seeks this resolution because under the Listing Rules the Board may only issue up to 15% of its issued capital without Shareholder approval each 12 months. It is however able to seek approval for a proposed issue of securities, provided that issue occurs within 3 months following the approval. If approved, the issue of those securities does not count towards the 15% limit.

1.2 Terms of Convertible Note Agreement

(a) Introduction

An outline of the rights and liabilities attaching to the Note and a summary of some of the key terms of the Funding Agreement were provided to shareholders in the Notice of Annual General Meeting held on 30 November 2011. A copy of that information is set out in Schedule 1.

(b) Effect of the issue of the first Note on the Company

Full effects of the issue of the first Note are set out in Schedule 1, however shareholders should note that as at the date of this meeting \$500,000 in funding has been provided by La Jolla under the Note.

(c) Effect of the issue of the first Note on share structure and conversion price

Full effects of the issue of the first Note are set out in Schedule 1, however shareholders should note that as at the date of this Notice of Meeting:

- The issued capital of the Company is 3,211,495,897 Shares;
- La Jolla has converted \$295,000 of notes into 218,152,109 Shares.

La Jolla has the right to convert at a price which is 85% of the VWAP of Intermoco shares for the 5 trading days prior to conversion. The Company has the right to not convert and repay the amount set out in the conversion notice if the conversion price is below 0.2c per share. To date the Company has not exercised this right.

1.3 Use of funds raised

The Company will use the net proceeds from the issue of the first Note and any subsequent Notes for working capital and business expansion purposes.

1.4 Listing Rule requirements for resolution 1

(a) ASX Listing Rule 7.3

As stated above ASX Listing Rule 7.1 allows shareholders to approve an issue of securities in the future. ASX Listing Rule 7.3 requires the Notice of Meeting and Explanatory Memorandum for a general meeting at which shareholders are required to consider a resolution pursuant to ASX Listing Rule 7.1 to include certain specified information in relation to the equity securities proposed to be issued. This information is set out below:

- i. The maximum number of securities to be issued – a maximum of \$400,000 in part payment of the Note which may be converted into fully paid ordinary shares using the formula set out in Schedule 1.
- ii. The date by which the securities will be issued - the part payment of the Note must be made within 3 months after the date of this meeting. Issue of Shares on conversion of the part payment will depend on when La Jolla issues a conversion notice concerning the part payment.

- iii. The issue price of the securities - this information is set out in Schedule 1. Shares issued on conversion of the notes are issued under the formula set out in Schedule 1, being 85% of the VWAP of Intermoco shares for the 5 trading days prior to conversion.
- iv. The names of the allottees (if known) or the basis upon which the allottees will be determined - La Jolla Cove Investors Inc.
- v. The terms of the securities - The terms of the Notes are set out in Schedule 1. Shares issued on conversion of the notes are fully paid ordinary shares in the Company and rank pari passu with other fully paid ordinary shares on issue.
- vi. The intended use of the funds - see paragraph 1.3.
- vii. The dates of allotment or a statement that allotment will occur progressively - Notes will be issued on a monthly basis on the terms set out in paragraph Schedule 1. Notes can be converted into shares at any time within 3 months of the date of this meeting at the discretion of La Jolla.
- viii. A voting exclusion statement - this information is provided in the Notice of Meeting.

2. RESOLUTION – RATIFICATION OF ISSUE OF SECURITIES

2.1 Summary of placement

Intermoco has placed 410,000,000 Shares to the investors set out in Table 1 at 0.1 cents per Share as announced to the market on 24 February 2012 (“**Placement**”).

Table 1

Place	Amount (\$)	No of Shares
Eyeon No. 2 Pty Ltd.	300,000	300,000,000
NLG Dental Pty Ltd	110,000	110,000,000
Total	410,000	410,000,000

The placement represents approximately 12.8% of the expanded issued Shares in the Company. Eyeon No 2 Pty Ltd is an entity controlled by The Copulos Group, a substantial shareholder of the Company. Prior to the placement the Copulos Group held an interest of 10.59% in Shares. Following the placement that interest increased to 18.39%. NLG Dental Pty Ltd is not a related party to the Copulos Group.

2.2 Purposes of Placement

As stated in the announcement dated 24 February 2012, the Company’s short term funding position has been adversely impacted upon by the interruption to the Group’s Product Sale business, and poor market conditions in relation to potential disposal of its Energy Mad investment. The significant growth pipeline in the embedded networks business unit will also place further strain on working capital over the next 6 – 12 months. The funds raised as set out in Table 1 will therefore be used for working capital and embedded network growth purposes.

The Board is very grateful for the show of faith in the Company’s business model and growth prospects, as demonstrated by the increased support of its largest shareholder.

