



Endless Solar Corporation Limited

A.B.N. 51 122 708 061
Level 10, 406 Collins Street
Melbourne VIC 3000
Tel: 03 9600 3242
Fax: 03 9600 3245
www.endless-solar.com

10th October 2014

**National Stock Exchange of Australia
Level 2, 117 Scott Street
Newcastle NSW 2300**

NOTICE OF 2014 ANNUAL GENERAL MEETING

We wish to advise that the 2014 Annual General Meeting will be held on Monday, 10th November 2014 at 10:00am at Level 10, 406 Collins Street, Melbourne VIC 3000.

The following documents have been dispatched to members:

- Notice of Annual General Meeting;
- Proxy form

Yours sincerely,

Yours sincerely,

Cathy Lin

Company Secretary



Endless Solar Corporation Limited

A.B.N 51 122 708 061

Level 10, 406 Collins St. Melbourne VIC 3000

T 03 9600 3242 F 03 9600 3245

www.endless-solar.com

Notice of 2014 Annual General Meeting

Notice is hereby given that an Annual General Meeting of ENDLESS SOLAR CORPORATION LIMITED ("ESC" or "Company") will be held at 10:00am AEDT on Monday, 10th November 2014 at Level 10, 406 Collins Street Melbourne Vic 3000.

Meeting Agenda:

ORDINARY BUSINESS

Item 1 – Accounts and Reports

To receive and consider the declaration and report of the Directors, the report of the Auditor and the Accounts for the year ended 30 June 2014.

Item 2 – Remuneration Report

To consider and, put to a non-binding vote, the following resolution as an ordinary resolution:

"That the Remuneration Report as contained in the Directors Report of the Company for the year ended 30 June 2014 be adopted."

Item 3 – Re-election of Director – Mr. D. Craig

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

"That Mr. D. Craig who retires under the Company's Constitution, is eligible and offers himself for re-election, be re-elected as a Director of the Company."

Item 4 – Re-election of Director – Mr. C. Baring-Gould

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

"That Mr. C. Baring-Gould, who retires under the Company's Constitution, is eligible and offers himself for re-election, be re-elected as a Director of the Company."

Item 5 – Re-election of Director – Ms Cathy W Lin

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

"That Ms Cathy W Lin, who was appointed during the year, retires under the Company's Constitution, is eligible and offers herself for re-election, be re-elected as a Director of the Company."

SPECIAL BUSINESS

Item 6 – Appointment of Auditor

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

"That for the purpose of section 327B of the Corporations Act, approval is given for Ms. Margaret Salter F.C.A, having consented in writing to act, to be appointed Auditor of the Company."

BY ORDER OF THE BOARD

A handwritten signature in black ink, appearing to read 'Cathy W Lin', with a stylized, cursive script.

Cathy W Lin

Company Secretary

EXPLANATORY MEMORANDUM

The Explanatory Memorandum which should be read together with, and forms part of, this Notice of General Meeting.

SHAREHOLDERS WHO ARE ENTITLED TO VOTE

In accordance with Regulation 7.11.38 of the Corporations Regulations, the Board of ESC has determined that a person's entitlement to vote at the General Meeting will be the entitlement of that person set out in the Company's Share Register as at 7pm AEDT on Friday November 7th, 2014.

VOTING EXCLUSION STATEMENTS

The Company will disregard any votes cast on Item 2 by:

- Key Management Personnel (or closely related party);
- A Director of the Company; and
- Any associate of a Director of the Company

However, the Company need not disregard a vote on any resolution 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 a direction on the proxy form to vote as the proxy decides.

VOTING

A member of ESC can vote in either of two ways:

- by attending the meeting and voting in person or by attorney; or
- by appointing a proxy to attend and vote on their behalf

VOTING BY PROXY

- A member entitled to attend and vote at the Annual General Meeting is entitled to appoint not more than two proxies.
- If you appoint a proxy, you may still attend the meeting. However, your proxy's rights to speak and vote are suspended while you are present.
- Proxy forms (and the power of attorney (if any) under which they are signed or proof thereof to the satisfaction of the directors) must be lodged with the Share Registry by reply paid envelope to: Boardroom Pty Ltd GPO Box 3993, Sydney NSW 2001 Australia not less than 48 hours before the time of the meeting; 10:00am AEDT Saturday 8th November 2014
- Alternatively, and if received or recorded by the same time, proxy forms (and the power of attorney (if any) under which they are signed or proof thereof to the satisfaction of the directors) may be lodged by facsimile on +61 2 9290 9655
- Members of ESC who return their proxy forms but do not nominate the identity of their proxy will be taken to have appointed the Chairperson of the meeting as their proxy to vote on their behalf. If a proxy form is returned but the nominated proxy does not attend the meeting, the Chairperson of the meeting will act in place of the nominated proxy and vote in accordance with any instructions. Subject to the Voting Exclusion Statement above, proxy appointments in favour of the Chairperson of the meeting, the secretary or any director which do not contain a direction will be voted in favour of the resolution.
- A form of proxy is enclosed with this Notice of General Meeting. An additional form will be supplied by the Company on request.

