



Redflow Limited
ACN 130 227 271

Notice of Annual General Meeting

to be held on

Date: Monday, 26 November 2018

Time: 10.30 am (Brisbane time)

Place: Jindalee Hotel, Sinnamon Road, Jindalee, Brisbane Queensland

This is an important document and requires your attention

If you are in any doubt about how to deal with this document, please consult your legal, financial or other professional advisor.

Notice of Annual General Meeting

Notice is given that an Annual General Meeting of Redflow Limited ACN 130 227 271 (the **Company**) will be held at **10.30am (Brisbane time) on Monday, 26 November 2018** at the Jindalee Hotel, Sinnamon Road, Jindalee, Brisbane Queensland.

Agenda

1 Financial statements and reports

To receive and consider the Financial Report, Directors Report and Independent Auditor's Report for the Company and its controlled entities for the financial year ended 30 June 2018.

2 Resolution 1 – Adoption of the Remuneration Report

To consider and if thought fit, to pass the following resolution as a non-binding ordinary resolution under section 250R(2) of the Corporations Act:

'That the Remuneration Report for the year ended 30 June 2018 is hereby adopted.'

- Notes:**
- (1) *This resolution is advisory only and does not bind the Company or the Directors.*
 - (2) *If 25% or more of votes that are cast are voted against the Remuneration Report at two consecutive AGMs, shareholders will be required to vote at the second of those AGMs on a resolution (a 'spill resolution') that another meeting be held within 90 days at which all of the Company's Directors (other than the Managing Director) must stand for re-election.*

Voting Exclusion

The Company will disregard and not count any votes cast (in any capacity) on Resolution 1 by or on behalf of either or both the following persons:

- (a) *a member of the Company's Key Management Personnel; or*
- (b) *a Closely Related Party of a member of the Company's Key Management Personnel,*
unless:
 - (c) *the person:*
 - (i) *does so in relation to a resolution where they hold a Directed Proxy; or*
 - (ii) *is the Chairman of the meeting and is expressly authorised to exercise the proxy even though the resolution is a Remuneration Resolution; and*
 - (d) *the vote is not cast on behalf of a person described in paragraphs (a) and (b) above.*

3 Resolution 2 - Election of Jennifer Macdonald as Director

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

'That, Jennifer Macdonald, who was appointed to the Board to fill a casual vacancy on 22 December 2017 and who retires in accordance with clause 8.1 of the Company's Constitution, and being eligible, be elected as a Director of the Company.'

4 Resolution 3 - Election of John Lindsay as Director

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

'That, John Lindsay, who was appointed to the Board to fill a casual vacancy on 11 September 2018 and who retires in accordance with clause 8.1 of the Company's Constitution, and being eligible, be elected as a Director of the Company.'

5 Resolution 4 - Election of David Brant as Director

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

'That, David Brant, who was appointed to the Board to fill a casual vacancy on 19 October 2018 and who retires in accordance with clause 8.1 of the Company's Constitution, and being eligible, be elected as a Director of the Company.'

6 Resolution 5 - Ratification of the prior issue of Placement 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 for all other purposes, shareholders ratify the issue of 75,000,000 fully paid ordinary shares at an issue price of \$0.10 per share, issued by way of a placement to sophisticated and institutional investors on 3 May 2018 (**Placement Shares**).'*

Voting Exclusion

The Company will disregard any votes cast in favour of this Resolution by a person who participated in the issue and any associate of that person.

However, the Company will not disregard a vote if:

- (a) it is cast by the person as proxy for a person who is entitled to vote and it is a Directed Proxy; or*
- (b) it is cast by the Chairman 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.*

7 Resolution 6 - Approval of Enhanced Placement Capacity

To consider and, if thought fit, to pass, as a special resolution the following:

'That, pursuant to and in accordance with Listing Rule 7.1A and for all other purposes, shareholders approve the issue of such a number of shares equal to up to 10% of the issued capital of the Company, at the time of the issue, calculated in accordance with the formula prescribed in ASX Listing Rule 7.1A.2 and as described in the Explanatory Memorandum accompanying the Notice of Meeting.'

Voting Exclusion

The Company will disregard any votes cast in favour of this Resolution by a person (and any associates of such a person) who may participate in the Enhanced Placement Capacity and a person who might obtain a benefit, except a benefit solely in the capacity of a holder of shares, if this Resolution is passed.

However, the Company will not disregard a vote if:

- (a) it is cast by the person as proxy for a person who is entitled to vote and it is a Directed Proxy; or
- (b) it is cast by the Chairman 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.

8 Resolution 7 - Approval for grant of performance rights to Managing Director

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

'That for the purpose of Listing Rule 10.14 and for all other purposes, approval be given for the grant of 5,000,000 performance rights to Timothy Harris, in accordance with the terms and conditions of the Company's Performance Rights Plan and as described in the Explanatory Memorandum accompanying the Notice of Meeting.'

Voting exclusion

The Company will disregard any votes cast in favour of this resolution by any Director and any of their associates. However, the Company need not disregard a vote if:

- (a) it is cast by a person as proxy for a person who is entitled to vote and it is a Directed Proxy; or
- (b) it is cast by the Chairman 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.

In addition, pursuant to the Corporations Act, the Company's Key Management Personnel and their Closely Related Parties are not permitted to cast a vote as a proxy for another person who is permitted to vote, unless:

- (a) the proxy holds a Directed Proxy; or
- (b) the proxy is the Chairman of the Meeting and he is expressly authorised to exercise the proxy even though the resolution is a Remuneration Resolution.

10 Resolution 8 – Approval for potential issue of shares to Jennifer Macdonald in lieu of director fees

To consider and, if thought fit, to pass, with or without amendment, the following resolution as an ordinary resolution:

'That for the purposes of Listing Rule 10.14 and for all other purposes, Shareholders approve the payment to Jennifer Macdonald of up to \$140,000 (representing Directors' Fees potentially payable over the next 2 years), by the issue, at her election, of such a number of fully paid ordinary shares in the Company in accordance with the terms set out in the accompanying Explanatory Memorandum.'

