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**ULTRACHARGE LIMITED**

**ACN 140 316 463**

**NOTICE OF EXTRAORDINARY GENERAL MEETING**

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**TIME:** 3:00pm (AEST)

**DATE:** Wednesday, 14 August 2019

**PLACE:** Seasons Botanic Gardens Melbourne, 348 St Kilda Road Melbourne  
Victoria

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

***Should you wish to discuss the matters in this Notice of Meeting please do not hesitate to contact the Company Secretary on +61 (0)3 9191 0135.***

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## IMPORTANT INFORMATION

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### TIME AND PLACE OF MEETING

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Notice is hereby given that the Extraordinary General Meeting of the Shareholders of UltraCharge Limited ACN 140 316 463 (**Company**) will be held at Seasons Botanic Gardens Melbourne, 348 St Kilda Road Melbourne Victoria on Wednesday, 14 August 2019, at 3:00pm (AEST).

The Explanatory Statement that accompanies and forms part of this Notice of Extraordinary General Meeting sets out the background information on the various matters to be considered. This Notice of Extraordinary General Meeting and Explanatory Statement should be read in their entirety.

### YOUR VOTE IS IMPORTANT

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

### VOTING ELIGIBILITY

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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 of the Company as at 7:00 pm (AEST) on Monday 12 August 2019.

### VOTING IN PERSON

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

### VOTING BY PROXY

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To vote by proxy, please complete and sign the enclosed/attached 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 Shareholder appoints 2 proxies and the appointment does not specify the proportion or number of the Shareholder's votes, then in accordance with section 249X(3) of the Corporations Act, each proxy may exercise one-half of the votes.

A proxy may be an individual or a body corporate. If a body corporate is appointed, the proxy form must indicate the full name of the body corporate and the full name and title of the individual representative of the body corporate for the Meeting.

A proxy form accompanies this notice. If a shareholder wishes to appoint more than 1 proxy, they may make a copy of the proxy form attached to this notice. For the proxy form to be valid it must be received together with the power of attorney or other authority (if any) under which the form is signed, or a (notarially) certified copy of that power or authority.

Sections 250BB and 250BC of the Corporations Act apply to voting by proxy. Broadly, these provisions provide 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.

Further details are set out below.

### ***Proxy vote if appointment specifies way to vote***

Section 250BB(1) of the Corporations Act provides that an appointment of a proxy may specify the way the proxy is to vote on a particular resolution and, **if it does:**

- the proxy need not vote on a show of hands, but if the proxy does so, the proxy must vote that way (i.e. as directed); and
- if the proxy has 2 or more appointments that specify different ways to vote on the resolution, the proxy must not vote on a show of hands; and
- if the proxy is the Chair of the meeting at which the resolution is voted on, the proxy must vote on a poll, and must vote that way (i.e. as directed); and
- if the proxy is not the Chair – the proxy need not vote on the poll, but if the proxy does so, the proxy must vote that way (i.e. as directed).

### ***Transfer of non-Chair proxy to Chair in certain circumstances***

Section 250BC of the Corporations Act provides that, if:

- an appointment of a proxy specifies the way the proxy is to vote on a particular resolution at a meeting of the Company's shareholders; and
- the appointed proxy is not the Chair of the meeting; and
- at the meeting, a poll is duly demanded on the resolution; and
- either of the following applies:
  - the proxy is not recorded as attending the meeting;
  - the proxy does not vote on the resolution,

the Chair of the meeting is taken, before voting on the resolution closes, to have been appointed as the proxy for the purposes of voting on the resolution at the Meeting.

### **Proxy Voting by the Chair**

The *Corporations Act 2001* (Cth) (as amended) imposes prohibitions on Key Management Personnel and their Closely Related Parties from voting their shares (and/or voting undirected proxies) on, amongst other things, remuneration matters.

However, the Chair of a meeting may vote an undirected proxy (i.e. a proxy that does not specify how it is to be voted), provided the shareholder who has lodged the proxy has given an express voting direction to the Chair to exercise the undirected proxy, even if the Resolution is connected with the remuneration of a member of Key Management Personnel.

