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# TECHNOLOGY METALS AUSTRALIA LIMITED

ACN 612 531 389

## NOTICE OF ANNUAL GENERAL MEETING

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Notice is given that the Meeting will be held at:

**TIME:** 9:00am (WST)  
**DATE:** 16 November 2018  
**PLACE:** 1176 Hay Street, West Perth, WA 6005

***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 4:00pm (WST) on 14 November 2018.***

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## BUSINESS OF THE MEETING

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### AGENDA

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#### 1. FINANCIAL STATEMENTS AND REPORTS

To receive and consider the annual financial report of the Company for the financial year ended 30 June 2018 together with the declaration of the directors, the director's report, the Remuneration Report and the auditor's report.

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#### 2. RESOLUTION 1 – ADOPTION OF REMUNERATION REPORT

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

*“That, for the purposes of section 250R(2) of the Corporations Act and for all other purposes, approval is given for the adoption of the Remuneration Report as contained in the Company's annual financial report for the financial year ended 30 June 2018.”*

**Note: the vote on this Resolution is advisory only and does not bind the Directors or the Company.**

**Voting Prohibition Statement:**

A vote on this Resolution must not be cast (in any capacity) by or on behalf of either of the following persons:

- (a) a member of the Key Management Personnel, details of whose remuneration are included in the Remuneration Report; or
- (b) a Closely Related Party of such a member.

However, a person (the **voter**) described above may cast a vote on this Resolution as a proxy if the vote is not cast on behalf of a person described above and either:

- (a) the voter is appointed as a proxy by writing that specifies the way the proxy is to vote on this Resolution; or
- (b) the voter is the Chair and the appointment of the Chair as proxy:
  - (i) does not specify the way the proxy is to vote on this Resolution; and
  - (ii) expressly authorises the Chair to exercise the proxy even though this Resolution is connected directly or indirectly with the remuneration of a member of the Key Management Personnel.

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#### 3. RESOLUTION 2 – RE-ELECTION OF DIRECTOR – MR MICHAEL FRY

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

*“That, for the purpose of clause 12.3 of the Constitution, and for all other purposes, Mr Michael Fry, a Director, retires by rotation, and being eligible, is re-elected as a Director.”*

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#### 4. RESOLUTION 3 – RATIFICATION OF PRIOR ISSUE – SHARES – 7.1 CAPACITY

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 6,747,750 Shares on the terms and conditions set out in the Explanatory Statement.”*

**Voting Exclusion:** The Company will disregard any votes cast in favour of the Resolution by or on behalf of a person who participated in the issue or 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 4 – RATIFICATION OF PRIOR ISSUE – SHARES – 7.1A CAPACITY**

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 5,252,250 Shares on the terms and conditions set out in the Explanatory Statement.”*

**Voting Exclusion:** The Company will disregard any votes cast in favour of the Resolution by or on behalf of a person who participated in the issue or 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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**6. RESOLUTION 5 – RATIFICATION OF PRIOR ISSUE – SHARES – TENEMENT ACQUISITION**

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 200,000 Shares on the terms and conditions set out in the Explanatory Statement.”*

**Voting Exclusion:** The Company will disregard any votes cast in favour of the Resolution by or on behalf of a person who participated in the issue or 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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**7. RESOLUTION 6 – RATIFICATION OF PRIOR ISSUE – SHARES – ROYALTY ACQUISITION**

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 1,500,000 Shares on the terms and conditions set out in the Explanatory Statement.”*

**Voting Exclusion:** The Company will disregard any votes cast in favour of the Resolution by or on behalf of a person who participated in the issue or 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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## 8. RESOLUTION 7 – APPROVAL OF ADDITIONAL 10% PLACEMENT CAPACITY

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

*"That, for the purposes of ASX Listing Rule 7.1A and for all other purposes, approval is given for the Company to issue up to that number of Equity Securities equal to 10% of the issued capital of the Company at the time of issue, calculated in accordance with the formula prescribed in ASX Listing Rule 7.1A.2 and otherwise 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 issue of Equity Securities under this Resolution 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 will 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: 15 October 2018**

**By order of the Board**



**Michael Fry**  
**Chairman**

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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 6489 1600.**

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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. FINANCIAL STATEMENTS AND REPORTS

In accordance with the Constitution, the business of the Meeting will include receipt and consideration of the annual financial report of the Company for the financial year ended 30 June 2018 together with the declaration of the directors, the directors' report, the Remuneration Report and the auditor's report.

The Company will not provide a hard copy of the Company's annual financial report to Shareholders unless specifically requested to do so. The Company's annual financial report is available on its website at [www.tmtlimited.com.au](http://www.tmtlimited.com.au).

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### 2. RESOLUTION 1 – ADOPTION OF REMUNERATION REPORT

#### 2.1 General

The Corporations Act requires that at a listed company's annual general meeting, a resolution that the remuneration report be adopted must be put to the shareholders. However, such a resolution is advisory only and does not bind the company or the directors of the company.

The remuneration report sets out the company's remuneration arrangements for the directors and senior management of the company. The remuneration report is part of the directors' report contained in the annual financial report of the company for a financial year.

The chair of the meeting must allow a reasonable opportunity for its shareholders to ask questions about or make comments on the remuneration report at the annual general meeting.

#### 2.2 Voting consequences

A company is required to put to its shareholders a resolution proposing the calling of another meeting of shareholders to consider the appointment of directors of the company (**Spill Resolution**) if, at consecutive annual general meetings, at least 25% of the votes cast on a remuneration report resolution are voted against adoption of the remuneration report and at the first of those annual general meetings a Spill Resolution was not put to vote. If required, the Spill Resolution must be put to vote at the second of those annual general meetings.

