

Minutes of the Annual General Meeting 2009 of International Innovations Limited held at Quay Grand Hotel, Circular Quay, Sydney, on 2 July 2010 at 11 am (ended 1:30pm)

Present

Steve Hargreaves Chairman

List of members as attached

Proxies as attached

The Chairman declared that the meeting was held at a time and place suitable to most members and that a quorum was present.

Business

Firstly the Chairman apologised for the lateness of the accounts and that audit staff for some reason were slow in finalization.

The issue with the subsequent accounting period 30 December was explained, and the fact that it should have been applied for at inception of IIL in 2003. As this did not happen, the easiest way around the problem was to present accounts for 30 June 2009 including profits and losses covering an 18 month period, which is the reason for the unusual 18 month financial statement. IIL informed the ATO and ASIC and this was an ATO requirement, now done!

The technology and stage of development was explained in great detail by Mr Hargreaves, firstly in respect to the QISS clutch technology, and the relationship it has with Smartmatic. In doing this the website was referred to and shown extensively.

He then described MOREAMPS and OTELLO™ as the leading major heat engine technologies for IIL to commercialise.

Mr Hargreaves explained that the next step was the raising of capital through an Offer and Information Statement to fund the creditors and a prototype to be built by Dr Markides in London. Once that is settled down it is intended to list on the ASX and Frankfurt markets on a dial basis.

Mr Hargreaves then asked for any questions.

A question was asked if the company can list when there is a deficiency. Mr Hargreaves explained that the OIS will allow all creditors to be paid before application for listing is made.

A question was asked was the offer from FMS Group \$10 million draw down facility accepted and if not why not.

Mr Hargreaves explained that the proposal required the company already to be listed which it is not. He also said that his shares were to be lent as one of the conditions and is NOT possible since his shares would become “restricted securities” for 2 years they cannot be loaned. Mr Hargreaves said in his view the offer was a way for FMS Group to “short sell” our shares when listed. There were also unclear answers as to how Mr Hargreaves would get his share back IF IIL accepted the drawn down facility. In any case it does not add value to IIL since the draw down facility terms were 90% of the VWAP (Volume Weighted Average Price).

A query was asked about why we would list on two exchanges. Mr Hargreaves explained that Germany is 3rd largest stock exchange in the world and has good access to capital in a country which understood energy efficient companies.

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The Australian market alone is very thin by world standards and Germany pays higher for renewable energies!

A query was asked about the heat source from engine generators. Mr Hargreaves explained the benefits of wasted heat as a fuel, where the exhaust system offers the most benefit up to around 500C. There is little benefit from the cooling system for an engine is at a low 89C. MOREAMPS & OTELLO™ best use 150C to 170C is the current theoretical calculation by Dr Markides of Imperial College London (ICL)

A query was asked if we sell a system is it ongoing. Mr Hargreaves answered yes, the unofficial proposal to Hydac is that it is IIL intention to offer Hydac and Honeywell worldwide exclusive supply license to supply ALL parts they can supply and in return pay IIL 10% (this includes replacement parts). Hydac has responded that when all the pieces fit, 10% should NOT be a problem so don't worry about that.

A query was asked whether there is a royalty from sales. The answer was perhaps, this is another option, depending on how we progress the business model, but let us first get Dr Markides to build the MOREAMPS demonstrator with Hydac and Honeywell parts. The 10% income from parts & spare parts will prevail at all costs. Carl suggested it might be possible to build our own power station. Mr Hargreaves agreed and added that waste heat energy sources from furnaces making metals, glass and other for example is an opportunity to connect MOREAMPS & or OTELLO™ and connect to the owners waste heat and pay them a small percentage fee. All is possible but our first target is to build the MOREAMPS demonstrator and target BioGas Engine Plants in European market and starting first in Germany where IIL already has expressions of interest.

A query was asked for the timeframe to list. Steve said the OIS should be finalized in July 2010 and offered to all shareholders, results will be known by 3rd September 2010 after successful shareholder support to the Offer Information Statement (OIS). The intention is to pay all current liabilities, patent costs for 32 European countries before 1st October 2010 for MOREAMPS, pay Imperial College London (ICL) to build MOREAMPS. Then produce a Prospectus and list around November / December 2010 first on the Australian Stock Exchange (ASX) and then the Frankfurt Exchange (FTSE). Mr Hargreaves intends to move his wife and two daughters to Europe and live and be closer to Dr Markides, Hydac, Honeywell, GHM-Engineering, MWK-Biogas, the FTSE and others since Europe is the best place to start the commercialization of MOREAMPS & OTELLO™.

Query was asked about corporate governance, particularly where Mr Hargreaves may be overseas. Steve answered saying David Diamond and shareholder Andrew Papadopoulos have offered to become directors after the successful capital raising from the OIS, they would take care of that with our accountants and auditors.

It was asked is Mr Hargreaves insured, what happens is Mr Hargreaves is hit by a bus. He stated that when funds are available key man insurance could be a consideration. Mr Hargreaves is confident after Dr Markides builds MOREAMPS that Dr Markides and the other two UK based directors Dr Pilditch and Dr Boulton could progress with Austrian based engineering company www.ghm-engineering.at owner Franz Jegel is co-founder of IIL and second largest shareholder.

A query was asked about share consolidation. The answer to this is what the market will bear and what the brokers will support. Shares to list must have a minimum value of 20 cents.

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Mario asked what would happen if we do not raise the \$2.5 million. There is no alternative. Mr Hargreaves said that NOW is the best time for IIL 650 & SDTL 169 shareholders since MOREAMPS European patent is allowed covering 32 countries and Waste Heat Energy is bigger than ALL renewable combined!

The IIL audited financial accounts as well as auditor's report thereon for the 18 months to 30 June 2009 years was presented to the members and adopted without query.

And all other resolutions were passed and results can be seen on IIL website under "announcements".

The business having been completed, the Chairman declared the meeting closed at 1.15pm and invited all to the ECQ bar for refreshments.

Signed as a true and correct record



Stephen M. Hargreaves

Chairman

Date 2nd July 2010

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