

NOTICE OF ANNUAL GENERAL MEETING

PERTH, AUSTRALIA; 16 OCTOBER 2018: Hazer Group Limited (ASX: HZR, HZRO) advises that the following documents have been mailed to shareholders:

- Notice of Annual General Meeting
- Proxy Form

For more information contact:

Emma Waldon, Company Secretary, ewaldon@hazergroup.com.au

ENDS

ABOUT HAZER GROUP LTD

Hazer Group Limited (“Hazer” or “The Company”) is an ASX-listed technology development company undertaking the commercialisation of the Hazer Process, a low-emission hydrogen and graphite production process. The Hazer Process enables the effective conversion of natural gas and similar feedstocks, into hydrogen and high quality graphite, using iron ore as a process catalyst.

For further information, investor or media enquiries, please contact:

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Hazer Group Limited - Social Media Policy

Hazer Group Limited is committed to communicating with the investment community through all available channels. Whilst ASX remains the prime channel for market sensitive news, investors and other interested parties are encouraged to follow Hazer on Twitter (@hazergroupltd), LinkedIn, Facebook, Instagram, Google+ and Youtube.

Subscribe to HAZER NEWS ALERTS - visit our website at www.hazergroup.com.au and subscribe to receive HAZER NEWS ALERTS, our email alert service. HAZER NEWS ALERTS is the fastest way to receive breaking news about @hazergroupltd.



HAZER GROUP LIMITED

ABN 40 144 044 600

NOTICE OF ANNUAL GENERAL MEETING

TIME: 9.00 am (AWST)

DATE: Wednesday, 14 November 2018

PLACE: South Perth Bowling Club
2 Mends Street
South Perth WA 6151

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.

Should you wish to discuss the matters in this Notice of Meeting please do not hesitate to contact the Company Secretary, using the contact details on page 21.

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YOUR VOTE IS IMPORTANT

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

VOTING IN PERSON

To vote in person, attend the Annual General Meeting on the date and at the place set out on page 4.

APPOINTING A PROXY

A Shareholder who is entitled to attend and vote at the Meeting may appoint a proxy to attend and vote at the Meeting on their behalf. A proxy does not need to be a Shareholder of the Company.

If a Shareholder is entitled to cast two or more votes at the Meeting, the Shareholder may appoint two proxies and may specify the percentage or number of votes each proxy can exercise. If the proxy form does not specify the percentage or number of the Shareholder's votes that each proxy may exercise, each proxy may exercise half of the Shareholder's votes on a poll. Fractions will be disregarded.

To appoint a proxy online, visit www.linkmarketservices.com.au, select 'Investor Login' and in the "Single Holding" section enter Hazer Group Limited or the ASX code HZR in the Issuer name field, your Security Reference Number (SRN) or Holder Identification Number (HIN) (which is shown on the front of your proxy form), postcode and security code which is shown on the screen and click 'Login'. Select the 'Voting' tab and then follow the prompts. You will be taken to have signed your Proxy Form if you lodge it in accordance with the instructions given on the website.

Alternatively, you can appoint a proxy by completing and signing the enclosed proxy form and sending the form to:

- (a) by post to Link Market Services Locked Bag A14 SYDNEY SOUTH NSW 1235; or
- (b) by fax to Link Market Services at (+61 2) 9287 0309.

The deadline for receipt of proxy appointments is 9.00am (AWST) on Monday, 12 November 2018.

Proxy appointments received later than this time will be invalid.

POWER OF ATTORNEY

If the proxy form is signed under a power of attorney on behalf of a Shareholder, then the attorney must make sure that either the original power of attorney or a certified copy is sent with the proxy form, unless the power of attorney has already been provided to the Share Registry.

CORPORATE REPRESENTATIVES

If a representative of a corporate Shareholder or a corporate proxy will be attending the Meeting, the representative should bring to the Meeting adequate evidence of their appointment, unless this has previously been provided to the Share Registry.

An appointment of corporate representative form may be obtained from Link Market Services by calling (+61) 1300 554 474 or online at <http://www.linkmarketservices.com.au/corporate/resources/forms.html>.

NOTICE OF ANNUAL GENERAL MEETING

Notice is given that the Annual General Meeting (**AGM**) of Shareholders of Hazer Group Limited will be held at South Perth Bowling Club, 2 Mends Street, South Perth WA 6151 at 9.00 am (AWST) on Wednesday, 14 November 2018. Registration will open at 8.45 am (AWST).

The Explanatory Statement to this Notice of Meeting provides additional information on matters to be considered at the AGM. Terms and abbreviations used in this Notice of Meeting and Explanatory Statement are defined in the Glossary.

The Directors have determined under 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 at 4:00 pm (AWST) on Monday, 12 November 2018.

AGENDA

ADOPTION OF ANNUAL REPORT

To receive and consider the Annual Financial Report, the Directors' Report and the Auditor's Report for the year ended 30 June 2018.

Shareholders will be asked to consider, and if thought fit, to pass, with or without amendment, the Resolution below, which will be proposed as a **Non-Binding Resolution**:

RESOLUTION 1 – ADOPTION OF THE REMUNERATION REPORT

"To adopt the Hazer Group Limited Remuneration Report for the year ended 30 June 2018."

Shareholders will be asked to consider, and if thought fit, to pass, with or without amendment, the Resolutions below, which will be proposed as **Ordinary Resolutions**:

RESOLUTION 2 – RE-ELECTION OF DIRECTOR – SIMON RUSHTON

"That Simon Rushton be re-elected as a Director of the Company."

RESOLUTION 3 – RE-ELECTION OF DIRECTOR – ANDREW HARRIS

"That Andrew Harris be re-elected as a Director of the Company."

RESOLUTION 4 – GRANT OF OPTIONS TO GEOFF WARD

"That approval be given for all purposes, including Chapter 2E of the Corporations Act and ASX Listing Rule 10.14, for the grant of up to 2,00,000 Options with an exercise price of \$0.50 and expiry date of 30 June 2022, up to 2,000,000 Options with an exercise price of \$0.70 and expiry date of 30 June 2023 and up to 2,000,000 Options with an exercise price of \$0.90 and expiry date of 30 June 2024 to Geoff Ward or his nominee, with the performance conditions and other terms and conditions set out in the Explanatory Statement accompanying the Notice."

RESOLUTION 5 – GRANT OF OPTIONS TO SIMON RUSHTON

"That approval be given for all purposes, including Chapter 2E of the Corporations Act and ASX Listing Rule 10.14, for the grant of up to 1,000,000 Options with an exercise price of \$0.70 and expiry date of 30 June 2023 to Simon Rushton or his nominee, with the performance conditions and other terms and conditions set out in the Explanatory Statement accompanying the Notice."

Shareholders will be asked to consider, and if thought fit, to pass, with or without amendment, the Resolution below, which will be proposed as a **Special Resolution**:

RESOLUTION 6 – APPROVAL OF 10% PLACEMENT CAPACITY

"That, for the purposes of Listing Rule 7.1A and for all other purposes, approval is given for the issue of Equity Securities totaling up to 10% of the issued capital, calculated in accordance with the formula prescribed in Listing Rule 7.1A.2 and on the terms and conditions set out in the Explanatory Statement."

