

**ENVIROSUITE LIMITED
ACN 122 919 948**

**NOTICE OF ANNUAL GENERAL MEETING
AND EXPLANATORY STATEMENT**

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| Date of Meeting: | Friday, 28 September 2018 |
| Time of Meeting: | 11am (AEST Time) |
| Place of Meeting: | PKF Hacketts Level 6, 10 Eagle Street, Brisbane, Queensland |

This Notice of Annual General Meeting should be read in its entirety. If you are in doubt as to how to vote at the meeting you should seek advice from your accountant, solicitor or other professional adviser before voting.

ENVIROSUITE LIMITED
ACN 122 919 948

NOTICE OF ANNUAL GENERAL MEETING

PART A – AGENDA

The 2018 Annual General Meeting of Envirosuite Limited ("**the Company**") will be held at PKF Hacketts Level 6, 10 Eagle Street, Brisbane, Queensland on Friday, 28 September 2018 at 11am (AEST time).

The Company's 2018 Annual Report can be accessed via the Company's website at:

<https://envirosuite.com/investors/>

Terms used in this Part A are defined in Part D.

1. CONSIDERATION OF REPORTS

To receive and consider the Financial Report, Directors' Report and Independent Audit Report for the Company for the financial year ended 30 June 2018.

2. QUESTIONS AND COMMENTS

2.1 Shareholders will be given a reasonable opportunity to:

- (a) ask questions about or comment on the management of the Company; and
- (b) ask the Auditor's representative questions relevant to the Auditor's audit of the Financial Report.

2.2 The Auditor's representative will also be given a reasonable opportunity to answer any written questions submitted to the Auditor prior to the Meeting in accordance with the Corporations Act.

3. RESOLUTION 1 - REMUNERATION REPORT ADOPTION

To consider and, if thought fit, pass, with or without amendment, the following resolution, in accordance with section 250R(2) of the Corporations Act, as an **ordinary resolution**:

"That the Remuneration Report for the year ended 30 June 2018 be adopted."

4. RESOLUTION 2 – RATIFICATION OF SHARE ISSUE

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

"That, for the purpose of ASX Listing Rule 7.4 and for all other purposes, the Shareholders ratify the issue of 34,640,080 fully paid ordinary shares in the capital of the Company on the terms and conditions set out in the Explanatory Statement accompanying this Notice."

5. RESOLUTION 3 – APPROVAL OF SHARE ISSUE

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

"That, for the purpose of ASX Listing Rule 7.1 and for all other purposes, the Shareholders approve the issue of 98,693,254 fully paid ordinary shares in the capital of the Company on the terms and conditions set out in the Explanatory Statement accompanying this Notice."

6. RESOLUTION 4 – RE-ELECTION OF MR. A GALLAGHER AS DIRECTOR

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

"That Mr. Adam Gallagher, who retires in accordance with the Company's constitution and being eligible offers himself for election, is re-elected as a director of the Company with effect from the end of the Meeting."

7. RESOLUTION 5 – RE-ELECTION OF MR. D JOHNSTONE AS DIRECTOR

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

"That Mr. David Johnstone, who retires in accordance with the Company's constitution and being eligible offers himself for election, is re-elected as a director of the Company with effect from the end of the Meeting."

**BY ORDER OF THE BOARD
ENVIROSUITE LIMITED**



Adam Gallagher
Company Secretary

24 August 2018

PART B – EXPLANATORY STATEMENT

This Explanatory Statement forms part of the notice convening the Company's Annual General Meeting to be held on Friday, 28 September 2018.

The purpose of this Explanatory Statement is to assist Shareholders in understanding the background to and implications of the resolutions proposed at, and procedural matters concerning the Meeting.

Terms used in this Explanatory Statement are defined in Part D.

1. AGENDA ITEM 1 – CONSIDERATION OF REPORTS

- 1.1 The Financial Report, the Directors' Report and the Independent Audit Report for the financial year ended 30 June 2018 will be presented for consideration.
- 1.2 The above mentioned reports are contained in the Company's Annual Report and were released to the ASX on 23 August 2018. The Annual Report can be accessed via the Company's website at:

<https://envirosuite.com/investors/>

Shareholders are not required to vote on the reports however Shareholders will be given a reasonable opportunity to ask questions concerning the reports.

