

13 May 2008

Dear Shareholder,

Advanced Nanotechnology Limited will hold a general meeting of shareholders on Thursday, 19 June 2008.

We have two important matters for consideration at this meeting. Firstly, to obtain shareholder approval to change the Company's name to Antaria Limited and secondly, to seek shareholder approval of the Company's Employee Share Option Plan.

The general meeting will be held as follows:

Date: Thursday, 19 June 2008  
Time: 3.00pm (WST)  
Location: Metro Hotel (Panorama South room)  
61 Canning Highway  
South Perth, Western Australia

A Notice of Meeting and Explanatory Memorandum is enclosed. The resolutions proposed for the general meeting are unanimously supported by the Board.

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.

If you are unable to attend the meeting you are encouraged to appoint a proxy by completing the enclosed proxy form. Please use the enclosed reply paid envelope to return the completed proxy form. Shareholders may also fax the proxy form to our share registry on +61 (8) 9323 2033. To be effective, we must receive your completed proxy form no later than 3.00pm (WST) on Tuesday, 17 June 2007.

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@advancednanotechnology.com](mailto:info@advancednanotechnology.com).

I look forward to welcoming you to our general meeting.

Yours sincerely



Bruce Cameron  
Executive Chairman



**Directions to Venue:**

Via Canning Highway from the Causeway:

Right into Way Road (towards Mill Point Road)  
Way Road curves to the left  
Left into Hovia Terrace

Via Canning Highway from Fremantle:

Left into Hovia Terrace

Via Mill Point Road from the Freeway:

Right into Hovia Terrace

# 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 General Meeting of Advanced Nanotechnology Limited to be held on Thursday, 19 June 2008.

OR

- all general meetings of members of Advanced Nanotechnology 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 and/or the share registry, Computershare Investor Services Pty Ltd (GPO Box D182, Perth, Western Australia, 6840) 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 GENERAL MEETING OF SHAREHOLDERS

Notice is hereby given that a General Meeting (**Meeting**) of Advanced Nanotechnology Limited (**the Company**) will be held at the Metro Hotel (Panorama South room), 61 Canning Highway, South Perth, Western Australia on Thursday, 19 June 2008 at 3.00pm (WST). The Explanatory Notes accompanying this Notice of Meeting form part of this Notice of Meeting.

### BUSINESS

#### Item 1 Change of Name (Resolution 1)

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

*"That the name of the Company be changed from Advanced Nanotechnology Limited to Antaria Limited."*

#### Item 2 Approval of Advanced Nanotechnology Limited Employee Share Option Plan (Resolution 2)

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

*"That, for the purposes of Exception 9 of Listing Rule 7.2 and Listing Rule 10.14 and for all other purposes, the Advanced Nanotechnology Limited Employee Share Option Plan as set out in the Explanatory Notes be approved."*

The Company will disregard any votes cast on this resolution by any Director and his associates (other than votes cast:

- as proxy in accordance with the directions on the proxy form, for any other member of the Company who is entitled to vote; and
- 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 to vote as the proxy decides).

### 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:

- received at the registered office of the Company; or
  - received at either of the fax numbers specified below,
- not later than 48 hours before the meeting i.e. 3.00pm (WST) on Tuesday, 17 June 2008.

The Company's registered office: 108 Radium Street,  
Welshpool, Western Australia 6106.  
Postal Address: As above.  
Facsimile number: +61 (8) 9458 0810 (the Company); or  
+61 (8) 9323 2033 (the Share Registrar).

**OTHER INFORMATION cont.**

**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, 18 June 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  
13 May 2008

## EXPLANATORY NOTES TO THE GENERAL MEETING OF SHAREHOLDERS

### Item 1 – Change of Name (Resolution 1)

It is proposed that the Company change its name from Advanced Nanotechnology Limited to Antaria Limited.

Section 157 of the Corporations Act requires the Company to obtain Shareholder approval by a special resolution to change its name.

Since the Company listed on the ASX in February 2005, its products and businesses have evolved considerably as a result of ongoing research and product development. While all of the Company's products draw on the considerable expertise and understanding of the technologies that can be employed to produce specialist powders and advanced materials with commercially distinctive properties, the Company's current range of products is not limited to nanotechnology products. Accordingly, the Company's existing name is no longer appropriate.

