

REEDY LAGOON CORPORATION LIMITED

ACN 006 639 514

NOTICE OF MEETING

Time: 10 am

Date: Thursday 16 November 2017

Place: Offices of Moore Stephens, Level 18, 530 Collins Street, Melbourne.

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 adviser prior to voting.

Should you wish to discuss the matters in this Notice of Meeting please do not hesitate to contact the Managing Director on +613 8420 6280.

CONTENTS

Business of the Meeting (setting out the proposed resolutions)	2
Explanatory Statement (explaining the proposed resolutions)	3
Glossary	9

IMPORTANT INFORMATION

Time and place of meeting

Notice is given that an extraordinary general meeting of the Company will be held at 10 am on Thursday, 16 November 2017 at the offices of Moore Stephens, Level 18, 530 Collins Street, Melbourne.

Your vote is important

The business of the meeting affects your shareholding and your vote is important.

Voting eligibility

The persons eligible to vote at the meeting are those who are registered shareholders at 7.00pm (Melbourne time) on Tuesday, 14 November 2017.

Voting in person

To vote in person, attend the meeting at the time, date and place set out above.

Voting by proxy

To vote by proxy, please complete and sign the enclosed proxy form and return by the time and in accordance with the instructions set out on the proxy form.

Each Shareholder has the right to appoint a proxy. The proxy need not 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 the member appoints 2 proxies and the appointment does not specify the proportion or number of the member's votes each proxy may exercise, each proxy may exercise half of the votes.

If a proxy votes, they must cast all directed proxy votes as directed and any directed proxy votes which are not voted will automatically default to the chair of the meeting who must cast the proxy votes as directed.

A proxy form accompanies this Notice.

BUSINESS OF THE MEETING

Resolution – Issue of shares to complete acquisition of Nevada Lithium

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

“That, for the purposes of ASX Listing Rules 7.1 and 10.11 and of section 208 of the Corporations Act, approval is given for the Company to issue \$2,000,000 worth of RLC Shares to the Vendors in accordance with the Acquisition Agreement if the Conditions are met. Terms defined in the Notice of Meeting dated 8 October 2017 have the same meanings in this resolution.”

VOTING EXCLUSION: The Company will disregard any votes cast on this resolution by a person who is to receive RLC Shares or by a person who may participate in the proposed issue or by a person who may obtain a benefit, except a benefit solely in the capacity of a holder of RLC Shares, if the resolution is passed. However, the Company need not disregard a vote if it is cast by a person as proxy for a person who is entitled to vote, in accordance with the directions on the proxy form, or, if it is cast by the chair of 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.

S224 Corporations Act: At the Meeting a vote on this resolution must not be cast (in any capacity) by or on behalf of a related party of the Company to whom the resolution would permit a financial benefit to be given or an associate of such related party except where the vote is cast by a person as a proxy appointed in writing that specifies how the proxy is to vote and the vote is not cast on behalf of such a related party or associate.

DATED: 8 October 2017

By order of the Board

Geof Fethers

Managing Director

EXPLANATORY STATEMENT

This Explanatory Statement has been prepared to provide information which the Directors believe to be material to shareholders in deciding whether or not to pass the resolution.

BACKGROUND TO RESOLUTION

1. Proposal to issue RLC Shares

Reedy Lagoon has entered into an agreement ("Acquisition Agreement") to acquire 3 lithium brine projects in Nevada, USA. The entry into the Acquisition Agreement was approved by RLC shareholders at a meeting in April 2017.

The lithium brine projects are owned by Sierra Lithium LLC, a wholly-owned subsidiary of Nevada Lithium Pty Ltd. Under the Acquisition Agreement Reedy Lagoon is to acquire the lithium brine projects by purchasing all of the shares in Nevada Lithium from the shareholders in that company ("Vendors").

To complete the acquisition, Reedy Lagoon needs to issue "\$2,000,000 worth" of RLC Shares to the Vendors. "\$2,000,000 worth" of RLC Shares is to be determined by reference to the price of an RLC Share at which RLC Shares are offered under a contemporaneous capital raising of at least \$2,000,000.

