
ALEXIUM INTERNATIONAL GROUP LIMITED

ACN 064 820 408

NOTICE OF GENERAL MEETING

Notice is given that the Meeting will be held at:

TIME: 3pm (AEST)
DATE: 8 May 2018
PLACE: Grant Thornton
Level 17
383 Kent Street
Sydney, New South Wales, 2000

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.

The Directors have determined pursuant to Regulation 7.11.37 of the Corporations Regulations 2001 (Cth) that the persons eligible to vote at the Meeting are those who are registered Shareholders at 3.00pm (AEST) on 6 May 2018.

LETTER TO SHAREHOLDERS

Dear Shareholders,

I am pleased to invite you to attend the 2018 Extraordinary General Meeting (**EGM**) of Alexium International Group Limited.

Meeting details

Date: Tuesday, 8 May 2018

Time: 3.00pm (AEST)

Venue: Grant Thornton, Level 17, 383 Kent Street, Sydney, New South Wales

The EGM provides the Board with the opportunity to:

1. present for election the most recently appointed Directors;
2. seek an approval for all of the Company's Directors to subscribe for new ordinary shares in the Company at 35c each following their participation in the December 2017 placement;
3. seek approvals to ratify the issue of shares from past placements; and
4. seek an approval to ratify the issue of any future shares under the convertible note that was issued by Alexium in September 2017 to US based GPB Debt Holdings II LLC under Alexium's 15% placement capacity.

If you are not able to attend the meeting, you are encouraged to vote by:

1. completing the enclosed proxy form by 3.00pm (AEST) on Sunday 6 May 2018; or
2. registering your proxy electronically by visiting the following website:
<https://investor.automic.com.au/#/loginsah>

Your Directors are of the opinion that all resolutions which are proposed at the EGM are in the best interests of the Company and its shareholders and therefore unanimously recommend that you vote in favour of the resolutions.

This is a year of building on our sales in Flame Retardants (**FR**) and Phase Change Materials formulations (**PCM**) and commercialising innovative new products in both the FR and PCM markets. The markets for FR and PCM are continuing to grow and new sectors are opening for our products.

The Board and Alexium team thank you for your support and look forward to welcoming you to the 2018 EGM.

Yours sincerely



Mr Gavin Rezos
Non-Executive Chair

BUSINESS OF THE MEETING

AGENDA

1. RESOLUTION 1 – ELECTION OF DIRECTOR – DR DIRK VAN HYNING

To consider and, if thought fit, to pass, with or without amendment, the following resolution as an **ordinary resolution**:

"That, for the purpose of clause 13.4 of the Constitution, and for all other purposes, Dr Dirk Van Hyning, a Director who was appointed on 13 November 2017, retires, and being eligible, is elected as a Director."

2. RESOLUTION 2 – ELECTION OF DIRECTOR – MS CLAIRE POLL

To consider and, if thought fit, to pass, with or without amendment, the following resolution as an **ordinary resolution**:

"That, for the purpose of clause 13.4 of the Constitution, and for all other purposes, Ms Claire Poll, a Director who was appointed on 11 December 2017, retires, and being eligible, is elected as a Director."

3. RESOLUTION 3 – ELECTION OF DIRECTOR – MS SUSAN THOMAS

To consider and, if thought fit, to pass, with or without amendment, the following resolution as an **ordinary resolution**:

"That, for the purpose of clause 13.4 of the Constitution, and for all other purposes, Ms Susan Thomas, a Director who was appointed on 11 December 2017, retires, and being eligible, is elected as a Director."

4. RESOLUTION 4 – ISSUE OF SHARES TO RELATED PARTY – MS SUSAN THOMAS

To consider and, if thought fit, to pass, with or without amendment, the following resolution as an **ordinary resolution**:

"That, for the purposes of section 195(4) of the Corporations Act, ASX Listing Rule 10.11 and for all other purposes, approval is given for the Company to issue up to 285,715 Shares to Ms Susan Thomas (or her nominee) on the terms and conditions set out in the Explanatory Statement."

Voting Exclusion Statement: The Company will disregard any votes cast in favour of the Resolution by or on behalf of Ms Susan Thomas (and her nominee) or any of their associates. However, the Company need not disregard a vote if it is cast by a person as a proxy for a person who is entitled to vote, in accordance with the directions on the Proxy Form, or, it is cast by the person chairing the meeting as proxy for a person who is entitled to vote, in accordance with a direction on the Proxy Form to vote as the proxy decides.

5. RESOLUTION 5 – ISSUE OF SHARES TO RELATED PARTY – MS CLAIRE POLL

To consider and, if thought fit, to pass, with or without amendment, the following resolution as an **ordinary resolution**:

"That, for the purposes of section 195(4) of the Corporations Act, ASX Listing Rule 10.11 and for all other purposes, approval is given for the Company to issue up to 28,572 Shares to Ms Claire Poll (or her nominee) on the terms and conditions set out in the Explanatory Statement."

Voting Exclusion Statement: The Company will disregard any votes cast in favour of the Resolution by or on behalf of Ms Claire Poll (and her nominee) or any of their associates. However, the Company need not disregard a vote if it is cast by a person as a proxy for a person who is entitled to vote, in accordance with the directions on the Proxy Form, or, it is cast by the person chairing the meeting as proxy for a person who is entitled to vote, in accordance with a direction on the Proxy Form to vote as the proxy decides.

6. RESOLUTION 6 – ISSUE OF SHARES TO RELATED PARTY – BRIGADIER GENERAL STEPHEN CHENEY USMC (RET)

To consider and, if thought fit, to pass, with or without amendment, the following resolution as an **ordinary resolution**:

"That, for the purposes of section 195(4) of the Corporations Act, ASX Listing Rule 10.11 and for all other purposes, approval is given for the Company to issue up to 28,572 Shares to Brigadier General Stephen Cheney USMC (Ret) (or his nominee) on the terms and conditions set out in the Explanatory Statement."