If you complete a proxy form that authorises the Chair of the Meeting to vote on your behalf as proxy, and you do not mark any of the boxes so as to give him directions about how your vote should be cast, then you will be taken to have expressly authorised the Chair to exercise your proxy on Resolutions 1 to 5. In accordance with this express authority provided by you, the Chair will vote in favour of Resolutions 1 to 5. If you wish to appoint the Chair of the Meeting as your proxy, and you wish to direct him how to vote, please tick the appropriate boxes on the form.

The Chair intends to vote all available undirected proxies in favour of each item of business.

### **CORPORATE REPRESENTATIVES**

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Any corporation which is a shareholder of the Company may appoint a proxy, as set out above, or authorise (by certificate under common seal or other form of execution authorised by the laws of that corporation's place of incorporation, or in any other manner satisfactory to the Chair) a natural person to act as its representative at any general meeting.

Corporate representatives are requested to bring appropriate evidence of appointment as a representative in accordance with the Constitution. Attorneys are requested to bring an original or certified copy of the power of attorney pursuant to which they were appointed. Proof of identity is also required for corporate representatives and attorneys.

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## BUSINESS OF THE MEETING

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### AGENDA

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#### 1. RESOLUTION 1: RATIFICATION OF PRIOR ISSUE – PLACEMENT SHARES PURSUANT TO ASX LISTING RULE 7.1

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

*“That, for the purpose of ASX Listing Rule 7.4 and for all other purposes, Shareholders ratify the allotment and issue of 133,333,333 Shares, each at an issue price of \$0.003 per Share, to the Placement Participants on the terms and conditions set out in the Explanatory Statement.”*

**Voting Exclusion:** The Company will disregard any votes cast in favour of this Resolution by or on behalf of a person who participated in the issue or an associate of that person. 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 a 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.

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#### 2. RESOLUTION 2: APPROVAL TO ISSUE TRANCHE 2 PLACEMENT 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 7.1 and for all other purposes, approval is given for the Company to allot and issue up to 50,000,000 ordinary fully paid Tranche 2 Placement Shares to the Placement Participants on the terms and conditions set out in the Explanatory Statement.”*

**Voting Exclusion:** The Company will disregard any votes cast in favour of this Resolution by or on behalf of a person who is expected to participate in the issue or an associate of that person. 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 a 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.

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#### 3. RESOLUTION 3: APPROVAL TO ISSUE PLACEMENT OPTIONS

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 7.1 and for all other purposes, approval is given for the Company to allot and issue up to 36,666,666 Unlisted Placement Options to the Placement Participants on the terms and conditions set out in the Explanatory Statement.”*

**Voting Exclusion:** The Company will disregard any votes cast in favour of this Resolution by or on behalf of a person who is expected to participate in the issue, or anyone who will obtain a material benefit or an associate of that person. 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 a 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.

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#### 4. RESOLUTION 4: APPROVAL TO ISSUE OPTIONS

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 7.1 and for all other purposes, approval is given for the Company to allot and issue 15,000,000 Options to Mr Ori Ackerman or his nominee on the terms and conditions set out in the Explanatory Statement."*

**Voting Exclusion:** The Company will disregard any votes cast in favour of this Resolution by Ori Ackerman (or his nominee), or anyone who will obtain a material benefit or an associate of that entity. 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 a 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.

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#### 5. RESOLUTION 5: APPROVAL FOR ISSUE OF SHARES AND OPTIONS TO KOBI BEN-SHABAT

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

*"That, for the purpose of ASX Listing Rule 10.11 and for all other purposes, the Shareholders approve the issue of 16,666,666 Shares and 3,333,333 Unlisted Options to Mr Kobi Ben-Shabat or his nominee, on the terms and conditions, and in the circumstances described in the Explanatory Statement."*

**Voting Exclusion:** The Company will disregard any votes cast in favour of this Resolution by Mr Kobi Ben-Shabat (or his nominee) and any associate of Mr Kobi Ben-Shabat (or his nominee). 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 a 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.

