



Range International Ltd

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Sydney, NSW 2000
ACN: 611 998 200

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<https://www.rangeinternational.com>

RANGE INTERNATIONAL LTD

Notice of 2021 Annual General Meeting

Explanatory Statement | Proxy Form

12 May 2021

10:00 AM (AEST)

Address

Level 5, 126 Phillip Street Sydney NSW 2000

This Notice of Meeting should be read in its entirety. If Shareholders are in doubt as to how they should vote, they should seek advice from their professional advisers prior to voting.

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Important Information for Shareholders about the Company's AGM

Given the uncertainty surrounding the COVID-19 pandemic, by the time this Notice is received by Shareholders, circumstances may have changed, however, this Notice is given based on circumstances as at 30 March 2021.

Accordingly, should circumstances change, the Company will make an announcement on the ASX market announcements platform and on the Company's website at <https://www.rangeinternational.com>. Shareholders are urged to monitor the ASX announcements platform and the Company's website.

Venue and Voting Information

The Annual General Meeting of the Shareholders to which this Notice of Meeting relates will be held at 10:00 am (AEST) on 12 May 2021 at Level 5, 126 Phillip Street Sydney NSW 2000.

Please note that to ensure appropriate social distancing physical attendance at the AGM will be limited to 12 persons including the Board of Directors.

Your vote is important

The business of the Annual General Meeting affects your shareholding and your vote is important.

Voting in Person

To vote in person, attend the Annual General Meeting on the date and at the place set out above.

Voting by Proxy

To vote by proxy, please use one of the following methods:

Online	Lodge the Proxy Form online at https://investor.automic.com.au/#/loginsah by following the instructions: Login to the Automic website using the holding details as shown on the Proxy Form. Click on 'View Meetings' – 'Vote'. To use the online lodgement facility, Shareholders will need their holder number (Securityholder Reference Number (SRN) or Holder Identification Number (HIN)) as shown on the front of the Proxy Form. For further information on the online proxy lodgement process please see the Online Proxy Lodgement Guide at https://www.automicgroup.com.au/virtual-agms/
By post	Automic, GPO Box 5193, Sydney NSW 2001
By hand	Automic, Level 5, 126 Phillip Street, Sydney NSW 2000

Your Proxy instruction must be received not later than 48 hours before the commencement of the Meeting. **Proxy Forms received later than this time will be invalid.**

Power of Attorney

If the proxy form is signed under a power of attorney on behalf of a Shareholder, then the attorney must make sure that either the original power of attorney or a certified copy is sent with the proxy form, unless the power of attorney has already provided it to the Share Registry.

Corporate Representatives

If a representative of a Corporate Shareholder or a Corporate Proxy will be attending the Meeting, the representative should bring to the Meeting adequate evidence of their appointment, unless this has previously been provided to the Share Registry.

Notice of Annual General Meeting

Notice is hereby given that an Annual General Meeting of Shareholders of Range International Ltd ACN 611 998 200 will be held at 10:00 am (AEST) on 12 May 2021 at Level 5, 126 Phillip Street Sydney NSW 2000.

The Explanatory Statement to this Notice of Meeting provides additional information on matters to be considered at the Annual General Meeting. The Explanatory Statement and the Proxy Form forms part of this Notice of Meeting.

The Directors have determined pursuant to Regulation 7.11.37 of the *Corporations Regulations 2001* (Cth) that the persons eligible to vote at the Annual General Meeting are those who are registered Shareholders at 7:00 pm (AEST) on 10 May 2021.

Terms and abbreviations used in this Notice of Meeting and Explanatory Statement are defined in the Glossary.

Agenda

Ordinary Business

Financial Statements and Reports

"To receive and to consider the Annual Financial Report of the Company for the financial year ended 31 December 2020 together with the declaration of the Directors, the Directors' Report, the Remuneration Report and the Auditor's Report for that financial year."

Note: This item of ordinary business is **for discussion only and is not a resolution**.

Pursuant to the Corporations Act, Shareholders will be given a reasonable opportunity at the Meeting to ask questions about, or make comments in relation to, each of the aforementioned reports during consideration of these items.

Resolutions

1. **Resolution 1** – Adoption of Remuneration Report

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

"That, for the purpose of Section 250R(2) of the Corporations Act and for all other purposes, approval is given for the adoption of the Remuneration Report as contained in the Company's Annual Financial Report for the financial year ended 31 December 2020."

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

Voting Exclusion Statement: In accordance with the Corporations Act, the Company will disregard any votes cast on Resolution 1 by or on behalf of a member of the Company's Key Management Personnel (including the Directors), whose remuneration details are included in the Remuneration Report (**KMP**), or any of that person's Closely Related Parties (such as close family members and any controlled companies of those persons) (collectively referred to as **Restricted Voter**). However, the Company need not disregard a vote if:

- (a) it is cast by a person as a proxy appointed in writing that specifies how the proxy is to vote on Resolution 1; and
- (b) it is not cast on behalf of a Restricted Voter.

If you appoint the person chairing the Meeting (**Chair**) and you are not a Restricted Voter, by submitting the Proxy Form you authorise the person chairing the Meeting to exercise the proxy even though Resolution 1 is connected directly or indirectly with the remuneration of a KMP,

and you will be taken to have directed the Chair to vote in accordance with his or her stated intention to vote in favour of Resolution 1. If you do not want your vote exercised in favour of Resolution 1, you should direct the person chairing the Meeting to vote “against”, or to abstain from voting on, this Resolution.

2. **Resolution 2** – Re-election of Christopher Fong as Director

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

*“That **Christopher Fong**, a Director who retires by rotation in accordance with the Company’s Constitution and ASX Listing Rule 14.5, and being eligible offers himself for re-election as a Director of the Company, effective immediately.”*

3. **Resolution 3** – ASX Listing Rule 7.1A Approval of Future Issue of Securities

To consider and, if thought fit, to pass the following resolution as a **Special Resolution**:

“That, for the purposes of ASX Listing Rule 7.1A and for all other purposes, the Shareholders approve the issue of equity securities up to 10% of the issued capital of the Company (at the time of issue) calculated in accordance with the formula prescribed in ASX Listing Rule 7.1A.2 and otherwise on the terms and conditions set out in the Explanatory Statement which accompanies and forms part of this Notice of Meeting.”

Voting Exclusion Statement: The Company will disregard any votes cast in favour of Resolution 3 by or on behalf of:

- (a) 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 Company); or
- (b) an Associate of that person or those persons.

However, this does not apply to a vote cast in favour of Resolution 3 by:

- (i) a person as proxy or attorney for a person who is entitled to vote on the Resolution, in accordance with directions given to the proxy or attorney to vote on the Resolution in that way; or
- (ii) the Chair of the Meeting as proxy or attorney for a person who is entitled to vote on the Resolution, in accordance with a direction given to the Chair to vote on the Resolution as the Chair decides; or
- (iii) a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:
 - the beneficiary provides written confirmation to the holder that the beneficiary is not excluded from voting, and is not an associate of a person excluded from voting, on the Resolution; and
 - the holder votes on the Resolution in accordance with directions given by the beneficiary to the holder to vote in that way.

4. **Resolution 4 – Ratification of Prior Issue of Shares**

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

"That, for the purposes of ASX Listing Rule 7.4 and for all other purposes, the Shareholders ratify the prior issue of 90,000,000 Fully Paid Ordinary Shares on 8 February 2021, and otherwise on the terms and conditions set out in the Explanatory Statement which accompanies and forms part of this Notice of Meeting."

The effect of this Resolution, if approved, means the prior issue of 90,000,000 Fully Paid Ordinary Shares on 8 February 2021 will not reduce the Company's 25% capacity to issue equity securities under Listing Rules 7.1 (15%) and 7.1A (10%) without Shareholder approval over the 12 month period following the Issue Date.

