

OZGROWTH LIMITED
ACN 126 450 271

Notice of Annual General Meeting

Notice is hereby given that the Annual General Meeting of the members of Ozgrowth Limited ("Ozgrowth" or "the Company") will be held on Wednesday, 24 November 2010 at 2:00pm at Level 1, Alluvion Building, 581 Mounts Bay Road, Perth, Western Australia 6000.

Ordinary Business

Financial Statements and Reports of the Directors and the Auditor in respect of the year ended 30 June 2010

To receive and consider the financial statements of the Company for the year ended 30 June 2010, together with the reports by the Directors and Auditors thereon.

Note: In accordance with amendments to the Corporations Act, the Company is no longer required to provide a hard copy of the Company's annual financial report to shareholders unless a shareholder has specifically elected to receive a printed copy. While the Company will not provide a hard copy of the Company's annual financial report a soft copy will be available on its website at www.ozgrowth.com.au.

Resolution 1 - Re-election of a Director – Mr Philip Rees

To consider and, if thought fit, to pass the following resolution as an **ordinary resolution**:

"Mr Philip Rees retires in accordance with Clause 11.3 of the Constitution of the Company and, being eligible, offers himself for re-election as a director of the Company."

Short Explanation: Clause 11.3 of the Constitution provides that one third of Directors must retire from office and any other Director who has held office for three years or more. Mr Philip Rees will retire in accordance with Clause 11.3 of the Constitution and being eligible seeks re-election. Refer to the annual financial report for a background on Mr Rees.

Resolution 2 - Re-election of a Director – Mr Mike Jefferies

To consider and, if thought fit, to pass the following resolution as an **ordinary resolution**:

"Mr Mike Jefferies retires in accordance with Clause 11.3 of the Constitution of the Company and, being eligible, offers himself for re-election as a director of the Company."

Short Explanation: Clause 11.3 of the Constitution provides that one third of Directors must retire from office and any other Director who has held office for three years or more. Mr Mike Jefferies will retire in accordance with Clause 11.3 of the Constitution and being eligible seeks re-election. Refer to the annual financial report for a background on Mr Jefferies.

Resolution 3 – Remuneration Report

To consider and, if thought fit, to pass the following resolution as a **non-binding resolution**:

"That, for the purpose of Section 250R(2) of the Corporations Act and for all other purposes, approval is given for the adoption of the remuneration report as contained in the Directors' Report, for the financial year ended 30 June 2010."

Short Explanation: The Corporations Act requires that at a listed company's annual general meeting, a resolution that the remuneration report be adopted must be put to shareholders. However, such a resolution is advisory only and does not bind the Directors of the Company. The remuneration report sets out the Company's remuneration arrangements for the Directors and senior management of the Company. A reasonable opportunity to discuss will be provided for the remuneration report at the annual general meeting.

General Business

To transact any other business which may lawfully be brought before the meeting in accordance with the Company's constitution.

In accordance with section 250BA of the Corporations Act 2001, the Company specifies the following information for the purposes of receipt of proxy appointments:

Registered Office:	Level 8, Alluvion Building 11 Mounts Bay Road Perth, Western Australia 6000
Facsimile Number:	(08) 9321 8288
Postal Address:	P O Box Z5036 Perth, Western Australia 6831

Each member entitled to vote at the annual general meeting has the right to appoint a proxy to attend and vote at the meeting on their behalf. The member may specify the way in which the proxy is to vote on each resolution or may allow the proxy to vote at his/her discretion. The instrument appointing the proxy must be received by the Company at the address specified above at least 48 hours before the time notified for the meeting (proxy forms may be lodged by facsimile). Members who are unable to attend the meeting are encouraged to complete and return a proxy form.

In accordance with Regulation 7.11.37 of the Corporations Act, the Directors have set a snapshot date to determine the identity of those entitled to attend and vote at the Meeting. The snapshot date is 7.00pm (EDT) on 22 November 2010.



Philip Rees
Executive Director
By Order of the Board of Directors

Perth, Western Australia
20 October 2010

OZGROWTH LIMITED

ACN 126 450 271

PROXY FORM

The Company Secretary
Ozgrowth Limited
PO Box Z5036
PERTH WA 6831

OR

The Company Secretary
Ozgrowth Limited
Level 18
58 Mounts Bay Rd
PERTH WA 6000

Fax: (618) 9321 8288

I / We (full name) _____

of _____

in the State of _____

being the registered holder of _____ fully paid ordinary shares
in OZGROWTH LIMITED hereby appoint _____

of _____

in the State of _____

in respect of _____ shares or, failing him/her the Chairperson of the Meeting
as my/our Proxy to attend and vote on my/our behalf at the Annual General Meeting of the Company to be held
at 2:00pm (WST) on Wednesday, 24 November 2010 and at any adjournment thereof.

Instructions as to Voting

If you wish to direct your proxy how to vote with respect to any or all of the proposed resolutions, please indicate
the manner in which your proxy is to vote by placing a mark in the appropriate FOR, AGAINST or ABSTAIN
boxes adjacent to the resolutions as listed below.

If you do not wish to direct your proxy how to vote with respect
to any or all of the resolutions, please place a mark in this box.

By marking this box, you acknowledge that, in relation to the resolutions in which no voting direction has been
given below, your proxy may vote as he/she thinks fit or abstain from voting and, if your proxy is the
Chairperson of the Meeting, the Chairperson 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.
Please note that the Chairperson intends to vote **FOR** the resolutions in relation to undirected proxies.

Resolutions	For	Against	Abstain
1. Re-election of Mr Philip Rees as a director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
2. Re-election of Mr Mike Jefferies as a director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
3. Adoption of Remuneration Report	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

If the member is an individual or joint holder:

If the member is a Company:
Executed by the Company in accordance with section
127 of the Corporations Act:

Signed: _____

Sole* Director:

Signed: _____

Director/secretary*:

Dated: _____ 2010

Dated: _____ 2010

*Delete one.