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**AUSTRALIAN MINES LIMITED**

**ABN 68 073 914 191**

**NOTICE OF ANNUAL GENERAL MEETING**

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**TIME:** 10.30 am Perth, Western Australia time

**DATE:** 21 November 2018

**PLACE:** Stirling Room, Parmelia Hilton Hotel, 14 Mill Street, Perth WA 6000

*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.*

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## IMPORTANT INFORMATION

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### TIME AND PLACE OF MEETING

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Notice is given that the meeting of the Shareholders to which this Notice of Meeting relates will be held at 10.30 am Perth, Western Australia time on 21 November 2018 at:

Stirling Room, Parmelia Hilton Hotel, 14 Mill Street, Perth WA 6000

### YOUR VOTE IS IMPORTANT

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

### VOTING ELIGIBILITY

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The Directors have determined pursuant to Regulations 7.11.37 and 7.11.38 of the Corporations Regulations 2001 (Cth) that the persons eligible to vote at the Meeting are registered shareholders as at 5.00pm Perth, Western Australia time on 20 November 2018.

### VOTING IN PERSON

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

### VOTING BY PROXY

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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, members are advised that:

- each member has a right to appoint a proxy;
- the proxy need not be a member of the Company; and
- a member 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.

#### **Proxy vote if appointment specifies way to vote**

Section 250BB(1) of the Corporations Act provides that an appointment of a proxy may specify the way the proxy is to vote on a particular resolution and, **if it does:**

- the proxy need not vote on a show of hands, but if the proxy does so, the proxy must vote that way (i.e. as directed); and
- if the proxy has 2 or more appointments that specify different ways to vote on the resolution – the proxy must not vote on a show of hands; and
- if the proxy is the chair of the meeting at which the resolution is voted on – the proxy must vote on a poll, and must vote that way (i.e. as directed); and
- if the proxy is not the chair – the proxy need not vote on the poll, but if the proxy does so, the proxy must vote that way (i.e. as directed).

### **Transfer of non-chair proxy to chair in certain circumstances**

Section 250BC of the Corporations Act provides that, if:

- an appointment of a proxy specifies the way the proxy is to vote on a particular resolution at a meeting of the Company's members; and
- the appointed proxy is not the chair of the meeting; and
- at the meeting, a poll is duly demanded on the resolution; and
- either of the following applies:
  - the proxy is not recorded as attending the meeting;
  - the proxy does not vote on the resolution,

the chair of the meeting is taken, before voting on the resolution closes, to have been appointed as the proxy for the purposes of voting on the resolution at the meeting.

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## BUSINESS OF THE MEETING

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### AGENDA

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#### 1. FINANCIAL STATEMENTS AND REPORTS – AGENDA ITEM 1

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 directors' 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 resolution**:

*“That, for the purpose 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:

- (c) the voter is appointed as a proxy by writing that specifies the way the proxy is to vote on this Resolution; or
- (d) 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 DIRECTORS

##### 2.1 Michael Ramsden

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 7.3 of the Constitution and for all other purposes, Mr Michael Ramsden, a Director, retires by rotation, and being eligible, is re-elected as a Director.”*

2.2 Dominic Marinelli

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 7.3 of the Constitution and for all other purposes, Mr Dominic Marinelli, a Director, retires by rotation, and being eligible, is re-elected as a Director."*

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4. **RESOLUTION 3 – APPROVAL OF 10% PLACEMENT CAPACITY**

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

*"That, for the purpose of Listing Rule 7.1A and for all other purposes, approval is given for the issue of Equity Securities totalling up to 10% of the issued capital on the date of issue, calculated in accordance with the formula prescribed in Listing Rule 7.1A.2 and on the terms and conditions set out in the Explanatory Statement."*

**Voting Exclusion:** The Company will disregard any votes cast in favour of this Resolution by a person who is expected to participate in, or who will obtain a material benefit as a result of, the proposed issue (except a benefit solely by reason of being a holder of Shares), if the resolution is passed, or any associates of those entities. 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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5. **RESOLUTION 4 - RATIFICATION OF ISSUE OF SECURITIES – BERGEN CONVERTIBLE NOTES (TRANCHE ONE)**

To consider and, if thought fit, to pass 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 by the Company of 4,380,000 Convertible Notes to Bergen Global Opportunity Fund II, LLC on 14 September 2018 as set out in Section 5.1 of the Explanatory Statement."*

**Voting Exclusion:** The Company will disregard any votes cast in favour of this resolution by Bergen Global Opportunity Fund II, LLC or any associates of Bergen Global Opportunity Fund II, LLC.

However, the Company need not disregard a vote if it is cast by a person as 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 a 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 - APPROVAL OF AGREEMENT TO ISSUE SECURITIES – BERGEN CONVERTIBLE NOTES (TRANCHE TWO)**

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

*"That for the purposes of ASX Listing Rule 7.1, and for all other purposes, the agreement to issue 4,380,000 Convertible Notes to Bergen Global Opportunity Fund II, LLC is ratified, as further described in Section 6.1 of the Explanatory Statement."*

**Voting Exclusion:** The Company will disregard any votes cast in favour of this Resolution by a 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 associate of such person.

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.

