

Holista CollTech Limited  
ACN 094 515 992

## Notice of Annual General Meeting

The annual general meeting of the Company will be held at:

**Time:** 10.00am (WST)

**Date:** 30 May 2019

**Place** Level 2, 1 Walker Avenue, West Perth, Western Australia

**Important**

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

# Notice of Annual General Meeting

Notice is given that the annual general meeting of the shareholders of Holiata CollTech Limited ACN 094 515 992 will be held at Level 2, 1 Walker Avenue, West Perth, Western Australia on Thursday, 30 May 2019 at 10.00am (WST) for the purposes of considering the business set out below.

The Explanatory Statement that accompanies and forms part of this Notice describes in more detail the matters to be considered.

## Business

### 1. Annual Report

To receive and consider the Annual Report of the Company for the financial year ended 31 December 2018, which includes the Financial Report, the Directors' Report, the Remuneration Report and the Auditor's Report.

### 2. Resolution 1 – Approval of the Remuneration Report

To consider and, if thought fit, to pass, with or without amendment, the following Resolution as an **advisory only resolution**:

*“That, for the purposes of section 250R(2) of the Corporations Act and for all other purposes, the Remuneration Report for the financial year ended 31 December 2018 be adopted.”*

#### Voting exclusion

The Company will disregard any votes cast on this Resolution by or on behalf of:

- a member of Key Management Personnel; or
- a Closely Related Party of a member of Key Management Personnel.

However, the Company will not disregard any votes cast on this Resolution by such person if the vote is not cast on behalf of a person described above and either:

- the person is appointed in accordance with a Proxy Form that specifies the way the proxy is to vote on the Resolution; or
- by the Chair appointed in accordance with a Proxy Form that does not specify the way the proxy is to vote on the Resolution but expressly authorises the Chair to exercise the proxy even if the Resolution is connected directly or indirectly with the remuneration of a member of the Key Management Personnel.

If you are a member of the Key Management Personnel of the Company or a Closely Related Party of such person (or are acting on behalf of any such person) and purport to cast a vote (other than as a proxy as permitted in the manner set out above), that vote will be disregarded by the Company (as indicated above) and you may be liable for an offence for a breach of voting restrictions that apply to you under the Corporations Act.

### 3. Resolution 2 – Re-election of Mr Daniel O'Connor

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

*“That, for the purposes of ASX Listing Rule 14.4 and clause 13.3 of the Constitution, and for all other purposes, Mr Daniel O'Connor, who retires by rotation in accordance with clause 13.2 of the Constitution and, being eligible, having offered himself for re-election, be re-elected as a Director.”*

#### 4. Resolution 3 – Approval of 10% Placement Facility

To consider and, if thought fit, to pass, with or without amendment, the following Resolution as a **special resolution**:

*“That, for the purposes of Listing Rule 7.1A, and for all other purposes, approval be given for the issue of Equity Securities totaling up to 10% of the issued capital of the Company under and in accordance with Listing Rule 7.1A, as described in the Explanatory Statement.”*

##### **Voting exclusion**

The Company will disregard any votes cast in favour of this Resolution by or on behalf of any person who is expected to participate in a proposed issue under the 10% Placement Facility or who will obtain a material benefit as a result of a proposed issue under the 10% Placement Facility (except a benefit solely in the capacity of a Shareholder), or any associate of those persons.

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 Chair 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.

**By order of the Board**

**Brett Fraser**  
Company Secretary  
Holista CollTech Limited

26 April 2019

# Explanatory statement

## Important information

This Explanatory Statement has been prepared for the information of the shareholders of Holista CollTech Limited ACN 094 515 992 (**Company**) in connection with the Resolutions to be considered at the Annual General Meeting to be held at Level 2, 1 Walker Avenue, West Perth, Western Australia on Thursday, 30 May 2019 commencing at 10.00am (WST).

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

## Scope of disclosure

The law requires that this Explanatory Statement sets out all known information that is reasonably required by Shareholders in order to decide whether or not it is in the Company's interests to pass the Resolutions and which is known to the Company.

