

Notice of Annual General Meeting

of

AstiVita Renewables Limited
ABN 46 139 461 733

To be held at:

Gambaro's Restaurant
33 Caxton Street
Petrie Terrace
Brisbane, Queensland

on 28 November 2013 at 2:30pm (Brisbane time)

This is an important document. If you are in any doubt about how to deal with this document, please consult your legal, financial or other professional adviser.

Chairman's letter to Shareholders

25 October 2013

Dear Shareholder

AGM

The AstiVita Board invites all Shareholders to attend the Annual General Meeting on 28 November 2013 at 2:30pm (Brisbane time), to be held at Gambaro's Restaurant, 33 Caxton Street, Petrie Terrace.

I welcome your attendance at the Annual General Meeting. If you are unable to attend the meeting please complete the attached proxy form and return it in accordance with the instructions provided.

Yours sincerely

A handwritten signature in black ink, reading 'Lev Mizikovsky' in a cursive script.

Lev Mizikovsky
Executive Chairman

Notice of annual general meeting

AstiVita Renewables Limited ABN 46 139 461 733

Notice is given that the Annual General Meeting of AstiVita Renewables Limited will be held at:

Location	Gambaro's Restaurant, 33 Caxton Street, Petrie Terrace, Brisbane, Queensland
Date	28 November 2013
Time	2:30pm (Brisbane time)

The formal agenda of business to be conducted at the meeting is set out below:

Ordinary Business

Annual Report

To receive and consider the Company's Annual Report, Financial Statements and Directors' Report and the Auditor's Report for the Financial Year ended 30 June 2013.

Resolution 1 – Remuneration Report

To consider and, if in favour, to pass the following resolution under section 250R(2) Corporations Act:

'That the section of the report of the Directors for the financial year ended 30 June 2013, dealing with the remuneration of the Directors, secretary and senior executives, be adopted.'

Note: This resolution will be decided as if it were an ordinary (majority) resolution, but under section 250R(3) Corporations Act the vote does not bind the directors of the Company. Votes must not be cast on this resolution by key management personnel (KMP) and closely related parties in contravention of section 250R or 250BD of the Corporations Act.

Resolution 2 – Re-election of Mr Robert Lynch as a Director

To consider and, if in favour, to pass the following as an ordinary resolution:

'That Mr Robert Lynch who retires by rotation in accordance with Rule 17.1 of the Company's constitution and is eligible for re-election, be re-elected as a Director of the Company.'

Note: Information about Mr Lynch appears in the Explanatory Memorandum.

Resolution 3 – Appointment of auditor

To consider and, if in favour, to pass the following resolution as an ordinary resolution:

'That, subject to the consent of the Australian Securities & Investments Commission to the current auditor resigning, Hanrick Curran Pty Ltd having been duly nominated under section 328(B)(1) Corporations Act, be appointed as auditor of the Company.'

Note: A summary of the background to this change appears in the Explanatory Memorandum. Also, under section 328B(3) Corporations Act, a copy of the notice of nomination of auditor accompanies this notice.

Resolution 4 – Change of name

To consider and, if in favour, to pass the following resolution as a special resolution:

'That the Company change its name to 'Astivita Limited''

Resolution 5 – Entry into loan agreement

To consider and, if in favour, to pass the following resolution as an ordinary resolution:

'That the Company enter into the loan agreement with Rainrose Pty Limited.'

Note: A summary of the terms of the loan agreement appears in the Explanatory Memorandum.

