

Authorised Investment Fund Limited

ABN 51 068 793 322

Need assistance?



Phone:

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



Online:

www.investorcentre.com/contact

AIY

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



YOUR VOTE IS IMPORTANT

For your proxy appointment to be effective it must be received by **10:00 am (AEDT)** **Wednesday 27 November 2019**.

Proxy Form

How to Vote on Items of Business

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

APPOINTMENT OF PROXY

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

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

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

A proxy need not be a securityholder of the Company.

SIGNING INSTRUCTIONS FOR POSTAL FORMS

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

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

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

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

ATTENDING THE MEETING

If you are attending in person, please bring this form with you to assist registration.

Corporate Representative

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

Lodge your Proxy Form:

XX

By Mail:

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

By Fax:

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



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

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

☐

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



I 9999999999

I ND

Proxy Form

Please mark ☒ to indicate your directions

Step 1 Appoint a Proxy to Vote on Your Behalf

XX

I/We being a member/s of Authorised Investment Fund Limited hereby appoint

☐

the Chairman
of the Meeting

OR

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

or failing the individual or body corporate named, or if no individual or body corporate is named, the Chairman of the Meeting, as my/our proxy to act generally at the meeting on my/our behalf and to vote in accordance with the following directions (or if no directions have been given, and to the extent permitted by law, as the proxy sees fit) at the Annual General Meeting of Authorised Investment Fund Limited to be held at Level 40, 140 William Street, Melbourne, VIC 3000 on Friday, 29 November 2019 at 10:00 am (AEDT) and at any adjournment or postponement of that meeting.

Chairman authorised to exercise undirected proxies on remuneration related resolutions: Where I/we have appointed the Chairman of the Meeting as my/our proxy (or the Chairman becomes my/our proxy by default), I/we expressly authorise the Chairman to exercise my/our proxy on Items 2, 6, 7, 8 & 9 (except where I/we have indicated a different voting intention in step 2) even though Items 2, 6, 7, 8 & 9 are connected directly or indirectly with the remuneration of a member of key management personnel, which includes the Chairman.

Important Note: If the Chairman of the Meeting is (or becomes) your proxy you can direct the Chairman to vote for or against or abstain from voting on Items 2, 6, 7, 8 & 9 by marking the appropriate box in step 2.

Step 2 Items of Business

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

		For	Against	Abstain
Item 2	Adoption of the Remuneration Report for the year ended 30 June 2019	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Item 3	Re-election of Director - Mr B. Genser	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Item 4	Re-election of Director - Mr. D. H. A. Craig	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Item 5	Re-election of Director - Mr. C. Baring-Gould	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Item 6	Director and officer Remuneration for Financial Year 2019 - Mr Ben Genser Executive Chairman of AIY	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Item 7	Director and officer Remuneration for Financial Year 2019 - Mr David Craig Managing Director of AIY	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Item 8	Director and officer Remuneration for Financial Year 2019 - Mr Chris Baring-Gould Executive Director of AIY	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Item 9	Senior Executive Remuneration for Financial Year 2019 to Ms Cathy Lin & Consolidated Accounting & Taxation Services Pty Ltd (CATS)	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

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

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

Individual or Securityholder 1

Sole Director & Sole Company Secretary

Securityholder 2

Director

Securityholder 3

Director/Company Secretary

/ /

Date

Update your communication details (Optional)

Mobile Number

Email Address

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

A I Y

9 9 9 9 9 9 A



Computershare



AUTHORISED INVESTMENT FUND LIMITED

ABN 51 068 793 322

Registered Office: Level 9, 406 Collins Street, Melbourne 3000.

Phone: 61 3 9600 3242 Facsimile: 61 3 9600 3245

NOTICE OF ANNUAL GENERAL MEETING

Notice is hereby given that the Annual General Meeting of Authorised Investment Fund Limited ("Company or AIY") will be held at Level 9, 406 Collins Street, Melbourne 3000 on Friday 30th November 2018 at 10.00am (AEDT).

ORDINARY BUSINESS

Item 1. Accounts & Reports

To receive and consider the financial report of the Company and the report of the directors and auditor for the year ended 30 June 2018.

Item 2. Adoption of the Remuneration Report for the year ended 30 June 2018

To consider, and put to a non-binding vote, the following resolution as an ordinary resolution:

"That the Remuneration Report required by section 300A of the Corporations Act, as contained in the Directors Report of the Company for the year ended 30 June 2018 be adopted."

Item 3. Re-election of Director

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

"That Mr. B. Genser retires under the Company's Constitution, and being eligible, offers himself for re-election."

Item 4. Re-election of Director

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

"That Mr. D. H. A. Craig retires under the Company's Constitution, and being eligible, offers himself for re-election"

Item 5. Re-election of Director

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

"That Mr. C. Baring-Gould, retires under the Company's Constitution, and being eligible, offers himself for re-election"

Item 6. Confirmation of interest in Precious Minerals Pty Ltd

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

"That Authorised Investment Fund (AIY) placement of 2,730,000 shortfall rights issue shares on Thursday 1st of November 2018 is confirmed. The placement has been made to fund the allotment of new shares in Precious Minerals Pty Ltd. This provides AIY with a 30% equity interest in Precious Minerals Pty Ltd."

The Directors of Precious Minerals Pty Ltd are Messrs Genser & Craig who are Directors of AIY. Precious Minerals Pty Ltd holds a beneficial 12.36% interest in Encounter Minerals Pty Ltd. (See announcement)

Item 7. Notice of intention to remove auditor

A Notice of intention to remove has been received by the company prior to the notice of the AGM being provided and accordingly the resolution is as follows:

"That Shepard Webster & O'Neill Audit Pty Ltd (SWON) be removed as auditor of the company at completion of the AGM 30 November 2018."

Item 8. Appointment of replacement auditor

It is our intention to identify and announce a suitable replacement auditor no less than 7 days prior to the AGM.

