



HASTINGS RARE METALS LIMITED

ABN 43 122 911 399

NOTICE OF GENERAL MEETING

A general meeting of the Company will be held in the Boardroom of HLB Mann Judd at Level 19, 207 Kent Street, Sydney NSW 2000 on 12 October 2015 at 11am (EST).

This Notice of General Meeting and Explanatory Memorandum should be read in its entirety. If Shareholders are in doubt as to how they should vote, they should seek advice from their accountant, solicitor or other professional adviser without delay.

HASTINGS RARE METALS LIMITED

ABN 43 122 911 399

NOTICE OF GENERAL MEETING

IMPORTANT INFORMATION

TIME AND PLACE OF MEETING

Notice is hereby given that a general meeting of shareholders of Hastings Rare Metals Limited (**Company**) will be held in the Boardroom of HLB Mann Judd at Level 19, 207 Kent Street, Sydney NSW 2000 on 12 October 2015 at 11am (EST) (**General Meeting**)

The Explanatory Memorandum provides additional information on matters to be considered at the General Meeting and forms part of this Notice.

Terms and abbreviations used in this Notice are defined in Schedule 1.

YOUR VOTE IS IMPORTANT

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

VOTING ELIGIBILITY

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 7pm on 10 October 2015

VOTING IN PERSON

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

VOTING BY PROXY

1. **(Appointing a Proxy):** A Shareholder who is entitled to attend and cast a vote at the Meeting is entitled to appoint a proxy to attend and vote for the Shareholder at the meeting. A Shareholder who is entitled to cast 2 or more votes at the Meeting may appoint a second proxy. The appointment of the second proxy must be done on a separate copy of the proxy form. Where more than one proxy is appointed, such proxy must be allocated a proportion of the Shareholder's voting rights. If a Shareholder appoints two proxies and the appointment does not specify this proportion, each proxy may exercise half the votes. A duly appointed proxy need not be a Shareholder of the Company.
2. **(Direction to Vote):** A proxy need not vote in that capacity on a show of hands on any Resolution nor (unless the proxy is the Chairman of the Meeting) on a poll. However, if the proxy's appointment specifies the way to

vote on a Resolution, and the proxy decides to vote in that capacity on that Resolution, the proxy must vote the way specified (subject to the other provisions of this notice of general meeting, including the voting exclusions noted below).

3. **(Voting restrictions with respect to undirected proxies)**

The Chairman of the Meeting intends to vote undirected proxies (where he has been appropriately authorised, having regard to the voting restrictions set out in this notice of general meeting) in favour of the Resolution.

4. **(Return of Proxy Form):** To vote by proxy, please complete and sign the enclosed Proxy Form (and attach any authority under which it is signed or a copy which appears on its face to be an authentic copy) by:

(a) post to Hastings Rare Metals Limited, PO Box Q128 Queen Victoria Building, Sydney, NSW 1230; or

(b) by email to guy@hastingsraremetals.com

so that it is received not less than 48 hours prior to commencement of the Meeting.

Proxy Forms received later than this time will be invalid.

CORPORATE REPRESENTATIVE

A body corporate which is a Shareholder, or which has been appointed as a proxy, may appoint an individual to act as its representative at the meeting. Unless it has previously been given to the Company, the representative should bring evidence of their appointment to the Meeting, together with any authority under which it is signed. The appointment must comply with section 250D of the Corporations Act 2001.

ATTORNEY

A Shareholder may appoint an attorney to vote on their behalf. To be effective for the Meeting, the instrument effecting the appointment (or a copy which appears on its face to be an authentic copy) must be received by the deadline for the receipt of proxy forms (see above), being no later than 48 hours before the Meeting.

AGENDA

SPECIAL RESOLUTION

1. Resolution 1 – Change of Name of Company

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

"That, pursuant to and in accordance with section 157(1) of the Corporations Act and for all other purposes, Shareholders adopt "Hastings Technology Metals" as the new name of the Company on the terms and conditions set out in the Explanatory Memorandum."

BY ORDER OF THE BOARD OF DIRECTORS

Guy Robertson
Company Secretary
Dated: 10 September 2015

EXPLANATORY MEMORANDUM

This Explanatory Memorandum has been prepared for the information of Shareholders in connection with the business specified to be conducted at the General Meeting to be held in the Boardroom of HLB Mann Judd at Level 19, 207 Kent Street, Sydney NSW 2000 on 10 October 2015 at 11am (EST).