How the Chairperson of the meeting will vote undirected proxies.

The Chairperson of the meeting will vote undirected proxies on, and in favour of, all of the proposed resolutions. The Chairperson may exercise your proxy even if he/she has an interest in the outcome, the resolution and votes cast by him/her other than as proxy holder will be disregarded because of that interest. The Chairperson intends voting undirected proxies in favour of the resolutions in which he/she is permitted to vote.

Proxies that are undirected on Item 2 (Remuneration Report)

- If you have not marked the 'For', 'Against' or 'Abstain' boxes you will have been deemed to have expressly authorised the Chairperson of the meeting to vote in favour of this resolution.

Under the Corporations Act 2001, if 25% or more of the votes cast are voted against the Remuneration Report, or related items, at two consecutive AGMs, shareholders will be required to vote at the second of those AGMs on a resolution that another meeting be held within 90 days at which all company directors (other than the Managing Director and CEO) must go up for re-election.

Item 4: Change of Constitution

This Constitution updates the details of ESC's current Constitution so that it is consistent with the listing rules of the National Stock Exchange Limited (NSX).

All Correspondence to:

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

Level 7, 207 Kent Street,
Sydney NSW 2000 Australia

📠 **By Fax:** +61 2 9290 9655

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

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

YOUR VOTE IS IMPORTANT

For your vote to be effective it must be recorded **before 10:00am AEDT on Saturday 8th November 2014.**

TO VOTE BY COMPLETING THE PROXY FORM

STEP 1 APPOINTMENT OF PROXY

Indicate who you want to appoint as your Proxy.

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

Appointment of a Second Proxy

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

To appoint a second proxy you must:

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

STEP 2 VOTING DIRECTIONS TO YOUR PROXY

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

Proxy which is a Body Corporate

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

STEP 3 SIGN THE FORM

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

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

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

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

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

STEP 4 LODGEMENT

Proxy forms (and any Power of Attorney under which it is signed) must be received no later than 48 hours before the commencement of the meeting, therefore by **10:00am AEDT on Saturday, 8th November 2014.** Any Proxy Form received after that time will not be valid for the scheduled meeting.

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

📠 **By Fax** + 61 2 9290 9655

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

👤 **In Person** Level 7, 207 Kent Street,
Sydney NSW 2000 Australia

Attending the Meeting

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

Endless Solar Corporation Limited

ABN 51 122 708 061

☐

Your Address

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

PROXY FORM

STEP 1 APPOINT A PROXY

I/We being a member/s of **Endless Solar Corporation Limited** (Company) and entitled to attend and vote hereby appoint:

☐

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

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

or failing the individual or body corporate named, or if no individual or body corporate is named, the Chair of the Meeting as my/our proxy at the Annual General Meeting of the Company to be held at **Level 10, 406 Collins Street, Melbourne Vic 3000 on Monday, 10th November, 2014 at 10:00am AEDT** and at any adjournment of that meeting, to act on my/our behalf and to vote in accordance with the following directions or if no directions have been given, as the proxy sees fit.

Chair of the Meeting authorised to exercise undirected proxies on remuneration related matters: If I/we have appointed the Chair of the Meeting as my/our proxy or the Chair of the Meeting becomes my/our proxy by default and I/we have not directed my/our proxy how to vote in respect of Item 2, I/we expressly authorise the Chair of the Meeting to exercise my/our proxy in respect of this item even though Item 2 is connected with the remuneration of a member of key management personnel for Endless Solar Corporation Limited.

The Chair of the Meeting will vote all undirected proxies in favour of all Items of business (including Item 2). If you wish to appoint the Chair of the Meeting as your proxy with a direction to vote against, or to abstain from voting on an item, you must provide a direction by marking the 'Against' or 'Abstain' box opposite that item.

STEP 2 VOTING DIRECTIONS

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

		For	Against	Abstain*
Item 2	Remuneration Report	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Item 3	Re-election of Director – Mr. D. Craig	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Item 4	Re-election of Director – Mr. C. Baring-Gould	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Item 5	Re-election of Director – Ms Cathy W Lin	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Special Business		<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Item 6	Appointment of Auditor	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

STEP 3 SIGNATURE OF SHAREHOLDERS

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

Individual or Securityholder 1

Sole Director and Sole Company Secretary

Securityholder 2

Director

Securityholder 3

Director / Company Secretary

Contact Name.....

Contact Daytime Telephone.....

Date / / 2014