

Information Memorandum

For the offer of up to 20 million ordinary shares
at an issue price of \$1 each



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Indicative Timetable

Opening Date of offer 26th September 2007

Closing Date of offer 15th November 2007

The above dates are indicative only and may vary. The Company reserves the right to extend the Closing Date of the Offer or close the Offer early without notice.

Important Notice

This Information Memorandum is dated 26 September 2007

The Offer contained in this Information Memorandum is an invitation to apply for shares in Scintilla Strategic Investments Ltd ACN 127 221 916 (**Issuer**) (**Shares**).

This Information Memorandum has been prepared by the Issuer based on information and facts available to it as at 26 September 2007. All references to monetary amounts in this Information Memorandum are in Australian dollars. The information contained in this Information Memorandum is general information only and does not take into account your individual objectives, financial situation or needs. You should assess whether the information is appropriate for you and consider talking to an appropriately qualified financial adviser before making an investment decision.

Investments in Shares are not deposits with the Issuer, the Manager or any of their associates. Any Investment in the Issuer is subject to investment risk, including possible delays in payment and loss of income and capital invested. Neither the Issuer, its directors nor any associate guarantees any particular rate of return or the performance of the Company or the Shares, nor do they guarantee the repayment of capital.

The financial performance estimates detailed in this Information Memorandum have been prepared on the basis of certain assumptions which are set out elsewhere in this document. The estimates do not constitute any warranty, representation or guarantee that the Issuer will return a certain level of performance: the estimates are only indications based on a given set of assumptions about future circumstances. Various factors may affect the Issuer's ability to meet these financial performance estimates. Whilst care has been taken preparing the estimates set out in this Information Memorandum, you should be mindful of the potential impact of such factors as changing domestic and international economic conditions, fluctuations in interest rates, changes to property market conditions, inflation, potential legislative changes and the other risk factors set out elsewhere in this document on the Issuer's ability to meet these estimates.

This Information Memorandum has been provided to you by the Issuer for the sole purpose of the Offer, on the express understanding that the contents will be regarded and treated as strictly confidential. This Information Memorandum may not be reproduced or used in whole, or in part, for any purpose other than that for which is permitted by the Issuer in writing.

The contents of this Information Memorandum which are not public knowledge are confidential and must not be disclosed by you to any person, except your employees and consultants on a need to know basis and subject to their treating it as strictly confidential.

No Representation or Warranties

To the extent permitted by law none of the Issuer, the Manager, their respective directors or associates or any of their advisers or consultants:

- represents or warrants (expressly or impliedly) that the information herein is complete, true and correct and not misleading or likely to be misleading or deceptive and you should make your own enquiries to ascertain the accuracy of any information upon which you intend to rely;
- are responsible or in any circumstances liable (whether at law, in equity, under statute or otherwise) for any statement made or anything contained in or arising out of the Information Memorandum, including without limitation, any errors, misrepresentations or omissions.

No person other than the Manager has been authorised to give any information (other than as contained in this Information Memorandum), or make any representation or warranty in connection with the Offer on behalf of the Issuer and any such information, representation or warranty should not be relied on as having been authorised by the Issuer.

Offers under this Information Memorandum will be made pursuant to section 91 1A(2)(b) of the Corporations Act. The Issuer has entered into arrangements with Australian financial services licensees (**Licensees**) for this purpose. The Issuer will only authorise Licensees to make offers to people to arrange for the issue of the Shares by the Issuer under the Information Memorandum and the Issuer will only issue Shares in accordance with such offers if they are accepted.

The Issuer will forward all application forms and application money it receives to the Licensees. The Licensees will deposit and deal with the application money pursuant to this Information Memorandum. The Licensees' function should not be considered as an endorsement of the Offer nor a recommendation of the suitability of the Offer for any investor. The Licensees do not guarantee the success or the performance of the Issuer or the returns (if any) to be received by investors.

On the earlier of you deciding not to participate in the Offer and the Issuer informing you that it will not extend the Offer to you, you are required to promptly return this Information Memorandum and any copy thereof (electronic or paper) to the Issuer and to destroy all material prepared from and/or containing any information from this Information Memorandum.

No party shall have any responsibility to update this Information Memorandum in any respect.

The Offer under this Information Memorandum has been structured as an excluded offer and is intended as an offer solely to sophisticated investors to whom s708(8) of the Corporations Act applies, professional investors to whom s708(11) of the Corporations Act applies or to clients of financial services licensees to whom s708(10) of the Corporations Act applies. By making an application you warrant that you are person to whom an Offer may be made without disclosure under Chapter 6D of the Corporations Act. If you are unsure whether you fall within one of these exempt categories you should consult an appropriately qualified professional adviser.

As an excluded offer, this document is not required to be lodged with ASIC and does not contain information that may be expected to be found in a prospectus, product disclosure statement or other regulated offer document. The Application Form may only be distributed and attached to a complete and unaltered copy of the Information Memorandum. You should read this Information Memorandum carefully before investing. You cannot invest in the Shares unless you use the Application Form attached to this Information Memorandum. The Application Form included with this Information Memorandum contains a declaration that the applicant has personally received the complete and unaltered Information Memorandum prior to completing the Application Form.

**“The world is changing very fast. Big will not beat small anymore.
It will be the fast beating the slow.”**

- Rupert Murdoch

Corporate Directory

Scintilla Strategic Investments Ltd

ACN 127 221 916

Level 3 Ord Minnett House
140 Bundall Rd
Bundall QLD 4217

PO Box 6239
G.C.M.C.
Bundall QLD 9726

Phone: 07 55 743 612
Fax: 07 55 743 531

Directors

Mr Andre Marschke (Managing Director)
Mr Bradley Simpson
Mr Christian Faes (Chairman)

Legal Advisors

Clayton Utz
Level 28 Riparian Plaza
71 Eagle St
Brisbane QLD 4000

Accountants

Williams and Partners
Level 19 144 Edward St
Brisbane QLD 4000

Auditors

KPMG
Level 11, Corporate Centre One
Cnr Bundall Rd & Slatyer Ave
Bundall QLD 4217

Manager

Scintilla Asset Management Pty Ltd ACN 124 829 134
Corporate Authorised Representative of Centec Securities Pty Ltd AFSL 240877
Level 3 Ord Minnett House Bundall QLD 4217



Executive Summary.

Scintilla has been incorporated to provide its investors with unparalleled access to microcap growth companies in both conventional and cutting edge industry sectors.

Funds raised by Scintilla will be applied to investing in microcaps listed or preparing to list on the ASX. Seed capital, private placements and IPO's will be the regular avenues used to acquire shares in these microcaps.

Microcap investing requires access to excellent networks, specific technical knowledge, financial analysis capabilities and dealing skills. Scintilla possesses all of these attributes and combines these skills into one entity which investors can use to gain exposure to exciting companies that are normally out of reach.

Aspects to consider:

- New way of investing in high growth assets. We take the best elements from stockbroking, managed funds and corporate finance departments and leave the investor unfriendly features behind.
- Scintilla is performance driven. Pure and simple. We aren't transaction driven like brokers, deal driven like corporate financiers or lumbered with restrictive investment criteria like big fund managers.
- Scintilla's management doesn't receive anything above an administration fee until performance exceeds 18% per annum. From that point on it is a profit share. In the last financial year Scintilla's manager grew the gross microcap assets in their private company by over 200%.

