



NOTICE OF ANNUAL GENERAL MEETING
Wednesday 20th November 2008

Notice is hereby given that the Annual General Meeting of the Shareholders of XTEK Limited ('Company' or 'XTEK') will be held at the XTEK Centre, 25 Yallourn Street, Fyshwick, ACT 2609, commencing at 12:30 pm on 20th November 2008. The details of the resolutions contained in the Notes accompanying this Notice of general meeting should be read together with and form part of this Notice of Annual General Meeting.

ORDINARY BUSINESS

1. Chairman's Address

2. Financial Statements and Reports

To receive and consider:

- the Financial Report;
- the Directors' Report; and
- the Auditor's Report,

for the financial year ended 30 June 2008.

Note: The auditor of XTEK or their representative will be available to receive questions relevant to the Financial Statements and the Auditors Report.

3. Resolution 1 – Remuneration Report

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

"That the Remuneration Report as set out in the Annual Report for the financial year ended 30 June 2008 be adopted".

Note: The vote on this resolution is advisory only and does not bind the Company or its Directors.

4. Resolution 2 – Re-election of Mr. Craig Higgins as a Director

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

"That, Mr. Craig Higgins, being a retiring Director and being eligible, be re-elected as a Director of the Company".

5. Resolution 3 – Ratification of issue of New Securities

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

'That, in compliance with Listing Rule 7.1 of Australian Securities Exchange Limited, ratify the issue of 9,588,064 new ordinary securities in the capital of XTEK at the issue price of \$0.020 per security, as issued by the Company on 15th October 2008, on the terms set out, in the Explanatory Statement, is approved.'

Note: ASX Listing Rules, in particular Listing Rule 7.1, allows XTEK, in any 12 month period, to issue or agree to issue up to such number of securities as is equal in number to 15% of its issued ordinary share capital without shareholder approval..

6. Resolution 4 – Proposed issue of additional New Securities

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

'That, subject to the approval of Shareholders and in compliance with Listing Rule 10.11 of Australian Securities Exchange Limited, the issue of up to 12,300,000 new ordinary securities in the capital of XTEK at a minimum issue price of \$0.026 per security, on the terms set out, in the Explanatory Statement, is approved.'

OTHER BUSINESS

7. Other Business

To transact any other business that may be legally brought forward at the AGM.

DETERMINATION OF VOTING ENTITLEMENTS

In accordance with regulation 7.11.37 of the *Corporations Regulations 2001 (Cth)*, for the purposes of the meeting, only persons holding shares at 7.00pm on 18th November 2008 will be treated as shareholders. This means that only those persons who are the registered holders of shares at that time will be entitled to attend and vote at the Annual General Meeting.

By Order of the Board



Lawrence A Gardiner
Company Secretary
Dated: 15th October 2008

EXPLANATORY STATEMENT

PURPOSE OF INFORMATION

The purpose of this Explanatory Statement (which is included in and forms part of the Notice of Annual General Meeting dated 15th October 2008) is to provide members with an explanation of the business of the meeting and of the resolutions to be proposed and considered at the Annual General Meeting (**AGM**) to be held on 20th November 2008 commencing at 12:30 pm at the XTEK Centre, 25 Yallourn Street, Fyshwick, ACT 2609 and to assist members to determine how they wish to vote on each resolution.

FINANCIAL STATEMENTS AND REPORTS

Pursuant to the Corporations Act, the Directors of a public company are required to hold an annual general meeting and must table the financial statements and reports of the Company (including the Directors' Report and Auditor's Report) for the previous financial year before the members at that annual general meeting.

Shareholders have been provided with all relevant information concerning the Company's financial statements, the Directors' Report and Auditor's Report in the Annual Report of the Company for the year ended 30 June 2008. A copy of the Annual Report has been forwarded to each shareholder (other than those shareholders who have previously notified the Company that they elect not to receive the Annual Report, whether in paper form or electronically). Any shareholder who has made this election and now wishes to receive a paper or electronic copy of the Annual Report should contact the Company to arrange receipt. The Annual Report can also be viewed, printed and downloaded from the Company's website www.xtek.net. A copy of the financial statements, the Directors' Report and the Auditor's Report will also be tabled at the meeting.