Voting Exclusion Statement: The Company will disregard any votes cast in favour of Resolution 4 by or on behalf of:

- (a) a person who participated in the issue or is a counterparty to the agreement being approved; or
- (b) an Associate of that person or those persons.

However, this does not apply to a vote cast in favour of Resolution 4 by:

- (i) a person as proxy or attorney for a person who is entitled to vote on the Resolution, in accordance with directions given to the proxy or attorney to vote on the Resolution in that way; or
- (ii) the Chair of the Meeting as proxy or attorney for a person who is entitled to vote on the Resolution, in accordance with a direction given to the Chair to vote on the Resolution as the Chair decides; or
- (iii) a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:
 - the beneficiary provides written confirmation to the holder that the beneficiary is not excluded from voting, and is not an associate of a person excluded from voting, on the Resolution; and
 - the holder votes on the Resolution in accordance with directions given by the beneficiary to the holder to vote in that way.

5. **Resolution 5 – Approval of Issue of Placement Options**

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

"That, for the purposes of ASX Listing Rule 7.1 and for all other purposes, the Shareholders of the Company approve the issue and allotment of up to 45,000,000 Placement Options, each exercisable at \$0.035 per Placement Option and expiring two years from the date of issue, to sophisticated and professional investors who participated in the Placement, and otherwise on the terms and conditions set out in the Explanatory Statement which accompanies and forms part of this Notice of Meeting."

Voting Exclusion Statement: The Company will disregard any votes cast in favour of Resolution 5 by or on behalf of:

- (a) 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 Company); or
- (b) an Associate of that person or those persons.

However, this does not apply to a vote cast in favour of Resolution 5 by:

- (i) a person as proxy or attorney for a person who is entitled to vote on the Resolution, in accordance with directions given to the proxy or attorney to vote on the Resolution in that way; or
- (ii) the Chair of the Meeting as proxy or attorney for a person who is entitled to vote on the Resolution, in accordance with a direction given to the Chair to vote on the Resolution as the Chair decides; or
- (iii) a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:
 - the beneficiary provides written confirmation to the holder that the beneficiary is not excluded from voting, and is not an associate of a person excluded from voting, on the Resolution; and
 - the holder votes on the Resolution in accordance with directions given by the beneficiary to the holder to vote in that way.

6. **Resolution 6 – Appointment of Auditor**

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

"That, for the purposes of section 327B(1) of the Corporations Act and for all other purposes, BDO Audit Pty Ltd, having been nominated by a Shareholder and consented in writing to act as Auditor of the Company, be appointed as Auditor of the Company, effective immediately."

7. **Resolution 7 – Approval of Issue of Options to Richard Jenkins**

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, the Shareholders of the Company approve the issue and allotment of 9,000,000 Unlisted Options to Richard Jenkins, Executive Chairman and Company Secretary of the Company (or his nominee), and otherwise on the terms and conditions set out in the Explanatory Statement which accompanies and forms part of this Notice of Meeting."

Voting Exclusion Statement: The Company will disregard any votes cast in favour of Resolution 7 by or on behalf of:

- (a) Richard Jenkins (or his nominee);
- (b) a person who will obtain a material benefit as a result of the issue of the securities (except a benefit solely by reason of being a holder of ordinary securities in the Company); or
- (c) an Associate of that person or those persons described in (a) or (b).

However, this does not apply to a vote cast in favour of Resolution 7 by:

- (i) a person as proxy or attorney for a person who is entitled to vote on the Resolution, in accordance with direction given to the proxy or attorney to vote on the Resolution in that way; or
- (ii) the Chair of the Meeting as proxy or attorney for a person who is entitled to vote on the Resolution, in accordance with a direction given to the Chair to vote on the Resolution as the Chair decides; or

- (iii) a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:
 - the beneficiary provides written confirmation to the holder that the beneficiary is not excluded from voting, and is not an associate of a person excluded from voting, on the Resolution; and
 - the holder vote on the Resolution in accordance with directions given by the beneficiary to the holder to vote in that way.

8. **Resolution 8 – Approval of Issue of Options to Christopher Fong**

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, the Shareholders of the Company approve the issue and allotment of 9,000,000 Unlisted Options to Christopher Fong, Executive Director of the Company (or his nominee), and otherwise on the terms and conditions set out in the Explanatory Statement which accompanies and forms part of this Notice of Meeting."

Voting Exclusion Statement: The Company will disregard any votes cast in favour of Resolution 8 by or on behalf of:

- (a) Christopher Fong (or his nominee);
- (b) a person who will obtain a material benefit as a result of the issue of the securities (except a benefit solely by reason of being a holder of ordinary securities in the Company); or
- (c) an Associate of that person or those persons described in (a) or (b).

However, this does not apply to a vote cast in favour of Resolution 8 by:

- (i) a person as proxy or attorney for a person who is entitled to vote on the Resolution, in accordance with direction given to the proxy or attorney to vote on the Resolution in that way; or
- (ii) the Chair of the Meeting as proxy or attorney for a person who is entitled to vote on the Resolution, in accordance with a direction given to the Chair to vote on the Resolution as the Chair decides; or
- (iii) a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:
 - the beneficiary provides written confirmation to the holder that the beneficiary is not excluded from voting, and is not an associate of a person excluded from voting, on the Resolution; and
 - the holder vote on the Resolution in accordance with directions given by the beneficiary to the holder to vote in that way.

9. **Resolution 9** – Approval of Issue of Options to Stephen Bowhill

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, the Shareholders of the Company approve the issue and allotment of 9,000,000 Unlisted Options to Stephen Bowhill, Managing Director of the Company (or his nominee), and otherwise on the terms and conditions set out in the Explanatory Statement which accompanies and forms part of this Notice of Meeting."

Voting Exclusion Statement: The Company will disregard any votes cast in favour of Resolution 9 by or on behalf of:

- (a) Stephen Bowhill (or his nominee);
- (b) a person who will obtain a material benefit as a result of the issue of the securities (except a benefit solely by reason of being a holder of ordinary securities in the Company); or
- (c) an Associate of that person or those persons described in (a) or (b).

However, this does not apply to a vote cast in favour of Resolution 9 by:

- (i) a person as proxy or attorney for a person who is entitled to vote on the Resolution, in accordance with direction given to the proxy or attorney to vote on the Resolution in that way; or
- (ii) the Chair of the Meeting as proxy or attorney for a person who is entitled to vote on the Resolution, in accordance with a direction given to the Chair to vote on the Resolution as the Chair decides; or
- (iii) a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:
 - the beneficiary provides written confirmation to the holder that the beneficiary is not excluded from voting, and is not an associate of a person excluded from voting, on the Resolution; and
 - the holder vote on the Resolution in accordance with directions given by the beneficiary to the holder to vote in that way.

BY ORDER OF THE BOARD

Richard Jenkins
Company Secretary

Explanatory Statement

This Explanatory Statement has been prepared for the information of the Shareholders in connection with the business to be conducted at the Annual General Meeting to be held at 10:00 am (AEST) on 12 May 2021 at Level 5, 126 Phillip Street Sydney NSW 2000.

The purpose of this Explanatory Statement is to provide information which the Directors believe to be material to Shareholders in deciding whether or not to pass the Resolutions in the Notice of Meeting.

If you are in any doubt about what to do in relation to the Resolutions contemplated in the Notice of Meeting and this Explanatory Statement, it is recommended that you seek advice from an accountant, solicitor or other professional advisor.

Full details of the business to be considered at the Annual General Meeting are set out below.

Agenda

Ordinary Business

Financial Statements and Reports

In accordance with the Constitution and the Corporations Act, the business of the Annual General Meeting will include receipt and consideration of the Annual Financial Report of the Company for the financial year ended 31 December 2020 together with the declaration of the Directors, the Director's Report, the Remuneration Report and the Auditor's Report.