Voting exclusion

The Company will disregard any votes cast in favour of this resolution by any Director and any of their associates. However, the Company will not disregard a vote if:

- (a) it is cast by a person as the proxy for a person who is entitled to vote and is a Directed Proxy; or
- (b) it is cast by the Chairman as proxy for a person who is entitled to vote, in accordance with directions on the proxy form to vote as the proxy decides.

In addition, pursuant to the Corporations Act, the Company's Key Management Personnel and their Closely Related Parties are not permitted to cast a vote as a proxy for another person who is permitted to vote, unless:

- (a) the proxy holds a Directed Proxy; or*
- (b) the proxy is Chairman of the Meeting and he is expressly authorised to exercise the proxy even though the resolution is a Remuneration Resolution.*

11 Resolution 9 – Approval for potential issue of shares to David Brant in lieu of director fees

To consider and, if thought fit, to pass, with or without amendment, the following resolution as an ordinary resolution:

'That for the purposes of Listing Rule 10.14 and for all other purposes, Shareholders approve the payment to David Brant of up to \$120,000 (representing Directors' Fees potentially payable over the next 2 years), by the issue, at his election, of such a number of fully paid ordinary shares in the Company in accordance with the terms set out in the accompanying Explanatory Memorandum.'

Voting exclusion

The Company will disregard any votes cast in favour of this resolution by any Director and any of their associates. However, the Company will not disregard a vote if:

- (a) it is cast by a person as the proxy for a person who is entitled to vote and is a Directed Proxy; or*
- (b) it is cast by the Chairman as proxy for a person who is entitled to vote, in accordance with directions on the proxy form to vote as the proxy decides.*

In addition, pursuant to the Corporations Act, the Company's Key Management Personnel and their Closely Related Parties are not permitted to cast a vote as a proxy for another person who is permitted to vote, unless:

- (a) the proxy holds a Directed Proxy; or*
- (b) the proxy is Chairman of the Meeting and he is expressly authorised to exercise the proxy even though the resolution is a Remuneration Resolution.*

12 Resolution 10 – Approval for potential issue of shares to John Lindsay in lieu of director fees

To consider and, if thought fit, to pass, with or without amendment, the following resolution as an ordinary resolution:

'That for the purposes of Listing Rule 10.14 and for all other purposes, Shareholders approve the payment to John Lindsay of up to \$120,000 (representing Directors' Fees potentially payable over the next 2 years), by the issue, at his election, of such a number of fully paid ordinary shares in the Company in accordance with the terms set out in the accompanying Explanatory Memorandum.'

Voting exclusion

The Company will disregard any votes cast in favour of this resolution by any Director and any of their associates. However, the Company will not disregard a vote if:

- (a) it is cast by a person as the proxy for a person who is entitled to vote and is a Directed Proxy; or*
- (b) it is cast by the Chairman as proxy for a person who is entitled to vote, in accordance with directions on the proxy form to vote as the proxy decides.*

In addition, pursuant to the Corporations Act, the Company's Key Management Personnel and their Closely Related Parties are not permitted to cast a vote as a proxy for another person who is permitted to vote, unless:

- (a) the proxy holds a Directed Proxy; or*
- (b) the proxy is Chairman of the Meeting and he is expressly authorised to exercise the proxy even though the resolution is a Remuneration Resolution.*



Dated: 26 October 2018

By order of the Board

**Trudy Walsh
Company Secretary**

Notes

- 1 The Directors have determined that the shareholding of each member for the purposes of ascertaining their voting entitlements at the Annual General Meeting will be as it appears in the share register at 7pm (Sydney time) Saturday, 24 November 2018. Accordingly, those persons are entitled to attend and vote at the meeting.
- 2 If you are eligible, you may vote by attending the meeting in person or by proxy or attorney. A member who is a body corporate may appoint a representative to attend and vote on its behalf.
- 3 To vote by proxy, please complete, sign and return the enclosed proxy form in accordance with the following instructions. If you require an additional proxy form, the Company will supply it on request.
- 4 A member who is entitled to vote at the meeting, may appoint one proxy if the member is only entitled to one vote or one or two proxies if the member is entitled to more than one vote. A proxy need not be a member of the Company.
- 5 Where the member appoints 2 proxies, the appointment may specify the proportion or number of votes that each proxy may exercise. If the appointment does not specify a proportion or number, each proxy may exercise one-half of the votes, in which case any fraction of votes will be disregarded.
- 6 The proxy form must be signed by the member or the member's attorney. Proxies given by a corporation must be executed in accordance with the Corporations Act and the constitution of that corporation.
- 7 To be effective, the proxy form and the power of attorney or other authority (if any) under which it is signed or a certified copy, must be received by the Company at least 48 hours before the time for holding of the meeting or any adjourned meeting (or such lesser period as the Directors may permit):
 - (a) By mail c/- Link Market Services Limited, Locked Bag A14, Sydney South NSW 1235
 - (b) Online by logging into www.linkmarketservices.com.au and using the holding details as shown on the front of your proxy form.
 - (c) By facsimile to (02) 9287 0309 (within Australia) or +61 2 9287 0309 (outside Australia).
- 8 Any proxy form received after this deadline including at the meeting will be treated as invalid.
- 9 A member of the Company's Key Management Personnel or their Closely Related Party must not, whether in person or by proxy, in their own right vote on the adoption of the Remuneration Report in Resolution 1.
- 10 A person appointed as proxy may vote or abstain from voting as he or she thinks fit except in the following circumstances:
 - (a) The proxy holds a Directed Proxy;
 - (b) Where the proxy is voting in relation to a Remuneration Resolution and the proxy is either a Key Management Personnel for the Company or a Closely Related Party and holds an Undirected Proxy; or
 - (c) The proxy is required by law or the Company's constitution to vote in a certain manner or abstain from voting.
- 11 Clause 10(b) does not apply if the Chairman of the meeting is appointed as proxy and his appointment expressly authorises the Chairman to exercise the proxy even if the resolution is a Remuneration Resolution.
- 12 If you appoint the Chairman as your proxy and have not directed him how to vote, you are expressly authorising the Chairman to cast your Undirected Proxy in accordance with his intentions set out below.
- 13 The Chairman intends to vote all Undirected Proxies in favour of all resolutions including Remuneration Resolutions.

