Australian Whisky Holdings Limited
ABN 62 104 600 544

NOTICE OF ANNUAL GENERAL MEETING

to be held at **3:30 pm** AEDT on

Wednesday, 30 November 2016

at The York Conference and Function Centre

95-99 York Street

SYDNEY NSW 2000

Registered Office:

Australian Whisky Holdings Limited
Level 10
8-10 Loftus Street
SYDNEY NSW 2000
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Notice is hereby given that the Annual General Meeting of Shareholders of Australian Whisky Holdings Limited will be held at 3:30 pm AEDT on Wednesday, 30 November 2016 at The York Conference and Function Centre 95-99 York Street Sydney NSW 2000.

The Explanatory Notes to this Notice of Meeting provide additional information on matters to be considered at the AGM. The Explanatory Notes and Proxy Form are part of this Notice of Meeting.

Terms and abbreviations used in this Notice of Meeting and Explanatory Notes are defined in **Schedule 1 – Glossary**.

AGENDA

1. Consideration of Financial Report, Directors' Report and Auditor's Report

To consider the Financial Report and the reports of the Directors and the Auditor for the year ended 30 June 2016.

Neither the Corporations Act nor the Constitution requires a vote of Shareholders on the reports or statements. However, Shareholders will be given the opportunity to ask questions or make comments on the reports and statements at the AGM.

2. Resolution 1 – Adoption of Remuneration Report

To consider and, if thought fit, to pass with or without amendment, the following non-binding resolution:

"*That the Remuneration Report required by section 300A of the Corporations Act, as contained in the Directors' Report of the Company for the year ended 30 June 2016, be adopted, details of which are set out in the Explanatory Notes to Resolution 1 accompanying the Notice of Meeting*."

Voting Exclusion

The Company will disregard any votes cast on this Resolution 1 by:

a) A member of the Key Management Personnel, details of whose remuneration are included in the Remuneration Report; or

b) A closely Related Party of such a member.

However, a person described above may cast a vote on the resolution if:

- The person does so as a proxy appointed in writing that specifies how the proxy is to vote on the proposed resolution;
- The vote is not cast on behalf of a person described in subparagraphs (a) or (b) above; and
- The vote is cast by the Chairman, as the nominated proxy for a person who is permitted to vote, with express authorisation given to the Chairman to exercise the proxy even if the resolution is connected directly or indirectly with remuneration of a member of the Key Management Personnel of the Company.

3. Resolution 2 – Re-election of Mr Peter Herd and Mr Terry Cuthbertson as Directors of the Board

Resolution 2A – Re-election of Mr Peter Herd as a Director

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

"That Mr Peter Herd, being a Director of the Company, retires by rotation in accordance with the Constitution and, being eligible, offers himself for re-election, be re-elected as a Director of the Company, details of which are set out in the Explanatory Notes to Resolution 2A accompanying the Notice of Meeting."

Resolution 2B – Re-election of Mr Terry Cuthbertson as a Director

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

"That Mr Terry Cuthbertson, being a Director of the Company, retires by rotation in accordance with the Constitution and, being eligible, offers himself for re-election, be re-elected as a Director of the Company, details of which are set out in the Explanatory Notes to Resolution 2B accompanying the Notice of Meeting."

4. Resolution 3 – Election of Mr Rohan Boman as a Director of the Board

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

"That, in accordance with the Constitution and for all other purposes, Mr Rohan Boman, being eligible, offers himself for appointment, be elected as a Director of the Company, details of which are set out in the Explanatory Notes to Resolution 3 accompanying the Notice of Meeting."

5. Resolution 4 – Approval on Employee Incentive Plan

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

"That, in accordance with the Constitution and ASX Listing Rules and for all other purposes, approval be given in respect of the Employee Incentive Plan on the terms and conditions set out in the Explanatory Notes to Resolution 4 accompanying the Notice of Meeting."

Voting Exclusion

The Company will disregard votes cast on Resolution 4 by a director of the Company (except a director who is ineligible to participate in any of the Company's employee incentive schemes) and any of their Associates;

However, the Company need not disregard a vote if:

- it is cast by that person as proxy for a person who is entitled to vote, in accordance with the directions on the proxy form; or
- it is cast by the chairman of 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.

6. Resolution 5 – Issue of Options to Directors, Employees and Service Providers

Resolution 5A(i) – Issue of Options to Mr Terry Cuthbertson

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

"That for the purposes of ASX Listing Rule 10.14 or ASX Listing Rule 10.11, Chapter 2E of the Corporations Act 2001 and all other purposes, approval be given in respect of the issue of 156,250,000 options to Mr Terry Cuthbertson (or his nominee) on the terms and conditions set out in the Explanatory Notes to Resolution 5A(i) accompanying the Notice of Meeting.

Resolution 5A(ii) – Issue of Options to Mr Gary Mares

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

"That for the purposes of ASX Listing Rule 10.14 or ASX Listing Rule 10.11, Chapter 2E of the Corporations Act 2001 and all other purposes, approval be given in respect of the issue of 65,500,000 options to Mr Gary Mares (or his nominee) on the terms and conditions set out in the Explanatory Notes to Resolution 5A(ii) accompanying the Notice of Meeting.

Resolution 5A(iii) – Issue of Options to Mr Peter Herd

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

"That for the purposes of ASX Listing Rule 10.14 or ASX Listing Rule 10.11, Chapter 2E of the Corporations Act 2001 and all other purposes, approval be given in respect of the issue of 65,500,000 options to Mr Peter Herd (or his nominee) on the terms and conditions set out in the Explanatory Notes to Resolution 5A(iii) accompanying the Notice of Meeting.

Resolution 5A(iv) – Issue of Options to Mr Rohan Boman

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

> *"That for the purposes of ASX Listing Rule 10.14 or ASX Listing Rule 10.11, Chapter 2E of the Corporations Act 2001 and all other purposes, approval be given in respect of the issue of 65,500,000 options to Mr Rohan Boman (or his nominee) on the terms and conditions set out in the Explanatory Notes to Resolution 5A(iv) accompanying the Notice of Meeting.*

Resolution 5B – Issue of Options to the Company's Secretary - Mr Kenneth Lee

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

> *"That for the purposes of ASX Listing Rules and all other purposes, approval be given in respect of the issue of 65,500,000 options to Mr Kenneth Lee (or his nominee) on the terms and conditions set out in the Explanatory Notes to Resolution 5B accompanying the Notice of Meeting.*

Resolution 5C – Issue of Options to Ms Sindy Suen

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

> *"That for the purposes of ASX Listing Rules and all other purposes, approval be given in respect of the issue of 31,250,000 options to Ms Sindy Suen (or her nominee) on the terms and conditions set out in the Explanatory Notes to Resolution 5C accompanying the Notice of Meeting.*

Voting Exclusion

The Company will disregard votes cast on:

- Resolution 5A(i) by Mr Terry Cuthbertson and any of his Associates;
- Resolution 5A(ii) by Mr Gary Mares and any of his Associates;
- Resolution 5A(iii) by Mr Peter Herd and any of his Associates; and
- Resolution 5A(iv) by Mr Rohan Boman and any of his Associates.

However, the Company need not disregard a vote if:

- it is cast by that person as proxy for a person who is entitled to vote, in accordance with the directions on the proxy form; or
- it is cast by the chairman of 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.

The Company will disregard votes cast on Resolutions 5B and 5C by a person who may participate in the proposed issue and any of their Associates.

However, the Company need not disregard a vote if:

- it is cast by that person as proxy for a person who is entitled to vote, in accordance with the directions on the proxy form; or
- it is cast by the chairman of 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.

7. Resolution 6 - Ratification of Past Issue of Shares

6A **Ratification of Past Issue of Shares (November 2015 Placement)**

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

"That for the purposes of ASX Listing Rule 7.4 and for all other purposes, approval be given in respect of the issue of 60,000,000 fully paid ordinary shares announced on 27 November 2015 on the terms and conditions set out in the Explanatory Notes to Resolution 6A accompanying the Notice of Meeting."

6B Ratification of Past Issue of Shares (September 2016 Placement)

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

"That for the purposes of ASX Listing Rule 7.4 and for all other purposes, approval be given in respect of the issue of 620,519,786 fully paid ordinary shares announced on 14 September 2016 on the terms and conditions set out in the Explanatory Notes to Resolution 6B accompanying the Notice of Meeting."

Voting Exclusion

With the above Resolutions 6A and 6B, the Company will disregard any votes cast by:

a) a person who participated in the issue; and
b) an associate of a person who participated in the issue.

However, the Company need not disregard a vote if:

- it is cast by a person as proxy for a person who is entitled to vote, in accordance with the directions on the proxy form; or
- it is cast by the person chairing the meeting as proxy for a person who is entitled to vote, in accordance with the direction on the proxy form to vote as the proxy decides.

8. Resolution 7 - Approval on Issue of Convertible Notes

7A Approval of Issue Convertible Notes to Quality Life Pty Ltd as trustee for the Neill Family Trust

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

"That for the purposes of ASX Listing Rule 7.1 and for all other purposes, approval be given in respect of the issue of 100 convertible notes to Quality Life Pty Ltd as trustee for the Neill Family Trust pursuant to a convertible note subscription agreement dated on or about 23 November 2015 on the terms and conditions set out in the Explanatory Notes to Resolution 7A accompanying the Notice of Meeting."

7B Approval of Issue of Converting Notes to Quality Life Pty Ltd as trustee for the Neill Family Trust

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

"That for the purposes of ASX Listing Rule 7.1 and for all other purposes, approval be given in respect of the issue of 100 converting notes to Quality Life Pty Ltd as trustee for the Neill Family Trust pursuant to a converting note subscription agreement dated on or about 10 August 2016 on the terms and conditions set out in the Explanatory Notes to Resolution 7B accompanying the Notice of Meeting."

7C Approval of Issue of Converting Notes to Suetone Pty Ltd as trustee for the AK Shadforth Family Trust

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

"That for the purposes of ASX Listing Rule 7.1 and for all other purposes, approval be given in respect of the issue of 50 converting notes to Suetone Pty Ltd as trustee for the AK Shadforth Family Trust pursuant to a converting note subscription agreement dated on or about 10 August 2016 on the terms and conditions set out in the Explanatory Notes to Resolution 7C accompanying the Notice of Meeting."

7D Approval of Issue of Converting Notes to Ian Griffiths & Sue Griffiths as trustee for the Glenlore Superannuation Scheme

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

"That for the purposes of ASX Listing Rule 7.1 and for all other purposes, approval be given in respect of the issue of 50 converting notes to Ian Griffiths & Sue Griffiths as trustee for the Glenlore Superannuation Scheme pursuant to a converting note subscription agreement dated on or about 16 August 2016 on the terms and conditions set out in the Explanatory Notes to Resolution 7D accompanying the Notice of Meeting."

7E Approval of Issue of Convertible Notes to Kore Management Services Pty Ltd

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

"That for the purposes of ASX Listing Rule 10.11 and for all other purposes, approval be given in respect of the issue of 32 convertible notes to Kore Management Services Pty Ltd <Cuthbertson Super Fund Account> on the terms and conditions set out in the Explanatory Notes to Resolution 7E accompanying the Notice of Meeting."

7F Approval of Issue of Convertible Notes to Malcolm Property Pty Ltd (ACN 126 253 503) ATF The Malcolm Property Trust

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

"That for the purposes of ASX Listing Rule 7.1 and for all other purposes, approval be given in respect of the issue of 50 converting notes to Malcolm Property Pty Ltd (ACN 126 253 503) ATF The Malcolm Property Trust on the terms and conditions set out in the Explanatory Notes to Resolution 7F accompanying the Notice of Meeting."