If more than 50% of votes cast are in favour of the Spill Resolution, the company must convene a shareholder meeting (**Spill Meeting**) within 90 days of the second annual general meeting.

All of the directors of the company who were in office when the directors' report (as included in the company's annual financial report for the most recent financial year) was approved, other than the managing director of the company, will cease to hold office immediately before the end of the Spill Meeting but may stand for re-election at the Spill Meeting.

Following the Spill Meeting those persons whose election or re-election as directors of the company is approved will be the directors of the company.

## **2.3 Previous voting results**

At the Company's previous annual general meeting the votes cast against the remuneration report considered at that annual general meeting were less than 25%. Accordingly, the Spill Resolution is not relevant for this Annual General Meeting.

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## **3. RESOLUTION 2 – RE-ELECTION OF DIRECTOR – MR MICHAEL FRY**

### **3.1 General**

Clause 12.3 of the Constitution sets out the requirements for determining which Directors are to retire by rotation at an annual general meeting including that, if the Company has 3 or more Directors, one third of the Directors (rounded down to the nearest whole number) must retire at each annual general meeting, and are eligible for re-election.

Mr Michael Fry, who has served as a director since 20 May 2016, retires by rotation and seeks re-election.

### **3.2 Qualifications and other material directorships**

Mr Fry holds a Bachelor of Commerce degree from the University of Western Australia, is a Fellow of the Financial Services Institute of Australasia, and is a past member of the Australian Stock Exchange. Mr Fry has extensive corporate and commercial experience, financial and capital market knowledge and a background in corporate treasury management.

Mr Fry is currently Non-Executive Chairman of ASX listed Brookside Energy Limited with a focus on oil and gas exploration and production onshore mid-continent region of USA; Non-Executive Chairman of Challenger Energy Limited that is focusing on oil and gas exploration opportunities in South Africa and Non-Executive Chairman of ASX listed Norwest Energy NL that has assets in Australia and the United Kingdom with an operational focus on the northern Perth Basin.

### **3.3 Independence**

If elected the Board considers Mr Fry is an independent director.

### **3.4 Board recommendation**

The Board supports the re-election of Mr Fry and recommends that Shareholders vote in favour of Resolution 2.

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## **4. RESOLUTIONS 3 AND 4 – RATIFICATION OF PRIOR ISSUE – SHARES**

### **4.1 General**

As announced on 28 September 2018, the board of directors resolved to issue 12,000,000 Shares to raise \$6,000,000 before costs.

### **4.2 Resolution 3 – ASX Listing Rule 7.1**

ASX 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.

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

By ratifying the issue the subject of Resolution 3, 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.

#### **4.3 Resolution 4 – ASX Listing Rule 7.1A**

ASX Listing Rule 7.1A provides that in addition to issues permitted without prior shareholder approval under ASX Listing Rule 7.1, an entity that is eligible and obtains shareholder approval under ASX Listing Rule 7.1A may issue or agree to issue during the period for which the approval is valid a number of quoted equity securities which represents 10% of the number of fully paid ordinary securities on issue at the commencement of that 12 month period as adjusted in accordance with the formula in ASX Listing Rule 7.1A.

Where an eligible entity obtains shareholder approval to increase its placement capacity under ASX Listing Rule 7.1A then any ordinary securities issued under that additional placement capacity:

- (a) will not be counted in variable "A" in the formula in ASX Listing Rule 7.1A; and
- (b) are counted in variable "E",

until their issue has been ratified under ASX Listing Rule 7.4 (and provided that the previous issue did not breach ASX Listing Rule 7.1A) or 12 months has passed since their issue.

By ratifying the issue the subject of Resolution 4, the base figure (ie variable "A") in which the Company's 15% and 10% annual placement capacities are calculated will be a higher number which in turn will allow a proportionately higher number of securities to be issued without prior Shareholder approval.

#### **4.4 Technical information required by ASX Listing Rule 7.4**

Pursuant to and in accordance with ASX Listing Rule 7.5, the following information is provided in relation to the ratifications:

- (i) 12,000,000 Shares were issued on the following basis:
  - (i) 6,747,750 Shares were issued pursuant to ASX Listing Rule 7.1; and
  - (ii) 5,252,250 Shares were issued pursuant to ASX Listing Rule 7.1A;
- (ii) the issue price per Share was \$0.50 under both the issue of Shares pursuant to ASX Listing Rule 7.1 and ASX Listing Rule 7.1A;
- (iii) 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;



- (iv) the Shares were issued to clients of Patersons Securities Limited (ACN 008 896 311 and AFSL No. 239052. None of these subscribers are related parties of the Company; and
- (v) the funds raised will be used to advance the Definitive Feasibility Study (DFS) on the Company's wholly owned Gabanintha Vanadium Project, fund additional exploration activities and for working capital purposes.

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## **5. RESOLUTION 5 – RATIFICATION OF PRIOR ISSUE – SHARES – TENEMENT ACQUISITION**

### **5.1 General**

As announced on 4 July 2018, the board of directors resolved to issue 200,000 Shares to a third party vendor as part consideration for all rights, title and interests in tenement P51/2930.

### **5.2 Listing Rule 7.4**

Listing Rule 7.4 permits the ratification of previous issues of securities made without prior shareholder approval, provided the issue did not breach the 15% threshold set by Listing Rule 7.1. The effect of such a ratification is to restore a company's maximum discretionary power to issue further shares up to 15% of the issued capital of the company without requiring shareholder approval.

Resolution 5 has been included so that shareholders may approve and ratify pursuant to Listing Rule 7.4 the allotment and issue of 200,000 Shares to the third party vendor.

