



Genex Power Limited

ACN 152 098 854

NOTICE OF EXTRAORDINARY GENERAL MEETING
EXPLANATORY MEMORANDUM
PROXY FORM

Date of Meeting

Tuesday 17th of January 2017

Time of Meeting

11.00 a.m. (AEDST)

Place of Meeting

Genex Power Limited
Level 9
2 Bligh Street
Sydney NSW 2000

NOTICE OF EXTRAORDINARY GENERAL MEETING

Genex Power Limited (Company) hereby gives notice of an Extraordinary General Meeting of Shareholders will be held at the offices of the Company at Level 9, 2 Bligh Street, Sydney on **Tuesday 17th of January 2017** commencing at **11.00 a.m.** (AEDST).

An Explanatory Memorandum accompanies this Notice and provides additional information on the Resolutions to be considered at the Meeting. The Explanatory Memorandum forms part of this Notice and should be read in conjunction with it. We refer Shareholders to the Glossary in the Explanatory Memorandum which contains definitions of capitalised terms used in this Notice and the Explanatory Memorandum.

AGENDA

ITEM 1 - SPECIAL BUSINESS

To consider and, if thought fit, pass the following ordinary resolutions of the Company:

Resolution 1:

Ratification of Issue of Tranche 1 Placement Shares:

*“That, for the purposes of Listing Rule 7.4 and for all other purposes, the Shareholders approve and ratify the prior allotment and issue of up to 45,067,187 Shares (**Tranche 1 Placement Shares**) by Genex Power Limited at an issue price of \$0.22 to various parties as announced to the ASX on 8 December, 2016 and on the terms and conditions set out in the Explanatory Memorandum accompanying this Notice of Meeting.”*

Notes:

The Directors unanimously support the approval of the ratification of the issue of the Tranche 1 Placement Shares.

Voting Exclusion Statement:

In accordance with Listing Rule 14.11, the Company will disregard any votes cast on Resolution 1 by any person or entity that was issued Tranche 1 Placement Shares, or any associate of any person or entity that was issued Tranche 1 Placement Shares.

However, in accordance with the Listing Rules, the Company need not disregard a vote if:

- *it is cast by a person as a proxy for a Shareholder who is entitled to vote, in accordance with the directions on the proxy form; or*
- *if it is cast by the Chairman of the Meeting as proxy for a Shareholder who is entitled to vote, in accordance with the directions on the proxy form.*

Resolution 2:

Issue of Options to Dr Ralph Craven:

“That, for the purposes of ASX Listing Rule 10.11 and for all other purposes, approval is given for the Directors to issue and allot 2,000,000 Options and to the subsequent issue of 2,000,000 Shares to the Company’s Non-Executive Chairman, Dr Ralph Craven, or his nominee, on the terms and conditions set out in the Explanatory Memorandum.”

Voting Exclusion Statement:

In accordance with section 224 of the Act, Ralph Craven, or any associate of Ralph Craven, is prohibited from voting on Resolution 2 and the Company will disregard any votes cast on Resolution 2 by Ralph Craven or any of his associates.

However, the Company will not disregard a vote if:

- it is cast by the person as proxy for a person who is entitled to vote, in accordance with 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.

Resolution 3:

Issue of Options to Michael Addison:

“That, for the purposes of ASX Listing Rule 10.11 and for all other purposes, approval is given for the Directors to issue and allot 4,000,000 Options and to the subsequent issue of 4,000,000 Shares to the Company’s Managing Director, Michael Addison, or his nominee, on the terms and conditions set out in the Explanatory Memorandum.”

Voting Exclusion Statement:

In accordance with section 224 of the Act, Michael Addison, or any associate of Michael Addison, is prohibited from voting on Resolution 3 and the Company will disregard any votes cast on Resolution 3 by Michael Addison or any of his associates.

However, the Company will not disregard a vote if:

- it is cast by the person as proxy for a person who is entitled to vote, in accordance with 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.

Resolution 4:

Issue of Options to Simon Kidston:

“That, for the purposes of ASX Listing Rule 10.11 and for all other purposes, approval is given for the Directors to issue and allot 4,000,000 Options and to the subsequent issue of 4,000,000 Shares to the Company’s Executive Director, Simon Kidston, or his nominee, on the terms and conditions set out in the Explanatory Memorandum.”

