



Armidale Investment
CORPORATION

ABN: 58 100 854 788
Suite 4, Level 9, 341 George Street, Sydney NSW 2000
GPO Box 4325, Sydney NSW 2001
Tel: 02 9299 9690
Fax: 02 9299 9629

LETTER TO SHAREHOLDERS

6 October 2016

Dear Shareholder

Annual General Meeting

On behalf of the Board, I am pleased to invite you to attend the Annual General Meeting of Armidale Investment Corporation Limited (Armidale). This will be held at 10.00am (AEDT) on Monday, 21 November 2016 at:

Intercontinental Hotel Sydney
Albert Room
117 Macquarie Street
SYDNEY NSW 2000

Enclosed are the following documents:

- Notice of Meeting and Explanatory Statement;
- Proxy Form for the Annual General Meeting; and
- Annual Report for the year ended 30 June 2016, for those Shareholders who have requested a printed copy.

Important notice – 2016 Annual Report

Shareholders are reminded that the 2016 Annual Report is only mailed to those Shareholders who have elected to receive it in hard copy. The 2016 Annual Report can be viewed on the Company's website at <http://armidaleinvestmentco.com.au>.

We look forward to seeing you at the Annual General Meeting.

Yours faithfully

Bruce Hatchman
Chairman

ARMIDALE INVESTMENT CORPORATION LIMITED

ABN 58 100 854 788

NOTICE OF ANNUAL GENERAL MEETING

TIME: 10.00am (AEDT)

DATE: Monday, 21 November 2016

PLACE: Intercontinental Hotel Sydney
Albert Room
117 Macquarie Street
SYDNEY NSW 2000

This Notice of Meeting 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.

Should you wish to discuss the matters in this Notice of Meeting please do not hesitate to contact the Company Secretary, using the contact details on page 22.

CONTENTS PAGE

Notice of Annual General Meeting (setting out the proposed Resolutions)	5
Explanatory Statement (explaining the proposed Resolutions)	10
Schedule 1 – Notice of Nomination of Auditor	23
Glossary	24
Proxy Form	Separate

YOUR VOTE IS IMPORTANT

The business of the Annual General Meeting affects your shareholding and your vote is important.

VOTING IN PERSON

To vote in person, attend the Annual General Meeting on the date and at the place set out on page 5.

APPOINTING A PROXY

A Shareholder who is entitled to attend and vote at the Meeting may appoint a proxy to attend and vote at the Meeting on their behalf. A proxy does not need to be a Shareholder of Armidale.

If a Shareholder is entitled to cast two or more votes at the Meeting, the Shareholder may appoint two proxies and may specify the percentage or number of votes each proxy can exercise. If the proxy form does not specify the percentage or number of the Shareholders' votes that each proxy may exercise, each proxy may exercise half of the Shareholders' votes on a poll. Fractions will be disregarded.

To appoint a proxy online, go to www.linkmarketservices.com.au and click the 'Investor & Employee Login' button. You will need your HIN (holder identification number) or SRN (shareholder reference number) to log in.

Alternatively, you can appoint a proxy by completing and signing the enclosed proxy form and sending the form to:

- (a) by post to Link Market Services, Locked Bag A14, Sydney South NSW 1235; or
- (b) by fax to Link Market Services at (+61 2) 9287 0309.

The deadline for receipt of proxy appointments is 10.00am (AEDT) on Saturday, 19 November 2016.

Proxy appointments received later than this time will be invalid.

POWER OF ATTORNEY

If the proxy form is signed under a power of attorney on behalf of a Shareholder, then the attorney must make sure that either the original power of attorney or a certified copy is sent with the proxy form, unless the power of attorney has already been provided to the Share Registry.

CORPORATE REPRESENTATIVES

If a representative of a corporate Shareholder or a corporate proxy will be attending the Meeting, the representative should bring to the Meeting adequate evidence of their appointment, unless this has previously been provided to the Share Registry.

An appointment of corporate representative form may be obtained from Link Market Services by calling (+61) 1300 554 474 or online at

https://www.linkmarketservices.com.au/corporate/downloads/Forms/general/App_Corp_Rep_140312.pdf

NOTICE OF ANNUAL GENERAL MEETING

Notice is given that the Annual General Meeting (AGM) of Shareholders of Armidale Investment Corporation Limited will be held at Intercontinental Hotel Sydney, Albert Room, 117 Macquarie Street, SYDNEY NSW, 2000, at 10.00am (AEDT) on 21 November 2016. Registration will open at 9.00am (AEDT).

The Explanatory Statement to this Notice of Meeting provides additional information on matters to be considered at the AGM. Terms and abbreviations used in this Notice of Meeting and Explanatory Statement are defined in the Glossary.

The Directors have determined under Regulation 7.11.37 of the Corporations Regulations 2001 (Cth) that the persons eligible to vote at the Meeting are those who are registered Shareholders of the Company at 7.00pm (AEDT) on Saturday, 19 November 2016.

AGENDA

ADOPTION OF ANNUAL REPORT

To receive and consider the Annual Financial Report, the Directors' Report and the Auditor's Report for the year ended 30 June 2016.

1. RESOLUTION 1 – RE-ELECTION OF DIRECTOR – MR ANDREW GRANT

To consider and, if thought fit, to pass, with or without amendment, the following resolution as an **Ordinary Resolution**:

"That, for the purposes of rule 6.4(a) of the Constitution and for all other purposes, Mr Andrew Grant be re-elected as a Director of the Company."

2. RESOLUTION 2 – RE-ELECTION OF DIRECTOR – MR STEVE WHITE

To consider and, if thought fit, to pass, with or without amendment, the following resolution as an **Ordinary Resolution**:

"That, for the purposes of rule 6.4(a) of the Constitution and for all other purposes, Mr Steve White be re-elected as a Director of the Company."

3. RESOLUTION 3 - ADOPTION OF THE REMUNERATION REPORT

To consider and, if thought fit, to pass, with or without amendment, the following resolution as a **non-binding Ordinary Resolution**:

"That, for the purposes of Section 250R(2) of the Corporations Act and for all other purposes, approval is given to the adoption of the Armidale Remuneration Report as contained in the Company's financial report for the year ended 30 June 2016."

4. RESOLUTION 4 – RATIFICATION OF PRIOR ISSUE OF 47,694,762 SECURITIES

To consider and, if thought fit, to pass, with or without amendment, the following resolution as an **Ordinary Resolution**:

"That for the purposes of ASX Listing Rule 7.4 and for all other purposes, the Shareholders ratify and approve the issue of 47,694,762 Shares for the purposes and

on the terms and conditions set out in the Explanatory Statement accompanying this Notice of Meeting."

5. RESOLUTION 5 – RATIFICATION OF PRIOR ISSUE OF 5,888,000 SECURITIES

To consider and, if thought fit, to pass, with or without amendment, the following resolution as an **Ordinary Resolution**:

"That for the purposes of ASX Listing Rule 7.4 and for all other purposes, the Shareholders ratify and approve the issue of 5,888,000 Shares for the purposes and on the terms and conditions set out in the Explanatory Statement accompanying this Notice of Meeting."