DATED: 10 October 2018

BY ORDER OF THE BOARD



**HAZER GROUP LIMITED
EMMA WALDON
COMPANY SECRETARY**

Voting Prohibition and Voting Exclusion Statements

For the definitions of Key Management Personnel (**KMP**) and Closely Related Parties, please refer to the Glossary on page 23.

The Corporations Act restricts members of the KMP of the Company and their Closely Related Parties from voting in relation to remuneration related Resolutions (such as Resolution 1, 4 and 5), voting prohibitions.

In addition, separate voting restrictions apply in respect of Resolutions 4, 5 and 6 under the ASX Listing Rules, voting exclusions.

What this means for Shareholders: If you intend to appoint a member of the KMP (other than the Chairman of the Meeting) or a Closely Related Party of a member of the KMP as your proxy, please ensure that you direct them how to vote on Resolution 1, 4, and 5. If you do not do so, your proxy will not be able to vote on your behalf on Resolutions 1, 4, and 5.

If you intend to appoint the Chairman of the Meeting as your proxy, you are encouraged to direct him how to vote by marking the boxes for Resolutions 1, 4 and 5 (for example if you wish to vote for, or against, or to abstain from voting). If you appoint the Chairman as your proxy without directing him how to vote, the Proxy Form authorises him to vote as he decides on Resolutions 1, 4 and 5 (even though those Resolutions are connected with the remuneration of KMP). The Chairman of the Meeting intends to vote in favour of all Resolutions (where permissible).

The Company will disregard votes cast on Resolutions 1, 4, 5 and 6 by the persons detailed in the below.

Resolution 1 – Adoption of Remuneration Report

Voting Prohibition Statement:

In accordance with the Corporations Act, a vote on Resolution 1 must not be cast (in any capacity) by or on behalf of any of the following persons:

- (a) a member of the KMP, details of whose remuneration are included in the Remuneration Report for the year ended 30 June 2018; and
- (b) Closely Related Parties of such a member.

However, a person described above may cast a vote on Resolution 1 as a proxy if the vote is not cast on behalf of a person described above and either:

- (a) the person does so as a proxy appointed by writing that specifies how the proxy is to vote on Resolution 1; or
- (b) the person is the Chairman of the Meeting and the appointment of the Chairman as proxy:
 - i. does not specify the way the proxy is to vote on Resolution 1; and
 - ii. expressly authorises the Chairman to exercise the proxy even though Resolution 1 is connected directly or indirectly with the remuneration of a member of the KMP.

Resolutions 4 and 5 – Grant of Options to Directors

Voting Prohibition Statement:

In accordance with the Corporations Act, a person appointed as proxy must not vote on Resolutions 4 and 5 on the basis of that appointment, if that person is:

- (a) a member of the KMP as at the date of the Meeting; or
- (b) Closely Related Parties of such a member.

However, a person described above may cast a vote on Resolutions 4 and 5 if the person does so as a proxy for a person who is entitled to vote where:

- (a) the Proxy Form specifies how the proxy is to vote on Resolutions 4 and 5; or
- (b) the proxy is the Chairman of the Meeting, who may vote in favour of Resolutions 4 and 5 in accordance with an express authorisation on the Proxy Form.

In addition, a vote on Resolutions 4 and 5 must not be cast (in any capacity) by or on behalf of Mr Ward or Mr Rushton (in respect of their relevant Resolutions) or any of their associates. However, this prohibition does not apply if:

- (a) the vote is cast by a person as proxy and the proxy form specifies how the proxy is to vote on Resolutions 4 and 5; and
- (b) the vote is not cast on behalf of Mr Ward or Mr Rushton (as appropriate), their associates or any related party of them.

Voting Exclusion Statement:

The Company will disregard any votes cast in favour of Resolutions 4 and 5 by or on behalf of a Director and an associate of a Director (except a Director who is ineligible to participate in any employee incentive scheme of the Company), as required by ASX Listing Rule 10.14.

However, the Company need not disregard a vote cast 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 Chairman of 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.

Resolution 6 – Approval of 10% Placement Capacity

Voting Exclusion Statement:

The Company will disregard any votes cast in favour of Resolution 6 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) or an associate of those persons.

However, the Company need not disregard a vote cast 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 Chairman of 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.

EXPLANATORY STATEMENT

This Explanatory Statement has been prepared for the information of the Shareholders of the Company in connection with the business to be conducted at the Annual General Meeting to be held on Wednesday, 14 November 2018 at 9.00am (AWST).

This purpose of this Explanatory Statement is to provide information which the Directors believe to be material to Shareholders in deciding whether or not to pass the Resolutions in the Notice of Meeting.

1. ANNUAL REPORT

The business of the Meeting will include receipt and consideration of the Company's Annual Financial Report, the Directors' Report and the Auditor's Report for the year ended 30 June 2018, which are included in Hazer's Annual Report.

In accordance with the Corporations Act 2001, Shareholders will be given a reasonable opportunity at the Annual General Meeting to ask questions and make comments on the Annual Report, and on the management of Hazer.

The Company's auditor will be present at the Meeting. During the discussion of this item, the auditor will be available to answer questions on:

- the conduct of the audit;
- the preparation and content of the Auditor's Report;
- the accounting policies adopted by the Company in relation to the preparation of the Financial Statements; and
- the independence of the auditor in relation to the conduct of the audit.

Written questions for the auditor

If you would like to submit a written question about the content of the Auditor's Report or the conduct of the audit of the Annual Financial Report to the Company's auditor, please send your question to the Company Secretary. A list of qualifying questions will be made available at the Meeting.

Please note that all written questions must be received at least five business days before the Meeting, that is by Wednesday, 7 November 2018.

2. RESOLUTION 1 – ADOPTION OF REMUNERATION REPORT

The Remuneration Report is set out in the Annual Report. The Remuneration Report details the Company's remuneration arrangements for the Directors and senior management of the Company.

S250R(2) of the Corporations Act requires that a resolution to adopt the Remuneration Report be put to the vote of the Company. Shareholders should note that the vote on Resolution 1 is advisory only and not binding on the Company or its Directors.

However, under the Corporations Act, if at least 25% of the votes cast on Resolution 1 are against the adoption of the Remuneration Report then:

- if comments are made on the Remuneration Report at the Meeting, Hazer's 2019 Remuneration Report will be required to include an explanation of the Board's proposed action in response or, if no action is proposed, the Board's reasons for this; and
- if, at next year's AGM, at least 25% of the votes cast on the resolution for adoption of the 2019 Remuneration Report are against it, Hazer will be required to put to

Shareholders a resolution proposing that an Extraordinary General Meeting (**EGM**) be called to consider the election of Directors (**Spill Resolution**). If the Spill Resolution is passed (i.e. more than 50% of the votes cast are in favour of it), all of the Directors (other than the Managing Director) will cease to hold office at the subsequent EGM, unless re-elected at that Meeting.

At the Company's previous annual general meeting, the votes cast against the remuneration report considered at that annual general meeting were less than 25%.

In accordance with the Corporations Act, Shareholders will be given a reasonable opportunity at the Annual General Meeting to ask questions and make comments on the Remuneration Report.

Board recommendation: *The Remuneration Report forms part of the Directors' Report, which was approved in accordance with a unanimous resolution of the Board. Each Director recommends that Shareholders vote in favour of adopting the Remuneration Report.*

3. RE-ELECTION OF DIRECTORS

Constitution

Rule 7.2(b) of the Constitution provides that the Directors may at any time appoint a person to be a Director. Rule 7.3(f) of the Constitution requires that any Director appointed under rule 7.2(b) holds office only until the next following annual general meeting, and is then eligible for re-election.

