

EUREKA GROUP HOLDINGS LIMITED
ABN 15 097 241 159

NOTICE OF GENERAL MEETING
AND
EXPLANATORY MEMORANDUM

Date of Meeting: 17 June 2014
Time of Meeting: 10:30 am (Brisbane time)
Place of Meeting: Brisbane Club, Oak Room
Level 4, 241 Adelaide Street
Brisbane, QLD 4000

This Notice of General Meeting should be read in its entirety. If shareholders are in doubt as to how they should vote, they should seek advice from their accountant, solicitor or other professional advisor prior to voting.

**NOTICE OF GENERAL MEETING
EUREKA GROUP HOLDINGS LIMITED
ABN 15 097 241 159**

Notice is given that the General Meeting of shareholders of **Eureka Group Holdings Limited ABN 15 097 241 159 (Company)** will be held at Brisbane Club, Oak Room, Level 4, 241 Adelaide Street, Brisbane, Queensland on 17 June 2014 at 10:30 am (Brisbane time).

AGENDA

BUSINESS

- Item 1 will be proposed as an Ordinary Resolution.
- Item 2 will be proposed as an Ordinary Resolution.
- Item 3 will be proposed as an Ordinary Resolution.
- Item 4 will be proposed as an Ordinary Resolution.
- Item 5 will be proposed as an Ordinary Resolution.
- Item 6 will be proposed as an Ordinary Resolution.
- Item 7 will be proposed as an Ordinary Resolution

ITEM 1 – ISSUE OF REDEEMABLE CONVERTIBLE NOTES TO RELATED PARTIES

To consider and, if thought fit, pass the following Resolution as an Ordinary Resolution:

“That, in accordance with ASX Listing Rules 10.11, and Chapter 2E of the Corporations Act, and for all other purposes, approval is given in respect of the issue of 300,000 secured Convertible Notes to Ignition Capital Pty Ltd on the terms and conditions set out in the Explanatory Memorandum accompanying and forming part of this Notice of General Meeting.”

ITEM 2 – ISSUE OF REDEEMABLE CONVERTIBLE NOTES TO RELATED PARTIES

To consider and, if thought fit, pass the following Resolution as an Ordinary Resolution:

“That, in accordance with ASX Listing Rules 10.11, and Chapter 2E of the Corporations Act, and for all other purposes, approval is given in respect of the issue of 100,000 secured Convertible Notes to Ignition Capital No.2 Pty Ltd on the terms and conditions set out in the Explanatory Memorandum accompanying and forming part of this Notice of General Meeting.”

ITEM 3 – ISSUE OF REDEEMABLE CONVERTIBLE NOTES TO RELATED PARTIES

To consider and, if thought fit, pass the following Resolution as an Ordinary Resolution:

“That, in accordance with ASX Listing Rules 10.11, and Chapter 2E of the Corporations Act, and for all other purposes, approval is given in respect of the issue of 50,000 secured Convertible Notes to Kathlac Pty Ltd on the terms and conditions set out in the Explanatory Memorandum accompanying and forming part of this Notice of General Meeting.”

ITEM 4 – RATIFICATION OF ISSUE OF REDEEMABLE CONVERTIBLE NOTES

To consider and, if thought fit, pass the following Resolution as an Ordinary Resolution:

“That, approval is given for the purposes of ASX Listing Rule 7.4 and for all other purposes for the issue 200,000 secured Convertible Notes to the secured Convertible Noteholders on the terms and conditions set out in the Explanatory Memorandum accompanying and forming part of this Notice of General Meeting”.

ITEM 5 – ISSUE OF SHARES TO AN ENTITY ASSOCIATED WITH A DIRECTOR (LACHLAN McINTOSH)

To consider and, if thought fit, pass the following Resolution as an Ordinary Resolution:

“That, in accordance with ASX Listing Rules 10.11, Chapter 2E of the Corporations Act 2001 (Cth) and for all other purposes, approval is given for the issue of 641,082 fully paid ordinary shares in the Company at a price of 11.5 cents per share to 22 Capital Pty Ltd on the terms and conditions set out in the Explanatory Memorandum accompanying and forming part of this Notice of General Meeting”.

ITEM 6 – RATIFICATION OF ISSUE OF ORDINARY SHARES TO SOPHISTICATED INVESTORS

To consider and, if thought fit, pass the following Resolution as an Ordinary Resolution:

“That approval is given for the purposes of ASX Listing Rule 7.4 and for all other purposes for the prior issue and allotment of 9,500,000 fully-paid ordinary shares in the Company at a price of 10.0 cents per share to Sophisticated Investors under the Sophisticated Investor Placement on the terms and conditions set out in the Explanatory Memorandum accompanying and forming part of this Notice of General Meeting”.

ITEM 7 – ISSUE OF SHARES TO SOPHISTICATED INVESTORS

To consider and, if thought fit, pass the following Resolution as an Ordinary Resolution:

“That approval is given for the purposes of ASX Listing Rule 7.1 and for all other purposes for the issue of 3,500,000 fully-paid ordinary shares in the Company at a price of 10 cents per share to Sophisticated Investors on the terms and conditions set out in the Explanatory Memorandum accompanying and forming part of this Notice of General Meeting”.

GENERAL BUSINESS

To transact any business that may be properly brought before the meeting.

For further information, please refer to the Explanatory Memorandum which forms part of this Notice of Meeting.

BY ORDER OF THE BOARD



Lachlan McIntosh
Director
13 May 2014

NOTES REGARDING PROXY VOTING

Appointing a proxy

A shareholder who is entitled to attend and vote at the meeting has the right to appoint a proxy to attend and vote at the Meeting on their behalf. There is a proxy form included with this notice. A proxy need not be a member of the Company. A proxy may be an individual or a body corporate.

A shareholder entitled to cast two or more votes may appoint two proxies and may specify the proportion or number of votes each proxy is appointed to exercise. If proportions or number are not specified, each proxy can exercise half the available votes. If you require a second proxy form please contact the Share Registry on 1300 554 474 or from overseas +61 2 8280 7454.

For an appointment of a proxy to be effective, the proxy's appointment (and, if the appointment is signed by an attorney, the authority under which it was signed or a certified copy of the authority) must be received by the Company by 10:30 am (Brisbane time) on 15 June 2014.

A reply envelope is enclosed for the return of your proxy form. Alternatively, you can send in your proxy form to the Company by doing any of the following:

- Faxing it to + 61 2 9287 0309; or
- Delivering it to the Company's share registry (Link Market Services Limited) at Level 12, 680 George Street, Sydney, NSW, 2000; or
- Posting it to the Company's share registry (Link Market Services Limited) at Locked Bag A14, Sydney South NSW 1235, Australia.