2. AGENDA ITEM 2 – QUESTIONS AND COMMENTS

- 2.1 The Chairman of the meeting ("**the Chairman**") will give Shareholders a reasonable opportunity to ask questions about or make comments on the management of the Company.
- 2.2 A representative of the Auditor will attend the Meeting. The Chairman will give Shareholders a reasonable opportunity to ask the Auditor's representative questions relevant to:
 - (a) the conduct of the audit; and
 - (b) the preparation and content of the Auditor's report; and
 - (c) the accounting policies adopted by the Company in relation to the preparation of the financial statements; and
 - (d) the independence of the Auditor in relation to the conduct of the audit.
- 2.3 The Chairman will also give the Auditor's representative a reasonable opportunity to answer written questions submitted to the Auditor in accordance with the Corporations Act. A list of written questions, if any, submitted by Shareholders will be made available at the start of the meeting, and any written answer(s) tabled by the Auditor's representative at the meeting will be made available to Shareholders as soon as practicable after the meeting.
- 2.4 Pursuant to section 250PA of the Corporations Act, a shareholder entitled to vote at the Meeting may submit a written question to the Company's auditor if the question is relevant to:
 - (a) the content of the Auditor's report to be considered at the Annual General Meeting;
or,
 - (b) the conduct of the audit of the annual financial report to be considered at the Annual General Meeting.
- 2.5 If you are a Shareholder and you wish to submit a question to the Company's auditor, you must give the question to the Company (who will pass it on to the Auditor) no later than 5.00 pm (AEST) on Tuesday, 25 September 2018.

- 2.6 If you are submitting a question, please deliver it, marked "Attention: The Company Secretary, Envirosuite Limited", to the Company's share registry service provider, Boardroom Limited, either by delivery or by post to the address designated in Section 2.8 of Part C of this Notice. Alternatively, if you are submitting a proxy form, you may send the question together with the proxy form, provided it is received by 11.00 am (AEST) on Wednesday, 26 September 2018.

3. AGENDA ITEM 3 – RESOLUTION 1: REMUNERATION REPORT ADOPTION

Background

- 3.1 The Remuneration Report is contained in the Company's 2018 Annual Report commencing on page 12. The Remuneration Report's contents include:
- (a) an explanation of the Board's policy for remuneration of the Key Management Personnel; and
 - (b) details of remuneration paid to the Key Management Personnel.
- 3.2 Under section 250R(2) of the Corporations Act a resolution that the Remuneration Report be adopted must be put to a vote of shareholders at the Company's Annual General Meeting.
- 3.3 The Chairman will give Shareholders a reasonable opportunity to ask questions about, or make comments on, the Remuneration Report.

Requirement for Shareholder approval

- 3.4 The vote on Resolution 1 is advisory only and does not bind the Company or the Company's directors.
- 3.5 If Resolution 1 is not passed, the Directors are not obliged to alter any of the arrangements specified in the Remuneration Report. However, the Board will take the outcome of the vote into consideration when reviewing the remuneration practices and policies of the Company.
- 3.6 If, at the Meeting, more than 25% of Shareholders vote *against* the adoption of the Remuneration Report contained in the Company's 2018 Annual Report, the first part of the Board spill provisions contained in the Corporations Act ("two strikes rule") will be triggered ("25% No Vote").

While this will not impact the adoption of the Remuneration Report at the current year's Meeting, the implications of the 25% No Vote is that, if, at next year's annual general meeting, the Remuneration Report for that year again receives a 25% No Vote, the Company will be required to put a resolution to Shareholders to vote on whether to hold another general meeting within 90 days of that annual general meeting at which all of the Directors of the Company at that time (other than the Managing Director) must stand for re-election.

