



**ECO QUEST LIMITED
ACN 104 037 372
NOTICE OF ANNUAL GENERAL MEETING**

**The Annual General Meeting will be held in the John de Baun Room,
The Melbourne Hotel, 942 Hay Street, Perth, Western Australia on
Tuesday, 22 November 2011 at 2.00 pm (WST).**

**Shareholders are urged to attend or vote by lodging the Proxy Form
attached to this Notice.**

***This Notice of Annual General 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 Annual
General Meeting please do not hesitate to contact the Company
Secretary on (+61 8) 9481 1535.***

ECO QUEST LIMITED
ACN 104 037 372
NOTICE OF ANNUAL GENERAL MEETING

Notice is hereby given that the Annual General Meeting of shareholders of Eco Quest Limited ("**Company**") will be held in the John de Baun Room, The Melbourne Hotel, 942 Hay Street, Perth, Western Australia on Tuesday, 22 November 2011 at 2.00 pm (WST) ("Meeting").

The Explanatory Memorandum to this Notice provides additional information on matters to be considered at the Meeting. The Explanatory Memorandum and the Proxy Form form part of this Notice.

Terms and abbreviations used in this Notice and the Explanatory Memorandum are defined in Schedule 1.

AGENDA

Financial, Directors' and Auditor's Reports

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

1. Resolution 1 – Remuneration Report

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

"To adopt the Remuneration Report for the financial year ended 30 June 2011."

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

- (a) a member of the Key Management Personnel, details of whose remuneration are included in the Remuneration Report; or
 - (b) a Closely Related Party of such a member,
- unless:
- (c) the person does so as a proxy appointed in writing that specifies how the proxy is to vote on Resolution 1; and
 - (d) the vote is not cast on behalf of a person described in subparagraphs (a) or (b) above.
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2. Resolution 2 – Election of Ms Gina Ferro

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

"That, in accordance with Clause 12.17 of the Constitution and for all other purposes, Ms Gina Ferro, a Director who was appointed on 6 June 2011, retires, and being eligible, offers herself for re-election, is re-elected as a Director."

3. Resolution 3 – Re-election of Ms Sylvia Tulloch

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

"That, in accordance with Listing Rule 14.4 and Clause 12.11 of the Constitution and for all other purposes, Ms Sylvia Tulloch, a Director who retires by rotation, and being eligible, offers herself for re-election, is re-elected as a Director."

4. Resolution 4 – Issue of Options to Pegasus Securities

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

"That, for the purposes of Listing Rule 7.1 and for all other purposes, approval is given for the Company to allot and issue 1,540,000 Options to Pegasus Securities on the terms and conditions specified in Schedule 4 and otherwise as set out in the Explanatory Memorandum."

Voting Exclusion: For the purposes of Listing Rule 7.3.8, the Company will disregard any votes cast on this Resolution 4 by Pegasus Securities or any of its Associates. However, the Company need not disregard a vote if it is cast by a person as a proxy for a person who is entitled to vote, in accordance with the directions on the Proxy Form or it is cast by the Chairperson as proxy for a person who is entitled to vote, in accordance with the directions on the Proxy Form as the proxy decides.

5. Resolution 5 – Ratification of Share Issue

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

"That, for the purpose of Listing Rule 7.4 and for all other purposes, Shareholder approval is given to ratify the prior issue of 3,333,333 Shares at an issue price of \$0.03 per Share pursuant to a placement of Shares on 14 September 2011 on the terms and conditions set out in the Explanatory Memorandum."

Voting Exclusion: The Company will disregard any votes cast on this Resolution 5 by any person who participated in the issue the subject of this Resolution 5, and any Associate of those persons. However, the Company need not disregard a vote if it is cast by a person as a 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 the directions on the Proxy Form as the proxy decides.