Shareholders should note that the sole purpose of tabling the financial statements and the reports of the Company at the Annual General Meeting is to provide the shareholders with the opportunity to be able to ask questions or discuss matters arising from the financial statements and/or the reports at the meeting. It is not the purpose of the meeting that the financial statements or the reports be accepted, rejected or modified in any way. Further, as it is not required by the Corporations Act, no resolution to adopt, receive or consider the Company's financial statements or the reports (other than the Remuneration Report) will be put to the shareholders at the meeting.

Members will be given a reasonable opportunity at the meeting to ask questions and make comments on the financial statements and the reports. The Company's auditor will also be available to receive questions and comments from shareholders about the preparation and content of the financial statements and the Auditor's report and the conduct of the audit generally.

Further, any Shareholder entitled to cast a vote at the AGM may submit written questions to the auditor if:

- (a) the question is relevant to:
 - (i) the content of the auditor's report to be considered at the AGM; or
 - (ii) the conduct of the audit of the 2008 financial report to be considered at the AGM; and
- (b) the Shareholder gives the question to the Company no later than the 5 business days before the day on which the AGM is to be held.

REMUNERATION REPORT (Resolution 1)

The Directors' Report for the year ended 30 June 2008 contains a Remuneration Report, which sets out the policy for remuneration of the Directors and the company secretary.

The Corporations Act requires that a resolution be put to the shareholders of listed companies at their annual general meetings that the Remuneration Report be adopted.

The Corporations Act expressly provides that the vote is advisory only and does not bind the Directors or the Company.

Shareholders attending the AGM will be given a reasonable opportunity to ask questions about, or make comments on, the Remuneration Report.

RETIREMENT AND ELECTION OF DIRECTORS

Mr. Bruce Higgins is a Director who must retire by rotation provisions pursuant to clause 6.1 (g). Mr. Bruce Higgins retires and is not seeking re-appointment.

RE – ELECTION OF MR CRAIG HIGGINS AS DIRECTOR (Resolution 2)

Introduction

Mr. Craig Higgins is a Director who must retire by rotation provisions pursuant to clause 6.1 (g). Mr. Craig Higgins is eligible for re-election and is seeking re-appointment as a Director.

Biographical details of Mr. Craig Higgins are set out below.

Biography of Mr. Craig Higgins (Non-Executive Director)

Mr. Craig Higgins, aged 51, was appointed a Director of the Company on 24th March 2006.

Mr. Higgins has a Bachelor of Management Studies majoring in accounting and cost accounting and is a member of each of the Australian and New Zealand Institute of Chartered Accountants. He is Chairman of 900 Degrees Limited (NHD), has served on the Board of Mobilesoft Limited (ASX: MSO) as a Non-Executive Director and has executive management experience as the former CEO and CFO of a leading provider of facility management and multi discipline support services including more than a decade of service experience in the physical security industry. Mr. Higgins has also served in General Management and CFO roles at a leading property services firm and one of Australia's largest private internet and network service providers after commencing his career with Price Waterhouse.

RATIFICATION OF ISSUE OF NEW SECURITIES (Resolution 3)

In order to obtain approval of Resolution 1 under Listing Rule 7.4, XTEK is required to provide certain information in accordance with Listing Rule 7.5. This information is set out below.

Number of securities issued, issue price and allottees

On 15th October 2008, XTEK issued 9,588,064 New Securities in XTEK at the price of \$0.020 per New Security to the Recipients in the numbers set out below.

Investor	Number of New Securities
Anwat Marketing Pty Ltd	5,588,064
Darling Capital Super Fund	2,500,000
Integrated Solutions Consultancy Group	1,000,000
Mrs. Jonnette McDonnell	500,000
TOTAL	9,588,064

The 9,588,064 New Securities were issued to the Recipients in accordance with the ASX Listing Rules, in particular Listing Rule 7.1, which allows XTEK, in any 12 month period, to issue or agree to issue up to such number of securities as is equal in number to 15% of its issued ordinary share capital without shareholder approval.

