



NOTICE OF EXTRAORDINARY GENERAL MEETING

EXPLANATORY STATEMENT

PROXY FORM

Date of Meeting

8th July 2015

Time of Meeting

10.00 am (AEST)

Place of Meeting

HopgoodGanim Lawyers
Level 7, Waterfront Place, 1 Eagle Street
Brisbane QLD 4000

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TIME AND PLACE OF MEETING AND HOW TO VOTE

Venue

The Extraordinary General Meeting of the Shareholders of LWP Technologies Limited will be held at 10 am (AEST) on 8 July 2015 at:

HopgoodGanim Lawyers
Level 7, Waterfront Place, 1 Eagle Street
Brisbane QLD 4000

How to Vote

You may vote by attending the meeting in person, by proxy or authorised representative.

Voting in Person

To vote in person, attend the meeting on the date and at the place set out above. The meeting will commence at 10 am (AEST).

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.

Your Proxy Form is enclosed.

NOTICE OF GENERAL MEETING

NOTICE IS HEREBY GIVEN that an Extraordinary General Meeting of the Shareholders of LWP Technologies Limited ABN 80 112 379 503 ("**Company**" or "**LWP Technologies**") will be held at the offices of HopgoodGanim, Level 7, Waterfront Place, 1 Eagle Street, Brisbane QLD 4000 on 8 July 2015 at 10 am (AEST), for the purpose of transacting the following business referred to in this Notice of Extraordinary General Meeting ("**Notice**")

An Explanatory Statement containing information in relation to each of the following Resolutions and a Proxy Form accompany this Notice.

AGENDA

Resolution 1 – Re-election of Director – Mr Sean Corbin

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

"That Mr Sean Corbin, who was appointed as a Director on 29 May 2015 and in accordance with clause 13.5 of the Company's Constitution holds office until this Extraordinary General Meeting and who is eligible and offers himself for re-election, be re-elected as a Director".

Resolution 2 - Ratification of Issue and Allotment of 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 approve and ratify the issue and allotment of 279,626,080 shares issued on the 28th May 2015 on the terms and conditions set out in the Explanatory Statement accompanying this Notice."

Voting Exclusion Statement for Resolution 2:

The Company will disregard any votes cast on this resolution by;

- any person who participated in the issue of the shares; and
- any of their associates.

However, the Company will not disregard a vote if it is cast by:

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

Resolution 3 - EAS Option Agreement

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, shareholders agree to issue 50 million options to EAS advisors LLC on the terms and conditions outlined in the Explanatory Statement”.

Voting Exclusion Statement for Resolution 3:

The Company will disregard any votes cast on this Resolution by;

- EAS Advisors LLC
- Any associate of EAS Advisors LLC

However, the Company need not disregard a vote if:

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

Resolution 4 – Ratification of Prior Issue of Securities under Listing Rule 7.1A

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

“That for the purposes of ASX Listing Rule 7.4 and for all other purposes, the Shareholders ratify and approve the issue of 58,384,399 ordinary shares for the purposes and on the terms and conditions set out in the Explanatory Memorandum accompanying the Notice.”

Voting Exclusion Statement

The Company will disregard any votes cast on Resolution 1 by the persons listed in part (d) above, being the persons that participated in the issue of the Securities that are the subject of Resolution 1, and any associate of those persons.

However, the Company will not disregard a vote on Resolution 1 if it is cast by:

- A person as proxy for a person who is entitled to vote, in accordance with the direction on the proxy form; or
- 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.

BY ORDER OF THE BOARD

Sean Corbin
Company Secretary

1 June 2015

NOTES:

1. A member entitled to attend and vote is entitled to appoint not more than two proxies to attend and vote on behalf of the member. A proxy need not be a member of the Company, but must be a natural person (not a corporation). A proxy may also be appointed by reference to an office held by the proxy (e.g. "the Company Secretary").
2. Where more than one proxy is appointed, each proxy may be appointed to represent a specified proportion of the member's voting rights. If no such proportion is specified, each proxy may exercise half of the member's votes.
3. A proxy form is enclosed. A separate form must be used for each proxy. An additional form can be obtained by writing to the Company Secretary at Suite 29, Level 54, 111 Eagle Street Brisbane Qld 4000.
4. A duly completed Proxy Form and (where applicable) any power of attorney or a certified copy of the power of attorney must be received by the Company at its registered office or the address or fax number set out below, **at least 48 hours before** the time for commencement of the meeting. Please send by post to Suite 29, Level 54, 111 Eagle Street Brisbane Qld 4000 or by email to sean.corbin@live.com.au. Proxy forms received later than this time will be invalid.
5. The Company will accept proxy appointments by a corporate member executed in accordance with either section 127(1) (not under seal) or section 127(2) (under seal) of the Corporations Act 2001.
6. Completion of a Proxy Form will not prevent individual members from attending the Annual General Meeting in person if they wish. Where a member completes and lodges a valid Proxy Form and attends the Annual General Meeting in person, then the proxy's authority to speak and vote for that member is suspended while the member is present at the Annual General Meeting.
7. The time nominated by the Board for the purpose of determining the voting entitlements at the meeting is 5.00pm AEST on 6 July 2015.
8. The Explanatory Statement attached to this Notice forms part of this Notice.

EXPLANATORY STATEMENT

This Explanatory Statement has been prepared to provide Shareholders with material information to enable them to make an informed decision on the business to be conducted at the Extraordinary General Meeting of LWP Technologies Limited ("**Company**").

The Directors recommend Shareholders read this Explanatory Statement in full before making any decision in relation to the resolutions.

1. Resolution 1 – Re-election of Director – Mr Sean Corbin

In accordance with clause 13.5 of the Constitution, a Director appointed by the Board to fill a casual vacancy or as an addition to the existing Directors holds office until the next general meeting and is eligible for re-election.

Sean Corbin was appointed as a Director on the 29th May 2015. Mr Corbin retires at this Extraordinary General Meeting and, being eligible, offers himself for re-election.

Mr Corbin has more than 20 years' corporate experience in senior management roles across a wide range of industry sectors.

His previous roles include; Chief Executive Officer of Australia-wide franchise company, Awesome Group, from 2011 –2014, Chief Executive Officer of Allied Brands Ltd (ASX: ABQ), one of Australia's largest retail and franchise companies, from 2009 – 2011, and Chief Financial Officer and Company Secretary of real estate data, valuation and risk services company, RP Data Ltd (ASX: RPX), from 2007 –2009 and Executive Chairman and Chief Executive Officer of Future Corporation Australia Ltd (ASX: FUT), from 2003 – 2006.

Directors' Recommendation

The Board (other than Mr Corbin) recommends Shareholders vote in favour of the Resolution.

2. Resolution 2 – Ratification of Issue and Allotment of Shares

Under Listing Rule 7.1, a listed company may not issue shares if the shares issued when aggregated with other shares issued over the previous 12 months and not subject to an exception to Listing Rule 7.1, exceed 15% of the issued capital of the company.

Under Listing Rule 7.4, it is possible for shareholders to approve an issue of securities which has already taken place, for the purpose of excluding that number of securities from the calculation of the 15% threshold under Listing Rule 7.1,

On the 27th May 2015, the company announced that it had made various placements totalling 279,626,080 shares ranging in price from \$0.0032 to \$0.0064.

Under Listing Rule 7.1, a listed company may not issue shares if the shares issued, when aggregated with other shares issued over the previous 12 months and not subject to an exception to Listing Rule 7.1, exceed 15% of the issued capital of the Company. The placement of shares did not result in the issue of more than 15% of the issued capital of the Company, however the Board would like the flexibility to issue further shares over the next 12 months.

Under Listing Rule 7.4, it is possible for shareholders to approve an issue of securities which has already taken place, for the purposes of excluding that number of securities from the calculation of the 15% threshold under Listing Rule 7.1. If shareholders approve this resolution, then the shares issued pursuant to the placement will not be taken into account in calculating whether the 15% threshold is exceeded by issues in the 12 months following approval that are not otherwise exempt from Listing Rule 7.1.

In compliance with ASX Listing Rule 7.5, the following information is provided in relation to the Share Ratification:

- (a) The number of securities issued was 279,626,080 Shares.
- (b) The issue price for the shares was:
 - 200,820,126 at \$0.0032
 - 28,111,110 at \$0.0045
 - 4,000,000 at \$0.0051
 - 8,000,000 at \$0.00625
 - 38,694,844 at \$0.0064
- (c) The shares issued were all fully paid ordinary shares in the capital of the company and rank equally with all other shares.
- (d) The shares were issued to sophisticated investors;
- (e) The sophisticated investors were unrelated parties.
- (f) The funds were used for commercialisation and for working capital purposes.

