

**Powerhouse Ventures Limited**

**Notice of Special Meeting**

**Date:** Thursday 24 May 2018

**Time:** 1.30pm AEST; 3.30pm NZST

**Place:** Scottish House, 90 William Street, Melbourne

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powerHouse

Notice is hereby given that a Special Meeting of the Shareholders of Powerhouse Ventures Limited (**Company**) will be held at Scottish House, 90 William Street, Melbourne, Thursday 24th May 2018 at 1:30pm (AEST).

## **BUSINESS OF THE MEETING**

The business of the meeting will be as follows.

### **Item 1 – Issue of Securities to Related Parties**

#### **Resolution 1**

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

*“That, for the purposes of ASX Listing Rule 10.11 and for all other purposes, approval is given to the Company to allot and issue to Russell Yardley 500,000 convertible notes in the Company (and, if converted the underlying shares) with a total value of AU\$100,000, on the terms and conditions set out in the Explanatory Notes.”*

#### **Voting Exclusion Statement**

In accordance with the notice requirements of ASX Listing Rule 10.13 for approval under ASX Listing Rule 10.11, and ASX Listing Rule 14.11.1, the Company will disregard any votes cast in favour of this resolution by or on behalf of Russell Yardley or any Associate of Russell Yardley.

However, the Company need not disregard a vote if:

- a) 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
- b) 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.

Associate has the meaning given to it by Division 2 of Part 1.2 of the Corporations Act.

### **Item 2 – Ratification of past issue of Convertible Notes**

#### **Resolution 2**

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

*“That, for the purposes of ASX Listing Rule 7.4 and for all other purposes, shareholders approve and ratify the past issue and allotment of a total of 4,343,750 convertible notes in the Company (and, if converted, the underlying shares) to:*

- *Parmelia Pty Ltd - 781,250 convertible notes (with a total value of AU\$250,000) were issued in December 2017 and 500,000 convertible notes (with a total value of AU\$100,000) were issued in May 2018; and*
- *HSBC Custody Nominees (Australia) Limited - 1,562,500 convertible notes (with a total value of AU\$500,000) were issued in December 2017 and 1,500,000 convertible notes (with a total value of AU\$300,000) were issued in May 2018,*

*on the terms and conditions set out in the Explanatory Notes.”*

### **Voting Exclusion Statement**

In accordance with the notice requirements of ASX Listing Rule 7.5.6 for approval under ASX Listing Rule 7.4, and ASX Listing Rule 14.11.1, the Company will disregard any votes cast in favour of this resolution by or on behalf of:

- a) Parmelia Pty Ltd;
- b) HSBC Custody Nominees (Australia) Ltd; or
- c) any Associate of a) or b).

However, the Company will not disregard a vote if:

- a) 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
- b) 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.

Associate has the meaning given to it by Division 2 of Part 1.2 of the Corporations Act.

## **Item 3 – Approval for issue of Convertible Notes and underlying Shares**

### **Resolution 3**

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

*“That for the purposes of ASX Listing Rule 7.1 and for all other purposes, shareholder approval be given for the Company to issue 6,750,000 convertible notes in the Company (and, if converted, the underlying shares), to the following entities:*

- *HSBC Custody Nominees (Australia) Limited - 3,500,000 convertible notes (with a total value of AU\$700,000);*
- *Parmelia Pty Ltd - 1,250,000 convertible notes (with a total value of AU\$250,000);*
- *J P Morgan Nominees Australia Limited - 1,500,000 convertible notes (with a total value of AU\$300,000);*
- *Kensington Investments Superannuation Pty Ltd - 250,000 convertible notes (with a total value of AU\$50,000); and*
- *Crowthorne Pty Ltd - 250,000 convertible notes (with a total value of AU\$50,000),*

*on the terms and conditions set out in the Explanatory Notes.”*

### **Short explanation**

Listing Rule 7.1 provides that a company must not, subject to specified exceptions, issue or agree to issue more equity securities during any 12-month period than that amount which represents 15% of the number of fully paid ordinary securities on issue at the commencement of that 12 month period (**Placement Capacity**). Approval under ASX Listing Rule 7.1 is being sought for the issue of the 6,750,000 Convertible Notes (and, if converted, the underlying shares).

