NAMBERRY LIMITED

Release to the ASX

Notice of General Meeting and Explanatory Memorandum

Melbourne. 14 June 2006.

Directors of Namberry Limited today have released a Notice of General Meeting to be held on 13 July 2006, supported by an Explanatory Memorandum providing detailed information to all shareholders.

The General Meeting is planned for Thursday 13 July at 9.30am, to be held at the St. Michaels Centre (behind St. Michaels Church), 120 Collins Street, Melbourne.

Copies of the Notice of General Meeting and Explanatory Memorandum are enclosed in this announcement and will be mailed to all shareholders with the necessary instructions for voting in person or by proxy.

For further information, please contact:

Paranthoiene

David Paranthoiene,
Managing Director.

davidp@namberry.com.au 0416 160 160

THIS DOCUMENT IS IMPORTANT. IF YOU DO NOT UNDERSTAND IT OR ARE IN ANY DOUBT AS TO HOW TO DEAL WITH IT, YOU SHOULD CONSULT YOUR STOCKBROKER, SOLICITOR, ACCOUNTANT, BANK MANAGER OR OTHER PROFESSIONAL ADVISER IMMEDIATELY.

NAMBERRY LIMITED

(ACN 078 675 153)

EXPLANATORY STATEMENT IN RELATION TO:

- **RATIFICATION OF PLACEMENTS**
- **PLACEMENT OF OPTIONS TO DIRECTORS**
- **ADOPTION OF NEW CONSTITUTION**

A Notice of Meeting is included for a meeting of Members to be held at St. Michaels Centre, 120 Collins Street, Melbourne (behind St. Michaels Church) on Thursday 13 July 2006

Members should complete proxy forms as instructed and return them to the Company's Share Registrar in the enclosed reply paid envelopes without delay.

Corporate shareholders must:

(a) complete and lodge with the Company a valid appointment of proxy in accordance with the instructions on the relevant Notice of Meeting; or

(b) complete and lodge with the Company prior to the meeting a form of appointment of or certificate of appointment of personal representative in accordance with the provisions of Section 250D of the Corporations Act 2001; or

(c) appoint a valid power of attorney in accordance with its constitution and the Company's constitution;

and cause such proxy, personal representative or attorney to attend the relevant meeting to enable it to vote at the relevant meeting.

CORPORATE DIRECTORY

DIRECTORS

Brendan Redden – Chairman
Bruce Carter – Director
David Paranthoiene – Director
Bee Kiew Tan - Director

SECRETARY

Ray South

REGISTERED OFFICE

104 Tope Street
South Melbourne VIC 3205

Telephone: 03 9699 2799
Facsimile: 03 9699 7922

INDEPENDENT EXPERT

DMR Corporate Pty Ltd
470 Collins Street
Melbourne Vic 3000

IMPORTANT NOTICES

FORWARD LOOKING STATEMENTS

Various statements in this Explanatory Statement constitute statements relating to intentions, future acts and events. Such statements are generally classified as forward looking statements and involve known and unknown risks, uncertainties and other important factors that could cause those future acts, events and circumstances to differ and vary from the way in which they are expressly or impliedly portrayed herein.

PROVISION OF INFORMATION

Any information or representation not contained in this Explanatory Statement should not be relied upon as having been authorised by the Company or its directors. No person is authorised to give any information or make any representation in relation to the proposals set out herein, which is not contained herein.

NAMBERRY LIMITED
(ACN 078 675 153)

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NAMBERRY LIMITED
(ACN 078 675 153)

Address all shareholder correspondence to:
Level 3, 104 Tope Street ,
South Melbourne Vic 3205
Facsimile: +61 3 9699-7922

Dear Member,

This Explanatory Statement sets out information in relation to various resolutions to be put to the meeting. The details of the resolutions are set out in the Notice of Meeting.

Briefly the resolutions cover:

- The approval of the Remuneration Report which formed part of the Annual Report of the Company for the financial year ended 30 June 2005. A copy of the Remuneration Report is included.

- The ratification of a placement of shares to Canary Feathers Finance Ltd., a company incorporated in the British Virgin Islands. As set out in the Notice of Meeting a copy of the agreement will be tabled at the meeting. The placement is being ratified in accordance of the provisions of ASX Listing Rule 7.1. Pursuant to the placement the Company raised $526,440 at an issue price of $0.02.

- As part of the Placement Agreement mentioned above, a placement of 5,264,000 options to Canary Feathers Finance Ltd. to acquire ordinary shares on terms and conditions set out in this Explanatory Memorandum.

- The placement of options to directors in respect of which a report has been obtained from DMR Corporate Pty Ltd. A copy of that report is attached. Briefly, DMR Corporate Pty Ltd has concluded in Section 4.2.3 of its report that a fair value of the 6 million options to be issued to each Director is $30,000. Given that each director will pay $6,000 for the options granted to him or her, DMR Corporate Pty Ltd have concluded in Section 4.4 of their report that, in its opinion "the value of the financial benefit being provided to each Director is $30,000 ($36,000 - $6,000)".

- The adoption of a new constitution. The terms of the proposed constitution comply with the present requirements of the ASX Listing Rules which have been updated a number of times since the present constitution was adopted.

Each member of the Company should read this Explanatory Statement carefully. If you are in any doubt as to the manner in which you should vote or if you do not understand the document or any part of it, please consult an appropriate professional adviser such as your solicitor, stockbroker, accountant or bank manager.

Yours faithfully,

B. Redden
Chairman

EXPLANATORY STATEMENT

1. BACKGROUND

The report by DMR Corporate Pty Ltd which has been obtained by the Company in compliance with the requirements of the Corporations Act 2001 ("the Corporations Act") sets out a brief overview of the recent history of the Company in Section 3. Members should refer to that information and, as appropriate, also, if considered appropriate, obtain a copy of the financial statements for the period ended 30 June 2005 and the half-yearly report to ASX for the period ended 31 December 2005 from the Company or from ASX or ASIC.

The directors consider that the financial information set out in the report by DMR Corporate Pty. Ltd. is sufficient to enable the members to consider the resolutions to be voted on at the meeting.

2. MEETING AND OUTLINE OF RESOLUTIONS TO BE PUT TO THE MEETING

The Notice of Meeting, which accompanies this Explanatory Statement, sets out a series of resolutions which are commented on below. The text of each resolution is contained in the Notice of Meeting.

3. RESOLUTION 1: APPROVAL OF REMUNERATION REPORT

Resolution 1 on the Notice of Meeting provides for approval of the Remuneration Report which formed part of the report of the directors of the Company for the financial year 30 June 2005. As stated in the Notice of Meeting the resolution is advisory only and does not bind the directors or the Company.

A copy of the Remuneration Report as extracted from pages 8-11 and further extracts from page 16 of the Annual Report are set out below for convenience.

Extract from Namberry Ltd. 2004/05 Annual Report (Pages 8 - 11)

"REMUNERATION REPORT

This report outlines the remuneration arrangements in place for directors and executives of Namberry Limited (the company).

Remuneration Philosophy

The Board of Directors of Namberry Limited is responsible for determining and reviewing compensation arrangements for the directors, the managing director and the executive team. The Board of Directors assesses the appropriateness of the nature and amount of emoluments of such officers on a periodic basis by reference to relevant employment market conditions with the overall objective of ensuring maximum stakeholder benefit from the retention of a high quality board and executive team. Such officers are given the opportunity to receive their base emolument in a variety of forms including cash and fringe benefits. It is intended that the manner of payment chosen will be optimal for the recipient without creating undue cost for the company.

To assist in achieving these objectives, the Board of Directors links the nature and amount of executive directors' and officers' emoluments to the company's financial and operational performance. All executives are entitled to annual bonuses payable upon the achievement of annual corporate profitability measures.

Remuneration and Nomination Committee

The remuneration Committee of the Board of Directors of the company is responsible for determining and reviewing compensation arrangements for the directors, the chief executive officer (CEO) and the senior management team.

The Remuneration Committee assesses the appropriateness of the nature and amount of remuneration of directors and senior managers on a periodic basis by reference to relevant employment market conditions with the overall objective of ensuring maximum stakeholder benefit from the retention of a high quality board and executive team.

Remuneration Structure

In accordance with best practice corporate governance, the structure of non-executive director and senior manager remuneration is separate and distinct.

Non-executive director remuneration

Objective
The Board seeks to set aggregate remuneration at a level which provides the company with the ability to attract and retain directors of the highest calibre, whilst incurring a cost which is acceptable to shareholders.

Structure
The Constitution and the ASX Listing Rules specify that the aggregate remuneration of non-executive directors shall be determined from time to time by a general meeting. An amount not exceeding the amount determined is then divided between the directors as agreed. The latest determination was at the Annual General Meeting held in November 1998 when shareholders approved an aggregate remuneration of $500,000 per year.

The amount of aggregate remuneration sought to be approved by shareholders and the manner in which it is apportioned amongst directors is reviewed annually. The board considers advice from external consultants as well as the fees paid to non-executive directors of comparable companies when undertaking the annual review process.

Each director receives a fee for being a director of the company.

The remuneration of non-executive directors for the period ending 30 June 2005 is detailed in Table 1 on page 10 of this report.