"We want to make money with you, not from you" - Warren Buffet.

- Scintilla's management is highly experienced in dealing in Microcap shares: We further de-risk our decisions by consulting experts in bio-technology, mining and geology, and financial modeling to validate our investments.
- Our infrastructure is low cost, effective and is variable on a deal by deal basis.
- Scintilla sources investments that are not part of the pack. We seek to find new opportunities in new sectors that have not yet hit the radar of large institutions.
- For most investors, it is simply too time consuming and too difficult to investigate microcaps from a technical, financial and dealing perspective. However, not investing in these companies means missing out on new and exciting industries and sectors that can strongly outperform other investments.

Scintilla therefore provides an ideal avenue for investors to participate in new and emerging companies that offer potentially exceptional growth opportunities.



Details of Offer.

This section is not intended to provide full information for investors intending to apply for Shares pursuant to this Information Memorandum. This Information Memorandum should be read and considered in its entirety.

The performance of Scintilla Strategic Investments Ltd is not guaranteed by the Company, the Manager or any adviser to the Company.

1.1 The Company

Scintilla Strategic Investments Limited is an unlisted public company that will operate as a diversified investment company with a focus on microcap stocks listed or imminently listing on the Australian Securities Exchange (ASX).

Investments will be made either via a direct injection of capital into investee companies or via shares purchased on the ASX.

1.2 The Offer

The Company offers for subscription a minimum of 5,000,000 shares and up to a maximum of 20,000,000 Shares at A\$1.00 each to raise up to A\$20,000,000. The initial offer period expires on 15th November 2007.

1.3 Capital Structure

The number of Ordinary Shares held by each Director at the date of this Information Memorandum is as follows:

Director	Ordinary Shares
Andre Marschke	1
Brad Simpson	1
Christian Faes	1

Total Shares on issue at the date of this Information Memorandum	3
Shares offered pursuant to this Information Memorandum	20,000,000
Total Shares on issue on completion of offer	20,000,003

1.4 Applications

Applications for Shares must be made using the Application Form. Payment for Shares must be made in full at the issue price of A\$1.00 per Share.

Applications for Shares must be for a minimum of 50,000 Shares and thereafter in multiples of 10,000 Shares. Completed Application Forms and accompanying cheques must be mailed or delivered to:

Scintilla Strategic Investments Limited Share Offer

c/- Scintilla Asset Management Pty Ltd
Level 3 Ord Minnett House
140 Bundall Rd
Bundall 4217

PO Box 6239
G.C.M.C.
Bundall QLD 9726

Cheques should be made payable to "Scintilla Strategic Investments Limited Share Offer" and crossed "Not Negotiable". Completed Application Forms must reach any of the above addresses by no later than the Closing Date.

The Company reserves the right to close any of the Offers early.

1.5 Allotment

Allotment of Shares under the Initial Offer will take place as soon as practicable after the minimum subscription amount is received. Prior to allotment, all application monies shall be held by the Company. The Company, irrespective of whether the allotment of shares takes place, will retain any interest earned on the application monies. The Directors reserve the right to allot Shares in full for any application or to allot any lesser number or decline any application. Where the number of Shares allotted is less than the number applied for, or where the allotment is made, the surplus monies will be returned by cheque to the applicant within seven (7) days of the allotment date.

1.6 Minimum Subscription

The Minimum Subscription for the Offer is \$5.0 million comprising 5,000,000 Shares. No shares will be allotted under this Information Memorandum until the Minimum Subscription has been received.

If the Company fails to raise the Minimum Subscription by the date which is 15th November 2007, the Company will repay all Application Moneys to Applicants within seven days after that date.

1.7 No Imminent ASX Listing

The Shares offered by this Information Memorandum will not be quoted on the ASX.

1.8 Term and Exit strategy

Due to the nature of the investments being undertaken, Scintilla intends to invest the funds and retain the portfolio for an approximate three year term. It is anticipated that three years (or earlier) after the closing date of the initial offer, the Directors at their sole discretion and in consideration of ASX circumstances and conditions may seek a listing on the ASX. Subject to the Corporations Act, Investors are able to sell their shares prior to this if they can readily find a buyer for the shares. The Company will, subject to the Corporations Act, make reasonable endeavours to assist if shareholders need an early exit, however no guarantees can be made as to the ability to find a purchaser.

1.9 Dividend Policy

It is the intention of the Company to make regular distributions of Company profits in the form of semi-annual dividend payments. The amount of the dividends paid by Scintilla will be at the discretion of the Directors and will take into account:

- Investment performance in the relevant period
- Current market conditions
- Retained profits
- Scintilla's financial position at the time

It is the intention of Scintilla to distribute these dividends as fully franked dividends where possible.

1.10 Proposed use of funds

- (a) The majority of the funds will be used to apply for or acquire securities in listed microcap companies, and in selected unlisted opportunities where directors believe a listing will take place within 12 months on an approved exchange.
- (b) Usual public company expenses including accounting, directors', auditing and legal fees.
- (c) To engage independent technical experts as required to assess the validity of investee company claims, including geological assessments, technology reviews and financial modelling.

1.11 Applications outside Australia

This Information Memorandum does not, and is not intended to, constitute an offer in any place or jurisdiction, or to any persons whom, it would not be lawful to make such an offer or issue this Information memorandum. The distribution of the information memorandum in jurisdictions outside Australia may be restricted by law and persons who come into possession of this information memorandum should seek advice on and observe any such restrictions. Any failure to comply with such restrictions may constitute a violation of applicable securities laws. It is the responsibility of applicants outside Australia to obtain all necessary approvals for the allotment and issue of the Shares pursuant to this information memorandum. The return of a completed Application Form will be taken by the Company to constitute a representation and warranty by the applicant that all relevant approvals have been obtained.

1.12 Not Underwritten

The Offer is not underwritten.

1.13 Commitment to apply for Shares

Mr Bradley Simpson, an executive director, has agreed to arrange for parties associated with him to invest at least \$1,000,000 under the Initial Offer.

1.14 Commission on Application Forms

The Company reserves the right to pay a commission of 2.5% (exclusive of GST) to any AFS Licensee in respect of valid applications lodged and accepted by the Company and bearing the stamp of the AFS Licensee. Payments will be subject to the receipt of a proper tax invoice from the AFS Licensee.

1.15 Share Certificates

The Company will be issuing Share certificates or holding statements to Shareholders.

Should a Shareholder seek to dispose of any of their Shares, the Share certificate or holding statement will need to be provided to the Share Registry to allow a transfer to occur.

1.16 Risk Factors

Prospective investors in the Company should be aware that subscribing for the securities the subject of this Information Memorandum involves a number of risks. These risks include, but are not limited to, those set out in Section 4.0 of this Information Memorandum and investors are urged to consider those and other usual risks carefully (and if necessary, consult their professional adviser) before deciding whether to invest in the Company.

The risk factors set out in Section 4, and other general risks applicable to all other investments in listed and unlisted securities not specifically referred to, may in the future affect the value of the Shares. Accordingly, an investment in the Company should be considered speculative.

1.17 Privacy Statement

If you complete an Application Form, you are providing personal information to the Company. The Company collects, holds and will use that information to assess your application, service your needs as a Shareholder and to facilitate payments and corporate communications to you as a Shareholder.

