



carbonconscious

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Level 1, 1 Outridge Crescent Subiaco WA 6008

Carbon Conscious Limited ABN 20 129 035 221

28 October 2008

Name of investor
Address Line 1
Address Line 2
Suburb State Postcode

Dear Shareholder

CARBON CONSCIOUS LIMITED – ANNUAL GENERAL MEETING 2008

In accordance with Section 249HA and 250N of the Corporations Act 2001, notice is hereby given that the Annual General Meeting of Shareholders of Carbon Conscious Limited will be held at The Terrace Room (Ground Floor), Somerset Hotel (formerly The Chifley), 185 St Georges Terrace, Perth, Western Australia on Tuesday, 25 November 2008 at 9.00am (Perth time).

Please find enclosed the following for your perusal and action:

- Notice of Annual General Meeting containing information on the venue, meeting agenda and explanatory statement;
- Annual Report for Carbon Conscious Limited for the year ended 30 June 2008;
- Instructions for completing "Appointment of Proxy" form; and
- Appointment of Proxy form (*to be completed and returned to Carbon Conscious*)

If you have previously opted-in to receive the Notice of Annual General Meeting and Annual Report via electronic means, you will receive an electronic mail advising you on how to download the reports. A hardcopy of the Proxy Form is enclosed for your convenience.

As stated under Section 250RA of the Corporations Act 2001, the Auditors of Carbon Conscious Limited or their nominated representatives will be attending the meeting.

It is important that we receive your vote no later than Friday, 21 November 2008 so that voting results received by proxies can be tallied.

Thank you for your continued support in Carbon Conscious Limited.

Yours sincerely

Carbon Conscious Limited

Matthew Birney
Chairman



carbonconscious

ABN 20 129 035 221

NOTICE OF ANNUAL GENERAL MEETING 2008

TIME: 9.00am WST

DATE: TUESDAY, 25 NOVEMBER 2008

**PLACE: THE TERRACE ROOM (GROUND FLOOR), SOMERSET HOTEL
(formerly THE CHIFLEY), 185 ST GEORGES TERRACE, PERTH,
WESTERN AUSTRALIA**

This Notice of Meeting should be read in its entirety. If Shareholders are in doubt as to how they should vote, they should seek advice from their professional advisers prior to voting.

Should you wish to discuss the matters in this Notice of Meeting please do not hesitate to contact the Company Secretary on (08) 9286 5999.

TIME AND PLACE OF MEETING AND HOW TO VOTE

VENUE

The Annual General Meeting of the Shareholders of Carbon Conscious Limited ('Company') which this Notice of Meeting relates to will be held at 9.00am WST on Tuesday, 25 November 2008 at The Terrace Room (Ground Floor), Somerset Hotel (formerly The Chifley), 185 St Georges Terrace, Perth, Western Australia.

YOUR VOTE IS IMPORTANT

The business of the Annual General Meeting affects your shareholding and your vote is important.

VOTING IN PERSON

To vote in person, attend the Annual General Meeting on the date and at the place set out above and bring the enclosed proxy form with you.

VOTING BY PROXY

To vote by proxy, please complete and sign the proxy form enclosed and either:

- send the proxy form by post to Carbon Conscious Limited, PO Box 1338, Subiaco, Western Australia 6904; or
- send the proxy form by facsimile to the Company on facsimile number (08) 9286 5918.

so that it is received not later than 9.00am WST on Friday, 21 November 2008.

Proxy forms received later than this time will be invalid.

NOTICE OF ANNUAL GENERAL MEETING

Notice is given that the Annual General Meeting of Shareholders of Carbon Conscious Limited will be held at The Terrace Room (Ground Floor), Somerset Hotel (formerly The Chifley), 185 St Georges Terrace, Perth, Western Australia at 9.00am WST on Tuesday, 25 November 2008.

The Explanatory Statement annexed to this Notice of Meeting provides additional information on matters to be considered at the Annual General Meeting. The Explanatory Statement and the Proxy Form are part of this Notice of Meeting.

