



**Reclaim Industries Limited  
ACN 090 671 819**

**Notice of Annual General Meeting**

**Annual General Meeting of Shareholders to be held at the offices of Trident Capital of Level 24, 44 St Georges Terrace, Perth, Western Australia at 10.00am (WST) on Friday, 24 May 2013.**

This Notice should be read in its entirety. If Shareholders are in doubt as to how to vote, they should seek advice from their professional adviser prior to voting.

## Notice of Annual General Meeting

Notice is given that the Annual General Meeting of Shareholders of Reclaim Industries Limited ACN 090 671 819 (**Company**) will be held at the offices of Trident Capital of Level 24, 44 St Georges Terrace, Perth, Western Australia commencing at 10.00am (WST) Friday, on 24 May 2013.

### ORDINARY BUSINESS

The business to be transacted at the Annual General Meeting is the consideration of Items 1 and 2 and proposal of Resolutions 1 to 4 as set out below.

#### Item 1 – 2011 Annual Report

To receive and consider the Annual Report of the Company for the year ended 30 June 2011 which includes the Financial Report of the Company, the Directors' Report, the Remuneration Report and the Auditor's Report.

#### Item 2 – 2012 Annual Report

To receive and consider the Annual Report of the Company for the year ended 30 June 2012 which includes the Financial Report of the Company, the Directors' Report, the Remuneration Report and the Auditor's Report.

#### Resolution 1 – Adoption of Remuneration Report – 2011 Annual Report

To consider and, if thought fit, pass the following resolution as a **non-binding resolution**:

*“That, for the purposes of section 250R(2) of the Corporations Act and for all other purposes, the Remuneration Report for the year ended 30 June 2011 be adopted.”*

#### Resolution 2 – Adoption of Remuneration Report – 2012 Annual Report

To consider and, if thought fit, pass the following resolution as a **non-binding resolution**:

*“That, for the purposes of section 250R(2) of the Corporations Act and for all other purposes, the Remuneration Report for the year ended 30 June 2012 be adopted.”*

**Note:** The vote on Resolutions 1 and 2 are advisory only and do not bind the Directors or the Company.

#### Voting exclusion

The Company will disregard any votes cast on Resolutions 1 and 2:

- (a) by or on behalf of a member of Key Management Personnel as disclosed in the Remuneration Report;
  - (b) by or on behalf of a Closely Related Party of a member of Key Management Personnel; and
  - (c) as a proxy by a member of Key Management Personnel or a Closely Related Party,
- unless the vote is cast as proxy for a person entitled to vote in accordance with a direction on the proxy form or by the Chairman pursuant to an express authorisation to exercise the proxy.

### **Resolution 3 – Re-election of Directors**

To consider and, if thought fit, pass the following resolutions as **ordinary resolutions**:

- (a) *“That, for all purposes, Mr Stephen Hewitt-Dutton, who was appointed as a Director by the Board pursuant to clause 11.1 of the Constitution and, being eligible, offers himself for re-election, is re-elected as a Director.”*
- (b) *“That, for all purposes, Mr KC Ong, who was appointed as a Director by the Board pursuant to clause 11.1 of the Constitution and, being eligible, offers himself for re-election, is re-elected as a Director.”*
- (c) *“That, for all purposes, Mr Bruce Franzen, who was appointed as a Director by the Board pursuant to clause 11.1 of the Constitution and, being eligible, offers himself for re-election, is re-elected as a Director.”*

### **Resolution 4 – Appointment of Auditor**

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

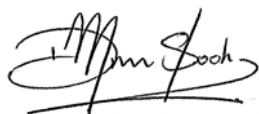
*“That, for the purposes of section 327B of the Corporations Act and for all other purposes, BDO Audit (WA) Pty Ltd ACN 112 284 787, having been nominated and having consented in writing to act as auditor of the Company, be appointed as auditor of the Company with effect on and from the close of the Annual General Meeting.”*

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### **Other business**

In accordance with section 250S(1) of the Corporations Act, Shareholders are invited to ask questions about or make comments on the management of the Company and to raise any other business which may lawfully be brought before the Annual General Meeting.

### **By Order of the Board**



**Deborah Ho**  
Company Secretary  
Reclaim Industries Limited  
18<sup>th</sup> April 2013

## Explanatory Statement

This Explanatory Statement has been prepared for the information of Shareholders in relation to the business to be conducted at the Company's Annual General Meeting.

The purpose of this Explanatory Statement is to provide Shareholders with all information known to the Company which is material to a decision on how to vote on the resolution in the accompanying Notice.