Voting exclusion statement

- 3.7 Section 250R(4) of the Corporations Act provides that a vote must not be cast (in any capacity) on Resolution 1 by or on behalf of a member of the Key Management Personnel whose remuneration details are included in the Remuneration Report or a Closely Related Party of such a person.
- 3.8 However, section 250R(5) of the Corporations Act provides that a member of the Key Management Personnel whose remuneration details are included in the Remuneration Report or a Closely Related Party of such a person (each "the Voter") may cast a vote on Resolution 1 as a proxy if the vote is not cast on behalf of a member of the Key Management Personnel whose remuneration details are included in the Remuneration Report or a Closely Related Party of such a person and either:
- (a) the Voter is appointed as a proxy by writing that specifies the way the proxy is to vote on the resolution; or

- (b) the Voter is the chair of the meeting and the appointment of the chair as proxy:
 - (i) does not specify the way the proxy is to vote on the resolution; and
 - (ii) expressly authorises the chair to exercise the proxy even if the resolution is connected directly or indirectly with the remuneration of a member of the Key Management Personnel.
- 3.9 In accordance with section 250R(8) of the Corporations Act, a vote cast in contravention of section 250R(4) of the Corporations Act will not be counted.

4. AGENDA ITEM 4 – RESOLUTION 2: RATIFICATION OF SHARE ISSUE

Background

- 4.1 The Company issued 34,640,080 ordinary shares on 28 August 2018, in accordance with Listing Rule 7.1.

Requirement for Shareholder approval

- 4.2 Listing Rule 7.1, known as the “15% Rule”, limits the capacity of an ASX-listed company to issue Equity Securities without the approval of its shareholders.
- 4.3 In broad terms, Listing Rule 7.1 provides that a company may not issue or agree to issue Equity Securities equal to more than 15% of the total number of ordinary securities on issue in the capital of the Company 12 months prior to the proposed date of issue or agreement to issue (excluding any shares issued in reliance on the 15% Rule during that 12 month period) (“**15% annual placement capacity**”), unless the issue or agreement to issue is approved by shareholders or otherwise comes within one of the exceptions to Listing Rule 7.1.
- 4.4 Under the Listing Rules, a company in general meeting can ratify, by ordinary resolution, any issue of Equity Securities made by it in the preceding 12 months without shareholder approval in reliance on its 15% annual placement capacity, so as to reverse the ‘depletion’ of that placement capacity resulting from the previous issue. If the resolution is approved then the placement capacity of the Company will return to 15%.
- 4.5 Listing Rule 7.4, known as the “subsequent approval of an issue of securities” rule, validates an issue of Equity Securities made without shareholder approval in reliance on the 15% annual placement capacity, as if it had been made with shareholder approval for the purposes of Listing Rule 7.1 if both of the following criteria are satisfied:
- (a) the issue was not made in breach of Listing Rule 7.1; and
 - (b) the holders of ordinary securities in the company subsequently approve that issue.
- 4.6 For the reasons above, Shareholders are asked to consider and vote upon Resolution 2.
- 4.7 The following information is provided to Shareholders for the purposes of Listing Rule 7.5:
- (a) *Number of securities issued*

On 28 August 2018 the Company issued 34,640,080 ordinary shares (referred to as “**Relevant Shares**” in this section 4.7).
 - (b) *Price at which securities were issued*

The Relevant Shares were issued at a price of \$0.075 each, raising a total of \$2,598,006.
 - (c) *Terms of the securities*

The Relevant Shares are fully paid ordinary shares and rank equally in all respects with the Company's existing Shares.

(d) *Persons to whom securities were issued*

The Relevant Shares were issued to institutions, sophisticated and professional investors, none of whom were related parties of the Company or its associates.

(e) *Use (or intended use) of funds raised*

The funds raised from the issue of the Relevant Shares are allocated to operating and building on the sales teams, key management appointments, marketing activities in key target geographic markets and industry verticals, developing the indirect sales channels, ongoing technology development associated with the Envirosuite platform, a provision for special opportunities that may include major new client wins and acquisitions, costs associated with the capital raise and for general working capital purposes.

