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**ALTECH CHEMICALS LIMITED**

**ACN 125 301 206**

**NOTICE OF ANNUAL GENERAL MEETING**

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**TIME:** 2.00pm (WST)

**DATE:** Thursday, 15<sup>th</sup> October 2015

**PLACE:** Altech Chemicals Limited  
Suite 8  
295 Rokeby Road  
Subiaco WA 6008

***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, Shane Volk, on (+61 8) 6168 1555.***

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## IMPORTANT INFORMATION

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### TIME AND PLACE OF MEETING

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Notice is given that the Annual General Meeting of the Shareholders to which this Notice of Meeting relates will be held at 2:00pm (WST) on Thursday, 15 October 2015 at:

Suite 8, 295 Rokeby Road, Subiaco, WA 6008.

### YOUR VOTE IS IMPORTANT

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

### VOTING ELIGIBILITY

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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 5:00pm (WST) on Tuesday, 13 October 2015.

### VOTING IN PERSON

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

### VOTING BY PROXY

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To vote by proxy, please complete and sign the enclosed Proxy Form and return by the time and in accordance with the instructions set out on the Proxy Form.

In accordance with section 249L of the Corporations Act, Shareholders are advised that:

- each Shareholder has a right to appoint a proxy;
- the proxy need not be a Shareholder of the Company; and
- a Shareholder who is entitled to cast 2 or more votes may appoint 2 proxies and may specify the proportion or number of votes each proxy is appointed to exercise. If the member appoints 2 proxies and the appointment does not specify the proportion or number of the member's votes, then in accordance with section 249X(3) of the Corporations Act, each proxy may exercise one-half of the votes.

Shareholders and their proxies should be aware of that changes to the Corporations Act made in 2011 mean that:

- if proxy holders vote, they must cast all directed proxies as directed; and
- any directed proxies which are not voted will automatically default to the Chair, who must vote the proxies as directed.

Further details on these changes are set out below.

### ***Proxy vote if appointment specifies way to vote***

Section 250BB(1) of the Corporations Act provides that an appointment of a proxy may specify the way the proxy is to vote on a particular resolution and, **if it does**:

- the proxy need not vote on a show of hands, but if the proxy does so, the proxy must vote that way (i.e. as directed); and
- if the proxy has 2 or more appointments that specify different ways to vote on the resolution, the proxy must not vote on a show of hands; and
- if the proxy is the chair of the meeting at which the resolution is voted on, the proxy must vote on a poll, and must vote that way (i.e. as directed); and
- if the proxy is not the chair, the proxy need not vote on the poll, but if the proxy does so, the proxy must vote that way (i.e. as directed).

### ***Transfer of non-chair proxy to chair in certain circumstances***

Section 250BC of the Corporations Act provides that, if:

- an appointment of a proxy specifies the way the proxy is to vote on a particular resolution at a meeting of the Company's members; and
- the appointed proxy is not the chair of the meeting; and
- at the meeting, a poll is duly demanded on the resolution; and
- either of the following applies:
  - the proxy is not recorded as attending the meeting; or
  - the proxy does not vote on the resolution,

the chair of the meeting is taken, before voting on the resolution closes, to have been appointed as the proxy for the purposes of voting on the resolution at the meeting.

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## BUSINESS OF THE MEETING

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### AGENDA

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#### ORDINARY BUSINESS

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##### 1. FINANCIAL STATEMENTS AND REPORTS

To receive and consider the annual financial report of the Company for the financial year ended 30 June 2015 together with the declaration of the directors, the directors' report, the Remuneration Report and the auditor's report.

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##### 2. RESOLUTION 1 – ADOPTION OF REMUNERATION REPORT

To consider and, if thought fit, to pass, with or without amendment, 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 2015.”*

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

**Voting Prohibition Statement:**

*A vote on this Resolution must not be cast (in any capacity) by or on behalf of any of the following persons:*

- (a) a member of the Key Management Personnel, details of whose remuneration are included in the Remuneration Report; or*
- (b) a Closely Related Party of such a member.*

*However, a person (the voter) described above may cast a vote on this Resolution as a proxy if the vote is not cast on behalf of a person described above and either:*

- (a) the voter is appointed as a proxy by writing that specifies the way the proxy is to vote on this Resolution; or*
- (b) the voter is the Chair and the appointment of the Chair as proxy:
  - (i) does not specify the way the proxy is to vote on this Resolution; and*
  - (ii) expressly authorises the Chair to exercise the proxy even though this Resolution is connected directly or indirectly with the remuneration of a member of the Key Management Personnel for the Company, or if the Company is part of a consolidated entity, for the entity.**

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##### 3. RESOLUTION 2 – RATIFICATION OF PRIOR ISSUE OF SHARES (TRANCHE 1 PLACEMENT)

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

*“That, in accordance with ASX Listing Rule 7.4 and for all other purposes, Shareholders ratify the issue of 8,974,576 Shares at an issue price of \$0.059 each per Share to sophisticated investors on the terms and conditions set out in the Explanatory Statement.”*

**Short Explanation:** On 10 August 2015, the Company announced a \$1.125 million share placement priced at \$0.059 per share which represented a ~10% discount to the 5 day VWAP of the Company's shares as traded on the ASX on the date on which the placement price was set. The share placement was in two tranches, the first tranche (tranche 1) was issued on 11 September 2015 and this resolution is seeking shareholder approval under ASX Listing Rule 7.4 to ratify the issue of the 8,974,576 tranche 1 Shares, comprising 8,474,576 Shares at an issue price of \$0.059 per Share (\$500,000) to Melewar

IIC and 500,000 Shares at an issue price of \$0.059 per Share (\$29,500) to a sophisticated investor. Refer to the Explanatory Statement for details.

**Voting Exclusion:** *The Company will disregard any votes cast on this Resolution by a person who participated in the placement and any of their associates. However, the Company will not disregard a vote if:*

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

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#### 4. RESOLUTION 3 – APPROVAL OF A \$500,000 PLACEMENT OF SHARES TO MELEWAR IIC

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

*“That, for the purpose of ASX Listing Rule 7.1 and for all other purposes, Shareholder approval is given for the Company to and issue up to 8,474,577 Shares at an issue price of \$0.059 per Share to Melewar IIC on the terms and conditions set out in the Explanatory Statement.”*

**Short Explanation:** On 10 August 2015, the Company announced a \$1.125 million share placement priced at \$0.059 per share which represented a ~10% discount to the 5 day VWAP of the Company's shares as traded on the ASX on the date on which the placement price was set. Resolution 2 sought shareholder approval to ratify tranche 1 of the share placement; this resolution seeks shareholder approval for part of tranche 2, being the issue of 8,474,577 Shares at an issue price of \$0.059 per share (\$500,000) to Melewar IIC. This Share placement, if approved, will take the aggregate Share placements made by Melewar IIC in the Company to \$1,000,000. Refer to the Explanatory Statement for details.

**Voting Exclusion:** *The Company will disregard any votes cast on this Resolution by Melewar IIC for the proposed issue and any other person who might obtain a benefit, except a benefit solely in the capacity of a holder of ordinary securities, if the Resolution is passed and any associates of those persons. However, the Company need not disregard a vote if it is cast by a person or Melewar IIC as a proxy for a person who is entitled to vote, in accordance with the directions on the Proxy Form, or, it is cast by the person chairing the meeting as proxy for a person who is entitled to vote, in accordance with a direction on the Proxy Form to vote as the proxy decides.*

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#### 5. RESOLUTION 4 – APPROVAL OF A \$100,000 PLACEMENT OF SHARES TO A DIRECTOR – MR DAN TENARDI

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

*“That, in accordance with ASX Listing Rule 10.11 and for all other purposes, Shareholders approve the issue of up to 1,694,915 Shares at an issue price of \$0.059 each per Share to Mr Dan Tenardi (or his nominee) on the terms and conditions in the Explanatory Statement.”*

**Short Explanation:** The proposed placement of 1,694,915 Shares at an issue price of \$0.059 per Share (\$100,000) to Mr Dan Tenardi (or his nominee), represents the second part of tranche 2 of the share placement announced by the Company on 10 August 2015. Shareholder approval is required under ASX Listing Rule 10.11 for the placement of the Shares to Mr Tenardi (or his nominee) because Mr Tenardi is a related party of the Company. The shares will be issued to Mr Tenardi on the same terms and conditions as the other shares issued to non-related parties (such as Melewar IIC). Refer to the Explanatory Statement for details.