In accordance with the amendments to the Corporations Act, the Company is no longer required to provide a hard copy of the Company's Annual Financial Report to Shareholders unless a Shareholder has specifically elected to receive a printed copy.

Whilst the Company will not provide a hard copy of the Company's Annual Financial Report unless specifically requested to do so, Shareholders may view the Company Annual Financial Report on its website at www.rangeinternational.com.

No resolution is required for this item, but Shareholders will be given the opportunity to ask questions and to make comments on the management and performance of the Company.

The Company's Auditor will be present at the Meeting. During the discussion of this item, the Auditor will be available to answer questions on the:

- Conduct of the audit;
- Preparation and content of the Auditor's Report;
- Accounting policies adopted by the Company in relation to the preparation of the financial statements; and
- Independence of the auditor in relation to the conduct of the audit.

Written Questions of the Auditor

If you would like to submit a written question about the content of the Auditor's Report or the conduct of the audit of the Annual Financial Report of the Company's Auditor, please send your question to the Company Secretary. A list of qualifying questions will be made available at the Meeting.

Please note that all written questions must be received at least five business days before the Meeting, which is by 5 May 2021.

Resolutions

Resolution 1 – Adoption of Remuneration Report

In accordance with section 250R(2) of the Corporations Act, the Company is required to present to its Shareholders the Remuneration Report as disclosed in the Company's Annual Financial Report.

The vote on the Resolution is advisory only and does not bind the Directors or the Company. The Remuneration Report is set out in the Company's Annual Financial Report and is also available on the Company's website at www.rangeinternational.com.

However, if at least 25% of the votes cast are against the adoption of the Remuneration Report at the Meeting (subject of this Notice of Meeting), and then again at the 2022 Annual General Meeting (**2022 AGM**), the Company will be required to put to the vote a resolution (**Spill Resolution**) at the 2022 AGM to approve the calling of a further meeting (**Spill Meeting**). If more than 50% of Shareholders vote in favour of the Spill Resolution, the Company must convene the Spill Meeting within 90 days of the 2022 AGM. All of the Directors who were in office when the 2022 Directors' Report was approved, other than the Managing Director, will (if desired) need to stand for re-election at the Spill Meeting.

The Remuneration Report explains the Board's policies in relation to the nature and level of remuneration paid to KMPs (including Directors) and sets out remuneration details, service agreements and the details of any share-based compensation.

Voting

Note that a voting exclusion applies to Resolution 1 in the terms set out in the Notice of Meeting. In particular, the Directors and other Restricted Voters must not vote on this Resolution and must not cast a vote as proxy, unless the appointment gives a direction on how to vote, or the proxy is given to the Chair and you submit the Proxy Form, authorising the Chair to exercise the proxy even though Resolution 1 is connected directly or indirectly with the remuneration of a KMP and that in doing so you will be taken to have directed the Chair to vote in accordance with the Chair's stated intention to vote in favour of Resolution 1.

Shareholders are urged to read carefully the Proxy Form and to provide a direction to the proxy on how to vote on this Resolution.

Resolution 2 – Re-election of Christopher Fong as Director

ASX Listing Rule 14.5 provides that an entity which has Directors must hold an election of Directors at each annual general meeting. Christopher Fong was last re-elected as a Director at the 2020 Annual General Meeting. Under this Resolution, Christopher Fong has elected to retire by rotation, and being eligible, seeks re-election as a Director of the Company at this AGM.

Biography of Christopher Fong

Mr Fong is an Australian with thirty years of business experience in Indonesia. In 1992 he was appointed a Country Manager (Indonesia) for Media Services Group YRN, followed by Vice President, Marketing overseeing offices in 6 countries. In 1998 he became a Managing Partner in a Singapore based communications business which experienced significant growth associated with the Indonesian market. Over the following ten years, Chris managed a diverse range of projects from debt restructuring, crisis management, consumer and brand development to democratic and environmental reform on behalf of multinational corporations, family-controlled conglomerates and government.

Directors' Recommendation

The Directors (excluding Christopher Fong) recommend that Shareholders vote for this Resolution.

Resolution 3 – ASX Listing Rule 7.1A Approval of Future Issue of Securities

Broadly speaking, and subject to a number of exceptions, Listing Rule 7.1 limits the amount of equity securities that a listed company can issue without the approval of its Shareholders over any 12 month period to 15% of the fully paid ordinary securities it had on issue at the start of that period.

Under Listing Rule 7.1A, however, an eligible entity can seek approval from its Members, by way of a Special Resolution passed at its Annual General Meeting, to add an additional 10% capacity.

An eligible entity for the purposes of Listing Rule 7.1A is an entity that is not included in the S&P/ASX 300 Index and has a market capitalisation less than the amount prescribed by ASX (currently \$300 million).

As of the date of this Notice of Meeting, the Company has a market capitalisation of approximately \$10 million and therefore is an eligible entity. If at the time of the Meeting the Company is no longer an eligible entity this Resolution will be withdrawn.

This Resolution seeks Shareholder approval by way of a special resolution for the Company to have the additional 10% capacity provided for in Listing Rule 7.1A to issue equity securities without Shareholder approval.

If this Resolution is passed, the Company will be able to issue equity securities up to the combined 25% limit in Listing Rules 7.1 and 7.1A without any further Shareholder approval.

If this Resolution is not passed, the Company will not be able to access the additional 10% capacity to issue equity securities without Shareholder approval provided for in Listing Rule 7.1A and will remain subject to the 15% limit on issuing equity securities without Shareholder approval set out in Listing Rule 7.1.

Information Required by ASX Listing Rule 7.3A

The following information is provided to Shareholder for the purposes of Listing Rule 7.3A.

Period for which the approval will be valid

An approval under this Listing Rule 7.1A commences on the date of the Annual General Meeting at which the approval is obtained and expires on the first to occur of the following:

- (a) the date which is 12 months after the date of the Annual General Meeting at which the approval is obtained;
- (b) the time and date of the entity's next Annual General Meeting; and
- (c) the time and date on which Shareholders approve a transaction under Listing Rule 11.1.2 (a significant change to the nature or scale of activities) or 11.2 (disposal of main undertaking).

Minimum price at which the equity securities may be issued under Listing Rule 7.1A

Any equity securities issued under Listing Rule 7.1A.2 must be an existing quoted class of the Company's equity securities and issued for cash consideration.

The issue price per equity security must not be less than 75% of the volume weighted average market price of the equity securities in that class, calculated over 15 trading days on which trades in that class were recorded immediately before:

- (a) the date on which the price at the equity securities are to be issued is agreed by the Company and the recipient of the equity securities; and
- (b) if the equity securities are not issued within 10 trading days of the date in paragraph (a), the date on which the equity securities are issued.

Purposes for which the funds raised by an issue of equity securities under Listing Rule 7.1A may be used

As noted above, any equity securities issued under Listing Rule 7.1A.2 must be issued for cash consideration. Accordingly, every issue of equity securities under Listing Rule 7.1A.2 will have an accompanying proposed use of funds at the time of issue.

As at the date of this Notice, the Company has not formed an intention to offer any equity securities under Listing Rule 7.1A during the Listing Rule 7.1A mandate period, if Shareholders approve this Resolution. However, if Shareholders approved this Resolution and the Company did raise funds from the issue of equity securities under Listing Rule 7.1A, based on the Company's existing plans, the Company considers that the funds may be used for the following purposes:

- (a) Operating cash flow;
- (b) Factory equipment to improve productivity;
- (c) New molds to increase productive capacity;
- (d) Capital to support product rental initiative; and
- (e) Capital to support geographic expansion of recycled product.

Risk of economic and voting dilution to existing ordinary Securityholders

If this Resolution is approved, and the Company issues equity securities under Listing Rule 7.1A, the existing Shareholders' economic and voting power in the Company will be diluted.

