

16 October 2008

Dear Shareholder

I have pleasure in enclosing the Notice of Meeting for Antaria's 2008 Annual General Meeting which is to be held as follows:

Date: Thursday, 20 November 2008
Time: 3.00pm (WST)
Location: Technology Park Function Centre (Seminar Room 2)
2 Brodie Hall Drive
Bentley, Western Australia

If you are unable to attend the meeting you are encouraged to appoint a proxy by completing the enclosed proxy form. To be effective, we must receive your completed proxy form no later than 3.00pm (WST) on Tuesday, 18 November.

If you appoint a person(s) to attend and vote on your behalf as your proxy, please ensure that they bring this letter to the meeting. Persons attending as representatives of corporate and institutional shareholders will be required to produce appropriate evidence of authority to so act. For this purpose an appointment of corporate representative form is provided overleaf.

Antaria's 2008 Annual Report can be obtained via our website using the following link. For those shareholders who have elected to receive a hard copy, you will find our report enclosed.

Annual Report: http://www.antaria.com/news/antaria_2008_Annual_Report.pdf

To assist us with our arrangements, it would be appreciated if you could advise us if you plan on attending this meeting by calling us on +61 (8) 9458 0800 or emailing us at info@antaria.com.

I look forward to welcoming you to our 2008 Annual General Meeting.

Yours sincerely



Bruce Cameron
Executive Chairman

APPOINTMENT OF CORPORATE REPRESENTATIVE

Certificate Pursuant to Section 250D of the Corporations Act 2001

(Insert name of member company)

hereby certifies that it has appointed

(Insert name of appointee)

to act as its representative at:

- the Annual General Meeting of Antaria Limited to be held on Thursday, 20 November 2008.

OR

- all general meetings of members of Antaria Limited until further notice.

(Please delete one of the alternatives)

Dated this _____ day of _____ 2008

Affix
common
seal here if
required

The Common Seal of _____

(Insert name of member company)

was hereto affixed in accordance with its Constitution (if any) and any Replaceable rules that apply,
in the presence of:

Sole Director &
Sole Company Secretary

OR Director

& Director/Secretary

This authority may be sent to the Company in advance of the meeting or handed in at the meeting when registering as a company representative. In either case the authority will be retained by the Company.

NOTICE OF ANNUAL GENERAL MEETING OF SHAREHOLDERS

For the year ended 30 June 2008

Notice is hereby given that the Annual General Meeting of Antaria Limited (the Company) will be held in Seminar Room 2, Technology Park Function Centre, 2 Brodie Hall Drive, Bentley, Western Australia on Thursday, 20 November 2008 at 3.00pm (WST). The Explanatory Notes accompanying this Notice of Meeting form part of this Notice of Meeting.

BUSINESS

Item 1 Financial Report and Reports of the Directors and the Auditors

To table and consider the financial report, the directors' report and the auditor's report for the year ended 30 June 2008.

Item 2 Remuneration Report (Resolution 1)

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

"That the Company adopt the Remuneration Report for the year ended 30 June 2008 in accordance with Section 250R(2) of the Corporations Act."

Item 3 Re-election of Director (Resolution 2)

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

"That Dr. Paul Gerard McCormick who retires by rotation in accordance with Article 6.4 of the Company's Constitution and, being eligible, offers himself for re-election, be elected as a director of the Company."

Information about Dr. McCormick is set out in the accompanying Explanatory Notes.

Item 4 Appointment of Auditor (Resolution 3)

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

"That, for the purposes of section 327B of the Corporations Act 2001 (Cth) and for all other purposes, BDO Kendalls Audit & Assurance Pty Ltd ("BDO Kendalls") A.B.N. 79 112 284 787, having been nominated by a shareholder and consented in writing to act in the capacity of auditor, be appointed as auditor of the Company."

OTHER INFORMATION

Explanatory Notes accompany and form part of this Notice. Certain terms used in this Notice are defined in the Explanatory Notes.

All Shareholders should read the Explanatory Notes carefully and in its entirety. Shareholders who are in doubt regarding any part of the business of the meeting should consult their financial or legal adviser for assistance.

Voting by Proxy

Any Shareholder of the Company entitled to attend and vote at this meeting is entitled to appoint a proxy to attend and vote instead of the Shareholder.

The proxy does not need to be a member of the Company. A Shareholder that is 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. If no proportion or number is specified, each proxy may exercise half of the Shareholder's votes.

Proxies must be:

- (a) lodged at the registered office of the Company; or
- (b) received at the Company's fax number specified below,

not later than 48 hours before the meeting i.e. 3.00pm on Tuesday, 18 November 2008.

The Company's registered office: 3 Brodie Hall Drive, Bentley, Western Australia 6102.

Postal Address: As above.

Facsimile number: +61 (8) 6253 5310

Entitlement to vote

In accordance with Section 1074E(2)(g)(i) of the Corporations Act and Regulation 7.11.37 of the Corporations Regulations, the Company has determined that for the purposes of the meeting all Shares will be taken to be held by the persons who held them as registered Shareholders at 4.00pm (WST) on Wednesday, 19 November 2008. Accordingly, share transfers registered after that time will be disregarded in determining entitlements to attend and vote at the meeting.

