
Powerhouse Ventures Limited
Notice of Annual General Meeting



Date: Monday, 25 November 2019

Time: 10am Melbourne time

Place: Steinepreis Paganin
Level 4, 50 Market Street
Melbourne VIC 3000
Australia

Business of the meeting

Powerhouse Ventures Limited (the Company) gives notice that its Annual General Meeting will be held at Steinepreis Paganin, Level 4, 50 Market Street, Melbourne, VIC 3000, Australia on Monday, 25 November 2019 at 10am Melbourne time.

The business of the meeting will be as follows.

By order of the Board



Elizabeth McGregor
Company Secretary

Item 1 – Financial Statements

To receive and consider the financial statements of the Company for the accounting period ended 30 June 2019, together with the auditor's report on such financial statements, as contained in the Company's annual report.

Item 2 – Auditor Appointment and Remuneration

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

"To record that Grant Thornton continues in office as the Company's auditor and to authorise the Directors to fix the remuneration and expenses of Grant Thornton for the ensuing year."

Item 3 – Election of Directors

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

"That Mr Geoff Gander who retires by rotation in accordance with clause 27.1 of the Company's constitution, and, being eligible and offering himself for re-election, be re-elected as a Director of the Company."

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

"That Mr Ian Lothian who retires in accordance with clause 26.2 of the Company's constitution, and, being eligible and offering himself for election, be elected as a Director of the Company."

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

"That Mr Richard Symon who retires in accordance with clause 26.2 of the Company's constitution, and, being eligible and offering himself for election, be elected as a Director of the Company."

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

"That Mr Shuyu Yang (Nick Young) who retires in accordance with clause 26.2 of the Company's constitution, and, being eligible and offering himself for election, be elected as a Director of the Company."

Item 4 – Ratification of issue of ordinary shares pursuant to ASX Listing Rule 7.4

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

“That in accordance with ASX Listing Rule 7.4, the Company ratify and approve for the purposes of ASX Listing Rule 7.1, the issue of 3,000,000 fully paid ordinary shares in the capital of the Company, details of which are set out in the Explanatory Memorandum attached.”

Voting Exclusion Statement

In accordance with the requirements of ASX Listing Rule 7.5.6 (for an approval under ASX Listing Rule 7.4), and ASX Listing Rule 14.11.1, the Company will disregard any votes cast in favour of this resolution by or on behalf of:

- a) Jun Hong Shen (Aust) Limited;
- b) an Associate of the person referred to in a) above.

However, the Company will 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.

Associate has the meaning given to it in the Corporations Act 2001 (Cth).

Item 5 – Approval of Additional 10% Placement Capacity

To consider, and if thought fit, to pass the following resolution as a special resolution:

“That for the purposes of ASX Listing Rule 7.1A and for all other purposes, Shareholders approve the issue of up to 10% of the Company’s share capital calculated in accordance with ASX Listing Rule 7.1A, and on the terms and conditions set out in the Explanatory Notes.”

Voting Exclusion Statement

The Company will disregard any votes cast in favour of the above resolution (the ‘placement resolution’) by or on behalf of any person who is expected to participate in, or who will obtain a material benefit as a result of, the proposed issue (except a benefit solely by reason of being a holder of ordinary securities in the Company) and any associate of such person.

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.

At the date of finalisation of the notice, the Company has not approached any particular existing Shareholder or an identifiable class of existing Shareholders to participate in the issue of the Shares. No existing Shareholder’s vote will therefore be excluded.

Item 6 – General

To consider any other matter that may lawfully be considered at the meeting in accordance with the Company’s constitution.

Important information

Ordinary Resolution

Items of business 2, 3, and 4 require approval by way of an ordinary resolution. An ordinary resolution is a resolution passed by a simple majority (i.e. at least 50% of the votes of Shareholders entitled to vote and voting).

Special Resolution

The 'placement resolution' requires approval by way of a special resolution. A special resolution is a resolution passed by at least 75% of the votes of Shareholders entitled to vote and voting.