There is a risk that:

- (a) the market price for the Company's equity securities in that class may be significantly lower on the issue date than on the date of the approval under Listing Rule 7.1A; and
- (b) the equity securities may be issued at a price that is at a discount (as described above) to the market price for the Company's equity securities on the issue date;

which may have an effect on the amount of funds raised by the issue of equity securities under Listing Rule 7.1A.

The table below shows the potential dilution of existing Securityholders on the basis of 3 different assumed issue prices and values for the variable "A" in the formula in rule 7.1A.2:

Variable "A" ASX Listing Rule 7.1A.2		Potential Dilution and Funds Raised		
		\$0.0115 50% decrease in issue price	\$0.023 issue prices ^(b)	\$0.046 100% increase in issue price
"A" is the number of shares on issue, being 451,371,444 Shares^(a)	10% voting dilution^(c)	45,137,144	45,137,144	45,137,144
	Funds raised	\$519,077	\$1,038,154	\$2,076,309
"A" is a 50% increase in shares on issue, being 677,057,166 Shares	10% voting dilution^(c)	67,705,716	67,705,716	67,705,716
	Funds raised	\$778,616	\$1,557,231	\$3,114,463
"A" is a 100% increase in shares on issue, being 902,742,888 Shares	10% voting dilution^(c)	90,274,288	90,274,288	90,274,288
	Funds raised	\$1,038,154	\$2,076,309	\$4,152,617

Notes:

- (a) Based on the total number of fully paid ordinary Shares on issue as at 9 March 2021.
- (b) Based on the closing price of the Company's Shares on ASX as at 9 March 2021.
- (c) The table assumes that the Company issues the maximum number of ordinary Shares available to be issued under Listing Rule 7.1A.
- (d) The table does not show an example of dilution that may be caused to a particular Shareholder by reason of issues of equity securities under Listing Rule 7.1A based on that Shareholder's holding at the date of this Explanatory Statement.
- (e) The table shows the effect of an issue of equity securities under Listing Rule 7.1A only, not under the Company's 15% placement capacity under Listing Rule 7.1.

Allocation policy for issues under Listing Rule 7.1A

The Company's allocation policy and the identity of the allottees of equity securities under Listing Rule

7.1A will depend on a number of factors, including:

- (a) the Company's intentions in relation to the possible issue of equity securities (for cash consideration) during the Listing Rule 7.1A mandate period;
- (b) the structure and timeframe of the capital raising opportunities available to the Company and any alternative methods for raising funds that are available to the Company (such as a pro rata offer or an offer under a share purchase plan);
- (c) the potential effect on the control of the Company;
- (d) the Company's financial position and the likely future capital requirements; and
- (e) advice from the Company's corporate or financial advisors.

Based on the Company's historical cashflow reports and capital raising activities in the past 12 months, the Company considers that it may raise funds during the Listing Rule 7.1A mandate period, although this cannot be guaranteed. As of the date of this Notice, no specific intention to issue equity securities in relation to any parties, investors or existing Securityholders have been formed. In addition, no intentions have been formed in relation to the possible number of issues, or the time frame in which the issues could be made. Subject to the requirements of the Listing Rules and the Corporations Act, the Board of Directors reserve the right to determine at the time of any issue of equity securities under Listing Rule 7.1A, the allocation policy that the Company will adopt for that issue.

If and when the determination is made to proceed with an issue of equity securities during the Listing Rule 7.1A mandate period, details regarding the allottees and purposes of issue will be disclosed pursuant to the Company's obligations under Listing Rules 3.10.3 and 7.1A.4.

Offers made under Listing Rule 7.1A may be made to parties (excluding any related parties) including professional and sophisticated investors, existing Shareholders of the Company, clients of Australian Financial Service Licence holders and/or their nominees, or any other person to whom the Company is able to make an offer of equity securities.

Issue or agreement to issue equity securities under Listing Rule 7.1A in the 12 months prior to AGM

The Company has issued or agreed to issue equity securities under Listing Rule 7.1A.2 in the 12 months preceding the AGM. Details of these issues or agreements to issue are set out in the table below:

Number/Class of equity securities issued	Terms of the securities issued	Price and discount to closing market price on the date of issue (if any) or agreement to issue	Consideration details	Allottees of the Securities
<i>Issued on 8th February 2021</i>				
36,137,144 fully paid ordinary shares	N/A	\$0.02 per security	Cash consideration of \$722,742.88	Professional and sophisticated investors
Total equity securities issued or agreed to be issued under Listing Rule 7.1A.2 in the 12 months prior to AGM ("A")			36,137,144	
Percentage that "A" represents based on the total number of equity securities on issue at the commencement of that 12 month period (fully diluted)			9.99%	

This Resolution is a Special Resolution. For a Special Resolution to be passed, at least 75% of the votes validly cast on the resolution by Shareholders (by number of ordinary shares) must be in favour of this Resolution.

Directors' Recommendation

The Board of Directors recommend that Shareholders vote for this Resolution.

Resolution 4 – Ratification of Prior Issue of Fully Paid Ordinary Shares

Background

As announced on 29 January 2021, the Company successfully completed a placement to sophisticated and professional investors (**Placement**) of 90,000,000 new Fully Paid Ordinary Shares (**Placement Shares**) at an issue price of \$0.02 per Placement Share, raising \$1,800,000 (before costs) for the Company.

The Placement Shares were issued on 8 February 2021 utilising the Company's existing capacity under Listing Rule 7.1 and Listing Rule 7.1A.

Investors who participated in the Placement were also offered free attaching unlisted options, subject to Shareholder approval, on the basis of one (1) option for each two (2) Placement Shares subscribed for (**Placement Options**). The Company is seeking Shareholder approval for the issue of the Placement Options under Resolution 5 of the Notice of Meeting.

ASX Listing Rules 7.1 and 7.1A

This Resolution proposes that Shareholders of the Company approve and ratify the prior issue and allotment of 90,000,000 Placement Shares, which were issued on 8 February 2021 (**Issue Date**).

53,862,856 Placement Shares were issued under Listing Rule 7.1 and 36,137,144 Placement Shares were issued under Listing Rule 7.1A.

Broadly speaking, and subject to a number of exceptions, Listing Rule 7.1 limits the amount of equity securities that a listed company can issue without the approval of its Shareholders over any 12 month period to 15% of the fully paid ordinary securities it had on issue at the start of that period.

At last year's AGM, the Company sought and obtained approval of its Shareholders under Listing Rule 7.1A to increase this 15% limit by an extra 10% to 25%.

The issue of the Placement Shares did not fit within any of the exceptions (to Listing Rules 7.1 and 7.1A) and, as it has not been approved by the Company's Shareholders, it effectively uses up part of the expanded 25% limit in Listing Rule 7.1 and 7.1A, reducing the Company's capacity to issue further equity securities without Shareholder approval under Listing Rule 7.1 and 7.1A for the 12 month period following the Issue Date (noting that the extra 10% under Listing Rule 7.1A will expire unless re-approved by the Company's Shareholders on an annual basis).

Listing Rule 7.4 allows the Shareholders of a listed company to approve an issue of equity securities after it has been made or agreed to be made. If they do, the issue is taken to have been approved under Listing Rule 7.1 and so does not reduce the Company's capacity to issue further equity securities without Shareholder approval under Listing Rule 7.1.

A note to Listing Rule 7.4 also provides that an issue made in accordance with Listing Rule 7.1A can be approved subsequently under Listing Rule 7.4 and, if it is, the issue will then be excluded from variable "E" in Listing Rule 7.1A.2 (which means that the Company's capacity to issue further equity securities without Shareholder approval under Listing Rule 7.1A is not reduced).

The Company wishes to retain as much flexibility as possible to issue additional equity securities into the future without having to obtain Shareholder approval for such issues under Listing Rule 7.1.