Dated 25 October 2013

By order of the Board



Geoff Acton
Company Secretary

Notes

- (a) A shareholder who is entitled to attend and cast a vote at the meeting is entitled to appoint a proxy.
- (b) The proxy need not be a shareholder of the Company. A shareholder who is entitled to cast two or more votes may appoint two proxies and may specify the proportion or number of votes each proxy is appointed to exercise.
- (c) If you wish to appoint a proxy and are entitled to do so, then complete and return the **attached** proxy form.
- (d) KMP (or their closely related parties) (as defined in the Corporations Act) appointed as a proxy must not vote on a resolution connected directly or indirectly with the remuneration of KMP if the proxy is undirected unless:
 - (i) the proxy is the person chairing the meeting; and
 - (ii) the proxy appointment expressly authorises the person chairing the meeting to vote undirected proxies on that resolution.
- (e) If the proxy form specifies the way the proxy is to vote on a particular resolution the proxy need not vote on a show of hands but if the proxy does so, it must vote as specified in the proxy form.
- (f) If the proxy has two or more appointments that specify different ways to vote on the resolution the proxy must not vote on a show of hands.
- (g) If the proxy is the chair of the meeting, the proxy must vote on a poll or must vote the way specified in the proxy form.
- (h) If the proxy is not the chair of the meeting the proxy need not vote on the poll, but if the proxy does so, the proxy must vote as specified in the proxy form.
- (i) If the proxy form specifies the way the proxy is to vote on a particular resolution and the proxy is not the chair of the meeting and a poll is demanded and either:
 - (i) the proxy is not recorded as attending; or
 - (ii) the proxy does not vote,the chair of the meeting is deemed the proxy for that resolution.
- (j) A corporation may elect to appoint a representative, rather than appoint a proxy, under the Corporations Act in which case the Company will require written proof of the representative's appointment which must be lodged with or presented to the Company before the meeting.
- (k) If you have any queries on how to cast your votes then call Geoff Acton or Narelle Lynch on (07) 3274 0761 during business hours.

Glossary of terms

In the attached Notice of Meeting and Explanatory Memorandum the following words and expressions have the following meanings:

Term	Definition
ASIC	means the Australian Securities and Investments Commission.
ASX	means ASX Limited ACN 008 624 691.
Board	means the board of directors of the Company.
Company or AstiVita	means AstiVita Renewables Limited ABN 46 139 461 733.
Corporations Act	means <i>Corporations Act 2001</i> (Cth) and the Corporations Regulations (as defined in the <i>Corporations Act 2001</i> (Cth)).
Chairman	means the Chairman of the Company as approved from time to time and includes an acting Chairman.
Directors	means the directors of the Company from time to time.
Explanatory Memorandum	means the Explanatory Memorandum accompanying this Notice, which forms part of this Notice.
Listing Rules	means the official listing rules of ASX.
Notice or Notice of Meeting	means the Notice of Annual General Meeting which comprises this booklet.
Share	means an ordinary share in the capital of the Company, the terms of which are contained in the constitution of the Company.
Shareholders	means the holders of the Shares in the Company from time to time.

Explanatory memorandum

AstiVita Renewables Limited ABN 46 139 461 733

1 Introduction

- 1.1 This Explanatory Memorandum has been prepared for the information of Shareholders in connection with the business to be conducted at the Annual General Meeting of AstiVita Renewables Limited to be held at 2:30pm Brisbane time on 28 November 2013 at Gambaro's Seafood Restaurant, 33 Caxton Street, Petrie Terrace, Brisbane, Queensland. It forms part of the Notice of Meeting and must be read together with that Notice.
- 1.2 Each Director has approved this Explanatory Memorandum and the dispatch of this document to Shareholders.
- 1.3 Certain defined terms and phrases are used in this Explanatory Memorandum. Please refer to the glossary for their meanings.
- 1.4 This Explanatory Memorandum includes information known to AstiVita and which the Directors consider material to AstiVita Shareholders in deciding how to vote on the resolutions.

