

## **ARGOSY MINERALS LIMITED**

**ACN 073 391 189**

### **NOTICE OF GENERAL MEETING**

Notice is given that the Meeting will be held at:

**TIME:** 12:00pm (WST)  
**DATE:** Monday 9 October 2017  
**PLACE:** London House Conference Room  
Ground Floor  
216 St Georges Terrace  
Perth, Western Australia

***The business of the Meeting affects your shareholding and your vote is important.***

***This Notice of Meeting should be read in its entirety. If Shareholders are in doubt as to how they should vote, they should seek advice from their professional advisers prior to voting.***

***The Directors have determined pursuant to Regulation 7.11.37 of the Corporations Regulations 2001 (Cth) that the persons eligible to vote at the Meeting are those who are registered Shareholders at 12.00pm WST on 7 October 2017.***

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## BUSINESS OF THE MEETING

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### AGENDA

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#### 1. RESOLUTION 1 – PLACEMENT OF SHARES (TRANCHE 1)

To consider and, if thought fit, to pass, with or without amendment, the following resolution as an **ordinary resolution**:

*"That, for the purposes of ASX Listing Rule 7.1 and for all other purposes, approval is given for the Company to issue up to 150,000,000 Shares on the terms and conditions set out in the Explanatory Statement."*

**Voting Exclusion:** The Company will disregard any votes cast on this Resolution by any person who may participate in the proposed issue and a person who might obtain a benefit, except a benefit solely in the capacity of a holder of ordinary securities, if the Resolution is passed and any associates of those persons. However, the Company need not disregard a vote if it is cast by a person as a proxy for a person who is entitled to vote, in accordance with the directions on the Proxy Form, or, 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.

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#### 2. RESOLUTION 2 – RATIFICATION OF SHARES (TRANCHE 1)

To consider and, if thought fit, to pass, with or without amendment, the following resolution as an **ordinary resolution**:

*"That, for the purposes of ASX Listing Rule 7.4 and for all other purposes, Shareholders ratify the issue of up to 150,000,000 Shares on the terms and conditions set out in the Explanatory Statement."*

**Voting Exclusion:** The Company will disregard any votes cast on this Resolution by a person who participated in the issue and any associates of those persons. However, the Company need not disregard a vote if it is cast by a person as a proxy for a person who is entitled to vote, in accordance with the directions on the Proxy Form, or, 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.

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#### 3. RESOLUTION 3 – PLACEMENT OF SHARES (TRANCHE 2)

To consider and, if thought fit, to pass, with or without amendment, the following resolution as an **ordinary resolution**:

*"That, for the purposes of ASX Listing Rule 7.1 and for all other purposes, approval is given for the Company to issue up to 48,516,087 Shares on the terms and conditions set out in the Explanatory Statement."*

**Voting Exclusion:** The Company will disregard any votes cast on this Resolution by any person who may participate in the proposed issue and a person who might obtain a benefit, except a benefit solely in the capacity of a holder of ordinary securities, if the Resolution is passed and any associates of those persons. However, the Company need not disregard a vote if it is cast by a person as a proxy for a person who is entitled to vote, in accordance with the directions on the Proxy Form, or, 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.

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#### 4. RESOLUTION 4 – ISSUE OF OPTIONS

To consider and, if thought fit, to pass, with or without amendment, the following resolution as an **ordinary resolution**:

*"That, for the purposes of ASX Listing Rule 7.1 and for all other purposes, approval is given for the Company to issue up to 5,000,000 Options on the terms and conditions set out in the Explanatory Statement."*

**Voting Exclusion:** The Company will disregard any votes cast on this Resolution by any person who may participate in the proposed issue and a person who might obtain a benefit, except a benefit solely in the capacity of a holder of ordinary securities, if the Resolution is passed and any associates of those persons. However, the Company need not disregard a vote if it is cast by a person as a proxy for a person who is entitled to vote, in accordance with the directions on the Proxy Form, or, 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.

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## 5. RESOLUTION 5 – RATIFICATION OF PRIOR ISSUE OF SHARES

To consider and, if thought fit, to pass, with or without amendment, the following resolution as an **ordinary resolution**:

*"That, for the purposes of ASX Listing Rule 7.4 and for all other purposes, Shareholders ratify the issue of 13,698,630 Shares on the terms and conditions set out in the Explanatory Statement."*

**Voting Exclusion:** The Company will disregard any votes cast on this Resolution by a person who participated in the issue and any associates of those persons. However, the Company need not disregard a vote if it is cast by a person as a proxy for a person who is entitled to vote, in accordance with the directions on the Proxy Form, or, 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.