The information may also be used from time to time and disclosed to persons inspecting the register, including bidders for your securities in the context of takeovers; regulatory bodies, including the Australian Taxation Office, authorised securities brokers, print service providers, mail houses and the Share Registry.

Collection, maintenance and disclosure of certain personal information are governed by legislation including the Privacy Act 1988 (as amended), and the Corporations Act. You should note that if you do not provide the information required on the Application Form, the Company may not be able to accept or process your application.

1.18 Taxation Implications

The company, its advisers and its Directors and officers do not accept any responsibility or liability for any taxation consequences. As a result, investors should also consult their own professional tax advisers in connection with subscribing for Shares under this Information Memorandum.

1.19 Professional adviser disclaimer

The following persons are named as performing a professional or other service in connection with this Information Memorandum.

Each of Clayton Utz (the Company's legal adviser), Williams & Partners (the Company's accountant), KPMG (the Company's auditor), Mr Tony Truelove (Geologist), Dr Masa Cemazar (Biotechnology Expert) or Dr Keith Duncan (Financial Modelling Expert):

- has not authorised or caused the issue of this Information Memorandum;
- has not made any statement in this Information Memorandum, or any statement on which a statement in this Information Memorandum is based, except where expressly stated;
- to the maximum extent permitted by law, expressly disclaims and takes no responsibility for any part of this Information Memorandum or for any omission from or misleading or deceptive statement in this Information Memorandum, other than a reference to its name and except where expressly stated; and
- was not involved in the preparation of the Information Memorandum or any part of it except where expressly attributed to that person.
- has given written consent to be named in this Information Memorandum in the form and context in which that person's name appears.

Think Differently:

“This ‘telephone’ has too many shortcomings to be seriously considered as a means of communication. This device is inherently of no value to us.”

- Western Union internal memo, 1876



Overview of Scintilla Strategic Investments Ltd.

Scintilla's objective is to give investors exposure to the niche microcap sector of the Australia stock market. The management of Scintilla Strategic Investments will be undertaken by Scintilla Asset Management Pty Ltd ("Manager"). The Manager is a Corporate authorised representative of Centec Securities Pty Ltd. AFSL 240877.

It is intended that the majority of the funds raised under this Information Memorandum will be allocated to provide primary capital to microcap companies and to invest in these companies via the secondary market (ASX) in accordance with the Management Agreement. A small portion of the funds will be retained by the Company to cover its expenses, including payment of accounting fees, taxes and general operating expenses.

The following diagram represents the structure of the company:



2.1 The Microcap Sector

Scintilla: n 1: a tiny or scarcely detectable amount

A Microcap can be defined as a very small company listed on the Australian securities exchange. The term "microcap" is applied to companies with very low or "micro" capitalisations, meaning the total value of the company's stock. Because of their small size, these companies are often overlooked by large investment groups even if they represent exceptional growth opportunities.

There are over 2300 companies currently listed on the ASX and generally speaking only the largest 3-400 are monitored comprehensively by the top 10 broking firms and their analysts. This means there are literally hundreds of potential opportunities that go largely undetected by the bigger investment institutions.

The microcap sector of the ASX retains a number of characteristics that leads to exceptional investment opportunities for organized and experienced capital investors like Scintilla.

- (a) Impatience: Small Traders and private investors who dominate this sector often possess a very short time horizon and can often be unwilling to wait for value to be realized.
- (b) The absence of rigorous financial analysis: A lack of formal analysis of microcaps leads to an information void which leads to excessive risk aversion and mispricing of company's share prices. This mispricing occurs in overvaluing a

company as well as undervaluing a company's share price. It is this wide variance that presents opportunities for informed investors.

- (c) Transaction driven: This sector is also driven by stock brokers who are remunerated according to volume of transactions so there is often constant switching from one small company to another with little attention paid to underlying fundamentals.
- (d) Supply and Demand: Small company's share prices are affected more by supply and demand rather than fundamental value. A small company's value can fall well below its intrinsic worth simply because a large seller needs to exit and there is insufficient liquidity to handle the volume.
- (e) Cutting edge technologies and industries: Small companies are often at the forefront of growth industries and provide early exposure to first mover advantages in these new industries. More detailed discussion follows below.

2.2 Emerging Industry Sectors

Scintilla believes that major structural shifts in the global economy are resulting in the emergence of new industry sectors that will drive growth in small companies that have involvement in these sectors.

As new growth industries approach global commercial acceptance there is often exceptional growth amongst first mover companies which by definition are new smaller players. Due to the immaturity of these new sectors and the lack of established larger players, there is minimal competition, high margins, and strong demand. Small companies by definition are at the forefront of these industries as the sectors are still in their infancy. By the time these companies reach a scale that is attractive to large fund managers, the hyper growth phase has passed. It is this hyper growth phase that Scintilla is seeking to target.

As dynamics in the world economies change, small companies that are in the right sectors can produce exceptional returns.

Scintilla is particularly focusing on investments in the following industry sectors:

- (a) Clean/Renewable Energy: This sector is gaining major momentum, and is still in its infancy. The opportunity for innovative Australian companies operating in this space is significant. The subsectors include: bio fuel production, processing and refining technology; clean coal, hydrogen fuel cell technology; uranium mining and processing; oil shale extraction technology.
- (b) Environmental Remediation: The introduction of carbon credit trading, the recognition of the value of carbon sinks, and the purification and re-use of water supplies are all key areas that can potentially provide significant returns to well funded players.
- (c) Commodities: Demand for raw materials from China and India continues to sustain historically high prices for commodities. Given this buoyant macro environment, Scintilla believes it should retain an exposure to small companies with advanced mineral exploration and production areas that can quickly add value and capitalize on the strength in commodity prices.

2.3 Information Void

A feature of investing in small companies is that by default these companies tend to be involved in new industries, technologies or fields that involve the application of specialised technical knowledge.

To analyse these companies it then requires not only financial modelling and market knowledge, but also specific technical knowledge. It is rare for private investors to possess all the requisite skill sets to properly analyse these companies and if they were to approach expert consultants it would be very costly.

At Scintilla we combine our extensive financial market knowledge and our valuation skills with independent experts within our network that can provide us with the required technical input to further enhance our investment decisions. Thus, we fill the information void with high quality analysis which allows us to place a valuation on companies that normally swing widely in price because the market is unsure of what they are truly worth. Further information on Management's skills and independent experts retained is contained below in section 3.0.

2.4 Investment Strategy

Before making the decision to invest its capital in a particular company, Scintilla conducts investigations of both a quantitative and qualitative nature. This includes financial analysis, industry analysis and people analysis which is a review of directors and senior management.

- (a) As a starting point we use a number of fundamental and technical filters to sift through the approximately 2300

companies trading on the ASX. Other opportunities are generated by deal flow from our excellent network of specialist small company stockbrokers across Australia.