Pursuant to Listing Rule 7.4, a company may subsequently ratify issues of securities that have already taken place. By doing so, the company is able to refresh its ability (under Listing Rule 7.1) to issue up to the maximum limit of 15% of its issued capital in any 12 month period without shareholder approval.

XTEK is seeking shareholder ratification of the issue of the 9,588,064 New Securities under Listing Rule 7.4 in order to give it maximum flexibility to issue new securities in the forthcoming 12 months (should that need arise). Resolution 3 set out in the Notice of Meeting seeks shareholder ratification of the prior issue of the 9,588,064 New Securities at the issue price of \$0.020 per New Security.

Securities

Each New Security will rank equally, from the date of issue, with all XTEK's other issued fully paid ordinary shares. The New Securities have been issued by the Company and accepted by the Recipients. The Securities will be able to be quoted, and traded, on ASX from their date of issue.

Use of the funds as raised

Together, the Recipients have paid a total sum of \$191,761.28 for the 9,588,064 New Securities as issued by XTEK for the purpose of raising working capital.

Voting Exclusion Statement.

The Voting Exclusion Statement relating to Resolution 1 is included in the Notice of Meeting.

ISSUE OF ADDITIONAL SECURITIES (Resolution 4)

In order to obtain approval of Resolution 4 under Listing Rule 7.1, XTEK is required to provide certain information in accordance with Listing Rule 7.3. This information is set out below.

Number of securities issued, issue price and allottees

XTEK proposes to issue up to 12,300,000 Shares in the capital of XTEK to sophisticated investors (including senior managers and persons associated with them) at a minimum issue price of \$0.026 per Share. XTEK is also seeking shareholder approval under Listing Rules 7.1 and 7.3 of the issue of up to 12,300,000 Shares. Resolution 4 set out in the Notice of Meeting seeks the relevant shareholder approval.

Issue Date

It is expected that this capital raising will be undertaken after the Meeting and that the Shares will be issued to professional and sophisticated investors prior to 31st December 2008 or before a date that is three months after the date of the meeting.

Terms of the securities

The shares will be issued on the same terms as, and rank equally from the date of issue with, all other XTEK's issued fully paid ordinary shares.

Use of the funds as raised

If the placement is completed as expected professional and sophisticated investors will subscribe for up to 12,300,000 Shares. The Company will use these funds for working capital.

Voting Exclusion Statement

The Voting Exclusion Statement relating to Resolution 4 is included in the Notice of Meeting.

By Order of the Board



Lawrence A Gardiner
Company Secretary
Dated: 15th October 2008

INFORMATION FOR SHAREHOLDERS

Voting and Proxy Votes

1. A member entitled to attend and vote at the meeting has a right to appoint a proxy.
2. The proxy need not be a member of the Company.
3. A member who is entitled to cast two or more votes may appoint up to two proxies and, in the case of such an appointment, may specify the proportion or number of votes each proxy is appointed to exercise.
4. If a member appoints two proxies and the appointment does not specify the proportion or number of the member's votes which each proxy may exercise, each proxy may exercise half of the votes.
5. The proxy form included in this Notice of Annual General Meeting must be signed by the member or the member's attorney. Proxies given by corporations must be signed under the hand of a duly authorised officer or attorney.
6. To be valid, the form appointing the proxy and the power of attorney or other authority (if any) under which it is signed (or a certified copy of it) must be lodged with the Share Registry - Computershare Investor Services Pty Limited at Yarra Falls, 452 Johnston Street, Abbotsford, Victoria 3067, using the reply paid envelope supplied or by facsimile to [+61 3 9473-2555] as soon as possible and in any event not later than 48 hours prior to the time appointed for the Annual General Meeting.
7. A proxy may decide whether to vote on any motion, except where the proxy is required by law or the Company's constitution to vote, or abstain from voting, in their capacity as proxy. If a proxy is directed how to vote on an item of business, the proxy may vote on that item only in accordance with that direction. If a proxy is not directed how to vote on an item of business, the proxy may vote as he or she thinks fit.
8. If a shareholder appoints the chairperson of the meeting as the shareholder's proxy and does not specify how the chairperson is to vote on an item of business, the chairperson will vote, as proxy for that shareholder, in favour of the item on a poll.
9. Members should refer to the Explanatory Memorandum, which accompanies and forms part of this Notice of General Meeting, for information regarding voting restrictions.
10. Any corporation which is a member of the Company may authorise (by certificate under common seal or other form of execution authorised by the laws of that corporation's place of incorporation, or in any other manner satisfactory to the chairperson of the Annual General Meeting) a natural person to act as its representative at any general meeting.
11. The Chairman intends voting undirected proxies in favour of all resolutions.

