



HASTINGS
Technology Metals Limited

HASTINGS TECHNOLOGY METALS LIMITED

ACN 122 911 399

NOTICE OF ANNUAL GENERAL MEETING

TIME: 2.00 pm WST

DATE: 30 November 2020

PLACE: The AGM will be conducted as a Virtual meeting, accessible online

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

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.

IMPORTANT INFORMATION REGARDING COVID-19: Due to the COVID-19 pandemic, the AGM will be held as a virtual meeting. If you are a shareholder and you wish to virtually attend the AGM, please pre-register in advance for the virtual meeting here:

https://us02web.zoom.us/webinar/register/WN_HMReOmn5RxSJS8K-GqXP6w

Shareholders are also strongly encouraged to lodge their completed proxy form in accordance with the instructions in this Notice of Meeting.

On 5 May 2020, the Commonwealth Treasurer introduced temporary modifications to the Corporations Act 2001 (Cth) to allow the Notice of Meeting and other information regarding the AGM to be provided electronically and to allow shareholders to participate in the AGM using the online facility which facilitates direct voting and questions.

This Notice of Meeting can be accessed on the Company's website at www.hastingstechmetals.com

Should you wish to discuss the matters in this Notice of Meeting please do not hesitate to contact the Company Secretary on (+61 8) 6117 6118.

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IMPORTANT INFORMATION

TIME AND PLACE OF MEETING

Notice is given that the Annual General Meeting of the Shareholders to which this Notice of Meeting relates will be held at 11.00 am WST on 25 November 2020 as a virtual meeting.

If you wish to virtually attend the AGM, please pre-register in advance for the virtual meeting here:

https://us02web.zoom.us/webinar/register/WN_HMReOmn5RxSJS8K-GqXP6w

After registering, you will receive a confirmation containing information on how to attend the virtual meeting on the day of the AGM.

Shareholders will be able to vote and ask questions at the virtual meeting.

Shareholders are also encouraged to submit questions in advance of the Meeting to the Company.

Questions must be submitted in writing to Guy Robertson, Company Secretary at guy.robertson@hastingstechmetals.com at least 48 hours before the AGM.

The Company will also provide Shareholders with the opportunity to ask questions during the Meeting in respect of resolutions to be put before the meeting.

YOUR VOTE IS IMPORTANT

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

VOTING ELIGIBILITY

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 11 am (WST) on 23 November 2020.

VOTING VIRTUALLY ON THE DAY OF THE MEETING

Shareholders who wish to vote virtually on the day of the AGM will need to login to the Automic website (investor.automic.com.au) with their username and password.

Shareholders who do not have an account with Automic are encouraged to register for an account in advance of the meeting to avoid any delays on the day of the meeting.

How do I create an account with Automic?

To create an account with Automic, please go to the Automic website (investor.automic.com.au), click on 'register' and follow the steps. Shareholders will require their holder number (Securityholder Reference Number (SRN) of Holder Identification Number (HIN) to create an account with Automic.

I have an account with Automic, what are the next steps?

Shareholders who have an existing account with Automic (Note; with a username and password) are advised to take the following steps to attend and vote virtually on the day of the AGM:

1. Login to the Automic website (investor.automic.com.au) using your user name and password.
2. (Registration on the day) If registration for the virtual meeting is open, click on 'Meeting open for registration' and follow the steps.
3. (Live voting on the day) if live voting for the virtual meeting is open, click on 'Meeting open for voting' and follow the steps.

VOTING BY PROXY

1. To be valid, the appointment of a proxy (made using a properly completed and executed Proxy Form) must be received by the Company no later than 2pm (AWST) on 28 November 2020, being not later than 48 hours before the commencement of the Meeting.
2. Proxy Forms can be submitted in four ways:
 - **Email** to meetings@automicgroup.com.au;
 - By **mail** to Hastings Technology Metals Limited at c/- Automic Pty Ltd, GPO Box 5193 Sydney NSW 2001; or
 - By **hand** to the Registrar, Automic Pty Ltd Level 5 126 Phillip Street Sydney NSW 2000 business hours (Monday – Friday, 8:30am – 5pm (AWST)).
 - By facsimile +61 2 8583 3040

Instructions on how to complete the Proxy Form are on the reverse of the Proxy Form attached to this Notice.

3. If you do not mark a box, your proxy may vote as they choose on that item. However, if you intend to appoint a member of the Key Management Personnel as your proxy, please ensure that you direct them how to vote on resolutions 1, and 10 through 14.
4. If the Chairman of the meeting is your proxy (or he becomes your proxy by default), you will be taken to have expressly authorised him to exercise your proxy in relation to resolution 1 (Adoption of the Remuneration Report) even though the Chairman is connected directly or indirectly with the remuneration of a director or member of the key management personnel of the Hastings Group. Shareholders will be informed of the proxy position and the manner in which the Chairman intends to vote undirected proxies at the meeting.
5. Voting by corporate representative

Any corporate shareholder who has appointed a person to act as its corporate representative at the Meeting should provide that person with a certificate or letter executed in accordance with the Corporations Act authorising him or her to act as that company's representative. The authority must be emailed to info@hastingstechmetals.com, with the corporate shareholder's request to register for the Meeting.

6. Voting by attorney

A Shareholder entitled to vote at the Meeting is entitled to appoint an attorney to join and vote at the Meeting on the Shareholder's behalf.

An attorney need not be a holder of Shares.

An instrument conferring the power of attorney or a certified copy of the authority must be emailed to info@hastingstechmetals.com with your request to register for the Meeting.

At the meeting, the Chairman will allow a reasonable opportunity for shareholders to ask questions about, or make comments on, the management of the Company and on the Remuneration Report. Shareholders will also be given a reasonable opportunity at the meeting to ask the Company's auditor, PriceWaterhouseCoopers, questions about the content of its report, and the conduct of its audit of the Company, for the year.

By order of the Board

A handwritten signature in black ink, appearing to read 'Guy Robertson', with a stylized flourish at the end.

Guy Robertson
Joint Company Secretary
Hastings Technology Metals Ltd
29 October 2020

BUSINESS OF THE MEETING

AGENDA

ORDINARY BUSINESS

1. Financial Statements and Reports

To receive and consider the annual financial report of the Company for the financial year ended 30 June 2020 together with the declaration of the Directors, the Directors' report, the remuneration report and the auditor's report.

2. RESOLUTION 1 – ADOPTION OF REMUNERATION REPORT

To consider and, if thought fit, to pass the following resolution as a **non-binding 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 30 June 2020."

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

3. RESOLUTION 2 : RE-ELECTION OF DIRECTOR – MR MAL RANDALL

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

"That, for the purpose of clause 13.2 of the Constitution and for all other purposes, Mr Mal Randall, who retires by rotation, and being eligible, is re-elected as a Director."

4. RESOLUTION 3 : RE-ELECTION OF DIRECTOR – MR NEIL HACKETT

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

"That, for the purpose of clause 13.2 of the Constitution and for all other purposes, Mr Neil Hackett, who retires by rotation, and being eligible, is re-elected as a Director."

5. RESOLUTION 4: RATIFICATION OF PRIOR ISSUE OF 20,890,000 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 all other purposes, Shareholders ratify the allotment and issue of 20,890,000 Shares on the terms and conditions set out in the Explanatory Memorandum.'

6. RESOLUTION 5: RATIFICATION OF PRIOR ISSUE OF 21,900,000 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 all other purposes, Shareholders ratify the allotment and issue of 21,900,000 Shares under Listing Rule 7.1 on the terms and conditions set out in the Explanatory Memorandum.'

7. RESOLUTION 6: RATIFICATION OF PRIOR ISSUE OF 95,290,000 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 all other purposes, Shareholders ratify the allotment and issue of 95,290,000 Shares under Listing Rule 7.1A on the terms and conditions set out in the Explanatory Memorandum.'

8. RESOLUTION 7: RATIFICATION OF PRIOR ISSUE OF 400,000 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 all other purposes, Shareholders ratify the allotment and issue of 400,000 Shares on the terms and conditions set out in the Explanatory Memorandum.'

9. RESOLUTION 8: APPROVAL TO ISSUE SHARES TO FOON KEONG (CHARLES) LEW

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

"That, for the purposes of Listing Rule 10.11 and for all other purposes, Shareholders approve the issue of 4,000,000 Shares to Charles Lew (or his nominee) on the further terms and conditions set out in the Explanatory Memorandum."

10. RESOLUTION 9: CANCELLATION OF PERFORMANCE RIGHTS

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

"That, subject to passing of Resolutions 10-14 inclusive, the 17,000,000 Performance Rights approved by shareholders at the Annual General meeting on 27 November 2019 and issued to directors on 26 February 2020 be cancelled."

11. RESOLUTION 10 : APPROVAL OF ISSUE OF PERFORMANCE RIGHTS AND SHARES TO EXECUTIVE DIRECTOR – CHARLES LEW

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

"That for the purposes of ASX Listing Rule 10.14 and for all other purposes, shareholders approve the grant of Performance Rights and issue of shares on vesting of Performance Rights under the Performance Rights Plan, on the terms and conditions set out in the Explanatory Memorandum".