This Explanatory Statement should be read in conjunction with the Notice. Capitalised terms in this Explanatory Statement are defined in the Glossary.

### 1. Proxies

Please note that:

- (a) a Shareholder entitled to attend and vote at the Annual General Meeting is entitled to appoint a proxy;
- (b) a proxy need not be a member of the Company;
- (c) a Shareholder may appoint a body corporate or an individual as its proxy;
- (d) a body corporate appointed as a Shareholder's proxy may appoint an individual as its representative to exercise any of the powers that the body may exercise as the Shareholder's proxy; and
- (e) Shareholders entitled to cast two or more votes may appoint two proxies and may specify the proportion or number of votes each proxy is appointed to exercise, but where the proportion or number is not specified, each proxy may exercise half of the votes.

The enclosed Proxy Form provides further details on appointing proxies and lodging proxy forms. If a Shareholder appoints a body corporate as its proxy and the body corporate wishes to appoint an individual as its representative, the body corporate should provide that person with a certificate or letter executed in accordance with the Corporations Act authorising him or her to act as that company's representative. The authority may be sent to the Company or its share registry in advance of the Annual General Meeting or handed in at the Annual General Meeting when registering as a corporate representative.

Members of Key Management Personnel and their Closely Related Parties will not be able to vote as proxy on Resolutions 1 and 2 unless the Shareholder directs them how to vote or, in the case of the Chairman, unless the Shareholders expressly authorises him to do so. If a Shareholder intends to appoint a member of Key Management Personnel of their Closely Related Parties (other than the Chairman) as its proxy, the Shareholder should ensure that they direct the proxy how to vote on Resolutions 1 and 2.

If a Shareholder intends to appoint the Chairman as its proxy on Resolutions 1 and 2, Shareholders can direct the Chairman how to vote by marking one of the boxes for each of Resolutions 1 and 2. If a Shareholder does direct the Chairman how to vote then by submitting the Proxy Form the Shareholders will be expressly authorising the Chairman to exercise the proxy in respect of Resolutions 1 and 2 even though it is connected to the remuneration of members of Key Management Personnel.

To vote by proxy, please complete and sign the Proxy Form enclosed and send by:

- (a) post to Reclaim Industries Limited, c/- Trident Capital, Level 24, 44 St Georges Terrace, Perth, Western Australia 6000; or
- (b) facsimile to the Company on (08) 9218 8875.

so that it is received by no later than 10.00am (WST) on Wednesday, 23 May 2013. Proxy Forms received later than this time will be invalid.

## **2. Voting**

In accordance with Regulations 7.11.37 and 7.11.38 of the *Corporations Regulations 2001* (Cth), the Board has determined that a person's entitlement to vote at the Annual General Meeting will be the entitlement of that person set out in the register of Shareholders as at 10.00pm (WST) on 23 May 2013. Accordingly, transactions registered after that time will be disregarded in determining Shareholders' entitlements to attend and vote at the Annual General Meeting.

## **3. Items 1 and 2 – Financial Statements and Reports**

The 2011 Annual Report and 2012 Annual Report, comprising the respective Directors' report and auditor's report for each year, will be laid before the Annual General Meeting.

There is no requirement for Shareholders to approve these reports. However, the Chairman will allow a reasonable opportunity for Shareholders to ask questions or make comments about these reports and the management of the Company. Shareholders will also be given an opportunity to ask the auditor questions about the:

- conduct of the audits;
- preparation and content of the auditor's reports;
- accounting policies adopted by the Company in relation to the preparation of the financial statements; or
- independence of the auditor in relation to the conduct of the audits.

In addition to taking questions at the Annual General Meeting, written questions to the Chairman about the management of the Company, or to the Company's auditor about the content of the auditor's reports or the conduct of the audit may be submitted no later than 5 Business Days before the date of the Annual General Meeting to the Company Secretary at c/o Trident Capital, Level 24, 44 St Georges Terrace, Perth, WA 6000, or by facsimile to (08) 9218 8875.

The Company's 2011 Annual Report and 2012 Annual Report are available on the Company's website at [www.reclaimindustries.com.au](http://www.reclaimindustries.com.au).

## **4. Resolutions 1 and 2 – Approval of Remuneration Reports**

The Remuneration Reports of the Company for the financial years ended 30 June 2011 and 30 June 2012 are included in the respective Directors' reports in the 2011 Annual Report and 2012 Annual Report. The Remuneration Reports set out the Company's remuneration arrangements for the Directors and executive employees of the Company.

