



TRIMANTIUM GROWTHOPS LIMITED

ACN 621 067 678

NOTICE OF RESOLUTION OF APPOINTMENT OF AUDITOR

This announcement relates to the Notice of Annual General Meeting and Explanatory Memorandum dated 26 October 2018 ("**Meeting Materials**") and should be read in conjunction with the Meeting Materials.

The Company notes that due to an oversight, the proposed appointment of Deloitte Touche Tohmatsu as the Company's auditor was not included in the Meeting Materials. This announcement includes details of an additional resolution in relation to the appointment of Deloitte Touche Tohmatsu as the Company's auditor, to be put to Shareholders at the Annual General Meeting ("**AGM**") for the purposes of section 327B(1) of the Corporations Act.

Important information regarding the appointment of proxies is set out in the notes at the end of this announcement. If you have appointed, or intend to appoint, a proxy to vote on your behalf at the AGM, you should read this information in full.

In accordance with section 250R(1)(c) of the Corporations Act, the following additional Resolution 5 will be put to Shareholders at the Company's AGM.

Ordinary Business of the Company

Resolution 5 – Appointment of Auditor

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

"That, for the purposes of section 327B(1) of the Corporations Act 2001 (Cth) and for all other purposes, Deloitte Touche Tohmatsu of Grosvenor Place, 225 George Street, Sydney, New South Wales 2000, having been nominated by a Shareholder of the Company and having consented in writing to act, be appointed as auditor of the Company."

The Chair of the meeting intends to vote undirected proxies in favour of auditor's appointment.

A copy of the notice of nomination is contained in Annexure A to this announcement. Deloitte Touche Tohmatsu has consented to act as auditor of the Company.

A revised proxy form is enclosed. Please refer to the Meeting Materials in relation to lodgement of the proxy form. If you have already submitted a proxy form, you may submit a new proxy form in accordance with the instructions on the proxy form.

By Order of the Board

21 November 2018

Important Information Regarding the Appointment of a Proxy

A replacement proxy form accompanies this announcement.

If you are a Shareholder and you are unable to attend and vote at the meeting, and wish to appoint a proxy, please complete and return the enclosed replacement proxy form. Further details about the appointment of a proxy are set out in the notes to the Meeting Materials.

To submit the replacement proxy, please print, complete and sign the enclosed Proxy Form and return:

- by post to Computershare Investor Services Pty Limited, GPO Box 242, Melbourne Victoria 3001;
- in person to Computershare Investor Services Pty Limited, 'Yarra Falls', 452 Johnston Street, Abbotsford Victoria 3067;
- by fax to 1800 783 447 (within Australia) or +61 3 9473 2555 (outside Australia);
- online by going to www.investorvote.com.au or by scanning the QR code found on the enclosed proxy form with your mobile device; or
- for Intermediary Online subscribers only (custodians) please visit www.intermediaryonline.com to submit your voting intentions,

so that it is received not later than 48 hours prior to the Annual General Meeting.

To be valid, replacement proxy forms must be received not later than 48 hours prior to the Annual General Meeting.

You may lodge the replacement proxy form in substitution for the proxy form accompanying the Notice of Meeting. If you have already lodged a proxy form and subsequently lodge the replacement proxy form, only votes cast on the replacement proxy form will be counted. If you have already lodged a proxy form with regards to the resolutions set out in the Notice of Meeting and do not lodge a replacement proxy form, then votes cast with regards to those resolutions in the original proxy form only will be counted, and you will be deemed to have abstained from voting on Resolution 5.

If you have any queries on how to cast your votes then you are welcomed to contact the Company Secretary, Dustine Pang, at +61 (3) 9243 8145.

Explanatory Memorandum

Resolution 5 – Appointment of Auditor

Deloitte Touche Tohmatsu was appointed to act as auditor of the Company on 27 October 2017, in accordance with section 327A(1) of the Corporations Act.

Under section 327A(2) of the Corporations Act, Deloitte Touche Tohmatsu holds office until the Company's first Annual General Meeting. Pursuant to section 327B(1)(a) of the Corporation Act 2001 (Cth), the Company must appoint an auditor at its first AGM. This 2018 Annual General Meeting is the Company's first Annual General Meeting as a public listed company.