12. RESOLUTION 11 : APPROVAL OF ISSUE OF PERFORMANCE RIGHTS AND SHARES TO NON-EXECUTIVE DIRECTOR – MAL RANDALL

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

"That for the purposes of ASX Listing Rule 10.14 and for all other purposes, shareholders approve the grant of Performance Rights and issue of shares on vesting of Performance Rights under the Performance Rights Plan, on the terms and conditions set out in the Explanatory Memorandum".

13. RESOLUTION 12 : APPROVAL OF ISSUE OF PERFORMANCE RIGHTS AND SHARES TO NON-EXECUTIVE DIRECTOR – NEIL HACKETT

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

"That for the purposes of ASX Listing Rule 10.14 and for all other purposes, shareholders approve the grant of Performance Rights and issue of shares on vesting of Performance Rights under the Performance Rights Plan, on the terms and conditions set out in the Explanatory Memorandum".

14. RESOLUTION 13 : APPROVAL OF ISSUE OF PERFORMANCE RIGHTS AND SHARES TO EXECUTIVE DIRECTOR – GUY ROBERTSON

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

"That for the purposes of ASX Listing Rule 10.14 and for all other purposes, shareholders approve the grant of Performance Rights and issue of shares on vesting of Performance Rights under the Performance Rights Plan, on the terms and conditions set out in the Explanatory Memorandum".

15. RESOLUTION 14 : APPROVAL OF ISSUE OF PERFORMANCE RIGHTS AND SHARES TO EXECUTIVE DIRECTOR – JEAN CLAUDE STEINMETZ

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

"That for the purposes of ASX Listing Rule 10.14 and for all other purposes, shareholders approve the grant of Performance Rights and issue of shares on vesting of Performance Rights under the Performance Rights Plan, on the terms and conditions set out in the Explanatory Memorandum".

16. RESOLUTION 15 : APPROVAL OF 10% PLACEMENT CAPACITY

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, approval is given for the Company to issue up to 10% of the Company's issued share capital (at the time of the issue) calculated in accordance with the formula prescribed in Listing Rule 7.1A.2 on the terms and conditions set out in the Explanatory Memorandum".

**DATED: 29 OCTOBER 2020
BY ORDER OF THE BOARD
GUY ROBERTSON
JOINT COMPANY SECRETARY**

VOTING EXCLUSION STATEMENTS

Under ASX Listing Rule 14.11, the Company will disregard any votes cast in favour of the Resolutions by or on behalf of the following persons:

RESOLUTION	PERSONS EXCLUDED FROM VOTING
1. Remuneration Report	<ul style="list-style-type: none"> A member of the key management personnel (KMP), details of whose remuneration are included in the Remuneration Report for the year ended 30 June 2020; or A closely related party of a KMP¹
4. Ratification of prior issue of 20,890,000 shares	<ul style="list-style-type: none"> Listing Rule 14.11 <p>Under Listing Rule 14.11, the Company will disregard any votes cast in favour of the resolution by or on behalf of:</p> <p>(a) the below named person or class of persons excluded from voting; or</p> <p>(b) an associate of that person or those persons:</p> <p>The Company will disregard any votes cast in favour of the resolution by or on behalf of the shareholders who participated in this placement, or an associate of that person or those persons.</p>
5. Ratification of issue of 21,900,000 shares	<ul style="list-style-type: none"> Listing Rule 14.11 <p>Under Listing Rule 14.11, the Company will disregard any votes cast in favour of the resolution by or on behalf of:</p> <p>(a) the below named person or class of persons excluded from voting; or</p> <p>(b) an associate of that person or those persons:</p> <p>The Company will disregard any votes cast in favour of the resolution by or on behalf of the shareholders who participated in this placement, or an associate of that person or those persons.</p>
6. Ratification of issue of 95,290,000 shares	<ul style="list-style-type: none"> Listing Rule 14.11 <p>Under Listing Rule 14.11, the Company will disregard any votes cast in favour of the resolution by or on behalf of:</p> <p>(a) the below named person or class of persons excluded from voting; or</p> <p>(b) an associate of that person or those persons:</p> <p>The Company will disregard any votes cast in favour of the resolution by or on behalf of the shareholders who participated in this placement, or an associate of that person or those persons.</p>
7. Ratification of issue of 400,000 shares	<ul style="list-style-type: none"> Listing Rule 14.11 <p>Under Listing Rule 14.11, the Company will disregard any votes cast in favour of the resolution by or on behalf of:</p> <p>(a) the below named person or class of persons excluded from voting; or</p> <p>(b) an associate of that person or those persons:</p> <p>The Company will disregard any votes cast in favour of the resolution by or on behalf of the shareholders who participated in this placement, or an associate of that person or those persons.</p>

8. Ratification of issue of 4,000,000 shares to Charles Lew	<p>Listing Rule 14.11</p> <p>Under Listing Rule 14.11, the Company will disregard any votes cast in favour of the resolution by or on behalf of:</p> <ul style="list-style-type: none"> a) Charles Lew; or b) an associate of Charles Lew: <p>The Company will disregard any votes cast on this Resolution by Charles Lew who is to receive the securities in question and any other 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 entity) or any associate of such person.</p>
10. Approval of Performance Rights – Charles Lew	<ul style="list-style-type: none"> • Mr Charles Lew; • any director of the Company who is eligible to participate in the employee incentive scheme in respect of which the approval is sought and, if ASX has expressed an opinion under rule 10.14.3 that approval is required for participation in the employee incentive scheme by anyone else, that person; • and any of their respective Associates; • any member of the Key Management Personnel and closely related parties of such members.
11. Approval of Performance Rights – Mal Randall	<ul style="list-style-type: none"> • Mr Mal Randall; • any director of the Company who is eligible to participate in the employee incentive scheme in respect of which the approval is sought and, if ASX has expressed an opinion under rule 10.14.3 that approval is required for participation in the employee incentive scheme by anyone else, that person; • and any of their respective Associates; • any member of the Key Management Personnel and closely related parties of such members.
12. Approval of Performance Rights – Neil Hackett	<ul style="list-style-type: none"> • Mr Neil Hackett; • any director of the Company who is eligible to participate in the employee incentive scheme in respect of which the approval is sought and, if ASX has expressed an opinion under rule 10.14.3 that approval is required for participation in the employee incentive scheme by anyone else, that person; • and any of their respective Associates; • any member of the Key Management Personnel and closely related parties of such members.
13. Approval of Performance Rights – Guy Robertson	<ul style="list-style-type: none"> • Mr Guy Robertson; • any director of the Company who is eligible to participate in the employee incentive scheme in respect of which the approval is sought and, if ASX has expressed an opinion under rule 10.14.3 that approval is required for participation in the employee incentive scheme by anyone else, that person; • and any of their respective Associates; • any member of the Key Management Personnel and closely related parties of such members¹.
14. Approval of Performance Rights – Jean Claude Steinmetz	<ul style="list-style-type: none"> • Mr Jean Claude Steinmetz; • any director of the Company who is eligible to participate in the employee incentive scheme in respect of which the approval is sought and, if ASX has expressed an opinion under rule 10.14.3 that approval is required for

	participation in the employee incentive scheme by anyone else, that person; • and any of their respective Associates; • any member of the Key Management Personnel and closely related parties of such members ¹ .
15. Approval of Placement Capacity	• Any person who may participate in the proposed issue; • Any person who might obtain a benefit (other than a benefit solely in the capacity of a holder of ordinary shares) if the resolution is passed; and • Any of their respective associates.

The following applies to Resolutions 4, 5, 6, 7 & 8

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

- 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
- 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
- a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:
 - o 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
 - o the holder votes on the resolution in accordance with directions given by the beneficiary to the holder to vote in that way.

The following applies to Resolutions 1, 8,10, 11, 12, 13 & 14

¹A closely related party of a member of the key management personnel means any of the following:

- a spouse, child or dependent of the member;
- a child or dependent of the member's spouse;
- anyone else who is one of the member's family and may be expected to influence, or be influenced by, the member in the member's dealings with the Company;
- a company the member controls; or
- a person prescribed by regulations (as at the date of this notice of meeting, no additional persons have been prescribed by regulation).

EXPLANATORY MEMORANDUM

This Explanatory Memorandum has been prepared to provide information which the Directors believe to be material to Shareholders in deciding whether or not to pass the Resolutions which are the subject of the business of the Meeting.

1. FINANCIAL STATEMENTS AND REPORTS

In accordance with the Constitution, the business of the Meeting will include receipt and consideration of the annual financial report of the Company for the financial year ended 30 June 2020 together with the declaration of the directors, the directors' report, the remuneration report and the auditor's report.

The Company will not provide a hard copy of the Company's annual financial report to Shareholders unless specifically requested to do so. The Company's annual financial report is available on its website at www.hastingstechmetals.com.

2. RESOLUTION 1 : ADOPTION OF REMUNERATION REPORT

2.1 General

The Corporations Act requires that at a listed company's Annual General Meeting, a resolution that the remuneration report be adopted must be put to the shareholders. However, such a resolution is advisory only and does not bind the Directors or the Company.

