

Notice of Extraordinary General Meeting

South Burnett Community Enterprises Limited
(ACN 113 889 768)

To be held at 7:00pm on Tuesday, 15th September, 2009
at Yarraman Memorial Hall
Browne Street, Yarraman
in Queensland

Item of Business

1. New Issue of Shares

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

"In order to comply with Rule 5 of the Listing Rules of the BSX, the proposal to issue a Prospectus for the issue of not more than 550,000 shares in the Company is hereby approved"

Explanatory Notes

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

The Company entered into a Franchise Agreement with Bendigo Bank to manage and operate a Community Bank Branch at Yarraman. The Franchise Agreement commenced on 10th day of May, 2005. To finance all the establishment costs and provide working capital, \$425,010.00 was raised under an initial Prospectus dated the 16th day of May, 2005.

The Board has resolved that it is in the best interests of the Company to enter into a Sub Branch Agreement with Bendigo & Adelaide Bank to enable the Company to conduct its business at Blackbutt. A Sub Branch Agreement is an interim arrangement to enable the Company to establish a presence in Blackbutt. Subject to meeting certain criteria relating to the volume of banking business, and on the payment of fees to Bendigo & Adelaide Bank, the Sub Branch will be converted to be a full Community Bank Branch of the Company.

The Board has also recognised that in the interests of fairness and equity that a bonus issue will be made to existing shareholders. To assist the Board in reaching this decision, an independent valuation of the business has been undertaken by AFS & Associates Pty Ltd, the Company's accountants.

In addition to recognising the support and the risk taken by the initial shareholders, the main purpose of the bonus issue is to expand the current capital base and to endeavor to achieve parity between the existing shares and the shares to be issued under the new Prospectus.

The Directors recommend that the shareholders vote in favor of the resolution.

By Order of the Board

.....
Signature

Ross Begent
Company Secretary

13th August, 2009

South Burnett Community Enterprises Limited Proxy Form

South Burnett Community Enterprises Limited

ABN 57 113 889 768

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



All correspondence to:
South Burnett Community Enterprises Limited
23 Toomey St Yarraman
Queensland 4614 Australia
Enquiries 07 4163 8162
Facsimile 07 4163 8377

MEMBER :
ADDRESS :
TOWN :
STATE :
POSTCODE :

Appointment of proxy

I/We being a member/s of South Burnett 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 Extraordinary General Meeting of the Company to be held at Yarraman Memorial Hall, Yarraman on Tuesday 15th September 2009 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. In order to comply with Rule 5 of the Listing Rules of the BSX, the proposal to issue a Prospectus for the issue of not more than 550 shares in the Company is hereby approved.

For	Against	Abstain*
<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

South Burnett Community Enterprises Limited
A.B.N. 57 113 889 768
Registered Office – 23 Toomey Street Yarraman Queensland 4614

How to complete the Proxy Form

1 Your name and address

This must show your name and address as it appears on the company's share register. If your address has changed, please mark the box and provide the amended details 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 (ie by 5:00pm on Friday 11th September, 2009). 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 23 Toomey Street Yarraman QLD 4614.
- By facsimile to 07 4163 8377