Senior manager and executive director remuneration

Objective
The company aims to reward executives with a level and mix of remuneration commensurate with their position and responsibilities within the company and so as to:

- *reward executives for company, business unit and individual performance against targets set by reference to appropriate benchmarks;*
- *align the interests of executives with those of shareholders;*
- *link reward with the strategic goals and performance of the company; and*
- *ensure total remuneration is competitive by market standards.*

Structure
Employment contracts were entered into with Senior Executives of the company up to 28th February 2005. The company has not had any employees since the sale of business assets on 28th February 2005.

Table 1: Director remuneration for the year ended 30 June 2005

	Annual Emoluments			***Long Term Emoluments***	***Total***
	Base Fee	*Bonus*	*Termination & Similar Payments*	*Superannuation*	
	$	*$*	*$*	*$*	*$*
Specified Directors					
D Paranthoiene	*211,319*	*175,000*	*-*	*7,897*	*394,216*
B Carter	*38,256*	*-*	*-*	*2,243*	*40,499*
B Redden	*61,996*	*20,000*	*-*	*3,738*	*85,734*

Table 2: Remuneration of the 5 named executives who receive the highest remuneration for the year ended 30 June 2005

Specified Officer	*Annual Emoluments*			*Long Term Emoluments*	*Total*
	Base Fee	*Bonus*	*Termination & Similar Payments*	*Superannuation*	
	$	*$*	*$*	*$*	*$*
E Farrelly	*101,583*	*34,661*	*85,279*	*8,123*	*229,646*

During the year, one of the directors, Mr D. Paranthoiene also acted in the capacity of officer of Namberry Limited. Ms Elaine Farrelly was the only non-director who was an officer for these purposes.

Table 3: Options granted as part of remuneration for the year ended 30 June 2005

There were no options granted during the year ended 30 June 2005.

Table 4: Interests in the shares and options of the company and related bodies corporate

	Fully Paid Ordinary Shares	*Options over Ordinary Shares*
*CarPar Investments Pty Ltd **	*28,000,000*	-
B.S. Carter Superannuation Pty Ltd	*5,058,500*	-
Paranthoiene Superannuation Pty Ltd	*5,058,500*	-
*Mandala Investments Pty Ltd ***	*100,000*	-

**CarPar Investments Pty Ltd is beneficially owned by Messrs Paranthoiene and Carter and held directly through the D.J. Paranthoiene Family Trust and the B.S. Carter Family Trust.*
***Mandala Investments Pty Ltd is a company associated with B Redden."*

Extract from Namberry Ltd. 2004/05 Annual Report (PAGE 16)

"REMUNERATION & NOMINATION COMMITTEE

Due to the size of the Board, this committee is currently comprised of all members of the Board. Consequently, it has held no specific meetings outside of the regular Board Meetings this year. It is the policy of the Board that as long as it is appropriate, membership of this committee should coincide with that of the Board.

The procedure for nomination of new Directors is skill based; the Board determines the skills required to complement existing members and seeks new Board Members on the basis of strengthening those areas of expertise which are deemed to be less than the level required.

Non-Executive Directors are paid a base annual fee of $40,000 for their services with the Chairman receiving a base annual fee of $60,000. There are no contracted retirement benefits payable. The maximum amount of Directors Fees that may be paid to all Directors was fixed by the company in November 1998 as $500,000 and has not been changed since that date. It is the current policy of the company to remunerate directors at a base level with performance rewards as may be appropriate from time to time. No Director holds options in the company.

Executive salaries were comprised of a fixed component and an "at risk" component. The "at risk" component was paid in the form of bonuses, which were paid based on specified performance criteria. Performance was measured on achievement of goals in the executive's specific area of responsibility as well as contribution to improvement in the efficiency and profitability of the company. Certain Divisional performance-indicators are reported to the Board monthly, others are reviewed by the Managing Director on a regular basis.

An employee option plan operated until 2001. There are currently no equity based incentive schemes available to executives or staff."

4. RESOLUTION 2: APPROVAL OF PLACEMENT OF SHARES TO CANARY FEATHERS FINANCE LTD.

The Company has placed a total of 26,322,000 shares to Canary Feathers Finance Ltd. at an issue price of $0.02 per share in accordance with the provisions of Listing Rule 7.1 of the Listing Rules of ASX. Resolution 2 provides for the ratification and approval of that placement. A copy of the subscription agreement will be tabled at the meeting and marked with the letter "A" and signed by the chairman for the purpose of identification (the "Subscription Agreement").

The placement of shares is complete and the Company has raised a total of $526,440 from the placement which increased its cash reserves to approximately $1,500,000. The effect of the placement has increased the issued capital of the Company from 175,485,137 shares to 201,807,137 shares.

The effect of the placement is to increase the financial resources and capacity of the Company to enter into a transaction in due course with the intent of providing the Company with an ongoing business.

All directors recommend that members vote in favour of the resolution.

The notice of meeting attached hereto contains the voting exclusion statement required by the Listing Rules.

5. RESOLUTION 3: GRANT OF OPTIONS TO CANARY FEATHERS FINANCE LTD.

Resolution 3 on the Notice of Meeting provides for the grant of 5,264,000 options to acquire ordinary shares in the capital of the Company to Canary Feathers Finance Ltd. on the terms set out in the resolution.

Pursuant to the Subscription Agreement referred to in relation to resolution 2 the Company agreed to grant these options to Canary Feathers Finance Ltd. as part of the terms on which it subscribed for shares. The agreement was entered into at a time when Canary Feathers Finance Ltd. was not a member of the Company or a substantial shareholder in the Company. It should be noted that the options are exercisable at $0.04 (4 cents) per option and that they are to be granted at an issue price of $0.001 (1/10 of a cent). The exercise price is at a 100% premium to the price at which the shares were issued under the subscription agreement. Each director recommends that members vote in favour of the resolution.

The passing of resolutions 2 and 3 is part of a process to restructure the activities of the Company and to return or increase shareholder value. The placements which have been made demonstrate the capacity of the Company to raise working capital and provide the Company with funds which will hopefully enhance the attractiveness of the Company to vendors of businesses which the Company may consider acquiring in due course.

All directors recommend that members vote in favour of the resolution.

Like resolution 2, approval of Resolution 3 is also an approval for the purposes of Chapter 7 of the Listing Rules. The notice of meeting attached hereto contains the voting exclusion statement required by the Listing Rules.

6. RESOLUTION 4: GRANT OF OPTIONS TO MR DAVID PARANTHOIENE

Resolution 4 on the Notice of Meeting provides for the grant of 6,000,000 options to acquire ordinary shares to Mr David Paranthoiene with each option being granted at an issue price of $0.001 (1/10th of a cent) and with option being exerciseable at an exercise price of $0.04 up until 5.00 p.m. AEST on 31 May 2011. The terms of the option are set out in detail in note 5 to the Notice of Meeting.

The Company commissioned a report by DMR Corporate Pty Ltd in relation to the grant of the options to all of the directors as contemplated by resolutions 4, 5, 6 and 7. Members should read that report carefully. That report has been obtained to provide an appropriate and proper valuation which discloses the basis of the valuation and the principal assumptions behind the valuation. The conclusions reached by DMR Corporate Pty Ltd are set out in clause 4 of their report, as are the assumptions used, and DMR Corporate Pty Ltd has concluded that the fair value of the 6,000,000 options to be issued to each director is $36,000 and that, as each director will pay $6,000 for the options, the value of the financial benefit being provided to each director is $30,000.

With no full time executives currently working in the company, the future of the business is being actively driven by the non-executive directors. In recognition of efforts to date, and as an incentive to keep outgoing costs low while continuing the search for appropriate opportunities, the issue of options to directors is seen as an appropriate method to achieve these goals.

Section 210 and 211 of the Corporations Act provide for exceptions to the requirement for members to approve related party benefits being provided by a Company.

The first exception is Section 210 which provides that members' approval is not needed to give a financial benefit on terms that:

(a) would be reasonable in the circumstances if the Company and the related party were dealing at arm's length; or

(b) are less favourable to the related party than the terms referred to in paragraph (a).

The second exception is in Section 211 dealing with remuneration where members' approval is not needed to give a financial benefit if the benefit is remuneration to a related party as an officer or employee of the Company and that to give the remuneration would be reasonable given the circumstances of the Company giving the remuneration and the related party's circumstances (including the responsibilities involved in the office or employment).

Mr Paranthoiene is a director of the Company and, as set out in the Remuneration Report, was previously employed on the basis of an annual emolument of approximately $394,000 (inclusive of bonuses and superannuation). That remuneration ceased with effect from the end of February 2005 with Mr Paranthoiene's remuneration reducing to the level of a non executive director and being paid $40,000 per annum together with incidental consulting fees which, to date, total approximately $15,000 for the period from 1 March 2005 to the date of this memorandum (May 2006). That prior remuneration included a cash component of $175,000 as a bonus component tied to performance criteria.

Notwithstanding the significant reduction in remuneration, Mr Paranthoiene has, in conjunction with the other directors, been responsible for implementing the effective reconstruction of the assets of the Company, the declaration and distribution of the dividend in October 2005, the completion of the sale of the business, the arranging and the implementation of recent placements and continued compliance by the Company with the requirements of the Listing Rules and the Corporations Act.

