



ASX Announcement
(ASX:RAN)

26 April 2019

2019 Annual General Meeting

Range International Limited ('Range International' or 'Company'), manufacturer of Re>Pal™ recycled plastic pallets, is pleased to announce its 2019 Annual General Meeting will be held at **10.00am on Wednesday, 29 May 2019** at the offices of Ashurst, Level 11, 5 Martin Place, Sydney.

The Notice of Meeting, Explanatory Notes, Proxy Form and Question Form have been mailed to shareholders today. Copies of these documents follow this announcement. The Notice of Meeting is also available on Range International's website.

The 2018 Annual Report has also been mailed today to shareholders who have elected to receive a printed copy. A copy of the Annual Report was lodged with the ASX on 29 March 2019 and is available on Range International's website.

Kim Bradley-Ware
Company Secretary

About Range International:

Range is a manufacturer of plastic pallets, trading as Re>Pal™. Our ThermoFusion™ technology allows Re>Pal™ to make 'zero waste', 100% recycled and recyclable plastic.

Range currently has production lines operating in its East Java factory in Indonesia and sells its pallets under the brand Re>Pal™, supplying pallets into Indonesia and across Asia/ globally.

Stephen Bowhill sb@rangeinternational.com or +61403852734

Media: media@rangeinternational.com

Investor Relations: investors@rangeinternational.com



NOTICE OF 2019 ANNUAL GENERAL MEETING

This is an important document and requires your attention

This document does not take into account your individual circumstances. If you are in doubt about how to deal with it, please consult your financial or other professional advisor.

Chairman's letter

Dear Shareholder,

I am pleased to invite you to Range's 2019 Annual General Meeting (**AGM**). The AGM will be held at 10.00am on Wednesday, 29 May 2019 at the Sydney offices of Range's lawyers, Ashurst, Level 11, 5 Martin Place, Sydney.

The enclosed Notice of Annual General Meeting details the items of business for the AGM and voting procedures. A copy of the Notice and the Company's 2018 Annual Report is available from the Company's website at: <http://investors.rangeinternational.com/Investors/>.

If you are unable to attend the meeting, you may participate through 'direct voting' or appoint a proxy and register your voting instructions electronically, by using your SRN or HIN to login to Link's Investor Centre. Alternatively, you may complete the enclosed Proxy and Voting form and return it in the envelope provided. To be valid, your Proxy and Voting form or electronic voting instructions must be received by 10.00am (AEST) on 27 May 2019.

Range is committed to endeavouring to increase the number of Range shareholders who receive communications by email rather than post. Please enable us to communicate with you via email by providing your email address on the enclosed 'Go Online and Go Green to Help the Environment' form and returning the form in the prepaid envelope provided.

The Board and management team look forward to seeing you at the AGM.

Yours sincerely

Peter Wallace
Chairman

Notice is given that the 2019 Annual General Meeting of Range International Limited will take place as follows:

Date: Wednesday 29 May 2019

Time: 10.00am (AEST)

Location: Ashurst, Level 11, 5 Martin Place, Sydney, New South Wales, Australia

Items of Business

1. Receipt of Financial Report, Directors' Report and Auditor's Report

To receive and consider the Company's Financial Report, Directors' Report and the Auditor's Report for the year ended 31 December 2018.

2. Remuneration Report

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

"That the Company's Remuneration Report for the financial year ended 31 December 2018 be adopted".

In accordance with section 250R(3) of the Corporations Act, votes on this resolution are non-binding and advisory only.

3. Election of Mr Peter Wallace

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

"That Mr Peter Wallace who having been appointed by the Board of the Company since the last annual general meeting, retires in accordance with rule 3.3 of the Constitution of the Company and being eligible, offers himself for re-election, as a Director of the Company".

