
ALTECH CHEMICALS LIMITED

ACN 125 301 206

NOTICE OF ANNUAL GENERAL MEETING

TIME: 11:00am (WST)

DATE: Tuesday 13 November 2018

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

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 11:00am (WST) on Tuesday 13 November 2018 at:

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

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 11:00am (WST) on Sunday 11 November 2018.

VOTING IN PERSON

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

VOTING BY PROXY

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, members are advised that:

- each member has a right to appoint a proxy;
- the proxy need not be a member of the Company; and
- a member 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 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 is 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;
 - 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.

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 2018 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, 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 2018.”

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.

3. RESOLUTION 2 – 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 purposes of Listing Rule 7.1A and for all other purposes, approval is given for the Company to issue up to that number of Equity Securities equal to 10% of the issued capital of the Company at the time of issue, calculated in accordance with the formula prescribed in ASX Listing Rule 7.1A.2 and otherwise 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 in favour of this Resolution by or on behalf of any person who may participate in the issue of Equity Securities under this Resolution or 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, or 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.

4. RESOLUTION 3 – 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 to continue as a non-executive Director of the Company. Mr Tenardi has extensive experience in the resources industry as a director of publicly listed and private companies; he brings significant experience in project development and mining to the Board. Accordingly, the Company proposes that Shareholders consider and, if thought fit, pass, with or without amendment, the following Resolution as an **ordinary resolution**:

"That, for the purpose of clause 14.2 of the Constitution, 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. Each other Director of the Company supports the re-election of Mr Tenardi as a Director.

5. RESOLUTION 4 – APPROVAL FOR SHARE PLACEMENT

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, approval is given for the Company to issue up to that number of Shares, when multiplied by the issue price, will raise up to \$30 million on the terms and conditions set out in the Explanatory Statement."

Short Explanation: The Company seeks pre-approval to raise up to \$30 million in order to progress to stage 2 of construction works at the proposed Johor HPA plant which includes final engineering and construction design, additional piling and advancement of long lead time plant and equipment to maintain project momentum.

Voting Exclusion: The Company will disregard any votes cast in favour of the Resolution by or on behalf of a person who is expected to participate in, or who will obtain a material benefit as a result of, the proposed issue (except a benefit solely by reason of being a holder of ordinary securities in the Company) or an associate of that person (or 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.

6. RESOLUTION 5 – APPROVAL OF AMENDMENT TO CONSTITUTION

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

“That, for the purposes of subsection 136(2) Corporations Act and for all other purposes, approval is given for the Company to amend its Constitution, with effect from the close of the Meeting, as described in the Explanatory Statement. The amendments are set out in the marked-up copy of the Proposed Constitution that will be tabled at the Meeting and signed by the Chairman of the meeting for the purposes of identification.”

Short Explanation: The Company seeks pre-approval to amend its Constitution in order to incorporate wording that removes any ambiguity as to the Directors discretion to: exempt certain Company securities that have been pledged or mortgaged from the Company’s right of first lien over the securities if the security holder that pledged or mortgaged the shares were to owe money to the Company; forfeit Company securities that have been pledged or mortgaged by a holder of Company securities; and delay or intervene in the transfer of Company securities that have been pledged or mortgaged by a holder of Company securities.

BY ORDER OF THE BOARD



**SHANE VOLK
COMPANY SECRETARY
ALTECH CHEMICALS LIMITED**

8 OCTOBER 2018

EXPLANATORY STATEMENT

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.

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.

2. FINANCIAL STATEMENTS AND REPORTS

In accordance with section 317 of the Corporations Act and 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 2018 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>.

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 ¹	Vote as directed	Unable to vote ³
Chair ²	Vote as directed	Able to vote at discretion of Proxy ⁴
Other	Vote as directed	Able to vote at discretion of Proxy

Notes:

¹ 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.

² 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).

³ 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.

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

4. RESOLUTION 2 – APPROVAL OF 10% PLACEMENT CAPACITY

4.1 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 2, 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.

The effect of Resolution 2 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 2 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 2 for it to be passed.

4.2 ASX Listing Rule 7.1A

ASX Listing Rule 7.1A 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 S&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.