**Voting Exclusion:** *The Company will disregard any votes cast on this Resolution by Mr Dan Tenardi (and his nominees) and any of their associates. However, the Company will not disregard a vote if:*

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

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**6. RESOLUTION 5 – APPROVAL OF THE PLACEMENT OF SHARES RESULTING FROM THE FULL OR PARTIAL EXERCISE OF LENDER CONVERSION RIGHTS PURSUANT TO THE PLATINUM ROAD LOAN**

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

*“That, for the purpose of ASX Listing Rule 7.1 and for all other purposes, Shareholder approval is given for the Company to issue up to 13,813,562 Shares at an issue price of \$0.059 per Share to various sophisticated and professional investors, as a result the full or partial conversion of loan amounts pursuant to the Platinum Road Loan as set out in the Explanatory Statement.”*

**Short Explanation:** Approval is being sought for the issue of up to 13,813,562 Shares by the Company at an issue price of \$0.059 per share (\$815,000) pursuant to the rights of the Platinum Road Loan lenders (that as a condition of the loan, have a right to convert the loan amounts to Shares of the Company at the lesser price of \$0.10 per share or the price that Shares were placed by the Company prior to the loan repayment date of 27 October 2015), to convert the loan amount to fully paid ordinary shares of the Company at \$0.059 per share should the lenders elect to convert some or all of the loans to Shares after the date of the Annual General Meeting. The maximum number of Shares that the Company may issue pursuant to this resolution is 13,813,562 and the effect of shareholders approving this resolution is that the Company can issue the shares without impacting on its 15% and 10% annual placement capacity under ASX Listing Rules 7.1 and 7.1A . Refer to the Explanatory Statement for details.

**Voting Exclusion:** *The Company will disregard any votes cast on this Resolution by any person who may participate in the proposed issue and a person who might obtain a benefit, except a benefit solely in the capacity of a holder of ordinary securities, if the Resolution is passed and any associates of those persons. 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 directions on the Proxy Form, or, it is cast by the person chairing the meeting as proxy for a person who is entitled to vote, in accordance with a direction on the Proxy Form to vote as the proxy decides.*

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**7. RESOLUTION 6 – RATIFICATION OF THE PLACEMENT OF SHARES RESULTING FROM THE FULL OR PARTIAL EXERCISE OF LENDER CONVERSION RIGHTS PURSUANT TO THE PLATINUM ROAD LOAN**

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

*“That, for the purpose of ASX Listing Rule 7.4 and for all other purposes, Shareholder ratify the issue of up to 13,813,562 Shares at an issue price of \$0.059 per Share to various sophisticated and professional investors, as a result the full or partial conversion of loan amounts pursuant to the Platinum Road Loan as set out in the Explanatory Statement.”*

**Short Explanation:** Approval is being sought for the ratification of the issue of up to 13,813,562 Shares by the Company at an issue price of \$0.059 per share (\$815,000) pursuant to the rights of the Platinum Road Loan lenders (that as a condition of the loan, have a right to convert the loan amounts to Shares of the Company at the lesser price of \$0.10 per share or the price that Shares were placed by the Company prior to the loan repayment date of 27 October 2015), to convert the loan amount to fully paid ordinary shares of the Company at \$0.059 per share, should the lenders have converted some or all of the loans to Shares prior to the Annual General Meeting. The effect of shareholders

approving this resolution is that the issue of the shares by the Company will not impact the Company's 15% and 10% annual placement capacity under ASX Listing Rules 7.1 and 7.1A . Refer to Explanatory Statement for details.

**Voting Exclusion:** *The Company will disregard any votes cast on this Resolution by a person who participated in the issue and any associates of those persons. 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 directions on the Proxy Form, or, it is cast by the person chairing the meeting as proxy for a person who is entitled to vote, in accordance with a direction on the Proxy Form to vote as the proxy decides.*

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## 8. RESOLUTION 7 – APPROVAL OF 10% PLACEMENT CAPACITY

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

*“That, for the purpose of ASX Listing Rule 7.1A and for all other purposes, approval is given for the issue of Equity Securities totalling up to 10% of the issued capital of the Company at the time of issue, calculated in accordance with the formula prescribed in Listing Rule 7.1A.2 and on the terms and conditions set out in the Explanatory Statement.”*

**Short Explanation:** Approval is being sought for the Company to issue new shares of up to 10% of its total shares on issue 12 months prior to the proposed new share issue under ASX Listing Rule 7.1A, which is additional to the 15% annual placement capacity that is available to the Company under ASX Listing Rule 7.1., this will provide the Company with flexibility to raise capital during the next 12 months over and above the 15% placement capacity.

**Voting Exclusion:** *The Company will disregard any votes cast on this Resolution by any person who may participate in the issue of Equity Securities under this Resolution and a person who might obtain a benefit, except a benefit solely in the capacity of a holder of ordinary securities, if the Resolution is passed and any associates of those persons. However, the Company will 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 directions on the Proxy Form, or, it is cast by the person chairing the meeting as proxy for a person who is entitled to vote, in accordance with a direction on the Proxy Form to vote as the proxy decides.*

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## 9. RESOLUTION 8 – RE-ELECTION OF DIRECTOR – MR LUKE ATKINS

Under the Company's constitution one third of Directors must retire at the Company's Annual General Meeting. Mr Atkins is therefore retiring and seeking re-election.

The Company is seeking the re-election of Mr Atkins due to his extensive corporate experience and believe that he is a valuable asset to the Board. Accordingly, the Company proposes that Shareholders consider and, if thought fit, to pass, with or without amendment, the following resolution as an **ordinary resolution**:

*“That, for the purpose of clause 13.2 of the Constitution, ASX Listing Rule 14.4 and for all other purposes, Luke Atkins, a Director, retires by rotation, and being eligible, is re-elected as a Director.”*

**Short Explanation:** Mr Luke Atkins retires as a director of the Company, and being eligible seeks re-election as a director of the Company under this Resolution.

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**10. RESOLUTION 9 – RE-ELECTION OF DIRECTOR – MR DAN TENARDI**

Under the Company's constitution one third of Directors must retire at the Company's Annual General Meeting. Mr Tenardi is therefore retiring and seeking re-election.

The Company is seeking the re-election of Mr Tenardi due to his 40 years of experience as a global resource executive in the global mining and minerals processing sectors, including the Alumina industry and believe he is a valuable asset to the Board. Accordingly, the Company proposes that Shareholders consider and, if thought fit, to pass, with or without amendment, the following resolution as an **ordinary resolution**:

*"That, for the purpose of clause 13.2 of the Constitution, ASX Listing Rule 14.4 and for all other purposes, Dan Tenardi, a Director, retires by rotation, and being eligible, is re-elected as a Director."*

**Short Explanation:** Mr Dan Tenardi retires as a director of the Company, and being eligible seeks re-election as a director of the Company under this Resolution.

**BY ORDER OF THE BOARD**



**SHANE VOLK  
COMPANY SECRETARY  
ALTECH CHEMICALS LIMITED**

**9 SEPTEMBER 2015**



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## **EXPLANATORY STATEMENT**

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This Explanatory Statement has been prepared to provide information that 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.

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### **1. ACTION TO BE TAKEN BY SHAREHOLDERS**

Shareholders should read the Notice and this Explanatory Memorandum carefully before deciding how to vote on the Resolutions.

#### **1.1 Proxies**

A Proxy Form is attached to the Notice. This is to be used by Shareholders if they wish to appoint a representative (a 'proxy') to vote in their place. All Shareholders are invited and encouraged to attend the Meeting or, if they are unable to attend in person, sign and return the Proxy Form to the Company in accordance with the instructions thereon. Lodgement of a Proxy Form will not preclude a Shareholder from attending and voting at the Meeting in person.