The Company believes that the shorter and more distinctive name, Antaria Limited, better reflects the uniqueness of its current product lines, their special properties and the proprietary processes used to manufacture them. The Company's principal trademarks ZinClear<sup>®</sup>, Alusion<sup>®</sup>, NanoZ<sup>™</sup> and Cercat<sup>™</sup> are unaffected by a change in the Company's name, and will continue unchanged.

If Resolution 1 is passed, the change of the Company's name will take effect when ASIC alters the details of the Company's registration. The Company's ASX trading code will remain as ANO.

The Directors unanimously recommend that Shareholders vote in favour of this Resolution.

### Item 2 – Approval of Advanced Nanotechnology Limited Employee Share Option Plan (Resolution 2)

In 2004, the Advanced Nanotechnology Limited Employee Share Option Plan (the **ESOP**) was established so that Directors and Employees could be provided with a mechanism to participate in the ownership of the Company and to provide Directors and Employees with both short and long term incentives to achieve growth in Shareholder wealth.

A statement of the rules of the ESOP the subject of this Resolution is set out in Schedule 1.

As at the date of this Notice, there are 8,481,810 outstanding Options to be exercised that were issued under the ESOP. Since the inception of the ESOP in 2004, the Company has issued a total of 13,855,620 Options to eligible employees under the plan. Of these Options, none have been exercised and 5,373,810 have lapsed.

Resolution 2 seeks shareholder approval of the existing ESOP so that further issues of Options under the ESOP, and subsequently Shares, are exempt from being considered under Listing Rule 7.1 for a period of 3 years from the date of the Meeting the subject of this Notice. Broadly speaking, Listing Rule 7.1 prevents a listed entity from issuing, or agreeing to issue, more than 15% of its issued capital in any 12 month period without the prior approval of holders of ordinary shares.

However, Exception 9 of Listing Rule 7.2 provides that Listing Rule 7.1 does not apply to an issue under an employee incentive scheme if, within 3 years before the date of issue, holders of ordinary shares have approved the issue of securities under the scheme under this exception.

If Resolution 2 is passed, securities issued under the ESOP during the next 3 years will not have to be counted in determining the 15% limit under Listing Rule 7.1. This would assist the Company by providing additional fundraising flexibility.

The Directors unanimously recommend that Shareholders vote in favour of this Resolution.

## **Item 2 – Approval of Advanced Nanotechnology Limited Employee Share Option Plan (Resolution 2) cont.**

### *Participation of Directors*

Listing Rule 10.11 provides that, unless one of the exceptions to this Listing Rule applies, a listed company must not issue securities (Shares or Options) to a related party without the approval of holders of ordinary shares. A director is a related party for the purposes of this Listing Rule. One of the exceptions to Listing Rule 10.11 is where the related party is a director who receives the shares under an employee incentive scheme that has been approved by Shareholders under Listing Rule 10.14.

For the purposes of Listing Rule 10.14, the Company seeks the approval of ordinary Shareholders for the acquisition of Options or Shares by or on behalf of its Directors (and their associates) as Employees pursuant to the ESOP. The following information about the ESOP is provided:

- The maximum number of Options or Shares that may be issued under the ESOP over the 3 years from the date of the Meeting to Directors will not exceed 10 million.
- The exercise price of the Options will be the price fixed by the Board prior to the grant of the Options and will be a minimum of \$0.20.
- Since inception of the ESOP, the only issue of Options under the ESOP to the Directors is to Thibaut Mortier (who was not a Director at the time of the issue). Mr. Mortier received 3,000,000 Options under the ESOP in 2006, none of which have yet been exercised. These Options were issued for no consideration. The other Directors have been issued at total of 6,911,157 Options since listing of the Company, however these Options were not issued under the ESOP.
- Directors eligible to participate in the ESOP are Bruce Cameron, David Griffiths, Robert Mangioni, Paul McCormick, Thibaut Mortier and John Young. Any additional Directors who become entitled to participate in the ESOP after the date of the Meeting the subject of this Notice will not participate until a further approval is obtained under Listing Rule 10.14.
- No loan will be made available by the Company in connection with the acquisition of Options or Shares by Directors.
- Details of any Options issued under the ESOP will be published in each annual report of the Company relating to a period in which Options have been issued, and that approval for the issue of Shares was obtained under Listing Rule 10.14.

