

Notice of Annual General Meeting

Inverloch & District Financial Enterprises Limited
A.B.N 13 117 672 590

**To be held at 7.00 p.m. on Thursday 20th November 2008
at the Cottage Restaurant, Inlet Hotel
3 - 5 The Esplanade, INVERLOCH**

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 2008.

2. Election of directors

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

- (a) *That Mr Alan Gostelow be elected as a Director of the Company.*
- (b) *That Mr John Payne be elected as a Director of the Company.*
- (c) *That Mr Terry Hall be elected as a Director of the Company.*

3. Remuneration Report

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

That the remuneration report be adopted.

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.

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.

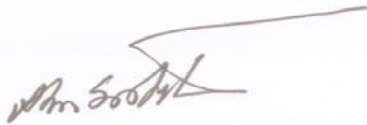
Proxy: If you are unable to attend the Meeting, you are entitled to appoint a proxy to attend and vote. See the attached Proxy Form for information on appointing a proxy.

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 6.00 p.m. on 17th November 2008

By order of the board



Alan Gostelow
Company Secretary
23rd October 2008

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) Mr Alan Gostelow, having been appointed by the Board as an inaugural Director, retires in accordance with the constitution of the Company, and being eligible, offers himself for election.
- (b) Mr John Payne, having been appointed by the Board as an inaugural Director, retires in accordance with the constitution of the Company, and being eligible, offers himself for election.
- (c) Mr Terry Hall, was an inaugural Director and Chairman of the Board, retired due to ill health at the 2007 AGM and now well again offers himself and is supported by the Board for election.

Alan Keith Gostelow

Director (*Appointed 27 November 2005*)

Age: 66

Chief Executive

Officer and

Company Secretary

General Practice Alliance – South Gippsland
Limited

Current Director, Chairman and Company Secretary, Inverloch & District Financial Enterprises Ltd. Current Director Peritus Business Consultants Pty Ltd. Previous Commissioned Officer Australian Regular Army. Previous CEO for CityWide Service Solutions Pty Ltd and for Civil Construction Corporation in Tasmania.

Senior Management roles with Myer Melbourne, the Royal Melbourne Hospital and the City of Melbourne..

John Fredrick Payne

Director (*Appointed 27 November 2005*)

Age: 59

Manager

Esplanade Hotel, Bottle Shop

Current Director and Chairman, Marketing & Sponsorship Committee, Inverloch & District Financial Enterprises Ltd. Previous owner/operator of the Toora Caravan Park.

Terrence William Hall JP

Previous Director and Chairman (*Retired due to illness 22nd November 2007*)

Age: 66

Business Proprietor
and Company

Director

Broadbeach Developments Pty Ltd

Previous Chairman Inverloch & District Financial Enterprises Ltd. Previous proprietor of the Bendigo Bank Inverloch Agency

[Agenda item 3: remuneration report]

The Corporations Act requires a resolution that the remuneration report contained in the Company's annual report be adopted. The resolution is advisory only and does not bind the Directors of the Company.

Questions from Shareholders

The Annual General Meeting (AGM) of Inverloch & District Financial Enterprises Limited will be conducted on Thursday 20th November 2008 at 7.00pm. Shareholders are invited to register questions in advance if they prefer to do so, or they are unable to the meeting.

This form may be used to submit a written question to either the Chairman or the Auditor in relation to:

- The content of the Annual Report and the business operations reported therein.
- The content of the Directors' Report and the Annual Financial Statements.
- The content of the Auditor's Report to be considered at the AGM.
- The conduct of the Audit of the Annual Financial Statements to be considered at the AGM.

Any significant matter brought to our attention through this process will be addressed at the meeting or if there is insufficient time, in a written response to the shareholder posing the question.

Please return this form and your Proxy Form if you are unable to attend the meeting to:

The Secretary
Inverloch & District Financial Enterprises Limited
PO Box 54
INVERLOCH Victoria 3996

Please note that all shareholder questions must be received no later than 5.00 p.m. Wednesday 13th November 2008.

QUESTIONS

1. Question is for the ☐ Chairman, or the Auditor ☐ *(Please tick as appropriate)*

2. Question is for the ☐ Chairman, or the Auditor ☐ *(Please tick as appropriate)*

Please insert shareholder details as included on your Share Certificate

Name/Names

Address

Inverloch & District Financial Enterprises Limited

A.B.N 13 117 672 590

[Registered Office – 10 Williams Street, INVERLOCH Victoria 3996]

Proxy Form

Inverloch & District Financial Enterprises Limited

ABN 13 117 672 590

All correspondence to:

The Secretary
Inverloch & District Financial Enterprises Limited]
PO Box 54
INVERLOCH
Victoria 3996 Australia
Enquiries (03) 5674 3105
Facsimile (03 5674 3124

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



KIDZ'N CO PTY LTD
<5 ACRE WOODS FAMILY A/C >
25 SANDY MOUNT AVENUE
INVERLOCH VIC 3996

Appointment of proxy

I/We being a member/s of Inverloch & District Financial 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 The Cottage Restaurant, Inlet Hotel, INVERLOCH on Thursday 20th November 2008 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, directors' report and auditor's report

Item 2. Election of Directors

(a) Alan Gostelow

(b) John Payne

(c) Terry Hall

Item 3. Remuneration Report

For	Against	Abstain*
<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

*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.

Individual or Shareholder 1

Sole Director and
Sole Company Secretary

Shareholder 2

Director

Shareholder 3

Director/Company Secretary

Inverloch & District Financial Enterprises Limited
A.B.N. 13 117 672 590
Registered Office – 10 Williams Street, INVERLOCH, Victoria, 3996

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. A proxy may be an individual or a 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 2 business days before the meeting (i.e. by 7.00pm on Monday, 17th November 2008). 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 to:
The Secretary
Inverloch & District Financial Enterprises Limited
PO Box 54
INVERLOCH Victoria 3996
- By hand delivery to the Company's registered office at 10 Williams Street INVERLOCH.
- By facsimile to (03) 5674 3124.