
WESTSTAR INDUSTRIAL LIMITED**ACN 119 047 693****NOTICE OF GENERAL MEETING**

Notice is given that the Meeting will be held at:

TIME: 10:30 AM (WST)
DATE: 6 August 2020
PLACE: Suite 1
437 Roberts Road
SUBIACO WA 6008

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 5pm (WST) on 4 August 2020.

BUSINESS OF THE MEETING

AGENDA

1. RESOLUTION 1 – ISSUE OF SHARES TO BERT MONDELLO (OR HIS NOMINEE) IN LIEU OF FEES

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) and section 208 of the Corporations Act, Listing Rule 10.11 and for all other purposes, approval is given for the Company to issue up to that number of Shares that, when multiplied by the deemed issue price, equate to \$57,200 worth of Shares to Bert Mondello (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 Bert Mondello (or his nominee) and any other person who will obtain a material benefit as a result of the issue of the securities (except a benefit solely by reason of being a holder of ordinary securities in the Company) or an associate of that person or those persons.

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

- (a) a person as proxy or attorney for a person who is entitled to vote on the Resolution, in accordance with directions given to the proxy or attorney to vote on the Resolution in that way; or
- (b) the Chair as proxy or attorney for a person who is entitled to vote on the Resolution, in accordance with a direction given to the chair to vote on the Resolution as the Chair decides; or
- (c) a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:
 - (i) the beneficiary provides written confirmation to the holder that the beneficiary is not excluded from voting, and is not an associate of a person excluded from voting, on the Resolution; and
 - (ii) the holder votes on the Resolution in accordance with directions given by the beneficiary to the holder to vote in that way.

Voting Prohibition Statement:

In accordance with section 224 of the Corporations Act, a vote on this Resolution must not be cast (in any capacity) by or on behalf of a related party of the Company to whom the Resolution would permit a financial benefit to be given, or an associate of such a related party (**Resolution 1 Excluded Party**). However, the above prohibition does not apply if the vote is cast by a person as proxy appointed by writing that specifies how the proxy is to vote on the Resolution and it is not cast on behalf of a Resolution 1 Excluded Party.

In accordance with section 250BD of the Corporations Act, a person appointed as a proxy must not vote, on the basis of that appointment, on this Resolution if:

- (a) the proxy is either:
 - (i) a member of the Key Management Personnel; or
 - (ii) a Closely Related Party of such a member; and
- (b) the appointment does not specify the way the proxy is to vote on this Resolution.

Provided the Chair is not a Resolution 1 Excluded Party, the above prohibition does not apply if:

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

2. RESOLUTION 2 – ISSUE OF SHARES TO PHILLIP RE (OR HIS NOMINEE) IN LIEU OF FEES

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) and section 208 of the Corporations Act, Listing Rule 10.11 and for all other purposes, approval is given for the Company to issue up to that number of Shares that, when multiplied by the deemed issue price, equate to \$69,212.78 worth of Shares to Phillip Re (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 Phillip Re (or his nominee) and any other person who will obtain a material benefit as a result of the issue of the securities (except a benefit solely by reason of being a holder of ordinary securities in the Company) or an associate of that person or those persons.

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

- (a) a person as proxy or attorney for a person who is entitled to vote on the Resolution, in accordance with directions given to the proxy or attorney to vote on the Resolution in that way; or
- (b) the Chair as proxy or attorney for a person who is entitled to vote on the Resolution, in accordance with a direction given to the chair to vote on the Resolution as the Chair decides; or
- (c) a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:
 - (i) the beneficiary provides written confirmation to the holder that the beneficiary is not excluded from voting, and is not an associate of a person excluded from voting, on the Resolution; and
 - (ii) the holder votes on the Resolution in accordance with directions given by the beneficiary to the holder to vote in that way.

Voting Prohibition Statement:

In accordance with section 224 of the Corporations Act, a vote on this Resolution must not be cast (in any capacity) by or on behalf of a related party of the Company to whom the Resolution would permit a financial benefit to be given, or an associate of such a related party (**Resolution 2 Excluded Party**). However, the above prohibition does not apply if the vote is cast by a person as proxy appointed by writing that specifies how the proxy is to vote on the Resolution and it is not cast on behalf of a Resolution 2 Excluded Party.

