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14 October 2011

Company Announcements Office
Australian Securities Exchange Limited
20 Bridge Street
SYDNEY NSW 2000

NOTICE OF 2011 ANNUAL GENERAL MEETING

Adept Solutions Limited is pleased to announce the Company's Annual General Meeting will be held on Friday, 18 November 2011, at QV1 Conference Centre, Level 2, QV1 Building, 250 St George's Terrace, Perth, Western Australia, commencing at 10.30am (AWST).

The Notice of Annual General Meeting, Explanatory Statement and Proxy Form have been mailed to shareholders today. Copies of these documents follow this announcement and are available on the Adept Solutions website at www.adeptsolutions.com.au.

The 2011 Annual Report has also been mailed today to shareholders who have elected to receive a printed copy. The Annual Report was previously lodged with the ASX and is available on the Adept Solutions website.

-ENDS-

For more information, please contact:

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Managing Director
Adept Solutions
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Bryant Plavsic
Executive Director and CFO
Adept Solutions
Ph: +61 (0)417 461 890

About Adept Solutions Limited

Adept Solutions is led by Managing Director Bob Browning, and is a financial services company that specialises in the pre-paid financial card market. Adept Solutions is focused on the twin goal of delivering high quality payment systems to its customers and superior returns to its shareholders.

Adept Solutions Limited

ACN 104 757 904

Notice of Annual General Meeting and Explanatory Statement

Annual General Meeting to be held at

**QV1 Conference Centre, Level 2, QV1 Building, 250 St Georges
Terrace, Perth Western Australia
on Friday 18 November 2011
commencing at 10.30am (AWST)**

The Notice of Annual General Meeting, Explanatory Statement and Proxy Form should be read in their entirety. If you are in doubt as to how you should vote, you should seek advice from your accountant, solicitor or other professional adviser prior to voting.

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Key dates

An indicative timetable of key proposed dates is set out below. These dates are indicative only and the dates are subject to possible change.

Event	Date
Snapshot date and time for eligibility to vote	16 November 2011, 5.00pm (AWST)
Last day for receipt of Proxies*	16 November 2011
Annual General Meeting	18 November 2011

*Proxy Forms received after 10.30am (AWST) on this date will be disregarded.

Notice of Annual General Meeting

Notice is hereby given that the Annual General Meeting of Adept Solutions Limited ACN 104 757 904 (**Adept** or **Company**) will be held at QV1 Conference Centre, Level 2, QV1 Building, 250 St Georges Terrace, Perth Western Australia, Western Australia on **Friday 18 November 2011** commencing at **10.30am (AWST)**.

The Explanatory Statement, which accompanies and forms part of this Notice of Meeting, describes the various matters to be considered.

Terms used in this Notice of Meeting will, unless the context otherwise requires, have the same meaning given to them in the Glossary of terms as set out in the Explanatory Statement.

Agenda

Annual Financial Report

To receive and consider the Financial Report of the Company, the Directors' Report and Auditor's Report for the year ended 30 June 2011.

Resolution 1 - Adoption of Remuneration Report

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

That the Remuneration Report contained in the Directors' Report for the year ended 30 June 2011 be adopted by the Company.

In accordance with the Corporations Act the vote on the resolution is advisory only and does not bind the Directors or the Company.

Voting exclusion: A vote on this Resolution 1 must not be cast (in any capacity) by or on behalf of any of the following persons:

- (a) a member of key management personnel, details of whose remuneration are included in the Remuneration Report; or
- (b) a closely related party of such a member.

However, a person described above may cast a vote on Resolution 1 if:

- (c) the person does so as a proxy appointed by writing that specifies how the proxy is to vote on the proposed resolution; and
- (d) the vote is not cast on behalf of a person described in subparagraphs (a) or (b) above.

Resolution 2 - Election of Mr Mark Barnaba as a Director

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

That, for the purposes of Article 3.3 of the Constitution and Listing Rule 14.4, and for all other purposes, Mr Barnaba, having been appointed by the Board as an additional Director on 2 July 2011 and being eligible offers himself for election, be elected as a Director.