Consequently, each of the directors of the Company other than Mr Paranthoiene, who abstains from making any recommendation because he is interested in the outcome, considers that the terms of grant of the options are fair and reasonable and fall within each of the exclusions in sections 210 and 211 of the Corporations Act in that they each consider that the financial benefit which comprises the entitlement to the grant of the options would be reasonable if the Company and Mr Paranthoiene were dealing at arms' length having regard, first to the services being provided by Mr Paranthoiene, and secondly, to the terms on which shares are being issued to other parties by the Company as generally referred to herein. They also consider that remuneration of Mr Paranthoiene by way of the grant of the options on the terms set out is reasonable given the circumstances of the Company (as presently existing) and the circumstances of Mr Paranthoiene including his undertaking of the responsibilities and functions referred to above. It can also be considered as significantly replacing the "bonus" component by a lesser non cash component. Members should note that the options are exercisable at $0.04 (4 cents) which is significantly above the weighted average price of sales of shares in the capital of the Company over the period referred to in the report by DMR Corporate Pty Ltd.

Notwithstanding the above, the following information is provided in accordance with the requirements of Section 219 of the Act:

(c) The related party who would benefit from the resolution is Mr Paranthoiene or his nominee.

(d) The nature of the financial benefit is that Mr Paranthoiene will receive a financial benefit by virtue of the grant of options on the terms set out in the Notice of Meeting and referred to in the report by DMR Corporate Pty Ltd which benefit has been valued at a net $30,000.

(e) The options being granted may ultimately have a value significantly in excess of $30,000 if Mr Paranthoiene and his fellow directors are successful in causing the Company to acquire viable business operations on attractive terms. Conversely, the options may have significantly less value than $30,000 if Mr Paranthoiene and his fellow directors fail to achieve those objectives. In large measure the benefit which Mr Paranthoiene may achieve from the grant of the options will be directly related to the future success of the Company. In considering the value of the options and the fact that they have been valued by the independent expert on the basis of a Black & Scholes valuation as being worth an aggregate of $30,000 (a net value per option of $0.004 or 4/10th of a cent per option), members should consider whether they would pay that price per option to acquire options which are exercisable at a significant premium to the current share price.

(f) In considering the above it is relevant that, using a Black & Scholes valuation methodology, at a 40% volatility factor, the options have a 18.1% probability of being "in the money" at the expiry date and, using 50% volatility factor, they have a 17.6% chance of being "in the money" at the expiry date. Consequently there is a significant prospect that the assessed value of the options will not be realised.

(g) The only director to have an interest in the outcome of the proposed resolution is Mr Paranthoiene and his benefit is that he will become the holder of the options and the recipient of any financial benefit attached thereto or resulting therefrom.

(h) Within the knowledge of the directors, there is no other information reasonably required by members in order to decide whether or not it is in the interest of the members to pass the proposed resolution. Clearly, the effect of passing the resolution and granting the options to Mr Paranthoiene is to raise $6,000 for the benefit of the Company and to potentially dilute member' interests proportionately and to reduce the respective voting power of each of them proportionately in the event that the options are exercised. In this regard, DMR Corporate Pty Ltd considered, in clause 4.2.3 of its report, whether the valuation of the options needed to be reduced for the dilutive effect of the options on the value of the ordinary issued shares upon the exercise of the options. In that context it concluded that as the Company would have approximately 200,000,000 shares on issue (following the placement referred to in resolution 2 on the Notice of Meeting) that "***the options will not be significantly dilutive***". To this extent the dilutive effect of the grant and any subsequent exercise of the options may not be considered by members to be significant.

(i) It is perhaps relevant to a determination by any member as to how to vote in relation to this resolution that the Company is seeking to conserve and raise funds and that the grant of options as remuneration provides a manner in which the financial resources of the Company can be preserved to the extent that remuneration might otherwise be payable in money or cash.

(j) Members should note that the options are not be transferable or exercisable for the period from the date of grant until 31 May 2007 other than as approved by unanimous resolution of the board of Directors of the Company. After that date they shall be freely exercisable and transferable at the discretion of the holder. Consequently the benefit which may accrue from the grant of options are unlikely to accrue in economic terms unless by the end of that period the Directors have been successful in their endeavours to restructure the business activities of the Company such that, either the price of the shares in the Company increases to merit exercise of the options or enables them to be saleable at a price which recognises the benefit.

Each of the directors other than Mr Paranthoiene recommends to members that they vote in favour of the resolution for the reasons stated above.

At present it is disclosed that CarPar Investments Pty Ltd, which is a company beneficially owned by Messrs Paranthoiene and Carter through family trusts as disclosed in the Remuneration Report, holds 28,000,000 shares in the capital of the Company. Additionally, Mr Paranthoiene has a relevant interest in a further 5,058,500 shares held by Paranthoiene Superannuation Pty Ltd. Immediately prior to the placement the subject of resolution 2, Mr Paranthoiene had a relevant interest in shares representing 18.838% of the voting rights attaching to shares in the capital of the Company. That interest had been held at that or a greater percentage interest for a period of not less than 6 months. On the placement to Canary Feathers Finance Ltd. that interest reduced to 16.381%. In the event that the options were granted by the Company to Mr Paranthoiene as proposed, the maximum number of shares in which he would have a relevant interest would increase to 39,058,500 shares out of a then total of 207,807,137 shares (assuming no other shares were issued: whether on exercise of options or otherwise). This would increase his relevant interest to approximately 18.79% of the issued shares in the capital of the Company: marginally less than it was previously.

7. RESOLUTION 5: GRANT OF OPTIONS TO MR BRENDAN REDDEN

Resolution 4 on the Notice of Meeting provides for the grant of 6,000,000 options to acquire ordinary shares to Mr Brendan Redden on the same terms as proposed to be granted to other directors.

The benefits to be received by Mr Redden are identical to those to be received by other directors and members are recommended to read the comments in relation to resolution 4 dealing with the grant of options to Mr Paranthoiene and those comments apply with like effect to the grant of options to Mr Redden save as otherwise set out below.

The provisions of Sections 210 and 211 of the Corporations Act apply with like effect to Mr Redden save that his remuneration has reduced from annual remuneration at a gross rate of $85,734 to remuneration as a non executive chairman being paid $60,000 per annum. Notwithstanding the above, Mr Redden has continued to be involved in like manner as Mr Paranthoiene in the reconstructions of the Company's affairs and will continue to be so. This involvement likewise requires the attendances of Mr Redden and the same underlying logic as is applicable to Mr Paranthoiene applies to Mr Redden. Notwithstanding that the amounts previously receivable by Mr Redden were not as great as those receivable by Mr Paranthoiene, the directors (other than Mr Redden who abstains from making any recommendation because he is interested in the outcome) consider that the terms of grant of the options are fair and reasonable and fall within each of the exclusions in sections 210 and 211 of the Corporations Act in that they consider that the financial benefit which comprises the entitlement to the grant of the options would be reasonable if the Company and Mr Redden were dealing at arms' length having regard, first to the services being provided by Mr Redden, and secondly, to the terms on which shares are being issued to other parties by the Company as generally referred to herein. They consider that remuneration of Mr Redden by way of the grant of the options on the terms set out is effectively equivalent in non-monetary terms to the prior bonus component of his remuneration. Additionally they consider it is reasonable given the circumstances of the Company (as presently existing) and the circumstances of Mr Redden including the fact that whereas he was previously a non-executive chairman, he is now, with the Company not employing any executive staff, equally involved in management as the other directors and undertaking a wider range of activities and responsibilities than he did previously.

Notwithstanding the above, the following information is provided: in accordance with the requirements of Section 219 of the Act:

(a) The related party who would benefit from the resolution is Mr Redden or his nominee.

(b) The nature of the financial benefit is that Mr Redden will receive a financial benefit which has been valued at $30,000 by virtue of the grant of options on the terms set out in the Notice of Meeting and referred to in the report by DMR Corporate Pty Ltd.

(c) Likewise as with other directions, the options being granted may ultimately have a value significantly in excess of $30,000 if Mr Redden and his fellow directors are successful in causing the Company to acquire viable business operations on attractive terms. Conversely, the options may have significantly less value if the directors fail to achieve those objectives.

(d) The only director to have an interest in the outcome of the proposed resolution is Mr Redden and his benefit is that he will become the holder of the options and the recipient of any financial benefit attached thereto.

(e) Within the knowledge of the directors, there is no other information reasonably required by members in order to decide whether or not it is in the interest of the members to pass the proposed resolution. Again, the effect of passing the resolution and granting the options to Mr Redden is raise $6,000 for the benefit of the Company and to potentially to dilute members interests proportionately and to reduce the respective voting power of each of them proportionately in the event that the options are exercised. In this regard, members should refer to the comments on this issue in relation to resolution 4.

(f) Members should refer to items (e) to (j) in relation to the grant of options to Mr Paranthoiene as they apply equally in the circumstances of this resolution.

Each of the directors other than Mr Redden recommends to members that they vote in favour of the resolution for the reasons stated above.

At present it is disclosed that Mr Redden has a relevant interest in 100,000 shares in the capital of the Company.

8. RESOLUTION 6: GRANT OF OPTIONS TO MR BRUCE CARTER

Resolution 6 on the Notice of Meeting provides for the grant of 6,000,000 options to acquire ordinary shares to Mr Carter on the same terms as proposed to be granted to other directors.

