

MANACCOM CORPORATION LIMITED

ACN 009 189 128

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the Annual General Meeting of the Shareholders of Manaccom Corporation Limited (Company) will be held in the Lady Thiess Room, River Level, Customs House, 399 Queen Street, Brisbane, Queensland commencing at 11:30 am (AEST) on Wednesday 21 October 2009.

AGENDA

ORDINARY BUSINESS

FINANCIAL STATEMENTS AND REPORTS

To receive and consider the Company's Annual Financial Report comprising the Directors' and Auditor's Report, Directors' Declaration, Income Statement, Balance Sheet, Statement of Changes in Equity, Cash Flow Statement and Notes to the Financial Statements for the year ended 30 June 2009.

Note: A resolution of shareholders is not required for this item of business.

1 REMUNERATION REPORT

To consider and, if thought fit, pass the following resolution, under section 250R(2) of the Corporations Act 2001:

"To adopt the Remuneration Report of the Company (as set out in the Directors' Report) for the year ended 30 June 2009."

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

2 RE-ELECTION OF MR DAVID BARWICK AS A DIRECTOR

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

"To re-elect as a Director, Mr David Barwick who retires by rotation in accordance with ASX Listing Rule 14.4 and Article 17.1 of the Company's Constitution and being eligible, offers himself for re-election, be and is hereby re-elected as a director."

Note: Information about Mr Barwick appears in the Explanatory Statement.

SPECIAL BUSINESS

3 RATIFICATION OF MANAGEMENT OPTIONS ISSUE

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

"That for the purpose of ASX Listing Rule 7.4 and for all other purposes, shareholders ratify the granting on 1 May 2009 of a total of 2,200,000 Management Options to key executives of the Company, further details of which are set out in the Explanatory Statement accompanying this Notice of Meeting."

4 ISSUE OF OPTIONS TO DIRECTORS

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

"That in accordance with the provisions of ASX Listing Rule 10.11 and for all other purposes, the Company be authorised to issue options to acquire unissued ordinary shares at an exercise price of \$0.70 per share to the following Directors of the Company on the terms as set out in the Explanatory Statement

A. Mr Ian Mackay – 550,000 options;

B. Mr Mike Veverka – 550,000 options;

C. Mr David Barwick – 550,000 options.

Notes: A detailed summary of the proposed terms of the Director Options is contained in the Explanatory Statement. If approval is given under ASX Listing Rule 10.11 approval is not required under ASX Listing Rule 7.1.

5 ISSUE OF OPTIONS TO COMPANY SECRETARY

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

“That in accordance with the provisions of ASX Listing Rule 7.1 and for all other purposes, the Company be authorised to issue 250,000 options over unissued ordinary shares to Mr Bill Lyne, the Company Secretary of the Company on the terms as set out in the Explanatory Statement”

6 APPROVAL TO INCREASE DIRECTOR'S FEES

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

‘That, in accordance with Article 20.1 the Company’s Constitution and for the purposes of ASX Listing Rule 10.17 and for all other purposes, the maximum aggregate remuneration payable out of the funds of the Company to non-executive Directors of the Company for services as directors, including service on a committee of Directors be increased by \$130,000 from \$120,000 to a maximum of \$250,000 per annum, to be apportioned at the Directors’ discretion.’

7 CHANGE OF AUDITOR

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

“That, subject to the consent of the Australian Securities & Investments Commission to the current auditor resigning, BDO Kendalls Audit & Assurance

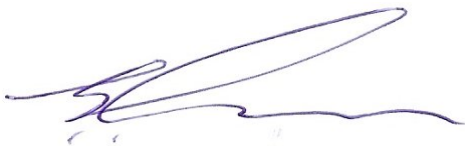
(QLD) Pty Ltd, having been duly nominated in accordance with Section 328B(1) of the Corporations Act 2001, be appointed as Auditor of the Company."

Note: A summary of the background to this change appears in the Explanatory Statement. Also, in accordance with Section 328B(3) of the *Corporations Act 2001* a copy of the notice of nomination of Auditor accompanies this Notice of Meeting.

