

Notice of Extraordinary General Meeting

Advance NanoTek Limited

To be held at:

Australian Institute of Company Directors
Level 9, 123 Eagle Street
Brisbane, QLD 4000

On Friday, 22 February 2019 at 11:30 am (Brisbane time)

This is an important document. If you are in any doubt about how to deal with this document, please consult your legal, financial or other professional adviser.

Chairman's letter to Shareholders

22 January 2019

Dear Shareholder

Extraordinary General Meeting

The Advance NanoTek Limited Board invites all Shareholders to attend an Extraordinary General Meeting at 11:30am on Friday, 22 February 2019, to be held at Australian Institute of Company Directors, Level 9, 123 Eagle Street, Brisbane QLD 4000.

I welcome your attendance at the Extraordinary General Meeting. If you are unable to attend the meeting please complete the attached proxy form and return it in accordance with the instructions provided. To be effective, we must receive your completed proxy form no later than 4:00pm (Brisbane time) on 20 February 2019. If you are using a proxy form, please be sure to fill in all details on that form.

Persons attending as representatives of corporate and institutional Shareholders will be required to produce appropriate evidence of authority to so act.

Yours sincerely



Lev Mizikovskiy
Chairman

Notice of Extraordinary General Meeting

Advance NanoTek Limited

Notice is given that an Extraordinary General Meeting of Advance NanoTek Limited (**Company**) will be held at:

Location	Australian Institute of Company Directors Level 9, 123 Eagle Street, Brisbane QLD 4000
Date	Friday 22 February 2019
Time	11:30am (Brisbane Time)

The business to be considered at the meeting is set out below. The Explanatory Statement to this Notice of Meeting provides additional information on matters to be considered at the meeting. The Explanatory Statement and the proxy form are part of this Notice of Meeting.

Agenda

Ordinary Business

Resolution 1 – Issue of Shares to Lev Mizikovsky Under the Rights Issue

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

"That, for the purposes of ASX Listing Rule 10.11 and for all other purposes, approval is given for the Company to issue 603,285 Shares to Mr Lev Mizikovsky (or his nominee) at an issue price of \$0.87 per Share on the terms and conditions set out in the Explanatory Statement."

Voting Exclusion: The Company will disregard any votes cast on this Resolution by or on behalf of Mr Lev Mizikovsky or any of his Closely Related Party or Associates. However, the Company need not disregard a vote if it is cast by a person as a proxy for a person who is entitled to vote in accordance with the directions on the Proxy Form or it is cast by the person chairing the meeting as proxy for a person who is entitled to vote, in accordance with a direction on the Proxy Form to vote as the proxy decides. A person appointed as a proxy must not vote, on the basis of that appointment, on this Resolution if the proxy is Mr Lev Mizikovsky, an Associate of Mr Lev Mizikovsky or a Closely Related Party of Mr Lev Mizikovsky, and the proxy appointment does not specify the way the proxy is to vote on this Resolution.

Dated 22 January 2019

By order of the Board



Lev Mizikovsky
Chairman

Notes

- (a) A Shareholder who is entitled to attend and cast a vote at the meeting is entitled to appoint a proxy.
- (b) The proxy need not be a Shareholder of the Company. A Shareholder who is entitled to cast two or more votes may appoint two proxies and may specify the proportion or number of votes each proxy is appointed to exercise.
- (c) If you wish to appoint a proxy and are entitled to do so, then complete and return the **attached** proxy form.
- (d) If the proxy form specifies the way the proxy is to vote on a particular resolution the proxy need not vote on a show of hands but if the proxy does so, it must vote as specified in the proxy form.
- (e) If the proxy has two or more appointments that specify different ways to vote on the resolution the proxy must not vote on a show of hands.
- (f) If the proxy is the chair of the meeting, the proxy must vote on a poll or must vote the way specified in the proxy form.
- (g) If the proxy is not the chair of the meeting the proxy need not vote on the poll, but if the proxy does so, the proxy must vote as specified in the proxy form.
- (h) If the proxy form specifies the way the proxy is to vote on a particular resolution and the proxy is not the chair of the meeting and a poll is demanded and either:
 - (i) the proxy is not recorded as attending; or
 - (ii) the proxy does not vote,the chair of the meeting is deemed the proxy for that resolution.
- (i) A corporation may elect to appoint a representative, rather than appoint a proxy, under the Corporations Act in which case the Company will require written proof of the representative's appointment which must be lodged with or presented to the Company before the meeting.
- (j) If you have any queries on how to cast your votes then call Geoff Acton (07) 3726 2021 during business hours.