Please note that:

- (a) a member of the Company entitled to attend and vote at the Annual General Meeting is entitled to appoint a proxy;
- (b) a proxy need not be a member of the Company; and
- (c) a member of the Company 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.

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### **2. FINANCIAL STATEMENTS AND REPORTS**

In accordance with section 317 of the Corporations Act, 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 2015 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 <http://www.altechchemicals.com>.

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### **3. RESOLUTION 1 – ADOPTION OF REMUNERATION REPORT**

#### **3.1 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 company or 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 a financial year.

The chair of the meeting must allow a reasonable opportunity for its shareholders to ask questions about or make comments on the remuneration report at the annual general meeting.

### 3.2 Voting consequences

Under changes to the Corporations Act which came into effect on 1 July 2011, a company is required to put to its shareholders a resolution proposing the calling of another meeting of shareholders to consider the appointment of directors of the company (**Spill Resolution**) if, at consecutive annual general meetings, at least 25% of the votes cast on a remuneration report resolution are voted against adoption of the remuneration report and at the first of those annual general meetings a Spill Resolution was not put to vote. If required, the Spill Resolution must be put to vote at the second of those annual general meetings.

If more than 50% of votes cast are in favour of the Spill Resolution, the company must convene a shareholder meeting (**Spill Meeting**) within 90 days of the second annual general meeting.

All of the directors of the company who were in office when the directors' report (as included in the company's annual financial report for the most recent financial year) 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 of the company is approved will be the directors of the company.

### 3.3 Previous voting results

At the Company's previous annual general meeting the votes cast against the remuneration report considered at that annual general meeting were less than 25%. Accordingly, the Spill Resolution is not relevant for this Annual General Meeting.

### 3.4 Proxy voting restrictions

Shareholders appointing a proxy for this Resolution should note the following:

Proxy	Directions given	No directions given
Key Management Personnel <sup>1</sup>	Vote as directed	Unable to vote <sup>3</sup>
Chair <sup>2</sup>	Vote as directed	Able to vote at discretion of Proxy <sup>4</sup>
Other	Vote as directed	Able to vote at discretion of Proxy

Notes:

<sup>1</sup> Refers to Key Management Personnel (other than the Chair) whose remuneration details are included in the Remuneration Report, or a Closely Related Party of such a member.

<sup>2</sup> Refers to the Chair (where he/she is also a member of the Key Management Personnel whose remuneration details are included in the Remuneration Report), or a Closely Related Party of such a member).

<sup>3</sup> Undirected proxies granted to these persons will not be voted and will not be counted in calculating the required majority if a poll is called on this Resolution.

<sup>4</sup> The Proxy Form notes it is the Chair's intention to vote all undirected proxies in favour of all Resolutions.

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**4. RESOLUTIONS 2, 3 AND 4 – RATIFICATION OF PRIOR ISSUE OF SHARES, APPROVAL OF SHARE PLACEMENT TO MELEWAR IIC, APPROVAL OF PLACEMENT OF SHARES TO A DIRECTOR - MR DAN TENARDI**

**4.1 General**

On 10 August 2015, the Company made an ASX announcement that it had resolved to raise \$1,129,500 million via the placement of Shares at an issue price of \$0.059 per Share, which represented a ~10% discount to the 5 day VWAP of the Company's shares as traded on the ASX on the date on which the placement price was set, and that the placement would be made in two tranches:

Tranche 1: The placement of 8,974,576 Shares at an issue price of \$0.059 per Share (\$529,500), comprising 8,474,576 Shares (\$500,000) to Melewar IIC and 500,000 Shares (\$29,500) to a sophisticated investor, both exempt from disclosure under the Corporations Act. The Tranche 1 placement was completed on 11 August 2015.

Tranche 2: The placement of 10,169,492 Shares at an issue price of \$0.059 per Share (\$600,000), comprising 8,474,577 Shares (\$500,000) to Melewar IIC and 1,694,915 Shares (\$100,000) to Mr Dan Tenardi a non-executive director of the Company, both exempt from disclosure under the Corporations Act. The placement of the Tranche 2 Shares is contingent on obtaining the approval of shareholders.

**4.2 Tranche 1 placement**

The Tranche 1 placement was issued by the Company in accordance with ASX Listing Rule 7.1A.

ASX Listing Rule 7.1A came into effect on 1 August 2012 and enables an Eligible Entity to seek shareholder approval at its annual general meeting to issue Equity Securities in addition to those under the Eligible Entity's 15% annual placement capacity available to it under ASX Listing Rule 7.1.

The exact number of Equity Securities that the Company may issue under an approval under ASX Listing Rule 7.1A is calculated according to the following formula:

$$(A \times B) - C$$

Where:

- A** is the number of Shares on issue 12 months before the date of issue or agreement:
- (a) plus the number of Shares issued in the previous 12 months under an exception in ASX Listing Rule 7.2;
  - (b) plus the number of partly paid shares that became fully paid in the previous 12 months;
  - (c) plus the number of Shares issued in the previous 12 months with approval of holders of Shares under ASX Listing Rules 7.1 and 7.4. This does not include an issue of fully paid ordinary shares under the entity's 15% placement capacity without shareholder approval; and
  - (d) less the number of Shares cancelled in the previous 12 months.
- B** is 10%.
- C** 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 issue or agreement to issue that are not issued with the approval of holders of Ordinary Securities under ASX Listing Rule 7.1 or 7.4.

The Company is an Eligible Entity and did obtained approval from Shareholders at its 2014 General Meeting on 5 November 2014 pursuant to Listing Rule 7.1A.

ASX Listing Rule 7.4 sets out an exception to ASX Listing Rules 7.1. and 7.1A and provides that where a company in general meeting ratifies the previous issue of securities made pursuant to ASX Listing Rule 7.1 and/or 7.1A (and provided that the previous issue did not breach ASX Listing Rule 7.1 and/or 7.1A) those securities will be deemed to have been made with shareholder approval for the purpose of ASX Listing Rule 7.1 and/or 7.1A.

**Resolution 2** seeks Shareholder ratification pursuant to ASX Listing Rule 7.4 for the issue of the 8,974,576 Shares that was completed on 11 August 2015. By ratifying this issue, the Company will retain the flexibility to issue equity securities in the future under ASX Listing Rule 7.1A, subject to shareholders approving Resolution 7.

#### Technical information required by ASX Listing Rule 7.5

ASX Listing Rule 7.5 requires that the following information be provided to Shareholder for the purpose of obtaining Shareholder ratification pursuant to ASX Listing Rule 7.4:

- (a) the total number of Shares issued by the Company was 8,974,576;
- (b) the Shares were issued at an issue price of \$0.059 each per Share;
- (c) the Shares issued were all fully paid ordinary shares in the capital of the Company issued on the same terms and conditions as the Company's existing Shares;
- (d) the Shares were issued prior to the Meeting to sophisticated investors Melewar IIC and Dilkara Nominees Pty Ltd, in accordance with section 708(8) of the Corporations Act and neither investor is a related party to the Company;
- (e) the funds raised from this issue are to be applied towards the commencement of detailed design for the Company's proposed high purity alumina (HPA) plant, and for corporate and general working capital purposes; and
- (f) a voting exclusion statement is included in the Notice.

### **4.3 Tranche 2 placement**

#### **4.3.1 \$500,000 placement of Shares to Melewar IIC Limited**

Resolution 3 seeks Shareholder approval for the issue of up to 8,474,577 Shares at an issue price of \$0.059 per Share (\$500,000) to Melewar IIC (**Placement**).

ASX Listing Rule 7.1 provides that a company must not, subject to specified exceptions, issue or agree to issue more equity securities during any 12 month period than that amount which represents 15% of the number of fully paid ordinary securities on issue at the commencement of that 12 month period and in addition, on 5 November 2014 shareholders passed a resolution in accordance with ASX Listing Rule 7.1A, allowing the Company to issue a further 10% of the Company's shares for a period of 12 months after the meeting date, without subsequent shareholder approval.