6. RESOLUTION 6 – RATIFICATION OF PRIOR ISSUE OF 20,000,000 SECURITIES

To consider and, if thought fit, to pass, with or without amendment, the following resolution as an **Ordinary Resolution**:

"That for the purposes of ASX Listing Rule 7.4 and for all other purposes, the Shareholders ratify and approve the issue of 20,000,000 Shares for the purposes and on the terms and conditions set out in the Explanatory Statement accompanying this Notice of Meeting."

7. RESOLUTION 7 – RATIFICATION OF PRIOR ISSUE OF 16,840,400 SECURITIES

To consider and, if thought fit, to pass, with or without amendment, the following resolution as an **Ordinary Resolution**:

"That for the purposes of ASX Listing Rule 7.4 and for all other purposes, the Shareholders ratify and approve the issue of 16,840,400 Shares for the purposes and on the terms and conditions set out in the Explanatory Statement accompanying this Notice of Meeting."

8. RESOLUTION 8 – APPOINTMENT OF BDO EAST COAST PARTNERSHIP AS AUDITOR OF THE COMPANY

To consider and, if thought fit, to pass, with or without amendment, the following resolution as an **Ordinary Resolution**:

"That, subject to the Australian Securities and Investments Commission having given their consent to the resignation of the current auditor of the Company Grant Thornton, for the purposes of Section 327B of the Corporations Act and for all other purposes, BDO East Coast Partnership having been nominated to act as the Company's Auditor and having consented in writing to act as auditor of the Company, be appointed auditor of the Company with immediate effect and that the Directors be authorised to agree their remuneration."

9. RESOLUTION 9 – GIVING OF FINANCIAL ASSISTANCE BY CONSOLIDATED FINANCE GROUP PTY LTD AND ITS SUBSIDIARIES

To consider and, if thought fit, to pass, with or without amendment, the following resolution as a **Special Resolution**:

"That, for the purposes of section 260B(2) of the Corporations Act and for all other purposes, the Company in general meeting approves the giving of financial assistance by:

- 1. Consolidated Finance Group Pty Ltd (ACN 124 319 857) (CFG); and*
- 2. QPFCFG Pty Ltd (ACN 138 672 527) and CFG (Qld) Pty Ltd (ACN 164 233 747) (being wholly owned subsidiaries of CFG),*

*(together, the **CFG Group**)*

*to the Company, to assist with the acquisition by the Company of 80% of the issued shares in the capital of CFG (**Acquisition**), and all elements of that transaction and any other transactions which may constitute financial assistance by the CFG Group for the purposes of section 260A of the Corporations Act in connection with the Acquisition, in the manner and on the terms set out in the Explanatory Statement accompanying the Notice."*

10. OTHER BUSINESS

To consider any other business that may be lawfully brought forward.

DATED: 6 October 2016

BY ORDER OF THE BOARD



**ARMIDALE INVESTMENT CORPORATION LIMITED
DAVID FRANKS
COMPANY SECRETARY**

Voting Exclusion Statement

For the definitions of Key Management Personnel (**KMP**) and Closely Related Parties, please refer to the Glossary on page 24.

The Corporations Act restricts members of the KMP of the Company and their Closely Related Parties from voting in relation to remuneration related Resolutions (such as Resolution 3).

In addition, separate voting restrictions apply in respect of Resolutions 4 – 7 (inclusive) under the ASX Listing Rules.

What this means for Shareholders: If you intend to appoint a member of the KMP (other than the Chairman of the Meeting) as your proxy, please ensure that you direct them how to vote on Resolution 3. If you do not do so, your proxy will not be able to vote on your behalf on Resolution 3.

If you intend to appoint the Chairman of the Meeting as your proxy, you are encouraged to direct him how to vote by marking the boxes for Resolution 3 (for example if you wish to vote for, or against, or to abstain from voting). If you appoint the Chairman as your proxy without directing him how to vote, the proxy form authorises him to vote as he decides on Resolution 3 (even though that Resolution is connected with the remuneration of KMP). The Chairman of the Meeting intends to vote in favour of Resolution 3 (where permissible).

The Company will disregard votes cast on Resolutions 3 – 7 (inclusive) by the persons detailed in the table below.

Resolution	Voting exclusions
Resolution 3 – Adoption of Remuneration Report	<p>A vote must not be cast in any capacity by:</p> <ul style="list-style-type: none">- a current or former member of the KMP whose remuneration details are included in the remuneration report for the year ended 30 June 2016, and- any Closely Related Parties of such member of the KMP. <p>In addition, no votes may be cast as a proxy by any other person who has become a member of the KMP by the time of the AGM, or their Closely Related Parties.</p> <p>However, the Company need not disregard a vote cast as proxy for a person who is entitled to vote on Resolution 3 if:</p> <ul style="list-style-type: none">- the vote is cast in accordance with the directions on the proxy form, specifying how the proxy is to vote on the Resolution; or- the vote is cast by the Chairman of the Meeting and the proxy form authorises him to vote as he decides on the Resolution (even though it is connected with the remuneration of members of the KMP, including the Chairman).

<p>Resolution 4 – Ratification of Prior Issue of 47,694,762 Securities</p>	<p>The Company will disregard any votes cast by:</p> <ul style="list-style-type: none"> - Vendors of Platform Finance and Leasing Group Pty Ltd (PFLG), being the persons that participated in the issue of the securities that are the subject of the Resolution; and - any Associates of those persons. <p>However, the Company need not disregard a vote on Resolution 4 if:</p> <ul style="list-style-type: none"> - 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 - it is cast by the Chairman of the Meeting as proxy for a person who is entitled to vote, in accordance with a direction on the proxy form authorising him to vote as he decides on the Resolution.
<p>Resolution 5 – Ratification of Prior Issue of 5,888,000 Securities</p>	<p>The Company will disregard any votes cast by:</p> <ul style="list-style-type: none"> - Solar Fund, being the persons that participated in the issue of the securities that are the subject of the Resolution; and - any Associates of those persons. <p>However, the Company need not disregard a vote on Resolution 5 if:</p> <ul style="list-style-type: none"> - 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 - it is cast by the Chairman of the Meeting as proxy for a person who is entitled to vote, in accordance with a direction on the proxy form authorising him to vote as he decides on the Resolution.
<p>Resolution 6 – Ratification of Prior Issue of 20,000,000 Securities</p>	<p>The Company will disregard any votes cast by:</p> <ul style="list-style-type: none"> - professional and sophisticated investor clients of Fielding Hill Capital, being the persons that participated in the issue of the securities that are the subject of the Resolution; and - any Associates of those persons. <p>However, the Company need not disregard a vote on Resolution 6 if:</p> <ul style="list-style-type: none"> - 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 - it is cast by the Chairman of the Meeting as proxy for a person who is entitled to vote, in accordance with a direction on the proxy form authorising him to vote as he decides on the Resolution.
<p>Resolution 7 – Ratification of Prior Issue of 16,840,400 Securities</p>	<p>The Company will disregard any votes cast by:</p> <ul style="list-style-type: none"> - professional and sophisticated investor clients of Blue Ocean Equities, being the persons that participated in the issue of the securities that are the subject of the Resolution; and - any Associates of those persons. <p>However, the Company need not disregard a vote on Resolution 7 if:</p> <ul style="list-style-type: none"> - 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 - it is cast by the Chairman of the Meeting as proxy for a person who is entitled to vote, in accordance with a direction on the proxy form authorising him to vote as he decides on the Resolution.

