

The annual general meeting of Powerlan Limited ABN 87 057 345 785 (**Company**) will be held at:

10am (Sydney time)

Tuesday 28 November, 2006

New South Wales Department of State and Regional Development, Anzac Room, MLC Centre,

Level 47, 19 Martin Place

SYDNEY NSW 2000

AGENDA

ORDINARY BUSINESS

Financial Report and Directors' and Audit Reports

1. To receive and consider the financial report, including the directors' declaration, for the year ended 30 June, 2006 and the related directors' report and audit report.

As required by the Corporations Act 2001 (Cth) (**Corporations Act**), the financial reports, the directors' report and the auditor's report for the most recent year will be laid before the meeting.

There is no requirement for shareholders to approve these reports. Shareholders will be given a reasonable opportunity to ask questions or make comments about the reports and the management of the Company. Shareholders will also be given a reasonable opportunity to ask questions of the Company's auditor, who will be present at the meeting, in relation to the conduct of the audit, the preparation and content of the auditor's report, the accounting policies adopted by the Company in relation to the preparation of the financial statements, and the independence of the auditor in relation to the conduct of the audit.

In addition, shareholders who are entitled to vote at the meeting may submit a written question to the auditor if the question is relevant to the content of the auditor's report or the financial report to be considered at the meeting. Shareholders must submit any such written questions to the auditor care of the Company at Level 41, 100 Miller Street, North Sydney, NSW 2060 by no later than 21 November 2006.

The Company will pass on a shareholder's question to the auditor, and at or before the start of the meeting, a copy of the question list will be available to shareholders attending the meeting. A question may not be included in the question list if:

- the question list includes a question that is the same in substance as another question already lodged (even if it is expressed differently); or
- it is not practicable to include the question in the question list, or to decide whether to include the question in the question list, because of the time when the question is passed on to the auditor.

Remuneration Report

2. To consider, and if thought fit, to pass the following ordinary resolution:

'That the remuneration report be adopted'.

Explanation

The Company's Remuneration Report for the financial year ended 30 June 2006 is set out in the directors' report on pages 7 to 12 of the Company's annual report to shareholders. The Remuneration Report sets out the Company's remuneration arrangements for the Company's directors.

The Chairman will allow a reasonable opportunity for the shareholders as a whole to ask questions about, or make comment on, the Remuneration Report at the meeting.

The Corporations Act requires that the resolution to adopt the Remuneration Report be put to the vote of the shareholders. However,

NOTICE OF ANNUAL GENERAL MEETING

the vote on this resolution is advisory only and does not bind the Company's directors or the Company.

Election of Directors

3. That, for all purposes including Rule 7.1(f) of the Constitution of the Company, shareholders consider, and if thought fit, pass the following ordinary resolution:

‘That Mr I Lancaster who retires in accordance with Rule 7.1(f), and being eligible for re-election, be re-elected as a director of the Company.’

Explanation

Rule 7.1(f) of the Company's constitution requires that one third of the Company's Directors retire by rotation at each annual general meeting. Mr Lancaster retires in accordance with this Rule and seeks re-election.

Mr Lancaster holds a BA (Major in Accounting and Financial Studies) from Macquarie University and has been a CPA since 1985. Over his accounting career he has held various senior executive positions including Vice President Accounting and Finance of the Grundy Organisation and Network Financial Controller for The Seven Network. He has also a keen appreciation for the challenges of developing a strong commercial environment, having built a large successful general insurance brokerage firm. Mr Lancaster brings to the Company's board of directors a unique combination of accounting and business experiences that is

proving of great assistance to the current directors.

4. That, for all purposes including Rule 7.1(f) of the Constitution of the Company, shareholders consider, and if thought fit, pass the following ordinary resolution:

‘That Mr G Harrington who retires in accordance with Rule 7.1(f), and being eligible for re-election, be re-elected as a director of the Company.’

Explanation

Rule 7.1(f) of the Company's constitution requires that one third of the Company's Directors retire by rotation at each annual general meeting. Mr Harrington retires in accordance with this Rule and seeks re-election.

Mr Harrington has over 30 years experience in investment banking covering all aspects of corporate finance including divestments, acquisitions, take-overs and take-over defences. He has advised on cross border transactions in the UK, US, France, Germany, Indonesia, Malaysia the Netherlands and Thailand. Since 1990 Mr Harrington has run his own firm providing a top-level investment banking service for smaller transactions. Mr Harrington holds a Bachelor of Commerce and Master of Business Administration from the University of New South Wales.



By Order of the Board

Jon Newbery
Company Secretary
19 October 2006

Notes to the Notice of Annual General Meeting

1. Directors' Recommendations

Each of the Company's directors recommends to shareholders that each of the resolutions contained in this notice of annual general meeting be approved.

2. Voting Entitlement

The Company's board of directors, being the convener of the annual general meeting, has determined that the shareholding of each shareholder for the purposes of ascertaining voting entitlements at the annual general meeting will be as it appears in the Company's share register at 9am (Sydney time) on Tuesday 28 November 2006. This means that if you are not the registered holder of a relevant share in the Company at that time, you will not be entitled to vote in respect of that share.

A joint holder of a share may vote at the annual general meeting in person or by proxy, attorney or representative as if that person was the sole holder. However, if more than one joint holder tenders a vote, then the vote of the holder named first in the register is accepted to the exclusion of any other.

3. How to Exercise Your Right to Vote

You may vote in person, by proxy or by attorney. For example, you may vote:

- by attending the annual general meeting and voting in person; or
- by appointing a proxy to vote for you, by completing the proxy form provided with this notice of annual general meeting.

4. Voting by Proxy

If you are unable to attend and vote at the meeting and wish to appoint a person who is attending as your proxy, please complete the enclosed Form of Proxy. This form must be received by the Company by 5pm (Sydney time) Friday 24 November 2006.

The completed Form of Proxy may be:

- mailed to the address on the form, or
- faxed to Registries Limited on (02) 9279 0664.

A member entitled to attend and vote is entitled to appoint not more than two proxies. Where more

than one proxy is appointed, each proxy must be appointed to represent a specified proportion of the member's voting rights, however, if the appointment does not specify the proportion or number of the member's votes that each proxy may exercise, each proxy may exercise half of the votes. A proxy need not be a member of the Company.

Where an appointment specifies the way the proxy is to vote on a resolution:

- the proxy is not required to vote on a show of hands, but if the proxy does so, the proxy must vote that way;
- if the proxy has two or more appointments that specify different ways to vote on the resolutions, the proxy must not vote on a show of hands;
- if the proxy is not the chairperson, the proxy need not vote on a poll but if the proxy does so, the proxy must vote that way; and
- if the proxy is the chairperson, the proxy must vote on a poll and must vote that way.

If the Chairperson is your proxy and you do not wish to specifically direct how the proxy is to vote, you should tick the relevant box on the proxy form and by doing so, you will be taken to have directed the Chairperson to vote in favour of the resolutions and the Chairperson will exercise your votes in favour of the resolutions.

5. Quorum

The quorum for the meeting is two shareholders present in person, by proxy, attorney or duly appointed representative. If a quorum is not present within 30 minutes after the time appointed for holding the meeting, the meeting will be adjourned to the same day in the next week at the same time and place or to such other day, time and place as the Company's directors may determine.