Voting Exclusion Statements

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|--------|--|
| Item 1 | The Company will disregard any votes on this Resolution cast by Ignition Capital Pty Ltd, Robin Levison, who is a director of the Company, and any of their associates. |
| Item 2 | The Company will disregard any votes on this Resolution cast by Ignition Capital No.2 Pty Ltd, Robin Levison, who is a director of the Company, and any of their associates. |
| Item 3 | The Company will disregard any votes on this Resolution cast by Kathlac Pty Ltd, Lachlan McIntosh, who is a director of the Company and Kathlac Pty Ltd, and any of their associates. |
| Item 4 | The Company will disregard any votes on this Resolution cast by a person who participated in the issue and an associate of that person (or those persons). |
| Item 5 | The Company will disregard any votes on this Resolution cast by Lachlan McIntosh, 22 Capital Pty Ltd, and any associate of Lachlan McIntosh and 22 Capital Pty Ltd. |
| Item 6 | The Company will disregard any votes on this Resolution cast by Norfolk Enchants Pty Ltd, Wulguru Townsville Pty Ltd ATF The Wulguru Unit Trust, Condon Pty Ltd ATF The Condon Unit Trust, Samuel Turner, TBIC Pty Ltd, Kanumera Investments Pty Ltd, Tigershark Investments Pty Ltd, Perryville Investments Pty Ltd, David Oakley, Paradise Capital Pty Ltd, Philip and Jeanette Lee, Joseph Condon, Richard Mews, Wee Khoon Mews and any associate of those persons. |
| Item 7 | The Company will disregard any votes on this Resolution cast by Matrix Group Investments Pty Ltd, Ben Tomlinson, Robert Campbell, Stephen Walker, Wulguru Townsville Pty Ltd ATF The Wulguru Unit Trust, Condon Pty Ltd ATF The Condon Unit Trust, and any associate of those persons. |

Corporate Shareholders

Corporate shareholders wishing to appoint a representative to attend the Meeting on their behalf must provide that person with a properly executed letter confirming that they are authorised to act as the company's representative. The authorisation may be effective either for this Meeting only or for all meetings of the Company.

Eligibility to vote at the Meeting

The Company has determined, for the purposes of voting at the Meeting, that the Company's shares are taken to be held as those shareholders registered at 10:30 am (Brisbane time) on 16 June 2014.

Registration

If you are attending the Meeting, please bring your personalised proxy form with you. If you do not bring your form, you will still be able to attend the Meeting, but upon registration, representatives from the Company will need to verify your identity.

How undirected proxies held by the Chairman of the Meeting will be voted

The Chairman of the Company will chair the Meeting and will vote undirected proxies where a shareholder appoints the Chairman of the meeting as the shareholder's proxy in favour of all of the Resolutions. The Company encourages all shareholders who submit proxies to direct their proxy how to vote on each Resolution.

**EXPLANATORY MEMORANDUM
EUREKA GROUP HOLDINGS LIMITED ABN 15 097 241 159**

This Explanatory Memorandum is provided to shareholders of **Eureka Group Holdings Limited ABN 15 097 241 159** (the **Company**) to explain the Resolutions to be put to shareholders at the General Meeting to be held at Brisbane Club, Oak Room, Level 4, 241 Adelaide Street, Queensland on 17 June 2014 at 10:30 am (Brisbane time).

The Directors recommend shareholders read the accompanying Notice of Meeting and this Explanatory Memorandum in full before making any decision in relation to the Resolutions.

ITEM 1 – ISSUE OF REDEEMABLE CONVERTIBLE NOTES TO RELATED PARTIES

Shareholder approval is being sought in Item 1 to approve the issue of 300,000 secured convertible notes to Ignition Capital Pty Ltd. This issue will convert a \$300,000 short term loan, the conversion terms of which were agreed with Ignition Capital Pty Ltd in late November 2013. These funds were utilised in the acquisition of a 10% interest in the Easy Living (Bundaberg) Unit Trust and a 14% interest in the Easy Living Unit Trust as part of the initial stage of Eureka's growth plan. Shareholder approval is required for the purposes of the ASX Listing Rules and the Corporations Act 2001 (Cth). In particular, approval is sought under the following provisions of those instruments:

Required Disclosures

Pursuant to ASX Listing Rule 10.13, the following information is provided regarding ASX Listing Rule 10.11 approval:

➤ **ASX Listing Rule 10.13.1:** *Name of person*

Ignition Capital Pty Ltd

➤ **ASX Listing Rule 10.13.2:** *The maximum number of securities to be issued to the person*

300,000 secured Convertible Notes

➤ **ASX Listing Rule 10.13.3:** *Date by which the securities are to be issued*

If shareholder approval is obtained, the issue and allotment of the secured Convertible Notes will occur no later than one month after the date of this EGM, or such later time as deemed appropriate by an ASX waiver.

➤ **ASX Listing Rule 10.13.4:** *Nature of relationship*

Ignition Capital Pty Ltd and the Company are related parties as Robin Levison is a director of the Company and a director of Ignition Capital Pty Ltd.

➤ **ASX Listing Rule 10.13.5:** *Issue price of the securities and a statement of terms of issue*

1. Each secured Convertible Note has a face value of \$1.00.
2. The notes are secured (through formal security documents) by a 10% interest in the Easy Living (Bundaberg) Unit Trust and a 14% interest in the Easy Living Unit Trust.
3. The Noteholder may convert all or some of the secured Convertible Notes held by it at any time by giving the Company a conversion notice for those Convertible Notes.
4. The conversion price of the secured Convertible Notes is \$0.06 per share.

5. The expiry date of the secured Convertible Notes is 31 January 2016.
6. Each secured Convertible Note converts into Shares within 10 Business Days after the issue by the Secured Convertible Noteholder of a conversion notice in respect of those notes.
7. Unless redeemed or converted earlier, each secured Convertible Note must be redeemed on expiry.
8. The Company may redeem all or part only of the secured Convertible Notes at any time by serving a redemption notice on the Secured Convertible Noteholders provided certain conditions are met.
9. If Shareholder approval is not obtained at the EGM, the principal amount in respect of each Convertible Note must be repaid by the Company to the Secured Convertible Noteholders on demand.
10. Interest will accrue on the secured Convertible Notes at the rate of 10% per annum from the date of issue of the secured Convertible Notes up to the date on which the note is converted or redeemed.
11. The rights of the Secured Convertible Noteholders will change to the extent necessary to comply with the ASX Listing Rules applying to a reorganisation of capital at the time of the reorganisation.
12. The secured Convertible Notes will not be listed on the ASX. Upon the conversion of the secured Convertible Notes and the issue of the Shares, the Company will apply to the ASX to have the Shares issued to the Secured Convertible Noteholders Officially Quoted and, subject to any ASX ruling regarding Restricted Securities, will rank equally with all the other Shares on issue. In all other respects, the rights and entitlements of the Secured Convertible Noteholders in respect of the Shares to be issued to them will be identical to the rights and entitlements of the holders of issued Shares.

For the purposes of section 210 of the Corporations Act, the terms of the secured Convertible Notes issued Ignition Capital Pty Ltd are on arms' length terms and on the same terms that apply to the issue of Secured Notes to the other Secured Noteholders.

By way of illustrative example, the maximum number of Shares that may be issued to Ignition Capital Pty Ltd at a conversion price of \$0.06 is 5,000,000 shares.

➤ **ASX Listing Rule 10.13.6:** *A voting exclusion statement*

A voting exclusion statement is included.

➤ **ASX Listing Rule 10.13.6A:** *Intended use of the funds*

The funds raised will be used to replace short term interest bearing loans made for the acquisition of a 10% interest in the Easy Living (Bundaberg) Unit Trust and a 14% interest in the Easy Living Unit Trust.