Eligibility to vote

Subject to the voting exclusion statements referred to above, any Shareholder whose name was recorded in the Company's share register at 5:00pm on the day that is 2 working days before the meeting is entitled to attend the meeting and vote on the resolutions either in person or by proxy.

Quorum

A quorum for a meeting of Shareholders is 3 or more Shareholders having the right to vote being present at the meeting.

Proxies

You may exercise your right to vote at the meeting either by being present in person or by appointing a proxy to attend and vote in your place. A proxy need not be a Shareholder. You may appoint more than one proxy, provided more than one proxy is not appointed to exercise the rights attached to a particular Share.

A proxy form is attached to this notice. If you wish to vote by proxy you must complete the form and produce it to the Company at least 48 hours before the time for holding the meeting.

Questions for the Meeting

If you wish to submit written questions to be considered at the Annual General Meeting, please email or post them to Elizabeth McGregor, Company Secretary, by 18 November 2019 as follows:

Elizabeth McGregor
Powerhouse Ventures Limited
c/o Mertons Corporate Services
Level 7, 330 Collins Street
Melbourne VIC 3000

Email: elizabethm@mertons.com.au

Updating your information

If you have not done so already, we encourage you to update your securityholder information and communication preferences at www.computershare.com.au/easyupdate/PVL in order to receive the Company's future Annual Reports and Notices of Meeting electronically.

Explanatory Notes

The purpose of these Explanatory Notes is to provide Shareholders with further information on the items of business to be considered at the Company's Annual General Meeting.

Item 1 – Financial statements

This item is intended to provide an opportunity for Shareholders to raise questions on the financial statements and auditor's report contained in the Company's annual report. However, there is no requirement to approve the financial statements.

Item 2 – Auditor Appointment and Remuneration

Grant Thornton was appointed the Company's auditor on 29 November 2018. Pursuant to section 207T of the Companies Act 1993, Grant Thornton is automatically reappointed at the annual meeting as auditor of the Company. The proposed resolution is to authorise the Directors to fix the auditor's remuneration and expenses for the ensuing year for the purposes of section 207S of the Companies Act 1993.

The Directors unanimously recommend that the Shareholders vote in favour of this resolution.

Item 3 – Election of Directors

Clause 27.1 of the Company's constitution requires one-third of the Directors (or, if their number is not a multiple of three, then the number nearest to one-third) to retire from office at the annual meeting each year (with the retiring Directors being those who have been longest in office since they were last elected or deemed elected).

Mr Geoff Gander has been determined by the Board to retire by rotation pursuant to this provision and offers himself for re-election.

Clause 26.2 of the Company's constitution allows the Board to appoint a person to be a Director to fill a casual vacancy or as an addition to the existing Directors. A Director appointed under this clause may hold office only until the next annual meeting and is then eligible for election but must not be taken into account in determining the Directors who are to retire by rotation at that meeting.

In April 2019, Mr Ian Lothian was appointed to fill a casual vacancy, and in October 2019 Mr Richard Symon and Mr Shuyu Yang (Nick Young) were appointed as additions to the existing Directors. As such,

they are not eligible to continue as directors past the annual meeting unless they are elected to the Board by shareholders.

The Directors (in each case excluding the retiring Director the subject of the applicable resolution) recommend supporting the election or re-election of each Director standing for election or re-election. The Directors make this recommendation on the basis of their review of the Directors' performance, which was carried out in accordance with the Board's governance policies.

Information about the candidates for re-election and election

Geoffrey Gander

Executive Director



Geoff Gander has a corporate background across a range of industry sectors, including Technology and Oil & Gas. He has held a number of Executive and Non-Executive Director roles with ASX listed companies over the past 14 years and these entities have covered a range of industry verticals including technology, mining, mining services, retail and oil & gas.

He is currently the Chairman/CEO of an ASX listed oil and gas company.