"That the following entityis appointed auditor of AIY at the AGM on 30 November 2018."

The process of finding the replacement of auditor will be completed 7 days prior to AGM and the replacement of auditor will be confirmed in the AGM.

EXPLANATORY MEMORANDUM

The Explanatory Memorandum which should be read together with, and forms part of, this Notice of General Meeting.

SHAREHOLDERS WHO ARE ENTITLED TO VOTE

In accordance with Regulation 7.11.38 of the Corporations Regulations, the Board of AIY has determined that a person's entitlement to vote at the General Meeting will be the entitlement of that person set out in the Company's Share Register as at **7.00pm (AEDT) on Wednesday 28th November 2018.**

VOTING EXCLUSION STATEMENTS

1. The Company will disregard any votes cast on Item 2 by:
 - Key Management Personnel and their associates
2. The Company will disregard any votes cast on Item 3 by:
 - Mr B. Genser or his closely related party
3. The Company will disregard any votes cast on Item 4 by:
 - Mr D. Craig or his closely related party
4. The Company will disregard any votes cast on Item 5 by:
 - Mr C. Baring-Gould or his closely related party

However, the Company need not disregard a vote on any resolution 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
- it is cast by the person chairing the meeting as proxy for a person who is entitled to vote, in accordance with a direction on the proxy form to vote as the proxy decides.

VOTING

A member of AIY can vote in either of two ways:

- by attending the meeting and voting in person or by attorney; or
- by appointing a proxy to attend and vote on their behalf

VOTING BY PROXY

- A member entitled to attend and vote at the Annual General Meeting is entitled to appoint not more than two proxies.
- If you appoint a proxy, you may still attend the meeting. However, your proxy's rights to speak and vote are suspended while you are present.

- Proxy forms (and the power of attorney (if any) under which they are signed or proof thereof to the satisfaction of the directors) must be lodged with the Company's share registry Computershare Investor Services Pty Limited "Yarra Falls", 452 Johnston Street, Abbotsford Vic 3067 or by reply paid envelope to GPO Box 242 Melbourne Vic 3001 or at Level 9, 406 Collins Street, Melbourne not less than 48 hours before the time of the meeting. Alternatively, and if received or recorded by the same time, proxy forms (and the power of attorney (if any) under which they are signed or proof thereof to the satisfaction of the directors) may be lodged by facsimile on (within Australia) 1800 783 447 or (outside Australia) +61 3 9473 2555 or at + 61 3 9600 3245.
- Visiting www.intermediaryonline.com to submit your voting intentions (for Intermediary Online subscribers (custodians) only);
- Members of AIY who return their proxy forms but do not nominate the identity of their proxy will be taken to have appointed the Chairperson of the meeting as their proxy to vote on their behalf. If a proxy form is returned but the nominated proxy does not attend the meeting, the Chairperson of the meeting will act in place of the nominated proxy and vote in accordance with any instructions, Subject to the Voting Exclusion Statement above, proxy appointments in favour of the Chairperson of the meeting, the secretary or any director which do not contain a direction will be voted in favour of the resolution.
- A form of proxy is enclosed with this Notice of General Meeting. An additional form will be supplied by the Company on request.

How the Chairman of the meeting will vote undirected proxies.

The Chairman of the meeting will vote undirected proxies on, and in favour of, all of the proposed resolutions. The Chairman of the Meeting may exercise your proxy even if he/she has an interest in the outcome, the resolution and votes cast by him/her other than as proxy holder will be disregarded because of that interest. The Chairman of the Meeting intends voting undirected proxies in favour of the resolutions in which he/she is permitted to vote.

Proxies that are undirected on Item 2 (Remuneration Report)

- If you have not marked the 'For', 'Against' or 'Abstain' boxes you will have been deemed to have expressly authorized the Chairman of the meeting to vote in favour of this resolution.

Under the Corporations Act 2001, if 25% or more of the votes cast are voted against the Remuneration Report, or related items, at two consecutive AGMs, shareholders will be required to vote at the second of those AGMs on a resolution that another meeting be held within 90 days at which all company directors (other than the Managing Director and CEO) must go up for re-election.

BY ORDER OF THE BOARD



Cathy Lin
Company Secretary
29th October 2018

EXPLANATORY MEMORANDUM

Amendments to the Corporations Act have been made and apply to proxy voting on or after 1 August 2011 (whether or not the proxy was appointed before, on or after that date). Shareholders and their proxies should be aware of these changes to the Corporations Act as they will apply to this meeting. Broadly, the changes mean that:

- if proxy holders vote, they must cast all directed proxies as directed (this requirement has been strengthened); and
- any directed proxies which are not voted will automatically default to the chairperson of the meeting, who must vote the proxies as directed.

More details on these changes is provided below.

Proxy vote if appointed specifies way to vote:

The new section 250BB provides that an appointment of a proxy may specify the way the proxy is to vote on a particular resolution and, if it does:

- the proxy need not vote on a show of hands, but if the proxy does so, the proxy must vote that way;
- if the proxy has two or more appointments that specify different ways to vote on a resolution – the proxy must not vote on a show of hands;
- if the proxy is the chairperson of the meeting at which the resolution is voted on – the proxy must vote on a poll, and must vote that way (i.e. as directed); and
- if the proxy is not the chairperson of the meeting – the proxy need not vote on the poll, but if the proxy does so, the proxy must vote that way (i.e. as directed)

The transfer of non-chair proxy to chair in certain circumstances:

The new section 250BC provides that, if

- an appointment of a proxy specifies the way the proxy is to vote on a particular resolution at a meeting of the company's members; and
- the appointed proxy is not the chairperson of the meeting; and
- at the meeting, a poll is duly demanded on the resolution; and

either of the following applies:

- the proxy is not recorded as attending the meeting; or
- the proxy does not vote on the resolution,

the chairperson of the meeting is taken, before voting on the resolution close, to have been appointed as the proxy for the purposes of voting on the resolution at the meeting.

