

Money3 Corporation Limited**ABN 63 117 296 143****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 **Money3, Unit 4 60-70 Mahoneys Road, Thomastown, Victoria 3074** on **18 November 2011** at **11.00am** 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**Resolution 1 – Financial Statements and Reports**

To receive the Financial Statements for Money3 Corporation Limited for the year ended 30 June 2011, together with the Directors' Report and the Auditor's Report as set out in the Annual Report.

You may download a copy of the Annual Report from our website: **www.money3.com.au**

Resolution 2 – Re-election of Kang Hong Tan as Director

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

That Kang Hong Tan having retired by rotation in accordance with clause 79(4) of the Company's Constitution, and being eligible, having offered himself for re-election in accordance with clause 79(5) of the Company's Constitution, be re-elected as a Director of the Company. Information about Mr Tan may be found on page 11 of the Annual Report to Shareholders.

Resolution 3 – Re-election of Scott Joseph Baldwin as Director

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

That Scott Joseph Baldwin having retired by rotation in accordance with clause 79(4) of the Company's Constitution, and being eligible, having offered himself for re-election in accordance with clause 79(5) of the Company's Constitution, be re-elected as a Director of the Company. Information about Mr Baldwin may be found on page 11 of the Annual Report to Shareholders.

Resolution 4 – Remuneration Report

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

That the remuneration report section of the Director's Report for the Company for the year ended 30 June 2011 be adopted. Information on the remuneration report can be found on pages 14 to 18 of the Annual Report to Shareholders.

Other Business

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

By Order of the Board:



Craig Harris
CFO & Company Secretary
Melbourne,
30 September 2011

Money3 Corporation Limited**ABN 63 117 296 143****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 11.00am on 18 November 2011 at Money3, Unit 4 60-70 Mahoneys Road, Thomastown, Victoria 3074.

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

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

Kang has been a member of the Institute of Chartered Accountants in England and Wales since 1983, and the National Institute of Accountants in Australia since 1998. Kang spent 10 years as an Accountant with La Trobe University Union and spent 7 years as an owner operator of a Pizza Haven franchise in Thornbury, Victoria. Before coming to Australia, Kang was the Group Financial Controller of Tanming Corporation Berhad for 4 years.

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

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

3. Resolution 3 - Re-election of Scott Joseph Baldwin

Scott Joseph Baldwin retires by rotation and being eligible, offers himself for re-election.

Scott has a Masters of Business Administration, Graduate Diploma of Management and a Bachelor of Engineering (Hons). Scott has previously held a number of management positions with several public listed companies. His previous position was with General Electric as a Marketing Manager covering the Asia region.

The Directors recommend that shareholders vote in favour of resolution 3.

The Chairman in his/her capacity as proxy holder intends to vote undirected proxies in favour of approving this Resolution 3.

4. Resolution 4 – Remuneration Report

Section 250R(2) of the Corporation Act 2001 (Cth) requires a resolution that the remuneration report be adopted be put to a vote at the listed company's annual general meeting. The vote is advisory only and does not bind the Directors or the Company.

Voting Restriction in relation to this resolution.

In accordance with Section 250R(4) of the Corporations Act (which came into effect on 1 July 2011), the Company will disregard any votes cast on this resolution by:

- (a) a member of the Key Management Personnel (**KMP Member**) as disclosed in the Remuneration Report; and
- (b) a closely related party (such as close family members and any controlled entities) of those persons;

However, KMP Members may cast a vote on the resolution if the KMP member does so as a proxy appointed by writing that specifies how the proxy is to vote on the proposed resolution and the vote is not cast on behalf of a KMP member whose remuneration details are included in the remuneration report.

Section 250BD of the Corporations Act prevents KMP Members and their closely related parties, including the Chair of the meeting, from voting undirected proxies on this resolution.

Accordingly, if you appoint the Chairman, any Director or other KMP Members (or their closely related parties) as proxy and **you have not directed the proxy how to vote, your vote will not count for this resolution**. The Board encourages you to direct your proxy how to vote on this resolution.

Spill Resolution

Effective 1 July 2011, if 25% or more of votes cast on this resolution are voted against the adoption of the remuneration report at two consecutive AGMs, shareholders will be required to vote at the second of those AGMs on a further resolution (**Spill Resolution**), seeking the convening of another meeting to be held within 90 days of the Spill Resolution. At that further meeting, all of the Company's Directors (other than the Managing Director and CEO) must stand for re-election.

The Remuneration Report, which forms part of the Directors' Report, is set out on pages 14 to 18 of the 2011 Annual Report and can be found on the Company website at www.money3.com.au

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 16 November 2011.

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 Company, -

- (a) by mail to Link Market Services Limited, Locked Bag A14, Sydney South, NSW 1235; or
- (b) by successful facsimile transmission on: (02) 9287 0309 or
- (c) hand delivered to Link Market Services Limited, Level 12 680 George Street, Sydney, NSW, 2000

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.

Undirected Proxies Resolution 4 (Remuneration Report)

If you appoint the Chairman, any Director or member of the Key Management Team (disclosed in the Annual Report) as your proxy **and you do not give a direction how to vote, your vote will not be counted** for the purpose of Resolution 4.