Voting exclusion statement

4.8 The Company will disregard any votes cast on Resolution 2 by any person who participated in the issue and a person who might obtain a benefit, except a benefit solely in the capacity of a holder of ordinary securities, if Resolution 2 is passed, and any of their associates.

4.9 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.

Recommendation of Directors

4.10 Each Director recommends that Shareholders vote in favour of Resolution 2.

5. AGENDA ITEM 5 – RESOLUTION 3: APPROVAL OF SHARE ISSUE

Background

5.1 On 23 August 2018 the Company announced that it had received commitments to issue 98,693,254 shares at a price of \$0.075 per share subject to shareholder approval.

Requirement for Shareholder approval

5.2 Listing Rule 7.1, known as the "15% Rule", limits the capacity of an ASX-listed company to issue Equity Securities without the approval of its shareholders.

5.3 In broad terms, Listing Rule 7.1 provides that a company may not issue or agree to issue Equity Securities equal to more than 15% of the total number of ordinary securities on issue in the capital of the Company 12 months prior to the proposed date of issue or agreement to issue (excluding any shares issued in reliance on the 15% Rule during that 12 month period) ("**15% annual placement capacity**"), unless the issue or agreement to issue is approved by shareholders or otherwise comes within one of the exceptions to Listing Rule 7.1.

5.4 The following information is provided to Shareholders for the purposes of Listing Rule 7.3:

(a) *The maximum number of securities to be issued*

98,693,254 ordinary shares (referred to as "**Relevant Shares**" in this section 5.4).

(b) *Date on which securities are to be issued*

As soon as practical following receipt of shareholder approval that will be no later than 3 months after the date of the 2018 Annual General Meeting.

(c) *Price at which securities are to be issued*

\$0.075 per share

(d) *Persons to whom securities are to be issued*

The Relevant Shares will be issued to institutions, sophisticated and professional investors, none of whom are related parties of the Company or its associates.

(e) *Terms of the securities*

The Relevant Shares are fully paid ordinary shares and rank equally in all respects with the Company's existing Shares.

(f) *Use (or intended use) of funds raised*

The funds raised from the issue of the Relevant Shares are intended to be allocated to operating and building on the sales teams, key management appointments, marketing activities in key target geographic markets and industry verticals, developing the indirect sales channels, ongoing technology development associated with the Envirosuite platform, a provision for special opportunities that may include major new client wins and acquisitions, costs associated with the capital raise and for general working capital purposes.

Voting exclusion statement

5.5 The Company will disregard any votes cast on Resolution 3 by any person known to be participating in the issue and a person who might obtain a benefit, except a benefit solely in the capacity of a holder of ordinary securities, if Resolution 3 is passed, and any of their associates.

5.6 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.

Recommendation of Directors

5.7 Each Director recommends that Shareholders vote in favour of Resolution 3.

6. AGENDA ITEM 6 – RESOLUTION 4: RE-ELECTION OF A. GALLAGHER AS DIRECTOR

Background

6.1 In accordance with the Company's constitution, Adam Gallagher ("Mr. Gallagher") retires by rotation at the close of the Annual General Meeting and, being eligible, offers himself for re-election as a director of the Company.

6.2 Mr. Gallagher has been a director of the Company since 20 September 2012. He chairs the Audit and Risk Management Committee and is a member of the Remuneration and Nomination Committee.

- 6.3 During his tenure Mr. Gallagher has been instrumental in building, funding, transitioning and positioning the Company. He led the acquisition transactions for the consulting division, sustained the development of the Envirosuite platform through procuring debt and equity funding. He managed the company-defining sale of the Group's consulting division, in the 2017 financial year, and prepared and assisted the Company to complete the Odotech transaction in the 2018 financial year.
- 6.4 Mr Gallagher has strong Technology sector knowledge and experience across corporate transactions, sales management, finance and capital markets operations through nearly twenty years of commercial, IT and investment experience. Mr Gallagher has previously worked in corporate banking, private equity, early stage technologies, stock exchanges, digital media, communications and listed companies. In addition to his roles with Envirosuite Limited, he is also a non-executive Director of CCP Technologies Limited (ASX:CT1).
- 6.5 Mr. Gallagher holds a Bachelor of Economics, a Masters in Commerce, a Graduate Diploma in Information Systems and a Graduate Diploma in Applied Corporate Governance. Combined with his qualifications and professional experience in the Technology sector, capital markets, corporate transactions and business development, Mr Gallagher's knowledge and skill-set is highly valued by his fellow Directors.