### **5.3 Technical information required by ASX Listing Rule 7.4**

Pursuant to and in accordance with ASX Listing Rule 7.5, the following information is provided in relation to the ratification:

- (i) 200,000 Shares were issued;
- (ii) the deemed issue price per Share was \$0.425;
- (iii) 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;
- (iv) the Shares were issued to Mr Peter Wiltshire. Mr Peter Wiltshire is not a related party of the Company; and
- (v) the Shares were issued as part consideration for the acquisition of tenement P51/2930, and therefore there were no funds raised from the issue.

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## **6. RESOLUTIONS 6 – RATIFICATION OF PRIOR ISSUE – SHARES – ROYALTY ACQUISITION**

### **6.1 General**

As announced on 7 September 2018, the board of directors resolved to issue 1,500,000 Shares for the acquisition of a 1.5% net profit interest (**Royalty**) over tenements E51/1510 and P51/2785.

## 6.2 Listing Rule 7.4

Listing Rule 7.4 permits the ratification of previous issues of securities made without prior shareholder approval, provided the issue did not breach the 15% threshold set by Listing Rule 7.1. The effect of such a ratification is to restore a company's maximum discretionary power to issue further shares up to 15% of the issued capital of the company without requiring shareholder approval.

Resolution 6 has been included so that shareholders may approve and ratify pursuant to Listing Rule 7.4 the allotment and issue of 1,500,000 Shares to the third party vendors of the Royalty.

## 6.3 Technical information required by ASX Listing Rule 7.4

Pursuant to and in accordance with ASX Listing Rule 7.5, the following information is provided in relation to the ratification:

- (i) 1,500,000 Shares were issued;
- (ii) the deemed issue price per Share was \$0.55 on date of issue;
- (iii) 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;
- (iv) the Shares were issued to Peter Gianni, Brenton Parry, Raymond O'Connor, Abadan Riji Pty Ltd, Michael Lewis, Adam Hill and David Ruggier (together the third-party vendors of the Royalty), none of whom are related parties of the Company; and
- (v) the Shares were issued as the total consideration for the acquisition of the Royalty, and therefore there were no funds raised from the issue.

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## 7. RESOLUTION 7 – APPROVAL OF 10% PLACEMENT CAPACITY

### 7.1 General

ASX Listing Rule 7.1A provides that an Eligible Entity may seek shareholder approval by special resolution passed at an annual general meeting to have the capacity to issue up to that number of Equity Securities equal to 10% of its issued capital (**10% Placement Capacity**), in addition to the 15% new issue capacity under Listing Rule 7.1.

Any Equity Securities issued under the 10% Placement Capacity must be in the same class as an existing class of quoted Equity Securities.

The actual number of Equity Securities that the Company will have capacity to issue under Listing Rule 7.1A will be calculated at the date of issue of the Equity Securities in accordance with the formula in Listing Rule 7.1A.2.

In summary, Listing Rule 7.1A.2 would apply to the Company as follows:

If the Company has obtained the approval of Shareholders at the Meeting (ie. if Resolution 7 is passed), the Company may issue or agree to issue, during the approval period (ie. the 12 month period after the date of the Meeting or, in the event that Shareholders approve a transaction under Listing Rule 11.1.2 (a significant change to the nature or scale of activities) or Listing Rule 11.2 (disposal

of main undertaking), the date of such approval, whichever occurs first), a number of Equity Securities calculated in accordance with the following formula:

$$(A \times D) - E$$

Where<sup>1</sup>:

A = The number of Shares on issue 12 months before the date of issue or agreement,

- plus the number of Shares issued in the 12 months under an exception in Listing Rule 7.2 (which contains numerous exceptions to Listing Rule 7.1 and Listing Rule 7.1A, including in relation to issues of Shares pursuant to pro-rata issues, upon the conversion of convertible securities such as options; under off-market bids, mergers by scheme of arrangement or approved employee incentive schemes, or certain issues of preference shares, etc – refer to Listing Rule 7.2 for full details),
- plus the number of partly paid Shares that became fully paid in the 12 months,
- plus the number of Shares issued with Shareholder approval under Listing Rule 7.1 (ie. the 15% capital raising approval requirement rule) or Listing Rule 7.4 (which relates to subsequent approvals by Shareholders of an issue of equity securities),
- less the number of Shares cancelled in the previous 12 months.

D = 10%.

E = The number of Equity Securities issued or agreed to be issued under Listing Rule 7.1A.2 in the 12 months before the date of issue or agreement to issue that are not issued with the approval of Shareholders under Listing Rule 7.1 or Listing Rule 7.4.

If Shareholders approve Resolution 7, the number of Equity Securities the Company may issue under the 10% Placement Capacity will be determined in accordance with the formula prescribed in ASX Listing Rule 7.1A.2.

Resolution 7 is a special resolution. Accordingly, at least 75% of votes cast by Shareholders present and eligible to vote at the Meeting must be in favour of Resolution 7 for it to be passed.

## **7.2 Technical information required by ASX Listing Rule 7.3A**

Pursuant to and in accordance with ASX Listing Rule 7.3A, the information below is provided in relation to this Resolution 7:

### **(a) Minimum Price**

The minimum price at which the Equity Securities may be issued is 75% of the volume weighted average price of Equity Securities in that class, calculated over the 15 ASX trading days on which trades in that class were recorded immediately before:

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<sup>1</sup> Nb. The explanation of the formula components should be read in conjunction with the definitions and rules of interpretation in the ASX Listing Rules.

- (i) the date on which the price at which the Equity Securities are to be issued is agreed; or
- (ii) if the Equity Securities are not issued within 5 ASX trading days of the date in section 7.2(a)(i), the date on which the Equity Securities are issued.