14 The following definitions apply in this document:

Closely Related Party means the closely related parties of Key Management Personnel as defined in the Corporations Act, and includes certain members of their family, dependants and companies they control.

Corporations Act means the *Corporations Act 2001*(Cth).

Directed Proxy means a proxy form which specifies how the proxy is to vote.

Key Management Personnel of the Company are the Directors of the Company and those other persons having authority and responsibility for planning, directing and controlling the activities of the Company, directly or indirectly. The Remuneration Report identifies the Company's key management personnel for the financial year to 30 June 2018.

Remuneration Resolution means a resolution connected directly or indirectly with the remuneration of a member of the Key Management Personnel and includes Resolutions 1 and 7 to 10 in this Notice of Meeting.

Undirected Proxy means a proxy form which does not specify how the proxy is to vote.

Explanatory Memorandum

This explanatory memorandum has been prepared to assist shareholders with their consideration of the resolutions to be put to the Annual General Meeting to be held on Monday 26 November 2018. These explanatory notes should be read with, and form part of, the accompanying Notice of Annual General Meeting.

1 Financial statements and reports

The Redflow Limited 2018 Annual Report (which includes the Financial Report, the Directors Report and the Independent Auditor's Report) will be presented to the meeting.

There is no requirement for shareholders to approve these reports. However, the Chairman of the meeting will allow a reasonable opportunity for shareholders to ask questions about, or make comments on, the management of the Company. Shareholders will be given a reasonable opportunity to ask the Independent Auditor questions about the conduct of the audit and the content of the Auditor's Report.

Shareholders are requested to ask any general question they have in relation to the management or operation of the Company at this time.

2 Resolution 1 – Adoption of the Remuneration Report for the year ended 30 June 2018

The Remuneration Report of the Company for the financial year ended 30 June 2018 is set out in the Company's 2018 Annual Report.

The Remuneration Report sets out the Company's remuneration arrangements for Directors, including the Managing Director and the Company's Key Management Personnel. The Chairman of the meeting will allow a reasonable opportunity for shareholders to ask questions about, or make comments on, the Remuneration Report at the meeting. The resolution is advisory only and does not bind the Company or its Directors. The Board will consider the outcome of the vote and comments made by shareholders on the Remuneration Report at the meeting when reviewing the Company's remuneration policies.

A voting exclusion applies to Key Management Personnel and their Closely Related Parties in certain circumstances – please see the voting exclusion in the notes to Resolution 1.

Under the Corporations Act, if 25% or more of the votes that are cast are voted against the adoption of the Remuneration Report at two consecutive AGMs, shareholders will be required to vote at the second of those AGMs on a resolution (a 'spill' resolution) that another meeting be held within 90 days at which all of the Company's directors (other than the Managing Director) must stand for re-election.

As the Directors have a personal interest in the proposed Resolution 1, they make no recommendations as to how shareholders should vote on the Resolution.

3 Resolutions 2,3 and 4 – Elections of Jennifer Macdonald, John Lindsay and David Brant as Directors

3.1 Background

Clause 8.1 of the Company's Constitution provides that the Directors may at any time appoint any person as a Director. A Director appointed under this clause (and for the purposes of ASX Listing Rule 14.4) holds office until the next annual general meeting of the Company, but will be eligible for re-election at that meeting.

As foreshadowed at the 2017 Annual General Meeting, considerable time has been spent in the last 12 months ensuring that the Company's Board has the required skills and experience to add value at this critical stage of Redflow's development.

To this end during the year, the following appointments have been made to the Board:

- (a) Jenny Macdonald was appointed to strengthen the Company's financial and strategic expertise and to chair the Audit & Risk Committee;
- (b) John Lindsay was appointed to ensure the Board has strong technical expertise on the retirement of Simon Hackett, which occurs at the close of the AGM; and
- (c) David Brant was appointed to ensure the Board has appropriate contemporary manufacturing expertise as we move to the next generation of automated manufacturing.

Jenny, John and David also bring a depth of commercial and business experience and make significant contributions to Board Meetings.

3.2 Election of Jennifer Macdonald

Jennifer Macdonald was appointed to fill a casual vacancy as a Non-Executive Director on 22 December 2017. Ms Macdonald therefore retires at the conclusion of the forthcoming Annual General Meeting and being eligible, offers herself for election. The Board considers Ms Macdonald to be an independent Director.

Ms Macdonald is a professional company director and currently chairs the Redflow Audit & Risk Committee. Ms Macdonald currently serves as a Non-Executive Director of Australian Pharmaceutical Industries Limited (ASX: API), Redbubble Limited (ASX: RBL) and Bapcor Limited (ASX: BAP) and has extensive experience in working with ASX listed and global companies at the Chief Financial Officer and general management level.

Ms Macdonald is a member of the Institute of Chartered Accountants, a graduate of the Australian Institute of Company Directors and has a Masters of Entrepreneurship and Innovation from Swinburne University.

The Directors (with Ms Macdonald abstaining) unanimously recommend that shareholders vote in favour of this Resolution.

3.3 Election of John Lindsay

John Lindsay was appointed to fill a casual vacancy as a Non-Executive Director on 11 September 2018. Mr Lindsay therefore retires at the conclusion of the forthcoming Annual General Meeting and being eligible, offers himself for election. The Board does not consider Mr Lindsay to be an independent Director due to his relationship with major shareholder Simon Hackett.