The Company is not aware of any relevant information that is material to the decision on how to vote on the Resolutions other than as is disclosed in this Explanatory Statement or previously disclosed to Shareholders by the Company by notification to the ASX.

## Interpretation

Capitalised terms which are not otherwise defined in this Notice have the meanings given to those terms in section 5.

References to "\$" and "A\$" in this Notice are references to the currency of Australia unless otherwise stated.

References to time in this Notice relate to the time in Perth, Western Australia.

## Voting exclusions

Certain voting restrictions apply to the Resolutions as detailed beneath the Resolutions in the Notice.

## Proxies

Please note that:

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

The enclosed Proxy Form provides further details on appointing proxies and lodging Proxy Forms. If a Shareholder appoints a body corporate as its proxy and the body corporate wishes to appoint an individual as its representative, the body corporate should provide that person with a certificate or

letter executed in accordance with the Corporations Act authorising him or her to act as that company's representative. The authority may be sent to the Company or its share registry in advance of the Annual General Meeting or handed in at the Annual General Meeting when registering as a corporate representative.

A member of the Key Management Personnel will not be able to vote as proxy on Resolution 1 (**Remuneration Resolution**) unless the Shareholder directs it on how to vote or, in the case of the Chair, unless the Shareholder expressly authorises it to do so. If a Shareholder intends to appoint a member of the Key Management Personnel (other than the Chair) as its proxy, the Shareholder should ensure that it directs the member of the Key Management Personnel on how to vote on the Remuneration Resolution.

If a Shareholder intends to appoint the Chair as its proxy for the Remuneration Resolution then the Shareholder can direct the Chair on how to vote by marking one of the boxes for the Remuneration Resolution (for example, to vote 'for' or 'against', or to 'abstain' from voting). If a Shareholder does not direct the Chair on how to vote then, by submitting the Proxy Form, the Shareholder will be expressly authorising the Chair to exercise the proxy in respect of the Remunerations Resolution even though it is connected to the remuneration of members of Key Management Personnel.

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

- post to the Company at PO Box 52, West Perth WA 6872;
- facsimile to the Company at +61 9481 1947; or
- email to the Company Secretary at [info@wolfstargroup.com.au](mailto:info@wolfstargroup.com.au)

so that it is received by no later than 10.00am (WST) on Tuesday, 28 May 2019. Proxy Forms received later than this time will be invalid.

### **Voting intentions of the Chair**

The Chair intends to vote all available proxies in favour of the Resolutions.

### **Voting entitlements**

In accordance with regulations 7.11.37 and 7.11.38 of the *Corporations Regulations 2001* (Cth), the Board has determined that a person's entitlement to vote at the Annual General Meeting will be the entitlement of that person set out in the register of Shareholders as at 5.00pm (WST) on Tuesday, 28 May 2019. Accordingly, transactions registered after that time will be disregarded in determining a Shareholder's entitlement to attend and vote at the Annual General Meeting.

## **1. Annual Report**

The Annual Report of the Company for the financial year ended 31 December 2018, which includes the Financial Report, the Directors' Report, the Remuneration Report and the Auditor's Report, will be laid before the Annual General Meeting.

There is no requirement for Shareholders to approve the Annual Report. However, the Chair will allow a reasonable opportunity for Shareholders to ask questions or make comments about the Report and the management of the Company.

A representative of the Company's auditor, Stantons, is anticipated to be in attendance to respond to any questions raised of the auditor or on the Auditor's Report in accordance with section 250T of the Corporations Act.

## **2. Resolution 1 – Approval of Remuneration Report**

Section 249L(2) of the Corporations Act requires a company to inform shareholders that a resolution on the remuneration report will be put at the annual general meeting. Section 250R(2) of the Corporations Act requires a resolution that the remuneration report adopted be put to a vote. Resolution 1 seeks this approval.

In accordance with section 250R(3) of the Corporations Act, Shareholders should note that Resolution 1 is an "advisory only" Resolution which does not bind the Directors or the Company. However, the Directors take the discussion at the meeting and the outcome of the vote into account when considering the Company's remuneration practices.