PROXIES

1. A member who is unable to attend and vote at the Annual General Meeting may appoint a proxy by completing and returning the attached Proxy Form in the manner provided below. The proxy need not be a member of the Company.
2. 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, but where the proportion or number is not specified, each proxy may exercise half of the votes.
3. Forms to appoint proxies, and the Power of Attorney (if any) under which they are signed, must be lodged with the Company not less than 48 hours before the time of the Annual General Meeting:
 - By hand: Eco Quest Limited
1/66 Mill Point Road
South Perth WA 6151
 - By mail: Eco Quest Limited
PO Box 1221
South Perth WA 6951
 - By facsimile: +61 8 9277 7472

Proxy Forms must be returned by 2.00 pm WST on Sunday, 20 November 2011 to be effective.
Proxy Forms received later than this time will be invalid.
4. An instrument appointing a proxy:
 - (a) shall be in writing under the hand of the appointor or of his attorney, or if the appointor is a corporation, either under seal or under the hand of a duly authorised officer or attorney;
 - (b) may specify the manner in which the proxy is to vote in respect of a particular resolution and, where an instrument of proxy so provides, the proxy is not entitled to vote on the resolution except as specified in the instrument;
 - (c) shall be deemed to confer authority to demand or join in demanding a poll; and
 - (d) shall be in such form as the Directors determine and which complies with Section 250A of the Corporations Act and the Listing Rules.
5. Importantly, if a Shareholder appoints the Chairperson or another member of the Key Management Personnel as their proxy (or a Closely Related Party of Key Management Personnel), that Shareholder must make a direction on how to vote in respect of Resolution 1 (Remuneration Report), otherwise the proxy will not be entitled to vote in respect of that Resolution. Please see the Proxy Form for further information.

CORPORATE REPRESENTATIVES

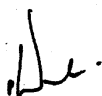
Any corporate member who has appointed a person to act as its corporate representative at the Annual General Meeting should provide that person with a certificate or letter executed in accordance with the Corporations Act authorising him or her to act as that company's representative. The authority is to be sent to the Company's registered office in advance of the Annual General Meeting or handed in at the Annual General Meeting, when registering as a corporate representative.

ATTENDANCE AND VOTING ELIGIBILITY

For the purpose of regulations 7.11.37 and 7.11.38 of the *Corporations Regulations 2001* (Cth), the Board has determined that a person's entitlement to vote at the Annual General Meeting will be the entitlement of that person set out in the Register of Shareholders as at Sunday, 20 November 2011 at 5.00pm (WST). Accordingly, transactions registered after that time will be disregarded in determining Shareholder's entitlement to attend and vote at the Annual General Meeting.

Dated 21 October 2011

By Order of the Board



Peter Webse
Company Secretary

ECO QUEST LIMITED
ACN 104 037 372
EXPLANATORY MEMORANDUM

Introduction

This Explanatory Memorandum has been prepared for the information of the Shareholders in connection with the business to be conducted at the Annual General Meeting ("Meeting") to be held in the John de Baun Room, The Melbourne Hotel, 942 Hay Street, Perth, Western Australia on Tuesday, 22 November 2011 at 2.00 pm (WST).

The purpose of this Explanatory Memorandum 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.

Financial, Directors' and Auditor's Report

The Corporations Act requires the Company to lay its Financial Report, Directors' Report, Remuneration Report and Auditor's Report for the last financial year before the Annual General Meeting.

No resolution is required, but shareholders will be given the opportunity to ask questions and to make comments on the reports and the management and performance of the Company.

As required under section 250PA of the Corporations Act, at the Annual General Meeting, the Company will make available those questions directed to the auditor and received by the Company by 15 November 2011, being questions which the auditor considers relevant to the content of the Independent Auditor's Report or the conduct of the audit of the Financial Report. Every endeavour will be made during the Annual General Meeting to answer questions submitted by Shareholders. However, depending upon the number and types of questions received, it may not be possible to respond to every submitted question, either at or after the Annual General Meeting.

To enable Shareholders who cannot attend the Annual General Meeting to raise issues and to assist the Board and the auditor of the Company in responding to questions, please submit in writing to the Company any questions you may have so that they are received by the Company no later than 15 November 2011.

The Company's 2011 Annual Report is available on the Company's website at www.ecoquest.com.au.