In accordance with section 250BD of the Corporations Act, a person appointed as a proxy must not vote, on the basis of that appointment, on this Resolution if:

- (a) the proxy is either:
 - (i) a member of the Key Management Personnel; or
 - (ii) a Closely Related Party of such a member; and
- (b) the appointment does not specify the way the proxy is to vote on this Resolution.

Provided the Chair is not a Resolution 2 Excluded Party, the above prohibition does not apply if:

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

3. RESOLUTION 3 – ISSUE OF SHARES TO LAY ANN ONG (OR HIS NOMINEE) IN LIEU OF FEES

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) and section 208 of the Corporations Act, Listing Rule 10.11 and for all other purposes, approval is given for the Company to issue up to that number of Shares that, when multiplied by the deemed issue price, equate to \$56,000 worth of Shares to Lay Ann Ong (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 Lay Ann Ong (or his nominee) and any other person who will obtain a material benefit as a result of the issue of the securities (except a benefit solely by reason of being a holder of ordinary securities in the Company) or an associate of that person or those persons.

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

- (a) a person as proxy or attorney for a person who is entitled to vote on the Resolution, in accordance with directions given to the proxy or attorney to vote on the Resolution in that way; or
- (b) the Chair as proxy or attorney for a person who is entitled to vote on the Resolution, in accordance with a direction given to the chair to vote on the Resolution as the Chair decides; or
- (c) a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:
 - (i) the beneficiary provides written confirmation to the holder that the beneficiary is not excluded from voting, and is not an associate of a person excluded from voting, on the Resolution; and
 - (ii) the holder votes on the Resolution in accordance with directions given by the beneficiary to the holder to vote in that way.

Voting Prohibition Statement:

In accordance with section 224 of the Corporations Act, a vote on this Resolution must not be cast (in any capacity) by or on behalf of a related party of the Company to whom the Resolution would permit a financial benefit to be given, or an associate of such a related party (**Resolution 3 Excluded Party**). However, the above prohibition does not apply if the vote is cast by a person as proxy appointed by writing that specifies how the proxy is to vote on the Resolution and it is not cast on behalf of a Resolution 3 Excluded Party.

In accordance with section 250BD of the Corporations Act, a person appointed as a proxy must not vote, on the basis of that appointment, on this Resolution if:

- (a) the proxy is either:
 - (i) a member of the Key Management Personnel; or
 - (ii) a Closely Related Party of such a member; and
- (b) the appointment does not specify the way the proxy is to vote on this Resolution.

Provided the Chair is not a Resolution 3 Excluded Party, the above prohibition does not apply if:

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

4. RESOLUTION 4 – APPROVAL TO ISSUE SHARES IN LIEU OF SALARY

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

“That, for the purposes of Listing Rule 7.1 and for all other purposes, approval is given for the Company to issue 13,333,333 Shares 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 a person who is expected to participate in, or who will obtain a material benefit as a result of, the proposed issue (except a benefit solely by

reason of being a holder of ordinary securities in the Company) (namely Robert Spadanuda) or an associate of that person (or those persons)

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

- (a) a person as proxy or attorney for a person who is entitled to vote on the Resolution, in accordance with directions given to the proxy or attorney to vote on the Resolution in that way; or
- (b) the Chair as proxy or attorney for a person who is entitled to vote on the Resolution, in accordance with a direction given to the chair to vote on the Resolution as the Chair decides; or
- (c) a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:
 - (i) the beneficiary provides written confirmation to the holder that the beneficiary is not excluded from voting, and is not an associate of a person excluded from voting, on the Resolution; and
 - (ii) the holder votes on the Resolution in accordance with directions given by the beneficiary to the holder to vote in that way.