The purpose of this resolution is to seek Shareholder approval for the ongoing appointment of Deloitte Touche Tohmatsu as auditor of the Company.

In accordance with section 328B of the Corporations Act, notice in writing nominating Deloitte Touche Tohmatsu as auditor has been given to the Company by a Shareholder. A copy of this notice is included in this announcement. The appointment of Deloitte Touche Tohmatsu will be by vote of Shareholders as an ordinary resolution.

Deloitte Touche Tohmatsu has provided to the Company, and has not withdrawn, its written consent to act as auditor of the Company, in accordance with section 328A(1) of the Corporations Act.

The Directors unanimously recommend that Shareholders vote in favour of this resolution. The Chair of the Meeting intends to vote all undirected proxies in favour of this item of business.

GLOSSARY

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

Board means the board of Directors of the Company.

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

Directors means the current directors of the Company.

Explanatory Statement means the explanatory statement accompanying the Notice of Meeting.

Meeting Materials means the Notice of Annual General Meeting and its Explanatory Statement together with enclosed proxy form dated 26 October 2018.

Notice of Annual General Meeting means the notice of annual general meeting including the Explanatory Statement issued to Shareholders dated 26 October 2018.

Resolutions means the resolutions set out in the Notice of Meeting, 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.

REPLACEMENT PROXY FORM

For your vote to be effective, it must be received by 10.00am (AEDT) on Monday, 26 November 2018

How to Vote on Items of Business

All your securities will be voted in accordance with your directions.

Appointment of Proxy

Voting 100% of your holding: Direct your proxy how to vote by marking one of the boxes opposite each item of business. If you do not mark a box your proxy may vote or abstain as they choose (to the extent permitted by law). If you mark more than one box on an item, your vote will be invalid on that item.

Voting a portion of your holding: Indicate a portion of your voting rights by inserting the percentage or number of securities you wish to vote in the For, Against or Abstain box or boxes. The sum of the votes cast must not exceed your voting entitlement, or 100%.

Appointing a second proxy: You are entitled to appoint up to two proxies to attend the meeting and vote on a poll. If you appoint two proxies you must specify the percentage of votes or number of securities for each proxy, otherwise each proxy may exercise half of the votes. When appointing a second proxy, write both names and the percentage of votes or number of securities for each in Step 1 overleaf.

A proxy need not be a securityholder of the Company.

Signing Instructions for Postal Forms

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

Joint Holding: Where the holding is in more than one name, all of the securityholders should sign.

Power of Attorney: If you have not already lodged the Power of Attorney with the registry, please attach a certified photocopy of the Power of Attorney to this 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 sign in the appropriate place to indicate the office held. Delete titles as applicable.

Attending the Meeting

Bring this form to assist registration. If a representative of a corporate securityholder or proxy is to attend the meeting you will need to provide the appropriate "Certificate of Appointment of Corporate Representative" prior to admission. A form of the certificate may be obtained from Computershare or online at www.investorcentre.com under the help tab, "Printable Forms".

Comments & Questions: If you have any comments or questions for the company, please write them on a separate sheet of paper and return with this form.

ANNEXURE A

The Company Secretary
Trimantium GrowthOps Limited
Level 9, 287 Collins Street
Melbourne, VIC 3000

30th September 2017

Dear Sir,

RE: NOMINATION OF AUDITOR

I, Phillip Kingston, being a representative of Trimantium Capital Pty Ltd, a shareholder of Trimantium GrowthOps Limited, hereby nominate Deloitte Touche Tohmatsu of Grosvenor Place, 225 George Street, Sydney, NSW 2000 for the appointment as auditor of Trimantium GrowthOps Limited.

Yours sincerely,



Phillip Kingston
Director

Lodge your vote:



Online:

www.investorvote.com.au



By Mail:

Computershare Investor Services Pty Limited
GPO Box 242 Melbourne
Victoria 3001 Australia

Alternatively you can fax your form to
(within Australia) 1800 783 447
(outside Australia) +61 3 9473 2555

For Intermediary Online subscribers only
(custodians) www.intermediaryonline.com

For all enquiries call:

(within Australia) 1300 850 505
(outside Australia) +61 3 9415 4000

Proxy Form

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Vote and view the annual report online

- Go to www.investorvote.com.au or scan the QR Code with your mobile device.
- Follow the instructions on the secure website to vote.