### **Voting Exclusion Statement**

In accordance with the requirements of ASX Listing Rule 7.3 for approval under ASX Listing Rule 7.1, and ASX Listing Rule 14.11, the Company will disregard any votes cast in favour of this Resolution by or on behalf of:

- a) HSBC Custody Nominees (Australia) Limited;
- b) Parmelia Pty Ltd;
- c) J P Morgan Nominees Australia Limited;
- d) Kensington Investments Superannuation Pty Ltd;
- e) Crowthorne Pty Ltd; or
- f) any Associate of those named in a) to e).

However, the Company need not disregard a vote cast in favour 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
- 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.

Associate has the meaning given to it by Division 2 of Part 1.2 of the Corporations Act.

### **Item 4 – General**

To consider any other matter that may lawfully be considered at the meeting in accordance with the Company's constitution.

By order of the Board



**Stuart Whitham**

Joint Company Secretary

# IMPORTANT INFORMATION

## Ordinary Resolution

Resolution 1, 2 and 3 require approval by way of an ordinary resolution of shareholders. 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 5:00pm 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.

## Questions for the Meeting

If you wish to submit written questions to be considered at the Special Meeting, please email or post them to Stuart Whitham, Joint Company Secretary by 20 May 2018 as follows:

- Stuart Whitham  
Powerhouse Ventures Limited  
PO Box 29519  
Christchurch 8440  
Email: [stuart.whitham@powerhouse-ventures.co.nz](mailto:stuart.whitham@powerhouse-ventures.co.nz)

## Updating your information

If you have not done so already, we encourage you to update your security-holder information and communication preferences at [www.computershare.com.au/easyupdate/PVL](http://www.computershare.com.au/easyupdate/PVL) in order to receive the Company's future Annual Reports and Notices of Meeting electronically.

# EXPLANATORY NOTES

The purpose of this Explanatory Notes section is to provide shareholders with further information on the items of business to be considered at the Company's Special Meeting.

## Item 1 – Issue of Securities to Related Parties

### Background Resolution 1

On 13 April 2018, the Company announced that it was no longer proceeding with the entitlement offer described in ASX announcement dated 11 April 2018 (**Entitlement Offer**).

The Company seeks to issue Russell Yardley convertible notes in the Company (**Convertible Notes**) in order to pursue investments in portfolio companies (including existing and new investments in New Zealand and Australia) and to fund operating costs (including salaries and general working capital).

### ASX Listing Rule 10.11

Russell Yardley is the Chairman of the Company and is therefore a related party of the Company.

The Company is seeking approval of the Company's shareholders under ASX Listing Rule 10.11 for the issue of 500,000 of Convertible Notes to Russell Yardley with a total value of AU\$100,000.

### Specific information

ASX Listing Rule 10.13 requires certain information to accompany a Notice of Meeting in relation to approval sought under ASX Listing Rule 10.11.

Information to be provided under ASX Listing Rule 10.13	Information
The name of the person	Mr Russell Yardley
The maximum number of securities to be issued (if known) or the formula for calculating the number of securities to be issued to the person	500,000 Convertible Notes Up to 500,000 underlying shares in the Company
The date by which the entity will issue the securities, which must not be more than 1 month after the date of the meeting.	The Convertible Notes will be issued no later than 1 month after the date of the Special Meeting (or such later date to the extent permitted by any ASX waiver or modification of the ASX Listing Rules).  Up to 500,000 underlying ordinary shares in the Company may be issued on conversion of the Convertible Notes by 31 March 2019
If the person is not a director (in the case of a trust, the responsible entity), a statement of the relationship between the person and the director (or responsible	Chairman of the Company

<b>entity) that requires the approval to be obtained</b>	
<b>The issue price of the securities and a statement of the terms of the issue.</b>	<p>AUD\$0.20 per Convertible Note</p> <p>If converted, the Convertible Notes convert into fully paid ordinary shares in the Company on a 1 for 1 basis (subject to any reorganization of capital).</p> <p>If there is any bonus issue of Ordinary Shares, reorganisation or reconstruction of the issued share capital of the Company, including any consolidation, subdivision, reduction, cancellation or return, then the number of Ordinary Shares into which the Notes shall convert will be adjusted by the Company in accordance with Chapter 6 of the ASX Listing Rules as appropriate and consistent with the bonus issue, reorganisation or reconstruction with a view that the proportion which the Ordinary Shares to be issued to that Noteholder in accordance with the Note terms after the bonus issue, reorganisation or reconstruction has occurred bears to the total securities on issue, is the same as it would have been had the bonus issue, reorganisation or reconstruction not occurred.</p>
<b>The intended use of the funds raised</b>	<ul style="list-style-type: none"> <li>• Investments in portfolio companies (existing and new investments in New Zealand and Australia).</li> <li>• Operating costs (including salaries and general working capital).</li> </ul>
<b>Voting exclusion statement:</b>	A voting exclusion statement is included in the Notice of Special Meeting.