Recommendation of Directors

- 6.6 Each Director (Mr. Gallagher abstaining) recommends that Shareholders vote in favour of Resolution 4.

7. AGENDA ITEM 6 – RESOLUTION 5: RE-ELECTION OF D. JOHNSTONE AS DIRECTOR

Background

- 7.1 In accordance with the Company's constitution David Johnstone ("Mr. Johnstone") retires by rotation at the close of the Annual General Meeting and, being eligible, offers himself for re-election as a director of the Company.
- 7.2 Mr. Johnstone has been a director of the Company since February 2014 and Chairman of the Company since September 2016. Mr Johnstone also chairs the Remuneration and Nomination Committee and is a member of the Audit and Risk Management Committee.
- 7.3 Mr. Johnstone is an experienced company director, Chairman and CEO. He was previously Group Head of Corporate Development and prior to that CEO of Centrepont Alliance Ltd's largest subsidiary, Professional Investment Services Ltd. He was also CEO of Bartercard Ltd after he successfully sold and merged his own business, Trade Ltd.
- 7.4 Mr. Johnstone continues to provide consulting, non-executive director and advisory services to many technology and financial services businesses both listed and unlisted.

Recommendation of Directors

- 7.5 Each Director (Mr. Johnstone abstaining) recommends that Shareholders vote in favour of Resolution 5.

PART C – VOTING NOTES**1. VOTING RIGHTS**

The Board has determined that all of the shares of the Company will be taken, for the purposes of determining the rights of Shareholders to attend and vote at the Meeting, to be held by the persons who are registered in the Company's register of shareholders at 7.00pm (AEST) on Wednesday 26 September 2018 as the owners of those shares. Therefore transfers registered after that time will be disregarded in determining shareholders entitled to attend and vote at the Meeting.

2. PROXIES

2.1 A Shareholder entitled to attend and vote at the Meeting may appoint:

- (a) one proxy if the Shareholder is only entitled to one vote at the meeting; or
- (b) one or two proxies if the Shareholder is entitled to more than one vote at the meeting, to attend and vote at the meeting for the Shareholder.

2.2 A Shareholder may appoint an individual person or a body corporate as the Shareholder's proxy.

2.3 A body corporate appointed as a Shareholder's proxy may appoint a representative to exercise any of the powers the body corporate may exercise as a proxy at the Meeting. The representative should bring to the Meeting evidence of his or her appointment, including any authority under which the appointment is signed, unless it has previously been provided to the Company.

2.4 A Shareholder who appoints two proxies may state on the proxy form what proportion or number of the Shareholder's votes the proxy may exercise. If a Shareholder appoints two proxies and does not specify the number or proportion of votes each proxy may exercise, each of the proxies may exercise half of the Shareholder's votes.

2.5 A proxy need not be a Shareholder.

2.6 Section 250BB(i) of the Corporations Act provides that an appointment of a proxy may specify the way the proxy is to vote on a particular resolution and **if it does:**

- (a) the proxy need not vote on a show of hands but if the proxy does so the proxy must vote that way (i.e. as directed); and
- (b) if the proxy has 2 or more appointments that specify different ways to vote on the resolution the proxy must not vote on a show of hands; and
- (c) if the proxy is the chair 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
- (d) if the proxy is not the chair the proxy need not vote on the poll but if the proxy does so the proxy must vote that way (i.e. as directed).