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**DATED: 10 JULY 2019**  
**BY ORDER OF THE BOARD**  
**JUSTYN STEDWELL**  
**COMPANY SECRETARY**

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## EXPLANATORY STATEMENT

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

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### 1. RESOLUTION 1: RATIFICATION OF PRIOR ISSUE – PLACEMENT SHARES PURSUANT TO ASX LISTING RULE 7.1

#### 1.1 GENERAL

As announced by the Company on 2 May 2019, the Company received commitments for a two tranche placement to sophisticated and professional investors to raise a total of \$550,000 (before costs) through the issue of 183,333,333 Shares at an issue price of \$0.003 per Share with 1 free attaching unlisted option in the Company (**Option**) for every 5 Shares applied for (**Placement**).

On 10 May 2019, the Company issued 133,333,333 Shares, each at an issue price of \$0.003 per Share out of the Company's annual placement capacity under ASX Listing Rule 7.1 (**Tranche 1 Placement Shares**). The Company is seeking shareholder approval for the issue of the remaining 50,000,000 Shares (**Tranche 2 Placement Shares**) and 36,666,666 free attaching unlisted options, which will be issued following such approval.

Net proceeds of the funds raised will be used for working capital purposes and to fund the delivery of batteries under the Blitz and Roadix sales contracts.

This Resolution seeks Shareholder ratification pursuant to ASX Listing Rule 7.4 for the issue of the 133,333,333 Tranche 1 Placement Shares.

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 provides 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 the 7.1 Placement Shares, 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.

#### 1.2 Technical information required by ASX Listing Rule 7.5

Pursuant to and in accordance with ASX Listing Rule 7.5, the following information is provided in relation to Ratification 1:

- (i) 133,333,333 Shares were allotted;
- (ii) the issue price was \$0.003 per Share;

- (iii) 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;
- (iv) the Tranche 1 Placement Shares were issued to Ori Ackerman, Israel Yakov, Guy Peleg, Mr Yehuda Cohen and Yuval Ganot; and
- (v) the relevant funds raised will be used for working capital purposes and to fund the delivery of batteries under the Blitz and Roadix sales contracts.

### 1.3 Recommendation

The Directors recommend Shareholders vote in favour of this Resolution.

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## 2. RESOLUTION 2: APPROVAL TO ISSUE TRANCHE 2 PLACEMENT SHARES

### 2.1 Background

As announced by the Company on 2 May 2019, the Company received commitments for a two tranche placement to sophisticated and professional investors to raise a total of \$550,000 (before costs) through the issue of 183,333,333 Shares at an issue price of \$0.003 per Share with 1 free attaching unlisted option in the Company (**Option**) for every 5 Shares applied for (**Placement**).

On 10 May 2019, the Company issued 133,333,333 Shares, each at an issue price of \$0.003 per Share out of the Company's annual placement capacity under ASX Listing Rule 7.1 (**Tranche 1 Placement Shares**). The Company is seeking shareholder approval for the issue of the remaining 50,000,000 Shares (**Tranche 2 Placement Shares**) and 36,666,666 free attaching unlisted options, which will be issued following such approval.

The Company is seeking approval from its Shareholders for the purposes of ASX Listing Rule 7.1 and all other purposes to issue 50,000,000 Ordinary shares under Tranche 2 of the Placement.

### 2.2 Why approval is being sought under ASX Listing Rule 7.1

ASX Listing Rule 7.1 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 ordinary securities then on issue.

The effect of this Resolution will be to allow the Company to issue up to 50,000,000 Shares without using the Company's 15% placement capacity.

### 2.3 Information required to be provided to Shareholders under ASX Listing Rule 7.3

In accordance with ASX Listing Rule 7.3, which contains requirements as to the contents of a notice sent to Shareholders for the purposes of ASX Listing Rule 7.1, the following information is provided to Shareholders:

ASX Listing Rule requirement	Explanation



<b>Maximum number of securities to be issued</b>	50,000,000 Tranche 2 Placement Shares.
<b>Date for issue and allotment of securities</b>	The Company will issue and allot the Tranche 2 Placement Shares no later than 3 months after the date of the Meeting.
<b>Issue price per security</b>	The Tranche 2 Placement Shares will be issued for \$0.003 per Share.
<b>Identification of recipients of securities</b>	The Tranche 2 Placement Shares will be issued to Ori Ackerman, Israel Yakov, Guy Peleg, Mr Yehuda Cohen and Yuval Gano.
<b>Terms of the securities</b>	The Shares to be issued are fully paid ordinary shares in the capital of the Company issued on the same terms and conditions as the Company's existing Shares.
<b>Use of funds raised</b>	The relevant funds raised will be used for working capital purposes and to fund the delivery of batteries under the Blitz and Roadix sales contracts.