The Directors have determined pursuant to Regulation 7.11.37 of the Corporations Regulations 2001 (Cth) that the persons eligible to vote at the Annual General Meeting are those who are registered Shareholders at the close of business on Friday, 21 November 2008.

Terms and abbreviations used in this Notice of Meeting and Explanatory Statement are defined in the Glossary.

AGENDA

Reports and Accounts

To receive the financial report of the Company for the year ended 30 June 2008, together with the Directors' report and the Auditor's report.

Resolution 1 – Adoption of Remuneration Report (Non-binding)

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

"That, for the purposes of Section 250R(2) of the Corporations Act and for all other purposes, the Company adopts the Remuneration Report."

Short Explanation: The Corporations Act provides that a resolution that the remuneration report be adopted must be put to vote at a listed company's annual general meeting. The vote on Resolution 1 is advisory only and does not bind the Directors or the Company.

Resolution 2 – Re-election of Directors

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

- "That, Mr Matthew Birney, being a Director, retires in accordance with clause 11.12 of the Constitution and being eligible for re-election, is hereby re-elected as a Director."
- "That, Mr Peter Balsarini, being a Director, retires in accordance with clause 11.12 of the Constitution and being eligible for re-election, is hereby re-elected as a Director."
- "That, Mr Daniel Stevens, being a Director, retires in accordance with clause 11.12 of the Constitution and being eligible for re-election, is hereby re-elected as a Director."
- "That, Mr Richard Collins, being a Director, retires in accordance with clause 11.12 of the Constitution and being eligible for re-election, is hereby re-elected as a Director."

- "That, Mr Michael Shields, being a Director, retires in accordance with clause 11.12 of the Constitution and being eligible for re-election, is hereby re-elected as a Director."
- "That, Mr Nadaisan Logaraj, being a Director, retires in accordance with clause 11.12 of the Constitution and being eligible for re-election, is hereby re-elected as a Director."

Resolution 3 – Issue of Director Options to Mr Peter Balsarini

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

"That, subject to the passing of Resolution 2(b), for the purposes of Listing Rule 10.11 of the ASX Listing Rules, Section 208 of the Corporations Act and for all other purposes, approval is given for the Company to allot and issue 500,000 Director Options at \$0.60 exercisable on or before 8 August 2013 but shall not be vested before 8 August 2011 to Mr Peter Balsarini (or his nominee) on the terms and conditions set out in the Explanatory Statement accompanying this Notice."

Voting Exclusion: For the purposes of ASX Listing Rule 10.11 and section 224 of the Corporations Act, the Company will disregard any votes cast on Resolution 3 by Mr Peter Balsarini and any of his associates. 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 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.

Resolution 4 – Appointment of Auditor

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

"That, for the purposes of section 327B of the Corporations Act and for all other purposes, HLB Mann Judd having been nominated and having consented in writing to act as auditor of the Company, be appointed as auditor of the Company."

DATED: 28 OCTOBER 2008

BY ORDER OF THE BOARD



**PETER BALSARINI
COMPANY SECRETARY
CARBON CONSCIOUS LIMITED**

EXPLANATORY STATEMENT

This Explanatory Statement has been prepared for the information of the Shareholders in connection with the business to be conducted at the Annual General Meeting of Carbon Conscious Limited to be held at The Terrace Room, Somerset Hotel (formerly The Chifley), 185 St Georges Terrace (Ground Floor), Perth, Western Australia at 9.00am WST on Tuesday, 25 November 2008.

The purpose of this Explanatory Statement is to provide information which the Directors believe to be material to Shareholders in deciding whether or not to pass the Resolutions in the Notice of Meeting (of which this Explanatory Statement forms a part).

RESOLUTION 1 – REMUNERATION REPORT (NON-BINDING RESOLUTION)

In accordance with Section 250R(2) of the Corporations Act, the Company must put a resolution that the Remuneration Report be adopted to vote at the Annual General Meeting. The vote on Resolution 1 is advisory only and does not bind the Directors or the Company.