### **Definitions**

**Advanced Nano or the Company** means Advanced Nanotechnology Limited ACN 079 845 855.

**ASX** means ASX Limited.

**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.

**Employee** means any employee 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 ASX.

**Meeting** means the general meeting of the Company held on 19 June 2008.

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

**Option** means an option to acquire a Share.

**Resolution** means a resolution referred to in the Notice.

**Share** means an ordinary share in the capital of the Company.

**Shareholder** means a holder of a Share.

## **SCHEDULE 1 – EMPLOYEE SHARE OPTION PLAN - PLAN RULES**

### **1. Invitation to Employees**

- (a) The Board may, from time to time, determine who is entitled to participate in the Option Plan and may issue invitations to apply for the grant of Options to the Employee or a Relative or Associate nominated by the Employee.
- (b) On issue of invitations to apply for Options, the Company must send the Employee an Application which must be signed by the Employee and returned to the Company within 5 Business Days.
- (c) On the Company receiving the signed Application, the Company must grant the relevant number of Options to the Optionholder and issue the Optionholder with an Option Certificate.

### **2. Option Entitlement**

Each Option gives the Optionholder the right to subscribe for 1 Ordinary Share at the Exercise Price.

### **3. Option Period**

- (a) Each Option expires at 5.00pm on the Expiry Date.
- (b) Options automatically lapse if not exercised before expiry.

### **4. Option Exercise**

- (a) Subject to any restrictions imposed under Rule 7, the Optionholder may exercise some or all Options. The Optionholder may only exercise Options by lodging with the Company during the Exercise Period:
  - (i) the Option Certificate;
  - (ii) a duly completed and signed Exercise Notice; and
  - (iii) the subscription monies for the relevant Ordinary Shares being, subject to these Rules, the number of Options exercised multiplied by the Exercise Price.
- (b) On allotment and issue to the Optionholder of the Ordinary Shares specified in an Exercise Notice, the Option Certificate lodged with the Company by the Optionholder under Rule 4(a) must:
  - (i) if all the Outstanding Options have been exercised, be cancelled by the Company; and
  - (ii) if only some of the Outstanding Options have been exercised, be appropriately endorsed by the Company and then returned to the Optionholder or cancelled and a new certificate for the remaining Options issued to the Optionholder.

### **5. Option Allotment Date**

The Company must allot and issue to the Optionholder the number of Ordinary Shares which corresponds with the number of Options specified in the Exercise Notice on or before the date of the next Board meeting following the valid exercise of Options and in any event not later than 15 Business Days after the date of exercise of the Options.

### **6. Option Assignment**

The Optionholder cannot assign Options or any interest or right in respect of those Options. This does not prevent the exercise of the Options by the estate of a deceased Optionholder.

### **7. Exercise Price and Exercise Restrictions**

- (a) The Exercise Price will be the price fixed by the Board prior to the grant of the Options.
- (b) Unless a greater Exercise Price is fixed under Rule 7(a), the Exercise Price shall be a minimum of \$0.20.

## **SCHEDULE 1 – EMPLOYEE SHARE OPTION PLAN - PLAN RULES cont.**

- (c) The Options may be subject to such other restrictions on exercise as may be fixed by the Board prior to grant of the Options including, without limitation, length of service by the Employee with the Group and threshold prices at which Ordinary Shares in the Company are traded on ASX Limited. Any restrictions so imposed by the Board must be set out on the Option Certificate.
- (d) The Board may in its absolute discretion, waive satisfaction of restrictions on exercise fixed under Rule 7(c) either unconditionally or subject to compliance with any other exercise restriction that is less onerous than that previously fixed.

### **8. Adjustment to Number of Outstanding Options**

Any adjustment to the number of Outstanding Options under a reorganisation of the Company's share capital must be made in accordance with the Listing Rules.

### **9. Adjustments to Exercise Price**

Any adjustment to the Exercise Price under a reorganisation of the Company's share capital must be made in accordance with the Listing Rules.

