

FOR PERSONAL USE ONLY



2008
NOTICE OF
ANNUAL GENERAL MEETING

Clarius Group Limited

ABN 43 002 724 334

2008

NOTICE OF
ANNUAL GENERAL MEETING

To be held at 3 p.m. on
Tuesday, 28 October 2008,
at Level 3, The Establishment,
252 George Street,
Sydney NSW 2000

Registered Office:
Level 5
255 George Street
GPO Box 4231
SYDNEY NSW 2001
Telephone: (02) 9252 1933
Facsimile: (02) 9252 0188

Notice of Meeting

The Annual General Meeting ("the Meeting") of Clarius Group Limited ("the Company") will be held at Level 3, The Establishment, 252 George Street, Sydney NSW, 2000 on Tuesday 28 October 2008 at 3 p.m.

Ordinary Business

Consideration of Financial Report

To consider the Financial Report and the reports of the Directors and Auditor for the year ended 30 June 2008.

No resolution is required to be considered by Members under the Corporations Act or the Company's Constitution.

Remuneration Report

Resolution 1: Remuneration Report (non-binding)

To consider and put to a non-binding vote the following resolution:

"That the Remuneration Report required by section 300A of the Corporations Act, as contained in the Directors' Report of the Company, for the year ended 30 June 2008 be adopted, details of which are set out in the explanatory notes to resolution 1 in the notice of meeting."

Re-Election of Directors and other Resolutions

Resolution 2: Re-Election of Penelope Morris

To consider, and if thought fit, pass the following ordinary resolution:

"That Ms Penelope Morris, who retires by rotation in accordance with Clause 6.3 of the Company's Constitution and being eligible, offers herself for re-election, be re-elected as a Director of the Company, details of which are set out in the explanatory notes to resolution 2 in the notice of meeting."

Resolution 3: Re-Election of Lawrence Gibbs

To consider, and if thought fit, pass the following ordinary resolution:

"That Mr Lawrence Gibbs, who retires by rotation in accordance with Clause 6.3 of the Company's Constitution and being eligible, offers himself for re-election, be re-elected as a Director of the Company, details of which are set out in the explanatory notes to resolution 3 in the notice of meeting."

Special Business

– Ordinary Resolutions:

Resolution 4: Ratification of Issue of Ordinary Shares Pursuant to ASX Listing Rule 7.4

To consider, and if thought fit pass, the following resolution:

"That, in accordance with ASX Listing Rule 7.4, the Company ratifies and approves for the purposes of ASX Listing Rule 7.1, the issue of 185,654 fully paid ordinary shares in the capital of the Company, to Southside Technical Services Pty Ltd, details of which are set out in the explanatory notes to resolution 4 in the notice of meeting."

Resolution 5: Ratification of Issue of Ordinary Shares Pursuant to ASX Listing Rule 7.4

To consider, and if thought fit pass, the following resolution:

"That, in accordance with ASX Listing Rule 7.4, the Company ratifies and approves for the purposes of ASX Listing Rule 7.1, the issue of 442,670 fully paid ordinary shares in the capital of the Company, to vendors of EL Consult, details of which are set out in the explanatory notes to resolution 5 in the notice of meeting."

Dated 23 September 2008

BY ORDER OF THE BOARD



N J V Geddes
Company Secretary

Voting Exclusion Statements

In accordance with Australian Securities Exchange Listing Rule 7.3.8, the Company makes the following statement:

The Company will disregard any votes cast on:

Resolution 4:

by Southside Technical Services Pty Ltd or any associate of that Company (within the meaning of the Corporation Act 2001).

Resolution 5:

by EL Consult or any associated company (within the meaning of the Corporation Act 2001).

However, the entity 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.

General Notes

1. A Member entitled to attend and vote at the Meeting is entitled to appoint a proxy to attend and vote on the Member's behalf. If the Member is entitled to cast two or more votes at the meeting, the Member may appoint not more than two proxies to attend and vote on the Member's behalf.
2. If a Member appoints two proxies, each proxy should be appointed to represent a specified proportion or number of the Member's votes. In the absence of such a specification, each proxy will be entitled to exercise half the votes.
3. A proxy need not be a Member of the Company.
4. To appoint a proxy (or two proxies), a proxy form must be signed by the Member or the Member's attorney duly authorised in writing. If the Member is a corporation, the proxy form must be signed either under the corporation's common seal (if any) or under the hand of its attorney or officer duly authorised.
5. To be effective, a proxy form (and, if it is signed by an attorney, the authority under which it is signed or a certified copy of the authority) must be received by the Company not later than 48 hours prior to the Meeting. Proxy forms and authorities may be sent to the Company by post, personal delivery or fax:

Clarius Group Limited
C/- Registries Limited

Street address:
Level 7, 207 Kent Street, Sydney NSW 2000
Mailing address: GPO Box 3993, Sydney NSW 2001
Fax: 1300 653 459 (within Australia)
Fax: + 61 2 9279 0664 (outside Australia)

provided that Members who forward their proxy forms by fax are required to make available the original executed form of the proxy for production, if called upon at the meeting to do so.

