



ASX Release

Powerhouse Ventures Limited
Ground floor, 477 Boundary Street, Spring Hill,
BRISBANE, QLD 4000 Australia
ACN 612 076 169
2 November 2023

ADDENDUM TO NOTICE OF 2023 ANNUAL GENERAL MEETING

Powerhouse Ventures Ltd (PVL) hereby gives notice that the Directors have determined to issue an addendum (Addendum) to the Company's Notice of Annual General Meeting, which was released to the ASX on 9 October 2023.

The Company confirms that there is no change to the date or time of the 2023 Annual General Meeting, which will be held on Tuesday 14, November 2023 at 3:00pm (AEDT). Information on voting is contained In the Addendum.

James Kruger
Chairman

Authorised by the Board of Powerhouse Ventures Limited

About Powerhouse Ventures Limited:

Powerhouse is an investment company seeking to advance emerging intellectual property (principally originating from Australian scientists, engineers and institutions) into globally impactful businesses. The focus sectors are Electrification & Decarbonisation, Next Generation Computing, Space technologies, and Healthcare and Wellness. Powerhouse has an existing active portfolio and strong pipeline of early stage to mature businesses across its focus segments. It has developed a unique network and broad base of skillsets to help its portfolio businesses expand and commercialise

Addendum to Notice of Meeting

POWERHOUSE VENTURES LIMITED
ACN 612 076 169
NOTICE OF ANNUAL GENERAL MEETING

Notice is given that the Meeting will be held at:

TIME: 3:00 pm (AEDT)

DATE: 14 November 2023

PLACE: The Company will hold this Annual General Meeting by way of live video conference. There will be no physical meeting.

Shareholders wishing to attend the online meeting will need to visit the following link: <https://meetnow.global/MLCRMKN>

Powerhouse Ventures Limited (Company or PVL) gives notice that the Directors of the Company have determined to issue this addendum (Addendum) to the notice of meeting (Notice) in respect of the Annual General Meeting of Shareholders to be held on **Tuesday, 14 November 2023** at **3:00pm** (AEDT) online at <https://meetnow.global/MLCRMKN> (AGM or Meeting).

This Addendum should be read in its entirety. If Shareholders are in doubt as to how they should vote, they should seek advice from their professional advisers prior to voting.

ADDITION OF NEW RESOLUTION 4

By this Addendum:

- Additional Resolution 4 as detailed below is added to the Notice and will be considered at the Company's upcoming AGM; and
- A new section is added to the Explanatory Statement to the Notice in respect of the additional new Resolution 4.

IMPORTANT INSTRUCTIONS REGARDING VOTING & REPLACEMENT PROXY FORMS

Attached to this Addendum is a replacement Proxy Form (Replacement Proxy Form). If Shareholders wish to have their votes counted by proxy in respect of Resolution 4, they must use the attached Replacement Proxy Form to vote on all Resolutions.

In the event that a Shareholder provides a Replacement Proxy Form, any previous Proxy Form (in the form dispatched with the original Notice) (Previous Proxy Form) which has been completed by that Shareholder will be disregarded.

If you have already voted by completing and submitting to the Company a Previous Proxy Form and do not wish to vote on Resolution 4 or do not wish to change your proxy vote on any of the Resolutions, you do not need to take any action, as the Previous Proxy Form already submitted remains valid. Further details regarding the appointment of a proxy are provided in the Notice. A proxy may be lodged with Computershare:

For full details on how to log on and vote online, please refer to the user guide www.computershare.com.au/virtualmeetingguide

The Chairman intends to vote all undirected proxies **IN FAVOUR** of Resolution 4.

ADDITIONAL RESOLUTION

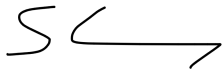
RESOLUTION 4: EXTERNAL AUDITOR APPOINTMENT

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

“That for the purposes of Section 327B(1) of the Corporations Act 2001 and for all other purposes, that William Buck Audit (Vic) Pty Ltd, having consented in writing and been

duly nominated in accordance with Section 328B(1) of the Corporations Act 2001, be appointed as auditor of the Company.”

By Order of the Board



Sally McDow

Company Secretary

2 November 2023

EXPLANATORY STATEMENT REGARDING ADDITIONAL RESOLUTION 4

RESOLUTION 4: EXTERNAL APPOINTMENT OF AUDITOR

On 10 November 2022 the Company announced that William Buck Audit (NZ), (subsequently William Buck Audit (Vic) Pty Ltd following the change in country of incorporation to Australia), had been appointed as the auditor of the Company following ASIC's consent to the resignation of Grant Thornton New Zealand Audit Limited.