5. RESOLUTION 5 – APPROVAL TO ISSUE SHARES IN LIEU OF SALARY

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

“That, for the purposes of Listing Rule 7.1 and for all other purposes, approval is given for the Company to issue 13,333,333 Shares 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 a person who is expected to participate in, or who will obtain a material benefit as a result of, the proposed issue (except a benefit solely by reason of being a holder of ordinary securities in the Company) (namely Mark Dimasi) or an associate of that person (or those persons)

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

- (a) a person as proxy or attorney for a person who is entitled to vote on the Resolution, in accordance with directions given to the proxy or attorney to vote on the Resolution in that way; or
- (b) the Chair as proxy or attorney for a person who is entitled to vote on the Resolution, in accordance with a direction given to the chair to vote on the Resolution as the Chair decides; or
- (c) a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:
 - (i) the beneficiary provides written confirmation to the holder that the beneficiary is not excluded from voting, and is not an associate of a person excluded from voting, on the Resolution; and
 - (ii) the holder votes on the Resolution in accordance with directions given by the beneficiary to the holder to vote in that way.

Dated: 7 August 2020

By order of the Board

**Derek Hall
Company Secretary**

Voting in person

in light of the status of the evolving COVID-19 situation and Government restrictions on public gatherings in place at the time of the date of this Notice, the Directors have resolved that only those personally invited by the Company to physically attend the meeting will be permitted to do so.

Accordingly, the Directors strongly encourage all shareholders to lodge a directed proxy form prior to the Meeting.

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:

- 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 6380 2555.

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. RESOLUTIONS 1 TO 3 – APPROVAL OF ISSUE OF SHARES TO RELATED PARTIES

1.1 General

Resolutions 1 to 3 seek Shareholder approval in accordance with Listing Rule 10.11 and Chapter 2E of the Corporations Act for the issue of Shares in lieu of salary to Directors, Bert Mondello, Phillip Re and Lay Ann Ong (or their nominees).

The purpose of the proposed issue to the Directors is:

- (a) to issue the Shares (**Related Party Shares**) to replace the obligation of the Company to pay Director fees and salary to certain Directors for certain periods; and
- (b) to provide a means by which the Company can satisfy the fees and salary owed to the Directors in the future thereby preserving the Company's cash resources for application in other areas.

Subject to obtaining Shareholder approval, the Company will issue the Related Party Shares to the following parties in lieu of unpaid salary and Director fees totalling \$182,412.78 as follows:

- (a) Related Party Shares to the value of \$57,200 to Bert Mondello (or his nominee) – Resolution 1;
- (b) Related Party Shares to the value of \$69,212.78 to Phillip Re (or his nominee) – Resolution 2; and
- (c) Related Party Shares to the value of \$56,000 to Lay Ann Ong (or his nominee) – Resolution 3,

Resolutions 1 to 3 seek Shareholder approval for the issue of the Related Party Shares to the Directors (or their nominees). To the extent Shareholders do not approve the issue of the Related Party Shares to any or all of the Directors (or their nominees), the Directors will be entitled to be paid their salaries and Director fees in cash for the relevant periods.

1.2 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 issue of Related Party Shares to the Directors constitutes giving a financial benefit and each of the Directors is a related party of the Company by virtue of being a Director.

As the Related Party Shares are proposed to be issued to all of the Directors, the Directors are unable to form a quorum to consider whether one of the exceptions set out in sections 210 to 216 of the Corporations Act applies to the issue of the Related Party Shares. Accordingly, Shareholder approval for the issue of Related Party Shares to the Directors is sought in accordance with Chapter 2E of the Corporations Act.

1.3 Listing Rule 10.11

Listing Rule 10.11 provides that unless one of the exceptions in Listing Rule 10.12 applies, a listed company must not issue or agree to issue equity securities to:

- 10.11.1 a related party;
- 10.11.2 a person who is, or was at any time in the 6 months before the issue or agreement, a substantial (30%+) holder in the company;
- 10.11.3 a person who is, or was at any time in the 6 months before the issue or agreement, a substantial (10%+) holder in the company and who has nominated a director to the board of the company pursuant to a relevant agreement which gives them a right or expectation to do so;
- 10.11.4 an associate of a person referred to in Listing Rules 10.11.1 to 10.11.3; or
- 10.11.5 a person whose relationship with the company or a person referred to in Listing Rules 10.11.1 to 10.11.4 is such that, in ASX's opinion, the issue or agreement should be approved by its shareholders,

unless it obtains the approval of its shareholders.

