

**Sandon Capital Investments Limited**  
(ACN 107 772 467)

**Notice of Annual General Meeting**

Notice is given that the Annual General Meeting (**Meeting**) of Shareholders of Sandon Capital Investments Limited (**Company**) will be held on:

Date: **Thursday 31 October 2019**

Time: **10:30am**

Venue: **Sydney Harbour Marriott, Dorothea Mackellar Room, Level 3, 30 Pitt Street, Sydney, NSW 2000**

**Business**

**Financial statements and reports**

To receive and consider the Company's annual financial report, including the directors' report and audit report for the year ended 30 June 2019.

**Resolution 1: Adoption of the Remuneration Report**

To consider and, if thought fit, to pass, the following resolution as a **non-binding ordinary resolution**:

*"That, for the purpose of Section 250R(2) of the Corporations Act, approval is given for the adoption of the Remuneration Report as contained in the Company's annual report for the financial year ended 30 June 2019."*

Note: **The vote on this resolution is advisory only and does not bind the Directors or the Company.**

**Voting Exclusion Statement:** The Company will disregard any votes cast on this Resolution 1 by or on behalf of a member of the Company's Key Management Personnel (KMP) whose remuneration details are disclosed in the Remuneration Report, or by or on behalf of a closely related party of a member of the KMP, in any capacity unless the vote is cast:

- by a person as proxy for a person who is entitled to vote, in accordance with the directions on the proxy form; or
- it is cast by the person chairing the Meeting as proxy for a person who is entitled to vote, in accordance with a direction on the proxy form to vote as the proxy decides.

The Chairman will vote all undirected proxies in favour of this resolution.

**Resolution 2: Re-election of Gabriel Radzyninski as a Director**

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

*"That Gabriel Radzyninski, who retires in accordance with clause 6.1(e) of the Company's constitution and, being eligible for re-election, be re-elected as a Director."*

Note: **Without limitation, Rule 6.1 of the Company's constitution is relevant to this resolution.**

### Resolution 3: Election of Sir Ron Brierley as a Director

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

*“That Sir Ron Brierley, who was appointed a Director during the last financial year and retires in accordance with the Company’s Constitution and, being eligible, offers himself for election, be elected as a Director of the Company.”*

Note: **Without limitation, Rule 6.1 of the Company’s constitution is relevant to this resolution.**

### Resolution 4: Increase in maximum aggregate Non-Executive Director remuneration

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

*For the purposes of Listing Rule 10.17, Rule 6.3(a) of the Constitution, and for all other purposes, the maximum aggregate remuneration that the Company may pay its Non-Executive Directors in any financial year be increased by \$40,000 from \$85,000 to \$125,000 with effect from 1 July 2019.*

**Voting exclusion statement:** The Company will disregard any votes cast in favour of Resolution 4 by or on behalf of a Director of the Company or an Associate of a Director. The Directors are Mr Gabriel Radzynski, Sir Ron Brierley, Ms Melinda Snowden and Mr Peter Velez. However, the Company need not disregard a vote if:

- (a) 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
- (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.

Further, in accordance with the Corporations Act, a Restricted Voter who is appointed as a proxy will not vote on Resolution 4 unless:

- (a) the appointment specifies the way the proxy is to vote on Resolution 4; or
- (b) the proxy is the Chair of the Meeting and the appointment expressly authorises the Chair to exercise the proxy even if the Resolution is connected directly or indirectly with the remuneration of a member of the Key Management Personnel.

Shareholders should note that the Chair intends to vote any undirected proxies in favour of Resolution 4.

Shareholders may also choose to direct the Chair to vote against Resolution 4 or to abstain from voting.

If you are a Restricted Voter and purport to cast a vote other than as permitted above, that vote will be disregarded by the Company (as indicated above) and you may be liable for breaching the voting restrictions that apply to you under the Corporations Act.