AUTHORISED INVESTMENT FUND LIMITED

ABN 51 068 793 322

Registered Office: Level 40, 140 William Street, Melbourne 3000.

Phone: 61 3 9098 8624

Email: clin@authorisedinvestment.com.au

NOTICE OF ANNUAL GENERAL MEETING

Notice is hereby given that the Annual General Meeting of Authorised Investment Fund Limited ("Company or AIY") will be held at Level 40, 140 William Street, Melbourne 3000 on Friday 29th November 2019 at 10.00am (AEDT).

ORDINARY BUSINESS

Item 1. Accounts & Reports

To receive and consider the financial report of the Company and the report of the directors and auditor for the year ended 30 June 2019.

Item 2. Adoption of the Remuneration Report for the year ended 30 June 2019

To consider, and put to a non-binding vote, the following resolution as an ordinary resolution:

"That the Remuneration Report required by section 300A of the Corporations Act, as contained in the Directors Report of the Company for the year ended 30 June 2019 be adopted."

Item 3. Re-election of Director

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

"That Mr. B. Genser retires under the Company's Constitution, and being eligible, offers himself for re-election."

Item 4. Re-election of Director

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

"That Mr. D. H. A. Craig retires under the Company's Constitution, and being eligible, offers himself for re-election"

Item 5. Re- election of Director

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

"That Mr. C. Baring-Gould, retires under the Company's Constitution, and being eligible, offers himself for re-election"

The following Directors & Senior Staff payments (resolutions 4,5 & 6) were resolved at a Board of Directors Meeting held on Wednesday 21st November 2018 & will be submitted to the AGM for ratification. Given approval, the options will not apply for listing but on exercise of the options, the shares will apply for listing.

Item 6. Director and officer Remuneration for Financial Year 2019 – Mr Ben Genser Executive Chairman of AIY

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

"That Mr Genser be granted 4,000,000 options over fully paid ordinary shares exercisable at 5 cents per shares any time before 18th October 2024 and given these options are exercised a further 4,000,000 options exercisable at 7.5 cents any time before 18th October 2029."

Voting Exclusion

The Company will disregard any votes cast in favour of Item 6 by or on behalf of:

- a person who may participate in the proposed issue and a person who might obtain a benefit, except a benefit solely in the capacity of a holder of shares, if this resolution is passed; or
- an associate of those persons.

However, the Company need 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
- it is cast by the person chairing the meeting as proxy for a person who is entitled to vote, in accordance with a direction on the proxy form to vote as the proxy decides.

Item 7. Director and officer Remuneration for Financial Year 2019 – Mr David Craig Managing Director of AIY

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

"That Mr. Craig be granted 4,000,000 options over fully paid ordinary shares exercisable at 5 cents per shares any time before 18th October 2024 and given these options are exercised a further 4,000,000 options exercisable at 7.5 cents any time before 18th October 2029."

**Voting Exclusion**

The Company will disregard any votes cast in favour of Item 7 by or on behalf of:

- a person who may participate in the proposed issue and a person who might obtain a benefit, except a benefit solely in the capacity of a holder of shares, if this resolution is passed; or
- an associate of those persons.

However, the Company need 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
- it is cast by the person chairing the meeting as proxy for a person who is entitled to vote, in accordance with a direction on the proxy form to vote as the proxy decides.

Item 8. Director and officer Remuneration for Financial Year 2019 – Mr. Chris Baring-Gould Executive Director of AIY

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

"That Mr. Baring-Gould be granted 4,000,000 options over fully paid ordinary shares exercisable at 5 cents per shares any time before 18th October 2024 and given these options are exercised a further 4,000,000 options exercisable at 7.5 cents any time before 18th October 2029."

Voting Exclusion

The Company will disregard any votes cast in favour of Item 8 by or on behalf of:

- a person who may participate in the proposed issue and a person who might obtain a benefit, except a benefit solely in the capacity of a holder of shares, if this resolution is passed; or
- an associate of those persons.

However, the Company need 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
- it is cast by the person chairing the meeting as proxy for a person who is entitled to vote, in accordance with a direction on the proxy form to vote as the proxy decides.

Item 9. Senior Executive Remuneration for Financial Year 2019 to Ms Cathy Lin & Consolidated Accounting & Taxation Services Pty Ltd (CATS)

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

"That Ms. Lin be granted 1,500,000 options over fully paid ordinary shares exercisable at 5 cents per shares any time before 18th October 2024 and given these options are exercised a further 1,500,000 options exercisable at 7.5 cents any time before 18th October 2029."

Voting Exclusion

The Company will disregard any votes cast in favour of Item 9 by or on behalf of:

- a person who may participate in the proposed issue and a person who might obtain a benefit, except a benefit solely in the capacity of a holder of shares, if this resolution is passed; or
- an associate of those persons.

However, the Company need 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
- it is cast by the person chairing the meeting as proxy for a person who is entitled to vote, in accordance with a direction on the proxy form to vote as the proxy decides.

EXPLANATORY MEMORANDUM

The Explanatory Memorandum which should be read together with, and forms part of, this Notice of General Meeting.

SHAREHOLDERS WHO ARE ENTITLED TO VOTE

In accordance with Regulation 7.11.38 of the Corporations Regulations, the Board of AIY has determined that a person's entitlement to vote at the General Meeting will be the entitlement of that person set out in the Company's Share Register as at **7.00pm (AEDT) on Wednesday 27th November 2019.**

VOTING EXCLUSION STATEMENTS

1. The Company will disregard any votes cast on Item 2 by:
 - Key Management Personnel and their associates
2. The Company will disregard any votes cast on Item 3 and Item 6 by:



-
- Mr B. Genser or his closely related party
 - 3. The Company will disregard any votes cast on Item 4 and Item 7 by:
 - Mr D. Craig or his closely related party
 - 4. The Company will disregard any votes cast on Item 5 and Item 8 by:
 - Mr C. Baring-Gould or his closely related party
 - 5. The Company will disregard any votes cast on Item 9 by:
 - Ms C. Lin or her closely related party

However, the Company need not disregard a vote on any resolution 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
- it is cast by the person chairing the meeting as proxy for a person who is entitled to vote, in accordance with a direction on the proxy form to vote as the proxy decides.

