



SUNDERMANN WATER POWER LIMITED

ACN 131 103 869

NOTICE OF THE 3rd ANNUAL GENERAL MEETING

TO BE HELD

AT 2.30PM

ON SATURDAY 19TH NOVEMBER 2011

AT

**KMS Financial Solutions Boardroom
259 Whitehorse Road
Balwyn, Victoria, 3103**

THIS DOCUMENT IS IMPORTANT

You are requested to complete the form of Proxy and enclosed with this Notice of Annual General Meeting and return it to the Company as soon as possible. Alternatively, you are welcome to attend in person at the Annual General Meeting of the Company.

If you do not understand the form of Proxy or are in any doubt about the action which you are required to take, you should consult your legal or financial or other professional advisor immediately.

Sundermann Water Power Limited

ACN 131 103 869

NOTICE OF THE 3RD ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the ANNUAL GENERAL MEETING of Sundermann Water Power Limited ('Company') will be held at the KMS Financial Solutions Boardroom, 259 Whitehorse Road, Balwyn, Victoria, 3103, on 19th November 2011 at 2.30pm.

AGENDA

The business of the meeting will be:

ORDINARY BUSINESS

Resolution 1 – Financial Report

To receive, consider and adopt the financial report of Sundermann Water Power Limited for the year ended 30th June 2011 and the reports by directors and auditors thereon.

There is no requirement to vote for this resolution; For further information in relation to this resolution, see explanatory notes accompanying the notice of meeting.

Resolution 2 – Appointment of Auditor

Resolve that in accordance with Clause 33.1 (c) of the Company's Constitution appoint Darren Munro of KMS Financial Solutions as auditor in respect of the year ended 30th June 2012 at a fee to be determined by the Directors closer to the time the actual work will be performed.

For further information in relation to this resolution, see explanatory notes accompanying the notice of meeting.

Other Business

Any other business that can be lawfully be brought before the meeting in accordance with the Company's Constitution

By Order of the Board

Leigh Bennett

Joint Secretary

Date 20 October 2011

NOTES:

- (a) Information about the resolutions appear in the accompanying Explanatory Notes
- (b) A member who is entitled to attend and cast a vote at the meeting is entitled to appoint a proxy.
- (c) The proxy need not be a member of the Company. A member who is entitled to cast 2 or more votes may appoint 2 proxies and may specify the proportion or number of votes each proxy is appointed to exercise.
- (d) If you wish to appoint a proxy and are entitled to do so, then complete and return the attached proxy form.
- (e) A corporation may elect to appoint a representative in accordance with the Corporations Act 2001 in which case the Company will require written proof of the representative's appointment which must be lodged with or presented to the Company before the meeting.
- (f) If you have any queries on how to cast your vote, please contact Mr Ed Gibson on 07 41978702 during business hours.

Sundermann Water Power Limited

ACN 131 103 869

EXPLANATORY NOTES

These notes explain the items of business to be considered at the meeting and should be read in conjunction with the Notice of Meeting.

Resolution 1 – Financial Report

Receive and consider the Financial Report for the period ended 30th June 2011.

The reports have been made available to shareholders and will be published on the Company Web Site (www.sundermannwaterpower.com).

There is no requirement for the shareholders to vote on this agenda item.

During this item of business there will be an opportunity for shareholders to comment on and ask questions about the company's management, operations, financial position, business strategies and prospects.

Resolution 2 – Appointment of Auditor and fee

Resolve that in accordance with Clause 33.1(c) of the Company's Constitution appoint Darren Munro of KMS Financial Solutions as auditor in respect of the year ended 30th June 2012 at a fee to be determined by the directors closer to the time the actual work will be performed.

The Directors having considered the requirements of the Corporations Law and the Company's Constitution recommend to share holders that Darren Munro of KMS Financial Solutions be appointed auditor for the year ended 30th June 2012 and that the fee be determined by the Directors on the facts and circumstances closer to the time the work will be carried out.

Sundermann Water Power Limited

ACN 131 103 869

APPOINTMENT OF PROXY

If you would like to attend and vote at the Sundermann Water Power limited Annual General Meeting, please bring this form with you. This will assist in registering your attendance.