The Directors recommend that Shareholders read this Explanatory Memorandum in full in conjunction with the accompanying Notice of which this Explanatory Memorandum forms a part.

Resolution 1

5.1 General

In accordance with section 157 of the Corporations Act, if a company wants to change its name, its members must pass a special resolution adopting that new name.

Resolution 1 seeks Shareholder approval for the change of name of the Company to Hastings Technology Metals Limited.

Resolution 1 is a special resolution and therefore requires 75% of the votes cast by Shareholders entitled to vote on the Resolution (in person or by proxy, attorney or corporate representative) to be voted in favour of that Resolution.

The change of name will take effect on the date that ASIC alters the details of the Company's registration.

The Chairman intends to vote all undirected proxies in favour of Resolution 1.

5.2 Directors Recommendation

The Directors recommend that Shareholders vote in favour of Resolution 1.

Schedule 1 - Definitions

In this Explanatory Memorandum and Notice of General Meeting:

ASIC means Australian Securities and Investments Commission.

ASX means ASX Limited ACN 008 624 691 and the market operated by it, as the context requires.

ASX Listing Rules means the Listing Rules of ASX and any other rules of ASX which are applicable while the entity is admitted to the official list of ASX, each as amended or replaced from time to time except to the extent of any express written waiver by ASX.

Board means the Board of Directors.

Company or **Hastings** means Hastings Rare Metals Limited ABN 43122911399.

Corporations Act means the Corporations Act 2001 (Cth).

Directors means the directors of the Company.

EST means Eastern Standard Time, in Sydney, New South Wales.

Explanatory Memorandum means the explanatory memorandum which accompanies and forms part of this Notice.

General Meeting or **Meeting** means the general meeting of the Company to be held on 12 October 2015 at 11am (EST), convened by this Notice.

Notice means this Notice of General Meeting.

Proxy Form means the proxy form accompanying this Notice.

Resolution means a resolution referred to in this Notice.

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

Shareholder means a holder of a Share.

In this Notice, words importing the singular include the plural and vice versa.

«EFT_REFERENCE_NUMBER»

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HASTINGS RARE METALS LTD

ACN: 122 911 399

REGISTERED OFFICE:SUITE 2508
LEVEL 25, ST MARTINS TOWER
31 MARKET STREET
SYDNEY NSW 2000

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SHARE REGISTRY:Security Transfer Registrars Pty Ltd
PO BOX 535, APPLECROSS WA 6953
AUSTRALIA
770 Canning Highway, APPLECROSS WA 6153
AUSTRALIA
T: +61 8 9315 2333 F: +61 8 9315 2233
E: registrar@securitytransfer.com.au
W: www.securitytransfer.com.au«HOLDER_NAME»
«ADDRESS_LINE_1»
«ADDRESS_LINE_2»
«ADDRESS_LINE_3»
«ADDRESS_LINE_4»
«ADDRESS_LINE_5»

Code:

HAS

Holder Number:

«HOLDER_NUMB

PROXY FORM

THIS DOCUMENT IS IMPORTANT. IF YOU ARE IN DOUBT AS TO HOW TO DEAL WITH IT, PLEASE CONTACT YOUR STOCK BROKER OR LICENSED PROFESSIONAL ADVISOR.

SECTION A: Appointment of Proxy

I/We, the above named, being registered holders of the Company and entitled to attend and vote, hereby appoint:

☐

The meeting chairperson

OR☐

or failing the person named, or if no person is named, the Chairperson of the meeting, as my/our Proxy to act generally at the meeting on my/our behalf and to vote in accordance with the following directions (or if no directions have been given, as the Proxy sees fit) at the General Meeting of the Company to be held at 11:00am AEST on Monday 12 October 2015 at Level 19, 207 Kent Street, Sydney NSW 2000 and at any adjournment of that meeting.

SECTION B: Voting Directions

Please mark "X" in the box to indicate your voting directions to your Proxy. The Chairperson of the Meeting intends to vote undirected proxies in FAVOUR of the resolution. In exceptional circumstances, the Chairperson of the Meeting may change his/her voting intention on the resolution, in which case an ASX announcement will be made.