Voting Exclusion Statement:

In accordance with section 224 of the Act, Simon Kidston, or any associate of Simon Kidston, is prohibited from voting on Resolution 4 and the Company will disregard any votes cast on Resolution 4 by Simon Kidston or any of his associates.

However, the Company will not disregard a vote if:

- it is cast by the person as proxy for a person who is entitled to vote, in accordance with 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.

Resolution 5:

Issue of Options to Ben Guo:

“That, for the purposes of ASX Listing Rule 10.11 and for all other purposes, approval is given for the Directors to issue and allot 4,000,000 Options and to the subsequent issue of 4,000,000 Shares to the Company’s Finance Director, Ben Guo, or his nominee, on the terms and conditions set out in the Explanatory Memorandum.”

Voting Exclusion Statement:

In accordance with section 224 of the Act, Ben Guo, or any associate of Ben Guo, is prohibited from voting on Resolution 5 and the Company will disregard any votes cast on Resolution 5 by Ben Guo or any of his associates.

However, the Company will not disregard a vote if:

- *it is cast by the person as proxy for a person who is entitled to vote, in accordance with 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.*

Further information in relation to these Resolutions is set out in the Explanatory Memorandum below.

Dated at Sydney, 15th December 2016.

BY ORDER OF THE BOARD

A handwritten signature in black ink, appearing to read "Justin Clyne". The signature is written in a cursive, flowing style.

Justin Clyne
Company Secretary

NOTES

1. Explanatory Memorandum

An Explanatory Memorandum accompanies this Notice and provides additional information on the Resolutions to be considered at the Meeting. The Explanatory Memorandum forms part of this Notice and should be read in conjunction with it. We refer Shareholders to the Glossary in the Explanatory Memorandum which contains definitions of capitalised terms used in this Notice and the Explanatory Memorandum.

2. Record Date

For the purposes of regulation 7.11.37 of the Corporations Regulations, the Company determines that Shareholders recorded on the Company's register at 7.00 pm (AEDST) on Sunday 15th January 2017 (**Record Date**) will be entitled to attend and vote at the Meeting. If you are not the registered Shareholder in respect of a particular Share on the Record Date, you will not be entitled to vote in respect of that Share.

If you cannot attend the Meeting in person, you are encouraged to sign and deliver the proxy form attached to this Notice and return it in accordance with the instructions set out below.

3. Appointment of Proxies

A Shareholder entitled to attend and vote at the Meeting may appoint an individual or a body corporate as a proxy to attend the meeting and, on a poll, vote on the Shareholder's behalf. A proxy need not be a Shareholder.

A Shareholder entitled to cast two or more votes may appoint not more than two proxies and may specify the proportion or number of votes each proxy is appointed to exercise.

Unless under Power of Attorney (which should have been noted by the Company), a proxy form completed by a body corporate should be executed under its common seal or in accordance with the Act. The enclosed proxy form provides further details on proxies and lodging proxy forms.

If a Shareholder appoints the Chairman of the Meeting as the Shareholder'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 Shareholder, in favour of that item on a poll.

For Shareholders registered on the Australian register, section 250B of the Act stipulates that proxies must be delivered at least 48 hours prior to the Meeting. For the purposes of section 250B, the Board has determined that all proxies must be received by no later than 11.00 am (AEDST) Sunday 15th January 2017 (AEDST) or in the event of the meeting being adjourned at least 48 hours prior to the adjourned meeting, to the Company's Share Registry Service Provider, Boardroom Pty Limited as follows:

By mail: Share Registry – Boardroom Pty Limited
GPO Box 3993,
Sydney NSW 2001

By fax: +61 2 9290 9655

In person: Share Registry – Boardroom Pty Limited,
Level 12
225 George Street
Sydney NSW 2000

4. Corporate Representative

Any corporate Shareholder who has appointed a person to act as its corporate representative at the Meeting should provide that person with a certificate or letter executed in accordance with the Act authorising him or her to act as the Company's representative. The authority may be sent to the Company in advance of the Meeting or handed in at the Meeting when registering as a corporate representative.

EXPLANATORY MEMORANDUM

This Explanatory Memorandum forms part of the Notice convening the Extraordinary General Meeting of the Shareholders of **Genex Power Limited** to be held on **Tuesday 17th January 2017** at the offices of **Genex Power Limited, Level 9, 2 Bligh Street, Sydney** at **11.00 am** (AEDST).

