

Notice of Annual General Meeting

Notice is hereby given that the Annual General Meeting of Mark Sensing Limited will be held at the **Sheraton on the Park, Castlereagh Room 2, 161 Elizabeth Street, Sydney** on **Monday 30 November 2009** at **10:30am**.

Business

1. Annual Report

To receive and consider the Directors' Report, Financial Report and the Auditor's Report for the year ended June 30 2009.

Note: Shareholders are advised that there is no requirement for shareholders to approve these reports.

2. Resolution 1: Adoption of Remuneration Report

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

"That the Remuneration Report for the year ended 30 June 2009 is adopted."

Note: Shareholders are advised that the vote on this resolution is advisory only and does not bind the directors or the Company.

3. Resolution 2: Election of Directors

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

- a) "That Corriene Karam, who retires from office by rotation in accordance with the Company's constitution and the ASX Listing Rules, is re-elected as a director of the Company."
- b) "That Tony Saad, who retires from office by rotation in accordance with the Company's constitution and the ASX Listing Rules, is re-elected as a director of the Company."
- c) "That James Schwarz, a director appointed to a casual vacancy, in accordance with the Company's constitution and the ASX Listing Rules, is elected as a director of the Company."

4. Resolution 3: Change of Company Name

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

"That, pursuant to Section 157(1) of the Corporations Act and for all other purposes, the Company changes its name to TMA Group of Companies Limited."

5. Resolution 4: Issue of Redeemable Preference Shares

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

"That in accordance with Section 254A of the Corporations Act and for all other purposes, the terms of issue of the Redeemable Preference Shares, tabled at the meeting and signed for the purposes of identification by the Chairman, and as summarised in Attachment A of the Explanatory Statement, are approved immediately from the passing of this resolution."

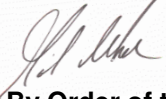
6. Resolution 5: Replacement of Related Party Loan by Issuing Redeemable Preference Shares

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

"That subject to and conditional on the passing of Resolution 4, in accordance with Section 208 of the Corporations Act, ASX Listing Rule 10.11 and for all other purposes, approval is given for the Company to allot and issue 146,666,667 Redeemable Preference Shares to Antcor Pty Ltd at an issue price of \$0.015 per Redeemable Preference Share on the previously approved terms of issue, to replace the existing loan between TMA Group of Companies Pty Ltd and Antcor Pty Ltd as set out in the Explanatory Memorandum accompanying this Notice of Meeting."

Voting exclusion statement: The Company will disregard any votes cast on resolution 5 by Antcor Pty Ltd, Anthony Karam and Corriene Karam or any associates of them.

26 October 2009



By Order of the Board
Michael Whelan, Chairman.

General Notes

Further Information

Further details of the resolutions in this Notice of Meeting dated 15 October 2009 are contained in the Explanatory Statement section, which is included in and forms part of this notice.

The directors recommend that shareholders read the Explanatory Statement in conjunction with the Notice of Meeting in full before determining whether or not to support the resolutions.

Voting Entitlement

The directors have determined in accordance with Regulation 7.11.37 of the Corporations Regulations 2001, that for the purpose of voting at the meeting, shares will be taken to be held by those persons recorded on the Company's register as at 10.30am (AEST) on 28 November 2009. Accordingly, share transfers registered after that time will be disregarded in determining entitlements to attend and vote at the meeting.

Corporate Representatives

If a representative of a corporation is to attend the meeting, the appropriate "Certificate of Appointment of Representative" executed in accordance with the Corporations Act should be produced prior to admission.

Proxies

A member entitled to attend and vote at the Annual General Meeting may appoint one or two persons to attend and vote at the meeting as the member's proxy. If you wish to appoint a proxy you will need to complete the member's proxy form. If you wish to appoint a second proxy you will need to complete a second form. The Company will provide additional proxy forms upon request.

A proxy need not be a member. If two proxies are appointed, each proxy must be appointed to represent a specified proportion of the member's voting rights. If the vote split is not specified, it is deemed to be equally divided between the two proxies.