(b) **Date of Issue**

The Equity Securities may be issued under the 10% Placement Capacity commencing on the date of the Meeting and expiring on the first to occur of the following:

- (i) 12 months after the date of this Meeting; and
- (ii) the date of approval by Shareholders of any transaction under ASX Listing Rules 11.1.2 (a significant change to the nature or scale of the Company's activities) or 11.2 (disposal of the Company's main undertaking) (after which date, an approval under ASX Listing Rule 7.1A ceases to be valid).

(c) **Risk of voting dilution**

Any issue of Equity Securities under the 10% Placement Capacity will dilute the interests of Shareholders who do not receive any Shares under the issue.

If Resolution 7 is approved by Shareholders and the Company issues the maximum number of Equity Securities available under the 10% Placement Capacity, the economic and voting dilution of existing Shares would be as shown in the table below.

The table below shows the dilution of existing Shareholders calculated in accordance with the formula outlined in ASX Listing Rule 7.1A(2), on the basis of the market price and number of Shares on issue as at 4 October 2018.

The table also shows the voting dilution impact where the number of Shares on issue (Variable A in the formula) changes and the economic dilution where there are changes in the issue price of Shares issued under the 10% Placement Capacity.

Number of Shares on Issue (Variable 'A' in ASX Listing Rule 7.1A2)	Dilution			
	Issue Price (per Share)	\$0.26 50% decrease in Issue Price	\$0.51 Issue Price	\$0.77 50% increase in Issue Price
70,018,334	Shares issued - 10% voting dilution	7,001,833 Shares	7,001,833 Shares	7,001,833 Shares

Number of Shares on Issue (Variable 'A' in ASX Listing Rule 7.1A2) (Current Variable A)	Dilution			
	Issue Price (per Share)	\$0.26 50% decrease in Issue Price	\$0.51 Issue Price	\$0.77 50% increase in Issue Price
	Funds raised	\$1,785,468	\$3,570,935	\$5,356,403
105,027,501 (50% increase in Variable A)	Shares issued - 10% voting dilution	10,502,750 Shares	10,502,750 Shares	10,502,750 Shares
	Funds raised	\$2,678,201	\$5,356,403	\$8,034,604
140,036,668 (100% increase in Variable A)	Shares issued - 10% voting dilution	14,003,667 Shares	14,003,667 Shares	14,003,667 Shares
	Funds raised	\$3,570,935	\$7,141,870	\$10,712,805

\*The number of Shares on issue (Variable A in the formula) could increase as a result of the issue of Shares that do not require Shareholder approval (such as under a pro-rata rights issue or scrip issued under a takeover offer) or that are issued with Shareholder approval under ASX Listing Rule 7.1.

**The table above uses the following assumptions:**

1. There are currently 70,018,334 Shares on issue as at the date of this Notice.
2. The issue price set out above is the closing price of the Shares on the ASX on 4 October 2018.
3. The Company issues the maximum possible number of Equity Securities under the 10% Placement Capacity.
4. The Company has not issued any Equity Securities in the 12 months prior to the Meeting that were not issued under an exception in ASX Listing Rule 7.2 or with approval under ASX Listing Rule 7.1.
5. The issue of Equity Securities under the 10% Placement Capacity consists only of Shares. It is assumed that no Options are exercised into Shares.
6. The calculations above do not show the dilution that any one particular Shareholder will be subject to. All Shareholders should consider the dilution caused to their own shareholding depending on their specific circumstances.
7. This table does not set out any dilution pursuant to approvals under ASX Listing Rule 7.1.
8. The 10% voting dilution reflects the aggregate percentage dilution against the issued share capital at the time of issue. This is why the voting dilution is shown in each example as 10%.

Shareholders should note that there is a risk that:

- (i) the market price for the Company's Shares may be significantly lower on the issue date than on the date of the Meeting; and
- (ii) the Shares may be issued at a price that is at a discount to the market price for those Shares on the date of issue.

(d) **Purpose of Issue under 10% Placement Capacity**

The Company may issue Equity Securities under the 10% Placement Capacity for the following purposes:

- (i) as cash consideration in which case the Company intends to use funds raised for expenses associated with the acquisition of new resources, assets or investments and general working capital; or
- (ii) as non-cash consideration for the acquisition of new resources, assets or investments, in such circumstances the Company will provide a valuation of the non-cash consideration as required by ASX Listing Rule 7.1A.3.

The Company will comply with the disclosure obligations under ASX Listing Rules 7.1A(4) and 3.10.5A upon issue of any Equity Securities.

(e) **Allocation policy under the 10% Placement Capacity**

The recipients of the Equity Securities to be issued under the 10% Placement Capacity have not yet been determined. However, the recipients of Equity Securities could consist of current Shareholders or new investors (or both), none of whom will be related parties of the Company.

The Company will determine the recipients at the time of the issue under the 10% Placement Capacity, having regard to the following factors:

- (i) the purpose of the issue;
- (ii) alternative methods for raising funds available to the Company at that time, including, but not limited to, an entitlement issue or other offer where existing Shareholders may participate;
- (iii) the effect of the issue of the Equity Securities on the control of the Company;
- (iv) the circumstances of the Company, including, but not limited to, the financial position and solvency of the Company;
- (v) prevailing market conditions; and
- (vi) advice from corporate, financial and broking advisers (if applicable).

Further, if the Company is successful in acquiring new resources, assets or investments, it is likely that the recipients under the 10% Placement Capacity will be vendors of the new resources, assets or investments.

