

Form 603

Corporations Act 2001
Section 671B

Notice of initial substantial holder

To Company Name/Scheme POCKETMAIL GROUP LIMITED

ACN/ARSN 008 719 015

1. Details of substantial holder (1)

Name BSJS PTY LTD

ACN / ARSN (if applicable) 079 883 257

The holder became a substantial holder on 1 / 12 / 2005

2. Details of voting power

The total number of votes attached to all the voting shares in the company or voting interests in the scheme that the substantial holder or an associate (2) had a relevant interest (3) in on the date the substantial holder became a substantial holder are as follows:

| Class of securities (4) | Number of securities | Persons' votes (5) | Voting power (6) |
|-------------------------|----------------------|--------------------|------------------|
| ORDINARY | 72,000,000 | 72,000,000 | 13% |

3. Details of relevant interests

The nature of the relevant interest the substantial holder or an associate had in the following voting securities on the date the substantial holder became a substantial holder are as follows:

| Holder of relevant interest | Nature of relevant interest (7) | Class and number of securities |
|-----------------------------|---------------------------------|--------------------------------|
| BSJS PTY LTD | DIRECT | 72,000,000 ORDINARY SHARES |

4. Details of present registered holders

The persons registered as holders of the securities referred to in paragraph 3 above are as follows:

| Holder of relevant interest | Registered holder of securities | Person entitled to be registered as holder (8) | Class and number of securities |
|-----------------------------|---------------------------------|--|--------------------------------|
| BSJS PTY LTD | BSJS PTY LTD | BSJS PTY LTD | 72,000,000 ORDINARY SHARES |

5. Consideration

The consideration paid for each relevant interest referred to in paragraph 3 above, and acquired in the four months prior to the day that the substantial holder became a substantial holder is as follows:

| Holder of relevant interest | Date of acquisition | Consideration (9) | | Class and number of securities |
|-----------------------------|---------------------|----------------------|----------|--------------------------------|
| | | Cash | Non-cash | |
| BSJS PTY LTD | 1/12/2005 | 0.05 CENTS PER SHARE | | 72,000,000 ORDINARY SHARES |

6. Associates

The reasons the persons named in paragraph 3 above are associates of the substantial holder are as follows:

| Name and ACN/ARSN (if applicable) | Nature of association |
|-----------------------------------|-----------------------|
| | |

7. Addresses

The addresses of persons named in this form are as follows:

| Name | Address |
|--------------|---|
| BSJS PTY LTD | C/- LEVEL 3, 243 LIVERPOOL STREET, EAST SYDNEY NSW 2010 |

Signature

print name B. SCAFFIDI capacity DIRECTOR

sign here  date 6 / 12 / 2005