If at least 25% of the votes cast on Resolution 1 are voted against adoption of the Remuneration Report at the Annual General Meeting, and then again at the Company's 2021 Annual General Meeting, the Company will be required to put to Shareholders a resolution proposing the calling of an extraordinary general meeting to consider the appointment of directors of the Company (**Spill Resolution**).

If more than 50% of Shareholders vote in favour of the Spill Resolution, the Company must convene the extraordinary general meeting (**Spill Meeting**) within 90 days of the Company's 2021 Annual General Meeting. All of the Directors who were in office when the Company's 2021 Directors' report was approved, other than the managing director of the Company, will cease to hold office immediately before the end of the Spill Meeting but may stand for re-election at the Spill Meeting. Following the Spill Meeting those persons whose election or re-election as Directors is approved will be the Directors of the Company.

The remuneration report sets out the Company's remuneration arrangements for the Directors and senior management of the Company. The remuneration report is part of the Directors' report contained in the annual financial report of the Company for the financial year ending 30 June 2020.

A reasonable opportunity will be provided for discussion of the remuneration report at the Annual General Meeting.

2.2 Proxy Restrictions

Pursuant to the Corporations Act, if you elect to appoint the Chair, or another member of Key Management Personnel whose remuneration details are included in the Remuneration Report or any Closely Related Party of that member as your proxy to vote on this Resolution 1, *you must direct the proxy how they are to vote.*

Where you do not direct the Chair, or another member of Key Management Personnel whose remuneration details are included in the Remuneration Report or Closely Related Party of that member on how to vote on this Resolution 1, the proxy is prevented by the Corporations Act from exercising your vote and your vote will not be counted in relation to this Resolution 1.

2.3 Directors' Recommendation

Noting that each Director has a personal interest in their own remuneration from the Company as set out in the Remuneration Report, the Board recommends that Shareholders vote in favour of this Resolution 1.

3. RESOLUTION 2 : RE-ELECTION OF DIRECTOR – MR MAL RANDALL

3.1 General

Clause 13.2 of the Constitution one third of the directors shall retire from office annually.

Mr Mal Randall will retire in accordance with clause 13.2 of the Constitution and being eligible seeks re-election.

A brief profile of Mr Mal Randall is set out in the Annual Report.

3.2 Directors' Recommendation

The Board recommends (with Mr Randall abstaining) that Shareholders vote in favour of this Resolution 2.

4. RESOLUTION 3 : RE-ELECTION OF DIRECTOR – MR NEIL HACKETT

4.1 General

Clause 13.2 of the Constitution one third of the directors shall retire from office annually,

Mr Neil Hackett will retire in accordance with clause 13.2 of the Constitution and being eligible seeks re-election.

A brief profile of Mr Neil Hackett is set out in the Annual Report.

4.2 Directors' Recommendation

The Board recommends (with Mr Hackett abstaining) that Shareholders vote in favour of this Resolution 3.

Resolutions 4,5,6 and 8

As outlined in an ASX announcement dated 26 August 2020, the Company raised \$14,648,750 through the issue of 21,900,000 shares under LR7.1, 95,290,000 shares under LR 7.1A, and a further \$2,611,250 issuing 20,890,000 shares in a conditional placement. The Company seeks to ratify these share issues as outlined below and is seeking approval for the Chairman, Charles Lew, to subscribe for 4,000,000 shares on the same basis as the above issues.

5. RESOLUTIONS 4, 5, AND 6 : RATIFICATION OF PRIOR ISSUE OF 20,890,000 SHARES , 21,900,000 SHARES AND 95,290,000 SHARES

5.1 Background

On 26 August 2020 the Company announced a capital raising comprised of an issue of 21,900,000 shares at 12.5 cents each under Listing Rule 7.1 and 95,290,000 shares at 12.5 cents each under Listing Rule 7.1A to sophisticated and institutional investors. In addition, the Company announced the issue of a further 20,890,000 shares at 12.5 cents to sophisticated and institutional investors pending obtaining shareholder approval at a General Meeting held on 29 September 2020 which increased the Company's LR 7.1 capacity.

5.2 Listing Rule 7.1

Listing Rule 7.1 provides, in summary, that a listed company must not, subject to specified exceptions, issue equity securities in any 12 month period which, when aggregated with the equity securities issued by a company during the previous 12 months, will exceed 15% of the total number of fully paid ordinary shares on issue in the company at the beginning of the 12 month period, except with the prior approval of Shareholders.

Listing Rule 7.4 provides that an issue by a company of equity securities made without approval under Listing Rule 7.1 is treated as having been made with approval for the purposes of Listing Rule 7.1 if the issue did not breach Listing Rule 7.1 and the company's members subsequently approve it.

While the outcome of Resolution 4,5, & 6 will have no effect on the issue of the shares in question, Shareholder approval will restore the Company's ability to issue further equity securities under Listing Rule 7.1 in the next 12 months from the date of issue, to the extent of the 42,790,000 securities issued under LR 7.1 and 95,290,000 under LR 7.1A

5.3 Listing Rules Disclosure Requirements

The following information is provided in accordance with Listing Rule 7.5:

(a) The maximum number of securities the entity issued

The maximum number of securities issued was:

- i) 20,890,000 under LR 7.1
- ii) 21,900,000 under LR 7.1; and
- iii) 95,290,000 under LR 7.1A.

(b) The issue price of the securities

The issue price of the securities for i), ii) & iii) was 12.5 cents per share.

(c) The names of the allottees (if known) or the basis upon which the allottees will be identified or selected

The Shares were issued (under i), ii) & iii)) to sophisticated and institutional investors as determined by the Board and the lead manager to the placements, Ord Minnett Limited, determined on the ability of the investor to support the Company on an ongoing basis in its endeavour to develop the Yangibana rare earths project .

The Shares were not issued to:

- o a related party of the entity;
- o a member of key management personnel;
- o a substantial holder in the entity;
- o an adviser to the entity; or
- o an associate of any of the above.

(d) The terms of the securities

The shares issued are fully paid ordinary shares in the capital of the Company issued on the same terms and conditions as the Company's existing shares.

(e) The intended use of the funds raised

The funds are being used to further the development of the Yangibana rare earths project namely;

- Further drilling to expand the mineral resource and for grade control
- Roads infrastructure
- Costs associated with decoupling of the Hydrometallurgical plant; and for working capital.

(f) Voting Exclusion

Under Listing Rule 14.11, the Company will disregard any votes cast on Resolutions 4,5, & 6 by any person who participated in the issue and any of their associates.

5.4 Directors' recommendation

Each Director recommends that Shareholders vote in favour of Resolutions 4,5, & 6, as this will allow the Company to raise capital under its Listing Rule 7.1 15% capacity.

If Resolutions 4,5, & 6 are passed, the issue will be excluded in calculating the Company's 15% limit in Listing Rule 7.1, effectively increasing the number of securities it can issue without shareholder approval over the 12 month period following the issue date.

If Resolutions 4,5, & 6 are not passed, the issue will be included in calculating the Company's 15% limit under Listing Rule 7.1, effectively decreasing the number of equity securities it can issue without shareholder approval over the 12 month period following the issue date.

6. RESOLUTION 7 : RATIFICATION OF PRIOR ISSUE OF 400,000 SHARES

5.1 Background

On 28 August 2020 the Company announced a share purchase plan (SPP), partially underwritten, as outlined in the SPP booklet lodged on this date.

An underwriter to the SPP in the amount of \$1 million elected to receive the 5% underwriters fee of \$50,000 (ie 400,000 shares at 12.5 cents each) in shares. For key terms of the underwriting agreement see Schedule 3.

5.2 Listing Rule 7.1

Listing Rule 7.1 provides, in summary, that a listed company must not, subject to specified exceptions, issue equity securities in any 12 month period which, when aggregated with the equity securities issued by a company during the previous 12 months, will exceed 15% of the total number of fully paid ordinary shares on issue in the company at the beginning of the 12 month period, except with the prior approval of Shareholders.

Listing Rule 7.4 provides that an issue by a company of equity securities made without approval under Listing Rule 7.1 is treated as having been made with approval for the purposes of Listing Rule 7.1 if the issue did not breach Listing Rule 7.1 and the company's members subsequently approve it.

While the outcome of Resolution 7 will have no effect on the issue of the shares in question, Shareholder approval will restore the Company's ability to issue further equity securities under Listing Rule 7.1 in the next 12 months from the date of issue, to the extent of the 400,000 securities issued under LR 7.1.

5.3 Listing Rules Disclosure Requirements

The following information is provided in accordance with Listing Rule 7.5:

(a) The maximum number of securities the entity issued

The maximum number of securities issued was 400,000.

(b) The issue price of the securities

The deemed issue price of the securities was 12.5 cents per share.

(c) The names of the allottees (if known) or the basis upon which the allottees will be identified or selected

The Shares were issued an underwriter Mr Fong Kah Kuen.

The Shares were not issued to:

- o a related party of the entity;
- o a member of key management personnel;
- o a substantial holder in the entity;
- o an adviser to the entity; or
- o an associate of any of the above.

(d) The terms of the securities

The shares issued are fully paid ordinary shares in the capital of the Company issued on the same terms and conditions as the Company's existing shares.