The benefits to be received by Mr Carter are identical to those to be received by other directors and members are recommended to read the comments in relation to resolution 4 dealing with the grant of options to Mr Paranthoiene and Mr Redden and Mr Carter those comments apply with like effect to the grant of options to Mr Carter save as otherwise set out below.

Mr Carter is a non executive director of the Company. The Directors, other than Mr Carter are of the opinion that the provisions of Sections 210 and 211 of the Corporations Act apply to Mr Carter with like effect as they apply to other directors as referred to above. During the financial period ended 30 June 2005 Mr Carter accepted a reduction in fees of 10% but from end February 2005 his remuneration has reverted to a base fee of $40,000 as if he were a non-executive director. Notwithstanding the above, Mr Carter is now required to undertake executive functions for the same reason as other directors: namely that apart from the directors the Company has no executive staff. He is now involved in like manner as other directors in the reconstruction of the Company's affairs and will continue to be so for the foreseeable future. This involvement likewise requires his attendances in greater degree than previously and the same underlying logic as is applicable to other directors applies to him. The directors (other than Mr Carter who abstains from making any recommendation because he is interested in the outcome) consider that the terms of grant of the options are fair and reasonable and fall within each of the exclusions in sections 210 and 211 of the Corporations Act in that they consider that the financial benefit which comprises the entitlement to the grant of the options would be reasonable if the Company and Mr Carter were dealing at arms' length having regard, first to the services being provided by Mr Carter, and secondly, to the terms on which shares are being issued to other parties by the Company as generally referred to herein. They also consider that remuneration of Mr Carter by way of the grant of the options on the terms set out is reasonable given the circumstances of the Company (as presently existing) and the circumstances of Mr Carter including his undertaking of the responsibilities and functions referred to above. The difference between Mr Carter and Messrs Paranthoiene is that his emoluments have not reduced in the same manner as for those 2 directors. However his role has expanded to include executive functions and the grant of options is considered by directors as constituting an incentive for him to actively assist in promoting the restructure and re-establishment of the Company.

The value of the Options as an incentive must be seen as speculative, notwithstanding that the value thereof has been assessed at a net $30,000 given that, based on a Black & Scholes valuation methodology, the probability of the options being in the money by the expiry date is approximately 18.1% to 17.6% only.

Notwithstanding the above, the following information is provided: in accordance with the requirements of Section 219 of the Act:

(a) The related party who would benefit from the resolution is Mr Carter or his nominee.

(b) The nature of the financial benefit is that Mr Carter will receive a financial benefit which has been valued at $30,000 by virtue of the grant of options on the terms set out in the Notice of Meeting and referred to in the report by DMR Corporate Pty Ltd.

(c) Likewise as with other directions, the options being granted may ultimately have a value significantly in excess of $30,000 if Mr Carter and his fellow directors are successful in causing the Company to acquire viable business operations on attractive terms. Conversely, the options may have significantly less value if the directors fail to achieve those objectives.

(d) The only director to have an interest in the outcome of the proposed resolution is Mr Carter and his benefit is that he will become the holder of the options and the recipient of any financial benefit attached thereto.

(e) Within the knowledge of the directors, there is no other information reasonably required by members in order to decide whether or not it is in the interest of the members to pass the proposed resolution. Clearly, the effect of passing the resolution and granting the options to Mr Carter is raise $6,000 for the benefit of the Company and to potentially to dilute members interests proportionately and to reduce the respective voting power of each of them proportionately in the event that the options are exercised. In this regard, members should refer to the comments on this issue in relation to resolution 4.

(f) Members should refer to items (e) to (j) in relation to the grant of options to Mr Paranthoiene as they apply equally in the circumstances of this resolution.

Each of the directors other than Mr Carter recommends to members that they vote in favour of the resolution for the reasons stated above.

At present it is disclosed that CarPar Investments Pty Ltd, which is a company beneficially owned by Messrs Carter and Paranthoiene through family trusts as disclosed in the Remuneration Report, holds 28,000,000 shares in the capital of the Company. Additionally, Mr Carter has a relevant interest in a further 5,058,500 shares held by B.S. Carter Superannuation Pty Ltd. Immediately prior to the placement, the subject of resolution 2, Mr Carter had a relevant interest in shares representing 18.838% of the voting rights attaching to shares in the capital of the Company. That interest had been held at that or a greater percentage interest for a period of not less than 6 months. On the placement to Canary Feathers Finance Ltd that interest was reduced to 16.381%. In the event that the options were granted by the Company to each of Mr Carter as proposed, the maximum number of shares in which he would have a relevant interest would increase to 39,058,500 shares out of a total of 207,807,137 shares (assuming no other shares were issued: whether on exercise of options or otherwise). This would increase his relevant interest to approximately 18.79% of the issued shares in the capital of the Company.

9. RESOLUTION 7: GRANT OF OPTIONS TO MS BEE KIEW TAN

Resolution 7 on the Notice of Meeting provides for the grant of 6,000,000 options to acquire ordinary shares to Ms Bee Kiew Tan on the same terms as proposed to be granted to other directors.

The benefits to be received by Ms Tan are identical to those to be received by other directors and members are recommended to read the comments in relation to resolution 6 dealing with the grant of options to Mr Carter. Those comments apply with like effect to the grant of options to Ms Tan save as otherwise set out below.

Ms Tan is a non executive director of the Company, and the provisions of Sections 210 and 211 of the Corporations Act apply with like effect to other directors. Ms Tan's remuneration is a base $40,000. Ms Tan is required to undertake executive functions for the same reason as other directors: namely that apart from the directors the Company has no executive staff. She is now involved in like manner as other directors in the reconstructions of the Company's affairs and will continue to be so. This involvement likewise requires her attendances in greater degree than if she was a non-executive director and the same underlying logic as is applicable to other directors applies to her.

The directors (other than Ms Tan who abstains from making any recommendation because she is interested in the outcome) consider that the terms of grant of the options are fair and reasonable and fall within each of the exclusions in sections 210 and 211 of the Corporations Act in that they consider that the financial benefit which comprises the entitlement to the grant of the options would be reasonable if the Company and Ms Tan were dealing at arm's length having regard, first to the services being provided by Ms Tan, and secondly, to the terms on which shares are being issued to other parties by the Company as generally referred to herein. They consider that remuneration of Ms Tan by way of the grant of the options on the terms set out is reasonable given the circumstances of the Company (as presently existing) and the circumstances of Ms Tan including her undertaking of the responsibilities and functions referred to above. The grant of options is considered by directors as constituting an incentive for her to actively assist in promoting the restructure and re-establishment of the Company

Again the value of the Options as an incentive must be seen as speculative, notwithstanding that the value thereof has been assessed at a net $30,000 given that the probability of the options being in the money by the expiry date is approximately 18.1% to 17.6% only.

Notwithstanding the above, the following information is provided: in accordance with the requirements of Section 219 of the Act:

(a) The related party who would benefit from the resolution is Ms Tan or her nominee.

(b) The nature of the financial benefit is that Ms Tan will receive a financial benefit which has been valued at $30,000 by virtue of the grant of options on the terms set out in the Notice of Meeting and referred to in the report by DMR Corporate Pty Ltd.

(c) Likewise as with other directions, the options being granted may ultimately have a value significantly in excess of $30,000 if Ms Tan and her fellow directors are successful in causing the Company to acquire viable business operations on attractive terms. Conversely, the options may have significantly less value if the directors fail to achieve those objectives.

(d) The only director to have an interest in the outcome of the proposed resolution is Ms Tan and her benefit is that she will become the holder of the options and the recipient of any financial benefit attached thereto.

(e) Within the knowledge of the directors, there is no other information reasonably required by members in order to decide whether or not it is in the interest of the members to pass the proposed resolution. Clearly, the effect of passing the resolution and granting the options to Ms Tan is raise $6,000 for the benefit of the Company and to potentially to dilute members interests proportionately and to reduce the respective voting power of each of them proportionately in the event that the options are exercised. In this regard, members should refer to the comments on this issue in relation to resolution 4.

(f) Members should refer to items (e) to (j) in relation to the grant of options to Mr Paranthoiene as they apply equally in the circumstances of this resolution.

Each of the directors other than Ms Tan recommends to members that they vote in favour of the resolution for the reasons stated above.

Ms Tan does not have a relevant interest in any shares in the capital of the Company.

10. RESOLUTION 8: ADOPTION OF NEW CONSTITUTION

This resolution is a special resolution that proposes that a new Constitution be adopted to update the existing Constitution.

The proposed constitution is compliant with the provisions of the Listing Rules and contains provisions consistent with Appendix 15A of the Listing Rules that, in summary, provide that in the event of a conflict between the Listing Rules and the constitution, the Listing Rules will prevail. Members are referred to Appendix 15A of the Listing Rules.

The substantive rights attaching to shares in the capital of the Company will not be modified by the adoption of a new constitution.

Summary of provisions of proposed constitution

Members should understand that the summary set out below is not a full statement of the rights and liabilities of members of the Company under the proposed constitution and a copy of the proposed constitution will be tabled at the meeting and will be available prior to that date at the offices of the Company for inspection (by contacting Mr Ray South, Company Secretary or Mr David Paranthoiene). The summary of the more significant rights attaching to the Company's shares is set out below. This summary is not exhaustive nor does it constitute a definite statement of the rights and liabilities of the Company's members. To obtain such a statement, Applicants should obtain a copy of the constitution from Mr South and seek independent legal advice.

