



ENDLESS SOLAR CORPORATION LIMITED

ACN 122 708 061

18 September 2020

GENERAL MEETING OF ENDLESS SOLAR CORPORATION LIMITED

Dear Shareholder,

Endless Solar Corporation Limited (ACN 122 708 061) (“the Company”) is pleased to invite shareholders to attend the General Meeting (“Meeting”) to be held on **Tuesday, 20 October 2020 at 11:00am (AEDT)**.

Due to the coronavirus pandemic and related issues, the Meeting will be held **virtually via a live ZOOM webcast**, supported by the Company’s Share Registrar, Boardroom Pty Limited. Details of how to participate in the meeting are as follows:

To join the Zoom Meeting, please click on the link below and then enter meeting ID ‘**854 7250 6632**’.

Join Zoom Meeting: <https://us02web.zoom.us/j/85472506632>

One tap mobile:

+61861193900,,85472506632# Australia

+61871501149,,85472506632# Australia

Dial by your location:

+61 3 7018 2005 Australia

+61 731 853 730 Australia

+61 861 193 900 Australia

+61 8 7150 1149 Australia

+61 2 8015 6011 Australia

Find your local number: <https://us02web.zoom.us/j/85472506632>

In accordance with Section 5(1)(f) of the Corporations (Coronavirus Economic Response) Determination (No.1) 2020 made by the Commonwealth Treasurer on 5 May 2020, the Notice of Meeting, accompanying Explanatory Memorandum (“Meeting Materials”) are being made available to Shareholders electronically. This means that:

- You are able to access the Meeting Materials online at the Company’s website, <https://www.endless-solar.com.au/>
- A complete copy of the Meeting Materials has been posted on the Company’s NSX market announcements page.

How to submit your vote in advance of the Meeting

Proxies may be lodged using any of the following methods:

- **Online**
Step 1: Visit <https://www.votingonline.com.au/escgm2020>
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
- **By mail**, Boardroom Pty Limited GPO Box 3993, Sydney NSW 2001 Australia
- **By fax**, +61 2 9290 9655

Important Note: For your voting instructions to be valid and counted towards this Meeting, please ensure that your online lodgement is received no later than 11:00am (AEDT) on Sunday, 18 October 2020. Voting instructions received after this time will not be valid for the scheduled Meeting.

In light of the COVID-19 pandemic, we encourage all Shareholders to vote by proxy in advance of the Meeting.

Arrangements are also being made for Shareholders who wish to participate in, and vote at the Meeting.

If you have any queries regarding your shareholding or the upcoming Endless Solar Corporation Limited Meeting, please contact Boardroom Pty Limited on 1300 737 760 (within Australia), +61 2 9290 9600 (outside Australia) or email enquiries@boardroomlimited.com.au.

As a valued shareholder of the Company, we look forward to your participation in the Meeting.



Mark Licciardo

**Company Secretary
Endless Solar Corporation Limited**



ENDLESS SOLAR CORPORATION LIMITED
ACN 122 708 061

Notice of General Meeting

Explanatory Memorandum and Proxy Form

Date of Meeting:
Tuesday 20 October 2020

Time of Meeting:
11:00AM (AEDT)

Web Address:
<https://us02web.zoom.us/j/85472506632>

Meeting ID:
854 7250 6632

This Notice of General Meeting and Explanatory Memorandum should be read in its entirety. If shareholders are in doubt as to how they should vote, they should seek advice from their accountant, solicitor or other professional advisor without delay.

ENDLESS SOLAR CORPORATION LIMITED

ACN 122 708 061

Registered office: 555 Old Moorooduc Road Tuerong VIC 3915

NOTICE OF GENERAL MEETING

Notice is hereby given that a General Meeting of Members of Endless Solar Corporation Limited ACN 122 708 061 (the "Company") will be held as follows:

Date: Tuesday, 20 October 2020

Time: 11:00am (AEDT)

Venue: Hosted online as a live zoom webcast at <https://us02web.zoom.us/j/85472506632> (Meeting ID: 854 7250 6632).

AGENDA

The Explanatory Memorandum and proxy form which accompany and form part of this Notice, describe in more detail the matters to be considered. Please consider this Notice, the Explanatory Memorandum and the proxy form in their entirety.

SPECIAL BUSINESS

Resolution 1: Approval of Issue of Limited Voting Ordinary Shares to Endless Energy Solutions Pty Ltd

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

"That, for the purposes of NSXA Listing Rules 6.25 and for all other purposes, the Company has approval to allot and issue 10,000,000 limited voting ordinary shares (Shares) to Endless Energy Solutions Special Purpose Pty Ltd ACN 644 262 224 as trustee for Endless Energy Solutions Special Purpose Trust at \$0.10 per Share on the terms and conditions set out in the Explanatory Memorandum accompanying this Notice of Meeting."