- (b) Companies that are short listed are then subjected to a strict financial analysis process to ensure they meet certain financial health hurdles. This is further explained in section 2.7.
- (c) The directors of each company and their track records are then examined and generally we will arrange to meet executives and management personally to gain further insights into the company. These face to face meetings are invaluable in assessing management competency and also allow for an on the ground inspection of company assets.
- (d) It is only after conducting appropriate financial and qualitative analysis that we begin accumulating shares in a particular company. We then closely monitor the company to ensure it is adhering to its business plan and stated business objectives.
- (e) Where possible we also seek to assist our investee companies to grow their operations. This can be done by providing direct capital for expansion or acquisition; Introducing them to merger opportunities via our network of other small companies, and presenting other acquisitions that may complement their existing asset base and enable them to grow faster.

2.5 Portfolio Construction

To mitigate risk and with consideration to liquidity factors it is envisaged that Scintilla will have a diversified suite of holdings in a wide range of industries and sectors. The number of individual companies that comprise these holdings is targeted to be in the range of 20-30. This is an indication only and the final makeup will vary depending on the range of opportunities available and the size of equity available in each opportunity.

2.6 Monitoring Process

Once an investment has been made, it is monitored in two ways:

- (a) Technically: This is monitoring the trading activity in the company's shares using price and volume data which is then inputted into various technical indicators. These indicators provide information on trend strength, increasing volume and potential trend changes.
- (b) Fundamentally: Regular contact is maintained with directors of each company, and ASX announcements and releases to the market are scrutinized as soon as they become available. In addition, the industry each company is involved in is monitored for new competition, deteriorating conditions, or other negative dynamics.

We have a strong focus on trend analysis, as seemingly inexplicable changes in trend often precipitate negative changes to the fundamentals of a company. We see trend analysis as a vital backstop to our fundamental analysis of companies.

2.7 Financial Analysis Undertaken

- (a) Balance sheet Analysis: Ensuring the investee company has enough cash and other liquid assets to sustain its business plan and how the company intends to fund its operations in the future. The level of debt if any is important and unless the company has a sustainable cash flow, we avoid small companies with any significant non convertible debt.
- (b) Cash Flow analysis: Analysis of cash flow statements to bolster the reliability of the Profit and Loss statements to identify that the company is generating cash profits as opposed to accounting profits.
- (c) Calculation of any discount to net asset backing: In some cases the share price of companies can trade below the net asset backing of the company. These assets are usually cash, land, plant and equipment and even royalty streams and licence fees. In these cases, little or no value is being ascribed to the actual operations of the company. These situations represent excellent low risk opportunities.
- (d) The discount to a conservative capitalized earnings model: If the company is earnings positive we can calculate a fair value based on standard valuation techniques. If the share price is trading at a significant discount to this valuation we will look to accumulate shares in the company.
- (e) Special Situations: A recapitalization of a distressed business, reverse merger or acquisition of an unlisted asset at below market multiples.
- (f) A company trading at fair assessed value that possesses a potentially blockbuster asset. E.g. an opportunistic lawsuit that if successful could reap a huge windfall gain, or an early stage biotechnology program with massive

applications. As long as this blue sky potential is not already factored in to the share price we view these situations as excellent risk/reward opportunities.

2.8 Ownership Structure

Scintilla also looks at who the major shareholders are and how committed they are to the company going forward. We also determine if directors and management hold large parcels of shares, and if there is a fractious relationship between any major shareholders and directors.

2.9 Investment Process

Once we have accumulated sufficient information and comfort that an investee company represents an excellent opportunity we then have a number of options to acquire an interest in the company.

2.10 Direct Investment in a Primary Issue of Securities

This is where Scintilla acquires shares in the company directly as a result of a new issue of shares by that company. Because we are investing larger sums of capital and it can often be hard for small companies to access funding, the price of these shares is often struck at a discount to the current market price. This is known as a private placement and is the equivalent of paying 'wholesale' prices vs 'retail.'

This way we don't have to buy shares on the market at market price, rather we negotiate a discount and get a large block of shares without paying any commission.

Placements are not accessible by the general public because to issue new shares to the general public, companies need to prepare expensive disclosure documents which are not only costly but take a long time to prepare. There is therefore a provision for companies to issue a proportion of its shares without these expensive disclosure documents. The requirement is however that the investors taking part in the placement must be sophisticated or professional investors.

This of course does not apply to the public at large so these offers generally go straight to a small pool of investors.

Secondary Market

This is simply accumulating shares on the ASX. We will do this if the company does not need to issue fresh capital and therefore can't issue shares via a placement. In the first instance rather than buying shares on the open market and potentially pushing up the price we will use a network of brokers and try to find a seller of a large parcel of shares that needs to exit and negotiate a discount on purchase.

Convertible debt

Alternatively we can offer loan capital to companies which converts into shares in that company at a fixed price. This way we receive upside in the share price however with the added bonus of a high interest yield as well as a claim over the company's assets.

2.11 Portfolio Risk Management

Scintilla seeks to manage risk in a number of ways:

- (a) Our direct and regular contact with directors, management as well as conducting onsite visits.
- (b) Performing significant financial analysis to ensure operations are well funded.
- (c) Ensuring we always buy at or below current valuation or asset backing and avoid paying a premium for 'blue sky'.
- (d) No single company on entry will represent more than 10% of total company assets.
- (e) Diversifying among a large number of small companies reducing overall risk to Scintilla's capital.

The Importance of Vision:

**“There is no reason anyone would want a computer
in their home.”**

**- Ken Olson, President, Chairman & Founder of
Digital Equipment Corp., 1977**



Management of Scintilla Strategic Investments Ltd.

The Manager of Scintilla Strategic Investments is Scintilla Asset Management Pty Ltd (SAM or the Manager) ACN 124 829 134.

SAM's two principals, Bradley Simpson and Andre Marschke, have extensive experience in financial market dealing garnered from employment with small boutique broking houses through to major financial institutions.

SAM also draws upon the expertise of its network of independent experts when formulating investment decisions on companies that require industry specific technical analysis, for example mineral exploration and biotechnology. These technical experts include geologist Mr Tony Truelove, financial modelling expert Dr Keith Duncan, and biotechnology specialist Dr Masa Cemazar. Consultation will be on ordinary commercial terms and will be investment specific allowing Scintilla to control its costs effectively while retaining access to independent technical knowledge. More information regarding these experts is provided below.

3.1 Directors of Scintilla Strategic Investments Limited

Mr Christian Faes - Chairman

Mr Faes is Chairman of Scintilla Strategic Investments Limited. Prior to founding a private law practice in Queensland, Mr Faes practised law internationally as a lawyer for Deutsche Bank AG and Clifford Chance LLP in London. During his time overseas, Mr Faes gained a wealth of experience and exposure to a broad range of corporate finance and financial market transactions. Prior to working in London, Mr Faes was a property lawyer with Allens Arthur Robinson. He is a founding director of boutique advisory firm Perella Capital Partners Pty Ltd.

Mr Andre Marschke Managing Director

See Andre Marschke's CV below.

Mr Bradley Simpson Executive Director

See Bradley Simpson's CV below.

3.2 Directors of SAM (the Manager)

Mr Andre Marschke Managing Director

Mr Marschke has extensive equity market experience gained from employment with a number of Stock Broking firms and investment houses including Pembroke Josephson and Wright, Hartley Poynton and Smith Barney Citigroup. Most recently he has been an Executive Director of Scintilla Capital Pty Ltd, a private investment company, where he oversaw growth in the company's assets of over 200% in the 2006/07 financial year. Mr Marschke has also held an ASX SEATS licence, and was a Level 2 Accredited Derivatives adviser. He is also currently a Non-Executive Director of Xcelerator Capital Ltd. He holds a Bachelor of Economics degree from the University of Queensland, a Graduate Diploma in Applied Finance and Investment, and a Graduate Diploma in Technical Analysis from the Securities Institute of Australia.

