WEBJET LIMITED
GENERAL MEETING OF SHAREHOLDERS

Held at Webjet Limited

Date:	Monday 12 July 2004
Meeting Start Time:	10.00 am
Chairman:	Allan Nahum
Present:	Steven Scheuer (Director) David Clarke (Director) John Lemish (Director) David Turner Chris Newman Pauline Caven Peter Kendal Finlay Stuart Andrew Stuart Bridget Walker John Guscic Rosann Mellon Dean Maidment Marari Nominees Richard Noon Robert Collie
By invitation:	Jim Maxwell (Minter Ellison) Glen Ward (Minter Ellison) Jonathan Buckley (Intersuisse)
Apologies:	Ben Lochtenberg (Deputy Chairman)

1. The Chairman opened the meeting at 10 a.m. as scheduled and noted that as more than five shareholders (accounting for greater than 5% of the company) were in attendance, a formal quorum existed and the meeting was formally declared open.

2. The Chairman indicated that the meeting was convened under Notice of Meeting distributed on 7 June 2004 which was greater than 28 days from today's date and therefore the meeting was appropriately constituted.

3. The Chairman moved that the Minutes of the last Annual General Meeting of the company held on 26 November 2003 be moved as read and that was seconded by David Clarke.

4. The Chairman moved the Notice of Meeting to be taken as read and that was seconded by Dean Maidment.

5. Proxy details were read to the meeting and distributed, as per the attached schedule.

6. There being no further business the meeting closed at 10.30 am.

Richard Noon
Company Secretary

BUSINESS

Resolution 1

- This resolution required shareholders approval to the company entering into the Subscription Deed with Harvey World Travel and to authorise the Directors to issue to Harvey World Travel 21 million shares at $0.04 per share in accordance with the terms recorded in the Explanatory Statement and Notice of General Meeting

- Resolution was seconded by John Guscic

- Resolution was passed on an unanimous show of hands

Resolution 2

- This resolution required shareholders approval to the company of the issue of transaction options giving authority to the Directors to issue to Harvey World Travel 23 million options for shares at $0.04 per share in accordance with the terms recorded in the Explanatory Statement and Notice of General Meeting

- Resolution was seconded by John Guscic

- Resolution was passed on an unanimous show of hands

Resolution 3

- This resolution required shareholders approval to the company to provide authority to the Directors to issue to Harvey World Travel 56 million options for shares at a price per share which varies depending on when the options are exercised and the volume weight average Australian Stock Exchange price of the Webjet shares for the ten business days prior to the option exercise date in accordance with the terms recorded in the Explanatory Statement and Notice of General Meeting

- The resolution was seconded by David Clarke

- Resolution was passed on an unanimous show of hands

Resolution 4

- This resolution required shareholders approval to the company to make changes to the company's Constitution to give effect to the agreement with Harvey World Travel as to how certain decisions of Directors will be made by the proportion of Directors votes at Directors meeting in accordance with the terms recorded in the Explanatory Statement and Notice of General Meeting

- The resolution was seconded by Dean Maidment

- Resolution was passed on an unanimous show of hands

Resolution 5

- This resolution required shareholders approval to the company to change the existing company Constitution to reduce the maximum number of directors of the company from eight to seven in accordance with the terms recorded in the Explanatory Statement and Notice of General Meeting

- The resolution was seconded John Guscic

- Resolution was passed on an unanimous show of hands

WEBJET LIMITED

GEENRAL MEETING OF SHAREHOLDERS 12 JULY 2004

	Resolution	For No.	For Votes	Open Usable no.	Open Usable votes	Open conditional no.	Open conditional votes	total that will be voted in favour	Against No	Against votes	Open Unusable No	Open Unusable Votes	Abstain No	Abstain Votes	Total Proxies
	SUMMARY OF PROXY VOTES HELD BY CHAIRMAN														
1	Issue of subscription shares and approval of subscription deed	40	15,219,360	18	830,473	0	0	16,049,833	1	65,000	3	114,183	1	100,000	16,319,016
2	Issue of transaction options	40	15,219,360	18	830,473	0	0	16,049,833	1	65,000	3	114,183	1	100,000	16,319,016
3	issue of growth options	37	14,903,360	18	830,473	0	0	15,735,833	2	66,000	3	114,183	3	405000	16,319,016
4	amendment to company constitution Clause 66.1	36	14,933,360	22	959,656	0	0	15,893,016	3	321,000	0		2	105000	16,319,016
5	Amendment to company constitution Clause 53.2(b)	36	14,933,360	22	959,656	0	0	15,893,016	4	326,000	0	-	1	100000	16,319,016
	Total	189	75,208,800	98	4,410,731	-	-	79,619,531	11	823,000	9	342,549	8	810,000	81,595,080
	SUMMARY OF PROXY VOTES HELD BY DAVID CLARKE														
1	Issue of subscription shares and approval of subscription deed	0	0	0	0	1	319,585	0	0	0	0	0	0	0	319,585
2	Issue of transaction options	0	0	0	0	1	319,585	0	0	0	0	0	0	0	319,585
3	issue of growth options	0	0	0	0	1	319,585	0	0	0	0	0	0	0	319,585
4	amendment to company constitution Clause 66.1	0	0	0	319,585	0	0	0	0	0	0	0	0	0	319,585
5	Amendment to company constitution Clause 53.2(b)	0	0	0	319,585	0	0	0	0	0	0	0	0	0	319,585
	Total	0	0	0	639,170	3	958,755	1,597,925	-	-	-	-	-	-	1,597,925
	SUMMARY OF PROXY VOTES HELD BY JOHN GUSCIC														
1	Issue of subscription shares and approval of subscription deed					1	15,850,000								
2	Issue of transaction options					1	15,850,000								
3	issue of growth options					1	15,850,000								
4	amendment to company constitution Clause 66.1			1	15,850,000										
5	Amendment to company constitution Clause 53.2(b)			1	15,850,000										
	Total	0	0	2	31,700,000	3	47,550,000	79,250,000	-	-	-	-	-	-	79,250,000
	GRAND TOTAL SUMMARY OF PROXY VOTES														
1	Issue of subscription shares and approval of subscription deed	40	15,219,360	18	830,473	1	319,585	16,369,418	3	114,183	1	114,183	1	100,000	16,638,601
2	Issue of transaction options	40	15,219,360	18	830,473	1	319,585	16,369,418	3	114,183	1	114,183	1	100,000	16,638,601
3	issue of growth options	37	14,903,360	18	830,473	1	319,585	16,053,418	3	114,183	3	114,183	3	405,000	16,638,601
4	amendment to company constitution Clause 66.1	36	14,933,360	23	1,279,241	0	-	16,212,601	0	-	2		2	105,000	16,638,601
5	Amendment to company constitution Clause 53.2(b)	36	14,933,360	23	1,279,241	0	-	16,212,601	0	-	1	-	1	100,000	16,638,601