

Pacific Restaurant Group Limited
ACN 129 686 559
(Company)

Notice of annual general meeting

Notice is given that the second annual general meeting of Pacific Restaurant Group Limited will be held in the Private Dining Room of Kingsleys Steak & Crabhouse Woolloomooloo, 6 Cowper Wharf Road, Woolloomooloo, NSW 2011 on 14 December 2009 at 10:00am.

Ordinary business

1. Accounts and reports

To receive and consider the financial statements and the consolidated financial statements of the Company and the Company's controlled entities and the reports of the directors and the auditors for the year ended 30 June 2009.

2. Election of directors

To consider and, if though fit, pass the following ordinary resolutions:

Resolution 1:

That Perry Smith is elected as a director in accordance with rule 6.1 of the Company's constitution.

Resolution 2:

That Matt Evans is elected as a director in accordance with rule 6.1 of the Company's constitution.

Resolution 3:

That Steve Lidbury is elected as a director in accordance with rule 6.1 of the Company's constitution.

3. Appointment of Auditors

To consider and, if though fit, pass the following ordinary resolutions:

Resolution 4:

That RSM Bird Cameron Partners Charter Accountants is appointed as the Company's auditor.

3. Appointment of Auditors

To consider and, if though fit, pass the following ordinary resolutions:

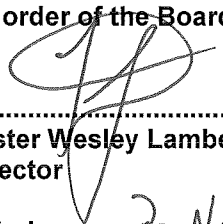
Resolution 5:

That for the purposes of rule 37 of the constitution of the Company, the remuneration of all directors of the Company to be paid out of the funds of the Company for their ordinary services as directors be fixed at \$84,000 per annum.

Other Business

To transact any other business which may be lawfully brought forward in accordance with the constitution of the Company and the *Corporations Act 2001*.

By order of the Board


.....
Lester Wesley Lambert
Director

Dated..... 20 Nov 2009

Voting by proxy

Each member may appoint a proxy to vote on behalf of that member at the general meeting. The proxy need not be a member.

A member who is entitled to cast 2 or more votes may appoint not more than 2 proxies and may specify the proportion of number of votes that each proxy is appointed to exercise. If a member appoints 2 proxies and the appointment does not specify the proportion, or number, of member's votes each proxy may exercise, each proxy may exercise half the votes (disregard fractions). Additional forms of proxy may be obtained on application the registered office of the Company.

A proxy appointment form is attached. To be effective, it must be received by the Company not less than 48 hours prior to the start of the relevant general meeting. It may be:

- (1) posted to the registered office: Pacific Restaurant Group Limited, Westfield Towers, Level 2, Suite 202, 100 William Street Sydney NSW 2000 or;
- (2) faxed on +61 02 8353 1397

If the member leaves the proxy form blank as to the person primarily appointed as proxy or if the person or persons named as proxies fails or fail to attend, the Chairperson is the meeting is appointed proxy.

Form of proxy

Pacific Restaurant Group Limited
ACN 129 686 559
(Company)

Annual general meeting

Address: Pacific Restaurant Group Limited, Westfield Towers, Level 2, Suite 202, 1
100 Willian Street Sydney NSW 2000

Facsimile: +61 02 8353 1397

I/We.....

of.....
am/are a member of the Company.

I/We appoint as my/our proxy.....

of.....

or failing him or her the Chairperson of the annual general meeting of the Company to be held on 14 December 2009 at 10:00am to vote for me/us at the meeting and at any adjournment of it.

This form is to be used in accordance with the directions below. Unless the proxy is directed, he or she may vote or abstain as he or she thinks fit.

Resolution	For	Aginast	Abstain
Resolution 1			
Resolution 2			
Resolution 3			
Resolution 4			
Resolution 5			