To this end, this Resolution seeks Shareholder approval to subsequently approve the issue of 90,000,000 Placement Shares the purposes of Listing Rule 7.4.

If this Resolution is passed, the issue of the Placement Shares will be excluded in calculating the Company's 25% capacity to issue equity securities under Listing Rules 7.1 (15%) and 7.1A (10%) without Shareholder approval over the 12 month period following the Issue Date.

If this Resolution is not passed, the issue of the Placement Shares will be included in calculating the Company's 25% capacity to issue equity securities under Listing Rules 7.1 (15%) and 7.1A (10%) without Shareholder approval over the 12 month period following the Issue Date.

Information Required by ASX Listing Rule 7.5

The following information is provided to Shareholders for the purposes of Listing Rule 7.5.

- (a) The Placement Shares were issued to various sophisticated and professional investors.
- (b) The Company issued 90,000,000 Placement Shares.
- (c) The Placement Shares were fully paid on issue and ranked equally in all aspects with all existing fully paid ordinary shares previously issued by the Company.
- (d) The Placement Shares were issued on 8 February 2021.
- (e) Each of the Placement Shares were issued at an issue price of \$0.02 per Placement Share.
- (f) Funds raised from the issue of the Placement Shares have been and will be used by the Company for:
 - a. Operating cash flow;
 - b. Factory equipment to improve productivity;
 - c. New molds to increase productive capacity; and
 - d. Capital to support product rental initiative.

Directors' Recommendation

The Board of Directors recommend that Shareholders vote for this Resolution.

Resolution 5 – Approval of Issue of Placement Options

Background

As announced by the Company on 29 January 2021, the Company successfully completed a placement to sophisticated and professional investors. Further details of the Placement can be found in the 'Background' section under Resolution 4 of this Notice of Meeting.

Investors who participated in the Placement were also offered free attaching unlisted options, subject to Shareholder approval, on the basis of one (1) option for each two (2) Placement Shares subscribed for (**Placement Options**).

The key terms of the Placement Options proposed to be issued are summarised in the table below. A copy of the full terms of the Placement Options are set out at Annexure A to this Explanatory Statement.

Number and type of security	Key Terms
45,000,000 Options	Unlisted Options, each exercisable at \$0.035 with an expiry date being two years from the date of issue.

This Resolution seeks Shareholder approval to issue and allot the Placement Options to those investors who participated in the Placement.

The effect of this Resolution is for Shareholders to approve the issue of the Placement Options to fall within an exception to ASX Listing Rule 7.1, which will allow the Company to issue these without using the Company's 15% capacity under Listing Rule 7.1.

ASX Listing Rule 7.1

Broadly speaking, and subject to a number of exceptions, Listing Rule 7.1 limits the amount of equity securities that a listed company can issue without the approval of its Shareholders over any 12 month period to 15% of the fully paid ordinary securities it had on issue at the start of that period.

An issue of equity securities that is approved by the Company's Shareholders under Listing Rule 7.1 will not use up the Company's 15% limit and therefore does not reduce the Company's capacity to issue further equity securities without Shareholder approval under Listing Rule 7.1.

The Company wishes to retain as much flexibility as possible to issue additional equity securities in the future without having to obtain Shareholder approval for such issues under Listing Rule 7.1.

To this end, this Resolution seeks Shareholder approval to approve the issue of the Placement Options under and for the purposes of Listing Rule 7.1.

If this Resolution is passed, the issue of the Placement Options will be excluded in calculating the Company's 15% limit in Listing Rule 7.1 to issue equity securities without Shareholder approval over the 12 month period following the date on which the Options are issued.

If this Resolution is not passed, and the Company proceeds with the issue, the Placement Options will be included in calculating the Company's 15% limit in Listing Rule 7.1 to issue equity securities without Shareholder approval over the 12 month period following the date on which the Placement Options are issued.

Information Required by Listing Rule 7.3

The following information is provided to Shareholders for the purposes of Listing Rule 7.3:

- (a) The allottees are each of the various sophisticated and professional investors who participated in the Placement.
- (b) The maximum number of Placement Options to be issued is 45,000,000.
- (c) The full terms of the Placement Options are set out at Annexure A.
- (d) The Placement Options will be issued by within 3 months of Shareholder approval being obtained by the Company (or otherwise, as determined by the ASX in the exercise of their discretion).
- (e) The Placement Options will be offered for nil cash consideration.
- (f) Funds will not be raised from the issue of the Placement Options.

Directors' Recommendation

The Board of Directors recommend Shareholders vote for this Resolution.

Resolution 6 – Appointment of Auditor

Following their appointment, in accordance with section 327C(1) of the Corporations Act, BDO Audit Pty Ltd holds office as Auditor of the Company until the Company's next Annual General Meeting, being the AGM subject of this Notice of Meeting.

In accordance with section 327B(1)(b) of the Corporations Act, the Company now seeks Shareholder approval for the ongoing appointment of BDO Audit Pty Ltd as Auditor of the Company.

The appointment of BDO Audit Pty Ltd is as a result of the national integration of BDO practices which includes transitioning its audit engagements from BDO East Coast Partnership to BDO Audit Pty Ltd.

Pursuant to section 328B of the Corporations Act, the Company received a valid notice of nomination which nominated BDO Audit Pty Ltd to be appointed as the new Auditor of the Company. A copy of the notice of nomination is set out in Annexure B of this Notice of Meeting.

BDO Audit Pty Ltd has provided the Company its written consent to act, subject to Shareholder approval being obtained, as the Company's auditor in accordance with section 328A(1) of the Corporations Act.

Accordingly, under this Resolution, Shareholder approval is being sought to appoint BDO Audit Pty Ltd as the Auditor of the Company.

Directors' Recommendation

The Board of Directors recommend that Shareholders vote for this Resolution.

Resolution 7, 8 and 9 – Approval to Issue Options to Directors of the Company

Background

Resolutions 7, 8 and 9 seeks Shareholder approval to issue and allot a total of 27,000,000 unlisted options (**Director Options**) to Mr Richard Jenkins, Mr Stephen Bowhill and Mr Christopher Fong (or their nominees), Directors of the Company.

The Company considers that the issue of the Director Options is an appropriate mechanism to further align the interests of the Directors with Shareholders of the Company. Further, Mr Jenkins and Mr Fong do not receive any cash remuneration from the Company to preserve Company cashflow and support the Company through cost cutting initiatives implemented throughout 2020.

In respect of the Director Options being issued to Mr Jenkins and Mr Fong, the Company highlights the following relevant matters:

- Neither Director receives any cash remuneration from the Company;
- Both Directors are fully engaged day-to-day in the Company's activities and contribute to strategic and operational decision making;
- Both Directors provide direct and in-direct support for capital raising initiatives; and
- Both Directors provide relevant industry contacts to enable Range International to efficiently deal with challenges.

In respect of the Director Options being issued to Mr Bowhill, the Company highlights the following relevant matters:

- Mr Bowhill provides strategic and operational advice critical to the Company's success;
- When possible, Mr Bowhill travels extensively within South East Asia to extend the Company's sales footprint; and
- Mr Bowhill has developed important strategic alliances with key multi-national corporations and has positioned Range International to be a beneficiary of evolving circular economy trends.

It is proposed that each Director receive 9,000,000 Director Options (therefore, 27,000,000 Director Options in total).

The material terms of the Director Options are as follows:

Terms	Description
Exercise Price	\$0.02
Vesting Date	One (1) year from the date Shareholder approval is obtained.
Expiry Date	Two (2) years from the date Shareholder approval is obtained.

The Director Options were considered by the Board at the time the Company undertook the Placement in early 2021. The Board believe that it is appropriate to align the exercise price with the price of the Placement.