EXPLANATORY STATEMENT

This Explanatory Statement has been prepared for the information of the Shareholders of the Company in connection with the business to be conducted at the Annual General Meeting to be held on Monday, 21 November 2016 at 10.00am (AEDT).

This purpose of this Explanatory Statement is to provide information which the Directors believe to be material to Shareholders in deciding whether or not to pass the Resolutions in the Notice of Meeting.

1. ANNUAL REPORT

The business of the Meeting will include receipt and consideration of the Company's Annual Financial Report, the Directors' Report and the Auditor's Report for the year ended 30 June 2016, which are included in Armidale's Annual Report.

In accordance with the Corporations Act 2001, Shareholders will be given a reasonable opportunity at the Annual General Meeting to ask questions and make comments on the Annual Report, and on the management of Armidale.

The Company's auditor will be present at the Meeting. During the discussion of this item, the auditor will be available to answer questions on:

- the conduct of the audit;
- the preparation and content of the Auditor's Report;
- the accounting policies adopted by the Company in relation to the preparation of the Financial Statements; and
- the independence of the auditor in relation to the conduct of the audit.

Written questions for the auditor

If you would like to submit a written question about the content of the Auditor's Report or the conduct of the audit of the Annual Financial Report to the Company's auditor, please send your question to the Company Secretary. A list of qualifying questions will be made available at the Annual General Meeting.

Please note that all written questions must be received at least five business days before the Annual General Meeting, that is, by 14 November 2016.

2. RESOLUTION 1 – RE-ELECTION OF DIRECTOR – MR ANDREW GRANT

Rule 6.4(a) of the Constitution requires that one third of the Directors (or if their number is not a multiple of three, then the number nearest one third) must retire at each annual general meeting. It also provides that a Director who retires under rule 6.4(a) is eligible for re-election. A Managing Director (if any) is exempt from this requirement.

Mr Grant and Mr McCullagh are the Company's joint Managing Directors. However as only one Managing Director can be exempted, Mr McCullagh is exempt from Rule 6.4(a) having been resolved by the board as the exempt Managing Director.

Mr Grant will retire by rotation and seeks re-election in accordance with rule 6.4(b) of the Constitution.

Brief Curriculum Vitae of Mr Grant

Non-Independent Joint Managing Director

Experience and expertise

Mr Andrew Grant was appointed as a director of the Company on 24 July 2012.

Mr Grant is one of the founders of Hal Group Pty Limited (Hal). Mr Grant holds a Bachelor of Business and has been an Associate Member of the Chartered Institute of Management Accountants (UK) since 1986. He has financial management experience in excess of 30 years and extensive experience within the IT and finance industry. Mr Grant is also a Non – executive Director of Employers Mutual Ltd.

Mr Grant holds 11,630,000 shares in AIK.

Current directorships of other listed companies

Employers Mutual Limited (EML)

Hospitality Employers Mutual Limited

Former directorships of other listed companies in the last three years

None

Special responsibilities

None

Board recommendation: *The Directors (with Mr Grant abstaining) unanimously recommend the re-election of Mr Grant. The Chairman will vote undirected proxies in favour of this Resolution.*

3. RESOLUTION 2 – RE-ELECTION OF DIRECTOR – MR STEVE WHITE

Rule 6.4(a) of the Constitution requires that one third of the Directors (or if their number is not a multiple of three, then the number nearest one third) must retire at each annual general meeting. It also provides that a Director who retires under rule 6.4(a) is eligible for re-election. A Managing Director (if any) is exempt from this requirement.

Although the Company has joint Managing Directors, only one Managing Director can be exempted, Mr McCullagh is exempt from Rule 6.4(a) having been resolved by the board as the exempt Managing Director.

Mr White will retire by rotation and seeks re-election in accordance with rule 6.4(b) of the Constitution.

Brief Curriculum Vitae of Mr White

Independent Non-Executive Director

Experience and expertise

Mr Steve White was appointed as a director of the Company on 21 September 2010.

Mr White is a Principal and Director of Noah's Rule, a specialist risk advisory firm providing independent input and advice on strategy and execution to companies managing significant financial markets exposures. Mr White has had over 30 years of experience in banking including roles with Barclays Capital Singapore, Rothschild and HSBC Japan in their treasury divisions. Mr White is actively involved working with Managing Directors and Chief Financial Officers in developing the strategies and solutions to their company's financial markets risks, ensuring the management of these risks are within corporate strategy while enhancing any potential upside. Mr

White is a Graduate Member of the Australian Institute of Company Directors and has a Masters of Management from MGSM.

Mr White holds 2,875,000 shares in AIK.

Current directorships of other listed companies

None

Former directorships of other listed companies in the last three years

None

Special responsibilities

Chair of the Audit and Risk Committee

Member of the Remuneration Committee

Board recommendation: *The Directors (with Mr White abstaining) unanimously recommend the re-election of Mr White. The Chairman will vote undirected proxies in favour of this Resolution.*

4. RESOLUTION 3 – ADOPTION OF REMUNERATION REPORT

The Remuneration Report is set out in the Annual Report. The Remuneration Report details the Company's remuneration arrangements for the Directors and senior management of the Company.

Section 250R(2) of the Corporations Act requires that a resolution to adopt the Remuneration Report be put to the vote of the Company. Shareholders should note that the vote on Resolution 3 is advisory only and not binding on the Company or its Directors.

However, under the Corporations Act, if at least 25% of the votes cast on Resolution 3 are against the adoption of the Remuneration Report then:

- if comments are made on the Remuneration Report at the Meeting, Armidale's 2017 Remuneration Report will be required to include an explanation of the Board's proposed action in response or, if no action is proposed, the Board's reasons for this; and
- if, at next year's AGM, at least 25% of the votes cast on the resolution for adoption of the 2017 Remuneration Report are against it, Armidale will be required to put to Shareholders a resolution proposing that an Extraordinary General Meeting (**EGM**) be called to consider the election of Directors (**Spill Resolution**). If the Spill Resolution is passed (i.e. more than 50% of the votes cast are in favour of it), all of the Directors (other than the exempt Managing Director) will cease to hold office at the subsequent EGM, unless re-elected at that Meeting.

Last year, a resolution was passed to adopt the 2015 Remuneration Report, with in excess of 75% of votes in favour of that Remuneration Report on a show of hands (and proxies lodged).

