



NOTICE OF MEETING OF HOLDERS OF B ORDINARY SHARES

Notice is hereby given that a meeting of holders of B ordinary shares in Pritchard Equity Limited (*Company*) will be held at 10 Murray Street, Hamilton, New South Wales on 7 July 2008 at 10.00 am.

BUSINESS

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

1. That, for the purposes of rule 11.1 of the Company's Constitution and section 246B of the *Corporations Act*, approval is given to the variation of the class rights of holders of B ordinary shares resulting from the proposed amendments to the Company's Constitution set out in the notice of general meeting accompanying this notice of meeting.

By order of the Board

A handwritten signature in black ink, appearing to read "Enzo Pirillo", is written over the text "By order of the Board".

Enzo Pirillo
Secretary

3 June 2008

PRITCHARD EQUITY LIMITED

ACN 100 517 404

10 Murray Street, Hamilton, NSW 2303

Fax: 02 4920 2878

PROXY FORM

I/We

of.....

being a holder(s) of B ordinary shares in Pritchard Equity Limited hereby appoint

.....

of.....

or in his/her absence.....

of.....

or in his/her absence, the chairman of the meeting as my/our general/special proxy to vote on my/our behalf at the meeting of holders of B ordinary shares in the company to be held on 7 July 2008 or at any adjournment of that meeting.

VOTING DIRECTIONS

	For	Against	Abstain
Resolution 1	☐	☐	☐

Signed this.....day of.....2008

.....
Signature of shareholder

APPOINTMENT OF A PROXY

You may appoint a proxy to attend at the meeting and vote on your behalf. You may if you wish appoint the Chairman of the meeting to act as your proxy. If you do not name a proxy, or if your named proxy does not attend the meeting, the Chairman of the Meeting will act as your proxy. A proxy need not be a shareholder in the Company.

VOTES ON ITEMS OF BUSINESS

You may direct your proxy how to vote by placing a mark in one of the three boxes opposite each item of business. All of your shares will be voted in accordance with such a direction unless you indicate that only a portion of your voting rights are to be exercised by the proxy holder. If you do not mark any of the boxes on a given item your proxy may vote as he or she chooses.

APPOINTMENT OF A SECOND PROXY

You are entitled to appoint up to two persons as proxies to attend the meeting and vote on a poll. If you wish to appoint a second proxy, an additional form may be obtained from the Company or you may copy this form. To appoint a second proxy you must mark on each proxy form the percentage of your voting rights or the number of shares represented by that form. If the forms do not specify the percentage of voting rights or the number of shares represented, each proxy may exercise half of your votes.

SIGNING INSTRUCTIONS

Where the holding is in one name, the proxy form must be signed by the holder. Where the holding is in joint names, the form must be signed by each shareholder. Where the proxy is executed under a power of attorney, a certified copy of the power of attorney must be attached to the form.

Where the holder is a company, the form must be signed:

- (a) where the company has a sole director who is also the secretary, by that person;
- (b) where the company has a sole director but does not have a secretary, by the sole director;
- (c) otherwise, by a director jointly with another director or the secretary.

LODGEMENT OF PROXY FORM

The proxy form, together with any power of attorney under which it is signed, may be delivered to the Company at its registered address, 10 Murray Street, Hamilton, New South Wales 2303 or posted to the Company at P.O. Box 413, Hamilton, New South Wales 2303. It may also be sent to the Company by facsimile to (02) 4920 2878. It must be received no later than 10.00 am on 5 July 2008.