Voting Exclusion Statement: The Company will disregard any votes cast in favour of the Resolution by or on behalf of Brigadier General Stephen Cheney USMC (Ret) (and his nominee) or any of their associates. However, the Company need not disregard a vote if it is cast by a person as a proxy for a person who is entitled to vote, in accordance with the directions on the Proxy Form, or, it is cast by the person chairing the meeting as proxy for a person who is entitled to vote, in accordance with a direction on the Proxy Form to vote as the proxy decides.

7. RESOLUTION 7 – ISSUE OF SHARES TO RELATED PARTY – MR CRAIG METZ

To consider and, if thought fit, to pass, with or without amendment, the following resolution as an **ordinary resolution**:

"That, for the purposes of section 195(4) of the Corporations Act, ASX Listing Rule 10.11 and for all other purposes, approval is given for the Company to issue up to 28,572 Shares to Mr Craig Metz (or his nominee) on the terms and conditions set out in the Explanatory Statement."

Voting Exclusion Statement: The Company will disregard any votes cast in favour of the Resolution by or on behalf of Mr Craig Metz (and his nominee) or any of their associates. However, the Company need not disregard a vote if it is cast by a person as a proxy for a person who is entitled to vote, in accordance with the directions on the Proxy Form, or, it is cast by the person chairing the meeting as proxy for a person who is entitled to vote, in accordance with a direction on the Proxy Form to vote as the proxy decides.

8. RESOLUTION 8 – ISSUE OF SHARES TO RELATED PARTY – FORMER CONGRESSWOMAN KAREN THURMAN

To consider and, if thought fit, to pass, with or without amendment, the following resolution as an **ordinary resolution**:

"That, for the purposes of section 195(4) of the Corporations Act, ASX Listing Rule 10.11 and for all other purposes, approval is given for the Company to issue up to 14,286 Shares to Former Congresswoman Karen Thurman (or her nominee) on the terms and conditions set out in the Explanatory Statement."

Voting Exclusion Statement: The Company will disregard any votes cast in favour of the Resolution by or on behalf of Former Congresswoman Karen Thurman (and her nominee) or any of their associates. However, the Company need not disregard a vote if it is cast by a person as a proxy for a person who is entitled to vote, in accordance with the directions on the Proxy Form, or, it is cast by the person chairing the meeting as proxy for a person who is entitled to vote, in accordance with a direction on the Proxy Form to vote as the proxy decides.

9. RESOLUTION 9 – ISSUE OF SHARES TO RELATED PARTY – DR DIRK VAN HYNING

To consider and, if thought fit, to pass, with or without amendment, the following resolution as an **ordinary resolution**:

"That, for the purposes of section 195(4) of the Corporations Act, ASX Listing Rule 10.11 and for all other purposes, approval is given for the Company to issue up to 14,286 Shares to Dr Dirk Van Hyning (or his nominee) on the terms and conditions set out in the Explanatory Statement."

Voting Exclusion Statement: The Company will disregard any votes cast in favour of the Resolution by or on behalf of Dr Dirk Van Hyning (and his nominee) or any of their associates. However, the Company need not disregard a vote if it is cast by a person as a proxy for a person who is entitled to vote, in accordance with the directions on the Proxy Form, or, it is cast by the person chairing the meeting as proxy for a person who is entitled to vote, in accordance with a direction on the Proxy Form to vote as the proxy decides.

10. RESOLUTION 10 – ISSUE OF SHARES TO RELATED PARTY – MR GAVIN REZOS

To consider and, if thought fit, to pass, with or without amendment, the following resolution as an **ordinary resolution**:

"That, for the purposes of section 195(4) of the Corporations Act, ASX Listing Rule 10.11 and for all other purposes, approval is given for the Company to issue up to 385,715 Shares to Mr Gavin Rezos (or his nominee) on the terms and conditions set out in the Explanatory Statement."

Voting Exclusion Statement: The Company will disregard any votes cast in favour of the Resolution by or on behalf of Mr Gavin Rezos (and his nominee) or any of their associates. However, the Company need not disregard a vote if it is cast by a person as a proxy for a person who is entitled to vote, in accordance with the directions on the Proxy Form, or, it is cast by the person chairing the meeting as proxy for a person who is entitled to vote, in accordance with a direction on the Proxy Form to vote as the proxy decides.

11. RESOLUTION 11 – RATIFICATION OF PRIOR ISSUE – SHARES

To consider and, if thought fit, to pass, with or without amendment, the following resolution as an **ordinary resolution**:

"That, for the purposes of ASX Listing Rule 7.4 and for all other purposes, Shareholders ratify the issue of 29,514,282 Shares on the terms and conditions set out in the Explanatory Statement."

Voting Exclusion: The Company will disregard any votes cast in favour of the Resolution by or on behalf of a person who participated in the issue or any associates of those persons. However, the Company need not disregard a vote if it is cast by a person as a proxy for a person who is entitled to vote, in accordance with the directions on the Proxy Form, or, it is cast by the person chairing the meeting as proxy for a person who is entitled to vote, in accordance with a direction on the Proxy Form to vote as the proxy decides.

12. RESOLUTION 12 – RATIFICATION OF PRIOR ISSUE – SHARES

To consider and, if thought fit, to pass, with or without amendment, the following resolution as an **ordinary resolution**:

"That, for the purposes of ASX Listing Rule 7.4 and for all other purposes, Shareholders ratify the issue of 4,000,000 Shares on the terms and conditions set out in the Explanatory Statement."

Voting Exclusion: The Company will disregard any votes cast in favour of the Resolution by or on behalf of a person who participated in the issue or any associates of those persons. However, the Company need not disregard a vote if it is cast by a person as a proxy for a person who is entitled to vote, in accordance with the directions on the Proxy Form, or, it is cast by the person chairing the meeting as proxy for a person who is entitled to vote, in accordance with a direction on the Proxy Form to vote as the proxy decides.