As at the date of this Notice, the Company is an Eligible Entity as it is not included in the S&P/ASX 300 Index and has a current market capitalisation of approximately \$85,883,999 (based on the number of Shares on issue and to be issued, and the closing price of \$0.15 on the ASX on 8 October).

An Equity Security is a share, a unit in a trust, a right to a share or unit in a trust or option, an option over an issued or unissued security, a convertible security, or, any security that ASX decides to classify as an equity security.

Any Equity Securities issued under the 10% Placement Capacity must be in the same class as an existing class of quoted Equity Securities.

As at the date of this Notice, the Company currently has 1 class of quoted Equity Securities on issue, being the Shares (ASX Code: ATC).

If Shareholders approve Resolution 2, the number of Equity Securities the Company may issue under the 10% Placement Capacity will be determined in accordance with the formula prescribed in ASX Listing Rule 7.1A.2.

4.3 **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 2:

(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 Section 4.3(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 2 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)	Dilution			
	Issue Price (per Share)	\$0.075 (50% decrease in current issue price)	\$0.15 (Current issue price)	\$0.2250 (50% increase in current issue price)
572,559,992 (Current Variable A)	Shares issued – 10% voting dilution	57,255,999	57,255,999	57,255,999
	Funds Raised	\$4,294,200	\$8,588,400	\$12,882,600
858,839,988 (50% increase in Variable A)*	Shares issued – 10% voting dilution	85,883,999	85,883,999	85,883,999
	Funds Raised	\$6,441,300	\$12,882,600	\$19,323,900
1,145,119,984 (100% increase in Variable A)*	Shares issued – 10% voting dilution	114,511,998	114,511,998	114,511,998
	Funds Raised	\$8,588,400	\$17,176,800	\$25,765,200

* 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 572,559,992 Shares on issue.
2. No Performance Rights, vest and convert to Shares before the date of the issue of the Equity Securities.
3. The issue price set out above is the closing price of the Shares on the ASX on 8 October 2018.
4. The Company issues the maximum possible number of Equity Securities under the 10% Placement Capacity.
5. The Company has not issued any 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..
6. 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.
7. 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.
8. This table does not set out any dilution pursuant to approvals under ASX Listing Rule 7.1.
9. 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%.
10. 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 11 November 2016. The Company did not seek to obtain approval from its Shareholders under ASX Listing Rule 7.1A at its 2017 Annual General Meeting.

During the 12-month period preceding the date of the Meeting, being on and from 13 November, the Company has issued 208,130,395 Shares which represents approximately 92% of the total diluted number of Equity Securities on issue in the Company on 13 November 2017, which was 364,429,597.

Further details of the issues of Equity Securities by the Company during the 12-month period preceding the date of this Meeting are set out in the table below.

Date	Recipients	Equity Security	Price (and discount to market if any) ¹	Key terms	Amount Raised Use of Funds or non-cash Consideration ²
1 December 2017 Appendix 3B-4-Dec-2017	Share Placement	2,811,432 Shares	\$0.14 per Share representing a 17% discount to the volume weighted average price of the Company's shares as traded on the ASX during the 15 days up to and including 20 October 2017.	Issued to various professional and sophisticated investors.	Cash: Amount raised = \$393,600 Amount spent = \$393,600 Funds were used to continue development of the Company's proposed high purity alumina (HPA) plant, and for corporate and general working capital purposes.
11 December 2017 Appendix 3B-11-Dec-2017	Share Placement	37,822,369 Shares	\$0.14 per Share representing a 17% discount to the volume weighted average price of the Company's shares as traded on the ASX during the 15 days up to and including 20 October 2017.	Issued to SMS group	Cash: Amount raised = \$5,295,132 Amount spent = \$5,295,132 Funds were used to continue development of the Company's proposed high purity alumina (HPA) plant, including for the purchase of land and for corporate and general working capital purposes.
28 December 2017 Appendix 3B-3-Jan-2018	Share Placement	7,142,857 Shares	\$0.14 per Share representing a 17% discount to the volume weighted average price of the Company's shares as traded on the ASX during the 15 days up to and including 20 October 2017.	MAA Group Berhad, following shareholder approval at Annual General Meeting	Cash: Amount raised = \$1,000,000 Amount spent = \$1,000,000 Funds were used to continue development of the Company's proposed high purity alumina (HPA) plant, including for the purchase of land and for corporate and general working capital purposes.
3 January 2018 Appendix 3B-3-Jan-2018	Share Placement	14,334,287 Shares	\$0.14 per Share representing a 17% discount to the volume weighted average price of the Company's shares as traded on the ASX during the 15 days up to and including 20 October 2017.	Issued to various professional and sophisticated investors.	Cash: Amount raised = \$2,006,800 Amount spent = \$2,006,800 Funds were used to continue development of the Company's proposed high purity alumina (HPA) plant, including for the purchase of land and for corporate and general working capital purposes.
12 June 2018 Appendix 3B – 13 June 2018	Directors and certain employees of the Company pursuant to Performance Rights Plan	22,000,000 Performance Rights	Nil cash consideration	15,000,000 Performance Rights issued to Directors. 7,000,000 Performance Rights issued to employees of the Company. Full terms of Performance Rights are set out in Schedule 2 of Notice of Meeting dated 10 May 2018.	Non-cash consideration Issued as a performance based incentive to Directors and certain employees of the Company. 17,000,000 Performance Rights vested on 3 August 2018, 5,000,000 Performance Rights have not vested. Current value ⁴ = \$0.135 per Performance Right.