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**Dated: 5 September 2017**

**By order of the Board**



**Ms Andrea Betti  
Company Secretary**

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### Voting in person

To vote in person, attend the Meeting at the time, date and place set out above.

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### Voting by proxy

To vote by proxy, please complete and sign the enclosed Proxy Form and return by the time and in accordance with the instructions set out on the Proxy Form.

In accordance with section 249L of the Corporations Act, Shareholders are advised that:

- each Shareholder has a right to appoint a proxy;
- the proxy need not be a Shareholder of the Company; and
- a Shareholder who is entitled to cast 2 or more votes may appoint 2 proxies and may specify the proportion or number of votes each proxy is appointed to exercise. If the member appoints 2 proxies and the appointment does not specify the proportion or number of the member's votes, then in accordance with section 249X(3) of the Corporations Act, each proxy may exercise one-half of the votes.

Shareholders and their proxies should be aware that changes to the Corporations Act made in 2011 mean that:

- if proxy holders vote, they must cast all directed proxies as directed; and
- any directed proxies which are not voted will automatically default to the Chair, who must vote the proxies as directed.

**Should you wish to discuss the matters in this Notice of Meeting please do not hesitate to contact the Company Secretary on +61 8 9226 4500**

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## EXPLANATORY STATEMENT

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This Explanatory Statement has been prepared to provide information which the Directors believe to be material to Shareholders in deciding whether or not to pass the Resolutions.

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### 1. BACKGROUND TO QIANYUN TRANSACTION

#### 1.1 General

On 17 August 2017, the Company announced that it had entered into a placement agreement with Qingdao Qianyun High-tech New Material Co. Ltd (**Qianyun**) under which Qianyun agreed to subscribe (or procure that its nominee subscribes), and the Company agreed to issue, a total of 198,516,087 Shares at an issue price of \$0.085 per Share to raise approximately \$16.9 million (**Placement Agreement**).

In connection with the Placement Agreement and as further announced by the Company on 17 August 2017:

- (a) the Company entered into offtake agreements with Qianyun (**Offtake Agreements**) under which Qianyun agreed to:
  - (i) make a prepayment of US\$7.5 million for an agreed quantity of battery grade lithium carbonate equivalent (**LCE**) produced during the first year of production from the Rincon Lithium Project (in which the Company has the right to acquire an interest); and
  - (ii) purchase an agreed quantity of battery grade LCE which may potentially be produced during years two to six of production at the Rincon Lithium Project; and
- (b) the Company agreed to appoint Mr Sun Qi, a nominee of Qianyun, as a non-executive director upon completion of the issue of the Tranche 1 Shares (as defined in Section 2.1 below) and grant 5,000,000 Options to Mr Sun Qi.

Further details of the Placement Agreement, the Offtake Agreements, the background of Qianyun and experience of Mr Sun Qi are set out in the Company's announcement to ASX dated 17 August 2017.

#### 1.2 Placement to Qianyun

The terms of the Placement Agreement require Qianyun (or its nominee) to subscribe for, and the Company to issue to Qianyun (or its nominee), Shares in two tranches as follows:

- (a) **Tranche 1:** 150,000,000 Shares (**Tranche 1 Shares**) at \$0.085 per Share to raise \$12,750,000; and
- (b) **Tranche 2:** 48,516,087 Shares (**Tranche 2 Shares**) at \$0.085 per Share to raise \$4,123,867.

The subscription for the Tranche 1 Shares is conditional on Qianyun completing limited confirmatory title due diligence on the Rincon Lithium Project (to be completed within 30 days from the date of the Placement Agreement) and Qianyun obtaining the necessary Chinese regulatory approvals to make the offtake prepayment and pay the amount of the Tranche 1 subscription price.

The subscription for the Tranche 2 Shares is conditional on completion of Tranche 1 and Qianyun obtaining the necessary Chinese regulatory approvals to pay the amount of the Tranche 2 subscription price.