2 Annual Report

- 2.1 The Corporations Act requires that the report of the Directors, the report of the Auditor and the financial reports be presented to the Annual General Meeting. In addition the Company's constitution provides for such reports and statements to be received and considered at the meeting.
- 2.2 Apart from the matters involving remuneration which are required to be voted upon, neither the Corporations Act nor the Company's constitution requires a vote of Shareholders at the Annual General Meeting on such reports or statements. However, Shareholders will be given ample opportunity to raise questions with respect to these reports and statements at the meeting.
- 2.3 In addition to asking questions at the meeting, Shareholders may address written questions to the Chairman about the management of the Company, or to the Company's Auditor which are relevant to:
 - (a) the content of the Auditor's Report to be considered at the meeting; or
 - (b) the conduct of the audit of the annual financial report to be considered at the meeting.
- 2.4 Any written questions should be submitted to the Geoff Acton on or before 21 November 2013 by email, fax or post.

Email: geoffa@astivita.com

Fax: (07) 3272 7380

Mailing Address: PO Box 16 Sherwood, Qld 4075

Ordinary business

3 Resolution 1 - Remuneration Report

- 3.1 The Remuneration Report is set out on pages 6-9 of the AstiVita Renewables Limited 2013 Annual Report. It is also available on AstiVita's website at www.astivita.com.
- 3.2 The Corporations Act requires that the section of the Directors' report dealing with the remuneration of Directors, the company secretary and up to five senior executives (**Remuneration Report**) be put to the vote of shareholders for adoption.
- 3.3 The resolution of shareholders is advisory only and **not binding** on the Company. However, the Board will take the discussion at the meeting into consideration when determining AstiVita's remuneration policy.
- 3.4 The Remuneration Report sets out the remuneration policy for AstiVita and its controlled entities and:
- (a) reports and explains the remuneration arrangements in place for executive Directors, senior management and non executive Directors;
 - (b) explains Board policies in relation to the nature and value of remuneration paid to non executive Directors, executives and senior managers; and
 - (c) discusses the relationship between the Board policies and AstiVita performance.
- 3.5 A reasonable opportunity will be provided for discussion of the Remuneration Report at the Annual General Meeting.
- 3.6 The Chairman will give Shareholders a reasonable opportunity to ask questions about, or to make comments on, the Remuneration Report.

Directors' Recommendation

- 3.7 The Directors abstain, in the interests of corporate governance, from making a recommendation in relation to this resolution.

4 Resolution 2 - Re-election of Mr Robert Lynch

- 4.1 Mr Robert Lynch retires by rotation in accordance with Rule 17.1 of the Company's constitution and is eligible for re-election at this annual general meeting.
- 4.2 Mr Robert Lynch offers himself for re-election as a Director at this annual general meeting. Robert has had more than 30 years' experience in residential housing construction and land development. Robert was CEO of Mirvac Homes for 17 years and Clarendon Homes for two years. Robert is a past President of the New South Wales Housing Industry Association and currently is Non-Executive Chairman of Tamawood Limited.
- 4.3 Robert has a deep understanding of products required to best service the needs of the residential housing market.

Directors' Recommendation

- 4.4 The Directors (with Mr Lynch abstaining) unanimously recommend that Shareholders vote for this resolution.

Special business

5 Resolution 3 - Change of auditor

- 5.1 BDO has been engaged as the Company's auditor since 2009. The Company has received a copy of notice BDO has given to ASIC applying for consent to resign as auditor of the Company. In the notice given to ASIC, BDO has confirmed that there are no circumstances connected with its ceasing to hold office as auditor of the Company which should be brought to ASIC's attention.
- 5.2 It is proposed that Hanrick Curran Pty Ltd will be appointed as the new auditor of the Company. As required by section 328(1) Corporations Act, a copy of the form for the nomination of Hanrick Curran Pty Ltd as the Company's auditor is attached as the Annexure to this Explanatory Memorandum. Hanrick Curran Pty Ltd has consented to act as the Company's auditor. Resolution 3 is necessary for the change of auditors to be made.

Directors' Recommendation

- 5.3 The directors unanimously recommend you vote for this resolution.

6 Resolution 4 - Change of name

- 6.1 The Company's current name was adopted when it was focused primarily on renewables. Since that time the Company has diversified into a range of activities, although it will retain a significant interest in renewables.
- 6.2 The Directors believe that the change of name of the Company to 'AstiVita Limited' will better reflect its current interests and allow for additional diversification in the future.

