



HASTINGS
Technology Metals Limited

HASTINGS TECHNOLOGY METALS LIMITED

ACN 122 911 399

NOTICE OF ANNUAL GENERAL MEETING

TIME: 10.00 am

DATE: 27 November 2019

PLACE: Boardroom of Herbert Smith Freehills, Level 36, QV.1 Building, 250 St Georges Terrace, Perth WA 6000

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

Should you wish to discuss the matters in this Notice of Meeting please do not hesitate to contact the Company Secretary on (+61 8) 6117 6118.

CONTENTS PAGE

Business of the Meeting (setting out the proposed resolutions)	4
Voting Exclusions	7
Explanatory Statement (explaining the proposed resolutions)	9
Glossary	32

IMPORTANT INFORMATION

TIME AND PLACE OF MEETING

Notice is given that the Annual General Meeting of the Shareholders to which this Notice of Meeting relates will be held at 10.00 am on 27 November 2019 at:

Boardroom of Herbert Smith Freehills on Level 36, QV.1 Building, 250 St Georges Terrace
Perth WA 6000

YOUR VOTE IS IMPORTANT

The business of the Annual General Meeting affects your shareholding and your vote is important.

VOTING ELIGIBILITY

The Directors have determined pursuant to Regulation 7.11.37 of the *Corporations Regulations 2001* (Cth) that the persons eligible to vote at the Annual General Meeting are those who are registered Shareholders at 10 am on 25 November 2019.

VOTING IN PERSON

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

VOTING BY PROXY

1. A Shareholder can attend and vote at the Meeting and is entitled to appoint not more than 2 proxies. The appointment of one or more proxies will not preclude a Shareholder from attending and voting at the Meeting.
2. A proxy need not be a shareholder of Hastings.
3. A proxy may be either an individual or a body corporate. If you wish to appoint a body corporate as your proxy, you must specify on the proxy form:
 - the full name of the body corporate appointed as proxy; and
 - the full name or title of the individual representative of the body corporate at the meeting.
4. Where 2 proxies are appointed, each proxy may be appointed to represent a specified proportion or number of the voting rights of the Shareholder and neither proxy is entitled to vote on a show of hands if more than one proxy attends. If you wish to appoint 2 proxies, ensure you complete the relevant section on the proxy form.

5. If your proxy chooses to vote, he/she must vote in accordance with your directions. If you have directed your proxy to vote, and they fail to attend the meeting or they choose not to vote on a poll, then the Chairman of the meeting will vote your proxies as directed by you.
6. If you do not mark a box, your proxy may vote as they choose on that item. However, if you intend to appoint a member of the Key Management Personnel as your proxy, please ensure that you direct them how to vote on resolutions 1, and 6 through 11.
7. If the Chairman of the meeting is your proxy (or he becomes your proxy by default), you will be taken to have expressly authorised him to exercise your proxy in relation to resolution 1 (Adoption of the Remuneration Report) even though the Chairman is connected directly or indirectly with the remuneration of a director or member of the key management personnel of the Hastings Group. Shareholders will be informed of the proxy position and the manner in which the Chairman intends to vote undirected proxies at the meeting.
8. Completed proxy forms (together with any authority under which the proxy was signed or a certified copy of the authority) must be returned before 10.00 am on 25 November 2019 in one of the following 3 ways:
 - By mail to: Security Transfer Australia Pty Ltd
 - By email: registrar@securitytransfer.com.au
 - Facsimile: +61 8 9315 2233, **or**by voting online in accordance with the instructions on the proxy form.

At the meeting, the Chairman will allow a reasonable opportunity for shareholders to ask questions about, or make comments on, the management of the Company and on the Remuneration Report. Shareholders will also be given a reasonable opportunity at the meeting to ask the Company's auditor, PriceWaterhouseCoopers, questions about the content of its report, and the conduct of its audit of the Company, for the year.

By order of the Board



Guy Robertson
Joint Company Secretary
Hastings Technology Metals Ltd
28 October 2019

BUSINESS OF THE MEETING

AGENDA

ORDINARY BUSINESS

1. Financial Statements and Reports

To receive and consider the annual financial report of the Company for the financial year ended 30 June 2019 together with the declaration of the Directors, the Directors' report, the remuneration report and the auditor's report.

2. RESOLUTION 1 – ADOPTION OF REMUNERATION REPORT

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

“That, for the purpose of Section 250R(2) of the Corporations Act and for all other purposes, approval is given for the adoption of the Remuneration Report as contained in the Company's annual financial report for the financial year ended 30 June 2019.”

Note: the vote on this Resolution is advisory only and does not bind the Directors or the Company.

3. RESOLUTION 2 : RE-ELECTION OF DIRECTOR – MR GUY ROBERTSON

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

“That, for the purpose of clause 13.4 of the Constitution and for all other purposes, Mr Guy Robertson, who was appointed as a Director on 23 August 2019, is re-elected as a Director.”

4. RESOLUTION 3 : RE-ELECTION OF DIRECTOR – MR MAL RANDALL

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

“That, for the purpose of clause 13.4 of the Constitution and for all other purposes, Mr Mal Randall, who was appointed as a Director on 11 February 2019, is re-elected as a Director.”

5. RESOLUTION 4 : RE-ELECTION OF DIRECTOR – MR NEIL HACKETT

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

“That, for the purpose of clause 13.4 of the Constitution and for all other purposes, Mr Neil Hackett, who was appointed as a Director on 30 November 2018, is re-elected as a Director.”

6. RESOLUTION 5 : RE-ELECTION OF DIRECTOR – MR JEAN CLAUDE STEINMETZ

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

'That, Jean Claude Steinmetz, who retires by rotation in accordance with the Company's constitution and the ASX Listing Rules and being eligible offers himself for election as a Director of the Company, be elected as a Director of the Company.'

7. RESOLUTION 6 : APPROVAL OF PERFORMANCE RIGHTS PLAN

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

"That for the purposes of ASX Listing Rule 7.2 Exception 9(b) and for all other purposes, Shareholders approve the Performance Rights Plan, and the grant of performance rights and issue of Shares on vesting of performance rights under the Performance Rights Plan, on the terms and conditions set out in the Explanatory Memorandum".

8. RESOLUTION 7 : APPROVAL OF ISSUE OF PERFORMANCE RIGHTS AND SHARES TO EXECUTIVE DIRECTOR – CHARLES LEW

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

"That for the purposes of ASX Listing Rule 10.14 and for all other purposes, shareholders approve the grant of performance rights and issue of shares on vesting of performance rights under the Performance Rights Plan, on the terms and conditions set out in the Explanatory Memorandum".

9. RESOLUTION 8 : APPROVAL OF ISSUE OF PERFORMANCE RIGHTS AND SHARES TO NON-EXECUTIVE DIRECTOR – MAL RANDALL

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

"That for the purposes of ASX Listing Rule 10.14 and for all other purposes, shareholders approve the grant of performance rights and issue of shares on vesting of performance rights under the Performance Rights Plan, on the terms and conditions set out in the Explanatory Memorandum".

10. RESOLUTION 9 : APPROVAL OF ISSUE OF PERFORMANCE RIGHTS AND SHARES TO NON-EXECUTIVE DIRECTOR – NEIL HACKETT

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

"That for the purposes of ASX Listing Rule 10.14 and for all other purposes, shareholders approve the grant of performance rights and issue of shares on vesting of performance rights under the Performance Rights Plan, on the terms and conditions set out in the Explanatory Memorandum".

11. RESOLUTION 10 : APPROVAL OF ISSUE OF PERFORMANCE RIGHTS AND SHARES TO EXECUTIVE DIRECTOR – GUY ROBERTSON

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

“That for the purposes of ASX Listing Rule 10.14 and for all other purposes, shareholders approve the grant of performance rights and issue of shares on vesting of performance rights under the Performance Rights Plan, on the terms and conditions set out in the Explanatory Memorandum”.

12. RESOLUTION 11 : APPROVAL OF ISSUE OF PERFORMANCE RIGHTS AND SHARES TO EXECUTIVE DIRECTOR – JEAN CLAUDE STEINMETZ

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

“That for the purposes of ASX Listing Rule 10.14 and for all other purposes, shareholders approve the grant of performance rights and issue of shares on vesting of performance rights under the Performance Rights Plan, on the terms and conditions set out in the Explanatory Memorandum”.

13. RESOLUTION 12 : APPROVAL OF 10% PLACEMENT CAPACITY

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

“That for the purposes of ASX Listing Rule 7.1A and for all other purposes, approval is given for the Company to issue up to 10% of the Company's issued share capital (at the time of the issue) calculated in accordance with the formula prescribed in Listing Rule 7.1A.2 on the terms and conditions set out in the Explanatory Memorandum”.

