

**Dear Shareholder,**

**Notice of Annual General Meeting**

**The Company's Annual General Meeting (AGM or 2018 AGM) will be held at 10.00am (AWST) at Fraser Suites, 10 Adelaide Terrace, Perth, Western Australia, 6004, Australia on 23 November 2018.**

The notice of meeting includes agenda items, eligibility to vote and explanatory notes. In particular, the formal business to be dealt with at the AGM is summarized as follows:

- § receive and consider the Annual Financial Reports for the 2018 Financial Year;
- § elect directors;
- § adopt the remuneration report and;
- § approve the grant of share-based compensation to the Directors.

The directors recommend that shareholders vote in favour of all items of business.

If you choose to attend the meeting, please bring the enclosed proxy form with you to assist with your registration for entry to the AGM. If you do not plan to be at the meeting, you are encouraged to appoint someone to attend and vote on your behalf as your proxy.

Instructions on how to appoint a proxy are on the back of the enclosed proxy form. Please read these instructions carefully. The instructions will also assist you if you wish to appoint the Chairman as your proxy to vote on your behalf. Proxy forms must be received by 10.00am (AWST) on 21 November 2018 to be valid for the meeting.

The Investor section of our website contains a link to the Company's share registry provider. You may register your details at this site, including email address, to receive all shareholder information electronically (ie., 2018 Annual Financial Report and the Notice of Meeting).

We look forward to seeing you at the AGM.

**Board of Directors**

## AGENDA

The Explanatory Memorandum which follows the Agenda (and forms part of the Notice of Meeting) provides additional information on the matters to be considered at the Meeting.

## ORDINARY BUSINESS

### Annual Financial Report – 2018

To receive and consider the 2018 Annual Financial Report of the Company and its controlled entities and the reports of the Directors and of the Auditors for the financial year ended 30 June 2018.

The Company's auditor will be present at the Meeting to answer questions regarding the Auditor's Report.

### Resolution 1: Remuneration Report

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

To adopt the Remuneration Report for the year ended 30 June 2018 submitted as part of the Directors' Report for the financial year ended 30 June 2018, pursuant to sections 250R(2) and 250R(3) of the Corporations Act 2001 (**Corporations Act**).

Please note that the vote on this item is advisory only and does not bind the Directors of the Company or the Company.

### **Voting Exclusion Statement**

*In accordance with section 250R of the Corporations Act, a vote on this must not be cast by, or on behalf of, a member of the Company's Key Management Personnel (KMP) whose remuneration details are included in the Remuneration Report or a closely related party of a KMP, whether the votes are cast as a shareholder, proxy or in any other capacity, and the Company will disregard any such vote.*

*However, the Company will not disregard a vote cast by a KMP or closely related party of a KMP if:*

- (a) the person is acting as proxy appointed by writing that specifies how the proxy is to vote on the resolution, and the vote is not cast on behalf of a person who is otherwise excluded from voting on the resolution as described above; or*
- (b) the person is the Chair voting an undirected proxy which expressly authorises the Chair to vote the proxy on a resolution connected with the remuneration of a member of the Company's KMP.*
- (c) if it is cast by a custodian or nominee, to the extent only that those holders (Nominee Holders) are acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of beneficiaries*

*If you are a KMP or a closely related party of a KMP (or are acting on behalf of any such person) and purport to cast a vote that will be disregarded by the Company (as described above), you may commit an offence by breaching the voting restrictions that apply to you under the Corporations Act.*

*A closely related party of a member of the Company's KMP means any of the following:*

- a spouse or child of the member;*
- a child of the member's spouse;*
- a dependant of the member or of the member's spouse;*
- 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 dealings with the entity;*
- a company the member controls; or*
- a person prescribed by regulations (as at the date of this Notice, no such regulations have been prescribed).*

### **Resolutions 2(a), (b) and (c): Election of Directors**

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

- (a) That Mr Sal Catalano, is elected as a Director of the Company in accordance with of the Company's Constitution;
- (b) That Mr David Trimboli is elected as a Director of the Company in accordance with of the Company's Constitution;
- (c) That Mr Robert Osmetti is elected as a Director of the Company in accordance with of the Company's Constitution.

Information about each of the candidates is set out in the Explanatory Memorandum.