In accordance with the Corporations Act, Shareholders will be given a reasonable opportunity at the Annual General Meeting to ask questions and make comments on the Remuneration Report.

The Chairman will vote undirected proxies in favour of this Resolution.

5. RESOLUTION 4 – RATIFICATION OF PRIOR ISSUE OF 47,694,762 SECURITIES

Background

On 21 December 2015 the Company announced that it had allotted 47,694,762 Ordinary Shares as part consideration for the partial acquisition (60%) of Platform Finance and Leasing Group Pty Ltd (PFLG).

ASX Listing Rule 7.1

ASX Listing Rule 7.1 restricts listed companies in relation to the number of equity securities that they can issue or agree to issue without shareholder approval. Generally, a listed company cannot, in any 12 month period, issue a number of equity securities which is more than 15% of their fully paid ordinary shares on issue without shareholder approval (**15% limit**), unless an exception applies. The Company has not exceeded this 15% limit.

ASX Listing Rule 7.4

ASX Listing Rule 7.4 provides that where holders of ordinary securities approve a previous issue of securities made without approval under ASX Listing Rule 7.1, and provided that the previous issue of securities did not breach ASX Listing Rule 7.1 as applicable, those securities shall be deemed to have been issued with Shareholder approval for the purpose of ASX Listing Rule 7.1.

Shareholder approval is now sought for the issues of securities set out below, pursuant to ASX Listing Rule 7.4, to reinstate the Company's capacity to issue up to 15% of its ordinary issued capital under ASX Listing Rule 7.1, if required, over a 12 month period without seeking further Shareholder approval.

ASX Listing Rule 7.5 requires the following information to be provided to Shareholders:

- (a) the number of securities issued was 47,694,762 Shares.
- (b) the Shares were issued at an issue price of \$0.1258 per Share.
- (c) the Shares issued rank equally with, and are on the same terms as, the existing Ordinary Shares on issue.
- (d) the Shares issued under Listing Rule 7.1 capacity were allotted to the vendors of PFLG.
- (e) no funds were raised but were issued as part of the consideration for the partial acquisition (60%) of PFLG.
- (f) a voting exclusion statement is shown on page 9 of the Notice.

Board recommendation: The Directors unanimously recommend that Shareholders vote in favour of ratifying the above issue of equity securities. This will enable the Company to retain the flexibility to issue further equity securities representing up to 15% of the Company's share capital under ASX Listing Rule 7.1 during a 12 month period without seeking further Shareholder approval. The Chairman will vote undirected proxies in favour of this Resolution.

6. RESOLUTION 5 – RATIFICATION OF PRIOR ISSUE OF 5,888,000 SECURITIES

Background

On 31 March 2016, the Company announced that it had issued 5,888,000 Ordinary Shares to Solar Fund, a sophisticated investor. The funds raised were for general working capital and continued funding to hold new lease business until it is parcelled and funded externally, or ongoing lease funding.

ASX Listing Rule 7.1

ASX Listing Rule 7.1 restricts listed companies in relation to the number of equity securities that they can issue or agree to issue without shareholder approval. Generally, a listed company cannot, in any 12 month period, issue a number of equity securities which is more than 15% of their fully paid ordinary shares on issue without shareholder approval (**15% limit**), unless an exception applies. The Company has not exceeded this 15% limit.

ASX Listing Rule 7.4

ASX Listing Rule 7.4 provides that where holders of ordinary securities approve a previous issue of securities made without approval under ASX Listing Rule 7.1, and provided that the previous issue of securities did not breach ASX Listing Rule 7.1 as applicable, those securities shall be deemed to have been issued with Shareholder approval for the purpose of ASX Listing Rule 7.1.

Shareholder approval is now sought for the issues of securities set out below, pursuant to ASX Listing Rule 7.4, to reinstate the Company's capacity to issue up to 15% of its ordinary issued capital under ASX Listing Rule 7.1, if required, over a 12 month period without seeking further Shareholder approval.

ASX Listing Rule 7.5 requires the following information to be provided to Shareholders:

- (a) the number of securities issued was 5,888,000 Ordinary Shares.
- (b) the Shares were issued at an issue price of \$0.125 per Share.
- (c) the Shares issued rank equally with, and are on the same terms as, the existing Ordinary Shares on issue.
- (d) the Shares issued under Listing Rule 7.1 capacity were allotted to Solar Fund.
- (g) the funds raised were for general working capital and continued funding to hold new lease business until it is parcelled and funded externally, or ongoing lease funding.
- (e) a voting exclusion statement is shown on page 9 of the Notice.

Board recommendation: The Directors unanimously recommend that Shareholders vote in favour of ratifying the above issue of equity securities. This will enable the Company to retain the flexibility to issue further equity securities representing up to 15% of the Company's share capital under ASX Listing Rule 7.1 during a 12 month period without seeking further Shareholder approval. The Chairman will vote undirected proxies in favour of this Resolution.

7. RESOLUTION 6 – RATIFICATION OF PRIOR ISSUE OF 20,000,000 SECURITIES

Background

On 26 May 2016, the Company announced that it had issued 20,000,000 Ordinary Shares to professional and sophisticated investor clients of Fielding Hill Capital. The funds raised were for general working capital and ongoing lease funding.

ASX Listing Rule 7.1

ASX Listing Rule 7.1 restricts listed companies in relation to the number of equity securities that they can issue or agree to issue without shareholder approval. Generally, a listed company cannot, in any 12 month period, issue a number of equity securities which is more than 15% of their fully paid ordinary shares on issue without shareholder approval (**15% limit**), unless an exception applies. The Company has not exceeded this 15% limit.

ASX Listing Rule 7.4

ASX Listing Rule 7.4 provides that where holders of ordinary securities approve a previous issue of securities made without approval under ASX Listing Rule 7.1, and provided that the previous issue of securities did not breach ASX Listing Rule 7.1 as applicable, those securities shall be deemed to have been issued with Shareholder approval for the purpose of ASX Listing Rule 7.1.

Shareholder approval is now sought for the issues of securities set out below, pursuant to ASX Listing Rule 7.4, to reinstate the Company's capacity to issue up to 15% of its ordinary issued capital under ASX Listing Rule 7.1, if required, over a 12 month period without seeking further Shareholder approval.

ASX Listing Rule 7.5 requires the following information to be provided to Shareholders:

- (a) the number of securities issued was 20,000,000 Shares.
- (b) the Shares were issued at an issue price of \$0.10 per Share.
- (c) the Shares issued rank equally with, and are on the same terms as, the existing Ordinary Shares on issue.
- (d) the Shares issued under Listing Rule 7.1 capacity were allotted to professional and sophisticated investor clients of Fielding Hill Capital.
- (e) the funds raised will be used for general working capital and ongoing lease funding.
- (f) a voting exclusion statement is shown on page 9 of the Notice.