Director and Related Party Approvals

Listing Rule 10.11

ASX Listing Rule 10.11 provides that unless one of the exceptions in Listing Rule 10.12 applies, the Company, as a listed company, must not issue equity securities to persons in a position of influence

without Shareholder approval.

A person in a position of influence for the purposes of Listing Rule 10.11 includes:

- (a) a related party;
- (b) a person who is, or was at any time in the 6 months before the issue of agreement, a substantial (30%+) holder in the Company;
- (c) a person who is, or was at any time in the 6 months before the issue or agreement, a substantial (10%+) holder in the Company and who has nominated a Director to the Board of the Company pursuant to a relevant agreement which gives them a right or expectation to do so;
- (d) an Associate of a person referred to in (a) to (c) above; and
- (e) a person whose relationship with the Company or a person referred to in (a) to (d) above is such that, in the ASX's opinion, the issue or agreement should be approved by Shareholders.

As Richard Jenkins, Christopher Fong and Stephen Bowhill are Directors of the Company (together the Related Parties), they are each a person in a position of influence for the purposes of Listing Rule 10.11. The proposed issue of Director Options does not fall within any of the exceptions in Listing Rule 10.12, and therefore requires the approval of the Company's Shareholders under Listing Rule 10.11.

To this end, Resolutions 7, 8 and 9 seeks the required Shareholder approval to issue the Director Options to the related parties (or their nominee) under and for the purposes of Listing Rule 10.11.

If approval is obtained under Listing Rule 10.11, in accordance with Listing Rule 7.2 (exception 14), separate approval is not required under Listing Rule 7.1.

If Resolutions 7, 8 and 9 are passed, the Company will be able to proceed with the proposed issue to each of the Related Parties.

If any of Resolutions 7, 8 and 9 are not passed, the Company will not be able to proceed with the proposed issue to the Related Parties.

Chapter 2E of the Corporations Act

Chapter 2E of the Corporations Act prohibits the Company from giving a financial benefit to a related party of the Company unless either:

- (a) the giving of the financial benefit falls within one of the exceptions to the provisions; or
- (b) Shareholder approval is obtained prior to the giving of the financial benefit.

The proposed issue of Director Options (which is a type of equity security, for the purposes of the Chapter 2E of the Corporations Act) constitutes the giving of a financial benefit.

A "related party" for the purposes of the Corporations Act and the Listing Rules is widely defined and includes a Director of a public company, a spouse of a Director of a public company or an entity controlled by a Director of a public company. The definition of "related party" also includes a person whom there is reasonable grounds to believe will become a "related party" of a public company.

For each of the Directors for whom the issue of Director Options were considered, the other non-conflicted Directors considered the proposed issue, and formed the view that the giving of the financial benefit to that Director was reasonable remuneration, given the circumstances of the Company, the quantum of the Director Options, the terms of the Director Options and the responsibilities held by that Director in the Company.

Accordingly, the non-conflicted Directors of the Company believe that the issue of these Director Options to each of the Directors under Resolutions 7, 8 and 9 fall within the "reasonable remuneration" exception as set out in section 211 of the Corporations Act, and relies on this exception for the purposes of these Resolutions 7, 8 and 9. Therefore, the proposed issue of the Director Options to each of the Directors under Resolutions 7, 8 and 9 requires Shareholder approval under and for the purposes of

Listing Rule 10.11 only.

Information Required by ASX Listing Rule 10.13

The following information in relation to the issue of options to the Related Parties is provided to Shareholders for the purposes of ASX Listing Rule 10.13:

- (a) The allottees are:
- (i) Resolution 7: Richard Jenkins, Executive Chairman and Company Secretary (or his nominee);
 - (ii) Resolution 8: Christopher Fong, Executive Director (or his nominee); and
 - (iii) Resolution 9: Stephen Bowhill, Managing Director (or his nominee).
- (b) Richard Jenkins, Christopher Fong and Stephen Bowhill are each Directors of the Company. They therefore all fall under Listing Rule 10.11.1 as related parties of the Company.
- (c) The maximum number of options to be issued is as follows:
- (i) 9,000,000 Director Options to Richard Jenkins (or his nominee);
 - (ii) 9,000,000 Director Options to Christopher Fong (or his nominee); and
 - (iii) 9,000,000 Director Options to Stephen Bowhill (or his nominee).
- (d) The material terms of the Director Options are set out above under the heading "Background". Full terms of the Director Options are set out at Annexure C.
- (e) The Director Options will be issued within 1 month of Shareholder approval being obtained by the Company.
- (f) The Director Options will be granted for nil cash consideration, accordingly no funds will be raised. Funds received from payment of the exercise price of the Director Options will be used to fund working capital requirements.
- (g) The Company proposes to issue the Director Options as remuneration and as an incentive for the Directors of the Company, all of whom are Executive Directors. In the Directors' experience, options are an appropriate way to remunerate and incentivise Directors and align the interest of Directors with Shareholders of the Company.
- (h) The current total remuneration package received by each of the Directors under Resolutions 7, 8 and 9 is as follows:

Name	Current total remuneration package (for the financial year ending 31 December 2020)
Richard Jenkins (Resolution 7)	US\$64,419*
Christopher Fong (Resolution 8)	US\$64,419*
Stephen Bowhill (Resolution 9)	US\$276,649

* The total remuneration package for the year ending 31 December 2020 for each Richard Jenkins and Christopher Fong was made up entirely of equity-settled share based payments consisting of options only.

Enquiries

Shareholders are asked to contact the Company Secretary on +61 2 8072 1400 if they have any queries in respect of the matters set out in these documents.

Glossary

AEST means Australian Eastern Standard Time as observed in Sydney, New South Wales.

Annual Financial Report means the 2020 Annual Report to Shareholders for the period ended 31 December 2020 as lodged by the Company with ASX on 26 February 2021.

Annual General Meeting or **AGM** or **Meeting** means an Annual General Meeting of the Company and, unless otherwise indicated, means the meeting of the Company's members convened by this Notice of Meeting.

ASIC means Australian Securities and Investment Commission.

Associate has the meaning given to it by the ASX Listing Rules.

ASX means ASX Limited ACN 008 624 691 or the financial market operated by it, as the context requires, of 20 Bridge Street, Sydney, NSW 2000.

ASX Listing Rules or **Listing Rules** means the official ASX Listing Rules of the ASX and any other rules of the ASX which are applicable while the Company is admitted to the official list of the ASX, as amended or replaced from time to time, except to the extent of any express written waiver by the ASX.

Auditor's Report means the Auditor's report of BDO Audit Pty Ltd dated 26 February 2021 as included in the Annual Financial Report.

Board means the current Board of Directors of the Company.

Business Day means a day on which trading takes place on the stock market of ASX.

Chair means the person chairing the Meeting.

Closely Related Party of a member of the KMP means:

- (a) a spouse or child of the member;
- (b) a child of the member's spouse;
- (c) a dependant of the member or of the member's spouse;
- (d) anyone else who is one of the member's family and may be expected to influence the member, or be influenced by the member, in the member's dealings with the Company;
- (e) a company the member controls; or
- (f) a person prescribed by the *Corporation Regulations 2001* (Cth).

Company or **Range International** means Range International Limited ACN 611 998 200.

Constitution means the Company's constitution.

Corporations Act means the *Corporations Act 2001* (Cth) as amended or replaced from time to time.

Director means a current Director of the Company.

Directors' Report means the report of Directors as included in the Annual Financial Report.

Dollar or **"\$"** means Australian dollars.

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

KMP means Key Management Personnel (including the Directors) whose remuneration details are included in the Remuneration Report.

Notice of Meeting or **Notice of Annual General Meeting** means this notice of annual general meeting dated 12 May 2021 including the Explanatory Statement.

Option means an Option which, subject to its terms, could be exercised into a Share.

