Uscom Limited
ABN 35 091 028 090
Suite 1, Level 7, 10 Loftus Street
Sydney NSW 2000 Australia
T +612 9247 4144 F +612 9247 8157
www.uscom.com.au

Notice of 2010
Annual General Meeting

Notice is hereby given that the sixth Annual General Meeting of members of Uscom Ltd (the Company) will be held at 10:00am on Tuesday 9 November 2010 at PKF Chartered Accountants & Business Advisers, Level 10, 1 Margaret Street, Sydney NSW 2000

Business

Financial Statements and Reports

To receive and consider the reports of the directors and of the auditors, the income statement, balance sheet and cash flow statement for the year ended 30 June 2010.

Resolution 1: Re-election of Director

To consider and, if thought fit, to pass the following ordinary resolutions:

"That Mr Bruce Rathie retires by rotation in accordance with Rule 6.4 of the Company's constitution and, being eligible, offers himself for re-election."

Resolution 2: Adoption of Remuneration Report for the year ended 30 June 2010

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

"That the Remuneration Report be adopted."

Note that the vote on this resolution is advisory only, and does not bind the directors or the Company.

By order of the Board

Daniel Fah
Company Secretary

Sydney, 28 September 2010

Explanatory Memorandum

This Explanatory Memorandum has been prepared to assist shareholders of Uscom Ltd (the Company) to understand the business to be put to shareholders at the annual general meeting to be held at 10:00am on Tuesday, 9 November 2010.

All of the resolutions to be voted on are ordinary resolutions. Ordinary resolutions require a simple majority of votes cast by shareholders entitled to vote on the resolution.

Financial Statements and Reports

The annual report and the associated reports of the directors and the auditor for the year ended 30 June 2010 will be presented for consideration.

The 2010 Annual Report is available on the Company website http://www.uscom.com.au

Resolution 1: Re-election of director: Mr Bruce Rathie

In accordance with Rule 6.4 of the Company's Constitution, Mr Rathie retires by rotation and, being eligible, offers himself for re-election.

Mr Rathie holds degrees in law, commerce and business and has considerable experience as a lawyer having practiced as a solicitor and partner in a major Brisbane based legal firm and then as Senior in-house Counsel to Bell Resources Limited from 1980 to 1985 in aggregate. He studied for his MBA in Geneva and then went into investment banking in 1986 which subsequently took him to New York for over 2 years returning to Sydney in 1990. He spent the 90's in investment banking in Sydney, the last 5 years as a Director of Investment Banking at Salomon Brothers/ Salomon Smith Barney where he was responsible for the firm's activities/ roles in the industrial sector and the Federal Government's privatisation of Qantas, Commonwealth Bank (CBA3) and Telstra (T1). Mr Rathie currently holds board positions with a number of Australian companies.

The Board excluding Mr Rathie unanimously recommends that you vote in favour of Resolution 1.

Resolution 2: Remuneration Report

A resolution for adoption of the Remuneration Report is required to be considered and voted on in accordance with the Corporations Act 2001. The Remuneration Report details the Company's policy on the remuneration of non-executive directors, executive directors and senior executives and is set out on pages 12 to 16 of the 2010 annual report.

The vote on the adoption of the Remuneration Report resolution is advisory only and does not bind the directors or the Company.

Proxies

For an appointment of a proxy to be effective, proxy forms must be lodged at the Company's share registry, Registries Limited at:

Postal address:	Registries Limited GPO Box 3993, Sydney NSW 2001
Fax number:	(02) 9290 9655
Online:	www.registries.com.au/uscomagm2010

No later than 10:00 am Sydney time on Sunday 7 November 2010. A proxy form is provided with this notice.

Uscom Ltd. Sydney, 28 September 2010

Uscom Limited
ABN 35 091 028 090

FOR ALL ENQUIRIES CALL:
(within Australia) 1300 737 760 (outside Australia) +61 2 9290 9600

FACSIMILE
+61 2 9290 9655

ALL CORRESPONDENCE TO:
Registries Limited
GPO Box 3993
Sydney NSW 2001
Australia

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Your Address
This is your address as it appears on the company's share register. If this is incorrect, please mark the box with an "X" and make the correction on the form. Securityholders sponsored by a broker should advise your broker of any changes. **Please note, you cannot change ownership of your securities using this form.**