Section 249L(2) of the Corporations Act requires a company to inform Shareholders that a resolution on the Remuneration Report will be put at the Annual General Meeting. Section 250R(2) of the Corporations Act requires a resolution that the Remuneration Report to be adopted must be put to the vote. Resolutions 1 and 2 seek this approval.

In accordance with section 250R(3) of the Corporations Act, Shareholders should note that Resolutions 1 and 2 are “advisory only” resolutions which do not bind the Directors of the Company.

Under changes to the Corporations Act which came into effect on 1 July 2011, if at least 25% of the votes on Resolution 1 and/or 2 are voted against the adoption of the relevant Remuneration Report at the Annual General Meeting, and then again at the Company's 2014 annual general meeting, the Company will be required to put to Shareholders a resolution proposing the calling of an extraordinary general meeting (**Spill Meeting**) to consider the appointment of the Directors of the Company (**Spill Resolution**).

If more than 50% of Shareholders vote in favour of the Spill Resolution, the Company must convene the Spill Meeting within 90 days of the Company's 2014 annual general meeting. All of the Directors who were in office when the Company's 2014 Directors' report was approved, other than the Managing Director of the Company, will cease to hold office immediately before the end of the Spill Meeting but may stand for re-election at the Spill Meeting. Following the Spill Meeting those persons whose election or re-election as Directors is approved will be the Directors of the Company.

In accordance with section 250SA of the Corporations Act, the Chairman will provide a reasonable opportunity for discussion of the Remuneration Reports at the Annual General Meeting.

## **5. Resolution 3 – Re-election of Directors**

Clause 11.1 of the Constitution requires that any Director appointed by the Board, either to fill a casual vacancy or as an addition to the Board, must retire at the next annual general meeting following his or her appointment, but is eligible for re-election at that annual general meeting of the Company. Accordingly, as Mr Stephen Hewitt-Dutton, Mr Bruce Franzen and Mr KC Ong have each been appointed by the Board to fill a casual vacancy, they each now retire, but being eligible, offer themselves for re-election as Directors.

Details of the Directors are as follows:

### **Stephen John Hewitt-Dutton**

Mr Hewitt-Dutton has over 20 years of experience in corporate finance, accounting and company secretarial matters. He is an Associate Director of Trident Capital and holds a Bachelor of Business from Curtin University and is an affiliate of the Institute of Chartered Accountants.

Before joining Trident Capital, Mr. Hewitt-Dutton was an Associate Director of Carmichael Corporate where he assisted clients by providing equity market, IPO and M&A advice and assistance. He has also held Financial Controller and Company Secretary positions for both public and private companies for in excess of 15 years.

### **KC Dennis Ong**

Mr Ong is a Director of Trident Management Services. He is an alumni from Deakin University, Victoria, holding a Bachelor of Commerce degree and is Certified Practicing Accountant. Mr Ong has over 25 years of diverse experience in financial management and business advisory to corporations in Australia and South-East Asia.

## **Bruce Robert Errol Franzen**

Mr Franzen is a Certified Practising Accountant with over twenty years local and international experience in the resources industry. Mr Franzen has substantial experience in commercial administration and financial control related to offshore oil and gas drilling, exploration and development of large scale capital resource projects.

Mr Franzen has held senior positions for large companies such as Woodside Petroleum Limited, Inpex Limited and Origin Energy Limited. He was also a former Chief Financial Officer and Company Secretary for Globe Metals & Mining Limited from 2007 to 2009 and a founding director of DMC Mining Limited where he served as an Executive Director, Company Secretary and Chief Financial Officer from 2006 to 2009.

### **6. Resolution 4 – Appointment of Auditors**

Resolution 4 is conditional on ASIC's consent to the resignation of Deloitte Touche Tohmatsu (Adelaide), and the Company anticipates that this consent will be forthcoming. Upon receipt of ASIC's consent to the resignation, Deloitte Touche Tohmatsu (Adelaide) is expected to submit its resignation as auditor to the Company in accordance with section 329(5) of the Corporations Act.