GENERAL BUSINESS

To consider any other business as may be lawfully put forward in accordance with the Constitution of the Company.

By Order of the Board



Bill Lyne
Company Secretary
18 September 2009

PROXY, REPRESENTATIVE AND VOTING ENTITLEMENT INSTRUCTIONS

A shareholder who is entitled to attend and vote at the Annual General Meeting is entitled to appoint a proxy. If a shareholder is entitled to cast two or more votes, that shareholder may appoint up to two individuals to act as proxies to attend and vote on the shareholder's behalf. Where more than one proxy is appointed each proxy may be appointed to represent a specific proportion of the shareholder's voting rights. If the appointment does not specify the proportion or number of votes each proxy may exercise, each proxy may exercise half (disregarding fractions) of the votes.

A proxy need not be a shareholder.

The proxy form (and the power of attorney or other authority, if any, under which the proxy form is signed) and certificates appointing body corporate representatives or a copy or facsimile which appears on its face to be an authentic copy of the proxy form (and the power of attorney or other authority) or certificate appointing a body corporate representative must be deposited at the Company's Registered Office or posted to

Computershare Investor Services Pty Limited, GPO Box 242, Melbourne VIC 3001 or faxed to (07) 3237 2152, at least 48 hours before the time for holding the Meeting, or adjourned meeting as the case may be, at which the individual named in the proxy form proposes to vote. The proxy form must be deposited at the Company's Registered Office or posted to Computershare Investor Services Pty Limited by no later than 11:30am (AEST) on 19 October 2009.

The proxy form must be signed by the shareholder or his/her attorney duly authorised in writing or, if the shareholder is a corporation, in a manner permitted by the Corporations Act or other applicable corporate legislation. In the case of shares jointly held by two or more persons, all joint holders must sign the proxy form.

The proxy may, but need not, be a shareholder of the Company. A proxy form is attached to this Notice of Meeting.

Shareholders who are a body corporate are able to appoint representatives to attend and vote at the Meeting under Section 250D of the Corporations Act. The representative should bring evidence of his or her appointment to the meeting unless it has previously been provided to the Company or its share registry.

VOTING ENTITLEMENT

In accordance with Regulation 7.11.37 of the Corporations Regulations 2001, for the purposes of determining voting entitlements at the Meeting, shares will be taken to be held by the persons who are registered as holding the shares at 7:00pm (AEST) on 19 October 2009.

Accordingly, transactions registered after that time will be disregarded in determining entitlements to attend and vote at the Meeting.

VOTING EXCLUSIONS

In accordance with ASX Listing Rule 14.11, the Company will disregard any votes cast on:

Resolution 3 - by the recipients of options under the plan, and their associates

Resolutions 4A – Mr Ian Mackay and his associates

Resolutions 4B – Mr Mike Veverka and his associates

Resolutions 4C – Mr David Barwick and his associates

Resolution 5 – Mr Bill Lyne and his associates

Resolution 6 – the Directors of the company and their associates

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

EXPLANATORY STATEMENT

This Explanatory Statement is intended to assist shareholders of Manaccomm Corporation Limited to better understand the resolutions to be put before shareholders at the Annual General Meeting to be held on 21 October 2009.

Financial Statements and Reports

The *Corporations Act 2001* requires that the report of the Directors, the report of the Auditor and the financial reports be presented to the Annual General Meeting. Apart from the matters involving remuneration which are required to be voted upon, the *Corporations Act 2001* does not require a vote of shareholders at the Annual General Meeting on such reports or statements, however shareholders will be given ample opportunity to raise questions with respect to these reports and statements at the meeting.

The Annual Financial Report will be tabled and discussed at the Annual General Meeting and the Directors will be available to answer questions from shareholders. In addition, a representative of the Company's auditors, BDO Kendalls, will be present to answer any questions about the conduct of the audit or the preparation and content of the auditor's report.

The Company's Annual Financial Report for the year ended 30 June 2009 is available on the Company's website at www.manaccomm.com.

A shareholder resolution is not required in respect to the Annual Financial Report.