Board recommendation: The Directors unanimously recommend that Shareholders vote in favour of ratifying the above issue of equity securities. This will enable the Company to retain the flexibility to issue further equity securities representing up to 15% of the Company's share capital under ASX Listing Rule 7.1 during a 12 month period without seeking further Shareholder approval. The Chairman will vote undirected proxies in favour of this Resolution.

8. RESOLUTION 7 – RATIFICATION OF PRIOR ISSUE OF 16,840,400 SECURITIES

Background

On 22 September 2016, the Company announced that it had issued 16,840,400 Ordinary Shares to professional and sophisticated investor clients of Blue Ocean Equities. The funds raised were used to partially fund the cash component of proposed acquisition of 80% of the issued capital of Consolidated Finance Group Pty Ltd (ACN 124 319 857) (CFG), 50% of the issued capital of Qld Pacific Finance Pty Ltd (ACN 083 028 684) (QPF) and 50% of the issued capital of Linx Finance Australia Pty Ltd (ACN 086 431 629) (Linx) as announced by the Company on 19 August 2016 (together, the Acquisitions). However, in the event that circumstances change or other better opportunities arise the Directors reserved the right to vary the proposed uses to maximise the benefit to Shareholders.

ASX Listing Rule 7.1

ASX Listing Rule 7.1 restricts listed companies in relation to the number of equity securities that they can issue or agree to issue without shareholder approval. Generally, a listed company cannot, in any 12 month period, issue a number of equity securities which is more than 15% of their fully paid ordinary shares on issue without shareholder approval (**15% limit**), unless an exception applies. The Company has not exceeded this 15% limit.

ASX Listing Rule 7.4

ASX Listing Rule 7.4 provides that where holders of ordinary securities approve a previous issue of securities made without approval under ASX Listing Rule 7.1, and provided that the previous issue of securities did not breach ASX Listing Rule 7.1 as applicable, those securities shall be deemed to have been issued with Shareholder approval for the purpose of ASX Listing Rule 7.1.

Shareholder approval is now sought for the issues of securities set out below, pursuant to ASX Listing Rule 7.4, to reinstate the Company's capacity to issue up to 15% of its ordinary issued capital under ASX Listing Rule 7.1, if required, over a 12 month period without seeking further Shareholder approval.

ASX Listing Rule 7.5 requires the following information to be provided to Shareholders:

- (a) the number of securities issued was 16,840,400 Ordinary Shares.
- (b) the Shares were issued at an issue price of \$0.11 per Share.
- (c) the Shares issued rank equally with, and are on the same terms as, the existing Ordinary Shares on issue.
- (d) the Shares issued under Listing Rule 7.1 capacity were allotted to professional and sophisticated investor clients of Blue Ocean Equities.
- (e) The funds raised were used to partially fund the cash component of proposed acquisition of 80% of the issued capital of Consolidated Finance Group Pty Ltd (ACN 124 319 857) (CFG), 50% of the issued capital of Qld Pacific Finance Pty Ltd (ACN 083 028 684) (QPF) and 50% of the issued capital of Linx Finance Australia Pty Ltd (ACN 086 431 629) (Linx) as announced by the Company on 19 August 2016 (together, the Acquisitions). However, in the event that

circumstances change or other better opportunities arise the Directors reserved the right to vary the proposed uses to maximise the benefit to Shareholders.

(f) a voting exclusion statement is shown on page 9 of the Notice.

Board recommendation: The Directors unanimously recommend that Shareholders vote in favour of ratifying the above issue of equity securities. This will enable the Company to retain the flexibility to issue further equity securities representing up to 15% of the Company's share capital under ASX Listing Rule 7.1 during a 12 month period without seeking further Shareholder approval. The Chairman will vote undirected proxies in favour of this Resolution.

9. RESOLUTION 8 – APPOINTMENT OF BDO EAST COAST PARTNERSHIP AS AUDITOR OF THE COMPANY

General

Resolution 8 seeks the appointment of BDO East Coast Partnership as the new auditor of the Company.

The current audit partner of Grant Thornton was scheduled for mandatory audit partner rotation as required under the Corporations Act. With this event to occur, The Company undertook a competitive tender process under its Corporate Governance Processes.

The result of the competitive tender between the current auditor, Grant Thornton and the alternate auditor, BDO East Coast Partnership was assessed by management and the board. BDO East Coast Partnership are also the incumbent auditor for AIK's major investment in Platform Finance & Leasing Group Pty Ltd. A major consideration for the change was to have a single auditor across AIK and its investments, with it being agreed by the board that, amongst other matters, it was appropriate for BDO East Coast Partnership to be appointed across the Group already being the incumbent auditor for AIK's major investment.

Grant Thornton, the current auditor, has resigned as auditor, subject to the consent of the Australian Securities & Investment Commission.

BDO East Coast Partnership have been duly nominated as auditor in accordance with Section 328B(1) of the Corporations Act. A copy of the notice of nomination of auditor referred to above is set out in Schedule 1 to this Notice.

BDO East Coast Partnership have provided their consent to be appointed as auditor.

Board recommendation: The Directors unanimously recommend that Shareholders vote in favour of approving the appointment of BDO East Coast Partnership as auditor of the Company. The Chairman will vote undirected proxies in favour of this Resolution.

10. **RESOLUTION 9 - GIVING OF FINANCIAL ASSISTANCE BY CONSOLIDATED FINANCE GROUP PTY LTD AND ITS SUBSIDIARIES**

Background and details of Proposed Financial Assistance

As previously announced by the Company on 23 May 2016 and subsequently through Business Update announcements, the Company is seeking to acquire 80% of the shares in Consolidated Finance Group Pty Ltd (ACN 124 319 857) (**CFG**) and therefore indirectly in each of its wholly owned subsidiaries. These subsidiaries are *QPF CFG Pty Ltd* (ACN 138 672 527) and *CFG (Qld) Pty Ltd* (ACN 164 233 747) (these companies together, the **CFG Subsidiaries**) (**Acquisition**).

The Acquisition is being financed through a Rights Issue (dated 2 September 2016), placements, and incremental debt facilities of the Company (refer to the Company's announcement lodged on the ASX Market Announcements Platform on 23 May 2016).

The Company is or will be party to bank facility documentation (**Facility Documentation**) between:

- (i) the Company, as borrower;
- (ii) the following entities as guarantors of the Company's and each other's liabilities and obligations under the Facility Documentation:
 - (A) Platform Finance and Leasing Group Pty Limited
 - (B) Hal Group Pty Limited;
 - (C) TL Rentals Pty Limited
 - (D) Ben Leasing Portfolio Pty Limited(together, **Other Guarantors**); and
- (iii) Bendigo and Adelaide Bank Limited, as lender (**Lender**).

This Facility Documentation is presently being negotiated and finalised. The indicative terms to this Facility Documentation relates to a secured loan facility of up to \$15,000,000 ("The Principal Amount"), with up to 100% of the Principal Amount repayable over a period of up to 5 years ("Loan Period"). The form of the Principal Amount repayment could be:

- Principal amortisation of 100% of the Principal Amount over the Loan Period; or
- Principal amortisation of less than 100% of the Principal Amount over the Loan Period, with the balance of the outstanding Principal Amount payable as a balloon payment at the end of the Loan Period.