VOTING

A member of AIY can vote in either of two ways:

- by attending the meeting and voting in person or by attorney; or
- by appointing a proxy to attend and vote on their behalf

VOTING BY PROXY

- A member entitled to attend and vote at the Annual General Meeting is entitled to appoint not more than two proxies.
- If you appoint a proxy, you may still attend the meeting. However, your proxy's rights to speak and vote are suspended while you are present.
- Proxy forms (and the power of attorney (if any) under which they are signed or proof thereof to the satisfaction of the directors) must be lodged with the Company's share registry Computershare Investor Services Pty Limited "Yarra Falls", 452 Johnston Street, Abbotsford Vic 3067 or by reply paid envelope to GPO Box 242 Melbourne Vic 3001 or at Level 9, 406 Collins Street, Melbourne not less than 48 hours before the time of the meeting. Alternatively, and if received or recorded by the same time, proxy forms (and the power of attorney (if any) under which they are signed or proof thereof to the satisfaction of the directors) may be lodged by facsimile on (within Australia) 1800 783 447 or (outside Australia) +61 3 9473 2555 or at + 61 3 9600 3245.
- Visiting www.intermediaryonline.com to submit your voting intentions (for Intermediary Online subscribers (custodians) only);
- Members of AIY who return their proxy forms but do not nominate the identity of their proxy will be taken to have appointed the Chairperson of the meeting as their

proxy to vote on their behalf. If a proxy form is returned but the nominated proxy does not attend the meeting, the Chairperson of the meeting will act in place of the nominated proxy and vote in accordance with any instructions, Subject to the Voting Exclusion Statement above, proxy appointments in favour of the Chairperson of the meeting, the secretary or any director which do not contain a direction will be voted in favour of the resolution.

- A form of proxy is enclosed with this Notice of General Meeting. An additional form will be supplied by the Company on request.

How the Chairman of the meeting will vote undirected proxies.

The Chairman of the meeting will vote undirected proxies on, and in favour of, all of the proposed resolutions. The Chairman of the Meeting may exercise your proxy even if he/she has an interest in the outcome, the resolution and votes cast by him/her other than as proxy holder will be disregarded because of that interest. The Chairman of the Meeting intends voting undirected proxies in favour of the resolutions in which he/she is permitted to vote.

Proxies that are undirected on Item 2 (Remuneration Report)

- If you have not marked the 'For', 'Against' or 'Abstain' boxes you will have been deemed to have expressly authorized the Chairman of the meeting to vote in favour of this resolution.

Under the Corporations Act 2001, if 25% or more of the votes cast are voted against the Remuneration Report, or related items, at two consecutive AGMs, shareholders will be required to vote at the second of those AGMs on a resolution that another meeting be held within 90 days at which all company directors (other than the Managing Director and CEO) must go up for re-election.

BY ORDER OF THE BOARD



Cathy Lin
Company Secretary
24th October 2019

EXPLANATORY MEMORANDUM

Amendments to the Corporations Act have been made and apply to proxy voting on or after 1 August 2011 (whether or not the proxy was appointed before, on or after that date). Shareholders and their proxies should be aware of these changes to the Corporations Act as they will apply to this meeting. Broadly, the changes mean that:

-
- if proxy holders vote, they must cast all directed proxies as directed (this requirement has been strengthened); and
 - any directed proxies which are noted voted will automatically default to the chairperson of the meeting, who must vote the proxies as directed.

More details on these changes is provided below.

Proxy vote if appointed specifies way to vote:

The new section 250BB provides that an appointment of a proxy may specify the way the proxy is to vote on a particular resolution and, if it does:

- the proxy need not vote on a show of hands, but if the proxy does so, the proxy must vote that way;
- if the proxy has two or more appointments that specify different ways to vote on a resolution – the proxy must not vote on a show of hands;
- if the proxy is the chairperson of the meeting at which the resolution is voted on – the proxy must vote on a poll, and must vote that way (i.e. as directed); and
- if the proxy is not the chairperson of the meeting – the proxy need not vote on the poll, but if the proxy does so, the proxy must vote that way (i.e. as directed)

The transfer of non-chair proxy to chair in certain circumstances:

The new section 250BC provides that, if

- an appointment of a proxy specifies the way the proxy is to vote on a particular resolution at a meeting of the company's members; and
- the appointed proxy is not the chairperson of the meeting; and
- at the meeting, a poll is duty demanded on the resolution; and

either of the following applies:

- the proxy is not recorded as attending the meeting; or
- the proxy does not vote on the resolution,

the chairperson of the meeting is taken, before voting on the resolution close, to have been appointed as the proxy for the purposes of voting on the resolution at the meeting.

Authorised Investment Fund Limited

ABN 51 068 793 322

Need assistance?



Phone:

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



Online:

www.investorcentre.com/contact

AIYRM

MR RETURN SAMPLE
123 SAMPLE STREET
SAMPLE SUBURB
SAMPLETOWN VIC 3030



YOUR VOTE IS IMPORTANT

For your proxy appointment to be effective it must be received by **10:00 am (AEDT) Wednesday 27 November 2019.**

Proxy Form

How to Vote on Items of Business

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

APPOINTMENT OF PROXY

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

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

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

A proxy need not be a securityholder of the Company.

SIGNING INSTRUCTIONS FOR POSTAL FORMS

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

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

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

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

ATTENDING THE MEETING

If you are attending in person, please bring this form with you to assist registration.

