



ABN 49 089 206 986

NOTICE OF GENERAL MEETING

and

EXPLANATORY MEMORANDUM

and

PROXY FORM

Date of Meeting: 5 April 2007

Time of Meeting: 10 am (Brisbane Time)

Place of Meeting: The Board Room
Business Management Limited
Level 37, Riverside Centre
123 Eagle Street
Brisbane Qld 4001

This Notice of General Meeting and Explanatory Memorandum should be read in their entirety. If shareholders are in doubt as to how they should vote, they should seek advice from their accountant, solicitor or other professional adviser before voting.

NOTICE OF GENERAL MEETING

Notice is given that the General Meeting of shareholders of TechStar Limited ("the Company") will be held at the Board Room, Business Management Limited, 123 Eagle Street, Brisbane Qld 4001 on 5 April 2007 at 10.00 am Brisbane time.

1. RATIFICATION OF PREVIOUS PLACEMENT OF SHARES

To consider and, if thought fit, pass with or without amendment the following resolution as an ordinary resolution:

"That in accordance with the provisions of Listing Rule 7.4 of the Official Listing Rules of the Australian Stock Exchange Ltd ("ASX"), and for all other purposes, the shareholders ratify the previous issue of 4,000,000 ordinary shares of the Company ("Placement Shares") for the consideration of \$180,000 on 10 November 2006 to the parties identified in table one in the explanatory memorandum ("November Placees")."

Voting Exclusion Statement

Note:

- a) The rights attaching to the Placement Shares in resolution 1 are identical in all respects to the existing ordinary shares on issue in the Company;
- b) The funds raised by the issue are being used to fund development and commercialisation of the Company's technologies, working capital requirements and development of the Mantuan Downs bentonite resource;
- c) The Company will disregard any votes cast on this resolution by:
 - the November Placees; or
 - any person who, for the purposes of Division 2 of Part 1.2 of the Corporations Act 2001 would be regarded as an associate of the November Placees.

However, the Company need not disregard a vote if:

- it is cast by a person as proxy for a person who is entitled to vote, in accordance with the directions on the proxy form; or
- It is cast by the person chairing the meeting as proxy for a person who is entitled to vote in accordance with the direction on the proxy form to vote as the proxy decides.

2. RATIFICATION OF PREVIOUS PLACEMENT OF SHARES

To consider and, if thought fit, pass with or without amendment the following resolution as an ordinary resolution:

"That in accordance with the provisions of Listing Rule 7.4 of the Official Listing Rules of the Australian Stock Exchange Ltd ("ASX"), and for all other purposes, the shareholders ratify the previous issue of 4,742,600 ordinary shares of the Company ("Placement Shares") for the consideration of \$204,800 on 22 January 2007 to the parties identified in table two in the explanatory memorandum ("January Placees")."

Voting Exclusion Statement

Note:

- a) The rights attaching to the Placement Shares in resolution 2 are identical in all respects to the existing ordinary shares in issue in the Company;
- b) The funds raised by the issue are being used to fund development and commercialisation of the Company's technologies, working capital requirements and development of the Mantuan Downs bentonite resource;
- c) The Company will:
 - the January Placees; or
 - any person who, for the purposes of Division 2 of Part 1.2 of the Corporations Act 2001 would be regarded as an associate of the January Placees.

However, the Company need not disregard a vote if:

- it is cast by a person as proxy for a person who is entitled to vote, in accordance with the directions on the proxy form; or
- It is cast by the person chairing the meeting as proxy for a person who is entitled to vote in accordance with the direction on the proxy form to vote as the proxy decides.

