



WestStar Industrial Limited

ABN 38 119 047 693

NOTICE OF GENERAL MEETING AND EXPLANATORY MEMORANDUM TO SHAREHOLDERS

Date of Meeting

Monday, 5 June 2017

Time of Meeting

10:30am (WST)

Place of Meeting

Regency Partners
1 / 437 Roberts Road
Subiaco WA 6008

A Proxy Form is enclosed

Please read this Notice and Explanatory Memorandum carefully.

If you are unable to attend the General Meeting please complete and return the enclosed Proxy Form in accordance with the specified directions.

WestStar Industrial Limited

ABN 38 119 047 693

NOTICE OF GENERAL MEETING

Notice is given that the General Meeting of Shareholders of WestStar Industrial Limited ABN 38 119 047 693 (Company) will be held at Regency Partners, 1 / 437 Roberts Road, Subiaco, Western Australia on Monday, 5 June 2017 at 10:30am for the purpose of transacting the following business referred to in this Notice of General Meeting.

AGENDA

1 Resolution 1 – Ratification of issue of 29,863,192 Shares to sophisticated investors

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

“That, for the purpose of Listing Rule 7.4 and for all other purposes, Shareholders ratify the issue of 29,863,192 Shares at an issue price of \$0.01 each on 28 March 2017 to sophisticated investors on the terms and conditions set out in the Explanatory Memorandum.”

Voting exclusion statement: The Company will disregard any votes cast on Resolution 1 by any person who participated in the issue the subject of Resolution 1 and any person who is an Associate of those persons. However, the Company need not disregard a vote if the vote is cast by:

- (a) a person as proxy for a person who is entitled to vote, in accordance with the directions on the Proxy Form; or
- (b) the person chairing the Meeting as proxy for a person who is entitled to vote, in accordance with a direction on the Proxy Form to vote as the proxy decides.

2 Resolution 2 – Issue of up to 136,808 Shares to sophisticated investors

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

“That, for the purpose of Listing Rule 7.1 and for all other purposes, Shareholders approve the issue of 136,808 Shares at an issue price of \$0.01 each to sophisticated investors on the terms and conditions set out in the Explanatory Memorandum.”

Voting exclusion statement: The Company will disregard any votes cast on Resolution 2 by any person who may participate in the proposed issue and any person who might obtain a benefit, except a benefit solely in the capacity of a holder of ordinary securities if the Resolution is passed, and any person who is an Associate of those persons. However, the Company need not disregard a vote if the vote is cast by:

- (a) a person as proxy for a person who is entitled to vote, in accordance with the directions on the Proxy Form; or
- (b) the person chairing the Meeting as proxy for a person who is entitled to vote, in accordance with a direction on the Proxy Form to vote as the proxy decides.

3 Resolution 3 – Issue of up to 30,000,000 Options to sophisticated investors

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

“That, for the purpose of Listing Rule 7.1 and for all other purposes, Shareholders approve the issue of up to 30,000,000 listed Options to sophisticated investors exercisable at \$0.02 each on or before the date that is 18 months from the issue date of the Options, on the terms and conditions set out in the Explanatory Memorandum.”

Voting exclusion statement: The Company will disregard any votes cast on Resolution 3 by any person who may participate in the proposed issue and any person who might obtain a benefit, except a benefit solely in the capacity of a holder of ordinary securities if the Resolution is passed, and any person who is an Associate of those persons. However, the Company need not disregard a vote if the vote is cast by:

- (a) a person as proxy for a person who is entitled to vote, in accordance with the directions on the Proxy Form; or
- (b) the person chairing the Meeting as proxy for a person who is entitled to vote, in accordance with a direction on the Proxy Form to vote as the proxy decides.

4 Resolution 4 – Issue of up to 66,666,667 Shares and up to 66,666,667 free attaching Options to sophisticated investors

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

“That, for the purpose of Listing Rule 7.1 and for all other purposes, Shareholders approve the issue of up to 66,666,667 Shares at an issue price of \$0.015 each and 66,666,667 Options exercisable at \$0.02 each on or before the date that is 18 months from the issue date of the Options, to sophisticated investors on the terms and conditions set out in the Explanatory Memorandum.”

Voting exclusion statement: The Company will disregard any votes cast on Resolution 4 by any person who may participate in the proposed issue and any person who might obtain a benefit, except a benefit solely in the capacity of a holder of ordinary securities if the Resolution is passed, and any person who is an Associate of those persons. However, the Company need not disregard a vote if the vote is cast by:

- (a) a person as proxy for a person who is entitled to vote, in accordance with the directions on the Proxy Form; or
- (b) the person chairing the Meeting as proxy for a person who is entitled to vote, in accordance with a direction on the Proxy Form to vote as the proxy decides.

5 Resolution 5 – Issue of up to 33,333,333 Shares and up to 33,333,333 free attaching Options to sophisticated investors

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

“That, for the purpose of Listing Rule 7.1 and for all other purposes, Shareholders approve the issue of up to 33,333,333 Shares at an issue price of \$0.015 each and 33,333,333 Options exercisable at \$0.02 each on or before on or before the date that is 18 months from the issue date of the Options, to sophisticated investors on the terms and conditions set out in the Explanatory Memorandum.”

Voting exclusion statement: The Company will disregard any votes cast on Resolution 5 by any person who may participate in the proposed issue and any person who might obtain a benefit, except a benefit solely in the capacity of a holder of ordinary securities if the Resolution is passed, and any person who is an Associate of those persons. However, the Company need not disregard a vote if the vote is cast by:

- (a) a person as proxy for a person who is entitled to vote, in accordance with the directions on the Proxy Form; or
- (b) the person chairing the Meeting as proxy for a person who is entitled to vote, in accordance with a direction on the Proxy Form to vote as the proxy decides.

6 Resolution 6 – Issue of up to 25,000,000 Shares and up to 25,000,000 free attaching Options to Regency Corporate Pty Limited

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

“That, subject to and conditional upon Resolution 4 being passed by Shareholders, for the purpose of Listing Rule 10.11 and for all other purposes, Shareholders approve the issue of up to 25,000,000 Shares and 25,000,000 Options exercisable at \$0.02 each on or before the date that is 18 months from the issue date of the Options, to Regency Corporate (and / or its nominee(s)) on the terms and conditions set out in the Explanatory Memorandum.”

Voting exclusion statement: The Company will disregard any votes cast on Resolution 6 by Regency Corporate Pty Limited (and / or its nominee(s)) and any Associate of Regency Corporate Pty Limited. However, the Company need not disregard a vote if it is cast by:

- (a) a person as a proxy for a person who is entitled to vote, in accordance with the directions on the Proxy Form; or
- (b) the person chairing the meeting as a proxy for a person who is entitled to vote, in accordance with a direction on the Proxy Form to vote as the proxy decides.

7 Resolution 7 – Issue of Convertible Notes to WestStar Precast Pte Ltd

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

“That, for the purposes of section 208 of the Corporations Act, Listing Rule 10.11 and for all other purposes, the Directors are authorised to issue up to 20,000,000 Convertible Notes to facilitate the conversion of a debt owing to WestStar Precast Pte Ltd into equity in the Company, with each Convertible Note having a face value of \$0.01 and being convertible into one Share and one Option exercisable at \$0.02 each on or before the date that is 18 months from the issue date of the Options, to WestStar Precast Pte Ltd (and / or its nominee(s)), on the terms and conditions set out in the Explanatory Memorandum.”