In order for the appointment of a proxy to be valid, the proxy form must be received no later than 10:30am (AEST) on 28 November 2009. Duly signed proxy forms should be received by the Company:

In Person

Mark Sensing Limited
31 Jersey Road, Bayswater, Victoria 3153

By Mail

Mark Sensing Limited
PO Box 626, Bayswater, Victoria 3153

By Facsimile

+61 3 9720 7940

By Email

mssl@mark-sensing.com.au

Voting

On a show of hands, every member present in person or by proxy or by attorney or, in the case of a corporation, by duly appointed representative, shall have one vote and on a poll one vote for every share held provided that if a member appoints two proxies or two attorneys, neither proxy nor attorney shall be entitled to vote on a show of hands.

Voting Exclusion

The Company need not disregard a vote in accordance with a voting exclusion statement if:

- a) it is cast by a person as proxy for a person who is entitled to vote, in accordance with the directions by the proxy form; or
- b) it is cast by a 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.

Explanatory Statement

1. Purpose of this Document

The purpose of this Explanatory Statement (which is included in and forms part of the Notice of Annual General Meeting dated 15 October 2009) is to provide shareholders with an explanation of the business of the meeting and of the resolutions to be proposed and considered at the annual general meeting in order to allow shareholders to determine how they wish to vote on those resolutions.

A copy of this Notice of Meeting (including this Explanatory Statement) has been lodged with the Australian Securities and Investments Commission (**ASIC**) and ASX Limited (**ASX**). No responsibility is taken for the content of this Notice of Meeting (including this Explanatory Statement) by ASIC or the ASX.

2. Annual Report

Pursuant to the Corporations Act, the Company must table the Directors' Report, Financial Report and Audit Report (together the **Annual Report**) of the Company for the previous year before the shareholders at the annual general meeting. A copy of the Annual Report for the year ended 30 June 2009 has been forwarded to each shareholder with this Notice of Meeting and Explanatory Statement and copies will be made available at the meeting.

Shareholders should note that the purpose of tabling the Directors' Report, Financial Report and Auditor's Report of the Company at the annual general meeting is to provide shareholders with the opportunity to ask questions or discuss matters arising from the financial reports or the reports on the Company's operations at the meeting. They will also be able to ask the Company's auditor (or its representative) questions. It is not the purpose of the meeting that the financial reports be accepted, rejected or modified in any way and as it is not required by the Corporations Act, no resolution to that effect will be put to shareholders at the meeting.

3. Resolution 1: Adoption of Remuneration Report

The Directors' Report for the year ended 30 June 2009 contains a Remuneration Report, which sets out the policy for the remuneration of the directors and certain group executives of the Company and its subsidiaries.

Section 300A(1) of the Corporations Act requires that the directors' report for a financial year must include a Remuneration Report (in a separate and clearly identified section of the report), which details board policy for determining the nature and amount of remuneration of directors, secretaries and senior managers of the company together with details in relation to the remuneration of each director of the company and the five highest paid company executives in that financial year.

The Corporations Act expressly provides that the vote is advisory only and does not bind the Company or its directors. However, the outcome of the vote on the report will be taken under advisement by the directors when formulating future remuneration policies.

The Remuneration Report for the Company is detailed in Note 11 (pp. 18 - 21) of the Annual Report for the year ended 30 June 2009. A reasonable opportunity will be provided to ask questions about, or make comments on, the Remuneration Report prior to the resolution.

4. Resolution 2: Election of Directors

Under the Company's constitution, at each Annual General Meeting one third of the directors (if their number is not a multiple of three, then the number nearest to, but not exceeding one third) must retire from office. The directors retire by rotation, with the directors who have been the longest in office since being appointed being the directors who must resign in any year. The Company's constitution ensures that no director (except the Managing Director) is able to remain in office longer than three years without facing re-election. Each director is entitled to offer himself or herself for re-election as a director at the Annual General Meeting.

The Company's constitution provides that a director appointed to fill a casual vacancy, or as an addition to the existing directors, is only eligible to hold office until the conclusion of the next annual general meeting following his or her appointment as a director. At that next annual general meeting, if eligible for re-election, that director may seek re-election.

