

MEDIA TECHNOLOGY GROUP LIMITED

NOTICE OF ANNUAL MEETING OF SHAREHOLDERS

Thursday 31 July 2008 at 11:00am

at

the company's premises

17-21 Maidstone Street, Ponsonby, Auckland

NOTICE OF ANNUAL MEETING OF SHAREHOLDERS

Notice is hereby given that the Annual Meeting of Shareholders of Media Technology Group Limited (the "Company") will be held at 17-21 Maidstone Street, Ponsonby, Auckland on Thursday 31 July 2008 at 11:00am.

ORDINARY BUSINESS OF THE MEETING

1. Financial Reports and Statements

To receive and consider the Financial Report of the Company and the Consolidated Financial Statements of the Company and the Company's controlled entities and Reports of the Directors' and of the Auditor for the year ended 31 March 2008.

2. Election of Murray Willis as Director

Murray Willis retires pursuant to the Constitution of the Company and, being eligible, offers himself for election.

3. Appointment and Remuneration of Auditors

To record the appointment of BDO Spicers Auckland as Auditors of the Company under section 200 of the Companies Act 1993, and to authorise the Board to fix their remuneration for the forthcoming year.

PROXIES

All shareholders of the Company entitled to attend and vote at the meeting are entitled to appoint a proxy to attend and vote for them instead.

A proxy need not be a shareholder of the Company.

A Proxy Form is enclosed and to be effective must be lodged at the Registered Office of the Company or with the Company's Share Registrar in accordance with the instructions in the Notes to the Proxy Form accompanying this Notice within at least 48 hours before the meeting is due to begin (ie. before 11:00am on Tuesday 29 July 2008).

VOTING RESTRICTIONS

No persons are restricted from voting on any of the resolutions referred to in this Notice of Meeting.

All persons registered on the Company's register of shareholders as the holders of shares as at 11:00am on Tuesday 29 July 2008 shall, subject only to the preceding restrictions, be entitled to vote at the Meeting in person or by proxy.

By Order of the Board of Directors

Chris Due
Director

NOTES

Shareholders are advised to refer to the following.

Proxies

1. A shareholder entitled to attend and vote at the Annual Meeting is entitled to appoint a proxy to attend and vote on his or her behalf. A proxy need not be a shareholder of the Company.
2. The form on the reverse side allows shareholders to determine whether the proxy votes at the proxy's discretion or votes in accordance with the shareholder's wishes. If the form is returned without a direction as to how the proxy shall vote on any particular resolution, the proxy will exercise his or her discretion as to whether to vote and if so, how.
3. If you are unable to attend the meeting but would like to vote at the meeting, the Chairman of the Board of Directors is prepared to act as your proxy and vote on your behalf. If you would like to exercise this option, you must complete the Proxy Form by appointing the Chairman as your proxy.
4. All joint holders must sign the Proxy Form. If the person appointing a proxy is a corporation, the proxy must be signed for and on behalf of that corporation by two Directors or otherwise in accordance with the constitution of that corporation. If the Proxy Form is signed by an attorney, the attorney must have been authorised in writing.
5. A Proxy Form is set out on the reverse of these notes.

The Proxy Form must be completed and returned to the Company's Share Registrar, together with any power of attorney, (if applicable) by:

- Delivering it to Computershare Investor Services Limited, Level 2, 159 Hurstmere Road Takapuna, Auckland;
- Posting it to Computershare Investor Services Limited, Private Bag 92 119, Auckland;
- Faxing it to Computershare Investor Services Limited at (09) 488 8787.

OR by delivering it to the Company's registered office at 17-21 Maidstone Street, Ponsonby, Auckland.

In each case it must be received at least 48 hours before the time of the meeting, ie. not later than 11:00am on Tuesday 29 July 2008. Proxies lodged after that time will not be valid.

PROXY FORM

I / We

Of

Shareholder Number

Being a shareholder(s) of MEDIA TECHNOLOGY GROUP LIMITED

Hereby appoint

Of

Or failing him / her

Of

as my / our proxy to vote for me / us and on my / our behalf at the Annual Meeting of the Company to be held at 17-21 Maidstone Street, Ponsonby on Thursday 31 July 2008 commencing at 11:00am and at any adjournment thereof and hereby revoke any earlier proxy made by me / us.

My / our proxy is to vote in respect of the resolutions as indicated below.

Please indicate with a ✓ in the spaces provided how you wish your vote to be cast. If you do not do so, the proxy will vote or abstain from voting at his / her discretion.

Resolutions:

	For	Against
1. Financial Reports and Statements	<input type="text"/>	<input type="text"/>
2. Election of Murray Willis as a Director	<input type="text"/>	<input type="text"/>
3. Appointment and remuneration of Auditors	<input type="text"/>	<input type="text"/>

Number of Shares Held

Signed this **Day of** **2008**

Signature(s) of Shareholder(s)