The effect of Resolution 3 will be to allow the Company to issue the Shares pursuant to the Placement during the period of 3 months after the Meeting (or a longer period, if allowed by ASX), without using the Company's 15% annual placement capacity or the Company's 10% additional placement capacity.

#### Technical information required by ASX Listing Rule 7.3

Pursuant to and in accordance with ASX Listing Rule 7.3, the following information is provided in relation to the Placement:

- (a) the maximum number of Shares to be issued by the Company is 8,474,577;
- (b) the Shares will be issued no later than 3 months after the date of the Meeting (or such later date to the extent permitted by any ASX waiver or modification of the ASX Listing Rules) and it is intended that issue of the Shares will occur on the same date;
- (c) the Shares will be issued at an issue price of \$0.059 each per Share;

- (d) the Shares will be all fully paid ordinary shares in the capital of the Company issued on the same terms and conditions as the Company's existing Shares;
- (e) the Shares will be issued to Melewar IIC, a sophisticated investor except from disclosure in accordance with section 708(8) of the Corporations Act and Melewar IIC is not a related party to the Company;
- (f) the funds raised from this issue are to be applied towards the commencement of detailed design for the Company's proposed high purity alumina (HPA) plant, and for corporate and general working capital purposes; and
- (g) a voting exclusion statement is included in the Notice.

#### **4.3.2 \$100,000 placement of Shares to Company Director – Mr Dan Tenardi**

Resolution 4 seeks approval for the Company to issue up of 1,694,915 Shares at an issue price of \$0.059 per Share (\$100,000) to Mr Dan Tenardi (or his nominee) a Director and related party of the Company.

##### General

On 10 August 2015 the Company made an ASX announcement that it had resolved to raise \$1,125,000 via the placement of Shares at an issue price of \$0.059 each per Share, which represented a ~10% discount to the 5 day VWAP of the Company's shares as traded on the ASX on the date on which the placement price was set. The placement was made to sophisticated investors who are exempt from disclosure pursuant to section 708(8) of the Corporations Act. Mr Dan Tenardi, a Director, intends to participate in the placement but this is subject to shareholder approval.

Resolution 4 seeks Shareholder approval for the in the issue of up to 1,694,915 Shares to Mr Dan Tenardi (or his nominee) arising from the participation by Mr Dan Tenardi in the placement (**Participation**).

The terms and conditions upon which the Shares will be issued to Mr Dan Tenardi will be the same as other participants who participated in the Placement.

#### **Chapter 2E of the Corporations Act**

For a public company, or an entity that the public company controls, to give a financial benefit to a related party of the public company, the public company or entity must:

- (a) obtain the approval of the public company's members in the manner set out in sections 217 to 227 of the Corporations Act; and
- (b) give the benefit within 15 months following such approval,

unless the giving of the financial benefit falls within an exception set out in sections 210 to 216 of the Corporations Act.

The Participation will result in the issue of Shares which constitutes giving a financial benefit and Mr Dan Tenardi is a related party of the Company by virtue of being a Director.

The Directors (other than Mr Dan Tenardi who has a material personal interest in the Resolution) consider that Shareholder approval pursuant to Chapter 2E of the Corporations Act is not required in respect of the Participation because the Shares will be issued to Mr Dan Tenardi on the same terms as Shares issued to non-related party participants in the placement and as such the giving of the financial benefit is on arm's length terms.

##### ASX Listing Rule 10.11

ASX Listing Rule 10.11 also requires shareholder approval to be obtained where an entity issues, or agrees to issue, securities to a related party, or a person whose relationship with the entity or a related party is, in ASX's opinion, such that approval should be obtained unless an exception in ASX Listing Rule 10.12 applies.

Shareholder approval is required under ASX Listing Rule 10.11 because Mr Tenardi is a director of the Company and as such is a related party of the Company. It is the view of the Directors that the exceptions set out in ASX Listing Rule 10.12 do not apply in the current circumstances.

ASX Listing Rule 10.11 restricts the Company's ability to issue securities to directors unless approval is obtained from Shareholders. The effect of passing Resolution 4 will be to allow the Company to issue a maximum of up to 1,694,915 Shares to Mr Dan Tenardi (or his nominees) within one (1) month after the Meeting (or a longer period, if allowed by ASX) without breaching Listing Rule 10.11 or using up the Company's 15% placement capacity under ASX Listing Rule 7.1 of its 10% placement capacity under ASX Listing Rule 7.1A.

#### Technical information required by ASX Listing Rule 10.13

ASX Listing Rule 10.13 requires that the following information be provided to Shareholders for the purpose of obtaining Shareholder approval pursuant to ASX Listing Rule 10.11:

- (a) the Shares shall be issued to Mr Dan Tenardi (or his nominee);
- (b) the maximum number of Shares the Company will issue is 1,694,915;
- (c) the Shares will be issued no later than one (1) month after the date of the Meeting, or such longer period of time as ASX may in its discretion allow;
- (d) Shares will be issued by the Company at an issue price of \$0.059 each per Share, being the same as all other Shares issued under the placement;
- (e) the Shares will be all fully paid ordinary shares in the capital of the Company issued on the same terms and conditions as the Company's existing Shares;
- (f) the funds raised from this issue are to be applied towards the commencement of detailed design for the Company's proposed high purity alumina (HPA) plant, and for corporate and general working capital purposes; and
- (g) voting exclusion statements are included in the Notice.

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#### **5. RESOLUTION 5 – APPROVAL OF THE PLACEMENT OF SHARES RESULTING FROM THE FULL OR PARTIAL EXERCISE OF LENDER CONVERSION RIGHTS PURSUANT TO THE PLATINUM ROAD LOAN**

The purpose of Resolution 5 is to approve the issue of any Loan Shares (following conversion under the Platinum Road Loan) that are issued after the date of the Meeting, and thus approval is being sought under Listing Rule 7.1. On the other hand, Resolution 6 has been included to ensure that approval is sought for any Loan Shares that are issued (following conversion under the Platinum Road Loan) before the date of this Meeting, and thus need to be "ratified" under Listing Rule 7.4. The total amount of Shares that may be issued under both Resolutions 5 & 6 is 13,813,562 Shares.

Resolution 5 seeks Shareholder approval for the issue of up to 13,813,562 Shares at an issue price of \$0.059 per Share (\$815,000) to various professional and sophisticated investors pursuant to their conversion rights under the Platinum Road Loan (**Loan Shares**).

A summary of ASX Listing Rule 7.1 is set out in section 4.2 above.

The effect of Resolution 5 will be to allow the Company to issue the Shares pursuant to the lenders rights to convert loan amounts to Shares, without using the Company's 15% annual placement capacity or the Company's 10% additional placement capacity during the period of 3 months after the Meeting (or a longer period, if allowed by ASX).

#### Technical information required by ASX Listing Rule 7.3

Pursuant to and in accordance with ASX Listing Rule 7.3, the following information is provided in relation to the Placement:

- (a) the maximum number of Shares to be issued by the Company is 13,813,562;

- (b) the Shares will be issued no later than 3 months after the date of the Meeting (or such later date to the extent permitted by any ASX waiver or modification of the ASX Listing Rules) and it is intended that issue of the Shares will occur on the same date;
- (c) the Shares will be issued at an issue price of \$0.059 each per Share;
- (d) the Shares will be all fully paid ordinary shares in the capital of the Company issued on the same terms and conditions as the Company's existing Shares;
- (e) the Shares will be issued to the following sophisticated investors that are not related parties to the Company:

Mr Lindsay George Dudfield & Mrs Yvonne Sheila Dudfield	5,762,712
A&K Moore Nominees Pty Ltd	1,271,186
Elgar Park Pty Ltd	847,458
B&B Property Developments Pty Ltd	847,458
Mr Adam David Shakespeare & Mrs Karishma Renee Shakespeare	847,458
Mrs Dianne Joan Shakespeare	847,458
Mr Mario Vallese and Mrs Loretta Vallese	847,458
LJ & K Thompson Pty Ltd	847,458
Mr Jason Kean Teik Quah	847,458
Kanahooka Holdings Pty Ltd	847,458
<b>Total Shares to be issued</b>	<b>13,813,562</b>

- (f) the funds raised from this issue are to be applied towards the commencement of detailed design for the Company's proposed high purity alumina (HPA) plant, and for corporate and general working capital purposes; and
- (g) a voting exclusion statement is included in the Notice.