Following consideration of the Remuneration Report for the financial year ended 31 December 2018, the Chair, in accordance with section 250SA of the Corporations Act, will give Shareholders a reasonable opportunity to ask questions about, or make comments on, the Remuneration Report.

If at least 25% of the votes cast on a resolution for the adoption of a Remuneration Report are voted against at two consecutive annual general meetings, the Company will be required to put to Shareholders at the second annual general meeting a resolution proposing that another general meeting be held within 90 days, at which all of the Company's Directors (other than the Managing Director) would be up for re-election.

At the annual general meeting of the Company for the financial year ended 31 December 2017 (**FY 2017**), 99.2% of available votes were cast in favour of the remuneration report for FY 2017.

## **3. Resolution 2 – Re-election of Mr Daniel O'Connor**

Under clause 13.2 of the Constitution, at every annual general meeting, an election of Directors must be held whereby one or more Directors retire from office by rotation and are eligible for re-election.

The Directors to retire are those who have been in office for 3 years since their appointment or last re-appointment, who have been longest in office since their appointment or last re-appointment, or, if the Directors have been in office for an equal length of time, by agreement.

Mr Daniel O'Connor, the Director longest in office (other than the managing Director who is excluded from the requirement to retire by rotation) having previously been elected at the 2017 Annual General Meeting, retires by rotation in accordance with clause 13.2 of the Constitution at this Annual General Meeting and, being eligible, offers himself for re-election. Brief background information on Mr O'Connor is set out below.

Mr O'Connor B.Bus, MBA, FAICD (Dip), AAMI, MAIM, CPM, has worked more than 20 of his past 35 years in professional practice, with a specialisation in Intellectual Property portfolio management and commercialisation. He is the Consultant Principal and major shareholder of

Xenex Consulting and runs the World-wide 100-DaysFunding Challenge program for inventors and entrepreneurs. He works with innovation companies to expand their international trading boundaries by a disciplined process of planning and implementing growth, licensing and trade-sale initiatives.

Mr O'Connor has a Bachelor of Business degree in marketing and an MBA in International Business. He has commenced his doctoral degree in International Business, focused on the commercialisation of intellectual property. He has completed the Company Directors Course and has served as a Director or Executive Office in project companies for more than 10 years

#### **Directors' recommendation**

Other than Mr Daniel O'Connor, who does not make any recommendation in relation to his own re-election, the Directors unanimously recommend that Shareholders vote in favour of Resolution 2.

#### **4. Resolution 3 – Approval of 10% Placement Facility**

##### **Listing Rule 7.1A**

Listing Rule 7.1A enables eligible entities to issue Equity Securities totaling up to 10% of their issued share capital through placements over the 10% Placement Period (defined below) (**10% Placement Facility**). The 10% Placement Facility is in addition to the Company's 15% placement capacity under Listing Rule 7.1.

An eligible entity for the purposes of Listing Rule 7.1A is an entity that is not included in the S&P/ASX 300 Index and has a market capitalisation of \$300 million or less. With a market capitalisation as at close of trading on 24 April 2019 of approximately \$15.91 million, the Company is an eligible entity at the time of this Notice and is expected to be an eligible entity as at the time of the Annual General Meeting.

Resolution 3 seeks Shareholder approval to enable the Company to issue Equity Securities under the 10% Placement Facility throughout the approval period set out below. As Resolution 3 is a special resolution, at least 75% of the votes cast must be cast in favour of the Resolution in order for it to be passed.

The effect of shareholders approving Resolution 3 will be to allow the Company to issue Equity Securities under Listing Rule 7.1A in addition to the Company's 15% placement capacity under Listing Rule 7.1.

Any Equity Securities issued under the 10% Placement Facility must be in the same class as an existing quoted class of Equity Securities of the Company. As at the date of this Notice, the only quoted Equity Securities that the Company has on issue are its Shares.

