

AUSTRALASIAN WEALTH INVESTMENTS LIMITED (ABN 62 111 772 359)
NOTICE OF EXTRAORDINARY GENERAL MEETING

Notice is hereby given that an Extraordinary General Meeting (**Meeting**) of the Members of Australasian Wealth Investments Limited (ABN 62 111 772 359) (**Company**) will be held on **Wednesday, 17 June 2015** at **9.30 am** (Sydney time) at Gallery 3, Level 1, Four Seasons Hotel, 199 George Street, Sydney, NSW, 2000.

ORDINARY BUSINESS

1. Amendment of Long Term Incentive Plan and issue of shares under Long Term Incentive Plan

Resolution 1 - as an ordinary resolution:

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

“That for the purposes of Section 260C of the Corporations Act and Listing Rule 7.2 and for all other purposes, approval is given to:

- (a) amend the Long Term Incentive Plan (**LTIP**) Rules; and
- (b) issue of the following shares under the LTIP:
 - (i) 4,166,666 fully-paid ordinary shares in the Company to Ronald Hodge; and
 - (ii) 4,166,666 fully-paid ordinary shares in the Company to Alastair Davidson; and
 - (iii) 4,166,666 full-paid ordinary shares in the Company to Nigel Poole;

on the terms summarised in the Explanatory Notes to this Notice of Meeting.”

Voting Exclusion Statement

The Company will disregard any votes cast on this resolution by or on behalf of any Director of the Company who is eligible to participate in the employee incentive scheme in respect of which approval is sought and any associate of any such Director as required by the Listing Rules. However, the Company will 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*
- *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.*

EXPLANATORY MEMORANDUM

Please refer to the Explanatory Memorandum attached to this Notice of Meeting in relation to the item of business set out in this Notice.

ENTITLEMENT TO ATTEND AND VOTE AT THE MEETING

The Company has determined that for the purposes of the Meeting a person registered as a shareholder of the Company at 7pm (Sydney time) on 15 June 2015 will be eligible to attend and to vote at the Meeting. Accordingly, share transfers registered after that time will be disregarded in determining entitlements to attend and vote at the Meeting.

Dated: 12 May 2015.

By order of the Board of Directors



Paul Clitheroe AM
Executive Chairman

AUSTRALASIAN WEALTH INVESTMENTS LIMITED (ABN 62 111 772 359)
EXTRAORDINARY GENERAL MEETING
NOTES AND VOTING INSTRUCTIONS

How to Vote

Shareholders of the Company entitled to vote at the Extraordinary General Meeting may vote:

- A. by attending the Meeting and voting in person; or
- B. by appointing an attorney to attend the Meeting and vote on their behalf or, in the case of corporate members or proxies, a corporate representative to attend the meeting and vote on its behalf; or
- C. by appointing a proxy to attend and vote on their behalf, using the proxy form accompanying this Notice. A proxy may be an individual or a body corporate.

Voting in person

Shareholders of the Company or their proxies, attorneys or representatives (including representatives of corporate proxies) wishing to vote in person should attend the Meeting at Gallery 3, Level 1, Four Seasons Hotel, 199 George Street, Sydney, NSW, 2000 on 17 June 2015 commencing at 9:30am (Sydney time) and bring a form of personal identification (such as their driver's licence).

Appointing an attorney or corporate representative to attend the Meeting

To vote by attorney at this Meeting, the original or a certified copy of the power of attorney or other authority (if any) under which the instrument is signed must be received by the Share Registry before 9.30 am (Sydney time) on 15 June 2015 in any of the following ways:

By post to the share registry, Boardroom Pty Limited:
GPO Box 3993, Sydney NSW 2001

By hand delivery to Boardroom Pty Limited at:
Level 12, Grosvenor Place, 225 George Street, Sydney NSW 2000

By fax to Boardroom Pty Limited on:
+61 2 9290 9655

A vote cast in accordance with the appointment of a proxy or power of attorney is valid even if before the vote was cast the appointor:

- died;
- became mentally incapacitated;
- revoked the proxy or power; or
- transferred the Shares in respect of which the vote was cast,

unless the Company received written notification of the death, mental incapacity, revocation or transfer before the Meeting or adjourned meeting.