3. AUTHORISE THE ISSUE OF UP TO 75,000,000 SHARES

To consider and, if thought fit, pass with or without amendment the following resolution as an ordinary resolution:

"That in accordance with the provisions of Listing Rule 7.1 of the Official Listing Rules of the ASX, and for all other purposes, the Company and the Directors of the Company are hereby authorised to issue up to 75,000,000 ordinary shares ("Placement Shares") at an issue price of not less than 80% of the average Market Price of the Company's shares over the five (5) business days prior to the date of issue of the shares to such persons or nominees as the Company and Directors think fit from time to time including such persons who satisfy one or more of the classes of exemptions specified in section 708 of the Corporations Act 2001."

Note: In accordance with the provisions of the Listing Rules:

- a) For the purposes of this Resolution, "Market Price" has the meaning ascribed to that term in the Listing Rules;
- b) The Placement Shares will be issued and allotted as soon as is practicable after the Meeting, and in any event, no later than 3 months from the date of the Meeting;
- c) The Placement Shares will have the same rights and entitlements as existing fully paid ordinary shares in the capital of the Company;
- d) The Company will make application to quote the Placement Shares;
- e) The funds being raised by the issue will be used to fund development and commercialisation of the Company's technologies, working capital requirements, development of the Mantuan Downs bentonite resource;
- f) The Placement Shares will not be issued to any related party of the Company (within the meaning of the ASX Listing Rules);
- g) The Company will disregard any votes cast on this resolution by:
 - Any person who may participate in the proposed issue and any person who might obtain a benefit, except a benefit solely in the capacity of a security holder, if the resolution is passed; and
 - Any person who, for the purpose of Division 2 of Part 1.2 of the Corporations Law would be regarded as an associate of such a person.

However, the Company need not disregard a vote if:

- It is cast by a person as proxy for a person who is entitled to vote, in accordance with the directions on the proxy form; or
- It is cast by the person chairing the meeting as proxy for a person who is entitled to vote in accordance with the direction on the proxy form to vote as the proxy decides.

4. CHANGE OF NAME


To consider and, if thought fit, approve without modification the following special resolution:

"That the name of the Company be changed to Pacific Environmin Limited."

The Explanatory Memorandum provides details of the above Resolutions.

Dated this 5th day of March 2007.

BY ORDER OF THE BOARD

A handwritten signature in black ink, appearing to read 'M Ilett', is written over a horizontal line.

Michael Ilett
Company Secretary

Notes:

1. For the purposes of the Corporations Act 2001, all securities of the Company that are quoted securities at 10.00pm on 2nd March 2007, will be taken, for the purposes of the Meeting, to be held by the persons who held them at the time, and such persons are eligible to vote at the Meeting.
2. A form of proxy is provided with this Notice.
3. A shareholder who is entitled to attend and cast a vote has a right to appoint a proxy.
4. A proxy need not be a shareholder of the Company.
5. A shareholder who is entitled to cast two or more votes may appoint not more than 2 proxies. Where more than one proxy is appointed, each proxy must be appointed to represent a specific proportion of the shareholder's voting rights.

EXPLANATORY MEMORANDUM

Introduction

This Explanatory Memorandum forms part of a Notice convening the General Meeting of Shareholders of the Company to be held on 5 April 2007 at 10.00 am (Brisbane Time). This Memorandum is to assist Shareholders in understanding the background to and the legal and other implications of the Notice and the reasons for the Resolutions proposed. Terms used in this Explanatory Memorandum are defined in the glossary of terms outlined in this Explanatory Memorandum.

Resolutions 1 and 2 to be considered by the meeting are ordinary resolutions requiring a simple majority of the votes cast by members attending and voting at the meeting.

Resolution 3 to be considered by the meeting is a special resolution and requires at least 75% of the votes cast by members attending and voting at the meeting.

This Explanatory Memorandum is divided into 2 parts:-

Part A – deals with resolutions 1 to 3, which are items of ordinary business.

Part B – deals with resolution 4, which is other business.

Part A – Resolutions 1, 2 and 3.

