
HASTINGS TECHNOLOGY METALS LTD

ABN 43 122 911 399

NOTICE OF GENERAL MEETING

A general meeting of the Company will be held in the Boardroom of HLB Mann Judd at Level 19, 207 Kent Street, Sydney NSW 2000 on 5 September 2016 at 11am (EST).

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

HASTINGS RARE METALS LIMITED

ABN 43 122 911 399

NOTICE OF GENERAL MEETING

IMPORTANT INFORMATION

TIME AND PLACE OF MEETING

Notice is hereby given that a general meeting of shareholders of Hastings Technology Metals Ltd (**Company**) will be held in the Boardroom of HLB Mann Judd at Level 19, 207 Kent Street, Sydney NSW 2000 on 5 September 2016 at 11am (EST) (**General Meeting**)

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

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

YOUR VOTE IS IMPORTANT

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

VOTING ELIGIBILITY

The Directors have determined pursuant to Regulation 7.11.37 of the *Corporations Regulations 2001* (Cth) that the persons eligible to vote at the Meeting are those who are registered Shareholders at 7pm on 3 September 2016.

VOTING IN PERSON

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

VOTING BY PROXY

1. (**Appointing a Proxy**): A Shareholder who is entitled to attend and cast a vote at the Meeting is entitled to appoint a proxy to attend and vote for the Shareholder at the meeting. A Shareholder who is entitled to cast 2 or more votes at the Meeting may appoint a second proxy. The appointment of the second proxy must be done on a separate copy of the proxy form. Where more than one proxy is appointed, such proxy must be allocated a proportion of the Shareholder's voting rights. If a Shareholder appoints two proxies and

the appointment does not specify this proportion, each proxy may exercise half the votes. A duly appointed proxy need not be a Shareholder of the Company.

2. **(Direction to Vote):** A proxy need not vote in that capacity on a show of hands on any Resolution nor (unless the proxy is the Chairman of the Meeting) on a poll. However, if the proxy's appointment specifies the way to vote on a Resolution, and the proxy decides to vote in that capacity on that Resolution, the proxy must vote the way specified (subject to the other provisions of this notice of general meeting, including the voting exclusions noted below).
3. **(Voting restrictions with respect to undirected proxies)**
The Chairman of the Meeting intends to vote undirected proxies (where he has been appropriately authorised, having regard to the voting restrictions set out in this notice of general meeting) in favour of the Resolution.
4. **(Return of Proxy Form):** To vote by proxy, please complete and sign the enclosed Proxy Form (and attach any authority under which it is signed or a copy which appears on its face to be an authentic copy) by:
 - (a) post to Hastings Technology Metals Ltd, PO Box Q128 Queen Victoria Building, Sydney, NSW 1230; or
 - (b) by email to guy.robertson@hastingstechmetals.comso that it is received not less than 48 hours prior to commencement of the Meeting.

Proxy Forms received later than this time will be invalid.

CORPORATE REPRESENTATIVE

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

ATTORNEY

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

AGENDA

SPECIAL RESOLUTION

1. Resolution 1 – Ratification of prior issue of 89,000,000 shares

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

"That, for the purposes of ASX Listing Rule 7.4 and all other purposes, Shareholders ratify the allotment and issue of 89,000,000 Shares to institutional and sophisticated investors on the terms and conditions set out in the Explanatory Memorandum."

2. Resolution 2 – approval to issue up to 100,000,000 shares

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

"That, for the purposes of ASX Listing Rule 7.1 and all other purposes, approval is given for the Company to allot and issue, within three months of the date of this resolution, up to 100,000,000 Shares to the persons, for the purposes and on the terms and conditions set out in the Explanatory Memorandum."

3. Resolution 3 – approval to participate in placement and issue 7,000,000 shares to a Director of the Company.

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

"That, for the purposes of ASX Listing Rule 10.11 and all other purposes, approval is given for the Company to allot and issue 7,000,000 shares to Mr Foon Keong (Charles) Lew (or his nominee) who is a Director of the Company on the terms and conditions set out in the Explanatory Memorandum."