4. Approval of Additional Share Issue Capacity under ASX Listing Rule 7.1A

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

"That, pursuant to and in accordance with ASX Listing Rule 7.1A and for all other purposes, the shareholders of the Company approve the issue of equity securities up to 10% of the issued capital of Range International Limited (at the time of the issue) calculated in accordance with the formula prescribed in ASX Listing Rule 7.1A.2 and on the terms and conditions described in the Explanatory Memorandum which forms part of the Notice of Meeting."

By order of the Board

Kim Bradley-Ware
Company Secretary

26 April 2019

1. Entitlement to Vote

In accordance with regulation 7.11.37 of the *Corporations Regulations 2001*, the Board has determined that for the purpose of determining entitlements to vote at the meeting, shareholders entitled to vote are those persons who are registered holders of Company shares at 7.00pm (AEST) on **Monday, 27 May 2019**. Accordingly, transactions registered after that time will be disregarded in determining entitlements to attend and vote at the meeting.

2. Voting Exclusions

Resolution 1 Remuneration Report.

A vote on Resolution 1 must not be cast (in any capacity) by, or on behalf of, the following persons:

- a. a member of the Key Management Personnel (**KMP**) whose remuneration details are included in the 2018 Remuneration Report; or
- b. a closely related party of such a KMP.

However, a person described above may cast a vote on Resolution 1 as a proxy if the vote is not cast on behalf of a person described above and either:

- a. the proxy appointment is in writing that specifies the way the proxy is to vote (e.g. for, against, abstain) on the resolution; or
- b. the vote is cast by the Chairman and the appointment of the Chairman as proxy:
 - i. does not specify the way the proxy is to vote on the resolution; and
 - ii. expressly authorises the Chairman to exercise the proxy even if the resolution is connected directly or indirectly with the remuneration of a member of the KMP.

In accordance with section 250BD of the *Corporations Act 2001* (Cth), a vote must not be cast on Resolution 1 as a proxy by a member of the KMP at the date of the AGM, or a closely related party of those persons, unless it is cast as proxy for a person entitled to vote in accordance with their directions. This restriction on voting undirected proxies does not apply to the Chairman where the proxy appointment expressly authorises the Chairman to exercise undirected proxies even if the resolution is connected, directly or indirectly, with the remuneration of the KMP.

“Key management personnel” and “closely related party” have the same meaning as set out in the Corporations Act.

Resolution 4 Approval of Additional Share Issue Capacity under ASX Listing Rule 7.1A.

In accordance with ASX Listing Rule 14.11, the Company will disregard any votes cast in favour of Resolution 4 by or on behalf of:

- a. any 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 ordinary securities in the Company); or
- b. an associate of those persons.

However, the Company need not disregard a vote cast on Resolution 4 if:

- a. 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
- b. 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.

As at the date of this Notice of Meeting, the Company has no specific plans to issue securities under the 10% placement facility under ASX Listing Rule 7.1A and therefore it is not known who (if any) may participate in a potential issue of securities under the placement facility (if any) under ASX Listing Rule 7.1A.

On that basis, the Company is not aware of any person who would be excluded from voting on this Resolution.

3. How to Vote

The ways in which you can vote are outlined below.

Direct Voting

Enclosed with this Notice of Meeting is a personalised Proxy and Voting form. The Proxy and Voting form allows Shareholders who are not attending the Meeting to either lodge their vote directly, or appoint a proxy or nominee to vote on their behalf.

We encourage you to lodge your vote electronically at www.linkmarketservices.com.au. To log in you will need your holder number and postcode for your shareholding. These can be found on your Proxy and Voting form.

By completing Section A of the Proxy and Voting form, you are voting your shares directly and are not appointing a third party, such as a proxy, to act on your behalf. Shareholders should complete their voting directions by selecting 'for' or 'against' for each Resolution on the Proxy and Voting form. Do not complete the 'abstain' box if you are voting directly as it will result in an invalid vote. If no direction is given on a Resolution or if Section A and Section B are both completed on the Proxy and Voting form, your vote may be passed to the Chairman as your proxy.

