Proxy Form

All correspondence to: Upper Yarra Community Enterprise Limited ABN 54 090 252 627

PO Box 434 Warburton Vic 3799

Enquiries: (03) 5966 9028

Shareholder Name_	
Address_	

Appointment of proxy

I/We being a member/s of Upper Yarra Community Enterprise Ltd and entitled to attend and vote appoint the person named below, or the Chairman of the meeting as my/our proxy to vote in accordance with the 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 to be held in Yarra Junction on 19 November 2008 at 7.30 pm and at any adjournment of that meeting.

	The Chairman of		Write here the name of
the Meeting	Or	the person you are	
	(Mark with an 'X')	Oi	appointing if other
			than the Chairman

Voting directions to your proxy – please mark 'X' to indicate your directions

Ordinary Business	For	Against	Abstain
·	-		-
Item 1 Receipt of annual report			
Item 2 (a) Election of Rodney McKail	ш	_	ш
(b) Election of Elizabeth Fox			
(c) Election of Barry Marshall			
(d) Election of Sharon Hawkins			
(e) Election of Stephen Freestone			

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

Individual or Shareholder 1	Shareholder 2	Shareholder 3
Sole Director or	Director	Director/Company Secretary

Sole Company Secretary

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, by post to the above address or facsimile to (03) 5966 2740