Glossary of terms

In the accompanying Notice of Meeting and Explanatory Statement the following words and expressions have the following meanings:

Term	Definition
Associate	means as it is defined in section 9 of the Corporations Act.
ASX	means ASX Limited ACN 008 624 691 or the securities exchange operated by it, as the context requires.
Board	means the board of directors of the Company.
Chairman	means the Chairman of the Company as approved from time to time and includes an acting Chairman.
Closely Related Party	takes its meaning from the definition of "related party" as that term is defined in section 9 of the Corporations Act.
Company	means Advance NanoTek Limited.
Directors	means the directors of the Company from time to time.
Explanatory Statement	means the accompanying Explanatory Statement and which forms part of this Notice.
Law or Corporations Act	means <i>Corporations Act 2001</i> (Cth) and the Corporations Regulations (as defined in the <i>Corporations Act 2001</i> (Cth)).
Notice, Notice of Meeting	means the Notice of Extraordinary General Meeting included in this booklet.
Related Party	means Mr Lev Mizikovsky.
Share	means an ordinary share in the capital of the Company, the terms of which are contained in the constitution of the Company.
Shareholders	means the holders of the Shares in the Company from time to time.

Explanatory Statement

Advance NanoTek Limited

Introduction

This is an important document that needs your immediate attention.

Please read the following Explanatory Statement and accompanying information carefully.

It is important that you either attend the meeting personally or complete and lodge the proxy form attached to the Notice of Meeting.

If you do not understand this Explanatory Statement or are in any doubt about the action to be taken, you should consult your solicitor, accountant, investment advisor or other professional advisor immediately.

This Explanatory Statement has been prepared to assist Shareholders with their consideration of the resolutions to be put to the Extraordinary General Meeting to be held on Friday, 22 February 2019 as set out in the accompanying Notice, and should be read with, and forms part of, the accompanying Notice.

This Explanatory Statement is required pursuant to various regulatory and ASX requirements.

Ordinary business

Resolutions 1 – Issue of Shares to Lev Mizikovsky Under the Rights Issue

1. General

- 1.1** The Company has agreed, subject to obtaining Shareholder approval, to allot and issue a total of 603,285 Shares to Lev Mizikovsky (or his respective nominees).

Following the 1 for 30 Non-Renounceable Rights Issue which closed on 3 January 2019 ("**Rights Issue**"), there was a shortfall in the take of rights by members totaling 603,285 Shares ("**Shortfall Shares**"). The Rights Issue was not underwritten by Mr Mizikovsky however he has agreed to take up the Shortfall Shares so that the Company may pursue the use of funds objectives set out in the Rights Issue Offer Booklet.

The issue of the Shortfall Shares will be issued at a price of \$0.87 which is the same price as those Shares issued under the Rights Issue.

1.2 ASX Listing Rule 10.11

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

Mr Mizikovsky is a Director and therefore a related party of the Company.

As the issue of the Shortfall Shares to Mr Mizikovsky involves the issue of Securities to a related party of the Company, Shareholder approval pursuant to ASX Listing Rule 10.11 is required unless an exception applies. It is the view of the Directors that the exceptions set out in ASX Listing Rule 10.12 do not apply in the current circumstances.

2. Shareholder Approval (Listing Rule 10.11)

- 2.1** Pursuant to and in accordance with the requirements of ASX Listing Rule 10.13, the following information is provided in relation to the proposed grant of the Shortfall Shares:

- (a) the related party is Lev Mizikovsky and he is a related party by virtue of being a Director of the Company;

- (b) the maximum number of Shortfall Shares (being the nature of the financial benefit being provided) to be granted to Mr Mizikovsky is 603,285;
- (c) the Shortfall Shares will be granted to Mr Mizikovsky no later than 1 month after the date of the meeting;
- (d) the Shortfall Shares will be issued for \$0.87 each, which is the same price of Shares issued under the Rights Issue, and otherwise on the same terms and conditions as the Company's existing Shares;
- (e) If the Shortfall Shares are issued, the proceeds raised will be used by the Company for the purpose of general working capital as more specifically set out in the Rights Issue Offer Booklet.

2.2 Approval pursuant to ASX Listing Rule 7.1 is not required in order to issue the Shortfall Shares to Mr Mizikovsky as approval is being obtained under ASX Listing Rule 10.11. Accordingly, the issue of Shortfall Shares to Mr Mizikovsky will not be included in the 15% calculation of the Company's annual placement capacity pursuant to ASX Listing Rule 7.1.

3. Directors' Recommendation

3.1 Geoff Acton and Rade Dudurovic recommend that Shareholders vote in favour of Resolution 1.

3.2 The Board is not aware of any other information that would be reasonably required by Shareholders to allow them to make a decision whether it is in the best interests of the Company to pass Resolution 1.

