

Notice of Annual General Meeting

Notice is given that the Annual General Meeting ('AGM') of shareholders of M2 Telecommunications Group Ltd ('M2' or 'the Company') will be held at the offices of Lander & Rogers Lawyers, Level 12, 600 Bourke Street, Melbourne, at 3.00pm on Friday 28 October 2011.

Business

Consideration of Financial Statements and Reports

1. To receive and consider the Annual Financial Report, Director's Report and Auditor's Report of M2 in respect of the financial year ended 30 June 2011.

Re-election and Election of Directors

To consider, and if thought fit, pass the following resolutions in accordance with the Company's Constitution:

2. To re-elect Mr Craig Farrow, who retires from the office of director by rotation and, being eligible to do so, offers himself for re-election.
3. To re-elect Mr John Hynd, who retires from the office of director by rotation and, being eligible to do so, offers himself for re-election.

Remuneration Report

4. To adopt the 2011 Remuneration Report, as contained in the 2011 Annual Report.

Other Business

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

Explanatory Notes

An explanation of the background and reasons for the proposed resolutions is set out in the Explanatory Notes, including a recommendation by the directors. This Notice of Meeting and the resolutions are to be read in conjunction with the Explanatory Notes, which accompany this Notice of Meeting.

Entitlement to vote at AGM & Voting Rights

The Board has determined that the shareholding of each shareholder for the purposes of ascertaining the voting entitlements for the AGM will be as it appears on the Company's Share Register at **7.00pm** on **Wednesday 26 October 2011**. Each share shall carry one vote.

Proxies

A shareholder has a right to appoint a proxy and that person need not necessarily be a shareholder of M2. Please advise of the appointment of a proxy by lodging your proxy vote online or by using the enclosed Proxy Form and returning it by mail or facsimile.

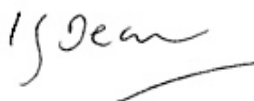
Please note that if you appoint the Chairman as your proxy and do not direct your vote on the Remuneration Report, your vote will be counted in favour of the resolution. All directed votes will be counted as directed.

A shareholder who is 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 you wish to appoint two proxies, please obtain a second proxy form by telephoning Link Market Services.

Please ensure that your proxy instructions are received no later than **3.00pm EST** on **Wednesday 26 October 2011**. They may be lodged:

- via online at www.linkmarketservices.com.au (instructions on how to lodge online can be found on the website)
- via the reply paid envelope;
- by mail to Link Market Services Limited, Locked Bag A14, Sydney South, NSW 1235
- by hand to Link Market Services Limited, Level 12, 680 George Street, Sydney; or
- by fax on + (0) 2 9287 0309

By Order of the Board



Kellie Dean
Company Secretary
19 September 2011

Explanatory Notes

1. Financial Reports

The Financial Report, Directors' Report and Auditor's Report for the financial year ended 30 June 2011 are available in the 2011 Annual Report. This may be accessed on the Company's website at www.m2.com.au. There is no requirement in the Corporations Act 2001 or the Company's Constitution for shareholders to approve the Financial Report, the Directors' Report or the Auditor's Report.

In accordance with the Corporations Act 2001, shareholders will be given a reasonable opportunity at the AGM to ask questions about or make comments on company matters. Shareholders also have the right to ask the auditor, or their representative, questions relevant to the auditor's report and the conduct of the audit.

2. Re-election and Election of Directors

Profiles of the directors offering themselves for re-election and election:

Craig Farrow

B Ec, Dip FS, CPMgr, SA Fin, FCA, FAICD

Mr Farrow is a founding partner of Brentnalls SA, Chartered Accountants and former National Chairman of the Brentnalls National Affiliation of Accounting Firms. He is Deputy President of the Institute of Chartered Accountants in Australia, Chairman of Tonkin Consulting Engineers and AIRR Holdings Limited. In addition, Mr Farrow is a director and Board adviser to several private consulting and trading enterprises across the agribusiness, software and manufacturing sectors. Formerly Chairman of the Institute of Chartered Accountants' Public Practice Advisory Committee, Mr Farrow is also highly awarded, including being a Fellow of the Governor's Leadership Foundation and receiving the Institute of Chartered Accountants 1999 National President's Award for services to the Institute and the profession.

Mr Farrow has been a director of the Company since its incorporation.

The Board recommends the re-election of Mr Craig Farrow.

3. John Hynd LLB, MAICD

Mr Hynd is founding partner of Hynd & Co, a commercial law firm in Adelaide. He has over 30 years experience in commercial transactions, corporate advice, corporate governance, insolvency and property development. A fellow of the Australian Taxation Institute and a former member of the Council of the Law Society of South Australia, Mr Hynd's broad business experience provides M2 with valuable assistance with legal perspectives and strategic planning.

Mr Hynd has been a director of the Company since its incorporation.

The Board recommends the re-election of Mr John Hynd.

4. Remuneration Report

In accordance with the Corporation Act 2001, a resolution that the Remuneration Report be adopted must be put to shareholders at the AGM. Please note, this vote is advisory only and does not bind the directors or the Company. However, the Board will take this vote into consideration when reviewing director and executive remuneration. The Remuneration Report for 2011 can be found in the 2011 Annual Report.

The Board recommends the adoption of the 2011 Remuneration Report.