DATED: 28 OCTOBER 2019

BY ORDER OF THE BOARD

**GUY ROBERTSON
JOINT COMPANY SECRETARY**

VOTING EXCLUSION STATEMENTS

Under ASX Listing Rule 14.11, the Company will disregard any votes cast in favour of the Resolutions by or on behalf of the following persons:

RESOLUTION	PERSONS EXCLUDED FROM VOTING
1. Remuneration Report	<ul style="list-style-type: none"> • A member of the key management personnel (KMP), details of whose remuneration are included in the Remuneration Report for the year ended 30 June 2019; or • A closely related party of a KMP¹
6. Approval of Performance Rights Plan	<ul style="list-style-type: none"> • any director of the Company (except one who is ineligible to participate in any employee incentive scheme in relation to the entity); and • a member of the Key Management Personnel and closely related parties of such members.
7. Approval of performance rights – Charles Lew	<ul style="list-style-type: none"> • Mr Charles Lew; • any director of the Company who is eligible to participate in the employee incentive scheme in respect of which the approval is sought and, if ASX has expressed an opinion under rule 10.14.3 that approval is required for participation in the employee incentive scheme by anyone else, that person; • and any of their respective Associates; • any member of the Key Management Personnel and closely related parties of such members.
8. Approval of performance rights – Mal Randall	<ul style="list-style-type: none"> • Mr Mal Randall; • any director of the Company who is eligible to participate in the employee incentive scheme in respect of which the approval is sought and, if ASX has expressed an opinion under rule 10.14.3 that approval is required for participation in the employee incentive scheme by anyone else, that person; • and any of their respective Associates; • any member of the Key Management Personnel and closely related parties of such members.
9. Approval of performance rights – Neil Hackett	<ul style="list-style-type: none"> • Mr Neil Hackett; • any director of the Company who is eligible to participate in the employee incentive scheme in respect of which the approval is sought and, if ASX has expressed an opinion under rule 10.14.3 that approval is required for participation in the employee incentive scheme by anyone else, that person; • and any of their respective Associates; • any member of the Key Management Personnel and closely related parties of such members.

10. Approval of performance rights – Guy Robertson	<ul style="list-style-type: none"> • Mr Guy Robertson; • any director of the Company who is eligible to participate in the employee incentive scheme in respect of which the approval is sought and, if ASX has expressed an opinion under rule 10.14.3 that approval is required for participation in the employee incentive scheme by anyone else, that person; • and any of their respective Associates; • any member of the Key Management Personnel and closely related parties of such members¹.
11. Approval of performance rights – Jean Claude Steinmetz	<ul style="list-style-type: none"> • Mr Jean Claude Steinmetz; • any director of the Company who is eligible to participate in the employee incentive scheme in respect of which the approval is sought and, if ASX has expressed an opinion under rule 10.14.3 that approval is required for participation in the employee incentive scheme by anyone else, that person; • and any of their respective Associates; • any member of the Key Management Personnel and closely related parties of such members¹.
12. Approval of Placement Capacity	<ul style="list-style-type: none"> • Any person who may participate in the proposed issue; • Any person who might obtain a benefit (other than a benefit solely in the capacity of a holder of ordinary shares) if the resolution is passed; and • Any of their respective associates.

However, the Company need not disregard a vote if:

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

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

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

EXPLANATORY MEMORANDUM

This Explanatory Memorandum has been prepared to provide information which the Directors believe to be material to Shareholders in deciding whether or not to pass the Resolutions which are the subject of the business of the Meeting.

1. FINANCIAL STATEMENTS AND REPORTS

In accordance with the Constitution, the business of the Meeting will include receipt and consideration of the annual financial report of the Company for the financial year ended 30 June 2019 together with the declaration of the directors, the directors' report, the remuneration report and the auditor's report.

The Company will not provide a hard copy of the Company's annual financial report to Shareholders unless specifically requested to do so. The Company's annual financial report is available on its website at www.hastingstechmetals.com.

2. RESOLUTION 1 : ADOPTION OF REMUNERATION REPORT

2.1 General

The Corporations Act requires that at a listed company's Annual General Meeting, a resolution that the remuneration report be adopted must be put to the shareholders. However, such a resolution is advisory only and does not bind the Directors or the Company.

If at least 25% of the votes cast on Resolution 1 are voted against adoption of the Remuneration Report at the Annual General Meeting, and then again at the Company's 2020 Annual General Meeting, the Company will be required to put to Shareholders a resolution proposing the calling of an extraordinary general meeting to consider the appointment of directors of the Company (**Spill Resolution**).

If more than 50% of Shareholders vote in favour of the Spill Resolution, the Company must convene the extraordinary general meeting (**Spill Meeting**) within 90 days of the Company's 2020 Annual General Meeting. All of the Directors who were in office when the Company's 2019 Directors' report was approved, other than the managing director of the Company, will cease to hold office immediately before the end of the Spill Meeting but may stand for re-election at the Spill Meeting. Following the Spill Meeting those persons whose election or re-election as Directors is approved will be the Directors of the Company.

The remuneration report sets out the Company's remuneration arrangements for the Directors and senior management of the Company. The remuneration report is part of the Directors' report contained in the annual financial report of the Company for the financial year ending 30 June 2019.

A reasonable opportunity will be provided for discussion of the remuneration report at the Annual General Meeting.

2.2 Proxy Restrictions

Pursuant to the Corporations Act, if you elect to appoint the Chair, or another member of Key Management Personnel whose remuneration details are included in the Remuneration Report or any Closely Related Party of that member as your proxy to vote on this Resolution 1, *you must direct the proxy how they are to vote.*

Where you do not direct the Chair, or another member of Key Management Personnel whose remuneration details are included in the Remuneration Report or Closely Related Party of that member on how to vote on this Resolution 1, the proxy is prevented by the Corporations Act from exercising your vote and your vote will not be counted in relation to this Resolution 1.

2.3 Directors' Recommendation

Noting that each Director has a personal interest in their own remuneration from the Company as set out in the Remuneration Report, the Board recommends that Shareholders vote in favour of this Resolution 1.

3. RESOLUTION 2 : RE-ELECTION OF DIRECTOR – MR GUY ROBERTSON

3.1 General

Clause 13.4 of the Constitution allows the Directors to appoint at any time a person to be a Director as an addition to the existing Directors, but only where the total number of Directors does not at any time exceed the maximum number specified by the Constitution.

Any Director so appointed holds office only until the next following Annual General Meeting and is then eligible for re-election.

Mr Guy Robertson will retire in accordance with clause 13.4 of the Constitution and being eligible seeks re-election.

A brief profile of Mr Guy Robertson is set out in the Annual Report.

3.2 Directors' Recommendation

The Board (other than Mr Guy Robertson) recommends that Shareholders vote in favour of this Resolution 2.

4. RESOLUTION 3 : RE-ELECTION OF DIRECTOR – MR MAL RANDALL

4.1 General

Clause 13.4 of the Constitution allows the Directors to appoint at any time a person to be a Director as an addition to the existing Directors, but only where the total number of Directors does not at any time exceed the maximum number specified by the Constitution.

Any Director so appointed holds office only until the next following Annual General Meeting and is then eligible for re-election.

Mr Mal Randall will retire in accordance with clause 13.4 of the Constitution and being eligible seeks re-election.

A brief profile of Mr Mal Randall is set out in the Annual Report.

4.2 Directors' Recommendation

The Board (other than Mr Mal Randall) recommends that Shareholders vote in favour of this Resolution 3.

5. RESOLUTION 4 : RE-ELECTION OF DIRECTOR – MR NEIL HACKETT

5.1 General

Clause 13.4 of the Constitution allows the Directors to appoint at any time a person to be a Director as an addition to the existing Directors, but only where the total number of Directors does not at any time exceed the maximum number specified by the Constitution.

Any Director so appointed holds office only until the next following Annual General Meeting and is then eligible for re-election.

Mr Neil Hackett will retire in accordance with clause 13.4 of the Constitution and being eligible seeks re-election.

A brief profile of Mr Neil Hackett is set out in the Annual Report.

5.2 Directors' Recommendation

The Board (other than Mr Neil Hackett) recommends that Shareholders vote in favour of this Resolution 4.

6. RESOLUTION 5 : RE-ELECTION OF DIRECTOR – MR JEAN CLAUDE STEINMETZ

6.1 General

ASX Listing Rule 14.4 provides that, other than a managing director, a director of an entity must not hold office (without re-election) past the third AGM following the director's appointment or 3 year, whichever is the longer. However, where there is more than one managing director, only one is entitled not to be subject to re-election.

The Constitution sets out the requirements for determining which Directors are to retire by rotation at an annual general meeting.

Mr Jean Claude Steinmetz will retire in accordance with clause 13.2 of the Constitution and being eligible seeks re-election.

A brief profile of Mr Jean Claude Steinmetz is set out in the Annual Report.

6.2 Directors' Recommendation

The Board (other than Mr Jean Claude Steinmetz) recommends that Shareholders vote in favour of this Resolution 5.

7. RESOLUTION 6 – APPROVAL OF PERFORMANCE RIGHTS PLAN

7.1 Background

This special resolution seeks Shareholder approval of the Hastings Technology Metals Ltd Performance Rights Plan (the Rights Plan) and issue of securities under the Rights Plan. The Rights Plan was first approved by Shareholders at the Annual

General Meeting held on 28 November 2012 and subsequently approved by shareholders at the Annual General Meeting of the Company held on 28 November 2016.