### Resolution 5: Approval of Additional 10% Placement Capacity

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

*“That, for the purpose of Listing Rule 7.1A and for all other purposes, approval is given for the issue of equity securities up to 10% of the issued share capital of the Company (at the time of issue) calculated in accordance with the formula prescribed in Listing Rules 7.1A.2 and on the terms and conditions set out in the Explanatory Memorandum”.*

Note: **Without limitation, Listing Rule 7.1A is relevant to this resolution.**

**Voting Exclusion Statement:** The Company will disregard any votes cast in favour of Resolution 5 by or on behalf of a person who is expected to participate in, or who will obtain a material benefit as a result of, the proposed issue (except a benefit solely by reason of being a holder of ordinary

securities in the entity) or an Associate of those persons unless the vote is cast:

- (a) 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.

Note: In accordance with Listing Rule 14.11.1 and the relevant note under that rule concerning Listing Rule 7.1A, as at the date of this Notice of Meeting it is not known who may participate in the proposed issue (if any). On that basis, no Shareholders are currently excluded.

### **Other business**

To consider any other business that may lawfully be brought forward in accordance with the constitution of the Company or the law.

### **Other information**

An Explanatory Memorandum accompanies and forms part of this notice of Meeting.

All Shareholders should read the Explanatory Memorandum carefully and in its entirety. Shareholders who are in doubt regarding any part of the business of the Meeting should consult their financial or legal adviser for assistance.

### **Voting by proxy**

Any Shareholder entitled to attend and vote at this Meeting is entitled to appoint a proxy to attend and vote instead of that Shareholder.

The proxy does not need to be a Shareholder of the Company.

A Shareholder who is entitled to cast 2 or more votes may appoint 2 proxies and may specify the proportion or number of votes each proxy is appointed to exercise. If no proportion or number is specified, each proxy may exercise half of the Shareholder's votes.

Proxies must be:

- (a) lodged at the Company's Share registry, Link Market Services Limited;
- (b) faxed to the fax number specified below;
- (c) lodged online at [www.linkmarketservices.com.au](http://www.linkmarketservices.com.au) in accordance with the instructions there,

not later than 10:30am Sydney time on 29 October 2019.

Address (hand deliveries): 1A Homebush Bay Drive, Rhodes NSW 2138 or  
Level 12, 680 George Street, Sydney NSW 2000

Address (postal deliveries): Locked Bag A14 Sydney South NSW 1235

Fax number for lodgement: (within Australia) (02) 9287 0309  
(outside Australia) +61 2 9287 0309

The proxy form has been enclosed. Please read all instructions carefully before completing the proxy form.

### **Entitlement to vote**

In accordance with Section 1074E(2)(g)(i) of the Corporations Act and Regulation 7.11.37 of the Corporations Regulations, the Company has determined that for the purposes of the Meeting all Shares will be taken to be held by the persons who held them as registered Shareholders at 7.00 pm

Sydney time on 29 October 2019. Accordingly, share transfers registered after that time will be disregarded in determining entitlements to attend and vote at the Meeting.

By order of the Board

A handwritten signature in black ink, appearing to read 'Elizabeth McGregor', written in a cursive style.

**Elizabeth McGregor**  
**Company Secretary**  
26 September 2019

# Sandon Capital Investments Limited

(ACN 107 772 467)

## Explanatory Memorandum

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This Explanatory Memorandum sets out further information regarding the proposed items of business to be considered by Shareholders of Sandon Capital Investments Limited (**Company**) at the 2019 Annual General Meeting (**Meeting**) to be held commencing at 10:30am on 31 October 2019 at the **Sydney Harbour Marriott, Dorothea Mackellar Room, Level 3, 30 Pitt Street, Sydney, NSW 2000**. The Directors recommend that Shareholders read this Explanatory Memorandum before determining whether or not to support the resolutions.

### Financial statements and reports

Under Section 317 of the Corporations Act, the Company is required to lay its annual financial report, directors' report and auditor's report before its Shareholders at its Annual General Meeting. The annual financial report is submitted for Shareholders' consideration and discussion at the Meeting as required.

Meeting attendees are invited to direct questions to the Chairman in respect of any aspect of the Annual Report they wish to discuss.