Resolution 1 – Adoption of Remuneration Report

The Corporations Act 2001 requires that the section of the Directors' report dealing with the remuneration of key management personnel including the Directors (Remuneration Report) be put to Shareholders for adoption by way of a non-binding vote.

The Board has submitted its Remuneration Report to shareholders for consideration and adoption by way of a non-binding resolution.

The Remuneration Report is set out in the Directors' Report. The Report:

- explains the Board's policy for determining the nature and amount of remuneration of executive directors and senior executives of the Company;
- explains the relationship between the Board's remuneration policy and the Company's performance;
- sets out remuneration details for each director of the Company; and
- details and explains any performance conditions applicable to the remuneration of executive directors and senior executives of the Company.

A reasonable opportunity will be provided for discussion of the Remuneration Report at the meeting.

Recommendation: The Board unanimously recommends that Shareholders vote in favour of adopting the Remuneration Report.

Resolution 2 – Re-Election of Mr David Barwick as a Director

ASX Listing Rule 14.4 and Article 17.1 of the Company's Constitution require one third of the Directors to retire by rotation at each AGM.

In accordance with this procedure for the re-election of Directors, Mr David Barwick retires from office by rotation and submits himself for re-election.

Mr Barwick was appointed a Director of the Company on 30 August 2006 and has been Chairman since 1 November 2007. He is a member of the Audit Committee.

Mr Barwick is an accountant by profession with over 36 years experience in the management and administration of publicly listed companies both in Australia and North America. During this period he has held the position of Chairman, Managing Director or President of over 27 public companies covering a broad range of activities. He is currently a director of 4 other companies listed in Australia and Canada.

Recommendation: The Board (Mr Barwick abstaining) unanimously recommends that Shareholders vote in favour of re-electing Mr David Barwick as a Director.

Resolution 3 – Ratification of Management Options Issue

The purpose of Resolution 3 is for Shareholders to ratify and approve, pursuant to ASX Listing Rule 7.4, those security issues which occurred during the 12 months before the date of this Annual General Meeting which count toward the Company's 15% limit under ASX Listing Rule 7.1.

ASX Listing Rule 7.1 provides that (subject to certain exceptions, none of which are relevant here) prior approval of Shareholders is required for an issue of securities if the securities will, when aggregated with the securities issued by the company during the previous 12 months, exceed 15% of the number of the shares at the commencement of that 12 month period.

The allotment and issue of securities detailed in Resolution 3 did not exceed the 15% threshold. However, ASX Listing Rule 7.4 provides that where a company ratifies an issue of securities, the issue will be treated as having been made with approval for the purpose of ASX Listing Rule 7.1, thereby replenishing the Company's 15% capacity and enabling it to issue further securities up to that limit in the future.

Resolution 3 proposes the ratification and approval of the allotment and issue of securities for the purpose of satisfying the requirements of ASX Listing Rule 7.4.

The information required to be provided to shareholders to satisfy ASX Listing Rule 7.4 is specified in ASX Listing Rule 7.5.

In compliance with the information requirements of ASX Listing Rule 7.5, members are advised of the following particulars in relation to the allotment and issue:

Date of issue	Number of securities issued	Issue price per security	Terms of securities issued	Persons to whom securities were issued or basis on which allottees were determined	Use (or intended use) of funds raised by the issue
1 May 2009	2,200,000 options	nil	<ul style="list-style-type: none"> • each option is exercisable over 1 share • exercise price is \$0.50 cents per share • expiry date is 1 May 2012 • options will not be quoted 	Certain eligible executives having regard to their seniority, position, length of service, record of employment, potential contribution to growth and profitability of the Company or any associated company, the extent of the person's existing participation (if any) in the Company's Employee Option Plan and any other matters which the Board considered relevant at the time; no directors were invited to participate in the issue.	<ul style="list-style-type: none"> • not applicable as the options were issued for nil consideration

Recommendation: The Board unanimously recommends that Shareholders (any person who participated in the issue and their associates abstaining) vote in favour of the ratification of the issue.