Approval of the 10% Placement Facility is valid from the date of the Annual General Meeting until the earlier of:

- 12 months after the Annual General Meeting; and
- the date shareholders approve a transaction under Listing Rule 11.1.2 (significant change to the nature or scale of activities) or 11.2 (disposal of main undertaking),

or such longer period if allowed by ASX (**10% Placement Period**).

Based on the number of Shares on issue at the date of this Notice, the Company will have 234,039,087 Shares on issue. Accordingly, if Shareholders approve Resolution 3, the Company will have the capacity to issue an additional approximately 23,403,908 Equity Securities in accordance with Listing Rule 7.1A. Shareholders should note that the calculation of the number of Equity Securities permitted to be issued under the 10% Placement Capacity is a moving calculation and will be based on the formula set out in Listing Rule 7.1A at the time of issue of the Equity Securities. The table below demonstrates various examples as to the number of Equity Securities that may be issued under the 10% Placement Capacity.

The number of Equity Securities that the Company will have the capacity to issue under the 10% Placement Facility will be calculated in accordance with the following formula:

**(A x D) – E**

**A** has the same meaning as in Listing Rule 7.1 when calculating an entity's 15% placement capacity – i.e. the number of shares on issue 12 months before the date of issue or agreement:

- (a) plus the number of fully paid shares issued in the 12 months under an exception in Listing Rule 7.2;
- (b) plus the number of partly paid shares that became fully paid in the 12 months;
- (c) plus the number of fully paid shares issued in the 12 months with approval of holders of shares under Listing Rules 7.1 and 7.4. This does not include an issue of fully paid shares under the entity's 15% placement capacity without shareholder approval;
- (d) less the number of fully paid shares cancelled in the 12 months.

**D** is 10%.

**E** is the number of Equity Securities issued or agreed to be issued under Listing Rule 7.1A.2 in the 12 months before the date of the issue or agreement to issue that are not issued with the approval of shareholders under Listing Rule 7.1 or 7.4.

For the purposes of Listing Rule 7.3A, the following information is provided to Shareholders in relation to Resolution 3:

**(a) Minimum price at which the securities may be issued**

In accordance with Listing Rule 7.1A.3, any Equity Securities issued under the 10% Placement Facility will be issued for at least 75% of the VWAP of Equity Securities in the same class calculated over the 15 Trading Days on which trades in that class were recorded immediately before:

- the date on which the price of the Equity Securities is agreed; or
- if the Equity Securities are not issued within 5 Trading Days of the above date, the date on which the Equity Securities are issued.

**(b) Risk of economic and voting dilution**

Any issue of Equity Securities under the 10% Placement Facility will dilute Shareholders who do not participate in the issue. The table below shows the potential economic and voting dilution of existing Shareholders as a result of the Company

issuing Shares under the 10% Placement Facility, based on different issue prices and values for variable 'A' in the above formula.

Variable 'A' (Shares on issue)	Dilution			
	\$0.034 (50% decrease in issue price)	\$0.068 (Current issue price) <sup>2</sup>	\$0.102 (50% increase in issue price)	
234,039,087 (Current) <sup>1</sup>	Shares issued	23,403,908	23,403,908	23,403,908
	Funds raised	\$795,732	\$1,591,465	\$2,387,198
351,058,630 (50% increase)	Shares issued	35,105,863	35,105,863	35,105,863
	Funds raised	\$1,193,599	\$2,387,198	\$3,580,798
468,078,174 (100% increase)	Shares issued	46,807,817	46,807,817	46,807,817
	Funds raised	\$1,591,465	\$3,182,931	\$4,774,397

**Notes:**

1. The current variable 'A' is assumed to be the number of Shares on issue as at the date of this Notice. The number of Shares on issue could increase as a result of, for example, an issue that does not require Shareholder approval (e.g. a pro rata offer to Shareholders) or an issue with Shareholder approval under Listing Rule 7.1.
2. The current price of Shares is the closing price on the ASX on 24 April 2019.
3. The table assumes that no Options or other convertible securities are exercised or converted into Shares prior to an issue under the 10% Placement Facility.
4. The table assumes that the Company issues the maximum number of Shares available under the 10% Placement Facility.
5. The table assumes that issues of Equity Securities under the 10% Placement Facility consist only of Shares.
6. The table does not show examples of dilution that may be caused to a particular Shareholder by reason of issues under the 10% Placement Facility. Shareholders should consider the potential dilution caused in the context of their own circumstances.
7. The table only shows the effect of issues under Listing Rule 7.1A, and not issues under the 15% placement capacity under Listing Rule 7.1.