Proxies

If you are a Shareholder entitled to attend and vote, you may attend the meeting in person or you may appoint a proxy or proxies to attend and act on your behalf at the meeting. A proxy need not be a Shareholder and can be an individual or a body corporate.

An appointment of proxy must be made by written notice to the Company that:

- a. complies with section 250A(1) of the Corporations Act; or
- b. is in a form and mode, and is signed or otherwise authenticated by the Shareholder in a manner, satisfactory to the Board.

If a Shareholder is entitled to cast two or more votes at the meeting, the Shareholder may appoint one or two proxies. If two proxies are appointed, the appointing Shareholder may specify the proportion or number of their votes each proxy is appointed to exercise. In accordance with rule 15.1 of the Company's constitution, if no proportion or number is specified, each proxy may exercise half of the Shareholder's votes.

Undirected proxies

If the Chairman is appointed or taken to be appointed as a proxy and you do not specify in the Proxy and Voting form the manner in which you wish the Chairman to vote on the resolution to be considered at the Meeting, then the Chairman intends to exercise all available votes in favour of the resolution.

Attorney

If you are a Shareholder entitled to attend and vote, you may appoint an attorney to act on your behalf at the meeting. Your appointment must be made by a duly executed power of attorney. The power of attorney (or a certified copy of it) must be received by the Company at its registered address or at the address listed below for the receipt of proxy appointments at least 48 hours before the commencement of the meeting.

Lodgment

The Company encourages you to register your voting instructions online on the Link website: www.linkmarketservices.com.au. Participating online is simple, secure and the most efficient method of providing your instructions.

To register your voting instructions online:

- go to Link's Investor Centre at www.linkmarketservices.com.au and select Investor Login;

- enter your holding details as shown on your Proxy and Voting form, your postcode and the security code shown; then
- select 'Voting' and follow the prompts to lodge your voting instructions.

Alternatively, you may appoint a proxy by completing your Proxy and Voting form in accordance with the instructions on the back of the Proxy and Voting form and returning it to Link:

By post to: Range International Limited
 c/- Link Market Services Limited
 Locked Bag A14
 Sydney South NSW 1235 Australia

By facsimile to: +61 2 9287 0309

To be valid, your electronic voting instructions or Proxy and Voting form must be received by **10.00am** (AEST) on **27 May 2019**.

Bodies corporate

A body corporate may appoint an individual as a representative to exercise any of the powers the body may exercise as a proxy at the general meeting. The appointment may be a standing one. Unless the appointment states otherwise, the representative may exercise all of the powers that the appointing body could exercise at a meeting or in voting on a resolution. The representative is required to bring to the meeting evidence of his or her appointment, including any authority under which the appointment is signed, unless it has previously been given to the Company.

Questions from shareholders

Shareholders are invited to submit written questions relating to the business of the Company or any item of business at the AGM by using the form attached to this Notice of AGM. Shareholders may also use this form to submit questions to the Company's Auditor.

Questions must be received no later than 6.00pm on Wednesday, 22 May 2019.

We may not be able to respond to each question individually. We will however endeavor to respond to as many as possible of the most frequently asked questions.

Explanatory Memorandum

The Explanatory Memorandum provides information to shareholders for the meeting of shareholders of Range International Limited to be held at 10.00am on Wednesday, 29 May 2019 at the offices of Ashurst, Level 11, 5 Martin Place, Sydney, New South Wales, Australia and it should be read in conjunction with the accompanying Notice of Annual General Meeting.

Receipt of Financial Report, Directors' Report and Auditor's Report

Financial Report

The Company's Financial Report, Directors' Report and Auditor's Report for the year ended 31 December 2018 are set out in the Company's 2018 Annual Report.

The Corporations Act requires the Financial Report (which includes the Financial Statements and the Directors' Declaration), the Directors' Report and the Auditor's Report to be laid before the AGM. There is no requirement either in the Corporations Act or in the Constitution of the Company for shareholders to approve the Financial Report, the Directors' Report and the Auditor's Report.