The Remuneration Report includes all of the information required by Section 300A of the Corporations Act, including:

- board policy for determining, or in relation to, the nature and amount (or value, as appropriate) of remuneration of Directors, secretaries and senior managers of the Company;
- discussion of the relationship between such policy and the Company's performance; and
- the prescribed details in relation to the remuneration of each Director and certain executives.

A reasonable opportunity will be provided for discussion of the Remuneration Report at the Annual General Meeting.

RESOLUTION 2 – RE-ELECTION OF DIRECTORS

Clause 11.12 of the Constitution provides that any Director appointed under clause 11.11 of the Constitution holds office until the next annual general meeting of the Company and is then eligible for re-election.

- (a) Mr Matthew Birney seeks re-election as a Director in accordance with clause 11.12 of the Constitution.
- (b) Mr Peter Balsarini seeks re-election as a Director in accordance with clause 11.12 of the Constitution.
- (c) Mr Daniel Stevens seeks re-election as a Director in accordance with clause 11.12 of the Constitution.
- (d) Mr Richard Collins seeks re-election as a Director in accordance with clause 11.12 of the Constitution.
- (e) Mr Michael Shields seeks re-election as a Director in accordance with clause 11.12 of the Constitution.
- (f) Mr Nadaisan Logaraj seeks re-election as a Director in accordance with clause 11.12 of the Constitution.

Details regarding each director are set out in the 2008 Annual Report.

The Directors recommend that Shareholders vote in favour of Resolution 2(a) to (f) in relation to their re-election.

RESOLUTION 3 – ISSUE OF DIRECTOR OPTIONS TO MR PETER BALSARINI

3.1 BACKGROUND

Resolution 3 seeks Shareholder approval for the issue of 500,000 Director Options at \$0.60 exercisable on or before 8 August 2013 but shall not be vested before 8 August 2011 to Mr Peter Balsarini (or his nominee). Mr Peter Balsarini is the Chief Executive Officer and Company Secretary of the Company.

The ASX Listing Rules and the Corporations Act set out a number of regulatory requirements which must be satisfied.

These are summarised on the next section.

3.2 ASX LISTING RULE 10.11

ASX Listing Rule 10.11 requires a listed company to obtain shareholder approval by ordinary resolution prior to the issue of securities (including an option) to a related party of the company.

If Resolution 3 is passed, Director Options will be issued to Mr Peter Balsarini, who is a related party of the Company. Accordingly, approval for the issue of Director Options is required pursuant to ASX Listing Rule 10.11.

Approval pursuant to ASX Listing Rule 7.1 is not required in order to issue the Director Options to Mr Peter Balsarini as approval is being obtained under ASX Listing Rule 10.11. Shareholders should note that the issue of options to Mr Peter Balsarini will not be included in the 15% calculation for the purposes of ASX Listing Rule 7.1.

ASX Listing Rule 10.13 sets out a number of matters which must be included in a notice of meeting proposing an approval under ASX Listing Rule 10.11. For the purposes of ASX Listing Rule 10.13, the following information is provided in relation to Resolution 3:

- (a) the maximum number of Director Options to be issued by the Company is 500,000 to Mr Peter Balsarini;
- (b) the Director Options will be issued not later than one month after the date of the Annual General Meeting (or such later date as permitted by any ASX waiver or modification of the ASX Listing Rules) and it is anticipated that allotment will occur on one date;
- (c) the Director Options will be issued for no cash consideration;
- (d) the Director Options will be issued on the terms and conditions set out in Section 3.5; and
- (e) no funds will be raised from the issue of the Director Options as the purpose of the issue is to give Mr Peter Balsarini an incentive to provide dedicated and ongoing services to the Company.