## 2.4 Recommendation

The Directors recommend Shareholders vote in favour of this Resolution.

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## 3. RESOLUTION 3: APPROVAL TO ISSUE PLACEMENT OPTIONS

### 3.1 Background

As announced by the Company on 2 May 2019, the Company received commitments for a two tranche placement to sophisticated and professional investors to raise a total of \$550,000 (before costs) through the issue of 183,333,333 Shares at an issue price of \$0.003 per Share with 1 free attaching unlisted option in the Company (**Option**) for every 5 Shares applied for (**Placement**).

On 10 May 2019, the Company issued 133,333,333 Shares, each at an issue price of \$0.003 per Share out of the Company's annual placement capacity under ASX Listing Rule 7.1 (**Tranche 1 Placement Shares**). The Company is seeking shareholder approval for the issue of the remaining 50,000,000 Shares (**Tranche 2 Placement Shares**) and 36,666,666 free attaching unlisted options, which will be issued following such approval.

The Company is seeking approval from its Shareholders for the purposes of ASX Listing Rule 7.1 and all other purposes to issue 36,666,666 Unlisted Placement Options under the Placement.

### 3.2 Why approval is being sought under ASX Listing Rule 7.1

ASX Listing Rule 7.1 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 ordinary securities then on issue.

The effect of this Resolution will be to allow the Company to issue 36,666,666 Unlisted Placement Options without using the Company's 15% placement capacity.

### 3.3 Information required to be provided to Shareholders under ASX Listing Rule 7.3

In accordance with ASX Listing Rule 7.3, which contains requirements as to the contents of a notice sent to Shareholders for the purposes of ASX Listing Rule 7.1, the following information is provided to Shareholders:

ASX Listing Rule requirement	Explanation
Maximum number of securities to be issued	36,666,666 Unlisted Placement Options.
Date for issue and allotment of securities	The Company will issue and allot the Unlisted Placement Options no later than 3 months after the date of the Meeting.
Issue price per security	The Unlisted Placement Options will be issued for nil consideration.
Identification of recipients of securities	The Unlisted Placement Options will be issued to Ori Ackerman, Israel Yakov, Guy Peleg, Mr Yehuda Cohen and Yuval Gano.
Terms of the securities	Each Option will entitle the holder to subscribe for one Share in the Company and will expire 3 years from the date of issue. The Options will be exercisable at an exercise price of \$0.008 at any time on or before the expiry date and will otherwise be issued on the terms and conditions set out in 'Annexure A' of this Notice.
Use of funds raised	No funds will be raised from the issue of the Options.

### 3.4 Recommendation

The Directors recommend Shareholders vote in favour of this Resolution.

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## 4. RESOLUTION 4: APPROVAL TO ISSUE OPTIONS

### 13.1 Background

The Company is seeking approval from its Shareholders for the purposes of ASX Listing Rule 7.1 and all other purposes to issue 15,000,000 Options to Mr. Ori Ackerman in consideration for advisory and capital raising services provided to the Company. Mr. Ackerman assisted the Company in the recent placement raising \$550,000 (before costs). The issue of the 15,000,000 Options to Mr. Ackerman forms part of the corporate services fees payable to Mr. Ackerman.

Each Option will expire 3 years from the date of issue and have an exercise price of \$0.008.

### 13.2 Why approval is being sought under ASX Listing Rule 7.1

ASX Listing Rule 7.1 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 ordinary securities then on issue.

The effect of this Resolution will be to allow the Company to issue up to 15,000,000 Options (and Shares upon exercise of such Options) without using the Company's 15% placement capacity.