Pursuant to ASX Listing Rule 7.2:

➤ **ASX Listing Rule 7.2, Exception 14:** *Approval not required under ASX Listing Rule 7.1*

As approval for the issue of the secured Convertible Notes to Ignition Capital Pty Ltd, referred to in Item 1, is being sought under Listing Rule 10.11, approval is not required under Listing Rule 7.1.

In addition to Listing Rule 10.11, approval of Shareholders of the issue of secured Convertible Notes (financial benefit) to Ignition Capital Pty Ltd (related party) is being sought pursuant to

section 208(1)(a) of the Corporations Act. In accordance with section 219 of the Corporations Act, the Company discloses the following information:

➤ *The related party to whom the proposed resolution would permit a financial benefit to be given*

Ignition Capital Pty Ltd

➤ *The nature of the financial benefits*

300,000 secured Convertible Notes.

➤ *Directors' recommendations*

Each of the Directors of the Company (except for Robin Levison) recommends that Shareholders vote in favour of Item 1.

➤ *Director's interest in resolution*

Except for Robin Levison, none of the Directors have an interest in Item 1.

➤ *All other relevant information*

The proposed share price of \$0.06 is equal to a 9% discount to the 5-day Volume Weighted Average Price ("VWAP") at the time the terms of the conversion right were negotiated in late November 2013. The Company discloses that the proposed issue will potentially dilute the proportional ownership of the Company by existing shareholders. Based on 95,208,902 shares currently on issue, if shareholders approve the issue of these 300,000 Convertible Notes, which are convertible into 5,000,000 shares, there will be a potential dilution of approximately 4.99%.

Robin Levison, through his associated entities Ignition Capital Pty Ltd and Ignition Capital No 2 Pty Ltd currently has a relevant interest in 5,448,132 shares in the Company. As outlined in the table below, should Item 1 pass and Items 2, 3, 5 and 7 pass, associated entities of Robin Levison will hold approximately 11.38% of the fully-paid ordinary shares of EGH after conversion of convertible notes. Should only Item 1 pass and not Items 2, 3, 5 and 7, associated entities of Robin Levison will hold approximately 10.47% of the fully-paid ordinary shares of EGH after conversion of convertible notes.

	Number of Shares Held by Ignition Capital	Number of Shares Held by Ignition Capital No 2	Number of Shares issued or convertible	Number of Shares convertible to Ignition Capital	Number of Shares convertible to Ignition Capital No 2	Total Number of Shares / potential Shares Outstanding	Ignition Capital & Ignition Capital No 2 % Ownership
EGH fully-paid ordinary shares prior to EGM	4,715,029	773,103		-	-	95,208,902	5.76%
Item 1 (Convertible Note issue) Issue of Convertible Notes to Ignition Capital	4,715,029	773,103	5,000,000	5,000,000	-	100,208,902	10.47%
Item 2 (Convertible Note issue) Issue of Convertible Notes to Ignition Capital No 2	9,715,029	773,103	1,666,666	-	1,666,666	101,875,568	11.93%
Item 3 (Convertible Note issue) Issue of Convertible Notes to an entity associated with Lachlan McIntosh	9,715,029	2,439,769	833,333	-	-	102,708,901	11.83%
Item 5 (Share Issue) Issue of Shares to an entity associated with Lachlan McIntosh	9,715,029	2,439,769	641,028	-	-	103,349,929	11.76%

	Number of Shares Held by Ignition Capital	Number of Shares Held by Ignition Capital No 2	Number of Shares issued or convertible	Number of Shares convertible to Ignition Capital	Number of Shares convertible to Ignition Capital No 2	Total Number of Shares / potential Shares Outstanding	Ignition Capital & Ignition Capital No 2 % Ownership
Item 7 (Share Issue) Issue of Shares to Sophisticated Investors	9,715,029	2,439,769	3,500,000	-	-	106,849,929	11.38%

As at the date immediately prior to the date of this Notice of General Meeting, the Company's shares had a closing price of 13.5 cents per share, a 12 month high of 14.0 cents per share and a 12 month low of 3.0 cents per share and a 5-day VWAP of 12.4 cents per share. Directors have chosen the value of 6.0 cents for this Item 1 as it was equal to a 9% discount to the 5-day VWAP at the time the terms of the conversion right were negotiated in late November 2013.

Shareholder approval of this Resolution, together with Items 2, 3, 4, 5, 6 and 7, will result in full reinstatement of the Company's 15% cap for the purposes of Listing Rule 7.1.

ITEM 2 – ISSUE OF REDEEMABLE CONVERTIBLE NOTES TO RELATED PARTIES

Shareholder approval is being sought in Item 2 to approve the issue of 100,000 secured convertible notes to Ignition Capital No. 2 Pty Ltd. This issue will convert a \$100,000 short term loan, the conversion terms of which were agreed with Ignition Capital No. 2 Pty Ltd in late November 2013. These funds were utilised in the acquisition of a 10% interest in the Easy Living (Bundaberg) Unit Trust and a 14% interest in the Easy Living Unit Trust as part of the initial stage of Eureka's growth plan. Shareholder approval is required for the purposes of the ASX Listing Rules and the Corporations Act 2001 (Cth). In particular, approval is sought under the following provisions of those instruments:

Required Disclosures

Pursuant to ASX Listing Rule 10.13, the following information is provided regarding ASX Listing Rule 10.11 approval:

➤ **ASX Listing Rule 10.13.1:** *Name of person*

Ignition Capital No. 2 Pty Ltd

➤ **ASX Listing Rule 10.13.2:** *The maximum number of securities to be issued to the person*

100,000 secured Convertible Notes

➤ **ASX Listing Rule 10.13.3:** *Date by which the securities are to be issued*

If shareholder approval is obtained, the issue and allotment of the secured Convertible Notes will occur no later than one month after the date of this EGM, or such later time as deemed appropriate by an ASX waiver.

➤ **ASX Listing Rule 10.13.4:** *Nature of relationship*

Ignition Capital No. 2 Pty Ltd and the Company are related parties as Robin Levison is a director of the Company and a director of Ignition Capital No. 2 Pty Ltd.

➤ **ASX Listing Rule 10.13.5:** *Issue price of the securities and a statement of terms of issue*

1. Each secured Convertible Note has a face value of \$1.00.
2. The notes are secured (through formal security documents) by a 10% interest in the Easy Living (Bundaberg) Unit Trust and a 14% interest in the Easy Living Unit Trust.

3. The Noteholder may convert all or some of the secured Convertible Notes held by it at any time by giving the Company a conversion notice for those Convertible Notes.
4. The conversion price of the secured Convertible Notes is \$0.06 per share.
5. The expiry date of the secured Convertible Notes is 31 January 2016.
6. Each secured Convertible Note converts into Shares within 10 Business Days after the issue by the Secured Convertible Noteholder of a conversion notice in respect of those notes.
7. Unless redeemed or converted earlier, each secured Convertible Note must be redeemed on expiry.
8. The Company may redeem all or part only of the secured Convertible Notes at any time by serving a redemption notice on the Secured Convertible Noteholders provided certain conditions are met.
9. If Shareholder approval is not obtained at the EGM, the principal amount in respect of each Convertible Note must be repaid by the Company to the Secured Convertible Noteholders on demand.
10. Interest will accrue on the secured Convertible Notes at the rate of 10% per annum from the date of issue of the secured Convertible Notes up to the date on which the note is converted or redeemed.
11. The rights of the Secured Convertible Noteholders will change to the extent necessary to comply with the ASX Listing Rules applying to a reorganisation of capital at the time of the reorganisation.
12. The secured Convertible Notes will not be listed on the ASX. Upon the conversion of the secured Convertible Notes and the issue of the Shares, the Company will apply to the ASX to have the Shares issued to the Secured Convertible Noteholders Officially Quoted and, subject to any ASX ruling regarding Restricted Securities, will rank equally with all the other Shares on issue. In all other respects, the rights and entitlements of the Secured Convertible Noteholders in respect of the Shares to be issued to them will be identical to the rights and entitlements of the holders of issued Shares.