A Shareholder has given to the Company notice in writing nominating BDO Audit (WA) Pty Ltd to be appointed as the Company's auditor in accordance with section 328B(1) of the Corporations Act. A copy of this nomination is attached to this Explanatory Statement as Annexure A. If Resolution 4 is passed, the appointment of BDO Audit (WA) Pty Ltd as the Company's auditor will take effect from the close of Annual General Meeting. If Deloitte Touche Tohmatsu (Adelaide) does not obtain ASIC approval and resign on the date of the Annual General Meeting, the Company will not put Resolution 4 to Shareholders but intends to appoint BDO Audit (WA) Pty Ltd as its auditor under section 327C(1) of the Corporations Act once ASIC approval is obtained and Deloitte Touche Tohmatsu (Adelaide) has resigned. The Company will then seek Shareholder approval for the reappointment of BDO Audit (WA) Pty Ltd as its auditor at its next annual general meeting.

Subject to receipt of ASIC's consent and approval by Shareholders, the appointment of BDO Audit (WA) Pty Ltd will be effective for the 2013 financial year. Deloitte Touche Tohmatsu (Adelaide) remained responsible for the audit for the 2012 financial year.

The Board unanimously recommends that Shareholders vote in favour of Resolution 4.

## Glossary

In this Notice and Explanatory Statement, the following terms have the following meaning:

<b>2011 Annual Report</b>	the Company's annual report including the reports of the Directors and auditor and the financial statements of the Company for the year ended 30 June 2011.
<b>2012 Annual Report</b>	the Company's annual report including the reports of the Directors and auditor and the financial statements of the Company for the year ended 30 June 2012.
<b>Annual General Meeting</b>	the annual general meeting convened by this Notice.
<b>Board</b>	the board of Directors.
<b>Chairman</b>	Mr Stephen Hewitt-Dutton.
<b>Closely Related Party</b>	<p>a closely related party of a member of Key Management Personnel as defined in section 9 of the Corporations Act, being:</p> <ul style="list-style-type: none"><li>(a) a spouse or child of the member;</li><li>(b) a child of that member's spouse;</li><li>(c) a dependant of that member or of that member's spouse;</li><li>(d) anyone else who is one of that member's family and may be expected to influence that member, or be influenced by that member, in that member's dealings with the Company;</li><li>(e) a company that is controlled by that member; or</li><li>(f) any other person prescribed by the regulations.</li></ul>
<b>Constitution</b>	the constitution of the Company.
<b>Company</b>	Reclaim Industries Limited ACN 090 671 819.
<b>Corporations Act</b>	<i>Corporations Act 2001</i> (Cth).
<b>Director</b>	a director of the Company.
<b>Explanatory Statement</b>	the explanatory statement accompanying this Notice.
<b>Key Management Personnel</b>	the key management personnel of the Company as defined in section 9 of the Corporations Act and Australian Accounting Standards Board accounting standard 124, which broadly includes those persons having authority and responsibility for planning, directing and controlling the activities of the Company, directly or indirectly, including any Director (whether executive or otherwise).
<b>Notice</b>	the notice of annual general meeting accompanying the Explanatory Statement.
<b>Proxy Form</b>	the proxy form attached to this Notice.
<b>Remuneration Report</b>	the section of the Directors' report of each annual report of the Company entitled "Remuneration Report".
<b>Share</b>	a fully paid ordinary share in the capital of the Company.
<b>Shareholder</b>	a holder of Shares.
<b>WST</b>	Western Standard Time in Australia.



## ANNEXURE A

### Nomination for the appointment of BDO (Audit) Pty Ltd ACN 112 284 787 as Auditor

18 April 2013

The Board of Directors  
Reclaim Industries Limited  
Level 24, 44 St Georges Terrace  
PERTH WA 6000

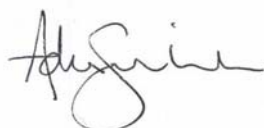
Dear Sirs

#### **Nomination of BDO Audit (WA) Pty Ltd as auditor of Reclaim Industries Limited**

Trident Capital Pty Ltd ACN 100 561 733, being a shareholder of Reclaim Industries Limited, hereby nominates BDO Audit (WA) Pty Ltd ACN 112 284 787 of 128 Hay Street, Subiaco, Western Australia 6008 for the appointment as auditor of Reclaim Industries Limited ACN 090 671 819 at its Annual General Meeting to be held on 24 May 2013.

We consent to the distribution of a copy of this nomination as an annexure to the Notice of Annual General Meeting of Reclaim Industries Limited as required by section 328B(3) of the *Corporations Act 2001* (Cth).