1. Resolution 1 – Adoption of Remuneration Report (Non-Binding)

1.1 General

The Corporations Act requires that at a listed company's annual general meeting, a resolution that the Remuneration Report be adopted must be put to the Shareholders. However, Section 250R(3) of the Corporations Act expressly provides such a resolution is advisory only and does not bind the Directors or the Company.

The Remuneration Report sets out the Company's remuneration arrangements for the Directors and senior management of the Company. The Remuneration Report is part of the Directors' Report contained in the annual financial report of the Company for the financial year ended 30 June 2011.

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

1.2 Spill Resolution

From 1 July 2011, the Corporations Act has been amended so that if the resolution to approve the Remuneration Report receives "no" votes of 25% or more at two successive annual general meetings of the Company, the Shareholders will be required to vote at the second of those annual general meetings on a resolution ("spill resolution") that another general meeting be held within 90 days at which all of the Directors (except the Managing Director) must stand for re-election.

1.3 Proxy Restrictions

The recent amendments to the Corporations Act have also included new restrictions on the Chairperson, Key Management Personnel and any Closely Related Parties of them from voting on a Remuneration Report.

If you elect to appoint the Chairperson, any Key Management Person or any Closely Related Party as your proxy to vote on this Resolution 1, you must direct that proxy how they are to vote. If you do not direct the Chairperson, Key Management Person or Closely Related Party how to vote as your proxy on this Resolution 1, they will be prohibited from exercising your vote and your vote will not be counted in relation to this Resolution.

2. Resolution 2 – Election of Ms Gina Ferro

2.1 General

Clause 12.16 of the Constitution allows the Directors to appoint at any time a person to be a Director as an addition to the existing Directors, but only where the total number of Directors does not at any time exceed the maximum number specified by the Constitution.

Any Director so appointed holds office only until the next following annual general meeting and is then eligible for re-election.

Accordingly, Ms Gina Ferro, who was appointed on 6 June 2011, retires in accordance with clause 12.17 of the Constitution and being eligible seeks re-election.

2.2 Background – Ms Gina Ferro

Gina brings to Eco Quest extensive experience in finance and business administration, and will help the company review and manage its costs and operational systems in addition to supporting compliance requirements. She is a principal of Amadelphous AO Limited, with which Eco Quest has a Corporate Advisory Agreement.

Her career has included appointments as Vice President of Administration & Operations at Atherstone Capital (HK) Ltd and Vice President & Operations Officer of the Settlements division of Debtraders Ltd.

Gina has also worked with a number of commercial Asian banks including the Dao Heng Bank, RCBC International Finance and the Philippine Commercial International Bank. Gina holds a Bachelor of Science in Business Administration majoring in Finance in addition to a number of specialist practising certificates from the Hong Kong Securities Institute.

2.3 Directors' Recommendations

The Board unanimously supports the election of Ms Gina Ferro as a Director.

3. Resolution 3 – Re-election of Ms Sylvia Tulloch

3.1 General

In accordance with Listing Rule 14.4 and clause 12.11 of the Constitution, at every annual general meeting, one third of the Directors (or the number nearest one-third) must retire by rotation and are eligible for re-election. The Directors to retire are those who have been in office for 3 years since their appointment or last re-appointment or who have been longest in office since their appointment or last re-appointment, or, if the Directors have been in office for an equal length of time, by lot or agreement.

The requirements for a Director to retire do not apply to a Managing Director (but if there is more than one Managing Director, only one is exempt from retirement).

The Company currently has three Directors (excluding the Managing Director) and accordingly one must retire.

Clause 12.13 of the Constitution provides that a Director who retires under clause 12.11 of the Constitution is eligible for re-election. Accordingly, Ms Sylvia Tulloch retires by rotation and now seeks re-election.

3.2 Background – Ms Sylvia Tulloch

Sylvia has been a Board member since September 2009 and Non-Executive Chairman since June 2010. She is a materials scientist with over twenty seven years experience in the establishment and management of high technology businesses, and a particular interest in the commercialisation process and clean technology.

She is experienced in the demands of public company governance, fund raising and investor relations, was the founding Managing Director of Dyesol Limited and a founding Director of Sustainable Technologies Australia Limited.