The purpose of this Explanatory Memorandum is to assist Shareholders in determining how they wish to vote on the Resolutions. Specifically, the Explanatory Memorandum contains information to help Shareholders understand the background to, and the legal and other implications of, the Notice and the reasons for the Resolutions. The Notice and Explanatory Memorandum should be read in their entirety and in conjunction with each other.

All Resolutions are ordinary resolutions.

ORDINARY RESOLUTIONS

Resolution 1:

Ratification of Issue of Tranche 1 Placement Shares:

Background

On 15 December 2016, the Company issued a total of 45,067,187 shares pursuant to ASX Listing Rules 7.1 and 7.1A to various persons and entities by way of a capital raising as announced to the ASX on 8 December 2016. None of these persons or entities were Related Parties of the Company.

The prior approval of Shareholders was not required in respect of the issue of the Shares as it did not exceed the 15% restriction imposed upon listed companies by Listing Rule 7.1 or the additional 10% restriction imposed upon listed companies by Listing Rule 7.1A nor were they issued to a Related Party. The table below shows the Company's placement capacity at the time of the share issue and the number of shares issued pursuant to each listing rule.

Listing Rule	Available Capacity	Capacity Used	Capacity remaining
7.1	27,040,312	27,040,312	0
7.1A	18,026,875	18,026,875	0

Listing Rule 7.4 provides that if the issue of the Shares is ratified by Shareholders, the Company will again have the flexibility to issue further securities without Shareholder approval within the 15% restriction under Listing Rule 7.1 over the next 12-month period.

The Board believes that it is in the best interests of the Company to maintain the ability to issue up to its full placement capacity so that the Company retains financial flexibility and can take advantage of opportunities that may arise.

Information for Shareholders in accordance with Listing Rule 7.4

The following information is provided in relation to Resolution 1 in accordance with Listing Rule 7.5:

- Number of securities allotted: The issue consisted of the issue and allotment of 45,067,187 Shares.
- Issue price: \$0.22 per Share.
- Term of the securities: The Shares were issued with the same rights as Shares already on issue in the Company and subject to the Corporations Act, the ASX Listing Rules and the Company's Constitution.
- Allottees: The Shares were issued to a range of persons and entities introduced by Morgans and Canaccord, none of whom is a Related Party of the Company.

- Use of funds: The funds are being used for the Company's Solar Project, primarily in relation to construction and project financing costs including due diligence through to financial close, detailed design and early works associated with the substation construction, for costs associated with the placement and working capital.
- A voting exclusion statement is included in the Notice.

Directors' Recommendation

The Board unanimously recommends that the Shareholders vote in favour of Resolution 1.

Resolutions 2 to 5:

Approval for Issue of Options to Directors:

Resolutions 2 to 5 seek approval from shareholders for the issue of 2,000,000 unlisted Options for Shares to the Company's Chairman, Dr Ralph Craven, and 4,000,000 unlisted Options for each of the Company's three executive directors (Michael Addison, Managing Director, Simon Kidston, Executive Director and Ben Guo, Finance Director) and the subsequent issue of the Shares on payment of the exercise price.

The purpose of the Option grants is to both remunerate and incentivise the Directors. The remuneration aspect comes through having an appropriately struck Option exercise price so as to incentivise for the Company's future growth through providing both a 5-year time line in which the Directors must work to provide a base from which to build growth. The Board has attempted to provide a strike price for the Options which is at a significant premium to the Company's current share price, being the exercise price for the Options is a premium of 43 % to the preceding 5 day VWAP based on the closing price of Shares on the date of Shareholder approval.

There are no taxation consequences for the Company resulting from the grant of the Options, including no fringe benefits tax.

A full copy of the terms of the Options is contained within Annexure "A".

Approval of Shareholders is sought for the purposes of Listing Rule 10.11 for the Company to grant the Options to Dr Ralph Craven, Michael Addison, Simon Kidston and Ben Guo (together, the **Relevant Persons**). Once the Options are exercised for Shares, the Shares will rank equally with Shares currently on issue.

Chapter 2E

Chapter 2E of the Act regulates the provision by a public company of a "financial benefit" to a "related party". Section 208 of the Act prohibits:

- (1) a public company giving a financial benefit to a related party; or
- (2) a company which is controlled by the public company giving a financial benefit to a related party,

unless one of a number of exceptions applies, or Shareholder approval is obtained.

A "financial benefit" is defined in the Act in broad terms and includes a company issuing shares and granting options. A "related party" includes a director, an entity over which a director has control and an entity which believes, or has reasonable grounds to believe, that it is likely to become a related party in the future. For the purposes of Chapter 2E of the Act, the Relevant Persons are Related Parties of the Company.