#### 1.3 Resolutions contained in this Notice of Meeting

Resolutions 1 to 4 of this Notice of Meeting seek Shareholder approval to give effect to the proposed transaction with Qianyun as follows:

## **Resolutions 1 and 2**

Resolutions 1 and 2 of this Notice of Meeting seek Shareholder approval for the Company to issue the Tranche 1 Shares to Qianyun or its nominee (Resolution 1), or to ratify the issue of any Tranche 1 Shares which may be issued to Qianyun or its nominee prior to the date of the Meeting from within the Company's available placement capacity (Resolution 2).

As at the date of this Notice of Meeting, the Company has placement capacity of 104,104,401 Shares under Listing Rule 7.1 and 78,535,353 Shares under Listing Rule 7.1A.

As the conditions to completion of Tranche 1 may be satisfied prior to the Meeting, it is conceivable that part of the Tranche 1 Shares (to the extent to which the Company has available placement capacity as at the relevant time) may be issued to Qianyun prior to the Meeting. However, as at the date of this Notice of Meeting, the Company is not able to confirm whether or to what extent Tranche 1 Shares may be issued prior to the Meeting as it is subject to Qianyun obtaining Chinese regulatory approvals and the Company having available placement capacity.

This Notice therefore seeks Shareholder approval under the Listing Rules as follows:

- (a) Resolution 1: for the purpose of Listing Rule 7.1 to approve the issue by the Company of Tranche 1 Shares to Qianyun (or its nominee) to the extent that the issue of Tranche 1 Shares (or part of the Tranche 1 Shares) occurs after the Meeting; and
- (b) Resolution 2: for the purpose of Listing Rule 7.4 to ratify the issue by the Company of any Tranche 1 Shares which are issued to Qianyun (or its nominee) prior to the Meeting from within (and subject to) the Company's available placement capacity under the Listing Rules as at the relevant issue date.

The Company confirms that the maximum number of Shares to be issued under Tranche 1 (whether before or after the Meeting) is 150,000,000 Shares and that:

- (a) should the issue of the Tranche 1 Shares be completed in full after the Meeting, Resolution 2 will not be put before Shareholders at the Meeting; and
- (b) should the issue of the Tranche 1 Shares be completed in full before the Meeting, Resolution 1 will not be put before Shareholders at the Meeting.

## **Resolution 3**

Resolution 3 of this Notice of Meeting seeks Shareholder approval for the Company to issue the Tranche 2 Shares to Qianyun (or its nominee) for the purpose of Listing Rule 7.1.

## **Resolution 4**

Resolution 4 of this Notice of Meeting seeks Shareholder approval for the Company to issue 5,000,000 Options to Mr Sun Qi for the purpose of Listing Rule 7.1.

### **1.4 Recommendation of the Directors**

All Directors are of the opinion that the Placement Agreement and the Offtake Agreements (as further described in the Company's announcement to ASX dated 17 August 2017) are in the best interests of the Company and recommend that Shareholders **vote in favour of ALL RESOLUTIONS** contained in this Notice of Meeting.

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## **2. RESOLUTION 1 – PLACEMENT OF SHARES (TRANCHE 1)**

### **2.1 General**

Resolution 1 seeks Shareholder approval for the issue of the Tranche 1 Shares. As described in Section 1.3 of this Notice, Shareholder approval is sought for the purposes of Listing Rule 7.1 (to approve the issue of any Tranche 1 Shares to be issued after the Meeting).

Listing Rule 7.1 provides that a company must not, subject to specified exceptions, issue or agree to issue more equity securities during any 12 month period than that amount which represents 15% of the number of fully paid ordinary securities on issue at the commencement of that 12 month period.

The effect of Resolution 1 will be to allow the Company to issue the Tranche 1 Shares during the period of three months after the Meeting (or a longer period, if allowed by ASX), without using the Company's 15% annual placement capacity, if and to the extent that the issue of Tranche 1 Shares (or part of the Tranche 1 Shares) occurs after the Meeting.