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**6. RESOLUTION 6 – RATIFICATION OF THE PLACEMENT OF SHARES RESULTING FROM THE FULL OR PARTIAL EXERCISE OF LENDER CONVERSION RIGHTS PURSUANT TO THE PLATINUM ROAD LOAN**

Approval under this Resolution 6 has been included to ensure that approval is sought for any Loan Shares that are issued (following conversion under the Platinum Road Loan) before the date of this Meeting, and thus need to be "ratified" under Listing Rule 7.4. The total amount of Shares that may be issued under both Resolutions 5 & 6 is 13,813,562 Shares. The purpose of Resolution 5 (above) is to approve the issue of any Loan Shares (following conversion under the Platinum Road Loan) that are issued after the date of the Meeting, and thus approval under that Resolution is being sought under Listing Rule 7.1.

The Company has issued up to 13,813,562 Shares at an issue price of \$0.059 per Share (\$815,000) to various professional and sophisticated investors pursuant to their conversion rights under the Platinum Road Loan.

Resolution 6 seeks Shareholder ratification pursuant to ASX Listing Rule 7.4 for the issue of those Shares (**Ratification**).

A summary of ASX Listing Rule 7.1 is set out in section 4.2 above.

ASX Listing Rule 7.4 sets out an exception to ASX Listing Rule 7.1. It provides that where a company in general meeting ratifies the previous issue of securities made pursuant to ASX Listing Rule 7.1 (and provided that the previous issue did not breach ASX Listing Rule 7.1) those securities will be deemed to have been made with shareholder approval for the purpose of ASX Listing Rule 7.1.

By ratifying this issue, the Company will retain the flexibility to issue equity securities in the future up to the 15% annual placement capacity set out in ASX Listing Rule 7.1 without the requirement to obtain prior Shareholder approval.

#### Technical information required by ASX Listing Rule 7.4

Pursuant to and in accordance with ASX Listing Rule 7.5, the following information is provided in relation to the Placement:

- (a) Up to 13,813,562 Shares were issued;
- (b) The issue price was \$0.059 per Share;
- (c) the Shares issued were all fully paid ordinary shares in the capital of the Company issued on the same terms and conditions as the Company's existing Shares;
- (d) the Shares were issued to the following sophisticated investors that are not related parties to the Company:

Mr Lindsay George Dudfield & Mrs Yvonne Sheila Dudfield	5,762,712
A&K Moore Nominees Pty Ltd	1,271,186
Elgar Park Pty Ltd	847,458
B&B Property Developments Pty Ltd	847,458
Mr Adam David Shakespeare & Mrs Karishma Renee Shakespeare	847,458
Mrs Dianne Joan Shakespeare	847,458
Mr Mario Vallese and Mrs Loretta Vallese	847,458
LJ & K Thompson Pty Ltd	847,458
Mr Jason Kean Teik Quah	847,458
Kanahooka Holdings Pty Ltd	847,458
<b>Total Shares to be issued</b>	<b>13,813,562</b>

- (e) the funds raised from this issue will be applied towards the commencement of detailed design for the Company's proposed high purity alumina (HPA) plant, and for corporate and general working capital purposes; and
- (f) a voting exclusion statement is included in the Notice.

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## **7. RESOLUTION 7 – APPROVAL OF 10% PLACEMENT CAPACITY**

### **7.1 General**

ASX Listing Rule 7.1A provides that an Eligible Entity may seek Shareholder approval at its annual general meeting to allow it to issue Equity Securities up to 10% of its issued capital (**10% Placement Capacity**).

The Company is an Eligible Entity.

If Shareholders approve Resolution 7, the number of Equity Securities the Eligible Entity may issue under the 10% Placement Capacity will be determined in accordance with the formula prescribed in ASX Listing Rule 7.1A.2 (as set out in Section 7.2 below).

The effect of Resolution 7 will be to allow the Directors to issue Equity Securities up to 10% of the Company's fully paid ordinary securities on issue under the 10% Placement Capacity during the period up to 12 months after the Meeting, without subsequent Shareholder approval and without using the Company's 15% annual placement capacity granted under ASX Listing Rule 7.1.

Resolution 7 is a special resolution. Accordingly, at least 75% of votes cast by Shareholders present and eligible to vote at the Meeting must be in favour of Resolution 7 for it to be passed.

### **7.2 ASX Listing Rule 7.1A**

ASX Listing Rule 7.1A came into effect on 1 August 2012 and enables an Eligible Entity to seek shareholder approval at its annual general meeting to issue Equity Securities in addition to those under the Eligible Entity's 15% annual placement capacity.

An Eligible Entity is one that, as at the date of the relevant annual general meeting:



- (a) is not included in the A&P/ASX 300 Index; and
- (b) has a maximum market capitalisation (excluding restricted securities and securities quoted on a deferred settlement basis) of \$300,000,000.

The Company is an Eligible Entity as it is not included in the A&P/ASX 300 Index and has a current market capitalisation of approximately \$11,348,081.

Any Equity Securities issued must be in the same class as an existing class of quoted Equity Securities. The Company currently has two classes of quoted Equity Securities on issue, being the Shares and listed Options.

The exact number of Equity Securities that the Company may issue under an approval under ASX Listing Rule 7.1A will be calculated according to the following formula:

$$(A \times B) - C$$

Where:

- A** is the number of Shares on issue 12 months before the date of issue or agreement:
  - (a) plus the number of Shares issued in the previous 12 months under an exception in ASX Listing Rule 7.2;
  - (b) plus the number of partly paid shares that became fully paid in the previous 12 months;
  - (c) plus the number of Shares issued in the previous 12 months with approval of holders of Shares under ASX Listing Rules 7.1 and 7.4. This does not include an issue of fully paid ordinary shares under the entity's 15% placement capacity without shareholder approval; and
  - (d) less the number of Shares cancelled in the previous 12 months.
- B** is 10%.
- C** 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 issue or agreement to issue that are not issued with the approval of holders of Ordinary Securities under ASX Listing Rule 7.1 or 7.4.

### 7.3 Technical information required by ASX Listing Rule 7.1A

Pursuant to and in accordance with ASX Listing Rule 7.3A, the information below is provided in relation to this Resolution 7:

- (a) **Minimum Price**

The minimum price at which the Equity Securities may be issued is 75% of the volume weighted average price of Equity Securities in that class, calculated over the 15 ASX trading days on which trades in that class were recorded 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 (five) ASX trading days of the date in paragraph 7.3(a)(i), the date on which the Equity Securities are issued.
- (b) **Date of Issue**

The Equity Securities may be issued under the 10% Placement Capacity commencing on the date of the Meeting and expiring on the first to occur of the following:

  - (i) 12 months after the date of this Meeting; and

- (ii) the date of approval by Shareholders of any transaction under ASX Listing Rules 11.1.2 (a significant change to the nature or scale of the Company's activities) or 11.2 (disposal of the Company's main undertaking) (after which date, an approval under ASX Listing Rule 7.1A ceases to be valid),

**(10% Placement Capacity Period).**

**(c) Risk of voting dilution**

Any issue of Equity Securities under the 10% Placement Capacity will dilute the interests of Shareholders who do not receive any Shares under the issue.

If Resolution 7 is approved by Shareholders and the Company issues the maximum number of Equity Securities available under the 10% Placement Capacity, the economic and voting dilution of existing Shares would be as shown in the table below.

The table below shows the dilution of existing Shareholders calculated in accordance with the formula outlined in ASX Listing Rule 7.1A(2), on the basis of the current market price of Shares and the current number of Equity Securities on issue as at the date of this Notice.

The table also shows the voting dilution impact where the number of Shares on issue (Variable A in the formula) changes and the economic dilution where there are changes in the issue price of Shares issued under the 10% Placement Capacity.

