NOTICE OF ANNUAL GENERAL MEETING

Rattoon Holdings Limited ABN 16 076 611 268

The Annual General Meeting of the shareholders of Rattoon Holdings Limited ("the Company") will be held at the offices of Bell Potter Securities, Level 29, 101 Collins Street, Melbourne, Victoria, 3000 on 26th November, 2009 at 11:30am.

Business:

Item 1 Financial Statements and Reports:

To receive the Statement and Report of the Directors, the Report of the Auditor and the Financial Statements for the financial year ended 30 June 2009.

Item 2 Re-election of Director:

Item 2 will be proposed as an ordinary resolution:

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

"That Mr Peter Landos, a Director retiring from office by rotation in accordance with the Company's Constitution, being eligible, is re-elected as a Director of the Company."

Item 3 Remuneration Report

Item 3 will be proposed as an ordinary resolution, but is advisory only and will not bind the Directors or the Company.

That the Remuneration Report set out in the Directors Report (as part of the Annual Report) be adopted by shareholders.

Other Business

To deal with any other business that may be brought forward in accordance with the Constitution and the Corporations act.

Dated this 23rd day of October 2009

By order of the Board

Mr Martin Casey
Company Secretary

Material accompanying this notice

(a) Explanatory Statement

(b) Proxy Form.

Voting and required majority

In accordance with Section 249HA of the Corporations Act 2001, for the ordinary resolution to be effective -

(a) the resolution must be passed at a meeting of which not less than 28 days written notice specifying the intention to propose the resolution has been given (unless consent to short notice has been received); and

(b) the resolution must be passed by a majority of more than 50% of the votes cast by members entitled to vote on the resolution (whether in person or by proxy, attorney or representative).

Voting Entitlements

The Board has determined, in accordance with the Company's Constitution and the Corporations Act 2001 that a shareholder's voting entitlement at the meeting will be taken to be the entitlement of that person shown in the register of members as at 7.00pm on 24th November 2009.

Proxies

A shareholder has the right to appoint a proxy, who need not be a shareholder of the Company. If a shareholder is entitled to cast two or more votes they may appoint two proxies and may specify the percentage of votes each proxy is appointed to exercise. The Proxy Form must be deposited at the share registry of the Company, Security Transfer Registrars Pty Ltd, located at 770 Canning Highway, Applecross WA 6153 or by facsimile to Security Transfer Registrars on (08) 9315 2233 or to the Company at Level 10, 350 Collins Street Melbourne 3000.

NOTICE OF ANNUAL GENERAL MEETING

Rattoon Holdings Limited ABN 16 076 611 268

EXPLANATORY STATEMENT

This Explanatory Memorandum contains information relating to the resolutions proposed in the Notice of Annual General Meeting which it accompanies and should be read carefully prior to the Annual General Meeting.

Item 1. Financial Statements and Reports:

To receive the Statement and Report of the Directors, the Report of the Auditor and the Financial Statements for the financial year ended 30 June 2009.

Item 2. Re-election of Director – Mr Peter Landos

Mr Peter LandosHugh Robertson was re-appointed a Director of the Company on 3rd November 2006. The Company's Constitution requires that one third of the Directors retire from office at each Annual General Meeting and that the retiring Director will be that Director who has been in office the longest. Consequently, Mr Landos retires and offers himself for re-election.

The re-election of Mr Landos will be by way of an ordinary resolution.

Profile of Mr Landos

Mr Landos is an executive with the Thorney Investment Group, who are a major shareholder of the Company. Mr Landos has been a director of Rattoon since 11 May 2006. Mr Landos is a qualified accountant with substantial investment and commercial experience. Mr Landos is a director of Adacel Technologies Ltd and McPhersons Ltd.

Resolution 3. Remuneration Report

The Remuneration Report is enclosed within the Company's 2009 Annual Report.

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.