## **2.2 Technical information required by ASX Listing Rules 7.1**

The following information is provided in relation to the issue of the Tranche 1 Shares:

- (a) the maximum number of Tranche 1 Shares to be issued is 150,000,000;
- (b) the Tranche 1 Shares will be issued no later than three months after the date of the Meeting (or such later date to the extent permitted by any ASX waiver or modification of the ASX Listing Rules) and it is presently intended that the issue of the Shares will occur on the same date;
- (c) the issue price will be \$0.085 per Share;
- (d) the Shares will be issued to Qianyun (or its nominee). Qianyun is not a related party of the Company. Refer to the Company's announcement to ASX dated 17 August 2017 for further information in regards to Qianyun;
- (e) the Shares issued will be fully paid ordinary shares in the capital of the Company issued on the same terms and conditions as the Company's existing Shares, except that the Shares will be subject to a restriction on trading for a period of 18 months from first issue of the Tranche 1 Shares; and
- (f) the Company intends to use the funds raised from the issue of the Tranche 1 Shares towards Stage 2 development activities at the Rincon Lithium Project and for general working capital purposes. Refer to the Company's announcements to ASX dated 14 August 2017 and 17 August 2017 for further details.

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## **3. RESOLUTION 2 – RATIFICATION OF SHARES (TRANCHE 1)**

### **3.1 General**

Resolution 2 seeks Shareholder approval to ratify the issue of any Tranche 1 Shares issued prior to the Meeting for the purpose of Listing Rule 7.4.

Listing Rule 7.1 provides that a company must not, subject to specified exceptions, issue or agree to issue more equity securities during any 12 month period than that amount which represents 15% of the number of fully paid ordinary securities on issue at the commencement of that 12 month period.

Listing Rule 7.4 sets out an exception to Listing Rule 7.1. It provides that where a company in general meeting ratifies the previous issue of securities made pursuant to Listing Rule 7.1 or 7.1A (and provided that the previous issue did not breach Listing Rule 7.1 or 7.1A) those securities will be deemed to have been made with shareholder approval for the purpose of Listing Rule 7.1.

The effect of Resolution 2 will be to ratify the issue of any Tranche 1 Shares prior to the Meeting, which may only be issued if and to the extent that the conditions to Tranche 1 are satisfied prior to the Meeting and the Company has available placement capacity under the Listing Rules at the relevant time.

By ratifying this issue, the Company will retain the flexibility to issue equity securities in the future up to the 15% annual placement capacity set out in ASX Listing Rule 7.1 without the requirement to obtain prior Shareholder approval.

### 3.2 Technical information required by ASX Listing Rule 7.4

The following information is provided in relation to the ratification of the Tranche 1 Shares:

- (a) a maximum of 150,000,000 Shares will be issued under Tranche 1 prior to the Meeting;
- (b) the issue price will be \$0.085 per Share;
- (c) the Shares will be issued to Qianyun (or its nominee). Qianyun is not a related party of the Company;
- (d) the Shares issued will be fully paid ordinary shares in the capital of the Company issued on the same terms and conditions as the Company's existing Shares, except that the Shares will be subject to a restriction on trading for a period of 18 months from first issue of the Tranche 1 Shares; and
- (e) the Company intends to use the funds raised from the issue of the Tranche 1 Shares towards Stage 2 development activities at the Rincon Lithium Project and for general working capital purposes. Refer to the Company's announcements to ASX dated 14 August 2017 and 17 August 2017 for further details.

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## 4. RESOLUTION 3 – PLACEMENT OF SHARES (TRANCHE 2)

### 4.1 General

Resolution 3 seeks Shareholder approval for the issue of the Tranche 2 Shares. Shareholder approval is sought for the purpose of Listing Rule 7.1, a summary of which is set out in Section 2.1 above.

The effect of Resolution 3 will be to allow the Company to issue the Tranche 2 Shares during the period of three months after the Meeting (or a longer period, if allowed by ASX), without using the Company's 15% annual placement capacity.

### 4.2 Technical information required by ASX Listing Rule 7.1

The following information is provided in relation to the issue of the Tranche 2 Shares:

- (a) the maximum number of Tranche 2 Shares to be issued is 48,516,087;
- (b) the Tranche 2 Shares will be issued no later than three months after the date of the Meeting (or such later date to the extent permitted by any ASX waiver or modification of the ASX Listing Rules) and it is presently intended that issue of the Shares will occur on the same date;
- (c) the issue price will be \$0.085 per Share;
- (d) the Shares will be issued to Qianyun (or its nominee);
- (e) the Shares issued will be fully paid ordinary shares in the capital of the Company issued on the same terms and conditions as the Company's existing Shares, except that the Shares will be subject to a restriction on trading for a period of 18 months from first issue of the Tranche 1 Shares; and
- (f) the Company intends to use the funds raised from the issue of the Tranche 2 Shares towards Stage 2 development activities at the Rincon Lithium Project and for general working capital purposes. Refer to the Company's announcements to ASX dated 14 August 2017 and 17 August 2017 for further details.