The Vendors are:

Vendor	Holding in Nevada Lithium
Mr Adrian Griffin	25.0%
Needmore investments Pty Ltd	40.0%
Thomas George Revy & Valeria Maria Revy <Revcorp Super Fund A/C>	2.0%
Mr Robert Van Der Laan	4.1%
Mr Wayne Jenvey	2.0%
Mr Patrick Bernard David McManus & Mrs Vivienne Edwina McManus <McManus Super Fund A/C>	3.3%
JHY Investments Pty Ltd	4.1%
Australia Cayenne Holdings Pty Ltd	2.0%
Totode Pty Ltd <Hindmarsh Investment A/C>	2.0%
Mr Mark Kevin Tory	1.2%
MPF Exploration Pty Ltd <Woodhouse A/C>	2.0%
Stone Poneys Nominees Pty Ltd <Chapman Super Fund A/C>	2.4%
Mr Colin James McCavana & Mrs Debra Dianne McCavana <Colin McCavana S/Fund A/C>	1.6%
Meadowhead Investments Pty Ltd	4.1%
Ladyman Super Pty Ltd	4.1%

The issue of \$2,000,000 worth of RLC Shares to the Vendors is referred to in this Notice as "the Proposed Issue to the Vendors".

The Proposed Issue to the Vendors will involve the issue of RLC Shares to each Vendor in proportion to their respective percentage holding in Nevada Lithium. The issue to Mr Adrian Griffin of 25% of the Proposed Issue to the Vendors is referred to as "the Proposed Issue to a Related Party".

2. Shareholder Approval Requirement

Mr Adrian Griffin is a non-executive director of Reedy Lagoon and is therefore a Related Party of Reedy Lagoon for the purposes of the ASX Listing Rules and Chapter 2E of the Corporations Act.

2.1 Listing Rule 10.11

Under ASX Listing Rule 10.11 the issue of shares to a Related Party requires approval by Reedy Lagoon shareholders.

None of the other Vendors is a Related Party or an associate of a Related Party for the purposes of ASX Listing Rule 10.11.

2.2 Chapter 2E of the Corporations Act 2001

Under s.208 of the Corporations Act the giving of a financial benefit to a Related Party requires approval by Reedy Lagoon shareholders unless the giving of the financial benefit falls within an exception.

The Proposed Issue to a Related Party is the giving of a financial benefit to Mr Adrian Griffin.

Although the directors consider that the giving of this financial benefit to Mr Adrian Griffin falls within the exception in the Corporations Act for financial benefits given on terms which would be reasonable in the circumstances if the Company and Mr Griffin were dealing at arm's length (see s. 210 of the Corporations Act), Reedy Lagoon is seeking shareholder approval to the giving of the financial benefit.

None of the other Vendors is a Related Party for the purposes of Chapter 2E of the Corporations Act.

2.3 ASX Listing Rule 7.1

Finally, the issue of more than 15% of the issued capital of the Company in a 12 month period also requires approval by Reedy Lagoon shareholders if it does not fall within an exception under the Listing Rules (see ASX Listing Rule 7.1).

Approval of the Proposed Issue to a Related Person under ASX Listing Rule 10.11 (see 2.1 above) will remove the need for approval under ASX Listing Rule 7.1. However the RLC Shares to be issued to the other Vendors ("Non-Related Vendors") still need approval if such issue exceeds the "15% in 12 months" limit.

Reedy Lagoon is also seeking approval to ensure that the issue of RLC Shares to the Non-Related Vendors under the Acquisition Agreement will not reduce Reedy Lagoon's capacity to issue shares at a later date without shareholder approval under this Listing Rule.

2.4 Prior shareholder approvals not sufficient.

The acquisition of the lithium brine projects under the Acquisition Agreement was approved by Reedy Lagoon shareholders in April 2017. An Independent Expert's Report was provided

EXPLANATORY STATEMENT

to assist shareholders in deciding whether to approve the acquisition. The Independent Expert determined that the acquisition was fair and reasonable to shareholders other than the Vendors and their associates.

At the time of obtaining that approval it was not possible to comply with all of the requirements of the ASX Listing Rules for valid approvals of share issues under ASX Listing Rules 7.1 and 10.11. Only approval under ASX Listing Rule 10.1 (Acquisitions and disposals of assets) was obtained.

In particular the requirements for approvals under ASX Listing Rules 7.1 and 10.11 require the shares to be issued within a fixed period after approval and for shareholders to be given information about the issue price and number of shares to be issued which were not then ascertainable.

Timing requirements under the ASX Listing Rules for the issue can now be satisfied. The number and issue price of the RLC Shares to be issued to the Vendors remain dependent on the pricing of Reedy Lagoon's capital raising to fund drilling and that information is not presently known, but a minimum issue price and minimum funding amount can be established to meet the requirements for these ASX Listing Rules.