Your access information that you will need to vote:

Control Number: 999999

PLEASE NOTE: For security reasons it is important that you keep your SRN/HIN confidential.



 **For your vote to be effective it must be received by 10.00am (AEDT) on Monday, 26 November 2018**

How to Vote on Items of Business

All your securities will be voted in accordance with your directions.

Appointment of Proxy

Voting 100% of your holding: Direct your proxy how to vote by marking one of the boxes opposite each item of business. If you do not mark a box your proxy may vote or abstain as they choose (to the extent permitted by law). If you mark more than one box on an item your vote will be invalid on that item.

Voting a portion of your holding: Indicate a portion of your voting rights by inserting the percentage or number of securities you wish to vote in the For, Against or Abstain box or boxes. The sum of the votes cast must not exceed your voting entitlement or 100%.

Appointing a second proxy: You are entitled to appoint up to two proxies to attend the meeting and vote on a poll. If you appoint two proxies you must specify the percentage of votes or number of securities for each proxy, otherwise each proxy may exercise half of the votes. When appointing a second proxy write both names and the percentage of votes or number of securities for each in Step 1 overleaf.

A proxy need not be a securityholder of the Company.

Signing Instructions for Postal Forms

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Comments & Questions: If you have any comments or questions for the company, please write them on a separate sheet of paper and return with this form.

**GO ONLINE TO VOTE,
or turn over to complete the form →**

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Change of address. If incorrect, mark this box and make the correction in the space to the left. Securityholders sponsored by a broker (reference number commences with 'X') should advise your broker of any changes.

Proxy Form

Please mark ☒ to indicate your directions

STEP 1 Appoint a Proxy to Vote on Your Behalf

I/We being a member/s of Trimantium GrowthOps Limited hereby appoint

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the Chairman
of the Meeting **OR**



PLEASE NOTE: Leave this box blank if you have selected the Chairman of the Meeting. Do not insert your own name(s).

or failing the individual or body corporate named, or if no individual or body corporate is named, the Chairman of the Meeting, as my/our proxy to act generally at the Meeting on my/our behalf and 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 Trimantium GrowthOps Limited to be held at Level 50, Bourke Place, 600 Bourke Street, Melbourne, Victoria 3000 on Wednesday, 28 November 2018 at 10.00am (AEDT) and at any adjournment or postponement of that Meeting.

Chairman authorised to exercise undirected proxies on remuneration related resolutions: Where I/we have appointed the Chairman of the Meeting as my/our proxy (or the Chairman becomes my/our proxy by default), I/we expressly authorise the Chairman to exercise my/our proxy on Resolution 1 and 3 (except where I/we have indicated a different voting intention below) even though Resolution 1 and 3 are connected directly or indirectly with the remuneration of a member of key management personnel, which includes the Chairman.

Important Note: If the Chairman of the Meeting is (or becomes) your proxy you can direct the Chairman to vote for or against or abstain from voting on Resolution 1 and 3 by marking the appropriate box in step 2 below.

STEP 2 Items of Business



PLEASE NOTE: If you mark the **Abstain** box for an item, you are directing your proxy not to vote on your behalf on a show of hands or a poll and your votes will not be counted in computing the required majority.

		For	Against	Abstain
Resolution 1	Adoption of Remuneration Report	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 2	Re-election of Mr Paul Mansfield	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 3	Adoption of Performance Incentive Plan	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 4	Approval of 10% Placement Capacity	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 5	Appointment of Auditor	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

The Chairman of the Meeting intends to vote undirected proxies in favour of each item of business. In exceptional circumstances, the Chairman of the Meeting may change his/her voting intention on any resolution, in which case an ASX announcement will be made.

SIGN

Signature of Securityholder(s) *This section must be completed.*

Individual or Securityholder 1

Sole Director and Sole Company Secretary

Securityholder 2

Director

Securityholder 3

Director/Company Secretary

Contact
Name

Contact
Daytime
Telephone

Date

/ /