Mr Bradley Simpson Executive Director

Mr Simpson has 10 years equity market experience and was formerly an adviser with ABN Amro Morgans and Smith Barney Citigroup. He has a high level of experience managing private portfolios in local and international markets. At a corporate level he has also advised and participated in numerous equity placements and capital raisings. Mr Simpson is also a Director of Scintilla Capital Pty Ltd.

3.3 Independent Experts**Mr Tony Truelove**

Mr Truelove is a geologist with around 25 years experience in exploration. He graduated from the University of Adelaide with a Bachelor of Science (First Class Honours). Mr Truelove's employment history includes Exploration Manager positions with major Gold Company's Delta Gold, Indo Gold Ltd and Aurion Gold. He was Regional Exploration Geologist with Shell/Billiton Australia Ltd (now BHP-Billiton), one of the largest companies in the world and with Billion dollar gold major Newcrest Mining Ltd. Mr Truelove is currently Managing Director of Southern Cross Goldfields Ltd.

Dr Masa Cemazar

Dr Cemazar has a PHD in Molecular Genetics from the ICGEB, Italy and a Masters in Chemistry from Oxford University. She is currently employed as Senior Research Officer at the Institute for Molecular Bioscience at the University of Queensland. Dr Cemazar has a particular interest in emerging environmental remediation technologies and will be an extremely valuable contributor to our selection process in this important sector.

Dr Keith Duncan

Dr Keith Duncan is a Chartered Accountant, and is Director EMBA and Associate Professor of Accounting and Finance at Bond University. He has expertise in the fields of financial modelling, valuation, finance and new venture development. In addition to his extensive teaching and research experience at leading institutions in the USA, New Zealand, South Africa and throughout East Asia, he has consulted to and conducted executive development for commercial and government organisations as well as serving on several boards.

**"Most investors say "Don't take risks."
The rich investor takes risks."
- Robert Kiyosaki**



Risk Factors.

4.1 Introduction

Scintilla's business is subject to risk factors of both a specific and general nature. Individually, or in combination, these might affect the future performance of Scintilla and correspondingly the value of an investment in the Company. Prospective investors should consider the risk factors described below, together with information contained elsewhere in the Information Memorandum, before deciding whether to apply for Shares.

The following is not intended to be an exhaustive list of the risk factors to which the Company is exposed. Before deciding to invest in the Company, prospective investors should read this entire Information Memorandum and seek professional advice from their lawyer, accountant, stockbroker or other professional adviser.

4.2 Specific Risk Factors

Management Risk

Scintilla's success in substantially growing its assets is highly dependent on the ability of the Manager to execute its investment process outlined in Section 2.

The Manager's ability to construct and monitor the Portfolio is dependent on the skills and experience of its investment Directors. If the Manager assigns or terminates the Management Agreement, Scintilla's performance may be adversely affected.

Licensing

Managing the company's portfolio on an ongoing basis in the manner described in this Information Memorandum and in accord with current legislation depends on the Manager's ability to maintain its position as a Corporate Authorised representative of a current AFSL holder and to satisfy continued solvency requirements.

Past Performance

The past performance of the two principals of the Manager is not necessarily a guide to the future performance of the Company.

Incentivised Fee Structure

While the incentivised fee structure is designed to align management's interests to the performance of Scintilla, Investors should be aware that investments made on behalf of the Company may be more risky or more speculative than in the absence of this incentivised structure. The strict valuation criteria detailed in section 3 are designed to mitigate this risk.

Length of Management Agreement

The term of the Management Agreement is 25 years. The Company is entitled to terminate the Management Agreement in certain circumstances (see Section 5.1). There is a risk that the Company will be unable to terminate the Management Agreement in the event of poor performance by the Manager.

Management Expectations

Potential Investors should be aware that it is not expected that every investment made by the Company will prove to be profitable.

Individual Investment Risk

Individual share investments within Scintilla's Portfolio may fail for many reasons such as adverse changes in the business environment, increased competition or obsolescence of the investee company's intellectual property. If this occurs the NTA of Scintilla will be adversely affected.

4.3 General Risk Factors**Share Market Investments**

Investing in listed securities carries many inherent general risks. The price of investee company shares quoted on the ASX, may rise or fall and trade at prices below or above purchase price thus affecting the NTA of the Company.

There is also no assurance that when the Company wants to exit a holding there is an active trading market in those shares.

General Economic Conditions

Scintilla's investment performance may be influenced by a number of general economic and business conditions which are beyond its control. These include but are not limited to the consumer price index (inflation), fluctuations in commodity prices, exchange rates, interest rates and fiscal and monetary policy regimes. A prolonged downturn in general economic conditions would be expected to have an adverse impact on the Company's investment performance.

Price: NTA Discount to Market

Shares in Scintilla will not be listed on the ASX. It is therefore unlikely that an efficient secondary market will be available for the transfer of securities. If transfers are to take place they may occur at a price significantly different from the stated NTA.

Industry Risk

There are a number of industry risk factors that are outside the control of the managers. These factors may include increased regulatory and compliance costs, and unforeseen changes to Government legislation which may impose additional costs on the Company.

Taxation Considerations

There may be tax implications for investors arising from the allotment or purchase of Shares, receipt of dividends and participation in any share buy-back or disposal of Shares. Applicants should seek advice from an accountant or other professional tax adviser in relation to the application of tax legislation.

Investor Considerations

Any investment into the Company should be regarded as a long term proposition and as with any general equity investment the investor should be aware that significant fluctuations can occur in the value of their investment.

Speculative Investment

The risks outlined above should not be construed as exhaustive. The above-mentioned risks and others not specifically referred to above may in the future have an adverse effect on the financial performance of the Company and therefore the value of the securities offered under this information memorandum. The securities offered pursuant to this memorandum carry no guarantee with respect to returns of capital, market value of the securities or the payment of dividends.

An investment in the Company should be considered speculative and prospective investors should seek advice from their respective professional advisers before making a decision to invest.

“ I put a heavy weight on certainty... if you do that, the whole idea of a risk factor doesn't make any sense to me. You don't do it where you take a significant risk. But it's not risky to buy securities at a fraction of what they're worth.”

- Warren Buffet



Material Contracts.

5.1 Management Agreement

Term

The initial term of the Management Agreement with Scintilla Asset Management (SAM or the Manager) is 25 years commencing on the date of allotment of Shares pursuant to the initial offer.

Termination

The Company may terminate the Management Agreement at any time if:

- (a) the Manager or any of its directors or servants are found guilty of grave misconduct in relation to the affairs of the company;
- (b) the Manager materially breaches the Management Agreement or breaches any of the conditions of its corporate authorisation under the AFS License which it operates and such default or breach is not remedied within 30 days of receiving written notice from the company;
- (c) The Manager enters into liquidation (except for the purposes of voluntary reconstruction or amalgamation);
- (d) A receiver or receiver and manager is appointed to part or the whole of undertaking of the Manager;
- (e) The Manager is guilty of any gross default, breach, non-observance or non-performance of any term or condition in the Management Agreement and fails to remedy such breach within a time limit reasonably imposed by the Company;
- (f) The Manager fails to ensure that investments by the Company are consistent with the Company's Permitted Investments at the time the investment was made;
- (g) The Manager cannot lawfully continue to provide the services to the Company under the Management Agreement.