Resolution 2: Approval of Issue of Limited Voting Ordinary Shares to Endless Network Platform Pty Ltd, Endless Consolidated Accounting Technology Pty Ltd and Endless Business Systems Technology Pty Ltd

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

"That, for the purposes of NSXA Listing Rule 6.25 and for all other purposes, the Company has approval to allot and issue 30,000,000 limited voting ordinary shares (Shares) to Endless Network Platform Special Purpose Pty Ltd ACN 644 265 743 as trustee for Endless Network Platform Special Purpose Trust at \$0.10 per Share on the terms and conditions set out in the Explanatory Memorandum accompanying this Notice of Meeting."

Resolution 3: Approval of Issue of Convertible Notes to David Craig

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

"That, for the purposes of NSXA Listing Rule 6.44 and for all other purposes, the Company has approval to allot and issue 15,324,050 convertible notes to David Craig or his nominees on the terms and conditions set out in the Explanatory Memorandum accompanying this Notice of Meeting."

Resolution 4: Approval of Issue of Options to Andrew Hynson

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

“That, for the purposes of NSXA Listing Rule 6.25 and for all other purposes, the Company has approval to allot and issue 2,000,000 options for nil cash consideration to Andrew Hynson or his nominees on the terms and conditions set out in the Explanatory Memorandum accompanying this Notice of Meeting.”

Resolution 5: Approval of Issue of Options to Ronald Hayward

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

“That, for the purposes of NSXA Listing Rule 6.25 and for all other purposes, the Company has approval to allot and issue 2,000,000 options for nil cash consideration to Ronald Hayward or his nominees on the terms and conditions set out in the Explanatory Memorandum accompanying this Notice of Meeting.”

Resolution 6: Approval of Issue of Options to Steve Happell

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

“That, for the purposes of NSXA Listing Rule 6.25 and for all other purposes, the Company has approval to allot and issue 1,000,000 options for nil cash consideration to Steve Happell on the terms and conditions set out in the Explanatory Memorandum accompanying this Notice of Meeting.”

Resolution 7: Approval of Issue of Options to David Craig, Christopher Baring-Gould and Cathy Lin

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

“That, for the purposes of NSXA Listing Rule 6.44 and for all other purposes, the Company has approval to:

- (a) allot and issue 400,000 options for nil cash consideration to David Craig or his nominees on the terms and conditions set out in the Explanatory Memorandum accompanying this Notice of Meeting;*
- (b) allot and issue 400,000 options for nil cash consideration to Christopher Baring-Gould or his nominees on the terms and conditions set out in the Explanatory Memorandum accompanying this Notice of Meeting; and*
- (c) allot and issue 400,000 options for nil cash consideration to Cathy Lin or her nominees on the terms and conditions set out in the Explanatory Memorandum accompanying this Notice of Meeting.”*

Resolution 8: Approval of Capital Raise

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

“That, for the purposes of NSXA Listing Rule 6.25 and for all other purposes, the Company has approval to issue up to 25,000,000 limited voting ordinary shares (Shares) at \$0.10 per Share to raise up to \$2,500,000 on the terms and conditions set out in the Explanatory Memorandum accompanying this Notice of Meeting.”

BY ORDER OF THE BOARD

Mark Licciardo
Company Secretary

16 September 2020

EXPLANATORY MEMORANDUM

The details of the resolutions contained in the Explanatory Memorandum accompanying this Notice of Meeting should be read together with, and form part of, this Notice of Meeting.

Resolution 1: Approval of Issue of Limited Voting Ordinary Shares to Endless Energy Solutions Pty Ltd

Background

Resolution 1 is proposed to obtain shareholder approval for the issue of 10,000,000 limited voting ordinary shares (**Shares**) to Endless Energy Solutions Special Purpose Pty Ltd ACN 644 262 224 as trustee for Endless Energy Solutions Special Purpose Trust at \$0.10 per Share.

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. As Resolution 1 would result in issuing more than 15% of the Company's ordinary securities on issue, shareholder approval is required.

Pursuant to and in accordance with NSXA Listing Rule 6.25, the following information is provided in relation to Resolution 1:

Number of shares	10,000,000 limited voting ordinary shares
Issue date	The Shares will be issued within 3 days of the General Meeting approving their issue.
Issue price	\$0.10 per Share
Terms	Shares issued will be fully paid limited voting ordinary shares in the capital of the Company issued on the same terms and conditions as the Company's existing limited voting ordinary shares
Allottees	Endless Energy Solutions Special Purpose Pty Ltd ACN 644 262 224 as trustee for Endless Energy Solutions Special Purpose Trust.
Use of funds	No funds will be raised from this transaction. The Shares will be are issued as consideration under the Research Services Agreement.

The Company has patented its "Cool Solar" technology, which was developed entirely in Australia at The Australian National University (ANU) with the assistance of Innovation Australia. For years, commercialisation of "Cool Solar" was had been limited to technological constraints related to the production of a key system component of the product. However, a recent breakthrough in 3D printing technology has enabled that key system component to be printed directly in copper at high volume and at a reduced cost.

As a critical step towards the commercialisation of "Cool Solar", the Company has entered into a Research Services Agreement (**Agreement**) whereby a team of three core engineers (Andrew Hynson, Peter Zuchowski and Leon Pikovski) will, among other things, design and build a prototype "Cool Solar" system. A brief professional profile of each of the engineers is set out below.