**7. RESOLUTION 6 - RATIFICATION OF ISSUE OF SECURITIES – BERGEN SHARES AND BERGEN OPTIONS**

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

*“That for the purposes of ASX Listing Rule 7.4, and for all other purposes, Shareholders ratify the issue and allotment by the Company of 20,901,695 Shares and 19,800,000 Options to Bergen Global Opportunity Fund II, LLC as set out in Section 7.1 of the Explanatory Statement.”*

**Voting Exclusion:** The Company will disregard any votes cast in favour of this resolution by Bergen Global Opportunity Fund II, LLC or any associates of Bergen Global Opportunity Fund II, LLC.

However, the Company need not disregard a vote if it is cast by a person as 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 a proxy for a person who is entitled to vote, in accordance with a direction on the proxy form to vote as the proxy decides.

**BY ORDER OF THE BOARD**



**BENJAMIN BELL  
DIRECTOR  
19 OCTOBER 2018**

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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 which are the subject of the business of the Meeting.

Unless stated otherwise, information concerning the number of Shares on issue, market capitalisation and Share price are as at the date of the Notice of Meeting.

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### 1. FINANCIAL STATEMENTS AND REPORTS – AGENDA ITEM 1

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 <http://www.australianmines.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

Under changes to the Corporations Act which came into effect on 1 July 2011, 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 previous 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.

## 2.4 Proxy voting restrictions

Shareholders appointing a proxy for this Resolution should note the following:

***If you appoint a member of the Key Management Personnel (other than the Chair) whose remuneration details are included in the Remuneration Report, or a Closely Related Party of such a member as your proxy.***

***You must direct your proxy how to vote on this Resolution.*** Undirected proxies granted to these persons will not be voted and will not be counted in calculating the required majority if a poll is called on this Resolution.

***If you appoint the Chair as your proxy (where he/she is also a member of the Key Management Personnel whose remuneration details are included in the Remuneration Report, or a Closely Related Party of such a member).***

You **do not** need to direct your proxy how to vote on this Resolution. However, if you do not direct the Chair how to vote, **you should note that the Chair intends to vote all undirected proxies in favour of all resolutions.**

***If you appoint any other person as your proxy***

You **do not** need to direct your proxy how to vote on this Resolution, and you **do not** need to mark any further acknowledgement on the Proxy Form.

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## 3. RESOLUTION 2 – RE-ELECTION OF DIRECTORS

Clause 7.3 of the Constitution requires that at the Company's annual general meeting in every year, one-third of the Directors for the time being, or, if their number is not a multiple of 3, then the number nearest one-third (rounded down to the nearest whole number), shall retire from office.

The Directors to retire at an annual general meeting are those who have been longest in office since their last election, but, as between persons who became Directors on the same day, those to retire shall (unless they otherwise agree among themselves) be determined by drawing lots.

A Director who retires by rotation is eligible for re-election.

The Company currently has 3 Directors (excluding the Managing Director) and accordingly 1 must retire.

Mr Dominic Marinelli retires by rotation and seeks re-election. His details can be found in the Directors' Report section of the Annual Report. All Directors recommend that you vote in favour of his re-election.

It is also a requirement that directors must stand for re-election no more than the third AGM following their appointment or three years, whichever is longer. Mr Michael Ramsden was re-appointed as a director at the 2015 AGM and therefore seeks re-election. His details can be found in the Directors' Report section of the Annual Report. All Directors recommend that you vote in favour of his re-election.



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## 4. RESOLUTION 3 – APPROVAL OF 10% PLACEMENT CAPACITY

### 4.1 General

ASX Listing Rule 7.1A provides that an Eligible Entity may seek Shareholder approval at its annual general meeting to allow it to issue Equity Securities up to 10% of its issued capital (**10% Placement Capacity**).

The Company is an Eligible Entity.

If Shareholders approve Resolution 3, the number of Equity Securities the Eligible Entity may issue under the 10% Placement Capacity will be determined in accordance with the formula prescribed in ASX Listing Rule 7.1A.2 (as set out in section 4.2 below).

The effect of Resolution 3 will be to allow the Company to issue Equity Securities up to 10% of the Company's fully paid ordinary securities on issue on the date of issue under the 10% Placement Capacity during the period up to 12 months after the Meeting, without subsequent Shareholder approval and without using the Company's 15% annual placement capacity granted under Listing Rule 7.1.

Resolution 3 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 3 for it to be passed.

### 4.2 ASX Listing Rule 7.1A

ASX Listing Rule 7.1A came into effect on 1 August 2012 and enables an Eligible Entity to seek shareholder approval at its annual general meeting to issue Equity Securities in addition to those under the Eligible Entity's 15% annual placement capacity.

An Eligible Entity is one that, as at the date of the relevant annual 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 million.

The Company is an Eligible Entity as it is not included in the S&P/ASX 300 Index and has a current market capitalisation of approximately \$120 million.

Any Equity Securities issued must be in the same class as an existing class of quoted Equity Securities. The Company currently has 1 class of Equity Securities on issue, being the Shares (ASX Code: AUZ).