Directors' Recommendation

The Board recommends Shareholders vote in favour of Resolution 2.

3. Resolution 3 – Approve Issue of EAS Options

The Company has entered into an Agreement with EAS Advisors LLC (EAS), on the 26th May 2015, it was agreed as part of their remuneration to issue 50,000,000.00 options to purchase ordinary shares in the Company subject to performance hurdles being met.

The Options are to be issued in two separate tranches.

The first Tranche of the EAS Options will be issued on the following terms:

- (a) A total of 20,000,000 Options to purchase ordinary shares of Company;
- (b) The exercise price shall be \$0.005 per fully paid ordinary share.
- (c) The EAS Options will expire on the day that is 18 months from the date of the EAS Advisory Agreement (**First Tranche Expiry Date**) unless earlier exercised.
- (d) The EAS Options will be non-transferable in whole or in part.
- (e) The EAS Options may only be exercised when the performance hurdle which is share price based is met.
- (f) Upon the valid exercise of the EAS Options and payment of the exercise price, the Company will issue fully paid ordinary shares ranking pari passu with the then issued ordinary shares of the Company.
- (g) The Option holder will be permitted to participate in new issues of securities of the Company to Shareholders only on the prior exercise of the EAS Options, in which case the holders of the EAS Options will be afforded the minimum period of notice prescribed under the Listing Rules prior to and inclusive of the books closing date (to determine entitlements to the issue) to exercise the EAS Options.

In accordance with Listing Rule 7.3, the following information is provided to Shareholders:

- (1) A total of 20,000,000 Options to purchase ordinary shares of the Company will be issued.
- (2) The Options will be issued to EAS no later than 3 months from the date of the meeting.
- (3) The Options have an exercise price of \$0.005 per fully paid ordinary share.
- (4) The Options will be issued to EAS Advisors LLC (or its nominees).
- (5) The Options to purchase shares which will be fully paid ordinary shares ranking equally with the Company's current issued Shares other than a holding lock will be imposed on the Shares (so that the Shares will not be able to be traded) until the services relevant to the issue of the Shares have been provided.
- (6) There will be no funds raised by the issue of the Options.
- (7) It is intended that the Options will be allotted on one date.

The Second Tranche of the EAS Options will be issued on the following terms:

- (a) A total of 30,000,000 Options to purchase ordinary shares of Company;
- (b) The exercise price shall be \$0.01 per fully paid ordinary share.
- (c) The EAS Options will expire on the day that is 30 months from the date of the EAS Advisory Agreement (**Second Tranche Expiry Date**) unless earlier exercised.
- (d) The EAS Options will be non-transferable in whole or in part.
- (e) The EAS Options may only be exercised when the performance hurdle which is share price based is met.
- (f) Upon the valid exercise of the EAS Options and payment of the exercise price, the Company will issue fully paid ordinary shares ranking pari passu with the then issued ordinary shares of the Company.
- (g) The Option holder will be permitted to participate in new issues of securities of the Company to Shareholders only on the prior exercise of the EAS Options, in which case the holders of the EAS Options will be afforded the minimum period of notice prescribed under the Listing Rules prior to and inclusive of the books closing date (to determine entitlements to the issue) to exercise the EAS Options;

In accordance with Listing Rule 7.3, the following information is provided to Shareholders:

- (1) A total of 30,000,000 Options to purchase ordinary shares of the Company will be issued.
- (2) The Options will be issued to EAS no later than 3 months from the date of the meeting.
- (3) The Options have an exercise price of \$0.01 per fully paid ordinary share.
- (4) The Options will be issued to EAS Advisors LLC (or its nominees).
- (5) The Options to purchase shares which will be fully paid ordinary shares ranking equally with the Company's current issued Shares other than a holding lock will be imposed on the Shares (so that the Shares will not be able to be traded) until the services relevant to the issue of the Shares have been provided.
- (6) There will be no funds raised by the issue of the Options.
- (7) It is intended that the Options will be allotted on one date.

Directors' Recommendation

The Board recommends Shareholders vote in favour of the Resolution 3.

4. Resolution 4 - Additional Placement Capacity

ASX Listing Rule 7.1A enables eligible entities to issue equity securities up to 10% of their issued capital through placements over a 12 month period after an annual general meeting. This 10% placement capacity is in addition to the Company's 15% limit under ASX Listing Rule 7.1.