Andrew Hynson is a strategist, entrepreneur and engineer. As a Chief Engineer at GMH he delivered GM's first ever virtually design car. He also led the investment decision for the VE Commodore – at \$1.2B, one of Australia's largest ever non-infrastructure programs.

Leon Pikovski is an engineer and innovator with 24 years of experience. Following the successful development of this prototype, the Company intends to develop a series of pilot systems to begin the commercial sale of its "Cool Solar" technology.

Peter Zuchowski is an electrical engineer with 26 years of experience. Building on his extensive local and overseas experience in control systems, electrical design and power distribution, he has a proven track record in delivering numerous multimillion dollar projects working in senior design and project management roles.

As consideration for the services provided by the engineers under the Agreement, the Company has promised, subject to shareholder approval, the issue of shares Endless Energy Solutions Special Purpose Pty Ltd ACN 644 262 224 as trustee for Endless Energy Solutions Special Purpose Trust, of which the three engineers are beneficiaries.

The Company currently has 37,926,022 limited voting ordinary shares on issue. The Shares proposed to be issued under Resolution 1 will have a material impact on the capital structure of the Company.

If Resolution 1 is not approved, the Company will be unable to remunerate the engineers and the project will likely not go ahead. Without the successful completion of this project, it is unlikely that the "Cool Solar" technology will be capable of being commercialised.

Board Recommendation

The Board unanimously recommends that Shareholders vote in favour Resolution 1.

Each Director who holds Shares in the Company (whose associates holds Shares) and is entitled to vote intends to vote those Shares in favour of Resolution 1.

Voting Exclusions

The Company will disregard any votes cast in favour of Resolution 1 by or on behalf of:

- Endless Energy Solutions Special Purpose Pty Ltd ACN 644 262 224 as trustee for Endless Energy Solutions Special Purpose Trust, Andrew Hynson, Peter Zuchowski and Leon Pikovski; and
- any associate of Endless Energy Solutions Special Purpose Pty Ltd ACN 644 262 224 as trustee for Endless Energy Solutions Special Purpose Trust, Andrew Hynson, Peter Zuchowski and Leon Pikovski.

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 a direction on the proxy form to vote as the proxy decides.

Resolution 2: Approval of Issue of Limited Voting Ordinary Shares to Endless Network Platform Pty Ltd, Endless Consolidated Accounting Technology Pty Ltd and Endless Business Systems Technology Pty Ltd

Background

Resolution 2 is proposed to obtain shareholder approval for the issue of 30,000,000 limited voting ordinary shares (**Shares**) to Endless Network Platform Special Purpose Pty Ltd ACN 644 265 743 as trustee for Endless Network Platform Special Purpose Trust.

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. As Resolution 1 would result in issuing more than 15% of the Company's ordinary securities on issue, shareholder approval is required.

Pursuant to and in accordance with NSXA Listing Rule 6.25, the following information is provided in relation to Resolution 2:

Number of shares	30,000,000 limited voting ordinary shares (Shares)
Issue date	The Shares will be issued within 3 days of the General Meeting approving their issue.
Issue price	\$0.10 per Share
Terms	Shares issued will be fully paid limited voting ordinary shares in the capital of the Company issued on the same terms and conditions as the Company's existing limited voting ordinary shares
Allottees	30,000,000 limited voting ordinary shares (Shares) to Endless Network Platform Special Purpose Pty Ltd ACN 644 265 743 as trustee for Endless Network Platform Special Purpose Trust
Use of funds	No funds will be raised from this transaction. The Shares will be are issued as consideration pursuant to the terms of the deed of assignment of intellectual property between the Company and Mr Ronald Hayward date 15 th September 2020.

The Shares are intended to be distributed to the beneficiaries of the Endless Network Platform Special Purpose Trust as follows:

The 6,000,000 Shares proposed to be issued to Endless Network Platform Pty Ltd ACN 126 000 888 will be issued in connection with Research Services Agreement with Mr Ronald Hayward . Endless Network Platform Pty Ltd is 50% owned by the Company, with the remaining 50% of the shares being held by Ron Hayward. Under that agreement between Endless Network Platform Pty Ltd and the Company, Endless Network Platform Pty Ltd will develop for the Company to exclusively own and commercialise a 5G &SD-WAN-comms ready Network Platform with AI/algorithms inside and functionality that provides customers industry required functionality, an ERP Accounting system, website, email, chat, communications, video, security, data analysis, and customer and supplier CRM system, and the remote management of all hardware – all-in-one Network Platform. The Company considers that the prime benefits are in scalable cost savings arising from the one solution Network Platform and the ability for all stake holders (staff, contractors, suppliers, customers and clients) to be in one system communication each with their own security settings and data/information availability, and scalable pricing to fit the size of business. As consideration for Endless Network Platform Pty Ltd

providing the services to the Company under that agreement, the Company proposed to issue Endless Network Platform Pty Ltd with 6,000,000 Shares.