ASX Listing Rule 7.1 restricts the number of securities a listed entity can issue without shareholder approval. However, ASX Listing Rule 7.2 sets out a number of exceptions to ASX Listing Rule 7.1. ASX Listing Rule 7.2 Exception 9(b) provides that Listing Rule 7.1 does not apply to an issue of securities under an employee incentive scheme if within three years before the date of issue holders of ordinary securities have approved the issue of securities under the employee incentive scheme as an exception to ASX Listing Rule 7.1.

A schedule of Performance Rights granted under the Rights Plan since inception are as follows and no consideration was payable for securities granted or vested:

Performance Rights Issued					
	Date	Granted	Vested	Lapsed	Expiry Date
Charles Lew	12/12/2014	5,000,000	2,500,000	2,500,000	30/11/2016
Anthony Ho	12/12/2014	2,000,000	1,000,000	1,000,000	30/11/2016
Malcolm Mason	12/12/2014	2,000,000	1,000,000	1,000,000	30/11/2016
Charles Lew	13/02/2017	10,000,000			28/02/2020
Anthony Ho	13/02/2017	2,500,000		1,666,667	28/02/2020
Jean Claude Steinmetz	13/02/2017	2,500,000			28/02/2020
Guy Robertson	12/12/2014	500,000	250,000	250,000	30/11/2016
Guy Robertson	29/06/2017	300,000	110,000	190,000	31/10/2018
Aris Stamoulis	29/06/2017	300,000	110,000	190,000	31/10/2018
Robin Zhang	29/06/2017	500,000	403,750	96,250	31/10/2018
Charles Tan	14/06/2016	750,000	50,000	700,000	1/07/2018
Charles Tan	29/06/2017	300,000	300,000	0	31/10/2018
Narelle Marriott	29/06/2017	150,000	125,000	25,000	31/10/2018
Andrew Border	12/12/2014	500,000	500,000	0	30/11/2016
Andrew Border	29/06/2017	300,000	229,250	70,750	31/10/2018
Valerie Quay	26/06/2018	500,000			31/12/2019
Pit Wah Chung	26/06/2018	500,000			31/12/2019
Hannes Zandberg	26/06/2018	500,000		500,000	31/03/2020

The Rights Plan is necessary to attract and retain senior executives and key management employees as the company does not have a bonus scheme and will not be generating income prior to commercial production.

7.2 Rights Plan Summary

A summary of the Rights Plan is provided below. Capitalised terms used in the following summary are as defined in this Explanatory Memorandum or in Schedule 1.

Eligibility

The Board, or a delegation of the Board (Rights Plan Committee) may make offers to eligible executives to be granted Performance Rights in accordance with the Rights Plan. To be eligible to be issued Performance Rights, a person must be a full or part time employee, contractor or consultant (approved by the Board) of Hastings Technology Metals Ltd or any subsidiary of Hastings Technology Metals Ltd (Group Company) or a Director (Eligible Participant). On the issue of a Performance Right to an Eligible Participant, the Eligible Participant becomes a participant (Participant). Participants will be able to exercise Performance Rights in order to have Shares issued to them.

Offer

No Performance Rights may be issued to a person under the Plan unless the person remains an Eligible Participant as at the date of issue.

The Board, or Rights Plan Committee, will determine:

- (a) the number of Performance Rights to be offered to an Eligible Participant;
- (b) the exercise price (if any) which the holder of a Performance Right must pay to the Company upon its exercise (Exercise Price);
- (c) the performance conditions applicable to each Performance Right that must be satisfied before a Performance Right may vest (Performance Condition);
- (d) the period for satisfaction of the Performance Conditions (Performance Period); and
- (e) any exercise conditions in respect of a Performance Right.

The Board, or Rights Plan Committee, has the discretion to reduce or waive any exercise conditions attaching to Performance Rights.

Other

- (a) In the event of any reconstruction (including consolidation, sub-division, reduction or return) of the issued capital of the Company, all rights of the Performance Rights holders will be changed to the extent necessary to comply with the ASX Listing Rules applying to the reconstruction of capital at the time of the reconstruction.
- (b) On vesting one performance right will convert to one ordinary share.
- (c) The holders of Performance Rights are not permitted to participate in new issues.

Plan Limit

No grant of a Performance Right may be made under the Rights Plan if the number of unissued Shares the subject of the Performance Right grant when aggregated with:

- (a) the number of Shares which would be issued were each outstanding offer with respect to Shares, and any other offer for units of Shares, Performance Rights and options to acquire unissued Shares, being an offer made or option or right acquired pursuant to the Plan or any other employee share or option or rights scheme extended only to employees or directors of the Company or an Associated Body Corporate, to be accepted or exercised; and
- (b) the number of Shares issued during the previous five years pursuant to the Rights Plan or any other employee share or option scheme extended only to employees or directors of the Company or an Associated Body Corporate; but disregarding any offer made, or option or right acquired or Share issued by way of or as a result of:
 - (i) an offer to a person situated at the time of receipt of the offer outside Australia;
 - (ii) an offer that did not need disclosure to investors because of section 708 of the Corporations Act;

- (iii) an offer that did not require the giving of a Product Disclosure Statement (as defined in Chapter 7 of the Corporations Act) because of section 1012D of the Corporations Act; or
- (iv) an offer made under a disclosure document or Product Disclosure Statement,

would exceed 5% of the total number of issued Shares as at the time of the grant of the Performance Right.

Vesting of Performance Rights

A Performance Right granted under the Rights Plan (which has not otherwise lapsed) will vest if all Performance Conditions (if any) applicable to that Performance Right have been satisfied or waived by the Board, or otherwise in the discretion of the Board.

Exercise of Performance Rights

No Performance Right may be exercised unless the Performance Right has vested.

Upon receiving notice from the Board, or Rights Plan Committee, that a Performance Right held by the Participant has vested:

- (a) the Participant will be deemed to have immediately validly exercised all vested Performance Rights to the extent that such Performance Rights do not require payment of an Exercise Price; or
- (b) where an Exercise Price is payable, the Participant will be entitled to exercise the Performance Right so vested provided that the following conditions are satisfied:
 - (i) the Performance Right has not lapsed;
 - (ii) the Performance Right is exercised during the Exercise Period for that Performance Right;
 - (iii) the relevant Performance Conditions (if any) for the Performance Right have been satisfied; and
 - (iv) the Participant exercises a specified number of Performance Rights.

Lapse of Performance Rights

The Performance Right lapses on the earlier of:

- (a) the exercise of the Performance Right;
- (b) the end of the Performance Period in the event the Performance Conditions have not been met;
- (c) a determination of the Board, or Rights Plan Committee, of misconduct by the Participant (including fraudulent or dishonest behaviour, or behaviour which is in breach of the Participant's obligations to the Company);
- (d) unless otherwise determined by the Board, when the Participant dies;
- (e) unless otherwise determined by the Board, on the termination of Participant's employment with the Company (in this case, the Performance Right will lapse at the end of the Exercise Period); or
- (f) where the Participant purports to trade a Performance Right in breach of the terms of the Rights Plan.

Transfer of Performance Rights

A Performance Right granted under the Rights Plan must not be traded unless:

- (a) the prior written consent of the Board is obtained;
- (b) by force of law upon death to the Participant's legal personal representative or upon bankruptcy to the Participant's trustee in bankruptcy.

A Performance Right may, with the written approval of the Board, be exercised by the legal personal representative of the Participant in the event of the Participant's death.

Restrictions on the disposal of Shares

The Board may determine, in its discretion, whether Shares acquired pursuant to an exercise of Performance Rights will be subject to any restrictions (Restricted Shares), which may include that Shares must not be disposed of or dealt with in any way by that Participant until the earlier of any one or more of the following:

- (a) the date six months after the date on which a Participant ceases to be employed by a Group Company;
- (b) the date on which a change of control event occurs;
- (c) the day immediately following the date on which the Rights Plan is suspended or terminated;
- (d) a date otherwise determined by the Board, in its sole discretion, in respect of that Participant;
- (e) the date on which a request by a holder of Restricted Shares to withdraw all or a portion of those Shares from the Plan, is approved by the Board; and/or
- (f) the seventh anniversary of the date of grant of the Performance Right pursuant to which the Participant acquired the relevant Share.

Any disposal of the Shares while still an eligible participant will be subject to observance of the Company's Share Trading Policy in dealing with Shares.

Amendment of Rules

Subject to the ASX Listing Rules, the Board may amend the Rules of the Performance Plan.

7.3 Inspection of the Plan

Please contact the Company Secretary if you would like to inspect a full copy of the Plan.

7.4 Directors' Recommendation

The Directors may participate in the Rights Plan (subject to Shareholder approval). Accordingly, the Directors make no recommendation to Shareholders in respect of voting on Resolution 6.

ORDINARY RESOLUTIONS

Resolutions 7 to 11 are dependent on Resolution 6 being passed by shareholders.

