



NOTICE OF GENERAL MEETING

Notice is hereby given that a General Meeting of the Members of East 72 Holdings Limited ACN 099 912 044 (**E72 or the Company**) will be held on **Thursday 31st May 2018 at 10.00 am Sydney time at Suite 112, 120 Bourke Street, WOOLLOOMOOLOO NSW 2011 (EGM or the Meeting).**

ORDINARY BUSINESS

1. Approval of Prior Issue of Shares

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

Resolution 1 - as an ordinary resolution:

*That for the purposes of NSXA Listing Rule 6.25(1) and for all other purposes, the Shareholders ratify and approve the issue of 1,583,333 ordinary shares made on 27 April 2018 for the purposes and on the terms and conditions set out in the Explanatory Memorandum accompanying the Notice (**Prior Issue of Shares**).*

Voting Exclusion Statement

The Company will disregard and not count any votes cast (in any capacity) on Resolution 1 on or on behalf of any or all of the following persons:

- (a) A person who participated in the Prior Issue of Shares and 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
- (b) An associate of that person.

However, the Company need not disregard a vote if:

- (a) It is cast by a person as a proxy for a person who is entitled to vote, in accordance with the directions on the proxy form; or
- (b) 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

2. Approval of Proposed Issue of Ordinary Shares

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

Resolution 2- as an ordinary resolution:

*That for the purposes of NSXA Listing Rule 6.25 and for all other purposes, approval is given for the allotment and issue of up to 20,000,000 ordinary fully paid Shares in the Company on the terms and conditions as detailed in the Explanatory Memorandum (**Proposed Issue of Shares**).*

Voting Exclusion Statement

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

- (a) A person who may participate in the Proposed Issue of Shares and 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
- (b) An associate of that person.

However, the Company need not disregard a vote if:

- (a) 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
- (b) 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.

3. Approval of the East 72 Holdings Limited Dividend Reinvestment Plan

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

Resolution 3 - as an ordinary resolution:

That the Shareholders approve for all purposes the establishment and implementation of the East 72 Holdings Limited Dividend Reinvestment Plan in the form to be tabled by the Chairman at the meeting having regard to the contents in the accompanying Explanatory Memorandum.

SPECIAL BUSINESS

4. Participation of Andrew Brown in the Proposed Issue of Shares

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

Resolution 4 - as a special resolution:

That subject to the passing of Resolutions 1 & 2 inclusive, for the purposes of NSXA Listing Rule 6.44 and for all other purposes, that, subject to and conditional on all other Resolutions being passed, the subscription for a maximum of 1,000,000 Shares by Andrew Brown or his relevant interests under, and as part of, the Proposed Issue of Shares at the Offer Price as set out in this Explanatory Memorandum is approved.

Voting Exclusion Statement

The Company will disregard any votes cast on Resolution 4 by:

- (a) Andrew John Brown; and
- (b) any of his associates including other Directors of Abron Investments Pty. Limited, Abron Management Services Pty. Limited and A Brown and Company Pty Limited, Donna Ann Brown, Lauren Julia Brown, Timothy John Brown and Matthew William Brown (**Brown Interests**).

However, the Company need not disregard a vote if:

- (a) 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
- (b) 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.

5. Participation of Richard Ochojski in the Proposed Issue of Shares

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

Resolution 5 - as a special resolution:

That subject to the passing of Resolutions 1 & 2 inclusive, for the purposes of NSXA Listing Rule 6.44 and for all other purposes, that, subject to and conditional on all other Resolutions being passed, the subscription for a maximum of 100,000 Shares by Richard Ochojski or his relevant interests under, and as part of the Proposed Issue of Shares at the Offer Price as set out in this Explanatory Memorandum is approved.

Voting Exclusion Statement

The Company will disregard any votes cast on Resolution 5 by:

- (a) Richard Ochojski; and
- (b) any of his associates.

However, the Company need not disregard a vote if:

- (a) 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
- (b) 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. Participation of Wayne Adsett in the Proposed Issue of Shares

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

Resolution 6 - as a special resolution:

That subject to the passing of Resolutions 1 & 2 inclusive, for the purposes of NSXA Listing Rule 6.44 and for all other purposes, that, subject to and conditional on all other Resolutions being passed, the subscription for a maximum of 100,000 Shares by Wayne Adsett or his relevant interests under, and as part of the Proposed Issue of Shares at the Offer Price as set out in this Explanatory Memorandum is approved.



Voting Exclusion Statement

The Company will disregard any votes cast on Resolution 6 by:

- (a) Wayne Adsett; and
- (b) any of his associates.

However, the Company need not disregard a vote if:

- (a) 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
- (b) 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

Entitlement to Vote

In accordance with section 1074E(2)(g)(i) of the *Corporations Act* and regulation 7.11.37 of the Corporations Regulations and ASTC Operating Rule 8.3A.1, the Company has determined that for the purposes of the General Meeting all Shares will be taken to be held by the persons who, according to records of the Company's share registrar, held them as registered Shareholders at 7pm (Sydney time) on Tuesday 29th May 2018. Accordingly, share transfers registered after that time will be disregarded in determining entitlements to attend and vote at the General Meeting.

How to Vote

Members entitled to vote at the EGM may vote:

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

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

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

To vote by attorney at this Meeting, the original or a certified copy of the power of attorney or other authority (if any) under which the instrument is signed must be received by the share registry before 10.00 am (Sydney time) on 29th May 2018 in any of the following ways:

By post to the share registry:
Boardroom Pty Ltd
GPO Box 3993,
SYDNEY NSW 2001

By hand delivery to the share registry:
Boardroom Pty Ltd
Level 12
225 George Street
SYDNEY NSW 2000



By fax to Boardroom Pty Limited on:
(02) 9290 9655

To vote in person, you or your proxy, attorney, representative or corporate proxy representative must attend the EGM to be held at Suite 112, 120 Bourke Street, WOOLLOOMOOLOO, NSW 2011 on 31st May 2018 commencing at 10:00am (Sydney time).

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

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

unless E72 received written notification of the death, mental incapacity, revocation or transfer before the Meeting or adjourned Meeting.