4.1. Re-election of Corriene Karam

Corriene Karam, who was appointed as a director, retires in accordance with the requirements of the Company's constitution. As she is entitled to, and eligible for re-election, Corriene Karam seeks re-election as a director.

Corriene Karam joined the board on 22 October 2008 and is currently the Operations Director. She brings over ten years' experience of the position from her involvement with TMA Group of Companies Pty Ltd (**TMA**), a wholly owned subsidiary of the Company.

4.2. Re-election of Tony Saad

Tony Saad, who was appointed as a director, retires in accordance with the requirements of the Company's constitution. As he is entitled to, and eligible for re-election, Tony Saad seeks re-election as a director.

Tony Saad joined the board as a non-executive director on 22 October 2008. He is MBA qualified and a consultant specialising in business development, strategy, marketing, contract management and negotiations.

4.3. Election of James Schwarz

James Schwarz, a director appointed by casual vacancy in accordance with the Company's constitution, being eligible and having offered himself for election, seeks election as a director of the Company.

James Schwarz joined the board as a non-executive director on 28 July 2009. He is a lawyer by profession with 14 years' experience in equities, corporate finance and private equity investments.

4.4. Recommendation

The non-candidate directors unanimously support the re-election of Corriene Karam and Tony Saad and the election of James Schwarz.

5. Resolution 3: Change of Company Name

5.1. General

The new name of the Company proposed to be adopted under Resolution 3 is "*TMA Group of Companies Limited*".

As the name "TMA Group of Companies Pty Ltd" is already registered and wholly owned by the Company, should the resolution pass, this entity will change its name in order to allow the Company to become TMA Group of Companies Limited. Suitable arrangements have been made with the ASX to reserve the share code 'TMA' and, should the resolution pass, the Company will apply to have the share code changed.

Resolution 3 is a special resolution requiring it to be passed by a 75% majority of the votes cast by shareholders entitled to vote on it.

5.2. Recommendation

The directors have recommended that the Company name be changed.

The directors believe that the proposed name change provides an opportunity for the Company to leverage value from TMA's successful history, established reputation with blue chip clients of the Company and recognised brand. The directors consider that this new name more accurately reflects the intention following its successful merger with TMA on October 22 2008.

As such, the directors unanimously recommend that shareholders vote in favour of the special resolution to change the name of the Company to TMA Group of Companies Limited.

6. Resolution 4: Issue of Redeemable Preference Shares

6.1. General

The Company is seeking shareholder approval of the proposed terms of issue of Redeemable Preference Shares as required by section 254A of the Corporations Act. This is a special resolution which requires that it be passed by at least 75% of the votes cast by shareholders entitled to vote on it.

6.2. What is the proposed purpose of issuing Redeemable Preference Shares?

The Company wishes to issue Redeemable Preference Shares on the proposed terms as a means to replace a specific debt obligation of the Company with the issue of equity. This is proposed and further considered in Resolution 5 and in this Explanatory Statement at item 7.2.

6.3. Requirements of the Corporations Act

Section 254A(2) of the Corporations Act provides that for a company to issue preference shares, the rights attached to the preference shares with respect to the following matters be approved by special resolution:

- a) repayment of capital;
- b) participation in surplus assets and profits;
- c) cumulative and non-cumulative dividends;
- d) voting;
- e) priority of payment of capital and dividends in relation to other shares or classes of preference shares.

Section 254A(3) of the Corporations Act provides that redeemable preference shares may be redeemed:

- a) at a fixed time or on the happening of a particular event;
- b) at the company's option; or
- c) at the shareholder's option.

6.4. Terms of Issue of Redeemable Preference Shares

In accordance with section 254A(2) of the Corporations Act, Redeemable Preference Shares confer on its holder the following rights, privileges and conditions:

a) repayment of capital

The Redeemable Preference Shares rank in priority to Ordinary Shares of the Company (**Ordinary Shares**) in the repayment of capital.

b) participation in surplus assets and profits

The Redeemable Preference Shares rank in priority to Ordinary Shares in participation of any surplus assets and profits of the Company.

c) cumulative and non-cumulative dividends

Each Redeemable Preference Share confers on the holder a right to receive a preferential dividend, in priority to the payment of any dividend on the Ordinary Shares, if any. As dividends can only be paid out of profits, the payment of dividends in respect of the Redeemable Preference Shares is subject to the Board, at its discretion, declaring a dividend to be payable and funds legally available for the payment of such a dividend.