Rule 7.3(a) of the Constitution requires that one third of the Directors (excluding Directors appointed under rule 7.2(b)), or if their number is not a multiple of three, then rounded down to the nearest whole number must retire at each annual general meeting. Rule 7.3(d) provides that a Director who retires under rule 7.3(a) is eligible for re-election. Rule 7.3(e) of the Constitution provides that the Managing Director is exempt from this requirement.

RESOLUTION 2 – RE-ELECTION OF SIMON RUSHTON

Simon Rushton, having been appointed as an additional director under rule 7.2(b), seeks re-election in accordance with rule 7.3(f) of the Constitution.

Brief Curriculum Vitae of Simon Rushton

Non-Executive Director, appointed 20 April 2018

Experience and expertise

Simon is currently the General Manager of Commercial at Mineral Resources Limited (ASX: MIN) and has extensive legal and commercial expertise across a range of industries, including logistics, mining, oil & gas as well as private legal practice. Over the past decade, Simon has been primarily responsible for managing the legal and commercial affairs of Mineral Resources, including all front end contract and corporate (including M&A) work as well as ongoing management of all major contracts. Mineral Resources Limited is a substantial shareholder and material commercial partner of the Company.

Qualifications

Bachelor of Commerce and Bachelor of Laws.

Current directorships of other listed companies

Nil

Former directorships of other listed companies in the last three years

Nil

Special responsibilities

Nil

Board recommendation: *The Directors (with Simon Rushton abstaining) unanimously recommend the re-election of Simon Rushton.*

RESOLUTION 3 – RE-ELECTION OF ANDREW HARRIS

Andrew Harris seeks re-election in accordance with rule 7.3(a) of the Constitution.

Brief Curriculum Vitae of Andrew Harris

Non-Executive Director (Independent Director), appointed 21 June 2016

Experience and expertise

Dr Andrew Harris is highly experienced in renewable energy, sustainability, biomimicry, nanotechnology, process engineering and the hydrogen energy economy. He is the lead Director of the Engineering Excellence Group within Laing O'Rourke's internal engineering and innovation team. Laing O'Rourke is one of the world's largest privately owned engineering and construction companies, with annual revenues of \$8 billion, 15,000 staff and operations in Europe, North America, the Middle East, Asia and Australia. The Engineering Excellence Group was established to be a global centre of excellence, to transform Laing O'Rourke's capabilities through strategic innovation, research and development, and enhanced technical performance.

Dr Harris is also Professor of Chemical and Biomolecular Engineering at the University of Sydney and co- director of the Laboratory for Sustainable Technology, the state of art laboratory where Hazer has established its core development activities for the Hazer Process. Dr Harris was the youngest ever professor of Chemical Engineering appointed at the University of Sydney.

Dr Harris was also previously the Chief Technology Officer of Zenogen Pty Ltd, a Sydney-based hydrogen production technology company, and was a co-founder of Oak Nano, a University of Sydney start-up commercialising novel carbon nanotube technology. Oak Nano designed and built the largest carbon nanotube production facility in the southern hemisphere.

Qualifications

PhD in engineering from the University of Cambridge and undergraduate degrees in engineering and science from the University of Queensland. A Fellow of the Institution of Chemical Engineers and Engineers Australia and a member of the Australian Institute of Company Directors.

Current directorships of other listed companies

Nil

Former directorships of other listed companies in the last three years

Nil

Special responsibilities

Chair of Remuneration and Nomination Committee and Member of the Audit and Risk Committee.

Board recommendation: *The Directors (with Andrew Harris abstaining) unanimously recommend the re-election of Andrew Harris.*

4. GRANTS OF OPTIONS TO DIRECTORS

Background

It is proposed to issue Options under the Employee Incentive Plan to the following related parties of the Company - Geoff Ward (Chief Executive Officer) and Simon Rushton (Non-Executive Director).

Geoff Ward is Chief Executive Officer but not currently a Director. The Board has reasonable grounds to believe that it is likely Geoff Ward will become a Director in the future. Thereby, in accordance with section 228(6) of the Corporations Act, Geoff Ward will be treated by the Company as a related party.

Simon Rushton as a Director is a related party.

Chapter 2E of the Corporations Act

Chapter 2E of the Corporations Act prohibits a public company from giving a financial benefit to a related party of a public company unless the benefit falls within one of various exceptions to the general prohibition. Exceptions to this general prohibition include where the company first obtains the approval of its shareholder in general meeting, or the financial benefit being provided is on arm's length terms or better.

A "financial benefit" for the purposes of the Corporations Act includes issuing securities to a related party.

RESOLUTION 4 – GRANT OF OPTIONS TO GEOFF WARD, CHIEF EXECUTIVE OFFICER

Shareholder approval

Shareholder approval is sought for the grant under the Employee Incentive Plan of up to 2,000,000 Options with an exercise price of \$0.50 and expiry date of 30 June 2022, up to 2,000,000 Options with an exercise price of \$0.70 and expiry date of 30 June 2023 and up to 2,000,000 Options with an exercise price of \$0.90 and expiry date of 30 June 2024 to Geoff Ward or his nominee, with the vesting conditions set out below, for all purposes, including ASX Listing Rule 10.14 and Chapter 2E of the Corporations Act. These Options are proposed to be issued to Geoff Ward as part of his total Chief Executive Officer remuneration package, where the Company seeks to conserve its cash reserves as best possible, whilst retaining the services of highly qualified and experienced personnel.

Listing Rule 10.14

Listing Rule 10.11 provides that a company must not issue securities to a related party of the company under an employee incentive scheme unless the issue has been approved by shareholders by ordinary resolution. If approval is given by shareholders under Listing Rule 10.14, separate shareholder approval is not required under Listing Rule 10.11.

Approval pursuant to Listing Rule 7.1 is not required in order to issue securities to related parties under the Resolutions as approval is being obtained under Listing Rule 10.14. Accordingly, the issue of the securities to the related parties will not be included in the calculation of the Company's placement capacities.

For the purposes of ASX Listing Rule 10.15, the following information is provided to Shareholders:

- (a) The Options will be issued to Geoff Ward or to his nominee.
- (b) Geoff Ward is Chief Executive Officer of the Company and is treated as a related party as set out above.

- (c) The maximum number of Options that will be issued to Geoff Ward or to his nominee is 6,000,000.
- (d) No monetary consideration is payable for the issue of the Options.
- (e) Since the Employee Incentive Plan was last approved by Shareholders at the 2016 annual general meeting, the Directors and associates who have received securities under the Employee Incentive Plan are Tim Goldsmith, Andrew Harris, Geoff Pocock and Terry Walsh.
- (f) All of the Directors (being Tim Goldsmith, Danielle Lee, Andrew Harris and Simon Rushton) and the Chief Executive Officer (Geoff Ward) are entitled to participate in the Employee Incentive Plan.
- (g) No loans will be provided in respect of the issue of the Options.
- (h) The Options will be issued no later than 12 months after the date of Shareholder approval.
- (i) The Options will be issued for no cash consideration. 2,000,000 Options will have an exercise price of \$0.50 and an expiry date of 30 June 2022 (Series L Options) vesting 6 months after commencing employment (8 October 2018) provided that the holder has continued to be employed as Chief Executive Officer of the Company prior to and at the vesting date, 2,000,000 Options will have an exercise price of \$0.70 and an expiry date of 30 June 2023 (Series M Options) vesting 18 months after commencing employment (8 October 2018) provided that the holder has continued to be employed as Chief Executive Officer of the Company prior to and at the vesting date and 2,000,000 Options will have an exercise price of \$0.90 and an expiry date of 30 June 2024 (Series N Options) vesting 30 months after commencing employment (8 October 2018) provided that the holder has continued to be employed as Chief Executive Officer of the Company prior to and at the vesting date. Other material terms and conditions of the Options are set out at Schedule 1.
- (j) A voting exclusion applies to this item of business, as set out in the Notice of Meeting.