Resolution 3 - Election of Mr John Battley as a Director

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

That, for the purposes of Article 3.3 of the Constitution and Listing Rule 14.4, and for all other purposes, Mr Battley, having been appointed by the Board as an additional Director on 2 July 2011 and being eligible offers himself for election, be elected as a Director.

Resolution 4 - Election of Mr Bryant Plavsic as a Director

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

That, for the purposes of Article 3.3 of the Constitution and Listing Rule 14.4, and for all other purposes, Mr Plavsic, having been appointed by the Board as an additional Director on 25 February 2011 and being eligible offers himself for election, be elected as a Director.

Resolution 5 - Election of Mr John Toms as a Director

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

That, for the purposes of Article 3.3 of the Constitution and Listing Rule 14.4, and for all other purposes, Mr Toms having been appointed by the Board as an additional Director on 2 July 2011 and being eligible offers himself for election, be elected as a Director.

Resolution 6 - Election of Mr John Willinge as a Director

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

That, for the purposes of Article 3.3 of the Constitution and Listing Rule 14.4, and for all other purposes, Mr Willinge, having been appointed by the Board as an additional Director on 2 July 2011 and being eligible offers himself for election, be elected as a Director.

Resolution 7 - Ratification of issue of unlisted options to Samoreau Capital Pty Ltd as trustee for the Andrew Burt Family Trust

To consider and, if thought fit, to pass with or without amendment, the following resolution as an **ordinary resolution**:

That for the purposes of Listing Rule 7.4 and for all other purposes, the Shareholders hereby approve and ratify the issue of 1,600,000 unlisted options (post consolidation) to Samoreau Capital Pty Ltd as trustee for the Andrew Burt Family Trust.

Short Explanation: The Resolution seeks ratification of the issue of 1,600,000 unlisted options to Samoreau Capital Pty Ltd as trustee for the Andrew Burt Family Trust, in consideration of consulting services provided by Mr Andrew Burt of Barbizon Capital Pty Ltd, to the Company.

<p>Voting exclusion: In accordance with Listing Rule 14.11, the Company will disregard any votes cast on Resolution 7 by those persons who were issued unlisted options under the issue (ie Samoreau Capital Pty Ltd as trustee for the Andrew Burt Family Trust) and by an Associate of those persons. However, the Company need not disregard a vote if it is cast by a person as proxy for a person who is entitled to vote, in accordance with the directions on the proxy form, or it is cast by the Chairman of the Annual General Meeting as proxy for a member who is entitled to vote, in accordance with a direction on the proxy form to vote as the proxy decides and the member who is entitled to vote has indicated on the proxy form that the Chairman of the meeting may vote as a proxy in relation to each Resolution to which the voting exclusion relates.</p>
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Resolution 8 - Ratification of issue of Shares to Mr John Akehurst

To consider and, if thought fit, to pass with or without amendment, the following resolution as an **ordinary resolution**:

That for the purposes of Listing Rule 7.4 and for all other purposes, the Shareholders hereby approve and ratify the issue of 147,941 ordinary Shares to Mr Akehurst.

Short Explanation: The Resolution seeks ratification of the issue of 147,941 ordinary Shares to Mr John Akehurst in consideration of services provided by Mr Akehurst as a member of the Company's Advisory Committee. Mr Akehurst has not received any other payment for these services.

Voting exclusion: In accordance with Listing Rule 14.11, the Company will disregard any votes cast on Resolution 8 by those persons who were issued Shares under the issue (ie Mr Akehurst) and by an Associate of those persons. However, the Company need not disregard a vote if it is cast by a person as proxy for a person who is entitled to vote, in accordance with the directions on the proxy form, or it is cast by the Chairman of the Annual General Meeting as proxy for a member who is entitled to vote, in accordance with a direction on the proxy form to vote as the proxy decides and the member who is entitled to vote has indicated on the proxy form that the Chairman of the meeting may vote as a proxy in relation to each Resolution to which the voting exclusion relates.