Mr Gander began his career in the technology sector in 1985 and continued to work with technology companies until 2004 at which time he began to focus on a wider range of industry verticals, working with organisations that were seeking either an initial public offering or were already publicly listed but required some form of market recapitalisation.

Ian Lothian**Executive Director**



Ian Lothian is an experienced CA (CAANZ) with a background in business advisory and audit services, and strong commercial experience in horticultural exporting and development finance.

As an Audit Director at Audit New Zealand he held a variety of senior audit roles in the NZ public sector, including local government, health, tertiary education and the Governments of Samoa and Tokelau.

He holds an MBA with Distinction from the Edinburgh Business School at Heriot Watt University, and as a Chartered Member of the NZ Institute of Directors, he now acts as a professional independent director.

Richard Symon**Non-Executive Director**



Over 30 years, Richard has been appointed as the trusted adviser for stockbroking businesses and various companies.

In 1997, Richard co-founded, and was appointed as the executive chairman and CEO of ShareTrade Australian Stockbroking Ltd which was sold to PBL (Packer) listed subsidiary eCorp in 1999, it was then merged to become Charles Schwab Australia in 2000. Prior to that Richard was the Executive Director of Prudential-Bache Securities (Australia) for 7 years, one of Australia's largest full service stockbrokers of its day.

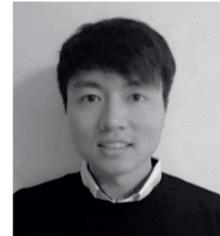
Richard has held a number of executive appointments for ASX listed companies over the years. He was appointed CEO of National Stock Exchange of Australia Ltd (ASX:NSX) the operator of the National Stock Exchange, in 2006. He was appointed as the chairman of Sequoia Financial Group (SEQ:ASX) following a successful (reverse) takeover by MDS Financial Group Ltd (ex ASX:MDS), which he joined as Executive Director in late 2008.

Richard was executive director of the Securities and Derivatives Industry Association (now Stockbrokers & Financial Advisers Association of Australia - SAFAA) and developed the industries accreditation, CPD regime and other requirements of ASIC's financial services reforms. He was a Member of the Australian Securities Exchange (ASX) and a Certified Financial Planner (FPA). He remains a Master Stockbroker (SAFAA), Fellow FINSIA and is ASIC RG146 accredited.

In 2015, Richard founded Fiscus Capital Pty Ltd, a boutique corporate advisory company, to assist companies (both SME's and ASX listed companies) who are seeking to raise debt and equity capital.

Richard has served as Chief Barker (Chair) Variety the Children's' Charity, director Variety Australia and remains as director on the East and West Asia Variety Boards. Richard is also a member of the Life Saving Victoria Grievance Committee.

Shuyu Yang (Nick Young)**Non-Executive Director**



Nick Young (Shuyu Yang) has been a search engine marketing analyst and a senior product manager at Alibaba Group in China for 4 years and is General Manager and Director of United World Group Pty Limited.

He holds a master's degree from the University of Sydney and has been working in primary capital markets since 2016.

Nick has a deep understanding of both Australian and Chinese markets in the TMT (technology, media and telecommunication) industry.

He is working as a corporate advisor at multiple Australian companies and provides consulting services related to IPO, M&A and business strategy.

Item 4: Ratification of issue of ordinary shares pursuant to ASX Listing Rule 7.4

Purpose of item 4

In August 2019, the Company completed a placement of 3 million fully paid ordinary shares at an issue price of \$0.10 per share, raising \$300,000.

The Placement was made to Jun Hong Shen (Aust) Limited, the Australian subsidiary of Shanghai based investment company Shanghai Junsheng Investment Fund. The Placement was part of a broader strategy to build stronger relationships with overseas markets for PVL and its portfolio companies.

The issue of PVL shares was undertaken without shareholder approval using PVL's capacity under Listing Rule 7.1.