(f) **Issues under ASX Listing Rule 7.1A**

The Company previously obtained approval to issue Equity Securities pursuant to ASX Listing Rule 7.1A at the annual general meeting held on 28 November 2017. Since that date, the Company has issued the following Equity Securities pursuant to ASX Listing Rule 7.1A:

- (i) 5,252,250 Shares to clients of Patersons Securities Limited, none of whom were related parties of the Company; and

- (ii) 3,212,500 Shares to clients of Patersons Securities Limited and PAC Partners Pty Ltd, none of whom were related parties of the Company. Shareholder approval in regards to the issue of these Shares was obtained at the General Meeting of Shareholders held on 11 May 2018.

Details of all issues of Equity Securities by the Company during the preceding 12 months are set out at Schedule 1.

(g) **Compliance with ASX Listing Rules 7.1A.4 and 3.10.5A**

When the Company issues Equity Securities pursuant to the 10% Placement Capacity, it must give to ASX:

- (i) a list of the recipients of the Equity Securities and the number of Equity Securities issued to each (not for release to the market), in accordance with ASX Listing Rule 7.1A.4; and
- (ii) the information required by ASX Listing Rule 3.10.5A for release to the market.

### **7.3 Voting Exclusion**

A voting exclusion statement is included in this Notice. As at the date of this Notice, the Company has not invited any existing Shareholder to participate in an issue of Equity Securities under ASX Listing Rule 7.1A. Therefore, no existing Shareholders will be excluded from voting on Resolution 7.

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## GLOSSARY

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**\$** means Australian dollars.

**10% Placement Capacity** has the meaning given in Section 7.1.

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

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

**ASX 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.

**Closely Related Party** of a member of the Key Management Personnel means:

- (a) a spouse or child of the member;
- (b) a child of the member's spouse;
- (c) a dependent of the member or the member's spouse;
- (d) anyone else who is one of the member's family and may be expected to influence the member, or be influenced by the member, in the member's dealing with the entity;
- (e) a company the member controls; or
- (f) a person prescribed by the Corporations Regulations 2001 (Cth) for the purposes of the definition of 'closely related party' in the Corporations Act.

**Company** means Technology Metals Australia Limited (ACN 612 531 389).

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

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

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

**Eligible Entity** means an entity that, at the date of the relevant general meeting:

- (a) is not included in the S&P/ASX 300 Index; and
- (b) has a maximum market capitalisation (excluding restricted securities and securities quoted on a deferred settlement basis) of \$300,000,000.

**Equity Securities** includes a Share, a right to a Share or Option, an Option, a convertible security and any security that ASX decides to classify as an Equity Security.

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



**Key Management Personnel** has the same meaning as in the accounting standards issued by the Australian Accounting Standards Board and means those persons having authority and responsibility for planning, directing and controlling the activities of the Company, or if the Company is part of a consolidated entity, of the consolidated entity, directly or indirectly, including any director (whether executive or otherwise) of the Company, or if the Company is part of a consolidated entity, of an entity within the consolidated group.

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

**Option** means an option to acquire a Share.

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

**Remuneration Report** means the remuneration report set out in the Director's report section of the Company's annual financial report for the year ended 30 June 2018.

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

**Schedule** means a schedule to this Notice.

**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.

**Variable A** means "A" as set out in the formula in ASX Listing Rule 7.1A(2).

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

## SCHEDULE 1 – ISSUE OF EQUITY SECURITIES SINCE 28 NOVEMBER 2017

Date of Issue <sup>1</sup>	Quantity	Class	Recipients	Issue price and discount to Market Price (if applicable) <sup>2</sup>	Form of consideration				
12/01/2018	3,000,000	Options	Advisor Options issued pursuant to shareholder approval received at the Annual General Meeting on 28 November 2018	Unquoted Options exercisable on or before 12 January 2021	<p><b>Consideration:</b> Advisor Options issued pursuant to shareholder approval received at the Annual General Meeting on 28 November 2018</p> <p><b>Current value: \$457,176</b></p>				
31/01/2018	50,000	Shares <sup>3</sup>	Shares issued to optionholders on exercise of options.	<p>Exercise of Options at \$0.25 (discount of approximately 34%).</p> <p>Shares closed at \$0.34 on the last trading day prior to the issue being 31/01/2018.</p>	<p><b>Amount raised</b> = \$12,500</p> <p><b>Amount spent</b> = \$Nil</p> <p><b>Use of funds:</b> funds raised used to Monies raised will be used to advance the Definitive Feasibility Study ("DFS") on the Company's wholly owned Gabanintha Vanadium Project, fund additional exploration activities and for working capital purposes.</p> <p><b>Amount remaining</b> = \$12,500</p> <p><b>Proposed use of remaining funds<sup>4</sup>:</b></p> <table border="1" style="width: 100%;"> <tr> <td>Administration, Corporate and general working capital</td> <td style="text-align: right;">\$3,750</td> </tr> <tr> <td>Exploration and DFS</td> <td style="text-align: right;">\$8,750</td> </tr> </table>	Administration, Corporate and general working capital	\$3,750	Exploration and DFS	\$8,750
Administration, Corporate and general working capital	\$3,750								
Exploration and DFS	\$8,750								
8/3/2018	100,000	Shares <sup>3</sup>	Shares issued to optionholders on exercise of options.	<p>Exercise of Options at \$0.25 (discount of approximately 56%).</p> <p>Shares closed at \$0.39 on the last trading day prior to the issue being 8/03/2018.</p>	<p><b>Amount raised</b> = \$25,000</p> <p><b>Amount spent</b> = \$Nil</p> <p><b>Use of funds:</b> funds raised used to Monies raised will be used to advance the Definitive Feasibility Study ("DFS") on the Company's wholly owned Gabanintha Vanadium Project, fund additional exploration activities and for working capital purposes.</p> <p><b>Amount remaining</b> = \$25,000</p> <p><b>Proposed use of remaining funds<sup>4</sup>:</b></p> <table border="1" style="width: 100%;"> <tr> <td>Administration, Corporate and general working capital</td> <td style="text-align: right;">\$7,500</td> </tr> <tr> <td>Exploration and DFS</td> <td style="text-align: right;">\$17,500</td> </tr> </table>	Administration, Corporate and general working capital	\$7,500	Exploration and DFS	\$17,500
Administration, Corporate and general working capital	\$7,500								
Exploration and DFS	\$17,500								
8/03/2018	10,000,000	Shares <sup>3</sup>	FPO shares issued on conversion of 10,000,000 Class B Performance Shares.	<p>\$0.42 per Share (premium of approximately 7%).</p> <p>Shares closed at \$0.39 on the last trading day prior to the issue being 8/03/2018.</p>	<p><b>Consideration:</b> Issue of 10,000,000 fully paid ordinary shares following satisfaction of the performance milestone for the Class B Performance Shares</p> <p><b>Current value: \$4,200,000</b></p>				
19/03/2018	10,000,000	Shares <sup>3</sup>	Issued to sophisticated and institutional investors and clients of PAC Partners Pty Ltd (ACN 165 738 438) (PAC) and Patersons Securities Limited	<p>\$0.30 per Share (discount of approximately 17% on the 15-day VWAP on 13 March 2018).</p>	<p><b>Amount raised</b> = \$2,805,000 (net of offer costs)</p> <p><b>Amount spent</b> = \$2,185,753</p> <p><b>Use of funds:</b> funds raised used to accelerate the Company's business development activities and for working capital purposes.</p>				