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

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

Voting by Proxy

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

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

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



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

If:

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

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

Pursuant to section 250R(5) of the Corporations Act 2001, specific rules in relation to proxy voting pertaining to Resolution 1 are described at section 3.7 of the Explanatory Memorandum.

Proxies must be lodged not later than 48 hours before the General Meeting i.e. 10.00 am (Sydney time) on 29 May 2018 in any of the following ways:

By post to the share registry:

Boardroom Pty Ltd
GPO Box 3993,
SYDNEY NSW 2001

By hand delivery to the share registry:

Boardroom Pty Ltd
Level 12
225 George Street
SYDNEY NSW 2000

By fax to Boardroom Pty Limited on:

(02) 9290 9655

By electronic lodgement:

<http://www.votingonline.com.au/e72egm2018> in accordance with instructions provided on the website. You will need your Holder Identification Number (HIN) or Security Reference Number (SRN) to lodge your proxy vote online, along with postcode or country of residence and your Voting Access Code (VAC) to lodge your proxy vote online. .

A form of proxy is provided with this notice.

Further Information

If you have any queries in relation to the General Meeting, please contact the Company Secretary, Andrew Brown, on (02) 9380 9001 or andrew.brown@east72.com.au

Dated this 27th day of April 2018

By order of the Board of Directors

A handwritten signature in black ink that reads "Andrew J. Brown". A long, thin horizontal line extends from the bottom of the signature to the right.

Andrew Brown
Company Secretary

EXPLANATORY MEMORANDUM

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

This Explanatory Memorandum provides information for members in respect of the resolutions to be considered at a General Meeting of East 72 Holdings Limited (**E72, Company**) to be held at **10.00am Sydney time on Thursday 31st May at Suite 112, 120 Bourke Street, WOOLLOOMOOLOO NSW 2011 (EGM or the Meeting)**.

ORDINARY BUSINESS

1. Approval of Prior Issue of Shares: RESOLUTION 1

- 1.1 Approval is being sought under NSXA Listing Rule 6.25(1) for the issue of 1,583,333 ordinary shares, representing 10.5% of the Company's capital, to sophisticated investors on 27 April 2018. The Prior Issue of Shares was made at \$0.30 per share and raised \$475,000.
- 1.2 Subject to certain circumstances, outlined under NSXA Listing Rule 6.25(2), NSXA Listing Rule 6.25(1) prevents a company from issuing or agreeing to issue new securities or other securities with rights of conversion such as an option, in any twelve month period which amount to more than 15% of the Company's ordinary securities on issue without shareholder approval.
- 1.3 By ratifying the issue of Shares pursuant to the Prior Issue of Shares, the Company will retain the flexibility to issue equity securities in the future up to the 15% annual placement capacity set out in NSX Listing Rule 6.25 without the requirement to obtain prior Shareholder approval.
- 1.4 Relevant information relating to the Prior Issue of Shares:

Number and date	1,583,333 shares on 27 April 2018
Issue price	\$0.30 per Share
Terms	Shares issued were fully paid ordinary shares in the capital of the Company issued on the same terms and conditions as the Company's existing Shares.
Allottees	Sophisticated investors, none of whom were a related party of the Company.
Use of funds	Working capital and investment.

Recommendation

The Directors recommend that Members vote in favour of Resolution 1.

2. Approval of Proposed Issue of Shares: RESOLUTION 2

- 2.1 Approval is being sought under NSXA Listing Rule 6.25(1) for the issue of up to 20,000,000 ordinary shares, representing 120% of the Company's capital, to sophisticated investors. It is intended to allot the Proposed Issue of Shares at the Offer Price.
- 2.2 It is intended, if possible, to allot the Proposed Issue of Shares within the six months succeeding the Meeting.
- 2.3 The following table illustrates the issues of Shares which E72 has undertaken since the recapitalisation of the Company in May 2016:

date	purpose	number	price
6 May 2016	Recapitalisation	1,283,000	\$0.35
17 August 2016	Working capital	217,414	\$0.35
6 December 2016	Working capital	333,000	\$0.35
8 December 2016	Working capital	300,000	\$0.35
6 March 2017	Working capital	6,327,857	\$0.35
15 March 2017	Working capital	428,571	\$0.35
26 September 2017	Merger with Stiletto Investments Pty Ltd	6,361,472	\$0.3417
	Treasury Shares cancelled	(400,000)	\$0.3417
27 April 2018	Working capital	1,583,333	\$0.30
27 April 2018	Exercise of options	100,000	\$0.35

- 2.4 The Offer Price will be determined by the Directors with regard to:
- proximate trading prices – if any - of the Company's Shares quoted on NSXA;
 - last stated monthly NTA (as defined) per Share; and
 - any subsequent material changes in NTA per Share between the prior month end and date of any issue of the Proposed Issue of Shares.

The Directors undertake to ensure that potential investors in the Proposed Issue of Shares are apprised of these facts, and that the impact on E72's NTA per Share from any issuance under the Proposed Issue of Shares is announced to NSXA.

- 2.5 Subject to certain circumstances, outlined under NSXA Listing Rule 6.25(2), NSXA Listing Rule 6.25(1) prevents a company from issuing or agreeing to issue new securities or other securities with rights of conversion such as an option, in any twelve month period which amount to more than 15% of the Company's ordinary securities on issue without shareholder approval.
- 2.6 By approving the issue of Shares pursuant to the Proposed Issue of Shares, the Company will retain the flexibility to issue further equity securities in the future up to the 15% annual placement capacity set out in NSX Listing Rule 6.25 without the requirement to obtain prior Shareholder approval.

- 2.7 The Proposed Issue of Shares may not necessarily be made at one time, but may be made in smaller tranches, which may attract different Offer Prices.
- 2.8 Subject to the passage of Resolutions 4-6, the Directors of the Company intend to participate in the Proposed Issue of Shares up to the maximum amounts stipulated in each of resolutions 4-6.
- 2.9 This Resolution 2 is NOT dependent upon the passage of Resolutions 4-6. For the avoidance of doubt, Shareholders may approve the passage of Resolution 2, but vote down Resolutions 4-6, in which case the Proposed Issue of Shares will proceed, but the Directors of the Company will not be able to participate in the Proposed Issue of Shares.
- 2.10 Relevant information relating to the Proposed Issue of Shares:

Number and date	Up to 20,000,000 shares within six months of the date of this Meeting
Issue price	Offer Price dependent upon NTA and proximate trading prices of E72 Shares quoted on NSXA
Terms	Shares issued will be fully paid ordinary shares in the capital of the Company issued on the same terms and conditions as the Company's existing Shares.
Allottees	Sophisticated investors (and Directors of the Company subject to the passage of resolutions 4-6).
Use of funds	Working capital and investment.

