

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 18th November 2010
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 2010.

2. Appointment of Auditor

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

"That the appointment of Graeme Stewart of Andrew Frewin & Stewart as auditor of the Company be approved."

3. 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 Ms Terry Hall be elected as a Director of the Company.*
- (c) *That Mr Andrew Lawson be elected as a Director of the Company.*
- (d) *That Mr David Schultz 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.

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

[Registered Office – 16C Williams Street, INVERLOCH Victoria 3996]

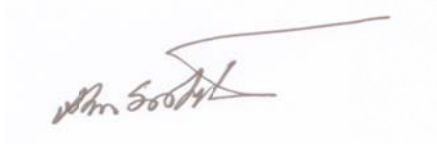
Proxy: If you are unable to attend the Meeting, you are entitled to appoint a proxy to attend and vote. See the attached Proxy Form for information on appointing a proxy.

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 15th November 2010

By order of the board

A handwritten signature in dark ink, appearing to read 'Alan Gostelow', is written over a light blue rectangular background.

Alan Gostelow
Company Secretary
18th October 2010

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: Appointment of Auditor]

David Hutchings of AFS & Associates has been the Lead Auditor for Inverloch & District Financial Enterprises Limited, since the year ended 30th June 2006. The Australian Securities and Investments Commission (ASIC) require the mandatory rotation of lead auditors after five (5) years under the Corporate Law Economic Reform Program (CLERP 9). On

Accordingly, as David Hutchings has been the appointed auditor for five (5) years he has tendered his resignation as Lead Auditor for Inverloch & District Financial Enterprises Limited so as to facilitate the mandatory rotation in accordance with CLERP 9. The Australian Securities and Investment Commission has advised that the resignation of David Hutchings had been accepted on 29th July 2010 and so a replacement Lead Auditor is required for Inverloch & District Financial Enterprises Limited.

Graeme Stewart a Partner of AFS & Associates has consented to act as Lead Auditor in accordance with subsection 328(A)1 of the Corporations Act, Graeme Stewart is therefore nominated to act as Auditor of Inverloch & District Financial Enterprises Limited.

[Agenda Item 3: Election of Directors]

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

- (a) Mr Alan Gostelow, having been elected to the Board as a Director, retires in accordance with the constitution of the Company, and being eligible, offers himself for election.
- (b) Mr Terry Hall, having been elected to the Board as a Director, retires in accordance with the constitution of the Company, and being eligible, offers himself for election.
- (c) Mr Andrew Lawrence having been nominated as a Director, and being eligible, offers himself for election.
- (d) Mr David Schultz, having been elected to the Board as a Director, retires in accordance with the constitution of the Company, and being eligible, offers himself for election.

Alan Keith Gostelow

Director (*Appointed 27 November 2005*)

Age: 68

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.

Terrence William Hall JP

Director (*Elected 20th November 2008*)

Age: 68

Current Director, Deputy Chairman/Treasurer. Previous senior managerial experience in retail, wholesale & merchant banking. Business Proprietor and Company Director, Broadbeach Developments Pty Ltd and Bunurong Developments Pty Ltd Previous Chairman, Inverloch & District Financial Enterprises Limited and previous proprietor of the Bendigo Bank Inverloch Agency.

Andrew Peter Lawson

(*Nominated October 2010*)

Age: 46

Currently involved in a quality management role with Burra Foods. Previous experience includes involvement with a variety of industry sectors including disability services, manufacturing, pharmaceutical, academic research, agriculture and small business. Currently involved in community groups in Inverloch.

David Leonard Schultz

Director (*Appointed 24th September 2009*)

Age: 58

Civil Engineer

Current Director, Inverloch & District Financial Enterprises Ltd. Civil Engineer with GHD an international network of professional and technical consultants serving clients in the global markets of water, energy and resources, environment, property and buildings, and transportation.

[Agenda Item 4: 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 18th November 2010 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 10th November 2010.

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

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