8. RESOLUTION 7 : APPROVAL OF ISSUE OF PERFORMANCE RIGHTS TO CHARLES LEW

8.1 Background

The Hastings Executive Performance Rights Plan (the Rights Plan) and issue of shares under the Rights Plan was approved by shareholders at the Annual General Meeting of the Company held on 28 November 2012 and again at the Annual

General Meeting held on 28 November 2016. In view of the expiry of the Rights Plan, the Board has approved a new Rights Plan for the calendar year period 2020 to 2022.

ASX Listing Rule 10.14 provides that the acquisition of shares under an employee incentive scheme by a director requires shareholder approval. Shareholder approval is therefore sought for the issue of 10,000,000 Rights (Rights) under the Rights Plan to Mr Charles Lew, Executive Chairman of the Company, and to the issue of shares on the exercise of such of those Rights which vest upon satisfaction of the applicable vesting conditions.

The Company seeks to provide incentives, in addition to annual salary and superannuation, in the form of Rights issued under the Rights Plan to ensure it is able to attract and retain its executives and employees.

In deciding on the quantum of Rights to be issued to Mr Lew, the Board considered the current share price, the performance period which will be for three years from date of grant, and the performance hurdles outlined below. Since the start of this calendar year, Mr Lew who is the Executive Chairman has devoted all his time to the Yangibana Project. He receives a remuneration, effective 1 January 2019 of \$525,000 per annum. Having regard to his contribution to the success of Hastings in the last 5 years, the remuneration package of senior executives of ASX listed companies in the rare earth sector and future performance hurdles for vesting of the Rights, the Board considers that the allocation of Rights is reasonable and appropriate.

No consideration is payable for the Rights, or upon issue of shares following satisfaction of the vesting conditions associated with the Rights. Subject to meeting the vesting conditions described below and any adjustments made in accordance with the Rights Plan, Mr Lew will receive one share in the Company for each Right granted.

The following Directors have been awarded performance rights since the inception of the Rights Plan. No consideration was payable on the grant of the performance rights or for the issue of shares on vesting of the performance rights.

Performance Rights Issued					
	Date	Granted	Vested	Lapsed	Expiry Date
Charles Lew	12/12/2014	5,000,000	2,500,000	2,500,000	30/11/2016
Anthony Ho	12/12/2014	2,000,000	1,000,000	1,000,000	30/11/2016
Malcolm Mason	12/12/2014	2,000,000	1,000,000	1,000,000	30/11/2016
Charles Lew	13/02/2017	10,000,000			28/02/2020
Anthony Ho	13/02/2017	2,500,000		1,666,667	28/02/2020
Jean Claude Steinmetz	13/02/2017	2,500,000			28/02/2020
Guy Robertson	12/12/2014	500,000	250,000	250,000	30/11/2016
Guy Robertson	29/06/2017	300,000	110,000	190,000	31/10/2018
Aris Stamoulis	29/06/2017	300,000	110,000	190,000	31/10/2018

8.2 Other Information

The Performance Period of the Rights Plan commences on 1 January 2020 and expires on 31 December 2022.

The Rights Plan expire on 31 March 2023. Rights will expire before this date if Vesting Conditions are not satisfied or waived.

The maximum number of Rights and Shares which may be issued to Mr Lew is 10,000,000.

Performance will be assessed by the Board or a committee of the board formed for this purpose.

The Rights are subject to the following Performance Hurdles which must be satisfied to the satisfaction of the Board:

Item	Hurdle	Number
1.	Positive determination of the Final Investment Decision	3,000,000
2.	First Ore into the SAG Mill by the C3 Commissioning date	3,000,000
3.	Achieving production throughput performance of no less than 90% of Beneficiation design capacity for a consecutive period of no less than 3 days post C3 Commissioning but not exceeding 180 days post C3 Commissioning.	4,000,000
	TOTAL	10,000,000

Shares allocated following the exercise of Performance Rights will be subject to the restrictions as outlined in the Rights Plan and following Board approval subject to observance of the Company's Share Trading Policy in dealing with Shares.

The Board of Directors have determined that the amount of performance rights constitute reasonable remuneration in the event they were granted and shareholder approval under Chapter 2E of the Corporations Act 2001, is therefore not required.

No loan will be made to the Director in connection with the acquisition of the performance rights.

No amount is payable on the grant or vesting of Performance Rights.

Persons entitled to participate in the Performance Rights Plan include the directors, Charles Lew, Mal Randall, Jean Claude Steinmetz, Neil Hackett, Guy Robertson and any officer or employee of the Company or consultant approved by the Board.

The performance rights will be granted within 12 months of shareholder approval.

No shares will be issued to satisfy the exercise of Rights if this were to result in the Company exceeding the 5% limit as provided for in the Rights Plan.

Details of any shares issued under the Rights Plan will be published in each annual report of the Company relating to a period in which shares have been issued.

A summary of the Rights Plan is outlined in the explanatory section for Resolution 6. A copy of the Rights Plan may be requested by contacting the Company Secretary.

8.3 Voting Exclusion

A voting exclusion statement is included in the Notice of Meeting to which this Explanatory Memorandum relates.

The Directors (Mr Lew abstaining) recommend Shareholders vote in favour of Resolution 7.

9. RESOLUTION 8 – APPROVAL OF ISSUE OF PERFORMANCE RIGHTS TO MR MAL RANDALL

9.1 Background

The Hastings Executive Performance Rights Plan (the Rights Plan) and issue of shares under the Rights Plan was approved by shareholders at the Annual General Meeting of the Company held on 28 November 2012 and again at the Annual General Meeting held on 28 November 2016. In view of the expiry of the Rights

Plan, the Board has approved a new Rights Plan for the calendar year period 2020 to 2022.

ASX Listing Rule 10.14 provides that the acquisition of shares under an employee incentive scheme by a director requires shareholder approval. Shareholder approval is therefore sought for the issue of 2,500,000 Rights (Rights) under the Rights Plan to Mr Malcolm Randall a Non-Executive Director of the Company, and to the issue of shares on the exercise of such of those Rights which vest upon satisfaction of the applicable vesting conditions.

The Company seeks to provide incentives, in addition to annual salary and superannuation, in the form of Rights issued under the Rights Plan to ensure it is able to attract and retain its executives and employees.

In deciding on the quantum of Rights to be issued to Mr Randall, the Board considered the current share price, his contribution to the Board by virtue of his long established and past experience in the ASX mining sector, the performance period of three years from date of grant and the future performance hurdles outlined below. Mr Randall a Non-Executive Director receives director fees of \$60,000 per annum. Having regard to the performance hurdles for vesting of the Rights the Board considers that the allocation of Rights is reasonable and appropriate.

No consideration is payable for the Rights, or upon issue of shares upon satisfaction of the vesting conditions associated with the Rights. Subject to the satisfaction of the vesting conditions described below and any adjustments made in accordance with the Rights Plan, Mr Randall will receive one share in the Company for each Right granted.

The following Directors have been awarded performance rights since the inception of the Rights Plan. No consideration was payable on the grant of the performance rights or for the issue of shares on vesting of the performance rights.

Performance Rights Issued					
	Date	Granted	Vested	Lapsed	Expiry Date
Charles Lew	12/12/2014	5,000,000	2,500,000	2,500,000	30/11/2016
Anthony Ho	12/12/2014	2,000,000	1,000,000	1,000,000	30/11/2016
Malcolm Mason	12/12/2014	2,000,000	1,000,000	1,000,000	30/11/2016
Charles Lew	13/02/2017	10,000,000			28/02/2020
Anthony Ho	13/02/2017	2,500,000		1,666,667	28/02/2020
Jean Claude Steinmetz	13/02/2017	2,500,000			28/02/2020
Guy Robertson	12/12/2014	500,000	250,000	250,000	30/11/2016
Guy Robertson	29/06/2017	300,000	110,000	190,000	31/10/2018
Aris Stamoulis	29/06/2017	300,000	110,000	190,000	31/10/2018

9.2 Other Information

The Performance Period commences on 1 January 2020 and expires on 31 December 2022.

The Rights expire on 31 March 2023. Rights will expire before this date if Vesting Conditions are not satisfied or waived.

The maximum number of Rights and Shares which may be issued to Mr Randall is 2,500,000.

Performance will be assessed by the Board or a committee of the board formed for this purpose.

The Rights are subject to the following future Performance Hurdles which must be satisfied to the satisfaction of the Board:

Item	Hurdle	Number
1	Positive determination of the Final Investment Decision	750,000
2	First Ore into the SAG Mill by the C3 Commissioning date	750,000
3	Achieving production throughput performance of no less than 90% of Beneficiation design capacity for a consecutive period of no less than 3 days post C3 Commissioning but not exceeding 180 days post C3 Commissioning.	1,000,000
TOTAL		2,500,000

Shares allocated following the exercise of Performance Rights will be subject to the restrictions as outlined in the Rights Plan and following Board approval subject to observance of the Company's Share Trading Policy in dealing with Shares.

The Board of Directors have determined that the amount of performance rights constitute reasonable remuneration in the event they were granted and shareholder approval under Chapter 2E of the Corporations Act 2001, is therefore not required.

