

Botry-Zen Limited Meeting of Shareholders

Notice is hereby given of a special meeting of shareholders of Botry-Zen Limited (the "Company") to be held at Otago Lounge, Carisbrook, Murrayfield Street, Dunedin on 6 November 2009, commencing at 2.00pm.

Special Business

1. To consider and, if thought fit, pass the following resolution (being a major transaction as defined in section 129 of the Companies Act 1993) as a special resolution:

That the Company offer ordinary shares to its existing shareholders pursuant to a Share Purchase Plan (under the Securities Act (NZX – Share and Unit Purchase Plans) Exemption Notice 2005 and NZAX listing rule 7.3.1(a)) and issue the shares subscribed for under that Share Purchase Plan on the following terms:

- a. *each shareholder in New Zealand will be made an offer to subscribe for a maximum of \$15,000.00 of shares in the Company;*
- b. *the issue price for the shares will be set by the directors, but will be less than the average end of day market price for the Company's shares during a period set by the directors that falls within the period of 30 days immediately before the date the offer under the Share Purchase Plan is made to shareholders;*
- c. *the issue price shall be payable in cash on subscription.*

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

That the Company is approved under NZAX listing rule 7.3.1(a) to offer ordinary shares to its existing shareholders pursuant to a Share Purchase Plan (under the Securities Act (NZX – Share and Unit Purchase Plans) Exemption Notice 2005 and NZAX listing rule 7.3.1(a)) and issue the shares subscribed for under that Share Purchase Plan on the following terms:

- a. *each shareholder in New Zealand will be made an offer to subscribe for a maximum of \$15,000.00 of shares in the Company;*
- b. *the issue price for the shares will be set by the directors, but will be less than the average end of day market price for the Company's shares during a period set by the directors that falls within the period of 30 days immediately before the date the offer under the Share Purchase Plan is made to shareholders;*
- c. *the issue price shall be payable in cash on subscription.*

See explanatory notes

Important Information

Record Date

Any person who is registered as a shareholder of the Company at 2.00pm on 4 November 2009 is entitled to attend and vote at the meeting or to appoint a proxy to attend and vote in their place.

Proxies

All shareholders are entitled to attend and vote at the meeting or to appoint a proxy to attend and vote in their place.

Enclosed with this notice of meeting is a proxy form. For the appointment of a proxy to be valid, the form must be received by Link Market Services either by post (PO Box 384, 138 Tancred Street, Ashburton), e-mail (Lmsenquiries@linkmarketservices.com) or facsimile (03 308 1311) **48 hours** before the start of the meeting (that is by 2.00pm on 4 November 2009). The Directors and General Manager offer themselves as proxy to shareholders.

Any shareholder of the Company entitled to attend and vote at the meeting may appoint another person or persons as proxy to attend, and vote on his or her behalf. A proxy need not be a member of the Company. If the proxy form is returned without direction as to how the proxy shall vote on the resolution then the proxy may vote as he or she thinks fit on that resolution.

All joint holders of a share must sign the proxy form.

Companies may sign under the hand of a duly authorised officer or by power of attorney. If the proxy form has been signed under a power of attorney, a copy of the power of attorney (unless already deposited with the Company) and a signed certificate of non-revocation of the power of attorney must be delivered to the Company with the proxy form.

Corporate Representatives

A corporation that is a shareholder may appoint a representative to attend the meeting on its behalf in the same manner as that which it could appoint a proxy. Corporate representatives should bring along to the meeting evidence of their authority to act for the relevant corporation.

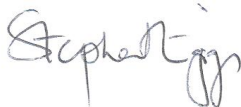
Powers of attorney

Any person representing a shareholder(s) by virtue of a power of attorney must bring evidence of their authority to vote on behalf of the shareholder(s) and power of attorney.

Post proxy forms to:

**Link Market Services
P O Box 384
Ashburton, 7740**

By Order of the Board of Directors



Stephen Higgs
Chairman
21 October 2009

Explanatory Notes

Business Item 1 is a special resolution which requires approval by a majority of at least 75% of the votes of those shareholders entitled to vote and voting on the question.

Business Item 2 is an ordinary resolution which requires approval by a majority of at least 50% of the votes of those shareholders entitled to vote and voting on the question.

Voting Exclusion: Michael James Mellon, Maureen Hore (alternate director for Michael James Mellon) and John William Forrest are directors of the Company who will be offered shares under the proposed Share Purchase Plan. Therefore, these directors and their associated persons (being Melic Innovators Limited in the case of Michael James Mellon) are unable to vote or act as a discretionary proxy on the resolution in Business Item 2.

The Company is offering shares under a Share Purchase Plan to allow the Company to continue its drive towards profitability and increased shareholder value. Specifically the funds will provide for:

- **Capital investment:** Extra factory equipment will be purchased to increase the capacity of the Dunedin factory so that it can supply the growing New Zealand market and provide seed volumes for the development phase of building international markets. Increased production volume will also bring with it efficiency gains and a reduction in the cost of producing our products.
- **Fund internationalisation drive:** To maximise the potential of the Company we must develop our export markets. With registration in place in Europe and, at the time of writing, imminent in the USA momentum must be maintained via the establishment of relationships and partnerships in the USA and Europe. To achieve this there is no substitute for spending time in the markets with potential partners and clients.
- **Working capital requirements:** To fund the Company's operations while revenue continues to grow towards and beyond the break-even.

The shares are being offered under a Share Purchase Plan under the Securities Act (NZX – Share and Unit Purchase Plans) Exemption Notice 2005 (“Exemption Notice”) and NZAX listing rule 7.3.1(a). Under the Share Purchase Plan each shareholder in New Zealand may subscribe for up to \$15,000.00 of shares in the Company. A custodian (as defined in the Exemption Notice) may subscribe for up to \$15,000.00 of shares for each beneficial owner.

The purchase price will be set by the directors very soon after this meeting. It will be less than the average end of day market price of shares in the Company sold on the NZAX calculated over a period (set by the directors) that falls within the period 30 days immediately before the date of the offer under the Share Purchase Plan.

Given that the purchase price has yet to be set, the maximum number of shares that could be issued under the Share Purchase Plan cannot be quantified by number. However, the maximum number can be calculated in accordance with the following formula:

$$\frac{A}{B} \times C$$

Where:

“A” means \$15,000.00 being the maximum value of shares any one shareholder may subscribe for in the Company under the Share Purchase Plan;

“B” means the purchase price per share; and

“C” means the number of shareholders in the Company, which as at the date of this notice is approximately 1,200.

It is expected that, if the shareholders approve these resolutions, the Share Purchase Plan offer will be made to shareholders on or about 26 November 2009 and that applications under the Share Purchase Plan will close on or about 22 December 2009, with allotment occurring by 24 December 2009.

If these resolutions are not passed then the Company will need to urgently seek alternative methods of funding to ensure its continued operation. There are likely to be serious consequences for the Company if funding cannot be obtained in the near future.