**Resolution 3(a), (b), (c), (d) and (e): Approval of Proposed Issue of Shares to Directors**

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

- (a) That for the purpose of Listing Rule 10.11 and for all other purposes, and subject to any applicable ASX waiver, shareholder approval is given for the Company to issue to Steven Chadwick (or his nominee) fully paid ordinary shares in satisfaction of directors' fees up to a maximum of 18,000,000 shares per quarter or part thereof until 31 October 2019 on the terms set out in the Explanatory Memorandum.

***Voting Exclusion Statement:*** *The Company will disregard any votes cast on this resolution by Steven Chadwick and any of his associates and any other person who will obtain a benefit (except a benefit solely in the capacity of a holder of securities).*

*However, the Company will not disregard a vote if:*

- (a) *it is cast by the person as proxy for a person who is entitled to vote, in accordance with directions on the Proxy Form;*
- (b) *if it is cast by a custodian or nominee, to the extent only that those holders (Nominee Holders) are acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of beneficiaries who did not or will not participate in the issue;*
- (c) *it is cast by the person chairing the Meeting as proxy for a person who is entitled to vote, in accordance with directions on the Proxy Form to vote as the proxy decides.*

- (b) That for the purpose of Listing Rule 10.11 and for all other purposes, and subject to any applicable ASX waiver, shareholder approval is given for the Company to issue to Sal Catalano (or his nominee) fully paid ordinary shares in satisfaction of directors' fees up to a maximum of 18,000,000 shares per quarter or part thereof until 31 October 2019 on the terms set out in the Explanatory Memorandum.

***Voting Exclusion Statement:*** *The Company will disregard any votes cast on this resolution by Sal Catalano and any of his associates and any other person who will obtain a benefit (except a benefit solely in the capacity of a holder of securities).*

*However, the Company will not disregard a vote if:*

- (a) *it is cast by the person as proxy for a person who is entitled to vote, in accordance with directions on the Proxy Form;*
- (b) *if it is cast by a custodian or nominee, to the extent only that those holders (Nominee Holders) are acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of beneficiaries who did not or will not participate in the issue*
- (c) *it is cast by the person chairing the Meeting as proxy for a person who is entitled to vote, in accordance with directions on the Proxy Form to vote as the proxy decides.*

- (c) That for the purpose of Listing Rule 10.11 and for all other purposes, and subject to any applicable ASX waiver, shareholder approval is given for the Company to issue to Robert Osmetti (or his nominee) fully paid ordinary shares in satisfaction of directors' fees up to a maximum of 12,000,000 shares per quarter or part thereof until 31 October 2019 on the terms set out in the Explanatory Memorandum.

***Voting Exclusion Statement:*** *The Company will disregard any votes cast on this resolution by Robert Osmetti and any of his associates and any other person who will obtain a benefit (except a benefit solely in the capacity of a holder of securities).*

*However, the Company will not disregard a vote if:*

- (a) *it is cast by the person as proxy for a person who is entitled to vote, in accordance with directions on the Proxy Form;*
- (b) *if it is cast by a custodian or nominee, to the extent only that those holders (Nominee Holders) are acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of beneficiaries who did not or will not participate in the issue*
- (c) *it is cast by the person chairing the Meeting as proxy for a person who is entitled to vote, in accordance with directions on the Proxy Form to vote as the proxy decides.*

- (d) That for the purpose of Listing Rule 10.11 and for all other purposes, and subject to any applicable ASX waiver, shareholder approval is given for the Company to issue to Bruno Ruggiero (or his nominee) fully paid ordinary shares in satisfaction of directors' fees up to a maximum of 18,000,000 shares per quarter or part thereof until 31 October 2019 on the terms set out in the Explanatory Memorandum.