Executed by Trident Capital Pty Ltd:



**Adam Sierakoski**  
Director



**Paul Price**  
Director

**RECLAIM INDUSTRIES LIMITED**  
**ANNUAL GENERAL MEETING – APPOINTMENT OF PROXY**

I/We

of

being a member of Reclaim Industries Limited ACN 090 671 819 entitled to attend and vote at the Annual General Meeting, hereby

Appoint

**Name of Proxy**

OR

the Chairman of the Annual General Meeting as your proxy

or failing the person so named or, if no person is named, the Chairman of the Annual General Meeting, or the Chairman's nominee, to vote in accordance with the following directions, or, if no directions have been given, and subject to the relevant laws as the proxy sees fit, at the Annual General Meeting to be held at 10.00am (WST) on Friday, 24 May 2013 at the offices of Trident Capital of Level 24, 44 St Georges Terrace, Perth, Western Australia, and at any adjournment thereof.

**Chairman authorised to exercise undirected proxies on remuneration related resolutions:** Where I/we have appointed the Chairman of the Annual General Meeting as my/our proxy (or the Chairman becomes my/our proxy by default), I/we expressly authorise the Chairman to exercise my/our proxy on Resolutions 1 and 2 (except where I/we have indicated a different voting intention below) even though Resolutions 1 and 2 are connected directly or indirectly with the remuneration of a member of Key Management Personnel.

If no directions are given, the Chairman will vote in favour of all the Resolutions in which the Chairman is entitled to vote undirected proxies.

OR

Voting on Business of the Annual General Meeting		FOR	AGAINST	ABSTAIN
Resolution 1	Adoption of Remuneration Report – 2012 Annual Report	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 2	Adoption of Remuneration Report – 2011 Annual Report	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 3	Re-election of Directors			
	(a) Mr Stephen Hewitt-Dutton	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
	(b) Mr KC Ong	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
	(c) Mr Bruce Franzen	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 4	Appointment of Auditor	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

**Please note:** If you mark the abstain box for a particular Resolution, you are directing your proxy not to vote on that Resolution on a show of hands or on a poll and your votes will not be counted in computing the required majority.

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

**Signature of Member(s):**

**Date:** \_\_\_\_\_

**Individual or Member 1**

**Member 2**

**Member 3**

**Sole Director/Company Secretary**

**Director**

**Director/Company Secretary**

**Contact Name:** \_\_\_\_\_ **Contact Ph (daytime):** \_\_\_\_\_

# Instructions for Proxy Form

## 1 Your Name and Address

Please print your name and address as it appears on your holding statement and the Company's share register. If Shares are jointly held, please ensure the name and address of each joint shareholder is indicated. Shareholders should advise the Company of any changes. Shareholders sponsored by a broker should advise their broker of any changes. Please note you cannot change ownership of your securities using this form.

## 2 Appointment of a Proxy

You are entitled to appoint no more than two proxies to attend and vote on a poll on your behalf. The appointment of a 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 your voting rights. If you appoint two proxies and the appointment does not specify this proportion, each proxy may exercise half of your votes.

If you wish to appoint the Chairman of the Meeting as your proxy, please mark the box. If you leave this section blank or your named proxy does not attend the Meeting, the Chairman of the Meeting will be your proxy. A proxy need not be a shareholder of the Company.

If you intend to appoint a member of Key Management Personnel or their Closely Related Parties as your proxy, please ensure that you direct them how to vote on Resolutions 1 and 2 otherwise they will not be able to cast a vote as your proxy on those Resolutions. If the Chairman is your proxy and you do not direct the Chairman how to vote on Resolutions 1 and 2 then by submitting this Proxy Form, you expressly authorise the Chairman to vote as he sees fit on those Resolutions.

## 3 Votes on Resolutions

You may direct a proxy how to vote by marking one of the boxes opposite each item of business. Where a box is not marked the proxy may vote as they choose. Where more than one box is marked on an item your vote will be invalid on that item.

## 4 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, all of the shareholders should sign.
- **Power of Attorney:** If you have not already lodged the Power of Attorney with the Company's share registry, 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) does not have a company secretary, as 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.

If a representative of the corporation is to attend the meeting a "Certificate of Appointment of Corporate Representative" should be produced prior to admission.

## 5 Return of a Proxy Form

To vote by proxy, please complete and sign the enclosed Proxy Form (and any Power of Attorney and/or second Proxy Form) and return by:

- (a) mail to the Company's registered office at c/- Trident Capital, Level 24, 44 St Georges Terrace, Perth, Western Australian 6000; or
- (b) facsimile to the Company on facsimile number (08) 9218 8875,

so that it is received by no later than 10.00am (WST) on Wednesday, 22 May 2013.

**Proxy forms received later than this time will be invalid.**