

PALAMEDIA

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Palamedia Limited

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PALAMEDIA

Palamedia Limited ABN 46 066 217 909 Notice of Annual General Meeting

Notice is hereby given that an annual general meeting of Palamedia Limited ABN 46 066 217 909 ("Company") will be held on Monday 28 November 2005 at 11.00am at the office of Palamedia Limited, Level 6, 67 Albert Avenue, Chatswood NSW 2067.

Members are invited to consider each of the items of business below and, if thought fit, pass the following items as an ordinary resolution.

ORDINARY BUSINESS

Financial Statements

To receive and consider the Financial Statements of the Company for the year ended 30 June 2005 and Reports by the Directors and Auditors thereon.

Resolution 1 – Election of Director

To elect directors by ordinary resolution in accordance with the provisions of rule 6.1 of the Company's Constitution:

Mr John Arthur Charles McNiven retires in rotation and being eligible offers himself for re-election.

Resolution 2 – Approval of Loan Facility

Loan facility provided to Palamedia Limited by Beardive Pty Ltd per agreement made on 3 May 2005 be adopted.

Resolution 3 – Approval of Extension of Loan Facility

Extension of loan facility provided to Palamedia Limited by Beardive Pty Ltd as per agreement dated 31 August 2005 be adopted.

Resolution 4 – Approval of Loan Renewal Fee

Payment to Beardive Pty Ltd of a deferred loan renewal fee of \$50,000 for extension of the loan agreement.

By order of the Board of Directors



David Champtaloup
Company Secretary
28 September 2005

FORM OF PROXY

To: Palamedia Limited ABN 46 066 217 909

For the Annual General Meeting of members of Palamedia Limited to be held at:

Level 6, 67 Albert Avenue, Chatswood NSW 2067
on Monday 28 November 2005 at 11.00 am.

I/We _____

of _____

being a member of Palamedia Limited entitled to vote at meetings of Palamedia Limited

appoint _____ of _____

or in his/her absence the Chairman of the meeting as my/our proxy, to vote for me/us and on my/our behalf of the Annual General Meeting of Palamedia Limited to be held on 28 November 2005 and at any adjournment thereof.

I/We direct my/our proxy to vote as follows (optional):

	For	Against	Abstain
1. To elect John Arthur Charles McNiven as Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
2. To ratify loan facility provided by Beardive Pty Ltd	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
3. To ratify extension of loan facility provides by Beardive Pty Ltd	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
4. To ratify loan renewal fee of \$50,000 payable to Beardive Pty Ltd	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

(where more than one box is marked the proxy appointed may vote or abstain from voting as he or she thinks fit)

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

By marking this box, you acknowledge that the Chairman may exercise your proxy even if he has an interest in the outcome of the resolution and votes cast by him other than as proxy holder will be disregarded because of that interest.

Signed this day of _____ 2005 _____

(Appointer's Signature)

[I, the said _____, hereby consent to the within proxy appointment.
(Proxy's signature – unless appointed the Chairman of the meeting)]

Proxies:

- Proxies must be in writing under the hand of the appointor or his/her attorney duly authorised in writing. Should a member desire to direct the proxy how to vote, the member should place a mark X in the appropriate box, otherwise the proxy may vote as he or she thinks fit or abstain from voting.
- Proxies and the power of attorney or other authority (if any under which it is signed or a notarially certified copy of such power of attorney) must be deposited with The Secretary, Palamedia Limited, 6th Floor, 67 Albert Avenue, Chatswood, New South Wales, 2067 or faxed to Palamedia Limited on (02) 9004 8699 not less than 48 hours before the time appointed for holding the above meeting or adjournment meeting at which the proxy proposes to vote.
- A member entitled to attend and vote at the Annual General Meeting is entitled to appoint not more than two proxies. Where more than one proxy is appointed, each proxy must be appointed to represent a specified proportion of the member's voting rights. If a member appoints two proxies and the appointment does not specify the proportion or number of the members votes each proxy may exercise, each proxy may exercise half of the votes.
- A proxy need not be a member of the company.
- If this form of proxy is executed under power of attorney which has not been noted by the company, the instrument must accompany the form of proxy.

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