***Voting Exclusion Statement:*** *The Company will disregard any votes cast on this resolution by Bruno Ruggiero and any of his associates and any other person who will obtain a benefit (except a benefit solely in the capacity of a holder of securities).*

*However, the Company will not disregard a vote if:*

- (a) it is cast by the person as proxy for a person who is entitled to vote, in accordance with directions on the Proxy Form;*
- (b) if it is cast by a custodian or nominee, to the extent only that those holders (Nominee Holders) are acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of beneficiaries who did not or will not participate in the issue*
- (c) it is cast by the person chairing the Meeting as proxy for a person who is entitled to vote, in accordance with directions on the Proxy Form to vote as the proxy decides.*

- (e) That for the purpose of Listing Rule 10.11 and for all other purposes, and subject to any applicable ASX waiver, shareholder approval is given for the Company to issue to David Trimboli (or his nominee) fully paid ordinary shares in satisfaction of directors' fees up to a maximum of 12,000,000 shares per quarter or part thereof until 31 October 2019 on the terms set out in the Explanatory Memorandum.

***Voting Exclusion Statement:*** *The Company will disregard any votes cast on this resolution by David Trimboli and any of his associates and any other person who will obtain a benefit (except a benefit solely in the capacity of a holder of securities).*

*However, the Company will not disregard a vote if:*

- (a) it is cast by the person as proxy for a person who is entitled to vote, in accordance with directions on the Proxy Form;*
- (b) if it is cast by a custodian or nominee, to the extent only that those holders (Nominee Holders) are acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of beneficiaries who did not or will not participate in the issue*
- (c) it is cast by the person chairing the Meeting as proxy for a person who is entitled to vote, in accordance with directions on the Proxy Form to vote as the proxy decides.*

## **EXPLANATORY MEMORANDUM**

### **1. Introduction**

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#### **1.1. General**

The purpose of this Explanatory Memorandum is to provide shareholders with all information known to the Company, which is material to a decision on how to vote on the resolutions contained in the Notice. The Explanatory Memorandum forms part of the Notice.

A copy of the Notice was lodged with ASX Limited (ASX) on 17 October 2018. No responsibility is taken for the content of this Notice by ASX.

This Explanatory Memorandum should also be read in conjunction with the 2018 Annual Financial Report attached to this Notice.

Shareholders are advised to read this document carefully and in full before the Meeting is held. If you are in any doubt as to how to deal with this document, please consult your legal, financial or other professional advisor.

#### **1.2. Purpose of Meeting**

The Meeting has the following purposes:

- (i) to consider resolutions relating to the ordinary business of the Company required to be conducted at the 2018 annual general meeting of the Company, including the adoption of accounts, the approval of remuneration reports and the election of Directors; and
- (ii) to consider resolutions relating to the remuneration of Directors.

See Section 3 below, for further information.

#### **1.3. Forward looking statements**

This Explanatory Memorandum may contain forward looking statements. Shareholders should be aware that such statements are only predictions and are subject to inherent risks and uncertainties. Those risks and uncertainties include factors and risks specific to the Company as well as general economic conditions and conditions in the financial markets.

Actual events or results may differ materially from the events or results expressed or implied in any forward looking statement and such deviations are both normal and to be expected. Neither the Company, any of its officers or any person named in the Notice or involved in the preparation of the Notice makes any representation or warranty (either express or implied) as to accuracy or likelihood of fulfilment of any forward looking statement, or any events or results expressed or implied in any forward looking statement, and shareholders are cautioned not to place undue reliance on those statements. To the extent that there is any forward-looking statement in this Notice, such statements reflect views held only as at the date of this Notice.

#### **1.4. Glossary**

In this Notice of Meeting and Explanatory Statement, unless the context otherwise requires:

**2018 Accounts** means the Company's full-year financial reports for the year ended 30 June 2018 included within the 2018 Annual Financial Report.

**ASX** means Australian Securities Exchange Limited ACN 008 624 691 or the financial market conducted by it, as applicable.

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

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

**Director** means a director of the Company.

**Listing Rule(s)** means the listing rules of ASX, as amended or varied from time to time.

**Notice** means this Notice of Meeting including the Explanatory Memorandum.

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

**Shareholder** means a person registered as a holder of Shares as at 5.30pm (AEST) on 20 November 2018.

## **2. Explanatory Notes to Resolutions**

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### **2.1. 2018 Annual Financial Report**

Pursuant to the Corporations Act, the Directors of a public company that is required to hold an Annual General Meeting must table the financial statements and reports of the Company for the previous year before shareholders at that Annual General Meeting.

Shareholders have been provided with all relevant information concerning the Company's 2018 Accounts for the year ended 30 June 2018. A copy of this report has been forwarded or made available to each shareholder and may also be found online at [www.quantumgraphite.com](http://www.quantumgraphite.com) and as announced to ASX. A copy of the 2018 Annual Financial Report will also be tabled at the Meeting.

