

Acorn Capital Investment Fund Limited
ABN 25 167 595 897

Notice of Annual General Meeting

and

Explanatory Memorandum
to Shareholders

A proxy form is enclosed

Please read the Notice and Explanatory Memorandum carefully.

If you are unable to attend the meeting please complete and return the enclosed proxy form in accordance with the specified instructions.

Acorn Capital Investment Fund Limited ABN 25 167 595 897 (Company)

Notice of annual general meeting

Notice is given that the 2014 annual general meeting of members of the Company will be held at the Victoria Suites of the Sofitel Melbourne on Collins, 25 Collins Street, Melbourne Vic 3000, on Wednesday 19 November 2014 at 10am.

Agenda items

Ordinary business

1 Financial report

To receive and consider the financial report of the Company and the reports of the directors and auditors for the year ended 30 June 2014, as set out in the 2014 Annual Report.

2 Election of directors

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

That Barry Fairley, being a director of the Company who retires by rotation under rule 62 of the Company's constitution, and being eligible, is re-elected as a director of the Company.

3 Remuneration Report

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

That the Remuneration Report for the year ended 30 June 2014 be adopted.

Note: the vote on this resolution is advisory only and does not bind the directors or the Company.

Special business

4 Appointment of auditor

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

That Ernst & Young, having been duly nominated by a shareholder of the Company and having consented to act in writing, be appointed as the auditor of the Company.

Entitlement to vote

The Board has determined, in accordance with the Company's constitution and under regulation 7.11.37 of the *Corporations Regulations 2001* (Cth), that for the purposes of the annual general meeting, a person's entitlement to vote will be taken to be the entitlement of that person shown in the register of members at 7:00pm (Melbourne time) on Monday 17 November 2014. Accordingly, share transfers registered after that time will be disregarded in determining entitlements to attend and vote at the meeting.

Voting exclusion

The Company will disregard any votes cast (in any capacity) on resolution 3:

- by or on behalf of a member of the Company's key management personnel named in the Remuneration Report for the year ended 30 June 2014 or their closely related parties; or
- as a proxy by a person who is a member of the Company's key management personnel at the date of the annual general meeting or their closely related parties,

unless the vote is cast as proxy for a person who is entitled to vote on resolution 3, and the vote is cast:

- in accordance with a direction in the proxy form; or
- by the Chairman of the meeting pursuant to an express authorisation to exercise the proxy as the Chairman sees fit.

Key management personnel (**KMP**) of the Company include the directors.

'Closely related party' is defined in section 9 of the *Corporations Act 2001* (Cth) (**Corporations Act**) and includes a KMP's spouse, dependants and certain other close family members as well as any companies controlled by a member of the KMP.

The Chairman intends to vote all available proxies in favour of each resolution.

Proxies

A shareholder entitled to attend and vote has a right to appoint a proxy to attend and vote on behalf of the shareholder. A proxy need not be a shareholder of the Company and can be either an individual or a body corporate.

The KMP of the Company (which includes each of the directors) and their closely related parties will not be able to vote your proxy on item 3 unless you direct them how to vote. If a shareholder intends to appoint such a person as proxy, please ensure that the proxy is directed how to vote on item 3 by marking the voting box(es) for that item.

The Chairman of the meeting acting as proxy

A shareholder may appoint the Chairman of the meeting as proxy. In addition, any directed proxies that are not voted on a poll at the meeting will automatically default to the Chairman of the meeting, who is required to vote proxies as directed.

If the Chairman of the meeting is a shareholder's proxy (or becomes proxy by default) and the shareholder does not mark a voting box for item 3, then by completing and returning the proxy form the shareholder will be expressly authorising the Chairman of the meeting to exercise the proxy in respect of item 3 even though the item is connected with the remuneration of the Company's KMP.

The Chairman of the meeting intends to vote all available proxies in favour of each item of business.

Appointing a body corporate representative as a proxy

If a shareholder appoints a body corporate as a proxy, that body corporate will need to ensure that it:

- appoints an individual as its corporate representative to exercise its powers at the meeting, in accordance with section 250D of the Corporations Act; and
- provides satisfactory evidence of the appointment of its corporate representative prior to commencement of the meeting.

