MONEY3 CORPORATION LIMITED

ACN 117 296 143

NOTICE OF ANNUAL GENERAL MEETING

The Annual General Meeting of the Company to be held at 1.30pm (Melbourne time) on 30 November 2006 at Sir Ian McLennan Sports Centre Echuca Rd Mooroopna Victoria 3629

THIS IS AN IMPORTANT DOCUMENT

If you are in doubt as to what to do with this document please immediately see your legal adviser, financial adviser or stockbroker.

Money3 Corporation Limited
ACN 117 296 143
Notice of Annual General Meeting

Notice is given that the Annual General Meeting of the members of Money3 Corporation Limited (**Company**) will be held at **Sir Ian McLennan Sports Centre, Echuca Rd, Mooroopna, Victoria 3629** on **30 November 2006** at **1.30pm** for the purpose of considering and if thought fit passing the following ordinary or special resolutions as stated below.

Please note that additional information concerning the proposed resolutions is contained in the Explanatory Memorandum that accompanies and forms part of this Notice of Annual General Meeting.

General Business

Financial Statements and Reports

To receive the Financial Statements for Money3 Corporation Limited for the year ended 30 June 2006, together with the Director's Report and the Independent Audit Report as set out in the Annual Report.

Resolution 1 – Re-election of Kang Hong Tan as Director

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

"That pursuant to article 79(5) of the Company's Constitution, the members of the Company approve the re-appointment of Kang Hong Tan as a director of the Company, who, pursuant to article 79(4) of the Company's Constitution is retiring by rotation and being eligible, offers himself for re-election."

Other Business

To consider any other business that may legally be brought forward.

By Order of the Board:

Christopher Baldwin
Company Secretary
Melbourne,
31 October 2006

Proxy form

Money3 Corporation Limited
ACN 117 296 143
2006 Annual General Meeting

Shareholder Number <Holding No>

<Reg Line 1>
<Reg Line 2>
<Reg Line 3>
<Reg Line 4>
<Reg Line 5>
<Reg Line 6>

I/We being a shareholder of the Money3 Corporation Limited ACN 117 296 143 (**Company**) and being entitled to attend and vote hereby appoint:

____

of ____

or if no person is named, the Chairperson of the general meeting as my proxy to vote and act for me and on my behalf at the annual general meeting of shareholders of the Company to be held on 30 November 2006 and any other day to which that annual general meeting is adjourned or postponed.

Where more than one proxy is to be appointed or where voting intentions cannot be adequately expressed using this form an additional form of proxy is available on request from the Registered Office.

I direct my proxy to vote in the following manner:

No	Resolution	For	Against	Abstain
1	**Re-Election of Director – Kang Hong Tan**			

If you have appointed the Chairperson as your proxy and you do not wish to direct the Chairperson how to vote, please place a mark in the box (below).

☐

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

The Chairperson intends to vote in favour of all the Resolutions.

Dated______________________________2006

__________________________ __________________________

Signature of shareholder/s (note if the shareholder is a company, the proxy form should be signed in accordance with the shareholder company's constitution and with the *Corporations Act 2001 (Cth)*.)

Notes to proxy form

1. A shareholder who is entitled to attend and vote at a general meeting is entitled to appoint a proxy to attend and vote for the shareholder at that meeting.

2. A shareholder who is entitled to cast 2 or more votes may appoint 2 proxies, in which case they may specify the proportion or number of votes each proxy is appointed to exercise. If the shareholder appoints 2 proxies and the appointment does not specify the proportion or number of votes each proxy may exercise, each proxy may exercise half of the votes of the shareholder.

3. If no directions are given the proxy may vote as the proxy thinks fit or may abstain from voting.

4. A proxy need not be a shareholder of the Company. If a person attends a meeting both as a shareholder and as a proxy for another shareholder, such person will only be counted once on a show of hands.

5. The proxy form must be signed by the shareholder or the shareholder's attorney (in which case the power of attorney must have been previously noted by the Company or a certified copy of the power of attorney must accompany this proxy form).

6. To be valid, proxies must be received by the Company:

   (a) at its Registered Office, Level 1, 373-375 St Georges Rd, Nth Fitzroy Victoria 3068; or

   (b) successfully transmitted by facsimile to the share registry on fax no. 61 3 9300 4155

   in any case no later than 48 hours before the commencement of the general meeting.

MONEY3 CORPORATION LIMITED
ACN 117 296 143
Notice of Annual General Meeting Explanatory Notes

These Explanatory Notes have been prepared to provide members with sufficient information to assess the merits of the resolutions contained in the accompanying Notice of Annual General Meeting (**AGM**) of the Company (**Notice**) concerning the meeting to be held at 1.30pm on 30 November 2006 at Sir Ian McLennan Sports Centre Echuca Rd Mooroopna Victoria 3629.

1. Financial Statements and Reports

This resolution is self-explanatory. It is intended to provide shareholders with the opportunity to raise questions on the Financial Statements and Reports, and on the performance of the Company generally.

Shareholders should note that the Financial Statements and Reports will be received in the form presented. It is not the purpose and there is no requirement either in the *Corporations Act* or in the Constitution of the Company for shareholders to approve the financial report, the directors' report or the auditor's report of the meeting or that the Financial Statements and Reports be accepted, rejected or modified in any way.

2. Resolution 1 Explanation – Re-election of Kang Hong Tan

Kang Hong Tan retires by rotation and being eligible, offers himself for re-election.

Information about Kang Hong Tan may be found on page 3 of the Money3 Corporation Limited Annual Report 2006.

The Directors recommend that shareholders vote in favour of resolution 2.

The Chairman in her capacity as proxy holder intends to vote undirected proxies in favour of approving this Resolution 2.

Proxy and Further Information

The Board of Directors are not aware of any other information which is relevant to the consideration by members of the proposed resolutions which are detailed in the Notice.

In accordance with the *Corporations Act 2001 (Cth)*, a person's entitlement to vote at the Annual General Meeting will be the entitlement of that person according to the Register of Members at 7:00pm on 27 October 2006.

A member entitled to attend and vote at the General Meeting is entitled to appoint not more than two proxies. The Proxy Form to be used is to be read in conjunction with, and accompanies, this notice of meeting.

A proxy need not be a member of the Company. The proxy form must be signed by the member or the member's attorney. Proxies given by corporations must be executed by the corporation in accordance with the *Corporations Act 2001 (Cth)*. Where a proxy is appointed by a member's attorney, the power of attorney together with evidence of non-revocation must be lodged with the proxy form. Further terms relating to the use of the proxy are described on the accompanying Proxy Form.

A member may choose whether or not to direct the proxy to vote. If the member does not direct the proxy how to vote on each resolution, the proxy may vote as the proxy sees fit on the resolutions for which the proxy is not directed. A member who is entitled to cast two or more votes may appoint two proxies, and may specify the proportion or number of votes each proxy is appointed to exercise. If the member appoints two proxies and the appointment does not specify the proportion or number of votes each proxy may exercise, each proxy may exercise half of the votes of the member.

To be valid, proxies must be received by the Share Registry of Company, Link Market Services Limited -

(a) by mail to Level 1, 373-375 St Georges Rd, Nth Fitzroy, Victoria 3068; or

(b) by successful facsimile transmission on 61 3 9300 4155

no later than 48 hours prior to the commencement of the Annual General Meeting.

Prior to making any decision, members may wish to seek advice from their own independent financial adviser or stockbroker as to the effect of the proposed resolutions.