Sylvia has been active in government liaison, both at company and industry levels. She was formerly President of the Sustainable Energy Industries Association of Australia, Chair of the Renewable Energy Action Agenda Implementation Group and on the committee guiding the Australian Renewable Energy Technology Roadmap, and a Director of the Australian Business Council for Sustainable Energy. She is currently a member of the Future Manufacturing Industries Innovation Council, which advises the Australian Minister for Industry. Sylvia is the named inventor of several patents.

3.3 Directors' Recommendations

The Board unanimously supports the re-election of Ms Sylvia Tulloch as a Director.

4. Resolution 4 – Issue of Options to Pegasus Securities

4.1 General

Resolution 4 seeks Shareholder approval to allot and issue 1,540,000 Options to Pegasus Securities, exercisable on or before 31 December 2013 at an exercise price of \$0.20 each on the terms and conditions set out in Schedule 2. These Options are to be issued as part consideration for the services provided under the terms of the Engagement Agreement entered into on 3 February 2011 for the provision of a research report, capital raising and advisory services to the Company.

ASX Listing Rule 7.1 provides that a company must not, subject to specified exceptions, issue or agree to issue during any 12 month period any equity securities, or other securities with rights to conversion to equity (such as an Option), if the number of those securities exceeds 15% of the number of securities in the same class on issue at the commencement of that 12 month period.

The effect of Resolution 4 will be to allow the Company to issue the Options to Pegasus Securities without using the Company's 15% placement capacity.

The Board recommends that Shareholders vote in favour of Resolution 4.

4.2 Information Required by ASX Listing Rule 7.3

Listing Rule 7.3 requires that the following information be provided to Shareholders for the purposes of obtaining Shareholder approval pursuant to Listing Rule 7.1:

- (a) the maximum number of Options to be granted is 1,540,000;
- (b) the Options will be issued as soon as possible following the date of the Meeting and in any event, no later than 3 months after the Meeting (or such later date as permitted by any ASX waiver of the Listing Rules);
- (c) the issue price of the Options will be nil;
- (d) the Options are not being issued for cash consideration but rather are being issued as consideration for services provided to the Company by Pegasus Securities as outlined in section 4.1 above;
- (e) the Options will be granted to Pegasus Securities, which is not a related party of the Company;
- (f) the Options are exercisable at \$0.20 each on or before 31 December 2013 and otherwise subject to the terms and conditions set out in Schedule 2;
- (g) there are no funds to be raised by the issue of the Options. If the Options are exercised, any funds raised will be applied to the general working capital requirements of the Company at that time; and

- (h) the Options will be issued and allotted on a date which will be no later than 5 business days from the date of the Meeting and it is anticipated that the allotment of the Options will occur on the one date.

5. Resolution 5 – Ratification of Share Issue

5.1 General

On 14 September 2011, the Company announced the placement of 3,333,333 Shares at \$0.03 each to raise \$100,000 (“**Share Placement**”).

Resolution 5 seeks Shareholder approval pursuant to Listing Rule 7.4 for the ratification of the prior issue of the 3,333,333 Shares.

ASX Listing Rule 7.1 provides that a company must not, subject to specified exceptions, issue or agree to issue during any 12 month period any equity securities, or other securities with rights to conversion to equity (such as an option), if the number of those securities exceeds 15% of the number of securities in the same class on issue at the commencement of that 12 month period.

ASX Listing Rule 7.4 provides that an issue of securities by a company 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 shareholders subsequently approve it.

Accordingly, the Company is seeking approval for, and ratification of, the issue of the securities under the Share Placement in accordance with Listing Rule 7.4.

By ratifying this issue, the Company will retain the flexibility to issue equity securities in the future up to the 15% annual placement capacity set out in ASX Listing Rule 7.1 without the requirement to obtain prior Shareholder approval.