Under section 327C of the Corporations Act, an auditor who has been appointed to fill a casual vacancy holds office until the Company's next AGM. Accordingly, Resolution 4 seeks shareholder approval for the appointment of William Buck Audit (Vic) Pty Ltd as external auditor.

Section 328B(1) of the Corporations Act requires the Company to obtain a nomination from a shareholder for William Buck Audit (Vic) Pty Ltd to be appointed as the Company's auditor. A copy of this nomination is attached as Annexure A.

The Board has also noted that William Buck is registered as an auditor under section 1280 of the Corporations Act and is a well-established firm with the necessary expertise and skill necessary to meet the Company's requirements.

Board Recommendation

The Directors unanimously recommend that shareholders vote in favour of this resolution to appoint William Buck as the Company's new auditor.

Annexure A - Nomination of External Auditor

The Directors
Powerhouse Ventures Limited
Ground Floor,
477 Boundary Street, Spring Hill
Brisbane, QLD 4000

Dear Directors

I, Geoffrey Nicholas, being a shareholder of Powerhouse Ventures Limited hereby give notice pursuant to section 328B(1) of the Corporations Act 2001 (Cth) (Corporations Act) of the nomination of William Buck (Vic) Pty Ltd of Level 20, 181 William Street Melbourne Vic 3000 as auditor of the Company.

I consent to the distribution of this notice as an annexure to the Notice of Meeting in respect of the Company's 2023 Annual General Meeting.

Yours faithfully

Geoffrey Nicholas

Geoffrey Nicholas

Powerhouse Ventures Limited

ARBN 612 076 169

Need assistance?



Phone:

1300 855 080 (within Australia)
+61 3 9415 4000 (outside Australia)

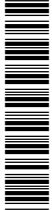


Online:

www.investorcentre.com/contact

PVL

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



YOUR VOTE IS IMPORTANT

For your proxy appointment to be effective it must be received by **3:00pm (AEDT) on Sunday, 12 November 2023.**

Replacement Proxy Form

How to Vote on Items 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 each 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 an item your vote will be invalid on that 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.

PARTICIPATING IN THE MEETING

Corporate Representative

If a representative of a corporate securityholder or proxy is to participate in the meeting you will need to provide the appropriate "Appointment of Corporate Representative". A form may be obtained from Computershare or online at www.investorcentre.com/au and select "Printable Forms".

Lodge your Proxy Form:

XX

Online:

Lodge your vote online at www.investorvote.com.au using your secure access information or use your mobile device to scan the personalised QR code.

Your secure access information is



Control Number: 999999

SRN/HIN: I9999999999

PIN: 99999

For Intermediary Online subscribers (custodians) go to www.intermediaryonline.com

By Mail:

Computershare Investor Services Pty Limited
GPO Box 242
Melbourne VIC 3001
Australia

By Fax:

1800 783 447 within Australia or
+61 3 9473 2555 outside Australia



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

You may elect to receive meeting-related documents, or request a particular one, in electronic or physical form and may elect not to receive annual reports. To do so, contact Computershare.

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.



I 9999999999

I ND

Replacement Proxy Form

Please mark to indicate your directions

Step 1 Appoint a Proxy to Vote on Your Behalf

XX

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 Annual General Meeting of Powerhouse Ventures Limited to be held as a virtual meeting on Tuesday, 14 November 2023 at 3:00pm (AEDT) and at any adjournment or postponement of that meeting.

Chairman authorised to exercise undirected proxies on remuneration related resolutions: Where I/we have appointed the Chairman of the Meeting as my/our proxy (or the Chairman becomes my/our proxy by default), I/we expressly authorise the Chairman to exercise my/our proxy on Resolution 1 (except where I/we have indicated a different voting intention in step 2) even though Resolution 1 is connected directly or indirectly with the remuneration of a member of key management personnel, which includes the Chairman.

Important Note: If the Chairman of the Meeting is (or becomes) your proxy you can direct the Chairman to vote for or against or abstain from voting on Resolution 1 by marking the appropriate box in step 2.

Step 2 Items of Business

PLEASE NOTE: If you mark the **Abstain** box for an 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 |
|--------------|---|--------------------------|--------------------------|--------------------------|
| Resolution 1 | Adoption of Remuneration Report | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| Resolution 2 | Re-election of Director – Mr Joshua Baker | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| Resolution 3 | Approval of 7.1A Mandate | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| Resolution 4 | External appointment of Auditors | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |

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

Step 3 Signature of Securityholder(s) *This section must be completed.*

Individual or Securityholder 1

Sole Director & Sole Company Secretary

Securityholder 2

Director

Securityholder 3

Director/Company Secretary

/ /

Date

Update your communication details (Optional)

Mobile Number

Email Address

By providing your email address, you consent to receive future Notice of Meeting & Proxy communications electronically

PVL

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Computershare