For the purposes of Part 2E.1 of the Corporations Act, the additional disclosures in Annexure 1 are made.

Board recommendation: *The Directors unanimously recommend that Shareholders vote in favour of approving the grant of Options to Geoff Ward.*

The Directors do not consider that from an economic and commercial point of view, there are any costs or detriments, including opportunity costs or taxation consequences for the Company or benefits foregone by the Company in issuing the Options.

RESOLUTION 5 – GRANT OF OPTIONS TO SIMON RUSHTON, NON-EXECUTIVE DIRECTOR

Shareholder approval

Shareholder approval is sought for the grant under the Employee Incentive Plan of up to 1,000,000 Options with an exercise price of \$0.70 and expiry date of 30 June 2023 to Simon Rushton or his nominee, with the vesting conditions set out below, for all purposes, including ASX Listing Rule 10.14 and Chapter 2E of the Corporations Act. These Options are proposed to be issued to Simon Rushton as part of his total Director remuneration package, where the Company seeks to conserve its cash reserves as best possible, whilst retaining the services of highly qualified and experienced personnel.

A summary of ASX Listing Rule 10.14 is set out in relation to Resolution 4 above.

For the purposes of ASX Listing Rule 10.15, the following information is provided to Shareholders:

- (a) The Options will be issued to Simon Rushton or to his nominee.
- (b) Simon Rushton is a Director of the Company.
- (c) The maximum number of Options that will be issued to Simon Rushton or to his nominee is 1,000,000.
- (d) No monetary consideration is payable for the issue of the Options.
- (e) Since the Employee Incentive Plan was last approved by Shareholders at the 2016 annual general meeting, the Directors and associates who have received securities under the Employee Incentive Plan are Tim Goldsmith, Andrew Harris, Geoff Pocock and Terry Walsh.
- (f) All of the Directors (being Tim Goldsmith, Danielle Lee, Andrew Harris and Simon Rushton) and the Chief Executive Officer (Geoff Ward) are entitled to participate in the Employee Incentive Plan.
- (g) No loans will be provided in respect of the issue of the Options.
- (h) The Options will be issued no later than 12 months after the date of Shareholder approval.
- (i) The Options will be issued for no cash consideration. 1,000,000 Options will have an exercise price of \$0.70 and an expiry date of 30 June 2023 (Series M Options) vesting 30 June 2019 provided that the holder has continued to be engaged as a Director of the Company prior to and at the vesting date. Other material terms and conditions of the Options are set out at Schedule 1.
- (j) A voting exclusion applies to this item of business, as set out in the Notice of Meeting.

For the purposes of Part 2E.1 of the Corporations Act, the additional disclosures in Annexure 1 are made.

Board recommendation: *The Directors (with Simon Rushton abstaining) unanimously recommend that Shareholders vote in favour of approving the grant of Options to Simon Rushton.*

The Directors do not consider that from an economic and commercial point of view, there are any costs or detriments, including opportunity costs or taxation consequences for the Company or benefits foregone by the Company in issuing the Options.

RESOLUTION 6 – APPROVAL OF 10% PLACEMENT CAPACITY

6.1 General

Listing Rule 7.1A enables eligible entities to issue Equity Securities totalling up to 10% of its issued share capital through placements over a 12 month period after the entity's annual general meeting (**10% Placement Facility**). The 10% Placement Facility is in addition to the Company's 15% placement capacity under Listing Rule 7.1.

An eligible entity for the purposes of 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.

The Company is now seeking Shareholder approval by way of a special resolution to have the ability to issue Equity Securities under the 10% Placement Facility.

The exact number of Equity Securities to be issued under the 10% Placement Facility will be determined in accordance with the formula prescribed in Listing Rule 7.1A.2 (please refer to Section 6.2(c) below).

The Directors believe that Resolution 6 is in the best interests of the Company and unanimously recommend that Shareholders vote in favour of this Resolution.

6.2 ASX Listing Rule 7.1A

(a) Shareholder approval

The ability to issue Equity Securities under the 10% Placement Facility is subject to shareholder approval by way of a special resolution at an annual general meeting.

Resolution 6 is a special resolution. Accordingly, at least 75% of votes cast by Shareholders present and eligible to vote at the Meeting must be in favour of Resolution 6 for it to be passed.

(b) Equity Securities

Any Equity Securities issued under the 10% Placement Facility must be in the same class as an existing quoted class of Equity Securities of the Company.

As at the date of the Notice, the Company has two quoted classes of Equity Securities on issue on the ASX, being the Shares (ASX Code: HZR) and listed Options (ASX Code: HZRO).

(c) Formula for calculating 10% Placement Capacity

The exact number of Equity Securities that the Company may issue under an approval under ASX Listing Rule 7.1A will be calculated according to the following formula:

$$(A \times D) - E$$

Where:

A is the number of Shares on issue 12 months before the date of issue or agreement:

- (A) plus the number of Shares issued in the previous 12 months under an exception in ASX Listing Rule 7.2;
- (B) plus the number of partly paid shares that became fully paid in the previous 12 months;
- (C) plus the number of Shares issued in the previous 12 months with approval of holders of Shares under ASX Listing Rule 7.1 or 7.4. This does not include an issue of Shares under the Company's 15% placement capacity without Shareholder approval; and
- (D) less the number of Shares cancelled in the previous 12 months.

Note that A has the same meaning in ASX Listing Rule 7.1 when calculating the Company's 15% placement capacity.

D is 10%.

E is the number of Equity Securities issued or agreed to be issued under ASX Listing Rule 7.1A.2 in the 12 months before the date of issue or agreement to issue that are not

issued with the approval of holders of Ordinary Securities under ASX Listing Rule 7.1 or 7.4.

6.3 Technical information required by ASX Listing Rule 7.3A

Pursuant to and in accordance with ASX Listing Rule 7.3A, the information below is provided in relation to this Resolution 6.

(a) Minimum Price

The minimum price at which the Equity Securities may be issued is 75% of the volume weighted average price of Equity Securities in that class, calculated over the 15 ASX trading days on which trades in that class were recorded immediately before:

- (i) the date on which the price at which the Equity Securities are to be issued is agreed; or
- (ii) if the Equity Securities are not issued within 5 ASX trading days of the date in paragraph (i) above, the date on which the Equity Securities are issued.