3. Establishment of East 72 Holdings Ltd Dividend Reinvestment Plan: RESOLUTION 3

The Directors of the Company propose to establish and implement a Dividend Reinvestment Plan (**Plan**). Participation in the Plan by a Shareholder is optional and is not transferable. Shareholders may participate in the Plan in respect of all of their Shares entered in the Register or a specific number of Shares. The Board may set a limit on the number of Shares which Shareholders may nominate for Participation in the Plan.

A summary of the Plan is given in the separate Information Memorandum contained in Appendix "A" of this Information Memorandum. Each Shareholder is eligible subject to the Plan Terms and Conditions which are fully detailed contained in the separate Information Memorandum in Appendix "A".

Recommendation

The Directors recommend that Members vote in favour of Resolution 3

SPECIAL BUSINESS

4. Participation of Andrew Brown in the Proposed Issue of Shares: RESOLUTION 4

- 4.1 A special resolution is defined in section 9 of the Corporations Act as one that is passed by at least three quarters (75%) of the votes cast by shareholders (either on a show of hands at the meeting or by inclusion of proxies if on a poll) being in favour of the resolution.
- 4.2 As part of the ongoing expansion of the equity base of E72, relevant interests of Andrew John Brown, a Director of the Company wish to participate in the Proposed Issue of Shares, on the same terms as those Shares proposed to be issued to Sophisticated Investors in the event that Resolution 2 is carried.
- 4.3 The Company does not propose to allot a separate placement of Shares to interests associated with Andrew Brown, but allow Andrew Brown to participate in the Proposed Issue of Shares, for a maximum of 1,000,000 Shares, at the same price as those proposed to be allotted under resolution 2.
- 4.4 Interests associated with Andrew Brown (Brown Interests as defined) currently hold 4,953,738 Shares being 29.7% of the Company's issued shares.
- 4.5 Under Corporations Act s.611 (Item 9) and ASIC Regulatory Guide 6 – paragraph 6.47 (June 2013) the Brown Interests are capable of holding up to 35.3% of E72's equity, providing such holding is achieved prior to 27 October 2018, being a date six months after which the Brown Interests were diluted from a shareholding percentage of 32.3% to one of 29.7%.
- 4.6 In the event that all the Shares being the subject of Resolution 2 are issued, without any new placement to the Brown Interests, their shareholding would fall to 13.5% of E72's Shares.
- 4.7 In the event that resolution 2 is passed, but no Shares are allotted to persons other than the Brown Interests, and the Brown Interests fully take up their allowable allocation of Shares, the Brown Interests would hold 33.6% of E72's Shares, which is within the bounds permitted, as noted in 4.5 above.
- 4.8 In the event that Resolution 3 is passed, the Brown Interests are under no obligation to take up any Shares in the Proposed Issue of Shares, and do not undertake to do so.
- 4.9 *Chapter 2E Corporations Act:*
For a public company, or an entity that the public company controls, to give a financial benefit to a related party of the public company, the public company or entity must obtain the approval of the public company's members in the manner set out in sections 217 to 227 of the Corporations Act AND give the benefit within 15 months following such approval, unless the giving of the financial benefit falls within an exception set out in sections 210 to 216 of the Corporations Act. The Placement of Shares to the Brown Interests constitutes the giving of a financial benefit. The Directors (other than Andrew Brown) consider that Shareholder approval pursuant to Chapter 2E of the Corporations

Act is not required in respect of the Participation because the Shares will be issued to the Brown Interests on the same terms as Shares issued to non-related party participants in the Proposed Issue of Shares the subject of Resolution 2, and as such the giving of the financial benefit is on arm's length terms.

4.10 *NSX Listing Rule 6.44:*

NSX Listing Rule 6.44 requires that the Company obtain the approval of members of the issuer by special resolution for any issue of equity securities to a related party or a person nominated by the Exchange unless the person receives the securities under (i) a pro-rata issue; (ii) an underwriting agreement in relation to a pro-rata issue and the terms of the underwriting were included in offer documents sent to the holders of securities; (iii) a dividend or distribution plan and, in the case of a plan established before the issuer was listed, the plan's terms disclosed in the disclosure document or the plan was established after the issuer was listed, the plan's terms were approved by the members of the issuer; (iv) an employee incentive scheme; or (v) a takeover offer which was required to comply with Part 6.3 Division 1 of the Corporations Act or a scheme under section 411. The issue of Shares to the Brown Interests requires the Company to obtain Shareholder approval under NSX Listing Rule 6.44 because the Brown Interests are related parties of the Company by virtue of being controlled by a person who is a Director.

Pursuant to and in accordance with the requirements of NSX Listing Rule 6.44, the following information is provided in relation to the proposed issue of Shares to the Brown Interests:

Number and date	Up to 1,000,000 shares within six months of the date of this Meeting
Issue price	Offer Price being the same price as Shares proposed to be allotted under the Proposed Placement being the subject of Resolution 2
Terms	Shares issued will be fully paid ordinary shares in the capital of the Company issued on the same terms and conditions as the Company's existing Shares.
Allottees	Donna Ann Brown, Andrew John Brown, companies in which Andrew Brown is a Director and/or controls and a superannuation fund of which Andrew Brown is a beneficiary.
Use of funds	Working capital and investment.

5. Participation of Richard Ochojski in the Proposed Issue of Shares: RESOLUTION 5

- 5.1 A special resolution is defined in section 9 of the Corporations Act as one that is passed by at least three quarters (75%) of the votes cast by shareholders (either on a show of hands at the meeting or by inclusion of proxies if on a poll) being in favour of the resolution.

