

**NICK STRETCH  
LEGAL**

Nick Stretch Legal Pty Ltd  
ABN 48 143 744 976

Suite 802  
530 Little Collins Street  
Melbourne Victoria 3000  
Australia

Tel: +61 3 9620 2223  
Fax: +61 3 8692 9976

Email: [simon@nickstretchlegal.com.au](mailto:simon@nickstretchlegal.com.au)

1 November 2013

**FACSIMILE TRANSMISSION**

Fax No.: 1300 135 638

No. of Pages: 9

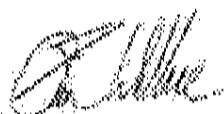
Australian Securities Exchange  
Market Announcements  
Level 4  
North Tower, Rialto  
MELBOURNE VIC 3000

Dear Sirs,

**Hastings Rare Metals Limited (Company)**  
**Requisition of General Meeting of Shareholders**

We enclose ASIC Form 603 dated 1 November 2013 in relation to and served on the Company on that date.

Yours faithfully  
**NICK STRETCH LEGAL**



**Simon Wallace**  
**Partner**

cc Mr James Rowe  
ASX Listing Manager, Hastings Rare Metals Limited

**Form 603**  
Corporations Act 2001  
Section 671B

**Notice of initial substantial holder**

To: Company Name/Scheme HASTINGS RARE METALS LIMITED

ACN/ARSN 122 911 399

**1. Details of substantial holder (1)**

Name See Annexure A

ACN/ARSN (if applicable) \_\_\_\_\_

The holder became a substantial holder on 29 / 10 / 13

**2. Details of voting power**

The total number of votes attached to all the voting shares in the company or voting interests in the scheme that the substantial holder or an associate (2) had a relevant interest (3) in on the date the substantial holder became a substantial holder are as follows:

Class of securities (4)	Number of securities	Person's votes (5)	Voting power (6)
FPO	10,220,878	10,220,878	5.57%

**3. Details of relevant interests**

The nature of the relevant interest the substantial holder or an associate had in the following voting securities on the date the substantial holder became a substantial holder are as follows:

Holder of relevant interest	Nature of relevant interest (7)	Class and number of securities
See Annexure B	See Annexure B	

**4. Details of present registered holders**

The persons registered as holders of the securities referred to in paragraph 3 above are as follows:

Holders of relevant interest	Registered holder of Securities	Person entitled to be registered as a holder (8)	Class and number of securities
See Annexure C			

**5. Consideration**

The consideration paid for each relevant interest referred to in paragraph 3 above, and acquired in the four months prior to the day that the substantial holder became a substantial holder is as follows:

Holder of relevant interest	Date of acquisition	Consideration (9)		Class and number of securities
		Cash	Non-cash	
See Annexure D				

**6. Associates**

The reasons the person named in paragraph 3 above and associates of the substantial holder are as follows:

Name and ACN/ARSN (if applicable)	Nature of association
See Annexure E	

**7. Addresses**

The addresses of persons named in this form are as follows:

Name	Address
See Annexure F	

**Signature**

print name **SIMON LISTER WALLACE**

capacity **SOLICITOR**

sign here



date **1 / 11 / 13**

**DIRECTIONS**

- (1) If there are a number of substantial holders with similar or related relevant issues (eg. A corporation and its related corporations, or the manager and trustee of an equity trust), the names could be included in an annexure to the form. If the relevant interests of a group of persons are essentially similar, they may be referred to throughout the form as a specifically named group if the membership of each group, with the names and addresses of members is clearly set out in paragraph 7 of the form.
- (2) See the definition of "associate" in Section 9 of the Corporations Act 2001.
- (3) See the definition of "relevant interest" in sections 608 and 671B(7) of the Corporations Act 2001.
- (4) The voting shares of a company constitute one class unless divided into separate classes.
- (5) The total number of votes attached to all the voting shares in the company or voting interests in the scheme (if any) that the person or an associate has a relevant interest in.
- (6) The person's votes divided by the total votes in the body corporate or scheme multiplied by 100.
- (7) Include details of:
  - (a) any relevant agreement or other circumstances by which the relevant interest was acquired. If subsection 671B(4) applies, a copy of any document setting out the terms of any relevant agreement, and a statement by the person giving full and accurate details of any contract, scheme or arrangement, must accompany this form, together with a written statement certifying this contract, scheme or arrangement; and
  - (b) any qualification of the power of a person to exercise, control the exercise of, the voting powers or disposal of the securities to which the relevant interest relates (indicating clearly the particular securities to which the qualification applies).