By Order of the Board



DEANA CESARI
Company Secretary

Perth, Western Australia
16 October 2008

EXPLANATORY NOTES TO THE NOTICE OF ANNUAL GENERAL MEETING OF SHAREHOLDERS

For the year ended 30 June 2008

Item 1 Financial Report and Reports of the Directors and Auditors

Item 1 allows members the opportunity to consider the financial report, directors' report and auditor's report of the Company. Under Section 317 of the Corporations Act the Company is required to lay these three reports that together comprise the Company's annual report before its members at its AGM.

Item 2 Remuneration Report (Resolution 1)

Item 2 allows members the opportunity to vote on the Company's remuneration report. Under Section 250R(2) of the Corporations Act the Company must put its remuneration report to the vote at the AGM. This vote is advisory only and does not bind the Directors or the Company.

Item 3 Re-election of Director (Resolution 2)

Under Listing Rule 14.4 a director must not hold office (without re-election) past the third annual general meeting following the director's appointment or 3 years, which ever is longer.

Under Article 6.4 of the Company's Constitution one third of the Company's Directors must retire at every AGM.

Dr. Paul Gerard McCormick, a director of the Company, retires by rotation in accordance with Listing Rule 14.4 and Article 6.4 of the Constitution of the Company and, being eligible, offers himself for re-election.

Note: Mr. David Griffiths retires by rotation in accordance with Article 6.4 of the Company's Constitution and does not offer himself for re-election.

Profile

Dr. Paul McCormick (Executive Director)
B.S., M.S., PhD, FAA, FTSE

Paul McCormick was appointed as a director on 10 January 2000 and served as Chief Executive Officer from 24 November 2000 to 8 April 2008.

Dr. McCormick is one of the originators of the MCP™ nanoparticle technology and founded Antaria in 1997 to commercialise the MCP™ manufacturing process. In 2000 he led the successful negotiations that resulted in the establishment of Advanced Nano Technologies Pty Ltd, the joint venture with Samsung Corning Co. Ltd.

Prior to joining Antaria, Dr. McCormick was an internationally recognised researcher in the areas of mechanochemical processing and synthesis of nanopowders. His previous positions have been in senior research management roles in academia, including director of both the Western Australian Centre for Microscopy and Microanalysis and the Research Centre for Advanced Mineral and Materials Processing. In August 2007, Dr. McCormick was appointed to the Board of the Australian Nano Business Forum, the peak national body representing and promoting Australian industries and companies involved in nanotechnology.

Dr. McCormick has not served as a director of any other listed companies over the past three years.

Item 4 Appointment of BDO Kendalls as Auditors (Resolution 3)

At the invitation of the Company, Ernst & Young have given notice of their intention to resign as auditor of the Company (under section 329(5) of the Corporations Act). Subject to ASIC consenting to the resignation of Ernst & Young and Ernst & Young submitting a resignation to the Company, it is proposed that the Company appoint BDO Kendalls as auditor of the Company.

In accordance with section 328B(1) of the Corporations Act, the Company has received a nomination from a shareholder for BDO Kendalls to be appointed as the Company's auditor. A copy of this nomination is attached to these Explanatory Notes as Annexure A.

BDO Kendalls has given its written consent to act as the Company's auditor subject to Shareholder approval of this Resolution 3.

If Resolution 3 is passed, the appointment of BDO Kendalls as the Company's auditor will take effect at the close of this AGM.

DEFINITIONS

Antaria or the **Company** means Antaria Limited ACN 079 845 855.

AGM means the annual general meeting of the Company.

ASIC means the Australian Securities and Investments Commission.

Board means the board of directors of the Company.

Constitution means the Constitution of the Company.

Corporations Act means the Corporations Act 2001 (Cth).

Directors means the directors of the Company.

Explanatory Notes means the explanatory notes that accompany and form part of the Notice.

Listing Rules means the listing rules of the Australian Securities Exchange Limited.

Notice or **Notice of Meeting** means this notice of meeting.

Resolution means a resolution referred to in the Notice.

Shareholder means a holder of a Share.

ANNEXURE A

**Nomination from a shareholder for the appointment of BDO Kendalls Audit & Assurance Pty Ltd
A.B.N. 79 112 284 787 as Auditor the subject of Resolution 3**

14 October 2008

Ms. Deana Cesari
Company Secretary
Antaria Limited
3 Brodie Hall Drive
Bentley WA 6102

Dear Ms. Cesari

NOMINATION OF BDO KENDALLS AUDIT & ASSURANCE (WA) PTY LTD AS AUDITOR OF ANTARIA LIMITED

Pursuant to section 328B(1) of the Corporations Act, I, Wendy Potts, being a shareholder of Antaria Limited, hereby nominate BDO Kendalls Audit & Assurance (WA) Pty Ltd of 128 Hay Street, Subiaco, Western Australia 6008 for appointment as auditor of Antaria Limited at its 2008 Annual General Meeting.

