JUMBUCK ENTERTAINMENT LTD

ABN 69 092 817 171

NOTICE OF ANNUAL GENERAL MEETING

Notice is given that the Annual General Meeting ("AGM") of Shareholders of **Jumbuck Entertainment Ltd** (the "**Company**") will be held at 5th Floor, Bank House, 11 Bank Place, Melbourne, Victoria, on Thursday, 28th October 2004, commencing at 3.30pm (EST).

AGENDA

The business of the Meeting will be, as follows:

1. Accounts and Reports:

The Financial Statements of the Company for the Financial Year ended 30th June 2004, together with the statements and reports of Directors and Auditors attached to those Accounts will be laid before the Meeting.

2. Chairman's address:

Chairman's address to shareholders, followed by shareholder discussion and questions.

3. Managing Director's address:

Managing Director's address to shareholders, followed by shareholder discussion and questions.

4. Re-election of Directors:

To re-elect those directors who, by rotation, are eligible to stand for re-election to the Board. Approval for each director standing for appointment will be put as separate resolutions.

Resolution 1 – Appointment of Director (Kevin Victor Campbell AM):

To consider, and if thought fit, pass, with or without amendment, the following resolution as an ordinary resolution:

> ***"That Kevin Victor Campbell AM who retires by rotation, in accordance with Clause 13.2 of the Company's Constitution, and being eligible for re-election, be re-appointed as a Director of the Company."***

Resolution 2 – Appointment of Director (Adrian Paull Risch):

To consider, and if thought fit, pass, with or without amendment, the following resolution as an ordinary resolution:

> ***"That Adrian Paull Risch who retires by rotation, in accordance with Clause 13.2 of the Company's Constitution, and being eligible for re-election, be re-appointed as a Director of the Company."***

Information regarding the candidates for re-election can be found on pages 15 and 16 of the Directors' Report in the 2004 Annual Report. A copy of that Annual Report accompanies this Notice of Annual General Meeting.

Proxies and representatives:

You may exercise your right to vote at the meeting either by being present in person or by appointing a proxy to attend and vote in your place. A proxy need not be a shareholder of the Company. A body corporate shareholder may appoint a representative to attend the meeting on its behalf.

A proxy form is attached to this Notice. You can produce it to the Company by:

- Delivering it to the Company at 5th Floor, Bank House, 11 Bank Place, Melbourne, Victoria, Australia, 3000;
- Posting it to the Company at GPO Box 2113, Melbourne, Victoria, Australia, 3001; or
- Faxing it to the Company at (+61 3) 9670 7932,

in each case so that it is received at least 48 hours before the time for holding the meeting.

DATED THIS 21st DAY OF SEPTEMBER 2004
BY ORDER OF THE BOARD

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GRANT A DARLING
COMPANY SECRETARY

JUMBUCK ENTERTAINMENT LTD

ABN 69 092 817 171

EXPLANATORY STATEMENT

RESOLUTIONS 1 AND 2 – RE-APPOINTMENT OF DIRECTORS

Clause 13.2 of the Company's Constitution requires that at the Annual General Meeting ("AGM") one third of the Directors, for the time being, shall retire from office. A retiring director is eligible for re-election. Additional Directors appointed since the last AGM shall not be taken into account in determining the Directors who are to retire by rotation. Since the last AGM, the Hon Jeffrey Gibb Kennett, and Mr Bruce Robert Bennie have each been appointed to the Board and subsequent to this, their appointments were approved by shareholders at a General Meeting of the Company held prior to its de-merger from Q Ltd, which took place on 30th June 2004.

In accordance with the Company's Constitution, Mr Kevin Victor Campbell AM and Mr Adrian Paull Risch retire by rotation and are eligible for re-election.

Personal details for Mr Campbell and Mr Risch are set out in the information on Directors section in the Directors' Report in the Company's 2004 Annual Report. A copy of the 2004 Annual Report was posted to all shareholders at the same time as this Notice of Annual General Meeting was posted to shareholders.

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PROXY FORM

ANNUAL GENERAL MEETING

I/We

being a Member of Jumbuck Entertainment Ltd entitled to attend and vote at the Annual General Meeting, hereby:

Appoint

Name of Proxy

or failing the person so named or, if no person is named, the Chairman of the Meeting or the Chairman's nominee, to vote in accordance with the following directions or, if no directions have been given, as the proxy sees fit at the General Meeting to be held at 5th Floor, Bank House, 11 Bank Place, Melbourne, Victoria, on Thursday, 28th October 2004, at 3.30pm (EST), and at any adjournment thereof.