The issue of the Related Party Shares falls within Listing Rule 10.11.1 and does not fall within any of the exceptions in Listing Rule 10.12. It therefore requires the approval of Shareholders under Listing Rule 10.11.

Resolutions 1 to 3 seek Shareholder approval for the issue of the Related Party Shares under and for the purposes of Chapter 2E of the Corporations Act and Listing Rule 10.11.

1.4 Technical information required by Listing Rule 14.1A

If Resolutions 1 to 3 are passed, the Company will be able to proceed with the issue of the Related Party Shares within one month after the date of the Meeting (or such later date as permitted by any ASX waiver or modification of the Listing Rules). As approval pursuant to Listing Rule 7.1 is not required for the issue of the Convertible Notes (because approval is being obtained under Listing Rule 10.11), the issue of the Related Party Shares will not use up any of the Company's 15% annual placement capacity.

If any of Resolutions 1 to 3 are not passed, the Company will not be able to proceed with the issue of the Related Party Shares and the Company will have to pay the Directors' salary and fees in cash. This will deplete the Company's

current cash reserves, reducing the amount of cash available to the Company to expend on furthering the Company's business.

1.5 Technical Information required by Listing Rule 10.13 and section 219 of the Corporations Act

Pursuant to and in accordance with Listing Rule 10.13 and section 219 of the Corporations Act, the following information is provided in relation to Resolutions 1 to 3:

- (a) the Related Party Shares will be issued to:
- (i) Bert Mondello (or his nominee) – Resolution 1;
 - (ii) Phillip Re (or his nominee) – Resolution 2; and
 - (iii) Lay Ann Ong (or his nominee) – Resolution 3,
- each of whom fall within the category set out in Listing Rule 10.11.1, as related parties of the Company by virtue of being Directors;
- (b) the maximum number of Related Party Shares to be issued to Directors (being the nature of the financial benefit proposed to be given) will be dependent upon the deemed issue price (refer to Section 1.5(e)). Assuming a deemed issue price of \$0.015 per Share, a maximum of 12,160,852 Shares would be issued comprising:
- (i) 3,813,333 Related Party Shares to Bert Mondello (or his nominee) – Resolution 1;
 - (ii) 4,614,185 Related Party Shares to Phillip Re (or his nominee) – Resolution 2; and
 - (iii) 3,733,333 Related Party Shares to Lay Ann Ong (or his nominee) – Resolution 3.
- (c) the Related Party Shares will be issued on the same terms and conditions as the Company's existing Shares;
- (d) the Related Party 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 Listing Rules) and it is anticipated the Related Party Shares will be issued on the same date;
- (e) the Related Party Shares will be issued at a deemed issue price of the 15-day VWAP prior to the date of issue of the Shares, however nil cash consideration is payable for the Related Party Shares as they are being issued in lieu of salary and fees owed to the Directors, accordingly no funds will be raised. Assuming a deemed issue price of \$0.015 per Share, the value of the Related Party Shares to be issued to each Director is:
- (i) 3,813,333 Related Party Shares to Bert Mondello (or his nominee) at a deemed issue price of \$0.015 per Share: \$57,200.00 – Resolution 1;
 - (ii) 4,614,185 Related Party Shares to Phillip Re (or his nominee) at a deemed issue price of \$0.015 per Share: \$69,212.78 – Resolution 2; and

- (iii) 3,733,333 Related Party Shares to Lay Ann Ong (or his nominee) at a deemed issue price of \$0.015 per Share: \$56,000.00 – Resolution 3.
- (f) no funds will be raised from the issue of the Related Party Shares as the Related Party Shares will be issued in lieu of salary owing to the Directors;
- (g) the purpose of the issue of the Related Party Shares is in lieu of cash payments being made to the Directors (or their nominees) for salary and fees owed by the Company;
- (h) the total remuneration package for each of the Directors for the previous financial year and the proposed total remuneration package for the current financial year are set out below:

Related Party	Current Financial Year	Previous Financial Year
Bert Mondello ¹	\$85,410	\$93,473
Phillip Re ²	\$85,410	\$93,473
Lay Ann Ong ³	\$48,000	\$48,000

Notes:

- Comprising Directors' fees of \$78,000 and a superannuation payment of \$7,410. It is proposed that the 3,813,333 Related Party Shares to be issued to Mr Mondello (or his nominee) will be in lieu of \$57,200 fees payable to Mr Mondello for the period November 2019 to June 2020.
 - Comprising Directors' fees of \$78,000 and a superannuation payment of \$7,410. It is proposed that the 4,614,185 Related Party Shares to be issued to Mr Re (or his nominee) will be in lieu of \$19,863 fees payable to Mr Re for the period January 2020 to March 2020 and fees payable to his associated entities of \$49,349.78.
 - Comprising Directors' fees of \$48,000. It is proposed that the 3,733,333 Related Party Shares to be issued to Mr Ong (or his nominee) will be in lieu of \$56,000 fees payable to Mr Ong for the period July 2018 to March 2020.
- (i) the relevant interests of the Directors in securities of the Company as at the date of this Notice, are set out below:

Related Party	Shares
Bert Mondello	0
Phillip Re	802,676 ¹
Lay Ann Ong	74,343,686 ²

Notes:

- Held indirectly by the Re Family Super Fund.
 - Comprising of 14,343,686 held directly by Mr Lay Ann Ong and 60,000,000 held indirectly by WestStar Precast Pte Ltd (Mr Ong has a relevant interest in WestStar Precast Pte Ltd as sole director and shareholder in WestStar Precast Pte Ltd).
- (j) if the Related Party Shares are issued to the Directors at a deemed issue price of \$0.015 per Share, a total of 12,160,852 Shares would be issued. This will increase the number of Shares on issue from 936,846,296 (being the total number of Shares on issue as at the date of this Notice) to 949,007,148 (assuming that no Shares are issued and no convertible

securities vest or are exercised) with the effect that the shareholding of existing Shareholders would be diluted by an aggregate of 1.28%, comprising 0.40% by Bert Mondello, 0.49% by Phillip Re and 0.39% by Lay Ann Ong;

- (k) the trading history of the Shares on ASX in the 12 months before the date of this Notice is set out below:

	Price	Date
Highest	\$0.046	30 July 2019
Lowest	\$0.01	23 and 24 March 2020
Last	\$0.013	25 June 2020

- (l) each Director has a material personal interest in the outcome of Resolutions 1 to 3 on the basis that all of the Directors (or their nominees) are to be issued Related Party Shares should Resolutions 1 to 3 be passed. For this reason, the Directors do not believe that it is appropriate to make a recommendation on Resolutions 1 to 3 of this Notice;
- (m) the Board is not aware of any other information that is reasonably required by Shareholders to allow them to decide whether it is in the best interests of the Company to pass Resolutions 1 to 3; and
- (n) a voting exclusion statement is included in Resolutions 1 to 3 of the Notice.

Approval pursuant to ASX Listing Rule 7.1 is not required in order to issue the Related Party Shares to the Directors as approval is being obtained under ASX Listing Rule 10.11. Accordingly, the issue of Related Party Shares to the Directors will not be included in the 15% calculation of the Company's annual placement capacity pursuant to ASX Listing Rule 7.1.

2. RESOLUTIONS 4 AND 5 – APPROVAL OF ISSUE OF SHARES IN LIEU OF SALARIES

2.1 General

The Company has agreed to issue the Company's Chief Executive Officer, Robert Spadanuda and the Managing Director of the Company's subsidiary SIMPEC Pty Ltd, Mark Dimasi, with 13,333,333 Shares each (at a deemed issue price of \$0.015 per Share) in lieu of salaries owing to Messrs Spadanuda and Dimasi for the period July 2019 to June 2020 (**Salary Shares**).

2.2 Listing Rule 7.1

Broadly speaking, and subject to a number of exceptions, Listing Rule 7.1 limits the amount of equity securities that a listed company can issue without the approval of its Shareholders over any 12 month period to 15% of the fully paid ordinary shares it had on issue at the start of that period.

The issues under Resolutions 4 and 5 do not fit within any of these exceptions. While the issue of the Salary Shares does not exceed the 15% limit in Listing Rule 7.1 and can therefore be made without breaching that rule, the Company wishes to retain as much flexibility as possible to issue additional equity securities into the future without having to obtain Shareholder approval under Listing Rule 7.1. To do this, the Company is asking Shareholders to approve the issue of the

Salary Shares under Listing 7.1 so that it does not use up any of the 15% limit on issuing equity securities without Shareholder approval set out in Listing Rule 7.1.