Directors' Recommendation

- 6.3 The directors unanimously recommend you vote for this resolution.

7 Resolution 5 – Entry into loan agreement

- 7.1 Mizikovsky (Chairman of AstiVita) is a substantial shareholder, and a controller, of Rainrose. While shareholder approval is not strictly required, on the basis that the Loan Agreement is on better than arms' length terms, the Board wishes to ensure that shareholders have a say in this proposal, given that the Loan is offered to the Company by a related party.
- 7.2 The key terms of the Loan Agreement are as follows:
- (a) principal amount = up to \$2,000,000 (which includes approximately \$450,000 which has been drawn down by the Company as at the date of this AGM);
 - (b) term = three years, subject to earlier repayment (as described below);

- (c) interest rate = the published variable home loan rate of the Commonwealth Bank of Australia from time to time, to be capitalised over the term of the loan;
- (d) the Company's obligations pursuant to the Loan Agreement are to be unsecured;
- (e) the loan is repayable:
 - (i) at any time at the option of the Company; or
 - (ii) after the earlier of 3 years or an Event of Default, being:
 - (A) the shares in the Company have a share price of less than or equal to 3 cents;
 - (B) the Company fails to pay or discharge the Money Owed when due;
 - (C) the Company fails to perform or observe another obligation imposed on it by the Loan Agreement;
 - (D) an Insolvency Event occurs to the Company;
 - (E) there is in Rainrose's opinion an event which has a Material Adverse Effect on the Company (broadly being a material adverse effect on the Company's financial position or ability to perform its obligations under the Loan Agreement); or
 - (F) any other event occurs or any circumstances arise which, in Rainrose's opinion, prejudices the Company's ability to meet any one or more of its obligations under the Loan Agreement.

Voting exclusion statement

7.3 Although not required under the Corporations Act or the Listing Rules, it was agreed that the Company will disregard any votes cast on resolution 5 by:

- (a) Mr Mizikovsky and his associates; and
- (b) an associate of those persons.

7.4 However, the Company need not disregard a vote if:

- (a) it is cast by a person as proxy for a person who is entitled to vote, in accordance with the directions on the proxy form; or
- (b) it is cast by the person chairing the meeting as proxy for a person who is entitled to vote, in accordance with a direction on the proxy form to vote as the proxy decides.

Directors' Recommendation

7.5 The directors (with Mr Mizikovsky abstaining, due to his shareholding in Rainrose) consider that the terms of the Loan Agreement are on arms' length, or better, terms for the Company and recommend that you vote for this resolution.

Proxy form

Section 1: Name and address of member

Full name

Address

Section 2: Appointment of proxy

I, being a member of the Company and entitled to attend and vote appoint

☐

the Chairman of the meeting
(mark with an 'X')

OR

Write here the full name of the person or body corporate you are appointing if this person is **someone other than** the Chairman of the meeting.

or failing the person or body corporate named, or if no person or body corporate is named, the Chairman of the meeting, as my proxy to attend, to vote in accordance with the following directions (or if no directions have been given, as the proxy sees fit), and to act generally on my behalf, at the annual general meeting of the Company to be held at:

Location	Gambaro's Restaurant, 33 Caxton Street, Petrie Terrace, Brisbane, Queensland
Date	28 November 2013
Time	2:30pm (Brisbane time)

and at any adjournment of that meeting.

If no person or body corporate is named above, I/we expressly authorise the Chairman of the Meeting to exercise my/our proxy on Resolution 1 even though the resolution is connected directly or indirectly with the remuneration of a member of the key management personnel. The Chairman of the meeting intends to vote all available proxies in favour of Resolution 1.

Section 3: Voting instructions

Voting directions to proxy – please mark ☒ to indicate your directions.