Number of Shares on Issue (Variable "A" in Listing Rule 7.1A2)	Issue Price (per Share)	Dilution		
		\$0.0425 (50% decrease in current issue price)	\$0.085 (Current issue price)	\$0.17 (100% increase in current issue price)
150,128,447 (Current Variable A)	Shares issued – 10% voting dilution	15,012,845	15,012,845	15,012,845
	Funds Raised	\$638,046	\$1,276,092	\$2,552,184
225,192,670 (50% increase in Variable A)*	Shares issued – 10% voting dilution	22,519,267	22,519,267	22,519,267
	Funds Raised	\$957,069	\$1,914,138	\$3,828,275
300,256,894 (100% increase in Variable A)*	Shares issued – 10% voting dilution	30,025,689	30,025,689	30,025,689
	Funds Raised	\$1,276,092	\$2,552,184	\$5,104,367

\* The number of Shares on issue (Variable A in the formula) could increase as a result of the issue of Shares that do not require Shareholder approval (such as under a pro-rata rights issue or scrip issued under a takeover offer) or that are issued with Shareholder approval under ASX Listing Rule 7.1.

**The table above uses the following assumptions:**

1. There are currently 150,128,447 shares on issue comprising:
  - (a) 126,089,793 existing Shares as at the date of this Notice of Meeting;
  - (b) 8,474,577 Shares which will be issued if Resolution 3 is passed at this Meeting;
  - (c) 1,694,915 Shares which will be issued if Resolution 4 is passed;
  - (d) 13,813,562 Shares are issued as a result of the conversion of all of the Platinum Road Loan to Shares at the issue price of \$0.059 per share; and
  - (e) 55,600 Employee Performance Rights awarded to Mr Michael O'Mara that vest and convert to Shares on 5 October 2015.
2. No Options are exercised before the date of the issue of the Equity Securities
3. No Employee Performance Rights, other than as set out in 1(e) above, vest and convert to Shares before the date of the issue of the Equity Securities.
4. The issue price set out above is the closing price of the Shares on the ASX on 9 September 2015.
5. The Company issues the maximum possible number of Equity Securities under the 10% Placement Capacity.
6. The Company has issued Shares in the previous 12 months. The Company has not issued any other Equity Securities in the 12 months prior to the Meeting that were not issued under an exception in ASX Listing Rule 7.2 or with approval under ASX Listing Rule 7.1. or 7.1A.
7. The issue of Equity Securities under the 10% Placement Capacity consists only of Shares. If the issue of Equity Securities includes quoted Options, it is assumed that those quoted Options are exercised into Shares for the purpose of calculating the voting dilution effect on existing Shareholders.
8. The calculations above do not show the dilution that any one particular Shareholder will be subject to. All Shareholders should consider the dilution caused to their own shareholding depending on their specific circumstances.
9. This table does not set out any dilution pursuant to approvals under ASX Listing Rule 7.1.
10. The 10% voting dilution reflects the aggregate percentage dilution against the issued share capital at the time of issue. This is why the voting dilution is shown in each example as 10%.
11. The table does not show an example of dilution that may be caused to a particular Shareholder by reason of placements under the 10% Placement Capacity, based on that Shareholder's holding at the date of the Meeting.

Shareholders should note that there is a risk that:

- (i) the market price for the Company's Shares may be significantly lower on the issue date than on the date of the Meeting; and
- (ii) the Shares may be issued at a price that is at a discount to the market price for those Shares on the date of issue.

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

The Company may issue Equity Securities under the 10% Placement Capacity for the following purposes:

- (i) as cash consideration in which case the Company intends to use funds raised for the continued development of the Company's High Purity Alumina Project, acquisition of new resources, assets and investments (including expenses associated with such an acquisition) and general working capital; or
- (ii) as non-cash consideration for the acquisition of new resources 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.

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 under the 10% Placement Capacity**

The Company's allocation policy for the issue of Equity Securities under the 10% Placement Capacity will be dependent on the prevailing market conditions at the time of the proposed placement(s).

The recipients of the Equity Securities to be issued under the 10% Placement Capacity have not yet been determined. However, the recipients of Equity Securities could consist of current Shareholders or new investors (or both), none of whom will be related parties of the Company. The Company will determine the recipients at the time of the issue under the 10% Placement Capacity, having regard to the following factors:

- (i) the purpose of the issue;
- (ii) alternative methods for raising funds available to the Company at that time, including, but not limited to, an entitlement issue or other offer where existing Shareholders may participate;
- (iii) the effect of the issue of the Equity Securities on the control of the Company;
- (iv) the circumstances of the Company, including, but not limited to, the financial position and solvency of the Company;
- (v) prevailing market conditions; and
- (vi) advice from corporate, financial and broking advisers (if applicable).

Further, if the Company is successful in acquiring new resources, assets or investments, it is likely that the recipients under the 10% Placement Capacity will be vendors of the new resources, assets or investments.

(f) **Previous Approval under ASX Listing Rule 7.1A**

The Company previously obtained approval from its Shareholders under ASX Listing Rule 7.1A at its annual general meeting held on 5 November 2014 (**Previous Approval**).

The Company has issued 8,974,576 Shares pursuant to the Previous Approval.

The Company has issued (net of converting securities) a total of 45,809,026 Equity Securities during the 12 months preceding the date of this Notice of Meeting, being on and from 16 October 2014, representing approximately 32.21% of the total diluted number of Equity Securities on issue in the Company on 16 October 2014, which were 142,241,415.

Information relating to issues of Equity Securities by the Company in the 12 months prior to the date of this Meeting is as follows:

Date	Recipients	Equity Security	Price (and discount to market if any)	Key terms	Amount Raised Use of Funds or non-cash Consideration
19-Nov-2014 Appendix 3B: 19 November 2014	Managing Director of the Company	15,000,000 Performance Rights <sup>3</sup>	Nil cash consideration (Performance based remuneration)	Issued to the managing director of the Company as approved by Shareholders at the Annual General Meeting held 5 November 2014.  The Performance Rights converted to Shares upon vesting conditions being satisfied.	Non-Cash Consideration - Performance based remuneration for services provided to the Company  Value at the time of issue \$1,150,000 and at the time of this notice is approximately \$765,000.

					Value of the converted rights at the date of this Notice is approximately \$425,000 <sup>7</sup>
29-Dec-2014 Appendix 3B (Revised): 5-Jan-2015	Various existing Shareholders	(a) 3,777,735 Shares <sup>2</sup> (b) 3,777,735 Options <sup>4</sup>	(a) \$0.10 per share, pursuant to the Entitlement Offer  (b) Nil cash consideration (free attaching to Shares on a 1:1 basis)	A 1:4 non-renounceable pro-rata Entitlement Offer to all existing shareholders at the record date of 1 December 2014.	Cash Amount raised \$377,334 before costs. Amount spent \$377,334.  The funds were applied to the HPA project Bankable Feasibility Study.
23-Feb-2015 Appendix 3B– 24-Feb-2015	Employees of the Company	226,880 Shares <sup>2</sup>	Nil cash consideration (Satisfaction of performance hurdles)	Employee Performance Rights were issued to employees under the Employee Performance Rights Plan approved by Shareholders at the Annual General Meeting held 5 November 2014.  The Performance Rights converted to Shares upon vesting conditions being satisfied.	Non-Cash Consideration - Performance based remuneration for services provided to the Company.  No funds raised, fair value calculated at time was \$23,822.  Value of the converted shares at the time of this notice is approximately \$19,285.
18-Mar-2015 Appendix 3B– 18-Mar-2015	Mrs Judith Melissa Tan (as trustee for the Tan Family Trust)	(a) 250,000 Shares <sup>2</sup> (b) 250,000 Options <sup>4</sup> (c) 5,250,000 Performance Rights <sup>3</sup>	(a) \$0.10 per share, pursuant to the Entitlement Offer  (b) Nil cash consideration (free attaching to Shares on a 1:1 basis)  (c) Nil cash consideration (Performance based remuneration)	(a) and (b) Subscription to a portion of the Shortfall from the 1:4 non-renounceable pro-rata Entitlement Offer, which was subject to shareholder approval that was obtained at a General Meeting held on 18 March 2015.  (c) The Performance Rights were issued to the Directors of the Company on the same terms and conditions as the Company Employee Performance Rights Plan approved by Shareholders at the Annual General Meeting held 5 November 2014.	Cash Amount raised \$25,000 before costs. Amount spent \$25,000  The funds were applied to the HPA project Bankable Feasibility Study. Non-Cash Consideration - Performance based remuneration for services provided to the Company. Value of the Performance Rights at the time of issue \$281,750 and at the time of this notice is approximately \$342,125.
31-Mar-2015 Appendix 3B– 1-Apr-2015	Consultant of the Company	2,500,000 Options <sup>5</sup>	No issue price (non-cash consideration).	The Options were issued for nil cash consideration for the provision of consulting services to the Company.	Non-Cash Consideration - Provision of consulting services to the Company.