Voting Entitlement

For the purposes of the Corporations Act and Corporations Regulations shareholders entered on the Company's Register of Members as at 7:00 pm on 18th November 2008 are entitled to attend and vote at the meeting. On a poll, members have one vote for every fully paid ordinary share held. Holders of options are not entitled to vote.

How to Vote

To vote on the resolutions, members will need to follow these steps:

Either: Complete the Form of Proxy and return it by facsimile or mail (to be received no later than 12.30pm on 18th November 2008 to the following office or facsimile number:

Computershare Investor Services Pty Limited
GPO Box 242,
Melbourne, Vic, 3001
Facsimile number: 03 9473 2555

Or Attend the AGM.

Queries

If you have any queries in respect to the AGM, the financial statements to be put to the AGM or the resolutions being considered, please contact the Company Secretary, Mr. Lawrence Gardiner, at XTEK on (+61 2) 6280 6321.



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

Lodge your vote:

By Mail:
 Computershare Investor Services Pty Limited
 GPO Box 242 Melbourne
 Victoria 3001 Australia

Alternatively you can fax your form to
 (within Australia) 1800 783 447
 (outside Australia) +61 3 9473 2555

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 12.30pm 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

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	View your securityholder information, 24 hours a day, 7 days a week: www.investorcentre.com
<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.

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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

IND

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 Xtek 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 XTEK limited to be held at the XTEK Centre, 25 Yallourn Street, Fyshwick ACT 2609 on Thursday, 20 November 2008 at 12.30pm 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 Remuneration Report	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 2 Re-election of Mr Craig Higgins as a Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 3 Ratification of issue of New Securities	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 4 Proposed Issue of additional New Securities	<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 ____/____/____

XTE

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Computershare

All correspondence to:
Computershare Investor Services Pty Limited
GPO Box 2975 Melbourne
Victoria 3001 Australia
Enquiries (within Australia) 1300 850 505
(outside Australia) 61 3 9415 4000
Facsimile 61 3 9473 2500
web.queries@computershare.com.au
www.computershare.com

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

Dear Securityholder,

We have been trying to contact you in connection with matters arising from your securityholding in XTEK Limited. Unfortunately, our correspondence has been returned to us marked "Unknown at the current address". For security reasons we have flagged this against your securityholding which will exclude you from future mailings, other than notice of meeting.

We value you as a securityholder and request that you supply your current address so that we can keep you informed about our XTEK Limited. Where the correspondence has been returned to us in error we request that you advise us of this so that we may correct our records.

You are requested to include the following;

- >Security Reference Number (SRN);
- >ASX trading code;
- >Name of company in which security is held;
- >Old address; and
- >New address.

Please ensure that the notification is signed by all holders and forwarded to our Share Registry at:

Computershare Investor Services Pty Limited
GPO Box 2975
Melbourne Victoria 3001
Australia

Note: If your holding is sponsored within the CHESS environment you need to advise your sponsoring participant (in most cases this would be your broker) of your change of address so that your records with CHESS are also updated.

Yours sincerely

A handwritten signature in black ink, appearing to read 'L. Gardiner', written in a cursive style.

Lawrence Gardiner
Company Secretary

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