To vote by corporate representative at the Meeting, a corporate shareholder or proxy should obtain an Appointment of Corporate Representative Form from the Share Registry, complete and sign the form in accordance with the instructions on it. The appointment should be lodged at the registration desk on the day of the Meeting. The appointment of a representative may set out restrictions on the representative's powers.

The original form of appointment of a representative, a certified copy of the appointment, or a certificate of the body corporate evidencing the appointment of a representative is prima facie evidence of a representative having been appointed. The Chairman of the Meeting may permit a person claiming to be a representative to exercise the body's powers even if he or she has not produced a certificate or other satisfactory evidence of his or her appointment.

Voting by Proxy

Any shareholder of the Company entitled to attend and vote at this Meeting is entitled to appoint a proxy to attend and vote instead of that shareholder. The proxy does not need to be a shareholder of the Company. A shareholder of the Company that is entitled to cast 2 or more votes may appoint 2 proxies and may specify the proportion or number of votes each proxy is appointed to exercise. If no proportion or number is specified, each proxy may exercise half of the shareholder's votes. A proxy may be an individual or a body corporate. A proxy that is a body corporate may appoint a representative to exercise the powers that the body corporate may exercise as the shareholder's proxy.

A proxy may vote or abstain as he or she chooses except where the appointment of the proxy directs the way the proxy is to vote on a particular resolution. If an appointment directs the way the proxy is to vote on a particular resolution:

- if the proxy is the Chairman of the Meeting - the proxy must vote on a poll and must vote in the way directed;
- if the proxy is not the Chairman of the Meeting - the proxy need not vote on a poll, but if the proxy does so, the proxy must vote in the way directed; and
- in this instance if the proxy does not attend the Meeting, or does not vote on a poll, the Chairman of the Meeting is taken, before voting on the resolution closes, to have been appointed as the proxy for the purposes of voting on the resolution at the Meeting.

If a proxy appointment is signed or validly authenticated by the shareholder of the Company but does not name the proxy or proxies in whose favour it is given, the Chairman of the Meeting may either act as proxy or complete the proxy appointment by inserting the name or names of one or more Directors or Company Secretary.

If:

- a shareholder of the Company nominates the Chairman of the Meeting as the shareholder's proxy; or
- the Chairman of the Meeting is to act as proxy if a proxy appointment is signed by a shareholder of the Company but does not name the proxies in whose favour it is given or otherwise under a default appointment according to the terms of the proxy form,

then the person acting as Chairman of the Meeting in respect of an item of business at the Meeting must act as proxy under the appointment in respect of that item of business.

Proxies must be lodged not later than 48 hours before the Meeting (that is, not later than 9.30 am (Sydney time) on 15 June 2015) in any of the following ways:

By post to the share registry, Boardroom Pty Limited:
GPO Box 3993, Sydney NSW 2001

By hand delivery to Boardroom Pty Limited at:
Level 12, Grosvenor Place, 225 George Street, Sydney NSW 2000

By fax to Boardroom Pty Limited on:
+61 2 9290 9655

By electronic lodgement:

www.votingonline.com.au/awigm2015 in accordance with instructions provided on the website. You will need your Holder Identification Number (HIN) or Security Reference Number (SRN) to lodge your proxy vote online.

A form of proxy is provided with this notice.

Further Information

If you have any queries in relation to the Extraordinary General Meeting, please contact the Company Secretary, Peter Friend, on +61 2 9098 5074 or peterfriend@awilimited.com.

Dated: 12 May 2015.

By order of the Board of Directors

A handwritten signature in black ink, appearing to read 'Paul Clitheroe', written over a horizontal line.

Paul Clitheroe AM
Executive Chairman

EXPLANATORY MEMORANDUM

Explanatory Memorandum for the Extraordinary General Meeting of Australasian Wealth Investments Limited (ABN 62 111 772 359) to be held on 17 June 2015

(This Explanatory Memorandum forms part of the Notice of Meeting dated 12 May 2015)

This Explanatory Memorandum provides information for members in respect of the resolution to be considered at the Extraordinary General Meeting of Australasian Wealth Investments Limited (ABN 62 111 772 359) (**Company**) to be held on **Wednesday, 17 June 2015** at **9.30 am** (Sydney time) at the Gallery 3, Level 1, Four Seasons Hotel, 199 George Street, Sydney, NSW, 2000 (**Meeting**).