			<p>AFSL No. 239 052 (Patersons).</p> <p>Issue was made pursuant to the Company's existing placement capacity under Listing Rule 7.1 and 7.1A.</p> <p>Issue under 7.1 and 7.1A was approved by Shareholders at the Company's general meeting held on 11 May 2018.</p>		<p><b>Amount remaining</b> = \$619,247</p> <p><b>Proposed use of remaining funds<sup>4</sup>:</b></p> <table border="1"> <tr> <td>Administration, Corporate and general working capital</td> <td>\$185,774</td> </tr> <tr> <td>Exploration and DFS</td> <td>\$433,473</td> </tr> </table>	Administration, Corporate and general working capital	\$185,774	Exploration and DFS	\$433,473
Administration, Corporate and general working capital	\$185,774								
Exploration and DFS	\$433,473								
16/05/2018	50,000	Shares <sup>3</sup>	<p>Shares issued to optionholders on exercise of options.</p>	<p>Exercise of Options at \$0.25 (discount of approximately 92%).</p> <p>Shares closed at \$0.48 on the last trading day prior to the issue being 16/05/2018.</p>	<p><b>Amount raised</b> = \$12,500</p> <p><b>Amount spent</b> = \$Nil</p> <p><b>Use of funds:</b> funds raised used to Monies raised will be used to advance the Definitive Feasibility Study ("DFS") on the Company's wholly owned Gabanintha Vanadium Project, fund additional exploration activities and for working capital purposes.</p> <p><b>Amount remaining</b> = \$12,500</p> <p><b>Proposed use of remaining funds<sup>4</sup>:</b></p> <table border="1"> <tr> <td>Administration, Corporate and general working capital</td> <td>\$3,750</td> </tr> <tr> <td>Exploration and DFS</td> <td>\$8,750</td> </tr> </table>	Administration, Corporate and general working capital	\$3,750	Exploration and DFS	\$8,750
Administration, Corporate and general working capital	\$3,750								
Exploration and DFS	\$8,750								
24/05/2018	6,666,666	6,666,666 Quoted Options exercisable at \$0.40 on or before 24 May 2020	<p>Free attaching Placement options (3,333,333) and Advisor Options (3,333,333) issued following shareholder approval at the Company's general meeting held on 11 May 2018.</p>	<p>No issue price (non-cash consideration)</p>	<p><b>Consideration:</b> Free attaching Placement options (3,333,333) and Advisor Options (3,333,333) issued following shareholder approval at the Company's general meeting held on 11 May 2018.</p> <p>Issued in accordance with the Option Incentive Plan as approved by Shareholders at the Company's general meeting held on 11 May 2018.</p> <p><b>Current value:</b></p> <p>Placement and Advisor Options – \$805,249</p> <p>Incentive Plan Options – \$402,625</p>				
	3,333,334	3,333,334 Unquoted Options exercisable on or before 24 May 2020	<p>Issued in accordance with the Option Incentive Plan as approved by Shareholders at the Company's general meeting held on 11 May 2018.</p>						
3/07/2018	200,000	Shares <sup>3</sup>	<p>Issued for the acquisition of additional tenure adjacent to the Northern Block of tenements.</p> <p>Issue was made pursuant to the Company's existing placement capacity under Listing Rule 7.1.</p>	<p>\$0.425 per Share (premium of approximately 27 %).</p> <p>Shares closed at \$0.54 on the last trading day prior to the issue being 3/07/2018.</p>	<p><b>Consideration:</b> Issue of 200,000 fully paid ordinary shares for the acquisition of additional tenure adjacent to the Northern Block of tenements.</p> <p><b>Current value: \$85,000</b></p>				
10/07/2018	125,000	Shares <sup>3</sup>	<p>Shares issued to optionholders on exercise of options.</p>	<p>Exercise of Options at \$0.25 (discount of approximately 210%).</p> <p>Shares closed at \$0.78 on the last trading</p>	<p><b>Amount raised</b> = \$31,250</p> <p><b>Amount spent</b> = \$Nil</p> <p><b>Use of funds:</b> funds raised used to Monies raised will be used to advance the Definitive Feasibility Study ("DFS") on the Company's wholly owned Gabanintha Vanadium</p>				

