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**KALINA POWER LIMITED**

**ACN 000 090 997**

**NOTICE OF ANNUAL GENERAL MEETING**

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**TIME:** 11.30am (AEDST)

**DATE:** 30 November 2015

**PLACE:** Level 25, Bourke Place, 600 Bourke Street, Melbourne, VIC, 3000

***This Notice of Meeting should be read in its entirety. If Shareholders are in doubt as to how they should vote, they should seek advice from their professional advisers prior to voting.***

***Should you wish to discuss the matters in this Notice of Meeting please do not hesitate to contact the Executive Chairman or Company Secretary on (03) 9236 2800.***

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**TIME AND PLACE OF MEETING AND HOW TO VOTE**

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**VENUE**

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The Annual General Meeting of the Shareholders of Kalina Power Limited to which this Notice of Meeting relates will be held at 11.30 am (AEDST) on 30 **November** 2015 at:

Level 25, Bourke Place, 600 Bourke Street, Melbourne, VIC, 3000

**YOUR VOTE IS IMPORTANT**

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

**VOTING IN PERSON**

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

**VOTING BY PROXY**

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To vote by proxy, please complete and sign the proxy form enclosed and send the proxy form:

(a) by post to Kalina Power Limited, Level 1, 114-116 Auburn Road, Hawthorn, VIC 3122;

or

(b) by facsimile to the Company on facsimile number +61 3 9818 3656,

so that it is received not later than 11.30 am (AEDST) on 28 November 2015.

**Proxy forms received later than this time will be invalid.**

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## NOTICE OF ANNUAL GENERAL MEETING

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Notice is given that the Annual General Meeting of Shareholders of Kalina Power Limited will be held at Level 25, Bourke Place, 600 Bourke Street, Melbourne, VIC, 3000, at 11.30 am (AEDST) on 30 November 2015.

The Explanatory Statement to this Notice of Meeting provides additional information on matters to be considered at the Annual General Meeting. The Explanatory Statement and the proxy form are part of this Notice of Meeting.

The Directors have determined pursuant to Regulation 7.11.37 of the Corporations Regulations 2001 (Cth) that the persons eligible to vote at the Annual General Meeting are those who are registered Shareholders of the Company at 11.30am on 28 November 2015.

Terms and abbreviations used in this Notice of Meeting and Explanatory Statement are defined in the Glossary.

### BUSINESS

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#### ADOPTION OF THE ANNUAL FINANCIAL REPORT

To receive the Annual Financial Report, including Directors' declarations and accompanying reports of the Directors and auditors for the financial year ended 30 June 2015.

#### 1. RESOLUTION 1 – ADOPTION OF THE REMUNERATION REPORT

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

*“That, for the purposes of Section 250R(2) of the Corporations Act and for all other purposes, approval is given to the adoption of the Remuneration Report as contained in the Company’s financial report for the year ended 30 June 2015.”*

**Short Explanation:** The vote on this resolution is advisory only and does not bind the Directors or the Company.

**Voting Exclusion:**

Resolution 1 is indirectly connected with the remuneration of members of the key management personnel of the Company. Accordingly, the Company will disregard any votes cast (in any capacity) on Resolution 1 either:

- by or on behalf of any member of the key management personnel whose remuneration details are included in the Remuneration Report;
- by a closely related party of such key management personnel; or
- by any proxy for a member of the key management personnel or a closely related party of the key management personal.

Unless the vote is cast as a proxy for a person entitle to vote:

- in accordance with a direction on the proxy form; or
- by the Chairman of the meeting pursuant to an express authorisation in the proxy form to exercise the proxy as the Chairman sees fit, even though Resolution 1 is connected with the remuneration of a member of the key management personnel.

**2. RESOLUTION 2 – RE-ELECTION OF A DIRECTOR – MR JOHN ROSS MACLACHAN**

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

*“That, for all purposes, Mr Maclachlan, a director of the Company who retires by rotation in accordance with clause 75.1 of the Constitution and, being eligible, is re-elected as a Director of the Company.”*

**3. RESOLUTION 3 – ADDITIONAL PLACEMENT CAPACITY**

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

*“That for the purposes of listing rule 7.1a, the directors are authorised to issue up to 10,982,153 shares at an issue price, or for non-cash consideration, that is at least 75% of the volume weighted price for the company’s shares calculated over the period prescribed under listing rule 7.1a.3, and otherwise on the terms and conditions set out in the explanatory statement which accompanies, and forms part of, this notice of meeting.”*

**Voting Exclusion:**

The Company will disregard any votes cast on resolution 3 by a person (and any associates of such a person) who may participate in the issue of shares and a person who might obtain a benefit, except a benefit solely in the capacity of a Shareholder if resolution 3 is passed. However, the Company need not disregard a vote if it is cast by a person as a proxy for a person who is entitled to vote in accordance with the directions on the Proxy Form or it is cast by the person chairing the meeting as proxy for a person who is entitled to vote, in accordance with a direction on the Proxy Form to vote as the proxy decides.

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**DATED: 29 October 2015**

**BY ORDER OF THE BOARD**

**KALINA POWER LIMITED**

**ALWYN DAVEY**

**COMPANY SECRETARY**

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## EXPLANATORY STATEMENT

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This Explanatory Statement has been prepared for the information of the Shareholders of the Company in connection with the business to be conducted at the Annual General Meeting to be held at Level 25, Bourke Place, 600 Bourke Street, Melbourne, VIC, 3000 on 30 November 2015 at 11.30 am (AEDST).

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

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### 1. FINANCIAL STATEMENTS AND DIRECTORS' REPORTS

In accordance with the Company's Constitution, the business of the meeting will include receipt and consideration of the Company's Financial Report and reports of Directors and Auditors for the year ended 30 June 2015.

### 2. RESOLUTION 1 – ADOPTION OF REMUNERATION REPORT

At a listed company's annual general meeting, a resolution that the Remuneration Report be adopted must be put to the Shareholders.

The Remuneration Report sets out the Company's remuneration arrangements for the Directors and senior management of the Company. The vote on this Resolution is advisory only and does not bind the Directors or the Company. However, the Board will take the outcome of the vote into consideration when reviewing remuneration practices and policies.

### 3. RESOLUTION 2 – RE-ELECTION OF DIRECTOR

Clause 75.1 of the Constitution requires that one third of the Company's Directors must retire at each annual general meeting. Clause 75.4 of the Constitution provides that a retiring Director is eligible for re-election.

Mr Maclachlan will retire by rotation in accordance with the Constitution, and seeks re-election.

Information about Mr Maclachlan is available in the Annual Report.

### 4. RESOLUTION 3 – ADDITIONAL PLACEMENT CAPACITY

Listing Rule 7.1A provides eligible companies (which includes Kalina Power) the ability to raise an additional 10% of issued capital by way of placements over a 12 month period. This is in addition to a company's ability to issue up to 15% of its issued capital in a 12 month period without Shareholder approval. The number of shares which may be issued by a company under Listing Rule 7.1A is calculated in accordance with the following formula:

$$(A \times D) - E$$

where

**A** is the number of shares on issue 12 months before the date of issue or agreement:

- plus the number of fully paid shares issued in the 12 months under an exception in Listing Rule 7.2;
- plus the number of partly paid shares that became fully paid in the 12 months;
- plus the number of fully paid shares issued in the 12 months with the approval of Shareholders under Listing Rule 7.1 or Listing Rule 7.4;
- less the number of fully paid ordinary shares cancelled in the 12 months.

**D** is 10%.

**E** is the number of shares issued or agreed to be issued under Listing Rule 7.1A.2 in the 12 months before the date of issue or agreement to issue that are not issued with the approval of Shareholders under Listing Rule 7.1 or Listing Rule 7.4.

The Directors are seeking approval to issue a number of shares representing 10% of the issued share capital of the Company pursuant to Listing Rule 7.1A.

The primary purpose for which shares may be issued pursuant to resolution 3 is to pursue possible further investment opportunities which may arise, for working capital to utilise within the Group for operations and project development, or for further investment opportunities for non-cash consideration.

The shares must be issued at an issue price that is at least 75% of the Volume Weighted Average Price for the Company's Equity Securities over the 15 Trading Days immediately before:

- a. The date of which the price at which the Equity Securities are to be issued is agreed; or
- b. If the Equity Securities are not issued within 5 Trading Days of the date in paragraph (a) above, the date on which the Equity Securities are issued.

The Company may issue some of the shares for non-cash consideration, for example, as part of the consideration for an acquisition of assets but the issue price attributable to the shares shall be at least 75% of the volume weighted price as referred to above.

In the event that shares are issued for non-cash consideration, the Company will announce to the market the valuation of the non-cash consideration as required by Listing Rule 7.1A.3.

The Company will comply with the disclosure obligations under Listing Rules 7.1A(4) and 3.10.5A upon issue of any shares.

The Company's allocation policy is dependent on the prevailing market conditions at the time of any proposed issued pursuant to the 10% placement facility under Listing Rule 7.1A. The identity of the allottees of shares will be determined on a case by case basis having regard to factors including but not limited to the following:

- (i) The methods of raising funds that are available to the Company, including rights issue or other issues in which existing Shareholders can participate;
- (ii) The effect of the issue the shares on the control of the Company;
- (iii) The financial situation of the Company;
- (iv) Advice from corporate, financial and broking advisors; and
- (v) The potential benefits an allottee could provide to the Company as a strategic investor (if applicable).

The allottees under the 10% placement facility have not been determined as at the date of this Notice but may include existing substantial Shareholders and/or new Shareholders who are not related parties or associates of a related party of the Company.

Provided that Shareholder approval is granted for resolution 3, then there is a risk that the share price may be lower on the issue date than on the date on which approval is given to this resolution 3, and the shares may be issued at a discount to the market price for those equity securities. The table below is provided to illustrate the potential dilution of existing Shareholders on the basis of the current market price of shares and the current number of shares for variable "A" calculated in accordance with the formula in Listing Rule 7.1A.2 as at 20 October 2015.

Variable "A" in Listing Rule 7.1A.2		Dilution		
		\$0.05 50% decrease in Issue Price	\$0.10 Issue Price	\$0.20 100% increase in Issue Price
<b>Current Variable A</b> 132,836,184 shares	<b>10% Voting dilution</b>	13,283,618	13,283,618	13,283,618
	<b>Funds raised</b>	\$664,180.90	\$1,328,361.80	\$2,656,723.60
<b>50% increase in current Variable A</b> 199,254,276	<b>10% Voting dilution</b>	19,925,427	19,925,427	19,925,427
	<b>Funds raised</b>	\$996,271.38	\$1,992,542.76	\$3,985,085.52
<b>100% increase In current Variable A</b> 265,672,368	<b>10% Voting dilution</b>	26,567,236	26,567,236	26,567,236
	<b>Funds raised</b>	\$1,328,361.84	\$2,656,723.68	\$5,313,447.36

The table is prepared on the following assumptions:

- (i) The Company issues the maximum number of shares available under Listing Rule 7.1A;
- (ii) No shares are issued on the conversion of options before the date of issue of the shares;
- (iii) The table shows only the effect of shares issues under Listing Rule 7.1A and does not factor in the Company's ability to issue up to 15% of its issued capital under Listing Rule 7.1;
- (iv) The issue price is \$0.10

The table shows:

- (i) two examples where variable "A" has increased, by 50% and 100%. Variable "A" is based on the number of shares the Company has on issue. The number of shares on issue may increase as a result of issues of shares that do not require approval (for example, a pro rata entitlements issue) or future specific placements under Listing Rule 7.1 that are approved at a future Shareholders' meeting; and
- (ii) two examples of where the issue price of shares has decreased by 50% and increased by 100% as against the current market price.

If Shareholder approval is granted for resolution 3, then that approval will expire on the earlier of:

- (i) 30 November 2016 being 12 months from the date of the Meeting; or
- (ii) the date Shareholder approval is granted to a transaction under Listing Rule 11.1.2 (proposed change to nature and scale of activities) or Listing Rule 11.2 (change involving main undertaking).

The Company has previously obtained Shareholder approval under Listing Rule 7.1A on 26 June 2015.

In the 12 months prior to the date of this notice, the Company issued 91,890,489 ordinary shares which represents 224% of the issued capital of the Company at the commencement of the 12 month period. In addition the Company issued 113,377,720 warrants and options, which if converted represents 276% of the issued capital of the Company at the commencement of the 12 month period.