Shareholders attending the AGM will be given a reasonable opportunity to ask questions about or make comments on the Financial Report, the Directors' Report and the Auditor's Report.

Auditor's Report

The Auditor will be attending the AGM and will answer questions from shareholders relevant to:

- a. the conduct of the audit in relation to the Company's Financial Report for the year ended 31 December 2018;
- b. the preparation and content of the Auditor's Report for the year ended 31 December 2018;
- c. the accounting policies adopted by the Company in relation to the preparation of the Company's financial statements for the year ended 31 December 2018; and
- d. the independence of the Auditor in relation to the conduct of the audit.

Shareholders may submit a written question to the Auditor prior to the AGM provided that the question relates to:

- a. the content of the Auditor's Report; or
- b. the conduct of the audit in relation to the Company's Financial Report for the year ended 31 December 2018.

Questions of the Auditor are to be submitted to the Company no later than 6.00pm (AEST) on Wednesday, 22 May 2019. Any questions will be forwarded by the Company to the Auditor. Questions may not be sent directly to the Auditor.

If questions are submitted to the Auditor, the Company will make available at the AGM a question list prepared by the Auditor in accordance with the requirements of the Corporations Act.

Resolution 2 Remuneration Report

Section 250R(2) of the Corporations Act requires that the section of the Directors' Report dealing with the remuneration of directors and key management personnel (**KMP**) of the Company (**Remuneration Report**) be put to the vote of shareholders for adoption by way of a non-binding vote.

Broadly, the Remuneration Report details the remuneration policy for the Company and:

- a. explains the structure of and rationale behind the Company's remuneration practices and the link between the remuneration of executives and the Company's performance;

- b. sets out remuneration details for each Director and for each executive with authority and responsibility for directing the affairs of the Company; and
- c. discusses the relationship between the policy and Company performance.

Shareholders can view the full Remuneration Report in the Annual Report which is available on Range's website at <http://investors.rangeinternational.com/Investors/?page=annual-reports>.

Following consideration of the Remuneration Report, the Chairman will give shareholders a reasonable opportunity to ask questions about, or make comments on, the Remuneration Report. A resolution that the Remuneration Report be adopted will then be put to the vote. The vote on this resolution is advisory only and does not bind the Directors of the Company. However, the Board will take the outcome of the vote into account in setting remuneration policy for future years.

Voting Consequences

Under the Corporations Act, a company is required to put 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.

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.

The Directors abstain, in the interests of corporate governance, from making a recommendation in relation to this Resolution.

Resolution 3 Election of Peter Wallace

Rule 3.3 of the Company's Constitution requires that any Director appointed by the Board since the previous annual general meeting automatically retires at the next annual general meeting and is eligible for election by that general meeting.

Pursuant to rule 3.3 of the Company's Constitution, Mr Peter Wallace will retire as a director of the Company at the AGM. Being eligible, he offers himself for re-election as a director. Information on the skills and experience of Mr Wallace is set out in the Company's 2018 Annual Report and below. Instructions on how to access a copy of the Annual Report have been provided above.

Mr Wallace is an Australian national with over thirty years' experience as a Director in various listed and unlisted companies. Peter's career spans private equity, corporate advice, non-executive directorships and financial control. He has primarily worked with emerging growth companies providing sound, independent, creative and experienced counsel. Mr Wallace is currently non-executive chairman of ASX listed, Ambertech Limited, non-executive director of The Executive Connection Pty Limited and Carte Blanche Australia Pty Limited.

Mr Wallace has been a director of over 30 groups of companies in a wide range of industries including distribution, financial services, healthcare, biotechnology, information technology, manufacturing and retail. Peter is an experienced committee member including audit, remuneration and nomination committees, having undertaken numerous IPOs and takeovers and is well versed in contemporary directors responsibilities through current roles, and as a Fellow of Australian Institute of Company Directors.