Appointing a proxy

I/We being a member(s) of Sundermann Water Power limited and with the entitlement to attend the Annual General Meeting and vote, appoint:

The Chair of the Meeting (mark with an 'X')

OR

If you are not appointing the Chair of the meeting as your proxy, please write the name of the person or body corporate (excluding the registered shareholder) you are appointing as your proxy, or if the person/body corporate you have named fails to attend the meeting, or if no person/body corporate is named, the Chairman of the meeting, as my/our proxy to act generally at the meeting on my/our behalf and 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 of Sundermann Water Power limited to be held at the KMS Financial Solutions Boardroom, 259 Whitehorse Road, Balwyn, Victoria, 3103 on 19th November 2011 at 2.30pm and at any adjournment of that meeting.

Appointment of Proxy

I/we appoint

As my/our proxy or failing him/her the Chairman to exercise my/our votes for my/our behalf.

To direct your proxy on how to vote on any resolution please insert 'X' in the appropriate box below.

	FOR	AGAINST
<u>Resolution 1</u>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution to approve the financial results		
<u>Resolution 2</u>	<input type="checkbox"/>	<input type="checkbox"/>
Appoint the Auditor		

INDIVIDUALS to SIGN

.....
.....

EXECUTION by ATTORNEY

Executed by:

(insert name of Attorney)

.....

(attorney to sign here) as attorney for:

.....

(insert name of individual or company) in accordance with
The company's constitution and the Corporations Act 2001.
The authority or a certified copy of the authority under
which the appointment is signed must be attached

COMPANY to SIGN

Executed in accordance with the Company's constitution

.....

DIRECTOR

.....Affix seal

Director/Secretary OR if required

.....
Sole Director/Sole Company Secretary

Sundermann Water Power Limited

ACN 131 103 869

APPOINTMENT OF PROXY

NOTES FOR COMPLETION OF PROXY FORM

Sundermann Water Power Limited

ACN 131 103 869

APPOINTMENT OF PROXY (see proxy form)

A proxy appointed to attend and vote for a member has the same rights as the member to vote (to the extent allowed by this appointment) and join in the demand for a poll.

- To appoint the Chairman only – tick Box A and sign Proxy Form; OR
- To appoint a single proxy – tick Box B, complete name of proxy and sign Proxy Form; OR

(To appoint 2 proxies to exercise a specified proportion of your votes – complete the following schedule)

APPOINTMENT OF 2 PROXIES

If you are entitled to cast 2 or more votes at the meeting, you may appoint 2 proxies instead of a single proxy.
(If you wish to appoint 2 proxies then complete below and not the details for Appointment of Proxy on Proxy Form)

I/we appoint.....
(insert name of first proxy)

to exercise (state number or proportion).....
of my/our votes for me/us at the General Meeting of the Company AND

I/we appoint.....
(insert name of second proxy)

to exercise (state number or proportion).....
of my/our votes for me/us at the General Meeting of the Company OR
failing one or both of my 1st and 2nd proxies, then the Chairman to exercise my/our votes for me/us in
respect of the number or proportion of my/our shares allocated to the absent proxy/s, as set out
above.

NOTE: if you appoint 2 proxies and do not specify the number or proportion of votes each proxy may
exercise, then each will be entitled to exercise half of your votes (with fractions being disregarded)

HOW TO SIGN PROXY FORM

- The proxy form must be signed by the member or by the member's attorney. If a joint holding then either shareholder may sign
- If the proxy is signed by a person who is not the registered shareholder, then the relevant authority or an originally certified copy should either been exhibited previously with the Company or be enclosed with this proxy.
- If the member is a corporation, the proxy form must be signed in accordance with its constitution and the Corporations Act 2001, or under the hand of an authorised officer or attorney who has not received any notice of revocation. A person intending to vote shares held in the name of a corporation MUST bring a properly executed authority from the corporation in favour of the person attending.

DEADLINE FOR RECEIPT OF PROXIES

For the appointment of your proxy to be effective, this proxy form must be lodged with the Company before 2.30pm on Friday 17th November 2011, ie not less than 48 hours before the time of holding the meeting by:

- Mailing your proxy to the Company at its registered office at 1/61 Stewart Avenue, Hamilton South, NSW 2303. Faxing your proxy to the Company on (07) 41255110

Please bring this letter with you; Registration will commence at 2.00pm Sunday 19th November 2011

Sundermann Water Power Limited

ACN 131 103 869

NOTES: