

DiscovaCam Ltd., Final Share Offer.

Thank you for your interest in the final offer of DiscovaCam Ltd. shares. Below you will find more information to help you decide whether DiscovaCam is the right investment for you. If you need any further information please do not hesitate to call us on 09 415 3182

On the following pages are the forms that DiscovaCam Ltd., requires you to complete in order for your purchase to be actioned.

If you are satisfied that you wish to purchase a packet of shares then the following will need to be completed:

- 'A Verification of Details' form. (both pages)
 - This form needs to be signed by an authorised person, and initially faxed back to DiscovaCam as proof of 'intent to purchase'.
 - Fax number: 09 415 3197
 - You then need to mail the completed form to DiscovaCam Ltd's offices at:
 - P. O. Box 302 074
 - North Harbour
 - Auckland
 - New Zealand
 - Attn: Share offer
- The money for the purchase needs to be deposited into our bank account:
 - Whether you use direct credit (internet banking) or pay at the counter, please use the following details:
 - Bank: Bank of New Zealand
 - Account Name: Development Systems Ltd.,
 - Account Number: 020390 - 0001243 - 00
 - On the deposit slip - In the 'credited by' area, please place the name used as the share owner on the 'Verification of Details' form.

Please note we can only accept that you ARE the shareholder as requested, once we have received the funds into the account. If we receive more offers (and payments into the account) than we have shares for, the timing of the receipt into our account will determine which deposits are accepted as shareholders, and the balance will be returned within 7 days to the depositor as an unsuccessful attempt. No interest will be charged or paid on any monies so held.

- DiscovaCam will (by return mail) then issue a receipt for the monies deposited, and notification of the share numbers you now hold.
 - You will also receive a copy of the entered details for the shareholder information. (If any details are incorrect, please notify DiscovaCam as soon as possible)
 - You will also receive your own access codes to the investment area. (Note: Once this final offer has closed, the login and password you gained access with, will be removed).

You are now a registered DiscovaCam Ltd., Shareholder.

Information on the registered company:

DiscovaCam Ltd. was registered on the 24th of January 2002 as AK/1175453.

DiscovaCam Ltd. has 100,000 fully paid up issued shares.

Please read all information carefully prior to making a decision.

For more information:

- For information on the market available – please read the business plan
- For information on a possible scenario for future income see the 5 year projections (and addendum).

You can use the back button from the 'final share offer' page, and access:

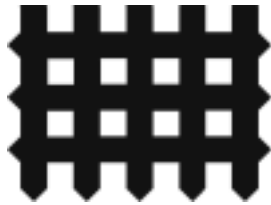
- For a copy of the DiscovaCam constitution, click on - Constitution ,
- For a copy of your rights as a shareholder, click on - shareholders rights .
- For a copy of the information all the original shareholders received, please go to the 'Initial Investor Pack'

DiscovaCam Ltd., its directors, employees and associated parties cannot and will not be held liable for any errors that any other party enters into.

The attached files contain information that (at the time of printing) was deemed to be correct. If any errors are found please notify DiscovaCam Ltd. as soon as possible, so that they may be corrected.

All statements contained within the offer, and attached documents are based on forward looking projections and are in no way guaranteed by either DiscovaCam Ltd. its Directors or employees.

The information attached to this offer are, at best, indicative of the perceived market and conditions at the time of printing, therefore all information is derived from the use of 'best endeavours'.

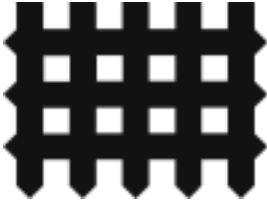


Verification of Details

Please find below the details we presently have on file. If any of the details need correcting or are not listed please do so in the "Change" column.

| Name: | Change (if required) | Details we have |
|---------------------|-----------------------------|------------------------|
| Salutation: | Mr Miss Mrs | |
| Surname: | _____ | |
| First Name: | _____ | |
| PHYSICAL ADDRESS: | | |
| Street Name: | _____ | |
| Suburb: | _____ | |
| City: | _____ | |
| Country: | _____ | |
| POSTAL ADDRESS: | | |
| P.O. Box: | _____ | |
| Suburb: | _____ | |
| City: | _____ | |
| Country: | _____ | |
| Telephone Home: | _____ | |
| Telephone Work: | _____ | |
| Telephone Cell: | _____ | |
| Fax: | _____ | |
| E-mail: | _____ | |
| Web Access: | Yes No | |
| Shares (percentage) | _____ | |
| Shares (quantity) | _____ | |

Having completed the changes (or not) please place into the reply paid envelope, and drop into your nearest post box.



In paying dividends, we would like to pay them directly into a bank account that you nominate. We also are required to notify IRD of those payments, consequently please complete the following details.

If no account details are supplied we have to assume that you wish to come in personally to pick up a cheque - please give five days written notice prior to your arrival. (We still need to notify IRD of the payment at time of dispersal).

Bank Details

Name of Bank: _____

Branch: _____

Account Name: _____

Account Number: _____

IRD Number: _____

I hereby authorise DiscovaCam Ltd. to transfer the proceeds from dividend payments, via direct credit into the above-nominated account.

_____ Signature

_____ Shareholders Name