The 10,000,000 Shares proposed to be issued to Endless Consolidated Accounting Technology Pty Ltd ACN 644 262 288 will be issued in connection with Research Services Agreement with Mr Ronald Hayward. Under that agreement, Endless Consolidated Accounting Technology Pty Ltd will develop for the Company to exclusively own and commercialise a Network Platform practice management and communication system for staff and clients providing the same level of professional service at lower admin costs while providing their various industry clients the same efficiencies for the business. Gone are the days of multiple APPS and Accounting Vendor software as both Accounting Practice and client have their separate functionality accounting systems within the one Network platform, and all Practice and client communication is within the one system. The Company considers that the prime benefits are scalable cost savings arising from the one solution Network Platform but also the ability for all stake holders. Staff, contractors, suppliers, customers, clients will be in one system communication each with their own security settings and data/information availability, and scalable pricing to fit the size of business. As consideration for Endless Consolidated Accounting Technology Pty Ltd providing the services to the Company under that agreement, the Company proposed to issue Endless Consolidated Accounting Technology Pty Ltd with 10,000,000 Shares.

The 14,000,000 Shares proposed to be issued to Endless Business Systems Technology Pty Ltd ACN 644 265 298 will be issued in connection with Research Services Agreement with Mr Ronald Hayward. Under that agreement, Endless Business Systems Technology Pty Ltd will develop for the Company to exclusively own and commercialise a Network Platform with AI/algorithms inside and functionality that provides not only their industry required functionality but also the 5G/SD-WAN hardware for employees and contractors to access anywhere anytime the one Network Platform. Tools such as website, email, chat, communications, video, security, data analysis, and customer and supplier CRM, are provided in 24 month cycles of technology hardware for employees to better balance their life between work and family and friends. The Company considers that the prime benefits are scalable cost savings arising from the one solution Network Platform but also the ability for all stake holders (staff, contractors, suppliers, customers, professional advisers, to be in one system communication each with their own security settings and data/information availability, and scalable pricing to fit the size of business. As consideration for Endless Business Systems Technology Pty Ltd providing the services to the Company under that agreement, the Company proposed to issue Endless Business Systems Technology Pty Ltd with 14,000,000 Shares.

The Company currently has 37,926,022 limited voting ordinary shares on issue. The Shares proposed to be issued under Resolution 2 will have a material impact on the capital structure of the Company.

If Resolution 2 is not approved, the Company will be unable to remunerate the counterparties of the agreements referred to above. In those circumstances, it is unlikely that any of the project referred to in this Resolution 2 would go ahead.

Board Recommendation

The Board unanimously recommends that Shareholders vote in favour Resolution 2.

Each Director who holds Shares in the Company (whose associates holds Shares) and is entitled to vote intends to vote those Shares in favour of Resolution 2.

Voting Exclusions

The Company will disregard any votes cast in favour of Resolution 2 by or on behalf of:

- Ronald Hayward, Endless Network Platform Special Purpose Pty Ltd ACN 644 265 743 as trustee for Endless Network Platform Special Purpose Trust Endless Network Platform Pty Ltd ACN 126 000 888, Endless Consolidated Accounting Technology Pty Ltd ACN 644 262 288 and Endless Business Systems Technology Pty Ltd ACN 644 265 298; and
- any associate of Ronald Hayward, Endless Network Platform Special Purpose Pty Ltd ACN 644 265 743 as trustee for Endless Network Platform Special Purpose Trust, Endless Network

Platform Pty Ltd ACN 126 000 888, Endless Consolidated Accounting Technology Pty Ltd ACN 644 262 288 and Endless Business Systems Technology Pty Ltd ACN 644 265 298.

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 a direction on the proxy form to vote as the proxy decides.

Resolution 3: Approval of Issue of Convertible Notes to David Craig

Background

Resolution 3 is proposed to obtain shareholder approval for the issue of 15,324,050 convertible notes (**Convertible Notes**) to David Craig in consideration for him forgiving the Company for its debt of \$1,532,405 owed to him. This will require a special resolution to pass.

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.

Approval pursuant to NSXA Listing Rule 6.25(1) is not required in order to issue the Performance Rights to the Related Parties as approval is being obtained under NSX Listing Rule 6.44. Accordingly, the issue of Options to the directors will not be included in the 15% calculation of the Company's annual placement capacity pursuant to NSXA Listing Rule 6.25.

NSXA 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 Options to the directors requires the Company to obtain shareholder approval under NSXA Listing Rule 6.44 because David Craig is a director of the Company and therefore a related party of the Company pursuant to section 228(2)(a) of the *Corporations Act 2001* (Cth).

Pursuant to and in accordance with NSXA Listing Rule 6.44, the following information is provided in relation to Resolution 3:

Maximum number of securities to be issued by the Company	Maximum number of securities to be issued by the Company Up to 15,324,050 convertible notes exercisable at \$0.10 and expiring 5 years from the date of issue.
Issue date	The Convertible Notes will be issued within 3 days of the General Meeting approving their issue.
Issue price	Nil cash consideration.
Terms	A summary of the terms of the Convertible Notes is included in Schedule 1.
Allottees	David Craig or his nominee
Use of funds	No funds will be raised from this transaction. The Options will be are issued as consideration for David Craig

	forgiving a debt of \$1,532,405 owed to him by the Company.
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As at 30 June 2020, the Company had a total debt of \$1,532,405 owed to David Craig in respect of loans provided by Mr Craig to the Company. The Company has entered into an agreement with David Craig whereby Mr Craig will forgive a debt of \$1,532,405 owed to him by the Company in exchange for the issue of the Convertible Notes pursuant to this Resolution 3.