As approval for the issue of the Convertible Notes referred to in Resolution 1 is being sought under ASX Listing Rule 10.11, approval is not required under ASX Listing Rule 7.1.

#### **Director's Recommendation**

The Directors other than Russell Yardley unanimously recommend that the shareholders vote in favour of Resolution 1.

Russell Yardley makes no recommendation because he has a personal interest in the matter.

## Item 2: Ratify past issue of Convertible Notes

### Purpose of resolution 2

On 22 December 2017, the Company issued convertible notes (**Convertible Notes**) in the principal amount of AU\$250,000 to Parmelia Pty Ltd, (**Parmelia**) and AU\$500,000 to HSBC Custody Nominees (Australia) Limited (**HSBC**), both being companies incorporated in Australia.

On 2 May 2018, the Company issued further Convertible Notes in the principal amount of AU\$300,000 to HSBC. On or around the 8 May 2018, the Company issued further Convertible Notes in the principal amount of AU\$100,000 to Parmelia.

The Convertible Notes entitle Parmelia and HSBC to convert the whole or any part of the Convertible Notes into ordinary shares in the Company.

The Convertible Notes were issued within the Company's 15% Placement Capacity (defined below) permitted under ASX Listing Rule 7.1.

Approval under ASX Listing Rule 7.4 is being sought so that the issue of the Convertible Notes are treated as having been made in compliance with ASX Listing Rule 7.1 and hence so that it does not reduce the 15% Placement Capacity.

Resolution 2 is an ordinary resolution.

### Overview of regulatory approval requirements

ASX Listing Rule 7.1 provides that a company must not issue equity securities, or agree to issue equity securities (which includes CDIs, shares and options) without the approval of shareholders if the number of equity securities to be issued in any 12-month period (including equity securities issued on the exercise of any convertible securities) exceeds 15% of the issued capital of the company preceding the issue (15% Placement Capacity).

ASX Listing Rule 7.4 allows for subsequent shareholder approval if the company did not breach ASX Listing Rule 7.1 (ie be in excess of, or bring the Company above, the 15% Placement Capacity) at the time of issue and the holders of ordinary shares subsequently approve it.

### Specific information

ASX Listing Rule 7.5 requires certain information to accompany a Notice of Meeting in relation to approval sought under ASX Listing Rule 7.4.

For the purposes of Shareholder ratification of the issue of the Convertible Notes and the requirements of ASX Listing Rule 7.5, information is provided as follows:

<b>ASX Listing Rule 7.5 requirement</b>	<b>Information</b>
<b>The names of the persons to whom the entity issued the securities or the basis which</b>	The Convertible Notes were issued to Parmelia Pty Ltd and HSBC Custody Nominees (Australia) Limited.



<b>those persons were determined</b>	
<b>Price at which the securities were issued</b>	<p><b>Parmelia Pty Ltd</b></p> <ul style="list-style-type: none"> <li>781,250 Convertible Notes (with a total value of AU\$250,000, at \$0.32 per Convertible Note) were issued on 22 December 2017</li> <li>500,000 Convertible Notes (with a total value of AU\$100,000, at \$0.20 per Convertible Note) were issued on or around 8 May 2018</li> </ul> <p><b>HSBC Custody Nominees (Australia) Limited</b></p> <ul style="list-style-type: none"> <li>1,562,500 Convertible Notes (with a total value of AU\$500,000, at \$0.32 per Convertible Note) were issued on 22 December 2017</li> <li>1,500,000 Convertible Notes (with a total value of AU\$300,000, at \$0.20 per Convertible Note) were issued on 2 May 2018</li> </ul>
<b>Number of securities issued</b>	<p><b>Parmelia Pty Ltd</b></p> <ul style="list-style-type: none"> <li>781,250 Convertible Notes were issued on 22 December 2017, which if converted, convert into 781,250 underlying fully paid ordinary shares in the Company (<b>Shares</b>)</li> <li>500,000 Convertible Notes were issued on or around 8 May 2018, which if converted, convert into 500,000 Shares</li> </ul> <p><b>HSBC Custody Nominees (Australia) Limited</b></p> <ul style="list-style-type: none"> <li>1,562,500 Convertible Notes were issued on 22 December 2017, which if converted, convert into 1,562,500 Shares</li> <li>1,500,000 Convertible Notes were issued on 2 May 2018, which if converted, convert into 1,500,000 Shares</li> </ul>