Shareholders should note that the sole purpose of tabling the 2018 Annual Financial Report at the Annual General Meeting is to provide shareholders with the opportunity to ask questions or discuss matters arising from the financial statements at the Meeting. It is not the purpose of the meeting that the financial statements be accepted, rejected or modified in any way. Further, as it is not required by the Corporations Act, no resolution to adopt the Company's financial statements will be put to shareholders at the Meeting.

Shareholders will be allowed a reasonable opportunity to ask questions about, or make comments on, the management of the Company.

It is proposed that the Company's auditors will be present at the meeting. Shareholders present at the meeting will be allowed a reasonable opportunity to ask the Chairman of the Company questions about the management of the Company or ask the auditors questions relevant to:

- (i) the conduct of the audit;
- (ii) the preparation and content of the auditor's report;
- (iii) the accounting policies adopted by the Company in relation to the preparation of the financial statements; and
- (iv) the independence of the auditors in relation to the conduct of the audit.

Written questions to the Chairman about the management of the Company, or to the Company's auditor about the above matters, may be submitted by no later than 5 business days before the meeting to the Company Secretary at the Company's registered office.

### **2.2. Resolution 1: Remuneration Report 2018**

Section 300A of the Corporations Act requires that the Directors' Report must contain a Remuneration Report containing prescribed information about the Board's policy for determining the nature and amount of the remuneration of Directors and senior management. The Remuneration Report must also explain the

relationship between the remuneration policy of the Board and the Company's performance. The Remuneration Report is set out in the 2018 Annual Financial Report on page 10.

The Corporations Act requires that the Remuneration Report be submitted to shareholders for adoption by a non-binding resolution.

The Remuneration Report contains information regarding such matters (among others) as:

- (i) the Board's policy for determining the nature and levels of remuneration of the Company's senior management personnel;
- (ii) the relationship between the Board's remuneration policy and the Company's performance;
- (iii) prescribed information regarding the remuneration paid to each member of the Company's key management personnel, including the amount of the remuneration paid to those personnel; and
- (iv) where any element of the remuneration of a member of the key management personnel depended on the satisfaction of a performance condition, a summary of that performance condition and an explanation of why it was adopted in relation to the relevant personnel.

Section 250R(2) of the Corporations Act provides that the Company is required to put the Remuneration Report to the vote of shareholders.

Section 250R(3) of the Corporations Act provides that this resolution is advisory only and does not bind the Directors of the Company. Of itself, a failure of shareholders pass this will not require the Directors to alter any of the arrangements described in the respective Remuneration Report.

However, sections, 250U and 250Y, among others of the Corporations Act, give shareholders the opportunity to remove the Board if the Remuneration Report receives a no vote of 25% or more at two consecutive annual general meetings (**Two Strikes Rule**).

Under the Two Strikes Rule, where a resolution on the Remuneration Report receives a no vote of 25% or more at two consecutive annual general meetings, the Company will be required to put to shareholders at the second annual general meeting a resolution on whether another meeting should be held (within 90 days) at which all Directors (other than the Managing Director) who were in office at the date of approval of the applicable Director's Report must stand for re-election (**Spill Resolution**).

In addition, if comments are made on the Remuneration Report at the AGM, the Company's remuneration report in respect of the following financial year will be required to include an explanation of the Board's proposed action in response to those comments or, if no action is proposed, the reasons why.

The Chairman will allow a reasonable opportunity for shareholders as a whole to ask about, or make comments on, the Remuneration Reports.

The Chairman will cast all available proxies in favour of this resolution. Shareholders may also choose to direct the Chairman to vote against this resolution or to abstain from voting.

### **2.3. Resolution 2(a): Election of Director – Mr Sal Catalano**

Mr Sal Catalano offers himself for election to the Board in accordance with the Company's Constitution.

Mr Catalano has over 25 years' experience in investment banking and the capital markets. He was a former head of the Asian Securities Financing and Derivative business for Donaldson Lufkin & Jenrette and Director of Credit Suisse's Alternative Capital Group. He is a founder and director of Chimaera Capital Limited.