- 5.2 As part of the ongoing expansion of the equity base of E72, relevant interests of Richard Ochojski, a Director of the Company wish to participate in the Proposed Issue of Shares, on the same terms as those Shares proposed to be issued to Sophisticated Investors in the event that Resolution 2 is carried.
- 5.3 The Company does not propose to allot a separate placement of Shares to interests associated with Richard Ochojski, but allow Richard Ochojski to participate in the Proposed Issue of Shares, for a maximum of 100,000 Shares, at the same price as those proposed to be allotted under resolution 2.
- 5.4 Interests associated with Richard Ochojski currently hold 7,423 Shares being 0.1% of the Company's issued shares, and 50,000 options exercisable at \$0.35 by 30 April 2021.
- 5.5 In the event that Resolution 5 is passed, Richard Ochojski or his interests are under no obligation to take up any Shares in the Proposed Issue of Shares, and do not undertake to do so.
- 5.6 *Chapter 2E Corporations Act:*
For a public company, or an entity that the public company controls, to give a financial benefit to a related party of the public company, the public company or entity must obtain the approval of the public company's members in the manner set out in sections 217 to 227 of the Corporations Act AND give the benefit within 15 months following such approval, unless the giving of the financial benefit falls within an exception set out in sections 210 to 216 of the Corporations Act. The Placement of Shares to Richard Ochojski or his interests constitutes the giving of a financial benefit. The Directors (other than Richard Ochojski) consider that Shareholder approval pursuant to Chapter 2E of the Corporations Act is not required in respect of the Participation because the Shares will be issued to Richard Ochojski on the same terms as Shares issued to non-related party participants in the Proposed Issue of Shares the subject of Resolution 2, and as such the giving of the financial benefit is on arm's length terms.
- 5.7 *NSX Listing Rule 6.44:*
NSX Listing Rule 6.44 requires that the Company obtain the approval of members of the issuer by special resolution for any issue of equity securities to a related party or a person nominated by the Exchange unless the person receives the securities under (i) a pro-rata issue; (ii) an underwriting agreement in relation to a pro-rata issue and the terms of the underwriting were included in offer documents sent to the holders of securities; (iii) a dividend or distribution plan and, in the case of a plan established before the issuer was listed, the plan's terms disclosed in the disclosure document or the plan was established after the issuer was listed, the plan's terms were approved by the members of the issuer; (iv) an employee incentive scheme; or (v) a takeover offer which was required to comply with Part 6.3 Division 1 of the Corporations Act or a scheme under section 411. The issue of Shares to Richard Ochojski or his interests requires the Company to obtain Shareholder approval under NSX Listing Rule 6.44 because Richard Ochojski and his interests are related parties of the Company by virtue of being controlled by a person who is a Director.

Pursuant to and in accordance with the requirements of NSX Listing Rule 6.44, the following information is provided in relation to the proposed issue of Shares to Richard Ochojski:

Number and date	Up to 100,000 shares within six months of the date of this Meeting
Issue price	Offer Price being the same price as Shares proposed to be allotted under the Proposed Placement being the subject of Resolution 2
Terms	Shares issued will be fully paid ordinary shares in the capital of the Company issued on the same terms and conditions as the Company's existing Shares.
Allottees	Richard Ochojski or his interests.
Use of funds	Working capital and investment.

6. Participation of Wayne Adsett in the Proposed Issue of Shares: RESOLUTION 6

- 6.1 A special resolution is defined in section 9 of the Corporations Act as one that is passed by at least three quarters (75%) of the votes cast by shareholders (either on a show of hands at the meeting or by inclusion of proxies if on a poll) being in favour of the resolution.
- 6.2 As part of the ongoing expansion of the equity base of E72, relevant interests of Wayne Adsett, a Director of the Company wish to participate in the Proposed Issue of Shares, on the same terms as those Shares proposed to be issued to Sophisticated Investors in the event that Resolution 2 is carried.
- 6.3 The Company does not propose to allot a separate placement of Shares to interests associated with Wayne Adsett, but allow Wayne Adsett to participate in the Proposed Issue of Shares, for a maximum of 100,000 Shares, at the same price as those proposed to be allotted under resolution 2.
- 6.4 Interests associated with Wayne Adsett currently hold 43,188 Shares being 0.26% of the Company's issued shares and 50,000 options exercisable at \$0.35 by 30 April 2021.
- 6.5 In the event that Resolution 6 is passed, Wayne Adsett or his interests are under no obligation to take up any Shares in the Proposed Issue of Shares, and do not undertake to do so.
- 6.6 *Chapter 2E Corporations Act:*
For a public company, or an entity that the public company controls, to give a financial benefit to a related party of the public company, the public company or entity must obtain the approval of the public company's members in the manner set out in sections 217 to 227 of the Corporations Act AND give the benefit within 15 months following such approval, unless the giving of the financial benefit falls within an exception set out in sections 210 to 216 of the Corporations Act. The Placement of Shares to Wayne Adsett or his interests constitutes the giving of a financial benefit. The Directors (other than Wayne

Adsett) consider that Shareholder approval pursuant to Chapter 2E of the Corporations Act is not required in respect of the Participation because the Shares will be issued to Wayne Adsett on the same terms as Shares issued to non-related party participants in the Proposed Issue of Shares the subject of Resolution 2, and as such the giving of the financial benefit is on arm's length terms.

6.7 *NSX Listing Rule 6.44:*

NSX Listing Rule 6.44 requires that the Company obtain the approval of members of the issuer by special resolution for any issue of equity securities to a related party or a person nominated by the Exchange unless the person receives the securities under (i) a pro-rata issue; (ii) an underwriting agreement in relation to a pro-rata issue and the terms of the underwriting were included in offer documents sent to the holders of securities; (iii) a dividend or distribution plan and, in the case of a plan established before the issuer was listed, the plan's terms disclosed in the disclosure document or the plan was established after the issuer was listed, the plan's terms were approved by the members of the issuer; (iv) an employee incentive scheme; or (v) a takeover offer which was required to comply with Part 6.3 Division 1 of the Corporations Act or a scheme under section 411. The issue of Shares to Wayne Adsett or his interests requires the Company to obtain Shareholder approval under NSX Listing Rule 6.44 because Wayne Adsett and his interests are related parties of the Company by virtue of being controlled by a person who is a Director.