If such evidence is not received before the meeting, then the body corporate (through its representative) will not be permitted to act as a proxy.

Appointing two proxies

A shareholder that is entitled to cast two or more votes may appoint two 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.

Lodgement of proxy forms

A proxy form accompanies this notice of meeting and to be effective must be received at the company's corporate registry by no later than 10am on Monday, 17 November 2014. Proxy forms may be lodged:

- by hand delivery or post to Computershare Investor Services Pty Limited
GPO Box 242
Melbourne Vic 3001; or
- by facsimile: 1800 783 447 (within Australia) or +61 9473 2555 (outside Australia)

Appointing an attorney to vote

Where a shareholder appoints an attorney to act on his/her behalf at the meeting, such appointment must be made by a duly executed power of attorney. The power of attorney must be received by the Company at the company's corporate registry by no later than 10 am on Monday 17 November 2014 in the manner set out above.

Custodian voting

For Intermediary Online subscribers only (custodians) please visit www.intermediaryonline.com to submit your voting intentions.

Explanatory Memorandum

Further details are contained in the Explanatory Memorandum accompanying and forming part of this notice of meeting.

By Order of the Board

date 14 October 2014 _____

sign here ► 

Company Secretary

Acorn Capital Investment Fund Limited ABN 25 167 595 897

Explanatory Memorandum to shareholders

This Explanatory Memorandum has been prepared to help shareholders understand the business to be put to shareholders at the forthcoming annual general meeting.

1 Annual financial report

The Corporations Act requires:

- the reports of the directors and auditors; and
- the annual financial report, including the financial statements of the Company for the year ended 30 June 2014,

to be laid before the annual general meeting. Neither the Corporations Act nor the constitution require a vote of shareholders on the reports or statements. However, shareholders as a whole will be given a reasonable opportunity to raise questions or comments on the management of the Company.

Also, a reasonable opportunity will be given to members as a whole at the meeting to ask the Company's auditor questions relevant to the conduct of the audit, the preparation and content of the auditor's report, the accounting policies adopted by the Company in relation to the preparation of the financial statements and the independence of the auditor in relation to the conduct of the audit.

2 Election of directors

Retirement by rotation and re-election

Barry Fairley retires by rotation under rule 62 of the Company's constitution and offers himself for re-election.

Barry has been a non-executive director of the Company since 10 February 2014.

Barry is the Managing Director of Acorn Capital Limited (the Manager). In this capacity he is responsible for the strategic direction and management of the Manager. Barry founded the Manager in 1998 and has more than 40 years of investment experience. The Board does not consider Barry to be independent because of his role as Managing Director of the Manager.

Prior to forming the Manager, Barry was the Managing Director at Triako Resources Limited. During his 15 years at Triako Resources, Barry was responsible for the Company's strategic direction and management, including the acquisition and financing of major projects. Barry also served as a Partner/Director at McIntosh Securities Limited. Barry began his career at Colonial Mutual Life where he was a Financial Analyst.

Barry holds a Diploma in Mining Engineering and is a Senior Associate of the Financial Services Institute of Australasia.

The Board (with Barry Fairley abstaining) unanimously recommends that shareholders vote **in favour** of the re-election of Barry Fairley.



3 Remuneration Report

The Corporations Act requires the Company to put a resolution to shareholders, at the annual general meeting, to adopt the Company's Remuneration Report.

The Company's Remuneration Report for the financial period ended 30 June 2014 is found within the directors' report on pages 18 and 19 of the Company's 2014 Annual Report.

The Company's Remuneration Report outlines remuneration policy and arrangements for the Company's key management personnel. The Company has no employees other than non-executive directors and therefore does not have a remuneration policy for employees. Details of the non-executive directors remuneration arrangements can be found on pages 18 and 19 of the Company's Annual Report.

The vote on this resolution is advisory only and does not bind the directors or the Company. However, the Board will consider the outcome of the vote when reviewing the Company's remuneration policy.

The Board unanimously recommends that shareholders vote **in favour** of the resolution to adopt the Remuneration Report.

Note: a voting exclusion applies to this resolution, as set out in the notice of meeting.