1. RESOLUTIONS 1 AND 2 – RATIFICATION OF PREVIOUS PLACEMENT OF SHARES

ASX Listing Rule 7.4 enables the ratification of previous issues of securities, in which case the securities issued are not counted towards the 15% limit under Listing Rule 7.1 of the Official Listing Rules of the Australian Stock Exchange Ltd (“ASX”) that limits a company from issuing more than 15% of its issued capital in a 12 month period without shareholder approval.

Resolution 1 seeks ratification of the previous issue of 4,000,000 new ordinary shares to the November Placees outlined in table one below:

November Placee	Number of Shares
Gapsted Investments (Vic) Pty Ltd	1,183,333
Anna Elizabeth Prowse	200,000
Thomas William Prowse	200,000
Ian Neville Jones Superannuation Account	150,000
Gustrip Pty Ltd	400,000
Taurus Corporate Services Pty Ltd	500,000
Stephen Menzies Westwood	200,000
Frewen Mason Securities Pty Ltd	500,000
K. T. & M. A. Shannen	222,222
Shannen Investments Pty Ltd ATF The Shannen Superannuation Fund	444,445
Total	4,000,000

Table one

Resolution 2 seeks ratification of the previous issue of 4,742,600 new ordinary shares to the January Placees outlined in table two below:

January Placee	Number of Shares
Just Excellent Investments Pty Ltd	400,000
Kevin Wyld Financial Services Pty Ltd	240,000
Detota Pty Ltd ATF Webster Family Trust	650,000
Munted Sisters Pty Ltd	100,000
Mygunyah Pty Ltd ATF Mygunyah Super Fund	200,000
Diana Mary O'Halloran Evans	950,000
Indigold Pty Ltd	200,000
BFSF Pty Ltd	400,000
Rocklea Estate Pty Limited	600,000
TBV Management Pty Ltd	100,000
Marjorie Gertrude Beasley	400,000
Dr Lionel J Hovey	100,000
Robert Moore	100,000
Ascend Asset Management Limited	177,600
Ross Sutton Beattie and Dawn Beattie ATF Ross Beattie and Dawn Beattie (Super Fund)	125,000
Total	4,742,600

Table two

The funds raised under the Placement are being used to fund working capital requirements, development of the Mantuan Downs bentonite resource, and the development and commercialisation of the Company's environmental remediation technologies.

2. RESOLUTION 3 - AUTHORISE THE ISSUE OF UP TO 75,000,000 SHARES

Resolution 3 seeks shareholder authorisation for the issue up to 75,000,000 new ordinary shares. The shares will be issued to investors that fall within one or more of the classes of exemptions specified in section 708 of the Corporation Act 2001.

At the date of this notice the Company had 256,631,714 ordinary shares (TSR) on issue. The Company believes that all relevant information concerning this resolution is included in the text relating to this resolution contained in the Notice of Meeting.

The purpose of the capital placement is to raise the necessary funds to provide working capital, continue the development of the Mantuan Downs bentonite project and its associated logistics, commercialise the environmental remediation technologies utilising industrial minerals and the establishment of domestic and international markets for the industrial minerals in 2007 and in particular:

- development of the Mantuan Down project to commercial production with mineral extraction expected to begin in the third quarter 2007 including the lodgement of security deposits. Estimated cost \$500,000;
- construction of a central processing plant for the milling of bentonite extracted from Mantuan Downs. Estimated cost \$1,000,000;
- development of logistics and domestic and local marketing. Estimated cost \$500,000; and
- provision of working capital \$500,000.

The Directors are satisfied that, upon completion of the Issue, that the Company will have sufficient funds to meet its stated objectives.

Part B – Resolutions 4

3. RESOLUTION 4 CHANGE OF NAME

Resolution 4 is seeks shareholder approval to change the name of the Company to Pacific Environmin Limited which requires approval by special resolution under Corporations Act 2001

The Directors believe that the proposed new name of the Company, Pacific Environmin Limited, better reflects the Company's new direction away from the development of mechanical devices and into the industrial mineral and environmental remediation areas. The Company outlined the change in direction at the Company's Annual General Meeting in November 2006. An updated report detailing the changes was lodged with the Australian Stock Exchange and was sent to shareholders on 5th March 2007.