Pursuant to and in accordance with the requirements of NSX Listing Rule 6.44, the following information is provided in relation to the proposed issue of Shares to Wayne Adsett:

Number and date	Up to 100,000 shares within six months of the date of this Meeting
Issue price	Offer Price being the same price as Shares proposed to be allotted under the Proposed Placement being the subject of Resolution 2
Terms	Shares issued will be fully paid ordinary shares in the capital of the Company issued on the same terms and conditions as the Company's existing Shares.
Allottees	Wayne Adsett or his interests.
Use of funds	Working capital and investment.

GLOSSARY OF TERMS

Brown Interests	Andrew John Brown, Donna Ann Brown, Lauren Julia Brown, Timothy John Brown, Matthew William Brown, A. Brown and Company Pty Limited (ACN 003 460 615), Abron Investments Pty Limited (ACN 615 761 567), Abron Management Services Pty Limited <Brown Family Super A/C>, Stiletto Investments Pty Limited (ACN 003 384 754)
Company	East 72 Holdings Limited (ABN 85 099 912 044)
Corporations Act	Corporations Act 2001 (Cth)
E72	East 72 Holdings Limited (ABN 85 099 912 044)
EGM	General Meeting
General Meeting	A meeting of Shareholders of E72 scheduled for 10am Sydney time on Thursday 31 st May 2018
Meeting	General Meeting
Member	A Holder of E72 Shares or their nominated proxy or corporate representative
NSX or NSXA	National Stock Exchange of Australia or the financial market operated by NSX Limited, as the context requires
NSX or NSXA Listing Rules	A Listing Rule of the NSXA
NTA	Net tangible asset backing after all tax liabilities
Offer Price	The subscription price for Shares issued under the Proposed Issue of Shares, the subject of Resolution 2. Refer to Section 2.4 of the Information Memorandum.
Plan	East 72 Holdings Limited Dividend Reinvestment Plan, the establishment of which is the subject of Resolution 3 and the Terms and Conditions for which are contained in Appendix "A".
Prior Issue of Shares	A placement of 1,538,333 Shares made on 27 April 2018 which are the subject of Resolution 1
Professional and Sophisticated Investors	Investors within the definition in Sections 708(8) or 708(11) of the Corporations Act
Proposed Issue of Shares	A proposed issue of 20,000,000 Shares to be made within six months of the end of the Meeting which are the subject of Resolution 2
Share	An ordinary share in E72
Shareholders	Holders of E72 Shares

Note: In the notice of Meeting and Explanatory Memorandum, unless the context otherwise requires, the above terms have the meaning set opposite them.

APPENDIX "A"

DIVIDEND REINVESTMENT PLAN

INFORMATION MEMORANDUM AND TERMS AND CONDITIONS

The East 72 Holdings Dividend Reinvestment Plan (Plan) is an optional method by which eligible Shareholders may reinvest all or part of their dividends in additional Shares in East 72 Holdings Limited (**E72, the Company, We**) without the cost of brokerage to acquire the Shares and normally at a pre-determined discount to either the net asset value per Share or market price of the Shares.

This Information Memorandum provides an explanation of the Plan together with Terms and conditions which govern the operation of the Plan. If there is any inconsistency between those Terms and Conditions and the Information Memorandum, the Terms and Conditions will prevail.

Please note this Information Memorandum is not providing financial product advice concerning the Shares which may be offered by the Plan in future. You should consider obtaining independent advice before making any financial decisions in relation to Shares offered under the Plan.

Purpose

The Plan provides Shareholders of the Company who are eligible under the terms of the Plan, with the choice of applying dividends paid by the Company towards the subscription for Shares in the Company rather than receiving those dividends directly in cash.

Eligibility

All Shareholders are eligible to participate in the Plan unless in the case of Shareholders outside Australia, applicable laws prohibit their participation in the Plan, or the Directors determine that in their opinion, participation in the Plan would or might be unlawful or impractical. The Directors have determined that Shareholders whose registered addresses are in countries outside of Australia and New Zealand will be unable to participate in the Plan.

Applications to Participate

To participate in the Plan, eligible Shareholders must provide a Notice of Election/Variation to the Company's share registry. Notices may be lodged in writing, using the Notice of Election/Variation application form available from the Company's share registry, or alternatively, shareholders may provide a Notice of Election/Variation online. Shareholders will be taken to have signed the Notice of Election/Variation if it is lodged online in accordance with the instructions on the website of the Company's share registry. A separate notice must be lodged for each shareholding account. Participation in the Plan will commence with the first dividend payment after receipt by the Company's share registry of the Notice of Election/Variation, provided it is lodged prior to 5 p.m. E.S.T. on the Election Date for that dividend.

Level of Participation

Eligible Shareholders may elect to participate in the Plan in respect of all or part of their holding and, subject to the terms of the Plan, may vary their level of participation or withdraw from the Plan at anytime.

The election of the full participation option provides for the reinvestment of dividends on all Shares in the Company currently held, Shares acquired in the future, Shares issued under the Plan and Shares issued through any future rights issue or other issues.

The election of the partial participation option provides for the reinvestment of dividends on a specified number of Shares, and Shares issued under the Plan are added to the Shareholder's Plan Shares. Under the partial participation option, subsequent Shares allotted to the Shareholder by the Company (other than Shares issued under the Plan) or purchased by the Shareholder will not automatically be included as participating Shares in the Plan. If a Shareholder wishes these Shares to participate, the Shareholder will need to lodge a new Notice of Election/Variation with the Company's share registry.

Variation of level of Participation / Withdrawal from Plan

Participating Shareholders may vary the level of participation or withdraw from the Plan at any time by providing a Notice of Election/Variation to the Company's share registry.

Entitlement

Participating Shareholders will be entitled on each dividend payment to be allotted the nearest whole number of Shares (0.5 or more rounded up) which the cash dividend on Plan Shares in the relevant shareholding account (less any dividend or tax file number withholding tax where applicable) would purchase at the issue price.

Issue Price of Plan Shares

The subscription price in respect of a dividend will be either:

- (a) the volume-weighted average ex-dividend market price of the Shares sold on the National Stock Exchange of Australia on the relevant Record Date and the three business days immediately following that Record Date; or
- (b) the latest monthly net tangible asset backing per share after all tax liabilities adjusted onto an ex-dividend basis

at the sole discretion of the Directors and discounted by such discount as shall be determined by the Directors from time to time not exceeding 7.5%.