5.2 Information required by Listing Rule 7.5

Listing Rule 7.5 requires that the following information be provided to Shareholders for the purposes of obtaining Shareholder approval pursuant to Listing Rule 7.4:

- (a) on 14 September 2011, 3,333,333 Shares were allotted and issued;
- (b) the issue price was 3 cents per Share;
- (c) the Shares issued pursuant to the Share Placement are fully paid ordinary shares in the capital of the Company and rank equally in all respects with the existing fully paid ordinary shares on issue;
- (d) the Shares were issued to investors as either sophisticated or professional investors under sections 708(8) and 708(11) of the Corporations Act and who are not related parties to the Company; and
- (e) the funds raised by the Share Placement were directed towards production of the Company’s “Little Takas” range of products and for general working capital requirements of the Company.

Schedule 1 - Definitions

In this Explanatory Memorandum, Notice and Proxy Form:

"Annual General Meeting" or **"Meeting"** means the Annual General Meeting of the Company the subject of this Notice of Meeting.

"Associate" has the meaning given under Sections 10 to 17 of the Corporations Act, as the context requires.

"Auditor's Report" means the auditor's report in the Financial Report.

"ASX" means ASX Limited (ABN 98 008 624 691).

"Board" means the board of Directors.

"Chairperson" means the chairperson of the Annual General Meeting.

"Closely Related Party" means a closely related party of a member of Key Management Personnel as defined in Section 9 of the Corporations Act, being

- (a) a spouse or child of the member;
- (b) a child that member's spouse;
- (c) a dependant of that member or of that member's spouse;
- (d) anyone else who is one of that member's family and may be expected to influence that member, or be influenced by that member, in that member's dealings with the Company;
- (e) a company that is controlled by that member; or
- (f) any other person prescribed by the regulations.

"Company" means Eco Quest Limited ACN 104 037 372.

"Constitution" means the constitution of the Company.

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

"Director" means a director of the Company.

"Directors' Report" means the annual directors' report for the Company and its controlled entities prepared under Chapter 2M of the Corporations Act.

"Explanatory Memorandum" means the explanatory memorandum to the Notice.

"Financial Report" means the 2011 annual financial report of the Company prepared under Chapter 2M of the Corporations Act.

"Listing Rules" means the Listing Rules of ASX.

"Key Management Personnel" means the key management personnel of the Company as defined in Section 9 of the Corporations Act and Australian Accounting Standards Board accounting standard 124, being those persons having authority and responsibility for planning, directing and controlling the activities of the Company, directly or indirectly, including any Director (whether executive or otherwise).

"Notice" or **"Notice of Annual General Meeting"** means this notice of annual general meeting accompanying the Explanatory Memorandum.

"Option" means an option to acquire an unissued Share.

"Pegasus Securities" means Pegasus Securities Pty Limited (ACN 124 785 477).

"Proxy Form" means the proxy form attached to the Notice.

"Related Party" means a related party of the Company, as defined by the Corporations Act.

"Remuneration Report" means the remuneration report of the Company contained in the Financial Report.

"Resolution" means a resolution contained in this Notice.

"Schedule" means a schedule to this Notice.

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

"Shareholder" means a shareholder of the Company.

"WST" means Western Standard Time, being the time in Perth, Western Australia.

In this Notice, words importing the singular include the plural and vice versa.

Schedule 2 – Terms and Conditions of Options

(a) **Entitlement**

The Options entitle the holder to subscribe for one (1) Share upon the exercise of each Option. To obtain the right given by each Option, the Option holder must exercise the Option in accordance with the terms and conditions of the Options.

(b) **Expiry Date**

The expiry date of Options is 31 December 2013 (“Expiry Date”).

(c) **Number and Exercise Price of the Options**

1,540,000 Options exercisable at \$0.20 each (“Exercise Price”).

(d) **Exercise Period**

The Options are exercisable at any time prior to the Expiry Date. Options not exercised on or before the Expiry Date will automatically lapse.

(e) **Notice of Exercise**

The Options may be exercised wholly or in part by notice in writing to the Company and payment of the Exercise Price for each Options being exercised. Any notice of exercise of Options received by the Company will be deemed to be a notice of the exercise of those Options as at the date of receipt. A notice of exercise is only effective when the Company has received the full amount of the Exercise Price in cleared funds.