An eligible entity for the purposes of ASX Listing Rule 7.1A is an entity that is not included in the S&P/ASX 300 Index and has a market capitalisation of \$300 million or less. The Company is an eligible entity.

ASX Listing Rule 7.4 provides that where holders of ordinary securities approve a previous issue of securities made without approval under either ASX Listing Rule 7.1 or ASX Listing Rule 7.1A, and provided that the previous issue of securities did not breach ASX Listing Rule 7.1 or ASX Listing Rule 7.1A, those securities shall be deemed to have been issued with Shareholder approval for the purpose of ASX Listing Rule 7.1 and ASX Listing Rule 7.1A.

Shareholder approval of the issues of Resolution 4 Shares set out below is now sought pursuant to ASX Listing Rule 7.4, to reinstate an additional 10% of its ordinary issued capital under ASX Listing Rule 7.1A if required, over a twelve month period without seeking further Shareholder approval.

ASX Listing Rule 7.5 requires the following information to be provided to Shareholders in relation to the Resolution 4 Shares:

- (a) The number of securities issued was 58,384,399 Shares on the 1st April 2015
- (b) The issue price for the shares was \$0.0032.
- (c) The shares issued were all fully paid ordinary shares in the capital of the company and rank equally with all other shares.
- (d) The shares were issued to sophisticated investors;
- (e) The sophisticated investors were unrelated parties.
- (f) The funds were used for commercialisation and for working capital purposes.

Directors' Recommendation

The Board recommends Shareholders vote in favour of the Resolution as it allows the Company to ratify the above issue of Securities and retain the flexibility to issue further Securities representing up to 15% of the Company's share capital under ASX Listing Rule 7.1 and an additional 10% of the Company's share capital under ASX Listing Rule 7.1A during a twelve month period without seeking further Shareholder approval. The Directors entitled to vote on this Resolution, intend to vote all their Shares in favour of the Resolution.

5. Voting Entitlement

For the purposes of determining voting entitlements at the Meeting, shares will be taken to be held by the persons who are registered as holding the Shares at 5.00pm (Brisbane Time) on the 6th July 2015.

Accordingly, transactions registered after that time will be disregarded in determining entitlements to attend and vote at the Meeting.

GLOSSARY

The following terms have the following meanings in this Explanatory Statement:

"**Additional Placement Capacity**" means the capacity to issue additional Equity Securities by way of placement approved by Shareholders under Listing Rule 7.1A;

"**AEST**" means Australian Eastern Standard Time;

"**Associate**" has the meaning set forth in s 9 Corporations Act;

"**ASIC**" means the Australian Securities and Investments Commission;

"**ASX**" means ASX Limited or the Australian Securities Exchange, as the context requires;

"**Board**" means the Directors acting as the board of Directors of the Company or a committee appointed by such board of Directors;

"**Business Day**" means a day (other than a Saturday, Sunday or public holiday) on which banks are open for general banking business in Perth;

"**Chair**" means the person appointed to chair the Meeting convened by this Notice;

"**Company**" means LWP Technologies Limited ABN 80 112 379 503;

"**Consulting Services Agreement**" means the consulting services agreement dated 16 April 2015 between the Company and EAS Advisors LLC;

"**Corporations Act**" means the *Corporations Act 2001* (Cth);

"**Director**" means a director of the Company;

"**Equity Securities**" has the same meaning as in the Listing Rules;

"**Explanatory Statement**" means the explanatory statement attached to this Notice;

"**Listing Rules**" or "**ASX Listing Rules**" means the Listing Rules of the ASX;

"**Meeting**" means the meeting convened by this Notice;

"**Notice**" means the notice of meeting accompanying this Explanatory Statement;

"**Placement Period**" means the period during which Shareholder approval under Listing Rule 7.1A is valid;

"**Resolution**" means a resolution referred to in the Notice;

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

"**Shareholder**" means a registered holder of Shares in the Company;

"**Trading Days**" has the same meaning as in the Listing Rules; and

"**VWAP**" means value added weighted price;

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Appointment of Proxy

I/We

being a member/s of **LWP Technologies Limited** and entitled to attend and vote at the Extraordinary General Meeting hereby appoint

or

the Chairman
of the Meeting
(mark with an 'X')

failing the person so named, or if no person is named, the Chair of the Meeting to vote in accordance with the following directions or, if no directions were given as the proxy sees fit at the Extraordinary General Meeting to be held at the offices of **HopgoodGanim Lawyers, Level 7, Waterfront Place, 1 Eagle Street Brisbane QLD 4000** on 26th May at **10 am (AEST)** and at any adjournment thereof.

