

LINDSAY AUSTRALIA LIMITED

ABN 81 061 642 733

**NOTICE OF ANNUAL GENERAL MEETING,
PROXY FORM AND EXPLANATORY MEMORANDUM**

Date of Meeting: 17 November 2010
Time of Meeting: 10:00am (AEST)
Place of Meeting: Riverside Regus Auditorium
Level 5 Riverside Centre
123 Eagle Street, Brisbane Qld 4000

LINDSAY AUSTRALIA LIMITED

ABN 81 061 642 733

NOTICE OF ANNUAL GENERAL MEETING

Notice is given that an annual general meeting of the shareholders of Lindsay Australia Limited (**Company**) will be held at 10.00am (AEST) on 17 November 2010 at the Riverside Regus Auditorium, Level 5 Riverside Centre, 123 Eagle Street, Brisbane Qld 4000.

AGENDA

ORDINARY BUSINESS

Financial statements and reports

To receive and consider the financial statements and reports of the directors and the auditors for the year ended 30 June 2010.

Resolution 1 – Re-election of director - Mr Richard Andrew Anderson

To consider, and if thought fit, pass the following resolution as an ordinary resolution:

'That Mr Richard Andrew Anderson who retires by rotation in accordance with Listing Rule 14.4 and rule 16.1 of the Company's Constitution, and being eligible, offers himself for re-election, be re-elected as a director of the Company.'

Resolution 2 – Re-election of director - Mr Leslie Raymond Hancock

To consider, and if thought fit, pass the following resolution as an ordinary resolution:

'That Mr Leslie Raymond Hancock who retires by rotation in accordance with Listing Rule 14.4 and rule 16.1 of the Company's Constitution, and being eligible, offers himself for re-election, be re-elected as a director of the Company.'

Resolution 3 – Adoption of Remuneration Report

To consider and, if thought fit, pass the following resolution as an ordinary resolution in accordance with s250R(2) of the Corporations Act:

*'That the section of the report of the Directors in the 2010 Annual Report dealing with the remuneration of the Company's Directors and Senior Executives (**Remuneration Report**) be adopted.'*

NB. This resolution shall be determined as if it were an ordinary (majority) resolution, but under s250R(3) of the Corporations Act, the vote does not bind the Directors of the Company.

Resolution 4 – Ratification of Placement

To consider, and if thought fit, pass the following resolution as an ordinary resolution:

'That for the purpose of ASX Listing Rule 7.4 and all other purposes, the recent placement of 26,100,000 ordinary shares to institutional and sophisticated investors at an issue price of \$0.195 per share, be ratified.'

Other Business

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

Dated 29 September 2010

By order of the Board

Graham Johnston
Company Secretary

NOTES

VOTING EXCLUSION STATEMENT

Under Listing Rule 14.11, Lindsay Australia will disregard any vote cast on Resolution 4 by each person who participated in the placement, being each of Washington H. Soul Pattinson and Company Limited, BKI Investment Company Limited, the Mizikovsky Group (identified in resolution 4) and Proco Pty Ltd and each of their associates. However, the Company need not disregard a vote on the Resolution if:

- it is cast by a person as a proxy for a person who is entitled to vote, in accordance with the directions on the proxy form; or is cast by the Chairman of the meeting as proxy for a person who is entitled to vote, in accordance with a direction on the proxy form to vote as the proxy decides.

VOTING ENTITLEMENT AND ADMISSION TO MEETING

For the purpose of determining entitlement to attend and vote and voting rights at the AGM, shares shall be taken to be held by persons who are registered as shareholders as at 7.00pm (AEST) on 15 November 2010. Transactions registered after that time will be disregarded in determining entitlements to attend and vote.

PROXIES

- A Proxy Form accompanies this Notice of Meeting.
- A member entitled to attend the AGM and vote has a right to appoint a proxy.
- The proxy need not be a member of Lindsay Australia.
- Any instrument appointing a proxy in which the name of the appointee is not completed is regarded as given in favour of the Chair of the meeting.
- The appointment of one or more duly appointed proxies will not preclude a member from attending the AGM and voting personally.
- Members who are entitled to cast two or more votes may appoint not more than two proxies to attend and vote instead of themselves. An additional proxy form will be supplied by the Company on request by contacting the Company Secretary on (07) 3240 4904 or from outside Australia +617 3240 4904. Where two proxies are appointed, both forms should be completed with the nominated proportion or number of votes each proxy may exercise. If no such proportion or number is specified, each proxy may exercise half of the votes.
- Proxy Forms must be signed by a member or the member's attorney or, if the member is a corporation, in accordance with section 127 of the Corporations Act or under hand of its attorney or duly authorised officer. If the Proxy Form is signed by a person who is not the registered holder of Shares (e.g. an attorney), then the relevant authority (e.g. in the case of Proxy Forms signed by an attorney, the power of attorney or a certified copy of the power of attorney) must either have been exhibited previously to Lindsay Australia or be enclosed with the Proxy Form.