Ordinary Resolution means a resolution that can only be passed if at least 50% of the total votes cast by Shareholders entitled to vote on the resolution are voted in its favour at the meeting.

Proxy Form means the proxy form attached to this Notice of Meeting.

Remuneration Report means the Remuneration Report as set out in the Annual Financial Report.

Resolutions means the resolutions set out in this Notice of Meeting, or any one of them, as the context requires.

Restricted Voter means a member of the Company's KMP and any Closely Related Parties of those members.

Securities mean Shares and/or Options (as the context requires).

Share means a Fully Paid Ordinary Share in the capital of the Company.

Shareholder means a holder of a Share.

Share Registry means Automatic Share Registry.

Special Resolution means a resolution that can only be passed if at least 75% of the total votes cast by Shareholders entitled to vote on the resolution are voted in its favour at the meeting.

Spill Meeting means the meeting that will be convened within 90 days of the 2022 AGM if a threshold of votes is cast against the adoption of the Remuneration Report at the Meeting and the 2022 AGM.

Spill Resolution means the resolution required to be put to Shareholders at the 2022 AGM if a threshold of votes is cast against the adoption of the Remuneration Report at the Meeting and the 2022 AGM.

Trading Day has the meaning given to that term in ASX Listing Rule 19.12.

VWAP means the volume weighted average market (closing) price, with respects to the price of Shares.

Annexure A – Placement Options Terms

Range International Limited

ACN 611 998 200

Terms of Options

1. Each Option gives the Optionholder the right to subscribe for 1 Share upon:
 - (a) exercise of the Option in accordance with these terms; and
 - (b) payment of the Exercise Price.
2. The Options will expire at 5:00pm (AEDT) on the second anniversary of the day on which they were issued (**Expiry Date**).
3. Any Option not exercised before the Expiry Date will automatically lapse at 5:00pm (AEDT) on the Expiry Date.
4. Each Option is exercisable at 3.5 cents (\$0.035) (**Exercise Price**) payable in full on exercise of that Option.
5. An Optionholder may exercise all or some of the Options held by that Optionholder. If a Optionholder exercises only part of the Options held by that Optionholder, multiples of 100,000 Options must be exercised on each occasion.
6. If an Optionholder exercises fewer than all of the Options held by that Optionholder, the Company will cancel the Optionholder's holding statement and issue or cause to be issued a new holding statement for the balance of the Options held by that Optionholder.
7. Options may only be exercised by an Optionholder lodging with the Company:
 - (a) a signed written notice of exercise of Options specifying the number of Options being exercised;
 - (b) the holding statement for the Options; and
 - (c) a cheque or electronic funds transfer notice for the Exercise Price for the number of Options being exercised((a) – (c) collectively known as **Exercise Notice**)
8. An Exercise Notice is only effective when the Company has received the full amount of the Exercise Price in cleared funds.
9. Within 10 Business Days of receipt of the Exercise Notice and the full amount of the Exercise Price in cleared funds, the Company will allot the number of Shares to the Optionholder in respect of the number of Options specified in the Exercise Notice.
10. Subject to the Corporations Act and the ASX Listing Rules, the Options are freely transferrable.
11. All Shares allotted upon the exercise of the Options will, upon issuance, rank pari passu in all respects with other Shares.
12. The Company, at its sole and absolute discretion, subject to the ASX Listing Rules, may apply for quotation of the Options on ASX.

13. The Company will apply for quotation of all Shares allotted pursuant to the exercise of the Options on ASX within 10 Business Days after the date of allotment of those Shares, subject to the Corporations Act and the ASX Listing Rules.
14. If at any time the issued capital of the Company is reconstructed, all rights of the Optionholder are to be changed in a manner consistent with the Corporations Act and the ASX Listing Rules at the time of reconstruction.
15. There are no participating rights or entitlements inherent in the Options and the Optionholder will not be entitled to participate in new issue of capital offered to Shareholders during the currency of the Options. However, the Company will ensure that for the purposes of determining entitlements to any such issue, the record date will be at least 6 Business Days after the issue is announced. This will give the Optionholder the opportunity to exercise the Options prior to the date for determining entitlements to participate in any such issue.
16. In the event the Company proceeds with a pro rata basis (other than a bonus issue) of Securities to Shareholders after the date of issue of the Options, the Exercise Price will be reduced in the manner permitted by the ASX Listing Rules applying at the time of the pro rata issue.
17. In the event the Company proceeds with a bonus issue of Securities to Shareholders after the date of the Options, the number of Securities over which an Option is exercisable may be increased in the manner permitted by the ASX Listing Rules applying at the time of the bonus issue.
18. The Company is entitled to treat the registered holder of Options as the absolute holder of that Option and is not bound to recognise any equitable or other claim to, or interest in, that Option on the part of any person other than the registered holder, except as ordered by a court of competent jurisdiction or as required by statute.

Annexure B – Appointment of Auditor Notice of Nomination

29 March 2021

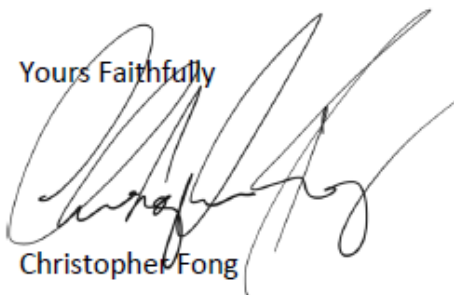
Company Secretary
Range International Limited
Level 5, 126 Phillip Street
Sydney NSW 2000

Dear Sirs,

NOMINATION OF AUDITOR – RANGE INTERNATIONAL LIMITED

For the purposes of section 328B(1) of the *Corporations Act 2001* (Cth), I Christopher Fong, a shareholder of Range International Limited ACN 611 998 200 (**Company**), hereby nominate BDO Audit Pty Ltd for appointment as auditor of the Company at the next Annual General Meeting.

Yours Faithfully

A handwritten signature in black ink, appearing to read 'Christopher Fong', is written over the printed name. The signature is stylized with a large, sweeping initial 'C'.

Christopher Fong

Annexure C – Director Options Terms

Range International Limited

ACN 611 998 200

Terms of Options

1. Each Option gives the Optionholder the right to subscribe for 1 Share upon:
 - (a) exercise of the Option in accordance with these terms; and
 - (b) payment of the Exercise Price.
2. The Options will vest at 5.00pm (Australian Eastern Time) on the first anniversary of the day on which Shareholders of the Company approved the issue of the Options (**Vesting Date**), subject to the Optionholder continuing to hold the position as a director and/or employee of the Company from the date of issue of the Options until the Expiry Date (as defined below).
3. The Options will expire at 5.00pm (Australian Eastern Time) on the second anniversary of the day on which Shareholders of the Company approved the issue of the Options (**Expiry Date**).
4. Any Option not exercised before the Expiry Date will automatically lapse at 5.00pm (Australian Eastern Time) on the Expiry Date.
5. Each Option is exercisable at 2 cents (\$0.02) (**Exercise Price**) payable in full on exercise of that Option.
6. An Optionholder may exercise all or some of the Vested Options held by that Optionholder. If an Optionholder exercises only part of the Options held by that Optionholder, multiples of 100,000 Options must be exercised on each occasion.
7. If an Optionholder exercises fewer than all of the Options held by that Optionholder, the Company will cancel the Optionholder's holding statement and issue or cause to be issued a new holding statement for the balance of the Options held by that Optionholder.
8. Options may only be exercised by an Optionholder, once the options have vested, by lodging with the Company:
 - (a) a signed written notice of exercise of Options specifying the number of Options being exercised;
 - (b) the holding statement for the Options; and
 - (c) a cheque or electronic funds transfer notice for the Exercise Price for the number of Options being exercised

((a) – (c) collectively known as **Exercise Notice**)
9. An Exercise Notice is only effective when the Company has received the full amount of the Exercise Price in cleared funds.
10. Within 10 Business Days of receipt of the Exercise Notice and the full amount of the Exercise Price in cleared funds, the Company will allot the number of Shares to the Optionholder in respect of the number of Options specified in the Exercise Notice.
11. Subject to the Corporations Act and the ASX Listing Rules, the Options are freely transferrable.