Corporate Representative

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

Lodge your Proxy Form:

XX

By Mail:

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

By Fax:

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



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



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



IND

Proxy Form

Please mark ☒ to indicate your directions

Step 1 Appoint a Proxy to Vote on Your Behalf

XX

I/We being a member/s of Authorised Investment Fund Limited hereby appoint

☐

the Chairman
of the Meeting

OR

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

or failing the individual or body corporate named, or if no individual or body corporate is named, the Chairman of the Meeting, as my/our proxy to act generally at the meeting on my/our behalf and to vote in accordance with the following directions (or if no directions have been given, and to the extent permitted by law, as the proxy sees fit) at the Annual General Meeting of Authorised Investment Fund Limited to be held at Level 40, 140 William Street, Melbourne, VIC 3000 on Friday, 29 November 2019 at 10:00 am (AEDT) and at any adjournment or postponement of that meeting.

Chairman authorised to exercise undirected proxies on remuneration related resolutions: Where I/we have appointed the Chairman of the Meeting as my/our proxy (or the Chairman becomes my/our proxy by default), I/we expressly authorise the Chairman to exercise my/our proxy on Items 2, 6, 7, 8 & 9 (except where I/we have indicated a different voting intention in step 2) even though Items 2, 6, 7, 8 & 9 are connected directly or indirectly with the remuneration of a member of key management personnel, which includes the Chairman.

Important Note: If the Chairman of the Meeting is (or becomes) your proxy you can direct the Chairman to vote for or against or abstain from voting on Items 2, 6, 7, 8 & 9 by marking the appropriate box in step 2.

Step 2 Items of Business

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

		For	Against	Abstain
Item 2	Adoption of the Remuneration Report for the year ended 30 June 2019	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Item 3	Re-election of Director - Mr B. Genser	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Item 4	Re-election of Director - Mr. D. H. A. Craig	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Item 5	Re-election of Director - Mr. C. Baring-Gould	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Item 6	Director and officer Remuneration for Financial Year 2019 - Mr Ben Genser Executive Chairman of AIY	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Item 7	Director and officer Remuneration for Financial Year 2019 - Mr David Craig Managing Director of AIY	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Item 8	Director and officer Remuneration for Financial Year 2019 - Mr Chris Baring-Gould Executive Director of AIY	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Item 9	Senior Executive Remuneration for Financial Year 2019 to Ms Cathy Lin & Consolidated Accounting & Taxation Services Pty Ltd (CATS)	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

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

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

Individual or Securityholder 1

Sole Director & Sole Company Secretary

Securityholder 2

Director

Securityholder 3

Director/Company Secretary

/ /

Date

Update your communication details (Optional)

Mobile Number

Email Address

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



AUTHORISED INVESTMENT FUND LIMITED

ABN 51 068 793 322

Registered Office: Level 9, 406 Collins Street, Melbourne 3000.

Phone: 61 3 9600 3242 Facsimile: 61 3 9600 3245

NOTICE OF ANNUAL GENERAL MEETING

Notice is hereby given that the Annual General Meeting of Authorised Investment Fund Limited ("Company or AIY") will be held at Level 9, 406 Collins Street, Melbourne 3000 on Friday 30th November 2018 at 10.00am (AEDT).

ORDINARY BUSINESS

Item 1. Accounts & Reports

To receive and consider the financial report of the Company and the report of the directors and auditor for the year ended 30 June 2018.

Item 2. Adoption of the Remuneration Report for the year ended 30 June 2018

To consider, and put to a non-binding vote, the following resolution as an ordinary resolution:

"That the Remuneration Report required by section 300A of the Corporations Act, as contained in the Directors Report of the Company for the year ended 30 June 2018 be adopted."

Item 3. Re-election of Director

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

"That Mr. B. Genser retires under the Company's Constitution, and being eligible, offers himself for re-election."

Item 4. Re-election of Director

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

"That Mr. D. H. A. Craig retires under the Company's Constitution, and being eligible, offers himself for re-election"

Item 5. Re-election of Director

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

"That Mr. C. Baring-Gould, retires under the Company's Constitution, and being eligible, offers himself for re-election"

Item 6. Confirmation of interest in Precious Minerals Pty Ltd

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

"That Authorised Investment Fund (AIY) placement of 2,730,000 shortfall rights issue shares on Thursday 1st of November 2018 is confirmed. The placement has been made to fund the allotment of new shares in Precious Minerals Pty Ltd. This provides AIY with a 30% equity interest in Precious Minerals Pty Ltd."

The Directors of Precious Minerals Pty Ltd are Messrs Genser & Craig who are Directors of AIY. Precious Minerals Pty Ltd holds a beneficial 12.36% interest in Encounter Minerals Pty Ltd. (See announcement)

Item 7. Notice of intention to remove auditor

A Notice of intention to remove has been received by the company prior to the notice of the AGM being provided and accordingly the resolution is as follows:

"That Shepard Webster & O'Neill Audit Pty Ltd (SWON) be removed as auditor of the company at completion of the AGM 30 November 2018."

Item 8. Appointment of replacement auditor

It is our intention to identify and announce a suitable replacement auditor no less than 7 days prior to the AGM.

"That the following entityis appointed auditor of AIY at the AGM on 30 November 2018."

The process of finding the replacement of auditor will be completed 7 days prior to AGM and the replacement of auditor will be confirmed in the AGM.

EXPLANATORY MEMORANDUM

The Explanatory Memorandum which should be read together with, and forms part of, this Notice of General Meeting.