Voting exclusion statement:

The Company will disregard any votes cast on Resolution 7 by WestStar Precast Pte Ltd and any of its Associates. However, the Company need not disregard a vote if the vote is cast by:

- (a) a person as proxy for a person who is entitled to vote, in accordance with the directions on the Proxy Form; or
- (b) the person chairing the Meeting as proxy for a person who is entitled to vote, in accordance with a direction on the Proxy Form to vote as the proxy decides.

In accordance with section 224 of the Corporations Act, the Company will also disregard any votes cast on Resolution 7 by WestStar Precast Pte Ltd and an Associate of WestStar Precast Pte Ltd. However, the Company need not disregard a vote if it is cast by:

- (a) a person as a proxy appointed by writing that specifies how the proxy is to vote on Resolution 7; and
- (b) it is not cast on behalf of WestStar Precast Pte Ltd or any of its Associates.

Further, a Restricted Voter who is appointed as a proxy will not vote on Resolution 7 unless:

- (a) the appointment specifies the way the proxy is to vote on Resolution 7; or
- (b) the proxy is the Chair of the Meeting and the appointment expressly authorises the Chair to exercise the proxy even though the Resolution is connected directly or indirectly with the remuneration of a member of the Key Management Personnel.

Shareholders should note that the Chair intends to vote any undirected proxies in favour of Resolution 7. In exceptional circumstances, the Chair of the Meeting may change his voting intention on Resolution 7, in which case an ASX announcement will be made. Shareholders may also choose to direct the Chair to vote against Resolution 7 or to abstain from voting.

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

Please Note: If the Chair is a person referred to in the section 224 Corporations Act voting exclusion statement above, the Chair will only be able to cast a vote as proxy for a person who is entitled to vote if the Chair is appointed in writing and the Proxy Form specifies how the proxy is to vote on Resolution 7.

8 Resolution 8 – Removal of Auditor

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

“That, subject to and conditional upon Resolution 9 being passed by Shareholders, HLB Mann Judd, the current auditor of the Company, be removed as the auditor of the Company effective from the date of the Meeting.”

9 Resolution 9 – Appointment of Auditor

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

“That, subject to and conditional upon Resolution 8 being passed by Shareholders, Regency Audit Pty Ltd being qualified to act as auditor of the Company and having consented to act as auditor of the Company, be appointed as the auditor of the Company effective from the date of the Meeting and the Directors be authorised to agree their remuneration.”

OTHER BUSINESS

To deal with any other business which may be brought forward in accordance with the Constitution and the Corporations Act.

Details of the definitions and abbreviations used in this Notice are set out in the Glossary to the Explanatory Memorandum.

By order of the Board



Umberto Mondello
Non-Executive Director

Dated: 3 May 2017

How to vote

Shareholders can vote by either:

- attending the Meeting and voting in person or by attorney or, in the case of corporate Shareholders, by appointing a corporate representative to attend and vote; or
- appointing a proxy to attend and vote on their behalf using the Proxy Form accompanying this Notice of Meeting and by submitting their proxy appointment and voting instructions in person, by post, or by facsimile.

Voting in person (or by attorney)

Shareholders, or their attorneys, who plan to attend the Meeting are asked to arrive at the venue 15 minutes prior to the time designated for the Meeting, if possible, so that their holding may be checked against the Company's share register and their attendance recorded. To be effective a certified copy of the Power of Attorney, or the original Power of Attorney, must be received by the Company in the same manner, and by the same time as outlined for proxy forms below.

Voting by a Corporation

A Shareholder that is a corporation may appoint an individual to act as its representative and vote in person at the Meeting. The appointment must comply with the requirements of section 250D of the Corporations Act. The representative should bring to the Meeting evidence of his or her appointment, including any authority under which it is signed.

Voting by proxy

- A Shareholder entitled to attend and vote is entitled to appoint not more than two proxies. Each proxy will have the right to vote on a poll and also to speak at the Meeting.
- The appointment of the proxy may specify the proportion or the number of votes that the proxy may exercise. Where more than one proxy is appointed and the appointment does not specify the proportion or number of the Shareholder's votes each proxy may exercise, the votes will be divided equally among the proxies (i.e. where there are two proxies, each proxy may exercise half of the votes).
- A proxy need not be a Shareholder.
- The proxy can be either an individual or a body corporate.
- If a proxy is not directed how to vote on an item of business, the proxy may generally vote, or abstain from voting, as they think fit.
- Should any resolution, other than those specified in this Notice, be proposed at the Meeting, a proxy may vote on that resolution as they think fit.
- If a proxy is instructed to abstain from voting on an item of business, they are directed not to vote on the Shareholder's behalf on the poll and the Shares that are the subject of the proxy appointment will not be counted in calculating the required majority. However, where a Restricted Voter is appointed as a

proxy, the proxy may only vote on Resolution 7 in accordance with a direction on how the proxy is to vote or, if the proxy is the Chair of the Meeting and the appointment expressly authorises the Chair to exercise the proxy even if the Resolution is connected directly or indirectly with the remuneration of a member of the Key Management Personnel.

- Shareholders who return their Proxy Forms with a direction how to vote, but who do not nominate the identity of their proxy, will be taken to have appointed the Chair of the Meeting as their proxy to vote on their behalf. If a Proxy Form is returned but the nominated proxy does not attend the Meeting, the Chair of the Meeting will act in place of the nominated proxy and vote in accordance with any instructions. Proxy appointments in favour of the Chair of the Meeting, the secretary or any Director that do not contain a direction how to vote will be used, where possible, to support each of the Resolutions proposed in this Notice, provided they are entitled to cast votes as a proxy under the voting exclusion rules which apply to some of the proposed Resolutions. These rules are explained in this Notice.
- To be effective, proxies must be received by 10:30am (AWST time) on 3 June 2017. Proxies received after this time will be invalid.
- Proxies may be lodged using any of the following methods:
 - by returning a completed Proxy Form in person or by post using the pre-addressed envelope provided with this Notice to:

Delivery Address
Automic Registry Services
Suite 309, Level 3, 50 Holt Street
Surry Hills NSW 2010

Postal Address
Automic Registry Services
PO Box 2226
Strawberry Hills NSW 2012
 - by faxing a completed Proxy Form to +61 2 8583 3040.

The Proxy Form must be signed by the Shareholder or the Shareholder's attorney. Proxies given by corporations must be executed in accordance with the Corporations Act. Where the appointment of a proxy is signed by the appointer's attorney, a certified copy of the Power of Attorney, or the power itself, must be received by the Company at the above address, or by facsimile, and by 10:30am (AWST) on 3 June 2017. If facsimile transmission is used, the Power of Attorney must be certified.

Shareholders who are entitled to vote

In accordance with paragraphs 7.11.37 and 7.11.38 of the Corporations Regulations, the Board has determined that a person's entitlement to vote at the General Meeting will be the entitlement of that person set out in the Register of Shareholders as at 7:00pm (AWST) on 3 June 2017.

WESTSTAR INDUSTRIAL LIMITED

ABN 38 119 047 693

EXPLANATORY MEMORANDUM

This Explanatory Memorandum is intended to provide Shareholders with sufficient information to assess the merits of the Resolutions contained in the accompanying Notice of General Meeting of the Company.

Certain abbreviations and other defined terms are used throughout this Explanatory Memorandum. Defined terms are generally identifiable by the use of an upper case first letter. Details of the definitions and abbreviations are set out in the Glossary to the Explanatory Memorandum.

RESOLUTION 1 - RATIFICATION OF ISSUE OF 29,863,192 SHARES TO SOPHISTICATED INVESTORS

On 28 March 2017 the Company announced the placement of 29,863,192 Shares at \$0.01 each to raise approximately \$298,632 (before costs) (**Placement**). The Placement was made to sophisticated and professional investors utilising the Company's available placement capacity under Listing Rule 7.1.