No loan will be made to the Director in connection with the acquisition of the performance rights.

No amount is payable on the grant or vesting of Performance Rights.

Persons entitled to participate in the Performance Rights Plan include the directors, Charles Lew, Mal Randall, Jean Claude Steinmetz, Neil Hackett and Guy Robertson, and any officer or employee of the Company or consultant approved by the Board.

The performance rights will be granted within 12 months of shareholder approval.

No shares will be issued to satisfy the exercise of Rights if this were to result in the Company exceeding the 5% limit as provided for in the Rights Plan.

Details of any shares issued under the Rights Plan will be published in each annual report of the Company relating to a period in which shares have been issued.

A summary of the Rights Plan is outlined in the explanatory section for Resolution 6. A copy of the Rights Plan may be requested by contacting the Company Secretary.

9.3 Voting Exclusion

A voting exclusion statement is included in the Notice of Meeting to which this Explanatory Memorandum relates.

The Directors (Mr Randall abstaining) recommend Shareholders vote in favour of Resolution 8.

10. RESOLUTION 9 – APPROVAL OF ISSUE OF PERFORMANCE RIGHTS TO NEIL HACKETT

10.1 Background

The Hastings Executive Performance Rights Plan (the Rights Plan) and issue of shares under the Rights Plan was approved by shareholders at the Annual General Meeting of the Company held on 28 November 2012 and again at the Annual General Meeting held on 28 November 2016. In view of the expiry of the Rights

Plan, the Board has approved a new Rights Plan for the calendar year period 2020 to 2022.

The Hastings Executive Performance Rights Plan (the Rights Plan) and issue of shares under the Rights Plan was approved by shareholders at the Annual General Meeting of the Company held on 28 November 2016.

ASX Listing Rule 10.14 provides that the acquisition of shares under an employee incentive scheme by a director requires shareholder approval. Shareholder approval is therefore sought for the issue of 1,500,000 Rights (Rights) under the Rights Plan to Mr Neil Hackett a Non-Executive Director of the Company, and to the issue of shares on the exercise of such of those Rights which vest upon satisfaction of the applicable vesting conditions.

The Company seeks to provide incentives, in addition to annual salary and superannuation, in the form of Rights issued under the Rights Plan to ensure it is able to attract and retain its executives and employees.

In deciding on the quantum of Rights to be issued to Mr Hackett, the Board considered the current share price, his contribution to the Board, the performance period of three years from date of grant and the future performance hurdles outlined below. Mr Hackett a Non-Executive Director receives directors' fees of \$60,000 per annum. Having regard to the performance hurdles for vesting of the Rights the Board considers that the allocation of Rights is reasonable and appropriate.

No consideration is payable for the Rights, or upon issue of shares upon satisfaction of the vesting conditions associated with the Rights. Subject to the satisfaction of the vesting conditions described below and any adjustments made in accordance with the Rights Plan, Mr Hackett will receive one share in the Company for each Right granted.

The following Directors have been awarded performance rights since the inception of the Performance Rights Plan. No consideration was payable on the grant of the performance rights or for the issue of shares on vesting of the performance rights.

Performance Rights Issued					
	Date	Granted	Vested	Lapsed	Expiry Date
Charles Lew	12/12/2014	5,000,000	2,500,000	2,500,000	30/11/2016
Anthony Ho	12/12/2014	2,000,000	1,000,000	1,000,000	30/11/2016
Malcolm Mason	12/12/2014	2,000,000	1,000,000	1,000,000	30/11/2016
Charles Lew	13/02/2017	10,000,000			28/02/2020
Anthony Ho	13/02/2017	2,500,000		1,666,667	28/02/2020
Jean Claude Steinmetz	13/02/2017	2,500,000			28/02/2020
Guy Robertson	12/12/2014	500,000	250,000	250,000	30/11/2016
Guy Robertson	29/06/2017	300,000	110,000	190,000	31/10/2018
Aris Stamoulis	29/06/2017	300,000	110,000	190,000	31/10/2018

10.2 Other Information

The Performance Period commences on 1 January 2020 and expires on 31 December 2022.

The Rights expire on 31 March 2023. Rights will expire before this date if Vesting Conditions are not satisfied or waived.

The maximum number of Rights and Shares which may be issued to Mr Hackett is 1,500,000.

Performance will be assessed by the Board or a committee of the board formed for this purpose.

The Rights are subject to the following future Performance Hurdles which must be satisfied to the satisfaction of the Board:

Item	Hurdle	Number
1	Positive determination of the Final Investment Decision	450,000
2	First Ore into the SAG Mill by the C3 Commissioning date	450,000
3	Achieving production throughput performance of no less than 90% of Beneficiation design capacity for a consecutive period of no less than 3 days post C3 Commissioning but not exceeding 180 days post C3 Commissioning.	600,000
	TOTAL	<u>1,500,000</u>

Shares allocated following the exercise of Performance Rights will be subject to the restrictions as outlined in the Rights Plan and following Board approval subject to observance of the Company's Share Trading Policy in dealing with Shares.

The Board of Directors have determined that the amount of performance rights constitute reasonable remuneration in the event they were granted and shareholder approval under Chapter 2E of the Corporations Act 2001, is therefore not required.

No loan will be made to the Director in connection with the acquisition of the performance rights.

No amount is payable on the grant or vesting of Performance Rights.

Persons entitled to participate in the Performance Rights Plan include the directors, Charles Lew, Mal Randall, Jean Claude Steinmetz, Neil Hackett and Guy Robertson, and any officer or employee of the Company or consultant approved by the Board.

The performance rights will be granted within 12 months of shareholder approval.

No shares will be issued to satisfy the exercise of Rights if this were to result in the Company exceeding the 5% limit as provided for in the Rights Plan.

Details of any shares issued under the Rights Plan will be published in each annual report of the Company relating to a period in which shares have been issued.

A summary of the Rights Plan is outlined in the explanatory section for Resolution 6. A copy of the Rights Plan may be requested by contacting the Company Secretary.

10.3 Voting Exclusion

A voting exclusion statement is included in the Notice of Meeting to which this Explanatory Memorandum relates.

The Directors (Mr Hackett abstaining) recommend Shareholders vote in favour of Resolution 9.

11. RESOLUTION 10 – APPROVAL OF ISSUE OF PERFORMANCE RIGHTS TO MR GUY ROBERTSON

11.1 Background

The Hastings Executive Performance Rights Plan (the Rights Plan) and issue of shares under the Rights Plan was approved by shareholders at the Annual General Meeting of the Company held on 28 November 2012 and again at the Annual General Meeting held on 28 November 2016. In view of the expiry of the Rights Plan, the Board has approved a new Rights Plan for the calendar year period 2020 to 2022.

ASX Listing Rule 10.14 provides that the acquisition of shares under an employee incentive scheme by a director requires shareholder approval. Shareholder approval is therefore sought for the issue of 1,500,000 Rights (Rights) under the Rights Plan to Mr Guy Robertson the Finance Director of the Company, and to the issue of shares on the exercise of such of those Rights which vest upon satisfaction of the applicable vesting conditions.

The Company seeks to provide incentives, in addition to annual salary and superannuation, in the form of Rights issued under the Rights Plan to ensure it is able to attract and retain its executives and employees.

In deciding on the quantum of Rights to be issued to Mr Robertson, the Board considered the current share price, his contribution to the Board, the performance period of three years from 1 January 2020, and the future performance hurdles outlined below. Mr Robertson, the Finance Director receives directors' fees of \$60,000 per annum and fees of \$60,000 as joint company secretary. Having regard to the performance hurdles for vesting of the Rights the Board considers that the allocation of Rights is reasonable and appropriate.

No consideration is payable for the Rights, or upon issue of shares upon satisfaction of the vesting conditions associated with the Rights. Subject to the satisfaction of the vesting conditions described below and any adjustments made in accordance with the Rights Plan, Mr Robertson will receive one share in the Company for each Right granted.

The following Directors have been awarded performance rights since the inception of the Rights Plan. No consideration was payable on the grant of the performance rights or for the issue of shares on vesting of the performance rights.

Performance Rights Issued					
	Date	Granted	Vested	Lapsed	Expiry Date
Charles Lew	12/12/2014	5,000,000	2,500,000	2,500,000	30/11/2016
Anthony Ho	12/12/2014	2,000,000	1,000,000	1,000,000	30/11/2016
Malcolm Mason	12/12/2014	2,000,000	1,000,000	1,000,000	30/11/2016
Charles Lew	13/02/2017	10,000,000			28/02/2020
Anthony Ho	13/02/2017	2,500,000		1,666,667	28/02/2020
Jean Claude Steinmetz	13/02/2017	2,500,000			28/02/2020
Guy Robertson	12/12/2014	500,000	250,000	250,000	30/11/2016
Guy Robertson	29/06/2017	300,000	110,000	190,000	31/10/2018
Aris Stamoulis	29/06/2017	300,000	110,000	190,000	31/10/2018

11.2 Other Information

The Performance Period commences on 1 January 2020 and expires on 31 December 2022.

The Rights expire on 31 March 2023. Rights will expire before this date if Vesting Conditions are not satisfied or waived.