Resolution 4 – Issue of Options to Directors

Introduction

The Directors are seeking approval from the Shareholders for the proposed grant of options to the Directors as follows:

Option Recipient	No of Director Options	Exercise Price	Vesting Date	Expiry Date
Ian Mackay	550,000	\$0.70	On date of exercise	3 years from the date of issue
Mike Veverka	550,000	\$0.70	On date of exercise	3 years from the date of issue
David Barwick	550,000	\$0.70	On date of exercise	3 years from the date of issue

Approval for the issue of the Director Options is sought in accordance with the provisions of Listing Rule 10.11 of the ASX Listing Rules. If approval is given under Listing Rule 10.11, approval will not be required under Listing Rule 7.1.

Options terms

A summary of the material terms of the Director Options, including information required by Listing Rule 10.13, is set out below:

- The securities to be issued to each Option Recipient are options to subscribe for ordinary shares in the capital of the Company;
- The Director Options are to be issued upon shareholder approval and no later than 1 month after the AGM;
- The Director Options are to be issued for no consideration;
- Shares issued on exercise of the Director Options will rank pari passu with all existing ordinary shares of the Company from the date of issue;
- The Director Options may be exercised wholly or in part by notice in writing to the Company received at any time on or before the Expiry Date together with a cheque for the exercise price of the Director Option multiplied by the number of Shares in respect of which Director Options are being exercised;

- The Director Options shall be unlisted;
- Upon allotment of Shares pursuant to the exercise of Director Options, the Company shall use its best endeavours to have such Shares quoted and listed on the Official List of the ASX;
- Option Recipients do not participate in dividends or in bonus issues unless the Director Options are exercised;
- While the Option Recipients do not have any participating rights in new issues of securities in the Company during the term of any Director Options held, the Option Recipients shall be afforded a period of at least 10 business days before the record date to determine entitlements to the issue, to exercise the Director Options and it shall be a condition of the Director Options that any entitlements to bonus issues of securities are only available to Option Recipients in the event of a prior exercise of the Director Options;
- If, during the life of any Director Option:

(i) shares are offered pro rata for subscription by the Company to its Shareholders generally by way of rights issue; and

(ii) where the Company is listed on ASX, the price at which each share is so offered is less than the market price in force on the day of public announcement of the rights issue,

then the subscription price applicable to each share then comprised in the Director Options may be reduced by the value of the theoretical rights entitlement per cum rights share and that theoretical rights entitlement per cum rights share shall be taken to have a value calculated by applying the formula:

$$O1 = O - E \frac{[P - (S + D)]}{N + 1}$$

where

O1 = the new exercise price of the option

O = the old exercise price of the option

E = the number of underlying securities into which one option is exercisable

P = the average market price per security (weighted by reference to volume) of the underlying securities during the five (5) trading days ending on the day before the ex right date or the ex entitlements date

S = the subscription price for a security under the pro-rata issue

D = the dividend due but not yet paid on existing underlying securities (except those to be issued under the pro-rata issue)

N = the number of securities which rights of entitlements that must be held to receive a right to one new security

- If there is a bonus issue to the holders of Shares in the Company, the number of Shares over which the Director Options is exercisable may be increased by the number of Shares which the Option Recipient would have received if the Director Options had been exercised before the record date for the bonus issue.
- The terms of the Director Options shall only be changed if holders (whose votes are not to be disregarded) of ordinary shares in the Company approve of such a change.

However, the terms of the Director Options shall not be changed to reduce the exercise price, increase the number of Director Options or change any period for exercise of Director Options.

Valuation

The Director Options are not currently quoted on the ASX and as such have no market value. The Director Options each grant the Option Recipient a right to be issued one ordinary share in the Company upon exercise of the Director Option and payment of the Exercise Price of the Director Option. Accordingly, the Director Options may have a present value at the date of their grant.

The Director Options may acquire future value dependent upon the extent to which the price of the Shares at any time exceeds the Exercise Price of the Director Options during the term of the Director Options.

As a general proposition, options to subscribe for ordinary fully paid shares in a company have value. Various factors impact upon the value of options including things such as:

- the period outstanding before the expiry date of the options;
- the exercise price of the options relative to the underlying price or value of the securities into which they may be converted;
- whether or not the shares that might be acquired upon exercise of the options represent a controlling or other significant interest;
- the value of the shares into which the options may be converted; and
- whether or not the options are listed (ie readily capable of being liquidated).