Listing Rule 7.4 permits the ratification of previous issues of securities made without prior Shareholder approval, provided the issue did not breach the 15% threshold set by Listing Rule 7.1. The effect of the ratification is to restore the Company's maximum discretionary power to issue further Shares up to 15% of the issued capital of the Company without requiring Shareholder approval.

Resolution 1 seeks ratification under Listing Rule 7.4 of the issue of 29,863,192 Shares that was made on 28 March 2017 in order to restore the ability of the Company to issue further Shares within the 15% limit during the next 12 months.

The following information in relation to the Shares is provided to Shareholders for the purposes of Listing Rule 7.5:

- (a) 29,863,192 Shares were issued;
- (b) the Shares were issued at an issue price of \$0.01 each;
- (c) the Shares issued were fully paid ordinary Shares in the capital of the Company and rank equally in all respects with the existing fully paid ordinary Shares on issue;
- (d) the Shares were issued to various sophisticated and professional investors, none of which are related parties of the Company;
- (e) funds raised from the issue were used in the Company's business operations and for general working capital purposes; and
- (f) a voting exclusion statement is included in the Notice for Resolution 1.

The Directors unanimously recommend that Shareholders vote in favour of Resolution 1.

BACKGROUND TO RESOLUTIONS 2 - 4

On 23 March 2017 the Company entered into a mandate agreement (**Mandate**) with Regency Corporate Pty Limited (**Regency**) to undertake:

- (a) a placement of 30,000,000 Shares at an issue price of \$0.01 each to raise \$300,000 (before costs). For every Share issued, one free attaching listed Option was agreed to be issued, exercisable at \$0.02 each on or before the date that is 18 months from the issue date of the Option (**Stage 1 Placement**); and
- (b) a placement of 66,666,667 Shares at an issue price of \$0.015 each to raise \$1,000,000 (before costs). For every Share issued, one free attaching listed Option was agreed to be issued, exercisable at \$0.02 each on or before the date that is 18 months from the issue date of the Option (**Stage 2 Placement**).

The proceeds of the Stage 1 Placement and Stage 2 Placement are to be used by the Company for working capital purposes.

At the time of entering into the Mandate, the Company's available placement capacity under Listing Rule 7.1 only facilitated the issue of the Shares the subject of the Placement referred to in Resolution 1, which comprised all but 136,808 Shares to be issued pursuant to the Stage 1 Placement. Accordingly, the Company is required to obtain Shareholder approval to issue the balance of the Shares the subject of the Stage 1 Placement (136,808 Shares), the Shares to be issued pursuant to the Stage 2 Placement and the attaching free Options.

It is anticipated that upon the completion of the Stage 1 Placement and the Stage 2 Placement, should all of the Shares and Options be issued, the Company will have the following capital structure:

Capital structure impact – Resolutions 2 - 4	Shares	Options
On issue prior to Stage 1 Placement	199,087,949	20,000,000 (exercisable at various dates on various prices and subject to escrow)
Plus: Placement Shares issued 29 March 2017	29,863,192	
Plus: Balance of Stage 1 Placement Shares and Stage 1 Placement free attaching Options the subject of Resolutions 2 & 3	136,808	30,000,000 (exercisable at \$0.02 each on or before the date that is 18 months from the issue date)
Plus: Stage 2 Placement Shares and free attaching Options the subject of Resolution 4	66,666,667	66,666,667 (exercisable at \$0.02 each on or before the date that is 18 months from the issue date)
On issue following the completion of the Stage 1 Placement and Stage 2 Placement	295,754,616	20,000,000 (exercisable at various dates on various prices and subject to escrow) 96,666,667 (exercisable at \$0.02 each on or before the date that is 18 months from the issue date)

RESOLUTION 2 – ISSUE OF UP TO 136,808 SHARES TO SOPHISTICATED INVESTORS

Resolution 2 seeks Shareholder approval for the purpose of Listing Rule 7.1 and for all other purposes for the issue of 136,808 Shares at an issue price of \$0.01 each pursuant to the Stage 1 Placement.

Listing Rule 7.1 broadly provides, subject to certain exceptions, that Shareholder approval is required for any issue of securities by a listed company, where the securities proposed to be issued represent more than 15% of the Company's securities then on issue.

The following information in relation to the Shares to be issued is provided to Shareholders for the purposes of Listing Rule 7.3:

- (a) the maximum number of Shares the Company can issue is 136,808;
- (b) the Company will issue the Shares no later than three months after the date of the Meeting, unless otherwise extended by way of ASX granting a waiver to the Listing Rules;
- (c) the Shares will be issued at an issue price of \$0.01 each;
- (d) the Shares will be issued to various sophisticated and professional investors, none of which are related parties of the Company;
- (e) the Shares will be fully paid ordinary Shares in the capital of the Company and rank equally in all respects with the existing fully paid ordinary Shares on issue;
- (f) the funds raised by the issue of the Shares will be used in the Company's business operations and for general working capital purposes;
- (g) the Shares will be issued on one date; and
- (h) a voting exclusion statement is included in the Notice for Resolution 2.

RESOLUTION 3 – ISSUE OF UP TO 30,000,000 OPTIONS TO SOPHISTICATED INVESTORS

Resolution 3 seeks Shareholder approval for the purpose of Listing Rule 7.1 and for all other purposes for the issue of 30,000,000 listed Options exercisable at \$0.02 each on or before the date that is 18 months from their issue date.

As noted above, Listing Rule 7.1 requires Shareholder approval for the proposed issue of securities in the Company.

The following information in relation to the Options to be issued is provided to Shareholders for the purposes of Listing Rule 7.3:

- (a) the maximum number of Options the Company can issue is 30,000,000;
- (b) the Company will issue the Options no later than three months after the date of the Meeting, unless otherwise extended by way of ASX granting a waiver to the Listing Rules;
- (c) the Options will be issued for nil consideration, as free attaching Options to Stage 1 Placement Shares;

- (d) the Options will be issued to various sophisticated and professional investors to be determined by Regency, none of which are related parties of the Company;
- (e) the Options will be issued on the terms and conditions set out in Appendix A;
- (f) no funds will be raised by the issue of the Options;
- (g) the Options will be issued on one date; and
- (h) a voting exclusion statement is included in the Notice for Resolution 3.

RESOLUTION 4 – ISSUE OF UP TO 66,666,667 SHARES AND UP TO 66,666,667 FREE ATTACHING OPTIONS TO SOPHISTICATED INVESTORS

Resolution 4 seeks Shareholder approval for the purpose of Listing Rule 7.1 and for all other purposes for the issue of 66,666,667 Shares at an issue price of \$0.015 each to raise approximately \$1,000,000 (before costs) and 66,666,667 free attaching listed Options exercisable at \$0.02 each on or before the date that is 18 months from their issue date.

As noted above, Listing Rule 7.1 requires Shareholder approval for the proposed issue of securities in the Company.

The following information in relation to the Shares and Options to be issued is provided to Shareholders for the purposes of Listing Rule 7.3:

- (a) the maximum number of Shares and Options the Company can issue is 66,666,667 Shares and 66,666,667 Options;
- (b) the Company will issue the Shares and Options no later than three months after the date of the Meeting, unless otherwise extended by way of ASX granting a waiver to the Listing Rules;
- (c) the Shares will be issued for \$0.015 each and Options will be issued for nil consideration, as free attaching Options on the terms and conditions set out in Appendix A;
- (d) the Shares and Options will be issued to various sophisticated and professional investors to be determined by Regency, none of which are related parties of the Company;
- (e) the Shares will be fully paid ordinary Shares in the capital of the Company and rank equally in all respects with the existing fully paid ordinary Shares on issue. The Options will be issued on the terms and conditions set out in Appendix A;
- (f) the funds raised by the issue of the Shares will be used in the Company's business operations and for general working capital purposes. No funds will be raised by the issue of the Options;
- (g) the Shares and Options will be issued on one date; and
- (h) a voting exclusion statement is included in the Notice for Resolution 4.