					Value of the Options at the time of issue \$38,895 and at the time of this notice is approximately \$43,021
30-Apr-2015 Appendix 3B– 30-Apr-2015	Employees of the Company	4,200,000 Performance Rights <sup>3</sup>	Nil cash consideration (Performance based remuneration)	Employee Performance Rights were issued to employees under the Employee Performance Rights Plan approved by Shareholders at the Annual General Meeting held 5 November 2014.	Non-Cash Consideration - Performance based remuneration for services provided to the Company.  Value of the Performance Rights at the time of issue \$302,100 and at the time of this notice is approximately \$285,600.
18-May-2015 Appendix 3B– 18-May-2015	Employees of the Company	1,500,000 Performance Rights <sup>3</sup>	Nil cash consideration (Performance based remuneration)	Employee Performance Rights were issued to employees under the Employee Performance Rights Plan approved by Shareholders at the Annual General Meeting held 5 November 2014.	Non-Cash Consideration - Performance based remuneration for services provided to the Company  Value of the Performance Rights at the date of issue \$108,294 and at the time of this notice is approximately \$102,000
4-Aug-2015 Appendix 3B– 4-Aug-2015	Jane Carew-Reid	50,000 Shares <sup>2</sup>	Nil cash consideration (Satisfaction of performance hurdles)	Employee Performance Rights were issued to employees under the Employee Performance Rights Plan approved by Shareholders at the Annual General Meeting held 5 November 2014.  The Performance Rights converted to Shares upon vesting conditions being satisfied.	Non-Cash Consideration - Performance based remuneration for services provided to the Company  No funds raised, fair value calculated at time was \$4,300. Value of the converted shares at the time of this notice is approximately \$4,250. <sup>7</sup>
11-Aug-2015 Appendix 3B– 11-Aug-2015	(a) Melewar International Investment Company Limited (b) Dilkara Nominees Pty Ltd	(a) 8,474,576 Shares <sup>2</sup>  (b) 500,000 Shares <sup>2</sup>	(a) & (b) \$0.059 per Share, representing a ~23.5% discount to the 15 day VWAP of the shares as traded on the ASX	Share Placement to sophisticated investors under ASX Listing Rule 7.1A	Cash Amount raised \$529,500 before costs. Amount spent Nil Use of funds To commence detailed design for the Company's high purity alumina (HPA) plant and for corporate costs and working capital.

25-Aug-2015 Appendix 3B– 25-Aug-2015	(a) Ignatius Tan  (b) Yuying Qi	(a) 5,000,000 Shares <sup>2</sup>  (b) 52,100 Shares <sup>2</sup>	(a) & (b) Nil cash consideration  (Satisfaction of performance hurdles)	(a) Vesting of Tranche 1 Managing Director Performance Rights, as approved by Shareholders at an Annual General Meeting held 5 November 2014.  (b) Employee Performance Rights were issued to employees under the Employee Performance Rights Plan approved by Shareholders at the Annual General Meeting held 5 November 2014.  (a) & (b) The Performance Rights converted to Shares upon vesting conditions being satisfied.	Non-Cash Consideration:  Performance based remuneration for services provided to the Company  No funds raised, fair value calculated at time was (a) \$250,000 (b) \$4,481. Value of the converted shares at the time of this notice is approximately: (a)\$425,000 (b)\$4,429. <sup>7</sup>
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**Notes:**

1. *Market Price means the closing price on ASX (excluding special crossings, overnight sales and exchange traded option exercises). For the purposes of this table the discount is calculated on the Market Price on the last trading day on which a sale was recorded prior to the date of issue of the relevant Equity Securities.*
2. *Fully paid ordinary shares in the capital of the Company, ASX Code: ATC (terms are set out in the Constitution).*
3. *Performance Rights convertible to Shares upon attainment of pre-defined performance hurdles in accordance with the terms and conditions of the Company Performance Rights Plan, pursuant to Shareholder approval received at the Company's annual general meeting held on 5 November 2014.*
4. *Quoted Options, exercisable at \$0.10 each, on or before 15 December 2015.*
5. *Unquoted Options, exercisable at \$0.10 each, on or before 30 June 2016.*
6. *This is a statement of current intentions as at the date of this Notice. As with any budget, intervening events and new circumstances have the potential to affect the manner in which the funds are ultimately applied. The Board reserves the right to alter the way the funds are applied on this basis.*
7. *In respect of quoted Equity Securities the value is based on the closing price of the Shares \$0.085 on the ASX on the trading day prior to the date of this Notice. In respect of unquoted Equity Securities the value of the Rights and Options is measured using the Black & Scholes option pricing model. Measurement inputs include the Share price on the measurement date, the exercise price, the term of the Right or Option, the impact of dilution, the expected volatility of the underlying Share (based on weighted average historic volatility adjusted for changes expected due to publicly available information), the expected dividend yield and the risk free interest rate for the term of the Option.*

**(g) Compliance with ASX Listing Rules 7.1A.4 and 3.10.5A**

When the Company issues Equity Securities pursuant to the 10% Placement Capacity, it will give to ASX:

- (i) a list of the recipients of the Equity Securities and the number of Equity Securities issued to each (not for release to the market), in accordance with Listing Rule 7.1A.4; and
- (ii) the information required by Listing Rule 3.10.5A for release to the market.

**7.4 Voting Exclusion**

A voting exclusion statement is included in this Notice.

As at the date of this Notice, the Company has not invited any existing Shareholder to participate in an issue of Equity Securities under ASX Listing Rule 7.1A. Therefore, no existing Shareholders will be excluded from voting on Resolution 7.

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**8. RESOLUTION 8 & 9 – RE-ELECTION OF DIRECTORS – LUKE ATKINS & DAN TENARDI**

ASX Listing Rule 14.4 provides that 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.

Clause 13.2 of the Constitution requires that at the Company's annual general meeting in every year, one-third of the Directors for the time being, or, if their number is not a multiple of 3, then the number nearest one-third (rounded upwards in case of doubt), shall retire from office, provided always that no Director (except a Managing Director) shall hold office for a period in excess of 3 years, or until the third annual general meeting following his or her appointment, whichever is the longer, without submitting himself or herself for re-election.

The Directors to retire at an annual general meeting are those who have been longest in office since their last election, but, as between persons who became Directors on the same day, those to retire shall (unless they otherwise agree among themselves) be determined by drawing lots.

A Director who retires by rotation under clause 13.2 of the Constitution is eligible for re-election.

The Company currently has 4 Directors and accordingly, 2 must retire.

Messrs Luke Atkins and Dan Tenardi will retire in accordance with clause 13.2 of the Constitution and, being eligible, seek re-election.

***Dan Tenardi***

Mr Tenardi is a highly experienced mining executive with some 40 years in the industry, including with a number of global resource industry leaders across a range of commodities, including iron ore, gold, bauxite and copper. Mr Tenardi previously spent 13 years with Alcoa, at its bauxite mines in the Darling Range in Western Australia, and a further two years at Alco's Kwinana refinery.

***Luke Atkins***

Mr Atkins is a lawyer by profession and one of the founders of the Company. Mr Atkins brings to the board extensive experience in the areas of mining, exploration and corporate governance. Mr Atkins has had extensive experience in capital raisings and has held a number of executive and non-executive directorships of private and publicly listed companies, including a number of mining and exploration companies.