2.3 Listing Rule requirements for resolution 5

(a) ASX Listing Rule 7.4

As stated above Listing Rule 7.4 enables the Company to ratify an issue of Shares made without prior Shareholder approval under Listing Rule 7.1 if:

- i. the issue of Shares did not breach Listing Rule 7.1; and
- ii. Shareholders subsequently approve the issue of those Shares by the Company.

In general terms, Listing Rule 7.1 allows the Company to issue up to 15% of its issued capital without the need for approval from Shareholders, with some exceptions. The issue of the Shares set out in Table 2 were not in breach of Listing Rule 7.1.

The Directors seek approval and ratification from Shareholders pursuant to Listing Rule 7.4 for the issue of the Shares set out in Table 4.

(b) ASX Listing Rule 7.5

ASX Listing Rule 7.5 lists information which must be contained in the Notice of General Meeting and Explanatory Memorandum where Shareholders will consider a resolution pursuant to ASX Listing Rule 7.4. This information is set out below:

- i. The number of securities allotted: *See Table 1.*
- ii. The issue price of the securities: *See Table 1.*
- iii. The names of the allottees: *See Table 1.*
- iv. The terms of the securities: *The Shares are fully paid ordinary shares in the Company and rank pari passu with other fully paid ordinary shares on issue.*
- v. The use or intended use of the funds raised: *see paragraph 2.2.*
- vi. A voting exclusion statement: *This information is set out in the Notice of Meeting.*

SCHEDULE 1 – TERMS AND CONDITIONS OF LA JOLLA CONVERTIBLE NOTE AGREEMENT

(a) Introduction

The Company has agreed to issue three Notes to La Jolla for \$1,500,000 each. The Company also has an option to issue, at its discretion, a fourth Note for \$1,500,000. Under the Funding Agreement, the Company and La Jolla have agreed that the issue of the Notes will be sequential. In each case, the obligation of La Jolla to subscribe for, and the Company to issue, a Note will arise only following the satisfaction of certain conditions.

The payment of the Purchase Price of the first Note will be made by La Jolla in installments, in the following manner:

- i. on the issue date of the first Note (19 October 2011), La Jolla paid to the Company \$100,000 (“**Initial Payment**”); and
- ii. commencing in the month following the Issue Date, La Jolla will pay to Intermoco, on a date in that month and each subsequent month as selected by La Jolla, an amount of not less than \$100,000 (or such lesser amount that equals the remaining amount of the Purchase Price to be paid by La Jolla on a Note) (“**Monthly Payment**”).

The Company may request that the Monthly Payment for a particular month be increased to an amount of \$125,000, so long as the price of Ordinary Shares on the Business Day immediately prior to the Payment Date is between AU\$0.0041 to AU\$0.006; to \$150,000 so long as the price of Ordinary Shares on the Business Day immediately prior to the Payment Date is equal to AU\$0.0061 to AU\$0.008; and to \$200,000 so long as the price of Ordinary Shares on the Business Day immediately prior to the Payment Date is equal to AU\$0.0081 or higher. La Jolla may, in its discretion, pay to the Company more than the Monthly Payment in respect of any month.

The obligation on La Jolla to make each Monthly Payment is conditional on the satisfaction of certain conditions at the time payment is required to be made under the Funding Agreement.

The Company is precluded under the terms of the Funding Agreement to issue a Note, accept a monthly payment or issue shares on conversion of the Note if such issue or payment will cause the Company to be in breach of ASX Listing Rule 7.1.

The issue of the fourth Note will be at the discretion of the Company. If the Company does not issue the fourth note, then the Funding Agreement will be terminated and La Jolla will be entitled to force the Company to redeem the outstanding principal amount of all other notes still on issue and any interest at a cash price of 110% of the principal amount of the notes or to convert the outstanding principal amount of all other notes still on issue into Shares.

The payment arrangements for the second and third Notes and the fourth Note (if issued) will be on similar terms to the first Note.

(b) Effect of the issue of the first Note on the Company

The first Note issued by the Company will raise up to \$1,500,000 (less the expenses associated with the issue of the Note). The principal effects of the issue of the Note on the Company are:

- i. subject to the terms of the Funding Agreement and satisfaction of the conditions applicable under that agreement with regard to Monthly Payments, an increase in the Company's cash reserves by an additional \$1,500,000 in aggregate by way of Monthly Payments of not less than \$100,000 each, of which \$500,000 has been paid at the date of this Notice of Meeting;
- ii. the Company assuming a liability for the proceeds received from La Jolla for payment of the Purchase Price of the Note less any amount which has been the subject of a conversion into new Shares, repaid or prepaid (“**Principal Amount**”);
- iii. the Company assuming an obligation to pay interest on the Principal Amount to La Jolla at the rate of 4.75% per annum monthly in arrears; and
- iv. if the Note is converted, either in whole or in part, an increase in the number of Shares as a consequence of the issue of new Shares to La Jolla. The number of new Shares to be issued to La Jolla will depend on whether the Note is converted in whole or in part, and the applicable conversion price.

