

BIDGEE FINANCE LTD

ABN 83 000 362 596

NOTICE OF 2005 ANNUAL GENERAL MEETING

Notice is hereby given that the 44th Annual General Meeting of Bidgee Finance Ltd ("the Company") will be held at 113 Lime Avenue, Mildura, Victoria on Thursday 29 September 2005 commencing at 6.00 p.m. At the meeting the following resolutions will be put to members:

ORDINARY BUSINESS

1. To receive accounts:

To receive and consider the Financial Report and the reports of the directors and of the auditors of the Company for the year ended 30 June 2005.

Resolutions

2. Election of Directors:

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

(i) To re-elect Mr. GJ Sullivan as a director.

Mr GJ Sullivan retires in accordance with Article 58(a) of the Company's constitution and, being eligible, offers himself for re-election.

(ii) To re-elect Mr. JH Macknight as a director.

Mr JH Macknight retires in accordance with Article 58(a) of the Company's constitution and, being eligible, offers himself for re-election.

3. Dividend:

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

"That a fully franked final dividend of \$0.09 per share is declared."

4. Appointment of Auditor:

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

"That BDO Chartered Accountants & Advisors, having been nominated for appointment as the Company's auditor and having consented in writing to so act, be appointed auditor of the Company."

5. To Adopt the Remuneration Report

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

"That the remuneration report for the financial year ended 30 June 2005 be adopted"

Note that the vote on this item is advisory only and does not bind the directors or the Company.

SPECIAL BUSINESS

6. To Amend the Constitution of the Company:

To consider and, if thought fit, pass the following resolution as a special resolution:

"That the existing constitution of the Company be repealed and that in its place the Company adopt a new constitution in the form tabled at the meeting by the Chairman and signed by him for the purposes of identification."

Appointment of proxy

- i) A member entitled to attend and vote is entitled to appoint not more than two proxies;
- ii) Where more than one proxy is appointed, each proxy must be appointed to represent a specified proportion of the member's voting rights;
- iii) A proxy need not be a member of the Company; and
- iv) Forms of proxy must be lodged at the registered office of the Company or faxed to the Company on (03) 5021 1744 at least 24 hours prior to the meeting.

A form of proxy is attached.

By Order of the Board

Wendy Leake , Company Secretary, 29 August 2005

EXPLANATORY NOTES

Resolution 2 – Election of Directors

Pursuant to Article 58 of the Company's constitution, Mr. GJ Sullivan and Mr. JH Macknight offer themselves for re-election. Mr. Sullivan was appointed in 1996 and Mr. Macknight was appointed in 1992.

The board recommends that the shareholders resolve to re-elect Mr. Sullivan and Mr. Macknight.

Resolution 4 – Appointment of Replacement Auditor

BDO Chartered Accountants (BDO) was appointed as the Company's auditor by the board of directors in place of Brian McCleary & Co with effect from the date on which ASIC approved the resignation of Brian McCleary & Co in accordance with the Corporations Act 2001.

The board, in appointing BDO as auditor, made proper enquiries of BDO and, based on written representations from BDO, were satisfied that BDO:

- Has the capacity to conduct the audit in the appropriate manner and to assist the Company to comply with its reporting obligations under the Corporations Act 2001 and the NSX listing rules;
- Was not disqualified from accepting the appointment by reason of a relevant provision of the Corporations Act 2001;
- Being appointed would not be in breach of any professional standards relating to auditors and their independence in particular having regard to the requirements contained in Professional Statement F1 – Professional Independence, jointly issued in December 2001 by the Institute of Chartered Accountants in Australia and CPA Australia;
- In accordance with section 327B of the Corporations Act 2001, the appointment of BDO as replacement auditor by the Directors is effective only until the Annual General Meeting on 29 September 2005. As such, BDO must be reappointed by a resolution of shareholders in order to continue as the Company's auditor.

The board of directors has:

- Received BDO's consent to act as the Company's auditor; and
- Received written notice of BDO's nomination as auditor from a shareholder (a copy of which is attached to this Notice of Meeting)

The board recommends that shareholders pass the resolution appointing BDO as the Company's auditor.

Resolution 5 – Remuneration Report

The Remuneration Report commences on page 15 of the Company's 2005 Annual Report including the remuneration tables referred to in the report and set out in note 20 to the financial statements commencing on page 43.

The vote on this proposed resolution is advisory only and will not bind the directors or the Company, however, the board will take the outcome of the vote into consideration when reviewing remuneration practices and policies.

The board recommends that shareholders pass the resolution to adopt the Remuneration Report.

Resolution 6 – Constitution of the Company

In May 2005 the Company's shares were listed on the NSX to provide shareholders with an open market in which to trade their shares. The board of directors recommends that shareholders pass a resolution to repeal the existing constitution and in its place the Company adopt a new constitution to reflect current legislative requirements and the additional listing rules of the NSX. The new constitution will not alter the current rights of our members.

A draft copy of the constitution can be viewed on the Company's website at www.bidgee.com.au and a copy will also be available for inspection at the Annual General Meeting.

This document can also be obtained free of charge from the registered office of the Company prior to the Annual General Meeting or by contacting the Company Secretary (telephone 03 5021 1722).

The board recommends that shareholders pass the resolution repealing the current constitution and adopt new constitution in the form tabled at the meeting by the Chairman and signed by him for the purposes of identification.

FORM OF PROXY

The Secretary

Bidgee Finance Ltd

ABN 83 000 362 596

Street Address: 113 Lime Avenue Mildura Vic 3500

Postal Address: PO Box 5004 Mildura Vic 3502

I/We* (insert member(s) name(s)).....

of (insert address).....

Being a member / members* of Bidgee Finance Ltd hereto appoint:

(insert proxy's name).....

and/or* (insert proxy's name**).....

As my/our* proxy/proxies* to vote on my/our* behalf at the Annual General Meeting of the Company to be held at 6.00 p.m. on Thursday 29 September 2005 and at any adjournment of that meeting.

* Delete whichever is not applicable

** Insert the name of a second proxy only if you wish to appoint more than one proxy

VOTING INSTRUCTIONS

Should you wish to direct your proxy how to vote please insert ☒ in the appropriate box below. In the absence of a direction the proxy may vote at the proxy's discretion.

RESOLUTIONS	For	Against	Abstain
Resolution 2(i): To re-elect Mr. GJ Sullivan as a director			
Resolution 2(ii): To re-elect Mr. JH Macknight as a director			
Resolution 3: To declare a fully franked final dividend of \$0.09 per share			
Resolution 4: To appointment BDO Chartered Accountants as auditor of the Company			
Resolution 5. To adopt the Remuneration Report			
Resolution 6: To repeal the existing constitution and adopt a new constitution of the Company			

I/We* hereby authorise the Chairman of the directors of the Company for the time being to insert in this form the name/s* of a proxy/proxies* on my/our* behalf if I/we* have not already done so.

Signed this day of 2005

Signature(s) of member(s)