(b) Date of Issue

The Equity Securities may be issued under the 10% Placement Capacity commencing on the date of the Meeting and expiring on the first to occur of the following:

- (i) 12 months after the date of this Meeting; and
- (ii) the date of approval by Shareholders of any transaction under ASX Listing Rules 11.1.2 (a significant change to the nature or scale of the Company's activities) or 11.2 (disposal of the Company's main undertaking after which date, an approval under Listing Rule 7.1A ceases to be valid),

(10% Placement Capacity Period).

(c) Risk of voting dilution

Any issue of Equity Securities under the 10% Placement Capacity will dilute the interests of Shareholders who do not receive any Shares under the issue.

If Resolution 6 is approved by Shareholders and the Company issues the maximum number of Equity Securities available under the 10% Placement Capacity, the economic and voting dilution of existing Shares would be as shown in the table below. The table below shows the dilution of existing Shareholders calculated in accordance with the formula outlined in ASX Listing Rule 7.1A.2, on the basis of the current market price of Shares and the current number of Equity Securities on issue as at the date of this Notice.

The table also shows the voting dilution impact where the number of Shares on issue (Variable A in the formula) changes and the economic dilution where there are changes in the issue price of Shares issued under the 10% Placement Capacity.

| Number of Shares on Issue (Variable 'A' in ASX Listing Rule 7.1A.2) | Dilution | | | |
|--|----------------------------|---|--------------------------------------|---|
| | Issue Price (per Share) | \$0.1675 (50% decrease in current issue price) | \$0.335 (Current issue price) | \$0.5025 (50% increase in current issue price) |

| | | | | |
|---|--|-------------|-------------|-------------|
| 88,852,245 (Current Variable A) | Shares issued - 10% voting dilution | 8,885,225 | 8,885,225 | 8,885,225 |
| | Funds raised | \$1,488,275 | \$2,976,550 | \$4,464,825 |
| 133,278,368 (50% increase in Variable A)* | Shares issued - 10% voting dilution | 13,327,837 | 13,327,837 | 13,327,837 |
| | Funds raised | \$2,232,413 | \$4,464,825 | \$6,697,238 |
| 177,704,490 (100% increase in Variable A)* | Shares issued - 10% voting dilution | 17,770,449 | 17,770,449 | 17,770,449 |
| | Funds raised | \$2,976,550 | \$5,953,100 | \$8,929,651 |

The number of Shares on issue (Variable A in the formula) could increase as a result of the issue of Shares that do not require Shareholder approval (such as under a pro-rata rights issue, a scrip issued under a takeover offer or the issue of Shares on the exercise of options which complied with ASX Listing Rules when issued) or that are issued with Shareholder approval under ASX Listing Rule 7.1.

The table above uses the following assumptions:

1. Variable "A" in the above table is calculated with reference to the total shares on issue as at 10 October 2018.
2. The issue price set out above is the closing price of the Shares on the ASX on 10 October 2018.
3. The Company issues the maximum possible number of Equity Securities under the 10% Placement Capacity.
4. The issue of Equity Securities under the 10% Placement Capacity consists only of Shares. It is assumed that no Options are exercised into Shares before the date of issue of the Equity Securities.
5. The calculations above do not show the dilution that any one particular Shareholder will be subject to. All Shareholders should consider the dilution caused to their own shareholding depending on their specific circumstances.
6. This table does not set out any dilution pursuant to approvals under ASX Listing Rule 7.1.
7. The 10% voting dilution reflects the aggregate percentage dilution against the issued share capital at the time of issue. This is why the voting dilution is shown in each example as 10%.
8. The table does not show an example of dilution that may be caused to a particular Shareholder by reason of placements under the 10% Placement Capacity, based on that Shareholder's holding at the date of the Meeting

Shareholders should note that there is a risk that:

- (i) the market price for the Company's Shares may be significantly lower on the issue date than on the date of the Meeting; and
- (ii) the Shares may be issued at a price that is at a discount to the market price for those Shares on the date of issue.

(d) Purpose of Issue under 10% Placement Capacity

The Company may seek to issue the Equity Securities under the 10% Placement Facility in order to fund the Company's research and development programs, fees in relation to the Company's intellectual property rights and patent protection, as well as general working capital. The Company may also issue Equity Securities for non-cash consideration, such as for the acquisition of businesses or investments. If the Company issues Equity Securities for non-

cash consideration, the Company will provide a valuation of the non-cash consideration that demonstrates that the deemed issue price of the Equity Securities complies with Listing Rule 7.1A.3. The Company will comply with the disclosure obligations under Listing Rules 7.1A.4 and 3.10.5A upon any issue of Equity Securities.

(e) Allocation under the 10% Placement Capacity

The Company's allocation policy for the issue of Equity Securities under the 10% Placement Capacity will be dependent on the prevailing market conditions at the time of the proposed placement(s).

The recipients of the Equity Securities to be issued under the 10% Placement Capacity have not yet been determined. However, the recipients of Equity Securities could consist of current Shareholders or new investors (or both), none of whom will be related parties of the Company.

The Company will determine the recipients at the time of the issue under the 10% Placement Capacity, having regard to the following factors:

- (i) the purpose of the issue;
- (ii) alternative methods for raising funds available to the Company at that time, including, but not limited to, an entitlement issue or other offer where existing Shareholders may participate;
- (iii) the effect of the issue of the Equity Securities on the control of the Company;
- (iv) the circumstances of the Company, including, but not limited to, the financial position and solvency of the Company;
- (v) prevailing market conditions; and
- (vi) advice from corporate, financial and broking advisers (if applicable).

Further, if the Company is successful in acquiring new assets or investments, it is likely that the recipients under the 10% Placement Capacity will be vendors of the new assets or investments.

(f) Previous Approval under ASX Listing Rule 7.1A

The Company previously obtained approval under ASX Listing Rule 7.1A at an Annual General Meeting on 22 November 2017.

Equity Securities issued in the 12 months preceding the last approval are outlined on the following page.

The total number of Equity Securities issued in the 12 months before this Meeting (that is, since 15 November 2017) is 36,146,250 Equity Securities, which represents approximately 26.9% of the total number of Equity Securities on issue at 15 November 2017 of 134,238,750 (12 months before this Meeting).