(c) Effect of the issue of the first Note on share structure and conversion price

The issued capital of the Company is 3,211,495,897 fully paid ordinary shares. As noted above the number of new shares to be issued to La Jolla will depend on the amount paid under the Note and whether the Note is converted in whole or in part and the applicable conversion price.

The number of new Shares into which the Note may be converted is equal to the Principal Amount that is to be converted (as specified in the “**Conversion Notice**”) divided by the conversion price. The conversion price is equal to the lesser of:

- i. AU\$0.030 (as adjusted for any share splits, dividends, combinations, subdivisions, recapitalisations or the like); and
- ii. 85% of the average of the Volume Weighted Average Price on the last 5 Trading Days on which Shares were traded prior to the issue of a Conversion Notice.

The Company is seeking shareholder approval to issue all Shares that will occur from the conversion of the Payment Price of the Note received from date of this notice of meeting to a date that is 3 months following this meeting (which is up to a further \$400,000 in Notes depending on share price movements in this time), and approval to issue fully paid ordinary shares on conversion of those Notes. The maximum amount of partial payment of the Note (and resulting shares) that might be issued and that this resolution will approve of is therefore \$400,000.

By way of an example, the average conversion price for shares issued to La Jolla under the Note so far is approximately \$0.0014. Using this conversion price, \$400,000 would convert to approximately 285.7m shares.

(d) Maturity Date

The maturity date of the Note is the date which is 4 years from the issue date.

(e) Conversion Limit

If the conversion of the Note would cause La Jolla's (or anyone else's) voting power in the Company to increase to more than 20%, then the Company shall have the right in its sole and absolute discretion to:

- i. prepay that portion of the Note that La Jolla elected to convert, plus any accrued and unpaid interest; or
- ii. extend the delivery date for the conversion until such conversion will not cause La Jolla to exceed 20% of the voting power or until such relevant approvals are obtained; or
- iii. extend the maturity date for the Note for a period not to exceed 12 months.

(f) Intermoco's repayment right

If on the day La Jolla issues a Conversion Notice, the VWAP is below \$0.002, the Company will have the right, by no later than 3.00pm Melbourne time on the date that is 2 Business Days after the Company's receipt of the Conversion Notice, to prepay that portion of the Principal Amount of the Note that La Jolla has sought to convert pursuant to the Conversion Notice, plus any accrued and unpaid interest, at 105% of such amount.

(g) Mandatory conversion in the 3 months prior to the Maturity Date

The Company may elect to compel La Jolla to convert the Note into new shares. If it does so elect, in each of the 3 months prior to the maturity date, provided there has not been an event of default, La Jolla must convert one-third of the Principal Amount of the Note remaining as at the date which is 3 months prior to the maturity date into new shares in the Company.

(h) Redemption

Unless converted, the Note will be automatically redeemed on the maturity date. In these circumstances, the redemption money payable in respect of the Note must be paid to La Jolla on the maturity date

(i) Reorganisation of capital and adjustment for fundamental corporate change

If the Company, at any time while any Principal Amount of the Note is outstanding, reorganises its issued share capital in any way, the number of new shares issued to La Jolla on conversion of the Note will be adjusted so that La Jolla neither receives a benefit that Members do not receive nor suffers a disadvantage that Members do not suffer.

However, if a "**Fundamental Corporate Change**" (e.g. a merger of The Company, the sale of substantially all of the assets and business of The Company, or the transfer of more than 50% of the Shares to a third party) occurs, then the Company must prepay the Note for 110% of the Principal Amount, together with all accrued and unpaid interest.

(j) Entitlements and rights

The Note will not carry any entitlement to attend or vote at a general meeting of Members nor any entitlement to participate in any future issues of securities by the Company.

The new shares issued and to be issued to La Jolla on the conversion of the Note will rank equally in all respects with all of the existing shares in the Company. The rights attaching to shares in the Company, including the new shares to be issued to La Jolla on the conversion of the Note, are set out in the Constitution of the Company and, in certain circumstances, regulated by the Corporations Act, the ASX Listing Rules and the general law.

(k) About La Jolla

The Company has sourced the following information from La Jolla. Founded in 1995, La Jolla Cove Investors, Inc. is a private investment firm that has entered into more than \$400 million in financing agreements with publicly traded companies since its inception. The firm has experience with ASX traded companies, partnering with more than a dozen in the past two and a half years across a wide variety of industries. La Jolla seek partnerships with businesses looking for capital to implement their strategic growth initiatives.