Ordinary Business

1. Resolution 1 – Approval to amend the Company’s Long Term Incentive Plan (LTIP) and to issue Shares to under the LTIP

This Resolution seeks Shareholder approval for the purposes of the Corporations Act, the Listing Rules and for all other purposes to amend the Company’s Long term Incentive Plan (**LTIP**) and to issue shares under the LTIP.

The Board recommends Shareholders vote in favour of Resolution 1.

Background

At the time Investsmart Financial Services Pty Limited (and its subsidiaries) (**InvestSMART**) was acquired by the Company in September 2013, the Company entered into a management contract with Webabout Pty Limited (**Webabout**), Ronald Hodge (**Hodge**) and Nigel Poole (**Poole**) under which:

- (i) the Company agreed to pay Webabout an annual performance fee based on a share of earnings of InvestSMART, subject to the performance of InvestSMART exceeding a pre-determined hurdle; and
- (ii) Hodge and Poole, as key employees of InvestSMART, entered into non-competition restraints;

(Management Contract).

Webabout is owned directly or indirectly by Hodge, Poole and an employee of the Company, Alastair Davidson (**Davidson**).

When the Company acquired Yourshare Financial Services Pty Limited (and its subsidiaries) (**Yourshare**) in December 2013, the Management Contract was amended by the parties with the Company agreeing to pay Webabout an annual performance fee based on a share of earnings of InvestSMART and Yourshare, subject to the performance of InvestSMART and Yourshare exceeding a pre-determined hurdle. Otherwise, the provisions of the Management Contract were not materially amended.

In July 2014, the Company acquired Intelligent Investor Holdings Pty Limited (and its subsidiaries) (**Intelligent Investor**). Intelligent Investor was not included within the scope of the Management Contract.

On 31 March 2015, the Company announced a restructure of its operations with the Company being one business focussing on its wholly-owned digital wealth properties, InvestSMART, Yourshare and Intelligent Investor. In conjunction with this change the then Head of InvestSMART and Yourshare, Hodge, was appointed Chief Operating Officer of the Company. Hodge is now responsible within the Company for the management of the operations of InvestSMART, Yourshare and Intelligent Investor. Poole and Davidson are also responsible for management functions within the Company.

In considering the restructure of the Company's operations, the Board formed the view that it is important and in the best interests of stakeholders that operational management (including Hodge, Davidson and Poole) is aligned to the success of the Company, rather than individual subsidiaries. The Board also formed the view that in future the Company could be required to make substantial payments under the Management Contract.

The Company, Webabout, Hodge and Poole have agreed that the Management Contract will terminate subject to:

- (i) the Company paying Webabout \$800,000, by two instalments each of \$400,000, with the first instalment to be paid by 30 June 2015 and the second instalment to be paid by 30 June 2016;
- (ii) subject to shareholder approval, that:
 - 4,166,666 Shares in the Company be issued to Hodge (or an entity/entities nominated by Hodge) at 25 cents per share, with Hodge to be provided with a non-recourse loan for the sole purpose of subscribing for those shares (**Hodge Shares**); and
 - 4,166,666 Shares in the Company be issued to Davidson (or an entity/entities nominated by Davidson) at 25 cents per share, with Davidson to be provided with a non-recourse loan for the sole purpose of subscribing for those shares (**Davidson Shares**); and
 - 4,166,666 Shares in the Company be issued to Poole (or an entity/entities nominated by Poole) at 25 cents per share, with Poole to be provided with a non-recourse loan for the sole purpose of subscribing for those shares (**Poole Shares**); and
- (iii) the issue of the shares and the granting of the loans contemplated under paragraph (ii); and
- (iv) Hodge and Poole, as key employees of the Company, entering into non-competition restraints on the same basis as the restraints contained in the Management Contract.

It is proposed the Hodge Shares, the Davidson Shares and the Poole Shares be issued under the LTIP.

LTIP

Resolution 1 seeks shareholder approval for amendments to the LTIP for the purposes of Section 260C of the Corporations Act, Listing Rule 7.2, the Corporations Act and for all other purposes.

At the 2013 and 2014 Annual General Meetings the Company approved the issue of Shares under the LTIP. The LTIP is designed to facilitate share ownership by executives, thereby aligning their interests with those of Shareholders, and linking a significant portion of executive remuneration to the Share price and returns generated for shareholders. Under the LTIP, eligible participants may be provided with non-recourse loans for the sole purpose of acquiring Shares. The LTIP does not produce any new capital for the Company therefore no use of funds statement is required.