Mr Catalano was appointed to the Board on 18 November 2016 and resigned from the board on 16 March 2018. He was re-elected to the Board on 22 June 2018.

The Chairman will cast all available proxies in favour of this resolution. Shareholders may also choose to direct the Chairman to vote against this resolution or to abstain from voting. Each Director recommends that shareholders vote in favour of this resolution.

#### **2.4. Resolution 2(b): Election of Director – Mr Robert Osmetti**

Mr Robert (Bob) Osmetti offers himself for election to the Board in accordance with the Company's Constitution.

Mr Osmetti is a Civil Engineer with over 39 years' experience in the project management and construction management of projects in an EPCM role and has worked for major construction contractors in the mining sector.

He brings direct experience in all aspects of project implementation, estimating, scheduling and construction management as well as the management of a number of feasibility studies for major resource projects in Australia and overseas.

Mr Osmetti is one of the founding partners of Lycopodium and has held diverse positions within the group. He is currently the Managing Director of Mondium Pty Ltd, a fully incorporated joint venture between Monadelphous and Lycopodium, established to provide fully integrated engineering, procurement and construct services to the minerals sector.

The Chairman will cast all available proxies in favour of this resolution. Shareholders may also choose to direct the Chairman to vote against this resolution or to abstain from voting. Each Director recommends that Shareholders vote in favour of this resolution.

#### **2.5. Resolution 2(c): Election of Director – Mr David Trimboli**

Mr David Trimboli offers himself for election to the Board in accordance with the Company's Constitution.

Mr Trimboli is an experienced global investor with significant experience in commodities financing and trading. He was formerly a long serving senior coal trader at the world's largest commodities trading group, Glencore International AG, and was a key member of the Glencore team when the group successfully completed its initial public offering in London and Hong Kong. Mr Trimboli has undertaken significant investments activities and holds diverse interests in commodities, industrial minerals, real estate and technology in Australia and internationally.

Mr Trimboli is the founder of Seefeld Investments, with offices in London, Zug and Perth and has been an integral part of the rapid growth of Seefeld's business. He brings a wealth of experience in cultivating partnerships and key commercial relationships.

The Chairman will cast all available proxies in favour of this resolution. Shareholders may also choose to direct the Chairman to vote against this resolution or to abstain from voting. Each Director recommends that shareholders vote in favour of this resolution.

#### **2.6. Resolutions 3(a), (b), (c), (d), (e): Approval of Issue of Shares to Directors**

This resolution of the Notice seeks shareholder approval for the purpose of Listing Rule 10.11 and all other purposes for the issue of shares to Directors. This issue is proposed in lieu of the cash payment of quarterly directors' fees as set out in the table below.

As a result of the holding of the 2017 Annual General Meeting (2017 AGM) on 22 June 2018, the period covered by these resolutions also includes a period (Common Period) covered by substantially similar resolutions (resolutions 3(a) to 3(f) inclusive or the 2017 Resolutions) passed at the 2017 AGM. To the extent of the Common Period, directors shall only be entitled to a single issue of shares pursuant to the resolutions 3(a), (b), (c), (d) and (e) inclusive being considered at this AGM.

***Further, any issue of Shares to each of the Directors in accordance with the Table below is conditional upon any applicable ASX waiver which may be required pursuant to Listing Rules 10.13.3 and 10.13.5. In the event that the applicable ASX waiver is not granted, the Directors will not be entitled to any issue of shares pursuant to resolutions 3(a) to 3(e) inclusive.***



The deemed issue price of the Shares is the higher of \$0.001 (0.1 cents) or the monthly VWAP for the calendar month immediately preceding the month of issue of Shares according to the formula:

$$\text{Total Shares Issued to each Director} = \text{QR} / \text{SP}$$

Where:

QR = Quarterly remuneration for each director; and

SP = The lesser of VWAP for QGL shares for prior month OR 0.1 cents

For example, for the issue of shares for the quarter commencing 1 June 2019, the shares shall be issued on 1 June 2019 and the relevant calendar month for the purposes of the monthly VWAP calculation is May 2019.

