

Proxy Form

Bellarine Peninsula Community Branch Limited

ABN 33 089 107 657

All correspondence to:
Bellarine Peninsula Community Branch Limited
44 Newcombe St, Portarlinton
Victoria Australia
Enquiries 03 5259 3266
Facsimile 03 5259 3694

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

NAME:

ADDRESS:

Shareholder Certificate Number:

Appointment of proxy

I/We being a member/s of Bellarine Peninsula Community Branch 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 Portarlinton Bowling Club, Portarlinton on 29th September 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

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".

For Against Abstain*

<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
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*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

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 (ie by 5pm on 27th September 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. Please mark "Attention: The Secretary"

- By post or hand delivery to the Company's registered office at 44 Newcombe St, Portarlington, 3223.
- By facsimile to 03 5259 3694. Attention: The Secretary.