13. RESOLUTION 13 – RATIFICATION OF PRIOR ISSUE OF CONVERTIBLE NOTE

To consider and, if thought fit, to pass, with or without amendment, the following resolution as an **ordinary resolution**:

"That, for the purposes of ASX Listing Rule 7.4 and for all other purposes, Shareholders ratify the issue of a Convertible Note with a face value of US\$10,000,0000, on the terms and conditions set out in the Explanatory Statement."

Voting Exclusion: The Company will disregard any votes cast in favour of the Resolution by or on behalf of a person who participated in the issue or any associates of those persons. However, the Company need not disregard a vote if it is cast by a person as a proxy for a person who is entitled to vote, in accordance with the directions on the Proxy Form, or, it is cast by the person chairing the meeting as proxy for a person who is entitled to vote, in accordance with a direction on the Proxy Form to vote as the proxy decides.

Dated: 6 April 2018

By order of the Board



Maja McGuire
Company Secretary

Voting in person

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

Voting by proxy

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

In accordance with section 249L of the Corporations Act, Shareholders are advised that:

- each Shareholder has a right to appoint a proxy;
- the proxy need not be a Shareholder of the Company; and
- a Shareholder who is entitled to cast 2 or more votes may appoint 2 proxies and may specify the proportion or number of votes each proxy is appointed to exercise. If the member appoints 2 proxies and the appointment does not specify the proportion or number of the member's votes, then in accordance with section 249X(3) of the Corporations Act, each proxy may exercise one-half of the votes.

Shareholders and their proxies should be aware that changes to the Corporations Act made in 2011 mean that:

- if proxy holders vote, they must cast all directed proxies as directed; and
- any directed proxies which are not voted will automatically default to the Chair, who must vote the proxies as directed.

Should you wish to discuss the matters in this Notice of Meeting please do not hesitate to contact the Company Secretary on +61 8 61660221.

EXPLANATORY STATEMENT

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

1. RESOLUTION 1 – ELECTION OF DIRECTOR – DR DIRK VAN HYNING

1.1 General

The Constitution allows the Directors to appoint at any time a person to be a Director either to fill a casual vacancy or as an addition to the existing Directors, but only where the total number of Directors does not at any time exceed the maximum number specified by the Constitution.

Pursuant to the Constitution, any Director so appointed holds office only until the next following general meeting and is then eligible for election by Shareholders.

Dr Dirk Van Hyning, having been appointed by other Directors on 13 November 2017 in accordance with the Constitution, will retire in accordance with the Constitution and being eligible, seeks election from Shareholders.

1.2 Qualifications and other material directorships

Dr Dirk Van Hyning (*Ph D. M.S Chem. Eng. B.Sc*) joined the Company in 2013 as Senior Research Scientist and earned subsequent promotions to Head of Product Development and Commercial Transition President in October 2014, Deputy CEO in February 2017 and CEO in July 2017. Most recently, Dr Van Hyning has been appointed as Managing Director in November 2017. During this time, Dr Van Hyning has gained experience in all aspects of the Company's business, demonstrated strong leadership and strategic skills and is well equipped to meet the Company's financial targets.

Prior to joining the Company, Dr Van Hyning was with Miliken Research Corporation, a global innovation company, where he began as a Research Engineer in 1999 and earned promotions to Project Management Leader and Senior Development Engineer-Military and Protective Businesses. Dr Van Hyning received his Ph.D and M.S in Chemical Engineering from the University of Illinois at Urbana-Champaign and his B.S in Chemical Engineering from North Carolina State University. Dr Van Hyning has received several honours and awards, including the Hans Kuhn Award for Outstanding Technology Commercialisation and also holds four patents.

Dr Van Hyning is not a director of any other ASX listed company.

1.3 Independence

As Dr Van Hyning is the CEO of the Company, he is not considered independent.

1.4 Board recommendation

The Board supports the re-election of Dr Van Hyning and recommends that Shareholders vote in favour of Resolution 1.

2. RESOLUTION 2 – ELECTION OF DIRECTOR – MS CLAIRE POLL

2.1 General

A summary of the Constitution is set out in Section 1.1.

Ms Claire Poll, having been appointed by other Directors on 11 December 2017, in accordance with the Constitution, will retire in accordance with the Constitution and being eligible, seeks election from Shareholders.

2.2 Qualifications and other material directorships

Ms Claire Poll (BA B.JURIS. LLB ASIA) is an experienced corporate director having led, over the past 20 years, strategy and corporate development for start-up technology companies through to large multi-billion dollar companies in Australia, the United Kingdom (UK) and more recently the United States (US).

Ms Poll, who originally qualified as a solicitor in Western Australia, has worked as a non-executive director, corporate executive and general counsel in private and public listed companies in the US, UK and Australia in the areas of venture capital, mobile satellite communications, information technology and biopharmaceuticals.

Ms Poll, who is based in Perth, Western Australia, started her corporate career with Burns Philp & Company Limited, the diversified global company involved in food manufacturing, shipping and general trading. Ms Poll is a founding executive of Nasdaq and AIM listed Verona Pharma plc (AIM: VRP; Nasdaq: VRNA) and a non-executive director of Landgate.

Ms Poll received a Bachelor of Law from the University of Western Australia and holds a post graduate diploma in Applied Corporate Finance, M&A and Advanced Industrial Equity Analysis.

2.3 Independence

Ms Poll has no interests, position, association or relationship that might influence, or reasonably be perceived to influence, in a material respect her capacity to bring an independent judgement to bear on issues before the board and to act in the best interest of the entity and its security holders generally.

If elected the Board considers Ms Poll will be an independent Director.

2.4 Board recommendation

The Board supports the re-election of Ms Claire Poll and recommends that Shareholders vote in favour of Resolution 2.