See the definition of "relevant agreement" in section 9 of the Corporations Act 2001.
- (8) If the substantial holder is unable to determine the identity of the person (eg. If the relevant interest arises because of an option) write "unknown".
- (9) Details of the consideration must include any and all benefits, money and other, that any person from whom a relevant interest was acquired has, or may, become entitled to receive in relation to that acquisition. Details must be included even if the benefit is conditional on the happening or not of a contingency. Details must be included of any benefit paid on behalf of the substantial holder or its associate in relation to the acquisitions, even if they are not paid directly to the person from whom

**Hastings Rare Metals Limited**  
**ACN 122 911 399**

This is Annexure A of 1 page referred to in Form 603 Notice of Initial Substantial Shareholder

**1. Details of Substantial Shareholder**

<b>Name</b>	<b>ACN (if applicable)</b>
Mr Robert Proe	
Aequus Capital Pty Ltd	128 910 850
Healthville Investments Pty Ltd	096 192 979
Mr Poon Keong Lew	

**Hastings Rare Metals Limited**  
**ACN 122 911 399**

This is Annexure B of 1 page referred to in Form 603 Notice of Initial Substantial Shareholder

**3. Details of Relevant Interests**

Holder of Relevant Interest	Nature of Relevant Interest	Class and Number of Securities
Mr Robert Proe	Registered Holder	350,039 FPO
Aequus Capital Pty Ltd as trustee for the Sterling Superannuation Fund	Registered Holder	500,839 FPO
Healthville Investments Pty Ltd	Registered Holder	470,000 FPO
Mr Foon Keong Lew	Registered Holder	8,900,000 FPO
<b>TOTAL</b>		<b>10,220,878 (5.57%)</b>

**Hastings Rare Metals Limited**  
**ACN 122 911 399**

This is Annexure C of 1 page referred to in Form 603 Notice of Initial Substantial Shareholder

**4. Details of Present Registered Holders**

Holder of Relevant Interest	Nature of Relevant Interest	Class and Number of Securities
Mr Robert Proe	Registered Holder	350,039 FPO
Aequus Capital Pty Ltd	Registered Holder	500,839 FPO
Healthville Investments Pty Ltd	Registered Holder	470,000 FPO
Mr Foon Keong Lew	Registered Holder	8,900,000 FPO
<b>TOTAL</b>		<b>10,220,878 FPO (5.57%)</b>

**Hastings Rare Metals Limited**  
**ACN 122 911 399**

This is Annexure D of 1 page referred to in Form 603 Notice of Initial Substantial Shareholder

**5. Consideration**

Holder of Relevant Interest	Date of Acquisition	Consideration (cash)	Class & Number of Securities
Mr Robert Proc	Not applicable within relevant time period		
Aequus Capital Pty Ltd	Not applicable within relevant time period		
Healthville Investments Pty Ltd	Not applicable within relevant time period		
Mr Foon Keong Lew	29 October 2013	\$52,626.81	1,078,367 FPO @ \$0.0486
	31 October 2013	\$4,383.87	79,310 FPO @ \$0.055
	1 November 2013	\$13,192.34	215,192 FPO @ \$0.061

**Hastings Rare Metals Limited**  
**ACN 122 911 399**

This is Annexure E of 1 page referred to in Form 603 Notice of Initial Substantial Shareholder

**6. Associates**

<b>Name &amp; ACN (If applicable)</b>	<b>Nature of Association</b>
Mr Robert Proe	Party to arrangement to requisition general meeting to appoint additional directors
Aequus Capital Pty Ltd ACN 128 910 850	Party to arrangement to requisition general meeting to appoint additional directors
Healthville Investments Pty Ltd ACN 096 192 979	Party to arrangement to requisition general meeting to appoint additional directors
Mr Foon Keong Lew	Party to arrangement to requisition general meeting to appoint additional directors



**Hastings Rare Metals Limited**  
**ACN 122 911 399**

This is Annexure F of 1 page referred to in Form 603 Notice of Initial Substantial Shareholder

**7. Addresses**

<b>Name &amp; ACN (if applicable)</b>	<b>Address</b>
<b>Mr Robert Proe</b>	<b>8 Fellows Street, Hughesdale, Victoria, 3166</b>
<b>Aequus Capital Pty Ltd</b> <b>ACN 128 910 850</b>	<b>8 Fellows Street, Hughesdale, Victoria, 3166</b>
<b>Healthville Investments Pty Ltd</b> <b>ACN 096 192 979</b>	<b>PO Box 261, Greensborough, Victoria, 3088</b>
<b>Mr Foon Keong Lew</b>	<b>16E Fort Road, Singapore, Singapore, 439081</b>