

Notice of Extraordinary General Meeting

Bellarine Peninsula Community Branch Ltd.

A.B.N. 33 089 107 657

To be held at 7.00pm on Monday, 29th September, 2008
at Portarlington Bowling Club, Portarlington

Ordinary Business

1. **The purpose of the meeting is to consider, and if thought fit, pass the following Resolution as an Ordinary Resolution:**

"That, for the purposes of BSX Listing Rules 3.19(c), 5.4 and 11.22 and for all other purposes, the Company be authorized to issue a Prospectus to raise capital by the issue of shares for the purposes of establishing a new Community Bank Branch at Drysdale".

Attending the meeting

All shareholders may attend the Extraordinary 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 5.00pm on 24th October, 2007.

By order of the board

Karen Woodhart

Company Secretary

29th August 2008

A proxy form accompanies this Notice of Meeting. A member entitled to attend and vote at this meeting is entitled to appoint a proxy. The proxy need not be a member of the Company.

Explanatory Notes

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

We have purchased a sub-branch at Drysdale with the intention of opening another community bank in that town. Since the agency was purchased it has been converted to a sub-branch, and we are now in a position of moving to the next phase of converting the sub-branch to a community bank by raising additional capital which is to be utilized for the partial funding of this project.