The Directors consider that the terms of the Facility Documentation, including in relation to interest charges, events of default, undertakings, representations and warranties (from the Company and its subsidiaries), are customary for a facility of this nature.

As is customary for a facility of the type provided, the Facility Documentation includes a condition that:

- (a) each of CFG and the CFG Subsidiaries (which will each become majority owned subsidiaries of the Company after the Acquisition) grant an interlocking guarantee and indemnity to the Lender in relation to the indebtedness of the Company and the Other Guarantors to the Lender by becoming a 'guarantor' under the Facility Documentation by signing a document of accession (**Accession Document**); and
- (b) that this guarantee and indemnity is supported by a registered general security deed (**GSD**) and potentially also a registered Mortgage of Lease (**Mortgage of Lease**),

all so as to further secure the obligations of the Company and the Other Guarantors to the Lender under the Facility Documentation.

The terms of the interlocking guarantee and indemnity, the Accession Document, the GSD and any Mortgage of Lease (if required) granted by each of CFG and the CFG Subsidiaries (together, **Securities**) are customary for a facility of the nature provided by the Lender and the associated security package. The Securities will be first ranking in respect of the current and/or future property to which they relate.

It is necessary for Resolution 9 to be passed in order for CFG and the CFG Subsidiaries to give the Securities to the Lender. If Resolution 9 is not passed and CFG and the CFG Subsidiaries are unable to give the Securities to the Lender, the condition in the Facility Documentation will not be satisfied and the Lender could withdraw or not offer the facility.

Pursuant to the Facility Documentation, CFG and the CFG Subsidiaries will (with the Other Guarantors):

- (a) guarantee payment to the Lender on demand of all present and future, actual and/or contingent liabilities and obligations of the Company and the Other Guarantors to the Lender; and
- (b) indemnify the Lender against all or any loss or damage suffered or incurred by the Lender by reason or in consequence of any of the matters referred to in the Facility Documentation.

The granting of the Securities by CFG and the CFG Subsidiaries may constitute CFG and the CFG Subsidiaries giving "financial assistance" in connection with the Acquisition within the meaning of section 260A of the Corporations Act insofar as doing so assists the Company to purchase shares in CFG.

Accordingly, Shareholders are being asked under Resolution 9 to approve the giving of the financial assistance by CFG and the CFG Subsidiaries for the purposes of section 260B(2) of the Corporations Act in order for CFG and the CFG Subsidiaries to give the Securities to the Lender.

The requirements for obtaining member approval under section 260B of the Corporations Act

Under section 260A of the Corporations Act, a company may financially assist a person to acquire shares in the company or its holding company only in certain circumstances, one of which is if the assistance is approved by shareholder(s) under section 260B of the Corporations Act at a general meeting of the company.

While the Corporations Act does not define what is meant by "financially assist", it is generally accepted that the guaranteeing by CFG and the CFG Subsidiaries of the

obligations of the Company and the Other Guarantors may fall within the broad scope of that term insofar as it assists the Company to purchase shares in CFG.

The requirements for shareholder approval under section 260B of the Corporations Act are:

- (a) The assistance must be approved by shareholders of each of CFG and the CFG Subsidiaries by:
 - (i) a Special Resolution passed at a general meeting of each of CFG and the CFG Subsidiaries with no votes being cast in favour of the resolution by the person acquiring the shares or by their associates; or
 - (ii) a resolution agreed to, at a general meeting of each of CFG and the CFG Subsidiaries, by all ordinary shareholders.

Under section 249A of the Corporations Act, a company that has more than one member may pass a resolution without a general meeting being held if all member signs a document containing a statement that they are in favour of the resolution set out in the document. Under section 249B of the Corporations Act, a company that has only one member may pass a resolution without a general meeting being held if the sole member signs a document containing a statement that they are in favour of the resolution set out in the document.

The Company proposes to sign such a document with the other CFG shareholders (representing 100% of shareholders of CFG) to approve the giving of financial assistance by CFG in relation to the Acquisition. CFG proposes to sign such a document in its capacity as sole shareholder of CFG Subsidiaries to approve the giving of financial assistance by CFG Subsidiaries in relation to the Acquisition.

- (b) In addition, section 260B(2) of the Corporations Act provides that if, immediately after the Acquisition, CFG and the CFG Subsidiaries will have an ultimate Australian holding company that is a listed domestic corporation, the financial assistance must also be approved by a Special Resolution passed at a general meeting of the body corporate that will be the ultimate Australian holding company.

Immediately after the Acquisition, the Company will become the ultimate Australian holding company of CFG and CFG Subsidiaries and, accordingly, Shareholder approval is required for the giving of financial assistance by CFG and CFG Subsidiaries in relation to the Acquisition in order for CFG and CFG Subsidiaries to provide the Security to the Lender.

- (c) The Corporations Act requires that the Company must include with the notice of meeting a statement setting out all the information known to the Company that is material to the decision on how to vote on the resolution, unless it would be unreasonable to require the Company to do so because the Company has previously disclosed the information to its shareholders. The information has been included in section 10 of this Explanatory Statement by the Company to satisfy this requirement.

Reasons for Proposed Financial Assistance

The strategic rationale and reasons why the Company has made the investment in CFG and the CFG Subsidiaries have been fully explained in the Company's

announcements lodged on the ASX Market Announcements Platform on 23 May 2016 and subsequently through Business Update announcements.

The reasons for the giving of the financial assistance are to enable the Company to comply with its obligations under the Facility Documentation.

Effects of the financial assistance

The Directors believe that the giving of the financial assistance described in this Explanatory Statement by CFG and the CFG Subsidiaries is unlikely to have any material adverse effect on CFG, CFG Subsidiaries or their creditors.

Advantages

- (a) The provision of the financial assistance by CFG and the CFG Subsidiaries as detailed above will enable the Company to comply with its obligations under the Facility Documentation, thereby preserving the benefit of all of the facilities from the Lender available to the Company and its subsidiaries under the Facility Documentation. In this regard, if Resolution 9 is not passed, CFG and the CFG Subsidiaries are not able to provide the Security to the Lender and the Lender could withdraw or not offer the facility due under the Facility Documentation which would have a material adverse impact on the operations of the Company, CFG, the CFG Subsidiaries and the Acquisition.
- (b) As a member of the group of companies of which the Company is the ultimate holding company, CFG and the CFG Subsidiaries will have the benefit of access to the resources, skills and financial expertise the Company provides its various subsidiaries and the opportunity to take advantage of those which it would not otherwise have had.
- (c) The Directors accordingly believe, after careful consideration of all relevant factors and in the context of the positive benefits of the acquisition by the Purchaser of CFG and the CFG Subsidiaries for the Company, that the provision of financial assistance as referred to in this Explanatory Statement is in the best interests of and of commercial benefit to the Company, CFG and the CFG Subsidiaries.