- Resolution 1. Directors' remuneration report
- Resolution 2. Re-election of Mr Robert Lynch as Director
- Resolution 3. Appointment of Hanrick Curran Pty Ltd as auditor
- Resolution 4. Change of Name
- Resolution 5. Entry into loan agreement with Rainrose

For	Against	Abstain*
<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
<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.
The Chairman of the meeting intends to vote all available proxies in favour of each resolution.

Section 4: Signing by member

This section **must** be signed in accordance with the instructions overleaf to enable your directions to be implemented.

Individual or Member 1

Sole Director and Sole Secretary

Member 2 (if joint holding)

Director/Company Secretary
(delete one)

Member 3 (if joint holding)

Director

Please provide the information below in case we need to contact you.

Contact name

Contact day time telephone

Date

Instructions for completion of proxy form

Section 1: Name and address of member

- 1 Insert your name and address. If it is a joint holding, insert details of all holders.

Section 2: Appointment of proxy

- 2 If you wish to appoint the Chairman of the meeting as your proxy, mark the box. If the person or body corporate you wish to appoint as your proxy is someone other than the Chairman of the meeting, write the full name of that person or body corporate in the space provided. A proxy may be an individual or a body corporate. If you leave this section blank or your named proxy does not attend the Meeting, the Chairman of the meeting will be your proxy. A proxy need not be a member of the Company.
- 3 If you are entitled to cast two or more votes at the general meeting, you are entitled to appoint 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. Alternatively you may copy this form.
- 4 To appoint a second proxy:
- (a) on each of the first proxy form and 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 one half of your votes, and fractions of votes will be disregarded); and
 - (b) return both forms in the same envelope.

Section 3: Voting instructions

- 5 You may direct your proxy how to vote on an item of business by placing a mark in one of the three boxes opposite that item of business. All of your shares will be voted in accordance with your direction unless you indicate a proportion of voting rights 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 a given item, your proxy may decide whether or how to vote on that item. If you mark more than one box on an item, your vote on that item will be invalid.

Section 4: Signing by member

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

Individual	Where the holding is in one name, the member must sign.
Joint holding	Where the holding is in more than one name, all of the members must sign.
Power of Attorney	To sign under power of attorney, either the power of attorney must have already been lodged with the Company's share registry for notation or the original (or a certified copy) of the power of attorney must accompany this document.
Companies	In the following cases, subject to the Company's constitution, the following person must sign: Australian proprietary company with a sole director who is also the sole company secretary - that person must sign;

	<p>Australian proprietary company with a sole director and no company secretary - that person must sign;</p> <p>other Australian companies - two directors, or one director and one company secretary must sign; and</p> <p>foreign company - in accordance with the laws of the jurisdiction of incorporation and constituent documents.</p>
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Section 5: Lodging of proxy

- 7 This proxy form (and the original or a certified copy of any power of attorney under which it is signed) must be received by the Company not later than close of business on the date set out below, by mail, hand delivery, or facsimile.

Last time and date for lodgement*	2.30pm (Brisbane time) on 26 November 2013
By mail	PO Box 16, Sherwood, Queensland, 4075
By delivery	1821 Ipswich Road, Rocklea Queensland, 4106
By facsimile	(07) 3272 7380

* Any proxy form received after that time will not be valid.

Annexure

Nomination of Hanrick Curran Pty Ltd as the Company's auditor

The Directors
AstiVita Renewables Limited
172 Ingram Road
Acacia Ridge
QLD 4110

25 October 2013

Dear Sirs,

NOMINATION OF AUDITOR

Pursuant to section 328B(1) of the Corporations Act, I Narelle Lynch, being a shareholder of AstiVita Renewables Limited, provide notice of nomination of Hanrick Curran Pty Ltd for appointment as the company auditor of AstiVita Renewables Limited.

It is intended that this nomination will be put forward as an item of business for consideration of shareholders at the annual general meeting that is to be held on 28 November 2013.

Yours sincerely



Narelle Lynch