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## **5. RESOLUTION 4 – ISSUE OF OPTIONS**

### **5.1 General**

Resolution 4 seeks Shareholder approval for the issue of 5,000,000 Options to Mr Sun Qi, the nominated director of Qianyun.

Shareholder approval is sought for the purpose of Listing Rule 7.1, a summary of which is set out in Section 2.1 above.

The effect of Resolution 4 will be to allow the Company to issue the Options to Mr Sun Qi during the period of three months after the Meeting (or a longer period, if allowed by ASX), without using the Company's 15% annual placement capacity.

### **5.2 Related party provisions**

Listing Rule 10.11 requires shareholder approval to be obtained where an entity issues, or agrees to issue, securities to a related party, or a person whose relationship with the entity or a related party is, in ASX's opinion, such that approval should be obtained unless an exception in Listing Rule 10.12 applies.

Chapter 2E of the Corporations Act provides that, for a public company to give a financial benefit to a related party of the public company, the public company or entity must obtain the approval of the public company's members in the manner set out in sections 217 to 227 of the Corporations Act unless the giving of the financial benefit falls within an exception set out in sections 210 to 216 of the Corporations Act.

The recipient of the Options is Mr Sun Qi (or his nominee) who is proposed to be appointed as a director of the Company upon completion of Tranche 1. Mr Sun Qi is considered to be a related party of the Company for the purposes of the Listing Rules and the Corporations Act.

It is the view of the Company, however, that:

- (a) exception 6 to Listing Rule 10.12 applies to the proposed issue of Options to Mr Sun Qi; and
- (b) approval pursuant to Chapter 2E of the Corporations Act is not required for the issue of the Options to Mr Sun Qi as the issue of the Options is a term of the Placement Agreement which was negotiated on an arm's length basis between the Company and Qianyun. As such the giving of the financial benefit (being the issue of the Options) is considered to be on arm's length terms.

Accordingly, the Company seeks approval for the issue of the Options to Mr Sun Qi under Listing Rule 7.1 only.

### **5.3 Technical information required by ASX Listing Rule 7.1**

The following information is provided in relation to the issue of the Options:

- (a) the maximum number of Options to be issued is 5,000,000;
- (b) the Options will be issued no later than three months after the date of the Meeting (or such later date to the extent permitted by any ASX waiver or modification of the ASX Listing Rules) and it is presently intended that issue of the Options will occur on the same date;
- (c) the Options will be issued for nil cash consideration. Accordingly, no funds will be raised from the issue of the Options;
- (d) the Options will be issued to Mr Sun Qi (or his nominee); and
- (e) the Options will be issued on the terms set out in Schedule 1 to this Notice.



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## 6. RESOLUTION 5 – RATIFICATION OF PRIOR ISSUE OF SHARES

### 6.1 General

On 31 May 2017, the Company issued 13,698,630 Shares at an issue price of \$0.073 per Share to raise \$1,000,000.

Resolution 5 seeks Shareholder ratification pursuant to Listing Rule 7.4 for the issue of those Shares (**Ratification**). A summary of Listing Rule 7.4 is set out in Section 3.1 above.

By ratifying this issue, the Company will retain the flexibility to issue equity securities in the future up to the 15% annual placement capacity set out in Listing Rule 7.1 without the requirement to obtain prior Shareholder approval.

### 6.2 Technical information required by ASX Listing Rule 7.4

The following information is provided in relation to the Ratification:

- (a) 13,698,630 Shares were issued on 31 May 2017;
- (b) the issue price was \$0.073 per Share;
- (c) the Shares issued were all fully paid ordinary shares in the capital of the Company issued on the same terms and conditions as the Company's existing Shares;
- (d) the Shares were issued to sophisticated and professional investor clients of Patersons Securities Limited. None of the subscribers are related parties of the Company; and
- (e) the funds raised from the issue were (and will continue to be) applied towards funding Stage 2 development works at the Rincon Lithium Project (comprising the construction of additional evaporation ponds, drilling operations and brine test work) and to meet working capital requirements.