John Lindsay is a Director of the Telecommunications Industry Ombudsman Ltd, the external dispute resolution body for the telecommunications industry and has previously held senior technology leadership roles as Chief Technology Officer (CTO) at iiNet Limited, CTO at Internode and General Manager of Chariot Internet. He is also co-founder and Director of jtwo solutions Pty Ltd.

John is a graduate of the Australian Institute of Company Directors and is currently not a director of any other listed companies.

The Directors (with Mr Lindsay abstaining) unanimously recommend that shareholders vote in favour of this Resolution.

3.4 Election of David Brant

David Brant was appointed to fill a casual vacancy as a Non-Executive Director on 19 October 2018. Mr Brant therefore retires at the conclusion of the forthcoming Annual General Meeting and being eligible, offers himself for election. The Board considers Mr Brant to be an independent Director.

Mr Brant has extensive experience at the executive level in manufacturing and automation.

Mr Brant's background includes more than 20 years of senior management roles with Norgren, a manufacturer of automation equipment for a wide variety of industries. He then worked for Redflow as Vice President Strategy and Corporate Development from 2010-12 and ran his own start-up energy storage business Energy 365 from 2014-17.

David Brant currently serves as a Non-Executive Director of Loddon Mallee Housing Services Ltd trading as Haven; Home, Safe, an affordable housing provider, and Nillumbik Community Health Services Ltd trading as Carrington healthAbility, a significant community health organisation.

David is a Fellow of the Australian Institute of Company Directors, has a Bachelor of Engineering and a Post Graduate Diploma of Business Administration. David is currently not a director of any other listed companies.

The Directors (with Mr Brant abstaining) unanimously recommend that shareholders vote in favour of this Resolution.

4 Resolution 5 – Ratification of the issue of Placement Shares

4.1 Background

As part of the Company's \$18.1 million capital raising announced on 26 April 2018, the Company issued 75,000,000 shares at an issue price of \$0.10 per share (**Placement Shares**).

4.2 Regulatory requirements

In general terms, Listing Rule 7.1 imposes a 15% cap on the number of shares that can be issued by the Company without shareholder approval in any 12 month period (**15% Placement Capacity**).

As the Placement Shares were issued without prior shareholder approval, they reduce the Company's Placement Capacity.

Listing Rule 7.4 provides that an issue of shares made by a company without the prior approval of shareholders may be treated as having been made with shareholder approval if:

- (a) at the time the issue took place, it did not breach Listing Rule 7.1; and
- (b) the shareholders of the company, in general meeting, subsequently ratify the issue of the shares.

The issue of Placement Shares was made in accordance with Listing Rule 7.1, accordingly the Company seeks shareholder ratification in accordance with Listing Rule 7.4.

4.3 Effect of shareholder ratification

If Resolution 5 is passed, the issue the Placement Shares will not reduce the Company's 15% Placement Capacity.

4.4 Information required by Listing Rule 7.5

The following information is required by ASX Listing Rule 7.5 for the purposes of shareholder ratification under ASX Listing Rule 7.4:

Number of Placement Shares allotted	75,000,000
Price at which Placement Shares were issued	\$0.10 per share
The basis on which allottees were determined	The shares were allotted to sophisticated investors (in accordance with sections 708(8) of the Corporations Act), to whom no disclosure is required under the Corporations Act.
The terms of the Placement Shares issued	All shares issued under the Placement are fully paid ordinary shares in the Company that rank pari passu and form one class with all other ordinary shares of the Company.
The use (or intended use) of the funds raised	Funds raised from the issue will be used for supply chain raw materials and finished goods inventory, supporting cost down and product development activities, process optimisation and line automation, investing in sales, business development, supporting infrastructure and general working capital purposes (full details of the use of the funds were set out in the Offer Booklet released on the ASX platform on 26 April 2018).
Voting exclusion statement	A voting exclusion applies to this resolution – please see the notes to Resolution 5.

The Directors unanimously recommend that shareholders vote in favour of this Resolution.

5 Resolution 6 – Approval of Enhanced Placement Capacity

5.1 Listing Rule 7.1A

Listing Rule 7.1A enables eligible entities to issue shares up to 10% of their issued share capital through placements over a 12 month period after the annual general meeting (**Enhanced Placement Capacity**). This Enhanced Placement Capacity is in addition to the Company's 15% placement capacity under Listing Rule 7.1.

The Company is an eligible entity for the purposes of Listing Rule 7.1A. The Company has a market capitalisation of less than \$300 million and is not included in the S&P ASX 300 Index.

Resolution 6 is a special resolution and therefore requires approval of 75% of the votes cast by shareholders present and eligible to vote (in person, by proxy, by attorney or, in the case of a case of a corporate shareholder, by a corporate representative).

If approved, the effect of Resolution 6 will be to allow the Directors to issue the shares under Listing Rule 7.1A during the Enhanced Placement Period in addition to the Company's 15% Placement Capacity under Listing Rule 7.1.

5.2 Calculation of the Enhanced Placement Capacity

The actual number of shares that the Company will have capacity to issue under the Enhanced Placement Capacity will be calculated at the date of issue of the shares in accordance with the formula prescribed in Listing Rule 7.1A.2.

5.3 Minimum Issue Price

The issue price of shares issued under the Enhanced Placement Capacity will not be less than 75% of the volume weighted average price of shares in the same class calculated over the 15 trading days immediately before:

- (a) the date on which the price at which the shares are to be issued is agreed; or
- (b) if the shares are not issued within 5 trading days of the date in paragraph 5.3(a) above, the date on which the shares are issued.