| Equity Securities Issued in the 12 months preceding the Meeting | | | | | | | | | | | | |
|--|------------|------------------|----------------|-------------|--|-------------|--|-----------------------|------------------|--|--------------|---|
| Date | Number | Class | Exercise Price | Expiry Date | Recipients | Issue Price | Discount to Market Price (if applicable) | Form of Consideration | Use/Intended Use | Consideration | Amount Spent | Current Value of Non-Cash Consideration (2) |
| 4/12/2017 | 2,450,000 | Unlisted Options | \$0.75 | 30/06/2020 | Geoff Pocock, Tim Goldsmith and Terry Walsh (Directors) and Mark Edwards (Chief Operating Officer) | Nil | N/A | Non-Cash | N/A | Performance based remuneration, range of vesting conditions | N/A | \$564,550 |
| 4/12/2017 | 3,000,000 | Unlisted Options | \$0.95 | 31/12/2020 | As above | Nil | N/A | Non-Cash | N/A | Performance based remuneration, range of vesting conditions | N/A | \$614,490 |
| 4/12/2017 | 4,000,000 | Unlisted Options | \$1.20 | 31/12/2021 | As above | Nil | N/A | Non-Cash | N/A | Performance based remuneration, range of vesting conditions | N/A | \$883,332 |
| 4/12/2017 | 450,000 | Unlisted Options | \$0.90 | 31/12/2020 | Terry Walsh (Director) | Nil | N/A | Non-Cash | N/A | Performance based remuneration, range of vesting conditions | N/A | \$154,610 |
| 4/12/2017 | 3,000,000 | Unlisted Options | \$0.75 | 30/06/2020 | Corporate adviser, Donnell Group LLC | Nil | N/A | Non-Cash | N/A | Transaction introduction fee. 750,000 vested on signing of MOU. 2,250,000 unvested and vest on signing binding agreement with third party | N/A | \$609,569 |
| 8/12/2017 | 40,000 | Ordinary Shares | N/A | N/A | Listed optionholders on exercise | \$ 0.30 | -29% | Cash | See Note 1 | \$ 12,000 | \$ - | N/A |
| 29/12/2017 | 11,500,000 | Unlisted Options | \$0.40 | 31/12/2020 | Series A optionholders on exercise secondary Series B option issued | Nil | N/A | Non-Cash | N/A | Nil, The Series A Options were primary Options which upon exercise resulted in the issue of one ordinary share and one Series B Option (a secondary Option). | N/A | \$3,680,000 |
| 29/12/2017 | 11,500,000 | Ordinary Shares | N/A | N/A | Series A optionholders on exercise | \$ 0.25 | -53% | Cash | See Note 1 | \$ 2,875,000 | \$ - | N/A |
| 1/02/2018 | 106,250 | Ordinary Shares | N/A | N/A | Listed and Series E optionholders on exercise | \$ 0.30 | -40% | Cash | See Note 1 | \$ 31,875 | \$ - | N/A |
| 5/02/2018 | 100,000 | Ordinary Shares | N/A | N/A | Listed optionholders on exercise | \$ 0.30 | -36% | Cash | See Note 1 | \$ 30,000 | \$ - | N/A |
| Note 1: Funds raised were used in the Company's research and development activities, including the construction of a pre-pilot plant and to fund existing and future general working capital requirements. The remaining funds are intended to be used to continue to develop the Company's social media products and for general working capital. | | | | | | | | | | | | |
| Note 2: Valuation of options is at the grant date using the Black & Scholes methodology | | | | | | | | | | | | |

ANNEXURE 1 – ADDITIONAL DISCLOSURES REQUIRED BY CHAPTER 2E.1

The following information is provided to comply with sections 219 of the Corporations Act. Neither the Directors nor the Company are aware of any other information that is material to or would be reasonably required by Shareholders to make a decision in relation to the financial benefits contemplated by Resolutions 4 and 5 and which is not set out in this Notice.

Nature of Financial Benefit

Using the Black-Scholes option pricing model and on the basis of the assumptions set out below, the Company has determined the value of the financial benefit to be provided to the related parties pursuant to each of Resolutions 4 and 5 is as follows:

| Resolution | Name | Number of Options | Exercise price | Expiry date | Vesting date | Valuation |
|------------|---------------|----------------------|----------------|--------------|--------------|------------------|
| 4 | Geoff Ward | 2,000,000 (Series L) | \$0.50 | 30 June 2022 | 8 April 2019 | \$331,840 |
| 4 | Geoff Ward | 2,000,000 (Series M) | \$0.70 | 30 June 2023 | 8 April 2020 | \$332,389 |
| 4 | Geoff Ward | 2,000,000 (Series N) | \$0.90 | 30 June 2024 | 8 April 2021 | <u>\$298,264</u> |
| | | | | | | <u>\$962,493</u> |
| 5 | Simon Rushton | 1,000,000 (Series M) | \$0.70 | 30 June 2023 | 30 June 2019 | \$166,194 |

The Black-Scholes option pricing model inputs for the calculation of the valuations include:

- (i) *Issue Price*: Options are to be granted for no cash consideration.
- (ii) *Grant Date*: The Company agreed to grant the Options to Geoff Ward on 30 August 2018 subject to shareholder approval. The Company proposes to issue the Options to both Geoff Ward and Simon Rushton on 16 November 2018 providing that the respective Resolution has been approved by Shareholders.
- (iii) *Vesting Conditions*: The Options have a range of vesting dates as noted in the table above and vest provided the holder has continued to be engaged as a Director or employee of the Company prior to and at the vesting date.
- (iv) *Share price at valuation date*: \$0.335 being the closing share price on the valuation date 11 September 2018.
- (v) *Expected Price Volatility*: 80% based on a calculation of historic volatility
- (vi) *Expected Dividend Yield*: nil.
- (vii) *Risk-Free Interest Rate*: 2.02% for the Series L Options and 2.20% for the Series M and N Options being the risk-free rate is based on the applicable Australian government bond yields on 11 September 2018.
- (viii) *Discount*: 0%

Director's Recommendation

The number of Options to be issued to each of Geoff Ward and Simon Rushton and the terms of the Options was negotiated by the Directors independent of that related party. The Options will be issued under the Employee Incentive Plan. The Board considers the number of the Options to be issued and their terms is appropriate in light of that related party's skill and experience and their remuneration as detailed below. The Options incentivise without a cash outlay by the Company.

The Directors, other than Simon Rushton for Resolution 5, unanimously recommend that Shareholders vote in favour of approving the grant of Options.

The Directors do not consider that from an economic and commercial point of view, there are any costs or detriments, including opportunity costs or taxation consequences for the Company or benefits foregone by the Company in issuing the ADS Options or Options.

The Director who is a beneficiary of the proposed Option issue has abstained from recommending the Resolution as a result of their material personal interest in the outcome.

Directors Interest

The Director being granted Options in Resolution 5 has a personal interest in the outcome of that Resolution.

Other information reasonably required by Shareholders to make a decision that is known to the Company or any of its Directors

Dilution

The table below sets out the dilutionary effect that, subject to obtaining the necessary Shareholder approvals, will occur as a result of the issue of the Options proposed to be issued under Resolutions 4 and 5.

| Security Holder | Fully Diluted Holding in Company before passing Resolutions 4 & 5 | Fully Diluted Holding in Company after passing Resolutions 4 & 5 |
|------------------------|---|--|
| Tim Goldsmith | 2.79% | 2.67% |
| Danielle Lee | 0.70% | 0.67% |
| Andrew Harris | 0.73% | 0.70% |
| Simon Rushton | 0.00% | 0.61% |
| Geoff Ward | 0.00% | 3.67% |
| All Other Shareholders | 95.77% | 91.68% |
| TOTAL | 100.00% | 100.00% |

After the passing of Resolutions 4 and 5 and the subsequent issue of the Options, the Directors' and related party's direct and indirect interests in Shares and Options will be as outlined below:

| Security Holder | PRIOR TO PASSING RESOLUTIONS 4 & 5 | | | | AFTER PASSING RESOLUTIONS 4 & 5 | | | |
|------------------------|------------------------------------|-------------------|-------------------|---|---------------------------------|-------------------|-------------------|--|
| | Ordinary Shares | Listed Options | Unlisted Options | Total holding (prior to passing Resolution 4 & 5) | Ordinary Shares | Listed Options | Unlisted Options | Total holding (after passing Resolution 4 & 5) |
| Tim Goldsmith | 558,422 | 62,500 | 3,750,000 | 4,370,922 | 558,422 | 62,500 | 3,750,000 | 4,370,922 |
| Danielle Lee | 150,000 | - | 950,000 | 1,100,000 | 150,000 | - | 950,000 | 1,100,000 |
| Andrew Harris | - | - | 1,150,000 | 1,150,000 | - | - | 1,150,000 | 1,150,000 |
| Simon Rushton | - | - | - | - | - | - | 1,000,000 | 1,000,000 |
| Geoff Ward | - | - | - | - | - | - | 6,000,000 | 6,000,000 |
| All Other Shareholders | 87,593,823 | 24,907,338 | 37,566,667 | 150,067,828 | 87,593,823 | 24,907,338 | 37,566,667 | 150,067,828 |
| TOTAL | 88,302,245 | 24,969,838 | 43,416,667 | 156,688,750 | 88,302,245 | 24,969,838 | 50,416,667 | 163,688,750 |

Remuneration

As announced to the ASX on 30 August 2018, the remuneration and material terms of the service agreement with Geoff Ward, Chief Executive Officer, are (i) salary of \$300,000 per annum plus statutory superannuation, currently 9.5% and (ii) 3 months termination notice by either party.