3.3 SECTION 208 OF THE CORPORATIONS ACT

Under Chapter 2E of the Corporations Act, a public company cannot give a "financial benefit" to a "related party" unless one of the exceptions to the section apply or shareholders have in a general meeting approved the giving of that financial benefit to the related party.

In the current circumstances, the issue of the Director Options to Mr Peter Balsarini constitutes a "financial benefit" as defined in the Corporations Act. Further, Mr Peter Balsarini is a "related party" of the Company as defined under the Corporations Act. Accordingly, the proposed issue of Director Options to Mr Peter Balsarini will

constitute the provision of a financial benefit to a related party of the Company.

It is the view of the Directors that the exceptions under the Corporations Act to the provision of a financial benefit to a related party may not apply in the current circumstances. The Directors have determined to seek Shareholder approval under Section 208 of the Corporations Act to permit the issue of the Director Options to Mr Peter Balsarini.

3.4 SECTIONS 217 TO 227 OF THE CORPORATIONS ACT

Pursuant to Sections 217 to 227 of the Corporations Act, the Company provides the following information to Shareholders in respect of the proposed financial benefit to be given to Mr Peter Balsarini:

- (a) the related party to whom the financial benefit will be given is Mr Peter Balsarini;
- (b) the maximum number of Director Options (being the nature of the financial benefit to be provided) to be issued is 500,000;
- (c) the Directors (other than Mr Peter Balsarini), who do not have a material personal interest in the outcome of Resolution 3, recommend that Shareholders vote in favour of Resolution 3 as they are of the view that the issue of 500,000 Director Options to Mr Peter Balsarini is an appropriate form of remuneration to provide him with an incentive to maximise returns to Shareholders. The Directors (other than Mr Peter Balsarini) considered Mr Peter Balsarini's experience, the market price of the Shares when the resolution was passed by the Board and current market practice when determining the number and exercise price of the Director Options to be issued to Mr Peter Balsarini. Mr Peter Balsarini declined to make a recommendation in relation to Resolution 3 due to the fact that he has a material personal interest in its outcome;
- (d) Mr Peter Balsarini is currently paid \$150,000 (plus statutory superannuation) per annum for his services to the Company;
- (e) Mr Peter Balsarini currently has a interest in 161,250 Shares and 400,000 options to acquire shares at \$0.60 exercisable on or before 31 December 2010;
- (f) if Shareholders approve the issue of Director Options to Mr Peter Balsarini, and all of the Director Options are exercised, the effect will be to dilute the shareholding of existing Shareholders by approximately 1.32% on an undiluted basis and based on the number of Shares on issue as at the date of this Notice. The market price for Shares during the term of the Director Options would normally determine whether or not Mr Peter Balsarini exercises the Director Options. If, at the time any of the Director Options are exercised, the Shares are trading on ASX at a price that is higher than the exercise price of the Director Options, there may be a perceived cost to the Company. The highest, lowest and last trading price of Shares on ASX during the period from the commencement of official quotation on 16 May 2008 and the date of this Notice are as set out below:

	Date	Price
Highest	16 May 2008	\$0.48
Lowest	6 September 2008	\$0.20
Last	8 October 2008	\$0.25

- (g) the ASIC in reviewing documents lodged under section 218 relating to the giving of financial benefits to related parties of public companies requires explanatory information regarding the value of the options proposed to be granted. The value of the Director Options has been calculated using the Black & Scholes pricing model and is set out below; and
- (h) additional information in relation to Resolution 3 is set out throughout this Explanatory Statement. Shareholders should therefore read the Notice and Explanatory Statement in its entirety before making a decision as to how to vote on Resolution 3.

3.5 VALUATION OF THE DIRECTOR OPTIONS

The Director Options have been valued using the Black & Scholes pricing model and based upon the following assumptions:

- (a) the Director Options expire on 8 August 2013 and are exercisable at \$0.60 each;
- (b) a volatility factor of 99.8% based on the historical volatility of alike company's share price;
- (c) a risk free interest rate of 5.65% based on the Commonwealth Government Securities rate as at 29 August 2008;
- (d) the valuation date for the Director Options was 8 October 2008 and the Share price on that date was \$0.25; and

(e) a 30% discount for the lack of negotiability in view of the options not being quoted on the ASX – refer Annexure “A”.

