

NOTICE OF ANNUAL GENERAL MEETING

Data*3 Limited
ABN 31 010 545 267

Notice is given that the Annual General Meeting of Data*3 Limited will be held at Level 2, Data*3 Centre, 80 Jephson Street, Toowong, Brisbane on Tuesday 9 November 2004 at 10:30am.

Note:

The Board has determined in accordance with the Company's Constitution and the Corporations Act 2001, that a shareholder's voting entitlement at the meeting will be the entitlement of that person shown in the register of members as at 5:00pm on Friday 5 November 2004.

ORDINARY BUSINESS

Item 1 - Financial Reports

To receive and consider the Company's Financial Report, together with the Directors' Report and Declaration and the Independent Audit Report, for the year ended 30 June 2004.

Item 2 - Election of Directors

- To re-elect as a Non-Executive Director of the Company Mr R A Anderson who retires in accordance with Rule 5.1 of the Constitution and, being eligible, offers himself for re-election.
- To re-elect as an Executive Director of the Company Mr J E Grant who retires in accordance with Rule 8.2 of the Constitution and, being eligible, offers himself for re-election.

Information regarding the qualifications and experience of Mr R A Anderson and Mr J E Grant is contained in the Company's 2004 Annual Report.

SPECIAL BUSINESS

Item 3 – Amendment of the Data*3 Limited Employee Option Plan

To consider and if thought fit to pass the following resolution as a special resolution:

- "That in accordance with Rule 18.2 of the Data*3 Limited Employee Option Plan, the following amendment be made:

→ Omit the present Rule 8.3(6) and replace it with a new Rule 8.3(6) reading:

'8.3(6) the Exercise Price being the weighted average price of the Shares trading on ASX within the 5 trading days immediately prior to the Offer Date.'

OTHER BUSINESS

- To transact any other business which may be brought forward in accordance with the Constitution and the Corporations Act 2001.

Dated this 24th day of September 2004.

By order of the Board

Bremner Hill
Company Secretary

EXPLANATORY NOTE

Item 3 – Amendment of the Data#3 Limited Employee Option Plan (“the Plan”)

Rule 8.3(6) of the Plan was last amended on 2 November 2001, to read as follows:

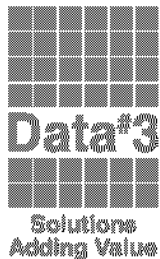
8.3(6) the Exercise Price being the higher of:

- a) 90 cents; or*
- b) the weighted average price of the Shares trading on ASX within the 5 trading days immediately prior to the Offer Date,*

PROVIDED that all offers under this Rule are made before the 2002 Annual General Meeting, at which time the Plan will again be reviewed.'

The last offers under the Plan were made before the 2002 Annual General Meeting, and the Plan has not been reviewed since that time. Details of those offers and a general description of the Plan are contained in the Company's 2004 Annual Report (in note 30 to the financial statements).

The current amendment is being proposed so that future offers may be made under the Plan if considered appropriate by the Board. The Board believes that it is important for the Company to be able to offer staff participation in a fair and equitable plan, and that any such options be issued with an Exercise Price in keeping with market conditions at the relevant Offer Date.



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PROXY FORM

All correspondence to:
 ASX Perpetual Registrars
 GPO Box 2537
 BRISBANE QLD 4001
 Enquiries: (07) 3228 4219
 Facsimile: (07) 3221 3149
 Email: registrars@asxperpetual.com.au

Mark this box if you have made any changes to your address details (see reverse)

Appointment of Proxy

I/We being member/s of Data*3 Limited and entitled to attend and vote hereby appoint

the Chairman of
 the Meeting
 (mark with an 'X')

OR

Write here the name of the person you
 are appointing if this person is **someone
 other than** the Chairman of the Meeting.

or failing the person named, or if no person is named, the Chairman of the Meeting, as my/our proxy to act generally at the meeting on my/our behalf and to vote in accordance with the following directions (or if no directions have been given, as the proxy sees fit) at the Annual General Meeting of Data*3 Limited to be held on 9 November 2004.

The Chairman of the Meeting intends to vote undirected proxies in favour of all resolutions.