Proxy form

Section 1: Name and address of member

Full name _____

Address _____

Section 2: Appointment of proxy

I/We, being a member of the Company and entitled to attend and vote appoint

☐

the Chairman of the meeting
 (mark with an 'X' and
 complete section 3)

OR

Write here the full name of the person or body
 corporate you are appointing if this person is
someone other than the Chairman of the meeting.

or failing the person or body corporate named, or if no person or body corporate is named, the Chairman of the meeting, as my proxy to attend, to vote in accordance with the following directions in Section 3 (**the Chairman will vote in favour of all undirected proxies#**), and to act generally on my/our behalf, at the extraordinary general meeting of the Company to be held at:

Location	Australian Institute of Company Directors Level 9, 123 Eagle Street, Brisbane QLD 4000
Date	Friday, 22 February 2019
Time	11:30am (Brisbane time)

and at any adjournment of that meeting.

#If you wish to appoint the Chairman of the Meeting as your proxy with a direction to vote against, or to abstain from voting on an item, you must provide a direction by marking the 'Against' or 'Abstain' box opposite that resolution.

Section 3: Voting instructions

Voting directions to proxy – please mark ☒ to indicate your directions.

Resolution 1. Issue of 603,285 Shares to Lev Mizikovsky

For	Against	Abstain*
<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.

Section 4: Signing by member

This section **must** be signed in accordance with the instructions overleaf to enable your directions to be implemented.**Individual or Member 1**

Sole Director and Sole Secretary**Member 2 (if joint holding)**

Director/Company Secretary
 (delete one)

Member 3 (if joint holding)

Director

Please provide the information below in case we need to contact you.

Contact name _____

Contact day time telephone _____

Date _____ / _____ / _____

Instructions for completion of proxy form

Section 1: Name and address of member

- 1 Insert your name and address. If it is a joint holding, insert details of all holders.

Section 2: Appointment of proxy

- 2 If you wish to appoint the Chairman of the meeting as your proxy, mark the box. If the person or body corporate you wish to appoint as your proxy is someone other than the Chairman of the meeting, write the full name of that person or body corporate in the space provided. A proxy may be an individual or a body corporate. If you leave this section blank or your named proxy does not attend the Meeting, the Chairman of the meeting will be your proxy. A proxy need not be a member of the Company.
- 3 **The Chairman strongly urges you to nominate a proxy other than himself or another Director unless you direct your proxy how to vote on each resolution. If you do not specify a person to act as proxy, or you appoint the Chairman, you are strongly advised to direct the proxy how to vote as the Chairman will vote in favour of each resolution. Therefore, in order to ensure your vote is not wasted, you are strongly urged to direct your proxy how to vote and if possible appoint a person who is not a Director or secretary of the Company. If a proxy form is submitted with an undirected vote, then Mr Lev Mizikovsky, his Associates and Closely Related Party are unable to vote on Resolutions 1 as proxy and any proxy appointing them to do so will be invalid.**
- 4 If you are entitled to cast two or more votes at the general meeting, you are entitled to appoint 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. Alternatively you may copy this form.
- 5 To appoint a second proxy:
 - (a) on each of the first proxy form and 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 one half of your votes, and fractions of votes will be disregarded); and
 - (b) return both forms in the same envelope.

Section 3: Voting instructions

- 6 You may direct your proxy how to vote on an item of business by placing a mark in one of the three boxes opposite that item of business. All of your shares will be voted in accordance with your direction unless you indicate a proportion of voting rights 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 decide whether or how to vote on that item.
- 7 If you mark more than one box on an item, your vote on that item will be invalid.

Section 4: Signing by member

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

Individual	Where the holding is in one name, the member must sign.
Joint holding	Where the holding is in more than one name, all of the members must sign.
Power of Attorney	To sign under power of attorney, either the power of attorney must have already been lodged with the Company's share registry for notation or the original (or a certified copy) of the power of attorney must accompany this document.
Companies	<p>In the following cases, subject to the Company's constitution, the following person must sign:</p> <p>Australian proprietary company with a sole director who is also the sole company secretary - that person must sign;</p> <p>Australian proprietary company with a sole director and no company secretary - that person must sign;</p> <p>other Australian companies - two directors, or one director and one company secretary must sign; and</p> <p>foreign company - in accordance with the laws of the jurisdiction of incorporation and constituent documents.</p>

Section 5: Lodging of proxy

9 This proxy form (and the original or a certified copy of any power of attorney under which it is signed) must be received by the Company not later than close of business on the date set out below, by mail, hand delivery, or facsimile.

Last time and date for lodgement*	4:00pm (Brisbane time) on 20 February 2019
By mail	PO Box 229, Sherwood, Qld 4075
By delivery	1821 Ipswich Road, Rocklea, Qld 4106
By facsimile	(07) 3272 7380

* Any proxy form received after that time will not be valid.