I consent to the distribution of a copy of this notice of nomination as an annexure to the Notice of Meeting and Explanatory Statement for the 2008 Annual General Meeting of Antaria Limited as required by section 328B(3) of the Corporations Act 2001.

Yours sincerely



Wendy Potts

Antaria Limited

ABN 54 079 845 855

000001 000 ANO
MR SAM SAMPLE
FLAT 123
123 SAMPLE STREET
THE SAMPLE HILL
SAMPLE ESTATE
SAMPLEVILLE VIC 3030

Lodge your vote:



By Mail:

Antaria Limited,
3 Brodie Hall Drive,
Bentley Western Australia 6102

Alternatively you can fax your form to
(outside Australia) +61 8 6253 5310

For all enquiries call:

(within Australia) 1300 850 505
(outside Australia) +61 3 9415 4000

Proxy Form

For your vote to be effective it must be received by 3.00pm (WST) Tuesday 18 November 2008

How to Vote on Items of Business

All your securities will be voted in accordance with your directions.

Appointment of Proxy

Voting 100% of your holding: Direct your proxy how to vote by marking one of the boxes opposite each item of business. If you do not mark a box your proxy may vote as they choose. If you mark more than one box on an item your vote will be invalid on that item.

Voting a portion of your holding: Indicate a portion of your voting rights by inserting the percentage or number of securities you wish to vote in the For, Against or Abstain box or boxes. The sum of the votes cast must not exceed your voting entitlement or 100%.

Appointing a second proxy: You are entitled to appoint up to two proxies to attend the meeting and vote on a poll. If you appoint two proxies you must specify the percentage of votes or number of securities for each proxy, otherwise each proxy may exercise half of the votes. When appointing a second proxy write both names and the percentage of votes or number of securities for each in Step 1 overleaf.

A proxy need not be a securityholder of the Company.

Signing Instructions

Individual: Where the holding is in one name, the securityholder must sign.

Joint Holding: Where the holding is in more than one name, all of the securityholders should sign.

Power of Attorney: If you have not already lodged 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, 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 also sign alone. Otherwise this form must be signed by a Director jointly with either another Director or a Company Secretary. Please sign in the appropriate place to indicate the office held.

Attending the Meeting

Bring this form to assist registration. If a representative of a corporate securityholder or proxy is to attend the meeting you will need to provide the appropriate "Certificate of Appointment of Corporate Representative" prior to admission. A form of the certificate may be obtained from Computershare or online at www.computershare.com.

Comments & Questions: If you have any comments or questions for the company, please write them on a separate sheet of paper and return with this form.

Turn over to complete the form →

View the annual report: www.antaria.com	Update your security holding: www.investorcentre.com
<input checked="" type="checkbox"/> Access the annual report	<input checked="" type="checkbox"/> Review your securityholding <input checked="" type="checkbox"/> Update your securityholding Your secure access information is: SRN/HIN: I9999999999 PLEASE NOTE: For security reasons it is important that you keep your SRN/HIN confidential.

MR SAM SAMPLE
FLAT 123
123 SAMPLE STREET
THE SAMPLE HILL
SAMPLE ESTATE
SAMPLEVILLE VIC 3030

Change of address. If incorrect, mark this box and make the correction in the space to the left. Securityholders sponsored by a broker (reference number commences with 'X') should advise your broker of any changes.



I 9999999999

I ND

Proxy Form

Please mark to indicate your directions

STEP 1 Appoint a Proxy to Vote on Your Behalf

XX

I/We being a member/s of Antaria Limited hereby appoint

the Chairman of the meeting OR

PLEASE NOTE: Leave this box blank if you have selected the Chairman of the Meeting. Do not insert your own name(s).

or failing the individual or body corporate named, or if no individual or body corporate is named, the Chairman of the Meeting, as my/our proxy to act generally at the meeting on my/our behalf and to vote in accordance with the following directions (or if no directions have been given, as the proxy sees fit) at the Annual General Meeting of Antaria Limited to be held at Seminar Room 2, Technology Park Function Centre, 2 Brodie Hall Drive, Bentley Western Australia on Thursday 20 November 2008 at 3.00pm(WST) and at any adjournment of that meeting.

STEP 2 Items of Business

PLEASE NOTE: If you mark the **Abstain** box for an item, you are directing your proxy not to vote on your behalf on a show of hands or a poll and your votes will not be counted in computing the required majority.

	For	Against	Abstain
Resolution 1 Adoption of the Remuneration Report	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 2 Re-election of Dr Paul Gerard McCormick as a Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 3 Apointment of BDO Kendalls Audit & Assurance Pty Ltd as Auditor	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

The Chairman of the Meeting intends to vote undirected proxies in favour of each item of business.

SIGN Signature of Securityholder(s) *This section must be completed.*

Individual or Securityholder 1

Sole Director and Sole Company Secretary

Securityholder 2

Director

Securityholder 3

Director/Company Secretary

Contact Name _____

Contact Daytime Telephone _____

Date ____/____/____

ANO

999999A

Computershare +