The exact number of Equity Securities that the Company may issue under an approval under Listing Rule 7.1A will be calculated according to the following formula:

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

Where:

- A** is the number of Shares on issue 12 months before the date of issue or agreement:
- (i) plus the number of Shares issued in the previous 12 months under an exception in ASX Listing Rule 7.2;
  - (ii) plus the number of partly paid shares that became fully paid in the previous 12 months;

- (iii) plus the number of Shares issued in the previous 12 months with approval of holders of Shares under Listing Rules 7.1 and 7.4 and not including issues of securities under the entity's 15% placement capacity without Shareholder approval; and
- (iv) less the number of Shares cancelled in the previous 12 months.

**D** is 10%.

**E** is the number of Equity Securities issued or agreed to be issued under ASX 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 holders of Ordinary Securities under ASX Listing Rule 7.1 or 7.4.

#### **4.3 Technical information required by ASX Listing Rule 7.1A**

Pursuant to and in accordance with ASX Listing Rule 7.3A, the information below is provided in relation to this Resolution 3:

**(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:

- (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 4.3(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 Listing Rule 7.1A ceases to be valid).

**(10% Placement Capacity Period).**

The Company will only issue and allot the Equity Securities during the 10% Placement Period. The approval under Resolution 3 for the issue of the Equity Securities will cease to be valid in the event that Shareholders approve a transaction under Listing Rule 11.1.2 (a significant change to the nature and scale of activities) or Listing Rule 11.2 (disposal of main undertaking).

**(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 3 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 current market price of Shares and the current number of Equity Securities on issue as at 3 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	Dilution			
	Issue Price (per Share)	\$0.0215 50% decrease in Issue Price	\$0.043 Issue Price	\$0.0645 50% increase in Issue Price
2,715,517,283 (Current)	10% Voting Dilution	271,551,728 Shares	271,551,728 Shares	271,551,728 Shares
	Funds raised	\$5,838,362	\$11,676,724	\$17,515,086
4,073,275,925 (50% increase)	10% Voting Dilution	407,327,592 Shares	407,327,592 Shares	407,327,592 Shares
	Funds raised	\$11,676,724	\$17,515,086	\$23,353,448
5,431,034,566 (100% increase)	10% Voting Dilution	543,103,456 Shares	543,103,456 Shares	543,103,456 Shares
	Funds raised	\$17,515,086	\$26,272,629	\$35,030,172

\*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), that are issued with Shareholder approval under Listing Rule 7.1, or ratified at this meeting such as the securities the subject of Resolutions 4 and 5. There are also 19,800,000 Bergen Options on issue, and 669,000,000 options held by SK Innovation.

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

- There are currently 2,715,517,283 Shares on issue. This amount does not include:
  - Shares that may be issued as a result of the conversion of Convertible Notes by Bergen as described in section 5;
  - Shares that may be issued as a result of the exercise of the 19,800,000 Bergen Options that have been issued to Bergen as described in Section 6; or
  - Shares that may be issued as a result of the exercise of the 669,000,000 options issued to SK Innovation.
- 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%.
- The issue price set out above is the closing price of the Shares on the ASX on 3 October 2018.
- The Company issues the maximum possible number of Equity Securities under the 10% Placement Capacity being 10% of the Company's issued capital on the date of issue.
- 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.
- 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.
- This table does not set out any dilution pursuant to approvals under ASX Listing Rule 7.1.

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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 the acquisition of new resources, assets and investments (including expenses associated with such an acquisition), continued exploration (expenditure funds may then be used for project, feasibility studies and ongoing project administration) and general working capital; or
- (ii) as non-cash consideration for the acquisition of new resources assets and investments in such circumstances the Company will provide a valuation of the non-cash consideration as required by listing Rule 7.1A.3.

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

The Company's allocation policy for the issue of Equity Securities under the 10% Placement Capacity will be dependent on the prevailing market conditions at the time of the proposed placement(s).

The allottees of the Equity Securities to be issued under the 10% Placement Capacity have not yet been determined. However, the allottees 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 allottees 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).

(f) **Previous Approval under ASX Listing Rule 7.1A**

The Company has previously obtained approval under ASX Listing Rule 7.1A at the 2014, 2015, 2016 and 2017 Annual General Meetings.

During the 12 months prior to the date of this meeting, the Company has issued 107,263,611 Shares, 669,000,000 options to SK Innovation with Shareholder approval and 19,800,000 Options details of which are set out in Annexure B. Shares issued represent approximately 4.1% of the Shares on issue at the start of that period. Shares and all options issued represents approximately 30.5% of the Shares on issue at the start of that period.

It has also issued 4,380,000 Convertible Notes to Bergen as detailed in Section 5.

The cash raised over the last 12-months has been and will be used to advance the Company's Cobalt-Nickel-Scandium projects as set out in the announcements concerning each capital raising and the Company's quarterly Activities and Cash Flow reports. The Company reported its cash position at as at 30 June 2018 at \$8.985m.

(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 will give to ASX:

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

#### 4.4 **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 3.

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## 5. **RESOLUTION 4 - RATIFICATION OF ISSUE OF SECURITIES – BERGEN CONVERTIBLE NOTES (TRANCHE ONE)**

### 5.1 **Background**

On 11 September 2018, the Company announced that it had executed an Investment Agreement with Bergen Global Opportunity Fund II LLC to raise up to A\$12 million by way of three issuances of Convertible Notes. The first tranche of Convertible Notes was issued on 14 September 2018.