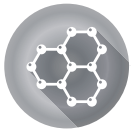
The table below has been prepared on the basis of the minimum issue price of \$0.001 (0.1 cents) and various issue prices ranging from 0.15 cents per share to 0.30 cents per share. Each table sets out the maximum dilution that will arise on a quarterly and annual basis. At the minimum issue price of 0.1 cents the maximum dilution to shareholders is approximately 4.1%. At the higher issue price indicated below (ie. 0.3 cents per share) the maximum dilution to shareholders is approximately 0.68%.

Director	VWAP Cents per Share	Issue Price Cents per Share	Maximum no. of Shares per Quarter <sup>1</sup>	Maximum no. of Shares for the Year
<b>Bruno Ruggiero</b> <b>(Quarterly Remuneration A\$18,000)</b>	0.10	0.10	18,000,000	72,000,000
	0.15	0.15	12,000,000	48,000,000
	0.20	0.20	9,000,000	36,000,000
	0.25	0.25	3,600,000	14,400,000
	0.30	0.30	3,000,000	12,000,000
<b>Steven Chadwick</b> <b>(Quarterly Remuneration A\$18,000)</b>	0.10	0.10	18,000,000	72,000,000
	0.15	0.15	12,000,000	48,000,000
	0.20	0.20	9,000,000	36,000,000
	0.25	0.25	3,600,000	14,400,000
	0.30	0.30	3,000,000	12,000,000
<b>Sal Catalano</b> <b>(Quarterly Remuneration A\$18,000)</b>	0.10	0.10	18,000,000	72,000,000
	0.15	0.15	12,000,000	48,000,000
	0.20	0.20	9,000,000	36,000,000
	0.25	0.25	3,600,000	14,400,000
	0.30	0.30	3,000,000	12,000,000
<b>Robert Osmetti</b> <b>(Quarterly Remuneration A\$12,000)</b>	0.10	0.10	12,000,000	48,000,000
	0.15	0.15	8,000,000	32,000,000
	0.20	0.20	6,000,000	24,000,000
	0.25	0.25	2,400,000	9,600,000
	0.30	0.30	2,000,000	8,000,000
<b>David Trimboli</b> <b>(Quarterly Remuneration A\$12,000)</b>	0.10	0.10	12,000,000	48,000,000
	0.15	0.15	8,000,000	32,000,000
	0.20	0.20	6,000,000	24,000,000
	0.25	0.25	2,400,000	9,600,000
	0.30	0.30	2,000,000	8,000,000

1. The reference to quarters means the quarters commencing on 1 January 2019, 1 April 2019, 1 July 2019 and 1 October 2019. Subject to satisfaction of the conditions outlined above, the Company shall issue the Shares to the Directors, quarterly in advance on 1 January 2019, 1 April 2019, 1 July 2019 and 1 October 2019.

**It is the view of Directors that the proposed issue of shares pursuant to these resolutions fall within the exception under section 211 of the Corporations Act (reasonable remuneration) given the circumstances of the Company and the position held by the Directors. Accordingly, shareholder approval is not being sought under section 208 of the Corporations Act, although shareholder approval must be obtained pursuant to ASX Listing Rule 10.11.**

**A Voting exclusion statement for each of the resolutions are set out in the Notice of Meeting. The Chairman intends to vote available undirected proxies in favour of all resolutions.**



Quantum Graphite


ACN 008 101 979


## LODGE YOUR VOTE

 **ONLINE**  
[www.linkmarketservices.com.au](http://www.linkmarketservices.com.au)

 **BY MAIL**  
Quantum Graphite Limited  
C/- Link Market Services Limited  
Locked Bag A14  
Sydney South NSW 1235 Australia

 **BY FAX**  
+61 2 9287 0309

 **BY HAND**  
Link Market Services Limited  
1A Homebush Bay Drive, Rhodes NSW 2138; or  
Level 12, 680 George Street, Sydney NSW 2000

 **ALL ENQUIRIES TO**  
Telephone: +61 1300 554 474

## LODGEMENT OF A PROXY FORM

This Proxy Form (and any Power of Attorney under which it is signed) must be received at an address given above by **10:00am (AWST) on Wednesday, 21 November 2018**, being not later than 48 hours before the commencement of the Meeting. Any Proxy Form received after that time will not be valid for the scheduled Meeting.