(e) The intended use of the funds raised

No funds were raised. The shares were issued to settle an underwriter fee invoice.

(f) Voting Exclusion

Under Listing Rule 14.11, the Company will disregard any votes cast on Resolution 7 by Mr Fong Kah Kuen or any of his associates.

5.4 Directors' recommendation

Each Director recommends that Shareholders vote in favour of Resolutions 7, as this will allow the Company to raise capital under its Listing Rule 7.1 15% capacity.

If Resolutions 7 is passed, the issue will be excluded in calculating the Company's 15% limit in Listing Rule 7.1, effectively increasing the number of securities it can issue without shareholder approval over the 12 month period following the issue date.

If Resolution 7 is not passed, the issue will be included in calculating the Company's 15% limit under Listing Rule 7.1, effectively decreasing the number of equity securities it can issue without shareholder approval over the 12 month period following the issue date.

7. **RESOLUTION 8: APPROVAL TO ISSUE 4,000,000 SHARES TO CHARLES LEW**

Resolution 8 seeks approval for Charles Lew, Chairman, to participate in the placement outlined in resolutions 4, 6 & 7 on the same terms as other investors, and subscribe for 4,000,000 shares at 12.5 cents per share.

This Resolution seeks the approval of Shareholders for the Company to issue Shares to Charles Lew (Interested Director) (or his nominee), who is a Related Party of the Company (Listing Rule 10.1.1). The approval is to allow Charles Lew to participant in the capital raising outlined in Resolutions 5,6 & 7 above.

In the event that this resolution is not approved the Company will need to return funds advanced by Mr Lew for the purpose of subscribing for the placement.

6.1 Related Party transaction

Listing Rule 10.11 requires Shareholder approval to be obtained where an entity issues, or agrees to issue, securities to a Related Party (Listing Rule 10.11.1), or a person whose relationship with the entity or a Related Party is, in ASX's opinion, such that approval should be obtained (Listing Rule 10.11.5) unless an exception in Listing Rule 10.12 applies.

It is the view of the Company that the exceptions set out in Listing Rule 10.12 do not apply. Accordingly, Shareholder approval is sought for the issue of the Subscription Securities to Charles Lew under Listing Rule 10.11.1.

6.2 Disclosure requirements – Listing Rule 10.11

Pursuant to Listing Rule 10.13, the following information is provided in relation to the proposed issue of Subscription Securities to the Related Party:

- (a) the Related Party is Charles Lew a Related Party by virtue of being a Director;
- (b) the maximum number of Subscription Securities proposed to be issued under Resolution 8 to Charles Lew is 4,000,000 Shares;
- (c) the issue price of each Share is A\$0.125;
- (d) the Company has already received \$100,000 from Charles Lew in part payment for the shares;

- (e) the Shares will be issued within one month of shareholder approval;
- (f) the intended use of the funds raised from the issue of the Shares is to allow the Company to continue development of the Yangibana rare earths project namely:
 - Further drilling to expand the mineral resource and for grade control
 - Roads infrastructure
 - Costs associated with decoupling of the Hydrometallurgical plant; and
 - working capital.
- (g) the Board does not consider that there are any opportunity costs to the Company or benefits foregone by the Company in issuing the Shares upon the terms proposed; and
- (h) the Board is not aware of any other information that would be reasonably required by Shareholders to allow them to make a decision whether it is in the best interests of the Company to pass Resolution 8.

Approval pursuant to Listing Rule 7.1 is not required in order to issue the Subscription Securities to the Related Parties as approval is being obtained under Listing Rule 10.11. Accordingly, the issue of Subscription Securities to the Related Parties will not be included in the calculation of the Company's annual 15% placement capacity pursuant to Listing Rule 7.1 or its additional 10% placement capacity pursuant to Listing Rule 7.1A.

6.3 Directors' recommendation

Charles Lew declines to make a recommendation to Shareholders in relation to Resolution 8 due to his material personal interest in the outcome of the Resolution.

Each other Director, who does not have an interest in the outcome of Resolution 8, recommends that Shareholders vote in favour of Resolution 8 for the following reasons:

- (a) issue of the Subscription Securities will provide funding to allow the Company to further development of the Yangibana rare earths project; and
- (b) terms associated with the issue of the Subscription Securities are competitive when compared to other alternative financing options, and are identical to the terms of the placement announced on 26 August 2020.

If Resolution 8 is passed, the Shares will be issued to Charles Lew on the same terms as other investors in the placement outlined above.

If Resolutions 8 is not passed the Shares will not be issued to Charles Lew, and the funds received to date in settlement of this subscription will be returned.

8. RESOLUTION 9 : CANCELLATION OF DIRECTOR PERFORMANCE RIGHTS

Shareholders approved the award of Performance Rights to directors at the Annual General Meeting (AGM) held on 27 November 2019. As a result of COVID-19 the project timelines have needed to be reset and the milestones outlined in the 2019 AGM notice are not achievable. In addition all directors have had their remuneration cut by 20% with effect from 1 April 2020. Accordingly, resolution 9 seeks shareholder approval to cancel the existing Performance Rights, subject to the passing of resolutions 10-14 inclusive.

RESOLUTIONS 10 TO 14

Background

The Hastings Executive Performance Rights Plan (the Rights Plan) and issue of shares under the Rights Plan was approved by shareholders at the Annual General Meeting of the Company held on 28 November 2012 and again at the Annual General Meeting held on 28 November 2016 and 27 November 2019.

For a summary of the Performance Rights Plan see Schedule 2.

Listing Rule 10.14 provides that a listed company must not permit any of the following persons to acquire equity securities under an employee incentive scheme:

- 10.14.1 a director of the company
- 10.14.2 an associate of a director of the company
- 10.14.3 a person whose relationship with the company or a person referred to in Listing rule 10.14.1 or 10.14.2 is such that, in ASX's opinion, the acquisition should be approved by its shareholders,

unless it obtains the approval of its shareholders.

The issue falls within Listing Rule 14.1 above and therefore requires the approval of shareholders under Listing Rule 10.14.

Resolutions 10 to 14 seek shareholder approval to the issue under and for the purposes of Listing Rule 10.14.

The Company seeks to provide incentives, in addition to annual salary and superannuation, in the form of Rights issued under the Rights Plan to ensure it is able to attract and retain its executives and employees.

No consideration is payable for the Rights, or upon issue of shares following satisfaction of the vesting conditions associated with the Rights. Subject to meeting the vesting conditions described below and any adjustments made in accordance with the Rights Plan, Directors will receive one share in the Company for each Right granted.

The following Directors have been awarded Performance Rights since the inception of the Rights Plan. No consideration was payable on the grant of the Performance Rights or for the issue of shares on vesting of the Performance Rights.

Performance Rights Issued					
	Date	Granted	Vested	Lapsed	Expiry Date
Charles Lew	12/12/2014	5,000,000	2,500,000	2,500,000	30/11/2016
Anthony Ho	12/12/2014	2,000,000	1,000,000	1,000,000	30/11/2016
Malcolm Mason	12/12/2014	2,000,000	1,000,000	1,000,000	30/11/2016
Charles Lew	13/02/2017	10,000,000	10,000,000		28/02/2020
Anthony Ho	13/02/2017	2,500,000	833,333	1,666,667	28/02/2020
Jean Claude Steinmetz	13/02/2017	2,500,000	2,500,000		28/02/2020
Guy Robertson	12/12/2014	500,000	250,000	250,000	30/11/2016
Guy Robertson	29/06/2017	300,000	110,000	190,000	31/10/2018
Aris Stamoulis	29/06/2017	300,000	110,000	190,000	31/10/2018

In addition to the above the following Performance Rights were issued in February 2020 (following approval at the 2019 AGM) which Resolution 9 seeks to cancel

Mr Charles Lew	10,000,000
Mr Mal Randall	2,500,000
Mr Jean Claude Steinmetz	1,500,000
Mr Neil Hackett	1,500,000
Mr Guy Robertson	1,500,000

Shares allocated following the exercise of Performance Rights will be subject to the restrictions as outlined in the Rights Plan and following Board approval subject to observance of the Company's Share Trading Policy in dealing with Shares.

The Board of Directors have determined that the amount of Performance Rights constitute reasonable remuneration in the event they were granted and shareholder approval under Chapter 2E of the Corporations Act 2001, is therefore not required.

No loan will be made to the Director in connection with the acquisition of the Performance Rights.

No amount is payable on the grant or vesting of Performance Rights.

Persons entitled to participate in the Performance Rights Plan include the directors, Charles Lew, Mal Randall, Jean Claude Steinmetz, Neil Hackett, Guy Robertson and any officer or employee of the Company or consultant approved by the Board.

The Performance Rights to Directors will be granted within 12 months of shareholder approval.

A Performance Rights plan for Employees of the Company was initiated in Q1 of calendar 2020. However, given the additional challenges of COVID-19 this was not ratified by the Board until September 2020. The Plan is to provide a pool of 20,000,000 Performance Rights to full time employees of the company and qualifying consultants to vest on the achievement of hurdles over a three year period.

No shares will be issued to satisfy the exercise of Rights if this were to result in the Company exceeding the 5% limit as provided for in the Rights Plan.