7G Approval of Issue of Convertible Notes to C H Malcolm Super Pty Ltd (ACN 126 252 355) ATF The Malcolm Superannuation Fund

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

"That for the purposes of ASX Listing Rule 7.1 and for all other purposes, approval be given in respect of the issue of 50 converting notes to C H Malcolm Super Pty Ltd (ACN 126 252 355) ATF The Malcolm Superannuation Fund on the terms and conditions set out in the Explanatory Notes to Resolution 7G accompanying the Notice of Meeting."

7H Approval of Issue of Convertible Notes to Elvington Investments Pty Ltd (ACN 615 321 152)

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

"That for the purposes of ASX Listing Rule 7.1 and for all other purposes, approval be given in respect of the issue of 100 converting notes to Elvington Investments Pty Ltd (ACN 615 321 152) on the terms and conditions set out in the Explanatory Notes to Resolution 7H accompanying the Notice of Meeting."

Voting Exclusion

With each of the above Resolutions 7A, 7B, 7C, 7D, 7F, 7G, and 7H, the Company will disregard any votes cast by:

a) a person who may participate in the issue; and

b) an associate of a person who participate in the issue.

However, the Company need not disregard a vote if:

- it is cast by a person as proxy for a person who is entitled to vote, in accordance with the directions on the proxy form; or
- it is cast by the person chairing the meeting as proxy for a person who is entitled to vote, in accordance with the direction on the proxy form to vote as the proxy decides.

With Resolution 7E, the Company will disregard any votes cast by:

a) Kore Management Services Pty Ltd; and

b) Mr Terry Cuthbertson.

However, the Company need not disregard a vote if:

- it is cast by a person as proxy for a person who is entitled to vote, in accordance with the directions on the proxy form; or
- it is cast by the person chairing the meeting as proxy for a person who is entitled to vote, in accordance with the direction on the proxy form to vote as the proxy decides.

9. Resolution 8 - Approval on issue of shares to vendors of Lark Distillery Pty Ltd

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

> *"That for the purposes of ASX Listing Rule 7.1 and for all other purposes, approval be given in respect of the issue of up to 509,642,855 fully paid ordinary shares to the vendors of Lark Distillery Pty Ltd in consideration of the exercise of the Company's options under various Option Agreements on the terms and conditions set out in the Explanatory Notes to Resolution 8 accompanying the Notice of Meeting."*

Voting Exclusion Statement

The Company will disregard any votes cast on Resolution 8 by a person who may participate in the proposed issue and a person who might obtain a benefit, except a benefit solely in the capacity of a holder of ordinary securities, if the resolution passed.

However, the Company need not disregard a vote if:

- It is cast by a person as proxy for a person who is entitled to vote, in accordance with the directions on the proxy form; or
- It is cast by the person chairing the meeting as proxy for a person who is entitled to vote, in accordance with the direction on the proxy form to vote as the proxy decides.

10. Resolution 9 - Approval on Issue Shares to Odyssey Capital Pty Ltd (ABN 56 169 888 779) or its Nominee

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

> *"That for the purposes of ASX Listing Rule 7.1 and for all other purposes, approval be given in respect of the issue of up to 200,000,000 fully paid ordinary shares to Odyssey Capital Pty Ltd (ABN 56 169 888 779) or its nominee in consideration of professional service fees on the terms and conditions set out in the Explanatory Notes to Resolution 9 accompanying the Notice of Meeting."*

Voting Exclusion Statement

The Company will disregard any votes cast on Resolution 9 by a person who may participate in the proposed issue and a person who might obtain a benefit, except a benefit solely in the capacity of a holder of ordinary securities, if the resolution passed.

However, the Company need not disregard a vote if:

- It is cast by a person as proxy for a person who is entitled to vote, in accordance with the directions on the proxy form; or
- It is cast by the person chairing the meeting as proxy for a person who is entitled to vote, in accordance with the direction on the proxy form to vote as the proxy decides.

11. Resolution 10 - Approval on Acquisition of the Nant Business and the Nant Estate from the Nant Group

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

"That for the purposes of Listing Rule 11.1 and for all other purposes, approval be given to, the proposed acquisition of the Nant Business and the Nant Estate from the Nant Group on the terms and conditions set out in the Explanatory Notes to Resolution 10 accompanying the Notice of Meeting."

The Company will disregard votes cast on Resolution 10 by a person who might obtain a benefit, except a benefit solely in the capacity of a holder of ordinary securities, if the resolution is passed, and their Associates.

However, the Company need not disregard a vote if:

- it is cast by that person as proxy for a person who is entitled to vote, in accordance with the directions on the proxy form; or
- it is cast by the chairman of 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.

12. Resolution 11 - Approval of Issue of New Shares

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

"That for the purposes of Listing Rule 7.1 and for all other purposes, approval be given to the placement of up to 3,000,000,000 fully paid ordinary shares (pre-consolidation) at an issue price of not less than $0.001 each no later than 3 months after the date of this AGM to sophisticated and professional investors, on the terms and conditions set out in the Explanatory Notes to Resolution 11 accompanying Notice of Meeting."

Voting Exclusion Statement

The Company will disregard any votes cast on Resolution 11 by a person who may participate in the proposed issue and a person who might obtain a benefit, except a benefit solely in the capacity of a holder of ordinary securities, if the resolution passed.

However, the Company need not disregard a vote if:

- It is cast by a person as proxy for a person who is entitled to vote, in accordance with the directions on the proxy form; or
- It is cast by the person chairing the meeting as proxy for a person who is entitled to vote, in accordance with the direction on the proxy form to vote as the proxy decides.

13. Resolution 12 - Approval on Consolidation of Shares

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

"That, by ordinary resolution pursuant to section 254H of the Corporations Act, approval be given to consolidate all the Shares in the Company on a 30 for 1 basis and that any resulting fractions of a Share be rounded up to the nearest whole number of Shares to take effect in accordance with and on the terms and conditions set out in the Explanatory Notes to Resolution 12 accompanying the Notice of Meeting."

By Order of the Board of Australian Whisky Holdings Limited

Kenneth Lee
Company Secretary
Date: 31 October 2016

NOTES ON VOTING INFORMATION

1. A Shareholder entitled to attend and vote at the AGM is entitled to appoint a proxy to attend and vote on the Shareholder's behalf. If the Shareholder is entitled to cast two or more votes at the AGM, the Shareholder may appoint not more than two proxies to attend and vote on the Shareholder's behalf.
2. If a Shareholder appoints two proxies, each proxy should be appointed to represent a specified proportion or number of the Shareholder's votes. In the absence of such a specification, each proxy will be entitled to exercise half the votes.
3. A proxy need not be a Shareholder of the Company.
4. To appoint a proxy (or two proxies), a proxy form must be signed by the Shareholder or the Shareholder's attorney duly authorised in writing. If the Shareholder is a corporation, the proxy form must be signed either under the corporation's common seal (if any) or under the hand of its attorney or officer duly authorised.
5. To be effective, a proxy form (and, if it is signed by an attorney, the authority under which it is signed or a certified copy of the authority) must be received by the Company not later than 48 hours prior to the AGM. Proxy forms and authorities may be sent to the Company by post, personal delivery, fax or email to:

   Australian Whisky Holdings Limited

   Street address and Mailing address: Level 10, 8-10 Loftus Street Sydney NSW 2000

   Fax: +61 2 9252 5638

   Email: auswhisky@outlook.com.au

   provided that Shareholders who forward their proxy forms by fax or email are required to make available the original executed form of the proxy for production, if called upon so to do at the AGM.
6. A corporate Shareholder entitled to attend and vote at the AGM may appoint a body corporate representative to attend and vote for the Shareholder. Also, as noted previously, a body corporate may be appointed as a proxy.

   The Company will accept the original appointment, a certified copy of the appointment or a certificate from the company giving notice of the appointment as satisfactory evidence of the appointment.

   You can lodge your body corporate representative appointment document before the AGM or present the document at the registration desk at the AGM.
7. For the purposes of the AGM, persons on the register of Shareholders as at 7:00pm AEDT on **28 November 2016** will be treated as Shareholders. This means that if you are not the registered holder of a relevant Share at that time you will not be entitled to vote in respect of that Share.
8. How will the Chairman vote as proxy if the Shareholder has not directed the Chairman to vote?

   The Chairman intends to vote in favour of all Resolutions. If a Shareholder appoints the Chairman of the AGM as proxy and does not direct the Chairman how to vote on a Resolution then, if that Shareholder is entitled to vote on that Resolution, the Chairman will vote in favour of that Resolution.

EXPLANATORY NOTES

1. Resolution 1 - Adoption of the Remuneration Report

1.1 Background

Consistent with section 250R of the Corporations Act, the Company submits to Shareholders for consideration and adoption, by way of a non-binding resolution, its Remuneration Report for the year ended 30 June 2016.

The Remuneration Report is a distinct section of the annual Directors' Report which deals with the remuneration of Directors and other Key Management Personnel of the Company. The Remuneration Report can be located in the Company's Directors' Report on pages 5 to 8.

The Resolution is advisory only and does not bind the Company or its Directors. However, the Board will consider the outcome of the vote and comments made by Shareholders at the meeting on the remuneration report when reviewing the Company's remuneration policies. If 25% or more of votes that are cast are voted against the adoption of the remuneration report at two consecutive AGMs, shareholders will be required to vote at the second of those AGMs on a resolution (a "spill resolution") that another meeting be held within 90 days at which all of the Company's directors (other than the managing director / CEO) must stand for re-election.

1.2 Board Recommendation

The Board encourages all shareholders to cast their votes on Resolution 1 (Adoption of Remuneration Report).

The Chairman intends to exercise all undirected proxies in favour of Resolution 1. If the Chairman of the meeting is appointed as your proxy and you have not directed the Chairman how to vote on Resolution 1 by signing and returning the Proxy Form, the Shareholder is considered to have provided an express authorisation for the Chairman to vote the proxy in accordance with the Chairman's intention.

2. Resolution 2 – Re-election of Mr Peter Herd and Mr Terry Cuthbertson

2.1 Background

Pursuant to Rule 5.1 of the Constitution and ASX Listing Rules, Mr Peter Herd and Mr Terry Cuthbertson will retire by rotation and seek re-election.

2.2 Profile

(a) **Resolution 2A – Re-election of Mr Peter Herd** — Director (Non-executive), appointed from July 2004.

Qualifications: Bachelor of Economics (Honours)

Experience — Previously General Manager of Dairy Farmers' Milk and Beverage Division, previously Regional Director of Australasia for Coca-Cola South Pacific, Division President for Coca-Cola Far East in the Philippines and Country Manager for Hong Kong, Taiwan and Indonesia.

Interest in Shares and Special Responsibilities — 32,207,267 ordinary shares in the Company held indirectly as at 30 June 2016. Mr Herd is a member of the Audit Committee and Nomination and Remuneration Committee.

Directorships held in other listed entities — None.

(b) **Resolution 2B – Re-election of Mr Terry Cuthbertson** – Director / Chairman of the Board, appointed from July 2004

Qualifications - Bachelor of Business, ACA

Experience — Non-Executive Chairman of Austpac Resources N.L., MNF Group Limited, Malachite Resources Limited, South American Iron & Steel Corporation Limited, Mint Payments Limited and Non-Executive Director of ISentric Limited, previously a partner of KMPG and Director of KPMG Corporate Finance and NSW Partner in Charge of Mergers and Acquisitions, Group Finance Director of Tech Pacific Holdings Pty Ltd which generated over $2 billion in revenues from operations throughout the Asia-Pacific Region.

Interest in Shares and Special Responsibilities — 1,021,196,964 ordinary shares in the Company as at 15 September 2016. Mr Cuthbertson is the Company's Chairman and member of the Audit Committee and Nomination and Remuneration Committee

Directorships held in other listed entities — Mr Cuthbertson is Non-Executive Chairman of Austpac Resources N.L, MNF Group Limited, Mint Wireless Limited, Malachite Resources Limited and South American Iron & Steel Corporation Limited, and Non-Executive Director of iSentric Limited.