The maximum number of Rights and Shares which may be issued to Mr Robertson is 1,500,000.

Performance will be assessed by the Board or a committee of the board formed for this purpose.

The Rights are subject to the following Performance Hurdles which must be satisfied to the satisfaction of the Board:

Item	Hurdle	Number
1	Positive determination of the Final Investment Decision	450,000
2	First Ore into the SAG Mill by the C3 Commissioning date	450,000
3	Achieving production throughput performance of no less than 90% of Beneficiation design capacity for a consecutive period of no less than 3 days post C3 Commissioning but not exceeding 180 days post C3 Commissioning.	600,000
	TOTAL	<hr/> 1,500,000

Shares allocated following the exercise of Performance Rights will be subject to the restrictions as outlined in the Rights Plan and following Board approval subject to observance of the Company's Share Trading Policy in dealing with Shares.

The Board of Directors have determined that the amount of performance rights constitute reasonable remuneration in the event they were granted and shareholder approval under Chapter 2E of the Corporations Act 2001, is therefore not required.

No loan will be made to the Director in connection with the acquisition of the performance rights.

No amount is payable on the grant or vesting of Performance Rights.

Persons entitled to participate in the Performance Rights Plan include the directors, Charles Lew, Mal Randall, Jean Claude Steinmetz, Neil Hackett and Guy Robertson, and any officer or employee of the Company or consultant approved by the Board.

The performance rights will be granted within 12 months of shareholder approval.

No shares will be issued to satisfy the exercise of Rights if this were to result in the Company exceeding the 5% limit as provided for in the Rights Plan.

Details of any shares issued under the Rights Plan will be published in each annual report of the Company relating to a period in which shares have been issued.

A summary of the Rights Plan is outlined in the explanatory section for Resolution 6. A copy of the Rights Plan may be requested by contacting the Company Secretary.

11.3 Voting Exclusion

A voting exclusion statement is included in the Notice of Meeting to which this Explanatory Memorandum relates.

The Directors (Mr Robertson abstaining) recommend Shareholders vote in favour of Resolution 10.

12. RESOLUTION 11 – APPROVAL OF ISSUE OF PERFORMANCE RIGHTS TO MR JEAN CLAUDE STEINMETZ

12.1 Background

The Hastings Executive Performance Rights Plan (the Rights Plan) and issue of shares under the Rights Plan was approved by shareholders at the Annual General Meeting of the Company held on 28 November 2012 and again at the Annual General Meeting held on 28 November 2016. In view of the expiry of the Rights Plan, the Board has approved a new Rights Plan for the calendar year period 2020 to 2022 (Performance Rights 2020 - 2022).

ASX Listing Rule 10.14 provides that the acquisition of shares under an employee incentive scheme by a director requires shareholder approval. Shareholder approval is therefore sought for the issue of 1,500,000 Rights (Rights) under the Rights Plan to Mr Jean Claude Steinmetz a Non-Executive Director of the Company, and to the issue of shares on the exercise of such of those Rights which vest upon satisfaction of the applicable vesting conditions.

The Company seeks to provide incentives, in addition to annual salary and superannuation, in the form of Rights issued under the Rights Plan to ensure it is able to attract and retain its executives and employees.

In deciding on the quantum of Rights to be issued to Mr Steinmetz, the Board considered the current share price, his contribution to the Board, the performance period of three years from 1 January 2020 and the future performance hurdles outlined below. Mr Steinmetz receives directors' fees of \$60,000 per annum. Having regard to the performance hurdles for vesting of the Rights the Board considers that the allocation of Rights is reasonable and appropriate.

No consideration is payable for the Rights, or upon issue of shares upon satisfaction of the vesting conditions associated with the Rights. Subject to the satisfaction of the vesting conditions described below and any adjustments made in accordance with the Rights Plan, Mr Steinmetz will receive one share in the Company for each Right granted.

The following Directors have been awarded performance rights since the inception of the Rights Plan. No consideration was payable on the grant of the performance rights or for the issue of shares on vesting of the performance rights.

Performance Rights Issued					
	Date	Granted	Vested	Lapsed	Expiry Date
Charles Lew	12/12/2014	5,000,000	2,500,000	2,500,000	30/11/2016
Anthony Ho	12/12/2014	2,000,000	1,000,000	1,000,000	30/11/2016
Malcolm Mason	12/12/2014	2,000,000	1,000,000	1,000,000	30/11/2016
Charles Lew	13/02/2017	10,000,000			28/02/2020
Anthony Ho	13/02/2017	2,500,000		1,666,667	28/02/2020
Jean Claude Steinmetz	13/02/2017	2,500,000			28/02/2020
Guy Robertson	12/12/2014	500,000	250,000	250,000	30/11/2016
Guy Robertson	29/06/2017	300,000	110,000	190,000	31/10/2018
Aris Stamoulis	29/06/2017	300,000	110,000	190,000	31/10/2018

12.2 Other Information

The Performance Period commences on 1 January 2020 and expires on 31 December 2022.

The Rights expire on 31 March 2023. Rights will expire before this date if Vesting Conditions are not satisfied or waived.

The maximum number of Rights and Shares which may be issued to Mr Steinmetz is 1,500,000.

Performance will be assessed by the Board or a committee of the board formed for this purpose.

The Rights are subject to the following Performance Hurdles which must be satisfied to the satisfaction of the Board:

Item	Hurdle	Number
1	Positive determination of the Final Investment Decision	450,000
2	First Ore into the SAG Mill by the C3 Commissioning date	450,000
3	Achieving production throughput performance of no less than 90% of Beneficiation design capacity for a consecutive period of no less than 3 days post C3 Commissioning but not exceeding 180 days post C3 Commissioning.	600,000
	TOTAL	<hr/> 1,500,000

Shares allocated following the exercise of Performance Rights will be subject to the restrictions as outlined in the Rights Plan and following Board approval subject to observance of the Company's Share Trading Policy in dealing with Shares.

The Board of Directors have determined that the amount of performance rights constitute reasonable remuneration in the event they were granted and shareholder approval under Chapter 2E of the Corporations Act 2001, is therefore not required.

No loan will be made to the Director in connection with the acquisition of the performance rights.

No amount is payable on the grant or vesting of Performance Rights.

Persons entitled to participate in the Performance Rights Plan include the directors, Charles Lew, Mal Randall, Jean Claude Steinmetz, Neil Hackett and Guy Robertson, and any officer or employee of the Company or consultant approved by the Board.

The performance rights will be granted within 12 months of shareholder approval.

No shares will be issued to satisfy the exercise of Rights if this were to result in the Company exceeding the 5% limit as provided for in the Rights Plan.

Details of any shares issued under the Rights Plan will be published in each annual report of the Company relating to a period in which shares have been issued.

A summary of the Rights Plan is outlined in the explanatory section for Resolution 6. A copy of the Rights Plan may be requested by contacting the Company Secretary.

12.3 Voting Exclusion

A voting exclusion statement is included in the Notice of Meeting to which this Explanatory Memorandum relates.

The Directors (Mr Steinmetz abstaining) recommend Shareholders vote in favour of Resolution 11.

SPECIAL RESOLUTION

13. RESOLUTION 12 – APPROVAL OF 10% PLACEMENT CAPACITY

13.1 Background

ASX Listing Rule 7.1A enables eligible entities to issue Equity Securities (as that term is defined in the ASX Listing Rules) up to 10% of their issued capital through placements over a twelve month period after the Annual General Meeting (10% Placement Facility). The 10% Placement Facility is in addition to the Company's 15% placement capacity under ASX Listing Rule 7.1.

An eligible entity for the purposes of ASX 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. The Company is deemed an eligible entity.

The effect of Resolution 12 will be to allow the Directors to issue the Equity Securities under ASX Listing Rule 7.1A during the 10% Placement Period separate to the Company's 15% placement capacity under ASX Listing Rule 7.1.

The Company is now seeking shareholder approval by way of a special resolution to have the ability to issue Equity Securities under the 10% Placement Facility. Resolution 12 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 corporate Shareholder, by a corporate representative).

The exact number of Equity Securities (if any) to be issued under the 10% Placement Facility will be determined in accordance with the formula prescribed in ASX Listing Rule 7.1.A.2 (refer to Section 10.2 (c) below). The Company may use funds raised from any 10% Placement Facility for funding specific projects and/or general working capital. It may also use the 10% Placement Facility for non cash consideration purposes such as joint venture or project acquisitions (although the Company presently has no intention to do so).

13.2 ASX Listing Rule 7.1.A

(a) Shareholder approval

The ability to issue Equity Securities under the 10% Placement Facility is subject to shareholder approval by way of a special resolution at an Annual General Meeting.

(b) Equity Securities

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.

The Company, as at the date of the Notice, has one class of Equity Securities being Shares.