				day prior to the issue being 10/07/2018.	<p>Project, fund additional exploration activities and for working capital purposes.</p> <p><b>Amount remaining</b> = \$31,250</p> <p><b>Proposed use of remaining funds<sup>6</sup>:</b></p> <table border="1"> <tr> <td>Administration, Corporate and general working capital</td> <td>\$9,375</td> </tr> <tr> <td>Exploration and DFS</td> <td>\$21,875</td> </tr> </table>	Administration, Corporate and general working capital	\$9,375	Exploration and DFS	\$21,875
Administration, Corporate and general working capital	\$9,375								
Exploration and DFS	\$21,875								
3/08/2018	10,000	Shares <sup>3</sup>	Shares issued to optionholders on exercise of options.	<p>Exercise of Options at \$0.25 (discount of approximately 168%).</p> <p>Shares closed at \$0.67 on the last trading day prior to the issue being 3/08/2018.</p>	<p><b>Amount raised</b> = \$2,500</p> <p><b>Amount spent</b> = \$Nil</p> <p><b>Use of funds:</b> funds raised used to Monies raised will be used to advance the Definitive Feasibility Study ("DFS") on the Company's wholly owned Gabanintha Vanadium Project, fund additional exploration activities and for working capital purposes.</p> <p><b>Amount remaining</b> = \$2,500</p> <p><b>Proposed use of remaining funds<sup>6</sup>:</b></p> <table border="1"> <tr> <td>Administration, Corporate and general working capital</td> <td>\$750</td> </tr> <tr> <td>Exploration and DFS</td> <td>\$1,750</td> </tr> </table>	Administration, Corporate and general working capital	\$750	Exploration and DFS	\$1,750
Administration, Corporate and general working capital	\$750								
Exploration and DFS	\$1,750								
3/08/2018	533,333	Shares <sup>3</sup>	Shares issued to optionholders on exercise of options.	<p>Exercise of Options at \$0.40 (discount of approximately 68%).</p> <p>Shares closed at \$0.18 on the last trading day prior to the issue being 6/02/18.</p>	<p><b>Amount raised</b> = \$213,333</p> <p><b>Amount spent</b> = \$Nil</p> <p><b>Use of funds:</b> funds raised used to Monies raised will be used to advance the Definitive Feasibility Study ("DFS") on the Company's wholly owned Gabanintha Vanadium Project, fund additional exploration activities and for working capital purposes.</p> <p><b>Amount remaining</b> = \$213,333</p> <p><b>Proposed use of remaining funds<sup>6</sup>:</b></p> <table border="1"> <tr> <td>Administration, Corporate and general working capital</td> <td>\$64,000</td> </tr> <tr> <td>Exploration and DFS</td> <td>\$149,333</td> </tr> </table>	Administration, Corporate and general working capital	\$64,000	Exploration and DFS	\$149,333
Administration, Corporate and general working capital	\$64,000								
Exploration and DFS	\$149,333								
23/08/2018	250,000	Shares <sup>3</sup>	Shares issued to optionholders on exercise of options.	<p>Exercise of Options at \$0.35 (discount of approximately 54%).</p> <p>Shares closed at \$0.54 on the last trading day prior to the issue being 23/08/2018.</p>	<p><b>Amount raised</b> = \$87,500</p> <p><b>Amount spent</b> = \$Nil</p> <p><b>Use of funds:</b> funds raised used to Monies raised will be used to advance the Definitive Feasibility Study ("DFS") on the Company's wholly owned Gabanintha Vanadium Project, fund additional exploration activities and for working capital purposes.</p> <p><b>Amount remaining</b> = \$87,500</p> <p><b>Proposed use of remaining funds<sup>6</sup>:</b></p> <table border="1"> <tr> <td>Administration, Corporate and general working capital</td> <td>\$26,250</td> </tr> </table>	Administration, Corporate and general working capital	\$26,250		
Administration, Corporate and general working capital	\$26,250								