### 13.3 Information required to be provided to Shareholders under ASX Listing Rule 7.3

In accordance with ASX Listing Rule 7.3, which contains requirements as to the contents of a notice sent to Shareholders for the purposes of ASX Listing Rule 7.1, the following information is provided to Shareholders:

ASX Listing Rule requirement	Explanation
Maximum number of securities to be issued	15,000,000 Unlisted Options.
Date for issue and allotment of securities	The Company will issue and allot Options no later than 3 months after the date of the Meeting.
Issue price per security	The Options will be issued for nil consideration.
Identification of recipients of securities	Ori Ackerman (or his nominees).
Terms of the securities	Each Option will entitle the holder to subscribe for one Share in the Company and will expire 3 years from the date of issue. The Options will be exercisable at an exercise price of \$0.008 at any time on or before the expiry date and will otherwise be issued on the terms and conditions set out in 'Annexure A' of this Notice.
Use of funds raised	No funds will be raised from the issue of the Options.

### 13.4 Recommendation

The Directors recommend Shareholders vote in favour of this Resolution.

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## 5. RESOLUTION 5: APPROVAL FOR ISSUE OF SHARES AND OPTIONS TO KOBI BEN-SHABAT

### 5.1 Background

As announced by the Company on 2 May 2019, the Company received commitments for a two tranche placement to sophisticated and professional investors to raise a total of \$550,000 (before costs) through the issue of 183,333,333 Shares at an issue price of \$0.003 per Share with 1 free attaching unlisted option in the Company (**Option**) for every 5 Shares applied for (**Placement**).

Mr. Kobi Ben-Shabat has subscribed for Shares and Options on the same terms as the Placement to be issued subject to shareholder approval.

Resolution 5 seeks Shareholder approval for the issue of 16,666,666 Shares and 3,333,333 Options to Mr. Kobi Ben-Shabat (or his nominee) raising an additional \$50,000.

## 5.2 Chapter 2E of the Corporations Act

Pursuant to Chapter 2E of the Corporations Act, a public company cannot give a 'financial benefit' to a 'related party' unless one of the exceptions set out in Sections 210 to 216 of the Corporations Act apply, or shareholders have in a general meeting approved the giving of that financial benefit to that related party. The issue of Shares and Options to Mr Kobi Ben-Shabat (or his nominee) constitutes giving a financial benefit and Mr Kobi Ben-Shabat is a related party by virtue of being a Director.

The Directors (other than Mr Kobi Ben-Shabat who has a material personal interest in this Resolution) consider that Shareholder approval pursuant to Chapter 2E of the Corporations Act is not required in respect of the issue of Shares and Unlisted Options because the Shares and Options will be issued to Mr. Ben-Shabat on the same terms as Shares and Options issued to non-related party participants in the Placement and as such the giving of the financial benefit is on arm's length terms.

## 5.3 ASX Listing Rule 10.11

Notwithstanding that approval will not be sought from Shareholders under Chapter 2E of the Corporations Act, under ASX Listing Rule 10.11, shareholder approval is required for the issue of any equity securities to a related party of a listed company. Once approval is obtained pursuant to ASX Listing Rule 10.11, the Company is entitled to rely on ASX Listing Rule 7.2 (Exception 14) as an exception to any requirement that may otherwise apply requiring Shareholder approval under ASX Listing Rule 7.1. Therefore, the issue of Shares to Mr Kobi Ben-Shabat under this Resolution (if passed) will not reduce any of the Company's 15% Capacity under ASX Listing Rule 7.1.

## 5.4 Information required by ASX Listing Rule 10.13

In compliance with the information requirements of ASX Listing Rule 10.13, Shareholders are advised of the following particulars of the allotment and issue contemplated by this Resolution:

<b>Name of person</b>	Kobi Ben-Shabat (or his nominee).
<b>Maximum number of securities to be issued</b>	16,666,666 Shares and 3,333,333 Unlisted Options.
<b>Date for issue and allotment of securities</b>	The Company proposes to issue the Shares and Unlisted Options following Shareholder approval and, in any event, no later than 1 month after the date of the Meeting.
<b>Issue price per security</b>	The Shares will be issued for \$0.003 per Share. The Unlisted Options are free attaching Options and will be issued for nil consideration.
<b>Terms of the securities</b>	<p>The Shares to be issued are fully paid ordinary shares in the capital of the Company issued on the same terms and conditions as the Company's existing Shares.</p> <p>Each Option will entitle the holder to subscribe for one Share in the Company and will expire 3 years from the date of issue. The Options will be exercisable at an exercise price of \$0.008 at any time on or before the expiry date and will otherwise be issued on the terms and conditions set out in 'Annexure A' of this Notice.</p>
<b>Use of funds raised</b>	The relevant funds raised from the Share issue will be used for working capital purposes and to fund the delivery of

	batteries under the Blitz and Roadix sales contracts. No funds will be raised from the issue of the Options.
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## **5.5 Directors' recommendation**