### **10. Bonus and Cash Issues**

- (a) On a Bonus Date, each Option immediately confers on the Optionholder the right:
  - (i) to receive on exercise of those Outstanding Options not only the allotment of 1 Ordinary Share for each of the Outstanding Options exercised but also an allotment or issue of such additional shares or other securities as if the Optionholder participated in that bonus issue in respect of a holding of Ordinary Shares of a number equal to the Ordinary Shares that would have been allotted to the Optionholder had he or she exercised those Outstanding Options immediately before that Bonus Date; and
  - (ii) to have profits or reserves, as the case may be, applied in paying up in full those additional shares or other securities.
- (b) Other than as allowed under Rule 10(a), the Options do not entitle the Optionholder to participate in any new issue of securities of the Company or any other company, except in the capacity as a shareholder following exercise of the Options.

### **11. Pari Passu Ranking**

- (a) Subject to Rule 11(b), any Ordinary Shares allotted pursuant to Options will:
  - (i) in the case of the Ordinary Shares originally under option, rank pari passu in all respects with other ordinary shares of the Company on issue at the relevant Exercise Date; and
  - (ii) in the case of any additional shares or other securities under option by virtue of any bonus issue referred to in Rule 10, rank pari passu with the other shares or other securities issued by virtue of the bonus issue.
- (b) The Company must apply for official quotation on ASX Limited of Ordinary Shares allotted and issued pursuant to the exercise of any Options as soon as practicable after allotment and issue and in any event within 10 Business Days after allotment and issue.

### **12. Takeover and Winding up**

- (a) If a takeover bid causes or is likely to cause a change in control of the Company, the Board has the discretion to give Optionholders an immediate right to exercise their Options. This discretion may only be exercised to ensure, where possible, that Optionholders are able to exercise the Outstanding Options within the time available to accept the takeover offer.
- (b) If notice is duly given of a general meeting at which a resolution will be proposed for the voluntary winding-up of the Company, every Outstanding Option will be exercisable (but so that any exercise under this Rule 12(b) will only be valid if, at the time of such resolution being passed, that Option would not have lapsed under any of the other Rules) at any time between the date of the notice and the date the resolution is duly passed or defeated or the meeting concluded or adjourned indefinitely, whichever occurs first. If such resolution is duly passed all Options will, to the extent that they have not been exercised, immediately lapse.

## **SCHEDULE 1 – EMPLOYEE SHARE OPTION PLAN - PLAN RULES cont.**

### **13. Stamp Duty**

Any stamp duty payable on the issue and allotment of Ordinary Shares acquired on the exercise of the Options must be borne by the allottee of the Ordinary Shares.

### **14. Option Cancellation**

An Option issued to an Optionholder in respect of an Employee will expire on the earlier of the following:

- (a) the date shown as the Expiry Date on the face of the Option Certificate;
- (b) the date that the Employee is dismissed by the Company or a Related Body Corporate for fraud, defalcation or misconduct;
- (c) the date that the Employee resigns from the service of the Company or a Related Body Corporate, if the Employee resigns within 2 years after the Grant Date;
- (d) the date 7 days after the Employee resigns from the service of the Company or a Related Body Corporate, if the Employee resigns more than 2 years after the Grant Date;
- (e) the date 3 months after the date the Employee retires, if the Employee retires upon or after attaining the age of 65 or otherwise with the consent of the Board;
- (f) the date 3 months after the Employee is retrenched from the service of the Company or a Related Body Corporate;
- (g) the date 1 year after the death or total and permanent disability (evidenced to the satisfaction of the Board) of the Employee.

### **15. Limit on Capital**

- (a) Subject to Rules 15(b) and 15(c), the number of Shares underlying the Options granted under this Plan when aggregated with:
  - (i) the number of Ordinary Shares that would be issued if all options granted under all employee share option plans of the Company were exercised; and
  - (ii) the number of Ordinary Shares issued by the Company during the preceding 5 years under any employee share plan and employee share option plan,

must not exceed 5% of the issued Ordinary Shares at the time of grant of the Options.

- (b) Ordinary Shares or Options that may be issued without the need to issue a disclosure document in accordance with Section 708 of the Corporations Act (for example, issues to an Executive) will be excluded from the calculation of the number of Options granted to employees under existing plans under Rule 15(a).
- (c) Rule 15(a) does not restrict the Company from granting Options under this Plan where a prospectus has been lodged with the Australian Securities and Investments Commission in respect of the grant of those Options.

