

**OZGROWTH LIMITED
ACN 126 450 271**

NOTICE OF ANNUAL GENERAL MEETING

Notice is hereby given that the Annual General Meeting of Ozgrowth Limited ("**Company**") will be held at Level 1, 11 Mounts Bay Rd, Perth WA 6000 at 4.00 pm (WST) on 19 November 2008 for the purposes of transacting the following business

AGENDA

ORDINARY BUSINESS

ANNUAL FINANCIAL REPORTS AND ACCOUNTS FOR THE YEAR ENDED 30 JUNE 2008

To receive and consider the annual financial report of the Company for the financial year ended 30 June 2008 comprising the financial statements together with the Directors' declaration and report in relation to that financial year and the auditor's report on those financial statements.

SPECIAL BUSINESS

1. RESOLUTION 1 - RE-ELECTION OF A DIRECTOR, MR PETER DIAMOND

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

"That Mr P Diamond, being a Director of the Company, who retires in accordance with article 11.3 of the Company's Constitution and being eligible, hereby be re-elected a director of the Company."

DATED this 15th day of October 2008

BY ORDER OF THE BOARD



Philip Rees
Company Secretary

Notes:

Ozgrowth Limited (as convenor of the Meeting) has determined that a person's entitlement to vote at the Meeting will be the entitlement of that person set out in the register of members as at 5.00 pm (WST) on the 17th of November 2008. This means that any holder registered at 5.00 pm (WST) on the 17th of November 2008 is entitled to attend and vote at the Meeting.

EXPLANATORY STATEMENT

This Explanatory Statement has been prepared for the information of shareholders in relation to the business to be conducted at the Company's 2008 Annual General Meeting.

The purpose of this Explanatory Statement is to provide shareholders with information that is reasonably required by shareholders to decide how to vote upon the resolutions and should be read in conjunction with the Notice of Meeting to be held at Level 1, 11 Mounts Bay Road, Perth, Western Australia at 4.00 pm (WST) on 19 November 2008.

The Directors recommend that shareholders read this Explanatory Statement before determining whether to support the Resolutions or otherwise.

1. FINANCIAL STATEMENTS AND DIRECTORS' REPORTS

In accordance with the Company's Constitution, the business of the meeting will include receipt and consideration of the Company's annual financial report and reports of Directors and auditors for the year ended 30 June 2008.

2. RESOLUTION 1 - RE-ELECTION OF DIRECTORS

In accordance with article 11.3 of the Constitution, at each Annual General Meeting one-third (or the nearest number to one-third) of all the Directors shall retire from office and are eligible for re-election. Accordingly, Mr Diamond retires from office and offers himself for re-election.

Mr Peter Diamond

Mr Diamond is Non Executive Chairman of the Company.

He is also Executive Chairman of Euroz Limited (appointed 20 November 2000) and Non Executive Chairman of Westoz Investment Company Limited (appointed 11 March 2005).

Mr Diamond holds a Bachelor of Business Degree and is an Associate Member of the Australian Society of Accountants.

OZGROWTH LIMITED
ACN 126 450 271
Appointment of Proxy

I/We _____

of _____
being a member of Ozgrowth Limited entitled to attend and vote at the Annual General Meeting of the company, 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 Annual General Meeting to be held at Level 1, 11 Mounts Bay Road Perth WA 6000, on 19 November 2008 at 4.00 pm and at any adjournment thereof. If no directions are given, the Chairman will vote in favour of the resolution.

If you do not wish to direct your proxy how to vote, 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. The Chairman will vote in favour of all resolutions if no directions are given.

Voting on Business of the Meeting

	FOR	AGAINST	ABSTAIN
1 Re-election of a director, Mr P Diamond	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

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.

Signed this day of 2008

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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OZGROWTH LIMITED

Instructions for Completing 'Appointment of Proxy' 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 2001 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. To vote by proxy, please complete and sign (or otherwise authenticate it in a manner prescribed by the Corporations Regulations) the proxy form enclosed with this Notice of General Meeting as soon as possible and either:
 - send the proxy form by facsimile to the Company on facsimile number (08) 9321 8288; or
 - send the proxy form to the Company at PO Box Z5036, St Georges Terrace, Perth WA 6831; or
 - deliver it to the Company at Level 1, 11 Mounts Bay Rd, Perth,

so that it is received no later than 4.00 pm (WST) on 17 November 2008.