

VERTICON GROUP LIMITED
ABN 53 111 398 040

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS GIVEN that the Annual General Meeting of the members of Verticon Group Limited ABN 53 111 398 040 ("the Company") will be held at the Carlton Crest Hotel, 65 Queens Road, Melbourne, Victoria 3004 on Thursday 26 October 2006, commencing at 11:00 a.m.

ORDINARY BUSINESS

Consider Accounts and Reports

1. To consider the Director's Report, Financial Report and Auditor's Report for the year ended 30 June 2006.

Re-election of Directors

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

2. *"That Mr David Wieland be re-elected as a director of the Company, retiring in accordance with the Company's Constitution and, being eligible, having offered himself for re-election."*

3. *"That Mr Noel Henderson be re-elected as a director of the Company, retiring in accordance with the Company's Constitution and, being eligible, having offered himself for re-election."*

4. *"That Mr Sam Fink be re-elected as a director of the Company, retiring in accordance with the Company's Constitution and, being eligible, having offered himself for re-election."*

Remuneration Report

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

5. *"That the remuneration report section of the Director's Report for the Company for the year ended 30 June 2006 be adopted."*

OTHER BUSINESS

To transact any other business which may lawfully be brought about before the meeting.

By Order of the Board:



Andrew Torrington
Company Secretary

4 September 2006

1. MATERIAL ACCOMPANYING THIS NOTICE

- (a) Explanatory Memorandum setting out details relevant to the Items set out in this Notice. Terms used in the resolutions and the Notice have, unless otherwise defined, the same meanings set out in the Explanatory Memorandum.
- (b) Proxy Form.

2. Effective Time

For the purpose of the meeting, securities will be taken to be held by persons who are registered holders as at 7.00 pm. (A.E.S.T.) on Tuesday 24 October 2006 (“**Effective Time**”).

3. INFORMATION FOR SHAREHOLDERS AND ON PROXIES

- a. All holders of Ordinary Shares in the Company as at the Effective Time are entitled to attend the meeting and vote at the meeting.
- b. A shareholder entitled to attend and vote at the Meeting is entitled to appoint a proxy. If a shareholder is entitled to cast 2 or more votes at the meeting that shareholder may appoint 2 proxies.
- c. A proxy need not be a shareholder of the Company.
- d. Unless a shareholder specifically directs the proxy how to vote, the proxy may vote as he or she thinks fit or abstain from voting.
- e. Where more than 1 proxy is appointed, neither proxy may vote on a show of hands.
- f. Where more than 1 proxy is appointed, each proxy must be appointed to represent a specified proportion of the shareholder's voting rights. If there is no such specification, each proxy may exercise half of the votes (fractions being disregarded).
- g. Where more than 1 proxy is appointed, on a poll each proxy may only exercise the voting rights for the portion of the votes the person holds (fractions being disregarded).
- h. The proxy form must be received by the Company by no later than 11.00 a.m. on Tuesday, 24 October 2006 to be valid for the scheduled meeting.
- i. For more details concerning the appointment of proxies and addresses to which proxy forms may be forwarded, please refer to the reverse side of the proxy form.
- j. If an attorney is to attend the meeting the relevant certified power of attorney is to be submitted to the Company's Share Registry for noting and return. If a representative of a corporation or body corporate is to attend the meeting the appropriate executed Letter of Representation (obtainable from the Company's Share Registry) should be produced prior to admission to the meeting.

VERTICON GROUP LIMITED
ABN 53 111 398 040
(the "Company")

EXPLANATORY MEMORANDUM

INTRODUCTION

This Explanatory Memorandum should be read in conjunction with the Notice of Annual General Meeting to which this Explanatory Memorandum is attached and forms part. Please take the time to read through this document.

Resolution 2 RE-ELECTION OF MR DAVID WIELAND AS A DIRECTOR

Mr David Wieland was originally appointed to the Board of the Company on 18 October 2004 and was re-elected as a Director on 8 November 2005.

Pursuant to Clause 6.1 of the Company's Constitution he will retire at the Annual General Meeting and offers himself for re-election.

A profile of Mr David Wieland is to be found at page 5 of the Annual Report.

Resolution 3 RE-ELECTION OF MR NOEL HENDERSON AS A DIRECTOR

Mr Noel Henderson was originally appointed to the Board of the Company on 17 March 2006.

Pursuant to Clause 9.2 of the Company's Constitution he will retire at the Annual General Meeting and offers himself for re-election.

A profile of Mr Noel Henderson is to be found at page 5 of the Annual Report.

Resolution 4 RE-ELECTION OF MR SAM FINK AS A DIRECTOR

Mr Sam Fink was originally appointed to the Board of the Company on 26 April 2006.

Pursuant to Clause 9.2 of the Company's Constitution he will retire at the Annual General Meeting and offers himself for re-election.

A profile of Mr Sam Fink is to be found at page 5 of the Annual Report.

Resolution 5 REMUNERATION REPORT

Under the Corporations Act, an ASX listed entity is required to put to the vote a resolution that the Remuneration Report section of the Director's Report be adopted. This Remuneration Report can be found on pages 11 to 14 of the Annual Report sent to shareholders which accompanies this Notice of Meeting. It sets out a range of matters relating to the remuneration of Directors and the evolving framework of remuneration for the Company. A vote on this resolution is advisory only and does not bind the Directors nor the Company.

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