5.4 Enhanced Placement Period

Shareholder approval of the Enhanced Placement Capacity is valid, and shares will only be issued, from the date of the annual general meeting at which the approval is obtained and expires on the earlier to occur of:

- (a) the date that is 12 months after the date of the annual general meeting at which the approval is obtained (which is expected to be 26 November 2019); or
- (b) the date of the approval by shareholders of a transaction under Listing Rules 11.1.2 (a significant change to the nature or scale of activities) or 11.2 (disposal of main undertaking),

(Enhanced Placement Period).

5.5 Dilution of existing shareholders

Dilution risks

If Resolution 6 is approved by shareholders and the Company issues shares under the Enhanced Placement Capacity, the existing shareholders' voting power in the Company will be diluted as shown in the below table.

Economic risks

There is a risk that:

- the market price for the Company's shares may be significantly lower on the date of the issue of the shares than on the date of this meeting; and
- the shares may be issued at a price that is at a discount to the market price for the Company's shares on the issue date.

If shares are issued at a discount to the net tangible asset value per share (**NTA**) there may be a negative impact on NTA.

Potential dilution of existing ordinary shareholders

The below table shows the dilution of existing shareholders on the basis of the current market price of shares and the current number of ordinary securities for variable "A" calculated in accordance with the formula in Listing Rule 7.1A.2 as at the date of this Notice.

The table also shows:

- two examples where variable "A" has increased, by 50% and 100%. Variable "A" is based on the number of ordinary securities the Company has on issue. The number of ordinary securities on issue may increase as a result of issues of ordinary securities that do not require shareholder approval or future specific placements under Listing Rule 7.1 that are approved at a future shareholders' meeting; and
- two examples of where the issue price of ordinary securities has decreased by 50% and increased by 100% as against the current market price.

Variable 'A' in Listing Rule 7.1A.2		Dilution		
		\$0.0385 50% decrease in issue price	\$0.077 issue price	\$0.154 100% increase in issue price
Current Variable A 712,513,168 shares	10% voting dilution	71,251,317	71,251,317	71,251,317
	Funds raised	\$2,743,176	\$5,486,351	\$10,972,703
50% increase in Variable A 1,068,769,752 shares	10% voting dilution	106,876,975	106,876,975	106,876,975
	Funds raised	\$4,114,764	\$8,229,527	\$16,459,054
100% increase in Variable A 1,425,026,336 shares	10% voting dilution	142,502,634	142,502,634	142,502,634
	Funds raised	\$5,486,351	\$10,972,703	\$21,945,406

Notes

The table has been prepared on the following assumptions:

- The Company issues the maximum number of shares available under the Enhanced Placement Capacity.
- 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%.
- The table does not show an example of dilution that may be caused to a particular Shareholder by reason of placements under the Enhanced Placement Capacity, based on that Shareholder's holding at the date of the Meeting.
- The table shows only the effect of issues of shares under Listing Rule 7.1A, not under the 15% Placement Capacity under Listing Rule 7.1.
- The issue price is \$0.077, being the closing price of the shares on ASX on 2 October 2018.

5.6 Specific information required by Listing Rule 7.3A

Pursuant to and in accordance with Listing Rule 7.3A, information is provided in relation to the approval of the Enhanced Placement Capacity as follows:

- The Company may issue shares under the Enhanced Placement Capacity for cash and non-cash consideration in order to provide additional funding to support the Company's activities, for example, funds raised may be applied towards the Company's operating costs and overheads, additional machinery and equipment purchases, additional inventory or research and development.

- (b) The Company's allocation policy is dependent on the prevailing market conditions at the time of any proposed issue pursuant to the Enhanced Placement Capacity. The identity of the allottees of shares will be determined on a case-by-case basis having regard to factors including but not limited to the following:
- (i) the methods of raising funds that are available to the Company, including but not limited to, rights issues or other issues in which existing security holders can participate;
 - (ii) the effect of the issue of the shares on the control of the Company;
 - (iii) the financial situation and solvency of the Company; and
 - (iv) advice from corporate, financial and broking advisers (if applicable).
- (c) The allottees under the Enhanced Placement Capacity have not been determined as at the date of this Notice but may include existing substantial shareholders and/or new shareholders who are not related parties or associates of a related party of the Company.

5.7 Shareholder Approval previously obtained under Listing Rule 7.1A

The Company obtained shareholder approval under Listing Rule 7.1A at the Company's last Annual General Meeting held on 24 November 2017.

5.8 Total equity securities issued in the 12 months preceding the Meeting

Pursuant to ASX Listing Rule 7.3A.6(a), the Company has issued shares in the 12 months preceding the date of the Meeting. The total number of equity securities issued by the Company in the 12 months preceding the Meeting and the percentage they represent of the total number of equity securities on issue at the commencement of that 12 month period are as follows:

	Equity Securities
Number of equity securities on issue at commencement of 12 month period	539,894,623 shares 7,950,000 unlisted options Total – 547,844,623 equity securities
Equity securities issued in prior 12 month period	181,743,545 shares 7,500,000 unlisted performance rights Total – 189,243,545 equity securities
Percentage previous issues represent of total number of equity securities on issue at commencement of 12 month period	34.54%

5.9 Details of equity securities issued in the 12 months preceding the Meeting

As required by ASX Listing Rule 7.3A.6(b), details of equity securities issued in previous 12 months are as follows:

Shares issued to Directors in lieu of cash fees

Details of issues:	<ul style="list-style-type: none"> (a) 220,191 ordinary shares – 4 December 2017 (b) 131,925 ordinary shares – 24 January 2018 (c) 125,650 ordinary shares – 26 June 2018 (d) 41,431 ordinary shares – 3 August 2018
Summary of terms:	<p>As approved by shareholders at the Company's Annual General Meeting on 24 November 2017, the shares were issued to the Directors in lieu of cash directors' fees for the following periods pursuant to the Company's Share and Option Plan.</p> <ul style="list-style-type: none"> (a) 1 July 2017 to 30 September 2017 (b) 1 October 2017 to 31 December 2017 (c) 1 January 2018 to 31 March 2018 and 1 April 2018 to 30 June 2018 (d) 1 April 2018 to 30 June 2018 <p>Shares issued ranked pari passu with all other shares on issue in the Company.</p>
Names of persons who received securities or basis on which those persons was determined:	Messrs Stack, Brown and Knox
Price at which equity securities were issued:	<p>Volume weighted average price of the Company's shares traded in the relevant quarter to which the fees relate as follows:</p> <ul style="list-style-type: none"> (a) \$0.1123 per share (b) \$0.1172 per share (c) \$0.1529 and \$0.1136 per share (d) \$0.1188 per share
Discount of issue price to closing market price on the date of issue (if any):	<ul style="list-style-type: none"> (a) Nil (closing price was \$0.119) (b) 31.8% (closing price was \$0.171) (c) Nil (closing price was \$0.092) (d) Nil (closing price was \$0.097)
Non-cash consideration paid	<p>Shares issued in lieu of directors' fees for periods:</p> <ul style="list-style-type: none"> (a) 1 July 2017 to 30 September 2017 (b) 1 October 2017 to 31 December 2017 (c) 1 January 2018 to 31 March 2018 and 1 April 2018 to 30 June 2018 (d) 1 April 2018 to 30 June 2018
Current value of that non-cash consideration	<ul style="list-style-type: none"> (a) \$33,300 (b) \$19,980 (c) \$6,660 and \$13,320 (d) \$6,660

Placement

Details of issue:	75,000,000 ordinary shares – 3 May 2018
Summary of terms:	All shares issued under the Placement are fully paid ordinary shares in the Company that rank pari passu and form one class with all other ordinary shares of the Company.
Names of persons who received securities or basis on which those persons was determined:	The shares were allotted to sophisticated investors (in accordance with sections 708(8) of the Corporations Act), to whom no disclosure is required under the Corporations Act.
Price at which equity securities were issued:	\$0.10 per share
Discount of issue price to closing market price on the date of issue (if any):	13.04% discount to closing price of \$0.115 on 3 May 2018
Total cash consideration received:	\$7,500,000
Amount of cash consideration spent:	Cash when raised is held in a common bank account and is not tracked separately.
Use of cash consideration:	Funds raised from the issue will be used for supply chain raw materials and finished goods inventory, supporting cost down and product development activities, process optimisation and line automation, investing in sales, business development, supporting infrastructure and general working capital purposes (full details of the use of the funds were set out in the Offer Booklet released on the ASX platform on 26 April 2018).
Intended use for remaining amount of cash (if any):	Remaining funds will be applied to fund general working capital purposes.

Entitlement Offer

Details of issue:	106,224,348 ordinary shares – 29 May 2018
Summary of terms:	All shares issued under the Entitlement Offer are fully paid ordinary shares in the Company that rank pari passu and form one class with all other ordinary shares of the Company.
Names of persons who received securities or basis on which those persons was determined:	Shareholders who took up their entitlements with the shortfall being placed with sophisticated investors (in accordance with sections 708(8) of the Corporations Act)
Price at which equity securities were issued:	\$0.10 per share
Discount of issue price to closing market price on the date of issue (if any):	10.0% discount to closing price of \$0.110 on 29 May 2018
Total cash consideration received:	\$10,622,435
Amount of cash consideration spent:	Cash when raised is held in a common bank account and is not tracked separately.
Use of cash consideration:	Funds raised from the issue will be used for supply chain raw materials and finished goods inventory, supporting cost down and product development activities, process optimisation and line automation, investing in sales, business development, supporting infrastructure and general working capital purposes (full details of the use of the funds were set out in the Offer Booklet released on the ASX platform on 26 April 2018).

Intended use for remaining amount of cash (if any):	Remaining funds will be applied to fund general working capital purposes.
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Performance Rights

Details of issue:	7,500,000 unlisted performance rights – 4 December 2017
Summary of terms:	Unlisted performance rights granted to directors, exercisable on satisfaction of various KPIs on or before 28 November 2023, as approved by shareholders at the Company's Annual General Meeting on 24 November 2017.
Names of persons who received securities or basis on which those persons was determined:	Messrs Johnson and Aird
Price at which equity securities were issued:	\$Nil
Discount of issue price to closing market price on the date of issue (if any):	N/A
Total cash consideration received:	\$Nil
Amount of cash consideration spent:	N/A
Use of cash consideration:	N/A
Intended use for remaining amount of cash (if any):	N/A

5.10 Voting Exclusion Statement – ASX Listing Rule 7.3A.7

A voting exclusion statement is included in the Notice. At the date of the Notice, the Company has not approached any particular existing shareholder or security holder or an identifiable class of existing security holder to participate in the issue of the shares. No existing shareholder's votes will therefore be excluded under the voting exclusion in the Notice.

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 Resolution 7 – Approval for the grant of performance rights to Managing Director

6.1 Remuneration policy

The performance of the Company depends upon the quality of its executives and Board. Their compensation structure is designed to strike an appropriate balance between fixed and variable remuneration, rewarding capability and experience and providing recognition for contribution to the Company's overall goals and objectives.

In deciding the remuneration and incentives of Timothy Harris (Chief Executive Officer and Managing Director), the Board considers that there should be an appropriate mix of remuneration comprising cash and securities to link their remuneration to the financial performance of the Company.

Equity-based incentives consistent with the Company's remuneration policy better aligns the performance of the CEO with the Company's financial performance. The Board also believes that an equity-based remuneration component helps it to attract and retain the best executives.

The Directors consider the remuneration policy to be a sensible and well-balanced policy which allows them to adjust the remuneration mix appropriately to the Company's changing circumstances.

6.2 Listing Rule requirements

Listing Rule 10.14 provides that a listed company must not permit a director to acquire securities under an employee incentive scheme without shareholder approval. Accordingly, approval is sought under Listing Rule 10.14 for the proposed grant of 5,000,000 performance rights under the Company's Performance Rights Plan to Timothy Harris (**Performance Rights**).