Resolution 9 - Amendment to Constitution

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

That with effect from the close of this meeting, Article 3.1 of the Constitution be deleted and replaced with the following:

"3.1 Number of Directors

The Board may decide the number of Directors (not counting Alternates) but that number must be at least:

- (a) five; or
 - (b) the number of Directors (not counting Alternates) in office when the decision is made,
- (whichever is greater)."

By Order of the Board of Directors

Yasmin Broughton
Company Secretary

14 October 2011

Proxy Appointment, Voting and Meeting Instructions

NOTES

These Notes form part of the Notice of Meeting.

Right to vote

The Directors have determined that, for the purpose of voting at the Annual General Meeting, members are those persons who are the registered holders of Shares on 16 November 2011 at 5.00pm (AWST).

Voting in person

To vote in person, attend the Annual General Meeting at QV1 Conference Centre, Level 2, QV1 Building, 250 St Georges Terrace, Perth, Western Australia, on 18 November 2011 at 10.30am.

Voting by Proxy

Each member entitled to vote at the Annual General Meeting may appoint a proxy to attend and vote at the Annual General Meeting.

A proxy need not be a member of the Company and can be an individual or a body corporate.

A member entitled to cast two or more votes may appoint two proxies and may specify the proportion or number of votes each proxy is appointed to exercise. If the appointment does not specify this proportion, each proxy may exercise half the votes.

Lodgement of proxy documents

For an appointment of a proxy for the Annual General Meeting to be effective:

- the proxy's appointment; and
- if the appointment is signed by the appointor's attorney – the authority under which the appointment was signed (eg a power of attorney) or a certified copy of it,

must be received by the Company **no later than 10.30am (AWST) on 16 November 2011**.

Proxy Forms received after this time will be invalid.

The following addresses are specified for the purposes of receipt of proxies:

By mail or delivery:	By fax or email:
PO Box 572, Balcatta, WA 6914	+61 8 9240 4054
Suite 4, 213 Balcatta Rd, Balcatta, WA 6021	admin@adeptsolutions.com.au

Voting by Corporate Representative

A body corporate which is a Shareholder, or which has been appointed as a proxy, may appoint an individual as its representative to exercise any of the powers the body may exercise at meetings of the Company's members. The appointment may be a standing one. Unless the appointment states otherwise, the representative may exercise all of the powers that the appointing body could exercise at a meeting or in voting on a resolution.

The representative should bring to the Annual General Meeting evidence of his or her appointment, including any authority under which the appointment is signed, unless it has previously been given to the Company.

Voting by Attorney

A Shareholder may appoint an attorney to vote on their behalf. For an appointment to be effective for the Annual General Meeting, the instrument effecting the appointment (or a certified copy of it) must be received by the Company in one of the methods listed above for the receipt of Proxy Forms, so that it is received **no later than 10.30am (AWST) on 16 November 2011**.

Directed Proxies

New sections 250BB and 250BC of the Corporations Act took effect on 1 August 2011 and apply to voting by proxy. Shareholders and their proxies should be aware of these changes to the Corporations Act, as they apply to this Annual General Meeting. Broadly, the changes mean that:

- if proxy holders vote, they must cast all directed proxies as directed; and
- any directed proxies which are not voted will automatically default to the Chair, who must vote the proxies as directed.

More detail on these changes is provided below.

Proxy vote if appointment specifies way to vote

Section 250BB provides that an appointment of a proxy may specify the way the proxy is to vote on a particular resolution and, **if it does:**

- the proxy need not vote on a show of hands, but if the proxy does so, the proxy must vote that way (i.e. as directed); and
- if the proxy has two or more appointments that specify different ways to vote on the resolution – the proxy must not vote on a show of hands; and
- if the proxy is the chair of the meeting at which the resolution is voted on – the proxy must vote on a poll, and must vote that way (i.e. as directed); and
- if the proxy is not the chair – the proxy need not vote on the poll, but if the proxy does so, the proxy must vote that way (i.e. as directed).

