
Powerhouse Ventures Limited
Notice of Special Meeting

powerHouse

Date: Friday 21st July 2017

Time: 3.00p.m.

Place: Radisson Blu
27 O'Connell Street
Sydney



Business of the Meeting

NOTICE is hereby given that a Special Meeting of the Shareholders of Powerhouse Ventures Limited (“the Company”) will be held at Radisson Blu, 27 O’Connell Street, Sydney at 3.00p.m. on Friday 21 July 2017.

Business of the Meeting

The business of the meeting will be to consider the removal of Mr Blair Bryant as a Director of the Company.

Ordinary Resolution

To consider, and if thought fit, to pass the following ordinary resolution:
That Mr Blair Bryant be removed as a Director of the Company with immediate effect.

An ordinary resolution is a resolution passed by a simple majority (i.e. at least 50% of the votes of shareholders of the Company entitled to vote and voting).

Quorum

A quorum for a meeting of Shareholders is 3 or more Shareholders having the right to vote being present at the meeting.

Eligibility to Vote

Any Shareholder whose name was recorded in the Company’s share register at 5.00p.m. on the day that is 2 working days before the meeting is entitled to attend the meeting and vote on the resolutions either in person or by proxy.

Proxies

You may exercise your right to vote at the meeting either by being present in person or by appointing a proxy to attend and vote in your place. A proxy need not be a Shareholder of the Company. You may appoint more than one proxy, provided more than one proxy is not appointed to exercise the rights attached to a particular share. A proxy form is attached to this notice. If you wish to vote by proxy you must complete the form and produce it to the Company at least 48 hours before the time for holding the meeting.

As an alternative to a proxy, a Shareholder may appoint an authorised representative to attend the meeting.

By order of the Board



Paul Viney

Company Secretary
28 June 2017


Explanatory Notes

- (i) Mr Blair Bryant was appointed to the Board in April 2017. He was appointed by the Board under clause 26.2 of the Company's Constitution to fill a casual vacancy to hold office until the next Annual General Meeting of the Company at which time he would be required to step down (although he would be eligible for re-election). Mr Bryant was also appointed Chairman of the Board.
- (ii) Shareholders will be aware of the recent media commentary in New Zealand relating to Mr Bryant. The Company has conducted its own internal investigation and determined that Mr Bryant made an inaccurate declaration to the Company prior to his appointment as a Director. The Board consequently resolved that Mr Bryant must step down from his role as Chairman and a new Chairman (Mr Russell Yardley) was appointed.
- (iii) The Board now asks the Shareholders to consider whether to pass a resolution to remove Mr Bryant as a Director of the Company with immediate effect. Section 156 of the Companies Act 1993 (New Zealand) provides that, subject to the constitution of a company, a director of the company may be removed from office by ordinary resolution passed at a meeting called for the purpose or for purposes that include the removal of the director. Accordingly, the resolution must be approved by an ordinary resolution of Shareholders.

Powerhouse Ventures Limited

ARBN 612 076 169

Lodge your vote:

 **Online:**
www.investorvote.com.au

 **By Mail:**
Computershare Investor Services Pty Limited
GPO Box 242 Melbourne
Victoria 3001 Australia

Alternatively you can fax your form to
(within Australia) 1800 783 447
(outside Australia) +61 3 9473 2555

For Intermediary Online subscribers only
(custodians) www.intermediaryonline.com

For all enquiries call:
(within Australia) 1300 850 505
(outside Australia) +61 3 9415 4000

PVL
MR SAM SAMPLE
FLAT 123
123 SAMPLE STREET
THE SAMPLE HILL
SAMPLE ESTATE
SAMPLEVILLE VIC 3030

Proxy Form

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Vote online

- Go to www.investorvote.com.au or scan the QR Code with your mobile device.
- Follow the instructions on the secure website to vote.

Your access information that you will need to vote:

Control Number: 999999

SRN/HIN: I9999999999 PIN: 99999

PLEASE NOTE: For security reasons it is important that you keep your SRN/HIN confidential.