4 Appointment of auditor

On 6 March 2014 Ernst & Young was appointed as the auditor of the Company by the Board in accordance with section 327A(1) of the Corporations Act. Ernst & Young provided the required written consent. This appointment will lapse at the Company's annual general meeting (as per section 327A(2) of the Corporations Act).

In accordance with section 327B(1)(a) of the Corporations Act, the Company must appoint an auditor at its first annual general meeting and shareholders are asked to vote on the appointment of Ernst & Young at the Company's annual general meeting.

As required under section 328B of the Corporations Act, Ernst & Young has been duly nominated for appointment as auditor of the Company by a shareholder. Ernst & Young has given its written consent to act as the Company's auditor (subject to shareholder approval of this resolution). A copy of the notice of nomination provided by the Company's shareholder can be found below.

The Board unanimously recommends that shareholders vote **in favour** of appointing Ernst & Young as auditor of the Company.



Acorn Capital Investment Fund Limited
Level 12, 90 Collins Street
Melbourne Vic 3000
Attention: Company Secretary

22 September 2014

Dear Sir

Notice of Nomination Auditor

I, Barry Fairley, being a member of Acorn Capital Investment Fund Limited (**Company**), hereby nominate Ernst & Young for appointment as auditor of the Company pursuant to section 328B of the *Corporations Act 2001* (Cth) (**Act**) at the next Annual General Meeting of the Company to be held on Wednesday, 19 November 2014, or any adjournment thereof.

Please distribute copies of this notice as required by the Act.

Yours sincerely,

Barry Fairley



ACORN CAPITAL

INVESTMENT FUND LIMITED

ACN 167 595 897



┌ 000001 000 ACQ
MR SAM SAMPLE
FLAT 123
123 SAMPLE STREET
THE SAMPLE HILL
SAMPLE ESTATE
SAMPLEVILLE VIC 3030

Lodge your vote:



Online:

www.investorvote.com.au



By Mail:

Computershare Investor Services Pty Limited
GPO Box 242 Melbourne
Victoria 3001 Australia

In Person:

Computershare Investor Services Pty Limited
452 Johnston Street
Abbotsford, Victoria 3067

Alternatively you can fax your form to
(within Australia) 1800 783 447
(outside Australia) +61 3 9473 2555

For Intermediary Online subscribers only
(custodians) www.intermediaryonline.com

For all enquiries call:

(within Australia) 1300 850 505
(outside Australia) +61 3 9415 4000

Voting Form



Vote and view the annual report online

Go to www.investorvote.com.au or scan the QR Code with your mobile device.
Follow the instructions on the secure website to vote.



Your access information that you will need to vote:

Control Number: 999999

SRN/HIN: I9999999999 PIN: 99999

PLEASE NOTE: For security reasons it is important that you keep your SRN/HIN confidential.



**For your vote to be effective it must be received by
10am (Melbourne time) on Monday 17 November 2014**

How to Vote on Items of Business

All your securities will be voted in accordance with your directions.

Vote Directly

Voting 100% of your holding: Mark either the For, Against or Abstain box opposite each item of business. Your vote will be invalid on an item if you do not mark any box OR you mark more than one box for that item.

Voting a portion of your holding: Indicate a portion of your voting rights by inserting the percentage or number of securities you wish to vote in the For, Against or Abstain box or boxes. The sum of the votes cast must not exceed your voting entitlement or 100%.

Appoint a Proxy to Vote on Your Behalf

Voting 100% of your holding: Direct your proxy how to vote by marking one of the boxes opposite each item of business. If you do not mark a box your proxy may vote or abstain as they choose (to the extent permitted by law). If you mark more than one box on an item your vote will be invalid on that item.

Voting a portion of your holding: Indicate a portion of your voting rights by inserting the percentage or number of securities you wish to vote in the For, Against or Abstain box or boxes. The sum of the votes cast must not exceed your voting entitlement or 100%.

Appointing a second proxy: You are entitled to appoint up to two proxies to attend the meeting and vote on a poll. If you appoint two proxies you must specify the percentage of votes or number of securities for each proxy, otherwise each proxy may exercise half of the votes. When appointing a second proxy write both names and the percentage of votes or number of securities for each in Step 1 overleaf.