<b>Terms of the securities</b>	<b>The terms of issue of the Convertible Notes are as follows:</b>				
<b>Terms</b>	<b>Parmelia</b> (convertible notes issued on 22 December 2017)	<b>Parmelia</b> (convertible notes issued on or around 8 May 2018)	<b>HSBC</b> (securities issued on 22 December 2017)	<b>HSBC</b> (convertible notes issued on 2 May 2018)	
<b>Conversion</b>	Each Convertible Note converts into one ordinary full paid share in the Company ( <b>Share</b> )	Each Convertible Note converts into one Share	Each Convertible Note converts into one Share	Each Convertible Note converts into one Share	
<b>Coupon rate</b>	12% per annum, payable monthly in arrears (option to receive payment in shares calculated on same formula)				
<b>Maturity date</b>	22 December 2018	31 March 2019	22 December 2018	31 March 2019	
<b>Conversion period</b>	By 30 June 2018	Before 31 March 2019	By 30 June 2018	Before 31 March 2019	
<b>Maximum number of shares that can be issued on conversion</b>	781,250	500,000	1,562,500	1,500,000	
<b>Early redemption by the</b>	By 30 June 2018	At any time before 31 March 2019	By 30 June 2018	At any time before 31 March 2019	

	<b>Company</b>				
	<b>Early redemption by the investor</b>	By 30 June 2018	At any time before 31 March 2019	By 30 June 2018	At any time before 31 March 2019
	Please see Explanatory Note for Resolution 1 for terms relevant to the reorganization of capital.				
<b>The use (or intended use) of funds raised</b>	It is intended that the funds raised by the issue of the Convertible Notes will be used to fund: <ul style="list-style-type: none"> <li>▪ investments in portfolio companies (existing and new investments in New Zealand and Australia); and</li> <li>▪ operating costs (including salaries and general working capital).</li> </ul>				
<b>Voting exclusion statement:</b>	A voting exclusion statement is contained in the Notice of Meeting.				

### Director's Recommendation

The Directors unanimously recommend that the shareholders of the Company vote in favour of Resolution 2.

## Item 3: Approval for issue of Convertible Notes and underlying Shares under Listing Rule 7.1

### ASX Listing Rule 7.1

Listing Rule 7.1 provides that a company must not, subject to specified exceptions, issue or agree to issue more equity securities during a 12 month period than that amount which represents 15% of the number of fully paid ordinary securities on issue at the commencement of that 12 month period (**Placement Capacity**).

The effect of Resolution 3 will be to allow the Company to issue:

- 6,750,000 Convertible Notes in the Company during the period of 3 months after the Special Meeting (or a longer period, if allowed by the ASX); and
- if the Convertible Note are converted, up to 6,750,000 underlying fully paid ordinary shares (**Shares**) in the Company,

without using the Company's Placement Capacity.

### Technical information required by ASX Listing Rule 7.3

Pursuant to and in accordance with ASX Listing Rule 7.3, the following information is provided in relation to the Convertible Notes (and underlying shares) proposed to be issued by the Company:

ASX Listing Rule 7.3 requirement	Information
Maximum number of securities the entity is to issue (if known) or the formula for calculating the number of securities the entity is to issue	6,750,000 Convertible Notes and up to 6,750,000 underlying Shares if the Convertible Notes are converted
The date on or date by which the securities will be issued	The Convertible Notes will be issued no later than 3 months after the date of the Special Meeting (or such later date to the extent permitted by any ASX waiver or modification of the ASX Listing Rules). Up to 6,750,000 underlying ordinary shares in the Company may be issued on conversion of the Convertible Notes by 31 March 2019.
Issue price of the securities	AUD\$0.20 per Convertible Note
The names of the persons to whom the Company will issue the securities	<ul style="list-style-type: none"> <li>• HSBC Custody Nominees (Australia) Limited - to be issued 3,500,000 Convertible Notes (with a total value of AU\$700,000) and up to 3,500,000 underlying Shares, if the Convertible Notes are converted</li> <li>• Parmelia Pty Ltd - to be issued 1,250,000 Convertible</li> </ul>