RESOLUTION 5 – ISSUE OF UP TO 33,333,333 SHARES AND UP TO 33,333,333 FREE ATTACHING OPTIONS TO SOPHISTICATED INVESTORS

Resolution 5 seeks Shareholder approval for the purposes of Listing Rule 7.1 and for all other purposes for the issue of 33,333,333 Shares at an issue price of \$0.015 each to raise approximately \$500,000 (before costs) and up to 33,333,333 free attaching listed Options exercisable at \$0.02 each on or before the date that is 18 months from their issue date.

While the Company is raising approximately \$1,300,000, the Company has an ongoing need for funds to conduct its business operations and progress its growth initiatives. Accordingly, it is proposed that the Company seek advanced approval for additional funds up to \$500,000 be raised for these purposes by way of a placement to sophisticated and professional investors should market conditions be favourable within 3 months of Resolution 5 being passed.

As noted above, Listing Rule 7.1 requires Shareholder approval for the proposed issue of securities in the Company.

Assuming all of the Shares and Options the subject of Resolution 5 are issued, the Company's issued capital following will be impacted as follows:

Capital structure impact – Resolution 5	Shares	Options
On issue following the completion of the Stage 1 Placement and Stage 2 Placement	295,754,616	20,000,000 (exercisable at various dates on various prices and subject to escrow) 96,666,667 (exercisable at \$0.02 each on or before the date that is 18 months from the issue date)
Plus: Maximum issue of Shares and Options the subject of Resolution 5	33,333,333	33,333,333 (exercisable at \$0.02 each on or before the date that is 18 months from the issue date)
On issue following the completion of the Stage 1 Placement and Stage 2 Placement and the issue of Shares and Options the subject of Resolution 5	329,087,949	20,000,000 (exercisable at various dates on various prices and subject to escrow) 130,000,000 (exercisable at \$0.02 each on or before the date that is 18 months from the issue date)

The following information in relation to the Shares and Options to be issued is provided to Shareholders for the purposes of Listing Rule 7.3:

- (a) the maximum number of Shares and Options the Company can issue is 33,333,333 Shares and 33,333,333 Options;
- (b) the Company will issue the Shares and Options no later than three months after the date of the Meeting, unless otherwise extended by way of ASX granting a waiver to the Listing Rules;
- (c) the Shares will be issued for \$0.015 each and Options will be issued for nil consideration, as free attaching Options on the terms and conditions set out in Appendix A;
- (d) the Shares and Options will be issued to various sophisticated and professional investors to be determined by Regency, none of which are related parties of the Company;
- (e) the Shares will be fully paid ordinary Shares in the capital of the Company and rank equally in all respects with the existing fully paid ordinary Shares on issue. The Options will be issued on the terms and conditions set out in Appendix A;
- (f) the funds raised by the issue of the Shares will be used in the Company's business operations and for general working capital purposes. No funds will be raised by the issue of the Options;
- (g) the Shares and Options will be issued on one date; and
- (h) a voting exclusion statement is included in the Notice for Resolution 5.

RESOLUTION 6 - ISSUE OF UP TO 25,000,000 SHARES AND UP TO 25,000,000 FREE ATTACHING OPTIONS TO REGENCY CORPORATE PTY LIMITED

Background

Resolution 6 seeks approval for the issue of up to 25,000,000 Shares and up to 25,000,000 free attaching listed Options to Regency Corporate Pty Limited (and / or its nominee(s)) (**Advisor Securities**) as a component of the consideration for services provided by Regency to the Company in accordance with the Mandate.

The Company engaged Regency as lead manager to the Stage 1 Placement and Stage 2 Placement and to provide advisory services to the Company. The Mandate contemplates the Advisor Securities being issued upon the successful completion of the Stage 2 Placement.

Mr Philip Re, a Non-Executive Director of the Company, controls and is the sole director of Regency and is employed by Regency in the capacity of Managing Director. As an entity controlled by a Director of the Company, Regency is a related party of the Company for the purposes of the Corporations Act.

Resolution 6 is subject to and conditional upon the passing of Resolution 4.

Listing Rule 10.11

Listing Rule 10.11 requires shareholder approval to be obtained where an entity issues, or agrees to issue, securities to a related party, or a person whose relationship with the entity or a related party is, in ASX's opinion, such that approval should be obtained unless an exception in ASX Listing Rule 10.12 applies.

The Directors are of the view that the exceptions set out in ASX Listing Rule 10.12 do not apply in the current circumstances. Further, exception 14 of Listing Rule 7.2 states that approval pursuant to Listing Rule 7.1 is not required if shareholder approval is obtained under Listing Rule 10.11.

The effect of Resolution 6 will be to allow the Directors to issue the Advisor Securities to Regency (and / or its nominee(s)).

Chapter 2E of the Corporations Act

For a public company, or an entity that the public company controls, to give a financial benefit to a related party of the public company, the public company or entity must:

- (a) obtain the approval of the public company's members in the manner set out in Sections 217 to 227 of the Corporations Act; and
- (b) give the benefit within 15 months following such approval, unless the giving of the financial benefit falls within an exception set out in Sections 210 to 216 of the Corporations Act.

The issue of the Advisor Securities will result in the issue of Shares and Options which constitutes giving a financial benefit and Regency is a related party of the Company by virtue of being controlled by Mr Philip Re, a Director of the Company.

The Directors (other than Mr Re who has a material personal interest in Resolutions 6) considers that Shareholder approval pursuant to Chapter 2E of the Corporations Act is not required in respect of the issue of the Advisor Securities because the Shares and Options the subject of the Advisor Securities are being provided as consideration for the provision of services under the Mandate and constitute the giving of a financial benefit on arm's length terms.

Information Required by ASX Listing Rule 10.11

Pursuant to and in accordance with Listing Rule 10.13, the following information is provided in relation to Resolution 6:

- (a) the Advisor Securities will be issued to Regency (and / or its nominee(s));
- (b) the maximum number of Shares to be issued is 25,000,000;
- (c) the maximum number of Options to be issued is 25,000,000;
- (d) the Advisor Securities will be issued no later than 1 month after the date of the Meeting (or such later date to the extent permitted by any ASX waiver or modification of the ASX Listing Rules) and it is intended that allotment will occur on the same date;
- (e) the Shares will be fully paid ordinary Shares in the capital of the Company and rank equally in all respects with the existing fully paid ordinary Shares on issue. The Options will be issued on terms and conditions set out in Appendix A;
- (f) Regency is a related party of the Company by virtue of being controlled by Mr Philip Re, a Director of the Company;
- (g) the Advisor Securities will be issued for a nil issue price as consideration for services provided by Regency to the Company in accordance with the Mandate;
- (h) no funds will be raised from the issue of the Advisor Securities; and
- (i) a voting exclusion statement is included in the Notice for Resolution 6.

RESOLUTION 7 - ISSUE OF CONVERTIBLE NOTES TO WESTSTAR PRECAST PTE LTD

Background

Resolution 7 seeks approval for the issue of up to 20,000,000 Convertible Notes to facilitate the conversion of a debt owing to WestStar Precast Pte Ltd into equity in the Company, with each Convertible Note having a face value of \$0.01 and being convertible into one Share and one Option exercisable at \$0.02 each on or before the date that is 18 months from the issue date of the Options, to WestStar Precast Pte Ltd (and / or its nominee(s)).

