

AUSTRALASIAN WEALTH INVESTMENTS LIMITED

NOTICE OF EXTRAORDINARY GENERAL MEETING

Notice is hereby given that an Extraordinary General Meeting of the Members (**Meeting**) of Australasian Wealth Investments Limited ACN 111 772 359 (**Company**) will be held on **Wednesday 18 May 2016** at **11.00 am** at the Four Seasons Hotel, 199 George Street, Sydney, NSW, 2000, in Gallery 1 on Level 2.

SPECIAL BUSINESS

1. Change of Company Name

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

That with effect from the day on which the Australian Securities and Investments Commission alters the details of the Company's registration, for the purposes of section 157 of the Corporations Act and for all other purposes, the name of the Company change from "Australasian Wealth Investments Limited" to "Investsmart Group Limited" and the Constitution of the Company and all other records be amended accordingly.

Entitlement to Vote

For the purposes of the Meeting, all shares will be taken to be held by the persons who, according to the Company's share register, held them as registered shareholders at 7.00 pm (Sydney time) on Monday 16 May 2016. Accordingly, share transfers registered after that time will be disregarded in determining entitlements to attend and vote at the Meeting.

How to Vote

Members entitled to vote at the Meeting may vote:

- by attending the meeting and voting in person; or
- by appointing an attorney to attend the meeting and vote on their behalf or, in the case of corporate members or proxies, a corporate representative to attend the meeting and vote on its behalf; or
- by appointing a proxy to attend and vote on their behalf, using the proxy form accompanying this Notice. A proxy may be an individual or a body corporate.

Voting in person (or by attorney or by corporate representative)

Members or their proxies, attorneys or representatives (including representatives of corporate proxies) wishing to vote in person should attend the Meeting and bring a form of personal identification (such as their driver's licence).

To vote by attorney at this meeting, the original or an originally certified copy of the power of attorney or other authority (if any) under which the instrument is signed must be received by the Company's Share Registry before 11.00 am (Sydney time) on Monday 16 May 2016 in any of the following ways:

By post to the Share Registry, Boardroom Pty Limited:
GPO Box 3993, Sydney, NSW, 2001, Australia

By hand delivery to Boardroom Pty Limited at:
Level 12, 225 George Street, Sydney, NSW, 2000, Australia

To vote in person, you or your proxy, attorney, representative or corporate proxy representative must attend the Meeting.

A vote cast in accordance with the appointment of a proxy or power of attorney is valid even if before the vote was cast the appointor:

- died;
- became mentally incapacitated;
- revoked the proxy or power; or
- transferred the Shares in respect of which the vote was cast,

unless the Company receives written notification of the death, mental incapacity, revocation or transfer before the Meeting.

To vote by corporate representative at the Meeting, a corporate Member or proxy should obtain an Appointment of Corporate Representative Form from the Share Registry and complete and sign the form in accordance with the instructions on it. The appointment should be lodged at the registration desk on the day of the Meeting. The appointment of a representative may set out restrictions on the representative's powers.

The original form of appointment of a representative, a certified copy of the appointment, or a certificate of the body corporate evidencing the appointment of a representative is prima facie evidence of a representative having been appointed. The Chairman of the Meeting may permit a person claiming to be a representative to exercise the body's powers even if he or she has not produced a certificate or other satisfactory evidence of his or her appointment.

Voting by Proxy

Any Member entitled to attend and vote at the Meeting is entitled to appoint a proxy to attend and vote instead of that Member. The proxy does not need to be a Member. A Member that is entitled to cast 2 or more votes may appoint 2 proxies and may specify the proportion or number of votes each proxy is appointed to exercise. If no proportion or number is specified, each proxy may exercise half of the Member's votes. A proxy may be an individual or a body corporate. A proxy that is a body corporate may appoint a representative to exercise the powers that the body corporate may exercise as the Member's proxy.

A proxy may vote or abstain as he or she chooses except where the appointment of the proxy directs the way the proxy is to vote on the motion. If an appointment directs the way the proxy is to vote on the motion:

- if the proxy is the Chairman of the Meeting --- the proxy must vote on a poll and must vote in the way directed;
- if the proxy is not the Chairman of the Meeting --- the proxy need not vote on a poll, but if the proxy does so, the proxy must vote in the way directed; and
- if the proxy does not attend the Meeting, or does not vote on a poll, the Chairman of the Meeting is taken, before voting on the motion closes, to have been appointed as the proxy for the purposes of voting on the motion at the Meeting.

If a proxy appointment is signed or validly authenticated by the Member but does not name the proxy or proxies in whose favour it is given, the Chairman of the Meeting may either act as proxy or complete the proxy appointment by inserting the name or names of one or more Directors or the Company Secretary.

If:

- a Member nominates the Chairman of the Meeting as the Member's proxy; or
- the Chairman of the Meeting is to act as proxy if a proxy appointment is signed by a Member but does not name the proxies in whose favour it is given or otherwise under a default appointment according to the terms of the proxyform,

then the person acting as Chairman in respect of an item of business at the Meeting must act as proxy under the appointment in respect of that item of business.