Proxy Forms may be lodged using the reply paid envelope or:

 **ONLINE**  
[www.linkmarketservices.com.au](http://www.linkmarketservices.com.au)

Login to the Link website using the holding details as shown on the Proxy Form. Select 'Voting' and follow the prompts to lodge your vote. To use the online lodgement facility, shareholders will need their "Holder Identifier" (Securityholder Reference Number (SRN) or Holder Identification Number (HIN) as shown on the reverse of this Proxy Form).

## HOW TO COMPLETE THIS SHAREHOLDER PROXY FORM

### YOUR NAME AND ADDRESS

This is your name and address as it appears on the 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. **Please note: you cannot change ownership of your shares using this form.**

### APPOINTMENT OF PROXY

If you wish to appoint the Chairman of the Meeting as your proxy, mark the box in Step 1. 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 in Step 1. A proxy need not be a shareholder of the Company.

### DEFAULT TO 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 those 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 Form, including where the Resolution is 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 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 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 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 the Company's share registry or you may copy this form and return them both together.

To appoint a second proxy you must:

- on each of the first Proxy Form and the second 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.

### SIGNING INSTRUCTIONS

You must sign this form as follows in the spaces provided:

**Individual:** where the holding is in one name, the holder must sign.

**Joint Holding:** where the holding is in more than one name, either shareholder may sign.

**Power of Attorney:** to sign under Power of Attorney, you must lodge the Power of Attorney with the registry. If you have not previously lodged this document for notation, please attach a certified photocopy of the Power of Attorney to this form when you return it.

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

### CORPORATE REPRESENTATIVES

If a representative of the 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 form of the certificate may be obtained from the Company's share registry or online at [www.linkmarketservices.com.au](http://www.linkmarketservices.com.au).

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

NAME SURNAME  
 ADDRESS LINE 1  
 ADDRESS LINE 2  
 ADDRESS LINE 3  
 ADDRESS LINE 4  
 ADDRESS LINE 5  
 ADDRESS LINE 6



X99999999999

## PROXY FORM

I/We being a member(s) of Quantum Graphite Limited and entitled to attend and vote hereby appoint:

### APPOINT A PROXY

the Chairman of the Meeting (mark box)

OR if you are NOT appointing the Chairman of the Meeting as your proxy, please write the name of the person or body corporate you are appointing as your proxy

STEP 1

or failing the person or body corporate named, or if no person or body corporate is named, the Chairman of the Meeting, as my/our proxy to act 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 the law, as the proxy sees fit) at the Annual General Meeting of the Company to be held at **10:00am (AWST) on Friday, 23 November 2018 at Fraser Suites, 10 Adelaide Terrace, Perth WA 6004, Australia** (the Meeting) and at any postponement or adjournment of the Meeting.

**Important for Resolutions 1, 3a, 3b, 3c, 3d & 3e:** If the Chairman of the Meeting is your proxy, either by appointment or by default, and you have not indicated your voting intention below, you expressly authorise the Chairman of the Meeting to exercise the proxy in respect of Resolutions 1, 3a, 3b, 3c, 3d & 3e, even though the Resolutions are connected directly or indirectly with the remuneration of a member of the Company's Key Management Personnel (KMP).

The Chairman of the Meeting intends to vote undirected proxies in favour of each item of business.

### VOTING DIRECTIONS

Proxies will only be valid and accepted by the Company if they are signed and received no later than 48 hours before the Meeting. Please read the voting instructions overleaf before marking any boxes with an

#### Resolutions

	For	Against	Abstain*		For	Against	Abstain*
1 Adoption of Remuneration Report	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	3e Approval of Proposed Issue of Shares to Directors - Mr David Trimboli	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
2a Election of Director – Mr Sal Catalano	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>				
2b Election of Director – Mr David Trimboli	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>				
2c Election of Director – Mr Robert Osmetti	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>				
3a Approval of Proposed Issue of Shares to Directors - Mr Steven Chadwick	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>				
3b Approval of Proposed Issue of Shares to Directors - Mr Sal Catalano	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>				
3c Approval of Proposed Issue of Shares to Directors - Mr Robert (Bob) Osmetti	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>				
3d Approval of Proposed Issue of Shares to Directors Mr Bruno Ruggiero	<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.

STEP 2

### 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

STEP 3

This form should be signed by the shareholder. If a joint holding, either shareholder may 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).

QGL PRX1802D