Issue of Securities in previous 12 Months:

Date of Issue	7 November 2014
Number Issued	2,850,000
Class/Type of Security	Ordinary Shares
Summary of Terms	Fully Paid
Name of persons who received securities or basis on which those persons was determined	Issued to institutional and high net worth individuals
Price	10c
Discount to market price (if any)	nil
Total consideration received	\$285,000
Amount of cash consideration spent	\$285,000
Use of cash consideration	Working capital for the Company general operations
Intended use for remaining amount of cash (if any)	n/a

Date of Issue	7 November 2014
Number Issued	2,850,000
Class/Type of Security	Options
Summary of Terms	Converts to fully paid ordinary shares at 10c per share up to 30 November 2015
Name of persons who received securities or basis on which those persons was determined	Attached to placement shares issued to Institutional and High net worth individuals as set out above
Price	Free attaching option
Discount to market price (if any)	nil
Total consideration received	nil
Amount of cash consideration spent	nil
Use of cash consideration	nil
Intended use for remaining amount of cash (if any)	Working Capital for Group

Date of Issue	8 January 2015
Number Issued	5,000,000
Class/Type of Security	Ordinary Shares
Summary of Terms	Fully Paid
Name of persons who received securities or basis on which those persons was determined	China Shiny Holdings Limited
Price	10c
Discount to market price (if any)	nil
Non-Cash consideration paid	Offset of Interest due to China Shiny Holdings Limited by Wasabi New Energy Asia Limited
Current Value of that non-cash consideration	\$500,000 represented by a loan to Wasabi New Energy Asia Limited

Date of Issue	8 January 2015
Number Issued	5,000,000
Class/Type of Security	Options
Summary of Terms	Converts to fully paid ordinary shares at 10c per share up to 30 November 2015
Name of persons who received securities or basis on which those persons was determined	China Shiny Holdings Limited
Price	Free attaching option
Discount to market price (if any)	nil
Total consideration received	nil
Amount of cash consideration spent	nil
Use of cash consideration	n/a
Intended use for remaining amount of cash (if any)	Future working capital of the Company

Date of Issue	25 February 2015
Number Issued	43,795,695
Class/Type of Security	Ordinary Shares
Summary of Terms	Fully paid
Name of persons who received securities or basis on which those persons was determined	Shareholders and Underwriters for Rights Issue and Shortfall under the Rights Issue
Price	10c
Discount to market price (if any)	nil
Total consideration received	nil
Amount of cash consideration spent	\$4,379,569
Use of cash consideration	Working capital, payment of loans, payment of costs associated with Rights Issue
Intended use for remaining amount of cash (if any)	Working Capital for the Group

Date of Issue	25 February 2015
Number Issued	43,795,695
Class/Type of Security	Options
Summary of Terms	Converts to fully paid ordinary shares at 10c per share up to 30 November 2015
Name of persons who received securities or basis on which those persons was determined	Shareholders and Underwriters for Rights Issue and Shortfall under the Rights Issue
Price	Free attaching option
Discount to market price (if any)	nil
Total consideration received	nil
Amount of cash consideration spent	nil
Use of cash consideration	n/a
Intended use for remaining amount of cash (if any)	Future working capital of the Company

Date of Issue	25 February 2015
Number Issued	5,464,762
Class/Type of Security	Ordinary Shares
Summary of Terms	Fully Paid
Name of persons who received securities or basis on which those persons was determined	Harrington Global Opportunities Fund Sarl
Price	10c
Discount to market price (if any)	nil
Non-Cash consideration paid	Repayment for Loan and Interest outstanding
Current Value of that non-cash consideration	\$546,476.20

Date of Issue	25 February 2015
Number Issued	5,464,762
Class/Type of Security	Options
Summary of Terms	Converts to fully paid ordinary shares at 10c per share up to 30 November 2015
Name of persons who received securities or basis on which those persons was determined	Harrington Global Opportunities Fund Sarl
Price	Free attaching option
Discount to market price (if any)	nil
Total consideration received	nil
Amount of cash consideration spent	nil
Use of cash consideration	n/a
Intended use for remaining amount of cash (if any)	Future working capital of the Company

Date of Issue	10 March 2015
Number Issued	11,765,381
Class/Type of Security	Ordinary Shares
Summary of Terms	Fully Paid
Name of persons who received securities or basis on which those persons was determined	Placement to Pan Andean Capital Pty Ltd and sophisticated investors
Price	10c
Discount to market price (if any)	nil
Non-Cash consideration paid	Repayment for Pan Andean Loan and Interest outstanding
Current Value of that non-cash consideration	\$1,176,538.10