To provide Shareholders with the information material to their decision whether to approve the Proposed Issue to the Vendors, the resolution has been made subject to the Conditions being met. These Conditions and how they establish a minimum issue price and funding amount are explained below.

3. Approval is sought on the Conditions

The proposed resolution seeks approval to the issue to the Vendors of \$2,000,000 worth of RLC Shares, but this approval is to be given **"subject to the Conditions being met"**.

The price payable for the acquisition includes the issue to the Vendors of \$2,000,000 "worth" of Reedy Lagoon shares.

"\$2,000,000 worth" of Reedy Lagoon shares is to be determined by reference to the price of an RLC Share at which those shares are offered under a contemporaneous capital raising of at least \$2M ("Capital Raising"). Accordingly the issue price per share of the shares to be issued to the vendors is equal to the offer price under the Capital Raising and the number of shares to be issued to the Vendors will be \$2M divided by that offer price.

For example, if Reedy Lagoon seeks to raise \$2M to fund drilling at an offer price per share of 2 cents, the Vendors will be issued 100,000,000 RLC Shares in order to complete the acquisition. Of these, 25% or 25,000,000 shares would be issued to Mr Griffin and 75% or 75,000,000 shares would be issued to the other Vendors pro rata their respective percentage holding in Nevada Lithium.

The percentage of Reedy Lagoon issued to the Vendors under the Acquisition Agreement will depend on the number of shares issued under the Capital Raising.

EXPLANATORY STATEMENT

For example, there are currently 175,675,168 shares on issue. If \$2M is raised under the Capital Raising at 2 cents, the percentage of Reedy Lagoon issued to the Vendors under the Acquisition Agreement will be 26.6% of the shares on issue following the Capital Raise and the Proposed Issue to the Vendors.

If the offer price under the capital raising is more than 2 cents and/or the amount raised by Reedy Lagoon to fund drilling is greater than \$2M, the percentage of Reedy Lagoon to be issued to the Vendors under the Acquisition Agreement will be less than 26.6%.

For example, if the Capital Raising raised \$2M at 3 cents, the percentage of Reedy Lagoon issued to the Vendors (\$2M worth at 3 cents) would be 21.6%. If the Capital Raising raised \$4M at 2 cents, the percentage of Reedy Lagoon issued to the Vendors (\$2m worth of RLC Shares at 2 cents) would be 21%. A \$4M raising at 3 cents would result in the Vendors being issued 17.8%. A \$4M raising at 6 cents would result in the Vendors being issued 12.1%.

Your directors do not propose to raise less than \$2 M for drilling or to offer shares under the Capital Raising at less than 2 cents. If the Company does not raise at least \$2M under its Capital Raising at an offer price of at least 2 cents, it will not issue the \$2,000,000 worth of RLC Shares to the Vendors.

Accordingly for the purposes of better enabling RLC shareholders to consider whether to approve the Proposed Issue to the Vendors, we have made the approval of shareholders conditional upon each of the following conditions being met ("**Conditions**"):

- The Capital Raising is made at an offer price of not less than 2 cents: the issue price of the RLC Shares issued to the Vendors is 2 cents or more.
- The Capital Raising raises not less than \$2M at an offer price of not less than 2 cents.
- The number of RLC Shares issued to the Vendors under the Acquisition Agreement will not exceed 100,000,000 and the number of RLC Shares to be issued to Mr Adrian Griffin under the Acquisition Agreement will not exceed 25,000,000.
- The Proposed Issue to the Vendors is made within one month of approval by Reedy Lagoon Shareholders.

The effect of these Conditions is that, if passed, the resolution will approve the issue to the Vendors of no more than 26.6% of the capital of Reedy Lagoon immediately after issue. Mr Adrian Griffin currently holds 4.04% of RLC. Upon issue of RLC Shares to him as the Related Party Vendor, Mr Adrian Griffin will hold no more than 9.62% of the capital of Reedy Lagoon immediately after issue.

The minimum offer price in the Conditions does not mean that the capital raising will be made at 2 cents – the directors wish to raise capital at the highest offer price at which they believe the necessary funds can be raised. The higher the offer price achieved for an amount of capital raised, the lower the number of shares to be issued to the Vendors and under the capital raising.