Board Recommendation

The Board unanimously recommends that Shareholders vote in favour Resolution 3.

Each Director who holds Shares in the Company (whose associates holds Shares) and is entitled to vote intends to vote those Shares in favour of Resolution 3.

Voting Exclusions

The Company will disregard any votes cast in favour of Resolution 3 by or on behalf of:

- David Craig, Endless Solar Pty Ltd, Harvard Nominees Pty Ltd and Cathy Lin; and
- any associate of David Craig, Endless Solar Pty Ltd, Harvard Nominees Pty Ltd and Cathy Lin.

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 a direction on the proxy form to vote as the proxy decides.

Resolution 4: Approval of Issue of Options to Andrew Hynson

Background

Resolution 4 is proposed to obtain shareholder approval for the issue of 2,000,000 options (**Options**) to Andrew Hynson (or his nominee) for nil cash consideration.

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.

By ratifying the issue of options, 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.

Pursuant to and in accordance with NSXA Listing Rule 6.25, the following information is provided in relation to Resolution 4:

Maximum number of securities to be issued by the Company	Maximum number of securities to be issued by the Company Up to 2,000,000 options exercisable at \$0.10 and expiring 5 years from the date of issue.
Issue date	The Options will be issued within 3 days of the General Meeting approving their issue.
Issue price	Nil cash consideration

Terms	A summary of the terms of the Options is included in Schedule 2.
Allottees	Andrew Hynson (or his nominee)
Use of funds	No funds will be raised from this transaction. The Options will be are issued as consideration for Mr Hynson providing additional consulting services to the Company.

The Options are being offered for nil cash consideration in return for Mr Hynson providing additional consulting services.

Board Recommendation

The Board unanimously recommends that Shareholders vote in favour Resolution 4.

Each Director who holds Shares in the Company (whose associates holds Shares) and is entitled to vote intends to vote those Shares in favour of Resolution 4.

Voting Exclusions

The Company will disregard any votes cast in favour of Resolution 4 by or on behalf of:

- Andrew Hynson and Endless Energy Solutions Special Purpose Pty Ltd ACN 644 262 224 as trustee for Endless Energy Solutions Special Purpose Trust; and
- any associate of Andrew Hynson and Endless Energy Solutions Special Purpose Pty Ltd ACN 644 262 224 as trustee for Endless Energy Solutions Special Purpose Trust.

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 a direction on the proxy form to vote as the proxy decides.

Resolution 5: Approval of Issue of Options to Ronald Hayward

Background

Resolution 5 is proposed to obtain shareholder approval for the issue of 2,000,000 options (**Options**) to Ronald Hayward (or his nominee) for nil cash consideration.

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.

By ratifying the issue of options, 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.

Pursuant to and in accordance with NSXA Listing Rule 6.25, the following information is provided in relation to Resolution 5:

Maximum number of securities to be issued by the Company	Maximum number of securities to be issued by the Company Up to 2,000,000 options exercisable at \$0.10 and expiring 5 years from the date of issue.
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Issue date	The Options will be issued within 3 days of the General Meeting approving their issue.
Issue price	Nil cash consideration
Terms	A summary of the terms of the Options is included in Schedule 2.
Allottees	Ronald Hayward (or his nominee)
Use of funds	No funds will be raised from this transaction. The Options will be issued as consideration for Mr Hayward providing additional consulting services to the Company.

The Options are being offered for nil cash consideration in return for Mr Hayward providing additional consulting services.

Board Recommendation

The Board unanimously recommends that Shareholders vote in favour Resolution 5.

Each Director who holds Shares in the Company (whose associates holds Shares) and is entitled to vote intends to vote those Shares in favour of Resolution 5.

Voting Exclusions

The Company will disregard any votes cast in favour of Resolution 5 by or on behalf of:

- Ronald Hayward, Endless Network Platform Special Purpose Pty Ltd ACN 644 265 743 as trustee for Endless Network Platform Special Purpose Trust Endless Network Platform Pty Ltd ACN 126 000 888, Endless Consolidated Accounting Technology Pty Ltd ACN 644 262 288 and Endless Business Systems Technology Pty Ltd ACN 644 265 298; and
- any associate of Ronald Hayward, Endless Network Platform Special Purpose Pty Ltd ACN 644 265 743 as trustee for Endless Network Platform Special Purpose Trust Endless Network Platform Pty Ltd ACN 126 000 888, Endless Consolidated Accounting Technology Pty Ltd ACN 644 262 288 and Endless Business Systems Technology Pty Ltd ACN 644 265 298.

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 a direction on the proxy form to vote as the proxy decides.

Resolution 6: Approval of Issue of Options to Steve Happell

Background

Resolution 6 is proposed to obtain shareholder approval for the issue of 1,000,000 options (**Options**) to Steve Happell (or his nominee) for nil cash consideration.

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.

By ratifying the issue of options, 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.