For the purposes of section 210 of the Corporations Act, the terms of the secured Convertible Notes issued Ignition Capital No.2 Pty Ltd are on arms' length terms and on the same terms that apply to the issue of Secured Notes to the other Secured Noteholders.

By way of illustrative example, the maximum number of Shares that may be issued to Ignition Capital No. 2 Pty Ltd at a conversion price of \$0.06 is 1,666,666 shares.

➤ **ASX Listing Rule 10.13.6:** *A voting exclusion statement*

A voting exclusion statement is included.

➤ **ASX Listing Rule 10.13.6A:** *Intended use of the funds*

The funds raised will be used to replace short term interest bearing loans made for the acquisition of a 10% interest in the Easy Living (Bundaberg) Unit Trust and a 14% interest in the Easy Living Unit Trust.

Pursuant to ASX Listing Rule 7.2:

➤ **ASX Listing Rule 7.2, Exception 14:** *Approval not required under ASX Listing Rule 7.1*

As approval for the issue of the secured Convertible Notes to Ignition Capital No. 2 Pty Ltd, referred to in Item 2, is being sought under Listing Rule 10.11, approval is not required under Listing Rule 7.1.

In addition to Listing Rule 10.11, approval of Shareholders of the issue of secured Convertible Notes (financial benefit) to Ignition Capital No. 2 Pty Ltd (related party) is being sought pursuant to section 208(1)(a) of the Corporations Act. In accordance with section 219 of the Corporations Act, the Company discloses the following information:

➤ *The related party to whom the proposed resolution would permit a financial benefit to be given*

Ignition Capital No. 2 Pty Ltd

➤ *The nature of the financial benefits*

100,000 secured Convertible Notes.

➤ *Directors' recommendations*

Each of the Directors of the Company (except for Robin Levison) recommends that Shareholders vote in favour of Item 2.

➤ *Director's interest in resolution*

Except for Robin Levison, none of the Directors have an interest in Item 2.

➤ *All other relevant information*

The proposed share price of \$0.06 is equal to a 9% discount to the 5-day VWAP at the time the terms of the conversion right were negotiated in late November 2013. The Company discloses that the proposed issue will potentially dilute the proportional ownership of the Company by existing shareholders. Based on 95,208,902 shares currently on issue, if shareholders approve the issue of these 100,000 Convertible Notes, which are convertible into 1,666,666 shares, there will be a potential dilution of approximately 1.72%.

Robin Levison, through his associated entities Ignition Capital Pty Ltd and Ignition Capital No 2 Pty Ltd currently has a relevant interest in 5,448,132 shares in the Company. As outlined in the table below, should Item 2 pass and Items 1, 3, 5 and 7 pass, associated entities of Robin Levison will hold approximately 11.38% of the fully-paid ordinary shares of EGH after conversion of convertible notes. Should only Item 2 pass and not Items 1, 3, 5 and 7, associated entities of Robin Levison will hold approximately 7.39% of the fully-paid ordinary shares of EGH after conversion of convertible notes.

	Number of Shares Held by Ignition Capital	Number of Shares Held by Ignition Capital No 2	Number of Shares issued or convertible	Number of Shares convertible to Ignition Capital	Number of Shares convertible to Ignition Capital No 2	Total Number of Shares / potential Shares Outstanding	Ignition Capital & Ignition Capital No 2 % Ownership
EGH fully-paid ordinary shares prior to EGM	4,715,029	773,103		-	-	95,208,902	5.76%
Item 1 (Convertible Note issue) Issue of Convertible Notes to Ignition Capital	4,715,029	773,103	5,000,000	5,000,000	-	100,208,902	10.47%

	Number of Shares Held by Ignition Capital	Number of Shares Held by Ignition Capital No 2	Number of Shares issued or convertible	Number of Shares convertible to Ignition Capital	Number of Shares convertible to Ignition Capital No 2	Total Number of Shares / potential Shares Outstanding	Ignition Capital & Ignition Capital No 2 % Ownership
Item 2 (Convertible Note issue) Issue of Convertible Notes to Ignition Capital No 2	9,715,029	773,103	1,666,666	-	1,666,666	101,875,568	11.93%
Item 3 (Convertible Note issue) Issue of Convertible Notes to an entity associated with Lachlan McIntosh	9,715,029	2,439,769	833,333	-	-	102,708,901	11.83%
Item 5 (Share Issue) Issue of Shares to an entity associated with Lachlan McIntosh	9,715,029	2,439,769	641,028	-	-	103,349,929	11.76%
Item 7 (Share Issue) Issue of Shares to Sophisticated Investors	9,715,029	2,439,769	3,500,000	-	-	106,849,929	11.38%

As at the date immediately prior to the date of this Notice of General Meeting, the Company's shares had a closing price of 13.5 cents per share, a 12 month high of 14.0 cents per share and a 12 month low of 3.0 cents per share and a 5-day VWAP of 12.4 cents per share. Directors have chosen the value of 6.0 cents for this Item 1 as it was equal to a 9% discount to the 5-day VWAP at the time the terms of the conversion right were negotiated in late November 2013.

Shareholder approval of this Resolution, together with Items 1, 3, 4, 5, 6 and 7, will result in full reinstatement of the Company's 15% cap for the purposes of Listing Rule 7.1.

ITEM 3 – ISSUE OF REDEEMABLE CONVERTIBLE NOTES TO RELATED PARTIES

Shareholder approval is being sought in Item 3 to approve the issue of 50,000 secured convertible notes to Kathlac Pty Ltd. This issue will convert a \$50,000 short term loan, the conversion terms of which were agreed with Kathlac Pty Ltd in late November 2013. These funds were utilised in the acquisition of a 10% interest in the Easy Living (Bundaberg) Unit Trust and a 14% interest in the Easy Living Unit Trust as part of the initial stage of Eureka's growth plan. Shareholder approval is required for the purposes of the ASX Listing Rules and the Corporations Act 2001 (Cth). In particular, approval is sought under the following provisions of those instruments:

Required Disclosures

Pursuant to ASX Listing Rule 10.13, the following information is provided regarding ASX Listing Rule 10.11 approval:

➤ **ASX Listing Rule 10.13.1:** *Name of person*

Kathlac Pty Ltd

➤ **ASX Listing Rule 10.13.2:** *The maximum number of securities to be issued to the person*

50,000 secured Convertible Notes

➤ **ASX Listing Rule 10.13.3:** *Date by which the securities are to be issued*

If shareholder approval is obtained, the issue and allotment of the secured Convertible Notes will occur no later than one month after the date of this EGM, or such later time as deemed appropriate by an ASX waiver.