### **16. ASIC Requirements**

The Company must use its reasonable endeavours to satisfy the conditions imposed by the Australian Securities and Investments Commission from time to time in a class order or exemption from or modification to the requirements of the Corporations Act relieving the Company from the obligation to lodge a prospectus in accordance with Chapter 6D of the Corporations Act.

### **17. Termination of the Plan**

The Plan terminates on whichever first occurs of the following:

- (a) an order being made or an effective resolution being passed for the winding up of the Company other than for the purpose of amalgamation or reconstruction; or

## **SCHEDULE 1 – EMPLOYEE SHARE OPTION PLAN - PLAN RULES cont.**

(b) the Company determining, in its discretion, that the Plan be wound up.

### **18. Interpretation**

(a) The Board's interpretation of the meaning and effect of these Rules will be conclusive and binding on the Optionholder.

(b) These Rules are to be interpreted subject to the Listing Rules.

### **19. Definitions**

In these Rules, unless the context otherwise requires:

**Application** means an application for the grant of Options in such other form as may be determined by the Board from time to time;

**Associate** has the meaning given to it in the Income Tax Assessment Act 1936 (Cth);

**ASX** means ASX Limited;

**Board** means the board of directors of the Company;

**Bonus Date** means any date after the Grant Date and before the exercise or the expiry of the Outstanding Options, on which entitlements are ascertained for holders of Ordinary Shares to participate in any bonus issue by way of capitalisation of profits or reserves;

**Business Day** means those days other than a Saturday, Sunday or Western Australia public holiday and any day which ASX Limited has declared not to be a Business Day;

**Company** means Advanced Nanotechnology Limited ACN 079 845 855;

**Director** means a director of the Company;

**Employee** means an employee of any member of the Group who the Board determines is entitled to participate in the Plan under Rule 1(a) and includes an Executive and a Director;

**Executive** means any person the Board determines is a "senior manager", as that term is defined in Section 9 of the Corporations Act, of any member of the Group;

**Exercise Date** means the date shown as an exercise date on the face of the Certificate or, if that date is not a Business Day, the next Business Day;

**Exercise Notice** means a notice from the Optionholder to the Company exercising a specified number of Options;

**Exercise Period** means a period during which an Option is exercisable and which is shown as an exercise period on the face of the Certificate;

**Exercise Price** means the price payable when the Optionholder exercises the Options being the price shown as the exercise price on the face of the Certificate;

**Expiry Date** means the date shown as the expiry date on the face of the Certificate;

**Grant Date** means the date shown as the grant date on the face of the Certificate;

**Group** means the Company and its subsidiaries;

**Listing Rules** means the listing rules of ASX Limited;

**Options** means the options referred to in the Option Certificate;

**Option Certificate** or **Certificate** means a certificate issued by the Company in respect of the Options;

**Optionholder** means the person registered in the Company's option register as the holder of the Options;

**Ordinary Shares** means fully paid ordinary shares in the capital of the Company;

**Outstanding Options** means the Options not yet exercised from time to time;

**Relative** has the same meaning as in the Income Tax Assessment Act, 1936 (Cth);

**Shareholder** means a shareholder of the Company; and

**Subsidiary** has the meaning given to it in the Corporations Act.

**TO LODGE A PROXY FORM:**

Computershare Investor Services Pty Limited  
GPO Box 242 Melbourne  
Victoria 3001 Australia  
Facsimile 61 8 9323 2033

**FOR ALL ENQUIRIES CALL:**

(within Australia) 1300 557 010  
(outside Australia) 61 3 9415 4000

000001 000 ANO  
MR JOHN SMITH 1  
FLAT 123  
123 SAMPLE STREET  
THE SAMPLE HILL  
SAMPLE ESTATE  
SAMPLEVILLE VIC 3030



**FOR YOUR VOTE TO BE EFFECTIVE IT MUST BE RECEIVED BY 3.00pm (WST) ON TUESDAY 17 JUNE 2008**



YOUR SECURITYHOLDER INFORMATION IS AVAILABLE ONLINE, SIMPLY VISIT:  
**[www.investorcentre.com.au](http://www.investorcentre.com.au)**