Assignment by Manager

The Manager may not assign its interest in the Management Agreement to another party except with the prior written consent of the Company (which consent may not be unreasonably withheld). Similarly, the Manager may not engage the services of a subcontractor to perform any or all of its duties and obligations under the Management Agreement without the prior approval of the Company (which approval may not be unreasonably withheld).

Performance Fee

The Manager will receive a performance fee if the performance of the company exceeds a return of an 18.0% increase in NTA before tax per the end of each relevant 12 month period.

Where the Portfolio has increased in value over a 12 month period by more than 18.0% (after expenses but before tax), the Manager will be entitled to a performance fee (exclusive of GST). The amount payable under the performance fee will be 25% of the increase in the Net Portfolio Value in excess of 18.0% (after expenses and before taxes).

In addition, any increase above a 45% increase in Net portfolio Value (before tax and after expenses) the performance fee will be 35% of the percentage increase above 45%.

Expenses

The company is liable for and must pay out of its assets, or reimburse the Manager for the following fees, costs and expenses incurred by the Manager in connection with the acquisition, disposal or maintenance of any investment or the investment in and management of the Portfolio:

- (a) fees payable to any securities exchange, the ASIC, ASX or other regulatory body
- (b) all costs, stamp duties, legal fees and other duties, taxes, fees disbursements and expenses, commissions and brokerage incurred by the Company or the Manager in connection with:
 - (i) the acquisition and negotiation of investment or proposed investment;
 - (ii) the sale or proposed sale, transfer, exchange, replacement or dealing with or disposal or proposed disposal of any investment;
 - (iii) the receipt of income or other entitlements from the investments in the Portfolio; and where approved by the Company; or
 - (iv) the engagement of a custodian to hold any investment;
- (c) outgoings in relation to the company such as rates, levies, duties, taxes and insurance premiums;
- (d) any fees which relate to the accounting and administration of the Company or the Portfolio, including by not limited to, accounting fees, audit fees and company secretarial fees;
- (e) all costs which relate to the establishment of the company or the information memorandum including without limitation, printing and legal costs in relation to the Information memorandum any fees which relate to compliance with the Corporations Act and other regulations, including but not limited to, legal fees and compliance audit fees; and
- (f) provided that the relevant fees are within the budgets approved by the Board from time to time, all fees and charges payable in connection with the appointment of attorneys, agents, delegates, investment managers, solicitors, stockbrokers, investment bankers, stock market consultants, accountants, contractors, qualified advisers, registrars and such other persons as may be necessary, usual or desirable in the opinion of the Manager for the purpose of exercising its powers and performing its obligations.

Notwithstanding the above, the Manager is solely responsible for payment of the fees of any investment manager engaged by the Manager to assist in the performance of its obligations under the Management Agreement. For the avoidance of doubt, any tax, management fee or performance fee incurred by the Company will be paid by the company out of its own funds and not as a deduction from the Portfolio.

Indemnity

The company must indemnify the Manager against any losses or liabilities reasonably incurred by the Manager arising out of or in connection with, and any costs, charges and expenses (including legal expenses on a solicitor/own client basis) incurred in connection with, the Manager or any of its officers, employees or agents acting under the Management Agreement or on account of any bona fide investment decision made by the Manager or any of its officers, employees or agents insofar as any loss, liability cost, charge or expense is caused by the negligence, default, fraud, or dishonesty of the Manager or its officers or employees or attorneys, agents, contractors, delegates, sub-delegates, or sub-agents. This obligation continues after the termination or expiry of the Management Agreement.

Manager Indemnity

The Manager must indemnify the Company against any losses or liabilities reasonably incurred by the Company arising out of or in connection with, and any costs, charges and expenses incurred in connection with negligence, default, fraud, or dishonesty of the Manager or its officers or employees or attorneys, agents, contractors, delegates, sub-delegates, or sub-agents. This obligation continues after the termination or expiry of the Management Agreement.

Commissions to Advisers

The Company reserves the right to pay a commission of 2.5% (exclusive of GST) to any AFS Licensee in respect of valid applications lodged and accepted by the Company and bearing the stamp of the AFS Licensee. The Company will not pay a commission in respect of applications lodged by SAM.

Payments will be subject to the receipt of a proper tax invoice from the AFS Licensee.

5.2 Constitution

The key provisions of the Constitution of the Company, read together with the Corporations Act, are summarised below. This summary is not intended to be exhaustive.

Rights attaching to Shares

The rights attaching to the Shares are:

- set out in the Constitution; and
- in certain circumstances, regulated by the Corporations Act, the Listing Rules, the ASTC Settlement Rules and the general law.

The principal rights, liabilities and obligations of the Shareholders as set out in the Constitution are summarised below.

Voting

At a general meeting, every Shareholder present in person or by proxy, attorney or representative has one vote on a show of hands and one vote on a poll for each fully paid share held. Voting at any meeting of Shareholders is by a show of hands unless a poll is demanded. A poll may be demanded by at least five Shareholders entitled to vote on the resolution, Shareholders with at least 5% of the votes that may be cast on the resolution on the poll, or the Chairman.

Dividends

The Directors may from time to time pay dividends to Shareholders out of the profits of the Company. The Directors may pay any interim and final dividends as, in their judgement, the financial position of the Company justifies. The Directors may fix the amount and the method of payment of the dividends. The payment of a dividend does not require any confirmation by a general meeting.

Subject to any special rights attaching to shares with special dividend rights, of which none are currently on issue, all dividends must be paid equally on all shares and in proportion to the number of, and the amounts paid on, the shares held.

Issue of further Shares

The Directors may (subject to the restrictions on the issue of shares imposed by the Constitution and the Corporations Act) issue, grant options in respect of, or otherwise dispose of further Shares on terms and conditions (including preferential, deferred or special rights, privileges or conditions, or restrictions) as they see fit.

Variation of class rights

Subject to the Corporations Act and their terms of issue, the rights attaching to any class of shares may be varied with the written consent of at least 75% of the holders of shares in the class or by a special resolution passed at a separate meeting of the holders of shares of the class. In either case, the holders of not less than 10% of the votes in the class of shares whose rights have been varied or cancelled may apply to a court of competent jurisdiction to exercise its discretion to set aside such variation or cancellation.

The creation or issue of further shares ranking equally with a class of shares already on issue is not a variation of class rights.

Transfer of Shares

Shareholders may transfer Shares by a written transfer instrument in the usual form or any form approved by the Directors. All transfers must comply with the Constitution and the Corporations Act.

The Directors may refuse to register a transfer of Shares, including in circumstances where the transfer is not in registrable form, where the refusal to register the transfer is permitted by the Corporations Act. The Directors must refuse to register a transfer of Shares where required to do so by the Corporations Act.

Share buy-backs

The Company may buy back Shares in itself in accordance with the provisions of the Corporations Act.