EXPLANATORY STATEMENT

Nothing in the proposed approval affects the operation of the takeover provisions under the Corporations Act. Those provisions will continue to impose restrictions on each Vendor acquiring relevant interests in more than 20% of Reedy Lagoon.

NOTICE OF MEETING – REQUIRED INFORMATION

The following information is required by the ASX Listing Rules to be set out in this notice of meeting:

For the purposes of ASX Listing Rule 10.11

- The issue of RLC Shares to Mr Adrian Griffin will be made within one month of the date of approval by Reedy Lagoon shareholders;
- The number of RLC Shares to be issued to Mr Adrian Griffin will be equal to \$500,000 divided by the offer price per share under the capital raising, but not to exceed 25,000,000 shares ; This number of RLC Shares will not exceed 6.65% of the capital of the Company after the Capital Raising and issue of the RLC Shares to the Vendors ;
- The issue of RLC Shares to Mr Adrian Griffin under the Acquisition Agreement will increase his holding in RLC to not more than 9.62% of the capital of the Company after the Capital Raising and the issue of RLC Shares to the Vendors.
- The issue price of the RLC Shares issued to Mr Adrian Griffin will be 2 cents or more;

For the purposes of ASX Listing Rule 7.1

- The number of RLC Shares to be issued to the Vendors is equal to \$2,000,000 divided by the offer price per RLC Share under the Capital Raise. The Conditions limit the number to a maximum of 100,000,000 shares. The number of RLC Shares to be issued to the Non – Related Vendors is equal to \$1,500,000 divided by the offer price per RLC Share under the Capital Raise. The Conditions limit the number to be issued to Non-Related Vendors to a minimum of 75,000,000.
- The issue of RLC Shares to the Non-Related Vendors will be made within one month of the date of approval by RLC shareholders, that is, by 16 December 2017
- The issue price of the RLC Shares issued to Non-Related Vendors will be 2 cents or, if higher, the offer price per RLC Share under the Capital Raising.
- The persons to whom RLC Shares will be issued are the shareholders in Nevada Lithium Pty Ltd. At the date of this Notice of Meeting, those persons are listed in the table in section 1 of this Explanatory Statement.
- The RLC Shares will be issued to the Vendors pro rata their respective holdings of shares in Nevada Lithium.
- The securities to be issued to the Vendors are fully paid ordinary shares in the capital of RLC, ranking equally with and having the same rights as all ordinary RLC Shares on issue.
- The RLC Shares to be issued to the Vendors will be issued to satisfy Reedy Lagoon's obligations to pay consideration for the acquisition of Nevada Lithium Pty Ltd. The "funds raised" by the issue (\$2,000,000 worth of RLC Shares) will be used to acquire Nevada Lithium

EXPLANATORY STATEMENT

and thereby the 3 lithium brine projects in Nevada, USA held by Nevada Lithium's wholly – owned subsidiary.

- The issue date of the RLC Shares to be issued to the Vendors will be immediately following the issue of RLC Shares under the Capital Raising (subject to the Capital Raising having raised not less than \$2m).

EXPLANATORY STATEMENT REQUIREMENTS

The following information is required by the Corporations Act for an explanatory statement for a proposed approval of giving a financial benefit to a Related Person.

The related parties to whom the financial benefits are to be given

The Related Party to whom the proposed resolution would permit financial benefits to be given is Mr Adrian Griffin, a non-executive director of Reedy Lagoon.

Nature of the financial benefit

The financial benefit is 25% of \$2,000,000 worth of RLC Shares (calculated by reference to the offer price under the Capital Raising).

Directors' recommendations

Jonathan Hamer, Chairman of Directors, recommends that Reedy Lagoon shareholders vote in favour of the proposed resolution for the reasons set out below. He has an interest in the outcome of the resolution as a shareholder of the Company whose investment is likely to reduce in value if the acquisition of the 3 lithium brine projects is not completed.

Geoffrey Fethers, Managing Director, recommends that Reedy Lagoon shareholders vote in favour of the proposed resolution for the reasons set out below. He has an interest in the outcome of the resolution as a shareholder of the Company whose investment is likely to reduce in value if the acquisition of the 3 lithium brine projects is not completed.

Adrian Griffin, non-executive director, does not wish to make a recommendation to members about the proposed resolution, because he is the related party who will receive the financial benefit if the proposed resolution is approved. In addition to his interest in receiving the financial benefit, being the RLC Shares to be issued to him as a Vendor, he has an interest in the outcome of the resolution as a shareholder of the Company whose investment is likely to reduce in value if the acquisition of the 3 lithium brine projects is not completed.