12. All Shares allotted upon the exercise of the Options will, upon issuance, rank pari passu in all respects with other Shares.
13. The Company will apply for quotation of all Shares allotted pursuant to the exercise of the Options on ASX within 10 Business Days after the date of allotment of those Shares, subject to the Corporations Act and the ASX Listing Rules.
14. If at any time prior to the Expiry Date, the Optionholder ceases to be a Director and/or Employee of the Company for any reason, the Board will determine, in its sole and absolute discretion, the manner in which all unvested and vested Options will be dealt with.
15. If at any time the issued capital of the Company is reconstructed, all rights of the Optionholder are to be changed in a manner consistent with the Corporations Act and the ASX Listing Rules at the time of reconstruction.
16. There are no participating rights or entitlements inherent in the Options and the Optionholder will not be entitled to participate in new issue of capital offered to Shareholders during the currency of the Options. However, the Company will ensure that for the purposes of determining entitlements to any such issue, the record date will be at least 6 Business Days after the issue is announced. This will give the Optionholder the opportunity to exercise the Options prior to the date for determining entitlements to participate in any such issue.
17. In the event the Company proceeds with a pro rata basis (other than a bonus issue) of Securities to Shareholders after the date of issue of the Options, the Exercise Price will be reduced in the manner permitted by the ASX Listing Rules applying at the time of the pro rata issue.
18. In the event the Company proceeds with a bonus issue of Securities to Shareholders after the date of the Options, the number of Securities over which an Option is exercisable may be increased in the manner permitted by the ASX Listing Rules applying at the time of the bonus issue.
19. The Company is entitled to treat the registered holder of Options as the absolute holder of that Option and is not bound to recognise any equitable or other claim to, or interest in, that Option on the part of any person other than the registered holder, except as ordered by a court of competent jurisdiction or as required by statute.
20. On the occurrence of a Corporate Control Event:
 - (a) all vested Options will remain vested;
 - (b) at the sole and absolute discretion of the Board, any unvested Options may either remain unvested or vest; and
 - (c) any unvested Options which the Board determines will not vest under clause 20(b) will automatically lapse.

Corporate Control Event means any one or more of the following events or circumstances:

- (a) *an offer is made for fully paid ordinary shares of the Company (or shares in a subsidiary) pursuant to a takeover bid under Chapter 6 of the Corporations Act;*
- (b) *the Court orders a meeting of members (or a class of members) or creditors (or a class of creditors) under Part 5.1 of the Corporations Act for the purpose of considering a proposed compromise or arrangement relating to the Company (or a subsidiary) or a compromise or arrangement proposed for the purposes of, or in connection with, a scheme for the reconstruction of the Company (or a subsidiary) or its amalgamation with any other body corporate or bodies corporate;*
- (c) *approval is given by a resolution duly passed at a general meeting, or by circular resolution, of members of the Company for an acquisition that would result in a person having Voting Power in the Company of more than 50%;*
- (d) *a person acquires Voting Power of more than 50% in the Company;*

- (i) *as a result of a takeover bid for all of the issued shares in the Company; or*
 - (ii) *through a scheme of arrangement relating to the acquisition of all of the issued shares of the Company;*
- (e) *the Board determines that a change of control of the Company has occurred within the meaning of section 50AA of the Corporations Act;*
- (f) *any other event or transaction (including any other merger, consolidation or amalgamation involving the Company) occurs or is proposed where either or both of the following applies:*
 - (i) *in the case of a merger, consolidation or arrangement, the transaction results in the holders of Shares immediately prior to the merger, consolidation or amalgamation having relevant interests, in aggregate, in 50% or less of the voting shares in the body corporate resulting from the merger consolidation or amalgamation; or*
 - (ii) *the Board determines, in its discretion, that the relevant transaction constitutes a Corporate Control Event for the purposes of the Rules;*
- (g) *the Company enters into an agreement or agreements to sell, in aggregate, a majority in value of the business or assets of all Group Companies (whether or not in the form of shares in a Group Company) to a person or persons that are not Group Companies; or*
- (h) *an administrator, liquidator, provisional liquidator, receiver or receiver and manager is appointed in respect of the Company or substantially all of the assets of the Company.*

Proxy Voting Form

If you are attending the meeting
in person, please bring this with you
for Securityholder registration.

Holder Number:

Your proxy voting instruction must be received by **10:00 AM (AEST) on Monday, 10 May 2021**, being **not later than 48 hours** before the commencement of the Meeting. Any Proxy Voting instructions received after that time will not be valid for the scheduled Meeting.

SUBMIT YOUR PROXY

Complete the form overleaf in accordance with the instructions set out below.

YOUR NAME AND ADDRESS

The name and address shown above is as it appears on the Company's share register. If this information is incorrect, and you have an Issuer Sponsored holding, you can update your address through the investor portal: <https://investor.automic.com.au/#/home> Shareholders sponsored by a broker should advise their broker of any changes.

STEP 1 – APPOINT A PROXY

If you wish to appoint someone other than the Chair of the Meeting as your proxy, please write the name of that Individual or body corporate. A proxy need not be a Shareholder of the Company. Otherwise if you leave this box blank, the Chair of the Meeting will be appointed as your proxy by default.

DEFAULT TO THE CHAIR OF THE MEETING

Any directed proxies that are not voted on a poll at the Meeting will default to the Chair of the Meeting, who is required to vote these proxies as directed. Any undirected proxies that default to the Chair of the Meeting will be voted according to the instructions set out in this Proxy Voting Form, including where the Resolutions are connected directly or indirectly with the remuneration of KMP.

STEP 2 - VOTES ON ITEMS OF BUSINESS

You may direct your proxy how to vote by marking 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 SECOND PROXY

You may appoint up to two proxies. If you appoint two proxies, you should complete two separate Proxy Voting Forms and specify the percentage or number each proxy may exercise. If you do not specify a percentage or number, each proxy may exercise half the votes. You must return both Proxy Voting Forms together. If you require an additional Proxy Voting Form, contact Automic Registry Services.

SIGNING INSTRUCTIONS

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

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

Power of attorney: If you have not already lodged the power of attorney with the registry, please attach a certified photocopy of the power of attorney to this Proxy Voting Form when you return it.

Companies: To be signed in accordance with your Constitution. Please sign in the appropriate box which indicates the office held by you.

Email Address: Please provide your email address in the space provided.

By providing your email address, you elect to receive all communications despatched by the Company electronically (where legally permissible) such as a Notice of Meeting, Proxy Voting Form and Annual Report via email.

CORPORATE REPRESENTATIVES

If a representative of the corporation is to attend the Meeting the appropriate 'Appointment of Corporate Representative' should be produced prior to admission. A form may be obtained from the Company's share registry online at <https://automic.com.au>.

Lodging your Proxy Voting Form:

Online:

Use your computer or smartphone to appoint a proxy at
<https://investor.automic.com.au/#/login>

or scan the QR code below using your smartphone

Login & Click on 'Meetings'. Use the Holder Number as shown at the top of this Proxy Voting Form.



BY MAIL:

Automic
GPO Box 5193
Sydney NSW 2001

IN PERSON:

Automic
Level 5, 126 Phillip Street
Sydney NSW 2000

BY EMAIL:

meetings@automicgroup.com.au

BY FACSIMILE:

+61 2 8583 3040

All enquiries to Automic:

WEBCHAT: <https://automicgroup.com.au/>

PHONE: 1300 288 664 (Within Australia)
+61 2 9698 5414 (Overseas)

