

**DV01 Mechelle Ltd
ACN 061 343 959
(Company)**

Notice of Annual General Meeting

The Annual General Meeting meeting of the members of the Company will be held at the Celtic Club, West Perth, Western Australia

TIME: 10.30 am (AWST)
DATE: Friday 14th December 2012
PLACE: Celtic Club
48 Ord Street
West Perth WA 6005

YOUR VOTE IS IMPORTANT

The business of the general meeting affects your shareholding and your vote is important.

VOTING IN PERSON

To vote in person, attend the general meeting on the date and at the place set out above.

VOTING BY PROXY

To vote by proxy, please complete and sign the proxy form enclosed and either:

- (a) deliver the proxy form to the Company at Suite 3, 29 Ord Street, West Perth, WA 6005;
or
- (b) send the proxy form by facsimile to the Company on facsimile number +61 8 9483 5222
or by email to investor.relations@dvo1.com

so that it is received not later than 48 hours before the meeting.

Proxy forms received later than this time will be invalid.

NOTICE OF ANNUAL GENERAL MEETING

Notice is given that a general meeting of Shareholders of DV01 Mechelle Ltd ("General Meeting") will be held at the Celtic Club, 48 Ord Street, West Perth, Western Australia on 14th December 2012 at 10.30 am

The Information Statement to this Notice of Meeting provides additional information on the 'Buy-Back Facility' to be considered at the General Meeting. The Buy-Back Facility, Annual Financial Report and the proxy form are part of this Notice of Meeting.

The purpose of the General Meeting is to consider and pass if thought fit, with or without amendment, the following:

Annual Financial Report

To receive and consider the Annual Financial Report, the Directors' Report and the Auditors report for the financial year ended 30 June 2012.

The Corporations Act 2001 requires that Shareholders view the annual company financial statements and reports of the directors and auditors every year. Shareholders will be given the opportunity to ask questions of the directors and the auditors in relation to the financial statements that have been provided to Shareholders. The Chairman will also provide a presentation for Shareholders on the results for the year. No resolution is required to be moved in respect of this item.

The Auditor will be available at the General Meeting to answer any questions in relation to the Auditor's Report or the conduct of the audit of the Financial Report.

Ordinary business

1. Ordinary resolution - Share buy back

That approval is given for the Directors to operate share buy backs on the terms and conditions set out in the document titled 'Buy Back Facility' which accompanies this Notice of General Meeting.

Short Explanation: The approval of this buy-back facility renews the existing buy-back facility that was approved at the 25th November 2011 General Meeting.

Information Statement

The Information Statement accompanying this Notice of General Meeting is incorporated and forms part of this Notice of General Meeting.

Quorum

A quorum of Shareholders required for the meeting is two (2).

Proxies

A Shareholder entitled to attend and vote at the meeting is entitled to appoint a proxy. A proxy need not be a Shareholder. Where more than one (1) proxy is appointed, each proxy may be appointed to represent a specified proportion of the Shareholder's voting rights.

The proxy form must be signed by the Shareholder or the Shareholder's attorney, duly authorised in writing.

To be valid, the power of attorney or the instrument appointing the proxy and the power of attorney (if any) under which it is signed (or a notarised certified copy of it) must be received by the Company at its registered office at least 48 hours before the time notified for the meeting. A pro forma proxy form accompanies this document.

By order of the Board.

Dated: 19th November 2012

A handwritten signature in blue ink, appearing to be 'G. Madden', is written over a faint, light-colored rectangular stamp or watermark.

.....
Gregory Madden

Chairman

Registered office

Suite 3, 29 Ord Street, West Perth WA 6005

Information required by section 257C(2) of the Corporations Act 2001

All information known to the Company that is material to a decision how to vote on this resolution is set out in the accompanying Information Statement.

**DV01 Mechelle Ltd
ACN 061 343 959
(Company)
Proxy Form**

I/We¹ _____

of _____

being a shareholder/shareholders of the Company appoint as my/our proxy² _____

of³ _____

or in his/her absence⁴, _____

of⁵ _____

or in his/her absence, or if you do not choose a proxy, the chairperson of the general meeting of the Company to be held at the Celtic Club, 48 Ord Street, West Perth, Western Australia on 14th December 2012 at 10.30 am or at any adjournment of that meeting.

If the chairperson of the general meeting of the Company is appointed as proxy, the following is a statement of the chairperson's voting intentions in relation to undirected proxies:

Ordinary Resolution No.1 Share Buy Back

If you do not wish to direct your proxy how to vote, please place a mark in the box:

 ⁶

Resolution ⁷	Yes	No	Abstain
Ordinary Resolution 1			

Dated: 2012

If the shareholder is a natural person or joint member:

1 Full name(s) and address(es) to be inserted in BLOCK LETTERS
 2 Insert the name of the proxy desired in the space provided
 3 Insert the address of the proxy desired in the space provided
 4 Insert name of alternate proxy, should the initial appointee be unable to attend the meeting (if desired)
 5 Insert address of alternate proxy, should the initial appointee be unable to attend the meeting (if desired)
 6 By marking this box, you acknowledge that the chairperson may exercise your proxy even if he/she has an interest in the outcome of the resolutions and that votes casts by him/her, other than as proxy holder, will be disregarded because of that interest.
 7 Please indicate with a "V" in the spaces opposite to each of the resolutions how you wish the proxy to vote on your behalf. In the absence of any such indication the proxy may vote for or against the resolutions or may abstain at his/her discretion. Your proxy will also be entitled to vote at his/her discretion on any resolution properly put to the Meeting other than those referred to in the notice convening the Meeting.

Signature

Signature (of other joint shareholder)

If the shareholder is a Company:

Executed by

acting by the following persons or, if the seal is affixed, witnessed by the following persons:

.....
Signature of director

.....
Signature of director/company secretary

.....
Name of director (print)

.....
Name of director/company secretary (print)

PROXY INSTRUCTIONS

Eligible Shareholder

- 1 If you are a shareholder entitled to attend and vote at this meeting of the Company, you may appoint a proxy to vote on your behalf.
- 2 A proxy need not be a shareholder of the Company.

Multiple proxies

- 3 If you are a shareholder entitled to cast two or more votes at the meeting, you may appoint two proxies and may specify the proportion of votes each proxy is appointed to exercise. If no proportion or number is specified, each proxy is deemed to exercise half of your votes.

How to appoint a proxy

- 4 If you are an eligible shareholder and a natural person, the appointment of your proxy must be in writing and signed by you or your attorney.
- 5 If you are an eligible shareholder and a corporation, the appointment of your proxy must be in writing and executed under your common seal or signed by a director or secretary or your attorney.

Delivery of proxy appointment to Company

- 6 For an appointment of a proxy to be effective, the following documents must be received by **not later than 48 hours before the meeting** by the Company at Suite 3, 29 Ord Street, West Perth, WA 6005 and may be faxed to the company on facsimile number +61 8 9483 5222.

- The proxy's appointment.

- If the appointment is signed by your attorney – the authority under which the appointment was signed or a notarised certified copy of the authority.