

NOTICE OF ANNUAL GENERAL MEETING

NOTICE is given that the Annual General Meeting of RUN Corp Limited ACN 111 764 437 (Company) will be held at the offices of Computershare, 452 Johnston Street, Abbotsford, Victoria 3067, at 10am on 17 November 2010 for the following purposes:

Ordinary business

Item 1: Financial Statements and Reports

To receive and consider the accounts of the Company, the annual financial report, directors' report and auditor's report prepared in accordance with the requirements of the *Corporations Act 2001 (Cth)* (**Corporations Act**) for the financial year of the Company ending on 30 June 2010.

Item 2: Remuneration Report

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

"That the remuneration report included within the directors' report of the Company for the financial year of the Company ending on 30 June 2010 be adopted."

Item 3: Election of director

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

"That Nathan Cher be re-elected as a director of the Company."

Special business

Item 4: Ratification of previous issues of shares

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

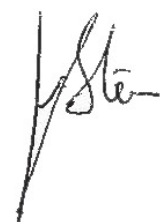
"That, for the purpose of ASX Listing Rule 7.4 and for all other purposes, the members ratify the issue and allotment of a total of 3,200,000 fully paid ordinary shares in the Company to the parties and on the terms set out in the Explanatory Notes which accompany this Notice of Meeting."

Voting Exclusion Statement

The Company will disregard any votes cast in relation to this resolution by the parties who participated in the issue of securities, as specified in the Explanatory Notes which accompany this Notice of Meeting, and any of their associates.

However, the Company need not disregard a vote if it is cast by a person as proxy for a person who is entitled to vote, in accordance with the directions on the proxy form, or it is cast by the person chairing 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.

By order of the Board



Company Secretary

Date: 5 October 2010

Appointment of proxy

A proxy form is enclosed for your use if required. Please note the following in relation to the appointment of a proxy:

- > A member who is entitled to attend and vote at this meeting may appoint any person as his or her proxy to attend and vote for the member at the meeting.
- > If a member is entitled to cast two or more votes at the meeting, the member may appoint two proxies to attend on the same occasion. If two proxies are appointed and the appointment does not specify the proportion or number of the member's votes each proxy may exercise, each proxy may exercise half of the member's votes.
- > The appointment of the proxy may specify the proportion or number of votes that the proxy may exercise.
- > A proxy need not be a member of the Company.
- > If a proxy is given by a corporation, a form of proxy must be executed in writing under the common seal of the corporation or otherwise in accordance with section 127 of the Corporations Act or signed by an attorney.
- > If a proxy is given by a natural person, a form of proxy must be executed under the hand of that person or that person's attorney.
- > For a proxy appointment to be effective, the Company must receive the following documents no later than 48 hours before the scheduled time for the meeting, that is by 10am, on 15 November 2010:
 - > The proxy's appointment.
 - > If the appointment is signed by the appointor's attorney – the authority under which the appointment was signed or a certified copy of the authority.
- > The documents will be received by the Company when they are received at any of the following:
 - > The Company's registered office at Level 1, 107 High Street High Street, Prahran, Victoria, 3181.
 - > The fax number at the Company's registered office: 03 9521 1872.

Persons entitled to vote

Under regulation 7.11.37 of the Corporations Regulations 2001 (Cth), the directors have determined that the shareholding of each member for the purposes of ascertaining their voting entitlements at the meeting will be as it appears in the share register at 7pm on 15 November 2010.

Corporate Representatives

A body corporate, which is a member, may appoint an individual (by certificate executed in accordance with section 127 of the Corporations Act or in another manner satisfactory to the chair) as a representative to exercise all or any of the powers the body corporate may exercise at the meeting, with such certificate (or other confirmations acceptable to the chair) to be provided to the chair prior to or at the meeting. The appointment may be a standing one.

Necessary information

Information relevant to each resolution is set out in the attached Explanatory Notes which form part of this notice to members.

Explanatory Notes

Shareholder approval of resolutions is required for the purposes of the Corporations Act and the ASX Listing Rules (as the case may be). The following information has been prepared to provide you with material information to enable you to make an informed decision in relation to the business to be conducted at the Annual General Meeting of the Company.

Ordinary business

Item 1: Financial Statements and Reports

This item gives shareholders an opportunity to raise questions on the annual report and on the performance of the Company generally.

Item 2: Remuneration Report

As part of the annual report provided to all shareholders in the Company, a remuneration report is required to be included which sets out details of the remuneration received by the directors and key Company executives, in addition to describing Board policy in respect of remuneration.

The Company is seeking shareholder approval of the adoption of the remuneration report by the Company. The outcome of this resolution is not binding on the Company or the Board.

Item 3: Election of Director

Clause 13.5 of the Company's Constitution provides that at each annual general meeting, one third of directors (except for the managing director), or if their number is not a multiple of three then the number nearest to but not exceeding one third, shall retire from office and may submit themselves for re-election. The directors to retire in every year shall be those who have been longest in office since their last election.

As such, Nathan Cher is to retire at the Annual General Meeting and is seeking re-election:

Nathan Cher

Age: 47

Nathan is a co-founder, Non-Executive Director and Chairman of the Company.

He is a director of a number of companies in Property, Market Research and the Internet space.

Nathan pursues industry niches where improvement in customer-service through leveraged-technology & systems translates directly into increased shareholder value.

He is a Fellow of the Australian Institute of Company Directors.

Special business

Item 4: Ratification of previous issues of shares

ASX Listing Rule 7.1 prohibits a listed company from issuing or agreeing to issue securities without obtaining prior shareholder approval if the result is that the amount of capital issued within the previous 12 months is greater than 15% of the total issued securities of the Company. Under ASX Listing Rule 7.4, an issue of securities will be treated as having been made with prior shareholder approval for the purpose of ASX Listing Rule 7.1 if the issue did not breach ASX Listing Rule 7.1 and holders of ordinary securities subsequently approve it.

Accordingly, the resolution under item 4 seeks shareholder approval under ASX Listing Rule 7.4 to ratify the issue and allotment of shares in the Company on 8 September 2010 to entities associated with Rob Farmer (CEO) and Jeff Stein (CFO), in accordance with their terms of employment with the Company. This is the last tranche of shares issued to these executives, as originally communicated to the market in August 2009.

In accordance with ASX Listing Rule 7.5, the Directors provide the following information to enable the members to ratify the issue of shares:

Date of issue	8 September 2010
Number of securities issued	3,200,000 ordinary shares in total, being 2,000,000 shares to Velocity 3 Pty Ltd and 1,200,000 shares to Jeff Stein.
Price per share	No cash consideration was received by the Company. The shares were issued in accordance with the agreed terms of employment for Rob Farmer and Jeff Stein.
Allottees	Velocity 3 Pty Ltd (being an entity associated with Rob Farmer, the CEO of the Company) and Jeff Stein (the CFO of the Company).
Terms of the securities	Fully paid ordinary shares in the Company ranking equally and forming one class with all other ordinary shares of the Company.
Intended use of funds	No cash consideration was received by the Company. The shares were issued in accordance with the agreed terms of employment for Rob Farmer and Jeff Stein.

The passing of the resolution under item 4 will enable the Company to issue up to the 15% limit referred to in ASX Listing Rule 7.1 without the securities described above counting towards the calculation. If shareholder approval of item 4 is not obtained, the above referenced share will be counted towards the Company's 15% limit.