Representatives of the Company's auditor, Pitcher Partners, will be available to answer questions that relate to the audit.

### Resolution 1: Adoption of the Remuneration Report

Resolution 1 provides Shareholders the opportunity to vote on the Company's Remuneration Report. The Remuneration Report is contained in the directors' report. Under Section 250R(2) of the Corporations Act, the Company must put the adoption of its Remuneration Report to a vote at its Annual General Meeting.

This vote is advisory only and does not bind the Directors or the Company.

The Board will consider the outcome of the vote and comments made by Shareholders on the Remuneration Report at this meeting when reviewing Company's remuneration policies. If 25% or more of the votes that are cast are voted against the adoption of the Remuneration Report at two consecutive annual general meetings, Shareholders will be required to vote at the second of those annual general meetings on a resolution (a "spill resolution") that another meeting be held within 90 days at which all of Company's directors other than the managing director must be offered up for election.

### Voting Exclusion

Key Management Personnel (including Directors) and their closely related parties must not cast a vote on the Remuneration Report, unless as holders of directed proxies for Shareholders eligible to vote on Resolution 1.

The Company encourages all shareholders to cast their votes on this resolution. The Chairman will vote all undirected proxies in favour of this resolution. If you wish to vote "against" or "abstain" you should mark the relevant box in the enclosed proxy form.

### Resolution 2: Re-election of Mr Gabriel Radzynski as a Director

**Board recommendation and undirected proxies.** The Board recommends that shareholders vote in **FAVOUR** of resolution 2. The Chairman of the meeting intends to vote undirected proxies in **FAVOUR** of Resolution 2.

Under Rule 6.1(f) of the Company's constitution one third of the Company's Directors, or the whole number nearest to one third, must retire unless re-elected.

Resolution 2 provides for the re-election of Mr Radzynski as Director of the Company in accordance with Rule 6.1(f) of the Company's constitution.

**Gabriel Radzynski BA (Hons), MCom (Chairman and Non-Executive Director)**  
**Appointed 2 October 2013**

Gabriel is the founder and Managing Director of Sandon Capital Pty Limited, investment manager of the Company. Gabriel is executive director of Mercantile Investment Company Limited and is a non-executive director of Future Generation Investment Company Limited.

The Directors (excluding Mr Radzynski) unanimously recommend that Shareholders vote in favour of Resolution 2.

**Resolution 3: Election of Sir Ron Brierley as a Director**

**Board recommendation and undirected proxies.** The Board recommends that shareholders vote in **FAVOUR** of Resolution 3. The Chairman of the meeting intends to vote undirected proxies in **FAVOUR** of Resolution 3.

Under Rule 6.1(e) of the Company's constitution a Director appointed either as an addition to the existing directors or to fill a casual vacancy must retire from office at the next annual general meeting following his or her appointment.

Resolution 3 provides for the election of Sir Ron Brierley as Director of the Company in accordance with Rule 6.1(e) of the Company's constitution.

**Sir Ron Brierley (Non-Executive director)**  
**Appointed 25 June 2019**

Sir Ron founded Brierley Investments Ltd in 1961 and as Chairman of that company implemented his investment approach successfully over the next 40 years, retiring as a director in 2001. Sir Ron was appointed Chairman of Guinness Peat Group PLC (GPG) in 1990 where he also applied his investment approach. GPG was renamed (Coats Group PLC) on 6 March 2015. Sir Ron stepped down as a director of Coats Group PLC on 21 April 2015. Sir Ron is currently the Chairman of Mercantile Investment Company Limited.

The Directors (excluding Sir Ron Brierley) unanimously recommend that Shareholders vote in favour of Resolution 3.

**Resolution 4: Increase in maximum aggregate Non-Executive Director remuneration**

The maximum aggregate remuneration that the Company may pay Non-Executive Directors in any financial year is currently \$85,000. This amount does not include other payments that may be payable to Non-Executive Directors as specified in the Constitution. The current aggregate limit has not changed since it was reduced from \$300,000 at the Annual General Meeting held on 10 November 2015.