General meeting and notices

Each Shareholder is entitled to receive notice of, and except in certain circumstances, attend and vote at general meetings of the Company and receive all notices, accounts and other documents required to be sent to Shareholders under the Constitution or the Corporations Act.

Winding up

Subject to any special resolution or rights or restrictions attaching to any class or classes of shares, Shareholders will be entitled on a winding up to a share in any surplus assets of the Company in proportion to the Shares held by them.

Directors - Appointment and Removal

The minimum number of Directors is three and the maximum is 10, unless the Shareholders pass a resolution altering the maximum or minimum number.

The Directors may appoint a Director to fill a casual vacancy on the Board or in addition to the existing Directors.

Directors - Voting

Questions arising at a meeting of Directors will be decided by a majority of votes of the Directors present at the meeting and entitled to vote on the matter.

Directors - Remuneration

The Non-Executive Directors, are entitled to be paid fees for their services as a Director as the Directors decide, but the total amount provided to all Directors for such services must not exceed in aggregate in any financial year the maximum aggregate sum as may be approved from time to time by the Company in general meeting. The current maximum aggregate sum is \$250,000. Any change to that aggregate sum needs to be approved by Shareholders. At present there are no retirement benefits payable to a Non-Executive Director upon their retirement. The Constitution also makes provision for the Company to pay all reasonable expenses of Directors in attending meetings and carrying out their duties.

Directors' and Officers' Indemnity

Under the Constitution, the Company must, on a full indemnity basis and to the full extent permitted by law, indemnify each person who is or has been a director or secretary or other relevant officer of the Company, against any liability (including costs and expenses) incurred by that person.

To the extent permitted by law, the Company may insure a Director or secretary or other relevant officer against any liability incurred by that person and may also enter into an agreement or deed with a Director, secretary or person who is, or has been an officer of the Company (or a subsidiary of the Company), requiring the Company:

- to allow that person access to the books of the Company;
- to indemnify that person against any liability;
- to make a payment in respect of the legal costs of that person; or
- to keep that person insured in respect of any act or omission by that person while an officer of the Company (or a Subsidiary of the Company).

The Company intends to enter into a deed of access, indemnity and insurance with each Director, which confirms the Director's right of access to Board papers and requires the Company to indemnify the Director for liability incurred as an officer and promoter of the Company, subject to the restrictions imposed by the Corporations Act and the terms of the Constitution.

Amendment

The Constitution may be amended only by a special resolution passed by at least three quarters of the votes cast by Shareholders entitled to vote on the resolution. Currently, the Corporations Act requires at least 21 days' written notice specifying the intention to propose the resolution to be given.

“At Scintilla, we take notice of very small companies, because we know that some of them will become very large companies.”

Guide to completing the Application Form

Please complete all sections of the Application Form using BLOCK LETTERS.

Instructions

- A.** Insert the number of Shares for which you wish to subscribe at Item A. (Minimum of 50,000 shares). Multiply by \$1.00AUD to calculate the total for Shares and enter the \$ amount at **B**.
- C.** Write your full name. Initials are not acceptable for first names.

Note that ONLY legal entities can hold the Shares. The Application must be in the name of a natural person(s), companies or other legal entities acceptable to Scintilla Strategic Investments Ltd. At least one full name and surname is required for each natural person.

Examples of the correct form of registrable title are set out below.

Type of Investor	Correct Form of Registrable Title	Incorrect Form of Registrable Title
Trusts	Mr John David Smith <J D Smith Family A/C>	John Smith Family Trust
Deceased Estates	Mr Michael Peter Smith <Est Lte John Smith A/C>	John Smith (deceased)
Partnerships	Mr John David Smith & Mr Ian Lee Smith	John Smith & Son
Clubs/Unincorporated Bodies	Mr John David Smith <Smith Investment A/C>	Smith Investment Club
Superannuation Funds	John Smith Pty Limited ACN 123 456 789 <J Smith Super Fund A/C>	John Smith Superannuation Fund
Companies	John Smith Pty Limited ACN 123 456 789	John Smith Pty Ltd

- D.** Enter your postal address for all correspondence. All communications to you from Scintilla Strategic Investments Ltd will be mailed to the person(s) and address as shown.

For joint Applicants, only one address can be entered.

- E.** Enter your contact details so we may contact you regarding your Application Form or Application Monies.
- F.** Complete cheque details as requested. Make your cheque payable to "Scintilla Strategic Investments Ltd Share Offer" in Australian currency, cross it and mark it "Not Negotiable". Cheques must be made in Australian currency, and cheques must be drawn on an Australian ADI.
- G.** Tax File Number. Providing your Tax file number is voluntary however tax may be taken out of any dividend at the highest marginal rate (plus Medicare Levy) if a tax file number or exemption number is not provided.
- H.** Place a cross in the box to indicate whether you are deemed a "sophisticated investor."
- I.** By signing the Application Form the Applicant will be taken to have made to the Company the declarations and statements therein. Before signing the Application Form, you should read this Information Memorandum in its entirety. The Application Form must be signed by you personally or by an attorney.

Application Form

Applicants should read the Information Memorandum dated 26th September 2007 in its entirety before deciding to apply for Shares under the Offer.

Please print clearly in Block letters.

Insert the number of Shares you are applying for and multiply by \$1.00 to calculate the total.

A. x \$1.00 = B. \$

Applications must be for a minimum of 50,000 Shares at \$1.00 each then in multiples of 10,000 Shares.

C. Please enter the Applicant's name:

Applicant's Given Names or Company Name

Family Name/ACN

Joint Applicant No.2 (or Account Name)

Account Designation (Superannuation or Trust name)

D. Please enter the Applicant's postal address:

Street Number and Street, or PO BOX number

Suburb, City or Town

State

Postcode

E. Please enter contact information:

Contact Name (Given Name & Family Name)

Business Hours Telephone number

E-mail Address

F. Please enter details of the cheque(s) that accompanies this application:

Drawer	BSB/Bank	Amount of
<input type="text"/>	<input type="text"/>	\$ <input type="text"/>
Drawer	BSB/Bank	Amount of
<input type="text"/>	<input type="text"/>	\$ <input type="text"/>

G. Please enter your tax file number / ABN / exemption category details:

See over for additional information to be completed.

H. Exempt investor status

I hereby confirm that I am a person to whom this offer may be made and Shares issued without disclosure under Chapter 6D of the Corporations Act. The basis of my exempt investor status is as follows (please cross one of the following boxes):

- I am a "sophisticated investor" to whom a disclosure document need not be provided due to my compliance with section 708(8)(c) of the Corporations Act. I attach a certificate not more than 2 years old completed by a qualified accountant showing that I have net assets of at least \$2.5 million or gross income for each of the last two financial years of at least \$250,000.
- This offer of Shares has been made in accordance with sections 708 (1)–(7) of the Corporations Act).
- I am a professional investor under s708(11) of the Corporations Act.
- This offer was made to me through a financial services licensee in accordance with s708(10) of the Corporations Act.

I. Acknowledgements and Signature(s)

I/We agree to accept any Shares offered, allotted and issued to me/us and to be bound by the Constitution of Scintilla Strategic Investments Ltd and authorise my/our name to be placed on the register of members in respect of the Shares.