BY ORDER OF THE BOARD OF DIRECTORS

Guy Robertson
Company Secretary
Dated: 1 August 2016

VOTING EXCLUSION STATEMENTS

Under ASX Listing Rule 14.11, the Company will disregard any votes cast on the Resolutions by the following persons:

RESOLUTION	PERSONS EXCLUDED FROM VOTING
1. Ratification of prior issue of 89,000,000 shares	<ul style="list-style-type: none"> Any person who participated in the proposed issue; Any person who might obtain a benefit (other than a benefit solely in the capacity of a holder of ordinary shares) if the resolution is passed; and Any of their respective associates.
2. Approval to issue 100,000,000 Shares	<ul style="list-style-type: none"> Any person who may participate in the proposed issue; Any person who might obtain a benefit (other than a benefit solely in the capacity of a holder of ordinary shares) if the resolution is passed; and Any of their respective associates.
3. Approval to participate in placement and issue 7,000,000 Shares to a Director of the Company	<ul style="list-style-type: none"> Mr Foon Keong (Charles) Lew Any of his associates.

However, the Company need not disregard a vote if:

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

¹A closely related party of a member of the key management personnel means any of the following:

- a spouse, child or dependent of the member;
- a child or dependent of the member's spouse;
- anyone else who is one of the member's family and may be expected to influence, or be influenced by, the member in the member's dealings with the Company;
- a company the member controls; or
- a person prescribed by regulations (as at the date of this notice of meeting, no additional persons have been prescribed by regulation).

EXPLANATORY MEMORANDUM

This Explanatory Memorandum has been prepared for the information of Shareholders in connection with the business specified to be conducted at the General Meeting to be held in the Boardroom of HLB Mann Judd at Level 19, 207 Kent Street, Sydney NSW 2000 on 5 September 2016 at 11am (EST).

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

Resolution 1

1. RESOLUTION 1 - RATIFICATION OF PRIOR ISSUE OF 89,000,000 SHARES

1.1 Background

Under Resolution 1, the Company seeks Shareholder ratification of the allotment and issue by the Company of 89,000,000 Shares to institutional and sophisticated investors on 15th April 2016. These Shares were issued within the Company's existing capacity under ASX Listing Rule 7.1 and Listing Rule 7.1A.

1.2 Listing Rules 7.1 and 7.4

- ASX Listing Rule 7.1 provides, in summary, that a listed company must not, subject to specified exceptions, issue equity securities in any 12 month period which, when aggregated with the equity securities issued by a company during the previous 12 months, will exceed 15% of the total number of fully paid ordinary shares on issue in the company at the beginning of the 12 month period, except with the prior approval of Shareholders.
- ASX Listing Rule 7.4 provides that an issue by a company of equity securities made without approval under ASX Listing Rule 7.1 and Listing Rule 7.A is treated as having been made with approval for the purposes of ASX Listing Rule 7.1 and Listing Rule 7.1A if the issue did not breach ASX Listing Rule 7.1 and Listing Rule 7.1A and the company's members subsequently approve it.
- While the outcome of Resolution 1 will have no effect on the issue of the Shares in question, Shareholder approval will restore the Company's ability to issue further equity securities under ASX Listing Rule 7.1 and ASX Listing Rule 7.1A in the next 12 months from the date of issue, to the extent of the 89,000,000 Shares.

1.3 ASX Listing Rules Disclosure Requirements

The following information is provided in accordance with ASX Listing Rule 7.5:

(a) *The number of securities allotted*

The number of Shares allotted and issued under Listing Rule 7.1 on 15th April 2016 was 57,631,465 Shares. The number of Shares allotted and issued under Listing Rule 7.1A on 15th April 2016 was 31,368,535 Shares.

(b) *The price at which securities were issued*

The price at which the Shares were issued was \$0.10 per Share.

(c) *The names of the allottees (if known) or the basis upon which the allottees will be identified or selected*

The Shares were allotted to sophisticated and professional investors of the Company.

The shares were not issued to related parties of the Company, or their Associates

(d) *The terms of the equity securities*

The Shares are fully paid ordinary shares in the capital of the Company issued on the same terms and conditions as the Company's existing Shares.

(e) *The intended use of the funds raised*

The funds were raised to further the Yangibana Project towards production.

(f) *Voting Exclusion*

A voting exclusion statement forms part of this notice.

1.4 Directors' Recommendation

The Directors recommend that Shareholders vote in favour of Resolution 1, as it will allow the Company greater flexibility to issue further securities which could assist the Company to raise capital and to preserve cash resources.