(a) Ranking: The Shares will be ordinary shares and will rank equally in all respects with the existing ordinary shares in the Company.

(b) Partly Paid Shares and Liability for Calls: Members holding partly paid shares will be liable to pay calls and make contributions in the event of the winding up of the Company in like manner as holders of partly paid shares in any other company limited by shares. At present there are no partly paid shares on issue.

(c) Reports and Notices: Members are entitled to receive all notices, reports, accounts and other documents required to be furnished to members under the Constitution of the Company and the Act.

(d) General Meetings: Members are entitled to be present in person, or by proxy, attorney or representative to speak and to vote at general meetings of the Company. Members may requisition general meetings in accordance with the Act and the Constitution of the Company.

(e) Voting: At a general meeting of the Company every ordinary member present in person, or by proxy, attorney or representative shall on a show of hands have one vote and upon a poll every member present in person or by proxy, attorney or representative has one vote for every share held. A qualification to the above is that where a person is present at a meeting as proxy or representative for more than one member then on a show of hands that person shall have only one vote and not one vote for each person represented by him. A member who holds a share that is not fully paid shall be entitled to a fraction of a vote equal to the proportion that the amount paid-up bears to the total issue price of the Share. A variation to provisions relating to proxies recognises recent changes to the Act under Section 204 of the Act to permit proprietary companies not to have a secretary. and provides that a proxy which states that it is signed by the sole director of a company with no secretary will be accepted in like manner as under Section 127 of the Act for a proxy signed by a sole director and sole company secretary. This will accommodate expanding use of no secretary companies.

(f) Dividends: The Directors may declare and authorise the distribution, from the profits of the Company, of dividends to be distributed to members according to their rights and interests.

(g) Reduction of Capital: The Company may only reduce its capital in such manner as may be permitted by the provisions of the Act from time to time.

(h) Borrowing and Lending Powers: The Company may borrow and lend in such manner as may be permitted by the provisions of the Act from time to time.

(i) Winding Up: Members will be entitled in a winding up to share in any surplus assets of the Company in proportion to the shares held by them respectively, less any amount which remains unpaid on their shares at the time of distribution.

(j) Transfer of Shares: Subject to the Constitution of the Company and the Act the shares will be freely transferable.

(k) Future Increases in Capital: The allotment and issue of shares is under the control of the Directors of the Company. Subject to restrictions on the allotment of shares to Directors or their Associates contained in the Constitution of the Company and the Act, the Directors may allot or otherwise dispose of shares on such terms and conditions as they see fit.

(l) Variation of Rights: The rights, privileges and restrictions attaching to ordinary shares can be altered with the approval of a resolution passed at a separate general meeting of the holders of ordinary shares by a three-quarters majority of those holders who, being entitled to do so, vote at that meeting or with the written consent of the holders of at least three-quarters of the ordinary shares on issue, within two months of that general meeting.

(m) Directors: The Constitution of the Company contains provisions relating to the rotation of Directors (other than managing directors and alternate directors).

A copy of the proposed constitution will be tabled at the meeting and is available for inspection at the registered office of the Company.

D M R
CORPORATE

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470 Collins Street
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INDEPENDENT EXPERT'S REPORT and FINANCIAL SERVICES GUIDE

PART 1 – INDEPENDENT EXPERT'S REPORT

29 May 2006

The Directors
Namberry Limited
104 Tope Street
South Melbourne VIC 3205

Dear Sirs

1. Introduction

You have requested DMR Corporate Pty Ltd ("DMR Corporate") to prepare an independent expert's report dealing with the value of options that Namberry Limited ("Namberry") is proposing to issue to its four Directors. The proposed issue of options is permitted by the Corporations Act 2001 ("the Act"), provided the issue is agreed to by shareholders.

Section 208 of the Act provides that prior shareholder approval is required before a public company can provide a financial benefit to a related party. Shareholders must be provided with all the information that is reasonably required in order for them to decide whether or not it is in the company's interests to approve the giving of the financial benefit.

The Australian Securities and Investments Commission ("ASIC") in a media release issued on 10 August 2004 has expressed the view that the financial benefit must be adequately valued. ASIC has gone on to state:

> "An adequate valuation requires the basis of the valuation and the principal assumptions behind the valuation to be disclosed, and in some circumstances it may be necessary to provide a valuation by an independent expert."

The proposed issue of options amounts to providing a financial benefit to directors and you have requested DMR Corporate to independently assess the value of this financial benefit.

2. Details of the Proposal

Shareholders are asked to approve resolutions 4 to 7 as set out in the Notice of General Meeting. Each of the resolutions seeks approval for the issue of 6 million options to a Director.

Approval of all four resolutions would result in the issue of a total of 24 million options. The terms of the options are detailed in Section 5(e) of the Notes to the Notice of General Meeting, to which this report is an attachment. The key features of the options are:

- each option entitles the holder to subscribe for one ordinary share at $0.04 per share
- the options expire on 31 May 2011
- the subscription price for each option is $0.001
- the options are not transferable and cannot be exercised prior to 31 May 2007, unless approved by a unanimous resolution of the board.

3. Namberry - Key Information

3.1 Background

Prior to 28 February 2005 Namberry's principal activities were the supply of outsourced services and technology solutions and the company's name was Pracom Limited.

Namberry sold its former business effective 28 February 2005. The proceeds on sale were used to repay creditors, leaving Namberry largely debt free and with a cash balance of approximately $5.7 million as at 30 June 2005. Since 30 June 2005 Namberry's activities were confined to seeking out new business opportunities, however no acquisitions were consummated.

Namberry paid a fully franked dividend of $0.03 per share in October 2005 and this, together with the cost of retaining its status as a listed company, have reduced Namberry's cash resources to approximately $1.1 million as at 31 December 2005.

3.2 Share Capital

As at 23 May 2006 Namberry had on issue 175,485,137 fully paid ordinary shares. As at that date Namberry also had on issue 1,450,000 options to acquire ordinary shares. The terms and conditions of the options are:

No. of Options	Expiry Date	Exercise Price per Share $
750,000	31 August 2006	0.300
400,000	31 August 2006	0.338
300,000	14 November 2006	0.400
1,450,000		

The major shareholders of Namberry as at 23 May 2006 are presented in Appendix A. As at that date the top 20 shareholders held 54.42% of the issued ordinary capital of Namberry.

3.3 Operating Performance

Namberry's profit and loss statement for the half-year ended 31 December 2005 has been as follows:

Operating Performance	**Six Months Ended 31/12/05 Reviewed $'000**
Revenue	
Interest	96
Other revenue	53
Expenses from ordinary activities:	
Temporary staff costs and subcontract fees	(64)
Premises expenses	(11)
Administrative and insurance expenses	(337)
Other expenses	(17)
Profit/(loss) from ordinary activities before income tax expense	(280)
Income tax expense relating to ordinary activities	-
Profit/(loss) from ordinary activities after income tax expense	(280)

4. Valuation of the Financial Benefit

4.1 Methodology

The financial benefit being provided to each Director is the difference between the value of the options being issued to the Director and the consideration for the options that is to be provided by the Director. We comment upon each of these in turn.

4.2 Value of the Options

4.2.1 Valuation Methodology

Options are generally valued using one of a number of option pricing models. The most commonly used model is the Black-Scholes Model, which however assumes that the options will not be exercised until their expiry date. Options that are expected to be exercised at any time during their currency are usually valued using the binomial model.

Pursuant to the recently introduced accounting standard AASB 2 – Share Based Payments Namberry will need to expense the options. AASB 2 does not mandate the use of a particular model in valuing employee options.

We have reviewed the terms of the proposed options and based on this review we have concluded that the probability that the options will be exercised before their expiry date is low. Our principal reasons for this view are:

- the options are being issued to directors and there are significant barriers to directors disposing of equity interests
- the options do not lapse if a director ceases to hold office
- the options are freely transferable as from 1 June 2007 (however the options will not be listed and consequently they will not be readily marketable)

We have concluded that in this particular case use of the Black Scholes Model is reasonable. This model determines the value of an option as a function of the following variables:

1) the current share price of the underlying shares

2) exercise price of the option

3) volatility of the share price

5) time to maturity

6) risk free rate of interest

7) expected dividend yield

4.2.2 Assumptions used

Set out below is a discussion of each of the variables and the assumptions that we have selected in applying the Black-Scholes model.

The share price of the underlying shares

The volume weighted average share price (based on closing daily prices) for the 90-day period ended 26 May 2006 was $0.022 on a volume of 8,871,395 shares.

The volume weighted average share price (based on closing daily prices) for the 30-day period ended 26 May 2006 was $0.020 on a volume of 2,086,525 shares.

Shareholders are also asked to approve the placement of 26,322,000 shares to an investor at $0.020 per share.

Based on the recent share prices, we consider that $0.020 represents the current market value of shares in Namberry.

The exercise price of the options

The exercise price of the options is $0.040 per share.

The volatility of the share price

The volatility of the share price is a measure of uncertainty about the returns provided by the shares. Generally it is possible to predict future volatility of a stock by reference to its historical volatility.

A share with a greater volatility has a greater time value component of the total option value.