16 July 2018 Appendix 3B– 16-July-2018	Share Placement	102,300,606 Shares	\$0.165 per Share representing a 13.2% discount to the closing price Company's shares as traded on the ASX on 4 July 2018.	Issued to various professional and sophisticated investors.	Cash: Amount raised = \$16,879,800 Amount spent ~ \$12,500,000 Funds were applied to the commencement of construction (Stage 1) of the Company's proposed Malaysian HPA plant, HPA plant engineering and for corporate and general working capital purposes. The balance of funds will be applied towards the continuation of Stage 1 construction costs, to finalise project financing, for corporate costs and working capital purposes.
3 August 2018 Appendix 3B– 8-Aug-2018	Share Purchase Plan; Share Placement; and Vesting of Performance Rights	43,718,844 Shares	\$0.165 per Share representing a 13.2% discount to the closing price Company's shares as traded on the ASX on 4 July 2018.	Share Purchase Plan: 26,478,844 shares Share Placement: 240,000 shares Vested Performance Rights: 17,000,000 shares	Cash: Amount raised = \$4,408,600 Amount spent = Nil Funds will be applied towards the continuation of Stage 1 construction costs, to finalise project financing, for continued HPA plant engineering and for corporate costs and working capital purposes.

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. *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.*
3. *Fully paid ordinary shares in the capital of the Company, ASX Code: ATC (terms are set out in the Constitution).*
4. *The value of Performance Rights is measured using a Black-Scholes option pricing model that takes into account the exercise price, the term of the option, the impact of dilution, the share price at grant date and expected price volatility of the underlying share, the expected dividend yield and the risk-free rate for the term of the option and the probability of the option vesting.*

(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.

4.4 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 2.

5. RESOLUTION 3 – RE-ELECTION OF DIRECTOR – DAN TENARDI

Clause 14.2 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 14.2 of the Constitution is eligible for re-election.

In determining the number of Directors to retire, the Constitution provides that no account is to be taken of the Managing Director. Excluding the Managing Director, the Company currently has 4 Directors and accordingly, 1 must retire.

Mr Dan Tenardi will retire in accordance with clause 14.2 of the Constitution and, being eligible, seeks re-election.

Dan Tenardi

Mr Dan Tenardi is a highly experienced global resource executive with over 40 years of experience in the mining and processing sectors. During his extensive career, Mr Tenardi spent 13 years at Alcoa's alumina refinery in Kwinana as well as the company's bauxite mines in the Darling Ranges of Western Australia.

If elected the board considers Mr Tenardi will be an independent director.

The board supports the re-election of Mr Tenardi and recommends that Shareholders vote in favour of Resolution 3.

6. RESOLUTION 4 – APPROVAL FOR SHARE PLACEMENT

6.1 General

The Company seeks pre-approval to raise up to \$30 million in order to advance construction of its Malaysian HPA plant to Stage 2 to maintain project momentum and includes final engineering; the order of long lead plant and equipment; the finalisation of initial site works; working capital and corporate and administration costs.