(f) **Shares Issued on Exercise**

Shares issued on exercise of the Options rank equally with the Shares of the Company.

(g) **Quotation of Shares on Exercise**

Application will be made by the Company to ASX for official quotation of the Shares issued upon the exercise of the Options.

(h) **Timing of issue of Shares**

After Options are validly exercised, the Company must as soon as possible:

- (i) issue the Shares; and
- (ii) do all such acts matters and things to obtain
 - (A) the grant of quotation for the Shares on ASX no later than 10 business days from the date of exercise of the Options; and
 - (B) receipt of cleared funds equal to the sum payable on the exercise of the Options.

(i) **Participation in New Issues**

There are no participation rights or entitlements inherent in the Options and holder will not be entitled to participate in new issues of capital offered to Shareholders during the currency of the Options.

However, the Company will ensure that for the purposes of determining entitlements to any such issue, the record date will be at least ten business days after the issue is announced. This will give the holders of Options the opportunity to exercise their Options prior to the date for determining entitlements to participate in any such issue.

(j) **Adjustment for Bonus Issues of Shares**

If the Company makes a bonus issue of Shares or other securities to existing Shareholders (other than an issue in lieu or in satisfaction, of dividends or by way of dividend reinvestment):

- (i) the number of Shares which must be issued on the exercise of a Option will be increased by the number of Shares which the Option holder would have received if the Option holder had exercised the Options before the record date for the bonus issue; and
- (ii) no change will be made to the Exercise Price.

(k) Adjustment for Rights Issue

If the Company makes an issue of Shares pro rata to existing Shareholders (other than an issue in lieu of or in satisfaction of dividends or by way of dividend reinvestment) the Exercise Price of an Incentive Option will be reduced according to the following formula:

$$\text{New exercise price} = O - \frac{E [P - (S+D)]}{N+1}$$

O= the old Exercise Price of the Option.

E= the number of underlying Shares into which one (1) Option is exercisable.

P= average market price per Share weighted by reference to volume of the underlying Shares during the 5 trading days ending on the day before the ex rights date or ex entitlements date.

S= the subscription price of a Share under the pro rata issue.

D= the dividend due but not yet paid on the existing underlying Shares (except those to be issued under the pro rata issue).

N= the number of Shares with rights or entitlements that must be held to receive a right to one (1) new share.

(l) Adjustments for Reorganisation

If there is any reconstruction of the issued share capital of the Company, the rights of the Option holder must be varied to comply with the Listing Rules which apply to the reconstruction at the time of the reconstruction.

(m) Quotation of Options

The Options will be unlisted Options. No application for quotation of the Options will be made by the Company until such time as the Company in its absolute discretion determines otherwise. Should the Company make an application for quotation of the Options and the ASX accepts the application for quotation of the Options then the Options will be listed options from time to time that the ASX accepts such application.

(n) Options not Transferable

The Options are not transferable, except with the prior written consent of the Company.

(o) Lodgement Instructions

Cheques shall be in Australian currency made payable to the Company and crossed "Not Negotiable". The application for shares on exercise of the Options with the appropriate remittance should be lodged at the Company's share registry.

Schedule 3 – Valuation of Options to Pegasus Securities

The Options to be issued to Pegasus Securities pursuant to Resolution 4 have been valued.

Using the theoretical Black & Scholes option model and based on the assumptions set out below, the Incentive Options were ascribed a value, as follows:

Assumptions:	Incentive Options
Valuation date	3 February 2011
Number of Options	1,540,000
Market price of Shares	\$0.076
Exercise price	\$0.20
Expiry date	21 December 2013
Risk free interest rate	5.00%
Volatility	70.00%
Indicative value per Option (rounded up to the nearest whole number)	\$0.01804
Total Value of Options	\$27,779.22

Note: The valuation noted above are not necessarily the market prices that the Options could be traded at and they are not automatically the market prices for taxation purposes.