Pursuant to and in accordance with NSXA Listing Rule 6.25, the following information is provided in relation to Resolution 6:

Maximum number of securities to be issued by the Company	Maximum number of securities to be issued by the Company Up to 1,000,000 options exercisable at \$0.10 and expiring 5 years from the date of issue.
Issue date	The Options will be issued within 3 days of the General Meeting approving their issue.
Issue price	Nil cash consideration
Terms	A summary of the terms of the Options is included in Schedule 2.
Allottees	Steve Happell (or his nominee)
Use of funds	No funds will be raised from this transaction. The Options will be issued as consideration for Mr Happell providing additional consulting services to the Company. These services relate mainly to capital raising and government grants.

The Options are being offered for nil cash consideration in return for Mr Happell's consulting services.

Board Recommendation

The Board unanimously recommends that Shareholders vote in favour Resolution 6.

Each Director who holds Shares in the Company (whose associates holds Shares) and is entitled to vote intends to vote those Shares in favour of Resolution 6.

Voting Exclusions

The Company will disregard any votes cast in favour of Resolution 6 by or on behalf of:

- Steve Happell; and
- any associate of Steve Happell.

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 a direction on the proxy form to vote as the proxy decides.

Resolution 7: Approval of Issue of Options to David Craig, Christopher Baring-Gould and Cathy Lin

Background

Resolution 7 is proposed to obtain shareholder approval for the issue of 400,000 options (**Options**) to each of the directors of the Company (being David Craig, Christopher Baring-Gould and Cathy Lin) for nil cash consideration. This will require a special resolution to pass.

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.

Approval pursuant to NSXA Listing Rule 6.25(1) is not required in order to issue the Performance Rights to the Related Parties as approval is being obtained under NSX Listing Rule 6.44. Accordingly, the issue of Options to the directors will not be included in the 15% calculation of the Company's annual placement capacity pursuant to NSXA Listing Rule 6.25.

NSXA 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 Options to the directors requires the Company to obtain shareholder approval under NSXA Listing Rule 6.44 because David Craig, Christopher Baring-Gould and Cathy Lin are directors of the Company and therefore related parties of the Company pursuant to section 228(2)(a) of the *Corporations Act 2001* (Cth).

Pursuant to and in accordance with NSXA Listing Rule 6.44, the following information is provided in relation to Resolution 7:

Maximum number of securities to be issued by the Company	Maximum number of securities to be issued by the Company Up to 1,200,000 options exercisable at \$0.10 and expiring 5 years from the date of issue.
Issue date	The Options will be issued within 3 days of the General Meeting approving their issue.
Issue price	Nil cash consideration
Terms	A summary of the terms of the Options is included in Schedule 2.
Allottees	<ul style="list-style-type: none"> • 400,000 to David Craig • 400,000 to Christopher Baring-Gould • 400,000 to Cathy Lin
Use of funds	No funds will be raised from this transaction. The Options will be issued as part of the directors' remuneration in lieu of directors' fees for the financial year ended 30 June 2020.

The Options are being offered for nil cash consideration in return for as part of the directors' remuneration in lieu of directors' fees for the financial year ended 30 June 2020.

Board Recommendation

The Board unanimously recommends that Shareholders vote in favour Resolution 7.

Each Director who holds Shares in the Company (whose associates holds Shares) and is entitled to vote intends to vote those Shares in favour of Resolution 7.

Voting Exclusions

The Company will disregard any votes cast in favour of Resolution 7 by or on behalf of:

- David Craig, Christopher Baring-Gould, Cathy Lin, Sussan Baring-Gould, Endless Solar Pty Ltd and Harvard Nominees Pty Ltd; and
- any associate of David Craig, Christopher Baring-Gould, Cathy Lin, Sussan-Baring Gould, Endless Solar Pty Ltd and Harvard Nominees Pty Ltd.

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 a direction on the proxy form to vote as the proxy decides.

Resolution 8: Approval of Capital Raise

Background

Resolution 8 is proposed to obtain shareholder approval for the issue of 25,000,000 limited voting ordinary shares (**Shares**) to sophisticated and professional investors at \$0.10 per Share.

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. As Resolution 8 would result in issuing more than 15% of the Company's ordinary securities on issue, shareholder approval is required.

Pursuant to and in accordance with NSXA Listing Rule 6.25, the following information is provided in relation to Resolution 8:

Number of shares	25,000,000 limited voting ordinary shares (Shares)
Issue date	The Shares will be issued within 6 months of the General Meeting approving their issue.
Issue price	\$0.10 per Share
Terms	Shares issued will be fully paid limited voting ordinary shares in the capital of the Company issued on the same terms and conditions as the Company's existing limited voting ordinary shares
Allottees	Sophisticated and professional investors.
Use of funds	Working capital and investment.

The Company currently has 37,926,022 limited voting ordinary shares on issue. The Shares proposed to be issued under Resolution 8 will have a material impact on the capital structure of the Company.

Board Recommendation

The Board unanimously recommends that Shareholders vote in favour Resolution 8.

Each Director who holds Shares in the Company (whose associates holds Shares) and is entitled to vote intends to vote those Shares in favour of Resolution 8.

