

(This form must be sent by surface mail)

SME Securities Application Form

for Allotment of Restricted Unquoted Securities in accordance with ASIC Class Order 02/273, and Australian OTC Bulletin Board Rules.

EXEMPT STATUS

The Applicant (Buyer)	I/We/the undersigned Company (the "Applicant/Buyer"),	
	(name)	(ACN or Reg No)
	(street address)	
	(city, state, code)	
	(country)	(telephone/fax/email)
(relationship to Issuer) none <input type="checkbox"/> consultant <input type="checkbox"/> creditor <input type="checkbox"/> employee <input type="checkbox"/> relative <input type="checkbox"/> executive <input type="checkbox"/> company <input type="checkbox"/> foreign <input type="checkbox"/>		

hereby apply for

Securities	(securities class/type)	(securities quantity/volume)
Price per Share Negotiated	(\$, c - figure)	(dollar words)
Identification	(securities category/identification marks)	
Entitlements	(describe entitlements)	
Other Refs.	(maturity date, etc)	

in the capital of

The Issuer (company)	ACN
Market ID	(market code)

and agree to pay in cash,

Consideration A (total cash paid)	(dollar words)	(currency)	(dollar figure)
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or, agree to pay by cash equivalent (other than cash)

Consideration B (monies value, state terms & conditions, if any)	(details/description)
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and make payment to

Payment (non refundable)	<p>The amount payable is in favor ofto be held in ID.....BSB.....Account</p> <p>(the "Application Account"), whereby the undersigned tender a Cheque/Money Order/Cash in Full/Part Payment/Agreement (delete items not applicable) of the abovementioned securities or to be invoiced/billed, furthermore the undersigned agrees to be bound to the Company Constitution and orders the company to register its name in the company's shareholders register. All monies paid become the title of the company.</p> <p>The Applicant acknowledges receiving and reading a SME Offer & Disclosure Document S.708 <input type="checkbox"/>, or OTC Offer S.715 <input type="checkbox"/>, or Prospectus S.709 <input type="checkbox"/>, or Other <input type="checkbox"/>, released by the Company whereby the Applicant has conducted its own inquiry into matters relating to this Application and has sought/attained legal, financial advice before entering into this agreement. The Applicant states it meets approved status as an Authorised Investor under the Australian Corporations Law, and agrees to be comply with the Issuer/Company Constitution/Articles/Charter.</p>
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YOU WILL BE LEGALLY BOUND TO THIS DOCUMENT 10 DAYS FROM THE DATE HEREIN

Signature/s of Buyer, Individual, Company, Trust.

Signature Date	/ /	Clearance Date	
Endorsement of Applicant/Buyer Trustees to sign in special section.	(Individual) (Director/s) (Secretary)	Trustee/s The Trustee states it holds a current valid Power of Attorney and has received no notice of revocation prior to the date hereof.	seal

Investing in new business carries high risk and is speculative. Information listed on *the Australian Unlisted Capital Market* or provided via the company's market adviser is not intended to be the only information on which you make your investment decisions and is not an offer or invitation to subscribe for or buy securities. It is not a substitute for a prospectus or any other notice which may be required under the Corporations Law (Australia) or any other relevant law. This publication is subject to Class Order [CO 00/192] issued under the Law. You should conduct further enquiries to make sure you get all the detailed information you need to decide whether or not to invest. This may include getting further information such as accounts, a business plan, information about ownership of intellectual property, or expert opinions including valuations or auditor report and checking information which has already been provided to you before you decide to invest in an opportunity by subscribing for or buying securities, you are strongly advised to take appropriate professional advice. There is NO ESTABLISHED MARKET for the restricted securities and a 10 day cooling off period applies to any application forms or contractual agreements. The information provided has been prepared by, or on behalf of the business seeking capital. ASIC, CIR or General Credits has not reviewed or vetted this or any other information to ascertain whether it is reliable or accurate or complete. Additional information is available on subscription only from the company or its Market Adviser. No guarantees. All rights reserved. E. & O.E.

FOOTNOTE: Send ORIGINAL Form to Secur-O-Clear at 12 Market Street, Melbourne, Australia, 3000 or the company.

After the Clearance Date Share certificates will be prepared and sent to the Company for signing and issuance and entry on the company register.

FAX to (613) 9629 2 2 3 3 DO NOT E-MAIL Must contain signature and ID Proof. (Passport/Divers Lic. etc)