To this end, Resolutions 4 and 5 seek Shareholder approval to issue the Salary Shares under and for the purposes of Listing Rule 7.1.

2.3 Technical information required by Listing Rule 14.1A

If Resolutions 4 and 5 are passed, the Company will be able to proceed with the issue of the Salary Shares. In addition, the issue of the Salary Shares will be excluded from the calculation of the number of equity securities that the Company can issue without Shareholder approval under Listing Rule 7.1.

If Resolutions 4 and/or 5 are not passed, the Company will still be able to proceed with issuing the Salary Shares, but this will reduce, to that extent, the Company's capacity to issue equity securities without Shareholder approval under Listing Rule 7.1 for 12 months following the issue of the Salary Shares.

2.4 Technical information required by Listing Rule 7.1

Pursuant to and in accordance with Listing Rule 7.3, the following information is provided in relation to Resolutions 4 and 5:

- (a) the Salary Shares will be issued to:
 - (i) 13,333,333 Salary Shares to Robert Spadanuda – Resolution 4; and
 - (ii) 13,333,333 Salary Shares to Mark Dimasi – Resolution 5,

Neither of Messrs Spadanuda nor Dimasi are related parties of the Company.

- (b) the Salary 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;
- (c) the Salary Shares will be issued no later than 3 months after the date of the Meeting (or such later date to the extent permitted by any ASX waiver or modification of the Listing Rules) and it is intended that issue of the Salary Shares will be issued on the same date;
- (d) the Salary Shares will be issued at a deemed issue price of \$0.015 per Share, however nil consideration is payable as the Salary Shares are being issued in lieu of Messrs Spadanuda and Dimasi's salaries for the period from July 2019 to June 2020;
- (e) the purpose of the issue of the Salary Shares is in lieu of Messrs Spadanuda and Dimasi's salaries as Chief Executive Officer of the Company and its group and Managing Director of the Company's subsidiary SIMPEC Pty Ltd respectively for the periods noted above which will enable the Company to spend a greater proportion of its cash reserves on its operations than it would if alternative cash forms of remuneration were given to Messrs Spadanuda and Dimasi;
- (f) the Salary Shares are not being issued under an agreement; and
- (g) a voting exclusion statement is included in Resolutions 4 and 5 of the Notice.

GLOSSARY

\$ and A\$ means Australian dollars.

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

Chair means the chair of the Meeting.

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

- (a) a spouse or child of the member;
- (b) a child of the member's spouse;
- (c) a dependent of the member or the member's spouse;
- (d) anyone else who is one of the member's family and may be expected to influence the member, or be influenced by the member, in the member's dealing with the entity;
- (e) a company the member controls; or
- (f) a person prescribed by the Corporations Regulations 2001 (Cth) for the purposes of the definition of 'closely related party' in the Corporations Act.

Company means WestStar Industrial Limited (ACN 119 047 693).

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.

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

Proxy Form means the Proxy Form accompanying the Notice.

Related Party Shares has the meaning given in Section 1.1.

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

Salary Shares has the meaning given in Section 2.1.

Section means a section of the Explanatory Statement.

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

Shareholder means a registered holder of a Share.

VWAP means the volume weighted average price of the Company's Shares, as traded on the ASX.

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

GM Registration Card

In line with guidance and the directives from Federal, State and local governments made in relation to the evolving COVID-19 pandemic, Shareholders will not be able to attend the Meeting in person. Instead Shareholders are encouraged to participate in the Meeting by way of live webcast, use of proxy voting and the ability to submit questions in advance of the GM instead of attending in person. Voting on all proposed resolutions at the Meeting will be conducted by poll.

Holder Number:

Vote by Proxy: WSI

Your proxy voting instruction must be received by **10.30am (WST) on Tuesday, 4 August 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

In the interests of the public health and safety of our Shareholders, the Company is not able to allow Shareholders to physically attend the Shareholder Meeting. Please refer to the accompanying Notice of Meeting for further information.

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.