Based on the above, the 500,000 Director Options proposed to be issued to Mr Peter Balsarini pursuant to Resolution 3 have been valued at \$55,960 in aggregate.

3.6 TERMS AND CONDITIONS OF DIRECTOR OPTIONS

Subject to Shareholder approval, the Options will be granted on the terms and conditions set out in Annexure “A” to this Explanatory Statement.

RESOLUTION 9 – APPOINTMENT OF AUDITOR

Under the Corporations Act, the Directors of the Company were required to appoint an auditor at the time of incorporation of the Company. Pursuant to the Corporations Act, the auditor so appointed holds office only until the first annual general meeting of the Company.

The Directors have considered this matter and now recommend that HLB Mann Judd be appointed as auditor of the Company and that Shareholders consider this resolution at the Company's first Annual General Meeting. The Company acknowledges that HLB Mann Judd has consented in writing to being appointed as the Company's auditor.

In accordance with the Corporations Act, Mr Peter Balsarini, a Shareholder and Company Secretary, has nominated HLB Mann Judd to be appointed auditor of the Company. A copy of that nomination is attached to the Notice of Annual General Meeting (Annexure “B”).

GLOSSARY

2008 Annual Report means the Company's annual report including the reports of the Directors and auditor and the financial statements of the Company for the year ended 30 June 2008, which can be downloaded from the Company's website at www.carbonconscious.com.au.

Annual General Meeting means the annual general meeting of the Company to be held on The Terrace Room (Ground Floor), Somerset Hotel (formerly The Chifley), 185 St Georges Terrace, Perth, Western Australia on Tuesday, 25 November 2008.

ASIC means the Australian Securities and Investments Commission.

ASX means Australian Securities Exchange Limited (ASX 008 624 691).

ASX Listing Rules or **Listing Rules** means the Listing Rules of the ASX and any other rules of the ASX which are applicable while the entity is admitted to the Official List of the ASX, each as amended or replaced from time to time, except to the extent of any express written waiver by the ASX.

Board means the board of Directors.

Company or **Carbon Conscious** means Carbon Conscious Limited (ABN 20 129 035 221).

Constitution means the constitution of the Company.

Corporations Act means the Corporations Act 2001 (Cth).

Director means a director of the Company.

Director Option means an option to acquire a Share at an exercise price of \$0.60 cents per Share on or before 8 August 2013 but shall not be vested before 8 August 2011, and otherwise on the terms and conditions set out in Annexure “A” of this Explanatory Statement.

Notice means the Notice of Meeting attached to this Explanatory Statement.

Option means an option to acquire a Share on the terms and conditions set out in Annexure “A” of this Explanatory Statement.

Remuneration Report means that section of the Directors' Report under the heading “Remuneration Report” set out in the 2008 Annual Report.

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

Shareholder means a shareholder of the Company.

WST means Western Standard Time.

ANNEXURE “A”

TERMS AND CONDITIONS OF OPTIONS

The terms and conditions of the Options proposed to be allotted and issued and the subject of proposed Resolutions 2(b) and 3 are as follows:

- (a) Each Option entitles the holder to subscribe for one Share in the capital of the Company at the exercise price of \$0.60 cents per Share.
- (b) Subject to paragraph (c) below, the Options are exercisable at any time after 8 August 2011 and before 5.00pm Perth time 8 August 2013 by completing an Option exercise form and delivering it together with the payment for the number of Shares in respect of which the Options are exercised to the registered office of the Company. Any Options not exercised by that time will lapse.
- (c) For options to vest, Mr Peter Balsarini must be continuously employed until the earliest vesting date set out above.
- (d) An Option Holder may exercise some only of that person's Options, which does not affect that holder's right to exercise the remainder of their Options by the deadline in paragraph (b) above. Options must be exercised in multiples of 100 at a time, unless the Option Holder exercises all Options able to be exercised at that time.
- (e) Subject to the Corporations Act, the ASX Listing Rules and the Company's Constitution, the Options are freely transferable. Application will not be made to ASX for official quotation of the Options.
- (f) All Shares issued upon exercise of the Options will, from the date they are issued, rank pari passu in all respects with the Company's then issued Shares. The Company will apply for official quotation by ASX of all Shares issued upon exercise of the Options.
- (g) Option Holders cannot participate in new issues of capital offered to Shareholders of the Company during the currency of the Options without exercising the Options. However, the Company will ensure that for the purpose of determining entitlements to any such issue, the books closing date will be at least 10 business days after the issue is announced. This will give Option Holders the opportunity to exercise their Options prior to the date for determining entitlements to participate in any such issue.
- (h) Subject to paragraph (h), if the Company makes a bonus share issue, a rights issue or any other similar issue of rights or entitlements, there will be no adjustment to the exercise price, the number of Shares per Option or any other terms of those Options.
- (i) In the event of any reorganisation (including consolidation, subdivision, reduction or return) of the issued capital of the Company prior to 8 August 2013 the rights of Option Holders, including the number of Options or the exercise price of the Options or both will be changed to the extent necessary to comply with the ASX Listing Rules applying to a reorganisation of capital at the time of the reorganisation.
- (j) Option Holders will be sent all communications sent to Shareholders of the Company, but Options do not confer any rights to attend or vote at meetings of Shareholders of the Company. Notice may be given by the Company to Option holders in the manner provided by the Company's Constitution for the giving of notices to Shareholders, and the relevant provisions of the Company's Constitution apply with all necessary modification to notices to Option holders.

ANNEXURE “B”

AUDITOR NOMINATION

28 October 2008

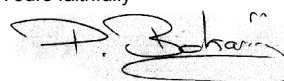
The Directors
Carbon Conscious Limited
1 Outridge Crescent
SUBIACO WA 6008

Dear Sirs

NOMINATION OF AUDITOR

In accordance with the provisions of section 328B of the Corporations Act, I, Peter Balsarini, being a member of Carbon Conscious Limited, hereby nominate HLB Mann Judd for appointment as auditor of Carbon Conscious Limited.

Yours faithfully



Peter Balsarini



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ABN 20 129 035 221

INSTRUCTIONS FOR COMPLETING "APPOINTMENT OF PROXY" FORM

1. A Shareholder entitled to attend and vote at a meeting is entitled to appoint not more than two proxies to attend and vote on their behalf. Where more than one proxy is appointed, such proxy must be allocated a proportion of the Shareholder's voting rights. If the Shareholder appoints two proxies and the appointment does not specify this proportion, each proxy may exercise half the votes. Where more than one proxy is to be appointed or voting intentions cannot be adequately expressed using this form an additional form of proxy is available from the Company or you may copy this form.
2. A duly appointed proxy need not be a Shareholder of the Company. In the case of joint holders, all must sign.
3. Corporate Shareholders should comply with the execution requirements set out on the proxy form or otherwise with the provisions of Section 127 of the Corporations Act. Section 127 of the Corporations Act provides that a company may execute a document without using its common seal if the document is signed by:
 - directors of the company;
 - a director and a company secretary of the company; or
 - for a proprietary company that has a sole director who is also the sole company secretary – that director.

For a company to rely on the assumptions set out in Section 129(5) and (6) of the Corporations Act, a document must appear to have been executed in accordance with Section 127(1) or (2). 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.