The investment ensures that the Company remains fully-funded for the planned work program across the Company's project portfolio and, importantly, through to a final investment decision on its flagship Sconi Cobalt-Nickel-Scandium Project in Queensland.

Part of the proceeds from the Convertible Notes will be allocated to completing the acquisition of the Flemington Cobalt-Scandium-Nickel Project in New South Wales on a 100% basis under the Company's Option Agreement with Jervis Mining Limited, as well as being used to complete the upcoming Flemington resource expansion drilling program.

The investment will also strengthen the Company's balance sheet as it progresses through the current project finance discussions for the development of the Sconi Project, while allowing the Company to maintain the operation of its demonstration-scale processing plant in Perth.

The Board is allowed to issue or agree to issue up to 15% of its issued capital without Shareholder approval each 12 months under ASX Listing Rule 7.1. The first tranche of Convertible Notes were issued without Shareholder approval and, under the Terms, were within this limit. Under Listing Rule 7.4, the Company can seek Shareholder ratification of an issue made within the limit of ASX Listing Rule 7.1, and, if given, the effect of the ratification is to deem that the securities issued were issued with Shareholder approval, meaning that, from the date of the approval, the Board is again able to issue up to a further 15% of the issued capital without Shareholder approval.

## 5.2 Terms of Securities

The Terms of the Convertible Notes are set out in Annexure A.

## 5.3 ASX Listing Rule requirements for Resolution 4

### (a) ASX Listing Rule 7.4

As stated, ASX Listing Rule 7.4 enables the Company to ratify an issue of securities made without prior Shareholder approval under ASX Listing Rule 7.1 if:

- i. the issue of securities did not breach ASX Listing Rule 7.1; and
- ii. Shareholders subsequently approve the issue of those securities by the Company.

The securities issued did not breach ASX Listing Rule 7.1.

### (b) ASX Listing Rule 7.5

ASX Listing Rule 7.5 lists information which must be contained in the Notice of General Meeting and Explanatory Statement where Shareholders will consider a resolution pursuant to ASX Listing Rule 7.4. This information is set out below:

- i. The number of securities allotted – the Company issued on 14 September 2018 the first tranche of 4,380,000 Convertible Notes which convert into Shares on the Terms set out in Annexure A. The first tranche of Convertible Notes may be converted into up to 347,439,809 equity securities under the existing placement capacity of the Company under Listing Rule 7.1 and 100,907,989 equity securities under the existing placement capacity of the Company under Listing Rule 7.1A.
- ii. The issue price of the securities – 4,380,000 Convertible Notes were issued for \$4,000,000.
- iii. The basis on which the allottees were determined - the first tranche of Convertible Notes were issued to Bergen.
- iv. The terms of the securities – the Terms are set out in Annexure A.
- v. The use or intended use of the funds raised – see section 5.1 and the announcement to ASX dated 11 September 2018.
- vi. A voting exclusion statement - this information is set out in the Notice of Meeting.

## 5.4 Recommendation of directors

All Directors recommend that Shareholders vote in favour of Resolution 4.

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## **6. RESOLUTION 5 - APPROVAL OF AGREEMENT TO ISSUE SECURITIES – BERGEN CONVERTIBLE NOTES (TRANCHE TWO)**

### **6.1 Background and shareholder approval**

As stated in section 5.1, on 11 September 2018, the Company announced that it had executed an Investment Agreement with Bergen to raise up to \$12 million by way of three issues of Convertible Notes. The second tranche of Convertible Notes is intended to be issued on 12 January 2019. For further information regarding this investment, please refer to section 5.1 above.

In general terms, ASX Listing Rule 7.1 imposes a limit on the number of equity securities (including ordinary shares) that a listed company can issue or agree to issue without shareholder approval (15% placement capacity) where an exemption to the rule does not apply.

The impact of the issuance of the first tranche of the Convertible Notes (refer to Resolution 4 above) and the agreement to issue the two remaining tranches of Convertible Notes to Bergen on the Company's 15% placement capacity was calculated on the basis of the Terms that the maximum number of Shares into which the Convertible Notes could convert into was 347,439,809 Shares (absent Shareholder approval), being the Company's ASX Listing Rule 7.1 capacity at the time of execution of the Investment Agreement (after issuance of the Bergen Shares and the Bergen Options).

On this basis, the Company determined that it was able to issue and agree to issue the Convertible Notes within its 15% placement capacity and accordingly no shareholder approval was required.

Tranche Three of the Convertible Notes will be issued by mutual consent 120 days from the issue of Tranche Two as described in Section 1 of Annexure A. This period is longer than the three month time limit to seek shareholder approval set out in Listing Rule 7.3, and accordingly no approval is sought for Tranche Three.

### **6.2 Terms of Securities**

The Terms of the Convertible Notes are set out in Annexure A.