Currently, the maximum number of Shares that can be issued under the LTIP is 14,569,384 and the maximum number of participants is 2. There is only 1 eligible participant in the LTIP, being the Executive Chairman, Mr Paul Clitheroe. Mr Clitheroe was issued with 4,000,000 shares under the LTIP at an issue price of 25 cents per share in accordance with the approval of the Company in general meeting on 26 November 2014 pursuant to Listing Rule 10.14.

The proposed amendment to the terms of the LTIP will increase the maximum number of Shares that can be issued under the LTIP to 16,499,998 and increase the number of participants to 4. If Resolution 1 is approved by Shareholders the participants in the LTIP will be Mr Paul Clitheroe, Hodge, Davidson and Poole. In accordance with Listing Rule 7.2, a summary of the rules of the LTIP is included in Schedule 1 to this Explanatory Memorandum.

Listing Rule 7.1 provides that a company must not without shareholder approval 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. Under Listing Rule 7.2, Listing Rule 7.1 does not apply to issues of securities under the LTIP, if within 3 years of the date on which the securities are issued, shareholders approve the issue of securities under the LTIP as an exception to Listing Rule 7.1.

The LTIP involves the Company providing non-recourse loans to eligible participants for the sole purpose of acquiring Shares. The Corporations Act restricts a company from financially assisting a person to acquire shares in the company without shareholder approval. Accordingly, as part of Resolution 1 the Company is seeking Shareholder approval for the purposes of Section 260C of the Corporations Act to provide loans to eligible participants in connection with the issue of Shares under the LTIP.

If Resolution 1 is not approved by Shareholders on or before 30 June 2015, the Company has agreed to offer Hodge, Davidson and Poole an alternative cash based arrangement designed to put Hodge, Davidson and Poole in no worse position on an after-tax basis than would have been the case had Shareholder approval been given to issue the Hodge Shares, the Davidson Shares and the Poole Shares.

If Resolution 1 is approved by Shareholders, the Hodge Shares, the Davidson Shares and the Poole Shares will be issued within 15 business days after the date of the Meeting.

Terms to apply to the Hodge Shares, the Davidson Shares and the Poole Shares

The terms to apply to the Hodge Shares, the Davidson Shares and the Poole Shares are:

(i) Tranches:

The Hodge Shares, the Davidson Shares and the Poole Shares will each be divided into 3 tranches:

- Tranche 1: 1,388,888 Shares;
- Tranche 2: 1,388,888 Shares; and
- Tranche 3: 1,388,890 Shares.

(each a *Tranche*).

(ii) Stand-still conditions:

The following Stand-still Conditions will apply to each of the Hodge Shares, the Davidson Shares and the Poole Shares. In each case:

- Tranche 1 may not be sold until the first anniversary of the issue of the Hodge Shares, the Davidson Shares and the Poole Shares (as the case may be);
- Tranche 2 may not be sold until the second anniversary of the issue of the Hodge Shares, the Davidson Shares and the Poole Shares (as the case may be);
- Tranche 3 may not be sold until the third anniversary of the issue of the Hodge Shares, the Davidson Shares and the Poole Shares (as the case may be).

Key terms of the Loans

If Resolution 1 is approved by Shareholders, the Company will make:

- (i) aggregate loans of \$1,041,666-50 to Hodge for the sole purpose of acquiring the Hodge Shares;
- (ii) aggregate loans of \$1,041,666-50 to Davidson for the sole purpose of acquiring the Davidson Shares; and
- (iii) aggregate loans of \$1,041,666-50 to Poole for the sole purpose of acquiring the Poole Shares.

The terms of the loans to Hodge, Davidson and Poole will be identical.

A separate loan will be established for each Tranche of Hodge Shares, Davidson Shares and Poole Shares. There will be an interest charge to Hodge, Davidson and Poole on their respective loans equal to the Reserve Bank of Australia

official cash rate plus 0.50%. Hodge, Davidson and Poole may either pay this interest or capitalise it thereby increasing the principal sum owing.