Shareholder approval is sought to increase the maximum aggregate amount payable to Non-Executive Directors in any financial year by \$40,000 from \$85,000 to \$125,000. The increase is being sought in order to:

- (a) provide flexibility for the increased the size of the Board;
- (b) continue to attract Directors with the appropriate experience and skills.

The Board is aware of the general market concerns regarding the level of Non-Executive Directors' fees and the Board believes that the Company has been consistently conservative in relation to the level of fees paid to its Directors. The current aggregate limit has not been exceeded and details of the remuneration provided to each Non-Executive Director for the year ended 30 June 2019 are provided in the Remuneration Report included in the 2019 Annual Report.

Increasing the maximum amount of Non-Executive Directors' remuneration does not mean that the whole of the new maximum aggregate will be used immediately.

Information required under Listing Rule 10.17: Securities issued to a non-executive director under Listing Rule 10.11 or 10.14 with shareholder approval at any time within the preceding 3 years.

Date	No of securities	Type	Issued to
10 September 2019	385,826	Ordinary shares	Gabriel Radzyninski

## Resolution 5: Approval of Additional 10% Placement Capacity

**Board recommendation and undirected proxies.** The Board recommends that Shareholders vote in **FAVOUR** of Resolution 5. The Chairman of the meeting intends to vote undirected proxies in **FAVOUR** of Resolution 5.

*Note – if Resolution 5 is approved, a placement will only proceed if the Company's shares are trading at a price above their NTA value.*

### Listing Rule 7.1A

Listing Rule 7.1A provides that an eligible entity may seek shareholder approval by special resolution at its annual general meeting to issue equity securities equivalent to an additional 10% of the number of ordinary securities on issue over a period of 12 months after the annual general meeting (**10% Placement Capacity**). This is in addition to the existing 15% placement capacity permitted by Listing Rule 7.1.

If Shareholders approve Resolution 5, the number of equity securities the Company may issue under the 10% Placement Capacity will be determined in accordance with the formula prescribed in Listing Rule 7.1A.2 (as set out below).

An eligible entity is one that, as at the date of the relevant annual general meeting:

- (a) is not included in the S&P/ASX 300 Index; and
- (b) has a maximum market capitalisation (excluding restricted securities and securities quoted on a deferred settlement basis) of \$300,000,000.

The Company is an eligible entity as it is not included in the S&P/ASX 300 Index and has a current market capitalisation of less than \$300,000,000.

Any equity securities issued must be in the same class as an existing class of quoted equity securities. The Company currently has one class of quoted equity securities on issue, being Shares (ASX Code: SNC).

The number of equity securities that the Company may issue under the approval sought by Resolution 5 will be calculated in accordance with the following formula as set out in Listing Rule 7.1A:

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

Where:

**A** = the number of fully paid Shares on issue 12 months before the date of issue or agreement to issue:

- (i) plus the number of Shares issued in the 12 months under an exception in Listing Rule 7.2;
- (ii) plus the number of partly paid Shares that became fully paid in the 12 months;
- (iii) plus the number of fully paid Shares issued in the 12 months under Listing Rules 7.1 and 7.4; and
- (iv) less the number of fully paid Shares cancelled in the 12 months.

**D** = 10%.



**E** = the number of equity securities issued or agreed to be issued under Listing Rule 7.1A.2 in the 12 months before the date of issue or agreement to issue that are not issued with the approval of the Shareholders under Listing Rule 7.1 or 7.4.

*Technical information required by Listing Rule 7.1A*

While the Company does not have any immediate plans to issue equity securities, purposes for which equity securities may be issued pursuant to Resolution 5 may include the raising of capital to facilitate further investment opportunities.