- Review your securityholding
- Update your securityholding

**YOUR SECURE ONLINE ACCESS INFORMATION**

**SRN/HIN:** I1234567890

**POST CODE:** 3030

**!** FOR SECURITY REASONS IT IS  
IMPORTANT THAT YOU KEEP  
YOUR SRN/HIN CONFIDENTIAL.

**HOW TO COMPLETE THIS PROXY FORM** *Please read these notes prior to completion of the voting form.*

**VOTES ON ITEMS OF BUSINESS**

**Voting 100% of your holding.** You may direct your proxy how to vote by placing a mark in one of the boxes opposite each item of business. All your securities will be voted in accordance with such a direction. If you do not mark any of the boxes on a given item, your proxy may vote as he or she chooses. If you mark more than one box on an item your vote on that item will be invalid.

**Voting a portion of your holding.** You may indicate only a portion of voting rights are to be voted on any item by inserting the percentage or number of securities you wish to vote in the appropriate box or boxes. The sum of the votes cast on each item or the percentages for and against an item must not exceed your voting entitlement or 100%.

**A proxy need not be a securityholder of the Company.**

**APPOINTMENT OF 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 proportion or number of votes each proxy may exercise, otherwise each proxy may exercise half of the votes. Fractions of votes will be disregarded. A separate Proxy Form should be used for each proxy. You can obtain additional forms by telephoning the company's share registry or you may copy this form. If you lodge two proxies please lodge both forms together.

**SIGNING INSTRUCTIONS**

**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 securityholders should sign.

**Power of Attorney:** to sign under Power of Attorney, you must have already lodged this document with the registry. If you have not previously lodged this document for notation, 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 indicate the office held by signing in the appropriate place.


If a representative of a corporate securityholder or proxy is to attend the meeting the appropriate "Certificate of Appointment of Corporate Representative" should be produced prior to admission. A form of the certificate may be obtained by telephoning the company's share registry or at [www.computershare.com](http://www.computershare.com).

**LODGEMENT OF A PROXY FORM.** This Form (and any Power of Attorney under which it is signed) must be received at an address given above no later than 48 hours before the commencement of the meeting at 3.00pm (WST), Thursday, 19 June 2008. Any Proxy Form received after that time will not be valid for the scheduled meeting.

## STEP 1 APPOINT A PROXY TO VOTE ON YOUR BEHALF

I/We being a member/s of Advanced Nanotechnology Limited hereby appoint

the Chairman of the Meeting **OR**

 Please 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 General Meeting of Advanced Nanotechnology Limited to be held at the Metro Hotel (Panorama South room), 61 Canning Highway, South Perth, Western Australia on Thursday, 19 June 2008 at 3.00pm (WST) and at any adjournment of that meeting.

**IMPORTANT: FOR RESOLUTION 2 BELOW** If the Chairman of the Meeting is your nominated proxy, or may be appointed by default, and you have not directed your proxy how to vote on Resolution 2 below, please place a mark in this box. By marking this box you acknowledge that the Chairman of the Meeting may exercise your proxy even if he has an interest in the outcome of that Resolution and that votes cast by him, other than as proxy holder, would be disregarded because of that interest. If you do not mark this box, and you have not directed your proxy how to vote, the Chairman of the Meeting will not cast your votes on Resolution 2 and your votes will not be counted in computing the required majority if a poll is called on this Resolution. The Chairman of the Meeting intends to vote undirected proxies in favour of Resolution 2.

## STEP 2 ITEMS OF BUSINESS

**! PLEASE NOTE:** 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.

	For	Against	Abstain
Special Resolution			
Resolution 1 Change of Name	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Ordinary Resolution			
Resolution 2 Approval of Advanced Nanotechnology Limited Employee Share Option Plan	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

In addition to the intention advised above, the Chairman of the Meeting intends to vote undirected proxies in favour of each of the other items 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



I 1234567890

IND

00001 000 ANO  
MR JOHN SMITH 1  
FLAT 123  
123 SAMPLE STREET  
THE SAMPLE HILL  
SAMPLE ESTATE  
SAMPLEVILLE VIC 3030

**Change of name and/or address.** If your name and/or address is incorrect, please mark this box and make the correction on this form. Securityholders sponsored by a broker (reference number commences with 'X') should advise your broker of any changes. *Please note, you cannot change ownership of your securities using this form.*