A loan in relation to a discrete Tranche is to be repaid on the earlier of:

- (i) 7 days after the sale of any shares from that discrete Tranche; and
- (ii) 36 months after the satisfaction of the Stand-still Condition for that Tranche.

As these are non-recourse loans, Shares may be forfeited in full settlement of a loan balance.

Hodge, Davidson and Poole will be entitled to any dividends paid on the Hodge Shares, Davidson Shares and the Poole Shares whether or not those Shares are subject to Stand-still Conditions.

If the Company issues additional Shares via a placement or rights issue, the Company may, at its discretion (which it will not unreasonably refuse to exercise) provide further non-recourse loans to allow Hodge, Davidson and Poole to take up their pro-rata entitlement to participate. The terms of any further loans and the stand-still conditions in relation to any further Shares will be on terms not less favourable than the terms of existing loans.

Trading restrictions

The Hodge Shares, Davidson Shares and the Poole Shares are restricted until the satisfaction of the relevant Stand-still Conditions. Sales of the Hodge Shares, Davidson Shares and the Poole Shares will be governed by the Company's Share Trading Policy in operation at the time.

Schedule 1

Summary of LTIP Rules

1 Issue of shares

- 1.1 Subject to the LTIP Rules, at any time and from time to time, the Board may approve a Participant, having regard to:
 - (a) the contribution to the Company which has been made by the Participant;
 - (b) the potential contribution of the Participant to the Company; and
 - (c) any other matters which the Board considers in its absolute discretion to be relevant.
- 1.2 An offer must stipulate the last date by which the Participant may accept the offer (following which the offer, if not accepted, will lapse), and otherwise reflect the terms of the LTIP Rules.
- 1.3 The Board may offer a Participant a loan for the sole purpose of the Participant acquiring Shares under the LTIP, subject to such terms and conditions determined by the Board and included in the offer.
- 1.4 The Company will apply to the ASX as required by the Listing Rules for LTIP Shares to be quoted.

2 Maximum number of LTIP shares and maximum number of participants

- 2.1 The maximum number of Shares which may be on issue at any time under the LTIP is 16,499,998 Shares (**LTIP Shares**).
- 2.2 The maximum number of participants in the LTIP (**Participant**) is 4.

3 Share terms

- 3.1 An LTIP Share must be granted in accordance with the LTIP Rules or such other additional terms, conditions or restrictions which are not inconsistent with the LTIP Rules, as the Board determines either generally or in relation to particular LTIP Shares.
- 3.2 Despite anything to the contrary in the LTIP Rules, to the full extent permissible by the law, the Board may from time to time vary the issue price and the conditions to which LTIP Shares are subject, provided those LTIP Shares have not been offered and accepted by a Participant.
- 3.3 The Board may impose restrictions on a Participant dealing with LTIP Shares, including without limitation:
- (a) setting a minimum time period within which the Participant may not dispose of, deal in or grant a security interest over, any interest in the LTIP Shares; and/or
 - (b) setting minimum share price hurdles which must be achieved prior to the Participant being able to dispose of, deal in or grant a Security Interest over, any interest in the LTIP Shares.
- 3.4 The Company is entitled to make any arrangements it considers necessary to enforce any restriction under the LTIP Rules and Participants are bound by those arrangements and to take any action reasonably required by the Company.
- 3.5 Upon the expiry of any restriction over an LTIP Share, the Company will take all actions necessary to ensure that the Participant can deal with the LTIP Share.

4 Overriding restrictions on issue

Notwithstanding anything else in these Rules, an LTIP Share may not be offered or issued if to do so:

- (a) would contravene the Corporations Act or the Listing Rules; or
- (b) would contravene the local laws of, or the rules or requirements of any regulatory or statutory body in, a Participant's country of residence or in the opinion of the Board compliance with those local laws, rules or requirements would be impractical or result in any unnecessary or unreasonable expense in the circumstances.