➤ **ASX Listing Rule 10.13.4:** *Nature of relationship*

Kathlac Pty Ltd and the Company are related parties as Lachlan McIntosh is a Director of the Company and a Director of Kathlac Pty Ltd.

➤ **ASX Listing Rule 10.13.5:** *Issue price of the securities and a statement of terms of issue*

1. Each secured Convertible Note has a face value of \$1.00.
2. The notes are secured (through formal security documents) by a 10% interest in the Easy Living (Bundaberg) Unit Trust and a 14% interest in the Easy Living Unit Trust.
3. The Noteholder may convert all or some of the secured Convertible Notes held by it at any time by giving the Company a conversion notice for those Convertible Notes.
4. The conversion price of the secured Convertible Notes is \$0.06 per share.
5. The expiry date of the secured Convertible Notes is 31 January 2016.
6. Each secured Convertible Note converts into Shares within 10 Business Days after the issue by the Secured Convertible Noteholder of a conversion notice in respect of those notes.
7. Unless redeemed or converted earlier, each secured Convertible Note must be redeemed on expiry.
8. The Company may redeem all or part only of the secured Convertible Notes at any time by serving a redemption notice on the Secured Convertible Noteholders provided certain conditions are met.
9. If Shareholder approval is not obtained at the EGM, the principal amount in respect of each Convertible Note must be repaid by the Company to the Secured Convertible Noteholders on demand.
10. Interest will accrue on the secured Convertible Notes at the rate of 10% per annum from the date of issue of the secured Convertible Notes up to the date on which the note is converted or redeemed.
11. The rights of the Secured Convertible Noteholders will change to the extent necessary to comply with the ASX Listing Rules applying to a reorganisation of capital at the time of the reorganisation.
12. The secured Convertible Notes will not be listed on the ASX. Upon the conversion of the secured Convertible Notes and the issue of the Shares, the Company will apply to the ASX to have the Shares issued to the Secured Convertible Noteholders Officially Quoted and, subject to any ASX ruling regarding Restricted Securities, will rank equally with all the other Shares on issue. In all other respects, the rights and entitlements of the Secured Convertible Noteholders in respect of the Shares to be issued to them will be identical to the rights and entitlements of the holders of issued Shares.

For the purposes of section 210 of the Corporations Act, the terms of the secured Convertible Notes issued to Kathlac Pty Ltd are on arms' length terms and on the same terms that apply to the issue of Secured Notes to the other Secured Noteholders.

By way of illustrative example, the maximum number of Shares that may be issued to Kathlac Pty Ltd at a conversion price of \$0.06 is 833,333 shares.

➤ **ASX Listing Rule 10.13.6:** *A voting exclusion statement*

A voting exclusion statement is included.

➤ **ASX Listing Rule 10.13.6A:** *Intended use of the funds*

The funds raised will be used to replace short term interest bearing loans made for the acquisition of a 10% interest in the Easy Living (Bundaberg) Unit Trust and a 14% interest in the Easy Living Unit Trust.

Pursuant to ASX Listing Rule 7.2:

➤ **ASX Listing Rule 7.2, Exception 14:** *Approval not required under ASX Listing Rule 7.1*

As approval for the issue of the secured Convertible Notes to Kathlac Pty Ltd, referred to in Item 3, is being sought under Listing Rule 10.11, approval is not required under Listing Rule 7.1.

In addition to Listing Rule 10.11, approval of Shareholders of the issue of secured Convertible Notes (financial benefit) to Kathlac Pty Ltd (related party) is being sought pursuant to section 208(1)(a) of the Corporations Act. In accordance with section 219 of the Corporations Act, the Company discloses the following information:

➤ *The related party to whom the proposed resolution would permit a financial benefit to be given*

Kathlac Pty Ltd

➤ *The nature of the financial benefits*

50,000 secured Convertible Notes.

➤ *Directors' recommendations*

Each of the Directors of the Company (except for Lachlan McIntosh) recommends that Shareholders vote in favour of Item 3.

➤ *Director's interest in resolution*

Except for Lachlan McIntosh, none of the Directors have an interest in Item 3.

➤ *All other relevant information*

The proposed share price of \$0.06 is equal to a 9% discount to the 5-day VWAP at the time the terms of the conversion right were negotiated in late November 2013. The Company discloses that the proposed issue will potentially dilute the proportional ownership of the Company by existing shareholders. Based on 95,208,902 shares currently on issue, if shareholders approve the issue of these 50,000 Convertible Notes, which are convertible into 833,333 shares, there will be a potential dilution of approximately 0.87%.

Lachlan McIntosh, through his associated entities 22 Capital Pty Ltd and Kathlac Pty Ltd currently has a relevant interest in 10,608,336 shares in the Company. As outlined in the table below, should Item 3 pass and Items 1, 2, 5 and 7 pass, associated entities of Lachlan McIntosh will hold approximately 11.31% of the fully-paid ordinary shares of EGH after conversion of convertible notes. Should only Item 3 pass and not Items 1, 2, 5 and 7, associated entities of Lachlan McIntosh will hold approximately 11.91% of the fully-paid ordinary shares of EGH after conversion of convertible notes.

	Number of Shares Held by 22 Capital	Number of Shares Held by Kathlac	Number of Shares / potential Shares Issued	Number of Shares Issued to 22 Capital	Number of Shares / potential shares issued to Kathlac	Total Number of Shares / potential Shares Outstanding	22 Capital & Kathlac % Ownership
EGH fully-paid ordinary shares prior to EGM	4,575,000	6,033,336		-	-	95,208,902	11.14%
Item 1 (Convertible Note issue) Issue of Convertible Notes to an entity associated with Robin Levison	4,575,000	6,033,336	5,000,000	-	-	100,208,902	10.59%
Item 2 (Convertible Note issue) Issue of Convertible Notes to an entity associated with Robin Levison	4,575,000	6,033,336	1,666,666	-	-	101,875,568	10.41%
Item 3 (Convertible Note issue) Issue of Convertible Notes to Kathlac	4,575,000	6,033,336	833,333	-	833,333	102,708,901	11.14%
Item 5 (Share Issue) Issue of Shares to Kathlac	4,575,000	6,866,669	641,028	-	641,028	103,349,929	11.69%
Item 7 (Share Issue) Issue of Shares to Sophisticated Investors	4,575,000	7,507,697	3,500,000	-	-	106,849,929	11.31%

As at the date immediately prior to the date of this Notice of General Meeting, the Company's shares had a closing price of 13.5 cents per share, a 12 month high of 14.0 cents per share and a 12 month low of 3.0 cents per share and a 5-day VWAP of 12.4 cents per share. Directors have chosen the value of 6.0 cents for this Item 1 as it was equal to a 9% discount to the 5-day VWAP at the time the terms of the conversion right were negotiated in late November 2013.

Shareholder approval of this Resolution, together with Items 1, 2, 4, 5, 6 and 7, will result in full reinstatement of the Company's 15% cap for the purposes of Listing Rule 7.1.