Disadvantages

- (a) As the Company will ultimately become liable for the amounts due under the Facility Documentation, the Directors of the Company do not believe there are any disadvantages to the Company approving the giving of financial assistance by CFG and the CFG Subsidiaries.
- (b) For CFG and the CFG Subsidiaries, the disadvantages of granting the Securities include:
 - (i) CFG and the CFG Subsidiaries will become liable for the amounts due under the Facility Documentation and the Securities;
 - (ii) the assets of each of CFG and the CFG Subsidiaries will be subject to the Securities and their operations will be restricted by the representations and undertakings given by each of them under the Facility Documentation and the Securities; and
 - (iii) although the Directors consider this unlikely, the Company may default under the Facility Documentation, and the Lender may then

make a demand under the guarantees provided by CFG and the CFG Subsidiaries requiring immediate repayment of the amounts due under the Facility Documentation and seek to enforce the Securities, which may result in the appointment of a controller over the assets of, or the winding up of, CFG and the CFG Subsidiaries.

Special Resolution

Under the provisions of section 260B(2) of the Corporations Act, the proposed financial assistance requires shareholder approval by way of Special Resolution. That is, at least 75% of the votes cast by Shareholders entitled to vote on the Resolution must be in favour of the Resolution for it to be passed.

Notice to ASIC

Copies of the Notice and this Explanatory Statement were lodged with ASIC before being sent to Shareholders in accordance with section 260B(5) of the Corporations Act.

Disclosure of information

The Directors consider that this Explanatory Statement contains all material information known to the Company that could reasonably be required by Shareholders in deciding whether to approve Resolution 9, other than information that it would be unreasonable to require the Company to disclose because the Company has previously disclosed the information to Shareholders.

Directors' Recommendation

The Directors recommend that Shareholders vote in favour of Resolution 9. The reason the Board makes this recommendation is that it considers that the giving of financial assistance described above is appropriate in connection with the Company's acquisition of CFG and the CFG Subsidiaries.

ENQUIRIES

Shareholders may contact the Company Secretary if they have any queries in respect of the matters set out in these documents.

David Franks
Company Secretary
Armidale Investment Corporation Limited
c/- Franks & Associates Pty Limited
GPO Box 4325
Sydney, NSW 2001

Tel: (+61 2) 9299 9690
Fax: (+61 2) 9299 9629
Email: dfranks@fa.com.au

SCHEDULE 1 – NOTICE OF NOMINATION OF AUDITOR

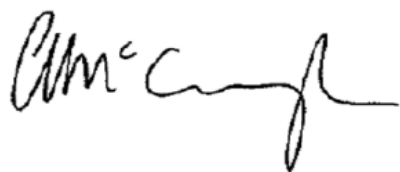
NOTICE OF NOMINATION OF AUDITOR

6 October 2016

Mr David Franks
Company Secretary
Armidale Investment Corporation Limited
GPO Box 4325
Sydney, NSW 2001

For the purposes of Section 328B(1) of the Corporations Act 2001 and for all other purposes, GEGM Investments Pty Ltd (ACN. 074 482 581) being a Member and Substantial Shareholder of Armidale Investment Corporation Limited, hereby nominates BDO East Coast Partnership of Level 11, 1 Margaret Street, Sydney NSW 2000 for appointment as auditor of Armidale Investment Corporation Limited at the 2016 Annual General Meeting for the Company.

Yours sincerely

A handwritten signature in black ink, appearing to read 'Cameron McCullagh', with a stylized flourish at the end.

Cameron McCullagh
Secretary
GEGM Investments Pty Ltd

GLOSSARY

AEDT means Australian Eastern Daylight Time, Sydney, New South Wales.

Annual General Meeting, AGM or Meeting means the meeting convened by the Notice.

Armidale Group means Armidale and its controlled entities.

ASIC means the Australian Securities & Investments Commission.

Associate has the meaning given to that term by section 12 of the Corporations Act.

ASX means ASX Limited (ABN 98 008 624 691).

ASX Listing Rules means the Listing Rules of ASX.

Board means the board of Directors of the Company as constituted from time to time.

Chairman the chair of the Meeting.

Closely Related Parties, in relation to a member of KMP, means the member's spouse, child or dependant (or a child or dependant of the member's spouse), anyone else in the member's family who may be expected to influence or be influenced by the member in the member's dealings with Armidale and any company the member controls.

Company or Armidale or AIK means Armidale Investment Corporation Limited ABN 58 100 854 788.

Constitution means the Constitution of the Company.

Corporations Act means the Corporations Act 2001 (Cth).

Directors mean the directors of the Company.

Documents mean each of the Notice, Explanatory Statement and the Proxy Form and all other documents that accompany each other when sent to each Shareholder.

Explanatory Statement means the explanatory statement accompanying the Notice.

Grant Thornton means Grant Thornton Audit Pty Limited.

Key Management Personnel or KMP means those persons having authority and responsibility for planning, directing and controlling the activities of Armidale or the Armidale Group, whether directly or indirectly. Members of the KMP include Directors and certain senior executives.

Notice means the notice of meeting that accompanies and forms part of the Documents.

Ordinary Resolution means a resolution passed by more than 50 per cent of the votes at a general meeting of shareholders.

Resolutions means the resolutions set out in the Notice, or any one of them, as the context requires.

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

Shareholder means a holder of a Share.

Share Registry means Link Market Services.

Special Resolution means a resolution passed by more than 75 per cent of the votes at a general meeting of Shareholders.

CFG Subsidiaries means QPFCFG Pty Ltd (ACN 138 672 527) and CFG (Qld) Pty Ltd (ACN 164 233 747)

Interpretation

In these Documents, unless the context requires otherwise:

- (a) a reference to a word includes the singular and the plural of the word and vice versa;
- (b) a reference to a gender includes any gender;
- (c) if a word or phrase is defined, then other parts of speech and grammatical forms of that word or phrase have a corresponding meaning;
- (d) a term which refers to a natural person includes a company, a partnership, an association, a corporation, a body corporate, a joint venture or a governmental agency;
- (e) headings are included for convenience only and do not affect interpretation;
- (f) a reference to a document includes a reference to that document as amended, novated, supplemented, varied or replaced;
- (g) a reference to a thing includes a part of that thing and includes but is not limited to a right;
- (h) the terms “included”, “including” and similar expressions when introducing a list of items do not exclude a reference to other items of the same class or genus;
- (i) a reference to a statute or statutory provision includes but is not limited to:
 - (i) a statute or statutory provision which amends, extends, consolidates or replaces the statute or statutory provision;
 - (ii) a statute or statutory provision which has been amended, extended, consolidated or replaced by the statute or statutory provision; and
 - (iii) subordinate legislation made under the statute or statutory provision including but not limited to an order, regulation, or instrument;
- (j) reference to “\$”, “A\$”, “Australian Dollars” or “dollars” is a reference to the lawful tender for the time being and from time to time of the Commonwealth of Australia; and
- (k) a reference to an asset includes all property or title of any nature including but not limited to a business, a right, a revenue and a benefit, whether beneficial, legal or otherwise.



