

LODGE YOUR PROXY

Online:

<https://investorcentre.linkmarketservices.co.nz/voting/GWC>

Scan & email:

meetings@linkmarketservices.com

Fax: +64 9 375 5990

Deliver:

Link Market Services
Level 11, Deloitte Centre,
80 Queen Street, Auckland 1010

Mail:

Use the enclosed reply paid envelope or address to :
Link Market Services
PO Box 91976
Auckland 1142

Scan this QR code with your smartphone and vote online



General Enquiries

+64 9 375 5998 | enquiries@linkmarketservices.com

PROXY FORM/ADMISSION CARD GOODWOOD CAPITAL LIMITED ANNUAL MEETING OF SHAREHOLDERS

The Annual Meeting of shareholders of Goodwood Capital Limited (the **Company**) will be held at the offices of Link Market Services, Level 11, Deloitte Centre, 80 Queen Street, Auckland on Wednesday, 9th December 2020 commencing at 1pm.

Appointment of proxy

If you DO NOT propose to ATTEND the Annual Meeting please complete and return this form (in accordance with the lodgement instructions above) to be received by Link Market Services (the share registry), **no later than 1pm Monday, 7th December 2020**. You can also appoint your proxy and vote on the resolutions on the reverse of this form online by going to <https://investorcentre.linkmarketservices.co.nz/voting/GWC> or by scanning the QR code above with your smartphone. Your proxy need not be a Shareholder of the Company. You may appoint the Chairman of the Meeting as your proxy by entering "Chairman" in the relevant space on the reverse of this form.

Voting of your holding

Direct your proxy how to vote by making the appropriate election, either online or on this Proxy Form, in respect of each item of business. If you return this form without directing the proxy how to vote on any particular matter the proxy may vote as he/she thinks fit or abstain from voting (providing the proxy is eligible to vote on that matter). If this Proxy Form is returned duly signed by a Shareholder with voting instructions included, but without specifying a person that is appointed as proxy, the Chairman is deemed to be the proxy for the purpose of that form, but only to vote to the extent of the voting instructions provided.

Voting Restrictions

For resolution 6, the persons that subscribed for the Placement Shares which are subject of ratification by that resolution, and any Associated Person of those persons, are restricted from voting on resolution 6.

For resolution 7, the persons that have agreed to subscribe for the Proposed Shares and Mounterowen Limited, which are subject of approval by that resolution, and any Associated Person of those persons, are restricted from voting on resolution 7.

Attending the Meeting

If you wish to vote in person, you should attend the Meeting. **Please bring this Proxy Form/Admission Card with you to the Meeting** to assist with your registration. A corporation may appoint a person to attend and vote at the Meeting as its representative in the same manner as that in which it could appoint a proxy. That person need not also be a shareholder.

Signing instructions for proxy forms

Individual

Where the holding is in one name, the shareholder must sign the Proxy Form.

Joint Holding

This Proxy Form may be signed by either, or on behalf of, the joint shareholders (or their duly authorised attorney).

Power of Attorney

If this Proxy Form has been signed under a power of attorney, a copy of the power of attorney under which it was signed (if not previously provided to the Registrar), and a signed certificate of non-revocation of the power of attorney must accompany this Proxy Form.

Corporate Shareholder

In the case of a corporate shareholder, a duly authorised officer or director must sign this Proxy Form. Persons who sign on behalf of a corporate shareholder must be acting with that corporate shareholder's express or implied authority, or execute under the common seal of the corporate shareholder (if it has one).

Go online to <https://investorcentre.linkmarketservices.co.nz/voting/GWC> to appoint your proxy

PROXY/CORPORATE REPRESENTATIVE FORM

STEP 1: APPOINT A PROXY TO VOTE ON YOUR BEHALF

I/We being a shareholder/s of Goodwood Capital Limited.

hereby appoint _____ of _____
 (Full Name) (Full Address)

Or failing him/her _____ of _____
 (Full Name) (Full Address)

As my/our proxy to vote for me/us on my/our behalf at the Annual Meeting of the Company to be held at 1pm on Wednesday, 9th December 2020 and at any adjournment of that meeting.

STEP 2: ITEMS OF BUSINESS – PROXY VOTING INSTRUCTIONS

Complete this part if you have appointed a proxy above and you want to direct the proxy as to how the proxy should vote.

Please note: For each resolution you must tick one box. If 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 computing the required majority, for that item and to vote on any resolutions to amend any of the resolutions, on any resolution so amended, and on any other resolution proposed at the meeting (or any adjournment thereof). Unless otherwise instructed as above, the proxy will vote on each resolution as he/she sees fit, or may abstain from voting. The proxy is appointed only in respect of the above meeting or any adjournment thereof.

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

SPECIAL RESOLUTION	For	Tick (✓) in box to vote		
		Against	Abstain	Discretion
1. Replacement of Company constitution That the constitution, in the form tabled at the meeting, be adopted as the Company's constitution in place of the existing constitution.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
ORDINARY RESOLUTIONS				
2. Auditor reappointment and remuneration That Baker Tilly Staples Rodway be reconfirmed as auditors of the Company and that the Directors be authorised to fix the auditor's remuneration.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
3. Election of Sean Joyce That Sean Joyce , who retires by rotation under the NZX Listing Rules and has offered himself for election, be elected as a Director of the Company.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
4. Election of Roger Gower That Roger Gower , who retires by rotation under the NZX Listing Rules and has offered himself for election, be elected as a Director of the Company.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
5. Election of Angus Cooper That Angus Cooper , who retires by rotation under the NZX Listing Rules and has offered himself for election, be elected as a Director of the Company.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
6. Ratification of previous share issue by private placement That the Company's previous issue of 2,633,453 new ordinary shares to wholesale investors at an issue price of \$0.02 per share is approved and ratified for all purposes, on the terms and conditions set out in the Explanatory Notes.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
7. Approval of further share issues That the Company is authorised to issue the following shares at an issue price of \$0.02 per share, on the terms and conditions set out in the Explanatory Notes: <ul style="list-style-type: none"> a) up to 6,250,000 new ordinary shares to wholesale investors; and b) up to 6,250,000 ordinary shares to Mounterowen Limited, provided that the total number of shares issued to Mounterowen Limited does not exceed the number of shares issued to wholesale investors.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

STEP 3: SIGN: SIGNATURE OF SHAREHOLDER(S) This section must be completed

Signed this _____ day _____ 2020

Signature _____

Contact Name:

Daytime contact number:

Electronic Investor Communications: If you received the Notice of Meeting and Proxy Form by mail and wish to receive your future investor communications by email please provide your email address below.