2.3 Board Recommendation

The Board supports the re-election of Mr Peter Herd and Mr Terry Cuthbertson.

3. Resolution 3 – Election of Mr Rohan Boman as a Director

3.1 Background

Mr Rohan Boman was appointed as a Director of the Company on 1 February 2016.

Pursuant to the Constitution and ASX Listing Rules, Mr Rohan Boman seeks election to be a Director of the Company.

3.2 Profile of Mr Rohan Boman

Qualifications: None

Experience — Mr Boman has served as a director of ING Securities (Hong Kong), a divisional director for Macquarie Bank and has operated his own investment company since 2004.

Interest in Shares and Special Responsibilities — Mr Boman has beneficial interests in Boman Asset Pty Ltd which holds 65,000,000 ordinary shares in the Company as at 30 June 2016.

Directorships held in other listed entities — None.

3.3 Board Recommendation

The Board recommends that Shareholders vote in favour of Resolutions 3A and 3B to approve the election of Mr Rohan Boman as a Director of the Company.

4. Resolution 4 - Approval of Employee Incentive Plan

4.1 Background

The Board has proposed that the Company adopt an Employee Incentive Plan ('**Plan**') in order to assist in the motivation and retention of selected employees of the Company. The Plan is designed to align the interests of eligible employees with those of the Company by providing an opportunity for eligible employees to receive an equity interest in the Company as an award. Under the Plan, eligible employees may be offered Performance Rights, Options, Deferred Share Awards or Exempt Share Awards (as defined under the Plan) which may be subject to vesting conditions set by the Board. The Directors are entitled to participate in the Plan.

Shareholder approval to the Plan is sought so that the awards (including options) can be issued under the Plan and not counted towards the 15% limit on the liability of the Company to issue securities under ASX Listing Rules 7.1 (as per Exception 9 under ASX Listing Rules 7.2 which also requires this Plan must be approved by the Shareholders every three years). However, the exception does not apply to Directors and their associates, who are deemed related parties of the Company, and issues to such persons will require separate approval under Listing Rule 10.14.

At the present, since the Plan has not been adopted, the Company has not issued any securities under the Plan.

A summary of the plan is set out in Annexure A. In addition, a copy of the Plan is available for review by Shareholders at the registered office of the Company until the date of the AGM. A copy of the Plan can also be sent to Shareholders upon request to the Company Secretary. Shareholders are invited to contact the Company if they have any queries or concerns.

4.2 Board Recommendation

The Board recommends that Shareholders vote in favour of Resolution 4 to approve the Plan.

5. Resolution 5 – Issue of Options to Directors, Employees and Service Providers

5.1 Background

Resolution 5A(i) – Issue of Options to Mr Terry Cuthbertson

Resolution 5A(ii) – Issue of Options to Mr Gary Mares

Resolution 5A(iii) – Issue of Options to Mr Peter Herd

Resolution 5A(iv) – Issue of Options to Mr Terry Cuthbertson

Shareholder approval to the proposed issue of options to Directors is required under ASX Listing Rule 10.14. In the event the Plan is not approved, the shareholder approval for the issue of options to the Directors is required pursuant to Listing Rule 10.11.

352,750,000 options will be issued in accordance with the Employee Incentive Plan if approved.

If the Employee Incentive Plan is approved, information required under Listing Rule 10.15 are as follows:

(a) **Persons to whom the securities and number of securities to be issued:**

A total of 352,750,000 options will be issued to the Directors of the Company as follows:

- 156,250,000 options to Mr Terry Cuthbertson (or his nominee) (Resolution 5A(i);
- 65,500,000 options to Mr Gary Mares (or his nominee) (Resolution 5A(ii);
- 65,500,000 options to Mr Peter Herd (or his nominee) (Resolution 5A(iii); and
- 65,500,000 options to Mr Rohan Boman (or his nominee) (Resolution 5A(iv).

(b) **Date of Issue:** The options will be issued no later than 1 month after the date of the AGM.

(c) **Issue Price and Term of issue**: The Options will be issued without consideration. The Options are exercisable at 150% of the Company's the 30 day VWAP as at the date of issue. The term of the Options will be 36 months as from the date of issue.

(d) **Maximum number of securities to be issued upon exercise of Options**

Upon exercise, the Options may be converted into a maximum of 352,750,000 fully paid ordinary shares ranking equally in all respects with the existing fully paid ordinary shares in the Company.

(e) **Use of funds**

Any funds raised from the exercise of these options will be applied towards the Company's working capital requirements.

Otherwise, they will be issued in accordance with the following terms and conditions:

(a) **Persons to whom the securities and number of securities to be issued:**

A total of 352,750,000 options will be issued to the Directors of the Company as follows:

- 156,250,000 options to Mr Terry Cuthbertson (or his nominee) (Resolution 5A(i);
- 65,500,000 options to Mr Gary Mares (or his nominee) (Resolution 5A(ii);
- 65,500,000 options to Mr Peter Herd (or his nominee) (Resolution 5A(iii); and
- 65,500,000 options to Mr Rohan Boman (or his nominee) (Resolution 5A(iv).

(b) **Date of Issue:** The options will be issued within 12 months of shareholder approval.

(c) **Issue Price and Term of issue**: The Options will be issued without consideration. The Options are exercisable at 150% of the Company's the 30 day VWAP as at the date of issue. The term of the Options will be 36 months as from the date of issue.

(d) **Maximum number of securities to be issued upon exercise of Options**

Upon exercise, the Options may be converted into a maximum of 352,750,000 fully paid ordinary shares ranking equally in all respects with the existing fully paid ordinary shares in the Company.

(e) **Use of funds**

Any funds raised from the exercise of these options will be applied towards the Company's working capital requirements.

Resolution 5B and 5C– Issue of Options to the Company's Secretary – Mr Kenneth Lee and to Ms Sindy Suen

ASX Listing Rule 7.1 limits the number of securities the Company can issue without Shareholder approval in any 12-month period to 15% of its issued securities, subject to exceptions. The Company proposes to issue certain options, on the terms set out below, full terms of which are summarised at below which, if taken up in full, will exceed the Company's 15% limit. Accordingly, Shareholder approval is being sought to the issue of the options for the purposes of Listing Rule 7.1.

65,500,000 options will be issued to Mr Kenneth Lee and 31,250,000 options to Ms Sindy Suen in accordance with the Employee Incentive Plan if approved within 3 months of shareholder approval.

Otherwise, they will be issued in accordance with the following terms and conditions:

(a) **Persons to whom the securities and number of securities to be issued:**

65,500,000 options will be issued to Mr Kenneth Lee and 31,250,000 options will be issued to Ms Sindy Suen.

(b) **Date of Issue:** The options will be issued no later than 3 months after the date of the AGM. The securities will be issued on the issue date or the issue will occur progressively.

(c) **Issue Price and Term of issue**: The Options will be issued without consideration. The Options are exercisable at 150% of the Company's the 30 day VWAP as at the date of issue. The term of the Options will be 36 months as from the date of issue.

(d) **Maximum number of securities to be issued upon exercise of Options**

Upon exercise, these Options may be converted into a maximum of 65,500,000 fully paid ordinary shares to Mr Kenneth Lee and 31,250,000 fully paid ordinary shares to Ms Sindy Suen respectively ranking equally in all respects with the existing fully paid ordinary shares in the Company.

(e) **Use of funds**

Any funds raised from the exercise of these options will be applied towards the Company's working capital requirements.

The details of the terms of the Options are provided in Annexure B of this Notice.

5.2 Option Valuation and other Considerations

(a) Option Valuation

The Company has commissioned Odyssey Capital Pty Ltd (**Odyssey**) to provide an independent valuation in relation to the issue of Options proposed by Resolutions 5A(i) to (iv), 5B and 5C.

These Explanatory Notes aim to provide Shareholders with all information that is reasonably required by Shareholders to decide whether or not it is in the Company's interests to pass Resolutions 5A(i) to (iv), 5B and 5C. In particular, key findings and assumptions of the Odyssey valuation of the Options to be issued pursuant to Resolutions 5A(i) to (iv), 5B and 5C are set out below.

Odyssey has valued options using two models being the Black and Scholes Option Pricing Model and Binomial Option Valuation Model. The results of the ex rights price from these two models are not too different being $0.0018137 under the Black and Scholes Option Pricing Model and $0.0018083 under Binomial Option Valuation Model. Odyssey has assessed the value of each Option (under both models) at approximately $0.0001.

This valuation is based on the following variables and assumptions being considered:

Assumption/Variable	Description
The current share price of the underlying shares	At the date of the valuation 26 September 2016 the current market value of the Company's shares was $0.0020.
The exercise price of the Options	The stock price has then been adjusted for the theoretical ex-rights price.
The volatility of the share price	Odyssey has estimated the volatility of the Company's shares using the historical share price volatility of the Company for the same period of the options term and concluded that a price volatility of 246% is appropriate.
The vesting conditions	The options vest immediately upon issue.
Time to maturity	The options expire 36 months after the date of issue.
The risk free rate of interest	Odyssey used Australian Government 10 Years Bond yields with a maturity approximating the expiry date of the options to determine the risk free rate of interest. The rate used was 1.96%.
Expected dividend yield	Odyssey noted that the Company does not have a history of paying dividends and therefore assumed that no dividends will be paid during the currency of the options.

(b) Trading History

At the close of trading on the date preceding the date of printing of this Notice, the Share price of the Shares in the Company was $0.002. In the 4 months prior to the date of this Notice, the highest and lowest recorded sale prices of the Shares on the ASX were $0.002 cents per share (in June, September and October 2016) and $0.001 cents per share (in July, August, September and October 2016) respectively.

(c) Opportunity Cost

The Directors do not consider that there are any material opportunity costs to the Company or benefits foregone by the Company in issuing the Options pursuant to Resolutions 5A(i) to (iv), 5B and 5C.

(d) Taxation Consequences

The Directors are not aware of any taxation consequences that will arise from the issue of Options pursuant to Resolutions 5A(i) to (iv), 5B and 5C.

(e) Chapter 2E of the Corporations Act 2001

Chapter 2E of the Act prohibits a public company from giving a financial benefit to any of its related parties unless a relevant exception applies.

The term *financial benefit* is widely defined and includes the issue of securities such as options. The term *related party* includes a director of the Company.

The prohibition does not apply where a resolution is passed by the Company permitting the benefit to be given. Accordingly, Resolutions 5A(i) to (iv) are being proposed for the purpose of obtaining shareholder approval for the purposes of Chapter 2E of the Act.

Section 219 of the Act requires the following information to be provided to shareholders:

(i) Related Party

The following persons are Directors of the Company and are therefore the related parties to whom a financial benefit will be given under Resolutions 5A(i) to (iv):

- Mr Terry Cuthbertson;
- Mr Gary Mares;
- Mr Peter Herd; and
- Mr Rohan Boman.

(ii) Nature of the Financial Benefit

The financial benefit to be given to the Directors of the Company pursuant to Resolutions 5A(i) to (iv) is as follows:

- 156,250,000 options to Mr Terry Cuthbertson;
- 65,500,000 options to Mr Gary Mares;
- 65,500,000 options to Mr Peter Herd; and
- 65,500,000 options to Mr Rohan Boman.

The terms and conditions of the Options are described under the Background for Resolutions 5A(i) to (iv) above.

The purpose of the issue is to remunerate Directors as an incentive for future services. The Directors consider it important that the Company is able to attract and retain people of the highest calibre.

The Directors consider that the most appropriate means of achieving this is to provide the directors with an opportunity to participate in the Company's future growth and give them an incentive to contribute to that growth.