The Directors (with Mr Kobi Ben-Shabat abstaining) recommend Shareholders vote in favour of this Resolution.

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## GLOSSARY

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**AEST** means Australian Eastern Standard Time as observed in Melbourne, Victoria.

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

**ASX** means ASX Limited or the market operated by it, as the context requires.

**Chair** means the chair of the Meeting.

**Company** means UltraCharge Limited ACN 140 316 463.

**Constitution** means the Company's constitution.

**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.

**Key Management Personnel** has the same meaning as in the accounting standards issued by the Australian Accounting Standards Board and means those persons having authority and responsibility for planning, directing and controlling the activities of the Company, or if the Company is part of a consolidated entity, of the consolidated entity, directly or indirectly, including any director (whether executive or otherwise) of the Company, or if the Company is part of a consolidated entity, of an entity within the consolidated group.

**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 in the Company.

**Placement** means the capital raising placement the subject of Resolutions 1, 2 and 3.

**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.

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

**Shareholder** means a holder of a Share.

**Placement Participants** means Messrs. Ori Ackerman, Israel Yakov, Guy Peleg, Yehuda Cohen and Yuval Gano being the participants in the two tranche placement announced by the Company on 2 May 2019.

**Placement Shares** means that Shares the subject matter of Resolutions 1 and 2.

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## 'ANNEXURE A' – TERMS OF ISSUE OF OPTIONS

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- a) Each Option entitles its holder to subscribe in cash for one Share.
- b) Subject to paragraph (k), the amount payable upon exercise of each Option will be \$0.008.
- c) Each Option is exercisable at its exercise price at any time prior to the date which is 3 years from the date of issue (**Expiry Date**), by completing an option exercise form and delivering it, together with payment for the number of Shares in respect of which the Option is exercised, to the registered office of the Company. Any Option that has not been exercised prior to the Expiry Date automatically lapses.
- d) An Option automatically lapses without any claim against the Company on the occurrence of any of the following events:
  - a. upon the bankruptcy, liquidation or winding up of the holder or the happening of any other event that results in the holder being deprived of the legal or beneficial ownership of the Option; or
  - b. upon the liquidation or winding up of the Company for any reason other than by the way of members' voluntary winding up.
- e) The Company will not apply for official quotation by ASX of the Options.
- f) Subject to the Corporations Act, the ASX Listing Rules, and the constitution of the Company, each Option is freely transferable.
- g) Shares issued upon the exercise of the Options will rank pari passu with the Company's existing Shares.
- h) The Company will apply for official quotation by ASX of the Shares issued upon exercise of the Options, subject to any restriction obligations imposed by ASX.
- i) The Options will not give any right to participate in dividends unless and until Shares are issued upon exercise of the relevant Options.
- j) 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 life of the Option. The Company will ensure that holders will be given at least seven business days' notice to allow for the exercise of Options prior to the record date in relation to any offers of securities made to Shareholders.
- k) In the event of any reconstruction (including consolidation, subdivision, reduction or return) of the issued capital of the Company prior to the Expiry Date, the number of Options or the rights attaching to the Options or both will be reconstructed in accordance with the ASX Listing Rules applying to a reorganisation of capital at the time of the reconstruction.
- l) If there is any inconsistency between any of the preceding terms and conditions and the ASX Listing Rules, then the ASX Listing Rules prevail to the extent of the inconsistency.



ULTRACHARGE

UltraCharge Limited | ACN 140 316 463

# EGM Registration Card

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

## Vote by Proxy: UTR

Your proxy voting instruction must be received by **3:00pm (AEST) on Monday, 12 August 2019**, 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 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.