					Exploration and DFS	\$61,250			
23/08/2018	50,000	Shares <sup>3</sup>	Shares issued to optionholders on exercise of options.	Exercise of Options at \$0.25 (discount of approximately 120%).  Shares closed at \$0.55 on the last trading day prior to the issue being 23/08/2018.	<p><b>Amount raised</b> = \$12,500</p> <p><b>Amount spent</b> = \$Nil</p> <p><b>Use of funds:</b> funds raised used to Monies raised will be used to advance the Definitive Feasibility Study ("DFS") on the Company's wholly owned Gabanintha Vanadium Project, fund additional exploration activities and for working capital purposes.</p> <p><b>Amount remaining</b> = \$12,500</p> <p><b>Proposed use of remaining funds<sup>4</sup>:</b></p> <table border="1"> <tr> <td>Administration, Corporate and general working capital</td> <td>\$3,750</td> </tr> <tr> <td>Exploration and DFS</td> <td>\$8,750</td> </tr> </table>	Administration, Corporate and general working capital	\$3,750	Exploration and DFS	\$8,750
Administration, Corporate and general working capital	\$3,750								
Exploration and DFS	\$8,750								
10/09/2018	1,500,000	Shares <sup>3</sup>	For the acquisition of the 1.5% net profit interest ("Royalty") over E51/1510 and P51/2785.  Issue was made pursuant to the Company's existing placement capacity under Listing Rule 7.1.	\$0.55 per Share (no premium or discount on issue).	<p><b>Consideration:</b> Issue of 1,500,000 fully paid ordinary shares for the acquisition of 1.5% net profit interest ("Royalty") over E51/1510 and P51/2785.</p> <p><b>Current value: \$750,000</b></p>				
19/09/2018	50,000	Shares <sup>3</sup>	Shares issued to optionholders on exercise of options.	Exercise of Options at \$0.40 (discount of approximately 28%).  Shares closed at \$0.51 on the last trading day prior to the issue being 19/09/2018.	<p><b>Amount raised</b> = \$20,000</p> <p><b>Amount spent</b> = \$Nil</p> <p><b>Use of funds:</b> funds raised used to Monies raised will be used to advance the Definitive Feasibility Study ("DFS") on the Company's wholly owned Gabanintha Vanadium Project, fund additional exploration activities and for working capital purposes.</p> <p><b>Amount remaining</b> = \$20,000</p> <p><b>Proposed use of remaining funds<sup>4</sup>:</b></p> <table border="1"> <tr> <td>Administration, Corporate and general working capital</td> <td>\$6,000</td> </tr> <tr> <td>Exploration and DFS</td> <td>\$14,000</td> </tr> </table>	Administration, Corporate and general working capital	\$6,000	Exploration and DFS	\$14,000
Administration, Corporate and general working capital	\$6,000								
Exploration and DFS	\$14,000								
5/10/2018	12,000,000	Shares <sup>3</sup>	Issued to sophisticated and institutional investors and clients of Patersons Securities Limited AFSL No. 239 052 (Patersons).  Issue was made pursuant to the Company's existing placement capacity under Listing Rule 7.1 and 7.1A.	\$0.50 per Share (discount of approximately 13% on the 15-day VWAP on 28 September 2018).	<p><b>Amount raised</b> = \$5,604,000 (net of offer costs)</p> <p><b>Amount spent</b> = \$Nil</p> <p><b>Use of funds:</b> funds raised used to accelerate the Company's business development activities and for working capital purposes.</p> <p><b>Amount remaining</b> = \$5,604,000</p> <p><b>Proposed use of remaining funds<sup>4</sup>:</b></p> <table border="1"> <tr> <td>Administration, Corporate and general working capital</td> <td>\$1,681,200</td> </tr> <tr> <td>Exploration and DFS</td> <td>\$3,922,800</td> </tr> </table>	Administration, Corporate and general working capital	\$1,681,200	Exploration and DFS	\$3,922,800
Administration, Corporate and general working capital	\$1,681,200								
Exploration and DFS	\$3,922,800								

Notes:

1. This is the date the Appendix 3B was announced to ASX. The date of issue may be different. Refer to Item 7 of the relevant Appendix 3B for the specific date of issue.
2. Market Price means the closing price on ASX (excluding special crossings, overnight sales and exchange traded option exercises). For the purposes of this table the discount is calculated on the Market Price on the last trading day on which a sale was recorded prior to the date of issue of the relevant Equity Securities.
3. Fully paid ordinary shares in the capital of the Company, ASX Code: TMT (terms are set out in the Constitution).
4. A summary of the Company's Incentive Option Plan was disclosed in the notice of general meeting held on 11 May 2018. The full terms and conditions of the Company's Incentive Options Plan was announced to the ASX on 11 May 2018.
5. Full terms and conditions were disclosed in the notice of meeting for the general meeting held on 11 May 2018.
6. This is a statement of current intentions as at the date of this Notice. As with any budget, intervening events and new circumstances have the potential to affect the manner in which the funds are ultimately applied. The Board reserves the right to alter the way the funds are applied on this basis.
7. In respect of quoted Equity Securities the value is based on the closing price of the Shares (\$0.50) on the ASX on 5 October 2018. In respect of unquoted Equity Securities the value of Options is measured using the Black-Scholes methodology. Measurement inputs include the Share price on the measurement date, the exercise price, the term of the Option, the impact of dilution, the expected volatility of the underlying Share (based on weighted average historic volatility adjusted for changes expected due to publicly available information), the expected dividend yield and the risk free interest rate for the term of the Option.

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Technology Metals Australia Limited | ACN 612 531 389

# AGM Registration Card

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

[ReplaceNoImages]

[EntityRegistrationDetailsLine1Envelope]  
[EntityRegistrationDetailsLine2Envelope]  
[EntityRegistrationDetailsLine3Envelope]  
[EntityRegistrationDetailsLine4Envelope]  
[EntityRegistrationDetailsLine5Envelope]  
[EntityRegistrationDetailsLine6Envelope]

# [HolderNumber]

Holder Number:  
[HolderNumber]

## Vote by Proxy: TMT

Your proxy voting instruction must be received by **9.00am (WST) on Wednesday 14th November 2018**, being **not later than 48 hours** before the commencement of the Meeting. Any Proxy Voting instructions received after that time will not be valid for the scheduled Meeting.

### SUBMIT YOUR PROXY VOTE ONLINE

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

Login & Click on 'Meetings'. Use the Holder Number as shown at the top of this Proxy Voting form.

- ✓ **Save Money:** help minimise unnecessary print and mail costs for the Company.
- ✓ **It's Quick and Secure:** provides you with greater privacy, eliminates any postal delays and the risk of potentially getting lost in transit.
- ✓ **Receive Vote Confirmation:** instant confirmation that your vote has been processed. It also allows you to amend your vote if required.



### SUBMIT YOUR PROXY VOTE BY PAPER

Complete the form overleaf in accordance with the instructions set out below.

#### YOUR NAME AND ADDRESS

The name and address shown above is 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.

#### 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.

#### 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.