4. Completion of a proxy form will not prevent individual Shareholders from attending the meeting in person if they wish. Where a Shareholder completes and lodges a valid proxy form and attends the meeting in person, then the proxy's authority to speak and vote for that shareholder is suspended while the shareholder is present at the meeting.
5. Where a proxy form or form of appointment of corporate representative is lodged and is executed under power of attorney, the power of attorney must be lodged in like manner as this proxy.
6. To vote by proxy, please complete and sign the proxy form enclosed and either:
 - (a) send the proxy form by post to Carbon Conscious Limited, PO Box 1338, Subiaco, Western Australia 6904; or
 - (b) send the proxy form by facsimile to the Company on facsimile number (08) 9286 5918,so that it is received not later than 9.00am WST on Friday, 21 November 2008.

Proxy forms received later than this time will be invalid.

NOTES FOR VOTING

Quorum

The Constitution of the Company provides that 2 members present personally or by representative, attorney or proxy shall be a quorum for a general meeting of the Company.

Resolutions

Each of the ordinary resolutions in the Notice of Meeting would not be passed unless more than 50% of the votes cast by Shareholders entitled to vote on the resolutions are in favour of the resolutions.

Voting

The Directors of the Company have determined that, for the purpose of the meeting, shares will be taken to be held by the persons who are registered as holders as at 5.00pm (Perth time) on Friday, 21 November 2008. Accordingly, transfers registered after this time will be disregarded in determining entitlements to vote at the meeting.



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ABN 20 129 035 221

APPOINTMENT OF PROXY FORM

The Directors
Carbon Conscious Limited
ABN 20 129 035 221

I/We [insert full name of Shareholder]

SRN/HIN: [insert number]

of [insert address]

Shares Held: [insert number]

being a Shareholder of Carbon Conscious Limited entitled to attend and vote at the Annual General Meeting, hereby

Appoint

(insert name of Proxy or office held by Proxy)

or failing the person so named or, if no person is named, the Chair of the Annual General Meeting or the Chair's nominee, as my/our proxy to act generally for me/us and to vote in accordance with the following directions or, if no directions have been given, as the proxy sees fit at the Annual General Meeting to be held at The Terrace Room (Ground Floor), Somerset Hotel (formerly The Chifley), 185 St Georges Terrace, Perth, Western Australia at 9.00am WST on Tuesday, 25 November 2008 and at any adjournment thereof.

If the Chair of the Annual General Meeting is appointed as your proxy, or may be appointed by default, and you do not wish to direct your proxy how to vote as your proxy in respect of a Resolution, please place a mark in the box below. By marking this box, you acknowledge that the Chair may exercise your proxy even if he/she has an interest in the outcome of the Resolutions and that votes cast by the Chair of the meeting for those Resolutions other than as proxy holder will be disregarded because of that interest. Proxies appointing the Chair which do not specify the way in which the proxy is to vote on a particular Resolution will be recorded as voting in favour of the Resolution. If you do not mark this box, and you have not directed your proxy how to vote, the Chair will not cast your votes on the Resolution and your votes will not be counted in calculating the required majority if a poll is called on the Resolution.

VOTING ON BUSINESS OF THE ANNUAL GENERAL MEETING

		FOR	AGAINST	ABSTAIN
Resolution 1	Adoption of Remuneration Report	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 2(a)	Re-election of Mr Matthew Birney	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 2(b)	Re-election of Mr Peter Balsarini	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 2(c)	Re-election of Mr Daniel Stevens	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 2(d)	Re-election of Mr Richard Collins	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 2(e)	Re-election of Mr Michael Shields	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 2(f)	Re-election of Mr Nadaisan Logaraj	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 3	Issue of Director Options to Mr Peter Balsarini	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 4	Appointment of Auditor	<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 that item on a show of hands or on a poll and that your Shares are not to be counted in computing the required majority on a poll.

Signed and dated (*within the box where applicable*):

INDIVIDUAL / JOINT HOLDER 1

JOINT HOLDER 2

JOINT HOLDER 3

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DIRECTOR 1

DIRECTOR 2 / COMPANY SECRETARY

SOLE DIRECTOR & SOLE COMPANY SECRETARY

DATE