6. A body corporate may appoint an individual as its representative to exercise any of the powers the body may exercise at meetings of a 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.
7. For the purposes of the Annual General Meeting, persons on the register of Members as at close of business on Friday 24 October 2008 will be treated as Members. This means that if you are not the registered holder of a relevant share at that time you will not be entitled to vote in respect of that share.

Explanatory Notes

Resolution 1: Adoption of the Remuneration Report

Consistent with section 250R of the Corporations Act, the Company submits to shareholders for consideration and adoption by way of a non-binding resolution its Remuneration Report for the year ended 30 June 2008. At the meeting there will be a reasonable opportunity for discussion of the report.

The Remuneration Report is a distinct section of the annual Director's Report which deals with the remuneration of Directors and Executives (which includes Senior Management) of the Company. The Remuneration Report can be located in the Company's Annual Report on pages 23-27.

Resolution 2: Re-Election of Penelope Morris

Ms Morris has served on the Board since 2005.

Details of Ms Morris' background and experience are set out in the Annual Report on page 19.

The Board supports the re-election of Ms Penelope Morris.

Resolution 3: Re-Election of Lawrence Gibbs

Mr Gibbs has served on the Board since 2001.

Details of Mr Gibbs' background and experience are set out in the Annual Report on page 18.

The Board supports the re-election of Mr Lawrence Gibbs.

Resolution 4: Ratification of Issue of Ordinary Shares Pursuant to ASX Listing Rule 7.4

On 17 December 2007 as a result of the acquisition of the business of SouthTech Personnel Pty Ltd, the Company issued 185,654 ordinary shares at \$2.37 per share to Southside Technical Services Pty Ltd. The issued securities rank equally in all respects with the shares already on issue.

Please note that the following explanation as to the laws and purpose of this resolution also relates to Resolution 5.

ASX Listing Rule 7.1 imposes a cap on the number of shares that a company may issue within a 12 month period without Shareholder approval. The cap is 15% of the Company's capital at the beginning of the 12 month period. ASX Listing Rule 7.4 provides that an issue of equity securities made without Shareholder approval under Listing Rule 7.1 is treated as having been made with Shareholder approval for the purposes of Listing Rule 7.1 if the holders of ordinary securities subsequently approve it, and the issue did not breach Listing Rule 7.1. The issue of the aforementioned shares did not breach any Listing Rules.

In order to restore the Company's 15% placement capacity, it is proposed that the Members ratify the aforementioned issue of ordinary shares. Ratification provides the Company with flexibility in capital management and allows the Company to make further acquisitions if the opportunities arise.

Resolution 5 Ratification of Issue of Ordinary Shares Pursuant to ASX Listing Rule 7.4

On 30 May 2008 as a result of the completion of the earn out of EL Consult, the Company issued 442,670 ordinary shares at \$1.839 per share to the vendors listed below. The issued securities rank equally in all respects with the shares already on issue save for a trading lock subject until 14 April 2009.

Please see the explanation above as to the laws and purpose of this resolution in the explanation of Resolution 4.

Person to whom Shares were Issued	Number of Shares	Purpose/Use of Funds
NLP / Alfred John Chown	196,936	Completion of the earn out
Grant Montgomery	68,966	Completion of the earn out
Emily Foo	39,939	Completion of the earn out
Montpellier / Christian	110,307	Completion of the earn out
KC Gan	17,036	Completion of the earn out
Llewellyn & Associates Pty Ltd (Richard Llewellyn)	5,217	Completion of the earn out
Llewellyn & Associates Pty Ltd (John Arundell)	4,239	Completion of the earn out

Proxy Form

Clarius Group Limited

ABN 43 002 724 334

Annual General Meeting
Proxy Form

All correspondence to:
Registries Limited
GPO Box 3993, Sydney NSW 2001
Enquiries : +61 2 9290 9600
Facsimile : +61 2 9279 0664
www.registries.com.au
registries@registries.com.au

Mark this box with an 'X' if you are Issuer Sponsored and want to make any changes to your address details (see the following instructions.)