Details of any shares issued under the Rights Plan will be published in each annual report of the Company relating to a period in which shares have been issued, along with a statement that approval for the issue was obtained under listing rule 10.14.

Any additional persons covered by listing rule 10.14 who become entitled to participate in an issue of securities under the scheme after the resolutions are approved and who were not named in the notice of meeting will not participate until approval is obtained under that rule.

A copy of the Rights Plan may be requested by contacting the Company Secretary.

9. RESOLUTION 10 : APPROVAL OF ISSUE OF PERFORMANCE RIGHTS TO CHARLES LEW

9.1 Background

See background information outlined above.

Shareholder approval is therefore sought for the issue of 2,000,000 Employee Rights and 10,000,000 Director Rights (together referred to as "Rights") under the Rights Plan to Mr Charles Lew, Executive Chairman of the Company, and to the issue of shares on the exercise of such of those Rights which vest upon satisfaction of the applicable vesting conditions.

In deciding on the quantum of Rights to be issued to Mr Lew, the Board considered the current share price, the performance period which will be for three years from date of grant, and the performance hurdles outlined below. Since the start of this

calendar year, Mr Lew who is the Executive Chairman has devoted all his time to the Yangibana Project. He receives a remuneration, effective 1 January 2019 of \$525,000 per annum (since 1 April 2020 it has been reduced by 20% as a result of COVID-19 cost cuts). Having regard to his contribution to the progress and success of Hastings in the last 7 years, the remuneration package of senior executives of ASX listed companies in the rare earth sector and future performance hurdles for vesting of the Rights, the Board considers that the allocation of Rights is reasonable and appropriate.

9.2 Other Information

The Performance Period of the Rights to be awarded to Mr Charles Lew

- i) for Employee Rights - 2,000,000 Rights commencing on 1 January 2020 and expiring on 31 December 2022.
- ii) For Director Rights 10,000,000 rights commences on 1 January 2021 and expiring on 31 December 2023

Rights will expire on 31 March 2024 if Vesting Conditions are not satisfied or waived.

The maximum number of Rights and Shares which may be issued to Mr Lew is 12,000,000.

Performance will be assessed by the Board or a committee of the board formed for this purpose, and are to be awarded annually based on the milestones for that year.

The Rights are subject to the following Performance Hurdles which must be satisfied to the satisfaction of the Board:

- i) For 2,000,000 Employee Rights
 - 500,000 Performance Rights to be awarded in respect of the **2020** calendar year based upon demonstrating improvement in project CAPEX estimate vs published in November 2019 - \$517m. Improvement in CAPEX must be greater than 10% or A\$52M.
 - 500,000 Performance Rights awarded in respect of the **2021** calendar year based upon a) CAPEX being confirmed at \$449m +/- 5% through a cost freeze exercise. b) OPEX to be within a +/- 5% variation from the November 2019 LOM of A\$20.50, and c) a 10% improvement in the NPV as published in November 2019 of \$549m

- 1,000,000 Performance Rights awarded in respect of the **2022** calendar year based upon construction being on schedule and on budget within a 5% variance to time and budget according to the Master Schedule and Master Budget as of 31 December 2022.

These Performance Rights have been valued by the Directors, using Black & Scholes and applying a probability factor of the hurdles being achieved, at \$143,749.

ii) For 10,000,000 Director Performance Rights

Item	Hurdle	Number
1.	Commencement of construction of the beneficiation plant in 2021	3,000,000
2.	Commencement of construction of the Hydrometallurgy plant before 31 December 2022	3,000,000
3.	Achieving production throughput performance of no less than 90% of Beneficiation design capacity for a consecutive period of no less than 3 days post C3 Commissioning but not exceeding 180 days post C3 Commissioning, before expiry of performance period 31 December 2023	4,000,000
TOTAL		<u>10,000,000</u>

These Performance Rights have been valued by the Directors, using Black & Scholes and applying a probability factor of the hurdle being achieved, at \$600,000.

- 9.3** If resolution 10 is passed, Hastings Technology Metals Limited will be able to proceed with the issue of the performance rights and in the event the performance hurdles are met at the end of the performance period the shares will be issued.

If resolution 10 is not passed, Hastings Technology Metals Limited will not proceed with the issue of the performance rights and may consider alternative methods of incentivising and remunerating the Director.

9.4 Voting Exclusion

A voting exclusion statement is included in the Notice of Meeting to which this Explanatory Memorandum relates.

The Directors (Mr Lew abstaining) recommend Shareholders vote in favour of Resolution 10.

10. RESOLUTION 11 – APPROVAL OF ISSUE OF PERFORMANCE RIGHTS TO MR MAL RANDALL

10.1 Background

See background above.

Shareholder approval is therefore sought for the issue of 2,500,000 Performance Rights (Rights) under the Rights Plan to Mr Malcolm Randall a Non-Executive Director of the Company, and to the issue of shares on the exercise of such of those Rights which vest upon satisfaction of the applicable vesting conditions.

In deciding on the quantum of Rights to be issued to Mr Randall, the Board considered the current share price, his contribution to the Board by virtue of his long established and past experience in the ASX mining sector, the performance period of three years from date of grant and the future performance hurdles outlined below. Mr Randall a Non-Executive Director receives director fees of \$60,000 per annum (this has been reduced by 20% since 1 April 2020 due to COVID-19 cost cuts). Having regard to the performance hurdles for vesting of the Rights the Board considers that the allocation of Rights is reasonable and appropriate.

10.2 Other Information

The Performance Period commences on 1 January 2021 and expires on 31 December 2023.

The Rights expire on 31 March 2024. Rights will expire before this date if Vesting Conditions are not satisfied or waived.

The maximum number of Rights and Shares which may be issued to Mr Randall is 2,500,000.

Performance will be assessed by the Board or a committee of the board formed for this purpose.

The Rights are subject to the following future Performance Hurdles which must be satisfied to the satisfaction of the Board:

Item	Hurdle	Number
1.	Commencement of construction of the beneficiation plant in 2021	750,000
2.	Commencement of construction of the Hydrometallurgy plant before 31 December 2022	750,000
3	Achieving production throughput performance of no less than 90% of Beneficiation design capacity for a consecutive period of no less than 3 days post C3 Commissioning but not exceeding 180 days post C3 Commissioning.	1,000,000
TOTAL		2,500,000

These Performance Rights have been valued by the Directors, using Black & Scholes and applying a probability factor of the hurdles being achieved, at \$150,000.

- 10.3** If resolution 11 is passed, Hastings Technology Metals Limited will be able to proceed with the issue of the performance rights and in the event the performance hurdles are met at the end of the performance period the shares will be issued.

If resolution 11 is not passed, Hastings Technology Metals Limited will not proceed with the issue of the performance rights and may consider alternative methods of incentivising and remunerating the Director.

10.4 Voting Exclusion

A voting exclusion statement is included in the Notice of Meeting to which this Explanatory Memorandum relates.

The Directors (Mr Randall abstaining) recommend Shareholders vote in favour of Resolution 11.

11. RESOLUTION 12 – APPROVAL OF ISSUE OF PERFORMANCE RIGHTS TO NEIL HACKETT

11.1 Background

See background outline above.

Shareholder approval is therefore sought for the issue of 1,500,000 Performance Rights (Rights) under the Rights Plan to Mr Neil Hackett a Non-Executive Director of the Company, and to the issue of shares on the exercise of such of those Rights which vest upon satisfaction of the applicable vesting conditions.

In deciding on the quantum of Rights to be issued to Mr Hackett, the Board considered the current share price, his contribution to the Board, the performance period of three years from date of grant and the future performance hurdles outlined below. Mr Hackett a Non-Executive Director receives directors' fees of \$60,000 per annum (Directors fees have been reduced by 20% since 1 April 2020 given COVID-19). Having regard to the performance hurdles for vesting of the Rights the Board considers that the allocation of Rights is reasonable and appropriate.

11.2 Other Information

The Performance Period commences on 1 January 2021 and expires on 31 December 2023.

The Rights expire on 31 March 2024. Rights will expire before this date if Vesting Conditions are not satisfied or waived.

The maximum number of Rights and Shares which may be issued to Mr Hackett is 1,500,000.

Performance will be assessed by the Board or a committee of the board formed for this purpose.

The Rights are subject to the following future Performance Hurdles which must be satisfied to the satisfaction of the Board:

Item	Hurdle	Number
1.	Commencement of construction of the beneficiation plant in 2021	450,000
2.	Commencement of construction of the Hydrometallurgy plant before 31 December 2022	450,000
3	Achieving production throughput performance of no less than 90% of Beneficiation design capacity for a consecutive period of no less than 3 days post C3 Commissioning but not exceeding 180 days post C3 Commissioning.	600,000
	TOTAL	1,500,000

These Performance Rights have been valued by the Directors, using Black & Scholes and applying a probability factor of the hurdles being achieved, at \$84,374.

- 11.3** If resolution 12 is passed, Hastings Technology Metals Limited will be able to proceed with the issue of the performance rights and in the event the performance hurdles are met at the end of the performance period the shares will be issued.

If resolution 12 is not passed, Hastings Technology Metals Limited will not proceed with the issue of the performance rights and may consider alternative methods of incentivising and remunerating the Director.