3. RESOLUTION 3 – ELECTION OF DIRECTOR – MS SUSAN THOMAS

3.1 General

A summary of the Constitution is set out in Section 1.1.

Ms Susan Thomas, having been appointed by other Directors on 11 December 2017 in accordance with the Constitution, will retire in accordance with the Constitution and being eligible, seeks election from Shareholders.

3.2 Qualifications and other material directorships

Ms Susan Thomas (LLB B.Com. FAICD) has had a distinguished career in law, corporate finance and IT.

Ms Thomas currently serves on a number of boards including:

- Several Westpac subsidiary boards including Advance Asset Management Limited, Asgard Capital Management Limited, BT Portfolio Services Limited and Westpac Financial Services Limited;
- PEXA Limited (**Pexa**);
- Temple and Webster Limited (**TPW**); and
- Fitzroy River Holdings Limited and Royalco Resources Limited.

Ms Thomas is Chair of the Audit and Risk Committee for Pexa and TPW.

Ms Thomas began her career as a corporate lawyer with Freehill, Hollingdale & Page in Sydney. During the 1990s, Ms Thomas established and grew FlexiPlan Australia (now MasterKey Custom), a successful investment administration platform sold later to MLC. Sourcing strategic partners, growing administered funds to \$1.7billion, as well as overseeing over 140 staff, Ms Thomas' achievements saw her acknowledged as an industry leader by the financial planning community.

Ms Thomas is also a Senior Executive Coach at Foresight Global Coaching, working with c-suite executives, and is also a member of the Law Advisory Council of the University of NSW.

3.3 Independence

Ms Thomas has no interests, position, association or relationship that might influence, or reasonably be perceived to influence, in a material respect her capacity to bring an independent judgement to bear on issues before the board and to act in the best interest of the entity and its security holders generally.

If elected the Board considers Ms Thomas will be an independent director.

3.4 Board recommendation

The Board supports the re-election of Ms Thomas and recommends that Shareholders vote in favour of Resolution 3.

4. RESOLUTIONS 4 TO 10 – ISSUE OF SHARES TO RELATED PARTIES

4.1 General

On 11 December 2017, the Company announced the successful completion of an institutional placement of 34,300,000 Shares at an issue price of \$0.35 per Share to raise approximately \$12,000,000 (**Capital Raising**).

Ms Sue Thomas, Ms Claire Poll, Brigadier General Stephen Cheney USMC (Ret), Mr Craig Metz, Former Congresswoman Karen Thurman, Dr Dirk Van Hyning and Mr Gavin Rezos (together, **the Related Parties**) wish to participate in the Capital Raising.

Resolutions 4 to 10 seek Shareholder approval for the issue of a total of 785,718 Shares to the Related Parties (or their nominees) arising from the participation by the Related Parties in the Capital Raising (**Participation**).

4.2 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 Participation will result in the issue of Shares which constitutes giving a financial benefit and the Related Parties are related parties of the Company by virtue of being a Director.

The Directors consider that Shareholder approval pursuant to Chapter 2E of the Corporations Act is not required in respect of the Participation because the Shares will be issued to the Related Parties (or their nominees) on the same terms as Shares issued to non-related party participants in the Capital Raising and as such the giving of the financial benefit is on arm's length terms. In addition, Ms Poll and Ms Thomas were not Directors at the time the terms of the placement were agreed and therefore could not influence the discussion of the Board on this matter.

4.3 ASX Listing Rule 10.11

ASX Listing Rule 10.11 also 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.

As the Placement involves the issue of Shares to a related party of the Company, Shareholder approval pursuant to ASX Listing Rule 10.11 is required unless an exception applies. It is the view of the Directors that the exceptions set out in ASX Listing Rule 10.12 do not apply in the current circumstances.

4.4 Technical Information required by ASX Listing Rule 10.13

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

- (a) the Shares will be issued to Ms Sue Thomas (or her nominee), Ms Claire Poll (or her nominee), Brigadier General Stephen Cheney USMC (Ret) (or his nominee), Mr Craig Metz (or his nominee), Former Congresswoman Karen Thurman (or her nominee), Dr Dirk Van Hyning (or his nominee) and Mr Gavin Rezos (or his nominee);
- (b) the maximum number of Shares to be issued is 785,718, being:
 - (i) 285,715 Shares to Ms Sue Thomas (or her nominee);
 - (ii) 28,572 Shares to Ms Claire Poll (or her nominee);
 - (iii) 28,572 Shares to Brigadier General Stephen Cheney USMC (Ret) (or his nominee);
 - (iv) 28,572 Shares to Mr Craig Metz (or his nominee);
 - (v) 14,286 Shares to Former Congresswoman Karen Thurman (or her nominee);
 - (vi) 14,286 Shares to Dr Dirk Van Hyning (or his nominee); and

- (vii) 385,715 Shares to Mr Gavin Rezos (or his nominee).
- (c) the Shares 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);
- (d) the issue price will be \$0.35 per Share, being the same as all other Shares issued under the Capital Raising;
- (e) the Shares issued will be fully paid ordinary shares in the capital of the Company issued on the same terms and conditions as the Company's existing Shares; and
- (f) the funds raised will be used for the same purposes as all other funds raised under the Capital Raising as set out in Section 5.4 of this Explanatory Statement.

Approval pursuant to ASX Listing Rule 7.1 is not required for the Participation as approval is being obtained under ASX Listing Rule 10.11. Accordingly, the issue of Shares to the Related Parties (or their nominees) will not be included in the use of the Company's 15% annual placement capacity pursuant to ASX Listing Rule 7.1.

5. RESOLUTIONS 11 AND 12 – RATIFICATION OF PRIOR ISSUE – SHARES

5.1 General

On 15 December 2017, the Company issued 33,514,282 Shares at an issue price of \$0.35 per Share to raise approximately \$11,723,000.