 **For your vote to be effective it must be received by 3.00p.m. (AEST) Wednesday 19 July 2017**

How to Vote on the Item of Business

All your securities will be voted in accordance with your directions.

Appointment of Proxy

Voting 100% of your holding: Direct your proxy how to vote by marking one of the boxes opposite the item of business. If you do not mark a box your proxy may vote or abstain as they choose (to the extent permitted by law). If you mark more than one box on the item your vote will be invalid on the item.

Voting a portion of your holding: Indicate a portion of your voting rights by inserting the percentage or number of securities you wish to vote in the For, Against or Abstain box or boxes. The sum of the votes cast must not exceed your voting entitlement or 100%.

Appointing a second proxy: You are entitled to appoint up to two proxies to attend the meeting and vote on a poll. If you appoint two proxies you must specify the percentage of votes or number of securities for each proxy, otherwise each proxy may exercise half of the votes. When appointing a second proxy write both names and the percentage of votes or number of securities for each in Step 1 overleaf.

A proxy need not be a securityholder of the Company.

Signing Instructions for Postal Forms

Individual: Where the holding is in one name, the securityholder must sign.

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

Power of Attorney: If you have not already lodged the Power of Attorney with the registry, please attach a certified photocopy of the Power of Attorney to this form when you return it.

Companies: Where the company has a Sole Director who is also the Sole Company Secretary, this form must be signed by that person. If the company (pursuant to section 204A of the Corporations Act 2001) does not have a Company Secretary, a Sole Director can also sign alone. Otherwise this form must be signed by a Director jointly with either another Director or a Company Secretary. Please sign in the appropriate place to indicate the office held. Delete titles as applicable.

Attending the Meeting

Bring this form to assist registration. If a representative of a corporate securityholder or proxy is to attend the meeting you will need to provide the appropriate "Certificate of Appointment of Corporate Representative" prior to admission. A form of the certificate may be obtained from Computershare or online at www.investorcentre.com under the help tab, "Printable Forms".

Comments & Questions: If you have any comments or questions for the company, please write them on a separate sheet of paper and return with this form.

**GO ONLINE TO VOTE,
or turn over to complete the form** →

MR SAM SAMPLE
FLAT 123
123 SAMPLE STREET
THE SAMPLE HILL
SAMPLE ESTATE
SAMPLEVILLE VIC 3030

Change of address. If incorrect, mark this box and make the correction in the space to the left. Securityholders sponsored by a broker (reference number commences with 'X') should advise your broker of any changes.



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Proxy Form

Please mark to indicate your directions

STEP 1 Appoint a Proxy to Vote on Your Behalf

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I/We being a member/s of Powerhouse Ventures Limited hereby appoint

the Chairman of the Meeting **OR**

PLEASE NOTE: Leave this box blank if you have selected the Chairman of the Meeting. Do not insert your own name(s).

or failing the individual or body corporate named, or if no individual or body corporate is named, the Chairman of the Meeting, as my/our proxy to act generally at the meeting on my/our behalf and to vote in accordance with the following directions (or if no directions have been given, and to the extent permitted by law, as the proxy sees fit) at the Special Meeting of Powerhouse Ventures Limited to be held at Radisson Blu, 27 O'Connell Street, Sydney on Friday, 21 July 2017 at 3.00p.m. (AEST) and at any adjournment or postponement of that meeting.

STEP 2 Item of Business

PLEASE NOTE: If you mark the **Abstain** box for the item, you are directing your proxy not to vote on your behalf on a show of hands or a poll and your votes will not be counted in computing the required majority.

Item 1 Mr Blair Bryant be removed as a Director of the Company with immediate effect

For	Against	Abstain
<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

The Chairman of the Meeting intends to vote undirected proxies in favour of the item of business. In exceptional circumstances, the Chairman of the Meeting may change his/her voting intention on the resolution, in which case an ASX announcement will be made.

SIGN Signature of Securityholder(s) *This section must be completed.*

Individual or Securityholder 1

Sole Director and Sole Company Secretary

Securityholder 2

Director

Securityholder 3

Director/Company Secretary

Contact Name _____

Contact Daytime Telephone _____

Date / /

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Computershare +