SoNatural FOODS
AUSTRALIA

NOTICE OF ANNUAL GENERAL MEETING

Shareholders are advised that the Annual General Meeting of So Natural Foods Australia Limited ABN 41 002 814 235 (the "Company") will be held at PKF, Level 10, 1 Margaret Street, Sydney, NSW, 2000 on Wednesday 29 October 2003 at 11.00 am.

Notice of Annual General Meeting
So Natural Foods Australia Limited
ABN 41 002 814 235

NOTICE IS HEREBY GIVEN that the ANNUAL GENERAL MEETING of So Natural Foods Australia Limited (the "Company") will be held at the offices of PKF, Level 10, 1 Margaret Street, Sydney, NSW, 2000 on Wednesday 29 October 2003 at 11.00 am.

1. **Financial Report**

   To receive and consider the financial report of the Company for the year ended 30 June 2003 and reports by directors and auditors thereon.

2. **Resolutions**

   The purpose of the meeting is to consider and, if thought fit, pass the following resolutions:

2.1. As an Ordinary Resolution -

"That Mr M van Ryn retires by rotation in accordance with the provisions of the Constitution, and being eligible offers himself for re-election." ("Resolution 1")

2.2. As an Ordinary Resolution –

"That Mr P. R. Gunner retires in accordance with the provisions of the Constitution, and being eligible offers himself for re-election." ("Resolution 2")

2.3. As an Ordinary Resolution –

"That Mr S. F. Higgs retires in accordance with the provisions of the Constitution, and being eligible offers himself for re-election." ("Resolution 3")

3. **General**

   To transact any business which may be lawfully brought forward.

By order of the Board

Michael Jenkins,
Company Secretary,
18 September 2003.

PROXIES

Please note that:

1) A shareholder entitled to attend and vote is entitled to appoint not more than two proxies. Where two proxies are appointed, each shall be entitled to cast that number of votes (disregarding fractions) which bears the same proportion to the total number of votes which the shareholder could exercise if personally present at the meeting as the number of shares specified in the appointment of such proxy bears to the total number of shares held by the shareholder. A proxy need not be a shareholder. If the proxy is a shareholder, that person is only entitled to one vote on a show of hands. If two proxies are appointed neither may vote on a show of hands.

2) To be effective, the instrument appointing a proxy must be received by the Secretary not later than 48 hours before the time for holding the meeting.

3) Under section 1109N of the Corporations Act 2001, the Board of Directors of the Company, as convenor of this meeting, has determined that all persons holding shares at 7.00 pm Monday 27 October 2003 will be taken to be shareholders for the purposes of this meeting.

4) The accompanying explanatory statements form part of this notice of meeting.

PROXY FORM
So Natural Foods Australia Limited
ABN 41 002 814 235

To be effective this Proxy Form must be lodged at the registered office of So Natural Foods Australia Limited (the "Company"), 80 Box Road, Taren Point, NSW, 2229 by 11.00 am on 27 October 2003.

Appointment of Proxy

I/We ……………………………………………………………………………………………….

of …………………………………………………………………………………………………..

being a member of the company hereby appoint:

Proxy 1	(Name or Office held by proxy)
Proxy 2	(Name or Office held by proxy)

* if you are entitled to cast two (2) or more votes, you may appoint two (2) proxies.

or failing him or her or them the chairman of the meeting to vote for me/us and on my/our behalf at the general meeting to be held on 29 October, 2003 and at any adjournment thereof in respect of all my/our shares, or where two (2) proxies are appointed, in respect of the following numbers of my/our shares:

	Number of Shares	OR	Percentage of Shares **
Proxy 1		OR	
Proxy 2		OR	

** inset number **or** percentage, but not both.

Note: where your proxy does not otherwise direct the Chairman shall vote in favour of Resolutions 1, 2 and 3.

Where this Proxy Form is signed under power of attorney he Attorney(s) declare(s) that he/she/they have not received any notice of the revocation of such power.

Dated this …………………………………… day of ……………………………………2003

Signed: (1)

Signature: ………………………………… Signature: …………………………………….

Name: ………………………………………. Name: …………………………………………

Capacity: ………………………………… (2) Capacity: ……………… …………………..

(1) If joint holders, each must sign.
(2) For example: attorney, director, company secretary, authorised officer.

Companies must execute:

- Under seal: or
- by a director and a company secretary signing the Proxy Form; or
- (where it is a proprietary company where the sole director is also the sole company secretary) by that director signing this Proxy Form; or
- by authorised officer or
- by attorney

If signed by an attorney or under another authority, for this proxy to be effective the power of attorney or other authority, if any, under which it is signed or a certified copy of the power of authority must be deposited at 80 Box Road, Taren Point, New South Wales, 2229, or be received by facsimile on facsimile number (02) 9525 5406 by 11.00 am 27 October, 2003.

If you do not wish to direct your proxy how to vote, please place a mark in the box. If you appoint the Chairman as your proxy and you do not wish to direct the Chairman on how to vote then please place a mark in

the 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 that interest.

Should you wish to direct your proxy how to vote, please indicate (by inserting X) in the appropriate box against each item, otherwise your proxy may vote as he or she thinks fit or may abstain from voting:

Proxy 1:	**For**	**Against**	**Abstain**
Re-election of Mr M van Ryn	☐	☐	☐
Re-election of Mr P. R. Gunner	☐	☐	☐
Re-election of Mr S. F. Higgs	☐	☐	☐

Proxy 2 (if applicable)	**For**	**Against**	**Abstain**
Re-election of Mr M van Ryn	☐	☐	☐
Re-election of Mr P. R. Gunner	☐	☐	☐
Re-election of Mr S. F. Higgs	☐	☐	☐