If approval is given under Listing Rule 10.14, approval is not required under Listing Rule 7.1.

6.3 Corporations Act requirements

Shareholder approval under Chapter 2E of the Corporations Act (related party benefits) is not required because the issue of Shares is considered to be reasonable remuneration and falls within the exception to the requirement for shareholder approval.

6.4 Proposed Grant

The Board has adopted a Performance Rights Plan (**Plan**) in market standard form and contains customary terms and conditions.

It is proposed to grant a total of 5,000,000 Performance Rights to Timothy Harris which will comprise 3 tranches, as follows:

Tranche	Number of Performance Rights	Vesting Conditions
Tranche 1	1,000,000	Loyalty – Mr Harris must remain continuously employed as Chief Executive Officer (or such other Executive position as determined by the Board) of Redflow until 30 June 2021.
Tranche 2	Up to 1,500,000	<p>Operational KPIs – manufacturing cost key performance indicators (KPIs) must be satisfied.</p> <p>Subject to the satisfaction of KPIs, Performance Rights will vest as follows:</p> <ul style="list-style-type: none"> • 500,000 Performance Rights on 30 June 2019; • 500,000 Performance Rights on 30 June 2020; and • 500,000 Performance Rights on 30 June 2021, <p>(each date a Testing Date).</p> <p>Any Performance Rights that do not vest on their relevant Testing Date will be re-tested at the following Testing Date based on KPIs for that next Testing Date.</p> <p>No Performance Right can be exercised (even if vested) unless Mr Harris remains an employee of the Company on 30 June 2021.</p> <p>Any Performance Rights that have not vested under this Vesting Condition by the final Testing Date of 30 June 2021, will lapse and be cancelled.</p>

Tranche 3	Up to 2,500,000	Share Price Target – Performance Rights in the Share Price Target tranche will vest in accordance with the following schedule if the relevant Share Price Target is satisfied during the relevant Performance Period and Mr Harris remains employed by the Company as at 30 June 2021:			
		Share Price Target*	Performance Period	Percentage of Performance Rights that vest	Number of Performance Rights that vest
		\$0.20 or greater	1 July 2018 to 30 June 2020	33.3%	833,333
		\$0.35 or greater	1 July 2019 to 30 June 2021	33.3%	833,333
		\$0.50 or greater	1 July 2020 to 30 June 2021	33.3%	833,334
<p><i>* The Share Price Target is the volume weighted average market price (as defined in the ASX Listing Rules) of the Company's shares over any 20 consecutive trading days during the Performance Period. The Board has discretion to take into account any dividends or distributions paid during the relevant Performance Period when determining whether the Share Price Target has been satisfied.</i></p> <p>No Performance Right can be exercised (even if vested) unless Mr Harris remains an employee of the Company on 30 June 2021.</p> <p>Any Performance Rights that have not vested under this Vesting Condition by 30 June 2021 will lapse and be cancelled.</p>					

If approved, the total number of Performance Rights will be granted to Timothy Harris no later than 1 month after the date of the meeting.

6.5 Exercise Period

The First Exercise Date for each tranche of Performance Rights is the date on which the relevant tranche of Performance Rights vest. The Last Exercise Date for all tranches of Performance Rights is 6 years from the date of grant.

6.6 Impact on capital structure

Until exercised, the grant of Performance Rights will not impact on the number of ordinary shares on issue in the Company. If all the proposed Performance Rights were exercised, an additional 5,000,000 fully paid ordinary shares may be issued, representing approximately 0.70% of the total issued share capital of the Company as at the date of this Notice (assuming that no other securities were exercised or shares issued by the Company between the date of this Notice and the date the Performance Rights are exercised).

6.7 Tax consequences

As far as the Company is aware, there are no adverse taxation consequences to the Company arising from the proposed grant of Performance Rights.

6.8 Information required by Listing Rule 10.15A

Maximum number of Performance Rights that may be acquired	Timothy Harris – 5,000,000 Performance Rights
Price for each Performance Right to be acquired under the scheme	Nil
Names of persons referred to in rule 10.14 who received securities under the scheme since the last approval, number of securities received and acquisition price for each security	Not applicable – the Performance Rights Plan has not been approved by Shareholders.
Names of all persons referred to in Listing Rule 10.14 entitled to participate in the scheme	Directors – Brett Johnson, Richard Aird, David Knox and subject to Resolutions 2,3 and 4, Jennifer Macdonald, John Lindsay and David Brant. Note – although each director is eligible to participate, approval is sought under Resolution for the grant of Performance Rights to Timothy Harris only.
Terms of loan in relation to the grant of Shares	Not applicable
Required Statements	Details of any securities issued under the employee incentive scheme will be published in each annual report relating to a period in which securities have been issued and approval for the issue of securities obtained under Listing Rule 10.14. Any additional persons who become entitled to participate in the employee incentive scheme after the Resolutions are approved and who are not named in this Notice of Meeting will not participate until approval is obtained under Listing Rule 10.14.
Date by which Performance Rights will be granted	Within 1 month after the date of approval
Voting exclusion statement	A voting exclusion applies to this Resolution – please see the notes to Resolution 7.

The Directors (with Timothy Harris abstaining) recommend that Shareholders vote in favour of Resolution 7.

7 Resolutions 8 to 10 – Payment of Directors' Fees in Shares

7.1 Background

In order to preserve its cash reserves, the Company wishes to have the flexibility to issue its Non-Executive Directors fully paid ordinary shares (**Shares**) in the Company in lieu of Directors' Fees.

In principle, the proposal is that the relevant Non-Executive Directors be entitled, no later than 14 days after the end of each quarter, to elect to receive their quarterly payments of Directors Fees in shares at an issue price equal to the volume weighted average price of Shares traded in the relevant quarter. This right to elect to be paid in Shares would apply both to fees which are currently owing and unpaid as well as to future fees payable in the 2 years after the date of approval. If such an election was made, the Shares would be issued no later than 3 months after the date of the election.