Shareholders should further note that:

- the market price for the Equity Securities may be significantly lower on the date of issue than on the date of the Annual General Meeting; and
- the Equity Securities may be issued at a price that is at a discount to the market price for the Equity Securities on the date of issue.

(c) **Date by which the securities may be issued**

In accordance with Listing Rule 7.1A.1, any Equity Securities issued under the 10% Placement Facility will be issued during the 10% Placement Period. The 10% Placement Facility will cease to be valid in the event that shareholders approve a transaction under Listing Rule 11.1.2 (significant change to the nature or scale of activities) or 11.2 (disposal of main undertaking).

(d) **Purposes for which the securities may be issued**

Any Equity Securities issued under the 10% Placement Facility may be issued for the following purposes (without limitation):

- as non-cash consideration for the acquisition of new assets and investments. In such circumstances, the Company will provide a valuation of the non-cash consideration as required by Listing Rule 7.1A.3;
- for cash consideration to raise funds. In such circumstances, the Company may apply the funds raised towards for example, product development costs and research and development costs, and general working capital.

(e) **Allocation policy for issues of securities**

The Company's allocation policy for any Equity Securities issued under the 10% Placement Facility will depend on the prevailing market conditions at the relevant time, however recipients will not be related parties of the Company. The identity of recipients of Equity Securities will otherwise be determined on a case by case basis having regard to the following factors (without limitation):

- the purpose of the issue;
- alternative methods for raising funds that are available to the Company including rights issues or other issues in which existing Shareholders can participate;
- the effect of the issue on the control of the Company;
- the financial situation and solvency of the Company;
- prevailing market conditions; and
- advice from corporate, financial and broking advisers.

The Company will comply with the disclosure obligations under Listing Rules 7.1A.4 and 3.10.5A upon issuing any Equity Securities.

(f) **Previous issues of securities**

The company last obtained approval under Listing Rule 7.1A at its last annual general meeting on 31 May 2018.

During the 12 months preceding the date of the Annual General Meeting, the Company has issued a total of 43,500,000 new Equity Securities (comprised totally of Shares and which included the issue of 3,500,000 Shares issued on exercise of existing Warrants) representing 18.67% of the total number of Equity Securities on issue at the commencement of that period (being 232,947,498 Equity Securities, comprising Shares, Options and Warrants).

Details of all issues of Equity Securities during the 12 month period prior to the date of the Annual General Meeting are set out below.

Date	Number	Class and terms	Recipient or basis on which recipient determined	Price and discount	Form of Consideration
17 October 2018	3,500,000	Shares	Issued to the holder of Warrants pursuant to exercise of Warrants <sup>1</sup>	\$0.06 cents (31% discount)	Amount raised: \$210,000 Amount spent: \$210,000 Use of funds: Funds raised were used to fund marketing of the Company's Low-GI noodle product in China and the United States of America and for general product development.
6 August 2018	31,423,475	Shares	Issued to Dr Rajen Manicka and Mr Chan Heng Fai and their nominees as underwriters to the Share Purchase Plan announced on 26 June 2018. <sup>2</sup>	\$0.07 cents (12.5% discount)	Amount raised: \$2,199,643 Amount spent: \$2,199,643 Use of funds: Funds raised were applied to settle amounts owed to directors (\$438,371) and used to fund marketing of the Company's Low-GI noodle product in China and the United States of America and for general product development.
6 August 2018	8,576,525	Shares	Issued to Eligible Shareholders pursuant to Share Purchase Plan announced on 26 June 2018.	\$0.07 cents (12.5% discount)	Amount raised: \$600,356 Amount spent: \$600,356 Use of funds: Funds raised were used to fund marketing of the Company's Low-GI noodle product in China and the United States of America and for general product development.