(c) Formula for calculating 10% Placement Facility

ASX Listing Rule 7.1A.2 provides that eligible entities which have obtained shareholder approval at an Annual General Meeting may issue or agree to issue, during the 12 month period after the date of the Annual General Meeting, a number of Equity Securities calculated in accordance with the following formula: **(A x D) – E**

A is the number of shares on issue 12 months before the date of the issue or agreement:

- (i) plus the number of fully paid shares issued in the 12 months under an exception in ASX Listing Rule 7.2;
- (ii) plus the number of partly paid shares that became fully paid in the 12 months;
- (iii) plus the number of fully paid shares issued in the 12 months with approval of holders of shares under ASX Listing Rules 7.1 and 7.4;
- (iv) less the number of fully paid shares cancelled in the 12 months.

Note: A has the same meaning in ASX Listing Rule 7.1 when calculating an entity's 15% placement capacity.

D is 10%

E is the number of Equity Securities issued or agreed to be issued under ASX 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 ASX Listing Rules 7.1 or 7.4.

(d) ASX Listing Rule 7.1 and ASX Listing Rule 7.1A

The ability of an entity to issue Equity Securities under ASX Listing Rule 7.1A is in addition to the entity's 15% placement capacity under ASX Listing Rule 7.1.

The actual number of Equity Securities that the Company will have capacity to issue under ASX Listing Rule 7.1A will be calculated at the date of issue of the Equity Securities in accordance with the formula prescribed in ASX Listing Rule 7.1A.2 (refer to Section 2(c) above).

(e) Minimum Issue Price

The issue price of Equity Securities issued under ASX Listing Rule 7.1A must be not less than 75% of the volume weighted average price of Equity Securities in the same class calculated over the 15 Trading Days (as defined in the ASX Listing Rules) immediately before:

- (i) the date on which the price at which the Equity Securities are to be issued is agreed; or
- (ii) if the Equity Securities are not issued within 5 Trading Days of the date in paragraph (i) above, the date on which the Equity Securities are issued.

(f) 10% Placement Period

Shareholder approval of the 10% Placement Facility under ASX Listing Rule 7.1A is valid from the date of the Annual General Meeting at which the approval is obtained and expires on the earlier to occur of:

- (i) the date that is 12 months after the date of the Annual General Meeting at which the approval is obtained; or
- (ii) the date of the approval by shareholders of a transaction under ASX Listing Rules 11.1.2 (a significant change to the nature or scale of activities) or 11.2 (disposal of main undertaking).

13.3 ASX Listing Rule 7.1A

The effect of Resolution 11 will be to allow the Directors to issue the Equity Securities under ASX Listing Rule 7.1A during the 10% Placement Period separate to the Company's 15% placement capacity under ASX Listing Rule 7.1. Resolution 11 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 corporate Shareholder, by a corporate representative).

13.4 Specific Information required by ASX Listing Rule 7.3A

Pursuant to and in accordance with ASX Listing Rule 7.3A, information is provided in relation to the approval of the 10% Placement Facility as follows:

(a) Minimum Price

Any Equity Securities issued will be issued at an issue price of not less than 75% of the volume weighted average price for the Company's Equity Securities over the 15 Trading Days immediately before:

- (i) the date on which the price at which the Equity Securities are to be issued is agreed; or
- (ii) if the Equity Securities are not issued within 5 Trading Days of the date in paragraph (i) above, the date on which the Equity Securities are issued.

(b) Risk of Voting Dilution

If Resolution 12 is approved by the Shareholders and the Company issues Equity Securities under the 10% Placement Facility, the existing Shareholders' voting power in the Company would be diluted as shown in the below table (in the case of unlisted options, only if the unlisted options are exercised). There is a risk that:

(i) the market price for the Company's Equity Securities may be significantly lower on the date of the issue of the Equity Securities than on the date of the Annual General Meeting; and

(ii) the Equity Securities may be issued at a price that is at a discount to the market price for the Company's Equity Securities on the issue date, which may have an effect on the amount of funds raised by the issue of the Equity Securities.

The table below 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 ASX Listing Rule 7.1A(2) as at the date of this Notice of Meeting.

The table also shows:

(i) two examples where variable "A" has increased by 50% and 100%. Variable "A" is based on the number of ordinary shares 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 (for example, a pro - rata entitlements issue or scrip issued under a takeover offer) or future specific placements under ASX Listing Rule 7.1 that are approved at a future Shareholders' meeting; and

(ii) two examples of where the price of ordinary securities has decreased by 50% and increased by 100% as against the current market price.

Variable "A" in ASX Listing Rule 7.1A.2		Dilution		
		50% decrease in Deemed Price	Deemed Price	100% Increase in Deemed Price
		\$0.085	\$0.17	\$0.34
Current Variable A	10% Voting Dilution	93,786,168 shares	93,786,168 shares	93,786,168 shares
937,861,676 shares	Funds Raised	\$7,971,824	\$15,943,648	\$31,887,297
50% increase in current Variable A	10% Voting Dilution	140,679,251 shares	140,679,251 shares	140,679,251 shares
1,406,792,514 shares	Funds Raised	\$11,957,736	\$23,915,473	\$47,830,945
100% increase in current Variable A	10% Voting Dilution	187,572,335 shares	187,572,335 shares	187,572,335 shares
187,572,335 shares	Funds Raised	\$15,943,648	\$31,887,297	\$63,774,594

The table has been prepared on the following assumptions:

(i) The Company issues the maximum securities available under the ASX Listing Rule 7.1A being 10% of the Company's shares on issue at the date of the Meeting;

(ii) No listed or unlisted options are exercised into fully paid ordinary securities before the date of the issue of securities under ASX Listing Rule 7.1A. The Company has no options on issue at the date of this Notice of Meeting;

(iii) The table does not demonstrate an example of dilution that may be caused to a particular shareholder by reason of placements under ASX Listing Rule 7.1A, based on that shareholder's holding at the date of the Meeting;

(iv) The table only demonstrates the effect of issues of securities under ASX Listing Rule 7.1A. It does not consider placements made under ASX Listing Rule 7.1, the "15% rule";

(v) The price of ordinary securities is deemed for the purposes of the table above to be \$0.17 cents, being the closing price of the Company's listed securities on ASX on 4 October 2019 (Deemed Price). The Deemed Price is indicative only and does not consider the 25% discount to market that the securities may be placed at;

(vi) The table does not demonstrate the effect of listed options being issued under ASX Listing Rule 7.1A. It only considers the issue of the fully paid ordinary securities;

(c) Date of Issue

The Company will only issue and allot the Equity Securities during the 10% Placement Period. The approval under Resolution 12 for the issue of the Equity Securities will cease to be valid in the event that Shareholders approve a transaction under ASX Listing Rule 11.1.2 (a significant change to the nature or scale of activities or ASX Listing Rule 11.2 (disposal of main undertaking)).

(d) Purpose of Issue under the 10% Placement Capacity

The Company may seek to issue the Equity Securities for the following purposes:

(i) non - cash consideration including for joint venture, licensing or collaboration agreements or the acquisition of new projects (although the Company presently has no proposal to do so). In such circumstances the Company will provide a valuation of the non - cash consideration as required by ASX Listing Rule 7.1A.3; or

(ii) cash consideration. In such circumstances, the Company intends to use the funds raised towards advancing the Yangibana and Brockman projects and/or general working capital.

The Company will comply with the disclosure obligations under ASX Listing Rules 7.1A(4) and 3.10.5A upon issue of any Equity Securities.

(e) Allocation Policy

The Company's allocation policy is dependent on the prevailing market conditions at the time of any proposed issue pursuant to the 10% Placement Facility. The identity of the allottees of Equity Securities 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 Equity Securities 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).

The allottees under the 10% Placement Facility have not been determined as at the date of this Notice of Meeting but may include existing substantial Shareholders and/or new Shareholders who are not related parties or associates of a related party of the Company.

Further, if the Company were to pursue an acquisition and were it to be successful in acquiring new resources assets or investments, it is possible that the allottees under the 10% Placement Facility will be the vendors of the new resource assets or investments.

(f) Previous Approval

The Company obtained Shareholder approval under ASX Listing Rule 7.1A on 28 November 2018.

The total number of Equity Securities issued in the 12 months preceding the date of the Meeting is 159,785,693 representing 20.5 % of the total number of Equity Securities on issue at the commencement of that 12 month period.

The details of all issues of Equity Securities by the Company during the 12 months preceding the date of the Meeting is set out in schedule 1 to this Explanatory Memorandum.

(g) Voting Exclusion Statement

A voting exclusion statement is included in the Notice of Meeting to which this Explanatory Statement relates. At the date of that 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 Equity Securities. No existing Shareholder's votes will therefore be excluded under the voting exclusion in the Notice.

13.5 Directors' Recommendation

The Board recommends that Shareholders vote in favour of this Resolution 12.

GLOSSARY

\$ means Australian dollars.

AGM, Annual General Meeting or Meeting means the meeting convened by the Notice.

Annual Report means the Annual Report of the Company for the year ended 30 June 2019.

ASIC means the Australian Securities and Investments Commission.

ASX means ASX Limited.

ASX Listing Rules means the Listing Rules of ASX.

Board means the current board of directors of the Company.

Business Day means Monday to Friday inclusive, except New Year's Day, Good Friday, Easter Monday, Christmas Day, Boxing Day, and any other day that ASX declares is not a business day.