The issue of options as part of the remuneration packages of directors is a well-established practice of public listed companies and, in the case of the Company, has the benefit of conserving cash whilst rewarding directors.

In determining the number of options to be granted, consideration was given to the relevant experience of the Directors, the respective overall remuneration and the terms of the options.

(iii) Director's interest in the Shares of the Company

The table below illustrates the following:

a. the first column sets out each Director in the Company;

b. the second column sets out the relevant interest of each Director in fully paid ordinary shares of the Company;

c. the third column sets out the relevant interest of each Director in options convertible into ordinary shares in the Company;

d. the fourth column sets out the number of Options to be issued to each Director pursuant to Resolutions 5A(i) to (iv);

e. the sixth column sets out the relevant interest in fully paid ordinary shares held by each Director if the Options issued to that Director pursuant to Resolutions 5A(i) to (iv) and the Directors' existing options are exercised;

f. the seventh column sets out that if the Options are issued to that Director and that Director exercises all of their Options but none of the Options held by the other Directors are exercised, the total Shares on issue in the Company; and

g. the eighth column sets out the Director's relevant interest percentage in the Shares of the Company if the Director exercises all of their Options but none of the Options held by the other Directors are exercised.

	Current Relevant Interest		Options to be issued pursuant to Resolutions 5A(i) to (iv)	Value of Options to be issued pursuant to Resolutions 5A (i) to (iv)	Total Shares if Options exercised [1]		% Relevant interest if all Options exercised
Director	Shares	Existing Options			Director's Shares	Total Shares on Issue	

Mr Terry Cuthbertson	1,021,196,964	Nil	156,250,000	$15,625	1,177,446,964	6,394,765,325	18.41
Mr Gary Mares	37,792,816	Nil	65,500,000	$6,550	103,042,816	5,320,361,177	1.93
Mr Peter Herd	32,207.267	Nil	65,500,000	$6,550	97,457,267	5,314,775,628	1.83
Mr Rohan Boman	65,000,000	Nil	65,500,000	$6,550	130,250,000	5,347,568,361	2.43

[1] *Assumes that none of the Options issued to other Directors are exercised and based upon the total number of shares on issue as at the date of the NOM of 5,217,318,361.*

(f) Key Personnel's Remuneration

In accordance with the Remuneration Report, the remuneration paid for the 2015/2016 fiscal year to the Key Personnel, or companies controlled by those individuals is as follows:

Key Personnel	Remuneration
Mr Terry Cuthbertson	$ 75,000
Mr Gary Mares	$ 45,000
Mr Peter Herd	$ 45,000
Mr Rohan Boman	$ 18,750 [1]
Mr Kenneth Lee	$ 12,000 [2]

[1]: From 1 February 2016 to 30 June 2016.

[2]: From 29 February 2016 to 30 June 2016

It is anticipated that the remuneration to be paid to Directors for the 2016/2017 fiscal year (inclusive of superannuation and director's fees where applicable) will be similar to the fees set out in the table above (adjusted for a full twelve month period).

5.3 Board Recommendation

The Directors, except Mr David Yu, will not make recommendation with respect to Resolution 5A due to the material personal interest in the subject matter of Resolutions 5A (i) to (iv).

Mr Yu recommends that Shareholders vote in favour of Resolutions 5A (i) to (iv).

The Board recommends that Shareholders vote in favour of Resolutions 5B and 5C to approve the issue of options to Mr Kenneth Lee and Ms Sindy Suen.

6. Resolution 6 – Ratification of Past Issue of Shares and Past Issues

6.1 Background

ASX Listing Rule 7.1 limits the number of securities the Company can issue without Shareholder approval in any 12-month period to 15% of its issued securities, subject to exceptions. ASX Listing Rule 7.4 allows shareholders to retrospectively approve an issue of securities made under Listing Rule 7.1, provided that the issue was not in breach of the ASX Listing Rules. The retrospective ratification of shares under Resolution 6 has the effect of refreshing the entity's placement capacity under Listing Rule 7.1, to allow the Company to undertake further placements.

Resolution 6A – Ratification of Past Issue of Shares (November 2015 Placement)

As such, Resolution 6A seeks Shareholder approval for the ratification of the issue of shares, on the provision of the following information, as required by ASX Listing Rule 7.4:

(a) **Number of securities issued:** 60,000,000 Shares issued to Boman Asset Pty Ltd on 27 November 2015. Boman Asset Pty Ltd is a company associated to Mr Rohan Boman. Boman Asset Pty Ltd acquired its interest in the securities on 27 November 2015 prior to Mr Rohan Boman being appointed as a director of the Company (i.e. as from 1 February 2016).

(b) **The price at which the securities were issued**: $0.0010 per share.

(c) **The terms of the securities:** The Shares were issued on the same terms and conditions and rank equally in all respects with the Company's existing fully paid ordinary shares.

(d) **The use of the funds raised:** The deemed value of the issue is $60,000 which was offset against an amount of $60,000 of commission fees for introducing a finance provider to the Company.

Resolution 6B – Ratification of Past Issue of Shares (September 2016 Placement)

Resolution 6B seeks Shareholder approval for the ratification of the issue of shares, on the provision of the following information, as required by ASX Listing Rule 7.4:

(a) **Number of securities issued:** 620,519,786 Shares issued to various shareholders introduced by Equity Advisers Pty Ltd as the broker on 14 September 2016.

(b) **The price at which the securities were issued**: $0.0010 per share.

(c) **The terms of the securities:** The Shares were issued on the same terms and conditions and rank equally in all respects with the Company's existing fully paid ordinary shares.

(d) **The use of the funds raised:** The value of the issue is $620,519.79 which was used for the Company's working capital.

6.2 Board Recommendation

The Board recommends that Shareholders vote in favour of Resolutions 6A and 6B to approve the ratification of past issues of securities.

7. Resolution 7 – Approval of Issue of Convertible and Converting Notes

7.1 Background

Quality Life Pty Ltd as trustee for the Neill Family Trust entered into a convertible note subscription agreement on or about 23 November 2015 to subscribe convertible notes in the Company.

Each of Quality Life Pty Ltd as trustee for the Neill Family Trust, Suetone Pty Ltd as trustee for the AK Shadforth Family Trust, and Ian Griffiths & Sue Griffiths as trustee for the Glenlore Superannuation entered into a converting note subscription agreement with the Company in August 2016 to subscribe for converting notes in the Company.

Each of Malcolm Property Pty Ltd (ACN 126 253 503) ATF The Malcolm Property Trust, C H Malcolm Super Pty Ltd (ACN 126 252 355) ATF The Malcolm Superannuation Fund, and Elvington Investments Pty Ltd (ACN 615 321 152) entered into a converting note subscription agreement with the Company in October 2016 to subscribe for converting notes in the Company.

ASX Listing Rule 7.1 limits the number of securities the Company can issue without Shareholder approval in any 12-month period to 15% of its issued securities, subject to exceptions. The Company proposes to issue certain converting notes, on the terms set out below, full terms of which are summarised at below which, if taken up in full, will exceed the Company's 15% limit. Accordingly, Shareholder approval is being sought to the issue of the Notes and attaching options for the purposes of Listing Rule 7.1.

As such, Resolutions 7A, 7B, 7C, 7D, 7F, 7G, and 7H seek Shareholder approval for the issues of converting notes, on the provision of the following information, as required by ASX Listing Rule 7.1:

Resolution 7A – Approval of Issue of Convertible Notes to Quality Life as trustee for the Neill Family Trust (November 2015 Placement)

(a) **Number of securities to be issued:**

100 convertible notes to be issued to **Quality Life Pty Ltd as trustee for the Neill Family Trust** on 23 November 2015.

(b) **The price at which the securities to be issued**:

$10,000 per note.

(c) **Date of Issue:** The securities will be issued no later than 3 months after the date of the AGM. The securities will be issued on the issue date or the issue will occur progressively.

(d) **The terms of the securities:**

The notes will have a term of 1 year from the date of issue with interest of 12% payable annually in arrears (and interest is also calculated towards the money owing for the purpose of conversion).

Conversion terms of the notes are the lesser of 80% of the 30 day volume weighted average market price or at $0.0009 per shares.

The notes may be extended for a further term of 12 months with a rollover fee of 2% payable on the balance of the moneys owing under the notes.

If the Company extends the notes, the interest rate will increase to 15% per annum.

(e) **The use of the funds raised:**

The Company raised a total of **$1,000,000** from the subscription, and subject to shareholder approval, the issue of the convertible notes to Quality Life Pty Ltd as trustee for the Neill Family Trust, which will be utilised to fund its further involvement in the Tasmanian whisky industry.

The conversion mechanism will be as follows:

$$Number\ of\ Ordinary\ Shares\ = \frac{Money\ Owing}{Conversion\ Price}$$

The total number of shares, if the conversion occurs and subject to the total amount of money owing at the time of such conversion, will be approximately 1,111,111,111 shares in the Company (at $0.0009 per share) and 1,250,000,000 (at the price of $0.0008 per share). For the purpose of illustration, in the event that the notes are to be issued on or about the date of the AGM (i.e. 30 November 2016) and the noteholder decides to convert the notes on or about 30 November 2017, and that the interest under the notes (as calculated as from the issue date) is capitalised and has not been paid as at the date of conversion, additional shares of 133,333,333 (at $0.0009 per share) and 150,000,000 (at $0.0008 per share) will be required to be issued to the noteholder to account for the unpaid interest amount being $120,000 (at the interest rate of 12%).

Resolutions 7B, 7C, 7D, 7F, 7G, and 7H – Approval on Issue of Converting Notes to Quality Life Pty Ltd as trustee for the Neill Family Trust, Suetone Pty Ltd as trustee for the AK Shadforth Family Trust, Ian Griffiths & Sue Griffiths as trustee for the Glenlore Superannuation, Malcolm Property Pty Ltd (ACN 126 253 503) ATF The Malcolm Property Trust, C H Malcolm Super Pty Ltd (ACN 126 252 355) ATF The Malcolm Superannuation Fund, and Elvington Investments Pty Ltd (ACN 615 321 152)

(a) **Number of securities to be issued:**

100 converting notes to be issued to **Quality Life Pty Ltd as trustee for the Neill Family Trust;**

50 converting notes to be issued to **Suetone Pty Ltd as trustee for the AK Shadforth Family Trust**;

50 converting notes to be issued to **Ian Griffiths & Sue Griffiths as trustee for the Glenlore Superannuation Scheme**;

50 converting notes to be issued to **Malcolm Property Pty Ltd (ACN 126 253 503) ATF The Malcolm Property Trust;**

50 converting notes to be issued to **C H Malcolm Super Pty Ltd (ACN 126 252 355) ATF The Malcolm Superannuation Fund;** and

100 converting notes to be issued to **Elvington Investments Pty Ltd (ACN 615 321 152)**

(b) **The price at which the securities to be issued**:

$10,000 per note.

(c) **Date of Issue:** The securities will be issued no later than 3 months after the date of the AGM. The securities will be issued on the issue date or the issue will occur progressively.

(d) **The terms of the securities:**

The Maturity Date of each note shall be 6 months from the date of issue, with an option for the Company to extend the Maturity Date by up to 6 months.

Each Note may be converted to fully paid ordinary shares in the Company, at a conversion price of $0.001 (0.1 cents) in accordance with the following mechanism:

$$\textit{Number of Ordinary Shares} = \frac{\textit{Money Owing}}{\textit{Conversion Price}}$$

Interest shall accrue on each note at a rate of 10% per annum, payable in arrears on each anniversary of the date of issue.

(e) **The use of the funds raised:**

The Company raised a total of **$4,000,000** from subscription and subject to shareholder approval, the issue of the converting notes to the above entities, which will be utilised for working capital of the Company, as well as for the acquisition of additional shares in Lark and acquisition of Nant.