Date of Issue	10 March 2015
Number Issued	11,765,381
Class/Type of Security	Options
Summary of Terms	Converts to fully paid ordinary shares at 10c per share up to 30 November 2015
Name of persons who received securities or basis on which those persons was determined	Pan Andean Capital Pty Ltd and sophisticated investors
Price	Free attaching option
Discount to market price (if any)	nil
Total consideration received	nil
Amount of cash consideration spent	nil
Use of cash consideration	n/a
Intended use for remaining amount of cash (if any)	Future working capital of the Company

Date of Issue	26 June 2015
Number Issued	71,883
Class/Type of Security	Ordinary Shares
Summary of Terms	Fully Paid
Name of persons who received securities or basis on which those persons was determined	Placement to Sophisticated investor and exercise of Options
Price	10c
Discount to market price (if any)	nil
Total consideration received	\$7,188.30
Amount of cash consideration spent	\$7,188.30
Use of cash consideration	Working Capital
Intended use for remaining amount of cash (if any)	N/a

Date of Issue	23 July 2015
Number Issued	973,115
Class/Type of Security	Ordinary Shares
Summary of Terms	Fully paid
Name of persons who received securities or basis on which those persons was determined	Directors of the Company pursuant to shareholder approval
Price	10c
Discount to market price (if any)	nil
Non-Cash consideration paid	Payment of outstanding Directors fees
Current Value of that non-cash consideration	\$97,311.50

Date of Issue	23 July 2015
Number Issued	973,115
Class/Type of Security	Options
Summary of Terms	Converts to fully paid ordinary shares at 10c per share up to 30 November 2015
Name of persons who received securities or basis on which those persons was determined	Directors of the Company pursuant to shareholder approval
Price	Free
Discount to market price (if any)	nil
Total consideration received	nil
Amount of cash consideration spent	nil
Use of cash consideration	n/a
Intended use for remaining amount of cash (if any)	Future working capital of the Company

Date of Issue	23 July 2015
Number Issued	21,600,000
Class/Type of Security	Options
Summary of Terms	Converts to fully paid ordinary shares at 11c per share up to 30 June 2018
Name of persons who received securities or basis on which those persons was determined	Directors and Employees
Price	Free nil
Discount to market price (if any)	nil
Total consideration received	nil
Amount of cash consideration spent	nil
Use of cash consideration	n/a
Intended use for remaining amount of cash (if any)	Future working capital of the Company

Date of Issue	1 October 2015
Number Issued	20,328,767
Class/Type of Security	Ordinary Shares
Summary of Terms	Fully Paid
Name of persons who received securities or basis on which those persons was determined	Placement to Harrington Global Opportunities Fund pursuant to shareholder approval on 1 October 2015
Price	10c
Discount to market price (if any)	nil
Total consideration received	\$2,032,876.70
Amount of cash consideration spent	\$800,000
Use of cash consideration	Working Capital
Intended use for remaining amount of cash (if any)	Provision of technical and engineering services and investment by way of loan in New Energy Asia Ltd

Date of Issue	1 October 2015
Number Issued	20,328,767
Class/Type of Security	Options
Summary of Terms	Converts to fully paid ordinary shares at 10c per share up to 30 September 2016
Name of persons who received securities or basis on which those persons was determined	Harrington Global Opportunities Fund
Price	Free nil
Discount to market price (if any)	nil
Total consideration received	nil
Amount of cash consideration spent	nil
Use of cash consideration	n/a
Intended use for remaining amount of cash (if any)	Future working capital of the Company

Date of Issue	13 October 2015
Number Issued	1,640,886
Class/Type of Security	Ordinary Shares
Summary of Terms	Fully Paid
Name of persons who received securities or basis on which those persons was determined	Placement to Sophisticated investors and exercise of Options
Price	10c
Discount to market price (if any)	nil
Total consideration received	\$164,088.60
Amount of cash consideration spent	nil
Use of cash consideration	n/a
Intended use for remaining amount of cash (if any)	Provision of technical and engineering services and investment by way of loan in New Energy Asia Ltd