Pursuant to an agreement between WestStar Precast Pte Ltd (**WS Precast**) and Precast Australia Pty Limited (**PreCast**) dated 31 October 2014, WS Precast agreed to provide PreCast with an uncommitted working capital loan facility of up to \$1 million (**Facility**).

PreCast is a wholly owned subsidiary of the Company and operates the PreCast Australia business. WS Precast is an entity incorporated in Singapore and is controlled by Mr Lay Ann Ong, a Director of the Company.

Under the Facility, interest accrues on each drawdown under the facility at the rate of 6% above the published BBSY from the date of the drawdown and all amounts outstanding under the facility must be repaid to WS Precast within 14 days of demand. Commission is payable to WestStar on each drawdown at the rate of 5% of the drawdown.

The Facility is made available at WS Precast's sole discretion and is not automatically available upon service of a drawdown notice. The Facility contemplates the grant of security by PreCast in favour of WS Precast to secure the Facility, however since the initial drawdown under the Facility, WS Precast has not registered a security interest in respect of PreCast pursuant to the Facility.

As at the date of the Notice, a total of \$232,011 had been drawn down by PreCast under the Facility (**Debt**).

The Company currently recognises the Debt on its balance sheet as borrowings, being a loan from a related party. The Company and WS Precast are seeking to create additional flexibility in relation to the repayment alternatives available PreCast and accordingly consider it desirable for the Debt to be converted into hybrid equity in the form of Convertible Notes. It is intended that the balance of the Facility that remains undrawn remain available for drawdown in accordance with the Facility terms.

The Company, WS Precast and PreCast have entered into an agreement whereby, subject to and conditional upon Resolution 7 being passed, WS Precast will be issued with Convertible Notes and the Debt will, subject to receipt of all necessary Shareholder approvals (including pursuant to item 7 of s 611 of the Corporations Act where required), be repaid by way of the issue of Shares and Options to WS Precast upon the conversion of Convertible Notes which are to be issued on the material terms set out in Appendix B.

Related Party Transactions Generally

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

- (a) the giving of the financial benefits falls within one of the nominated exceptions to the provision; or
- (b) Shareholder approval is obtained prior to the giving of the financial benefit and the benefit is given within 15 months after obtaining such approval.

For the purposes of Chapter 2E of the Corporations Act, WS Precast is a related party of the Company.

Resolution 7 relates to the proposed issue of Convertible Notes to WS Precast, which is a financial benefit that requires Shareholder approval for the purposes of section 208 of the Corporations Act.

Information Requirements – Chapter 2E of the Corporations Act

For the purposes of Chapter 2E of the Corporations Act, the following information is provided.

The related parties to whom the proposed Resolutions would permit the financial benefit to be given and the nature of the financial benefit

The proposed financial benefit to be given is the grant of Convertible Notes to WS Precast (or its nominee(s)). WS Precast is controlled by Mr Lay Ann Ong, a Director of the Company. The Convertible Notes provide the ability for WS Precast to convert some or all of the Debt to equity in the Company where, subject to receipt of all necessary Shareholder approvals (including pursuant to item 7 of s 611 of the Corporations Act where required), Shares and Options are issued upon the conversion of the Convertible Notes.

The details of the financial benefit including reasons for giving the type and quantity of the benefit

The terms of the Convertible Notes are set out in Appendix B to this Explanatory Memorandum. The financial benefit has been provided for the reasons set out in the preceding paragraph.

The number of Convertible Notes to be granted to WS Precast has been determined based upon a consideration of the value of the Debt and the value of the Shares and Options that may be issued upon the conversion of the Convertible Notes. The Convertible Notes provide additional flexibility to the Company and WS Precast in respect of their rights and obligations under the Facility in relation to the repayment of the Debt. This flexibility is obtained by the ability for Precast to procure the issue of equity in the Company in lieu of cash repayment of the Debt.

WS Precast's Current Holdings

As at the date of this Notice, WS Precast (and its Associate, Mr Lay Ann Ong) has a relevant interest in 74,343,686 Shares. Based on the number of Shares on issue as at the date of this Notice and prior to the issue of any Shares and Options contemplated by Resolutions 2 - 6, WS Precast (and its Associate, Mr Lay Ann Ong) has voting power in the Company of 32.5%.

Mr Lay Ann Ong also holds 60,000,000 Performance Shares, the vesting of which remain subject to the achievement of certain earnings based vesting criteria and 15,000,000 options, escrowed until 1 July 2018 and exercisable at \$0.10 each on or before 30 June 2019.

In the event that Shareholders approve the issue of the Convertible Notes, any conversion of those Convertible Notes will remain subject to the Company obtaining further approval pursuant to item 7 of section 611 of the Corporations Act where, in the absence of such approval, the conversion would contravene section 606 of the Corporations Act.

Dilution effect of issue of Convertible Notes on existing members' interests

If passed, Resolution 7 will give the Directors power to grant a total of 20,000,000 Convertible Notes on the terms and conditions set out in Appendix B to this Explanatory Memorandum and as otherwise explained above.

There will be no dilutionary impact to existing Shareholders upon the issue of the Convertible Notes. The dilutionary impact of the issue of the Convertible Notes should the Shares and Options be issued upon their conversion and including under the scenarios assumed following the issue of the securities the subject of Resolutions 2 - 6 is as follows:

	Shares on issue		WS Precast (and its Associate, Mr Lay Ann Ong)		Dilution to existing Shareholders of securities issued pursuant to conversion of Convertible Note	
Stage	Undiluted (m)	Fully Diluted* (m)	Undiluted (%)	Fully Diluted* (%)	Undiluted (%)	Fully Diluted* (%)
As at the date of this Meeting and following the issue of Shares and Options upon the conversion of Convertible Notes	268,951,141	368,951,141	42.51%	51.32%	14.87%	10.84%
Stage	Undiluted (m)	Fully Diluted** (m)	Undiluted (%)	Fully Diluted** (%)	Undiluted (%)	Fully Diluted** (%)
As at the date of this Meeting Plus Following completion of: <ul style="list-style-type: none"> • Stage 1 Placement; • Stage 2 Placement; • issue of Shares and Options the subject of Resolution 5; and • issue of Advisor Securities Plus Issue of Shares and Options upon the conversion of Convertible Notes	509,087,949	649,087,949	22.46%	29.17%	7.86%	6.16%

Dilution assumptions:

- * the exercise of 20,000,000 unlisted options currently on issue exercisable at various dates on various prices and subject to escrow
- ** the issue and exercise of listed Options exercisable at \$0.02 each on or before the date that is 18 months from the issue date proposed to be issued pursuant to Resolutions 2 - 6;
- * the issue of all Shares issued upon the vesting of 80,000,000 performance shares currently on issue; and
- * the issue and exercise of all Shares and Options that may be issued upon the conversion of the Convertible Notes.

The market price of Shares during the term of the Convertible Notes will normally determine whether the Convertible Noteholder will elect to convert some or all of the Convertible Notes and exercise any of the Options to be issued upon conversion. At the time any Convertible Notes are converted or Options issued upon their conversion are exercised, the Company's Shares may be trading at a price which is higher than the face value of a Convertible Note (\$0.01 each) and the exercise price of Options (\$0.02 each).

Valuation of Convertible Notes

The value of a Convertible Note has been calculated as a function of the conversion price of a Share and the valuation of the Option (using the Black Scholes valuation model) issued upon the conversion of each Convertible Note.