To be effective, Proxy Forms must be received by the Company at its registered office by delivery or by:

Post	The Company Secretary Lindsay Australia Limited Locked Bag 2004 ARCHERFIELD QLD 4108	Fax	(07) 3240 4350
------	---	-----	----------------

no later than 48 hours prior to the meeting.

If a body corporate is appointed as proxy, please write the full name of that body corporate (eg, Company X Pty Ltd). Do not use abbreviations. The body corporate will need to ensure that it:

- appoints an individual as its corporate representative to exercise its powers at meetings, in accordance with section 250D of the Corporations Act.
- provides satisfactory evidence of the appointment of its corporate representative prior to commencement of the AGM.
- If no such evidence is received before the AGM, then the body corporate (through its representative) will not be permitted to act as your proxy.

Body corporate representatives

- A corporation, by resolution of its directors, may authorise a person to act as its representative to vote at the AGM.
- A representative appointed by a corporation may be entitled to execute the same powers on behalf of the corporation as the corporation could exercise if it were an individual member of Lindsay Australia.
- To evidence the authorisation, either a certificate of corporate body representative executed under the common seal of the corporation or under the hand of its attorney or an equivalent document evidencing the appointment will be required. The certificate or equivalent document must be produced prior to the AGM.

Questions and comments by shareholders at the meeting

In accordance with the Corporations Act, a reasonable opportunity will be given to shareholders as a whole to ask questions about or make comments on the management of Lindsay Australia at the AGM.

EXPLANATORY MEMORANDUM

Lindsay Australia Limited ABN 81 061 642 733

The notice of the 2010 annual general meeting of the Company contains 6 items of ordinary business. This memorandum explains the items of business by the notice of meeting.

ORDINARY BUSINESS

Financial statements and reports

Shareholders will receive and consider the financial statements and reports of the directors and the auditors for the year ended 30 June 2010.

In accordance with the Corporations Act, shareholders will be given a reasonable opportunity as a whole at the Meeting to ask questions and make comments on these reports, and on the business, operations and management of Lindsay Australia Limited.

In addition to asking questions at the meeting, shareholders may address written questions to the Chairman about the management of the Company, or to the Company's Auditor which are relevant to:

- the content of the Auditor's Report to be considered at the meeting; or
- the conduct of the audit of the annual financial report to be considered at the Meeting.

Any written questions must be submitted to the Company Secretary before 5.00pm (AEST) on 10 November 2010 by:

Post	The Company Secretary Lindsay Australia Limited Locked Bag 2004 ARCHERFIELD QLD 4108	Fax	(07) 3240 4350
------	---	-----	----------------

Apart from matters involving remuneration which are required to be voted on, there is no requirement either in the Corporations Act or in Lindsay Australia Limited's Constitution for shareholders to approve the Financial Report, the Directors' Report or the Auditor's Report and therefore no resolution is required for this item of ordinary business. A resolution to approve the Remuneration Report is considered as a separate agenda item.

The Company's Annual Report is available on the Company's website at www.lindsayaustralia.com.au

Resolution 1 – Re-election of director - Mr Richard Andrew Anderson

Resolution 1 relates to the re-election of a director. Rule 16.1 of the Company's Constitution, and in accordance with Listing Rule 14.4, requires that one third of the directors (other than the managing director) retire from office at the annual general meeting.

Mr Richard Andrew Anderson was appointed as a director of the Company on 16 December 2002. Mr Anderson submits himself for re-election as a director. Details of Mr Anderson's qualifications and experience are set out in the Company's Annual Report.

Directors' recommendation

The directors, with Mr Anderson abstaining, recommend that shareholders vote in favour of the re-election of Mr Anderson.

Resolution 2 – Re-election of director - Mr Leslie Raymond Hancock

Resolution 2 relates to the re-election of a director. Rule 16.1 of the Company's Constitution, and in accordance with Listing Rule 14.4, requires that one third of the directors (other than the managing director) retire from office at the annual general meeting.

Mr Leslie Raymond Hancock was appointed as a director of the Company on 13 September 2002. Mr Hancock submits himself for re-election as a director. Details of Mr Hancock's qualifications and experience are set out in the Company's Annual Report.

Directors' recommendation

The directors, with Mr Hancock abstaining, recommend that shareholders vote in favour of the re-election of Mr Hancock.

Resolution 3 – Adoption of Remuneration Report

Section 250R (2) of the Corporations Act requires Lindsay Australia Limited to propose a resolution that the Remuneration Report be adopted. The vote on this resolution is advisory only and does not bind the Directors of Lindsay Australia Limited. In accordance with the Corporations Act, shareholders will be given a reasonable opportunity as a whole at the Meeting to ask questions and make comments on the Remuneration Report.

The Remuneration Report may be found in the Annual Report.

Directors' recommendation

The Board abstains from making a recommendation in relation to this resolution.

Resolution 4 – Ratification of Placement

Listing Rule 7.1 provides that (subject to certain exceptions, none of which are relevant here) prior approval of shareholders is required for an issue of securities if the securities will, when aggregated with the securities issued by the Company during the previous 12 months, exceed 15% of the number of the shares at the commencement of that 12 month period.

