

**Reclaim Industries Limited ACN 090 671 819
(to be renamed Rision Limited)**

This Supplementary Explanatory Statement relates to the General Meeting of Reclaim Industries Limited ACN 090 671 819 (to be renamed Rision Limited) (the “**Company**”) to be held at Trident Capital, Level 24, 44 St Georges Terrace, Perth, Western Australia on 22 December 2015, commencing at 10.00am (WST).

You should read this document in conjunction with the Company’s Notice of General Meeting and Explanatory Statement dated 19 November 2015.

Supplementary Explanatory Statement

The Company’s Notice of General Meeting and Explanatory Statement dated 19 November 2015 is amended as follows.

The following paragraph is inserted at the end of Section 1.1 on page 12

Following consultation with ASX, the parties to the Share Sale Agreement have amended the Performance Share Milestones referred to in paragraph 1.1(b)(ii) above so that the Performance Share Milestone referred to in paragraph C is removed. Therefore, the 50,000,000 Performance Shares being issued to the Vendors will now only convert into 50,000,000 fully paid ordinary shares in the Company upon either of the following events occurring on or before 30 June 2019:

- A. Rision achieving \$5,000,000 EBITDA during any consecutive 12 month period calculated in accordance with the Purchaser’s accounting policies as set out in its annual report and after being verified by the Purchaser’s auditor; or
- B. Rision, or the Rision business, being sold for a minimum of \$150,000,000 on arms’ length terms.

BDO Corporate Finance (WA) Pty Ltd ABN 27 124 031 045, the Independent Expert, has confirmed that the Milestones on page 6 of the Independent Expert’s Report are deemed to be amended to reflect the new Performance Share Milestones set out above, however the Independent Expert’s Report is otherwise unaffected by the change and so no other amendment is required. The Independent Expert has consented to the inclusion of this statement in this Supplementary Explanatory Statement and has not withdrawn its consent.

The following paragraph is inserted at the end of section 1.3 on page 16

The Share Sale Agreement was subsequently amended on 4 December 2015 to reflect the revised Performance Share Milestones noted in Section 1.1.

The existing table at the top of page 66 is deleted and replaced with the following table

Name of Existing Director	Number of Existing Shares held (directly or indirectly)	Percentage interest in Existing Shares ¹
Mr David Scoggins ²	10,450,000	1.7%
Mr Stephen Hewitt-Dutton ³	2,000,000	0.3%
Mr KC Dennis Ong	Nil	0.0%
TOTAL	12,450,000	2.0%

¹ Based on the total number of 626,699,469 Existing Shares of the Company.

² David Scoggins is a principal trader for Evolution Global Opportunities Fund. The fund’s shareholding is held by HSBC Custody nominees Australia Limited.

³ Stephen Hewitt-Dutton holds 1,000,000 of these Shares in his own name and 1,000,000 Shares indirectly through SHD Nominees Pty Ltd <Hewitt-Dutton S/F A/C> of which he is a beneficiary.

The definition of "Milestone" in paragraph 1(b) of Annexure C is deleted and replaced with the following

Milestone means on or before 30 June 2019:

1. Rision achieving \$5,000,000 EBITDA during any consecutive 12 month period; or
2. Rision, or the Rision business, being sold for a minimum of \$150,000,000 on arms' length terms.

Paragraph 3(c) of Annexure C is deleted and replaced with the following

Not applicable.

Paragraph 3(d) of Annexure D is deleted and replaced with the following

If the Milestone has not occurred on or prior to 30 June 2019, all of the Performance Shares will convert into (1) Share.

This Supplementary Explanatory Statement is supplementary to and does not affect the validity of the Company's Notice of General Meeting and Explanatory Statement dated 19 November 2015.

By Order of the Board of Directors

A handwritten signature in black ink, appearing to read "Deborah Ho", with a stylized flourish at the end.

Deborah Ho
Company Secretary
Reclaim Industries Limited
4 December 2015