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## GLOSSARY

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**\$** means Australian dollars.

**ASIC** means the Australian Securities & Investments Commission.

**ASX** means ASX Limited (ACN 008 624 691) or the financial market operated by ASX Limited, as the context requires.

**ASX Listing Rules** or **Listing Rules** means the Listing Rules of ASX.

**Board** means the current board of directors of the Company.

**Business Day** means Monday to Friday inclusive, except New Year's Day, Good Friday, Easter Monday, Christmas Day, Boxing Day, and any other day that ASX declares is not a business day.

**Chair** means the chair of the Meeting.

**Company** means Argosy Minerals Limited (ACN 073 391 189).

**Constitution** means the Company's constitution.

**Corporations Act** means the *Corporations Act 2001* (Cth).

**Directors** means the current directors of the Company.

**Explanatory Statement** means the explanatory statement accompanying the Notice.

**General Meeting** or **Meeting** means the meeting convened by the Notice.

**Notice** or **Notice of Meeting** means this notice of meeting including the Explanatory Statement and the Proxy Form.

**Offtake Agreements** has the meaning given to that term in in Section 1.1.

**Option** means an option to acquire a Share with the terms set out in Schedule 1.

**Optionholder** means a holder of an Option.

**Placement Agreement** has the meaning given to that term in Section 1.1.

**Proxy Form** means the proxy form accompanying the Notice.

**Qianyun** means Qingdao Qianyun High-tech New Material Co. Ltd.

**Resolutions** means the resolutions set out in the Notice, or any one of them, as the context requires.

**Section** means a section of the Explanatory Statement.

**Share** means a fully paid ordinary share in the capital of the Company.

**Shareholder** means a registered holder of a Share.

**Tranche 1** and **Tranche 1 Shares** have the meaning given to those terms in Section 1.2.

**Tranche 2** and **Tranche 2 Shares** have the meaning given to those terms in Section 1.2.

**WST** means Western Standard Time as observed in Perth, Western Australia.

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## SCHEDULE 1 - TERMS AND CONDITIONS OF THE OPTIONS

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**(a) Entitlement**

Each Option entitles the holder to subscribe for one Share upon exercise of the Option.

**(b) Exercise Price**

Subject to paragraph (j), the amount payable upon exercise of each Option will be \$0.10 (**Exercise Price**).

**(c) Expiry Date**

Each Option will expire at 5:00 pm (WST) on the date that is three years after the date of its issue (**Expiry Date**). An Option not exercised before the Expiry Date will automatically lapse on the Expiry Date.

**(d) Exercise Period**

The Options are exercisable at any time on or prior to the Expiry Date (**Exercise Period**).

**(e) Notice of Exercise**

The Options may be exercised during the Exercise Period by notice in writing to the Company in the manner specified on the Option certificate (**Notice of Exercise**) and payment of the Exercise Price for each Option being exercised in Australian currency by electronic funds transfer or other means of payment acceptable to the Company.

**(f) Exercise Date**

A Notice of Exercise is only effective on and from the later of the date of receipt of the Notice of Exercise and the date of receipt of the payment of the Exercise Price for each Option being exercised in cleared funds (**Exercise Date**).

**(g) Timing of issue of Shares on exercise**

Within 15 Business Days after the Exercise Date, the Company will:

- (i) allot and issue the number of Shares required under these terms and conditions in respect of the number of Options specified in the Notice of Exercise and for which cleared funds have been received by the Company;
- (ii) if required, give ASX a notice that complies with section 708A(5)(e) of the Corporations Act, or, if the Company is unable to issue such a notice, lodge with ASIC a prospectus prepared in accordance with the Corporations Act and do all such things necessary to satisfy section 708A(11) of the Corporations Act to ensure that an offer for sale of the Shares does not require disclosure to investors; and
- (iii) if admitted to the official list of ASX at the time, apply for official quotation on ASX of Shares issued pursuant to the exercise of the Options.