Armidale Investment

CORPORATION

ABN 58 100 854 788

LODGE YOUR VOTE



ONLINE

www.linkmarketservices.com.au



BY MAIL

Armidale Investment Corporation Limited
C/- Link Market Services Limited
Locked Bag A14
Sydney South NSW 1235 Australia



BY FAX

+61 2 9287 0309



BY HAND

Link Market Services Limited
1A Homebush Bay Drive, Rhodes NSW 2138; or
Level 12, 680 George Street, Sydney NSW 2000



ALL ENQUIRIES TO

Telephone: +61 1300 554 474

LODGE A PROXY FORM

This Proxy Form (and any Power of Attorney under which it is signed) must be received at an address given above by **10:00am on Saturday, 19 November 2016**, being not later than 48 hours before the commencement of the Meeting. Any Proxy Form received after that time will not be valid for the scheduled Meeting.

Proxy Forms may be lodged using the reply paid envelope or:



ONLINE

www.linkmarketservices.com.au

Login to the Link website using the holding details as shown on the Proxy Form. Select 'Voting' and follow the prompts to lodge your vote. To use the online lodgement facility, shareholders will need their "Holder Identifier" (Securityholder Reference Number (SRN) or Holder Identification Number (HIN) as shown on the reverse of this Proxy Form).



BY MOBILE DEVICE

Our voting website is designed specifically for voting online. You can now lodge your proxy by scanning the QR code adjacent or enter the voting link www.linkmarketservices.com.au into your mobile device. Log in using the Holder Identifier and postcode for your shareholding.

To scan the code you will need a QR code reader application which can be downloaded for free on your mobile device.

QR Code



HOW TO COMPLETE THIS SHAREHOLDER PROXY FORM

YOUR NAME AND ADDRESS

This is your name and address as it appears on the Company's share register. If this information is incorrect, please make the correction on the form. Shareholders sponsored by a broker should advise their broker of any changes. **Please note: you cannot change ownership of your shares using this form.**

APPOINTMENT OF PROXY

If you wish to appoint the Chairman of the Meeting as your proxy, mark the box in Step 1. If you wish to appoint someone other than the Chairman of the Meeting as your proxy, please write the name of that individual or body corporate in Step 1. A proxy need not be a shareholder of the Company.

DEFAULT TO CHAIRMAN OF THE MEETING

Any directed proxies that are not voted on a poll at the Meeting will default to the Chairman of the Meeting, who is required to vote those proxies as directed. Any undirected proxies that default to the Chairman of the Meeting will be voted according to the instructions set out in this Proxy Form, including where the Resolution is connected directly or indirectly with the remuneration of KMP.

VOTES ON ITEMS OF BUSINESS – PROXY APPOINTMENT

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

APPOINTMENT OF A SECOND PROXY

You are entitled to appoint up to two persons as proxies to attend the Meeting and vote on a poll. If you wish to appoint a second proxy, an additional Proxy Form may be obtained by telephoning the Company's share registry or you may copy this form and return them both together.

To appoint a second proxy you must:

- on each of the first Proxy Form and the second Proxy Form state the percentage of your voting rights or number of shares 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; and
- return both forms together.

SIGNING INSTRUCTIONS

You must sign this form as follows in the spaces provided:

Individual: where the holding is in one name, the holder must sign.

Joint Holding: where the holding is in more than one name, either shareholder may sign.

Power of Attorney: to sign under Power of Attorney, you must lodge the Power of Attorney with the registry. If you have not previously lodged this document for notation, 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 indicate the office held by signing in the appropriate place.

CORPORATE REPRESENTATIVES

If a representative of the corporation is to attend the Meeting the appropriate "Certificate of Appointment of Corporate Representative" should be produced prior to admission in accordance with the Notice of Meeting. A form of the certificate may be obtained from the Company's share registry or online at www.linkmarketservices.com.au.

**IF YOU WOULD LIKE TO ATTEND AND VOTE AT THE ANNUAL GENERAL MEETING, PLEASE BRING THIS FORM WITH YOU.
THIS WILL ASSIST IN REGISTERING YOUR ATTENDANCE.**

PROXY FORM

I/We being a member(s) of Armidale Investment Corporation Limited and entitled to attend and vote hereby appoint:

APPOINT A PROXY

☐ the Chairman of the Meeting (mark box)

OR if you are **NOT** appointing the Chairman of the Meeting as your proxy, please write the name of the person or body corporate you are appointing as your proxy

or failing the person or body corporate named, or if no person or body corporate is named, the Chairman of the Meeting, as my/our proxy to act on my/our behalf (including to vote in accordance with the following directions or, if no directions have been given and to the extent permitted by the law, as the proxy sees fit) at the Annual General Meeting of the Company to be held at **10:00am on Monday, 21 November 2016 at Intercontinental Hotel, Albert Room, 117 Macquarie Street, SYDNEY NSW 2000** (the Meeting) and at any postponement or adjournment of the Meeting.

Important for Resolution 3: If the Chairman of the Meeting is your proxy, either by appointment or by default, and you have not indicated your voting intention below, you expressly authorise the Chairman of the Meeting to exercise the proxy in respect of Resolution 3, even though the Resolution is connected directly or indirectly with the remuneration of a member of the Company's Key Management Personnel (KMP).

The Chairman of the Meeting intends to vote undirected proxies in favour of each item of business.

VOTING DIRECTIONS

Proxies will only be valid and accepted by the Company if they are signed and received no later than 48 hours before the Meeting. Please read the voting instructions overleaf before marking any boxes with an ☒.

Resolutions

	For	Against	Abstain*		For	Against	Abstain*
1 Re-Election of Director – Mr Andrew Grant	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	9 Giving of Financial Assistance by Consolidated Finance Group Pty Ltd and its Subsidiaries	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
2 Re-election of Director – Mr Steve White	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>				
3 Adoption of the Remuneration Report	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>				
4 Ratification of Prior Issue of 47,694,762 Securities	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>				
5 Ratification of Prior Issue of 5,888,000 Securities	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>				
6 Ratification of Prior Issue of 20,000,000 Securities	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>				
7 Ratification of Prior Issue of 16,840,400 Securities	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>				
8 Appointment of BDO East Coast Partnership as Auditor of the Company	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>				



* 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 votes will not be counted in computing the required majority on a poll.

SIGNATURE OF SHAREHOLDERS – THIS MUST BE COMPLETED

Shareholder 1 (Individual)

Sole Director and Sole Company Secretary

Joint Shareholder 2 (Individual)

Director/Company Secretary (Delete one)

Joint Shareholder 3 (Individual)

Director

This form should be signed by the shareholder. If a joint holding, either shareholder may sign. If signed by the shareholder's attorney, the power of attorney must have been previously noted by the registry or a certified copy attached to this form. If executed by a company, the form must be executed in accordance with the company's constitution and the *Corporations Act 2001* (Cth).