We have considered the historic volatility of share price returns for Namberry as provided by the Australian Graduate School of Management – Centre for Research in Finance; 31 December 2005 Risk Measurement Service statistics. The annual volatility of Namberry shares based on this source is 85%.

The above calculation is based on observations over the past four years. Given that Namberry sold its business during this period and is now seeking to acquire a new business, which may be in a very different industry, we have concluded that the historical volatility of Namberry shares is not an appropriate basis for assuming future volatility.

We have considered if we can predict the future volatility by reference to Namberry's peers, however given Namberry's stated objective is to acquire an unspecified business at the earliest opportunity we have not been able to identify a representative peer group.

Due to the matters discussed above we have valued Namberry using a volatility of 40% and 50%. These volatility factors have been selected by us based on our experience with valuing options of other small listed companies.

Time to maturity

The options expire on 31 May 2011.

Risk free rate of interest

We have used a risk free rate of 5.67%. This is the yield on 5 year Treasury Bonds as at 28 April 2006.

Expected dividend yield

Whilst Namberry paid a dividend in October 2005, we understand that this was a one off capital management initiative. Namberry does not currently have an operating business and whilst Namberry is actively seeking a business, we are not able to predict when a business will be acquired and the ability of the acquired business to pay a dividend during the currency of the options. In the circumstances we have assumed that dividends will not be paid during the life of the options.

4.2.3 Valuation

Based on the assumptions set out in section 4.2.2 above we have assessed the value of one option (using the Black-Scholes Model) to be in a range of $0.0054 (40% volatility) to $0.0074 (50% volatility). After reviewing the results of the values generated by the Black-Scholes Model, we have assessed the fair value of each option to be $0.0060.

As each Director is to receive 6 million options, the value of the options to be issued to each Director is $36,000 (6,000,000 x $0.0060).

We have considered if the above valuation needs to be reduced to account for the dilutive effect of the options on the value of the ordinary issued shares upon the exercise of the options. As Namberry will have approximately 200 million shares on issue following the proposed share placement, and given the likelihood of a further substantial share issue on the anticipated acquisition of a business, we have concluded that the options will not be significantly dilutive and we have therefore concluded that discount for dilution is not warranted.

4.3 Consideration Payable for the Options

The options are being granted at an issue price of $0.001 per option, or a total of $6,000 for the 6 million options to be issued to each Director.

4.4 Value of the Financial Benefit

In Section 4.1 above we defined the financial benefit being provided to the Directors as the difference between the value of the options being issued to the Directors and the consideration for the options that is to be provided by the Directors.

In Section 4.2.3 above we concluded that a fair value of the 6 million options to be issued to each Director is $36,000 and in Section 4.3 above we concluded that each Director will pay $6,000 for these options.

In our opinion the value of the financial benefit being provided to each Director is $30,000 ($36,000 - $6,000).

5. Declarations, Qualifications, Independence and Consents

5.1 Declarations

This report has been prepared at the request of the Directors of Namberry pursuant to Chapter 2E of the Act to accompany the notice of meeting of shareholders to approve the proposed issue of options to Directors. It is not intended that this report should serve any purpose other than as an expression of our opinion as to the value of the financial benefit being provided to the Directors.

The procedures that we performed and the enquiries that we made in the course of the preparation of this report do not include verification work nor constitute an audit in accordance with Australian Auditing Standards, nor do they constitute a review in accordance with AUS 902 applicable to review engagements.

5.2 Qualifications

DMR Corporate is the holder of an Australian Financial Services Licence Number 222050 issued pursuant to Section 913B of the Act.

Mr Paul Lom and Mr Derek M Ryan, directors of DMR Corporate prepared this report. They have been responsible for the preparation of many expert reports and are involved in the provision of advice in respect of valuations, takeovers and capital reconstructions and reporting on all aspects thereof.

Mr Lom is a Chartered Accountant and a Registered Company Auditor with more than 30 years experience in the accounting profession. He was a partner of KPMG and Touche Ross between 1989 and 1996, specialising in audit. He has extensive experience in business acquisitions, business valuations and privatisations in Australia and Europe.

Mr Ryan has had over 35 years experience in the accounting profession and he is a Fellow of the Institute of Chartered Accountants in Australia. He has been responsible for the preparation of many expert reports and is involved in the provision of advice in respect of valuations, takeovers and capital reconstructions and reporting on all aspects thereof.

5.3 Independence

At the date of this report, none of DMR Corporate, Derek M Ryan nor Paul Lom has any interest in the outcome of the proposed transaction, nor any relationship with Namberry, or any of its Directors.

Advance drafts of certain factual sections of this report were provided to and discussed with the Managing Director of Namberry. Certain changes were made to factual statements in this report as a result of the reviews of the draft reports. There were no alterations to the methodology, valuations or conclusions, which have been formed by DMR Corporate.

DMR Corporate has previously provided certain valuation advice to Namberry. The fees for this work were approximately $5,800. DMR Corporate is entitled to receive a fee of approximately $2,000 for the preparation of this report based on time expended at usual professional rates. With the exception of the above, DMR Corporate will not receive any other benefits, whether directly or indirectly, for or in connection with the making of this report.

5.4 Consent

DMR Corporate consents to the inclusion of this report in the form and context in which it is included as an attachment to the Notice of General Meeting.

Yours faithfully

Paul Lom

DMR Corporate Pty Ltd
Paul Lom
Director and Authorised Representative

Appendix A

Namberry Limited

20 Largest Shareholders as at 23 May 2006

Name	Number of Fully Paid Ordinary Shares
Carpar Investments Pty Ltd	28,000,000
Asia Pacific Links Ltd	23,689,000
Asia Pacific Venture Investments	8,500,000
BS Carter Superannuation Fund	5,058,500
Paranthoiene Superannuation Fund	5,058,500
Monessa Gulf Pty Ltd	4,000,267
Invia Custodian Pty Limited	3,067,819
John Haddon Mitchell	3,000,000
NGA Semmens	2,000,000
L A Design Pty Ltd	1,535,687
Brownlow Pty Ltd	1,468,500
Nada Saade	1,424,375
The Big Deal Company Two	1,220,000
Morris Stanley Newport	1,149,898
Dianne L Love	1,100,000
Bircon Equity Pty Ltd	1,076,233
Ai Kuan Chen	1,064,000
Paul C Sim	1,050,000
Acquisitive Pty Ltd	1,030,350
Kendorama Pty Ltd	1,000,268
Total number of shares held by the twenty largest holders	95,493,397

The percentage of the total holding of the twenty largest holders of ordinary shares was 54.42%

PART 2 – FINANCIAL SERVICES GUIDE

1. DMR Corporate

DMR Corporate Pty Ltd ("DMR Corporate") holds Australian Financial Services Licence No. 222050, authorizing it to provide reports for the purposes of acting for and on behalf of clients in relation to proposed or actual mergers, acquisitions, takeovers, corporate restructures or share issues and to carry on a financial services business to provide general financial product advice for securities to retail and wholesale clients.

2. Financial Services Guide

This Financial Services Guide provides information to assist retail and wholesale clients in making a decision as to their use of the general financial product advice included in the independent reports ("Report") prepared by DMR Corporate, the financial services offered by DMR Corporate, how DMR Corporate is remunerated and DMR Corporate's complaints process.

3. Financial Services Offered by DMR Corporate

DMR Corporate prepares Reports, which are provided to members of a company or other entity ("Entity") for which DMR Corporate prepares the Reports. Reports are commissioned by an Entity and DMR Corporate's client is the Entity to which it provides the Report.

All Reports prepared by DMR Corporate include a description of the circumstances of the engagement and of DMR Corporate's independence of the Entity commissioning the Report and other parties to the transactions.

DMR Corporate does not accept instructions from retail clients. DMR Corporate provides no financial services directly to retail clients and receives no remuneration from retail clients for financial services. DMR Corporate does not provide any personal retail financial product advice directly to retail investors nor does it provide market-related advice to retail investors.

4. General Financial Product Advice

In the Reports, DMR Corporate provides general financial product advice. This advice does not take into account the personal objectives, financial situation or needs of individual retail investors.

Investors should consider the appropriateness of a Report having regard to their own objectives, financial situation and needs before acting on the advice in a Report. Where the advice relates to the acquisition or possible acquisition of a financial product, an investor should also obtain a product disclosure statement relating to the financial product and consider that statement before making any decision about whether to acquire the financial product.

5. Remuneration

DMR Corporate charges fees for providing Reports. These fees are agreed with, and will be paid by the Entity engaging us to provide the Report. Fees for Reports are based on a time cost or fixed fee basis and all fees are disclosed in the Reports.

Except for the fees referred to above, neither DMR Corporate, nor any of its directors, employees or associated entities receive any fees or other benefits, directly or indirectly, for or in connection with the provision of any Report.

6. Complaints Process

As the holder of an Australian Financial Services Licence, DMR Corporate is required to have a system for handling complaints from persons to whom DMR Corporate provide financial services. All complaints must be in writing and sent to DMR Corporate at the above address.

DMR Corporate will make every effort to resolve a complaint within 30 days of receiving the complaint. If the complaint has not been satisfactorily dealt with, the complaint can be referred to the Financial Industry Complaints Service Limited – PO Box 579 – Collins Street West, Melbourne Vic 3000.