The total number of shares, if the conversion of all the notes occurs and subject to the amount of money owing at the time of conversion, will be approximately 4,000,000,000 shares in the Company (at the price of $0.001 per share).

For the purpose of illustration, in the event that the notes are to be issued on or about the date of the AGM (i.e. 30 November 2016) and the notes are converted to shares on or about 30 November 2017, and that the interest under the notes (as calculated as from the issue date) is capitalised and has not been paid as at the date of conversion, additional shares of 400,000,000 (at $0.001 per share) will be required to be issued to the noteholders to account for the unpaid interest amount being $400,000 (at the interest rate of 10%).

Resolution 7E – Fresh Approval for Issue of Convertible Notes to Kore Management Services Pty Ltd <Cuthbertson Super Fund Account>

At the Annual General Meeting of Shareholders on 30 November 2015, the issue of 29 convertible notes to Kore Management Services Pty Ltd <Cuthbertson Super Fund Account>, an entity associated with Mr Terry Cuthbertson (or his Nominee) was approved by Shareholders. However, due to the change of secretary of the Company, there was an administration oversight and these convertible notes were not issued within 1 month as from the date of such shareholder approval.

Accordingly, Resolution 7E seeks fresh shareholder approval for the issuance of those 29 convertible notes (plus 3 convertible notes for the interest accrued up to 30 June 2016) to Kore Management Services Pty Ltd <Cuthbertson Super Fund Account>, an entity associated with Mr Terry Cuthbertson (or his Nominee) pursuant to ASX Listing Rule 10.11.

Pursuant to Listing Rule 10.11, the Company may not issue securities to a related party without the prior approval of the shareholders. Resolution 7E seeks shareholder approval in accordance with ASX Listing Rule 10.11. If approval is given under ASX Listing Rule 10.11, approval is not required under ASX Listing Rule 7.1.

Issue of the Notes

The following information is provided in accordance with ASX Listing Rule 10.13.

(a) **Name of the person**

The Notes will be issued to Kore Management Services Pty Ltd <Cuthbertson Super Fund Account> (or a nominee of Mr Terry Cuthbertson).

(b) Number of securities to be issued

32 Notes are to be issued to Kore Management Services Pty Ltd <Cuthbertson Super Fund Account>.

(c) Maximum number of securities to be issued upon exercise of the Notes

Each Note may be converted into ordinary shares in the capital of the Company at the election of the Noteholder.

The conversion mechanism will be as follows:

$$\textit{Number of Ordinary Shares} = \frac{\textit{Money Owing}}{\textit{Conversion Price}}$$

The conversion price of the notes shall be the lower of 80% of the Company's VWAP over the 30 days immediately prior to the conversion date or A$0.0009 per share whichever is the lower. This last mentioned price (A$0.0009) equates to the issue of 355,555,555 fully paid Ordinary shares. If the notes are exercised at a lower price of A$0.0008, it would equate to the issue of approximately 400,000,000 fully paid Ordinary shares.

Kore Management Services Pty Ltd may at any time prior to the maturity date, elect to convert the Notes into ordinary shares.

(d) Date of issue and allotment

The securities will be issued no later than 1 month after the date of the AGM. The securities will be issued on the issue date or the issue will occur progressively.

(e) Issue price and terms of issue

The notes will be issued at a price of $10,000 per Note and bear interest at the rate of 12% from the issue date up to and including the conversion date. The notes will have a term of 12 months. In the event that the notes are not converted at the end of that time, they may be rolled over for a further 12 months with a fee of 2% payable to the note holder as consideration for 'rolling over' the notes.

Each note may be converted into ordinary shares in the capital of the Company at the election of Kore Management Services Pty Ltd, and subject to the requirements under the Corporations Act 2001, including compliance with the provisions of Chapter 6 Takeovers.

Kore Management Services Pty Ltd may, at any time prior to the maturity date elect to convert the notes into ordinary shares. The conversion price shall be the lower of 80% of the Company's VWAP over the 30 days immediately prior to the conversion date; or $0.0009 per share, which was the issue price of the shares offered pursuant to the 2015 SPP.

On 60 days notice, Kore Management Services Pty Ltd may, at any time prior to the maturity date, elect to require the Company to redeem all of the notes which have not been converted, by repaying Kore Management Services Pty Ltd the issue price and all accrued interest.

Unless converted or extended in accordance with their terms for a further 12 months, the notes will be redeemed by the Company on the one year anniversary of the Convertible Note agreement.

Kore Management Services Pty Ltd is entitled to interest at 12% per annum, payable quarterly in arrears.

If the notes are converted into ordinary shares in the capital of the Company, the resulting ordinary shares will rank equally in all respects with the Company's then existing fully paid ordinary shares.

(f) Intended use of the funds raised

The 32 convertible notes are being issued to satisfy repayment of existing funds advanced by Kore Management Services Pty Ltd (an entity associated with Mr Cuthbertson) (i) for the purchase of trading stock; (ii) as repayment for interest owed to such advance funds; (iii) repayment on maturity of previously issued convertible notes to a third party note holder.

7.2 Board Recommendation

The Board (with Mr Terry Cuthbertson abstaining with respect to resolution 7E) recommends that Shareholders vote in favour of Resolutions 7A, 7B, 7C, 7D, 7E, 7F, 7G, and 7H to approve the issues of securities to Quality Life Pty Ltd as trustee for the Neill Family Trust, Suetone Pty Ltd as trustee for the AK Shadforth Family Trust, Ian Griffiths & Sue Griffiths as trustee for the Glenlore Superannuation, Malcolm Property Pty Ltd (ACN 126 253 503) ATF The Malcolm Property Trust, C H Malcolm Super Pty Ltd (ACN 126 252 355) ATF The Malcolm Superannuation Fund, and Elvington Investments Pty Ltd (ACN 615 321 152).

8. Resolution 8 – Approval for issue of shares to vendors of Lark Distillery Pty Ltd

8.1 Background

The Option Agreements

The Company entered into various option agreements with various Lark shareholders under which those shareholders grant the Company options to purchase their respective shares in Lark at $310 per share and $10,000 worth of ordinary shares (as bonus shares) in the Company based upon a 30 day VWAP of the Company on the exercise date as follows:

(i) LMRS Pty Ltd with respect to its 306 shares;

(ii) Kristy Booth with respect to her 300 shares; and

(iii) Lynette Lark and William Lark with respect to their 712 shares;

Furthermore, the Company entered into another option agreement with Steele Super Fund and Steele Investment Trust under which each of Steele Super Fund and Steele Investment Trust grants the Company an option to purchase its 750 shares in Lark for $232,500 worth ordinary shares in the Company (at the price of $0.001 per share) and $10,000 worth of ordinary shares (as bonus shares) in the Company based upon a 30 day VWAP of the Company on the exercise date.

(the abovementioned option agreements are collectively referred to as '**the Option Agreements**').

The Company has opted to exercise all of the options under the Option Agreements. Subsequent to the exercise of the options under the Option Agreements, the Company will hold 38.4874% of Lark. As consideration for the exercise of the options, the Company must issue consideration shares to Lark's shareholders in accordance with the Option Agreements. The issue of shares pursuant to the Option Agreements is subject to the Company obtaining any necessary shareholder approval. The issue price of the share is $0.00112 per share (based upon 30 day VWAP of the Company on the exercise date of 23 September 2016) with respect to the bonus shares for all of the above Lark shareholders and $0.001 per share for $232,500 worth ordinary shares in the Company for each of Steele Super Fund and Steele Investment Trust. Accordingly, shareholders are hereby requested to approve the issue of up to approximately 509,642,855 shares pursuant to the Option Agreements.

Subject to a number of exceptions, ASX Listing Rule 7.1 limits the number of securities that a company may issue without shareholder approval in any 12 month period to 15% of its issued securities.

For the purposes of Listing Rule 7.1, and for all other purposes, the Company is seeking shareholder approval for the issue of the shares to the vendors of Lark in accordance with the Option Agreement.

For the purposes of this approval, the following information is provided in accordance with ASX Listing Rule 7.3:

(a) Maximum number of shares to be issued:

Up to approximately 509,642,855 fully paid ordinary shares will be issued to Lark's shareholders under the Option Agreements.

(b) The date by which the shares will be issued:

The shares will be issued no later than 3 months after the date of the AGM. The securities will be issued on the issue date or the issue will occur progressively.

(c) The issue price of the shares:

The issue price for the bonus shares will be based on the 30-Day VWAP of the Company on the exercise date. The exercise date was 23 September 2016 and accordingly, the exercise price is $0.00112.

The issue price for consideration shares will be $0.001 per share for $232,500 worth ordinary shares in the Company to Steele Super Fund and Steele Investment Trust.

(d) The names of the persons who will be issued with the shares:

The Shares will be issued to the following entities:

(i) Approximately 8,928,571 bonus shares to LMRS Pty Ltd;

(ii) Approximately 8,928,571 bonus shares to Kristy Booth;

(iii) Approximately 8,928,571 bonus shares to Lynette Lark and William Lark;

(iv) Approximately 8,928,571 bonus shares to Steele Investment Trust;

(v) Approximately 8,928,571 bonus shares to Steele Super Fund;

(vi) 232,500,000 consideration shares to Steele Investment Trust; and

(vii) 232,500,000 consideration shares to Steele Super Fund.

(e) The terms of the shares:

The shares will be fully paid ordinary shares and will rank equally with the Company's existing fully paid ordinary shares.

(f) The intended use of funds raised:

No funds will be raised by the issue of shares as they are being issued as consideration for the options under the Option Agreements.

8.2 Board Recommendation

The Board recommends that Shareholders vote in favour of Resolution 8 to approve the issue of shares to the relevant Lark shareholders.

9. Resolution 9 – Approval for the Issue of Shares to Odyssey Capital Pty Ltd

9.1 Background

Subject to a number of exceptions, ASX Listing Rule 7.1 limits the number of securities that a company may issue without shareholder approval in any 12 month period to 15% of its issued securities.

For the purposes of Listing Rule 7.1, and for all other purposes, the Company is seeking shareholder approval for the issue of the shares to Odyssey Capital Pty Ltd (ABN 56 169 888 779) or its Nominee for their professional services fee. The Company has engaged Odyssey Capital Pty Ltd for its, inter alia, corporate advisory services in respect of the Company's proposed acquisition of the Nant Distillery business involved in production and sale of whisky and associated products and the land located at 254 Nant Lane, Bothwell, Tasmania from the Nant Group in Tasmania (**the Proposed Acquisition**).

Consideration for Odyssey Capital Pty Ltd's services comprises of a success fee of $200,000 upon the completion of the Proposed Acquisition (**the Success Fee**) which may be paid in cash or shares or a combination of both. Shareholder approval is required for the issue of shares to the extent of the Success Fee or any portion thereof should Odyssey Capital Pty Ltd elect shares, instead of cash, as consideration for the Success Fee or any portion thereof.

For the purposes of this approval, the following information is provided in accordance with ASX Listing Rule 7.3:

(a) Maximum number of shares to be issued:

200,000,000 fully paid ordinary shares will be issued to Odyssey Capital Pty Ltd (ABN 56 169 888 779) or its Nominee.

(b) The date by which the shares will be issued:

The shares will be issued no later than 3 months after the date of the AGM. The securities will be issued on the issue date or the issue will occur progressively.

(c) The issue price of the shares:

The shares will be issued at a deemed issue price of 0.001 per share (pre consolidation).

(d) The names of the persons who will be issued with the shares:

The shares will be issued to Odyssey Capital Pty Ltd (ABN 56 169 888 779) or its Nominee.

(e) The terms of the shares:

The shares will be fully paid ordinary shares and will rank equally with the Company's existing fully paid ordinary shares.