The allotment and issue of securities detailed in resolution 4 did not exceed the 15% threshold for the purpose of Listing Rule 7.1. Listing Rule 7.4 provides that where a company subsequently approves an issue of securities, the issue will be treated as having been made with approval for the purpose of Listing Rule 7.1, thereby replenishing that company's 15% capacity and enabling it to issue further securities up to that limit. The Company seeks approval of the Issue to preserve its ability to issue shares under the 15% limit in Listing Rule 7.1 throughout the coming 12 months.

The purpose of resolution 4 is for shareholders to approve, pursuant to Listing Rule 7.4, those security issues which occurred during the 12 months before the date of this meeting which count toward the Company's 15% limit under Listing Rule 7.1.

In accordance with Listing Rule 7.5, shareholders are advised of the following particulars in relation to the allotment and issue:

Issue date	No. of shares issued	Issue price	Terms of shares issued	Persons to whom shares were issued	Use of funds
7 Sept 2010	20,000,000	\$0.195	Parri passu	Washington H. Soul Pattinson and Company Limited ACN 000 002 728	To increase working capital and fund expansion and fixed asset purchases.
7 Sept 2010	1,300,000	\$0.195	Parri passu	BKI Investment Company Limited ACN 106 719 868	To increase working capital and fund expansion and fixed asset purchases.
9 Sept 2010	4,600,000, comprising: <ul style="list-style-type: none">• 2,677,000• 615,000• 1,308,000	\$0.195	Parri passu	Mizikovsy Group, comprising: <ul style="list-style-type: none">• Ankla Pty Ltd ACN 074 315 432• L&E Mizikovsy atf Superfun Super Fund• Lev Mizikovsy	To increase working capital and fund expansion and fixed asset purchases.
9 Sept 2010	<ul style="list-style-type: none">• 200,000	\$0.195	Parri passu	<ul style="list-style-type: none">• Proco Pty Ltd ACN 098 992 931 atf The Cosoff Super Fund	To increase working capital and fund expansion and fixed asset purchases

Shares were placed to interested parties on the basis they were sophisticated and institutional investors.

Lindsay Australia Limited

PROXY FORM

ABN 81 061 642 733

Locked Bag 2004

ARCHERFIELD QLD 4108

Facsimile (within Australia):

07 3240 4350

Facsimile (international):

617 3240 4350

1. Member/s Name/s and Address

(Name of shareholder): _____

(Address of shareholder): _____

Mark the box with an "X" if you have made any changes to your address details (see notes on completing this form)

2. Appointment of Proxy

I/We being a member/s of Lindsay Australia Limited and entitled to attend and vote hereby appoint

The Chairman of the Meeting (mark with an "X")

OR

Write here the name of the person you are appointing if this person is someone other than the Chairman of the Meeting

or in his/her absence, or if no person is named, the Chairman of the Meeting, as my/our proxy and to vote on my/our behalf in accordance with the following directions (or if no directions have been given, as the proxy sees fit) at the General Meeting of Lindsay Australia Limited to be held at 10:00am (AEST) on 17 November 2010 at the Riverside Regus Auditorium on Level 5 Riverside Centre, 123 Eagle Street, Brisbane Qld 4000 and any adjournment of that meeting.

3. Voting directions to your Proxy – please mark to indicate your directions

I/We direct my/our Proxy to vote in the following manner

For Against Abstain

Resolution 1 – Re-election of director - Mr Richard Andrew Anderson

<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
--------------------------	--------------------------	--------------------------

Resolution 2 – Re-election of director - Mr Leslie Raymond Hancock

<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
--------------------------	--------------------------	--------------------------

Resolution 3 - Adoption of Remuneration Report

<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
--------------------------	--------------------------	--------------------------

Resolution 4 – Ratification of Placements

<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
--------------------------	--------------------------	--------------------------

* If you mark the Abstain box for a particular item, you are directing your proxy **not** to vote on your behalf on a show of hands or on a poll.

Important – to ensure your proxy votes count, you should mark this box

If the Chairman of the Meeting is appointed as your proxy (whether nominated or by default), and you have not directed your proxy to vote, please place a mark in this box. By marking this box, you acknowledge that the Chairman of the Meeting may exercise your proxy even if he has an interest in the outcome of the resolutions and that votes cast by the Chairman 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 Chairman will not cast your votes on the resolutions and your votes will not be counted in calculating the required majority if a poll is called on the resolution.

4. Appointing a second Proxy

Mark with an "x" if you wish to appoint a second proxy

The proxy is appointed to exercise

%

OR

State the percentage of your voting rights or the number of securities for this Proxy Form. (To be completed only if two proxies are being appointed.)

5. Authorised Signature(s)

This section *must* be signed in accordance with the instructions overleaf to enable your directions to be implemented.

Individual or Securityholder 1

Securityholder 2

Securityholder 3

Individual /Sole Director and Sole Company Secretary

Director

Director/Company Secretary

