



runge

**NOTICE OF ANNUAL GENERAL MEETING
RUNGE LIMITED
ACN 010 672 321**

Notice is given that the Annual General Meeting of Runge Limited (the Company) will be held at Runge Limited, Level 13, 333 Ann Street, Brisbane, Queensland, Australia commencing at 10.00 am on Friday, 21 November 2008.

AGENDA

1. Discussion of Financial Statements and Reports

To receive and consider the financial statements and the reports of the Directors and the Auditor for the year ended 30 June 2008.

2. Adoption of Remuneration Report

To consider and, if thought appropriate, pass the following resolution as a non-binding ordinary resolution under section 250R(2) of the Corporations Act 2001:

“That the Remuneration Report for the year ended 30 June 2008 be and is hereby adopted”

3. Re-election of Christian Larsen as an Executive Director

To consider and, if thought fit, to pass, with or without amendment the following resolution as an ordinary resolution:

“That Christian Larsen, an executive director of the Company, retiring in accordance with the Constitution and the ASX Listing Rules and being eligible for re-election, be re-elected as an executive director of the Company.”

**Dated: 2 October 2008
By order of the Board**

**Joint Company Secretaries
Ken Lewis and Julia Sloman**

NOTES

1. Under regulation 7.11.37 of the Corporations Regulations 2001, the Directors have determined that the shareholding of each member for the purposes of ascertaining their voting entitlements at the Annual General Meeting will be as it appears in the share register at the time which is 48 hours before the proposed time of the meeting. Accordingly, those persons are entitled to attend and vote at the meeting.
2. If you are eligible, you may vote by attending the meeting in person or by proxy or attorney. A member who is a body corporate may appoint a representative to attend and vote on its behalf.
3. To vote by proxy, please complete, sign and return the enclosed proxy form in accordance with the following instructions. If you require an additional proxy form, the Company will supply it on request.
4. A member who is entitled to vote at the meeting, may appoint one proxy if the member is only entitled to one vote or one or two proxies if the member is entitled to more than one vote. A proxy need not be a member of the Company.
5. Where the member appoints 2 proxies, the appointment may specify the proportion or number of votes that each proxy may exercise. If the appointment does not specify a proportion or number, each proxy may exercise one-half of the votes, in which case any fraction of votes will be disregarded.
6. The proxy form must be signed by the member or the member's attorney. Proxies given by a corporation must be executed in accordance with the Corporations Act and the constitution of that corporation.
7. To be effective, the proxy form and the power of attorney or other authority (if any) under which it is signed or a certified copy must be received by the Company at least 48 hours before the time for holding of such meeting or any adjourned meeting (or such lesser period as the Directors may permit):-
 - 7.1 by delivery to the Company's share registry: Computershare Investor Services Pty Ltd, GPO Box 523, Brisbane, Queensland, 4001;
 - 7.2 by delivery to the Company's registered office at Level 12, 333 Ann Street, Brisbane, Queensland, 4000; or
 - 7.3 by facsimile to the following fax number at the Company's registered office: +61 2 93326300.
8. Any proxy form received after this deadline including at the meeting will be treated as invalid.
9. A proxy may decide whether to vote on any motion, except where the proxy is required by law or the Constitution to vote or abstain from voting, in their capacity as proxy. If a proxy is directed how to vote on an item of business, the proxy may vote on that item only in accordance with the direction. If a proxy is not directed how to vote on an item of business, the proxy may vote as he or she thinks fit.
10. If a member appoints the chairman of the meeting as the member's proxy and does not specify how the chairman is to vote on an item of business, the chairman will vote, as proxy for that member, in favour of that item on a poll.

EXPLANATORY MEMORANDUM

This Explanatory Memorandum has been prepared to assist members with their consideration of the resolutions to be put to the Annual General Meeting to be held on 21 November 2008. These explanatory notes should be read with, and form part of, the accompanying Notice of Annual General Meeting.

1. FINANCIAL STATEMENTS AND REPORTS

As required by law, the financial report, Directors' report and Auditor's report are laid before the AGM. Members will be given a reasonable opportunity at the meeting to ask questions and make comments on these reports. There is no requirement however for members to approve the reports.

2. RESOLUTION 1 – REMUNERATION REPORT

The Remuneration Report is set out in section 12 of the Directors' Report contained in the Annual Report.

By law, the Company is required to put the remuneration report to a vote by members at the Annual General Meeting. By law, the vote on the resolution is advisory only and does not bind the Directors or the Company.

While there is no legal requirement to abstain from voting, the Board believes it appropriate that none of the Directors, the named executives or their associates should vote on the remuneration resolution, except as directed by any proxies.

The Directors unanimously recommend that you vote in favour of this resolution.

3. RESOLUTION 2 – ELECTION OF CHRISTIAN LARSEN AS EXECUTIVE DIRECTOR

In accordance with ASX Listing Rule 14.4, Mr Larsen is retiring by rotation. Being eligible, Mr Larsen offers himself for re-election.

Mr Larsen has been involved with Runge for over 20 years and has been a director since 1996. He has experience in the development of Runge software, business operating procedures and knowledge databases. His previous roles at Runge have included Systems Engineer, Mining Consultant and Business Development Manager. He currently heads the Mergers and Acquisitions team for Runge, a role he has filled since 2003.

Mr Larsen holds a Bachelor of Engineering (Hons Mining) and a Master of Business Administration both obtained from the University of Queensland.

The Directors (with Mr Larsen abstaining) recommend that you vote in favour of this resolution.