2.7 Section 250BC of the Corporations Act provides that if:

- (a) 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
- (b) the appointed proxy is not the chair of the meeting; and
- (c) at the meeting, if a poll is duly demanded on the question that the resolution be passed; and

- (d) either of the following apply:
- (i) if a record of attendance is made for the meeting – the proxy is not recorded as attending;
 - (ii) the proxy does not vote on the resolution;

the chair of the meeting is taken, before voting on the resolution closes, to have been appointed the proxy for the purposes of voting on the resolution at that meeting.

- 2.8 A proxy form is enclosed. If you wish to appoint a proxy or proxies you must complete the proxy form and deliver it to the Company's share registry service provider, Boardroom Limited, together with the power of attorney or other authority (if any) under which it is signed (or a certified copy), by no later than 11.00am (AEST) on Wednesday, 26 September 2018:

- (a) **by delivery:**

Boardroom Limited
Level 12, 225 George Street
Sydney, NSW 2000 or

- (b) **by post:**

Boardroom Limited
GPO Box 3993
Sydney NSW 2001

3. CORPORATE REPRESENTATIVE

A Shareholder which is a body corporate may appoint an individual as the Shareholder's representative to attend and vote at the Meeting. The representative must bring the formal notice of appointment to the meeting, unless it has previously been provided to the Company.

4. OTHER INFORMATION

Queries in relation to the lodgement of proxies or other matters concerning the Meeting may be directed to the Company Secretary on telephone (+61 428 130 447) or email adam.gallagher@envirosuite.com.

PART D – INTERPRETATION

In this notice of meeting the following expressions have the following meanings:

"ASX" means the ASX Limited (ACN 008 624 691) or the securities exchange market operated by it as the context requires.

"Auditor" means the Company's auditor.

"Board" means the Directors of the Company from time to time acting as a board.

"Closely Related Party" of a member of the Key Management Personnel of the Group has the meaning ascribed to it in the Corporations Act, and the expression includes, for example, certain Key Management Personnel's family members, dependents and companies they control.

"Company" means Envirosuite Limited ACN 122 919 948.

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

"Directors" means the directors of the Company.

"Equity Security" has the meaning given in Listing Rule 19.12.

"Group" means the Company and each of its subsidiaries comprising the consolidated entity referred to in the Company's 2018 Annual Report.

"Key Management Personnel" means those persons having authority and responsibility for planning, directing and controlling the activities of the Group, directly or indirectly, including any director (whether executive or otherwise) of the Group.

"Listing Rule" refers to the listing rules of the ASX as amended from time to time.

"Meeting" means the annual general meeting of Shareholders convened for Friday, 28 September 2018 and any adjournment thereof.

"Notice" means this Notice of Annual General Meeting and includes Parts A to D inclusive.

"Related Party" has the meaning ascribed to it in Listing Rule 19.

"Shares" means fully paid ordinary shares in the capital of the Company.

"Shareholder" means a shareholder of the Company.



All Correspondence to:

- ✉ **By Mail** Boardroom Pty Limited
GPO Box 3993
Sydney NSW 2001 Australia
- 📠 **By Fax:** +61 2 9290 9655
- 💻 **Online:** www.boardroomlimited.com.au
- ☎ **By Phone:** (within Australia) 1300 737 760
(outside Australia) +61 2 9290 9600

YOUR VOTE IS IMPORTANT

For your vote to be effective it must be recorded **before 11:00am (AEST) on Wednesday, 26 September 2018.**

TO VOTE BY COMPLETING THE PROXY FORM

STEP 1 APPOINTMENT OF PROXY

Indicate who you want to appoint as your Proxy.

If you wish to appoint the Chair of the Meeting as your proxy, mark the box. If you wish to appoint someone other than the Chair of the Meeting as your proxy please write the full name of that individual or body corporate. If you leave this section blank, or your named proxy does not attend the meeting, the Chair of the Meeting will be your proxy. A proxy need not be a securityholder of the company. Do not write the name of the issuer company or the registered securityholder in the space.

Appointment of a Second Proxy

You are entitled to appoint up to two proxies to attend the meeting and vote. If you wish to appoint a second proxy, an additional Proxy Form may be obtained by contacting the company's securities registry or you may copy this form.