SHAREHOLDERS WHO ARE ENTITLED TO VOTE

In accordance with Regulation 7.11.38 of the Corporations Regulations, the Board of AIY has determined that a person's entitlement to vote at the General Meeting will be the entitlement of that person set out in the Company's Share Register as at **7.00pm (AEDT) on Wednesday 28th November 2018.**

VOTING EXCLUSION STATEMENTS

1. The Company will disregard any votes cast on Item 2 by:
 - Key Management Personnel and their associates
2. The Company will disregard any votes cast on Item 3 by:
 - Mr B. Genser or his closely related party
3. The Company will disregard any votes cast on Item 4 by:
 - Mr D. Craig or his closely related party
4. The Company will disregard any votes cast on Item 5 by:
 - Mr C. Baring-Gould or his closely related party

However, the Company need not disregard a vote on any resolution 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
- it is cast by the person chairing the meeting as proxy for a person who is entitled to vote, in accordance with a direction on the proxy form to vote as the proxy decides.

VOTING

A member of AIY can vote in either of two ways:

- by attending the meeting and voting in person or by attorney; or
- by appointing a proxy to attend and vote on their behalf

VOTING BY PROXY

- A member entitled to attend and vote at the Annual General Meeting is entitled to appoint not more than two proxies.
- If you appoint a proxy, you may still attend the meeting. However, your proxy's rights to speak and vote are suspended while you are present.

- Proxy forms (and the power of attorney (if any) under which they are signed or proof thereof to the satisfaction of the directors) must be lodged with the Company's share registry Computershare Investor Services Pty Limited "Yarra Falls", 452 Johnston Street, Abbotsford Vic 3067 or by reply paid envelope to GPO Box 242 Melbourne Vic 3001 or at Level 9, 406 Collins Street, Melbourne not less than 48 hours before the time of the meeting. Alternatively, and if received or recorded by the same time, proxy forms (and the power of attorney (if any) under which they are signed or proof thereof to the satisfaction of the directors) may be lodged by facsimile on (within Australia) 1800 783 447 or (outside Australia) +61 3 9473 2555 or at + 61 3 9600 3245.
- Visiting www.intermediaryonline.com to submit your voting intentions (for Intermediary Online subscribers (custodians) only);
- Members of AIY who return their proxy forms but do not nominate the identity of their proxy will be taken to have appointed the Chairperson of the meeting as their proxy to vote on their behalf. If a proxy form is returned but the nominated proxy does not attend the meeting, the Chairperson of the meeting will act in place of the nominated proxy and vote in accordance with any instructions, Subject to the Voting Exclusion Statement above, proxy appointments in favour of the Chairperson of the meeting, the secretary or any director which do not contain a direction will be voted in favour of the resolution.
- A form of proxy is enclosed with this Notice of General Meeting. An additional form will be supplied by the Company on request.

How the Chairman of the meeting will vote undirected proxies.

The Chairman of the meeting will vote undirected proxies on, and in favour of, all of the proposed resolutions. The Chairman of the Meeting may exercise your proxy even if he/she has an interest in the outcome, the resolution and votes cast by him/her other than as proxy holder will be disregarded because of that interest. The Chairman of the Meeting intends voting undirected proxies in favour of the resolutions in which he/she is permitted to vote.

Proxies that are undirected on Item 2 (Remuneration Report)

- If you have not marked the 'For', 'Against' or 'Abstain' boxes you will have been deemed to have expressly authorized the Chairman of the meeting to vote in favour of this resolution.

Under the Corporations Act 2001, if 25% or more of the votes cast are voted against the Remuneration Report, or related items, at two consecutive AGMs, shareholders will be required to vote at the second of those AGMs on a resolution that another meeting be held within 90 days at which all company directors (other than the Managing Director and CEO) must go up for re-election.

BY ORDER OF THE BOARD



Cathy Lin
Company Secretary
29th October 2018

EXPLANATORY MEMORANDUM

Amendments to the Corporations Act have been made and apply to proxy voting on or after 1 August 2011 (whether or not the proxy was appointed before, on or after that date). Shareholders and their proxies should be aware of these changes to the Corporations Act as they will apply to this meeting. Broadly, the changes mean that:

- if proxy holders vote, they must cast all directed proxies as directed (this requirement has been strengthened); and
- any directed proxies which are not voted will automatically default to the chairperson of the meeting, who must vote the proxies as directed.

More details on these changes is provided below.

Proxy vote if appointed specifies way to vote:

The new section 250BB provides that an appointment of a proxy may specify the way the proxy is to vote on a particular resolution and, if it does:

- the proxy need not vote on a show of hands, but if the proxy does so, the proxy must vote that way;
- if the proxy has two or more appointments that specify different ways to vote on a resolution – the proxy must not vote on a show of hands;
- if the proxy is the chairperson of the meeting at which the resolution is voted on – the proxy must vote on a poll, and must vote that way (i.e. as directed); and
- if the proxy is not the chairperson of the meeting – the proxy need not vote on the poll, but if the proxy does so, the proxy must vote that way (i.e. as directed)

The transfer of non-chair proxy to chair in certain circumstances:

The new section 250BC provides that, if

- an appointment of a proxy specifies the way the proxy is to vote on a particular resolution at a meeting of the company's members; and
- the appointed proxy is not the chairperson of the meeting; and
- at the meeting, a poll is duly demanded on the resolution; and

either of the following applies:

- the proxy is not recorded as attending the meeting; or
- the proxy does not vote on the resolution,

the chairperson of the meeting is taken, before voting on the resolution close, to have been appointed as the proxy for the purposes of voting on the resolution at the meeting.

Authorised Investment Fund Limited

ABN 51 068 793 322



AIYRM

MR RETURN SAMPLE
123 SAMPLE STREET
SAMPLE SUBURB
SAMPLETOWN VIC 3030

Dear Securityholder,

We have been trying to contact you in connection with your securityholding in Authorised Investment Fund Limited. Unfortunately, our correspondence has been returned to us marked "Unknown at the current address". For security reasons we have flagged this against your securityholding which will exclude you from future mailings, other than notices of meeting.