Pursuant to and in accordance with Listing Rule 7.3A, the information below is provided in relation to Resolution 5:

- (a) **Minimum Price:** Under the Listing Rules, the minimum price at which the equity securities may be issued is 75% of the volume weighted average price of equity securities in that class, calculated over the 15 trading days on which trades in that class were recorded immediately before:
- (i) the date on which the price at which the equity securities are to be issued is agreed; or
  - (ii) if the equity securities are not issued within 5 trading days of the date in paragraph (i) above, the date on which the equity securities are issued.
- (b) **Risk of voting dilution:** Shareholders should be aware there is a risk of economic and voting dilution that may result from an issue of equity securities under the 10% Placement Capacity, including the risk that:
- (i) the market price for equity securities in that class may be significantly lower on the issue date than on the date of the Meeting where approval is being sought; and
  - (ii) the equity securities may be issued at a price that is at a discount to the market price for those equity securities on the date of issue.

Any issue of equity securities under the 10% Placement Capacity will dilute the interests of Shareholders who do not receive any equity securities under the issue.

If Resolution 5 is approved by Shareholders and the Company issues the maximum number of equity securities available under the 10% Placement Capacity, the economic and voting dilution of existing Shares would be as shown in the table below.

The table below shows the potential dilution of existing Shareholders calculated in accordance with the formula outlined in Listing Rule 7.1A.2, on the basis of the current market price of the Shares and the current number of Shares on issue as at the date of this notice of Meeting. The table also assumes that no options currently on issue are exercised into Shares before the date of issue of the equity securities.

The table also shows the voting dilution impact where the number of Shares on issue (variable A in the formula) changes and the economic dilution where there are changes in the issue price of Shares issued under the 10% Placement Capacity.



Variable "A" in Listing Rule 7.1A.2		Dilution		
		\$ 0.403 50% decrease in Issue Price	\$ 0.805 Issue Price	\$ 1.610 100% increase in Issue Price
Current Variable A 102,928,087	10% Voting dilution	10,292,809	10,292,809	10,292,809
	Funds raised	\$ 4,142,856	\$ 8,285,711	\$ 16,571,422
50% increase in current Variable A 154,392,131	10% Voting dilution	15,439,213	15,439,213	15,439,213
	Funds raised	\$ 6,214,283	\$ 12,428,567	\$ 24,857,133
100% increase in current Variable A 205,856,174	10% Voting dilution	20,585,617	20,585,617	20,585,617
	Funds raised	\$ 8,285,711	\$ 16,571,422	\$ 33,142,844

**Notes:**

1. The number of Shares on issue (variable A in the formula) could increase as a result of the issue of Shares that do not require Shareholder approval (such as under a pro-rata rights issue, the exercise of options currently on issue or that are issued with Shareholder approval under Listing Rule 7.1.)
2. The table above uses the following assumptions:
  - (i) The current Shares on issue are the Shares on issue as at the date of the notice of Meeting.
  - (ii) The issue price set out above is \$0.805 as at 13 September 2019.
  - (iii) The Company issues the maximum possible number of equity securities under the 10% Placement Capacity.
  - (iv) The calculations above do not show the dilution that any one particular Shareholder will be subject to. All Shareholders should consider the dilution caused to their own shareholding depending on their specific circumstances.
  - (v) This table does not set out any dilution pursuant to approvals under Listing Rule 7.1.
  - (vi) 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%.

- (c) **Date of Issue:** Subject to paragraph (g) below, equity securities may be issued under the 10% Placement Capacity commencing on the date of the Meeting and expiring on the first to occur of the following:

- (i) 12 months after the date of the Meeting; and
- (ii) the date of approval by Shareholders of any transaction under Listing Rules 11.1.2 (a significant change to the nature or scale of the Company's activities) or 11.2 (disposal of the Company's main undertaking).

The approval under Listing Rule 7.1A will cease to be valid in the event that Shareholders approve a transaction under Listing Rule 11.1.2 or 11.2.

- (d) **Purpose of Issue under 10% Placement Capacity:** The Company may issue equity securities under the 10% Placement Capacity for the following purposes:

- (i) as cash consideration in which case the Company intends to use funds raised for investment purposes in line with the Company's investment policy outlined in the Prospectus; or
- (ii) as non-cash consideration for investments, in such circumstances the Company will provide a valuation of the non-cash consideration as required by Listing Rule 7.1A.3.

