Notice of Extraordinary General Meeting

Notice is given that an Extraordinary General Meeting of G8 Education Limited (Company) will be held on Friday 29 October 2010 at 11.00 am at The Boardroom Cafe, Southport Yacht Club, Macarthur Parade, Main Beach Gold Coast, Queensland.

SPECIAL BUSINESS

Resolution 1: Ratification and allotment of previous securities

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

“That for the purposes of Listing Rule 7.4, members ratify and approve the previous issue of 18,938,622 securities issued through the placement to raise $13,067,649.”

To transact all other business which may be brought forward in accordance with the Constitution.

By order of the Board of Directors

Garry M Edwards

Company Secretary

30 September 2010
Entitlement to vote
The Directors have determined that, for the purpose of voting at the Meeting, shares in the Company will be taken to be held by the Shareholders on 27 October 2010 at 7:00 pm (Brisbane time).

PROXIES
In accordance with Section 249L of the Corporations Act 2001, Shareholders are advised that:

• each Shareholder who is entitled to attend and cast a vote at the meeting has a right to appoint a proxy;
• the proxy need not be a Shareholder of the Company; and
• a Shareholder who is entitled to cast two or more votes may appoint two proxies and may specify the proportion or number of votes each proxy is appointed to exercise. If no proportion or number is specified, then in accordance with Section 249X(3) of the Corporations Act, each proxy may exercise half of the votes. Fractions are disregarded.
• If you wish to appoint a proxy and are entitled to do so, please complete and return the attached proxy form.
• A corporation may elect to appoint a representative rather than a proxy, in accordance with the Corporations Act. In this case, the Company will require written proof of the representative’s appointment, which must be lodged with or presented to the Company prior to the meeting.

The instrument appointing the proxy must be received by the Company at the address specified below at least 48 hours before the time notified for the Meeting (proxy forms can be lodged by facsimile).

Registered Office
G8 Education Limited
Suite 27
Pegasus Centre
42 - 46 Bundall Road
BUNDALL QLD 4217

Facsimile Number
(07) 5581 5311

Postal Address
G8 Education Limited
P.O. Box 7092
G.C.M.C. QLD 9726

VOTING EXCLUSION STATEMENT
In accordance with the ASX Listing Rules the Company will disregard any votes cast by any persons deemed to have an interest in the resolutions.
However the Company need not disregard a vote if:
• It is cast by a person as a proxy for a person who is entitled to vote, in accordance with the directions on the proxy form; or
• It is cast by the person chairing the meeting as proxy for a person who is entitled to vote, in accordance with the directions on the proxy form to vote as the proxy decides.
EXPLANATORY STATEMENT
G8 Education Limited ABN 95 123 828 553

The resolution proposed is in relation to the issue of securities. These issues relate to the recent placement undertaken by the Company.

SPECIAL BUSINESS
Resolution 1: Ratification and allotment of previous securities

On 29 September 2010, the Company placed 18,938,622 shares to professional and sophisticated investors to raise $13,067,649.

ASX Listing Rule 7.4 provides that an issue of securities made without approval under ASX Listing Rule 7.1 is treated as having been made with approval for the purpose of ASX Listing Rule 7.1 if the issue did not breach ASX Listing Rule 7.1 and shareholders subsequently approve it.

Resolution 1 seeks shareholder approval under ASX Listing Rule 7.4 for the issue of 18,938,622 ordinary shares. The issue of Shares was within the 15% limit permitted by ASX Listing rule 7.1 at the time of issue.

The directors recommend you vote in favour of this resolution.
PROXY FORM
G8 Education Limited
A.B.N. 95 123 828 553

If we being a member(s) of G8 Education Limited and entitled to attend and vote hereby appoint

A

the Chairperson of the Meeting (mark box) OR if you are NOT appointing the Chairperson of the Meeting as your proxy, please write the name of the person or body corporate (excluding the registered Shareholder) you are appointing as your proxy

or failing the person/body corporate named, or if no person/body corporate is named, the Chairperson 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 instructions (or if no directions have been given, as the proxy sees fit) at the General Meeting of the Company to be held at 11.00am on Friday 29 October 2010, at The Boardroom Cafe, Southport Yacht Club, Macarthur Parade, main Beach Gold Coast, Queensland and at any adjournment of that meeting.

Where more than one proxy is to be appointed or where voting intentions cannot be adequately expressed using this form an additional form of proxy is available on request from the share registry. Proxies will only be valid and accepted by the Company if they are signed and received no later than 48 hours before the meeting, being 11.00am on 27 October 2010. The Chairperson of the Meeting intends to vote undirected proxies in favour of all items of business.

B

To direct your proxy how to vote on any resolution please insert □ in the appropriate box below.

Resolution 1
Ratification of issue of securities

For Against Abstain*

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

• If no direction is given above, I/we authorise my/our proxy to vote or abstain as my/our proxy thinks fit in respect of each resolution (including any procedural resolution) to be considered by the meeting and any adjournment of that meeting.

C

SIGNATURE OF SECURITYHOLDERS – THIS MUST BE COMPLETED

Securityholder 1 (individual) Joint Securityholder 2 (Individual) Joint Securityholder 3 (Individual)

Sole Director and Sole Company Secretary Director/Company Secretary (Delete one) Director

This form should be signed by the Securityholder. If a joint holding, both Securityholder should sign. If signed by the Securityholder’s attorney, the power of attorney must have been previously noted by the registry or a certified copy attached to this form. If executed by a company, the form must be executed in accordance with the company’s constitution and the Corporations Act 2001 (Cwlth).
IMPORTANT
Please complete this form where indicated (a), (b), & (c) and return to the Company Secretary, at the registered office or forward to P.O. Box 7092, Gold Coast Mail Centre, Queensland 9726, Australia. Proxy forms must be received not less than 48 hours before the time for holding the meeting.

Notes:
(a) Insert name of proxy. The proxy must be a natural person.
(b) A member is entitled to appoint 1 or 2 proxies to attend and vote at the meeting. If you appoint a second proxy you must delete the word “all” and insert the proportion of your voting rights given to the proxy in this form. An additional proxy form for the other proxy will be supplied on request.
(c) If you wish to direct your proxy how to vote, mark For, Against or Abstain for each resolution.
(d) All joint holders of shares must sign this form. A corporation must sign in accordance with its Constitution.

The proxy form (and the original or a certified copy of any power of attorney under which it is signed) must be received by the Company not later than Wednesday, 27 October 2010 at 11.00 am (Queensland time).