YOUR VOTE IS IMPORTANT

FOR YOUR VOTE TO BE EFFECTIVE IT MUST BE RECORDED BEFORE 10am Sunday 7th November 2010

SRN/HIN: <HIN/SRN>

TO VOTE ONLINE

STEP 1 : VISIT www.registries.com.au/vote/uscomagm2010
STEP 2: Enter your holding/Investment type
STEP 3: Enter your Reference Number and VAC: <VAC NUMBER>

TO VOTE BY COMPLETING THE PROXY FORM

STEP 1 Appointment of Proxy

Indicate here who you want to appoint as your Proxy

If you wish to appoint the Chairman of the Meeting as your proxy, mark the box. If you wish to appoint someone other than the Chairman of the Meeting as your proxy please write the full name of that individual or body corporate. 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 security holder of the company. Do not write the name of the issuer company or the registered securityholder in the space.

Proxy which is a Body Corporate
Where a body corporate is appointed as your proxy, the representative of that body corporate attending the meeting must have provided an "Appointment of Corporate Representative" prior to admission. An Appointment of Corporate Representative form can be obtained from the company's securities registry.

Appointment of a Second Proxy
You are entitled to appoint up to two 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 securities registry or you may copy this form.

To appoint a second proxy you must:

(a) complete two Proxy Forms. On each Proxy Form state the percentage of your voting rights or the 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.

STEP 2 Voting Directions to your Proxy

You can tell your Proxy how to vote

To direct your proxy how to vote, place a mark in one of the boxes opposite 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 of 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.

STEP 3 Sign the Form

The form **must** be signed as follows**:**

Individual: This form is to be signed by the securityholder.
Joint Holding: where the holding is in more than one name, all the securityholders must sign.
Power of Attorney: to sign under a Power of Attorney, you must have already lodged it with the registry. Alternatively, attach a certified photocopy of the Power of Attorney to this form when you return it.
Companies: this form must be signed by a Director jointly with either another Director or a Company Secretary. Where the company has a Sole Director who is also the Sole Company Secretary, this form must be signed by that person. **Please indicate the office held by signing in the appropriate place.**

STEP 4 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 at **10 am on Tuesday, 9th November 2010**. Any Proxy Form received after that time will not be valid for the scheduled meeting.
Proxies may be lodged using the reply paid envelope or:

BY MAIL - Share Registry – Registries Limited, GPO Box 3993, Sydney NSW 2001 Australia

BY FAX - + 61 2 9290 9655

IN PERSON - Share Registry – Registries Limited, Level 7, 207 Kent Street, Sydney NSW 2000 Australia

Vote online at: www.registries.com.au/vote/uscomagm2010 or turnover to complete the Form ➔

Attending the Meeting

If you wish to attend the meeting please bring this form with you to assist registration.

Uscom Limited

<BARCODE>

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STEP 1 - Appointment of Proxy

I/We being a member/s of **Uscom Ltd** and entitled to attend and vote hereby appoint

☐ the Chairman of the Meeting (mark with an 'X') **OR** ☐

If you are not appointing the Chairman of the Meeting as your proxy please write here the full name of the individual or body corporate (excluding the registered Securityholder) you are appointing as your proxy.

or failing the individual or body corporate named, or if no individual or body corporate is named, the Chairman of the Meeting, as my/our proxy at the **Annual General Meeting of Company Limited to be held at PKF Chartered Accountants & Business Advisers, Level 10, 1 Margaret Street, Sydney NSW 2000 on Tuesday the 9th of November 2010 at 10am** and at any adjournment of that meeting, to act 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.

STEP 2 - Voting directions to your Proxy – please mark ☒ to indicate your directions

Ordinary Business		For	Against	Abstain*
Resolution 1	Re-election of Mr Bruce Rathie as a director of the Company	☐	☐	☐
Resolution 2	Adoption of the Remuneration Report for the year ended 30 June 2010	☐	☐	☐

In addition to the intentions advised above. The Chairman of the Meeting intends to vote undirected proxies in favour of each of the items of business.

*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.

STEP 3 - PLEASE SIGN HERE **This section *must* be signed in accordance with the instructions overleaf to enable your directions to be implemented.**

Individual or Securityholder 1	Securityholder 2	Securityholder 3
Sole Director and Sole Company Secretary	Director	Director/Company Secretary

Contact Name ……………………………………. **Contact Daytime Telephone** ………………………………… **Date** / / 2010