(g) **Voting Exclusion Statement**

A voting exclusion statement for Resolution 3 is included in the Notice of Annual General Meeting preceding this Explanatory Statement.

At the date of the Notice of Annual General Meeting, the Company has not approached any particular existing security holder or an identifiable class of existing security holders to

<sup>1</sup> The issue of Warrants was approved by shareholders at the Company's Annual General Meeting held on 27 November 2013. The Warrants, initially issued to Mr Chan Heng Fai, were the subject of an off market transfer to a third party as disclosed in an Appendix 3Y dated 19 April 2017.

<sup>2</sup> The issue of Shares to Dr Rajen Manicka and Mr Chan Heng Fai were approved by shareholders for the purposes of Listing Rule 10.11 and for all other purposes at the General Meeting held on 30 July 2018.

participate in the issue of the Equity Securities. No existing Shareholder's votes will therefore be excluded under the voting exclusion in the Notice of Annual General Meeting.

In these circumstances, for a person's vote to be excluded, it must be known that that person will participate in the proposed issue. Where it is not known who will participate in the proposed issue (as is the case in respect of any Equity Securities issued under the 10% Placement Facility), Shareholders must consider the proposal on the basis that they may or may not get a benefit and that it is possible that their holding will be diluted, and there is no reason to exclude their votes.

No existing Shareholder's votes will therefore be excluded under the voting exclusion in the Notice of Annual General Meeting.

### **Directors' recommendations**

The Directors consider that the 10% Placement Facility is beneficial for the Company as it will give the Company the flexibility to issue further Equity Securities representing up to 10% of the Company's share capital during the next 12 months. Accordingly, the Directors unanimously recommend that Shareholders approve Resolution 3.

## 5. Definitions

**10% Placement Facility** has the meaning given in section 4.

**10% Placement Period** has the meaning given in section 4.

**Annual General Meeting** or **Meeting** means the general meeting convened by this Notice to be held on Thursday, 30 May 2019, commencing at 10.00am (WST).

**ASIC** means the Australian securities and Investments Commission.

**ASX** means ASX Limited ACN 008 624 691 or the Australian securities Exchange, as the context requires.

**Board** means the board of Directors.

**Business Day** means a day other than a Saturday, Sunday or public holiday in Perth, Western Australia.

**Chair** means the chairperson of the Meeting.

**Closely Related Party** of a member of the Key Management Personnel means a spouse or child of the member; a child of the member's spouse; a dependent of the member or the member's spouse; anyone else who is one of the member's family and may be expected to influence the member, or be influenced by the member, in the member's dealing with the entity; a company the member controls; or a person prescribed by the *Corporations Regulations 2001* (Cth).

**Company** means Holiata CollTech Limited ACN 094 515 992.

**Company Secretary** means the secretary of the Company.

**Constitution** means the constitution of the Company.

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

**Director** means a director of the Company.

**Equity Securities** has the meaning given to that term in the Listing Rules.

**Explanatory Statement** means this explanatory statement included in the Notice.

**Key Management Personnel** has the same meaning as in the accounting standards issued by the Australian Accounting Standards Board and means those persons having authority and responsibility for planning, directing and controlling the activities of the Company, or if the Company is part of a consolidated entity, of the consolidated entity, directly or indirectly, including any director (whether executive or otherwise) of the Company, or if the Company is a part of a consolidated entity, of an entity within the consolidated group.