NAMBERRY LIMITED

(ACN 078 675 153)
NOTICE OF GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT A GENERAL MEETING OF SHAREHOLDERS OF NAMBERRY LIMITED (ACN 078 675 153) ("COMPANY") WILL BE HELD AT ST.MICHAELS CENTRE, 120 COLLINS STREET MELBOURNE (behind St. Michaels Church) IN THE STATE OF VICTORIA ON THURSDAY 13 JULY 2006 AT 9.30AM (AEST)

AGENDA

BUSINESS:

ORDINARY: NIL

SPECIAL: To consider and, if thought fit, to pass each of the following resolutions as Ordinary or Special resolutions as applicable.

AGENDA

BUSINESS:

ORDINARY

Nil

SPECIAL

To consider and, if thought fit, to pass each of the following resolutions as Ordinary or Special resolutions as applicable.

Resolution 1– Remuneration Report
To consider and, if thought fit, to pass the following resolution as an ordinary resolution:

"That the Remuneration Report that forms part of the directors report of the Company for the financial year ended 30 June 2005 as contained in the annual report of the Company in relation thereto be adopted."
Please note that a vote on this resolution is advisory only and does not bind the Directors or the Company.

Resolution 2 – Placement of Shares to Canary Feathers Finance Ltd
To consider, and if thought fit, pass the following resolution as an ordinary resolution:

"That pursuant to a subscription agreement dated 29 May 2006, a copy of which will be tabled at the meeting and marked with the letter "A" and signed by the chairman for purposes of identification, and in accordance with the provisions of Australian Stock Exchange Limited Listing Rule 7.1, the placement of 26,322,000 shares to "Canary Feathers Finance Ltd." at $0.02 per share be confirmed."

Resolution 3– Placement of Options to Canary Feathers Finance Ltd
To consider and, if thought fit, to pass the following resolution as an ordinary resolution:

"That pursuant to a subscription agreement dated 29 May 2006, a copy of which will be tabled at the meeting and marked with the letter "A" and signed by the chairman for purposes of identification, and in accordance with the provisions of Australian Stock Exchange Limited Listing Rule 7.1, the Company grant to Canary Feathers Finance Ltd a total of 5,264,400 Options to acquire ordinary shares with each Option being granted at an issue price of $0.001 ($1/10^{th}$ of a cent) and otherwise on the following terms: namely,

(a) Each option entitles the holder to subscribe for 1 ordinary share in **NAMBERRY LIMITED** (ACN 078 675 153) ("**the Company**") upon the payment of $0.04 (4 cents).
(b) The options will lapse at 5.00pm (AEST) on 7 June 2008 ("**Expiry Date**").

(c) The options shall not be transferable or exercisable for the period from the date of grant until 1 June 2007 other than by unanimous resolution of the board of Directors of the Company and after that date they shall be freely exercisable and transferable at the discretion of the holder thereof.

(d) There are no participating rights or entitlements inherent in these options and holders of the options will not be entitled to participate in new issues of capital that may be offered to shareholders during the currency of the option.

(e) In the event of any re-organisation (including reconstruction, consolidation, subdivision, reduction or return of capital) of the issued capital of the Company, the options will be reorganised as required by the Listing Rules, but in all other respects the terms of exercise will remain unchanged.

(f) The options shall be exercisable at any time during the period commencing 1 June 2007 and ending on the Expiry Date ("**Exercise Period**") by the delivery to the registered office of the Company of a notice in writing ("**Notice**") stating the intention of the optionholder to exercise all or a specified number of options held by the optionholder accompanied by an Option Certificate or holding statement and a cheque made payable to the Company for the subscription moneys for the shares to be issued on exercise of the options the subject of the Notice. The Notice and cheque must be received by the Company during the Exercise Period. An exercise of only some options shall not affect the rights of the optionholder to the balance of the options held by him.

(g) The Company shall allot the resultant shares and deliver a statement of shareholdings with a holders' identification number within 5 business days of exercise of the options.

(h) The shares allotted shall rank, from the date of allotment, equally with the existing ordinary shares of the Company in all respects."

Resolution 4 – Placement of Options to Mr David Paranthoiene
To consider, and if thought fit, to pass the following resolution as a special resolution:

"That, in accordance with the provisions of Listing Rules 7 and 10 of the Listing Rules of Australian Stock Exchange Limited and in accordance with the provisions of Chapter 6E of the Corporations Act 2001, 6,000,000 options to acquire ordinary shares exercisable at an exercise price of $0.04 (4 cents) per option up until 5.00pm (AEST) on 31 May 2011 be granted to David Paranthoiene, (a director of the Company) or nominee with each option being granted at an issue price of $0.001 (1/10th of a cent). Such options to be granted on the terms and conditions otherwise set out in note 5(e) to this notice of meeting"

Resolution 5 – Placement of Options to Mr Brendan Redden
To consider, and if thought fit, to pass the following resolution as a special resolution:

"That, in accordance with the provisions of Listing Rules 7 and 10 of the Listing Rules of Australian Stock Exchange Limited and in accordance with the provisions of Chapter 6E of the Corporations Act 2001, 6,000,000 options to acquire ordinary shares exercisable at an exercise price of $0.04 (4 cents) per option up until 5.00pm (AEST) on 31 May 2011 be granted to Brendan Redden, (a director of the Company) or nominee with each option being granted at an issue price of $0.001 (1/10th of a cent). Such options to be granted on the terms and conditions otherwise set out in note 5(e) to this notice of meeting"

Resolution 6 – Placement of Options to Mr Bruce Carter
To consider, and if thought fit, to pass the following resolution as a special resolution:

"That, in accordance with the provisions of Listing Rules 7 and 10 of the Listing Rules of Australian Stock Exchange Limited and in accordance with the provisions of Chapter 6E of the Corporations Act 2001, 6,000,000 options to acquire ordinary shares exercisable at an exercise price of $0.04 (4 cents) per option up until 5.00pm (AEST) on 31 May 2011 be granted to Bruce Carter, (a director of the Company) or nominee with each option being granted at an issue price of $0.001 (1/10th of a cent). Such options to be granted on the terms and conditions otherwise set out in note 5(e) to this notice of meeting"

Resolution 7 – Placement of Options to Ms Bee Kiew Tan
To consider, and if thought fit, to pass the following resolution as a special resolution:

"That, in accordance with the provisions of Listing Rules 7 and 10 of the Listing Rules of Australian Stock Exchange Limited and in accordance with the provisions of Chapter 6E of the Corporations Act 2001, 6,000,000 options to acquire ordinary shares exercisable at an exercise price of $0.04 (4 cents) per option up until 5.00pm (AEST) on 31 May 2011 be granted to Ms Bee Kiew Tan, (a director of the Company) or nominee with each option being granted at an issue price of $0.001 (1/10th of a cent). Such options to be granted on the terms and conditions otherwise set out in note 5(e) to this notice of meeting"

Resolution 8 – Adoption of New Constitution

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

"That, in lieu of the present Constitution of the Company, there be adopted as the Constitution of the Company, a constitution in the form of the proposed constitution marked with the letter "B", a copy of which constitution shall be tabled at the meeting and marked with the letter "B" and signed by the Chairman for the purposes of identification."

By Order of the Board of
NAMBERRY LIMITED

Director
Dated: 13 June 2006

NOTES

1. **Voting**

(a) The Company has determined, in accordance with regulation 7.11.37 of the Corporations Regulations 2001 (Cth), that the shares of the Company that are quoted on the Australian Stock Exchange as at 7.00pm on 11 July 2006, will be taken, for the purposes of the General Meeting, to be held by the persons who held them at that time. Accordingly, those persons will be entitled to attend and vote at the meeting.

(b) A Member entitled to attend and vote at a Meeting is entitled to appoint not more than two proxies to attend and vote on his behalf. Where more than one proxy is appointed, such proxy must be allocated a proportion of the Member's voting rights.

(c) A proxy duly appointed need not be a Member. In the case of joint holders all must sign.

(d) A form of proxy accompanies this Notice and, to be effective, the form and any document necessary to show the validity of the form of proxy must be lodged at the registered office of the Company not less than 48 hours before the time appointed for the Meeting. Any proxy lodged after that time will be treated as invalid.

(e) Directors and Officers of all corporate shareholders should note that unless the corporate shareholder either:

(i) completes and lodges with the Company a valid appointment of proxy in accordance with the instructions on the enclosed Proxy Form; or

(ii) completes and either lodges with the Company prior to the meeting a form of appointment of or certificate of appointment of personal representative in accordance with the provisions of Section 250D of the Corporations Act 2001 ("the Act") or causes such personal representative to attend the meeting with such form of appointment or certificate; or

(iii) has appointed an attorney;

and such proxy, personal representative or attorney attends the relevant meeting, then such corporate shareholder will be unable to exercise any votes at the relevant meeting.

(f) Proxies and corporate appointment of representative forms may be returned to the Company in any of the following ways:

(i) by delivery (by hand, mail, courier or facsimile) to the Company Secretary, Namberry Limited at its registered office:

104 Tope Street
South Melbourne
Vic 3205
Facsimile: **+61 3 9699 7922**

(ii) by delivery (by hand, mail, courier or facsimile)to the Company's share registry, namely:

Computershare Registry Services Pty. Limited.
Yarra Falls
452 Johnston Street
Abbotsford Vic 3067

Or

GPO Box 242
Melbourne 3001

Or

Facsimile: **+61 3 9473 2555**

(g) Corporate Members should comply with the execution requirements set out on the proxy form or otherwise comply with the provisions of Section 127 of the Act provides that a company may execute a document without using its common seal if the document is signed by:
   (i) 2 directors of the company; or
   (ii) a director and a company secretary of the company; or
   (iii) for a proprietary company that has a sole director who is also the sole company secretary - that director.