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**9. ENQUIRIES**

Shareholders are requested to contact the Company Secretary, Shane Volk, on (+61 8) 6168 1555 if they have any queries in respect of the matters set out in these documents.



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## GLOSSARY

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**10% Placement Capacity** has the meaning given in section 7.1 of the Explanatory Statement.

**\$** means Australian dollars.

**Annual General Meeting** or **Meeting** means the meeting convened by the Notice.

**ASIC** means the **Australian Securities & Investments Commission**.

**ASX** means ASX Limited (ACN 008 624 691) or the financial market operated by ASX Limited, as the context requires.

**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.

**Chair** means the chair of the Meeting.

**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 Altech Chemicals Limited (ACN 125 301 206).

**Constitution** means the Company's constitution.

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

**Directors** means the current directors of the Company.

**Eligible Entity** means an entity that, at the date of the relevant general meeting:

- (a) is not included in the A&P/ASX 300 Index; and
- (b) has a maximum market capitalisation (excluding restricted securities and securities quoted on a deferred settlement basis) of \$300,000,000.

**Equity Securities** includes a Share, a right to a Share or Option, an Option, a convertible security and any security that ASX decides to classify as an Equity Security.

**Explanatory Statement** means the explanatory statement accompanying 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 part of a consolidated entity, of an entity within the consolidated group.

**Loan Shares** has the meaning given in section 5 of the Explanatory Statement.

**Melewar IIC** means Melewar International Investment Company Limited, a company limited by shares and incorporated in the British Virgin Islands.

**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.

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

**Ordinary Securities** has the meaning set out in the ASX Listing Rules.

**Platinum Road Loan** means the loans totalling \$815,000 (inclusive of pre-paid interest) repayable on 27 October 2015 that are secured against the Company's future entitlement to research and development tax rebate and credits, which are estimated at \$849,068 for the 2014/15 financial year. Under the terms of the loans, the lenders are entitled to convert the loan amount (or part thereof in minimum increments of \$10,000 each) to fully paid ordinary shares of the Company at the lesser amount of \$0.10 per share, or the issue price of any Shares issued by the Company at any time between the loan commencement date and the repayment date of the loan amount (which is currently \$0.059 per Share, based on the share placement announced by the Company on 10 September 2015).

**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 2015.

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

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

**Shareholder** means a registered holder of a Share.

**Variable A** means "A" as set out in the calculation in section 7.1 of the Explanatory Statement.

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

**PROXY FORM**

**APPOINTMENT OF PROXY  
ALTECH CHEMICALS LIMITED  
ACN 125 301 206**

**ANNUAL GENERAL MEETING**

I/We   
of

being a member of ALTECH CHEMICALS LIMITED and being entitled to attend and vote at the Annual General Meeting, hereby

Appoint   
Name of proxy

OR  the Chair of the Annual General Meeting as your proxy

or failing the person so named or, if no person is named, the Chair of the Annual General Meeting, or the Chair's nominee, to vote in accordance with the following directions, or, if no directions have been given, and subject to the relevant laws as the proxy sees fit, at the Annual General Meeting to be held at 2:00pm (WST), on Thursday, 15 October 2015 at Suite 8, 295 Rokeby Road, Subiaco 6008, and at any adjournment thereof.

**The Chair intends to vote undirected proxies in favour of all Resolutions in which the Chair is entitled to vote.**

**Voting on Business of the Annual General Meeting**

	<b>FOR</b>	<b>AGAINST</b>	<b>ABSTAIN</b>
Resolution 1 – Adoption of Remuneration Report	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 2 – Ratification of prior issue of Shares	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 3 – Approval of a \$500,000 placement of Shares to Melewar IIC	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 4 – Approval of a \$100,000 placement of Shares to a Director - Mr Dan Tenardi	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 5 – Approval of the placement of shares pursuant to the Platinum Road Loan	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 6 – Ratification of the placement of shares pursuant to the Platinum Road Loan	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 7 – Approval of 10% placement capacity	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 8 – Re-election of Director: Luke Atkins	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 9 – Re-election of Director: Dan Tenardi	<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 to be counted in computing the required majority on a poll.

**Important for Resolution 1**

If you have not directed your proxy how to vote as your proxy in respect of Resolution 1 and the Chair is, or may by default be, appointed your proxy, you must mark the box below.

I/we direct the Chair to vote in accordance with his/her voting intentions (as set out above) on Resolution 1 (except where I/we have indicated a different voting intention above) and expressly authorise that the Chair may exercise my/our proxy even though Resolution 1 are connected directly or indirectly with the remuneration of a member of the Key Management Personnel and acknowledge that the Chair may exercise my/our proxy even if the Chair has an interest in the outcome of Resolution 1 and that votes cast by the Chair for Resolution 1, other than as proxy holder, will be disregarded because of that interest.

If the Chair is, or may by default be, appointed your proxy and you do not mark this box and you have not directed the Chair how to vote, the Chair will not cast your votes on Resolution 1 and your votes will not be counted in calculating the required majority if a poll is called on Resolution 1.

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

**Signature of Member(s):**

**Date:** \_\_\_\_\_

**Individual or Member 1**

**Member 2**

**Member 3**




**Sole Director/Company Secretary**

**Director**

**Director/Company Secretary**

**Contact Name:** \_\_\_\_\_ **Contact Ph (daytime):** \_\_\_\_\_

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**Instructions for Completing 'Appointment of Proxy' Form**

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1. **(Appointing a proxy):** A Shareholder entitled to attend and cast a vote at the Meeting is entitled to appoint a proxy to attend and vote on their behalf at the Meeting. If a Shareholder is entitled to cast 2 or more votes at the Meeting, the Shareholder may appoint a second proxy to attend and vote on their behalf at the Meeting. However, where both proxies attend the Meeting, voting may only be exercised on a poll. The appointment of a second proxy must be done on a separate copy of the Proxy Form. A Shareholder who appoints 2 proxies may specify the proportion or number of votes each proxy is appointed to exercise. If a Shareholder appoints 2 proxies and the appointments do not specify the proportion or number of the Shareholder's votes each proxy is appointed to exercise, each proxy may exercise one-half of the votes. Any fractions of votes resulting from the application of these principles will be disregarded. A duly appointed proxy need not be a Shareholder.
2. **(Direction to vote):** A Shareholder may direct a proxy how to vote by marking one of the boxes opposite each item of business. The direction may specify the proportion or number of votes that the proxy may exercise by writing the percentage or number of Shares next to the box marked for the relevant item of business. Where a box is not marked the proxy may vote as they choose subject to the relevant laws. Where more than one box is marked on an item the vote will be invalid on that item.
3. **(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 should sign.
  - **(Power of attorney):** If you have not already provided the power of attorney with the registry, please attach a certified photocopy of the power of attorney to this Proxy Form when you return it.
  - **(Companies):** Where the company has a sole director who is also the sole company secretary, that person must sign. Where the company (pursuant to Section 204A of the Corporations Act) does not have a company secretary, a sole director can also sign alone. Otherwise, a director jointly with either another director or a company secretary must sign. Please sign in the appropriate place to indicate the office held. In addition, if a representative of a company is appointed pursuant to Section 250D of the Corporations Act to attend the Meeting, the documentation evidencing such appointment should be produced prior to admission to the Meeting. A form of a certificate evidencing the appointment may be obtained from the Company.
4. **(Attending the Meeting):** Completion of a Proxy Form will not prevent individual Shareholders from attending the Meeting in person if they wish. Where a Shareholder completes and lodges a valid Proxy Form and attends the Meeting in person, then the proxy's authority to speak and vote for that Shareholder is suspended while the Shareholder is present at the Meeting.
5. **(Return of Proxy Form):** To vote by proxy, please complete and sign the enclosed Proxy Form and return by:
  - (a) post to Altech Chemicals Limited, Suite 8, 295 Rokeby Road, Subiaco WA 6008; or
  - (b) facsimile to the Company on facsimile number +61 8 6168 1551; or
  - (c) email to the Company at [info@altechchemicals.com](mailto:info@altechchemicals.com).

so that it is received not less than 48 hours prior to commencement of the Meeting.

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