If a notice delivered under paragraph (g)(ii) for any reason is not effective to ensure that an offer for sale of the Shares does not require disclosure to investors, the Company must, no later than 20 Business Days after becoming aware of such notice being ineffective, lodge with ASIC a prospectus prepared in accordance with the Corporations Act and do all such things necessary to satisfy section 708A(11) of the Corporations Act to ensure that an offer for sale of the Shares does not require disclosure to investors.

**(h) Shares issued on exercise**

Shares issued on exercise of the Options rank equally with the then issued shares of the Company.

**(i) Quotation of Shares issued on exercise**

If admitted to the official list of ASX at the time, application will be made by the Company to ASX for quotation of the Shares issued upon the exercise of the Options.

**(j) Reconstruction of capital**

If at any time the issued capital of the Company is reconstructed, all rights of an Option holder are to be changed in a manner consistent with the Corporations Act and the ASX Listing Rules at the time of the reconstruction.

**(k) Participation in new issues**

There are no participation rights or entitlements inherent in the Options and holders will not be entitled to participate in new issues of capital offered to Shareholders during the currency of the Options without exercising the Options.

**(l) Change in exercise price**

An Option does not confer the right to a change in Exercise Price or a change in the number of underlying securities over which the Option can be exercised.

**(m) Unquoted**

The Company will not apply for quotation of the Options on ASX.

**(n) Transferability**

The Options are transferable subject to any restriction or escrow arrangements imposed by ASX or under applicable Australian securities laws.

# GM Registration Card

If you are attending the meeting  
in person, please bring this with you  
for Securityholder registration.

**[BARCODE]**

[HolderNumber]

[Name/Address 1]  
[Name/Address 2]  
[Name/Address 3]  
[Name/Address 4]  
[Name/Address 5]  
[Name/Address 6]

## Vote by Proxy

**AGY: [BARCODE]** Holder Number: [HolderNumber]

### Option A – Please choose to vote online, because:

- ✓ **Save Your Money:** This company you own a part of has to spend thousands of dollars each year in print and postage costs. Online voting will reduce this unnecessary expense.
- ✓ **It's Quick and Secure:** Voting online provides you with greater privacy over your instructions, eliminates any postal delays and removes the risk of it being potentially lost in transit.
- ✓ **Receive Vote Confirmation:** Voting online is the only method which provides you with confirmation that your vote has been processed. It also allows you to amend your vote if required.



To Access online voting you can scan the barcode to the right with your tablet or mobile device or you can enter the following link into your browser.  
Voting online is quick and easy to do.

<https://investor.automic.com.au/#/loginsah>

### Option B – Appoint a proxy, by paper:

I/We being a Shareholder entitled to attend and vote at the General Meeting of the Company, to be held at **12.00 pm (WST) on Monday, 9 October 2017** at **London House Conference Room, Ground Floor, 216 St Georges Terrace, Perth, Western Australia** hereby:

**Appoint the Chairman of the Meeting (Chair)** OR if you are not appointing the Chairman of the Meeting as your proxy, please write the name of the person or body corporate you are appointing as your proxy

or failing the person so named or, if no person is named, the Chair, or the Chair's nominee, to vote in accordance with the following directions, or, if no directions have been given, and subject to the relevant laws as the proxy sees fit and at any adjournment thereof.

**The Chair intends to vote undirected proxies in favour of all Resolutions in which the Chair is entitled to vote.**

Unless indicated otherwise by ticking the "for," "against" or "abstain" box you will be authorising the Chair to vote in accordance with the Chair's voting intention.

#### Resolutions

	For	Against	Abstain
1 Placement of Shares (Tranche 1)	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
2 Ratification of Shares (Tranche 1)	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
3 Placement of Shares (Tranche 2)	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
4 Issue of Options	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
5 Ratification of Prior Issue of Shares	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

*Please note: If you mark the abstain box for a particular Resolution, you are directing your proxy not to vote on that Resolution on a show of hands or on a poll and your votes will not be counted in computing the required majority on a poll.*

### SIGNATURE OF SHAREHOLDERS – THIS MUST BE COMPLETED

Individual or Securityholder 1

Securityholder 2

Securityholder 3




Sole Director and Sole Company Secretary

Director

Director / Company Secretary

Contact Name.....

Contact Daytime Telephone.....