ITEM 4 – RATIFICATION OF ISSUE OF REDEEMABLE CONVERTIBLE NOTES

The Company has raised \$200,000 by way of the issue of secured Convertible Notes to sophisticated and professional investors (within the meanings ascribed to those terms in the Corporations Act). The secured Convertible Notes were allotted to the following investors on the following dates:

- 6 March 2014 in respect of 60,000 Convertible Notes to Richard Mews
- 6 March 2014 in respect of 50,000 Convertible Notes to Damien Bender
- 6 March 2014 in respect of 30,000 Convertible Notes to Alister Wright
- 6 March 2014 in respect of 30,000 Convertible Notes to Brenden Hall
- 6 March 2014 in respect of 30,000 Convertible Notes to Laurie Lowther

The terms of issue of the secured Convertible Notes are set out below:

Secured Convertible Notes

1. Each secured Convertible Note has a face value of \$1.00.

2. The notes are secured by a 10% interest in the Easy Living (Bundaberg) Unit Trust and a 14% interest in the Easy Living Unit Trust.
3. A Secured Convertible Noteholder may convert all or some of the secured Convertible Notes held by it at any time by giving the Company a conversion notice for those Convertible Notes.
4. The conversion price of the secured Convertible Notes is \$0.06 per share.

By way of illustrative example, the maximum number of shares that may be issued at a conversion price of \$0.06 is 3,333,333 shares.
5. The expiry date of the secured Convertible Notes is 31 January 2016.
6. Each secured Convertible Note converts into Shares within 10 Business Days after the issue by the Secured Convertible Noteholder of a conversion notice in respect of those notes.
7. Unless redeemed or converted earlier, each secured Convertible Note must be redeemed on expiry.
8. The Company may redeem all or part only of the secured Convertible Notes at any time by serving a redemption notice on the Secured Convertible Noteholders provided certain conditions are met.
9. If Shareholder approval is not obtained at the EGM, the principal amount in respect of each Convertible Note must be repaid by the Company to the Secured Convertible Noteholders on demand by more than 50% of the Secured Convertible Noteholders;
10. Interest will accrue on the secured Convertible Notes at the rate of 10% per annum from the date of issue of the secured Convertible Notes up to the date on which the note is converted or redeemed.
11. The rights of the Secured Convertible Noteholders will change to the extent necessary to comply with the ASX Listing Rules applying to a reorganisation of capital at the time of the reorganisation, including ASX Listing Rule 7.22.1.
12. The secured Convertible Notes will not be listed on the ASX. Upon the conversion of the secured Convertible Notes and the issue of the Shares, the Company will apply to the ASX to have the Shares issued to the Secured Convertible Noteholders Officially Quoted and, subject to any ASX ruling regarding Restricted Securities, will rank equally with all the other Shares on issue. In all other respects, the rights and entitlements of the Secured Convertible Noteholders in respect of the Shares to be issued to them will be identical to the rights and entitlements of the holders of issued Shares.

The conversion right of the secured Convertible Notes to the Secured Convertible Noteholders is subject to Shareholders granting their approval for this Item 4. Failing shareholder approval, the \$200,000 in capital raised defaults to secured debt of the Company and is due immediately upon written notice by the Secured Convertible Noteholders.

Under ASX Listing Rule 7.4, a company may obtain a subsequent approval to an issue of securities (provided that the issue did not breach ASX Listing Rule 7.1), which has the effect of treating that issue as having been approved under ASX Listing Rule 7.1. In other words, issues of securities subsequently approved in this way reinstate (either fully or partly) a company's capacity to issue up to 15% of its share capital over a rolling 12 month period.

The Company now seeks its shareholder approval to the reinstatement of its 15% cap, which will be achieved if the shareholders approve this Item 4.

The Directors consider that the reinstatement of the 15% cap will give them greater flexibility in possible future capital raisings, as may be necessary to meet the working capital or other requirements of the business to fund possible future acquisitions.

Each of the Directors of the Company recommends that Shareholders approve the past issue of secured Convertible Notes as proposed by Item 4.

Shareholder approval of this Item, together with Items 1, 2, 3, 5, 6 and 7, will result in full reinstatement of the Company's 15% cap for the purposes of Listing Rule 7.1.

A voting exclusion statement is included.

ITEM 5 – ISSUE OF SHARES TO ENTITIES ASSOCIATED WITH A DIRECTOR (LACHLAN McINTOSH)

Shareholder approval is being sought in Item 5 to approve the issue of 641,028 fully-paid ordinary shares at a price of 11.5 cents per share to 22 Capital Pty Ltd, an entity associated with Mr. Lachlan McIntosh. This share issuance will convert \$73,718.22 in fees for services rendered by 22 Capital Pty Ltd into shares. This issuance of equity as repayment of debt will reduce debt on Eureka's balance sheet.

Shareholder approval is required for the purposes of the ASX Listing Rules and the Corporations Act 2001 (Cth). In particular approval is sought under the following provisions of those instruments:

Required Disclosures

Pursuant to ASX Listing Rule 10.13, the following information is provided regarding ASX Listing Rule 10.11 approval:

➤ **ASX Listing Rule 10.13.1:** *Name of person*

22 Capital Pty Ltd

➤ **ASX Listing Rule 10.13.2:** *The maximum number of securities to be issued to the person*

641,028 fully-paid ordinary shares

➤ **ASX Listing Rule 10.13.3:** *Date by which the securities are to be issued*

If shareholder approval is obtained, the issue and allotment of the Shares will occur no later than one month after the date of this EGM, or such later time as deemed appropriate by an ASX waiver.

➤ **ASX Listing Rule 10.13.4:** *Nature of relationship*

Mr. McIntosh is the managing director and major shareholder of 22 Capital Ltd.

➤ **ASX Listing Rule 10.13.5:** *Issue price of the securities and a statement of terms of issue*

The fully-paid ordinary shares are to be issued at 11.5 cents per share.

➤ **ASX Listing Rule 10.13.6:** *A voting exclusion statement*

A voting exclusion statement is included in the Notice of Meeting.

➤ **ASX Listing Rule 10.13.6A:** *Intended use of the funds*

The issue will act as payment of fees owing to 22 Capital Pty Ltd.

Pursuant to ASX Listing Rule 7.2:

➤ **ASX Listing Rule 7.2, Exception 14:** *Approval not required under ASX Listing Rule 7.1*

As approval for the issue of the fully-paid ordinary shares to 22 Capital Pty Ltd, referred to in Item 5, is being sought under Listing Rule 10.11, approval is not required under Listing Rule 7.1.

In addition to Listing Rule 10.11, approval of Shareholders of the issue of fully-paid ordinary shares (financial benefit) to 22 Capital Pty Ltd (related party) is being sought pursuant to section 208(1)(a) of the Corporations Act. In accordance with section 219 of the Corporations Act, the Company discloses the following information:

➤ *The related party to whom the proposed resolution would permit a financial benefit to be given*

22 Capital Pty Ltd

➤ *The nature of the financial benefits*

641,028 fully-paid ordinary shares

➤ *Directors' recommendations*

Each of the Directors of the Company (except for Lachlan McIntosh) recommends that Shareholders vote in favour of Item 5.

➤ *Director's interest in resolution*

Except for Lachlan McIntosh, none of the Directors have an interest in Item 5.

➤ *All other relevant information*

The proposed share price of \$0.115 is the closing market share price on 22 April 2014. The Company discloses that the proposed issue will dilute the proportional ownership of the Company by existing shareholders. Based on 95,208,902 shares currently on issue, if shareholders approve the issue of these 641,028 shares, there will be a dilution of approximately 0.67%.