	<p>Notes (with a total value of AU\$250,000) and up to 1,250,000 underlying Shares, if the Convertible Notes are converted</p> <ul style="list-style-type: none"> <li>• J P Morgan Nominees Australia Limited - to be issued 1,500,000 Convertible Notes (with a total value of AU\$300,000) and up to 1,500,000 underlying Shares, if the Convertible Notes are converted</li> <li>• Kensington Investments Superannuation Pty Ltd - to be issued 250,000 Convertible Notes with a total value of AU\$50,000) and up to 250,000 underlying Shares, if the Convertible Notes are converted</li> <li>• Crowthorne Pty Ltd - to be issued 250,000 Convertible Notes (with a total value of AU\$50,000) and up to 250,000 underlying Shares, if the Convertible Notes are converted</li> </ul>														
The terms of the securities	<table border="1"> <thead> <tr> <th colspan="2"><b>Terms of the Convertible Notes</b></th> </tr> </thead> <tbody> <tr> <td><b>Conversion</b></td> <td>Each Convertible Note converts into one fully paid ordinary share in the Company (<b>Share</b>)</td> </tr> <tr> <td><b>Coupon rate</b></td> <td>12% per annum, payable monthly in arrears (option to receive payment in shares calculated on same formula)</td> </tr> <tr> <td><b>Maturity date</b></td> <td>31 March 2019</td> </tr> <tr> <td><b>Conversion period</b></td> <td>Before 31 March 2019</td> </tr> <tr> <td><b>Early redemption by the Company</b></td> <td>At any time before 31 March 2019</td> </tr> <tr> <td><b>Early redemption by the investor</b></td> <td>At any time before 31 March 2019</td> </tr> </tbody> </table> <p>Please see Explanatory Note for Resolution 1 for terms relevant to the reorganization of capital.</p> <p>The underlying Shares are on the same terms as the ordinary fully paid shares on issue in the Company.</p>	<b>Terms of the Convertible Notes</b>		<b>Conversion</b>	Each Convertible Note converts into one fully paid ordinary share in the Company ( <b>Share</b> )	<b>Coupon rate</b>	12% per annum, payable monthly in arrears (option to receive payment in shares calculated on same formula)	<b>Maturity date</b>	31 March 2019	<b>Conversion period</b>	Before 31 March 2019	<b>Early redemption by the Company</b>	At any time before 31 March 2019	<b>Early redemption by the investor</b>	At any time before 31 March 2019
<b>Terms of the Convertible Notes</b>															
<b>Conversion</b>	Each Convertible Note converts into one fully paid ordinary share in the Company ( <b>Share</b> )														
<b>Coupon rate</b>	12% per annum, payable monthly in arrears (option to receive payment in shares calculated on same formula)														
<b>Maturity date</b>	31 March 2019														
<b>Conversion period</b>	Before 31 March 2019														
<b>Early redemption by the Company</b>	At any time before 31 March 2019														
<b>Early redemption by the investor</b>	At any time before 31 March 2019														
The intended use of the funds raised	<p>It is intended that the funds raised by the issue of the Convertible Notes will be used to fund:</p> <ul style="list-style-type: none"> <li>▪ investments in portfolio companies (existing and new investments in New Zealand and Australia); and</li> <li>▪ operating costs (including salaries and general working capital).</li> </ul>														
Voting exclusion statement	A voting exclusion statement is contained in Resolution 3.														

### Director's Recommendation

The Directors unanimously recommend that the shareholders of the Company vote in favour of Resolution 3.

# Powerhouse Ventures Limited

ARBN 612 076 169

## Lodge your vote:



**Online:**

[www.investorvote.com.au](http://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](http://www.intermediaryonline.com)

**For all enquiries call:**

(within Australia) 1300 850 505  
(outside Australia) +61 3 9415 4000

## Proxy Form



### Vote online

- Go to [www.investorvote.com.au](http://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: 181581**

**SRN/HIN:**

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 1.30pm (AEST) on Tuesday 22 May 2018**

### 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](http://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** →

**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.

# Proxy Form

Please mark  to indicate your directions

## STEP 1 Appoint a Proxy to Vote on Your Behalf

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 the offices of Scottish House, 90 William Street, Melbourne VIC 3000 on Thursday, 24 May 2018 at 1.30pm (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.

		For	Against	Abstain
Item 1	Issue of Securities to Related Parties	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Item 2	Ratification of past issue of Convertible Notes	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Item 3	Approval for issue of Convertible Notes and underlying Shares	<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 / /