The Chair intends to vote all undirected proxies in favour of each item of business. In exceptional circumstances, the Chairman of the Meeting may change his/her voting intention on any resolution, in which case an ASX Announcement will be made. If the Chairman of the Meeting is (or becomes) your proxy you can direct the Chairman to vote for or against or abstain from voting by marking the appropriate box in step 2 below.

STEP 2 - Voting directions to your Proxy – please mark to indicate your directions

Ordinary Business		For	Against	Abstain*
Resolution 1	Approve re-appointment of Sean Corbin	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 2	Ratification of share issues to Sophisticated Investors dated 27 May 2015	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 3	Issue of Options to EAS Advisors LLC	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 4	Ratification of Prior Issue of Securities under Listing Rule 7.1 A	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

*If you mark the Abstain box for a particular item, you are directing your proxy not to vote on your behalf on a show of hands or on a poll and your votes will not be counted in computing the required majority on a poll. If you do not direct your proxy on how to vote as your proxy in respect of the resolution/s, the Proxy may cast your vote as the Proxy thinks fit or may abstain from voting. By signing this appointment you acknowledge that, subject to the Corporations Act 2001 (Cth), the Proxy may exercise your proxy even if he/she has an interest in the outcome of the resolution/s and even if votes cast by him/her other than as proxy holder will be disregarded because of that interest.

If two proxies are being appointed, the proportion of voting rights this proxy represents is _____%.

Please return this Proxy Form to the Company Secretary, Suite 29, Level 54, 111 Eagle Street Brisbane Qld 4000 or by fax on 07 3112 6113 or by email to sean.corbin@live.com.au or by delivery to Suite 29, Level 54, 111 Eagle Street Brisbane Qld 4000 or by fax on 07 3112 6113 before 10 am on 6 July 2015 being 48 hours before the meeting.

Signed this _____ day of _____ 2015.

By:

Individuals and joint holders

Companies (affix common seal if appropriate)

Signature

Director

Signature

Director/Secretary

Signature

Sole Director and Sole Secretary

for Completing Appointment of Proxy Form

1. In accordance with section 249L of the Corporations Act, a Shareholder of the Company who is entitled to attend and cast two or more votes at a general meeting of Shareholders is entitled to appoint two proxies. Where more than one proxy is appointed, such proxy must be allocated a proportion of the member's voting rights. If the Shareholder appoints two proxies and the appointment do not specify this proportion, each proxy may exercise half the votes.
2. A duly appointed proxy need not be a member of the Company. In the case of joint holders, all must sign.
3. Corporate Shareholders should comply with the execution requirements set out on the Proxy Form or otherwise with the provisions of section 127 of the Corporations Act. Section 127 of the Corporations Act provides that a Company may execute a document without using its common seal if the document is signed by:
 - 2 Directors of the Company;
 - a Director and a Company Secretary of the Company; or
 - for a proprietary Company that has a sole Director who is also the sole Company Secretary – that Director.

For the Company to rely on the assumptions set out in sections 129(5) and (6) of the Corporations Act, a document must appear to have been executed in accordance with sections 127(1) or (2). This effectively means that the status of the persons signing the document or witnessing the affixing of the seal must be set out and conform to the requirements of section 127(1) or (2) as applicable. In particular, a person who witnesses the affixing of a common seal and who is the sole Director and sole Company Secretary of the Company must state that next to his or her signature.

4. Completion of a Proxy Form will not prevent individual Shareholders from attending the Meeting in person if they wish. Where a Shareholder completes and lodges a valid Proxy 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.
5. Where a Proxy Form or form of appointment of corporate representative is lodged and is executed under power of attorney, the power of attorney must be lodged in like manner as this proxy.

In accordance with section 250BA of the Corporations Act the Company specifies the following for the purposes of receipt of proxy appointments:

Registered Office: Suite 29, Level 54 111 Eagle Street Brisbane Qld 4000

Postal address: Suite 29, Level 54 111 Eagle Street Brisbane Qld 4000

Fax Number: (07) 3112 6113

Email: sean.corbin@live.com.au by at least 48 hours prior to the time of commencement of the Meeting

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