Mr Wallace holds a Bachelor of Commerce, Master of Business Administration and is a Chartered Accountant.

The Chairman intends to vote open proxies in favour of this resolution.

Resolution 4 Approval of Additional Share Issue Capacity under ASX Listing Rule 7.1A

ASX Listing Rule 7.1A enables certain companies to seek Shareholder approval by special resolution to issue equity securities equivalent to an additional 10% of the number of ordinary securities on issue over a 12 month period following their annual general meeting (**10% Placement Facility**). This is in addition to the existing 15% placement capacity permitted by ASX Listing Rule 7.1.

A company is eligible to seek shareholder approval for this additional placement capacity if it satisfies both of the following criteria at the date of its annual general meeting:

- a. it has a market capitalisation of \$300 million or less; and
- b. it is not included in the S&P/ASX 300 Index.

The Company currently satisfies both the above criteria, and it is anticipated that it will satisfy both these criteria at the date of the AGM.

For illustrative purposes, the Company's market capitalisation was \$5.6 million based on a closing price of \$0.028 on 1 April 2019.

Accordingly, Resolution 4 is seeking approval of ordinary Shareholders by special resolution for the issue of such number of equity securities as calculated under the formula in ASX Listing Rule 7.1A.2, at an issue price as permitted by ASX Listing Rule 7.1A.3 to such persons as the Board may determine, on the terms as described in this Explanatory Memorandum.

At the date of this Notice, the Company has on issue 201,054,986 fully paid ordinary shares. No shares were issued during the year as part of the current 15% capacity under ASX Listing Rule 7.1.

Based on the above, and as an example only, the Company would (as at the date this notice of meeting is finalised) have capacity to issue:

- a. 30,158,247 (15% x 201,054,986)¹ equity securities under ASX Listing Rule 7.1; and
- b. 20,105,498 (10% x 201,054,986) equity securities under ASX Listing Rule 7.1A (subject to approval of Resolution 4).

The actual number of equity securities that the Company will have capacity to issue under ASX Listing Rule 7.1A (and ASX Listing Rule 7.1 as applicable) will be calculated at the date of issue of the equity securities in accordance with the formula prescribed in ASX Listing Rule 7.1A.2 (and ASX Listing Rule 7.1 as applicable).

That formula is:

$(A \times D) - E$

- A is the number of Shares on issue 12 months before the date of issue or agreement:

¹ Being the number of fully paid ordinary securities on issue 12 months before the issue date (if 1 April 2019 was the issue date).

- (a) plus the number of fully paid Shares issued in the 12 months under an exception in ASX Listing Rule 7.2;
- (b) plus the number of partly paid Shares that became fully paid in the 12 months;
- (c) plus the number of fully paid Shares issued in the 12 months with approval of holders of Shares under ASX Listing Rules 7.1 and 7.4. This does not include an issue of fully paid Shares under the entity's 15% placement capacity without Shareholder approval;
- (d) less the number of fully paid Shares cancelled in the 12 months.

Note that 'A' is has the same meaning in ASX Listing Rule 7.1 when calculating an entity's 15% placement capacity.

- 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 the issue or agreement to issue, that are not issued with the approval of Shareholders under ASX Listing Rules 7.1 or 7.4.

The effect of Resolution 4 will be to allow the Company to issue equity securities under ASX Listing Rule 7.1A up to 10% of the Company's fully paid ordinary securities on issue during the period up to 12 months after the AGM, in addition to the Company's 15% placement capacity under ASX Listing Rule 7.1.