(f) The intended use of funds raised:

The deemed value of the issue is $200,000 which was offset against an amount of $200,000 of fees professional services by Odyssey Capital Pty Ltd (ABN 56 169 888 779).

9.2 Board Recommendation

The Board recommends that Shareholders vote in favour of Resolution 9 to approve the issue of shares to Odyssey Capital Pty Ltd (ABN 56 169 888 779) or its nominee(s).

10. Resolution 10 – Approval for the Acquisition of the Nant Group

10.1 Background

On 13 October 2016, the Company entered into the Transaction Implementation Agreement (**the TIA**) with the Nant Group to acquire the Nant Distillery business and the historic Nant Estate property from the Nant Group.

Information about the Nant Group

The Nant Group is based in Tasmania and comprises of Nant Estate Pty Ltd ACN 124 393 960; Nant Distilling Company Pty Ltd ACN 159 807 011; Nant Distillery Pty Ltd ACN 114 659 700; Nant Barrel Holdings Pty Ltd ACN 159 847 140; and Nant Administration Pty Ltd ACN 168 739 295.

The Nant Group currently owns the business involved in production and sale of whisky and associated products (**the Nant Business**) and the land located at 254 Nant Lane, Bothwell, Tasmania (**the Nant Estate**).

The Nant Group produces whisky products including the Nant Single Malt Whisky at the distillery located at the Nant Estate, from which it also operates the Nant Atrium Restaurant.

Nant Barrel Holdings Pty Ltd manages an investment scheme involving the sale and purchase of a number of Nant whisky barrels (which are held at Nant Distillery Bonded Warehouse in Tasmania) by third party investors whereby it guarantees to buy-back the investors' barrels at the end of the maturation period in accordance with the terms and conditions thereof.

Terms of the Proposed Transaction

The Company (through its nominee) intends to acquire the Nant Business and the Nant Estate from the Nant Group for a total consideration of (i) $3,000,000 in cash and (ii) the Company's assumption of certain debts and liabilities of the Nant Group (including current loans and payments to various trade creditors under certain trade agreements) for an amount of approximately $5,500,000 (**the Proposed Acquisition**).

The TIA provides for various conditions and relevant steps for the implementation and completion of the Proposed Acquisition. In particular, the completion of the Proposed Acquisition is subject to various conditions, including but not limited to the following:

(i) the Company completing the legal and financial due diligence satisfactory to the Company on the Nant Group;
(ii) the Company obtaining all necessary approvals of its board and shareholders; and
(iii) the Company completing a capital raising for the purposes of raising a minimum of $3,000,000.

Before the completion of the Proposed Acquisition, the Company will enter into various agreements including, among others, a Business Sale Agreement and a Land Sale Agreement to give effect to the acquisition.

The Company is currently over the management of the Nant Business and barrel investment scheme in accordance with the Business Management Agreement and Barrel Management Agreement entered into between the Company and the relevant entities respectively in anticipation of completion of the Proposed Acquisition on the following main terms:

(i) The operating costs and profits will be to the account of the Company during the management period; and
(ii) The Company will not liable for any matter arising from the operation of the barrel investment scheme prior to the commencement of the management period.

Affect to the Company's main undertaking

The main business undertaking of the Company is distribution of food and beverage products. Since late 2013, the Company has not been actively involved in marketing of mono-unsaturated dairy technology or the distribution of dairy products in China (although it is not its intention to abandon the food and beverage product distribution). The Company has since then shifted its focus to the whisky distribution and production business.

As noted, the Company's vision is to have ownership interests in a number of premium single malt whisky producers and distributors in Australia focussing in particular on Tasmania. The Company proposes to accelerate growth in the craft whisky industry ahead of competitors and take a leadership position in the industry. The Company's business undertaking has evolved through a significant period of time since early 2014. Accordingly, the Proposed Transaction, like its acquisitions in Lark, Redlands Estate and other business activities, is a continuing and logical step in AWY's business expansion to realise our stated vision which has been implemented during such period of time.

Financial Effects on the Company

In addition, the transaction based comparison table included in Annexure C sets out the potential changes to the Company's assets and securities subsequent to the Completion of the Proposed Transaction should Completion occur without taking into account the impact of shareholders approving Resolutions 7 and 8.

The pro forma balance statement included in Annexure D sets out the financial effect of the Proposed Acquisition on the Company on the basis that shareholders also approve Resolutions 7,8, and 9 and the corresponding securities are issued and shares are issued upon conversion of converting notes and convertible notes being the subject of Resolution 7.

Engagement with Mr Chris Malcolm

As announced on 17 October 2016, the Company has engaged Mr Chris Malcolm, Executive Chairman of Lark Distillery Pty Ltd as a consultant to oversee the management of the Nant Business and to conduct the due diligence of the Nant Business.

Subject to the completion of the Proposed Acquisition, it is intended that Mr Malcolm will join AWY in an executive capacity. The terms of Mr Malcolm's appointment are yet to be finalised and will be negotiated on a commercial arm's length basis. Further details will be announced with respect to Mr Malcolm's executive appointment once they are finalised.

Mr Malcolm is also Chairman of Clark Rubber Franchising Pty Ltd, Driclad Pty Ltd (Pools and Spas), Malcolm Property Pty Ltd, Retail Franchise Systems Pty Ltd (RFS Group Pty Ltd), Glenburn Station Pty Ltd and Chairperson of the Malcolm Foundation. Mr Malcolm is a member of the Australian Institute of Company Directors and an accredited franchise executive. He has a Diploma of Company Directorship from the University of New England and Finance Management Certificate from the University of New South Wales. He was awarded with the Franchisor of the Year 2006, inducted into the Franchising Hall of Fame in 2003, and appointed to Government Senator Chris Shot Franchise Review Committee.

Proposed Timeline

The Company is currently conducting due diligence on the Nant Business and the Nant Group. Subject to the satisfaction of the due diligence and other conditions precedent as provided under the TIA, the Company expects that the completion of Proposed Transaction may occur by the end of December 2016.

ASX Requirements

As announced on 26 October 2016, ASX has advised that AWY is not required to comply with Chapters 1 and 2 of the Listing Rules in accordance with Listing Rule 11.1.3. ASX has determined that AWY is required to obtain shareholder approval with respect to the Proposed Transaction in accordance with Listing Rule 11.1.2.

Resolution 10 hereby seeks shareholder approval with respect to the Proposed Acquisition.

10.2 Board Recommendation

The Board recommends that Shareholders vote in favour of Resolution 10 to approve the Proposed Acquisition.

11. Resolution 11 – Approval for Issue of New Shares

11.1 Background

As noted in the Explanatory Notes for Resolution 10, the Company is required to complete a capital raising for the purposes of raising a minimum of $3,000,000 (pre consolidation) as part consideration for the acquisition on the Nant Group. The Board believes it is in the best interests of the Company to raise further capital by issuing up to 3,000,000,000 (pre consolidation) shares to sophisticated and professional investors.

The ASX Listing Rules impose a limit on the number of securities which the Company can issue without shareholder approval. Under Listing Rule 7.1, this limit in any 12 month period is up to 15% of the number of fully paid ordinary shares on issue at the beginning of the 12 month period subject to shareholder approval.

As such, Resolution 11 seeks Shareholder approval for the issue of additional Shares, on the provision of the following information, as required by ASX Listing Rule 7.3:

(a) The maximum number of securities the Company will issue:

Up to 3,000,000,000 (pre consolidation) Shares.

(b) The date by which the Company will issue the securities:

The Shares will be issued no later than 3 months after the date of the AGM. The securities will be issued on the issue date or the issue will occur progressively.

(c) The issue price of the securities:

The Shares will be issued at an issue price of no less than $0.001 per share (pre – consolidation).

(d) The name of the person to whom the entity will issue the securities, or the basis on which those persons will be selected:

The Shares will be issued to sophisticated and professional investor/s, as selected by the Board.

(e) The terms of the securities:

The Shares will rank *pari passu* with all securities of that class.

(f) The intended use of the funds raised:

The funds raised will be used for part consideration for the acquisition of the Nant Group as noted in Explanatory Notes for Resolution 10 above.

11.2 Board Recommendation

The Board recommends that Shareholders vote in favour of Resolution 11 to approve the issue of new shares.

12. Resolution 12 – Consolidation of Shares

12.1 Background

Approval is sought to consolidate the Company's share capital on a 30 for 1 basis. If Resolution 12 is passed, the number of Shares the Company will have on issue will be reduced from 14,542,889,225 (subject to the completion of the Nant acquisition) to approximately 484,762,974 (subject to rounding up to the nearest whole Share).

The Company has previously indicated it would need to undertake a capital raising for its ongoing investments. The Directors have proposed prior to undertaking a capital raising, the Company undertake a Share Consolidation. Any securities to be issued pursuant to shareholder approvals will be adjusted in accordance with the Listing Rules for the impact of consolidation.

The Consolidation is proposed to reduce the large number of securities on issue and will reduce the number of Shares on issue to approximately 484,762,974, which the Directors believe will improve the market perception and attractiveness of the company and the value of its securities. Whilst the Consolidation proposes a reduction in the number of Shares on issue, it does not involve a return of capital to Shareholders. Accordingly, there is no direct impact on the Company's market capitalisation or book value of paid up capital.

(a) Reason for seeking approval

Under section 254H of the Corporations Act, a company may, by resolution passed in a general meeting, convert any or all of its shares into larger or smaller parcels. Approval is now sought pursuant to this section.

(b) Holding Statements

All holding statements will cease to have effect from the date of Consolidation other than as evidence of a Shareholder's entitlement to a particular share parcel following Consolidation. Once Consolidation becomes effective, the Company will arrange for new holding statements to be issued to every eligible Shareholder. It is the responsibility of each Shareholder to check the number of Shares held prior to their disposal.

(c) Fractional entitlement

Where a Shareholder's parcel cannot be evenly divided by 30 thereby causing a fractional entitlement, the Company will round that fraction up to the nearest whole Share.

(d) Indicative timetable

If Resolution 12 is passed, Consolidation will take effect in accordance with the following indicative timetable (as set out in paragraph 8 of Appendix 7A of the ASX Listing Rules):

Event	Date	Business Day
AGM	[30 November 2016]	0
Notification to ASX of the results of the AGM	[30 November 2016]	0
Last day for pre-consolidation trading	[1 December 2016]	1
Post-consolidation trading starts on a deferred settlement basis	[2 December 2016]	2
Last day for the Company to register transfers on a pre-consolidation basis	[5 December 2016]	3
First day for the Company to send notice to each holder of the change in their details of holdings	[6 December 2016]	4
First day for the Company to register the securities on a post-consolidation basis and the first day for issue of holding statements	[6 December 2016]	4
Issue date (the Company must advise ASX by noon on the issue day that the issue has occurred for the normal trading (T+2) trading starts on the next business day (i.e. Day 9)	[12 December 2016]	8
Last day for the securities to be entered into holders' security holdings	[12 December 2016]	8
Last day for the Company to send notice to each holder of the change in their details of holding	[12 December 2016]	8

[1] *Please note that these dates are indicative only and may change subject to compliance with the requirements of the Corporations Act and the Listing Rules*.

(e) Taxation

There should not be any taxation implications for Shareholders arising from the consolidation. However, as individual circumstances will vary, Shareholders are strongly advised to seek their own independent advice on the taxation effects of consolidation. The Company and its advisors do not accept responsibility for any taxation consequences that may arise for any Shareholder as a result of consolidation.

12.2 Board Recommendation

The Board recommends that Shareholders vote in favour of Resolution 12 to approve the Consolidation of the Shares.

SCHEDULE 1 – GLOSSARY

In this Notice and Explanatory Notes, the following terms have the following meaning unless the context otherwise requires.

2015 SPP means the Share Purchase Plan of the Company in 2015.

A$** or **$ means an Australian dollar.