Transfer of non-chair proxy to chair in certain circumstances

Section 250BC provides that, if:

- an appointment of a proxy specifies the way the proxy is to vote on a particular resolution at a meeting of the Company's members; and
- the appointed proxy is not the chair of the meeting;
- at the meeting, a poll is duly demanded on the resolution; and
- either of the following applies:
 - the proxy is not recorded as attending the meeting;
 - the proxy does not vote on the resolution,

the chair of the meeting is taken, before voting on the resolution closes, to have been appointed as the proxy for the purposes of voting on the resolution at the meeting.

Explanatory Statement

This Explanatory Statement has been prepared for the information of Shareholders in relation to the business to be conducted at the Company's Annual General Meeting.

The purpose of this Explanatory Statement is to provide Shareholders with all information known to the Company which is material to a decision on how to vote on the Resolutions in the accompanying Notice of Meeting.

This Explanatory Statement should be read in conjunction with the Notice of Meeting. Capitalised terms in this Explanatory Statement are defined in the Glossary of terms.

The Resolutions are discussed below together.

1. Annual Financial Report

The Corporations Act requires the Directors' Report, Auditor's Report and the Financial Statements of the Company for the year ended 30 June 2011 to be tabled at the Annual General Meeting.

Neither the Corporations Act nor the Constitution requires a vote of Shareholders on the reports or financial statements. However, Shareholders will be given reasonable opportunity to raise questions on the reports and ask questions of the Company's auditor.

2. Resolution 1 - Adoption of Remuneration Report

The Remuneration Report is set out in the Directors' Report in the Company's 2011 Annual Report.

Section 300A of the Corporations Act requires the Directors to include in their report for a financial year, a Remuneration Report. The Corporations Act requires the Company to put a resolution to Shareholders that the Remuneration Report be adopted. Under section 250R (3) of the Corporations Act, the vote on the Resolution is advisory only and does not bind the Directors or the Company.

However, with effect from 1 July 2011, the Corporations Act has been amended to require that if a company's remuneration report receives an 'against' vote of 25 per cent or more at two consecutive annual general meetings, a resolution must be put at the later annual general meeting that another meeting be held (within 90 days) at which all directors (other than the Managing Director) who were in office at the date of that resolution must stand for re-election. So, in summary, Shareholders will be entitled to vote in favour of holding a general meeting to re-elect the board if the Remuneration Report receives "2 strikes".

3. Resolution 2 - Election of Mr Mark Barnaba as a Director

Pursuant to clause 3.3 of the Constitution, the Directors may appoint a person to be a Director at any time except during a general meeting. Any director so appointed automatically retires at the next annual general meeting and is eligible for election at that general meeting. Resolution 2 is an ordinary resolution and provides for the election of Mr Mark Barnaba to the Board pursuant to the Constitution.

The Board appointed Mr Barnaba as a Director on 2 July 2011. Mr Barnaba is a highly experienced executive who is currently a Non-Executive Director of Fortescue Metals, Chairman of Western Power and Chairman of UWA Business School.

His experience includes being co-founder and Executive Chairman of Azure Capital, co-founder and Managing Director of GEM Consulting/Poynton and Partners, Chairman of Alinta Infrastructure Holdings, Chairman of the West Coast Eagles and Manager with McKinsey and Company.

Directors' recommendation

The Directors (apart from Mr Barnaba) recommend that Shareholders vote in favour of the election of Mr Barnaba.

4. Resolution 3 - Election of Mr John Battley as a Director

Pursuant to clause 3.3 of the Constitution, the Directors may appoint a person to be a Director at any time except during a general meeting. Any director so appointed automatically retires at the next annual general meeting and is eligible for election at that general meeting. Resolution 3 is an ordinary resolution and provides for the election of Mr John Battley to the Board pursuant to the Constitution.

The Board appointed Mr Battley as a Director on 2 July 2011. Mr Battley is an internationally experienced executive and entrepreneur who is currently the chief executive officer and managing director of Emerchants Limited.

