

SPECIAL MEETING PROXY FORM / ADMISSION CARD



Wednesday 25 June 2014 at 7.30 pm at The Nightmarch Room, Riccarton Park, Racecourse Road, Christchurch

CSN/Holder Number:

PROXY FORM / ADMISSION CARD

If you propose to **ATTEND** the Special Meeting please bring this Admission Card / Proxy Form intact to the Meeting as the CSN number is required for registration at the meeting.

PROXY APPOINTMENT (FOR USE IF YOU ARE UNABLE TO ATTEND THE MEETING)

If you **DO NOT** propose to **ATTEND** the Special Meeting please complete and sign the Proxy Form and Voting Instructions below (keep intact), and mail it, to be received by Windflow Technology Limited's share registry, Link, no later than 5.00 pm Monday 23 June 2014. The "Chairperson of the Meeting" is willing to act as proxy for any shareholder who wishes to appoint him for that purpose.

I/We being a shareholder(s) of Windflow Technology Limited:

Hereby appoint of
(full name of proxy) (full address)

Or failing that person of
(full name of proxy) (full address)

as my/our proxy to vote for me/us on my/our behalf at the Special Meeting of the Shareholders of the Company to be held at The Nightmarch Room, Riccarton Park, Racecourse Road, Christchurch on Wednesday 25 June 2014 at 7:30 pm, and at any adjournment thereof.

VOTING INSTRUCTIONS

Notified Motions:		Tick (✓) in box to vote			
This form is to be used to vote as follows on the following resolution:					
Resolution:		For	Against	Abstain	Discretion
1	Approve the Private Placement of 2,000,000 New Preference Shares at a price per New Preference Share of \$0.50 each to David Walter Iles in accordance with the Notice of Meeting.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
2	Approve the possible further Private Placements of 10,000,000 New Preference Shares at a price per New Preference Share of \$0.50 each to David Walter Iles during the next 12 months in accordance with the Notice of Meeting.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
3	Approval for the purposes of the Takeovers Code in accordance with the Notice of Meeting.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

Signed this _____ day of _____ 2014

Signature/s

All shareholders must sign

Contact name

Daytime contact number:

NOTES:

1. A proxy may be appointed by name or by office. Any Proxies completed in favour of the "Chairperson of the Meeting" or any similar phrase shall be interpreted to mean the Chairman of the Special Meeting, who will ordinarily be the acting Chairman of the Company, Heugh Kelly. The Chairman and all Directors will be casting any discretionary proxies in favour of the motions.
2. Voting Restrictions
 - a. Pursuant to NZAX Listing Rule 9.3.1, none of David Walter Iles or any of his Associated Persons (as that term is defined in NZAX Listing Rule 1.7) shall be entitled to vote on Resolution 1 or Resolution 2 set out in this Notice of Meeting, as Mr Iles is a person whose effective control of the Company would be materially increased. Mr Iles and his Associated Persons are also precluded from acting as a discretionary proxy of any other shareholder entitled to vote on Resolution 1 or Resolution 2 but may vote on Resolution 1 or Resolution 2 as a proxy if voting in accordance with the appointing shareholder's express instructions.
 - b. Pursuant to Rule 17(2) of the Takeovers Code, none of David Walter Iles or any of his associates (as defined in Rule 4 of the Takeovers Code) shall be entitled to vote on Resolution 3 set out in this Notice of Meeting. Mr Iles and his Associated Persons are also precluded from acting as a discretionary proxy of any other shareholder entitled to vote on Resolution 3, but may vote on Resolution 3 as a proxy if voting in accordance with the appointing shareholder's express instructions.
3. A shareholder entitled to attend and vote is entitled to appoint a proxy or, in the case of a corporate shareholder, a representative to attend and vote instead of him/her and that proxy or representative need not also be a shareholder.
4. This Proxy Form must be signed by the shareholder or his/her/its attorney duly authorised in writing. In the case of a joint shareholding, this Proxy Form must be signed by each of the joint shareholders (or their duly authorised attorney). In the case of a corporate shareholder, this Proxy Form must be signed by a director or a duly authorised officer acting under the express or implied authority of the shareholder, or an attorney duly authorised by the shareholder.
5. This Proxy Form and the power of attorney or other authority, if any, under which it is signed, or a copy of that power or authority certified by a Solicitor, Justice of the Peace or Notary Public must be deposited or mailed to be received at the office of Link Market Services Limited, in any manner as per the instructions below, not later than 5.00 pm on Monday 23 June 2013.
6. If you return this form without directing the proxy how to vote, or indicate proxy discretion on any particular matter, the proxy may vote as he/she thinks fit or abstain from voting.
7. If you have any questions regarding your voting please call the Link Market Services helpline on +64 9 375 5998.

PLEASE RETURN YOUR COMPLETED PROXY FORM TO LINK MARKET SERVICES LIMITED, IN ONE OF THE FOLLOWING WAYS:

Mail: If mailing Proxy Form from within New Zealand, please use the reply-paid envelope provided. If mailing Proxy Form from outside New Zealand, place in an envelope, address to Link Market Services Limited, PO Box 91976, Victoria Street West, Auckland 1142, New Zealand and affix the necessary postage from the country of mailing

Deliver: Link Market Services Limited, Level 7, Zurich House, 21 Queens Street, Auckland

Fax: +64 9 375 5990

Scan and email: meetings@linkmarketservices.co.nz
(please put the words "Windflow Proxy Form" in the subject line for easy identification).

Certificate of Non-Revocation of Power of Attorney

I, _____ of _____
(full name of attorney) (City, Country, Occupation)
hereby certify:

1. That by deed dated the _____
(date of deed of appointment)

(name of shareholder(s))

appointed me his, her, their, its attorney on the terms and subject to the conditions set out in the said deed.

2. That at the date hereof I have not received any notice or information of the revocation of that appointment by the death (or liquidation) of the said Shareholder or otherwise.

Signed at this _____ day of _____ 2014.