Reasons for the recommendations of Messrs Hamer and Fethers that Reedy Lagoon shareholders vote in favour of the proposed resolution.

The 3 lithium brine projects sold to RLC under the Acquisition Agreement are exciting prospects.

The projects currently comprise perfected Placer Mining Claims in Nevada located within large scale basins interpreted from geophysical survey data and geological modelling based on existing

EXPLANATORY STATEMENT

lithium operations in Nevada where abundant brines occur in similar geological strata. In particular, the Silver Peak Mine has been producing lithium from brines in Nevada since the 1960s. Additional areas have been staked following results of geophysical surveys funded by RLC following the approval for the acquisition given by shareholders in April 2017. These additional claims have been duly recorded with Esmeralda County and filed with the Bureau of Land Management ("BLM").

The geophysical surveys have demonstrated strong targets. These results compare favourably to those of others exploring in the USA. These results have been announced to the ASX (see ASX releases dated 5/05/2017, 26/05/2017, 29/05/2017, 30/05/2017 and 17/07/2017).

We consider that Reedy Lagoon should proceed to drill at least one of these targets as soon as it can raise the funds to do so. If it can raise the funds to drill one or more targets, Reedy Lagoon should complete its acquisition of the 3 projects by issuing \$2,000,000 worth of RLC Shares to the Vendors.

The Acquisition Agreement was deliberately constructed to enable Reedy Lagoon to undertake the exploration necessary to establish whether Reedy Lagoon should issue \$2,000,000 worth of RLC Shares to the Vendors to complete the acquisition. It was expected that development of the projects to the stage of drilling would be reflected in a higher market value for Reedy Lagoon, resulting in a lesser number of RLC Shares being issued to provide the Vendors with \$2,000,000 worth of RLC Shares. Unfortunately this has not occurred. However, in our opinion the price payable for the projects remains fair and reasonable and it is in the interests of Reedy Lagoon to complete the acquisition. Of course there can be no certainty as to whether drilling will be successful or that the projects will prove to be worth anything. That is part of the risks of exploration and investment in an exploration company. In our view shareholders should approve the Proposed Issue to the Vendors so as to enable the Company to have the opportunity to continue developing these lithium brine projects with potential for significant gain for shareholders if successful.

Any Capital Raising will need to be conditional upon Reedy Lagoon being able to complete the acquisition by issuing \$2,000,000 worth of RLC Shares to the Vendors. Unless shareholders approve the Proposed Issue to the Vendors, the Capital Raising will not be able to proceed. Under the Conditions proposed for the approval no RLC Shares will be issued to the Vendors unless at least \$2M is raised for drilling at an issue price of at least 2 cents.

The price payable for the 3 lithium brine projects is essentially fixed at \$2m (payable in RLC Shares). What is not fixed is the number of RLC Shares to be issued and the percentage of issued capital of Reedy Lagoon which \$2,000,000 worth of RLC Shares will represent once issued following the Capital Raising. It is possible that the offer price under the Capital Raising (and therefore the issue price of the RLC Shares issued to the Vendors) is at a price below the price at which RLC Shares are then being traded on the market, but the issue price to the Vendors will be the same price as shareholders and other investors are being asked to pay to acquire RLC Shares under the Capital Raising and will not be less than 2 cents.

The Proposed Issue to the Vendors (and the Proposed Issue to the Related Party) will dilute the holdings of RLC Shareholders. *For example, a holder of 1% of Reedy Lagoon after the issue of*

EXPLANATORY STATEMENT

shares under a Capital Raising of \$2M at 2 cents will be diluted to 0.73% by the Proposed Issue to the Vendors.

The Conditions to which the approval is subject mean that the percentage of RLC issued to the Vendors under the Acquisition Agreement (in total) will not exceed 26.62%, and the percentage of RLC issued to Mr Adrian Griffin will not exceed 6.65% nor result in his holding exceeding 9.62%, in each case as a percentage of the capital of RLC after the Capital Raising and the Proposed Issue to the Vendors.

If approval is not given, the acquisition by RLC of Nevada Lithium will not be able to be completed by Reedy Lagoon and the Vendors will have the right to terminate the Acquisition Agreement. If the Acquisition Agreement is terminated, RLC would not recover any amounts spent on the projects to date.