Dividends in respect of the Redeemable Preference Shares are to be paid half-yearly on a date determined by the Board upon the release of the half year and final year financial reports.

Dividends in respect of the Redeemable Preference Shares are cumulative and to the extent that all or any part of a dividend is not paid, the Company will be liable to pay, and the holders of the Redeemable Preference Share will have a right to be paid, any amount in respect of that dividend for the relevant accounting period. The dividend payment rate is the National Australia Bank daily overdraft interest rate as published in the Australian Financial Review on the day immediately prior to the date of the declaration of the dividend by the Board.

d) voting

Each Redeemable Preference Share confers the right on the holder to receive notice of and to attend general meetings of the holders of Ordinary Shares but does not confer any voting rights, except in the following circumstances:

- a) on a proposal:
 - i) to reduce the share capital of the Company;
 - ii) that affects rights attached to the Redeemable Preference Shares;
 - iii) to wind up the Company; or
 - iv) for the disposal of the whole or a substantial part of the property, business and undertaking of the Company;
- b) on a resolution to approve the terms of a buy-back agreement;
- c) during the winding up of the Company; or
- d) in any other circumstances in which the Listing Rules require holders of preference shares to be entitled to vote.

e) priority of payment of capital and dividends in relation to other shares or classes of preference shares

Redeemable Preference Shares rank in priority to Ordinary Shares in the event of the winding up of the Company but behind any creditors of the Company.

In accordance with section 254A(3) of the Corporations Act, the Company has determined that the Redeemable Preference Shares will have a right of redemption at the option and sole discretion of the Company. The Company may elect to redeem the Redeemable Preference Shares at any time.

The amount to be repaid on redemption is calculated as follows:

$A \times B$ where:

- A = the total number of Redeemable Preference Shares that are to be redeemed; and
- B = the 5-day volume weighted average price of the Ordinary Shares in respect of the period immediately proceeding the proposed date of redemption.

The Redeemable Preference Shares are not redeemable at the option of the holder and the Company is not in any circumstances obliged to redeem the Redeemable Preference Shares.

The Redeemable Preference shares carry no rights of conversion. The Board considers that there will be no dilutive effect on the ordinary shares as a result of the proposed transaction.

6.5. Recommendation

The directors unanimously support the issue of the Redeemable Preference Shares on the proposed terms of issue.

7. Resolution 5: Replacement of Related Party Loan by Issuing Redeemable Preference Shares

7.1. General

Resolution 5 seeks the approval of the shareholders to allot and issue Antcor Pty Ltd (**Antcor**) with 146,666,667 Redeemable Preference Shares, on the terms of issue approved in Resolution 4, at an issue price of \$0.015 per Redeemable Preference Share. This is to replace the outstanding loan of \$2,200,000 made by Antcor to TMA Group of Companies Pty Ltd (**TMA**), a wholly owned subsidiary of the Company.

Antcor is an entity controlled by Anthony Karam and Corriene Karam.

7.2. What is proposed by this resolution?

The shareholders approved the merger of the Company with TMA at the general meeting held on 22 October 2008. As part of the merger, a resolution was passed authorising TMA to enter into and perform its obligations under a loan agreement with Antcor (formerly TMA Properties Pty Ltd).

The loan agreement provided the terms on which the principal amount of \$2,200,000 was borrowed by TMA from Antcor for working capital purposes of TMA. The terms of the loan had been negotiated between the Company, TMA and Antcor at arm's length and the loan was approved by shareholders as previously stated.

The Company has negotiated with Antcor for it to repay the loan to TMA by way of the issue of 146,666,667 Redeemable Preference Shares an issue price of \$0.015 per Redeemable Preference Share. As a result TMA will no longer be liable to Antcor for the loan.