### **6.3 ASX Listing Rule requirements for Resolution 5**

ASX Listing Rule 7.3

ASX Listing Rule 7.3 lists information which must be contained in the Notice of General Meeting and Explanatory Statement where Shareholders will consider a resolution pursuant to ASX Listing Rule 7.1. This information is set out below:

- i. The number of securities to be issued – the Company has agreed to issue the second tranche of 4,380,000 Convertible Notes which convert into Shares on the Terms set out in Annexure A. By way of example, if the Convertible Notes were issued when the Company's assessed VWAP was \$0.043 then the following Shares would be issued (subject to the same assumptions in section 4.3(c):

Number of Shares on Issue	Dilution			
	Conversion Price (per Convertible Note)	No of Shares issued on conversion	Expanded capital	% of Shares issued on conversion
2,715,517,283	\$0.0387	112,973,949	2,828,491,232	3.99

- ii. The date of issue – the Company intends to issue the second tranche of Convertible Notes on 12 January 2019 and, in any event, no later than three months after the date on which the Shareholder approval is obtained under Resolution 5.
- iii. The issue price of the securities – 4,380,000 Convertible Notes will be issued for \$4,000,000.
- iv. The second tranche of Convertible Notes will be issued to Bergen.
- v. The terms of the securities – the Terms are set out in Annexure A.
- vi. The use or intended use of the funds raised – see section 5.1 and the announcement to ASX dated 11 September 2018.
- vii. A voting exclusion statement - this information is set out in the Notice of Meeting.

#### 6.4

#### Recommendation of directors

All Directors recommend that Shareholders vote in favour of Resolution 5.

### 7.

#### RESOLUTION 6 - RATIFICATION OF ISSUE OF SECURITIES – BERGEN SHARES AND BERGEN OPTIONS

#### 7.1

##### Background

As stated in section 5.1, on 11 September 2018, the Company announced that it had executed an Investment Agreement with Bergen to raise up to \$12 million by way of three issues of Convertible Notes.

Under the Terms, the Company also issued Bergen with the Bergen Shares and the Bergen Options. The terms of those securities are set out in Annexure A.

The Board is allowed to issue up to 15% of its issued capital without Shareholder approval each 12 months under ASX Listing Rule 7.1. 14,800,000 of the Bergen Shares and the Bergen Options were issued without Shareholder approval and were within the limit under ASX Listing Rule 7.1.

Further, the Board is allowed to issue up to 10% of its issued capital without Shareholder approval for a period of 12 months following an annual general meeting where approval under ASX Listing Rule 7.1A was obtained. 6,101,695 of the Bergen Shares were issued without Shareholder approval and were issued within the limit under ASX Listing Rule 7.1A.

Under Listing Rule 7.4, the Company can seek Shareholder ratification of an issue made within the limit of ASX Listing Rule 7.1 and/or ASX Listing Rule 7.1A (as applicable), and, if given, the effect of the ratification is to deem that the securities issued were issued with Shareholder approval, meaning that, from the date of the approval, the Board is again able to issue up to a further 15% of the issued capital of the Company under ASX Listing Rule 7.1 without Shareholder approval and up to a further 10% of the issued capital of the Company under ASX Listing Rule 7.1A.



## 7.2 Terms of Securities

The Terms of the Bergen Shares and Bergen Options are set out in Annexure A.

## 7.3 Listing Rule requirements for Resolution 6

### (a) ASX Listing Rule 7.4

As stated, Listing Rule 7.4 enables the Company to ratify an issue of securities made without prior Shareholder approval under ASX Listing Rule 7.1 and ASX Listing Rule 7.1A if:

- i. the issue of securities did not breach ASX Listing Rule 7.1 or ASX Listing Rule 7.1A; and
- ii. Shareholders subsequently approve the issue of those securities by the Company.

The issue of the Bergen Shares and Bergen Options did not breach ASX Listing Rule 7.1 or ASX Listing Rule 7.1A (as applicable).

### (b) ASX Listing Rule 7.5

ASX Listing Rule 7.5 lists information which must be contained in the Notice of General Meeting and Explanatory Statement where Shareholders will consider a resolution pursuant to ASX Listing Rule 7.4. This information is set out below:

- i. The number of securities allotted – the Company has issued 20,901,695 Bergen Shares and 19,800,000 Bergen Options.
- ii. The issue price of the securities – 6,101,695 of the Bergen Shares were issued for \$360,000, 14,800,000 of the Bergen Shares were issued for nil consideration. The Bergen Options were issued for nil consideration.
- iii. The Bergen Shares and Bergen Options were issued to Bergen.
- iv. The terms of the securities – the Terms are set out in Annexure A.
- v. The use or intended use of the funds raised – see section 5.1 and the announcement to ASX dated 11 September 2018.
- vi. A voting exclusion statement - this information is set out in the Notice of Meeting.

## 7.4 Recommendation of directors

All Directors recommend that Shareholders vote in favour of Resolution 6.

## Glossary

\$ means Australian dollars.

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

**Annual Report** means the Company's annual financial report for the year ended 30 June 2018

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

**ASX** means ASX Limited.

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

**Bergen** means Bergen Global Opportunity Fund II LLC.

**Bergen Options** means the 19,800,000 options issued to Bergen under the Terms.

**Bergen Shares** means the 20,901,695 Shares issued to Bergen under the Terms.

**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).

**Company** means Australian Mines Limited (ACN 073 914 191).

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

**Convertible Notes** means the Convertible Notes issued, or agreed to be issued, to Bergen under the Investment Agreement.

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

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

**Eligible Entity** has the meaning given to that term in the ASX Listing Rules.

**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.

**Investment Agreement** means the agreement between the Company and Bergen announced to ASX on 11 September 2018, and ancillary agreements.