Each Share issued upon the conversion of a Convertible Note is to be issued at a nominal issue price of \$0.01, equivalent to the face value. The valuation of each Option issued upon the conversion of a Convertible Note is a function of a number of variables. The valuation of the Options has been prepared using the following input assumptions:

Variable	Input
Exercise price	\$0.02
Price of the Share (the last closing Share price as at 2 May 2017)	\$0.014
Time to expiry	18 months
Risk free rate (based on the Australian Government 10Y bond)	2.44%
Volatility of the Share (based on volatility of the Share price since being reinstated to trade on 1 August 2016)	163.43%

The expiry date of each Option is 18 months from the date of issue. It is uncertain when the Convertible Notes will be converted. The Company has adopted the expiry date as being 18 months from the date of this Notice for the purposes of the valuation of the Options.

Any change in the variables applied in the valuation calculations between the date of the valuation and the date the Convertible Notes are issued would have an impact on their value.

Assuming a Share price of \$0.014 and the Black Scholes valuation of each Option, which has been calculated as \$0.0088, the value of each Convertible Note is \$0.0228. Accordingly, the estimated value for the Convertible Notes to be issued to WS Precast is \$456,628.

Company's Historical Share Price

The following table gives details of the highest, lowest and latest closing prices of the Company's Shares trading on ASX over the past 12 months ending on 2 May 2017:

Highest Price (\$) / Date	Lowest Price (\$) / Date	Latest Price (\$) / Date
\$0.055 (12 July 2016)	\$0.009 (30 March 2016)	\$0.014

Other Information

Other than as disclosed in this Explanatory Memorandum, the Directors do not consider that from an economic and commercial point of view, there are any costs or detriments including opportunity costs or taxation consequences for the Company or benefits foregone by the Company in issuing the Convertible Notes pursuant to Resolution 7.

Neither the Directors nor the Company are aware of other information that would be reasonably required by Shareholders to make a decision in relation to the financial benefits contemplated by Resolution 7.

Directors' Recommendation

All the Directors were available to make a recommendation. For the reasons noted above:

Messrs Re and Mondello (who have no interest in the outcome of Resolution 7) recommend that Shareholders vote in favour of Resolution 7. Mr Lay Ann Ong declines to make a recommendation about Resolution 7 as he has a material personal interest in the outcome of that particular Resolution as it relates to the proposed issue of Convertible Notes to WS Precast, an entity controlled by Mr Lay Ann Ong. The Board (other than Mr Lay Ann Ong) is not aware of any other information that would reasonably be required by the Shareholders to allow them to make a decision whether it is in the best interests of the Company to pass Resolution 7.

Listing Rule 10.11

Listing Rule 10.11 requires shareholder approval to be obtained where an entity issues, or agrees to issue, securities to a related party, or a person whose relationship with the entity or a related party is, in ASX's opinion, such that approval should be obtained unless an exception in ASX Listing Rule 10.12 applies.

The Directors are of the view that the exceptions set out in ASX Listing Rule 10.12 do not apply in the current circumstances. Further, exception 14 of Listing Rule 7.2 states that approval pursuant to Listing Rule 7.1 is not required if shareholder approval is obtained under Listing Rule 10.11.

The effect of Resolution 7 will be to allow the Directors to issue the Convertible Notes to WS Precast (and / or its nominee(s)).

Information Required by ASX Listing Rule 10.11

Pursuant to and in accordance with Listing Rule 10.13, the following information is provided in relation to Resolution 7:

- (a) the Convertible Notes will be issued to WS Precast (and / or its nominee(s));
- (b) the maximum number of Convertible Notes to be issued is 20,000,000;
- (c) the Convertible Notes will be issued no later than 1 month after the date of the Meeting (or such later date to the extent permitted by any ASX waiver or modification of the ASX Listing Rules) and it is intended that allotment will occur on the same date;
- (j) The Convertible Notes will be issued on the terms and conditions set out in Appendix B;
- (d) WS Precast is a related party of the Company by virtue of being controlled by Mr Lay Ann Ong, a Director of the Company;
- (e) the Convertible Notes will be issued to facilitate the repayment of the Debt owed to WS Precast by the Company through the issue of Shares and Options upon their conversion;
- (f) no funds will be raised from the issue of the Convertible Notes; and
- (g) a voting exclusion statement is included in the Notice for Resolution 7.

BACKGROUND TO RESOLUTIONS 8 & 9 - REMOVAL AND APPOINTMENT OF AUDITOR

Under section 329 of the Corporations Act, an auditor of a company may be removed from office by resolution at a general meeting of which 2 months' notice of intention to move the resolution has been given.

It should be noted that under this section, if a company calls a meeting after the notice of intention has been given, the meeting may pass the resolution even though the meeting is held less than 2 months after the notice of intention is given.

Resolutions 8 and 9 are interdependent, with the result that if only one Resolution is passed by Shareholders, the other does not become effective.

RESOLUTION 8 - REMOVAL OF AUDITOR

Resolution 8 is an ordinary resolution seeking the removal of HLB Mann Judd as the auditor of the Company. An auditor may be removed in a general meeting provided that the notice of intention to remove the auditor has been received from a member of the company.

In accordance with section 329(2) of the Corporations Act, the Company has sent a copy of the notice to HLB Mann Judd and the ASIC.

Under section 327D of the Corporations Act, the Company in a general meeting may appoint an auditor to replace an auditor removed under section 329 of the Corporations Act.

RESOLUTION 9 - APPOINTMENT OF AUDITOR

Resolution 8 is a special resolution seeking the appointment of Regency Audit Pty Ltd as the new auditor of the Company. As required by the Corporations Act, a nomination for Regency Audit Pty Ltd to be appointed as the auditor of the Company has been received from a member. A copy of the nomination of Regency Audit Pty Ltd as auditors is set out at Appendix C.

Regency Audit Pty Ltd has given its written consent to act as the Company's auditor in accordance with section 328A(1) of the Corporations Act subject to shareholder approval of this resolution.

If Resolutions 8 and 9 are passed, the appointment Regency Audit Pty Ltd as the Company's auditor will take effect at the close of this Meeting.

GLOSSARY

\$ means Australian dollars.

Accounting Standards has the meaning given to that term in the Corporations Act.

Advisor Securities has the meaning given to that term in the Explanatory Memorandum to Resolution 6.

Associate has the meaning given in sections 12 and 16 of the Corporations Act. Section 12 is to be applied as if paragraph 12(1)(a) included a reference to the Listing Rules and on the basis that the Company is the “designated body” for the purposes of that section. A related party of a director or officer of the Company or of a Child Entity of the Company is to be taken to be an associate of the director or officer unless the contrary is established.

ASX means ASX Limited ABN 98 008 624 691 and, where the context permits, the Australian Securities Exchange operated by ASX Limited.

AWST means western standard time as recognised in Perth, Western Australia.

Board means the Directors.

Chair or **Chairman** means the individual elected to chair any meeting of the Company from time to time.

Child Entity has the meaning given to that term in the Listing Rules.

Closely Related Party has the meaning given to that term in the Corporations Act.

Company means WestStar Industrial Limited ABN 38 119 047 693.

Constitution means the Company's constitution, as amended from time to time.

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

Directors means the directors of the Company.

Explanatory Memorandum means the explanatory memorandum accompanying this Notice.

Key Management Personnel has the meaning given to that term in the Accounting Standards.

Listing Rules means the ASX Listing Rules.

Mandate has the meaning given to that term in the Explanatory Memorandum to Resolutions 2 – 4.

Meeting means the General Meeting convened by the Notice.