The remuneration of Simon Rushton is nil.

Historic Share Price Information

The highest and lowest closing market prices for the Company's Shares for the twelve months prior to [use date of NOM] 2018 is as follows based on closing:

| | Share Price | Date |
|----------------|-------------|---------------------|
| Highest | \$0.65 | 9 & 15 October 2017 |
| Lowest | \$0.19 | 18 July 2018 |
| Last | \$0.335 | 10 October 2018 |

6. ENQUIRIES

Shareholders may contact the Company Secretary if they have any queries in respect of the matters set out in these documents.

Emma Waldon
Company Secretary
Hazer Group Limited
Level 9, 99 St Georges Terrace
Perth WA 6000
Australia

Tel: +61 417 800 529
Email: ewaldon@hazergroup.com.au

SCHEDULE 1 – OPTIONS TERMS AND CONDITIONS

The Options that are the subject of Resolutions 4 and 5 will be issued on the following terms and conditions

1. Each Option entitles the holder to one Share (fully paid ordinary share).
2. The exercise price of the Options are outlined in each Resolution.
3. The vesting condition of the Options are outlined in each Resolution. The Options also vest if a Takeover Event occurs. A Takeover Event for the purposes of the Options means a takeover bid for the Company pursuant to Chapter 6 of the Corporations Act where at least 50% of the holders of ordinary shares accept the bid.
4. Subject to the vesting hurdle being met, the Options are exercisable at any time prior to 5.00 pm WST on the expiry dates noted in each Resolution ("**Expiry Date**").
5. The Options are only transferable with Board approval. The Options are not intended to be quoted.
6. The Company will provide to each Option holder a notice that is to be completed when exercising the Options ("**Notice of Exercise**"). The Options may be exercised wholly or in part by completing the Notice of Exercise and delivering it together with payment to the secretary of the Company to be received any time prior to the Expiry Date. The Company will process all relevant documents received at the end of every calendar month.
7. Upon the exercise of an Option and receipt of all relevant documents and payment, the holder will be issued a Share ranking equally with the then issued Shares.
8. There will be no participating rights or entitlements inherent in the Options and the holders will not be entitled to participate in new issues of capital which may be offered to Shareholders during the currency of the Options. However, the Company will ensure that the Optionholder will be notified of a proposed issue after the issue is announced. This will give an Optionholder the opportunity to exercise their Options prior to the date for determining entitlements to participate in any such issue.
9. If there is a bonus issue ("**Bonus Issue**") to Shareholders, the number of Shares over which an Option is exercisable will be increased by the number of Shares which the holder would have received if the Option had been exercised before the record date for the Bonus Issue ("**Bonus Shares**"). The Bonus Shares must be paid up by the Company out of profits or reserves (as the case may be) in the same manner as was applied in the Bonus Issue, and upon issue will rank equally in all respects with the other Shares on issue as at the date of issue of the Bonus Shares.
10. In the event of any reconstruction (including consolidation, sub-division, reduction or return) of the issued capital of the Company prior to the Expiry Date, all rights of an Optionholder are to be changed in a manner consistent with the Listing Rules.

GLOSSARY

Annual General Meeting, AGM or Meeting means the meeting convened by the Notice.

ASX means ASX Limited (ABN 98 008 624 691).

ASX Listing Rules means the Listing Rules of ASX.

AWST means Australian Western Standard Time, Perth, Western Australia.

Board means the board of Directors of the Company as constituted from time to time.

Business Day has the meaning given to that term in ASX Listing Rule 19.12.

Closely Related Parties, in relation to a member of KMP, means the member's spouse, child or dependant (or a child or dependant of the member's spouse), anyone else in the member's family who may be expected to influence or be influenced by the member in the member's dealings with Hazer, any company the member controls, and a person prescribed by the Corporations Regulations 2001 (Cth).

Company or **Hazer** means Hazer Group Limited (ABN 40 144 044 600).

Constitution means the Constitution of the Company.

Corporations Act means the Corporations Act 2001 (Cth).

Directors mean the directors of the Company.

Documents means each of the Notice, Explanatory Statement and the Proxy Form and all other documents that accompany each other when sent to each Shareholder.

Employee Incentive Plan means the Hazer Employee Incentive Plan last approved by Shareholders at the 2016 annual general meeting.

Equity Securities includes a Share, a right to a Share or Option, an Option, a convertible security and any security that ASX decides to classify as an Equity Security.

Explanatory Statement means the explanatory statement accompanying the Notice.

Key Management Personnel or **KMP** has the same meaning given in the accounting standards. Broadly speaking this includes those persons with the authority and responsibility for planning, directing and controlling the activities of the Company (whether directly or indirectly), and includes any Directors of the Company.

Notice means the notice of Meeting that accompanies and forms part of the Documents.

Option means an option, if exercised in accordance with its terms, to acquire one Share in the Company.

Ordinary Resolution means a resolution passed by more than 50 per cent of the votes at a general meeting of Shareholders.

Proxy Form means the proxy form accompanying this Notice of Meeting.

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.

Share Registry means Link Market Services.

Trading Day has the meaning given to that term in ASX Listing Rule 19.12.

Interpretation

In these Documents, unless the context requires otherwise:

- (a) a reference to a word includes the singular and the plural of the word and vice versa;
- (b) a reference to a gender includes any gender;
- (c) if a word or phrase is defined, then other parts of speech and grammatical forms of that word or phrase have a corresponding meaning;
- (d) a term which refers to a natural person includes a company, a partnership, an association, a corporation, a body corporate, a joint venture or a governmental agency;
- (e) headings are included for convenience only and do not affect interpretation;
- (f) a reference to a document includes a reference to that document as amended, novated, supplemented, varied or replaced;
- (g) a reference to a thing includes a part of that thing and includes but is not limited to a right;
- (h) the terms "included", "including" and similar expressions when introducing a list of items do not exclude a reference to other items of the same class or genus;
- (i) a reference to a statute or statutory provision includes but is not limited to:
 - (i) a statute or statutory provision which amends, extends, consolidates or replaces the statute or statutory provision;
 - (ii) a statute or statutory provision which has been amended, extended, consolidated or replaced by the statute or statutory provision; and
 - (iii) subordinate legislation made under the statute or statutory provision including but not limited to an order, regulation, or instrument;
- (j) a reference to "\$", "A\$", "Australian Dollars" or "dollars" is a reference to the lawful tender for the time being and from time to time of the Commonwealth of Australia; and
- (k) a reference to an asset includes all property or title of any nature including but not limited to a business, a right, a revenue and a benefit, whether beneficial, legal or otherwise.