C3 Commissioning means Initial feeding of ore grade material into the crusher and SAG mill and introduction of chemical reagents into the process plant under load so as to achieve stable operating conditions.

Closely Related Party of a member of the Key Management Personnel means:

- (a) a spouse or child of the member;
- (b) a child of the member's spouse;
- (c) a dependent of the member or the member's spouse;
- (d) 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;
- (e) a company the member controls; or
- (f) a person prescribed by the *Corporations Regulations 2001 (Cth)*.

Company means Hastings Technology Metals Ltd (ACN 122 911 399).

Constitution means the Company's constitution.

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

Directors means the current directors of the Company.

Equity Securities has the same meaning as in the Listing Rules.

Explanatory Statement means the explanatory statement accompanying the Notice.

Final Investment Decision means a decision to proceed with the development of the Yangibana rare earths project based on having the requisite government permits and sufficient funds to fund construction of the mine and process plant.

Key Management Personnel has the same meaning as in the accounting standards and broadly includes those persons having authority and responsibility for planning, directing and controlling the activities of the Company, directly or indirectly, including any director (whether executive or otherwise) of the Company.

Notice or **Notice of Meeting** or **Notice of Annual General Meeting** means this notice of Annual General Meeting including the Explanatory Statement and the Proxy Form.

Performance Rights Plan means the Performance Rights Plan to be operative for the years 2020 to 2022 inclusive.

Proxy Form means the proxy form accompanying the Notice.

Remuneration Report means the remuneration report set out in the Director's report section of the Company's annual financial report for the year ended 30 June 2019.

Resolutions means the resolutions set out in the Notice of Meeting, or any one of them, as the context requires.

Rights Plan means the Performance Rights Plan

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

Shareholder means a holder of a Share.

VWAP means Volume Weighted Average Price

WST means Western Standard Time as observed in Perth, Western Australia.

SCHEDULE 1 - INFORMATION REQUIRED BY LISTING RULE 7.3A.6 – RESOLUTION 12

	Issue 1	Issue 2	Issue 3	Issue 4	Issue 5
Date of issue:	16/4/19	15/5/19	23/5/2019	1. 4/6/19 2. 14/6/19 3. 19/6/19 4. 26/6/19 5. 7/7/19	4/6/19
Number issued:	71,127,812	16,795,473	20,588,236	1. 12,000,000 2. 13,408,524 3. 4,508,824 4. 258,824 5. 20,700,000	398,000
Class/Type of equity security:	ORDINARY	ORDINARY	ORDINARY	ORDINARY	ORDINARY
Summary of terms:	Placement	Rights Issue	Rights Issue	Rights Issue	Rights Issue
Names of persons who received securities or basis on which those persons was determined:	Professional & institutional investors determined at the discretion of the Board	Shareholders	Underwriters to rights Issue Mr Lew Mr Goon Mr Soon	Placement of shortfall in rights issue	Directors – Jean Claude Steinmetz and Mr Mal Randall approved by EGM
Price:	17 cents per share	17 cents per share	17 cents per share	17 cents per share	17 cents per share
Discount to market price (if any):	NIL	NIL	NIL	NIL	NIL
For cash issues					
Total cash consideration received:	\$12,091,728	\$2,855,230	\$3,500,000	\$8,649,000	\$67,660
Amount of cash consideration spent:	\$12,091,728	\$880,890	-	-	-
Use of cash consideration:	Yangibana Project Development				
Intended use for remaining amount of cash (if any):	-	Yangibana Project development			

	Issue 1	Issue 2	Issue 3	Issue 4	Issue 5
<i>For non-cash issues</i>	NIL	NIL	NIL	NIL	NIL
Non-cash consideration paid:	-	-	-	-	-
Current value of that non-cash consideration:	-	-	-	-	-

This page has been left blank intentionally.

HASTINGS TECHNOLOGY METALS LTD

ACN: 122 911 399

REGISTERED OFFICE:
LEVEL 8 WESTRALIA PLAZA
167 ST GEORGES TERRACE
PERTH WA 6000

SHARE REGISTRY:
Security Transfer Australia Pty Ltd
All Correspondence to:
PO BOX 52
Collins Street West VIC 8007
Suite 913, Exchange Tower
530 Little Collins Street
Melbourne VIC 3000
T: 1300 992 916
E: registrar@securitytransfer.com.au
W: www.securitytransfer.com.au

«EFT_REFERENCE_NUMBER»

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

«Company_code» «Sequence_number»

Code: HAS

Holder Number: «HOLDER_NUM

PROXY FORM

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

**VOTE
ONLINE**

Lodge your proxy vote securely at www.securitytransfer.com.au

1. Log into the Investor Centre using your holding details.
2. Click on "Proxy Voting" and provide your Online Proxy ID to access the voting area.

«ONLINE

SECTION A: Appointment of Proxy

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

The meeting chairperson

OR

or failing the person named, or if no person is named, the Chairperson of the meeting, as my/our Proxy to act generally at the meeting on my/our behalf and to vote in accordance with the following directions (or if no directions have been given, as the Proxy sees fit) at the Annual General Meeting of the Company to be held at 10:00am WST on Wednesday 27 November 2019 at the Boardroom of Herbert Smith Freehills, Level 36, QV.1 Building, 250 St Georges Terrace, Perth WA 6000 and at any adjournment of that meeting.

SECTION B: Voting Directions

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

RESOLUTION	For	Against	Abstain*	For	Against	Abstain*
1. ADOPTION OF REMUNERATION REPORT	<input type="checkbox"/>					
2. RE-ELECTION OF DIRECTOR - MR GUY ROBERTSON	<input type="checkbox"/>					
3. RE-ELECTION OF DIRECTOR - MR MAL RANDALL	<input type="checkbox"/>					
4. RE-ELECTION OF DIRECTOR - MR NEIL HACKETT	<input type="checkbox"/>					
5. RE-ELECTION OF DIRECTOR - MR JEAN CLAUDE STEINMETZ	<input type="checkbox"/>					
6. APPROVAL OF PERFORMANCE RIGHTS PLAN	<input type="checkbox"/>					
7. APPROVAL OF ISSUE OF PERFORMANCE RIGHTS AND SHARES TO EXECUTIVE DIRECTOR- CHARLES LEW	<input type="checkbox"/>					
8. APPROVAL OF ISSUE OF PERFORMANCE RIGHTS AND SHARES TO NON-EXECUTIVE DIRECTOR- MAL RANDALL	<input type="checkbox"/>					
9. APPROVAL OF ISSUE OF PERFORMANCE RIGHTS AND SHARES TO NON-EXECUTIVE DIRECTOR- NEIL HACKETT	<input type="checkbox"/>					
10. APPROVAL OF ISSUE OF PERFORMANCE RIGHTS AND SHARES TO EXECUTIVE DIRECTOR-GUY ROBERTSON	<input type="checkbox"/>					
11. APPROVAL OF ISSUE OF PERFORMANCE RIGHTS AND SHARES TO EXECUTIVE DIRECTOR-JEAN CLAUDE STEINMETZ	<input type="checkbox"/>					
12. APPROVAL OF 10% PLACEMENT CAPACITY	<input type="checkbox"/>					

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

SECTION C: Signature of Security Holder(s)

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

Individual or Security Holder

Security Holder 2

Security Holder 3

Sole Director & Sole Company Secretary

Director

Director/Company Secretary

Proxies must be received by Security Transfer Australia Pty Ltd no later than 10:00am WST on Monday 25 November 2019.

+ HASPX2271119

1

2

HAS

HASPX2271119

+



My/Our contact details in case of enquiries are:

Name:

--	--	--	--	--	--	--	--	--	--	--	--	--	--	--	--	--	--	--	--

Number:

(

--	--

)

--	--	--	--	--	--	--	--	--	--	--	--	--	--	--	--	--	--	--	--

1. NAME AND ADDRESS

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

2. APPOINTMENT OF A PROXY

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

3. DIRECTING YOUR PROXY HOW TO VOTE

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

4. APPOINTMENT OF A SECOND PROXY

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

To appoint a second Proxy you must:

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

5. SIGNING INSTRUCTIONS

Individual: where the holding is in one name, the Shareholder must sign.

Joint Holding: where the holding is in more than one name, all of the Shareholders must sign.

Power of Attorney: to sign under Power of Attorney you must have already lodged this document with the Company's share 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 may sign alone. Otherwise this form must be signed by a Director jointly with either another Director or Company Secretary. Please indicate the office held in the appropriate place.

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

6. LODGEMENT OF PROXY

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

The proxy form does not need to be returned to the share registry if the votes have been lodged online.

Security Transfer Australia Pty Ltd

Online	www.securitytransfer.com.au
Postal Address	PO BOX 52 Collins Street West VIC 8007
Street Address	Suite 913, Exchange Tower 530 Little Collins Street Melbourne VIC 3000
Telephone	1300 992 916
Facsimile	+61 8 9315 2233
Email	registrar@securitytransfer.com.au

PRIVACY STATEMENT

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

