

AUSTRALIAN NATIVE FOOD INDUSTRY LIMITED ("ANFIL")

ABN 80 123 156 405

**NOTICE OF SECOND ANNUAL GENERAL MEETING
TO MEMBERS OF THE COMPANY**

Details of the first Annual General Meeting:

Date: Monday, 17th November 2008

Time: 0915 Australian Eastern Standard Time

Location: Board Room DPI & F, 19 Hercules Street Hamilton QLD

Eligible Attendees: Attendance at the Annual General Meeting is restricted to:

- (a) Supporting Members who are current financial members at the meeting date;
- (b) Individual Members who are current financial members at the meeting date;
- (c) Honorary Members who are current financial members at the meeting date;
- (d) Nominated Representatives who are noted as such in the Members' Register of non-individual Supporting Members or Organisational Members who are current financial members at the meeting date
- (e) Proxy holders for Members where the proxy has been received by the Company Secretary by 5:00 pm (Australian Eastern Daylight Saving Time) on 10th November 2008

Ordinary Business **1 To receive and consider the Financial Report of the Company, the Declaration by Directors and the Reports of the Directors and the Auditor in respect of the period 1 July 2007 to 30 June 2008.**

Note

As required by section 317 of the Corporations Act 2001 (Cth) the Financial Report, Directors' report and Auditor's Report of the company will be laid before the meeting for consideration. There is no legal requirement for a formal resolution on this item. However, a formal resolution is proposed at the AGM and members will have the opportunity to vote on this item. The Board of Directors unanimously recommends that members vote in favour of receiving and considering the Financial Statements and Reports

2 Appointment of auditor:

To consider and, if thought fit, pass the following resolution:

"That Brian James Ramsey, of RW Ramsey & Co, who has consented in writing to act as auditor of the Company, be and is hereby appointed the auditor of the Company."

Note

This is due to the fact pursuant to section 327A(2) of the Corporations Act 2001 (Cth), Mr Brian Ramsey's original appointment (by the Directors after receiving his consent in writing) is effective only until the Company's first Annual General Meeting.

3 To consider any business of which due notice has been received.

By order of the Board of Directors

Lindsay Boyd, Company Secretary
10th September 2008

9B Noble Road
Blue Knob NSW 2480

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ABN 80 123 156 405

PROXY FORM INSTRUCTIONS

Before you complete the Proxy Form, please read the following instructions and the Notice of First Annual General Meeting what were sent to you.

When to use this Proxy Form

You are entitled to appoint a proxy to attend and vote at this meeting on your behalf. If the person you appoint as your proxy attends the meeting that person can vote in your place.

Under the Corporations Act 2001 (Cth)

If an appointment of a proxy specifies the way the proxy is to vote on a particular resolution, then:

- 1 a proxy may not vote on a show of hands, but may make or join in a demand for a poll; and
- 2 if the proxy is not the Chairman of the meeting, the proxy is not required to vote on a poll, but if the proxy does so, the proxy must vote as specified in the appointment.

3

Appointing the Chairperson of the meeting as your proxy

If you appoint the Chairperson of the meeting as your proxy and you specify the way your proxy is to vote on a particular resolution, then the Chairman must vote on a poll as specified in your proxy form. Abstentions will not be counted in computing the required majority on a poll.

Due date

If you appoint a proxy, make sure the Company Secretary receives this Proxy Form (and any supporting documents) by 5:00pm (Australian Eastern Daylight Saving Time) on 10th November 2008. Any Proxy Form received after that time will not be valid for the scheduled meeting.

Address

Send the completed Proxy Form and any original or certified copy of a power of attorney to the Company Secretary. You can:

- * Send it by post, or deliver it, to the Company Secretary at the address below:

**9B Noble Road
Blue Knob NSW 2480**

- * **OR** you can send it by fax to the following number:

Facsimile: 02 6689 7565

Queries

For assistance, please call the Company Secretary, Lindsay Boyd on 0417 210 781 info@fingerlime.com

AUSTRALIAN NATIVE FOOD INDUSTRY LIMITED ("ANFIL")
ABN 80 123 156 405

PROXY FORM

Second Annual General Meeting to be held at 19 Hercules Street Hamilton QLD on Monday 17th November 2008 at 0915 Australian Eastern Standard Time.

If you want to appoint a proxy, use this form and make sure that it is received by 5:00 pm Australian Eastern Standard Time on 10th November 2008. Before you complete this form, please read the Proxy Form Instructions.

Step 1: Your Details (please PRINT)

Member name (NB – not Nominated Representative)

Member No

Member postal address

Postcode

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Step 2: Proxy Details

Mark ONE box only, as shown here

For the Second Annual General Meeting of Australian Native Food Industry Limited and any adjournment of that meeting:

(a) I appoint the person I have named below as my proxy

Your proxy's family name

Your proxy's initials

Postcode

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OR

(b) I appoint the Chairperson of the meeting as my proxy to vote for me on the poll in accordance with my instructions(if any) on this Proxy Form

failing whom, or if no person is named above, the Chairperson of the Meeting, as my proxy to vote on my behalf at the Second Annual General Meeting of the Company to be held on 17th November 2008, and at any adjournment thereof.

Step 3: Voting Instructions

To direct your proxy how to vote on the resolutions as set out in the Notice of Meeting, mark one box below only for that item of business. If you do not direct your proxy how to vote, your proxy may decide how to vote.

Item 1 of business

For

Against

Abstain

Item 2 of business

For

Against

Abstain

Step 4: Your signature

Individual, Supporting, Honorary or Nominated Representative's Member's signature (or signature of power of attorney)

Date: / /2008

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