The Directors, other than the Relevant Persons (given their material personal interests in the

Resolutions), consider that Shareholder approval pursuant to Chapter 2E of the Act is not required in respect of the issue of the Options under Resolutions 2 to 5 because the financial benefit is, in accordance with section 211(1) of the Act:

- remuneration to a Related Party as an officer of a public company; and
- reasonable given:
 - the circumstances of the public company or entity giving the remuneration; and
 - the Related Party's circumstances (including the responsibilities involved in the office).

ASX Listing Rule 10.11

Listing Rule 10.11 provides that the Company must not issue “equity securities” to a related party unless one of a number of exceptions applies, or Shareholder approval is obtained. Accordingly, the effect of Resolutions 2 to 5 is to permit the Company to issue the Options to the Relevant Persons as described above in compliance with Listing Rule 10.11.

Information for Shareholders in accordance with Listing Rule 10.13

The following information is provided in relation to Resolutions 2 to 5 in accordance with Listing Rule 10.13:

- Name of the persons: The Options will be issued to each of the Related Persons.
- Maximum number of securities to be issued: 2,000,000 Options will be issued to Dr Ralph Craven and 4,000,000 Options will be issued to each of Michael Addison, Simon Kidston, and Ben Guo.
- Date by which the Company will issue the securities: The Options will be granted and issued as soon as possible after the date of the meeting and in any event no later than 1 month after the date of the meeting.
- Issue price of the securities and the terms of issue: The Options will be issued for nil consideration in accordance with the Option Terms of Issue set out in Annexure "A".
- Use of funds: No funds will be raised from the issue of Options attaching to the as the Options are being issued for nil consideration.
- Voting exclusion statements are included in the Notice.

Approval under Listing Rule 7.1 is not required for the issue of Options under Resolutions 2 to 5 as approval is being obtained under Listing Rule 10.11. Accordingly, the issue of Options to the Relevant Persons will not be included in the use of the Company's 15% restriction under Listing Rule 7.1.

Directors' Recommendation

The Directors (other than the Relevant Persons) unanimously recommends that the Shareholders vote in favour of Resolutions 2 to 5.

GLOSSARY

A\$ means a dollar in the currency of the Commonwealth of Australian.

Act means the *Corporations Act 2001* (Cth).

AEDST means Australian Eastern Daylight Savings Time.

EGM means the Extraordinary General Meeting of the Company held in accordance with the Act.

ASIC means the Australian Securities and Investments Commissions.

ASX means the Australian Securities Exchange.

Canaccord means Canaccord Genuity (Australia) Limited ACN 075 071 466.

Chairman means the chairman of the Meeting.

Company means Genex Power Limited ACN 152 098 854.

Constitution means the Company's constitution from time to time

Directors means the directors of the Company from time to time.

Explanatory Memorandum means the explanatory memorandum that accompanies and forms part of this Notice.

Listing Rules means the ASX Listing Rules.

Meeting means the Extraordinary General Meeting convened by this Notice.

Morgans means Morgans Corporate Limited ACN 010 539 607.

Notice means this document, including the Explanatory Memorandum.

Option means an option to subscribe for a Share on the terms and conditions set out in Annexure "A".

Related Party has the meaning given in the Listing Rules.

Resolution means Resolution 1, Resolution 2, Resolution 3, Resolution 4 and Resolution 5 to be considered at the Meeting.

Share means a fully paid ordinary share in the issued share capital of the Company.

Shareholder means a holder of Shares.

ANNEXURE “A” UNLISTED OPTIONS TERMS

Each Unlisted Options has the following terms and conditions:

- (a) Each Unlisted Option entitles the Unlisted Optionholder to acquire one (1) ordinary fully paid share in the Company (**Share**);
- (b) The Unlisted Options are exercisable at any time on or prior to 5.00 pm (AEST or AEDST as applicable at the time) five (5) years from the date of issue (time being of the essence) (**Unlisted Option Exercise Period**) by completing an Option Exercise Form and delivering it together with the payment for the number of Shares in respect of which the Unlisted Options are exercised to the registered office of the Company or to the share registry of the Company;
- (c) Each Unlisted Option exercise price is a 43% premium to the 5 day VWAP preceding the date of shareholder approval and is subject to the re-organisation of the Company’s capital as per clauses (h) and (i) below (**Option Exercise Price**);
- (d) Unlisted Options are freely transferable in whole or part at any time prior to the Unlisted Option Exercise Period;
- (e) Shares issued on the exercise of the Unlisted Options will be issued not more than fourteen (14) days after receipt of a properly executed exercise notice and application moneys;
- (f) Shares allotted pursuant to the exercise of an Unlisted Option will rank equally with the then issued ordinary shares of the Company in all respects and, if the Company remains listed on the ASX, the Company undertakes to seek quotation on the ASX of the Shares;
- (g) Unlisted Optionholders shall be entitled to participate in all new issues of securities in the Company upon the prior exercise of Unlisted Options only in which case the Unlisted Optionholders shall be afforded the period of at least fourteen (14) business days prior to and inclusive of the record date (to determine entitlements to the new issue) to exercise their Unlisted Options;
- (h) In the event of any reconstruction (including consolidation, sub-division, reduction or return) of the issued capital of the Company, all rights of the Unlisted Optionholder will be changed/varied to the extent necessary to comply with the Corporations Act and/or the ASX Listing Rules (if applicable) applying to the reconstruction of capital at the time of the reconstruction;
- (i) Unlisted Optionholders shall be entitled to participate in all take-over offer(s) for the Company prior to the exercise of Unlisted Options in which case the Unlisted Optionholders shall be afforded the period of at least fourteen (14) business days prior to and inclusive of the record date (to determine entitlements to the take-over offer) to exercise their Unlisted Options;
- (j) If there is a bonus issue to Shareholders of the Company, the number of Shares over which the Unlisted Option is exercisable will be increased by the number of Shares which the holder of the Unlisted Option would have received if the Unlisted Option had been exercised before the record date for the bonus issue;
- (k) The Company will issue written reminder notices to the Unlisted Optionholder at least five (5) business days prior to the expiry of the Unlisted Option Exercise Period;
- (l) Unlisted Options not exercised before the expiry of the Unlisted Option Exercise Period will lapse;

- (m) The Unlisted Options will be recorded on the Company's register of Optionholders maintained at the Company's share registry. The register will be open for inspection by an Unlisted Optionholder free of charge. Shares to be allotted on exercise of Unlisted Options will be recorded on the Company's share register;
- (n) The Company will not make an application for Official Quotation of the Unlisted Options on ASX;
- (o) The Unlisted Optionholder, if appearing on the Company's register of Optionholders at the relevant date, will be entitled to receive and will be sent all reports and accounts required to be laid before Shareholders of the Company in general meeting and all notices of general meetings and will have the right to attend but shall have no right to vote at such meetings; and
- (p) The Unlisted Optionholder has:
 - a. No right to any dividend prior to converting into ordinary Shares;
 - b. No right to vote until converted into ordinary Shares;
 - c. No right to participate in the surplus profits or assets of the Company upon a winding up; and

The right to attend any general meeting of the Company but, not to vote or to move or second any resolution or speak in any meeting except in a resolution which directly affects any of the rights, privileges or conditions attaching to the unlisted options or the exercise and enjoyment of such rights, privileges or conditions, in the event of which each Unlisted Option shall confer on its holder one vote on a show of hands and one vote on a poll.



All Correspondence to:

✉ **By Mail** Boardroom Pty Limited
GPO Box 3993
Sydney NSW 2001 Australia

📠 **By Fax:** +61 2 9290 9655

💻 **Online:** www.boardroomlimited.com.au

☎ **By Phone:** (within Australia) 1300 737 760
(outside Australia) +61 2 9290 9600

YOUR VOTE IS IMPORTANT

For your vote to be effective it must be recorded **before 11:00am (AEDST) on Sunday 15 January 2017.**

TO VOTE BY COMPLETING THE PROXY FORM

STEP 1 APPOINTMENT OF PROXY

Indicate who you want to appoint as your Proxy.

If you wish to appoint the Chair of the Meeting as your proxy, mark the box. If you wish to appoint someone other than the Chair of the Meeting as your proxy please write the full name of that individual or body corporate. If you leave this section blank, or your named proxy does not attend the meeting, the Chair of the Meeting will be your proxy. A proxy need not be a security holder of the company. Do not write the name of the issuer company or the registered securityholder in the space.

Appointment of a Second Proxy

You are entitled to appoint up to two proxies to attend the meeting and vote. If you wish to appoint a second proxy, an additional Proxy Form may be obtained by contacting the company's securities registry or you may copy this form.