Date / / 2017

Email Address \_\_\_\_\_

*By providing your email address, you elect to receive all of your communications despatched by the Company electronically (where legally permissible).*

STEP 1: Please appoint a Proxy

STEP 2: Voting Direction

STEP 3

## HOW TO COMPLETE THIS PROXY VOTING FORM

### LODGING YOUR PROXY VOTE

This Proxy Voting Form (and any Power of Attorney under which it is signed) must be received at an address given below by 12.00 pm (WST) on Saturday, 7 October 2017, being **not later than 48 hours** before the commencement of the Meeting. Any Proxy Voting Forms received after that time will not be valid for the scheduled Meeting.

Proxy Voting Forms can be lodged:


#### ONLINE

 <https://investor.automic.com.au/#/loginsah>




Login to the Automic website using the holding details as shown on the Proxy Voting Form. Click on 'View Meetings' – 'Vote'. To use the online lodgement facility, shareholders will need their Holder Number (Securityholder Reference Number (SRN) or Holder Identification Number (HIN) as shown on front of the Proxy Voting form.

#### BY MAIL

 Automic Registry Services  
PO Box 2226  
Strawberry Hills NSW 2012

#### BY HAND

 Automic Registry Services  
Level 3, 50 Holt Street, Surry Hills NSW 2010

#### ALL ENQUIRIES TO

 Telephone: 1300 288 664 Overseas: + 61 2 9698 5414

### YOUR NAME AND ADDRESS

This is your name and address as it appears on the Company's share register. If this information is incorrect, and you have an Issuer Sponsored holding, you can update your address through the investor portal: <https://investor.automic.com.au/#/home> Shareholders sponsored by a broker should advise their broker of any changes.

### VOTING UNDER STEP 1 - APPOINTING A PROXY

If you wish to appoint someone other than the Chairman of the Meeting as your proxy, please write the name of that Individual or body corporate. A proxy need not be a Shareholder of the Company. Otherwise if you leave this box blank, the Chairman of the Meeting will be appointed as your proxy by default.

### DEFAULT TO THE CHAIRMAN OF THE MEETING

Any directed proxies that are not voted on a poll at the Meeting will default to the Chairman of the Meeting, who is required to vote these proxies as directed. Any undirected proxies that default to the Chairman of the Meeting will be voted according to the instructions set out in this Proxy Voting Form, including where the Resolutions are connected directly or indirectly with the remuneration of KMP.

### VOTES ON ITEMS OF BUSINESS – PROXY APPOINTMENT

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

### APPOINTMENT OF SECOND PROXY

You may appoint up to two proxies. If you appoint two proxies, you should complete two separate Proxy Voting Forms and specify the percentage or number each proxy may exercise. If you do not specify a percentage or number, each proxy may exercise half the votes. You must return both Proxy Voting Forms together. If you require an additional Proxy Voting Form, contact Automic Registry Services on 1300 288 664 or you may copy this form.

### SIGNING INSTRUCTIONS

You must sign this form as follows in the spaces provided

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

**Joint holding:** Where the holding is in more than one name, all of the Shareholders 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 Proxy Voting Form when you return it.

**Companies:** To be signed in accordance with your Constitution. Please sign in the appropriate box which indicates the office held by you.

**Email Address:** Please provide your email address in the space provided.

**By providing your email address, you elect to receive all communications despatched by the Company electronically (where legally permissible) such as a Notice of Meeting, Proxy Voting Form and Annual Report via email.**

### CORPORATE REPRESENTATIVES

If a representative of the corporation is to attend the Meeting the appropriate 'Appointment of Corporate Representative' should be produced prior to admission. A form may be obtained from the Company's share registry online at <https://automic.com.au>.

### ATTENDING THE MEETING

Completion of a Proxy Voting Form will not prevent individual Shareholders from attending the Meeting in person if they wish. Where a Shareholder completes and lodges a valid Proxy Voting Form and attends the Meeting in person, then the proxy's authority to speak and vote for that Shareholder is suspended while the Shareholder is present at the Meeting.

### OTHER RESOLUTIONS

Should any resolution, other than those specified in this Proxy Voting Form, be proposed at the Meeting, a proxy may vote on that resolution as they think fit.

### POWER OF ATTORNEY

If a representative as power of attorney of a Shareholder of the Company is to attend the Meeting, a certified copy of the Power of Attorney, or the original Power of Attorney, must be received by the Company in the same manner, and by the same time as outlined for proxy forms.