Proxies must be lodged not later than 48 hours before the Meeting i.e. 11.00 am (Sydney time) on Monday 16 May 2016 in any of the following ways:

By post to the Share Registry, Boardroom Pty Limited:
GPO Box 3993, Sydney, NSW, 2001, Australia

By hand delivery to Boardroom Pty Limited at:
Level 12, 225 George Street, Sydney, NSW, 2000, Australia

By fax to Boardroom Pty Limited on:
+61 2 9290 9655

By electronic lodgement:
www.votingonline.com.au/awiegm2016 in accordance with instructions provided on the enclosed proxy form. You will need your postcode or country of residence to lodge your proxy vote online.

A form of proxy is provided with this notice.

Further Information

If you have any queries in relation to the Meeting, please contact the Company Secretary, Peter Friend, on +61 2 8305 6000 or peterfriend@awilimited.com.

Dated this 11th day of April 2016.

By order of the Board of Directors



Paul Clitheroe
Chairman

EXPLANATORY MEMORANDUM

(This Explanatory Memorandum forms part of the Notice of Meeting)

This Explanatory Memorandum provides information for Members in respect of the motion to be considered at an Extraordinary General Meeting of Australasian Wealth Investments Limited (**Company**) to be held on **Wednesday 18 May 2016** at **11.00 am** at the Four Seasons Hotel, 199 George Street, Sydney, NSW, 2000, in Gallery 1 on Level 2.

SPECIAL BUSINESS

1. Change of Company Name

It is proposed that the Company change its name from “Australasian Wealth Investments Limited” to “Investsmart Group Limited”. This is proposed following a review from which the Board determined it is desirable to align the Company’s name and the Company’s primary business brand in order to maximise recognition of that brand.

Under the Corporations Act, a company may change its name by passing a special resolution, adopting a new name and lodging an application in the prescribed form with the Australian Securities and Investments Commission. The change of name will take effect when the Australian Securities and Investments Commission alters the details of the Company’s registration. A change of the Company’s name will not create a new legal entity nor affect the Company’s existing property, rights or obligations.

At least 75% of the votes cast by members entitled to vote must be in favour of the motion for it to be passed.

The Board unanimously recommends that members vote in favour of the motion.

The Chairman of the Meeting intends to vote all available proxies in favour of the motion.



All Correspondence to:

✉ **By Mail** Boardroom Pty Limited
GPO Box 3993
Sydney NSW 2001 Australia

📠 **By Fax:** +61 2 9290 9655

💻 **Online:** www.boardroomlimited.com.au

☎ **By Phone:** (within Australia) 1300 737 760
(outside Australia) +61 2 9290 9600

YOUR VOTE IS IMPORTANT

For your vote to be effective it must be recorded **before 11:00 am (AEST) on Monday 16 May 2016.**

💻 TO VOTE ONLINE

- STEP 1: VISIT** www.votingonline.com.au/awiegm2016
- STEP 2: Enter your Postcode OR Country of Residence (if outside Australia)**
- STEP 3: Enter your Voting Access Code (VAC):**

📱 BY SMARTPHONE



Scan QR Code using smartphone
QR Reader App

TO VOTE BY COMPLETING THE PROXY FORM

STEP 1 APPOINTMENT OF PROXY

Indicate who you want to appoint as your Proxy.

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

Appointment of a Second Proxy

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

To appoint a second proxy you must:

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

STEP 2 VOTING DIRECTIONS TO YOUR PROXY

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

Proxy which is a Body Corporate

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

STEP 3 SIGN THE FORM

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

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

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

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

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

STEP 4 LODGEMENT

Proxy forms (and any Power of Attorney under which it is signed) must be received no later than 48 hours before the commencement of the meeting, therefore by **11:00 am (AEST) on Monday 16 May 2016**. Any Proxy Form received after that time will not be valid for the scheduled meeting.

Proxy forms may be lodged using the enclosed Reply Paid Envelope or:

- 💻 **Online** www.votingonline.com.au/awiegm2016
- 📠 **By Fax** + 61 2 9290 9655
- ✉ **By Mail** Boardroom Pty Limited
GPO Box 3993,
Sydney NSW 2001 Australia
- 👤 **In Person** Level 12, 225 George Street,
Sydney NSW 2000 Australia

Attending the Meeting

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

Australasian Wealth Investments Limited

ACN 111 772 359

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Your Address

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

PROXY FORM

STEP 1 APPOINT A PROXY

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

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

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

or failing the individual or body corporate named, or if no individual or body corporate is named, the Chair of the Meeting as my/our proxy at the Extraordinary General Meeting of the Company to be held at the **Four Seasons Hotel, in Gallery 1 on Level 2, 199 George Street, Sydney, NSW, 2000 on Wednesday 18 May 2016 at 11:00 am** and at any adjournment of that meeting, to act on my/our behalf and to vote in accordance with the following directions or if no directions have been given, as the proxy sees fit.

The Chair of the Meeting intends to vote undirected proxies in favour of Resolution 1.

STEP 2 VOTING DIRECTIONS

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

Resolution 1 Change of Company Name

For Against Abstain*

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STEP 3 SIGNATURE OF SHAREHOLDERS

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

Individual or Securityholder 1

Sole Director and Sole Company Secretary

Securityholder 2

Director

Securityholder 3

Director / Company Secretary

Contact Name.....

Contact Daytime Telephone.....

Date / / 2016