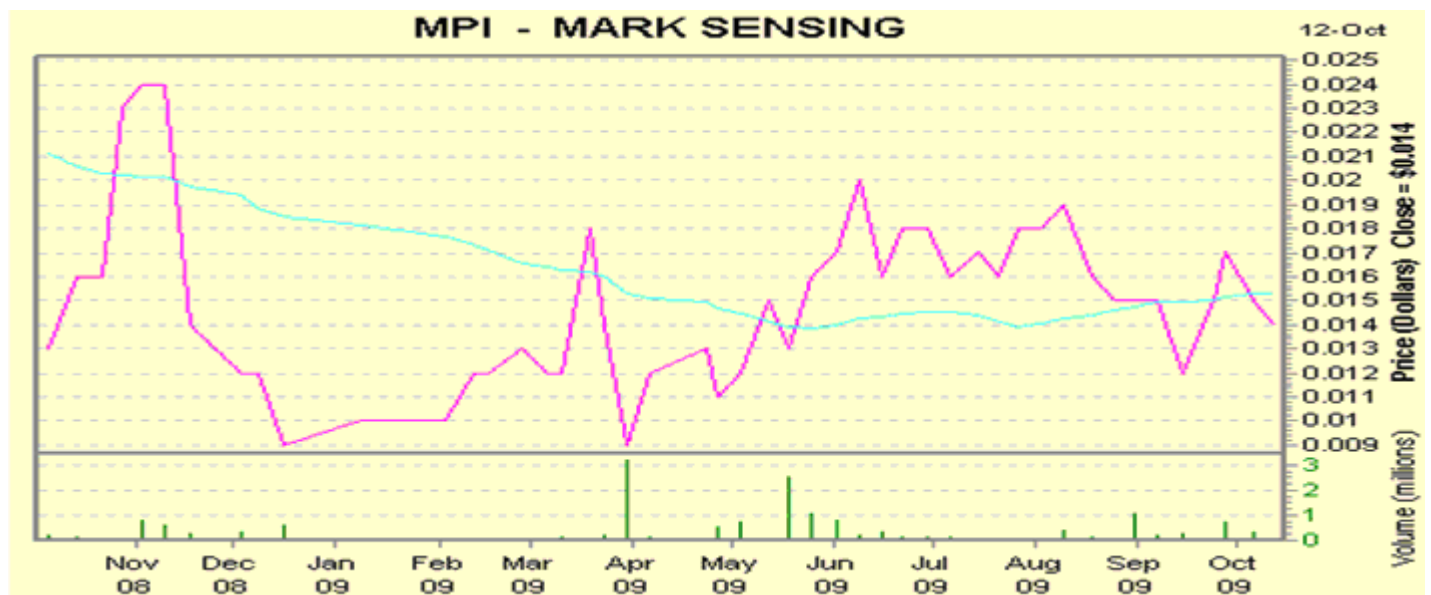
The directors consider this arrangement to be in the Company's and shareholders' best interests because, as TMA is a wholly owned subsidiary of the Company and forms part of its consolidated group, the loan will no longer appear on the Company's balance sheet. This effectively strengthens the Company's balance sheet position by allowing the debt (which currently ranks equally with other indebtedness) to be replaced by equity in the Company.

The following table has been prepared (based on the Financial Report in respect of the year ended 30 June 2009) which shows the impact on the debt to equity ratio if the proposed arrangement had been implemented at 30 June 2009:

	30 June 2009	Proposed Change	Restated Position
Total interest bearing debt	\$ 7,710,273	(\$2,200,000)	\$ 5,510,273
Total equity	\$13,234,401	\$2,200,000	\$15,434,401
Debt to Equity ratio	58%		36%

The Redeemable Preference Shares to be issued to Antcor, should this resolution be approved, can only be redeemed at the discretion of the Company and not at Antcor's request. This provides the Company with flexibility to redeem the shares if and when it has sufficient profits to do so. Furthermore, both Anthony Karam and Corriene Karam would automatically exclude themselves from any director's consideration as to redemption due to the nature of their disclosed relationship to Antcor.