The Company will be developing the Mantuan Downs bentonite mineral resource for sale of product to provide a strong underpinning cash flow for the Company.

In addition, the Company through vertical integration will be using that bentonite resource as an in-house supply for the development and distribution of the range of environmental remediation technologies which are currently in development and either nearing commercialisation or subject to distribution and sale agreements.

The Directors therefore, recommend the change of name to shareholders.

GLOSSARY OF TERMS

<i>ASIC</i>	Australian and Securities and Investments Commission.
<i>ASX</i>	Australian Stock Exchange Limited ACN 008 624 691.
<i>Corporations Act</i>	Corporations Act 2001 (Cwth).
<i>Company or TechStar</i>	TechStar Limited ACN 089 206 986
<i>January Placees</i>	The shareholders who participated in the placement of 4,000,000 ordinary shares of the Company ("Placement Shares") for the consideration of \$204,800 on 22 January 2007
<i>Listing Rules Meeting</i>	Official listing rules of the ASX Meeting of shareholders convened by the Notice for 5 April 2007 and any adjournment thereof.
<i>November Placees</i>	The shareholders who participated in the placement of 4,000,000 ordinary shares of the Company ("Placement Shares") for the consideration of \$180,000 on 10 November 2006
<i>Placement Shares</i>	Ordinary shares in the issued capital of the Company issued as the result of a share placement.
<i>Shares</i>	Ordinary shares in the issued capital of the Company

Any inquiries in relation to the Resolutions or the Explanatory Notes should be directed to the Company Secretary as follows:

Mr. Michael Ilett
The Company Secretary
TechStar Limited
Telephone: + 61 7 3832 4928
Email: milett@techstarlimited.com

1. SHAREHOLDER VOTING

The Board has made a determination that all the shares of the Company will be taken, for the purposes of determining the right of shareholders to attend and vote at the Meeting, to be held by the persons who held them at 7pm on 3 April 2007 (being a time that is not more than 48 hours before the Meeting).

2. OTHER INFORMATION

There is no other information known to the Company that is material to a shareholder's decision on how to vote on the resolutions set out in the Notice of Meeting. However, should any shareholder be in doubt as to how they should vote on the resolutions and/or as to how it may affect them, they should seek advice from their accountant, solicitor or other professional advisor as soon as possible. Queries as to the lodgment of proxies and other formalities in relation to the Meeting to be held on 5 April 2007 should be directed to the Company Secretary by telephone on +61 7 3832 4928.

3. ACTION TO BE TAKEN BY SHAREHOLDERS

Attached to the Notice of General Meeting accompanying this Explanatory Memorandum is a proxy form for use by shareholders. All shareholders are invited and encouraged to attend the Meeting or, if they are unable to attend in person and are eligible to vote, to complete, sign and return the proxy form. Lodgement of a proxy form will not preclude a shareholder from attending and voting at the meeting in person.

Shareholders are entitled to appoint a proxy to attend and vote on their behalf. Where a Shareholder is entitled to cast two or more votes at the meeting, they may appoint two proxies. Where more than one proxy is appointed each proxy may be appointed to represent a specific proportion or number of votes that the Shareholder may exercise. If the appointment does not specify the proportion or number of votes each proxy may exercise, each proxy may exercise half of the votes.

The proxy may, but need not, be a shareholder of the Company. Shareholders who are a body corporate are able to appoint representatives to attend and vote at the Meeting under Section 250D of the Corporations Act 2001 (Cwlth). The proxy form must be signed by the shareholder or his/her attorney duly authorised in writing or, if the shareholder is a corporation, in a manner permitted by the Corporations Act 2001 (Cwlth).