000001 000 INT
MR SAM SAMPLE
FLAT 123
123 SAMPLE STREET
THE SAMPLE HILL
SAMPLE ESTATE
SAMPLEVILLE VIC 3030

Lodge your vote:



Online:
www.investorvote.com.au



By Mail:
Computershare Investor Services Pty Limited
GPO Box 242 Melbourne
Victoria 3001 Australia

In Person:
Computershare Investor Services Pty Limited
452 Johnston Street
Abbotsford Victoria 3067 or
Registered office of the Company
19 Shierlaw Avenue
Canterbury VIC 3126

Alternatively you can fax your form to
(within Australia) 1800 783 447
(outside Australia) +61 3 9473 2555

For Intermediary Online subscribers only
(custodians) www.intermediaryonline.com

For all enquiries call:
(within Australia) 1300 850 505
(outside Australia) +61 3 9415 4000

Proxy Form



Vote online or view the annual report, 24 hours a day, 7 days a week:

www.investorvote.com.au



Cast your proxy vote



Review and update your securityholding

Your secure access information is:

Control Number: 999999

SRN/HIN: 1999999999

PIN: 99999



PLEASE NOTE: For security reasons it is important that you keep your SRN/HIN confidential.



**For your vote to be effective it must be received by 11:00am (Melbourne time)
Wednesday, 28 March 2012**

How to Vote on Items of Business

All your securities will be voted in accordance with your directions.

Appointment of Proxy

Voting 100% of your holding: Direct your proxy how to vote by marking one of the boxes opposite each item of business. If you do not mark a box your proxy may vote as they choose. If you mark more than one box on an item your vote will be invalid on that item.

Voting a portion of your holding: Indicate a portion of your voting rights by inserting the percentage or number of securities you wish to vote in the For, Against or Abstain box or boxes. The sum of the votes cast must not exceed your voting entitlement or 100%.

Appointing a second proxy: You are entitled to appoint up to two proxies to attend the meeting and vote on a poll. If you appoint two proxies you must specify the percentage of votes or number of securities for each proxy, otherwise each proxy may exercise half of the votes. When appointing a second proxy write both names and the percentage of votes or number of securities for each in Step 1 overleaf.

A proxy need not be a securityholder of the Company.

Signing Instructions for Postal Forms

Individual: Where the holding is in one name, the securityholder must sign.

Joint Holding: Where the holding is in more than one name, all of the securityholders should sign.

Power of Attorney: If you have not already lodged the Power of Attorney with the registry, 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 can also sign alone. Otherwise this form must be signed by a Director jointly with either another Director or a Company Secretary. Please sign in the appropriate place to indicate the office held. Delete titles as applicable.

Attending the Meeting

Bring this form to assist registration. If a representative of a corporate securityholder or proxy is to attend the meeting you will need to provide the appropriate "Appointment of Corporate Representative" prior to admission. A form may be obtained from Computershare or online at www.investorcentre.com under the information tab, "Downloadable Forms".

Comments & Questions: If you have any comments or questions for the company, please write them on a separate sheet of paper and return with this form.

**GO ONLINE TO VOTE,
or turn over to complete the form** →

MR SAM SAMPLE
FLAT 123
123 SAMPLE STREET
THE SAMPLE HILL
SAMPLE ESTATE
SAMPLEVILLE VIC 3030

Change of address. If incorrect, mark this box and make the correction in the space to the left. Securityholders sponsored by a broker (reference number commences with 'X') should advise your broker of any changes.



I 9999999999

I ND

Proxy Form

Please mark to indicate your directions

STEP 1 Appoint a Proxy to Vote on Your Behalf

XX

I/We being a member/s of Intermoco Limited 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 Chairman 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 Intermoco Limited to be held at **The Boardroom, Toorak Corporate Centre, 21 Milton Parade, Malvern VIC 3144** on Friday, 30 March 2012 at 11:00 am (Melbourne time) and at any adjournment of that meeting.

STEP 2 Items of Business

PLEASE NOTE: 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 a poll and your votes will not be counted in computing the required majority.

		For	Against	Abstain
Item 1	Issue of Securities to La Jolla Cove Investors Inc	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Item 2	Ratification of Issue of Securites	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

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

SIGN Signature of Securityholder(s) *This section must be completed.*

Individual or Securityholder 1

Sole Director and Sole Company Secretary

Securityholder 2

Director

Securityholder 3

Director/Company Secretary

Contact Name _____

Contact Daytime Telephone _____

Date / /

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Computershare +