Costs

The issue of Shares under the Plan will not be subject to brokerage, commission, stamp duty or other transaction costs. All administrative costs will be met by the Company.

Ranking of Plan Shares

Shares issued under the Plan will rank equally in every respect with the existing issued Shares of the Company.

Plan Records

Shareholders participating in the Plan will receive a statement at the time of each dividend payment showing, for each shareholding account, full details of the amount of dividend entitlement, the issue price, the number of Shares issued and the number of Plan Shares held by the Participant before and after the allotment.

Sale of Shares

Shareholders participating in the Plan may sell any of their Shares, including Shares participating in the Plan or issued under the Plan, at any time. Where a Participant holds Plan Shares and Non-Participating Shares and disposes of part of the holding and does not notify the Company otherwise, the Shares disposed of are, to the maximum extent possible, taken to be shares which are Non-Participating Shares.

Transaction Statements

A routine transaction statement will be issued to the Participant detailing the allotment of Shares under the Plan in respect of each dividend and any other movement which has occurred since the preceding routine transaction statement. The routine transaction statement will be



forwarded to Participants within five (5) business days after the end of the month in which the allotment takes place.

Securities Exchange Listing

Application will be made for all Shares allotted under the Plan to be listed for quotation by National Stock Exchange of Australia.

Taxation

For income tax purposes, if a Shareholder participates in the Plan, the tax treatment of the Shareholder in respect of a dividend reinvested will be the same as if the Shareholder received a cash dividend. Shares issued under the Plan are, in general, subject to Australian capital gains tax when sold. This tax liability exists regardless of when the shares from which the dividend arises were acquired. For capital gains tax purposes, the cost of the Shares issued under the Plan will be the issue price advised by the Company. Neither the Company nor its Directors, officers, employees, representatives or agents take any responsibility or assume any liability for the taxation liabilities of Participants in the Plan. As individual circumstances and laws vary considerably, specific taxation advice should be obtained by Participants, if required.

Modification and Termination of the Plan

The Plan may be varied, suspended or terminated by the Directors of the Company at any time by giving Participants written notice as provided in the Plan Terms and Conditions.

Share Registry contact details

The Company's share registry is managed by Boardroom Limited.

Website access: www.boardroomlimited.com.au

Telephone: 1 300 737 760 (within Australia),
(02) 9290 9600 (outside Australia)

Facsimile: (02) 9290 9655 (within Australia),
+61 2 9290 9655 (outside Australia)

Postal address: Level 12, Grosvenor Place, 225 George Street, SYDNEY NSW 2000



EAST 72 HOLDINGS LIMITED DIVIDEND REINVESTMENT PLAN

TERMS AND CONDITIONS

1. Definitions and Interpretation

1.1 Definitions

In these Terms and Conditions:

Applicable Law means any relevant provision of Australian law and, in relation to any Shareholder whose registered address is in a place other than Australia, includes any relevant provision of a law of that place;

Company means East 72 Holdings Limited ABN 85 099 912 044;

Constitution means the constitution of the Company as amended from time to time and for the time being in force;

Election Date means the date that is one business day after the Record date, or such other date as determined by the Directors and notified to shareholders by announcement to the National Stock Exchange of Australia (NSXA);

E.S.T. means Eastern Standard Time or Eastern Daylight Saving Time as applicable;

Directors means the Directors for the time being of the Company;

Non-Participating Shares means Shares which are not subject to the Plan;

NTA means net tangible asset backing after all tax liabilities

Participant means a Shareholder holding Plan Shares;

Plan means the plan for the reinvestment of dividends in the Company implemented and maintained by the Directors pursuant to the Constitution and these Terms and Conditions and known as the East 72 Holdings Limited Dividend Reinvestment Plan;

Plan Notice means and includes a notice of election, variation or termination, which may be lodged with the Company's share registry pursuant to clauses 2.2, 11 or 12 respectively, to notify a Shareholder's wish to participate in the Plan, or to increase, decrease or terminate the Shareholder's participation in the Plan, as the case may be;

Plan Shares means Shares which are subject to the Plan, the dividends on which are to be re-invested in Shares under the Plan;

Record Date means the date nominated by the Directors for the purposes of identifying the Shareholders who are entitled to receive a particular dividend payment;

Securities Exchange Rules means the official Listing Rules of National Stock Exchange of Australia as amended or replaced and for the time being in force, as and to the extent that they apply to the Company, with any modifications or waivers in their application which may be granted;

Shares means fully paid ordinary shares in the capital of the Company;

Shareholder means a person holding Shares; and

Terms and Conditions means the terms and conditions of the Plan as set out below and as amended from time to time and for the time being in force.

1.2 Interpretation

In this Plan, unless the context otherwise requires:

- (a) words importing the singular include the plural and vice versa;
- (b) words importing any gender include all other genders;
- (c) a reference to a person includes a reference to a corporation, partnership, joint venture or trust; and
- (d) headings are used for convenience only and do not affect the interpretation of these Terms and Conditions.

- 1.3 A Shareholder who has in respect of a distinct number of Shares held by that Shareholder separate holder numbers is, for the purposes of these Terms and Conditions, deemed to be a separate and distinct Shareholder in relation to:

- (a) each such holder number; and
- (b) the Shares from time to time allocated to that holder number.

2. Participation in the Plan

- 2.1 Participation in the Plan is optional and not transferable, and is subject to these Terms and Conditions, Applicable Law, the Constitution, and the Securities Exchange Rules.
- 2.2 Every Shareholder who wishes to participate in the Plan must lodge a Plan Notice with the Company's share registry.
- 2.3 A Plan Notice remains in force, subject to these Terms and Conditions, until:
- (a) the Participant formally varies such Plan Notice, formally terminates participation in the Plan, or dies; or
 - (b) the Directors terminate the Plan.
- 2.4 A Shareholder whose registered address is in a country other than Australia and whose participation in the Plan is prohibited because of Applicable Law is not eligible to participate in the Plan.
- 2.5 The Directors may on any occasion determine that Shareholders whose registered addresses are in countries other than Australia are not eligible to participate in the Plan where in the opinion of the Directors the offer of a right of election or their participation in the Plan would or might be unlawful or impracticable, without further action by the Company.
- 2.6 For the purpose of clause 2.5, the Directors may at any time determine that only those Shareholders whose registered addresses are within Australia and such other countries or places as the Directors may specify are eligible to participate in the Plan, or that Shareholders whose registered addresses are in such countries or places as the Directors may specify are ineligible to participate in the Plan.
- 2.7 Notwithstanding clause 2.5, allotments of Shares to Shareholders under the Plan who are not resident in Australia at the time of allotment are subject to all necessary Governmental approvals of the country or place of their residence, and each such Shareholder must obtain all such approvals.