2. RESOLUTION 2 - APPROVAL TO ISSUE 100,000,000 SHARES

2.1 Background

Under Resolution 2, the Company seeks Shareholder approval to issue and allot up to 100,000,000 Shares for capital raising purposes.

2.2 ASX Listing Rule Requirements

ASX Listing Rule 7.1 provides, in summary, that a listed company may not issue equity securities in any 12 month period which, when aggregated with the equity securities issued by a company during the previous 12 months, will exceed 15% of the total number of fully paid ordinary shares on issue in the company at the beginning of the 12 month period, except with the prior approval of Shareholders.

Resolution 2 seeks Shareholder approval under ASX Listing Rule 7.1 for the issue of up to 100,000,000 Shares. The effect of such approval is that any such Securities will not be counted as reducing the number of equity securities which the Company can issue without Shareholder approval under the limit imposed by ASX Listing Rule 7.1.

2.3 ASX Listing Rule Disclosure Requirements

The following information is provided in accordance with ASX Listing Rule 7.3:

(a) *The maximum number of equity securities the entity is to issue*

The maximum number of Shares to be issued is 100,000,000. The Directors will have the discretion to issue Shares to any person they deem appropriate up to a maximum of 100,000,000 Shares in total.

(b) *The date by which the entity will issue the equity securities*

The Shares will be issued no later than three months after the date of the Meeting, or such later date as may be approved by ASX.

(c) *The issue price of the equity securities*

The Shares will be issued at a price of 10 cents per share.

(d) *The names of the allottees (if known) or the basis upon which the allottees will be identified or selected*

The names of the allottees of the Shares are currently unknown and will be chosen at the discretion of the Directors, but will not be related parties or their Associates. They will be identified on the basis of the Directors' view of their ability to participate in the proposed placement and any added value they are able to bring to the Company.

(e) *The terms of the equity securities*

The Shares will rank equally in all respects with the Company's current issued Shares.

- (f) *The intended use of the funds raised*

The funds to be raised by the Company are intended to be used for development of the Yangibana project to production.

- (g) *The dates of allotment or a statement that allotment will occur progressively*

The Shares will be allotted progressively.

2.4 Directors' Recommendation

The Directors recommend that Shareholders vote in favour of Resolution 2, as the placement will provide the Company with necessary funds to enable it to continue with its exploration program, to achieve objectives previously announced, and additional funding to meet the Company's working capital requirements.

3. RESOLUTION 3 - APPROVAL TO PARTICIPATE IN A PLACEMENT AND TO ISSUE SHARES TO A DIRECTOR - MR FOON KEONG (CHARLES) LEW

3.1 Background

Under Resolution 3, the Company seeks Shareholder approval under ASX Listing Rule 10.11 for the issue of Shares to a Director of the Company Mr Foon Keong (Charles) Lew.

The Director has supported the Share Placement and wishes to purchase shares at the same price and terms as other subscribers to the Placement.

3.2 ASX Listing Rule Requirements

Unless one of the exceptions under ASX Listing Rule 10.12 applies, ASX Listing Rule 10.11 requires a listed company to obtain shareholder approval prior to the issue of securities, such as the Shares proposed to be issued under Resolution 3, to a related party of the Company. If approval is given under ASX Listing Rule 10.11, approval is not required under ASX Listing Rule 7.1.

The Company requires shareholder approval to issue the Shares to Mr Foon Keong (Charles) Lew as, for the purposes of ASX Listing Rule 10.11, the Director is a related party of the Company.

If Shareholder approval is obtained under Resolution 3, the Shares referred to in Resolution 3 will not be counted as reducing the number of equity securities which the Company can issue without Shareholder approval under the limit imposed by ASX Listing Rule 7.1.

3.3 ASX Listing Rule Disclosure Requirements

The following information is provided to members for the purpose of Listing Rule 10.13:

- (a) *The name of the person to whom the securities will be issued*

The Shares will be issued to Mr Foon Keong (Charles) Lew, who is a Director of the Company, or his nominee.