Appointment of Proxy

If appointing a proxy to attend the Annual General Meeting on your behalf please complete the form and submit it in accordance with the directions on the following page.

I/We being a shareholder/shareholders of Clarius Group Limited pursuant to my/our right to appoint not more than two proxies, appoint

The Chairman of the Meeting (mark with an "X") **OR** Write here the name of the person you are appointing if this person **is someone other than** the Chairman of the Meeting.
or failing him/her Write here the name of the other person you are appointing.

or failing him/her, (or if no proxy is specified above) the Chairman of the Meeting, as my/our proxy to vote for me/us and on my/our behalf at the Annual General Meeting to be held at **Level 3, The Establishment, 252 George Street, Sydney NSW on Tuesday, 28 October 2008 at 3 p.m.** and at any adjournment of that Meeting.

This proxy is to be used in respect of _____% of the ordinary shares I/we hold.

If the Chair of the 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. By marking this box, you acknowledge that the Chair of the meeting may exercise your proxy even if he has an interest in the outcome of the resolution/s 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. 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. The chair intends to vote 100% of all open proxies in favour of all resolutions.

Voting directions to your proxy – please mark to indicate your directions

Resolution	For	Against	Abstain*
1. Adopt Remuneration Report	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
2. Re-Election of Penelope Morris	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
3. Re-Election of Lawrence Gibbs	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
4. Ratification of Share Issues	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
5. Ratification of Share Issues	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
6. Issue of Options to Managing Director	<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.

Please Sign Here

This section must be signed in accordance with the instructions overleaf to enable your directions to be implemented.
Executed in accordance with section 127 of the Corporations Act:

Individual or Shareholder 1 Joint Shareholder 2 Joint Shareholder 3
Sole Director & Sole Company Secretary Director Director / Company Secretary

Date this _____ day of _____ 2008

Contact Name Contact Business Telephone/Mobile

INSTRUCTIONS FOR COMPLETING PROXY FORM

1. Your pre-printed name and address is as it appears on the share register of Clarius Group Limited. If you are Issuer Sponsored and this information is incorrect, please mark the box at the top of the Proxy Form and make the correction on the form. Securityholders sponsored by a broker on the CHESS subregister should advise their broker of any changes. Please note that you cannot change ownership of your securities using this form.
2. Completion of a Proxy Form will not prevent individual shareholders from attending the Annual General Meeting in person if they wish. Where a shareholder completes and lodges a valid Proxy Form and attends the Annual General Meeting in person, then the proxy's authority to speak and vote for that shareholder is suspended while the shareholder is present at the Annual General Meeting.
3. A shareholder of the Company entitled to attend and vote is entitled to appoint not more than two proxies. Where more than one proxy is appointed, each proxy must be appointed to represent a specified proportion of the shareholder's voting rights. If the shareholder appoints two proxies and the appointment do not specify this proportion, each proxy may exercise half of the votes.
4. A proxy need not be a shareholder of the Company.
5. 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.
6. If a representative of a company shareholder is to attend the meeting, a properly executed original (or certified copy) of the appropriate "Certificate of Appointment of Corporate Representative" should be produced for admission to the Annual General Meeting. Previously lodged "Certificates of Appointment of Corporate Representative" will be disregarded by the Company.
7. If a representative as Power of Attorney of a shareholder is to attend the meeting, a properly executed original (or certified copy) of an appropriate Power of Attorney should be produced for admission to the Annual General Meeting. Previously lodged Powers of Attorney will be disregarded by the Company.

8. 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, all of the shareholders should sign.
- Power of Attorney: If you are signing under a Power of Attorney, you must lodge an original or certified photocopy of the appropriate Power of Attorney with your completed Proxy Form.
- 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 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.

9. Lodgement of a Proxy

This Proxy Form (and any Power of Attorney under which it is signed) must be received at either of the addresses below, or at the fax number below, not later than 3 p.m. on Sunday, 26 October 2008 (48 hours before the commencement of the meeting). Any Proxy Form received after that time will not be valid for the scheduled meeting.

Hand deliveries: Registries Limited
Level 7
207 Kent Street
Sydney NSW 2000

Postal address: Registries Limited
GPO Box 399
Sydney NSW 2001

Fax number: (02) 9279 0664

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