

Form 603
Sub section 671B

Corporations Act 2001

NOTICE OF INITIAL SUBSTANTIAL SHAREHOLDER

To: **Verus Investments Limited**

ABN **59 009 575 035**

1. Details of Substantial Shareholder (1)

Name: **Altinova Nominees Pty Ltd (ABN 63 076 704 624)**

The voter became a substantial holder on 22nd May 2006

2. Details of Voting Power

The total number of votes attached to all the voting shares in the company or voting interests in the scheme that the substantial shareholder or an associate (2) had a relevant interest (3) in on the date the substantial shareholder became a substantial shareholder are as follows:

Class of Securities (4)	Number of Securities	Persons votes (5)	Voting Power (6)
Ordinary Shares	27,500,000	27,500,000	17.08%

3. Details of Relevant Interest

The nature of the relevant interest the substantial shareholder had or an associate had in the following voting securities on the date the substantial holder became a substantial holder are as follows:

Holder of Relevant Interest	Nature of Relevant Interest (7)	Class & Number of Securities
Altinova Nominees Pty Ltd	Beneficial Owner	27,500,000

4. Details of Present Relevant Holders

The person registered as holders of the securities referred to in paragraph 3 above are as follows:

Holder of Relevant Interest	Registered holder of securities	Person entitled to be registered as holder (8)	Class and number of securities
Altinova Nominees Pty Ltd	Altinova Nominees Pty Ltd	N/A	27,500,000

5. Consideration

The consideration paid for each relevant interest referred to in paragraph 3 above, and acquired in the four months prior to the day that the substantial holder became a substantial holder is as follows:

Holder of Relevant Interest	Date of Acquisition	Consideration (9)		Class and number of securities
		Cash	Non-Cash	
Altinova Nominees Pty Ltd	22 May 2006	\$1,100,000	Nil	Ordinary Shares – 27,500,000

6. Associates

The reasons the persons named in paragraph 3 above are associates of the substantial holder are as follows:

Name and ACN (if applicable)	Nature of Association
N/A	N/A

7. Addresses

The addresses of persons named in this form are as follows:

Name and ACN (if applicable)	Address
Altinova Nominees Pty Ltd	Level 8, 261 George Street, Sydney NSW 2000



Signature

Print name: Norman Seckold

Capacity: Director

Sign Here

Date: 23 May 2006

Directions

- 1) If there are a number of substantial holders with similar or related relevant interests (e.g. a corporation and its related corporations, or the manager and trustee of an equity trust), the names could be included in an annexure to the form. If the relevant interests of a group of persons are essentially similar, they may be referred to throughout the form as a specifically named group if the membership of the each group, with the names and addresses of members clearly set out in paragraph 7 of the form.
- 2) See the definition of “associate” in section 9 of the Corporations Act 2001.
- 3) See the definition of “relevant interest” in sections 608 and 671B(7) of the Corporations Act 2001.
- 4) The voting shares of a company constitute one class unless divided into separate classes.
- 5) The total number of votes attached to all the voting shares in the company or voting interests in the scheme (if any) that the person or an associate has a relevant interest in.
- 6) The person’s votes divided by the total votes in the body corporate or scheme multiplied by 100.
- 7) Include details of:
 - (a) any relevant agreement or other circumstances by which the relevant interest was acquired. If section 671B(4) applies, a copy of any document setting out the terms of any relevant agreement, and a statement by the person giving full and accurate details of any contract, scheme or arrangement, must accompany this form, together with a written statement certifying this contract, scheme or arrangement; and
 - (b) any qualification of the power of a person to exercise, control the exercise of, or influence the exercise of, the voting shares or disposal of the securities to which the relevant interests relates (indicating clearly the particular securities to which the qualification applies)

See the definition of “relevant agreement” in section 9 of the Corporations Act 2001

- 8) If the substantial shareholder is unable to determine the identity of the person (e.g. if the relevant interest arises because of an option) write “unknown”
- 9) Details of the consideration must include any and all benefits, money and other, that any person from whom a relevant interest was acquired has, or may, become entitled to receive in relation to that acquisition. Details must be included even if the benefit is conditional on the happening or not of a contingency. Details must be included of any benefit paid on behalf of the substantial holder or its associates in relation to the acquisitions, even if they are not paid directly to the person from whom the relevant interest was acquired