Voting Exclusions

The Company will disregard any votes cast in favour of Resolution 8 by or on behalf of:

- any person who may participate in the proposed issue of shares pursuant to Resolution 8 and any person who might obtain a benefit, except a benefit solely in the capacity of a holder of ordinary securities, if Resolution 8 is passed; and
- any associate of that person.

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 a direction on the proxy form to vote as the proxy decides.

SCHEDULE 1 – CONVERTIBLE NOTE TERMS

Rights Attaching to Convertible Notes

Exercise Price	Each Convertible Note will have an exercise price \$0.10.
Expiry Date	60 months from the date the Convertible Notes are issued.
Security	The Convertible Notes are unsecured.
Interest	The Convertible Notes will not entitle the holder of the Convertible Notes to any interest payable by the Company.
Conversion	The Noteholder may, on or before the Expiry Date, upon providing an irrevocable written notice to the Company (" Conversion Notice ") elect to convert some or all of the Convertible Notes into fully paid limited voting ordinary shares (" Shares ") in the capital of the Company.
Redemption	The Company may, at any time prior to the Expiry Date, upon written notice to the holder of the Notes repay some or all of the principal of any unconverted Convertible Notes. Repayment is to be made within 30 days of written notice of redemption
Assignment	The Convertible Notes are not assignable, except with the prior written consent of the Company.
Participation rights	The Convertible Notes do not carry any participation rights in new share issues.
Shares to rank <i>pari passu</i>	All Shares issued upon exercise of the Convertible Notes will rank <i>pari passu</i> in all respects with the Company's then issued Shares. The Convertible Notes will be unlisted. No quotation will be sought from NSXA for the Convertible Notes.
Capital Reorganisation	In the event of a reorganisation of the capital of the Company, the rights attaching to each Convertible Notes will be changed to the extent necessary to comply with the NSXA Listing Rules applying to a reorganisation of capital at the time of the reorganisation.

General Meetings	The Convertible Notes shall confer on the holder the right to receive notices of general meetings and financial reports and accounts of the Company that are circulated to shareholders. The holder has the right to attend general meetings of shareholders of the Company.
No Voting Rights	The Convertible Notes do not entitle the holder to vote on any resolutions proposed at a general meeting of shareholders of the Company, subject to any voting rights under the Corporations Act or the NSXA Listing Rules where such rights cannot be excluded by these terms.
No Dividend Rights	The Convertible Notes do not entitle the holder to any dividends.
Amendments required by NSXA	The Convertible Note Terms may be amended as necessary by the directors of the Company in order to comply with the NSXA Listing Rules, or any directions of NSXA regarding the terms.
No Other Rights	The Convertible Notes give the holder no rights other than those expressly provided by these terms and those provided at law where such rights at law cannot be excluded by these terms.

SCHEDULE 2 – OPTION TERMS

Rights Attaching to Options

Exercise Price	Each Option will have an exercise price \$0.10.
Vesting Date	12 months from the date of the Options are issued.
Conversion	Each Option converts into one fully paid limited voting ordinary share in the capital of the Company (" Share ").
Exercise Period	<p>Each Option may be exercised up to 60 months from the date on which it became exercisable.</p> <p>Notwithstanding any other provision in these Option Terms, in the event of a takeover of the Company or the sale of its main undertaking all of the Options shall be exercisable on the date the takeover, merger or sale is completed.</p>
Vesting Conditions	<p>The vesting of the Options will be subject to the recipient or holder of the Options continuing to provide the relevant services to the Company under the respective consulting agreement.</p> <p>Notwithstanding any other provision in these Option Terms, in the event of a takeover of the Company or the sale of its main undertaking all of the Options shall vest and shall be exercisable on the date the takeover, merger or sale is completed.</p>
Participation rights	The Options do not carry any participation rights in new share issues.
Shares to rank <i>pari passu</i>	All Shares issued upon exercise of the Options will rank <i>pari passu</i> in all respects with the Company's then issued Shares. The Options will be unlisted. No quotation will be sought from NSXA for the Options.
Capital Reorganisation	In the event of a reorganisation of the capital of the Company, the rights attaching to each Option will be changed to the extent necessary to comply with the NSXA Listing Rules applying to a reorganisation of capital at the time of the reorganisation.
General Meetings	The Options shall confer on the holder the right to receive notices of general meetings and financial reports and accounts of the Company that are circulated to shareholders. The holder has the right to attend general meetings of shareholders of the Company.

No Voting Rights	The Options do not entitle the holder to vote on any resolutions proposed at a general meeting of shareholders of the Company, subject to any voting rights under the Corporations Act or the NSXA Listing Rules where such rights cannot be excluded by these terms.
No Dividend Rights	The Options do not entitle the holder to any dividends.
Termination	The Options may be terminated by the Board prior to the Vesting Date in the event the commercial relationship between the Company and the recipient or holder of the Options is terminated prior to the Options vesting.
Amendments required by NSXA	The Option Terms may be amended as necessary by the directors of the Company in order to comply with the NSXA Listing Rules, or any directions of NSXA regarding the terms.
No Other Rights	The Options give the holder no rights other than those expressly provided by these terms and those provided at law where such rights at law cannot be excluded by these terms.