Notice means this Notice of General Meeting.

Notice of Meeting means this Notice of General Meeting.

Option means an option to acquire a Share on the terms and conditions set out in Appendix A.

Optionholder means a holder of an Option.

Placement has the meaning given to that term in the Explanatory Memorandum to Resolution 1.

Proxy Form means the proxy form accompanying the Notice.

Regency means Regency Corporate Pty Limited ABN 59 150 953 245.

Resolution means a resolution contained in the Notice.

Restricted Voter means Key Management Personnel and their Closely Related Parties as at the date of the Meeting.

Shareholder means a member of the Company from time to time.

Shares means fully paid ordinary shares in the capital of the Company.

Stage 1 Placement has the meaning given to that term in the Explanatory Memorandum to Resolutions 2 – 4.

Stage 2 Placement has the meaning given to that term in the Explanatory Memorandum to Resolutions 2 – 4.

APPENDIX A – OPTION TERMS

(a) Entitlement

Each Option entitles the holder to subscribe for one Share upon exercise of the Option.

(b) Exercise Price

Subject to paragraph (j), the amount payable upon exercise of each Option will be \$0.02 (**Exercise Price**).

(c) Expiry Date

Each Option will expire at 5:00 pm (WST) on the date that is 18 months following the date of its issue (**Expiry Date**). An Option not exercised before the Expiry Date will automatically lapse on the Expiry Date.

(d) Exercise Period

The Options are exercisable at any time on or prior to the Expiry Date (**Exercise Period**).

(e) Notice of Exercise

The Options may be exercised during the Exercise Period by notice in writing to the Company in the manner specified on the Option certificate (**Notice of Exercise**) and payment of the Exercise Price for each Option being exercised in Australian currency by electronic funds transfer or other means of payment acceptable to the Company.

(f) Exercise Date

A Notice of Exercise is only effective on and from the later of the date of receipt of the Notice of Exercise and the date of receipt of the payment of the Exercise Price for each Option being exercised in cleared funds (**Exercise Date**).

(g) Timing of issue of Shares on exercise

Within 15 Business Days after the Exercise Date, the Company will:

- (i) allot and issue the number of Shares required under these terms and conditions in respect of the number of Options specified in the Notice of Exercise and for which cleared funds have been received by the Company;
- (ii) if required, give ASX a notice that complies with section 708A(5)(e) of the Corporations Act, or, if the Company is unable to issue such a notice, lodge with ASIC a prospectus prepared in accordance with the Corporations Act and do all such things necessary to satisfy section 708A(11) of the Corporations Act to ensure that an offer for sale of the Shares does not require disclosure to investors; and
- (iii) if admitted to the official list of ASX at the time, apply for official quotation on ASX of Shares issued pursuant to the exercise of the Options.

If a notice delivered under (g)(ii) for any reason is not effective to ensure that an offer for sale of the Shares does not require disclosure to investors, the Company must, no later than 20 Business Days after becoming aware of such notice being ineffective, lodge with ASIC a prospectus prepared in accordance with the Corporations Act and do all such things necessary to satisfy section 708A(11) of the Corporations Act to ensure that an offer for sale of the Shares does not require disclosure to investors.

(h) Shares issued on exercise

Shares issued on exercise of the Options rank equally with the then issued shares of the Company.

(i) Quotation of Shares issued on exercise

If admitted to the official list of ASX at the time, application will be made by the Company to ASX for quotation of the Shares issued upon the exercise of the Options.

(j) Reconstruction of capital

If at any time the issued capital of the Company is reconstructed, all rights of an Optionholder are to be changed in a manner consistent with the Corporations Act and the ASX Listing Rules at the time of the reconstruction.

(k) Participation in new issues

There are no participation rights or entitlements inherent in the Options and holders will not be entitled to participate in new issues of capital offered to Shareholders during the currency of the Options without exercising the Options.

(l) Change in exercise price

An Option does not confer the right to a change in Exercise Price or a change in the number of underlying securities over which the Option can be exercised.

(m) Quoted

The Company will apply for quotation of the Options on ASX.

(n) Transferability

The Options are transferable subject to any restriction or escrow arrangements imposed by ASX or under applicable Australian securities laws.

APPENDIX B – SUMMARY OF MATERIAL TERMS OF CONVERTIBLE NOTE

- (a) **Number of Convertible Notes to be issued:** 20,000,000
- (b) **Face Value:** \$0.01 each
- (c) **Expiry Date:** 18 months from the issue date
- (d) **Interest Rate:** Nil
- (e) **Conversion:**
 - (i) Each Convertible Note is convertible into one Share and one Option exercisable at \$0.02 each on or before the date that is 18 months from the issue date of the Option.
 - (ii) The Noteholder will be entitled to convert Convertible Notes into Shares and Options by delivering a conversion notice to the Company at any time during the period commencing on the date Shareholders approve both:
 - A. the issue of the Convertible Notes; and
 - B. the issue of Shares and Options pursuant to the conversion of the Convertible Notes, including for the purposes of item 7 of section 611 of the Corporations Act and for all other purposes, and prior to the Expiry Date.
 - (iii) The Company must proceed to issue the Shares and Options to the Noteholder within 5 business days of receipt of a conversion notice.
 - (iv) The Noteholder's right to convert some or all of the Convertible Notes is subject to and conditional upon:
 - A. the Company obtaining all necessary Shareholder approvals at a General Meeting, including pursuant to Chapter 2E of the Corporations Act, item 7 of s 611 of the Corporations Act and the ASX Listing Rules for the issue of the Shares and Options upon conversion of the Convertible Notes; and
 - B. the Noteholder obtaining any regulatory approvals required for the issue of the Shares and Options upon conversion of the Convertible Notes.
 - (v) The issue of Shares and Options on conversion will fully discharge and satisfy the repayment of the Debt.
 - (vi) Shares issued on conversion will rank equally in all respects with all other Shares on issue at the date of conversion and the Company must, as soon as reasonably practicable after conversion, make application to ASX for official quotation of all Shares and Options issued upon conversion.
 - (vii) Options issued on conversion will be issued on the terms and conditions set out in Appendix A.
- (f) **Events of Default:** The following events constitute Events of Default under the Convertible Note:
 - (i) **Non-issue of Shares or Options:** the Company fails to issue any Shares or Options required to be issued under this Agreement within five (5) Business Days of the date the requirement to issue the Shares or Options arises.
 - (ii) **Non-payment:** the Company fails to pay any amount due under this Agreement within five (5) Business Days of the due date.
 - (iii) **Misrepresentation:** any representation, warranty or statement made or repeated in or in connection with this Agreement is materially untrue or misleading (whether by omission or otherwise) when so made or repeated becomes untrue or misleading when taken as a whole.
 - (iv) **Breach of warranty:** a breach of any representation, warranty or undertaking by the Company.
 - (v) **Material adverse change:** any change which in the Noteholder's reasonable opinion would materially and adversely affect:
 - A. the ability of the Company to perform, observe or fulfil any or all of its material obligations to the Noteholder; or
 - B. the rights of the Noteholder.
 - (vi) **Change of business activity:** the Company undergoes a material change in its business activities such that it commences substantive business activities not related to its current business.
 - (vii) **Involuntary winding up:** an application or order is made for the winding up of the Company or for the appointment of a liquidator.
 - (viii) **Voluntary winding up:** the Company passes a resolution for its winding up.
 - (ix) **Receiver:** a receiver, controller (within the meaning of section 9 of the Corporations Act) or analogous person is appointed to, or takes possession of all, or any part of the assets of the Company or a Subsidiary of the Company.