29,514,282 Shares were issued pursuant to the Company's capacity under ASX Listing Rule 7.1A which was approved by Shareholders at the annual general meeting held on 15 November 2017 and 4,000,000 Shares were issued pursuant to the Company's capacity under ASX Listing Rule 7.1.

Resolutions 11 and 12 seek Shareholder ratification pursuant to ASX Listing Rule 7.4 for the issue of those Shares (**Ratification**).

5.2 Resolution 11 – ASX Listing Rule 7.1

ASX Listing Rule 7.1 provides that a company must not, subject to specified exceptions, issue or agree to issue more equity securities during any 12-month period than that amount which represents 15% of the number of fully paid ordinary securities on issue at the commencement of that 12 month period.

ASX Listing Rule 7.4 sets out an exception to ASX Listing Rule 7.1. It provides that where a company in general meeting ratifies the previous issue of securities made pursuant to ASX Listing Rule 7.1 (and provided that the previous issue did not breach ASX Listing Rule 7.1) those securities will be deemed to have been made with shareholder approval for the purpose of ASX Listing Rule 7.1.

By ratifying the issue of 29,514,282 Shares, the subject of Resolution 11, the Company will retain the flexibility to issue equity securities in the future up to the 15% annual placement capacity set out in ASX Listing Rule 7.1 without the requirement to obtain prior Shareholder approval.

5.3 Resolution 12 – ASX Listing Rule 7.1A

ASX Listing Rule 7.1A provides that in addition to issues permitted without prior shareholder approval under ASX Listing Rule 7.1, an entity that is eligible and obtains shareholder approval under ASX Listing Rule 7.1A may issue or agree to issue during the period for which the approval is valid a number of quoted equity securities which represents 10% of the number of fully paid ordinary securities on issue at the commencement of that 12 month period as adjusted in accordance with the formula in ASX Listing Rule 7.1.

Where an eligible entity obtains shareholder approval to increase its placement capacity under ASX Listing Rule 7.1A then any ordinary securities issued under that additional placement capacity:

- (a) will not be counted in variable "A" in the formula in ASX Listing Rule 7.1A; and
- (b) are counted in variable "E",

until their issue has been ratified under ASX Listing Rule 7.4 (and provided that the previous issue did not breach ASX Listing Rule 7.1A) or 12 months has passed since their issue.

By ratifying the issue of 4,000,000 Shares, the subject of Resolution 12, the base figure (ie variable "A") in which the Company's 15% and 10% annual placement capacities are calculated will be a higher number which in turn will allow a proportionately higher number of securities to be issued without prior Shareholder approval.

5.4 Resolutions 11 and 12 - Technical information required by ASX Listing Rule 7.4

Pursuant to and in accordance with ASX Listing Rule 7.5, the following information is provided in relation to Resolutions 11 and 12:

- (a) 33,514,282 Shares were issued on the following basis:
 - (i) 4,000,000 Shares issued pursuant to ASX Listing Rule 7.1; and
 - (ii) 29,514,282 Shares issued pursuant to ASX Listing Rule 7.1A;
- (b) the issue price was \$0.35 per Share under both the issue of Shares pursuant to ASX Listing Rule 7.1 and ASX Listing Rule 7.1A;
- (c) the Shares issued were all fully paid ordinary shares in the capital of the Company issued on the same terms and conditions as the Company's existing Shares;
- (d) the Shares were issued to a number of institutional investor clients of Petra Capital. None of these subscribers are related parties of the Company; and
- (e) the funds raised from this issue were used to:
 - (i) provide demonstrable inventory investment capacity ahead of anticipated customer production ramp-up and new product trial requirements;
 - (ii) expand the product development team to support new and existing identified market opportunities; and

- (iii) invest in analysis equipment, product testing and intellectual property testing.

6. RESOLUTIONS 13 AND 14 – RATIFICATION OF PRIOR ISSUE OF CONVERTIBLE NOTE

6.1 Background

On 28 September 2017, the Company entered into a securities purchase agreement with US incorporated GPB Debt Holdings II, LLC (**GPB**), pursuant to which the Company issued the following securities to GPB:

- (a) a convertible note in the capital of the Company with a face value of US\$10,000,000, on the terms and conditions contained in Schedule 1 (**Convertible Note**), convertible into a maximum of 35,922,041 Shares; and
- (b) a purchase warrant for the right to purchase 4,255,319 Shares at US\$0.47 per Share (subject to adjustment), on the terms and conditions contained in Schedule 2 (**Warrant**),

(together, the **GPB Securities**).

Both the Convertible Note and the Warrant are convertible into a number of Shares (subject to specified conversion events set out in Schedule 1) which was less than the capacity available to the Company under Listing Rule 7.1 at the time the Convertible Note and Warrant were entered into.

6.2 General

Resolution 13 seeks Shareholder ratification pursuant to ASX Listing Rule 7.4 for the issue of the Convertible Note.

A summary of ASX Listing Rules 7.1 and 7.4 is set out in Section 5.2.

By ratifying this issue, the Company will retain the flexibility to issue equity securities in the future up to the number of Shares into which the Convertible Note is converted without the requirement to obtain prior Shareholder approval.

6.3 Dilution

In the event that the Company issues securities at a price lower than \$0.47 during the currency of the Convertible Note, the conversion price of the amount outstanding under the Convertible Note will be adjusted to that lower price.

Accordingly, set out below are worked examples of the maximum number of Shares that may be issued under Resolution 13 based on an assumed issue price of \$0.47, \$0.40, \$0.35 and \$0.28 (to illustrate potential dilution in the event that the Company issues securities at these lower prices, thereby reducing the relevant conversion price).