- (e) **Allocation under the 10% Placement Capacity:** The allottees of the equity securities to be issued under the 10% Placement Capacity have not yet been determined. However, the allottees of equity securities could consist of current Shareholders or new investors (or both), none of whom will be related parties of the Company.

The Company will determine the allottees at the time of the issue under the 10% Placement Capacity, having regard to the following factors:

- (i) the purpose of the issue;
  - (ii) alternative methods for raising funds available to the Company at that time, including, but not limited to, an entitlement issue or other offer where existing Shareholders may participate;
  - (iii) the effect of the issue of the equity securities on the control of the Company;
  - (iv) the circumstances of the Company, including, but not limited to, the financial position and solvency of the Company;
  - (v) prevailing market conditions; and
  - (vi) advice from corporate, financial and broking advisers (if applicable).
- (f) **Previous Approval under Listing Rule 7.1A:** The Company obtained shareholder approval under Listing Rule 7.1A at the 2018 Annual General Meeting held on 23 November 2018.

Information under Listing Rule 7.3A.6(a): The table below shows the total number of equity securities issued in the past 12 months preceding the date of the Annual General Meeting 2019 and the percentages those issues represent of the total number of equity securities on issue at the commencement of the 12 month period.

Equity securities issued in the prior 12 month period	54,492,660 ordinary shares
Percentage previous issues represent of total number of equity securities on issue at commencement of 12 month period	112.51%

Information required under Listing Rule 7.3A.6(b): Schedule 1 sets out specific details for each issue of equity securities that has taken place in the 12 month period preceding the date of this Annual General Meeting.

### ***Voting Exclusion***

A voting exclusion statement is included under Resolution 5 in this notice of Meeting. Resolution 5 is a special resolution. Accordingly, at least 75% of votes cast by Shareholders present and eligible to vote at the Meeting must be in favour of Resolution 5 for it to be passed.

## **Questions and Comments by Shareholders at the Meeting**

In accordance with the Corporations Act, a reasonable opportunity will be given to Shareholders - as a whole - to ask questions or make comments on the management of the Company at the annual general meeting.

Similarly, a reasonable opportunity will be given to Shareholders - as a whole - to ask questions to the Company's external Auditor, Pitcher Partners, relevant to:

- (a) the conduct of the audit;
- (b) the preparation and contents of the audit;
- (c) the accounting policies adopted by the Company in relation to the preparation of its financial statements; and
- (d) the independence of the Auditor in relation to the conduct of the audit.

Shareholders may also submit a written question to Pitcher Partners if the question is relevant to the content of Pitcher Partners' audit report or the conduct of its audit of the Company's financial report for the period ended 30 June 2019.

Relevant written questions to Pitcher Partners must be submitted no later than 5:00pm (Sydney time) on 29 October 2019. A list of those questions will be made available to Shareholders attending the Meeting. Pitcher Partners will either answer questions at the meeting or table written answers to them at the Meeting. If written answers are tabled at the Meeting, they will be made available to Shareholders as soon as practicable after the Meeting.

### **Please send written questions for Pitcher Partners to:**

By facsimile - +61 3 9602 4709;

Post to – Sandon Capital Investment Limited, Level 5, 139 Macquarie Street, Sydney, NSW, 2000

**by no later than 5:00pm (Sydney time) on 29 October 2019.**

## **Glossary**

In this Explanatory Memorandum, and the notice of Meeting:

**Annual Report** means the the Company's annual financial report, including the directors' report and auditor's report for the year ended 30 June 2019.

**Associate** has the same meaning as defined in section 11 and sections 13 to 17 of the Corporations Act.

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

**Company** means Sandon Capital Investments Limited.

**Constitution** means the constitution of the Company.

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

**Explanatory Memorandum** means this explanatory memorandum which forms part of the notice of Meeting.

**Listing Rules** means the listing rules of ASX Limited.

**Meeting** means the Annual General Meeting of the Company the subject of this notice of Meeting scheduled to occur on 31 October 2019.