Voting exclusions apply to Item 3. See Notice of Meeting for further details.

Signing Instructions for Postal Forms

Individual: Where the holding is in one name, the securityholder must sign.

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

Power of Attorney: If you have not already lodged the Power of Attorney with the registry, please attach a certified photocopy of the Power of Attorney to this form when you return it.

Companies: Where the company has a Sole Director who is also the Sole Company Secretary, this form must be signed by that person. If the company (pursuant to section 204A of the Corporations Act 2001) does not have a Company Secretary, a Sole Director can also sign alone. Otherwise this form must be signed by a Director jointly with either another Director or a Company Secretary. Please sign in the appropriate place to indicate the office held. Delete titles as applicable.

Attending the Meeting

Bring this form to assist registration. If a representative of a corporate securityholder or proxy is to attend the meeting you will need to provide the appropriate "Appointment of Corporate Representative" prior to admission. A form may be obtained from Computershare or online at www.investorcentre.com under the help tab, "Printable Forms".

Comments & Questions: If you have any comments or questions for the company, please write them on a separate sheet of paper and return with this form.

**GO ONLINE TO VOTE,
or turn over to complete the form** →

MR SAM SAMPLE
 FLAT 123
 123 SAMPLE STREET
 THE SAMPLE HILL
 SAMPLE ESTATE
 SAMPLEVILLE VIC 3030

Change of address. If incorrect, mark this box and make the correction in the space to the left. Securityholders sponsored by a broker (reference number commences with 'X') should advise their broker of any changes.



I 9999999999

IND

Voting Form

Please mark to indicate your directions

STEP 1 Indicate How your Vote will be Cast *Select one option only*

XX

At the Annual General Meeting of Acorn Capital Investment Fund Limited to be held at the Victoria Suites of the Sofitel Melbourne on Collins, 25 Collins Street, Melbourne Vic 3000, on Wednesday 19 November 2014 at 10am (Melbourne time) and at any adjournment or postponement of that Meeting, I/We being member/s of Acorn Capital Investment Fund Limited direct the following:

1. Vote Directly

Record my/our votes strictly in accordance with directions in Step 3.

2. Appoint a Proxy to Vote on Your Behalf: I/We hereby appoint

the Chairman of the Meeting **OR**

PLEASE NOTE: Leave this box blank if you have selected the Chairman of the Meeting. Do not insert your own name(s).

PLEASE NOTE: A Direct Vote will take priority over the appointment of a Proxy. For a valid Direct Vote to be recorded you must mark FOR, AGAINST, or ABSTAIN on each item.

OR

or failing the individual or body corporate named, or if no individual or body corporate is named, the Chairman of the Meeting, as my/our proxy to act generally at the Meeting on my/our behalf and to vote in accordance with the following directions (or if no directions have been given, and to the extent permitted by law, as the proxy sees fit).

STEP 2 Where I/we have appointed the Chairman of the Meeting as my/our proxy (or the Chairman of the Meeting becomes my/our proxy by default), I/we expressly authorise the Chairman to exercise my/our proxy on item 3 (except where I/we have indicated a different voting intention below) even though item 3 is connected directly or indirectly with the remuneration of a member of the key management personnel of the Company, which includes the Chairman of the Meeting.

STEP 3 Items of Business

PLEASE NOTE: If you have appointed a proxy and you mark the **Abstain** box for an item, you are directing your proxy not to vote on your behalf on a show of hands or a poll and your votes will not be counted in computing the required majority. If you are directly voting and you mark the **Abstain** box for an item, it will be treated as though no vote has been cast on that item and no vote will be counted in computing the required majority.

ORDINARY BUSINESS

	For	Against	Abstain
Item 2 Re-election of Mr Barry Fairley	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Item 3 Adoption of the Remuneration Report	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

SPECIAL BUSINESS

Item 4 Appointment of the auditor	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
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The Chairman of the Meeting intends to vote all available proxies in favour of each item of business.

SIGN Signature of Securityholder(s) *This section must be completed.*

Individual or Securityholder 1

Sole Director and Sole Company Secretary

Securityholder 2

Director

Securityholder 3

Director/Company Secretary

Contact Name

Contact Daytime Telephone

Date / /