The Shares are proposed to be issued under the Company's Share and Option Plan. The Plan Rules are available for inspection on the ASX's announcements platform or on request from the Company Secretary.

As at the date of this Meeting, Ms Macdonald and Messrs Brant and Lindsay have the following fee entitlements:

Director	Yearly fee entitlement
Jennifer Macdonald	\$70,000
John Lindsay	\$60,000
David Brant	\$60,000

Approval for payment of Directors' fees in shares was sought for Messrs Johnson and Knox at the annual general meeting in 2017.

7.2 ASX requirements

Listing Rule 10.14 provides that a listed company must not permit a director to acquire securities under an employee incentive scheme without shareholder approval. Accordingly, approval is sought under Listing Rule 10.14 for the proposed issue of shares to the participating Directors.

If approval is given under Listing Rule 10.14, approval is not required under Listing Rule 7.1.

7.3 Corporations Act requirements

Shareholder approval under Chapter 2E of the Corporations Act (related party benefits) is not required because the Shares will be issued in satisfaction of the Directors' Fees owed to the Participating Directors. Accordingly, the issue of Shares is considered to be reasonable remuneration and falls within the exception to the requirement for shareholder approval.

7.4 Other information required by Listing Rule 10.15A:

The following information is provided for the purposes of Listing Rule 10.15A:

Maximum number of Shares that may be acquired by the relevant non-executive Directors (Participating Directors)	1,818,182 Shares to Ms Jennifer Macdonald 1,558,442 Shares to Mr John Lindsay 1,558,442 Shares to Mr David Brant *Based on a \$0.077 share price as at close of business on 2 October 2018.
Price for each share to be acquired under the scheme	The Shares will be issued for Market Value. Market Value means the arithmetic average of the daily volume weighted average market price (rounded to the nearest cent) (VWAP) of all shares sold on the ASX automated trading system during the relevant quarter to which the unpaid fees relate, excluding sale of shares which: (a) are sold otherwise than in the ordinary course of trading (which include but are not limited to transactions defined in the ASX Operating Rules as special crossings, crossing prior to the commencement of the open session state, portfolio special crossings, combinations, crossings during overnight trading, overseas trades or trades pursuant to the exercise of options over shares); and (b) the Board determines should be excluded on the basis that they are not genuinely reflective of genuine supply and demand. If no shares are sold on a trading day, the average daily VWAP on that day will be deemed to be the last price at which shares are sold on the ASX automated trading system.
Names of persons referred to in rule 10.14 who received securities under the scheme since the last approval, number of securities received and acquisition price for each security	Messrs Stack, Brown and Knox have received 519,197 Shares in lieu of \$79,920 directors' fees. Details of the average price per share is set out in Resolution 6.
Names of all persons referred to in Listing Rule 10.14 entitled to participate in the scheme	Directors –Brett Johnson and David Knox and subject to Resolutions 2, 3 and 4, Jennifer Macdonald, John Lindsay and David Brant.
Terms of loan in relation to the grant of Shares	Not applicable

Required Statements	<p>Details of any securities issued under the employee incentive scheme will be published in each annual report relating to a period in which securities have been issued and approval for the issue of securities obtained under Listing Rule 10.14.</p> <p>Any additional persons who become entitled to participate in the employee incentive scheme after the resolution is approved and who are not named in this Notice of Meeting will not participate until approval is obtained under Listing Rule 10.14.</p>
Date by which Shares will be granted	<p>Shares issued in payment of accrued but unpaid fees as at the date of the Meeting - as soon as practicable but no later than 1 month after the date of the Meeting.</p> <p>In all other circumstances, within 3 months of the date of the election to take Shares in lieu of fees.</p>

7.5 Voting exclusions

Please note that voting exclusions apply to Resolutions 8 to 10 – please see the voting exclusions in the notes to these Resolutions.

The Directors make no recommendations as to how Shareholders should vote on Resolutions 8 to 10.



RedFlow Limited
ABN 49 130 227 271

LODGE YOUR VOTE

 **ONLINE**
www.linkmarketservices.com.au

 **BY MAIL**
RedFlow 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; or
Level 12, 680 George Street, Sydney NSW 2000

 **ALL ENQUIRIES TO**
Telephone: +61 1300 554 474

LODGE MENT OF A PROXY FORM

This Proxy Form (and any Power of Attorney under which it is signed) must be received at an address given above by **10:30am (Brisbane time) on Saturday, 24 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 reverse of this Proxy Form).

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:

- 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
- 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.

**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.**

NAME SURNAME
 ADDRESS LINE 1
 ADDRESS LINE 2
 ADDRESS LINE 3
 ADDRESS LINE 4
 ADDRESS LINE 5
 ADDRESS LINE 6



X99999999999

PROXY FORM

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

STEP 1

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 **10:30am (Brisbane time) on Monday, 26 November 2018 at Jindalee Hotel, Sinnamon Road, Jindalee, Brisbane Queensland** (the Meeting) and at any postponement or adjournment of the Meeting.

Important for Resolutions 1, 7, 8, 9 & 10: 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 Resolutions 1, 7, 8, 9 & 10, 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.

STEP 2

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"/>	9 Approval for potential issue of shares to David Brant in lieu of director fees	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
2 Election of Jennifer Macdonald as Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	10 Approval for potential issue of shares to John Lindsay in lieu of director fees	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
3 Election of John Lindsay as Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>				
4 Election of David Brant as Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>				
5 Ratification of the prior issue of Placement Shares	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>				
6 Approval of Enhanced Placement Capacity	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>				
7 Approval for grant of performance rights to Managing Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>				
8 Approval for potential issue of shares to Jennifer Macdonald in lieu of director fees	<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.

STEP 3

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).

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