**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.

**Perth, Western Australia time** means Australian Western Time as observed in Perth, Western Australia.

**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 Annual Report.

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

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

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

**Terms** means the terms of the Investment Agreement concerning the Convertible Notes, Bergen Shares and Bergen Options as set out in Annexure A.

## Annexure A

### 1 Convertible Notes

The Investment Agreement concerns three issues of Convertible Notes by the Company to Bergen as follows:

#### First Closing / Tranche One

First Closing occurred on 14 September 2018. At First Closing, Bergen paid \$4,000,000 to the Company and the Company issued the first tranche of 4,380,000 unsecured, interest-free Convertible Notes with a 24 month maturity to Bergen on the terms set out below.

The Company also issued the Bergen Shares and Bergen Options set out below.

#### Second Closing / Tranche Two

Second Closing is to occur 120 days after First Closing. At Second Closing, Bergen will pay \$4,000,000 to the Company and the Company will issue the second tranche of 4,380,000 unsecured, interest-free Convertible Notes with a 24 month maturity to Bergen on the terms set out below.

#### Third Closing / Tranche Three

Third Closing will occur 120 days after Second Closing by mutual consent of the parties. At Third Closing (unless agreed not to proceed), Bergen will pay \$4,000,000 to the Company and the Company will issue the third tranche of 4,380,000 unsecured, interest-free Convertible Notes with a 24 month maturity to Bergen on the terms set out below.

### 2 Terms of Convertible Notes

The terms of the Convertible Notes are as follows:

- The face value of each Convertible Note is \$1.00. The Company issued 4,300,000 Convertible Notes for \$4,000,000.
- The Convertible Notes do not bear interest.
- Each Convertible Note shall be convertible into new Shares of the Company determined by dividing the face value of the relevant Convertible Notes by 90% of the average of five daily VWAPs per share during a specified period prior to the conversion date of the Convertible Notes. The Convertible Notes may be converted into up to 347,439,809 equity securities under the existing placement capacity of the Company under Listing Rule 7.1 and 100,907,989 equity securities under the existing placement capacity of the Company under Listing Rule 7.1A.
- The Shares issued upon conversion of the Convertible Notes will rank *pari passu* with existing Shares.
- The Convertible Notes do not carry any voting rights at meetings of shareholders of the Company, and have no rights of participation in any rights issues undertaken by the Company prior to their conversion.
- Maturity: 24 months from date of issue;
- Redemption: the Company can redeem Convertible Notes issued under First Closing for which a Conversion Notice has not been received. The holder of the Convertible Notes can however elect that up to 30% of the Convertible Notes may not be redeemed. The redemption price is the total aggregate amount outstanding in respect of the Convertible Notes redeemed.
- Conversion: the Convertible Note holder can at any time elect to convert Convertible Notes into Shares by giving a Conversion Notice. The conversion price is 90% of 5 daily VWAP's selected by the holder from the 20 trading days immediately prior to giving the Conversion Notice.
- Maturity: at the Maturity Date, if there are amounts outstanding under Convertible Notes, those Convertible Notes are converted using the amounts outstanding and conversion price formula referred to above.

- The Company must not issue Shares in conversion of Convertible Notes if that issue:
  - Would cause any person to exceed 19.9% voting power in the Company; or
  - Would cause the Company to exceed its placement capacity under Listing Rule 7.1 or 7.1A.

### **3 Bergen Shares**

The following Shares have been issued to Bergen:

#### **Commencement Fee Shares**

On 11 September 2018, the Company issued 6,101,695 Shares to Bergen for \$360,000 which was payable to Bergen as a Commencement Fee. The Shares rank *pari passu* with all other Shares on issue.

#### **Collateral Shares**

On 14 September 2018, the Company issued 14,800,000 Shares to Bergen for nil consideration as collateral security to secure its obligations under the Investment Agreement. The Shares rank *pari passu* with all other Shares on issue.

### **4 Bergen Options**

On 11 September 2018, the Company issued Bergen with 19,800,000 2 year unquoted call options exercisable at \$0.0959 per option. Each Bergen Option converts into a Share, which on conversion will rank *pari passu* with other Shares on issue.

Other Bergen Option terms are as follows:

#### **Issue of Shares on exercise of Options**

As soon as reasonably practicable, but no later than on the Business Day following the date of the receipt of a duly completed Exercise Form and the payment, the Company must issue the Shares in respect of which the Options are so exercised by the Option holder and provide to the Option holder holding statements evidencing that such Shares have been recorded on the Company's Share register.

#### **Bonus issues**

If prior to an exercise of an Option, there is a bonus issue the number of Shares over which an Option is exercisable shall be increased as specified in Listing Rule 6.22.3.

#### **Rights issues**

If prior to an exercise of an Option, there is a pro rata issue (except a bonus issue) as referred to in Listing Rule 6.22.2, the Option Exercise Price shall be reduced according to the formula in Listing Rule 6.22.2.

#### **Reconstruction of capital**

In the event of a consolidation, subdivision or similar reconstruction of the issued capital of the Company, the rights of an Option holder will be changed to comply with the Listing Rules (currently Listing Rule 7.22) applying to a reorganisation of capital at the time of the reorganisation.