Voting directions to your proxy – please mark to indicate your directions

Ordinary Business

Item 2 To re-elect Mr R A Anderson as a Non-Executive Director

For	Against	Abstain*
<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

To re-elect Mr J E Grant as an Executive Director

<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
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Special Business

Item 3 To amend Rule 8.3(6) of the Data*3 Limited Employee Option Plan

<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
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* If you mark the Abstain box for a particular item, you are directing your proxy not to vote on your behalf on a show of hands or on a poll and your votes will not be counted in computing the required majority on a poll.

Please Sign Here

This section *must* be signed in accordance with instructions overleaf to enable your directions to be implemented.

Individual or Securityholder 1

Sole Director and
 Sole Company Secretary

Securityholder 2

Director

Securityholder 3

Director / Company Secretary

Contact Name

Contact Telephone (Business Hours)

Date

How to complete the Proxy Form

1 Your Name and Address

This is your name and address as it appears on the Company's share register. If this information is incorrect, please mark the box and make the correction on the form. Securityholders sponsored by a broker should advise their broker of any changes. **Please note that you cannot change ownership of your securities using this form.**

2 Appointment of Proxy

If you wish to appoint the Chairman of the Meeting as your proxy, mark the box. If the person you wish to appoint as your proxy is someone other than the Chairman of the Meeting, please write the name of that person. If you leave this section blank, or your named proxy does not attend the meeting, the Chairman of the Meeting will be your proxy. A proxy need not be a securityholder of the Company.

3 Votes on Items of Business

You may direct your proxy how to vote by placing a mark in one of the boxes opposite to each item of business. All your securities will be voted in accordance with such a direction unless you indicate only a portion of voting rights are to be voted on any item by inserting the percentage or number securities you wish to vote in the appropriate box or boxes. If you do not mark any of the boxes on a given item, your proxy may vote as he or she chooses. If you mark more than one box on an item your vote on that item will be invalid.

4 Appointment of a Second Proxy

You are entitled to appoint up to two persons as proxies to attend the meeting and vote on a poll. If you wish to appoint a second proxy, an additional Proxy Form may be obtained by telephoning the Company's share registry or you may copy this form.

To appoint a second proxy you must:

- a) On each of the first Proxy Form and second Proxy Form state the percentage of your voting rights or number of securities applicable to that form. If the appointments do not specify the percentage or number of votes that each proxy may exercise, each proxy may exercise half your votes. Fractions of votes will be disregarded.
- b) Return both forms together in the same envelope.

5 Signing Instructions

You must sign this form as follows in the spaces provided:

- Individual: Where the holding is in one name, the holder must sign
- Joint Holding: Where the holding is more than one name, all of the securityholders should sign.
- Power of Attorney: To sign under Power of Attorney, you must have already lodged this document with the registry. If you have not previously lodged this document for notation, please attach a certified photocopy of the Power of Attorney to this form when you return it.
- Companies: Where the company has a Sole Director who is also the Sole Company Secretary, this form must be signed by that person. If the company (pursuant to section 204A of the Corporations Act 2001) does not have a Company Secretary, a Sole Director can also sign alone. Otherwise this form must be signed by a Director jointly with either another Director or a Company Secretary. Please indicate the office held by signing in the appropriate place.

If a representative of the corporation is to attend the meeting the appropriate "Certificate of Appointment of Corporate Representative" should be produced prior to admission. A form of the certificate may be obtained from the Company's share registry.

Lodgement of a Proxy

This Proxy Form (and any Power of Attorney under which it is signed) must be received at an address given below not later than 48 hours before the commencement of the meeting. Any Proxy Form received after that time will not be valid for the scheduled meeting.

Documents may be lodged using the reply paid envelope or:

- by posting, delivery or facsimile to the Data*3 Limited share registry at the address opposite, or
- by delivery to the Registered Office of Data*3 Limited being:
5th floor, National Bank House
255 Adelaide Street
BRISBANE QLD 4000

**ASX Perpetual Registrars
Level 22, HSBC Building
300 Queen Street
BRISBANE QLD 4000**

Facsimile: (07) 3221 3149