11.4 Voting Exclusion

A voting exclusion statement is included in the Notice of Meeting to which this Explanatory Memorandum relates.

The Directors (Mr Hackett abstaining) recommend Shareholders vote in favour of Resolution 12.

12. RESOLUTION 13 – APPROVAL OF ISSUE OF PERFORMANCE RIGHTS TO MR GUY ROBERTSON

12.1 Background

See background outlined above.

Shareholder approval is therefore sought for the issue of 1,500,000 Performance Rights (Rights) under the Rights Plan to Mr Guy Robertson the Finance Director of the Company, and to the issue of shares on the exercise of such of those Rights which vest upon satisfaction of the applicable vesting conditions.

In deciding on the quantum of Rights to be issued to Mr Robertson, the Board considered the current share price, his contribution to the Board, the performance period of three years from 1 January 2020, and the future performance hurdles outlined below. Mr Robertson, the Finance Director receives directors' fees of \$60,000 per annum and fees of \$60,000 as joint company secretary (these fees have been cut by 29% with effect from 1 April 2019 due to COVID-19). Having regard to the performance hurdles for vesting of the Rights the Board considers that the allocation of Rights is reasonable and appropriate.

12.2 Other Information

The Performance Period commences on 1 January 2021 and expires on 31 December 2023.

The Rights expire on 31 March 2024. Rights will expire before this date if Vesting Conditions are not satisfied or waived.

The maximum number of Rights and Shares which may be issued to Mr Robertson is 1,500,000.

Performance will be assessed by the Board or a committee of the board formed for this purpose.

The Rights are subject to the following Performance Hurdles which must be satisfied to the satisfaction of the Board:

Item	Hurdle	Number
1.	Commencement of construction of the beneficiation plant in 2021	450,000
2.	Commencement of construction of the Hydrometallurgy plant before 31 December 2022	450,000
3	Achieving production throughput performance of no less than 90% of Beneficiation design capacity for a consecutive period of no less than 3 days post C3 Commissioning but not exceeding 180 days post C3 Commissioning.	600,000
TOTAL		<hr/> 1,500,000

These Performance Rights have been valued by the Directors, using Black & Scholes and applying a probability factor of the hurdles being achieved, at \$84,374.

- 12.3** If resolution 13 is passed, Hastings Technology Metals Limited will be able to proceed with the issue of the performance rights and in the event the performance hurdles are met at the end of the performance period the shares will be issued.

If resolution 13 is not passed, Hastings Technology Metals Limited will not proceed with the issue of the performance rights and may consider alternative methods of incentivising and remunerating the Director.

12.4 Voting Exclusion

A voting exclusion statement is included in the Notice of Meeting to which this Explanatory Memorandum relates.

The Directors (Mr Robertson abstaining) recommend Shareholders vote in favour of Resolution 13.

13. RESOLUTION 14 – APPROVAL OF ISSUE OF PERFORMANCE RIGHTS TO MR JEAN CLAUDE STEINMETZ

13.1 Background

See background outline above.

Shareholder approval is therefore sought for the issue of 1,500,000 Performance Rights (Rights) under the Rights Plan to Mr Jean Claude Steinmetz a Non-Executive Director of the Company, and to the issue of shares on the exercise of such of those Rights which vest upon satisfaction of the applicable vesting conditions.

In deciding on the quantum of Rights to be issued to Mr Steinmetz, the Board considered the current share price, his contribution to the Board, the performance period of three years from 1 January 2020 and the future performance hurdles outlined below. Mr Steinmetz receives directors' fees of \$60,000 per annum (fees

have been cut by 20% since 1 April 2020 given COVID-19). Having regard to the performance hurdles for vesting of the Rights the Board considers that the allocation of Rights is reasonable and appropriate.

13.2 Other Information

The Performance Period commences on 1 January 2020 and expires on 31 December 2022.

The Rights expire on 31 March 2023. Rights will expire before this date if Vesting Conditions are not satisfied or waived.

The maximum number of Rights and Shares which may be issued to Mr Steinmetz is 1,500,000.

Performance will be assessed by the Board or a committee of the board formed for this purpose.

The Rights are subject to the following Performance Hurdles which must be satisfied to the satisfaction of the Board:

Item	Hurdle	Number
1.	Commencement of construction of the beneficiation plant in 2021	450,000
2.	Commencement of construction of the Hydrometallurgy plant before 31 December 2022	450,000
3	Achieving production throughput performance of no less than 90% of Beneficiation design capacity for a consecutive period of no less than 3 days post C3 Commissioning but not exceeding 180 days post C3 Commissioning.	600,000
TOTAL		1,500,000

These Performance Rights have been valued by the Directors, using Black & Scholes and applying a probability factor of the hurdles being achieved, at \$84,374.

- 13.3** If resolution 14 is passed, Hastings Technology Metals Limited will be able to proceed with the issue of the performance rights and in the event the performance hurdles are met at the end of the performance period the shares will be issued.

If resolution 14 is not passed, Hastings Technology Metals Limited will not proceed with the issue of the performance rights and may consider alternative methods of incentivising and remunerating the Director.

13.4 Voting Exclusion

A voting exclusion statement is included in the Notice of Meeting to which this Explanatory Memorandum relates.

The Directors (Mr Steinmetz abstaining) recommend Shareholders vote in favour of Resolution 14.

SPECIAL RESOLUTION

14. RESOLUTION 15 – APPROVAL OF 10% PLACEMENT CAPACITY

14.1 Background

ASX Listing Rule 7.1A enables eligible entities to issue Equity Securities (as that term is defined in the ASX Listing Rules) up to 10% of their issued capital through placements over a twelve month period after the Annual General Meeting (10% Placement Facility). The 10% Placement Facility is in addition to the Company's 15% placement capacity under ASX Listing Rule 7.1.

An eligible entity for the purposes of ASX Listing Rule 7.1A is an entity that is not included in the S&P/ASX 300 Index and has a market capitalisation of \$300 million or less. The Company is deemed an eligible entity.

The effect of Resolution 12 will be to allow the Directors to issue the Equity Securities under ASX Listing Rule 7.1A during the 10% Placement Period separate to the Company's 15% placement capacity under ASX Listing Rule 7.1.

The Company is now seeking shareholder approval by way of a special resolution to have the ability to issue Equity Securities under the 10% Placement Facility. Resolution 15 is a special resolution and therefore requires approval of 75% of the votes cast by Shareholders present and eligible to vote (in person, by proxy, by attorney or, in the case of a corporate Shareholder, by a corporate representative).

The exact number of Equity Securities (if any) to be issued under the 10% Placement Facility will be determined in accordance with the formula prescribed in ASX Listing Rule 7.1.A.2 (refer to Section 13.2 (c) below).

If Resolution 15 is not passed, the Company will not be able to access the Additional 10% Capacity and will remain subject to the 15% limit on issuing equity securities without Shareholder approval set out in Listing Rule 7.1.

14.2 ASX Listing Rule 7.1.A

(a) Shareholder approval

The ability to issue Equity Securities under the 10% Placement Facility is subject to shareholder approval by way of a special resolution at an Annual General Meeting.

(b) Equity Securities

Any Equity Securities issued under the 10% Placement Facility must be in the same class as an existing quoted class of Equity Securities of the Company.

The Company, as at the date of the Notice, has two classes of Equity Securities being Ordinary Shares (ASX:HAS) and listed share Options (ASX :HASO).

(c) Formula for calculating 10% Placement Facility

ASX Listing Rule 7.1A.2 provides that eligible entities which have obtained shareholder approval at an Annual General Meeting may issue or agree to issue, during the 12 month period after the date of the Annual General Meeting, a number of Equity Securities calculated in accordance with the following formula: **(A x D) – E**

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

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

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

D is 10%

E is the number of Equity Securities issued or agreed to be issued under ASX Listing Rule 7.1A.2 in the 12 months before the date of the issue or agreement to issue that are not issued with the approval of shareholders under ASX Listing Rules 7.1 or 7.4.

(d) ASX Listing Rule 7.1 and ASX Listing Rule 7.1A

The ability of an entity to issue Equity Securities under ASX Listing Rule 7.1A is in addition to the entity's 15% placement capacity under ASX Listing Rule 7.1.

The actual number of Equity Securities that the Company will have capacity to issue under ASX Listing Rule 7.1A will be calculated at the date of issue of the Equity Securities in accordance with the formula prescribed in ASX Listing Rule 7.1A.2 (refer to Section 2(c) above).

(e) Minimum Issue Price

The issue price of Equity Securities issued under ASX Listing Rule 7.1A must be not less than 75% of the volume weighted average price of Equity Securities in the same class calculated over the 15 Trading Days (as defined in the ASX Listing Rules) immediately before:

- (i) the date on which the price at which the Equity Securities are to be issued is agreed; or
- (ii) if the Equity Securities are not issued within 10 Trading Days of the date in paragraph (i) above, the date on which the Equity Securities are issued.