Under Australian Accounting Standard AASB 2 the fair value of the Director Options is measured by reference to the fair value of the equity instrument granted and must be recognized as an expense in the Company's Income Statement. The expense recognised will not be deductible for income tax purposes. Consistent with that Standard, the company discloses the following information confirming the value of the options to be issued.

There are various formulae which can be applied to determining the theoretical value of options (including the formula known as the Black Scholes Option Valuation Model which is often used in valuing employee and director options).

The Company has sought an independent check of the valuation of the options. The Black Scholes Model was used to value the Directors Options and determines the value of an option as a function of a number of variables, some which must be assumed. The data and assumptions relied upon in applying the Black Scholes Model was:

Assumed data	
Current share price of the underlying Shares as at 31 August 2009	\$0.41
Exercise price of the options	\$0.70
Volatility of the share price	87.72%
Vesting conditions	set out in the table under Introduction above
The time to maturity being the expiry date	on or after 21 October 2012
Risk-free interest rate	4.89%
Expected dividend yield	4.00%
Exercise price multiple	10.2

Based on this information, the Company has adopted an indicative value per Directors Option of \$0.1589 each. On that basis, the respective value of the Director Options to be issued pursuant to Resolution 4, are as follows:

- Ian Mackay – \$87,395;
- Mike Veverka – \$87,395;
- David Barwick – \$87,395.

Other remuneration details for each of the directors, for the year to 30 June 2009, are contained in the Remuneration Report.

Existing interests and the potential dilutionary effect on other members

Set out below is a table summarising the interests of the subject directors and the effect the exercise of the Director Options would have relative to other members' interests (assuming no other issues or reconstructions of capital or exercise of other options).

Shareholders	Current Share Capital		Share Capital Upon Exercise of Directors Options (Resolution 4) ²	
	Value	Percentage	Value	Percentage
Other Shareholders	25, 372,968	58.97%	25, 372,968	56.79%

Ian Mackay ¹	8,960,000	20.82%	9,510,000	21.28%
Mike Veverka ¹	8,598,557	19.98%	9,148,557	20.48%
David Barwick ¹	100,000	0.23%	650,000	1.45%
Total	43,031,525	100.00%	44,681,525	100.00%

Notes:

1. *Includes all direct and indirect holdings.*
2. *Assumes that no other shares are issued by the Company, other than the shares upon exercise of the Directors Options.*

The Directors believe the issue of options is reasonable having regard to the circumstances of the company, the roles and responsibilities of the Directors in each case and the nature of the company's operations. In particular, the issue of options is necessary to attract and retain suitably qualified directors with relevant experience.

Resolution 5 – Issue of shares to Company Secretary

ASX Listing Rule 7.1 provides that (subject to certain exceptions, none of which are relevant here) prior approval of shareholders is required for an issue of securities if the securities will, when aggregated with the securities issued by a company during the previous 12 months, exceed 15% of the number of the shares on issue at the commencement of that 12 month period.

The proposed allotment and issue of 250,000 share options to Mr Bill Lyne detailed in Resolution 5 will not exceed the 15% threshold. However, obtaining approval of the issue of securities means that the securities will not be counted for the purposes of assessing the company's 15% capacity and enabling it to issue further securities up to that limit.

The details of the proposed issue of options are as follows:

Option Recipient	No of Options	Issue Price	Exercise Price	Vesting Date	Expiry Date
Bill Lyne	250,000	nil	\$0.70	On date of exercise	3 years from the date of issue

The terms will otherwise be the same as those applying to the Director Options issued under Resolution 4 above.

Recommendation: The Board unanimously recommends that Shareholders (the Company Secretary and his associates abstaining) vote in favour of this resolution.

Resolution 6 – Approval of Director’s Fees

Resolution 6 seeks approval to set the maximum aggregate sum payable to non-executive Directors at \$250,000 per annum.

