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## NOTICE OF ANNUAL GENERAL MEETING

Notice is hereby given that the Annual General Meeting ("AGM") of XL TechGroup, Inc., (the "Company") will be held on August 20, 2008 at 12 noon Florida time at the Company's offices at 1901 South Harbor City Blvd, 3rd Floor, Melbourne, Florida 32901, USA, for the following purposes:

### ORDINARY BUSINESS

To consider and, if thought fit, pass the following resolutions:

#### Ordinary resolutions

1. To receive and adopt the accounts for the period ended December 31, 2007 and the reports of the Directors and auditors on them.
2. To re-elect Dr. John Scott and Dr. Andrew Heath as Directors serving for terms of 3 years.
3. To receive and approve the Remuneration Committee Report.
4. To reappoint Grant Thornton, LLP as independent certified public accountants of the Company until the conclusion of the next Annual General Meeting at which accounts are laid before the Company and to authorize the Directors to determine the remuneration of the auditors.

By order of the Board

**DAVID P. SZOSTAK**  
Company Secretary  
June 27, 2008

### NOTES

1. Any member entitled to attend and vote at the AGM is entitled to appoint one or more proxies (who need not be a member of the Company) to attend and, on a poll, vote instead of the member. Completion and return of a form of proxy will not preclude a member from attending and voting at the meeting in person, should he/she subsequently decide to do so.
2. In order to be valid, any form of proxy, power of attorney or other authority under which it is signed, or notarially certified office copy of such power or authority, must reach the Company's Registrars, Proxy Department, Computershare, Investor Services (Channel Islands) Limited, PO Box 83, Ordnance House, 31 Pier Road, St. Helier, Jersey JE4 8PW, not less than 48 hours before the time of the AGM or of any adjournment of the AGM.
3. As permitted by Regulation 41 of the Uncertificated Securities Regulations 2001, shareholders who hold shares in uncertificated form must be entered on the Company's share register at 12.00 noon on July 29, 2008 in order to be entitled to attend and vote at the AGM. Such shareholders may only cast votes in respect of shares held at such time. Changes to entries on the relevant register after that time shall be disregarded in determining the rights of any person to attend or vote at the AGM.
4. Copies of the service contracts of each of the Directors, and the register of Directors' interest in shares of the Company kept pursuant to Section 325 of the Act will be available for inspection at the registered office of the Company during usual business hours on any weekday (Saturdays and Public holidays excluded) from the date of this notice until the date of the AGM and at the place of the AGM from at least 15 minutes prior to and until the conclusion of the AGM.