- (x) **Insolvency:** the Company:
 - A. suspends payments to creditors generally;
 - B. becomes an externally-administered body corporate within the meaning of the Corporations Act;
 - C. becomes subject to administration under Part 5.3A of Chapter 5 of the Corporations Act, or steps are taken which could reasonably be expected to result in the Company becoming so subject; or
 - D. is or states that it is, or is deemed by applicable law to be, unable to pay its debts as and when they fall due.
- (xi) **Compromise or arrangement:** the Company takes any step for the purpose of entering into a compromise or arrangement with all of its members or creditors except for the purpose of resolution of a bona fide dispute, or a reconstruction, amalgamation, merger or consolidation on terms approved by the Noteholder (which should not be unreasonably withheld).
- (xii) **Suspension or delisting:** the Shares are suspended by the ASX, for a period of more than twenty (20) Trading Days (as defined by ASX) in aggregate in any 12 month period between the Execution Date and the Expiry Date, or delisted from the ASX.
- (g) **Consequences of an Event of Default:** The Noteholder may terminate the Convertible Note agreement by notice in writing to the Company if a Default Event occurs and, where capable of remedy, that Default Event has not been remedied for 14 days following written notice from the Noteholder specifying the Default Event, in reasonable detail.
- (h) **Capital Reconstructions:** If, before the Expiry Date there is a reorganisation, reconstruction, consolidation, sub-division or bonus-issue of the capital of the Company, Shares and Convertible Notes issued shall be reorganised, reconstructed, consolidated or sub-divided on the same basis so that the Noteholder is treated in the same manner as the other Shareholders, the value of the Convertible Notes are not adversely affected and the Noteholder is not conferred with any additional benefits which are not also conferred on other Shareholders.

APPENDIX C – AUDITOR NOMINATION



7 April 2017

Mr Andrew Metcalfe
WestStar Industrial Limited
Suite 3, Level 2
470 Collins Street
Melbourne VIC 3000

Dear Sir

Nomination of Regency Audit Pty Ltd as Company Auditor – WestStar Industrial Limited

I, Mr Bert Mondello, being a director of WestStar Industrial Limited (ACN 119047693) (**Company**), nominate that Regency Audit Pty Ltd be appointed as the new auditor of the Company.

This is to be taken to be as notice pursuant to section 328B(1) of the *Corporations Act 2001* (Cth).

Yours faithfully

A handwritten signature in blue ink, appearing to read 'Bert Mondello'.

Mr Bert Mondello
Director
WestStar Industrial Limited



WestStar Industrial Limited | ABN 38 119 047 693

GM Registration Card

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

Vote by Proxy

WSI: Holder Number:

Option A – Please choose to vote online, because:

- ✓ **Save Your Money:** This company you own a part of has to spend thousands of dollars each year in print and postage costs. Online voting will reduce this unnecessary expense.
- ✓ **It's Quick and Secure:** Voting online provides you with greater privacy over your instructions, eliminates any postal delays and removes the risk of it being potentially lost in transit.
- ✓ **Receive Vote Confirmation:** Voting online is the only method which provides you with confirmation that your vote has been processed. It also allows you to amend your vote if required.



To Access online voting you can scan the barcode to the right with your tablet or mobile device or you can enter the following link into your browser. Voting online is quick and easy to do.

<https://investor.automic.com.au/#/loginsah>

Option B – Appoint a proxy, by paper:

I/We being a Shareholder entitled to attend and vote at the General Meeting of the Company, to be held at **10.30am (WST) on Monday, 5 June 2017 at Regency Partners, 1 / 437 Roberts Road, Subiaco, WA 6008** hereby:

Appoint the Chairman of the Meeting (Chair) OR if you are not appointing the Chairman of the Meeting as your proxy, please write the name of the person or body corporate you are appointing as your proxy

or failing the person so named or, if no person is named, the Chair, or the Chair's nominee, to vote in accordance with the following directions, or, if no directions have been given, and subject to the relevant laws as the proxy sees fit and at any adjournment thereof.

The Chair intends to vote undirected proxies in favour of all Resolutions in which the Chair is entitled to vote.

Unless indicated otherwise by ticking the "for", "against" or "abstain" box you will be authorising the Chair to vote in accordance with the Chair's voting intention.

STEP 1: Please appoint a Proxy

STEP 2: Voting Direction

STEP 3

Resolutions

- 1 Ratification of issue of 29,863,192 Shares to sophisticated investors
- 2 Issue of up to 136,808 Shares to sophisticated investors
- 3 Issue of up to 30,000,000 Options to sophisticated investors
- 4 Issue of up to 66,666,667 Shares and up to 66,666,667 free attaching Options to sophisticated investors
- 5 Issue of up to 33,333,333 Shares and up to 33,333,333 free attaching Options to sophisticated investors

For Against Abstain

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

Resolutions

- 6 Issue of up to 25,000,000 Shares and up to 25,000,000 free attaching Options to Regency Corporate Pty Limited
- 7 Issue of Convertible Notes to WestStar Precast Pte Ltd
- 8 Removal of Auditor
- 9 Appointment of Auditor

For Against Abstain

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

Please note: If you mark the abstain box for a particular Resolution, you are directing your proxy not to vote on that Resolution 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

Individual or Securityholder 1

Sole Director and Sole Company Secretary

Securityholder 2

Director

Securityholder 3

Director / Company Secretary

Contact Name.....

Contact Daytime Telephone.....

Date / / 2017

Email Address

HOW TO COMPLETE THIS PROXY VOTING FORM

LODGING YOUR PROXY VOTE

This Proxy Voting Form (and any Power of Attorney under which it is signed) must be received at an address given below by 10.30am (WST) on Saturday, 3 June, 2017, being **not later than 48 hours** before the commencement of the Meeting. Any Proxy Voting Forms received after that time will not be valid for the scheduled Meeting.

Proxy Voting Forms can be lodged:



ONLINE

<https://investor.automic.com.au/#/loginsah>



Login to the Automic website using the holding details as shown on the Proxy Voting Form. Click on 'View Meetings' – 'Vote'. To use the online lodgement facility, shareholders will need their Holder Number (Securityholder Reference Number (SRN) or Holder Identification Number (HIN) as shown on front of the Proxy Voting form.



BY MAIL

Automic Registry Services
PO Box 2226
Strawberry Hills NSW 2012



BY HAND

Automic Registry Services
Level 3, 50 Holt Street, Surry Hills NSW 2010



ALL ENQUIRIES TO

Telephone: 1300 288 664 Overseas: + 61 2 9698 5414

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 these 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 Voting Form, including where the Resolutions are connected directly or indirectly with the remuneration of KMP.

VOTES ON ITEMS OF BUSINESS – PROXY APPOINTMENT

You may direct your proxy how to vote by 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 on 1300 288 664 or you may copy this form.

SIGNING INSTRUCTIONS

You must sign this form as follows in the spaces provided

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

Joint holding: Where the holding is in more than one name, all of the 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>.

ATTENDING THE MEETING

Completion of a Proxy Voting Form will not prevent individual Shareholders from attending the Meeting in person if they wish. Where a Shareholder completes and lodges a valid Proxy Voting Form and attends the Meeting in person, then the proxy's authority to speak and vote for that Shareholder is suspended while the Shareholder is present at the Meeting.

YOUR NAME AND ADDRESS

This is your name and address 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.

VOTING UNDER STEP 1 - APPOINTING A PROXY

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. A proxy need not be a Shareholder of the Company. Otherwise if you leave this box blank, the Chairman of the Meeting will be appointed as your proxy by default.

DEFAULT TO THE CHAIRMAN OF THE MEETING