The issue price of \$0.015 for the Redeemable Preference Shares has been determined by the non-conflicted directors to be a reasonable issue price based on the 12 month moving average price of the Ordinary Shares of the Company as traded on the ASX. The graph below shows the 12 month market price range of the Ordinary Shares in the Company and the latest closing price:



The Company has obtained independent tax advice which confirms that if the loan is replaced with the issue of Redeemable Preference Shares on the proposed terms by the Company to Antcor this will constitute an equity interest for the purpose of the debt/equity rules. The net effect is that there is no significant tax consequence for the Company as a result of the issue of the Redeemable Preference Shares in exchange for the loan to TMA by Antcor.

7.3. What happens if Resolution 4 is not approved?

The vote on Resolution 5 is conditional on Resolution 4 being approved by the required majority. If Resolution 4 is not approved, Resolution 5 will not be put to shareholders.

7.4. Requirements of the Corporations Act

Chapter 2E of the Corporations Act prohibits a public company from giving a 'financial benefit' to a 'related party' unless the giving of that financial benefit is approved by resolution passed at a general meeting of the company.

Section 208(1)(a) of the Corporations Act provides that for a public company, or an entity that the public company controls, to give a financial benefit to a related party of the public company, the public company or entity must obtain the approval of the public company's shareholders and give the benefit within 15 months after the approval.

Anthony Karam and Corriene Karam are each directors of Antcor and control Antcor by way of their shareholdings in Ticket Manufacturers Pty Ltd (***Ticket Manufacturers***), being the sole shareholder of Antcor. Accordingly, pursuant to subsections 228(2), (4) and (6) of the Corporations Act, Antcor and Ticket Manufacturers are related parties of the Company.

The issue of the Redeemable Preference Shares by the Company to Antcor commencing on the date of the passing of the resolution will constitute the giving of a financial benefit by the Company to related parties of the Company, for which shareholder approval is usually required pursuant to subsection 208(1) of the Corporations Act

There are various exceptions to the requirement for shareholder approval. This includes, in accordance with section 210 of the Corporations Act, where the giving of the financial benefit:

- a) would be reasonable in the circumstances if the public company or entity and the related party were dealing at arm's length; or
- b) are less favourable to the related party than the terms referred to in paragraph (a).

The Redeemable Preference Shares to be issued to replace the loan by Antcor to TMA has been negotiated on arm's length terms and your directors believe that both the terms of the Redeemable Preference Shares and the subsequent allotment and issue of 146,666,667 Redeemable Preference Shares are reasonable in the circumstances.

On this basis, it follows that shareholder approval is not required under section 208 of the Corporations Act. Notwithstanding, in the interests of due and proper disclosure, the Company is seeking shareholder approval for the issue of the Redeemable Preference Shares to Antcor pursuant to Chapter 2E.

7.5. Specific disclosure of information as required by section 219

In accordance with section 219 of the Corporations Act the following information is provided:

	Requirement	Explanation
1.	The related parties to whom the proposed resolution would permit the financial benefits to be given.	Antcor, Anthony Karam and Corriene Karam. Antcor is an entity controlled by Ticket Manufacturers Pty Ltd, a company controlled by Anthony Karam and Corriene Karam, who are both directors of the Company, Antcor and Ticket Manufacturers.
2.	The nature of the financial benefits.	Subject to shareholder approval, Antcor will be issued 146,666,667 Redeemable Preference Shares at an issue price of \$0.015 per Redeemable Preference Share.
3.	In relation to each Director of the Company: <ul style="list-style-type: none">• if the Director wanted to make a recommendation to members about the proposed resolution - the recommendation and his or her reason for it; or• if not, why not; or• if the director was not available to consider the proposed resolution - why not.	Each non-excluded director recommends that shareholders vote in favour of Resolution 5. They consider that the proposed replacement of the loan to TMA by Antcor with the issue of 146,666,667 Redeemable Preference Shares at an issue price of \$0.015 per Redeemable Preference Share is on commercially reasonable terms and in the best interests of the Company and all shareholders. Given the proposed resolution, Anthony Karam and Corriene Karam have not provided a recommendation.
4.	In relation to each Director: <ul style="list-style-type: none">• whether the Director had an interest in the outcome of the proposed resolution; and• if so, what it was.	Anthony Karam and Corriene Karam are each directors of Antcor and control Antcor by way of their shareholdings in Ticket Manufacturers Pty Ltd, being the sole shareholder of Antcor. If the proposed resolution is passed, Antcor will be issued 146,666,667 Redeemable Preference Shares at an issue price of \$0.015 per Redeemable Preference Share.