### **Cumulative adjustments**

Full effect must be given to the provisions of these terms, as and when occasions for their application arise and in such manner that the effects of the successive applications of them are cumulative, the intention being that the adjustments they progressively effect will be such as to reflect, in relation to the Shares issuable on exercise of the Options outstanding, the adjustments which on the occasions in question are progressively effected in relation to Shares already on issue.

### **Notice of adjustments**

Whenever the number of Shares over which an Option is exercisable, or the Option Exercise Price, is adjusted pursuant to this Agreement, the Company must give written notice of the adjustment to all the Option holders, within one Business Day.

### **No right to participate in new issues**

An Option holder cannot (in its capacity as a holder of an Option) participate in new issues of Securities without exercising the Option.

### **Assignability and transferability**

The Options are freely assignable and transferable, subject to the provisions of Chapter 6D of the Corporations Act and all applicable other Laws.

## Annexure B

### Issued with Shareholder approval

No of securities.	Date approval	Date of issue	Class	Issue Price	Close market price	Discount	Consideration cash	Consideration non cash current value	Purpose of issue	Persons issued to
69,550,000	13.11.2017 – Director Loan Share Plan	28.11.2017	Ordinary shares	\$0.11626	\$0.091	premium	Issued under Loan Share Plan, no cash received	N/A	Issued under Loan Share Plan	Directors
669,000,000	30.05.2018 – SK Innovation Options	30.05.2018	Options*	Nil	\$0.092	N/A	nil	N/A	Issued to SK Innovation as part of the Offtake Agreement as set out in the Notice of Meeting	SK Innovation
16,811,916	30.05.2018 – Sconi acquisition shares	05.07.2018	Ordinary shares	\$0.08922	\$0.088	Premium	\$1,500,000	N/A	Issued as part consideration for acquisition of Sconi Project	Metallica Minerals Limited

\* For terms of options refer to section 1 and Annexure A of the Explanatory Statement to the Notice of Meeting held on 30 May 2018

### Issued under Listing Rule 7.1

No of securities	Date of issue announcement	Date of issue	Class	Issue Price	Close market price	discount	Consideration cash	Consideration non cash – current value	Purpose of issue	Persons issued to or basis on which those persons were determined
19,800,000	11.09.2018	11.09.2018	Bergen Options*	Nil	\$0.073	N/A	See section 6	N/A	See section 6	Bergen
14,800,000	11.09.2018	14.09.2018	Ordinary shares	Nil	\$0.0738	N/A	See section 6	N/A	See section 6	Bergen
4,300,000	11.09.2018	14.09.2018	Convertible Notes	\$4,000,000	\$0.0738	N/A	See section 5	N/A	See section 5	Bergen

\* For terms see Annexure A Section 4 of the Explanatory Statement to this Notice of Meeting

Issued under Listing Rule 7.1A

No of securities	Date of issue announcement	Date of issue	Class	Issue Price	Close market price	Discount	Consideration - cash	Consideration – non cash – current value	Purpose of issue	Persons issued to
6,101,695	11.09.2018	11.09.2018	Ordinary shares	\$0.059	\$0.0738	25%	See section 6	N/A	See section 6	Bergen

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**ONLINE PROXY APPOINTMENT**

www.advancedshare.com.au/investor-login



**MOBILE DEVICE PROXY APPOINTMENT**

Lodge your proxy by scanning the QR code below, and enter your registered postcode.  
It is a fast, convenient and a secure way to lodge your vote.

**2018 ANNUAL GENERAL MEETING PROXY FORM**

I/We being shareholder(s) of Australian Mines Limited and entitled to attend and vote hereby:

**APPOINT A PROXY**

The Chair of the meeting

**OR**

**PLEASE NOTE:** If you leave the section blank, the Chair of the Meeting will be your proxy.

or failing the individual(s) or body corporate(s) named, or if no individual(s) or body corporate(s) named, the Chair of the Meeting, as my/our proxy to act generally at the meeting on my/our behalf, including to vote in accordance with the following directions (or, if no directions have been given, and to the extent permitted by law, as the proxy sees fit), at the Annual General Meeting of the Company to be held at **Stirling Room, Parmelia Hilton Hotel, 14 Mill Street, Perth WA 6000 on 21 November 2018 at 10.30am WST** and at any adjournment or postponement of that Meeting.

**Chair authorised to exercise undirected proxies on remuneration related resolutions:** Where I/we have appointed the Chair of the Meeting as my/our proxy (or the Chair becomes my/our proxy by default), I/we expressly authorise the Chair to exercise my/our proxy on Item 1 (except where I/we have indicated a different voting intention below) even though this Item is connected directly or indirectly with the remuneration of a member(s) of key management personnel, which includes the Chair.

I/we acknowledge the Chair of the Meeting intends to vote all undirected proxies available to them in favour of each Item of Business.

