

BIDGEE FINANCE LTD

ABN 83 000 362 596

NOTICE OF 2006 ANNUAL GENERAL MEETING

Notice is hereby given that the 45th Annual General Meeting of Bidgee Finance Ltd ("the Company") will be held at 37 Trail Street, Wagga Wagga, NSW on Tuesday, 17th October 2006 commencing at 12:30 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 2006.

Resolutions

2. Election of Directors:

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

- (i) To re-elect Mr. LJ Thomson as a director.
Mr. LJ Thomson retires in accordance with Rule 12.9(a) of the Company's constitution and, being eligible, offers himself for re-election.
- (ii) To re-elect Mr. LM Wheatley as a director.
Mr. LM Wheatley retires in accordance with Rule 12.9(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 \$0.095 per share is declared."

4. Appointment of Auditor:

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

"That Deloitte Touche Tohmatsu, 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. Adoption of the Remuneration Report for the year ended 30 June 2006

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

"That the remuneration report required by section 300A of the *Corporations Act 2001*, as contained in the Directors' Report of the Company, for the financial year ended 30 June 2006 be adopted."

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

SPECIAL BUSINESS

6. Approval of Increase in Amount of Non-executive Directors' Fees

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

"That the Company approve the increase in the total amount of directors' fees that may be received by the Company's non-executive Directors from \$100,000 per financial year to \$150,000 per financial year, such amount to be exclusive of superannuation guarantee charge contributions."

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, 13 September 2006

EXPLANATORY NOTES

Resolution 2 – Election of Directors

Pursuant to Rule 12.9(a) of the Company's constitution, Mr. LJ Thomson and Mr. LM Wheatley offer themselves for re-election. Mr. Thomson was appointed in 1997 and Mr. Wheatley was appointed in 2004.

The board recommends that the shareholders resolve to re-elect Mr. Thomson and Mr. Wheatley.

Resolution 4 – Appointment of Auditor

As a result of the merger of BDO with Deloitte Touche Tohmatsu, the auditor's report for the year ended 30 June 2006 has been signed by DTT Victoria. This recognised that the audit for the financial period had to be completed by the auditor appointed for that financial year. DTT Victoria has changed its name from BDO and is a continuation of that Victorian partnership. The partners of DTT Victoria had also joined the Australian partnership of Deloitte Touche Tohmatsu as from 1 August 2006.

Under the Corporations Act 2001, the resignation of an auditor is subject to approval by the Australian Securities and Investments Commission and appointment of a new auditor is subject to approval at an Annual General Meeting. Accordingly DTT Victoria (formerly BDO) has sought and obtained ASIC approval to resign and Deloitte Touche Tohmatsu has been nominated and consented to be appointed as auditor.

Resolution 5 – Remuneration Report

The Remuneration Report commences on page 12 of the Company's 2006 Annual Report including the remuneration tables referred to in the report and set out in note 23 to the financial statements commencing on page 44.

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 – Increase in Non-executive Director Fees

Pursuant to rule 13.1 of the Company's constitution, the Company must not increase the total amount of Directors' fees payable by it without the approval of shareholders. At the 2004 Annual General Meeting shareholders approved an increase of non-executive Directors' fees from \$80,000 to \$100,000.

With increased responsibilities of the Directors as a consequence of expansion, the Board has formed the view that it is appropriate that an increase of \$50,000 in the amount of fees payable to Directors (including committee fees) will enable the Board to attract and retain Directors of a calibre appropriate to the needs of the expanded Company.

The remuneration provided to each non-executive Director for the financial year ended 30 June 2006 is detailed in the Remuneration Report contained within the Director's Report on page 12 of the Company's 2006 Annual Report and set out in note 23 to the financial statements commencing on page 44.

The Directors do not make any recommendation in respect of this resolution given the interest of the non-executive Directors in the resolution. The Chairman intends to vote undirected proxies in favour of this resolution.

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 12:30 p.m. on Tuesday, 17th October 2006 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. LJ Thomson as a director			
Resolution 2(ii): To re-elect Mr. LM Wheatley as a director			
Resolution 3: To declare a fully franked final dividend of \$0.095 per share			
Resolution 4: To appoint Deloitte Touche Tohmatsu as auditor			
Resolution 5: To adopt the Remuneration Report			
Resolution 6: To increase Non-executive Directors' fees to \$150,000			

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 2006

Signature(s) of member(s)