- (b) *The maximum number of securities to be issued*
The maximum number of Shares to be issued is 7,000,000 Shares to Mr Lew and/or his nominee.
- (c) *The date by which the entity will issue the securities*
Subject to Shareholder approval, the Shares will be allotted and issued no later than one month after the date of the Meeting, or such later date as may be approved by the ASX.
- (d) *The issue price of the securities*
The price at which the Shares will be issued will be \$0.10 per Share.
- (e) *The names of the allottees (if known) or the basis upon which the allottees will be identified or selected*
The allottee will be Mr Foon Keong (Charles) Lew or his nominee.
- (f) *The terms of the securities*
The Shares will be fully paid ordinary shares in the capital of the Company issued on the same terms and conditions as the Company's existing Shares.
- (g) *The intended use of the funds raised*
\$700,000 will be raised in this issue as part of the Placement outlined above. The funds will be used for the development of the Yangibana project to production.
- (h) *Voting Exclusion*
A voting exclusion statement forms part of this Notice.

3.4 Directors' Recommendation

Mr Mason and Mr Ho recommend that Shareholders vote in favour of Resolution 3. Mr Lew abstains from making a recommendation to Shareholders in respect of Resolution 3 as he is personally interested in the outcome of Resolution 3 in that he (or his nominee(s)) is the proposed purchaser of the Shares.

Schedule 1 - Definitions

In this Explanatory Memorandum and Notice of General Meeting:

ASIC means Australian Securities and Investments Commission.

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

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

Board means the Board of Directors.

Company or **Hastings** means Hastings Technology Metals Ltd ABN 43122911399.

Corporations Act means the Corporations Act 2001 (Cth).

Directors means the directors of the Company.

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

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

General Meeting or **Meeting** means the general meeting of the Company to be held on 5 September 2016 at 11am (EST), convened by this Notice.

Notice means this Notice of General Meeting.

Proxy Form means the proxy form accompanying this Notice.

Resolution means a resolution referred to in this Notice.

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

Shareholder means a holder of a Share.

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

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HASTINGS TECHNOLOGY
METALS LTD

ACN: 122 911 399

«Holder_name»
«Address_line_1»
«Address_line_2»
«Address_line_3»
«Address_line_4»
«Address_line_5»

«Company_code» «Sequence_number»

REGISTERED OFFICE:
SUITE 2508
LEVEL 25, ST MARTINS TOWER
31 MARKET STREET
SYDNEY NSW 2000
SHARE REGISTRY:
Security Transfer Registrars Pty Ltd
PO BOX 52
Collins Street West VIC 8007
Exchange Tower, Level 9, Suite 913
530 Little Collins Street
MELBOURNE VIC 3000 AUSTRALIA
T: +61 8 9315 2333 F: +61 8 9315 2233
E: registrar@securitytransfer.com.au
W: www.securitytransfer.com.au

Code:

HAS

Holder Number:

«HOLDER_NUM

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PROXY FORM

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

SECTION A: Appointment of Proxy

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

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The meeting chairperson

OR

or failing the person named, or if no person is named, the Chairperson of the meeting, as my/our Proxy to act generally at the meeting on my/our behalf and to vote in accordance with the following directions (or if no directions have been given, as the Proxy sees fit) at the General Meeting of the Company to be held at 11:00am AEST on Monday 5 September 2016 at Boardroom of HLB Mann Judd, Level 19, 207 Kent Street, Sydney NSW 2000 and at any adjournment of that meeting.

SECTION B: Voting Directions

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

RESOLUTION	For	Against	Abstain*
1. Ratification of prior issue of 89,000,000 shares	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
2. Approval to issue up to 100,000,000 shares	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
3. Approval to participate in placement and issue 7,000,000 shares to a Director of the Company	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

If no directions are given my proxy may vote as the proxy thinks fit or may abstain. * If you mark the Abstain box for a particular item, you are directing your Proxy not to vote on your behalf on a show of hands or on a poll and your votes will not be counted in computing the required majority on a poll.

SECTION C: Signature of Security Holder(s)

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

Individual or Security Holder

Security Holder 2

Security Holder 3

Sole Director & Sole Company Secretary

Director

Director/Company Secretary

Proxies must be received by Hastings Technology Metals Ltd no later than 11:00am AEST on Saturday 3 September 2016.

Name:

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

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

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

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

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

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

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

Postal Address PO BOX Q128
Queen Victoria Building NSW 1230 AUSTRALIA

Email guy.robertson@hastingstechmetals.com

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