I/We confirm that:

- I/we have read the Information Memorandum in its entirety;
- I/We agree and understand the terms used in the Application Form have the same meaning as in the Information Memorandum;
- Scintilla Strategic Investments Ltd is not bound to accept my/our Application Form, but may accept it in part or in whole;
- I/we have had the opportunity to seek professional advice regarding all aspects of this investment;
- I/we have not relied on any statements or representations made by any party prior to applying, other than those written representations made in the Information Memorandum;
- this Application Form and the obligation to provide payment for the Shares I/we wish to be offered is irrevocable, subject to the terms of the proposed offers of Shares contained in the Information Memorandum;
- this Application Form has been received and accepted within Australia; and
- if this Application Form is to be signed under power of attorney I/we have no knowledge of the revocation of that power of attorney.

If an individual:

Date: / / 2007

SIGNED by _____ in the presence of:

_____ Witness Signature	_____ Signature
_____ Witness Print Full Name	_____ Print Full Name

If a Company:

Date: / / 2007

SIGNED by _____ pursuant to section 127 of the Corporations Act 2001(Cth):

_____ Signature of Director	_____ Signature of Director / Secretary
_____ Print Full Name	_____ Print Full Name

Annexure A

Sophisticated Investor Certification by an Accountant under Section 708(8)(c) of the Corporations Act 2001 (Cth).

Name and address of the qualified accountant:

Telephone:

Facsimile:

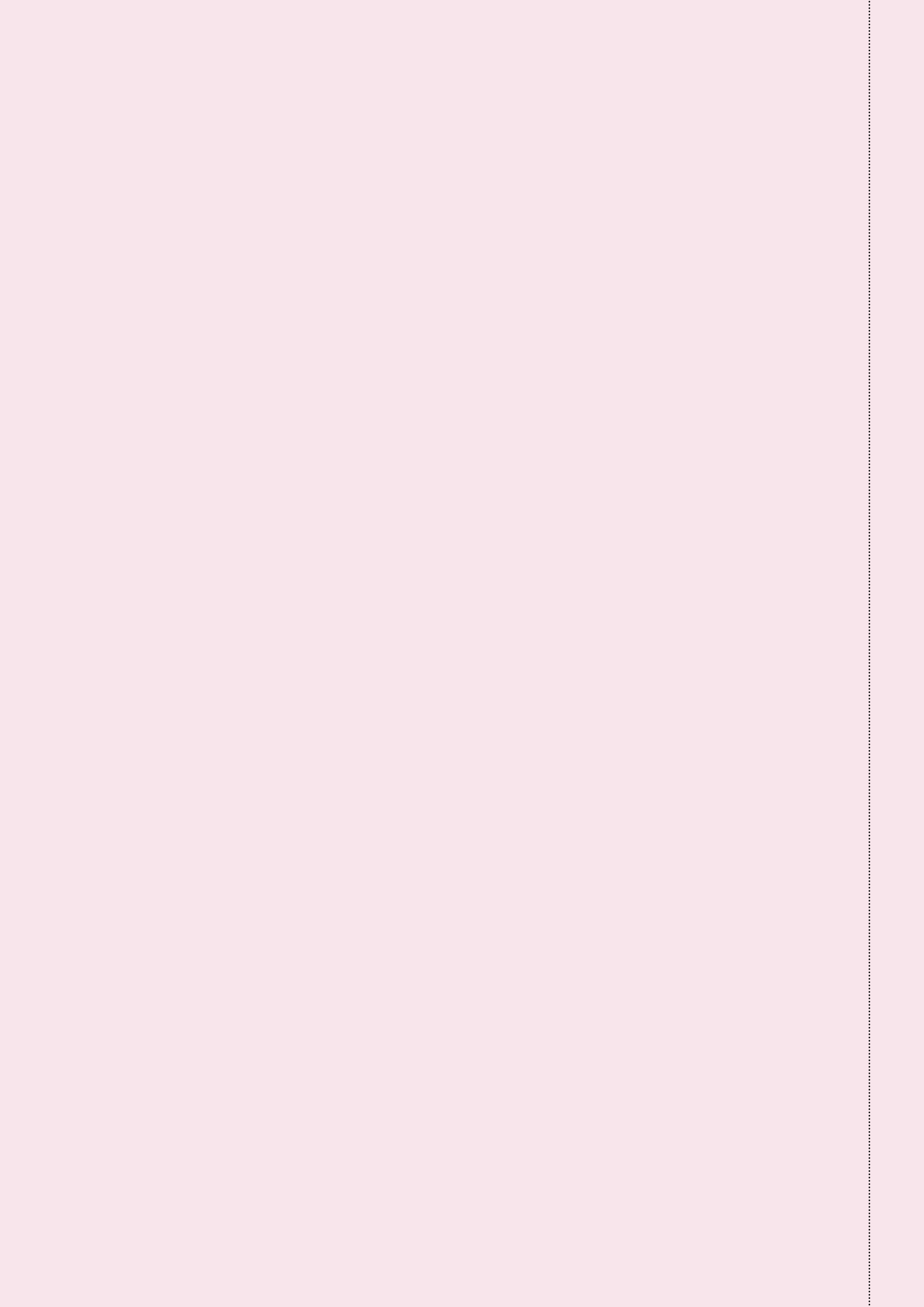
Name of Applicant:

I, the qualified accountant named above hereby certify that the following is true and correct.

1. I am a qualified accountant;
2. this certificate is given at the request of the applicant named above (Investor) in relation to a proposed offer of ordinary shares in Scintilla Strategic Investments Ltd; and
3. the Investor is known to me and for the purposes of Section 708(8)(c) of the Corporations Act 2001 (Cth):
 - (a) the Investor has net assets of at least \$2.5 million; and/or (delete as applicable)
 - (b) their gross income for each of the last two financial years has been at least \$250,000 a year.

Signature of Qualified Accountant

Date



Glossary.

Terms and abbreviations used in this Information Memorandum have the following meanings:

ASX means ASX Limited

Applicant means a person subscribing or considering subscribing for Shares in the Company

Application Form means an application form in the form attached to this Information Memorandum

Closing Date means the date by which valid acceptances must be received by Scintilla Strategic Investments being 15th November 2007 or such other date determined by the Company

Company or Scintilla means Scintilla Strategic Investments Pty Ltd ACN 127 221 916

Constitution means the constitution of the company as amended from time to time a summary of which is contained in section 5.2 of this Information Memorandum; a complete version of the Constitution can be found at www.scintillacapital.com.au

Directors means the directors of the Company as appointed from time to time

Information Memorandum or IM means this Information Memorandum dated 3 September 2007 as modified or varied by any supplementary information memorandum issued by the Company

Investor means a person or entity subscribing or considering subscribing for Shares in the Company

Issue Price means \$1.00 per Share

Manager or SAM means Scintilla Asset Management Pty Ltd ACN 124 829 134

Microcap means companies with very low or "micro" capitalisations, meaning the total value of the company's stock (Refer Section 2.1)

Offer means the offer of up to 20,000,000 Shares to exempt investors pursuant to and in accordance with this Information Memorandum

Opening Date means 26th September 2007

Shares means fully paid ordinary Shares in the Company

Scintilla Strategic Investments Limited

ACN 127 221 916

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Scintilla Strategic Investments Ltd is managed by Scintilla Asset Management Pty Ltd, a Corporate Authorized representative of Centec Securities Pty Ltd AFS Licence Number 240877