Resolution 13 – Convertible Note

	Assumed issue price	Maximum number of Shares which the Company could issue (rounded up to the nearest whole number) pursuant to Resolution 13	Current Shares on issue as at the date of this Notice	Shares on issue assuming the Company issued the maximum amount pursuant to Resolution 13	Dilution effect on existing Shareholders
1.	\$0.47	21,276,596	306,437,998	327,714,594	6.49%
2.	\$0.40	25,000,000	306,437,998	331,437,998	7.54%
3.	\$0.35	28,571,429	306,437,998	335,009,427	8.53%
4.	\$0.28	35,922,041	306,437,998	342,360,039	10.4%

Assuming the exercise of all of the rights under the Warrant, the Company will issue a further 4,255,319 Shares, which will dilute Shareholders by a further:

- (a) 1.20% in scenario 1 in the above table;
- (b) 1.17% in scenario 2 in the above table;
- (c) 1.15% in scenario 3 in the above table; and
- (d) 1.10% in scenario 4 in the above table.

Assuming no Options are exercised or other Shares issued, the maximum number of Shares as set out in the worked example above are issued and 4,255,319 Shares are issued pursuant to the Warrant, the number of Shares on issue would increase from 306,437,998 (being the number of Shares on issue as at the date of this Notice) to 346,615,358 and the shareholding of existing Shareholders would be diluted by 11.5%.

The Company notes that the above workings are an example only and the actual issue price may differ. This will result in the maximum number of Shares to be issued and the dilution percentage to also differ.

6.4 Resolution 13 - Technical Information Required by ASX Listing Rule 7.4

Pursuant to and in accordance with ASX Listing Rule 7.5, the following information is provided in respect of Resolution 13:

- (a) one Convertible Note was issued;
- (b) the face value of the Convertible Note was US\$10,000,000, issued at a four percent issue discount, such that the Company received US\$9,600,000 for the Convertible Note;
- (c) the Convertible Note is convertible into either Shares, or American Depositary Receipts (**ADRs**) (where each ADR represents forty (40) Shares), and the maximum total number of Shares (or equivalent ADRs) issuable on conversion is 35,922,041;
- (d) the conversion price for the Convertible Notes where converted into Shares is the lower of:
 - (i) US\$0.47;

- (ii) the lowest issue price of any Shares (or equivalent) issued by the Company during the term of the Convertible Note; and
- (iii) the lowest exercise price of any Options or rights to acquire Shares (or equivalent) issued by the Company during the term of the Convertible Note

(Conversion Price);

- (e) the conversion price for the Convertible Notes where converted into ADRs is forty times the Conversion Price (subject to change in line with a change to the ratio of Shares which an ADR represents);
- (f) the Convertible Note was issued to GPB. GPB is not a related party of the Company;
- (g) the terms and conditions of the Convertible Note are set out in Schedule 1;
- (h) any Shares issued on conversion of the Convertible Notes will be fully paid ordinary shares on the same terms and conditions as the Company's existing Shares on issue; and
- (i) the funds received by the Company under the Convertible Note are capable of being drawn down as needed. Firstly, those funds were used to repay the Company's existing US\$5 million debt facility, which was on terms considered to be less favourable than the new Convertible Note, with the remaining funds available to be used for working capital purposes pending the receipt of new orders for the Company's products.

GLOSSARY

\$ means Australian dollars.

ADR means American Depositary Receipt, where each ADR represents 40 Shares.

ADS means American Depositary Share.

ASIC means the Australian Securities & Investments Commission.

ASX means ASX Limited (ACN 008 624 691) or the financial market operated by ASX Limited, as the context requires.

ASX Listing Rules means the Listing Rules of ASX.

Board means the current board of directors of the Company.

Business Day means any day except any Saturday, any Sunday, any day which is a federal legal holiday in the United States, or any day on which banking institutions in the State of New York are authorised or required by law or governmental action to close.

Chair means the chair of the Meeting.

Company means Alexium International Group Limited (ACN 064 820 408).

Constitution means the Company's constitution.

Convertible Note means the convertible note detailed in Section 6.1 of the Explanatory Statement, which is on the terms and conditions contained in Schedule 1.

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

Directors means the current directors of the Company.

Explanatory Statement means the explanatory statement accompanying the Notice.

General Meeting or **Meeting** means the meeting convened by the Notice.

GPB means GPB Debt Holdings II, LLC.

GPB Securities means the Warrant and the Convertible Note.

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

Option means an option to acquire a Share.

Proxy Form means the proxy form accompanying the Notice.

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

Section means a section of the Explanatory Statement.

Securities Purchase Agreement means the agreement between the Company and GPB dated 28 September 2017.

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

Shareholder means a registered holder of a Share.

Warrant means the warrant detailed in Section 6.1 of the Explanatory Statement, on the terms and conditions contained in Schedule 2.

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

SCHEDULE 1 – KEY TERMS AND CONDITIONS OF CONVERTIBLE NOTE

1. Face Value (US\$)	US\$10,000,000
2. Interest Rate (%)	<p>13.5% per annum, accruing daily, payable monthly in cash (on the first day of each calendar month and on each date that any principal is repaid) until the Note is repaid in full (or converted).</p> <p>A default rate of the lesser of 18.5% per annum and the maximum amount permitted under applicable law, will apply at all times after an event of default has occurred, until such event of default has been cured.</p>
3. Guarantee and Security	Each of Alexium, Inc (Delaware), Alexium, Ltd (Cyprus) and any other subsidiary of the Company guarantees the payment and performance of all obligations of the Company. The Company has granted the holder a first lien over all assets of the Company, except as specified in the Securities Purchase Agreement.
4. Repayment Date (if not converted)	28 September 2020 (Repayment Date).
5. Conversion Price	<p>Subject to section 12 below, the Conversion Price is the lower of:</p> <ul style="list-style-type: none"> (a) US\$0.47; (b) the lowest issue price of any Shares (or equivalent) issued by the Company during the term of the Convertible Note; and (c) the lowest exercise price of any options or rights to purchase Shares (or equivalent) issued by the Company during the term of the Convertible Note, <p>(Conversion Price).</p> <p>Items (b) and (c) above exclude certain issues such as issues to Directors, employees, officers, or any subsidiary of the Company in accordance with certain stock or option plans, and securities issued pursuant to certain strategic acquisitions.</p> <p>Where the Company subdivides by split, dividend, recapitalisation or otherwise, or combines by combination, reverse split or otherwise, its outstanding shares of ADSs into a different number of shares of ADSs, without a proportionate adjustment to the number of Shares represented by the ADSs, the Conversion Price and number of ADSs will be proportionately adjusted.</p>
6. Conversion period	Provided that a Conversion Condition (defined below) has occurred, the holder may, at any time prior to the Repayment Date convert that portion of the then outstanding principal amount of the Convertible Note into Shares or ADRs, up to a maximum of 35,922,041 Shares (or corresponding ADRs).