He is the founder of Globetrotter Corporate Travel (one of the largest corporate travel management companies in Australia), and has held senior international sales and marketing roles based in Frankfurt, Germany, with a leading global pharmaceutical company.

Directors' recommendation

The Directors (apart from Mr Battley) recommend that Shareholders vote in favour of the election of Mr Battley.

5. Resolution 4 - Election of Mr Bryant Plavsic as a Director

Pursuant to clause 3.3 of the Constitution, the Directors may appoint a person to be a Director at any time except during a general meeting. Any director so appointed automatically retires at the next annual general meeting and is eligible for election at that general meeting. Resolution 4 is an ordinary resolution and provides for the election of Mr Bryant Plavsic to the Board pursuant to the Constitution.

The Board appointed Mr Plavsic as a Director on 25 February 2011. Mr Plavsic has over 20 years' experience specialising in corporate strategy, mergers and acquisitions, capital raisings and post-acquisition integration.

His experience has been gained most recently as a Partner with Bain and Company, and previously as Head of Strategy with Perpetual Ltd, co-founder of Poynton and Partners/Gem Consulting and as a Manager with McKinsey and Company.

Directors' recommendation

The Directors (apart from Mr Plavsic) recommend that Shareholders vote in favour of the election of Mr Plavsic.

6. Resolution 5 - Election of Mr John Toms as a Director

Pursuant to clause 3.3 of the Constitution, the Directors may appoint a person to be a Director at any time except during a general meeting. Any director so appointed automatically retires at the next annual general meeting and is eligible for election at that general meeting. Resolution 5 is an ordinary resolution and provides for the election of Mr John Toms to the Board pursuant to the Constitution.

The Board appointed Mr Toms as a Director on 2 July 2011. Mr Toms is currently the Consulting Director – Head of Governance, Risk & Compliance of Oakton.

His previous experience includes roles such as chief executive officer (for 17 years) of an Approved Deposit-taking Institution (ADI), Non-Executive Director (for 17 years) of Australian Payments Clearing Association, Non-Executive Director of Mercer Nominees, Executive Director of Insurance Agents Association of Australia, and in the Commonwealth Public Service.

Directors' recommendation

The Directors (apart from Mr Toms) recommend that Shareholders vote in favour of the election of Mr Toms.

7. Resolution 6 - Election of Mr John Willinge as a Director

Pursuant to clause 3.3 of the Constitution, the Directors may appoint a person to be a Director at any time except during a general meeting. Any director so appointed automatically retires at the next annual general meeting and is eligible for election at that general meeting. Resolution 6 is an ordinary resolution and provides for the election of Mr John Willinge to the Board pursuant to the Constitution.

The Board appointed Mr Willinge as a Director on 2 July 2011. Mr Willinge is a highly experienced executive and founder of Alverstone Group LLC, an investment management firm based in New York.

He previously worked at several leading global financial services firms including Thomas Weisel Partners (as a Partner in San Francisco), Goldman Sachs and Co (New York), and Rothschild (Australia) and has served on the Board of Directors of public and private companies across a variety of industries.

Directors' recommendation

The Directors (apart from Mr Willinge) recommend that Shareholders vote in favour of the election of Mr Willinge.

8. Resolution 7 - Ratification of issue of unlisted options to Samoreau Capital Pty Ltd as trustee for the Andrew Burt Family Trust

On 14 May 2011, the Company entered into a consultancy agreement engaging Barbizon Capital Pty Ltd (**Barbizon**) to provide services to the Company (**Consultancy Agreement**). The services to be provided include strategic review of existing and potential future product markets and analysis of and recommendations for the acquisition of businesses that represent logical extensions to the Emerchants business. These services are to be provided by Barbizon's employee Mr Andrew Burt for a term of one year, unless terminated earlier by either party.

The Company will pay Barbizon a fee for providing these services comprising of \$28,000 plus GST per month.