   For the Company to rely on the assumptions set out in Sections 129(5) and (6) of the Act, a document must appear to have been executed in accordance with Section 127(1) or (2) thereof. This effectively means that the status of the persons signing the document or witnessing the affixing of the seal must be set out and conform to the requirements of Section 127(1) or (2) as applicable.
   In particular a person who witnesses the affixing of a common seal and who is the sole director and sole company secretary of the company must state that next to his or her signature.

(h) Completion of a proxy form will not prevent individual Members from attending the meetings in person if they wish. Where a Member completes and lodges a valid proxy form and attends the meeting in person then the proxy's authority to speak and vote for that Member is suspended while the Member is present at the meeting.

(i) Where a proxy form or form of appointment of or certificate of appointment of personal representative is lodged and is executed under power of attorney the power of attorney must be lodged in like manner as a proxy.

2. Resolution 1: Approval of Remuneration Report

The annual Report of the Company tabled at the General Meeting of members held on 24 November 2005 contained the Remuneration Report required to be included therein according to the Act. As the company has not had any executive employees since before 1 July 2005, the appropriate resolution was not put to the meeting. ASIC has now required that a resolution to consider, and if thought fit, to approve the Remuneration Report be put to the next general meeting of the Company: which is this meeting. A copy of the Remuneration Report as contained in the Annual Report for the year ended 30 June 2005 is contained in the Explanatory Memorandum that accompanies this Notice of Meeting.

3. Resolution 2: Approval of Share Placement

As part of the process to restructure the activities of the business, the Board has been actively seeking opportunities to acquire suitable business assets that will provide shareholders with future returns and improved shareholder value. In reviewing these opportunities, the company needs to demonstrate its capability to raise further working capital and stimulate investor interest. This placement to an off-shore investor enhances the company's capability to meet the capital raising requirements of prospective vendors of suitable business assets.

4. Resolution 2: Grant of options to Canary Feathers Finance Ltd

It is a term of the Subscription Agreement as announced to ASX on 29 May 2006 that the Company convene a meeting to consider and, if thought fit, approve the grant of 5,264,400 Options to Canary Feathers Finance Ltd on the terms set out below. Pursuant to the Subscription Agreement, Canary Feathers Finance Ltd has subscribed for 26,322,000 ordinary shares in the capital of the Company at an issue price of \$0.02 per share which raised \$526,400. The Options referred to below will be granted at an issue price of \$0.001 ($1/10^{th}$ of a cent) and exercisable upon the payment of a total of \$0.04 as short-term Options which expire on 7 June 2008. Canary Feathers Finance Ltd, the proposed grantee of the Options, warranted to the Company at the time of issue of the shares that it was not a related party of the Company and that, other than pursuant to the Subscription Agreement it did not have a relevant interest in any marketable securities of the Company and that it was not a substantial shareholder in any existing member of the Company. The terms of the Options proposed to be granted to Canary Feathers Finance Ltd are as follows: namely,

(a) Each option entitles the holder to subscribe for 1 ordinary share in Namberry Limited (ACN 078 675 153) ("**the Company**") upon the payment of a total of $0.04 (4 cents).

(a) The options will lapse at 5.00pm (AEST) on 7 June 2008 ("**Expiry Date**").

(b) The options shall not be transferable or exercisable for the period from the date of grant until 1 June 2007 other than by unanimous resolution of the board of Directors of the Company and after that date they shall be freely exercisable and transferable at the discretion of the holder thereof.

(c) There are no participating rights or entitlements inherent in these options and holders of the options will not be entitled to participate in new issues of capital that may be offered to shareholders during the currency of the option.

(d) In the event of any re-organisation (including reconstruction, consolidation, subdivision, reduction or return of capital) of the issued capital of the Company, the options will be reorganised as required by the Listing Rules, but in all other respects the terms of exercise will remain unchanged.

(e) The options shall be exercisable at any time during the period commencing 1 June 2007 and ending on the Expiry Date ("**Exercise Period**") by the delivery to the registered office of the Company of a notice in writing ("**Notice**") stating the intention of the optionholder to exercise all or a specified number of options held by the optionholder accompanied by an Option Certificate or holding statement and a cheque made payable to the Company for the subscription moneys for the shares to be issued on exercise of the options the subject of the Notice. The Notice and cheque must be received by the Company during the Exercise Period. An exercise of only some options shall not affect the rights of the optionholder to the balance of the options held by him.

(f) The Company shall allot the resultant shares and deliver a statement of shareholdings with a holder's identification number within 5 business days of exercise of the options.

(g) The shares allotted shall rank, from the date of allotment, equally with the existing ordinary shares of the Company in all respects."

5. Resolutions 3 to 6 (both inclusive): Approval for grant of options to Directors

With no full time executives currently working in the company, the future of the business is being actively driven by the non-executive directors. In recognition of efforts to date, and as an incentive to keep outgoing costs low while continuing the search for appropriate opportunities, the issue of options to directors is seen as an appropriate method to achieve these goals. In accordance with the provisions of Listing Rule the following information is provided:

(a) **Maximum Number of Securities proposed to be placed**
The maximum number of securities proposed to be placed is 24,000,000 options to acquire ordinary shares with each director being granted 6,000,000 Options as set out in each of resolutions 3 to 6 (both inclusive).

(b) **Date by which Securities will be placed.**
The securities will be placed, if at all by not later than 13 August 2006 being a date not more than 1 month from the date of the meeting.

(c) **Price at which Securities proposed to be placed**
As set out in the resolution the securities are to be issued at an issue price of $0.001 ($1/10^{th}$ of a cent) per Option.

(d) **Names of allottees of Securities proposed to be placed**
The names of the proposed grantees of the options are Mr David Paranthoiene (or nominee) as to 6,000,000 Options, Mr Brendan Redden (or nominee) as to 6,000,000 Options, Mr Bruce Carter (or nominee) as to 6,000,000 Options and Ms Bee Kiew Tan (or nominee) as to 6,000,000 Options.

(e) **Terms and Conditions of the Options**
The terms and conditions of the Options as referred to in Resolutions 3 to 6 are as follows:

   (i) Each option entitles the holder to subscribe for 1 ordinary share in Namberry Limited (ACN 078 675 153) ("**the Company**") upon the payment of $0.04 (4 cents).

   (ii) The options will lapse at 5.00pm (AEST) on 31 May 2011 ("**Expiry Date**").

   (iii) The options shall not be transferable or exercisable for the period from the date of grant until 31 May 2007 other than by unanimous resolution of the board of Directors of the Company and after that date they shall be freely exercisable and transferable at the discretion of the holder thereof.

   (iv) There are no participating rights or entitlements inherent in these options and holders of the options will not be entitled to participate in new issues of capital that may be offered to shareholders during the currency of the option.

(v) In the event of any re-organisation (including reconstruction, consolidation, subdivision, reduction or return of capital) of the issued capital of the Company, the options will be reorganised as required by the Listing Rules, but in all other respects the terms of exercise will remain unchanged.

(vi) The options shall be exercisable at any time during the period commencing 1 June 2007 and ending on the Expiry Date ("**Exercise Period**") by the delivery to the registered office of the Company of a notice in writing ("**Notice**") stating the intention of the optionholder to exercise all or a specified number of options held by the optionholder accompanied by an Option Certificate or holding statement and a cheque made payable to the Company for the subscription moneys for the shares to be issued on exercise of the options the subject of the Notice. The Notice and cheque must be received by the Company during the Exercise Period. An exercise of only some options shall not affect the rights of the optionholder to the balance of the options held by him.

(vii) The Company shall allot the resultant shares and deliver a statement of shareholdings with a holder's identification number within 5 business days of exercise of the options.

(viii) The shares allotted shall rank, from the date of allotment, equally with the existing ordinary shares of the Company in all respects."

(f) **Use of funds raised**

The funds raised ($24,000) raised by the grant of the options will be used to defray the costs of convening this meeting and otherwise for working capital purposes generally.

(g) **Voting Exclusion Statement**

The Company advises that separately, in relation to each of resolutions 3 to 6, it will disregard any votes cast on the resolution by the Director named in that resolution or any associate of that Director within the meaning of the Act. However, the Company will not disregard a vote if:

(i) it is cast by any such person or any of its associates as proxy for a person who is entitled to vote, in accordance with the directions on the proxy form; or

(ii) it is cast by the person chairing the meeting as proxy for a person who is entitled to vote, in accordance with a direction on the proxy form to vote as the proxy decides.

6. Independent Experts Report

An Independent Experts Report prepared by DMR Corporate Pty Ltd in relation to the placement of options to each of the directors accompanies this Notice of Meeting. That Report was prepared in accordance with and for the purpose of complying with the provisions of Chapters 7 and 10 of the Listing Rules of ASX and the provisions of Chapter 2E of the Act. Members should read that report carefully before deciding how to vote in relation to each resolution the subject thereof.