7. Conversion Condition	<p>A conversion condition means the occurrence and/or announcement of a change of control transaction, which includes:</p> <ul style="list-style-type: none"> (a) an acquisition of effective control of in excess of 50% of the voting securities of the Company; (b) the Company and/or a subsidiary merging with another individual or entity, following which the shareholders of the Company prior to the transaction hold less than 50% of the issued capital of the Company or successor entity of such transaction; (c) the Company and/or a subsidiary sells or transfers all or substantially all of its assets to another, and the shareholders of the Company immediately prior to the transaction own less than 50% of the acquiring entity immediately after the transaction; (d) a replacement within a three-year period of more than half of the Board which is not approved by a majority of the board of the Company who were current at the time of issue of the Convertible Note (or approved by board members who were approved by a majority of such board); or (e) the execution of any agreement by the Company providing for the above events to occur, <p>(Conversion Condition).</p>								
8. Early Redemption	<p>The Company may prepay the Convertible Note in whole or in part at any time prior to the Repayment Date, provided that an event of default has not occurred, by giving 20 days written notice to the holder (Early Redemption Notice).</p> <p>Where within the 20 days after receipt of the Early Redemption Notice, a Conversion Condition occurs, the holder shall have the right to convert the Convertible Note in whole or in part at the then Conversion Price.</p>								
9. Success Fee	<p>On each date that the Company makes a payment to the holder of principal, the Company shall also pay the holder a success fee as follows:</p> <table border="1" data-bbox="627 1641 1310 2085"> <thead> <tr> <th>Period during which payment occurs</th><th>Success fee payable</th></tr> </thead> <tbody> <tr> <td>Between original issue date and 28 September 2018</td><td>1.5% of the principal amount paid on a payment date</td></tr> <tr> <td>Between 29 September 2018 and 28 September 2019</td><td>3.0% of the principal amount paid on a payment date</td></tr> <tr> <td>On or after 29 September 2019</td><td>4.5% of the principal amount paid on a payment date</td></tr> </tbody> </table>	Period during which payment occurs	Success fee payable	Between original issue date and 28 September 2018	1.5% of the principal amount paid on a payment date	Between 29 September 2018 and 28 September 2019	3.0% of the principal amount paid on a payment date	On or after 29 September 2019	4.5% of the principal amount paid on a payment date
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10. Bonus issues	<p>If there is a pro rata bonus issue or pro rata dividend to be paid only in Shares, to the holders of Shares, the number of Shares issuable on conversion of the Convertible Note will be increased by the number of Shares which the holder would have received if the Convertible Note had been converted prior to the record date for the bonus issue or share dividend.</p>
11. Participation Rights	<p>The Convertible Note does not entitle the holder to any voting rights, dividends, or other rights as a Shareholder prior to conversion.</p>
12. Reconstruction	<p>(a) In a consolidation or sub-division, the number of Shares issuable on conversion of the Convertible Note will be consolidated or sub-divided, and the number of shares represented by an ADR (currently 40) (Ordinary Share Factor) will be adjusted in the same ratio as the consolidation or sub-division, and the Conversion Price will be amended in inverse proportion to that ratio.</p> <p>(b) In a return of capital, the number of Conversion Shares/ADRs will remain the same, and the corresponding Conversion Price will be reduced by the amount of the cash or value of Shares, securities or other property returned in relation to each Share, multiplied by the Ordinary Share Factor.</p> <p>(c) In a reduction of capital by cancellation of paid up capital that is lost or not represented by available assets where no securities are cancelled, the number of Conversion Shares, the corresponding Conversion Price and the Ordinary Share Factor will remain unchanged.</p> <p>(d) If after the date of issue of the Convertible Note, the Ordinary Share Factor is increased or decreased, then the number of ADSs to be provided on conversion will be changed in inverse proportion to the increase or decrease in the ADS ratio Shares per ADS and the Conversion Price will be changed in proportion to the change in Shares per ADS, so that the total number of conversion Shares/ADRs underlying the Convertible Note, and the Conversion Price remain unchanged.</p>



Alexium International Group Limited | ACN 064 820 408

GM Registration Card

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

Holder Number:

Vote by Proxy: AJX

Your proxy voting instruction must be received by **3.00pm (AEST) on Sunday, 6 May 2018**, 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 VOTE ONLINE

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

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

- ✓ **Save Money:** help minimise unnecessary print and mail costs for the Company.
- ✓ **It's Quick and Secure:** provides you with greater privacy, eliminates any postal delays and the risk of potentially getting lost in transit.
- ✓ **Receive Vote Confirmation:** instant confirmation that your vote has been processed. It also allows you to amend your vote if required.



SUBMIT YOUR PROXY VOTE BY PAPER

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

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

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.

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.

POWER OF ATTORNEY

If a representative as power of attorney of a Shareholder of the Company is to attend the Meeting, 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.

