

Notice of Annual General Meeting

Fleurieu Community Enterprises Limited
A.B.N. 72 116 550 157

To be held at 7.00pm on 23rd November 2006
at

Lifecare Community Centre, Pridham Boulevard, Aldinga Beach SA 5173

Ordinary Business

1. Receipt of Annual Report

To receive the Company's Financial Report, the Directors' Report and the Auditor's Report for the year ended 30 June 2006.

2. Election of directors

To consider, and if thought fit, to elect 5 of the following 6 Nominations as Directors.

- (a) That John Martin be re-elected as a director of the Company.
- (b) That Tony Dutton be re-elected as a director of the Company.
- (c) That Stan Beck be re-elected as a director of the Company.
- (d) That Graham Marshall be re-elected as a director of the Company.
- (e) That Karen Suter be elected as a director of the Company.
- (f) That Garry Hartland be elected as a director of the Company.

3. Appointment of auditor

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

That the appointment of RSM Bird Cameron as auditor of the Company be approved.

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.

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[Registered Office – Shop 7 Aldinga Central Shopping Centre, Aldinga Beach Road, Aldinga Beach SA 5173]

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.

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.

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 members as at [time] on [date].

By order of the board

John Martin
Company Secretary
03/10/06

Explanatory Notes

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

Agenda Item 2: Election of directors

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

- (a) John Martin retires by rotation in accordance with the constitution of the Company, and being eligible, offers himself for re-election.
- (b) Tony Dutton retires by rotation in accordance with the constitution of the Company, and being eligible, offers himself for re-election.
- (c) Stan Beck retires by rotation in accordance with the constitution of the Company, and being eligible, offers himself for re-election.
- (d) Graham Marshall retires by rotation in accordance with the constitution of the Company, and being eligible, offers himself for re-election.
- (e) Karen Suter has recently been appointed by the Board as an associate member in assisting the board following the resignation of Jason Evans, and being eligible, offers herself for election.
- (f) Gary Hartland being eligible offers himself for election.

Agenda Item 3: Appointment of auditor

Item 3 is an ordinary resolution to seek your approval for the appointment of RSM Bird Cameron as the Company's auditor.

The Board has received RSM Bird Cameron's consent to act and written notice of RSM Bird Cameron's nomination as auditor from a shareholder.

The appointment of RSM Bird Cameron requires approval of shareholders under the Corporations Act.

RSM Bird Cameron are a leading national accounting and financial services group who have been assisting the Aldinga Beach Community Bank since inception through the provision of the original community survey and bank feasibility study. In this regard they are intimately aware of the workings of the company and are ideally situated to provide independent auditing services given their expertise in this area.

Proxy Form

Flourieu Community Enterprises Ltd
ABN 72 116 550 157

All correspondence to:
Flourieu Community Enterprises Ltd
PO Box 447 Aldinga Beach
State SA Australia
Enquiries (08) 8557-8846
Facsimile (08) 8557 8177

Mark this box with an 'x' if you have made any changes to your address details (see reverse)



«NAME_LINE_1» «NAME_LINE_2» «NAME_LINE_3»
«REG_ADDRESS_LINE_1»
«REG_ADDRESS_LINE_2» «REG_ADDRESS_LINE_3» «POSTCODE»

Appointment of proxy

I/We being a member/s of Flourieu Community Enterprises Limited and entitled to attend and vote appoint the person named below or, if no person is named below, the Chairman of the Meeting as my/our proxy to vote in accordance with directions set out below (with a discretion as to any business not referred to below) or, if no directions are given, as my/our proxy sees fit, at the Annual General Meeting of the Company to be held at Lifecare Community Centre, Potham Boulevard, Aldinga Beach SA 5173 on 23rd November 2006 at 7.00pm and at any adjournment of that meeting.



the Chairman
of the Meeting
(mark with an 'X')

OR



Write here the name of the person you are appointing if
this person is someone other than the Chairman of the
Meeting.

Voting directions to your proxy – please mark



to indicate your directions

Ordinary Business

Item 1. Receipt of financial report

Item 2. Re-election of Directors: 5 positions available

That John Martin be re-elected as a director of the Company

That Tony Dutton be re-elected as a director of the Company

That Stan Beck be re-elected as a director of the Company.

That Graham Marshall be re-elected as a director of the Company.

That Karen Suler be elected as a director of the Company.

That Garry Hartland be elected as a director of the Company

Item 3. Appointment of auditor

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

That the appointment of RSM Bird Cameron as auditor of the Company be approved.

*If you mark the Abstain box for a particular item, you are directing your proxy not to vote on your behalf on a show of hands or on a poll and your vote will not be counted in working out the required majority on a poll.

PLEASE SIGN HERE

This section must be signed in accordance with the instructions overleaf to enable your directions to be implemented.

Board 3-1

Updated October 2006

Individual or Shareholder 1

Sole Director and
Sole Company Secretary

Shareholder 2

Director

Shareholder 3

Director/Company Secretary

How to complete the Proxy Form

1 Your name and address

This is your name and address as it appears on the company's share register. If this information is incorrect, please mark the box and make the correction on the form. **Please note, you cannot change ownership of your shares using this form.**

2 Appointment of a proxy

A member entitled to attend and vote at the Meeting may appoint one proxy. A proxy need not be a member of the Company.

3 Identity of proxy

If you wish to appoint the Chairman of the Meeting as your proxy, mark the box. If the person you wish to appoint as your proxy is someone other than the Chairman of the Meeting please write the name of that person. If you leave this section blank, the Chairman of the Meeting will act as your proxy.

4 Voting instructions

You may direct your proxy how to vote by placing a mark in one of the boxes opposite each item of business. If you do not mark any of the boxes on a given item, your proxy may vote as he or she chooses. If you mark more than one box on an item your vote on that item will be invalid.

5 Signing instructions

The Proxy Form must be signed in the spaces provided.

Individual: If the holding is in one name, the holder must sign.

Joint Holding: If the holding is in more than one name, any one holder may sign.

Power of Attorney: To sign under power of attorney, you must have already lodged this document with the Company or attach a certified copy of the power of attorney to this form when you return it.

Companies: If the Company has a Sole Director who is also the Sole Company Secretary, this form must be signed by that person. If the Company (under section 204A of the Corporations Act 2001) does not have a Company Secretary, a Sole Director can also sign alone. Otherwise this form must be signed by a Director jointly with either another Director or a Company Secretary. Please indicate the office held by signing in the appropriate place.

If a representative of the Company is to attend the meeting, the appropriate "Certificate of Appointment of Corporate Representative" must be produced before admission to the meeting.

Lodging instructions

This Proxy Form (and any power of attorney under which it is signed) must be received by the Company not later than 48 hours before the meeting (ie by 7.00pm on 21st November 2006). Any Proxy Form received after that time will not be valid for the scheduled meeting. Documents may be lodged in any of the following ways.

- By post or hand delivery to the Company's registered office at PO Box 447 Aldinga Beach SA 5173.
- By facsimile to (08) 8557 8177.