Information required by ASX Listing Rule 7.3A

For the purposes of ASX Listing Rule 7.3A, the following information is provided:

- **Minimum price at which the equity securities may be issued** – The minimum price at which the equity securities will be issued will be no less than 75% of the volume weighted average market price for ordinary shares calculated over the 15 trading days on which trades are recorded immediately before:
 - a. the date on which the price at which the shares are to be issued is agreed; or
 - b. if the shares are not issued within 5 trading days of the date in paragraph a, the date on which the shares are issued.
- **Risk of economic and voting dilution** – If Resolution 4 is approved by Shareholders and the Company issues equity securities under the 10% Placement Facility, the existing ordinary Shareholders face the risk of economic and voting dilution as a result of the issue of equity securities which are the subject of this Resolution, to the extent that such equity securities are issued, including:
 - a. the market price of equity securities may be significantly lower on the issue date than on the date on which this approval is being sought; and
 - b. the equity securities may be issued at a price that is at a discount to the market price for those equity securities on the issue date,

which may have an effect on the amount of funds raised by the issue of the equity securities.

- The following table gives examples of the potential dilution of existing ordinary Shareholders on the basis of the market price of shares and the number of ordinary securities for variable "A", calculated in accordance with the formula in ASX Listing Rule 7.1A.2. The table demonstrates various examples as to the number of equity securities that may be issued under the additional 10% Placement Facility.

The table also shows:

- a. two examples where variable "A" has increased by 50% and 100%. The number of ordinary securities on issue may increase as a result of issues of ordinary securities that do not require Shareholder approval (for example, a pro rata entitlements issue or scrip issued under a

takeover offer) or future specific placements under ASX Listing Rule 7.1 that are approved at a future Shareholders' meeting; and

- b. two examples of where the issue price of ordinary securities has decreased by 50% and increased by 100% as against the current market price.

No. of Shares on Issue ²	Dilution			
	Issue price (per Share)	\$0.014 50% decrease in Issue Price	\$0.028 Issue Price	\$0.056 100% increase in Issue Price
201,054,986 (Current)	Shares issued	20,105,499	20,105,499	20,105,499
	Funds raised	\$281,477	\$562,954	\$1,125,908
301,582,479 (50% increase)	Shares issued	30,158,248	30,158,248	30,158,248
	Funds raised	\$422,215	\$844,431	\$1,668,862
402,109,972 (100% increase)	Shares issued	40,210,997	40,210,997	40,210,997
	Funds raised	\$562,954	\$1,125,908	\$2,251,816

- The table has been prepared on the following assumptions:
 - the Company issues the maximum number of equity securities available under the 10% Placement Facility in ASX Listing Rule 7.1A;
 - 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 table does not show an example of dilution that may be caused to a particular Shareholder by reason of placements under the 10% Placement Facility, based on that Shareholder's holding at the date of the AGM;
 - the table shows only the effect of issues of equity securities under ASX Listing Rule 7.1A, not under the 15% placement capacity under ASX Listing Rule 7.1;
 - the issue of equity securities under the 10% Placement Facility consists only of shares (as any issue of securities under ASX Listing Rule 7.1A must be in an existing quoted class of securities); and
 - the issue price is \$0.028 per share,³ being the closing price of the shares on ASX on 1 April 2019.
- Date by which the Company may issue the securities** – If any of the shares being approved by this Resolution are issued, they will be issued during the placement period, that is, within 12 months of the date of the AGM (i.e. by 29 May 2020). The approval being sought under Resolution 4 will cease to be

² Variable "A" in Listing Rule 7.1A.2.

³ Closing price on 1 April 2019 was \$0.028 per share.

valid if ordinary Shareholders approve a transaction under ASX Listing Rules 11.1.2 (a significant change to the nature or scale of activities) or 11.2 (disposal of main undertaking) prior to 29 May 2020.