Annexure means an annexure to this Explanatory Notes.

Auditor means MNSA Pty ltd.

Auditor's Report means the annual report prepared by the Auditor for the period ending 30 June 2006.

AGM means the annual general meeting of Shareholders.

ASIC means the Australian Securities and Investments Commission.

Associate has the meaning ascribed in the Corporations Act

ASX means ASX Limited (ABN 98 008 624 691) or the Australian Securities Exchange, as the context requires.

ASX Listing Rules means the official listing rules of ASX.

ASX Restricted Securities means any securities which are classified by the ASX as Restricted Securities under the ASX Listing Rules.

Board or **Board of Directors** means the Board of Directors of the Company.

Business Day means a day on which the ASX is open for trading.

Chairman means chairman of the Board, at the time of the AGM being Mr Terry Cuthbertson or alternative.

Company means Australian Whisky Holdings Limited (ACN 104 600 544).

Constitution means the constitution of the Company.

Consolidation means the 30 for 1 consolidation of Existing Shares to be approved at the AGM.

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

Directors mean the directors of the Company.

Directors' Report means the annual report prepared by the Directors for the purpose of the AGM in accordance with the Corporations Act's requirements.

Existing Shares means the 5,217,318,361 Shares in the Company on Issue at the date of this Notice of Meeting.

Explanatory Notes means this explanatory notes accompanying the Notice of Meeting.

Financial Report means the financial reported prepared by the Company for the financial year ending 30 June 2016.

Key Management Personnel means Director and other executives and senior managers of the Company as listed in the Directors' Report.

Notice of Meeting means the notice of meeting and Explanatory Notes convening this AGM.

Official List means the official list of ASX.

Proxy Form means the proxy form attached to the Notice.

Related Party has the meaning ascribed in the ASX Listing Rules.

Remuneration Report means remuneration report forming part of the Directors' Report.

Resolutions means the resolutions put to the shareholders of the Company at the AGM.

Restricted Securities means Shares classified by ASX as being subject to the restriction provision of the Listing Rules of ASX.

Share means a fully paid ordinary share in the capital of the Company.

Shareholder means the Company's existing shareholders at the date of the Notice of Meeting.

VWAP means volume weighted average price.

ANNEXURE A – SUMMARY OF THE KEY TERMS OF THE EMPLOYEE INCENTIVE PLAN

(a) Awards

Under the Plan, the Company may offer or issue to eligible employees:

(i) **Options:** Options are rights to be issued a share in the Company upon payment of an exercise price and satisfaction of vesting conditions specified in the Plan or in the offer for the award.

(ii) **Performance Rights:** Performance Rights are rights to be issued a share in the Company for nil exercise price upon satisfaction of vesting conditions specified in the offer for the award.

(iii) **Deferred Share Awards:** Deferred Share Awards are shares issued to employees:

a. who elect to receive shares in lieu of any wages, salary, director's fees, or other remuneration; or

b. by the Company in its discretion, in addition to their wages, salary and remuneration, or in lieu of any discretionary cash bonus or other incentive payment; and

c. that may be forfeited if vesting conditions specified in the offer are not satisfied.

(iv) **Exempt Share Awards:** Exempt Share Awards are issues of shares for no consideration or an issue price which is at a discount to the market price with the intention that up to $1,000 (or such other amount which is exempted from tax under the *Income Tax Assessment Act 1936* (Cth) from time to time) of the total value or discount received by each eligible employee will be exempt from tax.

(collectively, ***Awards***).

(b) Eligible Employees

Awards may be granted to:

(i) an employee to whom, or who falls within a class of employees to whom, the Board determines that an offer is to be made under the Plan; or

(ii) an employee who satisfies the eligibility criteria (if any) determined by the Board for a proposed offer.

(c) Price

The Board has discretion to determine the issue price and/or exercise price for Awards.

(d) Vesting and exercise of Awards

The Awards held by a participant in the Plan will vest in and become exercisable by that participant upon the satisfaction of any vesting conditions specified in the offer and in accordance with the rules of the Plan. Vesting conditions may be waived at the absolute discretion of the Board (unless such waiver is excluded by the terms of the Award).

(e) Change of control

If a takeover bid is made to acquire all of the issued Shares of the Company, or a scheme of arrangement, selective capital reduction or other transaction is initiated which has an effect similar to a full takeover bid for Shares in the Company, then Participants are entitled to accept the takeover bid or participate in the other transaction in respect of all or part of their Awards other than Exempt Share Awards notwithstanding that the Restriction Period in respect of such Awards has not expired. The Board may, in its discretion, waive unsatisfied Vesting Conditions in relation to some or all Awards in the event of such a takeover or other transaction.

(f) Clawback

If any vesting conditions of an Award are mistakenly waived or deemed satisfied when in fact they were not satisfied, then in accordance with the terms of the Plan, the Board may determine that the relevant Awards expire and are incapable if being exercised (if not yet exercised), or it may otherwise recover from the relevant participant some or all shares issued upon exercise of the Awards or any proceeds received from the sale of those shares.

(g) Re-oganisation of share capital

If, prior to the exercise of an Award, the Company undergoes a reorganisation of capital (other than by way of a bonus issue or issue for cash) the terms of the Awards of the participant will be changed to the extent necessary to comply with the ASX Listing Rules as they apply at the relevant time.

ANNEXURE B – TERMS OF THE OPTIONS

1. Interpretation

(a) **ASX** means ASX Limited (ACN 008 624 691);

(b) **Board** means the board of directors of the Company;

(c) **Business Day** means a day not being a Saturday, Sunday or public holiday, on which banks are generally open for business in Victoria;

(d) **Corporations Act** means the Corporations Act 2001 (Cth) as amended from time;

(e) **Listing Rules** means the official listing rules of the ASX;

(f) **Official List** has the meaning given to that term in the Listing Rules;

(g) **Option and Options** means the options to be issued to the Optionholder on the terms detailed in these Terms of Options;

(h) **Quotation** has the meaning given to that term in the Listing Rules;

(i) **Shareholder and Shareholders** means a person who owns shares in the capital of the Company, notwithstanding that those shares may not be fully paid; and

(j) **Shares** means fully paid ordinary shares in the capital of the Company.

Terms of Options

2. Entitlement

2.1. Each Option entitles the Optionholder to subscribe for, and be allotted, one ordinary Share in the capital of the Company.

2.2. Shares issued on the exercise of Options will rank equally with all existing Shares on issue, as at the exercise date, and will be subject to the provisions of the Constitution of the Company and any escrow restrictions imposed on them by the ASX.

3. Exercise of Option

3.1. The Options are exercisable at any time from the date of issue.

3.2. The final date and time for exercise of the Options is 5pm on the three year anniversary date of the issue of the Options. If such date falls on a day that is not a Business Day, the final date will be the next Business Day.

3.3. The Options are exercisable at 150% of the Company's the 30 day VWAP as at the date of issue.

3.4. Each Option is exercisable by the Optionholder signing and delivering a notice of exercise of Option together with the exercise price in full for each Share to be issued upon exercise of each Option to the Company's share registry.

3.5. Remittances must be made payable to 'Australian Whisky Holdings Limited' and cheques should be crossed 'Not Negotiable'.

3.6. All Options will lapse on the earlier of the:

(a) receipt by the Company of notice from the Optionholder that the Optionholder has elected to surrender the Options;

(b) expiry of the final date and time for exercise of the Option as set out in paragraph 7.2;

(c) the termination of the Optionholder's engagement with the Company in circumstances which the Board considers to involve fraud, dishonesty or other serious misconduct which would constitute sufficient cause for an employer to dismiss an employee without notice; or

(d) unless otherwise determined by the Board, the expiration of 30 days after termination of the Optionholder's engagement with the Company for any other reason other than those detailed in paragraph 7.6(c).

3.7. In the event of liquidation of the Company, all unexercised Options will lapse.

4. Quotation

4.1. The Company will not apply to the ASX for official quotation of the Options.

4.2. If the Shares of the Company are quoted on the ASX, the Company will apply to the ASX for, and will use its best endeavours to obtain, quotation of all Shares issued on the exercise of any Options within 10 business days (as defined in the Listing Rules) of issue. The Company gives no assurance that such quotation will be granted.

5. Participation in Securities Issues

Subject to paragraph 7 below, the holder is not entitled to participate in new issues of securities without exercising the Options.

6. Participation in a Reorganisation of Capital

6.1. In the event of any reconstruction or reorganisation (including consolidation, sub-division, reduction or return of the capital of the Company), the rights of an Optionholder will be changed in accordance with the Listing Rules of the ASX applying to a restructure or reorganisation of the capital at the time of that restructure or reorganisation, provided always that the changes to the terms of the Options do not result in any benefit being conferred on the Optionholder which is not conferred on shareholders of the Company.

6.2. In any reorganisation as referred to in paragraph 6.1, Options will be treated in the following manner:

(a) in the event of a consolidation of the share capital of the Company, the number of Options will be consolidated in the same ratio as the ordinary share capital of the Company and the exercise price will be amended in inverse proportion to that ratio;

(b) in the event of a subdivision of the share capital of the Company, the number of Options will be subdivided in the same ratio as the ordinary share capital of the Company and the exercise price will be amended in inverse proportion to that ratio;

(c) in the event of a return of the share capital of the Company, the number of Options will remain the same and the exercise price will be reduced by the same amount as the amount returned in relation to each ordinary share;

(d) in the event of a reduction of the share capital of the Company by a cancellation of paid up capital that is lost or not represented by available assets where no securities are cancelled the number of Options and the exercise price of each Option will remain unaltered;

(e) in the event of a pro-rata cancellation of shares in the Company, the number of Options will be reduced in the same ratio as the ordinary share capital of the Company and the exercise price of each Option will be amended in inverse proportion to that ratio; and

(f) in the event of any other reorganisation of the issued capital of the Company, the number of Options or the exercise price or both will be reorganised (as appropriate) in a manner which will not result in any benefits being conferred on the Optionholder which are not conferred on shareholders.

7. Adjustments to Options and Exercise Price

7.1. Adjustments to the number of Shares over which Options exist and/or the exercise price may be made as described in paragraph 7.2 to take account of changes to the capital structure of the Company by way of pro-rata bonus and cash issues.

7.2. The method of adjustment for the purpose of paragraph 7.1 shall be in accordance with the Listing Rules of the ASX from time to time, which, under Listing Rules 6.22.2 and 6.22.3, currently provide:

(a) Pro Rata Cash Issues

Where a pro-rata issue is made (except a bonus issue) to the holders of underlying securities, the exercise price of an Option may be reduced according to the following formula:

$$O' = O - \frac{E[P-(S+D)]}{N+1}$$

where:

O' = the new exercise price of the Option.

O = the old exercise price of the Option.

E = the number of underlying securities into which one Option is Exercisable.

P = the average market price per security (weighted by reference to volume) of the underlying securities during the 5 trading days ending on the day before the ex rights date or ex entitlements date.

S = the subscription price for a security under the pro-rata issue.

D = the dividend due but not yet paid on the existing underlying securities (except those to be issued under the pro-rata issue).

N = the number of securities with rights or entitlements that must be held to receive a right to one new security.

(b) Pro-Rata Bonus Issues

If there is a bonus issue to the holders of the underlying securities, on the exercise of any Options, the number of Shares received will include the number of bonus Shares that would have been issued if the Options had been exercised prior to the record date for bonus issues. The exercise price will not change.

8. Takeovers and Schemes of Arrangement

8.1. If during the currency of any Options and prior to their exercise a takeover offer or a takeover announcement (within the meaning of the Corporations Act) is made to holders of Shares then within 10 Business Days after the Company becomes aware of the offer, the Company must forward a notice notifying the Optionholder of the offer and from the date of such notification, the Optionholder has 60 days within which to exercise the Options notwithstanding any other terms and conditions applicable to the Options or arrangement. If the Options are not exercised within 60 days after notification of the offer, the Options may be exercised at any other time according to their terms of issue.