On 25 May 2011, pursuant to the Consultancy Agreement, the Company issued and allocated to Barbizon's nominee, Samoreau Capital Pty Ltd as trustee for the Andrew Burt Family Trust, 1,600,000 unlisted options exercisable at \$1.30 on or before 1 June 2014 (post consolidation).

The options will vest as follows:

- (i) on the date 3 months after the commencement date, 400,000 options will vest;
- (ii) on the date 4 months after the commencement date, and on the first day of each month thereafter until and including the date 8 months after the commencement date, 133,333 options will vest;
- (iii) on the date 9 months after the commencement date, the remaining unvested options will vest;
- (iv) if the Consultant becomes an employee of the Company, all unvested options will vest on the date the Consultant becomes an employee of the Company; and
- (v) if the Consultancy Agreement is terminated before the date that is 9 months after the commencement date, any unvested options will be cancelled.

No funds were raised by the issue of the options.

Any Shares issued on the exercise of the options will be fully paid ordinary Shares and will rank

equally with existing Shares from their date of issue, and will be quoted by ASX.

Listing Rule requirements

Listing Rule 7.1 provides that prior approval of shareholders is required for an issue of securities if the securities will, when aggregated with the securities issued by a company during the previous 12 months, exceed 15% of the number of securities on issue at the commencement of that 12 month period.

Listing Rule 7.4 states that an issue by a company of securities made without approval under Listing Rule 7.1 is treated as having been made with approval for the purpose of Listing Rule 7.1 if the issue did not breach Listing Rule 7.1 and the company's members subsequently approve it.

Under Resolution 7, the Company seeks Shareholder approval for, and ratification of, the issue of the options as set out above so as to restore the Company's capacity under Listing Rule 7.1 to issue further securities representing up to 15% of the Company's issued capital in the next 12 months.

Directors' recommendation

The Directors recommend Shareholders vote in favour of Resolution 7.

9. Resolution 8 - Ratification of issue of Shares to Mr John Akehurst

On 8 July 2011, the Company issued 147,941 ordinary Shares in the Company to Mr John Akehurst in consideration for services provided as a Member of the Company's Advisory Committee.

Listing Rule requirements

Listing Rule 7.1 provides that prior approval of shareholders is required for an issue of securities if the securities will, when aggregated with the securities issued by a company during the previous 12 months, exceed 15% of the number of securities on issue at the commencement of that 12 month period.

Listing Rule 7.4 states that an issue by a company of securities made without approval under Listing Rule 7.1 is treated as having been made with approval for the purpose of Listing Rule 7.1 if the issue did not breach Listing Rule 7.1 and the company's members subsequently approve it.

Under Resolution 8, the Company seeks Shareholder approval for, and ratification of, the issue of the Shares as set out above so as to restore the Company's capacity under Listing Rule 7.1 to issue further securities representing up to 15% of the Company's issued capital in the next 12 months.

No funds were raised by the issue of the Shares.

The Shares will rank equally with all other Shares from their date of issue.

Directors' recommendation

The Directors recommend Shareholders vote in favour of Resolution 8.

10. Resolution 9 - Amendment to Constitution

Shareholder approval is sought to amend Article 3.1 of the Constitution to increase the minimum number of Directors from 3 to 5. As previously announced to Shareholders, the Company intends to apply to the Australian Prudential Regulatory Authority to be licensed as an Authorised Deposit-taking Institution (**ADI**). One of the requirements to apply for an ADI license is that a company's constitution must stipulate that a minimum of 5 directors sit on the company's board.

Although the Company does not intend to apply for an ADI license in 2011, Shareholder approval is being sought at the AGM to amend the Constitution so that the Company is not required to call an extraordinary general meeting should an ADI license application be pursued before the next annual general meeting.

Directors' recommendation

The Directors recommend that Shareholders vote in favour of Resolution 9.

Glossary of terms

In this Explanatory Statement, the following terms have the following meaning unless the context otherwise requires:

\$ means Australian dollars.

Adept or the **Company** means Adept Solutions Limited ACN 104 757 904.

Annual General Meeting or **AGM** means the Annual General Meeting of Shareholders of the Company or any or Meeting adjournment thereof, convened by the Notice.

Associate has the meaning given to it by Division 2 of Part 1 of the Corporations Act.

ASX means ASX Limited ACN 008 624 691, or the market operated by it, the Australian Securities exchange (as the context requires).

ASX Listing Rules or **Listing Rules** means the Listing Rules of the ASX.

Board means the board of directors of the Company as at the date of this Notice of Meeting.

Chairman means the chairman of the Annual General Meeting.

Constitution means the Constitution of the Company

Corporations Act means the *Corporations Act 2001* (Cth).

Directors means the directors of the Company as at the date of this Notice of Meeting.

Explanatory Statement means the explanatory statement accompanying the Notice of Meeting.

Notice of Meeting means this notice of Annual General Meeting including the Explanatory Statement.

Option means a listed option to acquire a Share, with ASX code AAOO.

Optionholder means a holder of an Option.

Perth time means standard time in Perth, Western Australia.

Proxy form means the proxy form attached to this Notice of Meeting.

Resolutions means the resolutions set out in the Notice of Meeting or any one of them (as the context requires).

Share means a fully paid ordinary share in the capital of the Company.

Shareholder means a holder of a Share.

AWST means Australian Western Standard Time in Perth, Western Australia.

INSTRUCTIONS FOR COMPLETION OF PROXY FORM

Your name and address

This is your name and address as it appears on the register of members of the Company. If this information is incorrect, please make the correction on the Proxy Form.

Please note that you cannot change ownership of your Shares using this Proxy Form.

Appointment of proxy

If you are entitled to vote at the Annual General Meeting you have a right to appoint a proxy and should use this Proxy Form. The proxy need not be a member of the Company and can be an individual or a body corporate.

If you wish to appoint someone other than the Chairman of the Annual General Meeting as your proxy, please write the name of that person in the appropriate box. Members cannot appoint themselves. If you leave the box blank, or your named proxy does not attend the Annual General Meeting, the Chairman of the Annual General Meeting will be your proxy and vote on your behalf.

Your proxy's authority to speak and vote for you at the Annual General Meeting is suspended if you are present at the Annual General Meeting.

Voting directions to your proxy

You may direct your proxy how to vote by marking **✗** in one of the three boxes opposite each item of business. All your votes will be cast in accordance with your direction, unless you indicate only a portion of votes are to be cast on any item by inserting the percentage of your voting rights applicable to the proxy appointed by this Proxy Form in the appropriate box. If you do not mark any of the boxes relating to the items of business, your proxy will vote as he or she chooses. If you mark more than one box relating to the same item of business any vote by your proxy on that item will be invalid.

Appointing a second proxy

If you are entitled to cast two or more votes you may appoint two proxies and may specify the proportion or number of votes each proxy is appointed to exercise. If you wish to appoint a second proxy, an additional Proxy Form may be obtained by telephoning the Company's Share Registry, Link Market Services Limited. Both Proxy Forms should be lodged together.

If you appoint two proxies and the appointment does not specify the proportion or number of your votes each proxy may exercise, each proxy may exercise half of the votes (ignoring fractions).

If you appoint two proxies, neither proxy will have a right to vote on a show of hands.

If you appoint another member as your proxy, that person will have only one vote on a show of hands and does not have to vote on a show of hands in accordance with any direction by you.

Signing instructions

This Proxy Form must be signed and dated by the member or the member's attorney. Any joint member may sign.

If this form is signed by an attorney and you have not previously lodged the power of attorney with Link Market Services Limited for notation, please attach a certified copy of the power of attorney to this form when you return it.

If the member is a company that has a sole director or a sole director who is also the sole company secretary, this form must be signed by that person. Otherwise, this form must be signed by two directors or one director and a company secretary. Please indicate the office held by signing in the appropriate place.

Lodgement of Proxy Form

Proxy Forms and proxy appointment authorities, for example, the original or a certified copy of the power of attorney (if the Proxy Form is signed by an attorney) must be received:

- at PO Box 572, Balcatta, WA 6914; or
- by email, at admin@adeptsolutions.com.au; or
- by fax, on fax number +61 8 9240 4054,

not later than 10.30am (AWST) on 16 November 2011 being 48 hours before the time for holding the Annual General Meeting.

Documents received after that time will not be valid for the Annual General Meeting.

Privacy

Chapter 2C of the Corporations Act requires information about you (including your name, address and details of the shares you hold) to be included in the Company's public register of members. This information must continue to be included in the public register if you cease to hold shares. These statutory obligations are not altered by the *Privacy Amendment (Private Sector) Act 2000* (Cth). Information is collected to administer your shareholding which may not be possible if some or all of the information is not collected.



PROXY FORM
ADEPT SOLUTIONS LIMITED
ACN 104 757 914

Name and address of member or joint members

Section A: Appointment of proxy

I/We, being a member/s of Adept Solutions Limited and entitled to attend and vote, appoint

Full name of individual or body corporate proxy (please print)

or if that person fails to attend or, if no person is named, the Chairman of the Annual General Meeting to attend, act generally and vote as directed below, or, if no directions are given, as the proxy or the Chairman sees fit, at the Annual General Meeting of the Company to be held on Friday, 18 November 2011 at 10.30am (AWST) and at any adjournment.

IMPORTANT NOTE - Appointing the Chairman or a member of key management personnel as your proxy

If you appoint the Chairman of the Annual General Meeting as your proxy (or if the Chairman of the Annual General Meeting is appointed your proxy by default) or another member of key management personnel of the Company, or a closely related party of a member of the key management personnel of the Company, you **must** direct your proxy how to vote on **Resolution 1** in Section B for your vote to be counted.

If you appoint the Chairman of the Annual General Meeting as your proxy (or if the Chairman of the Annual General Meeting is appointed your proxy by default), you can direct the Chairman how to vote on **Resolution 1** by either marking the relevant boxes in Section B or by marking **✗** in this box.

By marking **✗** in this box, you (unless you have indicated a different voting intention in Section B):

- direct the Chairman of the Annual General Meeting to vote in accordance with the Chairman's voting intentions set out below; and
- authorise, in respect of **Resolution 1**, the Chairman to vote in accordance with the Chairman's voting intentions set out below even though **Resolution 1** is connected directly or indirectly with the remuneration of a member of key management personnel of the Company.

Voting intention: The Chairman intends to vote all available proxies in favour of each of the Resolutions, including Resolutions 1 and 9 (inclusive).

Please turn over the page to continue.



Appointing a second proxy

If appointing a second proxy, state the percentage of your voting rights applicable to the proxy appointed by this form.

%

Section B: Voting directions to your proxy – please mark X to indicate your directions

Business

Resolution	For	Against	Abstain*
1. Adoption of Remuneration Report	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
2. Election of Mr Mark Barnaba as a Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
3. Election of Mr John Battley as a Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
4. Election of Mr Bryant Plavsic as a Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
5. Election of Mr John Toms as a Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
6. Election of Mr John Willinge as a Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
7. Ratification of issue of unlisted options to Samoreau Capital Pty Ltd as trustee for the Andrew Burt Family Trust	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
8. Ratification of issue of Shares to Mr John Akehurst	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
9. Amendment to Constitution	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

* If you mark the Abstain box for a particular item of business, you are directing your proxy not to vote on that item on a show of hands or on a poll and your shares will not be counted in computing the required majority on a poll.

Signatures of individual member, joint individual member, attorney or company member

Individual Member or Joint Individual Member 1 or Attorney

Joint Individual Member 2 Director

Joint Individual Member 3 Director/Company secretary (delete one)

Sole director and sole company secretary

[Signature box 1]

[Signature box 2]

[Signature box 3]

Contact name

Contact daytime telephone

_____/_____/_____
Date