The proxy form (and the power of attorney or other authority, if any, under which the proxy form is signed) and certificates appointing body corporate representatives or a copy or facsimile which appears on its face to be an authentic copy of the proxy form (and the power of attorney or other authority) or certificate appointing a body corporate representative must be deposited at, posted to, or sent by facsimile transmission to the Company's registered office.

The postal address of the Company's registered office is as follows:

Mr. Michael Ilett
The Company Secretary
Techstar Limited
P.O. Box 7018,
Riverside Centre, Brisbane Qld 4001

Fax Number + 61 7 3832 3234

The proxy form must be delivered not less than 48 hours before the time for holding the Meeting, or adjourned meeting as the case may be, at which the individual named in the proxy form proposes to vote.

In the case of shares jointly held by two or more persons, all joint holders must sign the proxy form.

PROXY FORM

To: The Company Secretary
TechStar Limited
PO Box 7018
Riverside Centre
BRISBANE QLD 4001
Fax: +61 7 3832 3234

I/We _____

of _____

being a shareholder/(s) of TechStar Limited ("**Company**") and entitled to

_____ shares in the Company hereby appoint _____

of _____

or failing him/her _____

of _____

or failing him/her the Chairman as my/our proxy to vote for me/us and on my/our behalf at the General Meeting of the Company to be held at the Board Room, Business Management Limited, Level 37, 123 Eagle Street, Brisbane Qld 4001 on Thursday 5 April 2007 at 10 am (Brisbane time) and at any adjournment

thereof in respect of _____ of my/our shares or, failing any number being specified, **ALL** of my/our shares in the Company.

If two proxies are appointed, the proportion of voting rights this proxy is authorised to exercise is []%.
(The Company on request will supply an additional proxy form.)

The Chairman of the meeting intends to vote all undirected proxies in favour of all the resolutions in respect of any undirected proxies which may be granted in favour of the Chairman.

If you wish to indicate how your proxy is to vote, please tick the appropriate places below.

If the Chairman of the meeting is appointed as your proxy, or may be appointed by default and you do not wish to direct your proxy how to vote as your proxy in respect of a resolution, please place a mark in the box.

If you do not mark this box, and you have not directed your proxy how to vote, the Chairman will **not** cast your votes on the resolution and your votes will not be counted in calculating the required majority if the poll is called on the resolution.

I/we direct my/our proxy to vote as indicated below:

RESOLUTIONS

	FOR	AGAINST	ABSTAIN
1. Ratify the previous placement of 4,000,000 shares	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
2. Ratify the previous placement of 4,742,600 shares.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
3. Authorise the issue of 75,000,000 ordinary shares	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
4. Approve the change of name	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

As witness my/our hand/s this _____ day of _____ 2007

If a natural person:

SIGNED by _____)
_____)

in the presence of:

Witness

Name (Printed)

If a company:

EXECUTED by _____)
_____)
in accordance with its _____)
constitution _____)

Director

Director/Secretary

Name (Printed)

Name (Printed)

If by power of attorney:

SIGNED for and on behalf of _____)
_____ by _____)
_____ under a Power of Attorney _____)
dated _____ and who declares that he/she has _____)
not received any revocation of such Power of _____)
Attorney in the presence of : _____)

Signature of Attorney

Signature of Witness

(After completion of this proxy form, please deliver it or fax it to the offices of TechStar Limited)

NOTIFICATION OF CHANGE OF ADDRESS OF SHAREHOLDER - ISSUER SPONSORED ONLY

NOTE: If your holding is CHESS sponsored, contact your sponsoring broker, who is the only person who can make a change to your address details.

To: Link Market Services Limited
Level 12
300 Queen Street
Brisbane Q 4000
Fax No. 3221 3149

Dear Sir

I/We

of (insert new address)

formerly of (insert old address)

being an Issuer Sponsored shareholder and/or optionholder of TechStar Limited, request you to record my new address detailed above.

Signed (all holders to sign)

Date/...../.....