
ULTRACHARGE LIMITED (TO BE RENAMED 'SUVO STRATEGIC MINERALS LIMITED')

ACN 140 316 463

ADDENDUM TO NOTICE OF GENERAL MEETING

Ultracharge Limited (to be renamed 'Suvo Strategic Minerals Limited') (ACN 140 316 463) (**Company**), hereby gives notice to Shareholders of the Company that, in relation to the Notice of General Meeting dated 23 January 2020 (**Notice of Meeting**) in respect of a general meeting of Shareholders to be held at 11:00am (AEDT) on 28 February 2020 at Seasons Botanic Gardens Melbourne, 348 St Kilda Road, Melbourne, VIC, 3004, the Directors have determined to issue this addendum to the Notice of Meeting (**Addendum**) for the purposes set out below.

Definitions in the Notice of Meeting have the same meaning in this Addendum unless otherwise updated in this Addendum.

The purpose of the Addendum is to:

- (a) provide details with respect to a personal insolvency agreement entered into by Leonard Troncone, a Proposed Director whose appointment is being considered under Resolution 15; and
- (b) confirm the maximum number of securities that may be issued under the performance rights and option plan to be adopted under Resolution 19.

This Addendum is supplemental to the Notice of Meeting and should be read in conjunction with the Notice of Meeting. Save for the amendments set out below, all Resolutions and the Explanatory Statement in the original Notice of Meeting remain unchanged.

1. RESOLUTION 15 – APPOINTMENT OF MR LEONARD TRONCONE

The following additional disclosure is included in Section 13.2 of the Explanatory Statement:

"Mr Troncone entered into a Personal Insolvency Agreement (PIA) on 23 May 2019. A PIA is a legally binding agreement between a person and their unsecured creditors in order for a person to settle unsecured debts without becoming bankrupt. A PIA involves appointing a trustee to take control of a person's property and making an offer to that person's unsecured creditors.

Trustees were appointed by Mr Troncone pursuant to the PIA and Mr Troncone's creditors approved the PIA. The PIA was subsequently discharged by Mr Troncone on 29 May 2019, resulting in Mr Troncone having no further liabilities under the PIA. The circumstances leading to Mr Troncone entering into a PIA included the sudden and unexpected redundancy from his previous employer, followed by a prolonged period of unemployment during which he self-funded costly, and ultimately inconclusive, legal proceedings against that former employer.

The Current Directors and Proposed Directors (other than Mr Troncone, who has abstained from deliberations on this matter) have considered that notwithstanding he was a party to a PIA, his extensive experience

and demonstrated successful track record in managing the financial affairs of public and private enterprises makes Mr Troncone a person of good frame and character and suitable to be a Non-Executive Director of the Company."

2. RESOLUTION 19 – APPROVAL OF PERFORMANCE RIGHTS AND OPTION PLAN

Paragraph 7 of Section 15 of the Explanatory Statement is deleted and replaced with the following:

"Shareholders should note that no securities have previously been issued under the Plan. The maximum number of securities that may be issued under the Plan, should it be approved, is 56,233,806 securities (being 10% of the total number of Shares on issue following completion of the Proposed Acquisitions and the Public Offer, assuming \$5,000,000 is raised under the Public Offer). While the Company does not presently intend to issue any securities under the Plan, the Plan is being adopted in order to give the Company flexibility with respect to incentivising its employees and management in the future."

Dated: 13 FEBRUARY 2020

BY ORDER OF THE BOARD

**JUSTYN STEDWELL
COMPANY SECRETARY**

Proxy Form

The Company confirms that there have been no changes to the Proxy Form previously dispatched to Shareholders and this Proxy Form is annexed to this Addendum. Shareholders are advised that:

- If you have already completed and returned the Proxy Form which was annexed to the original Notice of Meeting and **you wish to change your vote, you must complete and return the Proxy Form** annexed to this Addendum.
- If you have already completed and returned the Proxy Form which was annexed to the original Notice of Meeting and **you do not wish to change your vote, you do not need to take any action** as the earlier submitted Proxy Form will be accepted by the Company unless you submit a new Proxy Form.
- If you have not yet completed and returned a Proxy Form and you wish to vote on the Resolutions in the Notice of Meeting, please complete and return the Proxy Form annexed to this Addendum.

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

Enquiries: Shareholders are advised to contact the Company Secretary on +61 3 9191 0135 if they have any queries in respect of the matters set out in this Addendum.



ULTRACHARGE

Ultracharge Limited | ACN 140 316 463

GM Registration Card

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

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

[HolderNumber]

Holder Number:
[HolderNumber]

Vote by Proxy: UTR

Your proxy voting instruction must be received by **11.00am (AEDT) on Wednesday, 26 February 2020**, being **not later than 48 hours** before the commencement of the Meeting. Any Proxy Voting instructions received after that time will not be valid for the scheduled Meeting.

SUBMIT YOUR PROXY 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.



SIGNATURE OF SECURITYHOLDERS – THIS MUST BE COMPLETED		
Individual or Securityholder 1	Securityholder 2	Securityholder 3
Sole Director and Sole Company Secretary	Director	Director / Company Secretary
Contact Name:		
Email Address:		
Contact Daytime Telephone		
		Date (DD/MM/YY)
		<div style="display: inline-block; width: 30px; height: 30px; border: 1px solid black; margin-right: 5px;"></div> <div style="font-size: 2em; vertical-align: middle;">/</div> <div style="display: inline-block; width: 30px; height: 30px; border: 1px solid black; margin-right: 5px;"></div> <div style="font-size: 2em; vertical-align: middle;">/</div> <div style="display: inline-block; width: 30px; height: 30px; border: 1px solid black;"></div>
By providing your email address, you elect to receive all of your communications despatched by the Company electronically (where legally permissible).		