ASX Listing Rule 7.1 imposes a cap on the number of securities that a company may issue within the 12 month period. ASX Listing Rule 7.4 provides that an issue of equity securities made without Shareholder approval under Listing Rule 7.1 is treated as having been made with Shareholder approval for the purposes of Listing Rule 7.1 if the holders of ordinary securities subsequently approve it, and the issue did not breach Listing Rule 7.1. The issue of the shares described below did not breach any Listing Rules and Shareholder ratification to this issue is now sought.

In order to restore the Company's capacity to issue shares, it is proposed that the Shareholders ratify the issue of ordinary shares as detailed below. Ratification provides the Company with flexibility in capital management and allows the Company to make further issues for working capital or other purposes as required.

Resolution 4 is an ordinary resolution.

Specific information

ASX Listing Rule 7.5 requires certain information to accompany a Notice of Meeting in relation to a ratification sought under ASX Listing Rule 7.4.

For the purposes of Shareholder ratification of the issue of the Shares and the requirements of ASX Listing Rule 7.5, information is provided as follows:

ASX Listing Rule 7.5 requirement	Information
Number of securities issued	3,000,000
Price at which the securities were issued	\$0.10 per share
Terms of the securities	Fully paid ordinary shares ranking pari passu to existing ordinary shares
The names of the persons to whom the entity issued the securities	Jun Hong Shen (Aust) Limited
The use of the funds raised	Working capital

Directors' Recommendation

The Directors (with Mr Symon not participating) unanimously recommend that the Shareholders of the Company vote in favour of Resolution 4.

Item 5: Placement

Purpose of the ASX Listing Rule 7.1A Special Resolution

Under the 'placement resolution', the Company is seeking Shareholder approval to allow it to issue up to an additional 10% of its issued share capital under ASX Listing Rule 7.1A (10% Placement). The 'placement resolution' is a special resolution and requires approval of at least 75% of the votes cast by Shareholders entitled to vote and voting. The only securities that the 10% Placement can cover are existing quoted securities, namely Shares.

Under Listing Rule 7.1A, an eligible listed entity may, subject to shareholder approval by way of special resolution, issue Shares comprising up to 10% of its issued share capital in addition to the normal 15% placement capacity under Listing Rule 7.1. An eligible entity for the purposes of Listing Rule 7.1A is an entity that is not included in the S&P/ASX 300 Index and has a market capitalisation of \$300 million or less. The Company is an eligible entity.

The actual number of Shares that the Company will have capacity to issue under Listing Rule 7.1A will be calculated at the date of issue of the Shares in accordance with the formula in Listing Rule 7.1A.2.

Additional Information Required by Listing Rule 7.3A

In accordance with ASX Listing Rule 7.3A, the following information is provided in relation to the potential issue of Shares under the 10% Placement.

ASX Listing Rule 7.3A.1 Minimum Issue Price

In accordance with Listing Rule 7.1A, Shares issued by the Company under a 10% Placement can only be issued at a price that is not less than 75% of the volume weighted average price (VWAP) of the Shares calculated over the 15 trading days on which trades in its Shares were recorded immediately before:

- the date on which the issue price of the Shares is agreed; or
- the issue date (if the Shares are not issued within five trading days of the date on which the issue price is agreed).

ASX Listing Rule 7.3A.2 Dilution of Existing Shares

If the 'placement resolution' is approved by Shareholders and the Company issues Shares under the 10% Placement, there is a risk of economic and voting dilution to existing Shareholders as a result. Furthermore, as the market price of the Shares may be significantly lower on the issue date than on the date of AGM approval and because the Shares may be issued at a price that is at a discount to the market price on the issue date, there is a risk that the 10% Placement may raise less funding than it would based on current market prices.

The following table describes the potential dilution of existing Shareholders on the basis of changes to both the number of Shares on issue and the issue price of Shares. The formula applied in the below table is that which is prescribed by ASX Listing Rule 7.1A.2. Variable 'A' represents the number of Shares currently on issue. As required by Listing Rule 7.3A.2, the table below shows a number of hypothetical scenarios for a 10% Placement, including where variable "A" in the formula in Listing Rule 7.1A.2 (representing the Company's share capital) has doubled and the Share price has halved.