5.	<p>All other information that:</p> <ul style="list-style-type: none"> • is reasonably required by members in order to decide whether or not it is in the company's interest to pass the proposed resolution; and • is known to the company or any of its directors. 	<p>The terms of issue of the Redeemable Preference Shares are set out at Attachment A to this Explanatory Statement. Shareholders are otherwise advised to carefully and fully read this Notice of Meeting (including the Explanatory Statement).</p> <p>The Company has obtained independent tax advice which confirms that if the loan is replaced with an issue of the Redeemable Preference Shares on the proposed terms by the Company to Antcor this will constitute an equity interest for the purpose of the debt/equity rules. The net effect is that there is no significant tax consequence for the Company.</p>
----	---	---

7.6. Requirements of the ASX Listing Rules

In addition, ASX Listing Rule 10.11 requires prior shareholder approval to be obtained where an entity issues, or agrees to issue, securities to a related party, or a person whose relationship with the entity or a related party is, in ASX's opinion, such that approval should be obtained (unless an exception in Listing Rule 10.12 applies).

The directors have determined to seek shareholder approval for the issue of Redeemable Preference Shares to Antcor to replace the loan by Antcor to TMA.

Pursuant to and in accordance with the requirements of ASX Listing Rule 10.13, the following information is provided in relation to the proposed issue of Redeemable Preference Shares to Antcor:

- a) the related party is Antcor which is a related party of the Company by virtue of being a company controlled by Anthony Karam and Corriene Karam, directors of the Company;
- b) the maximum number of Redeemable Preference Shares (being the nature of the financial benefit being provided) to be issued to Antcor is 146,666,667 Redeemable Preference Shares;
- c) the Redeemable Preference Shares will be issued to Antcor no later than 1 month after the date of the meeting (or such later date as permitted by any ASX waiver or modification of the Listing Rules) and it is anticipated the Redeemable Preference Shares will be issued before that date;
- d) the Redeemable Preference Shares will be issued at a deemed issue price of \$0.015 per Redeemable Preference Share in replacement of the loan (together with accrued interest) by Antcor provided to TMA, a wholly owned subsidiary of the Company; and
- e) the Company will disregard any votes cast on this resolution by Antcor, Anthony Karam and Corriene Karam or any associates of them.

7.7. Recommendation

The non-conflicted directors unanimously support the resolution for the existing loan arrangement between TMA and Antcor to be replaced by the allotment and issue of 146,666,667 Redeemable Preference Shares to Antcor at an issue price of \$0.015 per share on the previously approved terms.

Attachment A: Redeemable Preference Shares - Terms of Issue

Ranking: Redeemable Preference Shares rank in priority to Ordinary Shares of the Company (**Ordinary Shares**) in the event of the winding of the Company but behind any creditors of the Company.

Dividend:

- 1) Each Redeemable Preference Share confers on the holder a right to receive a preferential dividend, in priority to the payment of any dividend on Ordinary Shares.
- 2) The payment of dividends is subject to:
 - a) the Board, at its discretion, declaring a dividend to be payable;
 - b) there being funds legally available for the payment of dividends.
- 3) Dividends are cumulative.
- 4) Dividends are to be paid half-yearly on a date determined by the Board upon the release of the half year and final year financial report.
- 5) To the extent that any part of a dividend is not paid during the financial year, the Company will have a liability to pay, and the holders of the Redeemable Preference Share will have the right to be paid, any amount in respect of the dividend not paid in that relevant financial year.