**Listing Rules** means the official listing rules of ASX.

**Notice** or **Notice of Annual General Meeting** means this document which includes the Explanatory Statement.

**Option** means an option to acquire a Share.

**Proxy Form** means the proxy form attached to this Notice.

**Resolution** means a resolution contained in the Notice.

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

**Shareholder** means a holder of one or more Shares.

**Stantons** means Stantons International Securities Pty Ltd ABN 42 128 908 289.

**VWAP** means volume weight average market price of a Share.

**WST** means Western Standard Time, being the time in Perth, Western Australia.

# Proxy Form

Holista CollTech Limited ACN 094 515 992

I/We

of

being a Shareholder of Holista CollTech Limited ACN 094 515 992 entitled to attend and vote at the Meeting, hereby

appoint

(name of proxy)

or

the Chair of the Annual General Meeting as my/our proxy

or failing the person so named or, if no person is named, the Chair of the Meeting, or the Chair's nominee, to vote in accordance with the following directions or, if no directions have been given, and subject to applicable laws, as the proxy sees fit, at the Meeting to be held at Level 2, 1 Walker Avenue, West Perth, Western Australia 6008 on Thursday, 30 May 2019 at 10.00am (WST), and at any adjournment of the Meeting.

**Important for Resolutions 1 and 3:** The Company will disregard any votes cast in favour of:

- Resolution 1 by your proxy if your proxy is a member of the Key Management Personnel or a Closely Related Party of that person; and
- Resolution 3 by your proxy if your proxy is expected to participate in a proposed issue under the 10% Placement Facility or who will obtain a material benefit as a result of a proposed issue under the 10% Placement Facility (except a benefit solely in the capacity of a Shareholder)

(an **Excluded Person**), unless you are not an Excluded Person and you mark the appropriate box opposite the Resolution in the panel below (directing your proxy to vote 'for' or 'against', or to 'abstain' from voting). However, where you have appointed the Chair as your proxy (or the Chair becomes your proxy by default), you expressly authorise the Chair to exercise your proxy on Resolution 1 (except where you have indicated a different voting intention below) even though Resolution 1 is connected directly or indirectly with the remuneration of a member of the Key Management Personnel, which includes the Chair.

**Chair's voting intention in relation to undirected proxies:** The Chair intends to vote undirected proxies in favour of all Resolutions. In exceptional circumstances the Chair may change his/her voting intention on any Resolution. In the event this occurs, an ASX announcement will be made disclosing the reasons for the change.

Voting		For	Against	Abstain
Resolution 1	Approval of the Remuneration Report	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 2	Re-election of Mr Daniel O'Connor	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 3	Approval of 10% Placement Facility	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

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

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

Signature of Shareholder(s):

Individual or Shareholder 1

Sole Director / Company Secretary

Shareholder 2

Director

Shareholder 3

Director / Company Secretary

Date:

Contact name:

Contact ph (daytime):

E-mail address:

Consent for contact by e-mail in relation to this Proxy Form:

Yes  No

# Instructions for Proxy Form

## 1. Your name and address

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

## 2. Appointment of a proxy

You are entitled to appoint no more than two proxies to attend and vote on a poll on your behalf. The appointment of a second proxy must be done on a separate copy of the Proxy Form. Where more than one proxy is appointed, such proxy must be allocated a proportion of your voting rights. If you appoint two proxies and the appointment does not specify this proportion, each proxy may exercise half of your votes.

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

## 3. Voting on Resolutions

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

## 4. Signing instructions

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

- **(Individual)** Where the holding is in one name, the holder must sign.
- **(Joint holding)** Where the holding is in more than one name, all of the shareholders should sign.
- **(Power of attorney)** If you have not already lodged the power of attorney with the Company's share registry, please attach a certified photocopy of the power of attorney to this form when you return it.
- **(Companies)** Where the company has a sole director who is also the sole company secretary, this form must be signed by that person. If the company (pursuant to section 204A of the Corporations Act) does not have a company secretary, as sole director can also sign alone. Otherwise this form must be signed by a director jointly with either another director or a company secretary. Please indicate the office held by signing in the appropriate place.

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

## 5. Return of a Proxy Form

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

- post to the Company at PO Box 52, West Perth WA 6872;
- facsimile to the Company at +61 9481 1947; or
- email to the Company Secretary at [info@wolfstargroup.com.au](mailto:info@wolfstargroup.com.au),

so that it is received by no later than 10.00am (WST) on Tuesday, 28 May 2019

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