Lachlan McIntosh, through his associated entities 22 Capital Pty Ltd and Kathlac Pty Ltd currently has a relevant interest in 10,608,336 shares in the Company. As outlined in the table below, should Item 5 pass and Items 1, 2, 3 and 7 pass, associated entities of Lachlan McIntosh will hold approximately 11.31% of the fully-paid ordinary shares of EGH after conversion of convertible notes. Should only Item 5 pass and not Items 1, 2, 3 and 7, associated entities of Lachlan McIntosh will hold approximately 11.74% of the fully-paid ordinary shares of EGH.

	Number of Shares Held by 22 Capital	Number of Shares Held by Kathlac	Number of Shares / potential Shares Issued	Number of Shares Issued to 22 Capital	Number of Shares / potential shares issued to Kathlac	Total Number of Shares / potential Shares Outstanding	22 Capital & Kathlac % Ownership
EGH fully-paid ordinary shares prior to EGM	4,575,000	6,033,336		-	-	95,208,902	11.14%
Item 1 (Convertible Note issue) Issue of Convertible Notes to an entity associated with Robin Levison	4,575,000	6,033,336	5,000,000	-	-	100,208,902	10.59%

	Number of Shares Held by 22 Capital	Number of Shares Held by Kathlac	Number of Shares / potential Shares Issued	Number of Shares Issued to 22 Capital	Number of Shares / potential shares issued to Kathlac	Total Number of Shares / potential Shares Outstanding	22 Capital & Kathlac % Ownership
Item 2 (Convertible Note issue) Issue of Convertible Notes to an entity associated with Robin Levison	4,575,000	6,033,336	1,666,666	-	-	101,875,568	10.41%
Item 3 (Convertible Note issue) Issue of Convertible Notes to Kathlac	4,575,000	6,033,336	833,333	-	833,333	102,708,901	11.14%
Item 5 (Share Issue) Issue of Shares to Kathlac	4,575,000	6,866,669	641,028	-	641,028	103,349,929	11.69%
Item 7 (Share Issue) Issue of Shares to Sophisticated Investors	4,575,000	7,507,697	3,500,000	-	-	106,849,929	11.31%

As at the date immediately prior to the date of this Notice of General Meeting, the Company's shares had a closing price of 13.5 cents per share, a 12 month high of 14.0 cents per share and a 12 month low of 3.0 cents per share and a 5-day VWAP of 12.4 cents per share. Directors have chosen the value of 11.5 cents for this Item 5 which is the closing market share price on 22 April 2013.

Shareholder approval of this Resolution, together with Items 1, 2, 3, 4, 6 and 7, will result in full reinstatement of the Company's 15% cap for the purposes of Listing Rule 7.1.

ITEM 6 – RATIFICATION OF ISSUE OF ORDINARY SHARES TO SOPHISTICATED INVESTORS

On 9 April 2014, the Company issued 8,000,000 fully paid ordinary shares (which rank pari passu with all other issued EGH fully paid ordinary shares) at 10.0 cents per share. On 10 April 2014, the Company issued 767,000 fully paid ordinary shares (which rank pari passu with all other issued EGH fully paid ordinary shares) at 10.0 cents per share. On 16 April 2014, the Company issued 733,000 fully paid ordinary shares (which rank pari passu with all other issued EGH fully paid ordinary shares) at 10.0 cents per share.

The placement raised \$950,000, which funds have been used as part of the Company's acquisition of the 93-unit village in Mackay known as Cascade Gardens and the general working capital of the Company.

The shares issued on 9 April 2014 were as follows:

1. 5,000,000 shares at 10.0 cents to Norfold Enchants Pty Ltd;
2. 750,000 shares at 10.0 cents to Wulguru Townsville Pty Ltd ATF The Wulguru Unit Trust;
3. 750,000 shares at 10.0 cents to Condon Pty Ltd ATF The Condon Unit Trust;
4. 100,000 shares at 10.0 cents to Mr Samuel Turner;
5. 200,000 shares at 10.0 cents to TBIC Pty Ltd;
6. 100,000 shares at 10.0 cents to Kanumera Investments Pty Ltd;
7. 250,000 shares at 10.0 cents to Tigershark Investments Pty Ltd;
8. 250,000 shares at 10.0 cents to Perryville Investments Pty Ltd;
9. 200,000 shares at 10.0 cents to Mr David Oakley;
10. 200,000 shares at 10.0 cents to Paradise Capital Pty Ltd; and
11. 200,000 shares at 10.0 cents to Mr Philip Lee & Mrs Jeanette Lee.

The shares issued on 10 April 2014 were as follows:

1. 767,000 shares at 10.0 cents to Mr Joseph Condon.

The shares issued on 16 April 2014 were as follows:

1. 233,000 shares at 10.0 cents to Mr Joseph Condon;
2. 250,000 shares at 10.0 cents to Mr Richard Mews; and
3. 250,000 shares at 10.0 cents to Mr Richard Mews & Mrs Wee Khoon Mews

Under ASX Listing Rule 7.4, a company may obtain a subsequent approval to an issue of securities (provided that the issue did not breach ASX Listing Rule 7.1), which has the effect of treating that issue as having been approved under ASX Listing Rule 7.1. In other words, issues of securities subsequently approved in this way reinstate (either fully or partly) a company's capacity to issue up to 15% of its share capital over a rolling 12 month period.

The Company now seeks its shareholder approval to the reinstatement of its 15% cap, which will be achieved if the shareholders approve this Item 6.

The Directors consider that the reinstatement of the 15% cap will give them greater flexibility in possible future capital raisings, as may be necessary to meet the working capital or other requirements of the business to fund possible future acquisitions.

Shareholder approval of this Resolution, together with Resolutions 1, 2, 3, 4, 5 and 7 will result in full reinstatement of the Company's 15% cap.

ITEM 7 – ISSUE OF SHARES TO SOPHISTICATED INVESTORS

Shareholder approval is being sought in Item 7 to approve the issue of up to 3,500,000 fully-paid ordinary shares (which rank pari passu with all other issued EGH fully paid ordinary shares) at 10 cents per share to sophisticated investors as part of a short-term debt for equity swap. Short-term debt capital was raised at the same time as the capital in Item 6; however due to equity capital limits imposed by listing rule 7.1 (15% cap), these contributions were made initially as short term loans until the date of this EGM when they can be converted into fully-paid ordinary shares. In the event that Item 4, Item 6 and this Item 7 are not approved by shareholders, Eureka will have insufficient room in its 15% cap to convert the \$350,000 short term loans into shares and must repay the loans immediately. If Item 4 and Item 6 are approved but this Item 7 is not approved, Eureka will issue the shares under its 15% cap to convert the short-term debt into equity.

The Shares will be fully paid ordinary shares in the capital of the Company and rank equally with all other ordinary shares. The Shares will be issued to sophisticated investors within 30 days of the date of this meeting. The issue will convert \$350,000 of short term loans into shares at 10 cents each.