Dividend Rate: The dividend rate payable is the National Australia Bank daily overdraft interest rate as published in the Australian Financial Review on the day immediately prior to the date of declaration of a dividend by the Board.

Redemption:

- 1) Each Redeemable Preference Share has a right of redemption at the option and sole discretion of the Company.
- 2) The Company may elect to redeem all of the Redeemable Preference Shares at any time.
- 3) The redemption amount will be calculated in accordance with the following formula:

$A \times B$ where:

- A = the total number of Redeemable Preference Shares that are to be redeemed; and
- B = the 5-day volume weighted average price of the Ordinary Shares trading on the ASX for the period immediately proceeding the proposed date of redemption.

- 4) The Redeemable Preference Shares are not redeemable at the option of the holder and the Company is not in any circumstances under a legal obligation to redeem the Redeemable Preference Shares.

Voting:

- 1) Each Redeemable Preference Share confers the right on the holder to receive notice of and to attend general meetings of the holders of ordinary shares.
- 2) A Redeemable Preference Share does not entitle its holder to vote at any general meeting of the Company except in the following circumstances:
 - a) on a proposal:
 - i) to reduce the share capital of the Company;
 - ii) that affects rights attached to the Redeemable Preference Shares;
 - iii) to wind up the Company; or
 - iv) for the disposal of the whole or a substantial of the property, business and undertaking of the Company;
 - b) on a resolution to approve the terms of a buy-back agreement;
 - c) during the winding up of the Company; or
 - d) in any other circumstances in which the Listing Rules require holders of preference shares to be entitled to vote.

Listing: The Redeemable Preference Shares will be unlisted securities.



Proxy Form
Mark Sensing Limited
ABN 66 006 627 087

Please complete this form if you wish to vote by proxy and return your completed form no later than 48 hours before the commencement of the meeting.

If you wish your proxy to be able to exercise votes in respect of less than 100% of your shares, specify the relevant proportion or number of your shares here:

Proportion:or Number: (.....)

I/We, of
 A member of Mark Sensing Limited appoint of

or, failing whom, or if no person is named above, the Chair of the Meeting, as my proxy to attend, act and exercise voting rights at the Meeting of the Company to be held at Sheraton on the Park, Castlereagh Room 2, 161 Elizabeth Street, Sydney, NSW on 30 November 2009 at 10:30am (AEST) and at any adjournment of that meeting.

If the no voting direction is given, the Chair of the Meeting will vote in favour of all resolutions set out in this Notice of Meeting.

If you do not wish to direct your proxy how to vote, please place a mark in this 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 and votes cast by him 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.

My proxy is to vote in the following manner in relation to the ordinary resolutions, and may vote as the proxy thinks fit in relation to any resolution in respect of which no voting direction is given below.

Resolution Number		For	Against	Abstain
1	Adoption of Remuneration Report	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
2 (a)	Re-election of Corriene Karam	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
2 (b)	Re-election of Tony Saad	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
2 (c)	Election of James Schwarz	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
3	Change of Company Name	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
4	Issue of Redeemable Preference Shares	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
5	Replacement of Related Party Loan by Issuing Redeemable Preference Shares	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

Should we need to contact you about your Proxy Form, please provide your phone number: ().....

This form must be signed by the Shareholder or by an attorney of the Shareholder. In the case of a body corporate, the proxy must be executed in accordance with section 127 of the Corporations Act 2001. In the case of a sole director/secretary company, please indicate "Sole Director".

SIGNATORIES
Shareholders

 Dated: _____ 2009

 Dated: _____ 2009

 Dated: _____ 2009

Companies Only

Executed by: _____

In accordance with the company's constitution and the Corporations Act 2001.

 * Director/Sole Director and Secretary (*Delete as Applicable)

 * Director/Sole Director and Secretary (*Delete as Applicable)

Please return your completed Proxy Form to:

In Person
Mark Sensing Limited
31 Jersey Road
Bayswater, 3153
Victoria Australia.

By Mail
The Secretary
PO Box 626
Victoria Australia

By Facsimile
+ 61 3 9720 7940 or
Email:
msl@mark-sensing.com.au