To appoint a second proxy you must:

- complete two Proxy Forms. On each Proxy Form state the percentage of your voting rights or the number of securities applicable to that form. If the appointments do not specify the percentage or number of votes that each proxy may exercise, each proxy may exercise half your votes. Fractions of votes will be disregarded.
- return both forms together in the same envelope.

STEP 2 VOTING DIRECTIONS TO YOUR PROXY

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

Proxy which is a Body Corporate

Where a body corporate is appointed as your proxy, the representative of that body corporate attending the meeting must have provided an "Appointment of Corporate Representative" prior to admission. An Appointment of Corporate Representative form can be obtained from the company's securities registry.

STEP 3 SIGN THE FORM

The form **must** be signed as follows:

Individual: This form is to be signed by the securityholder.

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

Power of Attorney: to sign under a Power of Attorney, you must have already lodged it with the registry. Alternatively, attach a certified photocopy of the Power of Attorney to this form when you return it.

Companies: this form must be signed by a Director jointly with either another Director or a Company Secretary. Where the company has a Sole Director who is also the Sole Company Secretary, this form should be signed by that person. **Please indicate the office held by signing in the appropriate place.**

STEP 4 LODGEMENT

Proxy forms (and any Power of Attorney under which it is signed) must be received no later than 48 hours before the commencement of the meeting, therefore **by 11:00am (AEST) on Wednesday, 26 September 2018.** Any Proxy Form received after that time will not be valid for the scheduled meeting.

Proxy forms may be lodged:

- 📠 **By Fax** + 61 2 9290 9655
- ✉ **By Mail** Boardroom Pty Limited
GPO Box 3993,
Sydney NSW 2001 Australia
- 👤 **In Person** Boardroom Pty Limited
Level 12, 225 George Street,
Sydney NSW 2000 Australia

Attending the Meeting

If you wish to attend the meeting please bring this form with you to assist registration.

Your Address
This is your address as it appears on the company's share register. If this is incorrect, please mark the box with an "X" and make the correction in the space to the left. Securityholders sponsored by a broker should advise their broker of any changes.
Please note, you cannot change ownership of your securities using this form.

PROXY FORM

STEP 1 APPOINT A PROXY

I/We being a member/s of **Envirosuite Limited** (Company) and entitled to attend and vote hereby appoint:

the **Chair of the Meeting (mark box)**

OR if you are **NOT** appointing the Chair of the Meeting as your proxy, please write the name of the person or body corporate (excluding the registered securityholder) you are appointing as your proxy below

or failing the individual or body corporate named, or if no individual or body corporate is named, the Chair of the Meeting as my/our proxy at the Annual General Meeting of the Company to be held at the **PKF Hacketts, Level 6, 10 Eagle Street, Brisbane Queensland on Friday, 28 September 2018 at 11:00am (AEST)** and at any adjournment of that meeting, to act on my/our behalf and to vote in accordance with the following directions or if no directions have been given, as the proxy sees fit.

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

STEP 2 VOTING DIRECTIONS

* If you mark the Abstain box for a particular item, you are directing your proxy not to vote on your behalf on a show of hands or on a poll and your vote will not be counted in calculating the required majority if a poll is called.

| | | For | Against | Abstain* |
|--------------|--|--------------------------|--------------------------|--------------------------|
| Resolution 1 | Remuneration Report Adoption | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| Resolution 2 | Ratification of Share Issue | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| Resolution 3 | Approval of Share Issue | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| Resolution 4 | Re-Election of Mr. A Gallagher as Director | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| Resolution 5 | Re-Election of Mr. D Johnstone as Director | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |

STEP 3 SIGNATURE OF SECURITYHOLDERS

This form must be signed to enable your directions to be implemented.

| | | |
|--|------------------|------------------------------|
| Individual or Securityholder 1 | Securityholder 2 | Securityholder 3 |
| | | |
| Sole Director and Sole Company Secretary | Director | Director / Company Secretary |

Contact Name..... Contact Daytime Telephone..... Date / / 2018