

AIRCruISING AUSTRALIA LIMITED

A.C.N. 010 484 938
A.B.N. 25 010 484 938

NOTICE OF ANNUAL GENERAL MEETING

Notice is hereby given that the Twenty Eighth Annual General Meeting of the Members of Aircruising Australia Limited will be held at **20/77 Bourke Road ALEXANDRIA NSW 2015** at 11.30am Friday 25th November 2011 for the following purposes, viz: -

Ordinary business:

1. To receive and consider the Directors' Report, Consolidated Statement of Comprehensive Income for the year ended 30th June 2011, Statement of Financial Position as at that date, and Auditor's Report thereon.
2. Mr. Guy Paynter Paynter retires in accordance with the Articles of Association and, being eligible offers himself for re-election.
3. To approve the "Remuneration Report" as detailed in note 19 (page 5) of the Annual Financial Report of the company.
4. To transact any other business which may be brought forward in accordance with the Articles of Association.

By order of the Board,

G P WATSON
Company Secretary
27 October 2011

20/77 Bourke Road
Alexandria NSW 2015

Aircruising Australia Limited

ACN 010 484 938

PROXY FORM

The Company Secretary
Aircruising Australia Limited
20/77 Bourke Road
Alexandria NSW 2015

1. I/WE

Your name and address

Your telephone number

Being a member of Aircruising Australia Limited,

2. APPOINT

or failing the person so named or, if no person is named, the Chairman of the Meeting to vote in accordance with the following directions or, if no directions have been given as the proxy or the Chairman sees fit at the Annual General Meeting of Aircruising Australia Limited to be held on Friday 25 November 2011 commencing at 11.30am and at any adjournment thereof.

Your proxy's name and address

If the chair of the meeting is appointed as your proxy, or may be appointed by default and you do not wish to direct your proxy how to vote as your proxy in respect of a resolution, please place a mark in the box.

By marking this box, you acknowledge that the chair of the meeting may exercise your proxy even if he has an interest in the outcome of the resolution/s and that votes cast by the chair of the meeting for those resolutions other than as proxy holder will be disregarded because of that interest.

If you do not mark this box, and you have not directed your proxy how to vote, the chair will not cast your votes on the resolution and your votes will not be counted in calculating the required majority if a poll is called on the resolution.

3. RESOLUTIONS

Resolution No. 1

FOR

AGAINST

ABSTAIN

That the Consolidated Statement of Comprehensive Income and the Statement of Financial Position of the Company as at 30 June 2011, together with the Directors' and Auditor's Reports thereon be received.

FOR

AGAINST

ABSTAIN

Resolution No. 2

Mr. G Paynter be re-elected as a Director of the Company.

FOR

AGAINST

ABSTAIN

Resolution No. 3

Approval of "Remuneration Report" as detailed in note 19 (page 5) of the Annual Financial Report of the company.

4. APPOINTMENT OF A SECOND PROXY

If you wish to appoint more than one proxy, please state here the percentage of your voting rights applicable to this form.

%

5. SIGNATURE OF MEMBERS

Shareholders must sign this section in order for this proxy voting form to be valid.

Individuals

Holder 1

Date ____ / ____ / ____

Holder 2 (if applicable)

Date ____ / ____ / ____

Companies

Director or Sole Director and Sole Company Secretary (delete one)

Date ____ / ____ / ____

Director or Company Secretary (delete as applicable)

Date ____ / ____ / ____

Affix common seal here (if required by Constitution)

Notes for Completion and Lodgement
Your Vote Is Important
Please Direct Your Proxy How To Vote

For your vote to be counted, the Proxy form must be completed in accordance with these instructions and lodged with the Company's registered office **no later than 2.00pm on Monday 21 November 2011**.

Members entitled to attend and vote at the meeting will be those persons who are recorded in the register of members at 2PM on Monday 21 November 2011.

Proxies may be lodged by mail, in person or by fax.

Mailing and Delivery Address:

The Company Secretary
Aircruising Australia Limited
20/77 Bourke Road
Alexandria NSW 2015

Facsimile:

(02) 9669 6064

1. Insert your name, address and telephone number.
2. Insert the name of the person you wish to appoint as proxy. Shareholders cannot appoint themselves. Your proxy does not need to be a shareholder. **The Chairman of the meeting will act as your proxy if you do not appoint someone.** You can vote by proxy even if you plan to attend the meeting.
3. If you wish to direct your proxy how to vote on any item, place a mark in the appropriate box. If a mark is placed in a box, your total shareholding will be voted in that manner. You may, if you wish, split your voting direction by inserting the number of shares you wish to vote in the appropriate box. The vote will be invalid if a mark is made in more than one box for a particular item or if the total shareholding shown in the 'FOR' 'AGAINST' or 'ABSTAIN' boxes is more than your total shareholding as recorded on the Company's share register.
4. You are entitled to appoint up to 2 persons (whether shareholders or not) to attend the meeting and vote. If you wish to appoint 2 proxies please obtain a second proxy form by telephoning (02) 9693 2233. Both forms should be completed with the nominated percentage of your voting rights on each form. Please return proxy forms together.
5. **You must sign the proxy voting form.**
The proxy voting form must be signed by you, the shareholder, or if the shareholder is a company, in accordance with the Corporations Law. If this proxy is signed by a person who is not a registered shareholder then the relevant authority must either have been registered previously with the company or be enclosed with this proxy.

It is not appropriate to appoint a second proxy with a percentage of your voting rights unless you intend to complete your proxy instructions by inserting a mark in a box against the agenda items.

If you require further information on how to complete the proxy form, telephone (02) 9693 2233.