- **Purpose for which the equity securities may be issued** – The Company may seek to issue the equity securities for the following purposes:
 - a. cash consideration. In such circumstances, the Company intends to use the funds raised towards an acquisition of new assets or investments (including expenses associated with such acquisition), continued development of the Company's current assets and/or general working capital; or
 - b. non-cash consideration for the acquisition of new assets and investments. In such circumstances the Company will provide a valuation of the non-cash consideration as required by ASX Listing Rule 7.1A.3.
- The Company will comply with the disclosure obligations under ASX Listing Rules 7.1A.4 and 3.10.5A upon issue of any equity securities under Listing Rule 7.1A.
- **Details of the Company's allocation policy for issues under approval** – The Company's allocation policy is dependent on the prevailing market conditions at the time of any proposed issue pursuant to the 10% Placement Facility. The identity of allottees of any equity securities that may be issued (subject to Shareholder approval of Resolution 4) have not been determined as at the date of this Notice, but may include existing Shareholders and/or parties who are not currently Shareholders and are not related parties or associates of the Company. Any potential allottees will be determined on a case-by-case basis having regard to factors including, but not limited to, the following:
 - a. the methods of raising funds available to the Company (including but not limited to, rights issue or other issues in which existing security holders can participate), while balancing interest from potential allottees with the interests of existing Shareholders;
 - b. the effect of the issue of equity securities on the control of the Company and balancing the interests of existing Shareholders. Allocation will be subject to takeover thresholds;
 - c. the financial situation and solvency of the Company and its need for working capital at any given time; and
 - d. advice from corporate, financial and broking advisors (if applicable).
- **Previous obtained approval under 7.1A** – The Company has not previously obtained Shareholder approval to have the additional capacity to issue securities under ASX Listing Rule 7.1A.
- A Voting Exclusion Statement is set out under the Resolution in the Notice of Meeting. Potential allottees under the 10% Placement Facility (should it be approved) have not been identified as at the date of this Notice, but may include existing Shareholders and/or parties who are not currently Shareholders and are not related parties or associates of the Company. Therefore no existing shareholder will be excluded from voting on this Resolution.

Resolution 4 is a special resolution. For a special resolution to be passed, at least 75% of the votes cast by Shareholders present and entitled to vote on the resolution must be in favour of the resolution.

The Chairman intends to vote open proxies in favour of this resolution.

Definitions

10% Placement Facility has the meaning given to it in Resolution 4.

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

Board means the board of Directors.

Chair means the chair of the Meeting.

Company or **Range** means Range International Limited.

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

Corporations Regulations means the Corporations Regulations 2001 (Cth).

Director means a director of the Company.

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

KMP means the key management personnel during the year ended 31 December 2018 listed in the Company's Remuneration Report.

Notice or **Notice of Meeting** means this Notice of the AGM including the Explanatory Statement and the proxy form.

Shareholder means a member of the Company.

LODGE YOUR VOTE



ONLINE

www.linkmarketservices.com.au



BY MAIL

Range International 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



ALL ENQUIRIES TO

Telephone: +61 1300 554 474



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PROXY AND VOTING FORM

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

STEP 1 Please mark either A or B

A

VOTE DIRECTLY



elect to lodge my/our
vote(s) directly (mark box)



in relation to the Annual General Meeting of the Company to be held at **10:00am on Wednesday, 29 May 2019**, and at any adjournment or postponement of the Meeting.

You should mark either "for" or "against" for each item. Do not mark the "abstain" box.

OR

B

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

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 on Wednesday, 29 May 2019 at the offices of Ashurst, Level 11, 5 Martin Place, Sydney New South Wales (the Meeting)** and at any postponement or adjournment of the Meeting.

Important for Resolution 2: 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 Resolution 2, even though the Resolution is 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.

STEP 2

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*

2 Remuneration Report

<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
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3 Election of Mr Peter Wallace

<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
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4 Approval of Additional Share Issue
Capacity under ASX Listing Rule 7.1A

<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
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* 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 3

SIGNATURE OF SHAREHOLDERS – THIS MUST BE COMPLETED

Shareholder 1 (Individual)

Sole Director and Sole Company Secretary

Joint Shareholder 2 (Individual)

Director/Company Secretary (Delete one)

Joint Shareholder 3 (Individual)

Director

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).