RESOLUTION

1. Change of name of the Company

For☐**Against**☐**Abstain**☐**IMPORTANT NOTE FOR RESOLUTION 1**

The Chairman of the Meeting intends to vote undirected proxies in favour of Resolution 1.

☐

If the Chairman of the Meeting is appointed as your proxy, or may be appointed by default and you do not wish to direct your proxy how to vote as your proxy in respect of a resolution, please place a mark in this box. By marking this box, you authorise the Chairman of the Meeting to exercise your proxy as an undirected proxy.

If you do not wish to appoint the Chairman of the Meeting to vote on Resolutions 1 it will be important for you to complete the voting directions in Step 2.

If no directions are given my proxy may vote as the proxy thinks fit or may abstain. * 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.

SECTION C: Signature of Security Holder(s)

PRINT

This section must be signed in accordance with the instructions overleaf to enable your directions to be implemented.

Individual or Security Holder

Sole Director & Sole Company Secretary

Security Holder 2

Director

Security Holder 3

Director/Company Secretary

Proxies must be received by Hastings Rare Metals Ltd no later than 11:00am AEST on Saturday 10 October 2015.

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My/Our contact details in case of enquiries are:

Name:

Number:

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1. NAME AND ADDRESS

This is the name and address on the Share Register of the Company. If this information is incorrect, please make corrections on this form. Shareholders sponsored by a broker should advise their broker of any changes. Please note that you cannot change ownership of your shares using this form.

2. APPOINTMENT OF A PROXY

If the person you wish to appoint as your Proxy is someone other than the Chairperson of the Meeting please write the name of that person in Section A. If you leave this section blank, or your named Proxy does not attend the meeting, the Chairperson of the Meeting will be your Proxy. A Proxy need not be a shareholder of the Company.

3. DIRECTING YOUR PROXY HOW TO VOTE

To direct the Proxy how to vote place an "X" in the appropriate box against each item in Section B. Where more than one Proxy is to be appointed and the proxies are to vote differently, then two separate forms must be used to indicate voting intentions.

4. APPOINTMENT OF A SECOND PROXY

You are entitled to appoint up to two (2) persons as proxies to attend the meeting and vote on a poll. If you wish to appoint a second Proxy, an additional Proxy form may be obtained by contacting the Company's share registry or you may photocopy this form.

To appoint a second Proxy you must:

- On each of the Proxy forms, state the percentage of your voting rights or number of securities applicable to that form. If the appointments do not specify the percentage or number of votes that each Proxy may exercise, each Proxy may exercise half of your votes; and
- Return both forms in the same envelope.

5. SIGNING INSTRUCTIONS

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 must sign.

Power of Attorney: to sign under Power of Attorney you must have already lodged this document with the Company's share registry. If you have not previously lodged this document for notation, please attach a certified photocopy of the Power of Attorney to this form when you return it.

Companies: where the Company has a Sole Director who is also the Sole Company Secretary, this form must be signed by that person. If the Company (pursuant to section 204A of the Corporations Act 2001) does not have a Company Secretary, a Sole Director may sign alone. Otherwise this form must be signed by a Director jointly with either another Director or Company Secretary. Please indicate the office held in the appropriate place.

If a representative of the corporation is to attend the meeting the appropriate "Certificate of Appointment of Corporate Representative" should be lodged with the Company before the meeting or at the registration desk on the day of the meeting. A form of the certificate may be obtained from the Company's share registry.

6. LODGEMENT OF PROXY

Proxy forms (and any Power of Attorney under which it is signed) must be received by Hastings Rare Metals Ltd no later than the date and time stated on the form overleaf. Any Proxy form received after that time will not be valid for the scheduled meeting.

Hasting Rare Metals Ltd

Postal Address PO Box Q128
Queen Victoria Building
Sydney NSW 1230

Email guy@hastingsraremetals.com

PRIVACY STATEMENT

Personal information is collected on this form by Security Transfer Registrars Pty Ltd as the registrar for securities issuers for the purpose of maintaining registers of security holders, facilitating distribution payments and other corporate actions and communications. Your personal details may be disclosed to related bodies corporate, to external service providers such as mail and print providers, or as otherwise required or permitted by law. If you would like details of your personal information held by Security Transfer Registrars Pty Ltd or you would like to correct information that is inaccurate please contact them on the address on this form.