GLOSSARY

Company means Endless Solar Corporation Limited ACN 122 708 061;

Explanatory Memorandum means the explanatory memorandum accompanying and forming part of the Notice of Meeting;

NSXA means the National Stock Exchange of Australia Limited ABN 11 000 902 063, or the market operated by it as the context requires;

NSXA Listing Rules means the listing rules of NSXA as applicable to the Company from time to time;

Notice of Meeting means this notice meeting and accompanying Explanatory Memorandum;

Proxy Form means the proxy form that accompanies the Notice of Meeting; and

Shares means limited voting ordinary shares in the capital of the Company.

NOTES

The following notes form part of the Notice of Meeting.

ENTITLEMENT TO VOTE

In accordance with Regulations 7.11.37 and 7.11.38 of the Corporations Regulations, the Company's Board 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 7:00pm AEDT on 18 October 2020 (**Entitlement Time**), subject to any applicable voting exclusion.

This means that if you are not the registered holder of a share in the Company at the Entitlement Time, you will not be entitled to vote at the Meeting.

VOTING OPTIONS AND PROXIES

A member of the Company can vote in either of two ways:

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

Voting in person

Ordinarily, Shareholders would be able to participate in general meetings of the Company by attending and voting in person at the meeting venue.

However, due to the current unexpected circumstances and the uncertainty it provides, and with the health, wellbeing of the Shareholders, employees and the broader community in mind, **Shareholders will NOT be permitted to physically attend the General Meeting.**

Voting by proxy

In light of the COVID-19 pandemic, we encourage all Shareholders to vote by proxy in advance of the General Meeting.

- A member entitled to attend and vote at the 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 Limited GPO Box 3993, Sydney NSW 2001 Australia not less than 48 hours before the time of the meeting, being 11:00am AEDT on 20 October 2020.
- 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 the Company 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.

Online Voting

Please visit <https://www.votingonline.com.au/escgm2020> to submit your voting intentions.

How the Chairperson 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.

CORPORATE REPRESENTATIVES

Where a shareholding is registered in the name of a corporation, the corporate shareholder may appoint a person to act as its representative to attend the Meeting by providing that person with:

- a letter or certificate authorising him or her as the corporation's representative, executed in accordance with the corporation's constitution; or
- a copy of the resolution appointing the representative, certificated by a secretary or director of the corporation.

ENQUIRIES

In accordance with the Corporations Act, a reasonable opportunity will be given to Shareholders to ask questions of the Company at the Meeting.

Should you have any questions of the Company, please send these in advance of the Meeting by email to info@mertons.com.au using the subject header “**ESC - GM 2020 Questions**” by 5:00pm (AEDT) on 13 October 2020.



All Correspondence to:

- ✉ **By Mail:** Boardroom Pty Limited
GPO Box 3993
Sydney NSW 2001 Australia
- 📠 **By Fax:** +61 2 9290 9655
- 💻 **Online:** www.boardroomlimited.com.au
- ☎ **By Phone:** (within Australia) 1300 737 760
(outside Australia) +61 2 9290 9600

YOUR VOTE IS IMPORTANT

For your vote to be effective it must be recorded **before 11:00am (AEDT) on Sunday, 18 October 2020.**

🖥 TO VOTE ONLINE

- STEP 1: VISIT** <https://www.votingonline.com.au/escgm2020>
- 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:

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

STEP 2 VOTING DIRECTIONS TO YOUR PROXY

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

Proxy which is a Body Corporate

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

STEP 3 SIGN THE FORM

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

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

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

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

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

STEP 4 LODGEMENT

Proxy forms (and any Power of Attorney under which it is signed) must be received no later than 48 hours before the commencement of the meeting, therefore by **11:00am (AEDT) on Sunday, 18 October 2020.** 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** <https://www.votingonline.com.au/escgm2020>
- 📠 **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

Endless Solar Corporation Limited

ACN 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 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 General Meeting of the Company to be held **as a virtual meeting on Tuesday, 20 October 2020 at 11:00am (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 Resolutions 1-7, I/we expressly authorise the Chair of the Meeting to exercise my/our proxy in respect of these Resolutions even though Resolutions 1-7 are connected with the remuneration of a member of the key management personnel for the Company.

The Chair of the Meeting will vote all undirected proxies in favour of all Items of business (including Resolutions 1-7). 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 resolution.

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 Issue of Limited Voting Ordinary Shares to Endless Energy Solutions Pty Ltd	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 2	Approval of Issue of Limited Voting Ordinary Shares to Endless Network Platform Pty Ltd, Endless Consolidated Accounting Technology Pty Ltd and Endless Business Systems Technology Pty Ltd	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 3	Approval of Issue of Convertible Notes to David Craig	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 4	Approval of Issue of Options to Andrew Hynson	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 5	Approval of Issue of Options to Ronald Hayward	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 6	Approval of Issue of Options to Steve Happell	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 7	Approval of Issue of Options to David Craig, Christopher Baring-Gould and Cathy Lin	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 8	Approval of Capital Raise	<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 / / 2020