CONTACT	Return your completed form:  BY MAIL Automic Registry Services PO Box 2226 Strawberry Hills NSW 2012  IN PERSON Automic Registry Services Level 3, 50 Holt Street, Surry Hills NSW 2010	Contact us – All enquiries to Automic:  WEBCHAT https://automic.com.au/  EMAIL hello@automic.com.au  PHONE 1300 288 664 (Within Australia) +61 2 9698 5414 (Overseas)
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STEP 1: Please appoint a Proxy	Complete and return this form as instructed only if you do not vote online I/We being a Shareholder entitled to attend and vote at the General Meeting of Alexium International Group Limited, to be held at 3.00pm (AEST) on Tuesday 8 May 2018 at Grant Thornton, Level 17, 383 Kent Street, Sydney NSW 2000 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.
	<div style="border: 1px solid black; height: 30px; width: 100%;"></div> 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 2: Your Voting Direction	<table border="1"> <thead> <tr> <th>Resolutions</th> <th>For</th> <th>Against</th> <th>Abstain</th> </tr> </thead> <tbody> <tr> <td>1 Election of Director – Dr Dirk Van Hyning</td> <td><input type="checkbox"/></td> <td><input type="checkbox"/></td> <td><input type="checkbox"/></td> </tr> <tr> <td>2 Election of Director – Ms Claire Poll</td> <td><input type="checkbox"/></td> <td><input type="checkbox"/></td> <td><input type="checkbox"/></td> </tr> <tr> <td>3 Election of Director – Ms Susan Thomas</td> <td><input type="checkbox"/></td> <td><input type="checkbox"/></td> <td><input type="checkbox"/></td> </tr> <tr> <td>4 Issue of Shares to Related Party – Ms Susan Thomas</td> <td><input type="checkbox"/></td> <td><input type="checkbox"/></td> <td><input type="checkbox"/></td> </tr> <tr> <td>5 Issue of Shares to Related Party – Ms Claire Poll</td> <td><input type="checkbox"/></td> <td><input type="checkbox"/></td> <td><input type="checkbox"/></td> </tr> <tr> <td>6 Issue of Shares to Related Party – Brigadier General Stephen Cheney Usmc (Ret)</td> <td><input type="checkbox"/></td> <td><input type="checkbox"/></td> <td><input type="checkbox"/></td> </tr> <tr> <td>7 Issue of Shares to Related Party – Mr Craig Metz</td> <td><input type="checkbox"/></td> <td><input type="checkbox"/></td> <td><input type="checkbox"/></td> </tr> </tbody> </table>	Resolutions	For	Against	Abstain	1 Election of Director – Dr Dirk Van Hyning	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	2 Election of Director – Ms Claire Poll	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	3 Election of Director – Ms Susan Thomas	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	4 Issue of Shares to Related Party – Ms Susan Thomas	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	5 Issue of Shares to Related Party – Ms Claire Poll	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	6 Issue of Shares to Related Party – Brigadier General Stephen Cheney Usmc (Ret)	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	7 Issue of Shares to Related Party – Mr Craig Metz	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<table border="1"> <thead> <tr> <th>Resolutions</th> <th>For</th> <th>Against</th> <th>Abstain</th> </tr> </thead> <tbody> <tr> <td>8 Issue of Shares to Related Party – Former Congresswoman Karen Thurman</td> <td><input type="checkbox"/></td> <td><input type="checkbox"/></td> <td><input type="checkbox"/></td> </tr> <tr> <td>9 Issue of Shares to Related Party – Dr Dirk Van Hyning</td> <td><input type="checkbox"/></td> <td><input type="checkbox"/></td> <td><input type="checkbox"/></td> </tr> <tr> <td>10 Issue of Shares to Related Party – Mr Gavin Rezos</td> <td><input type="checkbox"/></td> <td><input type="checkbox"/></td> <td><input type="checkbox"/></td> </tr> <tr> <td>11 Ratification of Prior Issue – Shares</td> <td><input type="checkbox"/></td> <td><input type="checkbox"/></td> <td><input type="checkbox"/></td> </tr> <tr> <td>12 Ratification of Prior Issue – Shares</td> <td><input type="checkbox"/></td> <td><input type="checkbox"/></td> <td><input type="checkbox"/></td> </tr> <tr> <td>13 Ratification of Prior Issue of Convertible Note</td> <td><input type="checkbox"/></td> <td><input type="checkbox"/></td> <td><input type="checkbox"/></td> </tr> </tbody> </table>	Resolutions	For	Against	Abstain	8 Issue of Shares to Related Party – Former Congresswoman Karen Thurman	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	9 Issue of Shares to Related Party – Dr Dirk Van Hyning	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	10 Issue of Shares to Related Party – Mr Gavin Rezos	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	11 Ratification of Prior Issue – Shares	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	12 Ratification of Prior Issue – Shares	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	13 Ratification of Prior Issue of Convertible Note	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
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<p><i>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.</i></p>																																																														

STEP 3: Sign	SIGNATURE OF SHAREHOLDERS – THIS MUST BE COMPLETED <table border="1" style="width: 100%;"> <tr> <td style="width: 33%; text-align: center;">Individual or Securityholder 1</td> <td style="width: 33%; text-align: center;">Securityholder 2</td> <td style="width: 33%; text-align: center;">Securityholder 3</td> </tr> <tr> <td style="height: 40px;"></td> <td style="height: 40px;"></td> <td style="height: 40px;"></td> </tr> <tr> <td style="text-align: center;">Sole Director and Sole Company Secretary</td> <td style="text-align: center;">Director</td> <td style="text-align: center;">Director / Company Secretary</td> </tr> </table>	Individual or Securityholder 1	Securityholder 2	Securityholder 3				Sole Director and Sole Company Secretary	Director	Director / Company Secretary
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Contact Name..... Contact Daytime Telephone..... Date ____ / ____ / ____ Email Address _____ By providing your email address, you elect to receive all of your communications despatched by the Company electronically (where legally permissible).										