In such circumstances, Reedy Lagoon will seek to find other projects to develop, but will need shareholder support to remain solvent.

OTHER INFORMATION

More information about the Acquisition Agreement, the 3 lithium brine projects, the targets and results of the geophysical surveys can be found on Reedy Lagoon's website at www.reedylagoon.com.au.

GLOSSARY

\$ means Australian Dollars.

\$2,000,000 worth of RLC Shares means that number of RLC Shares which when multiplied by the offer price under the Capital Raising equals \$2,000,000.

Acquisition Agreement means the deed dated 22 December 2016 and made between Adrian Griffin, Needmore Investments Pty Ltd and MPF Exploration Pty Ltd as Vendors, Nevada Lithium Pty Ltd and the Company as amended.

ASIC means the Australian Securities and Investments Commission.

ASX means ASX Limited or the financial market operated by ASX Limited as the context requires.

ASX Listing Rules means the Listing Rules of ASX.

Board means the current board of directors of the Company.

Capital Raising means the capital raising of not less than \$2M to fund drilling contemplated to be made by the Company under the Acquisition Agreement. The offer price per RLC Share under the Capital Raising will be the value used to determine the number of RLC Shares to be issued to the Vendors to provide them with \$2,000,000 worth of RLC Shares.

EXPLANATORY STATEMENT

Claim means a Placer Mining Claim within the meaning of The General Mining Law of 1872 of the USA.

Company or **Reedy Lagoon** means Reedy Lagoon Corporation Limited.

Corporations Act means the Corporations Act 2001 (C'th).

Director means a current Director of the Company

Explanatory Statement means the explanatory statement accompanying this Notice.

Independent Expert's Report means the report accompanying the Notice of Meeting dated 23 February 2017 (ASX release 28/02/2017). It is available on the NEWS page of the Company's website www.reedylagoon.com.au

Non-Related Vendors means the Vendors other than Mr Adrian Griffin.

Notice or **Notice of Meeting** means this notice of meeting including the Explanatory Statement.

Proposed Issue to the Vendors means the issue of \$2,000,000 worth of RLC Shares to the Vendors as consideration for the acquisition of Nevada Lithium Pty Ltd.

Proposed Issue to a Related Party means the issue of 25% of \$2,000,000 worth of RLC Shares to Mr Adrian Griffin as consideration for the sale to the Company of his 25% shareholding in Nevada Lithium.

Related Party Vendor means Mr Adrian Griffin.

RLC Share means an ordinary share in the Company.

Shareholder means a registered holder of an RLC Share.

Vendor means a shareholder in Nevada Lithium Pty. Ltd.



LODGE YOUR VOTE



ONLINE

www.linkmarketservices.com.au



BY MAIL

Reedy Lagoon Corporation 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: 1300 554 474

Overseas: +61 1300 554 474

PROXY FORM

I/We being a member(s) of Reedy Lagoon Corporation 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

STEP 1

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 Extraordinary General Meeting of the Company to be held at **10:00 am on Thursday, 16 November 2017 at Offices of Moore Stephens, Level 18, 530 Collins Street, Melbourne** (the **Meeting**) and at any postponement or adjournment of the Meeting.

The Chairman of the Meeting intends to vote undirected proxies in favour of each item of business.

Note that voting exclusions apply – refer to the notice of meeting.

VOTING DIRECTIONS

Proxies will only be valid and accepted by the Company if they are signed and received no later than 48 hours before the Meeting.

Please read the voting instructions overleaf before marking any boxes with an ☒.

Resolutions

For Against Abstain*

- 1** Resolution to approve the issue of shares (a financial benefit) to a related party and to others as set out in the notice of meeting.

☐ ☐ ☐

STEP 2



* 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).

STEP 3



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.

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" should be produced prior to admission in accordance with the Notice of Meeting. A form of the certificate may be obtained from the Company's share registry or online at www.linkmarketservices.com.au.

LODGEMENT OF A PROXY FORM

This Proxy Form (and any Power of Attorney under which it is signed) must be received at an address given below by **10:00 am on Tuesday, 14 November 2017**, 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

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) as shown on the front of the Proxy Form).



BY MOBILE DEVICE

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

QR Code



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



BY MAIL

Reedy Lagoon Corporation 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 EXTRAORDINARY GENERAL MEETING, PLEASE BRING THIS FORM WITH YOU.
THIS WILL ASSIST IN REGISTERING YOUR ATTENDANCE.**