5 Administration of the plan

- 5.1 The Plan shall be in all respects administered under the directions of the Board. The Board may appoint, for the proper administration and management of the LTIP, such secretarial or executives or staff or other persons as it considers desirable and may delegate to those persons such powers and authorities as may be necessary or desirable for the administration and management of the Plan.
- 5.2 Subject to the LTIP Rules, the Board may make such regulations and establish such procedures for the administration and management of the Plan as it considers appropriate. If any disagreement or dispute with respect to the interpretation of these Rules or the terms of issue of any LTIP Shares arises, such disagreement or dispute shall be referred to the Board and the decision of the Board shall, in the absence of manifest error, be final and binding upon all parties.
- 5.3 The Company or the Board may, subject to any express provision in the LTIP Rules, the Corporations Act or the Listing Rules to the contrary:
- (a) do any act, matter or thing or make any decision, determination or resolution; or
 - (b) conditionally or unconditionally give or withhold any consent or approval,

as contemplated by the LTIP Rules in its absolute discretion and is not obliged to give reasons for so doing.

6 Entitlement

- 6.1 The issue price of LTIP Shares shall be as determined by the Board and specified in the offer to the Participant.
- 6.2 Subject to the LTIP Rules, the Company shall issue LTIP Shares and shall cause a share certificate or holding statement to be issued for LTIP Shares within 15 Business Days after a Participant accepts an offer.
- 6.3 LTIP Shares will rank pari passu with all existing Shares in the capital of the Company from the date of issue of those LTIP Shares.

7 Suspension or termination of the plan

The Board may suspend or terminate the Plan at any time, in which case the Company shall not issue any further LTIP Shares under the Plan during the suspended or terminated period. However, during that period the Board shall otherwise continue to administer the Plan in accordance with these Rules.

Glossary

In this Explanatory Memorandum:

ASX means ASX Limited or the financial market known as the Australian Securities Exchange that is operated by ASX Limited, as the context requires.

Board means the Board of Directors of the Company.

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

Constitution means the Constitution of the Company.

Listing Rule means a Listing Rule of the ASX.

Share means a fully-paid ordinary share in the Company.

Shareholder means the holder of Shares.

Further Information

If you have any queries in relation to the Meeting, please contact the Company Secretary, Peter Friend on +61 2 9098 5074 or peterfriend@awilimited.com.

Dated: 12 May 2015.

By order of the Board of Directors



Paul Clitheroe AM
Executive Chairman

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 9:30am (Sydney Time) on Monday, 15 June 2015.**

🖥 TO VOTE ONLINE

- STEP 1: VISIT** www.votingonline.com.au/awigm2015
- STEP 2: Enter your holding/investment type:**
- STEP 3: Enter your Reference Number:**
- STEP 4: Enter your VAC:**

PLEASE NOTE: For security reasons it is important you keep the above information confidential.

📱 BY SMARTPHONE



Scan QR Code using smartphone
QR Reader App

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 **9:30am (Sydney Time) on Monday, 15 June 2015.** 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:

- 🖥 **Online** www.votingonline.com.au/awigm2015
- 📠 **By Fax** + 61 2 9290 9655
- ✉ **By Mail** Boardroom Pty Limited
GPO Box 3993,
Sydney NSW 2001 Australia
- 👤 **In Person** 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.

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 **Australasian Wealth Investments 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 **Gallery 3, Level 1, Four Seasons Hotel, 199 George Street, Sydney NSW 2000 on Wednesday, 17 June 2015 at 9:30am (Sydney Time)** 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.

Chair of the Meeting authorised to exercise undirected proxies on Resolution 1: If I/we have appointed the Chair of the Meeting as my/our proxy or the Chair of the Meeting becomes my/our proxy by default and I/we have not directed my/our proxy how to vote in respect of Resolution 1, I/we expressly authorise the Chair of the Meeting to exercise my/our proxy in respect of this resolution even though Resolution 1 is connected with the remuneration of key management personnel for Australasian Wealth Investments Limited.

The Chair of the Meeting will vote all undirected proxies in favour of Resolution 1. If you wish to appoint the Chair of the Meeting as your proxy with a direction to vote against, or to abstain from voting on an item, you must provide a direction by marking the 'Against' or 'Abstain' box opposite that resolution.

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 To amend the Long Term Incentive Plan and issue of shares under the Long Term Incentive Plan	<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	Securityholder 2	Securityholder 3
<div style="border: 1px solid black; height: 30px; width: 100%;"></div>	<div style="border: 1px solid black; height: 30px; width: 100%;"></div>	<div style="border: 1px solid black; height: 30px; width: 100%;"></div>
Sole Director and Sole Company Secretary	Director	Director / Company Secretary

Contact Name..... Contact Daytime Telephone..... Date / / 2015