

**SUNDERMANN WATER POWER LIMITED
ACN 131 103 869**

NOTICE OF FIRST ANNUAL GENERAL MEETING

TO BE HELD

AT 3PM

ON FRIDAY 27, NOVEMBER 2009

AT

MARRIOTT HOTEL

CORNER EXHIBITION AND LONSDALE STREET

MELBOURNE

VICTORIA

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 adviser immediately.

SUNDERMANN WATER POWER LIMITED

ACN 131 103 869

NOTICE OF ANNUAL GENERAL MEETING

Notice is given that the Annual General Meeting of the Sundermann Water Power Limited ('Company') will be held at 3pm on Friday 27 November 2009 at the Marriott Hotel, Cnr Exhibition and Lonsdale Streets, Melbourne, Victoria.

AGENDA

The business of the meeting will be:

ORDINARY BUSINESS

Resolution 1 - Financial Reports

To receive and consider the financial report of Sundermann Water Power Limited for the period from incorporation on 15 May 2008 to 30 June 2008, and for the year ended 30 June, 2009, and the reports of the Directors and the Auditors thereon.

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

Resolution 2 – Appointment of auditor

"Resolve that in accordance with Clause 33.1 (c) of the Company's Constitution appoint WHK Horwath as auditor in respect of the year ended 30 June 2010 at a fee to be determined by the Directors closer to the time the actual work will be performed, and ratify their appointment in respect of the period to 30 June 2009".

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

2. Other business

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

DATED: 4 November 2009

By Order of the Board

Alex Moule
Company Secretary

NOTES

- (a) Information about the resolution appears 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 call Dr Alex Moule on 07 3003 0311 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 reports

Receive and consider Financial Reports for the period from incorporation on 15 May 2008 to 30 June 2008, and for the year ended 30 June 2009.

The reports have been made available to shareholders and will be published on the company's website (www.sundermannwaterpower.com.au).

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 fix fee

Resolve that in accordance with Clause 33.1 (c) of the Company's Constitution appoint WHK Horwath as auditor in respect of the year ended 30 June 2010 at a fee to be determined by the Directors closer to the time the actual work will be performed, and ratify their appointment and fees paid in respect of the period to 30 June 2009.

The Directors, having considered the requirements of the Corporations Law and the Company's Constitution *recommend* that WHK Horwath be appointed auditor for the year ended 30 June 2010 and that the fee be determined by the Directors on the facts and circumstances closer to the time the work will be carried out.

In respect of the period under review, the Directors seek to have ratified the current appointment of WHK Horwath as auditor and the fee of \$8,000 paid in respect of that work.

PROXY FORM
Sundermann Water Power Limited
ACN 131 103 869

PLEASE COMPLETE
 IN BLACK INK

MEMBER/S NAME/S AND ADDRESS

I/we appoint as my/our proxy the person named below at the general meeting of the Company to be held Friday 27 November, 2009 at the Marriott Hotel, Cnr Exhibition and Lonsdale Street Melbourne at 3pm or at any adjournment thereof.

Appointment of Chairman Box A
 I/we appoint the Chairman to exercise all of my/our votes for me/us on my/our behalf

OR

Appointment of Proxy Box B
 I/we appoint
 as my/our proxy or failing him/her the Chairman to exercise my/our votes for me/us on my/our behalf

DIRECTING YOUR PROXY HOW TO VOTE
 I/we direct my/our proxy to vote in the following manner:

RESOLUTION	FOR	AGAINST
1. Resolution to approve the financial statements	n/a	n/a
2. Appoint WHK Horwath to be the auditor		

INDIVIDUALS TO SIGN

COMPANIES TO SIGN
 Executed in accordance with the Company's constitution

EXECUTION BY ATTORNEY
 Executed by
 (insert name of attorney)

.....
 Director

(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.

..... Affix seal
 Director/Secretary OR if required

 Sole Director / Sole Company Secretary

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 to join in the demand for a poll.

- To appoint the Chairman only - tick BOX A and sign Proxy Form
- 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)

<p>APPOINTMENT OF 2 PROXIES</p> <p><i>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 details for Appointment of Proxy on Proxy Form)</i></p> <p>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</p> <p>I/we appoint (Insert name of 2nd 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.</p> <p>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.).</p>
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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 have 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 3pm on Wednesday 25 November, 2009, i.e. not less than 48 hours before the time for holding the meeting by:

- mailing your proxy to the Company at its registered office Level 9, 141 Queen Street, Brisbane 4000 Qld
- faxing your proxy to the Company at (07) 3003 1211

Please bring this letter with you to the meeting to enable us to process your registration efficiently.
Registration will commence at 2.30pm on Friday 27, October 2009.