To appoint a second proxy you must:

- (a) complete two Proxy Forms. On each Proxy Form state the percentage of your voting rights or the number of securities applicable to that form. If the appointments do not specify the percentage or number of votes that each proxy may exercise, each proxy may exercise half your votes. Fractions of votes will be disregarded.
- (b) return both forms together in the same envelope.

STEP 2 VOTING DIRECTIONS TO YOUR PROXY

To direct your proxy how to vote, mark one of the boxes opposite each item of business. All your securities will be voted in accordance with such a direction unless you indicate only a portion of securities are to be voted on any item by inserting the percentage or number that you wish to vote in the appropriate box or boxes. If you do not mark any of the boxes on a given item, your proxy may vote as he or she chooses. If you mark more than one box on an item for all your securities your vote on that item will be invalid.

Proxy which is a Body Corporate

Where a body corporate is appointed as your proxy, the representative of that body corporate attending the meeting must have provided an "Appointment of Corporate Representative" prior to admission. An Appointment of Corporate Representative form can be obtained from the company's securities registry.

STEP 3 SIGN THE FORM

The form **must** be signed as follows:

Individual: This form is to be signed by the securityholder.

Joint Holding: where the holding is in more than one name, all the securityholders should sign.

Power of Attorney: to sign under a Power of Attorney, you must have already lodged it with the registry. Alternatively, attach a certified photocopy of the Power of Attorney to this form when you return it.

Companies: this form must be signed by a Director jointly with either another Director or a Company Secretary. Where the company has a Sole Director who is also the Sole Company Secretary, this form should be signed by that person. **Please indicate the office held by signing in the appropriate place.**

STEP 4 LODGEMENT

Proxy forms (and any Power of Attorney under which it is signed) must be received no later than 48 hours before the commencement of the meeting, therefore by **before 11:00am (AEDST) on Sunday 15 January 2017.** Any Proxy Form received after that time will not be valid for the scheduled meeting.

Proxy forms may be lodged using the enclosed Reply Paid Envelope or:

📠 **By Fax** + 61 2 9290 9655

✉ **By Mail** Boardroom Pty Limited
GPO Box 3993,
Sydney NSW 2001 Australia

👤 **In Person** Boardroom Pty Limited
Level 12, 225 George Street,
Sydney NSW 2000 Australia

Attending the Meeting

If you wish to attend the meeting please bring this form with you to assist registration.

Genex Power Limited

ACN 152 098 854

☐

Your Address

This is your address as it appears on the company's share register. If this is incorrect, please mark the box with an "X" and make the correction in the space to the left. Securityholders sponsored by a broker should advise their broker of any changes.

Please note, you cannot change ownership of your securities using this form.

PROXY FORM

STEP 1 APPOINT A PROXY

I/We being a member/s of **Genex Power Limited** (Company) and entitled to attend and vote hereby appoint:

☐

the **Chair of the Meeting** (mark box)

OR if you are **NOT** appointing the Chair of the Meeting as your proxy, please write the name of the person or body corporate (excluding the registered shareholder) you are appointing as your proxy below

or failing the individual or body corporate named, or if no individual or body corporate is named, the Chair of the Meeting as my/our proxy at the Extraordinary General Meeting of the Company to be held at **Genex Power Limited, Level 9, 2 Bligh Street, Sydney NSW 2000 on Tuesday, 17 January 2017 at 11:00am (AEDST)** and at any adjournment of that meeting, to act on my/our behalf and to vote in accordance with the following directions or if no directions have been given, as the proxy sees fit.

The Chair of the Meeting intends to vote undirected proxies in favour of each of the items of business.

STEP 2 VOTING DIRECTIONS

* 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 and your vote will not be counted in calculating the required majority if a poll is called.

		For	Against	Abstain*
Resolution 1	Ratification of Issue of Tranche 1 Placement Shares	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 2	Issue of Options to Dr Ralph Craven	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 3	Issue of Options to Michael Addison	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 4	Issue of Options to Simon Kidston	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 5	Issue of Options to Ben Guo	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

STEP 3 SIGNATURE OF SHAREHOLDERS

This form must be signed to enable your directions to be implemented.

Individual or Securityholder 1

Sole Director and Sole Company Secretary

Securityholder 2

Director

Securityholder 3

Director / Company Secretary

Contact Name.....

Contact Daytime Telephone.....

Date / /