The shares will be issued as follows:

1. 500,000 shares at 10.0 cents to Matrix Group Investments Pty Ltd;
2. 500,000 shares at 10.0 cents to Mr Ben Tomlinson;
3. 500,000 shares at 10.0 cents to Mr Robert Campbell;
4. 1,000,000 shares at 10.0 cents to Mr Stephen Walker;
5. 500,000 shares at 10.0 cents to Wulguru Townsville Pty Ltd ATF The Wulguru Unit Trust; and
6. 500,000 shares at 10.0 cents to Condon Pty Ltd ATF The Condon Unit Trust;

ASX Listing Rule 7.1 restricts the Company to issuing a maximum of 15% of its issued capital in any 12 month period unless it obtains shareholder approval for the issue.

The Company now seeks its shareholder approval to the reinstatement of its 15% cap, which will be achieved if the shareholders approve this Item 7.

The Directors consider that the reinstatement of the 15% cap will give them greater flexibility in possible future capital raisings, as may be necessary to meet the working capital or other requirements of the business to fund possible future acquisitions.

Shareholder approval of this Resolution, together with Resolutions 1, 2, 3, 4, 5 and 6 will result in full reinstatement of the Company's 15% cap.

Any inquiries in relation to the Resolutions or the Explanatory Memorandum should be directed to Robin Levison (Director) on (07) 5568 0205



ABN 15 097 241 159

LODGE YOUR VOTE



ONLINE

www.linkmarketservices.com.au



By mail:
Eureka Group Holdings Limited
C/- Link Market Services Limited
Locked Bag A14
Sydney South NSW 1235 Australia



By fax: +61 2 9287 0309



All enquiries to: Telephone: 1300 554 474

SHAREHOLDER PROXY FORM

I/We being a member(s) of Eureka Group Holdings Limited and entitled to attend and vote hereby appoint:

STEP 1

APPOINT A PROXY

☐

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

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

or failing the person/body corporate named, or if no person/body corporate is named, the Chairman of the Meeting, as my/our proxy and to vote for me/us on my/our behalf at the General Meeting of the Company to be held at **10:30am on Tuesday, 17 June 2014, at Brisbane Club, Oak Room, Level 4, 241 Adelaide Street, Brisbane, Queensland** and at any adjournment or postponement of the meeting.

The Chairman of the Meeting intends to vote undirected proxies in favour of all items of business.

Proxies will only be valid and accepted by the Company if they are signed and received no later than 48 hours before the meeting.

Please read the voting instructions overleaf before marking any boxes with an ☒

STEP 2

VOTING DIRECTIONS

Resolution 1

Issue of Redeemable Convertible Notes to related parties

☐
☐
☐

Resolution 5

Issue of Shares to an entity associated with a director (Lachlan McIntosh)

☐
☐
☐

Resolution 2

Issue of Redeemable Convertible Notes to related parties

☐
☐
☐

Resolution 6

Ratification of issue of Ordinary Shares to sophisticated investors

☐
☐
☐

Resolution 3

Issue of Redeemable Convertible Notes to related parties

☐
☐
☐

Resolution 7

Issue of Shares to sophisticated investors

☐
☐
☐

Resolution 4

Ratification of issue of Redeemable Convertible Notes

☐
☐
☐


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

STEP 3

IMPORTANT - VOTING EXCLUSIONS

☐

If the Chairman of the Meeting is appointed as your proxy, or may be appointed by default and you do not wish to direct your proxy how to vote as your proxy in respect of Items 1 and 2 above, please place a mark in this box. By marking this box, you acknowledge that the Chairman of the Meeting may exercise your proxy even though he/she has an interest in the outcome of those Items and that votes cast by him/her for those Items, other than as proxyholder, would be disregarded because of that interest. If you do not mark this box, and you have not directed your proxy how to vote, the Chairman of the Meeting will not cast your votes on Items 1 and 2 and your votes will not be counted in calculating the required majority if a poll is called on these Items.

The Chairman of the Meeting intends to vote undirected proxies in favour of Items 1 and 2.

STEP 4

SIGNATURE OF SHAREHOLDERS - THIS MUST BE COMPLETED

Shareholder 1 (Individual)

Sole Director and Sole Company Secretary

Joint Shareholder 2 (Individual)

Director/Company Secretary (Delete one)

Joint Shareholder 3 (Individual)

Director

This form should be signed by the shareholder. If a joint holding, either shareholder may sign. If signed by the shareholder's attorney, the power of attorney must have been previously noted by the registry or a certified copy attached to this form. If executed by a company, the form must be executed in accordance with the company's constitution and the *Corporations Act 2001* (Cth).

EGH PRX402



HOW TO COMPLETE THIS PROXY FORM

Your Name and Address

This is your name and address as it appears on the Company's share register. If this information is incorrect, please make the correction on the form. Shareholders sponsored by a broker should advise their broker of any changes. **Please note: you cannot change ownership of your shares using this form.**

Appointment of a Proxy

If you wish to appoint the Chairman of the Meeting as your proxy, mark the box in Step 1. If the person you wish to appoint as your proxy is someone other than the Chairman of the Meeting please write the name of that person in Step 1. If you leave this section blank, or your named proxy does not attend the meeting, the Chairman of the Meeting will be your proxy. A proxy need not be a shareholder of the Company. A proxy may be an individual or a body corporate.

Votes on Items of Business - Proxy Appointment

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

Appointment of a Second Proxy

You are entitled to appoint up to two persons as proxies to attend the meeting and vote on a poll. If you wish to appoint a second proxy, an additional Proxy Form may be obtained by telephoning the Company's share registry or you may copy this form and return them both together.

To appoint a second proxy you must:

- (a) on each of the first Proxy Form and the second Proxy Form state the percentage of your voting rights or number of shares applicable to that form. If the appointments do not specify the percentage or number of votes that each proxy may exercise, each proxy may exercise half your votes. Fractions of votes will be disregarded; and
- (b) return both forms together.

Signing Instructions

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

Individual: where the holding is in one name, the holder must sign.

Joint Holding: where the holding is in more than one name, either shareholder may sign.

Power of Attorney: to sign under Power of Attorney, you must lodge the Power of Attorney with the registry. If you have not previously lodged this document for notation, 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 indicate the office held by signing in the appropriate place.

Corporate Representatives

If a representative of the corporation is to attend the meeting the appropriate "Certificate of Appointment of Corporate Representative" should be produced prior to admission in accordance with the Notice of Meeting. A form of the certificate may be obtained from the Company's share registry.

Lodgement of a Proxy Form

This Proxy Form (and any Power of Attorney under which it is signed) must be received at an address given below by **10:30am on Sunday, 15 June 2014**, being not later than 48 hours before the commencement of the meeting. Any Proxy Form received after that time will not be valid for the scheduled meeting.

Proxy Forms may be lodged using the reply paid envelope or:



ONLINE

www.linkmarketservices.com.au

Login to the Link website using the holding details as shown on the proxy form. Select 'Voting' and follow the prompts to lodge your vote. To use the online lodgement facility, shareholders will need their "Holder Identifier" (Securityholder Reference Number (SRN) or Holder Identification Number (HIN) as shown on the front of the proxy form).



by mail:

Eureka Group Holdings Limited
C/- Link Market Services Limited
Locked Bag A14
Sydney South NSW 1235
Australia



by fax:

+61 2 9287 0309



by hand:

delivering it to Link Market Services Limited, 1A Homebush Bay Drive, Rhodes NSW 2138 or Level 12, 680 George Street, Sydney NSW 2000.

**If you would like to attend and vote at the General Meeting, please bring this form with you.
This will assist in registering your attendance.**