Notice of Annual General Meeting

San Remo District Financial Services Limited A.B.N 20 102 770 150

To be held at 7.30pm on 29th October 2012 at Newhaven Yacht Club, Seaview Street Newhaven.

Ordinary Business

1. Receipt of Annual Report

To receive the Company's Financial Report, the Director's Report and the Auditor's Report for the year ended 30 June 2012.

2. Election of Directors

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

Re-election of Director retiring by rotation

- (a) That **Miranda Sage** be elected as a Director of the Company.
- (b) That **Bruce Procter** be elected as a Director of the Company.
- (c) That **Caroline Talbot** be elected as a Director of the Company.
- (d) That **Kathy Jones** be elected as a Director of the Company.

Election of new Director

- (e) That **Peter Paul** be elected as a Director of the Company.
- (f) That **Anthony Zoanetti** be elected as a Director of the Company.
- (g) That **Graeme Clauscen** be elected as a Director of the Company.

3. Adoption of Remuneration Report

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

Attending the meeting

All shareholders may attend the Annual General Meeting.

Joint holders: In the case of joint shareholders, all holders may attend the Meeting. If only one holder attends (including by proxy), that shareholder may vote at the Meeting as if that holder were solely entitled to the shares. If more than one joint holder is present (including by proxy), the joint holder whose name appears first in the register may vote.

Proxy: If you are unable to attend the Meeting, you are entitled to appoint a proxy to attend and vote. See the attached Proxy Form for information on appointing a proxy.

Corporate shareholder: A corporate shareholder may appoint one or more persons to act as its representative under section 250D of the Corporations Act, but only one representative may exercise the corporate shareholder's powers at any one time. The Company requires written evidence of a representative's appointment to be given to the Company before the meeting.

Voting rights

Each shareholder is entitled to one vote.

For the purposes of voting at the Meeting, shares will be taken to be held by the persons who are registered as shareholders as at 5.00pm on 17th October 2012.

By order of the Board

Leonie Gardiner Company Secretary 26th September 2012

Mardine

Notice of Annual General Meeting

Explanatory Notes

This information has been included to assist you in making an informed decision about the resolutions proposed at the meeting.

Item 2. Election of Directors

The following information is provided about candidates for election to the Board.

Re-election of Director retiring by rotation

- (a) **Miranda Sage** retires by rotation in accordance with the constitution of the Company, and being eligible, offers herself for re-election.
- (b) **Bruce Procter** retires by rotation in accordance with the constitution of the Company, and being eligible, offers himself for re-election.
- (c) **Caroline Talbot** retires by rotation in accordance with the constitution of the Company, and being eligible, offers herself for re-election.
- (d) **Kathy Jones** retires by rotation in accordance with the constitution of the Company, and being eligible, offers herself for re-election

Re-election of Director appointed since last Annual General Meeting

(e) **Anthony Zoanetti**, having been appointed by the Board since the last Annual General Meeting, retires in accordance with the constitution of the Company, and being eligible, offers himself for election.

Election of New Director

- (f) **Peter Paul** has not previously served as a Director, and offers himself for election.
- (g) **Graeme Clauscen** has not previously served as a Director, and offers himself for election.

Anthony Zoanetti – Assoc Dip of Building – RMIT F.A.I.B.S., Registered Building Surveyor and local small business owner

Peter Paul - B.A., B. Ed., and Dip Ed. Teach. and current Principal of a primary school

Graeme Clauscen – Management training, small business owner, management certificate and long term involvment with Woolamai Surf Life Saving Club.