The dilution table has been prepared on the following hypothetical assumptions (although the Company does not represent that they will necessarily occur):

- the Company issues the maximum number of Shares available under the 10% Placement;

- any increase in Variable A (being the issued share capital at the time of issue) is due to an issue of Shares which is an exception in Listing Rule 7.2 (eg a pro rata rights issue). However, a 15% placement under Listing Rule 7.1 does not increase variable "A" for the purposes of calculating the placement capacity under Listing Rule 7.1A;
- the dilution table shows only the effect of issues of shares under Listing Rule 7.1A, not under the 15% placement capacity under Listing Rule 7.1;
- the dilution table does not show the dilution that may be caused to any particular Shareholder by reason of placements under Listing Rule 7.1A, based on that Shareholder's holding at the date of the AGM. For instance, Shareholders will have different outcomes depending on whether or not they participate in a pro rata issue which has the effect of increasing variable "A"; and
- the Share issue price is assumed to be A\$0.099, being the approximate Share price on 14 October 2019 immediately prior to finalising this Notice of AGM.

ASX Listing Rule 7.3A.3 Placement period

Shareholder approval under Listing Rule 7.1A is valid from the date of this AGM until the earlier to occur of:

- 12 months after the date of the AGM; and
- the date of approval by Shareholders of a transaction under Listing Rule 11.1.2 (a significant change to the nature or scale of activities) or Listing Rule 11.2 (disposal of main undertaking), or such longer period if allowed by ASX.

Variable "A" in Listing Rule 7.1A.2		Dilution		
		\$0.050 50% decrease in Issue Price	\$0.099 Issue Price	\$0.198 100% increase in Issue Price
Current Variable A 32,311,733	10% Voting dilution	3,231,173	3,231,173	3,231,173
	Funds raised	\$159,943	\$319,886	\$639,772
50% increase in current Variable A 48,467,600	10% Voting dilution	4,846,760	4,846,760	4,846,760
	Funds raised	\$239,915	\$479,829	\$959,658
100% increase in current Variable A 64,623,466	10% Voting dilution	6,462,347	6,462,347	6,462,347
	Funds raised	\$319,886	\$639,772	\$1,279,545

The approval under the Listing rule 7.1A will cease to be valid in the event that Shareholders approve a transaction under ASX Listing Rules 11.1.2 or 11.2.

Shareholder approval under Listing Rule 7.1A does not lapse if the Company's market capitalisation subsequently exceeds \$300 million or if it is included in the S&P/ASX 300 Index at some time during that period provided that the Company meets those criteria on the date of the AGM.

ASX Listing Rule 7.3A.4 Purpose of Additional Equity Shares

The Company may seek to issue Shares under the 10% Placement for either:

- a cash issue price. In this case, the Company may use the funds for working capital, further investments in new or existing portfolio companies, or for other corporate purposes; or
- non-cash consideration, such as for the acquisition of new assets or investments, subject to any applicable ASX requirements.

In either case, the cash issue price for Shares or the value of the non-cash consideration Shares must comply with the minimum issue Share price noted in paragraph 3 above.

ASX Listing Rule 7.3A.5 Allocation Policy

The Company's allocation policy is dependent on the prevailing market conditions at the time of any proposed issue under the 10% Placement.

The identity of the places under the 10% Placement will be determined on a case by case basis having regard to a number of factors, including the following:

- the methods of raising funds that are available to the Company, including a rights issue or other issue in which existing Shareholders can participate;

- the effect of the issue of the Shares on the control of the Company;
- the financial situation and solvency of the Company; and
- advice from corporate, financial and broking advisors (if applicable).

The places under the 10% Placement have not been determined as at the date of finalisation of this Notice of AGM and may include existing substantial Shareholders and/or new Shareholders, but cannot include any directors, related parties or associates of a related party of the Company without a further specific shareholder approval under ASX Listing Rule 10.11 (unless an exception to ASX Listing Rule 10.11 applies).