8.2. If an offer for shares in the Company is made to Shareholders pursuant to a scheme of arrangement which has been approved in accordance with the Corporations Act, the Optionholder will be entitled to exercise Options held by him/her within the period notified by the Company.

9. Transfers not permitted

The Options are not transferable.

10. Notices

Notices may be given by the Company to the Optionholder in the manner prescribed by the Constitution of the Company for the giving of notices to Shareholders and the relevant provisions of the Constitution of the Company will apply with all necessary modification to notices to be given to the Optionholder.

11. Rights to Accounts

The Optionholder will be sent all reports and accounts required to be laid before Shareholders in general meeting and all notices of general meeting of Shareholders, however, if the Optionholder is not a Shareholder, it will not have any right to attend or vote at these meetings.

ANNEXURE C – TRANSACTION BASED COMPARISON TABLE FOR THE PROPOSED ACQUISITION

A	B	C	D	E
Particulars	**Before the Proposed Transaction**	**Increase/Decrease due to Proposed Transaction**	**After Proposed Transaction**	**Percentage change due to Proposed Transaction**
Method of Calculation	**From latest audited figures**	***Actual Increase/Decrease due to transaction***	B +/- C	C/B
Total Consolidated Assets	$8,515,301	$8,498,000	$17,013,301	99.7%
Total Equity Interests	$8,029,033	$2,850,000	$10,879,033	35.5%
Total Securities on Issue	5,217,318,361[1]	5,200,000,000[2]	10,417,318,361	99.66%
Particulars	**Before Proposed Transaction *(From latest audited figures)***	**Projected Increase/Decrease due to Proposed Transaction**	**After transaction (B +/- C)**	**Percentage change due to transaction (C/B)**
Annual Profit	(574,033)		Unknown	%
Annual Revenue	6,283		806,283[3]	%

[1] This is the current number of shares on issue and does not include other shares (of approximately 4,125,570,864 shares) to be issued subject to shareholder approval upon the conversion of convertible and converting notes under convertible note subscription agreements and other arrangements as noted in this Notice.

[2] This includes 2,000,000,000 to be issued upon conversion of the converting notes in accordance with Resolutions 7F, 7G, 7H which will be used for working capital of the Company irrespective of whether or not the proposed Nant Acquisition is completed.

[3] There is expected revenue from the Nant Business subsequent to the completion of the Proposed Transaction but not during the management period (which is prior to the completion). AWY is currently conducting due diligence on the Nant Business to have a better understanding of the Business and estimation of the amount of revenue to be generated, and the information currently available is quite limited. However, based upon the historical information provided by the Nant Group including its sale budgets (which have not been verified) the estimate revenue for the year to June 2017 for AWY (assuming that the Proposed Transaction can be completed in December 2016) may be expected to be circa $800K. The Company notes that the above information has not been verified and will be subject to change and will not liable whatsoever on accuracy of this information.

ANNEXURE D – PRO FORMA STATEMENT – FINANCIAL POSITION

AUSTRALIAN WHISKY HOLDINGS LIMITED
CONSOLIDATED FINANCIAL POSITION AT 30 JUNE 2016

		Conversion of Notes		Post balance date Notes and Lark Investment		Share placement		Conversion of Interest		Excerise Lark options	Pro Forma Balance Sheet	Acquisition of Nant Group ("Nant")(inclu ding est transaction costs)	Pro-Forma post acquisition of Nant Group
CURRENT ASSETS													
Cash and Cash equivalents	409,326		409,326	2,929,450	3,338,776	601,400	3,940,176		3,940,176 -	458,580	3,481,596	-336,435	3,145,161
Trade and other receivables	62,853		62,853		62,853		62,853		62,853		62,853		62,853
Inventories	320,809		320,809		320,809		320,809		320,809		320,809		320,809
Other current assets	2,089		2,089		2,089		2,089		2,089		2,089		2,089
TOTAL CURRENT ASSETS	795,077		795,077		3,724,527		4,325,927		4,325,927		3,867,347		3,530,912
NON CURRENT ASSETS													
Lark	2,723,887		2,723,887	1,070,550	3,794,437		3,794,437		3,794,437	508,580	4,303,017		4,303,017
Redlands	300,000		300,000		300,000		300,000		300,000		300,000		300,000
Other	17,744		17,744		17,744		17,744		17,744		17,744		17,744
Financial assets	3,041,631		3,041,631		4,112,181		4,112,181		4,112,181		4,620,761		4,620,761
Property Plant & Equipment												4,436,435	4,436,435
Intangible assets	27,193		27,193		27,193		27,193		27,193		27,193	4,398,000	4,425,193
TOTAL NON CURRENT ASSETS	3,068,824		3,068,824		4,139,374		4,139,374		4,139,374		4,647,954		13,482,389
TOTAL ASSETS	3,863,901		3,863,901		7,863,901		8,465,301		8,465,301		8,515,301		17,013,301
CURRENT LIABILITIES													
Trade and other payables	402,278		402,278		402,278		402,278	-132,203.01	270,075		270,075	148,000	418,075
Short-term provisions	16,193		16,193		16,193		16,193		16,193		16,193		16,193
Kore Note 1	200,000		200,000				0						0
Kore Note 2	50,000		50,000				0						0
Quality Life Pty Ltd	1,000,000		1,000,000				0						0
Kore Note 3	72,600		72,600				0						0
Financial liabilities	1,322,600	-1,322,600	0		0		0					5,500,000	5,500,000
TOTAL CURRENT LIABILITIES	1,741,071		418,471		418,471		418,471		286,268		286,268		5,934,268
NON CURRENT LIABILITIES													0
Financial liabilities	200,000		200,000		200,000		200,000		200,000		200,000		200,000
TOTAL NON CURRENT LIABILITIES	200,000		200,000		200,000		200,000		200,000		200,000		200,000
													0
TOTAL LIABILITIES	1,941,071		618,471		618,471		618,471		486,268		486,268		6,134,268
NET ASSETS	1,922,830		3,245,430		7,245,430		7,846,830		7,979,033		8,029,033	2,850,000	10,879,033
EQUITY													
Issued capital	24,061,258	1,322,600	25,383,858	4,000,000	29,383,858	601,400	29,985,258	132,203.01	30,117,461	50,000	30,167,461	3,200,000	33,367,461
Reserves	113,903		113,903		113,903		113,903		113,903		113,903		113,903
Accumulated losses	-22,252,331		-22,252,331		-22,252,331		-22,252,331		-22,252,331		-22,252,331	-350,000	-22,602,331
TOTAL EQUITY	1,922,830		3,245,430		7,245,430		7,846,830		7,979,033		8,029,033		10,879,033

PROXY FORM

ABN 62 104 600 544

LODGE YOUR VOTE

By Mail:
Australian Whisky Holdings Limited
Level 10, 8-10 Loftus Street Sydney NSW 2000

By fax:
(+61 2) 9252 5638

By email:
auswhisky@outlook.com.au

Lodge your vote by: 3:30 pm Monday, 28 November 2016

All enquiries to: Telephone: (02) 8188 1491 **Overseas:** +61 2 8188 1491

SHAREHOLDER'S DETAILS

Name ________ **SRN/HIN** ________

Address ________

VOTING FORM

I/We being a member(s) of Australian Whisky Holdings Limited and entitled to attend and vote hereby:

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. ________

Failing the person or body corporate named, or if no person or body corporate is named, the Chairman of the Meeting, as my/our proxy to vote on my/our behalf (including in accordance with the directions set out below or, if no directions have been given, to vote as the proxy sees fit, to the extent permitted by the law) at the Annual General Meeting of the Company to be held at 3:30 pm AEDT on Wednesday, 30 November 2016 at The York Conference and Function Centre 95-99 York Street Sydney NSW 2000 (the Meeting) and at any postponement or adjournment of the Meeting.

I/we expressly authorise the Chairman of the Meeting to exercise my/our proxy even if the resolution is connected directly or indirectly with the remuneration of a member of the key management personnel.

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 X

Step 2 VOTING DIRECTIONS

	For	Against	Abstain*
Resolution 1 – Adoption of Remuneration Report	☐	☐	☐
Resolution 2A – Re-election of Mr Peter Herd as Director of the Board	☐	☐	☐
Resolution 2B – Re-election of Mr Terry Cuthbertson as Director of the Board	☐	☐	☐
Resolution 3 – Election of Mr Rohan Boman as a Director of the Board	☐	☐	☐
Resolution 4 – Approval on Employee Incentive Plan	☐	☐	☐
Resolution 5A(i) – Issue of Options to Mr Terry Cuthbertson or his nominee	☐	☐	☐
Resolution 5A(ii) – Issue of Options to Mr Gary Mares or his nominee	☐	☐	☐
Resolution 5A(iii) – Issue of Options to Mr Peter Herd or his nominee	☐	☐	☐
Resolution 5A(iv) – Issue of Options to Mr Rohan Boman or his nominee	☐	☐	☐

Resolution 5B – Issue of Options to the Company's Secretary - Mr Kenneth Lee			
Resolution 5C – Issue of Options to Ms Sindy Suen			
Resolution 6A – Ratification of Past Issue of Shares (November 2015 Placement)			
Resolution 6B – Ratification of Past Issue of Shares (September 2016 Placement)			
Resolution 7A – Approval of Issue Convertible Notes to Quality Life Pty Ltd as trustee for the Neill Family Trust			
Resolution 7B – Approval of Issue of Converting Notes to Quality Life Pty Ltd as trustee for the Neill Family Trust			
Resolution 7C – Approval of Issue of Converting Notes to Suetone Pty Ltd as trustee for the AK Shadforth Family Trust			
Resolution 7D – Approval of Issue of Converting Notes to Ian Griffiths & Sue Griffiths as trustee for the Glenlore Superannuation Scheme			
Resolution 7E – Approval of Issue of Convertible Notes to Kore Management Services Pty Ltd			
Resolution 7F – Approval of Issue of Convertible Notes to Malcolm Property Pty Ltd (ACN 126 253 503) ATF The Malcolm Property Trust			
Resolution 7G - Approval of Issue of Convertible Notes to C H Malcolm Super Pty Ltd (ACN 126 252 355) ATF The Malcolm Superannuation Fund			
Resolution 7H – Approval of Issue of Convertible Notes to Elvington Investments Pty Ltd (ACN 615 321 152)			
Resolution 8 – Approval on issue of shares to vendors of Lark Distillery Pty Ltd			
Resolution 9 – Approval on Issue Shares to Odyssey Capital Pty Ltd (ABN 56 169 888 779) or its Nominee			
Resolution 10 – Approval on Acquisition of the Nant Business and the Nant Estate from the Nant Group			
Resolution 11 – Approval of Issue of New Shares			
Resolution 12 – Approval on Consolidation of Shares			

* 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 SIGNATURE OF SHAREHOLDER(S) – THIS MUST BE COMPLETED

Shareholder 1 (Individual)	Joint Shareholder 2 (Individual)	Joint Shareholder 3 (Individual)
Sole Director and Sole Company Secretary	Director/Company Secretary (Delete one)	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).

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 securities 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 appoint someone other than the Chairman of the Meeting as your proxy, you will also be appointing the Chairman of the Meeting as your alternate proxy to act as your proxy in the event the named proxy does not attend the Meeting.

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 securities 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 securities 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 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 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; 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 **3:30 pm on 28 November 2016,** 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:

by mail:
Australian Whisky Holdings Limited

Level 10, 8-10 Loftus Street Sydney NSW 2000

by email:
auswhisky@outlook.com.au

by fax:
+61 2 9252 5638

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