(f) 10% Placement Period

Shareholder approval of the 10% Placement Facility under ASX Listing Rule 7.1A is valid from the date of the Annual General Meeting at which the approval is obtained and expires on the earlier to occur of:

- (i) 12 months after the date of this Meeting; or
- (ii) the time and date of the Company's next annual general meeting; or
- (iii) if the Company receives Shareholder approval for a proposed transaction under ASX Listing Rules 11.1.2 (a significant change to the nature or scale of the Company's activities) or 11.2 (disposal of the Company's main undertaking) the time and date of that approval,

14.3 ASX Listing Rule 7.1A

The effect of Resolution 11 will be to allow the Directors to issue the Equity Securities under ASX Listing Rule 7.1A during the 10% Placement Period separate to the Company's 15% placement capacity under ASX Listing Rule 7.1. Resolution 15 is a special resolution and therefore requires approval of 75% of the votes cast by Shareholders present and eligible to vote (in person, by proxy, by attorney or, in the case of a corporate Shareholder, by a corporate representative).

14.4 Specific Information required by ASX Listing Rule 7.3A

Pursuant to and in accordance with ASX Listing Rule 7.3A, information is provided in relation to the approval of the 10% Placement Facility as follows:

(b) Risk of Voting Dilution

If Resolution 15 is approved by the Shareholders and the Company issues Equity Securities under the 10% Placement Facility, the existing Shareholders' voting power in the Company would be diluted as shown in the below table (in the case of unlisted options, only if the unlisted options are exercised). There is a risk that:

(i) the market price for the Company's Equity Securities may be significantly lower on the date of the issue of the Equity Securities than on the date of the Annual General Meeting; and

(ii) the Equity Securities may be issued at a price that is at a discount 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 the Equity Securities.

The table below shows the dilution of existing Shareholders on the basis of the current market price of Shares and the current number of ordinary securities for variable "A" calculated in accordance with the formula in ASX Listing Rule 7.1A(2) as at the date of this Notice of Meeting.

The table also shows:

(i) two examples where variable "A" has increased by 50% and 100%. Variable "A" is based on the number of ordinary shares the Company has on issue. The number of ordinary securities on issue may increase as a result of issues of ordinary securities that do not require Shareholder approval (for example, a pro - rata entitlements issue or scrip issued under a takeover offer) or future specific

placements under ASX Listing Rule 7.1 that are approved at a future Shareholders' meeting; and

(ii) two examples of where the price of ordinary securities has decreased by 50% and increased by 100% as against the current market price.

Variable "A" in ASX Listing Rule 7.1A.2		Dilution		
		50% decrease in Deemed Price \$0.065	Deemed Price \$0.13	100% Increase in Deemed Price \$0.26
Current Variable A	10% Voting Dilution	120,031,209 shares	120,031,209 shares	120,031,209 shares
1,200,312,093 shares	Funds Raised	\$7,802,029	\$15,604,057	\$31,208,114
50% increase in current Variable A	10% Voting Dilution	180,046,814 shares	180,046,814 shares	180,046,814 shares
1,800,468,140 shares	Funds Raised	\$11,703,043	\$23,406,086	\$46,812,172
100% increase in current Variable A	10% Voting Dilution	240,062,418 shares	240,062,418 shares	240,062,418 shares
2,400,624,186 shares	Funds Raised	\$15,604,057	\$31,208,114	\$62,416,229

The table has been prepared on the following assumptions:

(i) the Company has 1,200,312,093 Shares currently on issue

(ii) The Company issues the maximum securities available under the ASX Listing Rule 7.1A being 10% of the Company's shares on issue at the date of the Meeting;

(iii) No listed or unlisted options are exercised into fully paid ordinary securities before the date of the issue of securities under ASX Listing Rule 7.1A. The Company has 126,652,577 listed options on issue at the date of this Notice of Meeting;

(iv) The table does not demonstrate an example of dilution that may be caused to a particular shareholder by reason of placements under ASX Listing Rule 7.1A, based on that shareholder's holding at the date of the Meeting;

(v) The table only demonstrates the effect of issues of securities under ASX Listing Rule 7.1A. It does not consider placements made under ASX Listing Rule 7.1, the "15% rule";

(vi) The price of ordinary securities is deemed for the purposes of the table above to be \$0.13 cents, being the closing price of the Company's listed securities on ASX on 14 October 2020 (Deemed Price). The Deemed Price is indicative only and does not consider the 25% discount to market that the securities may be placed at;

(vii) The table does not demonstrate the effect of listed options being issued under ASX Listing Rule 7.1A. It only considers the issue of the fully paid ordinary securities;

(c) Date of Issue

The Company will only issue and allot the Equity Securities during the 10% Placement Period. The approval under Resolution 15 for the issue of the Equity Securities will cease to be valid in the event that Shareholders approve a transaction under ASX Listing Rule 11.1.2 (a significant change to the nature or scale of activities or ASX Listing Rule 11.2 (disposal of main undertaking)).

(d) Purpose of Issue under the 10% Placement Capacity

The Company may seek to issue the Equity Securities for the following purposes:

towards advancing the Yangibana and Brockman projects and/or general working capital.

The Company will comply with the disclosure obligations under ASX Listing Rules 7.1A(4) upon issue of any Equity Securities.

(e) Allocation Policy

The Company's allocation policy is dependent on the prevailing market conditions at the time of any proposed issue pursuant to the 10% Placement Facility. The identity of the allottees of Equity Securities will be determined on a case by - case basis having regard to factors including but not limited to the following:

- (i) the methods of raising funds that are available to the Company, including but not limited to, rights issues or other issues in which existing security holders can participate;
- (ii) the effect of the issue of the Equity Securities on the control of the Company;
- (iii) the financial situation and solvency of the Company; and
- (iv) advice from corporate, financial and broking advisers (if applicable).

The allottees under the 10% Placement Facility have not been determined as at the date of this Notice of Meeting but may include existing substantial Shareholders and/or new Shareholders who are not related parties or associates of a related party of the Company.

Further, if the Company were to pursue an acquisition and were it to be successful in acquiring new resources assets or investments, it is possible that the allottees under the 10% Placement Facility will be the vendors of the new resource assets or investments.

(f) Previous Approval

The Company obtained Shareholder approval under ASX Listing Rule 7.1A on 27 November 2019.

The total number of Equity Securities issued in the 12 months preceding the date of the Meeting is 262,450,417 representing 21.9 % of the total number of Equity Securities on issue at the commencement of that 12 month period.

The details of all issues of Equity Securities by the Company during the 12 months preceding the date of the Meeting is set out in schedule 1 to this Explanatory Memorandum.

(g) Voting Exclusion Statement

A voting exclusion statement is included in the Notice of Meeting to which this Explanatory Statement relates. At the date of that Notice, the Company has not approached any particular existing Shareholder or security holder or an identifiable class of existing security holder to participate in the issue of the Equity Securities. No existing Shareholder's votes will therefore be excluded under the voting exclusion in the Notice.

14.5 Directors' Recommendation

The Board recommends that Shareholders vote in favour of this Resolution 15.

GLOSSARY

\$ means Australian dollars.

AGM, Annual General Meeting or Meeting means the meeting convened by the Notice.

Annual Report means the Annual Report of the Company for the year ended 30 June 2019.

ASIC means the Australian Securities and Investments Commission.

ASX means ASX Limited.

ASX Listing Rules means the Listing Rules of ASX.

Board means the current board of directors of the Company.

Business Day means Monday to Friday inclusive, except New Year's Day, Good Friday, Easter Monday, Christmas Day, Boxing Day, and any other day that ASX declares is not a business day.

C3 Commissioning means Initial feeding of ore grade material into the crusher and SAG mill and introduction of chemical reagents into the process plant under load so as to achieve stable operating conditions.

Closely Related Party of a member of the Key Management Personnel means:

- (a) a spouse or child of the member;
- (b) a child of the member's spouse;
- (c) a dependent of the member or 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 dealing with the entity;
- (e) a company the member controls; or
- (f) a person prescribed by the *Corporations Regulations 2001 (Cth)*.

Company means Hastings Technology Metals Ltd (ACN 122 911 399).

Constitution means the Company's constitution.

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

Directors means the current directors of the Company.

Equity Securities has the same meaning as in the Listing Rules.

Explanatory Statement means the explanatory statement accompanying the Notice.

Final Investment Decision means a decision to proceed with the development of the Yangibana rare earths project based on having the requisite government permits and sufficient funds to fund construction of the mine and process plant.

Key Management Personnel has the same meaning as in the accounting standards and broadly includes those persons having authority and responsibility for planning, directing and controlling the activities of the Company, directly or indirectly, including any director (whether executive or otherwise) of the Company.

Notice or **Notice of Meeting** or **Notice of Annual General Meeting** means this notice of Annual General Meeting including the Explanatory Statement and the Proxy Form.

Performance Rights Plan means the Performance Rights Plan to be operative for the years 2020 to 2022 inclusive.

Proxy Form means the proxy form accompanying the Notice.

Remuneration Report means the remuneration report set out in the Director's report section of the Company's annual financial report for the year ended 30 June 2020.

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

Rights Plan means the Performance Rights Plan

Share means a fully paid ordinary share in the capital of the Company.

Shareholder means a holder of a Share.

VWAP means Volume Weighted Average Price

WST means Western Standard Time as observed in Perth, Western Australia.