Voting on Business of the General Meeting

		FOR	***AGAINST***	***ABSTAIN***
Resolution 1	To Re-elect Retiring Director, Mr Campbell	☐	☐	☐
Resolution 2	To Re-elect Retiring Director, Mr Risch	☐	☐	☐

OR

If you do **not** wish to direct your proxy how to vote, please place a mark in this box ☐

By marking this box, you acknowledge that the Chairman may exercise your proxy even if he has an interest in the outcome of the resolution and votes cast by him other than as proxy holder will be disregarded because of the interest. The Chairman intends to vote in favour of all of the resolutions.

YOU MUST EITHER MARK THE BOXES DIRECTING YOUR PROXY HOW TO VOTE OR MARK THE BOX INDICATING THAT YOU DO NOT WISH TO DIRECT YOUR PROXY HOW TO VOTE, OTHERWISE THIS APPOINTMENT OF PROXY FORM MAY BE HELD INVALID.

If you mark the abstain box for a particular item, you are directing your proxy not to vote on that item on a show of hands or on a poll and that your shares are not to be counted in computing the required majority on a poll.

If two proxies are being appointed, the proportion of voting rights this Proxy represents is ________%

Signed this day of 2004

By:

Individuals and joint holders	**Companies (affix common seal if appropriate)**
Signature	Director
Signature	Director/Company Secretary
Signature	Sole Director and Sole Company Secretary

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Instructions for Completing '<u>Appointment of Proxy</u>' Form

1. A MEMBER ENTITLED TO ATTEND AND VOTE AT A MEETING IS ENTITLED TO APPOINT NOT MORE THAN TWO PROXIES TO ATTEND AND VOTE ON THEIR BEHALF. WHERE MORE THAN ONE PROXY IS APPOINTED, SUCH PROXY MUST BE ALLOCATED A PROPORTION OF THE MEMBER'S VOTING RIGHTS. IF THE SHAREHOLDER APPOINTS TWO PROXIES AND THE APPOINTMENT DOES NOT SPECIFY THIS PROPORTION, EACH PROXY MAY EXERCISE HALF THE VOTES.

2. A duly appointed proxy need not be a member of the Company. In the case of joint holders, all must sign.

3. Corporate shareholders should comply with the execution requirements set out on the Proxy Form or otherwise with the provisions of Section 127 of the Corporations Act. Section 127 of the Corporations Act provides that a company may execute a document without using its common seal if the document is signed by:

   - 2 directors of the company;
   - a director and a company secretary of the company; or
   - for a proprietary company that has a sole director who is also the sole company secretary – that director.

   For the Company to rely on the assumptions set out in Section 129(5) and (6) of the Corporations Act, a document must appear to have been executed in accordance with Section 127(1) or (2). This effectively means that the status of the persons signing the document or witnessing the affixing of the seal must be set out and conform to the requirements of Section 127(1) or (2) as applicable. In particular, a person who witnesses the affixing of a common seal and who is the sole director and sole company secretary of the company must state that next to his or her signature.

4. Completion of a Proxy Form will not prevent individual shareholders from attending the Meeting in person if they wish. Where a shareholder completes and lodges a valid proxy form and attends the Meeting in person, then the proxy's authority to speak and vote for that shareholder is suspended while the shareholder is present at the Meeting.

5. Where a Proxy Form or form of appointment of corporate representative is lodged and is executed under power of attorney, the power of attorney must be lodged in like manner as this proxy.

6. A proxy form and, if applicable, the power of attorney or other authority (or a copy of the power of attorney or authority certified as a true copy by statutory declaration) under which they are signed must be received by mail, hand delivery or fax to the Secretary, Jumbuck Entertainment Ltd:

   <u>If by mail</u>, to: GPO Box 2113, Melbourne, VIC 3001; or

   <u>If by hand delivery</u>, to: 5th Floor, Bank House, 11 Bank Place, Melbourne VIC 3000; or

   <u>If by facsimile number</u>, to: (+61 3) 9670 7932,

   no later than 3.30pm (EST), on Tuesday, 26th October 2004.