

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

**Notice of general meeting**

A general meeting of the members of the Company will be held at the offices of DV01 Funds Management Pty Ltd.

**TIME:** 10.30 am (AWST)  
**DATE:** Thursday, 4 August 2011  
**PLACE:** Ground Floor  
89 St Georges Terrace  
PERTH WA 6000

**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 Ground Floor, 89 St Georges Terrace, Perth, Western Australia 6000; or
- (b) send the proxy form by facsimile to the Company on facsimile number +61 8 9483 5222 or by email to [dvo1mechelle@dvo1.com](mailto:dvo1mechelle@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 GENERAL MEETING**

---

Notice is given that a general meeting of Shareholders of DV01 Mechelle Ltd will be held at Ground Floor, 89 St Georges Terrace, Perth WA 6000 at 10.30am (AWST) on 4th August 2011.

The Information Statement to this Notice of Meeting provides additional information on matters to be considered at the General Meeting. The Information Statement 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:

### **Ordinary business**

1. Ordinary resolution - Share buy back

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

### **Other matters**

The Directors intend to have a further general meeting in November to re-align a proposed replacement Buy-Back facility with the calendar year of 2012. This will enable the company to submit to shareholders for their consideration the Company's annual financial report and at the same time the renewal of the annual Buy-Back Facility (subject to necessary shareholder and regulatory approvals)

In addition the Company issued a prospectus on the 31 May 2011 for the public issue of fully paid ordinary shares in the Company. As at the date of this notice the Company has received applications for \$6,100,000 of new shares proposed to be issued in the month of July 2011 as per the terms of the prospectus. The Directors will provide a brief at the meeting as to the Company's successful fund raising.

### **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 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 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: 6<sup>th</sup> July 2011



.....  
Gregory (Greg) Madden  
Director

**Registered office**

Ground Floor, 89 St Georges Terrace, Perth WA 6000

**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/We<sup>1</sup> \_\_\_\_\_

of \_\_\_\_\_

being a shareholder/shareholders of the Company appoint as my/our proxy<sup>2</sup> \_\_\_\_\_

of<sup>3</sup> \_\_\_\_\_

or in his/her absence<sup>4</sup>, \_\_\_\_\_

of<sup>5</sup> \_\_\_\_\_

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 offices of DV01 Funds Management Pty Ltd, on 4<sup>th</sup> August 2011 at 10.30am (AWST) at Ground Floor, 89 St Georges Terrace, Perth WA 6000 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 YES**

If you do not wish to direct your proxy how to vote, please place a mark in the box: <sup>6</sup>

Resolution <sup>7</sup>	Yes	No	Abstain
<b>Ordinary Resolution 1</b>			

Dated: 2011

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 "√" 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.

**If the shareholder is a natural person or joint member:**

\_\_\_\_\_  
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 Ground Floor, 89 St Georges Terrace, Perth WA 6000 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.