3. Levels of Participation

- 3.1 Shareholders who are eligible to participate in the Plan may elect one of two levels of participation in the Plan as follows:
- (a) Full Participation: a Shareholder may participate in the Plan in respect of all Shares registered in the Shareholder's name as at each Record Date; or
 - (b) Partial Participation: a Shareholder may nominate in a Plan Notice a specific number of Shares registered in the Shareholder's name as at each Record Date to be subject to the Plan.

- 3.2 Where in a Plan Notice a Shareholder omits to nominate the number of Shares to be subject to the Plan, or specifies a number of Shares for partial participation in the Plan in accordance with subclause 3.1(b) which is greater than the total number of Shares held by the Shareholder as at the relevant Record Date, the Shareholder is deemed to have elected full participation in the Plan under clause 3.1(a).
- 3.3 All Shares allotted to a Participant under the Plan will be added to the number of Plan Shares of that Participant unless a valid Plan Notice has been lodged with the Company's share registry in accordance with clause 11.1.

4. Transfer of Shares

- 4.1 Where a Participant holding Plan Shares and Non-Participating Shares:
- (a) disposes of part of the Participant's Shares and does not notify the Company otherwise, the Shares disposed of are, to the maximum extent possible, taken to be Shares which are Non-Participating Shares; or
 - (b) sells or transfers more than the total number of Non-Participating Shares, the Participant is deemed to be a Participant in respect of the remaining Plan Shares held.
- 4.2 Shares which are sold or otherwise transferred to a new owner cease to participate in the Plan on the registration of the transfer.

5. Acceptance of Applications

- 5.1 The Directors may in their absolute discretion accept or refuse any Plan Notice, without being bound to give any reason for doing so.
- 5.2 Each Plan Notice accepted by the Directors will be effective in respect of the first dividend payment after receipt of the Plan Notice, provided it is received prior to 5 p.m. E.S.T. on the Election Date for that dividend.
- 5.3 The Company will record for each shareholding account of each Participant particulars of:
- (a) the name and address of the Participant; and
 - (b) the number of Plan Shares held by the Participant from time to time, and the Company's records will be conclusive evidence of the matters so recorded.

6. Reinvestment of Dividends

- 6.1 In respect of each cash dividend from time to time due and payable to a Participant in respect of the Participant's Plan Shares, the Company will:
- (a) determine the amount of cash dividend payable in respect of the Plan Shares of that Participant, by multiplying the number of such Plan Shares by an amount equal to the rate of dividend applying to Non-Participating Shares;
 - (b) determine the maximum number of Shares which could be acquired by subscription by the Participant, by dividing the value of the dividend on the Participant's Plan Shares determined pursuant to clause 6.1(a) (less any dividend or tax file number

- withholding tax where applicable) by the subscription price determined pursuant to clause 7;
 - (c) on behalf of and in the name of the Participant subscribe for that number of additional Shares; and
 - (d) allot that number of additional Shares to the Participant.
- 6.2 Where the number of Shares ascertained in accordance with clause 6.1(b) results in a fraction, the number of Shares to be subscribed for and allotted pursuant to clause 6.1 will be rounded up if the fraction is 0.5 or more, or otherwise down, to the nearest whole number.

7. Issue Price

- 7.1 The subscription price in respect of a dividend will be either:
- (a) the volume-weighted average ex-dividend market price of the Shares sold on the National Stock Exchange of Australia on the relevant Record Date and the three business days immediately following that Record Date; or
 - (b) the latest monthly net tangible asset backing per share after all tax liabilities adjusted onto an ex-dividend basis
- at the sole discretion of the Directors and discounted by such discount as shall be determined by the Directors from time to time not exceeding 7.5%.
- 7.2 The weighted average ex-dividend market price will be determined by the Company from information provided by NSXA, and the price so determined will be binding on Participants.

8. Shares Allotted under the Plan

- 8.1 Shares allotted under the Plan will:
- (a) be allotted in accordance with the Securities Exchange Rules;
 - (b) rank equally with other fully paid Shares; and
 - (c) be registered on a register chosen by the Company on which the Participant already holds Shares.
- 8.2 No brokerage, commission, stamp duty or other transaction costs will be payable by Participants in respect of any allotment of Shares under the Plan.

9. Statements to Participants

- 9.1 After each allotment of Shares under the Plan, the Company will forward to each Participant a statement setting out:
- (a) the number of Plan Shares held by the Participant excluding those Shares last allotted to the Participant under the Plan;
 - (b) the amount of cash dividend due and payable to that Participant in respect of that Participant's Plan Shares which has been applied towards subscription for additional Shares;
 - (c) the allotment price of the last Shares allotted to the Participant under the Plan;
 - (d) the number of Shares allotted to the Participant under the last allotment made pursuant to the Plan; and
 - (e) the Participant's total holding of Plan Shares after the allotment.

- 9.2 Statements to partially participating Shareholders need not include information as to Non-Participating Shares.

10. Securities Exchange Listing

The Company will apply for Shares allotted under the Plan to be listed for quotation on the official list of NSXA as soon as practicable after the allotment.

11. Variation of Participation

- 11.1 A Participant who wishes to increase or decrease the number of Shares subject to the Plan may at any time lodge a Plan Notice with the Company's share registry.
- 11.2 If a Plan Notice lodged pursuant to clause 11.1 decreases or increases the level of participation in the Plan to below full participation, only that number of Shares specified in the Plan Notice will be Plan Shares and no after-acquired Shares (other than Shares allotted under the Plan) will be Plan Shares.
- 11.3 If a Plan Notice lodged pursuant to clause 11.1 increases the level of participation in the Plan to full participation, all of the Shareholder's Shares as at the date of the Plan Notice and all Shares subsequently acquired by the Shareholder (including Shares allotted under the Plan) will be Plan Shares.