**VOTING DIRECTIONS**

**Agenda Items**

	For	Against	Abstain*
1 ADOPTION OF REMUNERATION REPORT	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
2(a) RE-ELECTION OF DIRECTOR - MICHAEL RAMSDEN	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
2(b) RE-ELECTION OF DIRECTOR - DOMINIC MARINELLI	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
3 APPROVAL OF 10% PLACEMENT CAPACITY	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
4 RATIFICATION OF ISSUE OF SECURITIES – BERGEN CONVERTIBLE NOTES (TRANCHE ONE)	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
5 APPROVAL OF AGREEMENT TO ISSUE SECURITIES – BERGEN CONVERTIBLE NOTES (TRANCHE TWO)	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
6 RATIFICATION OF ISSUE OF SECURITIES – BERGEN SHARES AND BERGEN OPTIONS	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>



\* If you mark the Abstain box for a particular Item, you are directing your proxy not to vote on your behalf 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**

Shareholder 1 (Individual)

Joint Shareholder 2 (Individual)

Joint Shareholder 3 (Individual)

Sole Director and Sole Company Secretary

Director/Company Secretary (Delete one)

Director

This form should be signed by the shareholder. If a joint holding, all the shareholders should sign. If signed by the shareholder's attorney, the power of attorney must have been previously noted by the registry or a certified copy attached to this form. If executed by a company, the form must be executed in accordance with the company's constitution and the Corporations Act 2001 (Cth).

Email Address



Please tick here to agree to receive communications sent by the company via email. This may include meeting notifications, dividend remittance, and selected announcements.

For personal use only STEP 1 STEP 2 STEP 3

## HOW TO COMPLETE THIS SHAREHOLDER PROXY FORM

**IF YOU WOULD LIKE TO ATTEND AND VOTE AT THE MEETING, PLEASE BRING THIS FORM WITH YOU.  
THIS WILL ASSIST IN REGISTERING YOUR ATTENDANCE.**

### CHANGE OF ADDRESS

This form shows your address as it appears on Company's share register. If this information is incorrect, please make the correction on the form. Shareholders sponsored by a broker should advise their broker of any changes.

### APPOINTMENT OF A PROXY

If you wish to appoint the Chair as your proxy, mark the box in Step 1. If you wish to appoint someone other than the Chair, please write that person's name in the box in Step 1. A proxy need not be a shareholder of the Company. A proxy may be an individual or a body corporate.

### DEFAULT TO THE CHAIR OF THE MEETING

If you leave Step 1 blank, or if your appointed proxy does not attend the Meeting, then the proxy appointment will automatically default to the Chair of the Meeting.

### VOTING DIRECTIONS – PROXY APPOINTMENT

You may direct your proxy on how to vote by placing a mark in 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 a given item, your proxy may vote as they choose to the extent they are permitted by law. If you mark more than one box on an item, your vote on that item will be invalid.

### PROXY VOTING BY KEY MANAGEMENT PERSONNEL

If you wish to appoint a Director (other than the Chair) or other member of the Company's key management personnel, or their closely related parties, as your proxy, you must specify how they should vote on Item 1, by marking the appropriate box. If you do not, your proxy will not be able to exercise your vote for Item 1.

**PLEASE NOTE:** If you appoint the Chair as your proxy (or if they are appointed by default) but do not direct them how to vote on an item (that is, you do not complete any of the boxes "For", "Against" or "Abstain" opposite that item), the Chair may vote as they see fit on that item.

### APPOINTMENT OF A SECOND PROXY

You are entitled to appoint up to two persons as proxies to attend the meeting and vote on a poll. If you wish to appoint a second proxy, an additional Proxy Form may be obtained by telephoning Advanced Share Registry Limited or you may copy this form and return them both together.

To appoint a second proxy you must:

- On each Proxy Form state the percentage of your voting rights or number of shares applicable to that form. If the appointments do not specify the percentage or number of votes that each proxy may exercise, each proxy may exercise half your votes. Fractions of votes will be disregarded; and
- Return both forms together.

### CORPORATE REPRESENTATIVES

If a representative of a nominated corporation is to attend the meeting the appropriate "Certificate of Appointment of Corporate Representative" should be produced prior to admission in accordance with the Notice of Meeting. A Corporate Representative Form may be obtained from Advanced Share Registry.

### SIGNING INSTRUCTIONS ON THE PROXY FORM

#### Individual:

Where the holding is in one name, the security holder must sign.

#### Joint Holding:

Where the holding is in more than one name, all of the security holders should sign.

#### Power of Attorney:

If you have not already lodged the Power of Attorney with Advanced Share Registry, please attach the original or a certified photocopy of the Power of Attorney to this form when you return it.

#### Companies:

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

### LODGE YOUR PROXY FORM

This Proxy Form (and any power of attorney under which it is signed) must be received at an address given below by 10.30am WST on 19 November 2018, being not later than 48 hours before the commencement of the Meeting. Proxy Forms received after that time will not be valid for the scheduled meeting.



#### ONLINE PROXY APPOINTMENT

[www.advancedshare.com.au/investor-login](http://www.advancedshare.com.au/investor-login)



#### BY MAIL

Advanced Share Registry Limited  
110 Stirling Hwy, Nedlands WA 6009; or  
PO Box 1156, Nedlands WA 6909



#### BY FAX

+61 8 9262 3723



#### BY EMAIL

[admin@advancedshare.com.au](mailto:admin@advancedshare.com.au)



#### IN PERSON

Advanced Share Registry Limited  
110 Stirling Hwy, Nedlands WA 6009



#### ALL ENQUIRIES TO

Telephone: +61 8 9389 8033