**Remuneration Report** means the remuneration report set out in the directors' report section of the Company's annual financial report for the year ended 30 June 2019.

**Share** means an ordinary share in the capital of the Company.

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

## Schedule 1

Information under Listing Rule 7.3A.6(b): The table below sets out specific details for each issue of equity securities that has taken place in the 12 month period preceding the date of this Annual General Meeting.

Issue Date	Number Issued	Class Type	Issued to	Price per share	Cash received	Non-cash consideration paid and current value
13 September 2019	43,067,229	Ordinary shares	Holders of shares in Mercantile Investment Company Limited (MVT) under the off-market takeover offer ( <b>Offer</b> ) by SNC for all of the ordinary shares in MVT, as set out in the bidder's statement lodged with ASIC by SNC dated 18 July 2019.	\$0.9507		210,803,450 ordinary shares in MVT  Current value as at 13 September 2019: \$0.165 per MVT share = \$34,782,569
10 September 2019	601,457	Ordinary shares	Gefare Pty Limited and Glen Brae Capital Pty Limited	\$0.9507		The shares were issued as partial consideration for the transfer of 50,000,000 unlisted options in MVT to SNC pursuant to the agreements ( <b>Option Agreements</b> ) as announced on 24 June 2019. The other part of the consideration paid by SNC for transfer of the options was a cash payment of \$337,895.
14 June 2019	10,823,974	Ordinary shares	Siblow Pty Limited	\$0.9507		52,980,782 ordinary shares in MVT  Current value as at 13 September 2019: \$0.165 per MVT share = \$8,741,829

Use of funds raised: The shares were issued as consideration for the acquisition by SNC of the MVT shares held by the MVT Shareholders under the Offer and as part consideration for MVT options held by MVT option holders under the Option Agreements, and as such, no funds were raised from the issue of the Shares.

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## LODGE YOUR VOTE



### ONLINE

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



### BY MAIL

Sandon Capital Investments 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

## PROXY FORM

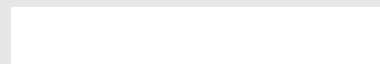
I/We being a member(s) of Sandon Capital Investments Limited and entitled to attend and vote hereby appoint:

### 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



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 **10:30am (AEDT) on Thursday, 31 October 2019 at Sydney Harbour Marriott, Dorothea Mackellar Room, Level 3, 30 Pitt Street, Sydney, NSW 2000 (the Meeting)** and at any postponement or adjournment of the Meeting.

**Important for Resolutions 1 & 4:** 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 & 4, 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

1 Adoption of the Remuneration Report

For Against Abstain\*

<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
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5 Approval of Additional 10% Placement Capacity

For Against Abstain\*

<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
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2 Re-election of Gabriel Radzynski as a Director

<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
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3 Election of Sir Ron Brierley as a Director

<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
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4 Increase in maximum aggregate Non-Executive Director remuneration

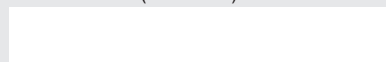
<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
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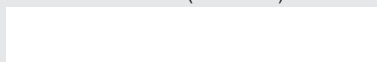
\* If you mark the Abstain box for a particular Item, you are directing your proxy not to vote on your behalf on a show of hands or on a poll and your votes will not be counted in computing the required majority on a poll.

### SIGNATURE OF SHAREHOLDERS – THIS MUST BE COMPLETED

Shareholder 1 (Individual)



Joint Shareholder 2 (Individual)



Joint Shareholder 3 (Individual)



Sole Director and Sole Company Secretary

Director/Company Secretary (Delete one)

Director

This form should be signed by the shareholder. If a joint holding, 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 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 Resolutions are 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:

- (a) 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
- (b) 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](http://www.linkmarketservices.com.au).

### 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 below by **10:30am (AEDT) on Tuesday, 29 October 2019**, 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).



#### BY MAIL

Sandon Capital Investments 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  
or  
Level 12  
680 George Street  
Sydney NSW 2000

\* 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.**