HOW TO COMPLETE THIS SHAREHOLDER VOTING 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.**

VOTING UNDER BOX A

If you ticked the box under Box A you are indicating that you wish to vote directly. Please only mark either **"for"** or **"against"** for each item. Do not mark the **"abstain"** box. If you mark the **"abstain"** box for an item, your vote for that item will be invalid.

If no direction is given on all of the items, or if you complete both Box A and Box B, your vote may be passed to the Chairman of the Meeting as your proxy.

Custodians and nominees may, with the Share Registrar's consent, identify on the Voting Form the total number of votes in each of the categories **"for"** and **"against"** and their votes will be valid.

If you have lodged a direct vote, and then you attend the Meeting, your attendance will cancel your direct vote.

The Chairman's decision as to whether a direct vote is valid is conclusive.

VOTING UNDER BOX B – 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 Voting 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 Voting 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 Voting Form and the second Voting 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" must 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.

LODGEMENT OF A VOTING FORM

This Voting Form (and any Power of Attorney under which it is signed) must be received at an address given below by **10:00am on Monday, 27 May 2019**, being not later than 48 hours before the commencement of the Meeting. Any Voting Form received after that time will not be valid for the scheduled Meeting.

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



ONLINE

www.linkmarketservices.com.au

Login to the Link website using the holding details as shown on the Voting 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 front of the Voting Form).



BY MOBILE DEVICE

Our voting website is designed specifically for voting online. You can now lodge your vote by scanning the QR code adjacent or enter the voting link www.linkmarketservices.com.au into your mobile device. Log in using the Holder Identifier and postcode for your shareholding.

QR Code



To scan the code you will need a QR code reader application which can be downloaded for free on your mobile device.



BY MAIL

Range International Limited
C/- Link Market Services Limited
Locked Bag A14
Sydney South NSW 1235
Australia



BY FAX

+61 2 9287 0309



BY HAND

delivering it to Link Market Services Limited*
1A Homebush Bay Drive
Rhodes NSW 2138

* During business hours (Monday to Friday, 9:00am–5:00pm)

**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.**



Range International Ltd
C/- Link Market Services Limited
Locked Bag A14
Sydney South NSW 1235 Australia



+61 2 9287 0309



Link Market Services Limited
1A Homebush Bay Drive, Rhodes NSW 2138



Telephone: +61 1300 554 474



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Please use this form to submit any questions relating to the management of Range International Limited (“the Company”) or any item of business outlined in the accompanying Notice of Annual General Meeting and Explanatory Notes. You may also use this form to submit questions for the Company’s Auditor.

This form must be received by the Company's share registrar, Link Market Services Limited, by **6:00pm on Wednesday, 22 May 2019**. The Company will endeavour to address as many of the more frequently raised questions as possible and where appropriate, will give the Company's Auditor the opportunity to answer questions submitted for the Auditor. Please note that individual responses will not be sent to shareholders.

My question relates to *(please mark the most appropriate box)*

- | | | |
|---|--|---|
| <input type="checkbox"/> Performance or financial reports | <input type="checkbox"/> A resolution being put to the AGM | <input type="checkbox"/> General suggestion |
| <input type="checkbox"/> Remuneration Report | <input type="checkbox"/> Sustainability/Environment | <input type="checkbox"/> Other |
| <input type="checkbox"/> My question is for the auditor | <input type="checkbox"/> Future direction | |

QUESTIONS

- | | | | | | |
|--------------------------|----------------------------------|--------------------------|-----------------------------------|--------------------------|--------------------|
| <input type="checkbox"/> | Performance or financial reports | <input type="checkbox"/> | A resolution being put to the AGM | <input type="checkbox"/> | General suggestion |
| <input type="checkbox"/> | Remuneration Report | <input type="checkbox"/> | Sustainability/Environment | <input type="checkbox"/> | Other |
| <input type="checkbox"/> | My question is for the auditor | <input type="checkbox"/> | Future direction | | |