SCHEDULE 1 - INFORMATION REQUIRED BY LISTING RULE 7.3A.6 – RESOLUTION 12

	Issue 1
Date of issue:	3 & 9 September 2020
Number issued:	95,290,000
Class/Type of equity security:	ORDINARY
Summary of terms:	The shares are fully paid ordinary shares in the capital of the Company ranking equally with existing fully paid ordinary shares on issue.
Names of persons who received securities or basis on which those persons was determined:	<p>Professional and Institutional Investors as determined by the Board and the lead manager to the placements, Ord Minnett Limited, determined on the ability of the investor to support the Company on an ongoing basis in its endeavour to develop the Yangibana rare earths project</p> <p>none of the recipients fall within these categories</p> <ul style="list-style-type: none"> • A related party of the entity; • A member of the key management personnel; • A substantial holder of the entity; or • An adviser of the entity; or an associate of any of the above.
Price:	\$0.125 per share
Discount to market price (if any):	8.7%
For cash issues	
Total cash consideration received:	\$11,922,250
Amount of cash consideration spent:	Nil

Use of cash consideration:		Yangibana Project Development -
Intended use for remaining amount of cash (if any):	-	Yangibana Project development - Further drilling to expand the mineral resource and for grade control - Roads infrastructure - Costs associated with decoupling of the Hydrometallurgical plant; and - working capital.

	Issue 1
For non-cash issues	NIL
Non-cash consideration paid:	-
Current value of that non-cash consideration:	-

Schedule 2

Rights Plan Summary

A summary of the Rights Plan is provided below. Capitalised terms used in the following summary are as defined in this Explanatory Memorandum or in Schedule 1.

Eligibility

The Board, or a delegation of the Board (Rights Plan Committee) may make offers to eligible executives to be granted Performance Rights in accordance with the Rights Plan. To be eligible to be issued Performance Rights, a person must be a full or part time employee, contractor or consultant (approved by the Board) of Hastings Technology Metals Ltd or any subsidiary of Hastings Technology Metals Ltd (Group Company) or a Director (Eligible Participant). On the issue of a Performance Right to an Eligible Participant, the Eligible Participant becomes a participant (Participant). Participants will be able to exercise Performance Rights in order to have Shares issued to them.

Offer

No Performance Rights may be issued to a person under the Plan unless the person remains an Eligible Participant as at the date of issue.

The Board, or Rights Plan Committee, will determine:

- (a) the number of Performance Rights to be offered to an Eligible Participant;
- (b) the exercise price (if any) which the holder of a Performance Right must pay to the Company upon its exercise (Exercise Price);
- (c) the performance conditions applicable to each Performance Right that must be satisfied before a Performance Right may vest (Performance Condition);
- (d) the period for satisfaction of the Performance Conditions (Performance Period); and
- (e) any exercise conditions in respect of a Performance Right.

The Board, or Rights Plan Committee, has the discretion to reduce or waive any exercise conditions attaching to Performance Rights.

Other

- (a) In the event of any reconstruction (including consolidation, sub-division, reduction or return) of the issued capital of the Company, all rights of the Performance Rights holders will be changed to the extent necessary to comply with the ASX Listing Rules applying to the reconstruction of capital at the time of the reconstruction.
- (b) On vesting one performance right will convert to one ordinary share.
- (c) The holders of Performance Rights are not permitted to participate in new issues.

Plan Limit

No grant of a Performance Right may be made under the Rights Plan if the number of unissued Shares the subject of the Performance Right grant when aggregated with:

- (a) the number of Shares which would be issued were each outstanding offer with respect to Shares, and any other offer for units of Shares, Performance Rights and options to acquire unissued Shares, being an offer made or option or right acquired pursuant to the Plan or any other employee share or option or rights scheme extended only to employees or directors of the Company or an Associated Body Corporate, to be accepted or exercised; and
- (b) the number of Shares issued during the previous five years pursuant to the Rights Plan or any other employee share or option scheme extended only to employees or directors of the Company or an Associated Body Corporate; but disregarding any offer made, or option or right acquired or Share issued by way of or as a result of:
 - (i) an offer to a person situated at the time of receipt of the offer outside Australia;
 - (ii) an offer that did not need disclosure to investors because of section 708 of the Corporations Act;
 - (iii) an offer that did not require the giving of a Product Disclosure Statement (as defined in Chapter 7 of the Corporations Act) because of section 1012D of the Corporations Act; or
 - (iv) an offer made under a disclosure document or Product Disclosure Statement,
 would exceed 5% of the total number of issued Shares as at the time of the grant of the Performance Right.

Vesting of Performance Rights

A Performance Right granted under the Rights Plan (which has not otherwise lapsed) will vest if all Performance Conditions (if any) applicable to that Performance Right have been satisfied or waived by the Board, or otherwise in the discretion of the Board.

Exercise of Performance Rights

No Performance Right may be exercised unless the Performance Right has vested.

Upon receiving notice from the Board, or Rights Plan Committee, that a Performance Right held by the Participant has vested:

- (a) the Participant will be deemed to have immediately validly exercised all vested Performance Rights to the extent that such Performance Rights do not require payment of an Exercise Price; or
- (b) where an Exercise Price is payable, the Participant will be entitled to exercise the Performance Right so vested provided that the following conditions are satisfied:
 - (i) the Performance Right has not lapsed;
 - (ii) the Performance Right is exercised during the Exercise Period for that Performance Right;
 - (iii) the relevant Performance Conditions (if any) for the Performance Right have been satisfied; and
 - (iv) the Participant exercises a specified number of Performance Rights.

Lapse of Performance Rights

The Performance Right lapses on the earlier of:

- (a) the exercise of the Performance Right;

- (b) the end of the Performance Period in the event the Performance Conditions have not been met;
- (c) a determination of the Board, or Rights Plan Committee, of misconduct by the Participant (including fraudulent or dishonest behaviour, or behaviour which is in breach of the Participant's obligations to the Company);
- (d) unless otherwise determined by the Board, when the Participant dies;
- (e) unless otherwise determined by the Board, on the termination of Participant's employment with the Company (in this case, the Performance Right will lapse at the end of the Exercise Period); or
- (f) where the Participant purports to trade a Performance Right in breach of the terms of the Rights Plan.

Transfer of Performance Rights

A Performance Right granted under the Rights Plan must not be traded unless:

- (a) the prior written consent of the Board is obtained;
- (b) by force of law upon death to the Participant's legal personal representative or upon bankruptcy to the Participant's trustee in bankruptcy.

A Performance Right may, with the written approval of the Board, be exercised by the legal personal representative of the Participant in the event of the Participant's death.

Restrictions on the disposal of Shares

The Board may determine, in its discretion, whether Shares acquired pursuant to an exercise of Performance Rights will be subject to any restrictions (Restricted Shares), which may include that Shares must not be disposed of or dealt with in any way by that Participant until the earlier of any one or more of the following:

- (a) the date six months after the date on which a Participant ceases to be employed by a Group Company;
- (b) the date on which a change of control event occurs;
- (c) the day immediately following the date on which the Rights Plan is suspended or terminated;
- (d) a date otherwise determined by the Board, in its sole discretion, in respect of that Participant;
- (e) the date on which a request by a holder of Restricted Shares to withdraw all or a portion of those Shares from the Plan, is approved by the Board; and/or
- (f) the seventh anniversary of the date of grant of the Performance Right pursuant to which the Participant acquired the relevant Share.

Any disposal of the Shares while still an eligible participant will be subject to observance of the Company's Share Trading Policy in dealing with Shares.

Amendment of Rules

Subject to the ASX Listing Rules, the Board may amend the Rules of the Performance Plan.

14.6 Inspection of the Plan

Please contact the Company Secretary if you would like to inspect a full copy of the Plan.

Schedule 3

Key terms of Share Purchase Plan Underwriting Agreement

On the 28 August 2020 the Company announced a fully underwritten Share Purchase Plan.

Three underwriters underwrote the Plan for \$1 million each. The material terms of the underwriting agreement were as follows:

1. Each underwriter underwrote \$1 million.
2. The underwriting fee was 5% of the underwritten amount.
3. The underwriting agreement contained standard termination events eg fall in ASX 200 index by greater than 10%
4. The underwriting agreement enabled the underwriter to terminate the agreement in the event of a Material Adverse Effect.
5. The underwriting agreement contained other contractual clauses which were standard for these types of agreement.

Proxy Voting Form

If you are attending the virtual Meeting
please retain this Proxy Voting Form
for online Securityholder registration.

[EntityRegistrationDetailsLine1Envelope]
[EntityRegistrationDetailsLine2Envelope]
[EntityRegistrationDetailsLine3Envelope]
[EntityRegistrationDetailsLine4Envelope]
[EntityRegistrationDetailsLine5Envelope]
[EntityRegistrationDetailsLine6Envelope]

[HolderNumber]

Holder Number:
[HolderNumber]

Your proxy voting instruction must be received by **2.00pm (WST) on Saturday, 28 November 2020**, 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:

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GPO Box 5193
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IN PERSON:

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Sydney NSW 2000

BY EMAIL:

meetings@automicgroup.com.au

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