Please note if you have previously elected to receive a hard copy Annual Report (including the financial report, directors' report and auditor's report) the dispatch of that report to you has been suspended but will be resumed on receipt of instructions from you to do so.

We value you as a securityholder and request that you supply your current address so that we can keep you informed about our Company. Where the correspondence has been returned to us in error we request that you advise us of this so that we may correct our records.

You are requested to include the following;

- > Securityholder Reference Number (SRN);
- > ASX trading code;
- > Name of company in which security is held;
- > Old address; and
- > New address.

Please ensure that the notification is signed by all holders and forwarded to our Share Registry at:

Computershare Investor Services Pty Limited
GPO Box 2975
Melbourne Victoria 3001
Australia

Note: If your holding is sponsored within the CHESS environment you need to advise your sponsoring participant (in most cases this would be your broker) of your change of address so that your records with CHESS are also updated.

Yours sincerely

Authorised Investment Fund Limited

AUTHORISED INVESTMENT FUND LIMITED

ABN 51 068 793 322

Registered Office: Level 40, 140 William Street, Melbourne 3000.

Phone: 61 3 9098 8624

Email: clin@authorisedinvestment.com.au

NOTICE OF ANNUAL GENERAL MEETING

Notice is hereby given that the Annual General Meeting of Authorised Investment Fund Limited ("Company or AIY") will be held at Level 40, 140 William Street, Melbourne 3000 on Friday 29th November 2019 at 10.00am (AEDT).

ORDINARY BUSINESS

Item 1. Accounts & Reports

To receive and consider the financial report of the Company and the report of the directors and auditor for the year ended 30 June 2019.

Item 2. Adoption of the Remuneration Report for the year ended 30 June 2019

To consider, and put to a non-binding vote, the following resolution as an ordinary resolution:

"That the Remuneration Report required by section 300A of the Corporations Act, as contained in the Directors Report of the Company for the year ended 30 June 2019 be adopted."

Item 3. Re-election of Director

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

"That Mr. B. Genser retires under the Company's Constitution, and being eligible, offers himself for re-election."

Item 4. Re-election of Director

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

"That Mr. D. H. A. Craig retires under the Company's Constitution, and being eligible, offers himself for re-election"

Item 5. Re- election of Director

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

"That Mr. C. Baring-Gould, retires under the Company's Constitution, and being eligible, offers himself for re-election"

The following Directors & Senior Staff payments (resolutions 4,5 & 6) were resolved at a Board of Directors Meeting held on Wednesday 21st November 2018 & will be submitted to the AGM for ratification. Given approval, the options will not apply for listing but on exercise of the options, the shares will apply for listing.

Item 6. Director and officer Remuneration for Financial Year 2019 – Mr Ben Genser Executive Chairman of AIY

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

"That Mr Genser be granted 4,000,000 options over fully paid ordinary shares exercisable at 5 cents per shares any time before 18th October 2024 and given these options are exercised a further 4,000,000 options exercisable at 7.5 cents any time before 18th October 2029."

Voting Exclusion

The Company will disregard any votes cast in favour of Item 6 by or on behalf of:

- a person who may participate in the proposed issue and a person who might obtain a benefit, except a benefit solely in the capacity of a holder of shares, if this resolution is passed; or
- an associate of those persons.

However, the Company need 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
- it is cast by the person chairing the meeting as proxy for a person who is entitled to vote, in accordance with a direction on the proxy form to vote as the proxy decides.

Item 7. Director and officer Remuneration for Financial Year 2019 – Mr David Craig Managing Director of AIY

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

"That Mr. Craig be granted 4,000,000 options over fully paid ordinary shares exercisable at 5 cents per shares any time before 18th October 2024 and given these options are exercised a further 4,000,000 options exercisable at 7.5 cents any time before 18th October 2029."

**Voting Exclusion**

The Company will disregard any votes cast in favour of Item 7 by or on behalf of:

- a person who may participate in the proposed issue and a person who might obtain a benefit, except a benefit solely in the capacity of a holder of shares, if this resolution is passed; or
- an associate of those persons.

However, the Company need 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
- it is cast by the person chairing the meeting as proxy for a person who is entitled to vote, in accordance with a direction on the proxy form to vote as the proxy decides.

Item 8. Director and officer Remuneration for Financial Year 2019 – Mr. Chris Baring-Gould Executive Director of AIY

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

"That Mr. Baring-Gould be granted 4,000,000 options over fully paid ordinary shares exercisable at 5 cents per shares any time before 18th October 2024 and given these options are exercised a further 4,000,000 options exercisable at 7.5 cents any time before 18th October 2029."

Voting Exclusion

The Company will disregard any votes cast in favour of Item 8 by or on behalf of:

- a person who may participate in the proposed issue and a person who might obtain a benefit, except a benefit solely in the capacity of a holder of shares, if this resolution is passed; or
- an associate of those persons.

However, the Company need 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
- it is cast by the person chairing the meeting as proxy for a person who is entitled to vote, in accordance with a direction on the proxy form to vote as the proxy decides.

Item 9. Senior Executive Remuneration for Financial Year 2019 to Ms Cathy Lin & Consolidated Accounting & Taxation Services Pty Ltd (CATS)

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

"That Ms. Lin be granted 1,500,000 options over fully paid ordinary shares exercisable at 5 cents per shares any time before 18th October 2024 and given these options are exercised a further 1,500,000 options exercisable at 7.5 cents any time before 18th October 2029."

Voting Exclusion

The Company will disregard any votes cast in favour of Item 9 by or on behalf of:

- a person who may participate in the proposed issue and a person who might obtain a benefit, except a benefit solely in the capacity of a holder of shares, if this resolution is passed; or
- an associate of those persons.

However, the Company need 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
- it is cast by the person chairing the meeting as proxy for a person who is entitled to vote, in accordance with a direction on the proxy form to vote as the proxy decides.

EXPLANATORY MEMORANDUM

The Explanatory Memorandum which should be read together with, and forms part of, this Notice of General Meeting.

