
**Notice of meeting of Growers of
Great Southern Vineyards 2005 (Project 2)
ARSN 112 665 433**

Growers of the Great Southern Vineyards 2005 (Project 2) ARSN 112 665 433 (the Project) who between them hold 21.4% (being at least 5%) of the votes that may be cast at a meeting of the Project's Growers, **HEREBY GIVE NOTICE** that they have pursuant to section 252D of the *Corporations Act, 2001* called and arranged a meeting of Growers ("**Growers**") of the Project at the time, date and place listed below to consider and vote on the resolutions specified in this notice. The meeting will be held concurrently with meetings of Growers of Great Southern Vineyards 2004 Project ARSN 108 137 284 and Great Southern Vineyards 2005 Project ARSN 108 137 293.

Please refer to the Explanatory Memorandum that accompanies this Notice of Meeting for important information on the resolutions proposed.

Time and date of Meeting: 5.00 pm Wednesday 3rd February 2010

Place of Meeting: Kulcha Club (above the Dome Café), 13 South Terrace, Fremantle, Western Australia

Business: **Election of Chairperson**

Pursuant to section 252S(3) of the *Corporations Act, 2001*, the Growers present at the meeting (in person or by proxy or attorney) must elect a member present to chair the meeting.

The first item of business will be to elect a member present to chair the meeting. The chair will chair the concurrent meetings.

Resolution 1

Special Resolution – Amendments to Project Constitution and consequential amendments to Lease and Management Agreements.

That the following resolution be passed as a Special Resolution:

That the constitution for the managed investment scheme, Great Southern Vineyards 2005 (Project 2) (ARSN 112 665 433), be amended as set out in the Annexure of the accompanying Explanatory Memorandum, with the changes to the Constitution taking effect upon lodgement of those amendments with the Australian Securities and Investment Commission in accordance with section 601GC(2) of the *Corporations Act 2001*.

Resolution 2

Extraordinary Resolution – Change of Responsible Entity: Removal of Great Southern Managers Australia Limited ACN 083 825 405 (Receivers and Managers appointed) (In liquidation)

That the following resolution be passed as an Extraordinary Resolution:

Subject to and conditional upon Resolution 1 and 3 being passed the current responsible entity of the **Great Southern Vineyards 2005 (Project 2) ARSN 112 665 433**, Great Southern Managers Australia Limited ACN 083

825 405 (Receivers and Managers appointed) (In Liquidation) be removed as responsible entity of the Project.

Resolution 3

Extraordinary Resolution – Change of Responsible Entity: Appointment of Primary Securities Limited ABN 96 089 812 635

That the following resolution be passed as an Extraordinary Resolution:

Subject to and conditional upon:

- (1) Resolution 1 and Resolution 2 being passed; and
- (2) all of the resolutions contained in the notices of meeting of Great Southern Vineyards 2004 Project ARSN 108 137 284 and Great Southern Vineyards 2005 Project ARSN 108 137 293 dated 21st December 2009 being passed.
- (3) that Primary Securities Limited ABN 96 089 812 635 be appointed as the new responsible entity of the **Great Southern Vineyards 2005 (Project 2) ARSN 112 665 433**.

The resolutions will be put to Growers provided that Primary Securities Limited has not withdrawn, before the commencement of the meeting, its written consent to act as the replacement responsible entity for the Project.

Signed as agent for Growers who between them hold more than 5% of the votes that may be cast at a general meeting of the Project and who have provided signed authority for the convening of the meeting:



Barbara Boyd / Anna Catelli

Date of convening meeting: 21st December 2009

Voting

Proxy Vote - If you are unable to attend the meeting please complete the attached Proxy Form and return it as instructed on the Proxy Form.

Voting Entitlements - On a show of hands each eligible Grower has one vote. On a poll each eligible Grower has one vote for each dollar of the value of the total interests they have in the project. Under section 253F of the Corporations Act 2001 the current responsible entity is required to value an interest in the Project as if that interest was sold on the business day immediately before the date of the meeting. The current responsible entity is insolvent and it may not value the interest in accordance with this procedure under the law. If this is the case, then the conveners of the meeting intend to conduct the poll on the basis that each Grower has one vote for each Vinelot in the Project which is registered in their name.

Membership - subject to voting restrictions imposed on Growers by law the persons entitled to attend and vote at the meeting are those persons who are registered as a Grower in the register of Growers of the Project at 4 pm Perth time on 21st December 2009.

PROXY FORM (2005)(2)

I/We
 (Name of Member)

of
 (Address of Member)

(Member) being a Member of **Great Southern Vineyards 2005 (Project 2) ARSN 112 665 433** appoint:

.....
 (Name of Proxy)

or failing him/her, the Chairman of the Meeting, as my/our proxy to attend and vote for me/us on my/our behalf at the meeting of Growers of **Great Southern Vineyards 2005 (Project 2) ARSN 112 665 433** to be held at 5.00 pm on 3rd February 2010 and at any adjournment of the meeting in respect of:

the whole of my voting rights* _____% of my voting rights*

*(Please delete whichever is not required. If no deletion is made and a percentage of voting rights is not inserted and only one proxy is appointed, it will be assumed that the proxy is for all the voting rights of the member).

If you wish to direct a proxy how to vote with respect to the proposed resolutions, please indicate the manner in which your proxy is to vote by placing an "X" in the appropriate section below otherwise your proxy will vote as he/she thinks fit or abstain from voting. Please note that if your proxy is incomplete, the Chairman will cast your vote for the resolution.

	For	Against	Abstain
Resolution 1 Special Resolution - Change of Constitution and Lease and Management Agreement	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 2 Extraordinary resolution – Removal of Current Responsible Entity	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 3 Extraordinary resolution - Appointment of New Responsible Entity	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

SIGNATURE OF MEMBER(S)

Individual or Member 1/
Sole Director and Company Secretary

Member 2
Director

Member 3/
Director /Company Secretary

Contact Name..... Contact daytime telephone..... Date.....

PROXY INFORMATION

1. A member entitled to attend and vote is entitled to appoint not more than two proxies.
2. Where more than one proxy is appointed, each proxy may be appointed to represent a specific proportion of the member's voting right. If two proxies are appointed but the appointment does not specify the proportion or number of the member's voting rights which each proxy may exercise, the Corporations Act provides that each proxy may exercise half the member's votes.
3. A proxy need not be a member.
4. The member or the member's attorney must sign the proxy form. Proxies given by a corporation must be executed in accordance with the Corporations Act and the Constitution of that corporation.
5. Please forward your proxy to Primary Securities Ltd not less than 48 hours before the time set for the holding of the meeting or adjourned meeting at which the person named in the proxy form proposes to vote.
6. Proxy forms may be submitted in either of the following ways:

By post: Primary Securities Ltd, PO Box 732, Fremantle, WA 6959.

By facsimile: (+61) 08 9430 5552.

By email: send a PDF: power@primarysecurities.com.au