In accordance with Article 20.1 of the Company’s Constitution and ASX Listing Rule 10.17, the approval of the Company’s members in general meeting is required for this increase.

Shareholders previously approved aggregate non-executive Directors’ fees of \$120,000 in July 1999. The proposed maximum limit of \$250,000 (inclusive of superannuation contributions), constituting an increase of \$130,000, will allow greater flexibility with respect to individual non-executive Director’s remuneration and to maintain flexibility to appoint additional, suitably qualified, directors to the Board if they would add value. If approved, the maximum amount of \$250,000 will be applied to the various non-executive Directors in accordance with the discretion of the Directors.

Details of the director’s remuneration to the period ended 30 June 2009 are contained in the Remuneration Report.

Resolution 7 – Change of Auditor

As a result of an internal restructure of the accounting firm that currently provides audit services to the Company, BDO Kendalls (QLD) – the partnership currently appointed as auditor of the Company – needs to resign as auditor effective from the date of the AGM. BDO Kendalls Audit & Assurance (QLD) Pty Ltd (an ‘Authorised Audit Company’) needs to be approved for appointment as the replacement auditor at the AGM. A copy of the Notice of Nomination of BDO Kendalls Audit & Assurance (QLD) Pty Ltd as auditor is attached.

Recommendation: The Board unanimously recommends that Shareholders vote in favour of approving the new auditor.

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VESTEON

Vesteon Pty Ltd ABN 49 088 116 214 PO BOX 64 SUMNER PARK BC QLD 4074

14 September 2009

The Directors
Manacom Corporation Limited
8 – 10 Camford Street
Milton Qld 4064

Sirs,

Notice of Nomination of Auditor

We, Vesteon Pty Ltd, being a shareholder of Manacom Corporation Limited ACN 009 189 128 ("the Company"), hereby give written notice pursuant to Section 328B(1) of the *Corporations Act 2001* of the nomination of BDO Kendalls Audit & Assurance (QLD) Pty Ltd for appointment as Auditor of the Company at the forthcoming Annual General Meeting.

Would you please circulate a copy of this Notice as required under the Act.

Yours faithfully,



.....
Director

Lodge your vote:



By Mail:

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

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

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

For all enquiries call:

(within Australia) 1300 552 270
(outside Australia) +61 3 9415 4000

Proxy Form

 For your vote to be effective it must be received by 11.30 am (Brisbane time) Monday 19 October 2009

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

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.

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 "Certificate of Appointment of Corporate Representative" prior to admission. A form of the certificate may be obtained from Computershare or online at www.computershare.com.

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.

Turn over to complete the form ➔



View your securityholder information, 24 hours a day, 7 days a week:

www.investorcentre.com

- Review your securityholding
- Update your securityholding

Your secure access information is:

SRN/HIN: I999999999



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

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

IND

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 Manacomm Corporation 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 Annual General Meeting of Manacomm Corporation Limited to be held in the Lady Thies Room, River Level, Customs House, 399 Queen Street, Brisbane, Queensland on Wednesday 21 October 2009 at 11.30 am (Brisbane time) and at any adjournment of that meeting.

Important for Items 4 & 6: If the Chairman of the Meeting is your proxy and you have not directed him/her how to vote on Items 4 & 6 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, the Chairman of the Meeting will not cast your votes on Items 4 & 6 and your votes will not be counted in computing the required majority if a poll is called on these Items. The Chairman of the Meeting intends to vote undirected proxies in favour of items 4 & 6 of business.

I/We acknowledge that the Chairman of the Meeting may exercise my proxy even if he/she has an interest in the outcome of that Item and that votes cast by him/her, other than as proxy holder, would be disregarded because of that interest.

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.

ORDINARY BUSINESS

	For	Against	Abstain
1 Adopt the Remuneration Report	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
2 Re-election of Mr David Barwick as a Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

SPECIAL BUSINESS

3 Ratification of Management Options Issue	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
4 Issue of Options to Directors	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
5 Issue of Options to Company Secretary	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
6 Approval to increase Director's fees	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
7 Appoint BDO Kendalls Audit & Assurance (QLD) Pty Ltd as Auditor of the Company	<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 ____/____/____