SHAREHOLDERS WHO ARE ENTITLED TO VOTE

In accordance with Regulation 7.11.38 of the Corporations Regulations, the Board of AIY has determined that a person's entitlement to vote at the General Meeting will be the entitlement of that person set out in the Company's Share Register as at **7.00pm (AEDT) on Wednesday 27th November 2019.**

VOTING EXCLUSION STATEMENTS

1. The Company will disregard any votes cast on Item 2 by:
 - Key Management Personnel and their associates
2. The Company will disregard any votes cast on Item 3 and Item 6 by:



-
- Mr B. Genser or his closely related party
 - 3. The Company will disregard any votes cast on Item 4 and Item 7 by:
 - Mr D. Craig or his closely related party
 - 4. The Company will disregard any votes cast on Item 5 and Item 8 by:
 - Mr C. Baring-Gould or his closely related party
 - 5. The Company will disregard any votes cast on Item 9 by:
 - Ms C. Lin or her closely related party

However, the Company need not disregard a vote on any resolution 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
- it is cast by the person chairing the meeting as proxy for a person who is entitled to vote, in accordance with a direction on the proxy form to vote as the proxy decides.

VOTING

A member of AIY can vote in either of two ways:

- by attending the meeting and voting in person or by attorney; or
- by appointing a proxy to attend and vote on their behalf

VOTING BY PROXY

- A member entitled to attend and vote at the Annual General Meeting is entitled to appoint not more than two proxies.
- If you appoint a proxy, you may still attend the meeting. However, your proxy's rights to speak and vote are suspended while you are present.
- Proxy forms (and the power of attorney (if any) under which they are signed or proof thereof to the satisfaction of the directors) must be lodged with the Company's share registry Computershare Investor Services Pty Limited "Yarra Falls", 452 Johnston Street, Abbotsford Vic 3067 or by reply paid envelope to GPO Box 242 Melbourne Vic 3001 or at Level 9, 406 Collins Street, Melbourne not less than 48 hours before the time of the meeting. Alternatively, and if received or recorded by the same time, proxy forms (and the power of attorney (if any) under which they are signed or proof thereof to the satisfaction of the directors) may be lodged by facsimile on (within Australia) 1800 783 447 or (outside Australia) +61 3 9473 2555 or at + 61 3 9600 3245.
- Visiting www.intermediaryonline.com to submit your voting intentions (for Intermediary Online subscribers (custodians) only);
- Members of AIY who return their proxy forms but do not nominate the identity of their proxy will be taken to have appointed the Chairperson of the meeting as their

proxy to vote on their behalf. If a proxy form is returned but the nominated proxy does not attend the meeting, the Chairperson of the meeting will act in place of the nominated proxy and vote in accordance with any instructions, Subject to the Voting Exclusion Statement above, proxy appointments in favour of the Chairperson of the meeting, the secretary or any director which do not contain a direction will be voted in favour of the resolution.

- A form of proxy is enclosed with this Notice of General Meeting. An additional form will be supplied by the Company on request.

How the Chairman of the meeting will vote undirected proxies.

The Chairman of the meeting will vote undirected proxies on, and in favour of, all of the proposed resolutions. The Chairman of the Meeting may exercise your proxy even if he/she has an interest in the outcome, the resolution and votes cast by him/her other than as proxy holder will be disregarded because of that interest. The Chairman of the Meeting intends voting undirected proxies in favour of the resolutions in which he/she is permitted to vote.

Proxies that are undirected on Item 2 (Remuneration Report)

- If you have not marked the 'For', 'Against' or 'Abstain' boxes you will have been deemed to have expressly authorized the Chairman of the meeting to vote in favour of this resolution.

Under the Corporations Act 2001, if 25% or more of the votes cast are voted against the Remuneration Report, or related items, at two consecutive AGMs, shareholders will be required to vote at the second of those AGMs on a resolution that another meeting be held within 90 days at which all company directors (other than the Managing Director and CEO) must go up for re-election.

BY ORDER OF THE BOARD



Cathy Lin
Company Secretary
24th October 2019

EXPLANATORY MEMORANDUM

Amendments to the Corporations Act have been made and apply to proxy voting on or after 1 August 2011 (whether or not the proxy was appointed before, on or after that date). Shareholders and their proxies should be aware of these changes to the Corporations Act as they will apply to this meeting. Broadly, the changes mean that:

-
- if proxy holders vote, they must cast all directed proxies as directed (this requirement has been strengthened); and
 - any directed proxies which are noted voted will automatically default to the chairperson of the meeting, who must vote the proxies as directed.

More details on these changes is provided below.

Proxy vote if appointed specifies way to vote:

The new section 250BB provides that an appointment of a proxy may specify the way the proxy is to vote on a particular resolution and, if it does:

- the proxy need not vote on a show of hands, but if the proxy does so, the proxy must vote that way;
- if the proxy has two or more appointments that specify different ways to vote on a resolution – the proxy must not vote on a show of hands;
- if the proxy is the chairperson of the meeting at which the resolution is voted on – the proxy must vote on a poll, and must vote that way (i.e. as directed); and
- if the proxy is not the chairperson of the meeting – the proxy need not vote on the poll, but if the proxy does so, the proxy must vote that way (i.e. as directed)

The transfer of non-chair proxy to chair in certain circumstances:

The new section 250BC provides that, if

- an appointment of a proxy specifies the way the proxy is to vote on a particular resolution at a meeting of the company's members; and
- the appointed proxy is not the chairperson of the meeting; and
- at the meeting, a poll is duty demanded on the resolution; and

either of the following applies:

- the proxy is not recorded as attending the meeting; or
- the proxy does not vote on the resolution,

the chairperson of the meeting is taken, before voting on the resolution close, to have been appointed as the proxy for the purposes of voting on the resolution at the meeting.