12. Termination of Participation

- 12.1 A Participant who wishes to terminate participation in the Plan may at any time lodge a Plan Notice with the Company's share registry.
- 12.2 If a Participant dies, participation in the Plan by the Participant will terminate upon receipt by the Company's share registry of a copy of notice of the death of the Participant.
- 12.3 The death of one of two or more joint Participants terminates the participation in the Plan of the remaining Participant or joint Participants.
- 12.4 The remaining Participant or joint Participants may (if they remain eligible to do so) recommence participation in the Plan by forwarding a duly completed and executed Plan Notice to the Company's share registry.

13. Notices

- 13.1 Any Plan Notice will only be valid if it is in writing and in such form as the Company may from time to time determine or in a particular case accept, and if it is completed and executed in the manner specified by the Company or in such other manner as the Company may approve, including in writing using the application form available from the Company's share registry, or alternatively, shareholders may provide Notice of Election/Variation online. Shareholders will be taken to have signed the Notice of Election/Variation if it is lodged online in accordance with the instructions on the Company's share registry website.
- 13.2 Any Plan Notice is effective on receipt at the Company's share registry and takes effect from the next Record Date following such receipt, and if received at the Company's share registry prior to 5.00 p.m. E.S.T. on the Election Date for a particular dividend will (subject

to these Terms and Conditions) be effective in respect of that dividend and all subsequent dividends.

- 13.3 Any notice to be served on Shareholders may be served in accordance with the provisions regarding service of notices on Shareholders contained in the Company's Constitution.

14. Limit on Subscription

The Directors may at any time by notice in writing to Participants limit the amount of dividend which may be reinvested in subscription for Shares under the Plan.

15. Modification of the Plan

- 15.1 The Directors may modify these Terms and Conditions from time to time.
- 15.2 The Directors must give Participants notice in writing of amendments to the Plan, other than amendments which are of a minor nature or of an administrative or procedural nature.

16. Suspension and Termination of the Plan

- 16.1 The Directors may suspend the operation of the Plan during a fixed period or for such period as they think fit, or terminate the Plan, by giving to Shareholders not less than two months' notice via an announcement to NSXA of their intention to do so.
- 16.2 During any period when the operation of the Plan has been suspended Plan Shares must in all respects be treated by the Company as Non-Participating Shares.
- 16.3 The Directors may reinstate the operation of the Plan at any time by giving to Shareholders not less than two months' notice via an announcement to NSXA of their intention to do so prior to the next Record Date.

17. Administration of the Plan

- 17.1 The Plan will be administered by the Directors.
- 17.2 The Directors may settle in such manner as they think expedient any difficulties, anomalies or disputes which may arise in connection with, or by reason of, the operation of the Plan, whether generally or in relation to any Participant or any Shares, and the determination of the Directors will be conclusive and binding on all Participants and other persons to whom the determination relates.
- 17.3 The Directors may delegate to any one or more persons, for such period and on such conditions as they may determine, the exercise of any of their powers or discretions arising under the Plan.

18. Equitable Claims

The Company, unless otherwise required by law, need not recognise any person as an owner of any additional Shares issued under the Plan other than the registered holder of the Plan Shares in respect of which the additional Shares were issued.



19. Taxation

Neither the Company nor its Directors, officers, employees, representatives or agents take any responsibility or assume any liability for the taxation liabilities of Participants.

20. Governing Law

The Plan, these Terms and Conditions and the operation of the Plan are governed by the law of the State of New South Wales



All Correspondence to:

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

📠 **By Fax:** +61 2 9290 9655

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

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

YOUR VOTE IS IMPORTANT

For your vote to be effective it must be recorded **before 10:00am (AEST) on Tuesday 29 May 2018.**

🖥 TO VOTE ONLINE

STEP 1: VISIT <https://www.votingonline.com.au/e72egm2018>

STEP 2: Enter your Postcode OR Country of Residence (if outside Australia)

STEP 3: Enter your Voting Access Code (VAC):

📱 BY SMARTPHONE



Scan QR Code using smartphone
QR Reader App

TO VOTE BY COMPLETING THE PROXY FORM

STEP 1 APPOINTMENT OF PROXY

Indicate who you want to appoint as your Proxy.

If you wish to appoint the Chair of the Meeting as your proxy, mark the box. If you wish to appoint someone other than the Chair of the Meeting as your proxy please write the full name of that individual or body corporate. If you leave this section blank, or your named proxy does not attend the meeting, the Chair of the Meeting will be your proxy. A proxy need not be a securityholder 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 **10:00 am (AEST) on Thursday, 31 May 2018**. Any Proxy Form received after that time will not be valid for the scheduled meeting.

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

🖥 **Online** www.votingonline.com.au/e72egm2018

📠 **By Fax** + 61 2 9290 9655

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

👤 **In Person** Boardroom Pty Limited
Level 12, 225 George Street,
Sydney NSW 2000 Australia

Attending the Meeting

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

East 72 Holdings Limited

ABN 85 099 912 044

☐

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 **East 72 Holdings 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 securityholder) you are appointing as your proxy below

or failing the individual or body corporate named, or if no individual or body corporate is named, the Chair of the Meeting as my/our proxy at the Extraordinary General Meeting of the Company to be held at the **Suite 112, 120 Bourke Street, Woolloomooloo NSW 2011 Thursday, 31 May, 2018 at 10:00am (AEST)** and at any adjournment of that meeting, to act on my/our behalf and to vote in accordance with the following directions or if no directions have been given, as the proxy sees fit.

The Chair of the Meeting intends to vote undirected proxies in favour of each of the items of business.

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*
Resolution 1	Approval of Prior Issue of Shares	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 2	Approval of Proposed Issue of Ordinary Shares	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 3	Approval of the East 72 Holdings Limited Dividend Reinvestment Plan	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 4 Special	Participation of Andrew Brown in the Proposed Issue of Shares	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 5 Special	Participation of Richard Ochojski in the Proposed Issue of Shares	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 6 Special	Participation of Wayne Adsett in the Proposed Issue of Shares	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

STEP 3 SIGNATURE OF SECURITYHOLDERS

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 / / 2018