Date of Issue	13 October 2015
Number Issued	1,600,000
Class/Type of Security	Options
Summary of Terms	Converts to fully paid ordinary shares at 10c per share up to 30 September 2016
Name of persons who received securities or basis on which those persons was determined	Placement to Sophisticated investors
Price	Free nil
Discount to market price (if any)	nil
Total consideration received	nil
Amount of cash consideration spent	nil
Use of cash consideration	n/a
Intended use for remaining amount of cash (if any)	Future working capital of the Company

## 5. ENQUIRIES

Shareholders are required to contact the Chairman or Company Secretary on +61 (3) 9236 2800 if they have any queries in respect of the matters set out in these documents.

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## GLOSSARY

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**\$** means Australian dollars.

**ASX** means ASX Limited (ACN 008 624 691).

**Board** means the board of directors of the Company.

**Company** means Kalina Power Limited (ACN 000 090 997).

**Constitution** means the Company's constitution.

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

**Directors** mean the current directors of the Company.

**Explanatory Statement** means the explanatory statement to the Notice.

**Key management personnel** means those persons having authority or responsibility for planning directing and controlling the activities of the Company, directly or indirectly, including any Director (whether executive or otherwise).

**Listing Rules** means the Listing Rules of ASX.

**Meeting** means the meeting convened by the Notice.

**Notice** means the notice of general meeting accompanying this Explanatory Statement.

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

**Share** means a fully paid ordinary share in the Company.

**Shareholder** means a holder of a Share.

**AEDST** means Australian Eastern Daylight Savings Time.

# Kalina Power Limited

ABN 24 000 090 997

## Lodge your vote:



### By Mail:

Kalina Power Limited  
Level 1, 114-116 Auburn Road  
Hawthorn, VIC 3122

Alternatively you can fax your form to  
(within Australia) 03 9818 3656  
(outside Australia) +61 3 9818 3656

## For all enquiries call:

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

## Proxy Form

For your vote to be effective it must be received by 11.30am (AEDST) Saturday, 28 November 2015

### 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

**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

Bring this form to assist registration. If a representative of a corporate securityholder or proxy is to attend the meeting you will need to provide the appropriate "Certificate of Appointment of Corporate Representative" prior to admission. A form of the certificate may be obtained from Computershare or online at [www.investorcentre.com](http://www.investorcentre.com) under the help tab, "Printable Forms".

**Comments & Questions:** If you have any comments or questions for the company, please write them on a separate sheet of paper and return with this form.

**Turn over to complete the form** →



View your securityholder information, 24 hours a day, 7 days a week:

**[www.investorcentre.com](http://www.investorcentre.com)**

- Review your securityholding
- Update your securityholding

**Your secure access information is:**



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

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

# Proxy Form

Please mark  to indicate your directions

## STEP 1 Appoint a Proxy to Vote on Your Behalf

I/We being a member/s of Kalina Power 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 Kalina Power Limited to be held at Level 25, Bourke Place, 600 Bourke Street, Melbourne, Victoria on Monday, 30 November 2015 at 11.30am (AEDST) and at any adjournment or postponement of that Meeting.

**Chairman authorised to exercise undirected proxies on remuneration related resolutions:** Where I/we have appointed the Chairman of the Meeting as my/our proxy (or the Chairman becomes my/our proxy by default), I/we expressly authorise the Chairman to exercise my/our proxy on Resolution 1 (except where I/we have indicated a different voting intention below) even though Resolution 1 is connected directly or indirectly with the remuneration of a member of key management personnel, which includes the Chairman.

**Important Note:** If the Chairman of the Meeting is (or becomes) your proxy you can direct the Chairman to vote for or against or abstain from voting on Resolution 1 by marking the appropriate box in step 2 below.

## 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
Resolution 1	Adoption of the Remuneration Report	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 2	Re-election of a Director - Mr John Ross Maclachlan	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 3	Additional 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.

## SIGN Signature of Securityholder(s) *This section must be completed.*

Individual or Securityholder 1

Sole Director and Sole Company Secretary

Securityholder 2

Director

Securityholder 3

Director/Company Secretary

Contact Name \_\_\_\_\_

Contact Daytime Telephone \_\_\_\_\_

Date / / \_\_\_\_\_