**PROXY FORM
 APPOINTMENT OF PROXY
 ECO QUEST LIMITED
 ACN 104 037 372**

ANNUAL GENERAL MEETING

I/We

of

being a member of Eco Quest Limited entitled to attend and vote at the Annual General Meeting, hereby

Appoint

Name of proxy

OR the Chairperson as your proxy

or failing the person so named or, if no person is named, the Chairperson, or the Chairperson's nominee, 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 of the Company to be held in the John de Baun Room, The Melbourne Hotel, 942 Hay Street, Perth, Western Australia on Tuesday, 22 November 2011 at 2.00 pm (WST), and at any adjournment thereof.

Important for Resolution 1: If the Chairperson, Key Management Person or a Closely Related Party is your proxy and you have not directed the proxy to vote on Resolution 1 (Remuneration Report), the proxy will be prevented from casting your votes on Resolution 1. If the Chairperson, Key Management Person or Closely Related Party is your proxy, in order for your votes to be counted on Resolution 1, **YOU MUST DIRECT YOUR PROXY HOW TO VOTE ON RESOLUTION 1.**

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 – Election of Director – Ms Gina Ferro	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 3 – Re-election of Director – Ms Sylvia Tulloch	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 4 – Issue of Options to Pegasus Securities	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 5 – Ratification of Share Issue	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

Please note: If you mark the abstain box for a particular Resolution, you are directing your proxy not to vote on that Resolution on a show of hands or on a poll and your votes will not to be counted in computing the required majority on a poll.

Signature of Member(s): _____

Date:

Individual or Member 1

Member 2

Member 3

Sole Director/Company Secretary

Director

Director/Company Secretary

Contact Name: _____ **Contact Ph (daytime):** _____

ECO QUEST LIMITED
ACN 104 037 372

Instructions for Completing 'Appointment of Proxy' Form

1. **(Appointing a Proxy):** A member entitled to attend and vote at an Annual General Meeting is entitled to appoint not more than two proxies to attend and vote on a poll on their behalf. The appointment of a second proxy must be done on a separate copy of the Proxy Form. Where more than one proxy is appointed, such proxy must be allocated a proportion of the member's voting rights. If a member appoints two proxies and the appointment does not specify this proportion, each proxy may exercise half the votes. A duly appointed proxy need not be a member of the Company.
2. **(Direction to Vote):** If a member has appointed the Chairperson, a member of the Key Management Personnel or a Closely Related Party as that member's proxy, that member **MUST DIRECT THE MEMBER'S PROXY HOW TO VOTE ON RESOLUTION 1 (REMUNERATION REPORT)**. If the member does not direct a proxy that is the Chairperson, a member of the Key Management Personnel or a Closely Related Party how to vote on Resolution 1, the vote will not be counted on that Resolution. Other than as mentioned, a member may direct a proxy how to vote by marking one of the boxes opposite each item of business and, where a box is not marked the proxy may vote as they choose. Where more than one box is marked on an item the vote will be invalid on that item.
3. **(Signing Instructions):**
 - **(Individual):** Where the holding is in one name, the member must sign.
 - **(Joint Holding):** Where the holding is in more than one name, all of the members must sign.
 - **(Power of Attorney):** If you have not already provided the Power of Attorney with the registry, 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, that person must sign. Where the company (pursuant to Section 204A of the Corporations Act) does not have a company secretary, a sole director can also sign alone. Otherwise, a director jointly with either another director or a company secretary must sign. Please sign in the appropriate place to indicate the office held.
4. **(Attending the Meeting):** Completion of a Proxy Form will not prevent individual members from attending the Annual General Meeting in person if they wish. Where a member 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 member is suspended while the member is present at the Annual General Meeting.
5. **(Return of Proxy Form):** To vote by proxy, please complete and sign the enclosed Proxy Form and return by:
 - (a) by hand to Eco Quest Limited, 1/66 Mill Point Road, SOUTH PERTH WA 6151; or
 - (b) post to Eco Quest Limited, PO Box 1221, SOUTH PERTH, WA, 6951; or
 - (c) facsimile to the Company on facsimile number +61 8 9277 7472,so that it is received not later than 2.00 pm (WST) on Sunday, 20 November 2011.

Proxy forms received later than this time will be invalid.