ASX Listing Rule 7.3A.6 Prior approvals under ASX Listing Rule 7.1A.

The Company obtained Shareholder approval under Listing Rule 7.1A at the 2018 Annual General Meeting held on 29 November 2018.

Information under Listing Rule 7.3A.6(a): The table below shows the total number of equity securities issued in the past 12 months preceding the date of the Annual General Meeting 2019 and the percentage those issues represent of the total number of equity securities on issue at the commencement of the 12 month period.

Equity securities issued in the prior 12 month period	3,000,000 ordinary shares
Percentage previous issues represent of total number of equity securities on issue at commencement of 12 month period	10.23%

Information required under Listing Rule 7.3A.6(b): the table below sets out specific details for each issue of equity securities that has taken place in the 12 month period preceding the date of this Annual General Meeting.

Issue date	15 August 2019
Number of securities issued	3,000,000
Class of securities	Fully paid ordinary shares ranking pari passu to existing ordinary shares
The names of the persons to whom the entity issued the securities	Jun Hong Shen (Aust) Limited
Price at which the securities were issued	\$0.10 per share
Total cash consideration	\$300,000
The use of the funds raised	The funds have been used for working capital

Director's Recommendation

The Directors unanimously recommend that the Shareholders vote in favour of this resolution.

Statutory Notice

Electronic Annual Reports

Notice under section 209(1)(b) of the New Zealand Companies Act 1993

Shareholders have the right to receive a copy of the Company's annual report free of charge if the shareholder, within 15 working days of receiving this notice, makes a request to the company to receive a copy.

A request to receive a hard copy of the Company's Annual Report should be sent to:

Computershare Investor Services Pty Limited

- GPO Box 2975
Melbourne VIC 3001
Australia

Or email: web.queries@computershare.com.au

Shareholders may also obtain a copy of the Company's annual report by electronic means, via the Company's website at:

www.powerhouse-ventures.co.nz/investor-relations/results-asx-reports-presentations

Notes

Powerhouse Ventures Limited

ARBN 612 076 169



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

Need assistance?



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



Online:
www.investorcentre.com/contact



YOUR VOTE IS IMPORTANT

For your proxy appointment to be effective it must be received by **10am Melbourne time on Saturday 23 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

Online:

Lodge your vote online at www.investorvote.com.au using your secure access information or use your mobile device to scan the personalised QR code.

Your secure access information is



Control Number: 999999
SRN/HIN: I9999999999
PIN: 99999

For Intermediary Online subscribers (custodians) go to www.intermediaryonline.com

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 Powerhouse Ventures 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 Powerhouse Ventures Limited to be held at Steinepreis Paganin, Level 4, 50 Market Street, Melbourne, VIC, 3000, Australia on Monday 25 November 2019 at 10am Melbourne time and at any adjournment or postponement of that meeting.

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 Auditor Appointment and Remuneration	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Item 3a Re-election of Director - Mr Geoff Gander	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Item 3b Election of Director - Mr Ian Lothian	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Item 3c Election of Director - Mr Richard Symon	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Item 3d Election of Director - Mr Shuyu Yang (Nick Young)	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Item 4 Ratification of issue of ordinary shares pursuant to ASX Listing Rule 7.4	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Item 5 Approval of Additional 10% Placement Capacity	<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 Securityholder 2 Securityholder 3 / /
 Sole Director & Sole Company Secretary Director 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

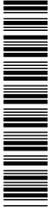


Powerhouse Ventures Limited

ARBN 612 076 169

PVLRM

MR RETURN SAMPLE
123 SAMPLE STREET
SAMPLE SURBURB
SAMPLETOWN VIC 3030



Dear Securityholder,

We have been trying to contact you in connection with your securityholding in Powerhouse Ventures 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

Powerhouse Ventures Limited