HAZER GROUP LIMITED

ABN 40 144 044 600

LODGE YOUR VOTE



ONLINE

www.linkmarketservices.com.au



BY MAIL

Hazer Group Limited
C/- Link Market Services Limited
Locked Bag A14
Sydney South NSW 1235 Australia



BY FAX

+61 2 9287 0309



BY HAND

Link Market Services Limited
1A Homebush Bay Drive, Rhodes NSW 2138



ALL ENQUIRIES TO

Telephone: +61 1300 554 474



X99999999999

PROXY FORM

I/We being a member(s) of Hazer Group Limited and entitled to attend and vote hereby appoint:

APPOINT A PROXY

☐ the Chairman of the Meeting (mark box)

OR if you are **NOT** appointing the Chairman of the Meeting as your proxy, please write the name of the person or body corporate you are appointing as your proxy

or failing the person or body corporate named, or if no person or body corporate is named, the Chairman of the Meeting, as my/our proxy to act on my/our behalf (including to vote in accordance with the following directions or, if no directions have been given and to the extent permitted by the law, as the proxy sees fit) at the Annual General Meeting of the Company to be held at **9:00am (AWST) on Wednesday, 14 November 2018 at South Perth Bowling Club, 2 Mends Street, South Perth WA 6151** (the **Meeting**) and at any postponement or adjournment of the Meeting.

Important for Resolution 1, 4 and 5: If the Chairman of the Meeting is your proxy, either by appointment or by default, and you have not indicated your voting intention below, you expressly authorise the Chairman of the Meeting to exercise the proxy in respect of Resolution 1, 4 and 5, even though the Resolutions are connected directly or indirectly with the remuneration of a member of the Company's Key Management Personnel (**KMP**).

The Chairman of the Meeting intends to vote undirected proxies in favour of each item of business.

VOTING DIRECTIONS

Proxies will only be valid and accepted by the Company if they are signed and received no later than 48 hours before the Meeting.

Please read the voting instructions overleaf before marking any boxes with an ☒

Resolutions

| | For | Against | Abstain* | | For | Against | Abstain* |
|---|--------------------------|--------------------------|--------------------------|--------------------------------------|--------------------------|--------------------------|--------------------------|
| 1 Adoption of the Remuneration Report | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> | 5 Grant of Options to Simon Rushton | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| 2 Re-election of Director – Simon Rushton | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> | 6 Approval of 10% Placement Capacity | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| 3 Re-election of Director – Andrew Harris | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> | | | | |
| 4 Grant of Options to Geoff Ward | <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.

SIGNATURE OF SHAREHOLDERS – THIS MUST BE COMPLETED

Shareholder 1 (Individual)

Joint Shareholder 2 (Individual)

Joint Shareholder 3 (Individual)

Sole Director and Sole Company Secretary

Director/Company Secretary (Delete one)

Director

This form should be signed by the shareholder. If a joint holding, either shareholder may sign. If signed by the shareholder's attorney, the power of attorney must have been previously noted by the registry or a certified copy attached to this form. If executed by a company, the form must be executed in accordance with the company's constitution and the *Corporations Act 2001* (Cth).

HZR PRX1801C

HOW TO COMPLETE THIS SHAREHOLDER PROXY FORM

YOUR NAME AND ADDRESS

This is your name and address as it appears on the Company's share register. If this information is incorrect, please make the correction on the form. Shareholders sponsored by a broker should advise their broker of any changes. **Please note: you cannot change ownership of your shares using this form.**

APPOINTMENT OF PROXY

If you wish to appoint the Chairman of the Meeting as your proxy, mark the box in Step 1. 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 in Step 1. A proxy need not be a shareholder of the Company.

DEFAULT TO 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 those 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 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 placing a mark in 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 A SECOND PROXY

You are entitled to appoint up to two 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 telephoning the Company's share registry or you may copy this form and return them both together.

To appoint a second proxy you must:

- (a) on each of the first Proxy Form and the second Proxy Form state the percentage of your voting rights or number of shares 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 your votes. Fractions of votes will be disregarded; and
- (b) return both forms together.

SIGNING INSTRUCTIONS

You must sign this form as follows in the spaces provided:

Individual: where the holding is in one name, the holder must sign.

Joint Holding: where the holding is in more than one name, either shareholder may sign.

Power of Attorney: to sign under Power of Attorney, you must lodge the Power of Attorney with the 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 can also sign alone. Otherwise this form must be signed by a Director jointly with either another Director or a Company Secretary. Please indicate the office held by signing in the appropriate place.

CORPORATE REPRESENTATIVES

If a representative of the corporation is to attend the Meeting the appropriate "Certificate of Appointment of Corporate Representative" should be produced prior to admission in accordance with the Notice of Meeting. A form of the certificate may be obtained from the Company's share registry or online at www.linkmarketservices.com.au.

LODGEMENT OF A PROXY FORM

This Proxy Form (and any Power of Attorney under which it is signed) must be received at an address given below by **9:00am (AWST) on Monday, 12 November 2018**, being not later than 48 hours before the commencement of the Meeting. Any Proxy Form received after that time will not be valid for the scheduled Meeting.

Proxy Forms may be lodged using the reply paid envelope or:



ONLINE

www.linkmarketservices.com.au

Login to the Link website using the holding details as shown on the Proxy Form. Select 'Voting' and follow the prompts to lodge your vote. To use the online lodgement facility, shareholders will need their "Holder Identifier" (Securityholder Reference Number (SRN) or Holder Identification Number (HIN) as shown on the front of the Proxy Form).



BY MOBILE DEVICE

Our voting website is designed specifically for voting online. You can now lodge your proxy by scanning the QR code adjacent or enter the voting link www.linkmarketservices.com.au into your mobile device. Log in using the Holder Identifier and postcode for your shareholding.

QR Code



To scan the code you will need a QR code reader application which can be downloaded for free on your mobile device.



BY MAIL

Hazer Group Limited
C/- Link Market Services Limited
Locked Bag A14
Sydney South NSW 1235
Australia



BY FAX

+61 2 9287 0309



BY HAND

delivering it to Link Market Services Limited*
1A Homebush Bay Drive
Rhodes NSW 2138

* During business hours (Monday to Friday, 9:00am–5:00pm)



COMMUNICATION PREFERENCE

We encourage you to receive all your shareholder communication via email. This communication method allows us to keep you informed without delay, is environmentally friendly and reduces print and mail costs.



ONLINE

www.linkmarketservices.com.au

Login to the Link website using the holding details as shown on the Proxy Form. Select 'Communications' and click the first button to receive all communications electronically and enter your email address. To use the online facility, securityholders will need their "Holder Identifier" (Securityholder Reference Number (SRN) or Holder Identification Number (HIN) as shown on the front of the Proxy Form).

**IF YOU WOULD LIKE TO ATTEND AND VOTE AT THE ANNUAL GENERAL MEETING, PLEASE BRING THIS FORM WITH YOU.
THIS WILL ASSIST IN REGISTERING YOUR ATTENDANCE.**