

QUEST INVESTMENTS LIMITED ABN 59 004 749 044 AND CONTROLLED ENTITIES

NOTICE OF ANNUAL GENERAL MEETING 2008

Notice is hereby given that the fifteenth annual general meeting of Quest Investments Limited will be held at Board Room, Front Suite, Level 2, 11 Queens Road, Melbourne 3004 Victoria on Friday 28 November 2008 at 2:30 pm. (www.murchisongroup.com)

1. Agenda and Reports

To discuss the financial report, the Directors' report and the auditor's report for the year ended 30 June 2008.

2. Election of Directors

Mr. Grant Anthony Robertson, being due to retire, has tendered his resignation to take effect immediately prior to this motion but offers himself for re-election in order to satisfy Article 69 of the Constitution of Quest Investments Limited and Rules 14.4 and 14.5 of the Listing Rules of Australian Stock Exchange Ltd., which effectively requires that there be an election of a director each year.

3. Adoption of Remuneration Report

To adopt the Remuneration Report for the year ended 30 June 2008

4. Mandate to issue 20% new shares of the issued share capital

To consider as special business, and if thought fit, pass, with or without amendments, the following resolution as an ordinary resolution of the Company:

"THAT:-

- (A) Subject to paragraph(C) of this resolution, pursuant to the Rules Governing the Listing or Securities on the Australian Stock Exchange (ASX), the exercise by the Directors of the Company (the "Directors") during the Relevant Period (as hereinafter defined) or all the powers of Company to allot, issue and deal with (otherwise than by way of rights issue or pursuant to the exercise of options granted under any of the Company's share option schemes or any scrip dividend scheme or similar arrangements providing for the allotment of shares in lieu of the whole or part of a dividend on shares of the Company pursuant to the Constitution of the Company from time to time) additional shares in the share capital of the Company and to make or grant any offers, agreements and options which would or might require the exercise of such powers, be and is hereby generally and unconditionally approved;
- (B) the approval in paragraph (A) of this resolution shall be in addition to any other authorization given to the Directors and shall authorize the Directors during the Relevant Period (as hereinafter defined) to make or grant any offers, agreements and options which would or might require the exercise of such powers either during or after the end of the Relevant Period (as hereinafter defined);
- (C) the aggregate nominal amount of share capital allotted or agreed conditionally or unconditionally to be allotted (whether pursuant to an option or otherwise) and issued by the Directors pursuant to the approval in paragraph (A) above shall not exceed 20% of the aggregate nominal value of the issued share capital of the Company as at the date of the passing of this resolution, and the said approval shall be limited accordingly; and

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(D) for the purposes of this resolution:

“Relevant Period” means the period from the passing of this resolution until whichever is the earliest of:-

(i) the conclusion of the next annual general meeting of the Company;

(ii) the expiration of the period within which the next annual general meeting of the Company is required by the Constitution of the Company or any applicable laws to be held; or

(iii) the revocation or variation of the authority given under this resolution by an ordinary resolution or the shareholders of the Company in general meeting;

“rights issue” means the allotment or issue of shares in the Company or other securities which would or might require shares to be allotted and issued pursuant to an offer made to all the shareholders of the Company (excluding for such purpose any shareholder who is resident in a place where such offer is not permitted under the laws of that place) and, where appropriate, the holders of other equity securities of the Company entitled to such offer, pro rata (apart from fractional entitlements) to their existing holdings of shares or such other equity securities.”

5. Other Business

To deal with any other business that may be brought forward in accordance with the Constitution and the Corporations Act 2001.

By order of the Board

**GA Robertson
Company Secretary**

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Proxies

If you are unable to attend and vote at the meeting and wish to appoint a person who is attending as your proxy, please complete the enclosed form.

1. A member entitled to attend and vote is entitled to appoint two or more proxies who need not be members of the Company, to attend and speak and vote instead of the member.
2. Where two or more proxies are appointed, each proxy must be appointed to represent a specified portion of the shares held by a member to the intent that every member may divide his holding into two or more parcels of shares and appoint a separate proxy in respect of each such parcel. A proxy may vote on a show of hands and on a poll provided that if a member appoints more than one proxy such proxies may not vote on a show of hands.
3. A proxy for a corporation must be executed under its common seal.
4. Proxy forms must be received by the company at its registered office at least 24 hours before the time for holding the meeting.
5. Proxy can be sent by facsimile to (613) 9867 7088
6. A proxy form is attached.

Voting Rights

The Board of Directors has determined that shares in the Company will, for the purposes of the Annual General Meeting of the shareholders, be taken to be held by shareholders registered as such as at 2:30 pm on 28 November 2008.

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APPOINTMENT OF PROXY

The Secretary
Quest Investments Limited
Front Suite, Level 2, 11 Queens Road
Melbourne Victoria 3004, Australia
Tel: (613) 9867 -7033
Fax: (613) 9867-7088
www.murchisongroup.com

I/We _____

(full name(s) of shareholder(s) in block letters)

Of _____

(full address(es) of shareholder(s) in block letters)

being a member/members of Quest Investments Limited entitled to attend and vote hereby appoint:

(full name of proxy in block letters)

Of _____

(full address of proxy in block letters)

and (if you wish to appoint two or more proxies)

(full name of second and subsequent proxies in block letters)

Of _____

(full address of second and subsequent proxies in block letters)

or failing him/her, the Chairman of the meeting as my/our proxy/proxies to vote for me/us on my/our behalf at the Annual General Meeting of the Company, to be held on 28 November 2008 (Friday) at 2:30 p.m., at Front Suite, Level 2, 11 Queens Road, Vic 3004, Melbourne, Australia or any adjournment of that meeting.

Signed this day of 2008

Signature(s) of Member(s)

A member is entitled to appoint two or more persons (whether members or not) to attend the meeting and on a poll, vote in place of the member. Where two or more such proxies are appointed, the portion of the member's voting rights given to each proxy must be specified. Where a proxy is appointed by the member's attorney evidence of non-revocation must be lodged with the proxy form.

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APPOINTMENT OF PROXY (CONT'D)

A proxy by a corporation must be executed either under its Common Seal and Attestation Clause or under the hand of an officer or attorney duly authorised.

To be effective the form appointing a proxy and the power of attorney, or other authority (if any), under which it is signed must be received at the registered office of the Company at least 24 hours before the time for holding the meeting. Should the member desire to direct the proxy how to vote, the member should complete the following section by striking out whichever is not desired in the appropriate box against each item hereunder, otherwise the proxy may vote as he or she thinks fit or may abstain from voting.

Voting Instructions

I/We desire to vote on the resolutions as indicated below:

This is to be used	in favour of/against*	the first resolution
This is to be used	in favour of/against*	the second resolution
This is to be used	in favour of/against*	the third resolution
This is to be used	in favour of/against*	the forth resolution
This is to be used	in favour of/against*	the fifth resolution

Strike out whichever is not desired.

(Unless otherwise instructed, the proxy may vote as he/she thinks fit)