By mail:
M2 Telecommunications Group Limited
C/- Link Market Services Limited
Locked Bag A14
Sydney South NSW 1235 Australia



By fax: +61 2 9287 0309



All enquiries to: Telephone: 1300 554 474 Overseas: +61 2 8280 4111



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SHAREHOLDER VOTING FORM

I/We being a member(s) of M2 Telecommunications Group Limited and entitled to attend and vote hereby appoint:

STEP 1

APPOINT A PROXY

the Chairman of the Meeting (mark box) OR if you are NOT appointing the Chairman of the Meeting as your proxy, please write the name of the person or body corporate (excluding the registered shareholder) you are appointing as your proxy

or failing the person/body corporate named, or if no person/body corporate is named, the Chairman of the Meeting, as my/our proxy and to vote for me/us on my/our behalf at the Annual General Meeting of the Company to be held at 3:00pm on Friday, 28 October 2011, at the offices of Lander & Rogers Lawyers, Level 12, 600 Bourke Street, Melbourne and at any adjournment or postponement of the meeting. The Chairman of the Meeting intends to vote all available proxies in favour of all resolutions.

Proxies will only be valid and accepted by the Company if they are signed and received no later than 48 hours before the meeting. Please read the voting instructions overleaf before marking any boxes with an

STEP 2

VOTING DIRECTIONS

	For	Against	Abstain*
Resolution 2 To re-elect Mr Craig Farrow as a Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 3 To re-elect Mr John Hynd as a Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 4 To adopt the 2011 Remuneration Report	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

* 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.

Important for Resolution 4 - If the Chairman of the Meeting is your proxy or is appointed as your proxy by default

By marking this box, you are directing the Chairman of the Meeting to vote in accordance with his voting intentions on Resolution 4 as set out above and in the Notice of Meeting. If you do not mark this box, and you have not directed your proxy how to vote on Resolution 4, the Chairman of the Meeting will not cast your votes on Resolution 4 and your votes will not be counted in computing the required majority if a poll is called on this item. If you appoint the Chairman of the Meeting as your proxy you can direct him how to vote by either marking the boxes on any or all of the items in Step 2 above (for example if you wish to vote 'for', 'against' or 'abstain' from voting) or by marking this box (in which case the Chairman of the Meeting will vote in favour of Resolution 4).

The Chairman of the Meeting intends to vote all available proxies in favour of Resolution 4.

I/we direct the Chairman of the Meeting to vote in accordance with his voting intentions on Resolution 4 (except where I/we have indicated a different voting intention above) and acknowledge that the Chairman of the Meeting may exercise my proxy even though Resolution 4 is connected directly or indirectly with the remuneration of a member of the key management personnel and even if the Chairman of the Meeting has an interest in the outcome of that item and that votes cast by him, other than as proxy holder, would be disregarded because of that interest.

STEP 3

SIGNATURE OF SHAREHOLDERS - THIS MUST BE COMPLETED

Shareholder 1 (Individual)

Sole Director and Sole Company Secretary

Joint Shareholder 2 (Individual)

Director/Company Secretary (Delete one)

Joint Shareholder 3 (Individual)

Director

This form should be signed by the shareholder. If a joint holding, either shareholder may sign. If signed by the shareholder's attorney, the power of attorney must have been previously noted by the registry or a certified copy attached to this form. If executed by a company, the form must be executed in accordance with the company's constitution and the Corporations Act 2001 (Cth).



HOW TO COMPLETE THIS PROXY FORM

Your Name and Address

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

Appointment of a Proxy

If you wish to appoint the Chairman of the Meeting as your proxy, mark the box in Step 1. If the person you wish to appoint as your proxy is someone other than the Chairman of the Meeting please write the name of that person in Step 1. 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 shareholder of the company. A proxy may be an individual or a body corporate.

Votes on Items of Business - Proxy Appointment

You may direct your proxy how to vote by placing a mark in one of the boxes opposite each item of business. All your shares 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 shares you wish to vote in the appropriate box or boxes. If you do not mark any of the boxes on the items of business, 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.

Appointment of a Second Proxy

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

To appoint a second proxy you must:

- (a) on each of the first Proxy Form and the second Proxy Form state the percentage of your voting rights or number of shares 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.

Signing Instructions

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

Individual: where the holding is in one name, the holder must sign.

Joint Holding: where the holding is in more than one name, either shareholder may sign.

Power of Attorney: to sign under Power of Attorney, you must lodge the Power of Attorney with the registry. If you have not previously lodged this document for notation, please attach a certified photocopy of the Power of Attorney to this form when you return it.

Companies: where the company has a Sole Director who is also the Sole Company Secretary, this form must be signed by that person. If the company (pursuant to section 204A of the *Corporations Act 2001*) does not have a Company Secretary, a Sole Director can also sign alone. Otherwise this form must be signed by a Director jointly with either another Director or a Company Secretary. Please indicate the office held by signing in the appropriate place.

Corporate Representatives

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

Lodgement of a Proxy Form

This Proxy Form (and any Power of Attorney under which it is signed) must be received at an address given below by **3:00pm on Wednesday, 26 October 2011**, being not later than 48 hours before the commencement of the meeting. Any Proxy Form received after that time will not be valid for the scheduled meeting.

Proxy Forms may be lodged using the reply paid envelope or:



ONLINE

www.linkmarketservices.com.au

Login to the Link website using the holding details as shown on the proxy form. Select 'Voting' and follow the prompts to lodge your vote. To use the online lodgement facility, shareholders will need their "Holder Identifier" (Securityholder Reference Number (SRN) or Holder Identification Number (HIN) as shown on the front of the proxy form).



by mail:

M2 Telecommunications Group Limited
C/- Link Market Services Limited
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Sydney South NSW 1235
Australia



by fax:

+61 2 9287 0309



by hand:

delivering it to Link Market Services Limited, Level 12, 680 George Street, Sydney NSW 2000.

**If you would like to attend and vote at the Annual General Meeting, please bring this form with you.
This will assist in registering your attendance.**