Resolution 4 seeks Shareholder approval for the issue of up to that number of Shares, when multiplied by the issue price, will raise up to \$30 million (**Proposed 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.

The effect of Resolution 4 will be to allow the Company to issue the Shares pursuant to the Proposed 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.

It is intended that a broker or brokers will be appointed for the purpose of the Placement and the fees customary for a placement of this size shall be paid to the appointed broker/s.

It is intended that Placement participants be sophisticated and professional investors (as defined in section 708 of the Corporations Act).

6.2 Technical information required by ASX Listing Rule 7.1

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

- (a) the maximum number of Shares to be issued is up to that number of Shares which, when multiplied by the issue price, equals \$30 million;
- (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 allotment will occur on the same date;
- (c) the issue price will be not less than 80% of the average market price for Shares calculated over the 5 days on which sales in the Shares are recorded before the day on which the issue is made or, if Shares are issued pursuant to a prospectus, over the last 5 days on which sales in the securities were recorded before the date the prospectus is lodged with ASIC;
- (d) the Directors will determine to whom the Shares will be issued but these persons will not be related parties of the Company;
- (e) the Shares issued will be fully paid ordinary shares in the capital of the Company issued on the same terms and conditions as the Company's existing Shares; and
- (f) the Company intends to use the funds raised from the Placement to progress to stage 2 of construction works at the proposed Johor HPA plant which includes final engineering and construction design, additional piling and advancement of long lead time plant and equipment so as to maintain project momentum

6.3 Dilution

The closing market price for Shares on 8 October 2018 was \$0.15. 80% of this \$0.15 closing price is \$0.12 (i.e. maximum discount). The highest closing price of the Company's shares in the 12 months preceding the date of this Notice is \$0.24 on 12 December 2017 and the lowest closing price was \$0.13 on 27 October 2017. Accordingly, set out below is a worked example of the number of Shares that may be issued under Resolution 4 based on an assumed issue price of \$0.10, \$0.12 and \$0.19, being 80% of the low, current and high Share prices.

Assumed issue price	Maximum number of Shares which the Company could issue (rounded up to the nearest whole number) pursuant to Resolution 4	Current Shares on issue as at the date of this Notice	Number of Shares on issue assuming the Company issued the maximum amount pursuant to Resolution 4	Dilution effect on existing Shareholders
\$0.10	300,000,000	572,559,992	872,559,992	34.38%
\$0.12	250,000,000	572,559,992	822,559,992	30.39%
\$0.19	157,894,737	572,559,992	730,454,729	21.62%

The Company notes that the above workings are an example only and the actual issue price may differ. This will result in the maximum number of Shares to be issued and the dilution percentage to also differ.

7. RESOLUTION 5 – APPROVAL OF AMENDMENTS TO CONSTITUTION

7.1 General

A company may modify or repeal its constitution or a provision of its constitution by special resolution of Shareholders.

The Constitution currently contains provisions which:

- (a) provide that, subject to certain exceptions, the Company has a first and paramount lien on each Share registered in a Shareholder's name in respect of all money owed to the Company by the Shareholder (clause 5);
- (b) grant the Directors, subject to the satisfaction of certain conditions, the power to forfeit Shares in respect of which a call remains unpaid and sell or otherwise dispose of such forfeited Shares in accordance with the Corporations Act and ASX Listing Rules (clause 7); and
- (c) grant the Directors the power to refuse to register the transfer of Shares in certain circumstances (clause 8).

Background: One of the requirements to draw-down on the senior loan facility made available to the Company from KfW IPEX-Bank (the **Senior Lender**) for its high purity alumina (HPA) project, is that the Company's Managing Director pledge a quantity of shares that he owns in the Company to the Senior Lender, and that this quantity of shares be forfeited to the Senior Lender in circumstances where the Managing Director was to separate from the Company prior to the HPA project completing and demonstrating steady-state operation. The current provisions of the Company's Constitution may entitle to Company to first lien over the pledged shares in circumstances where the Managing Director owed money to the Company and may allow the Directors, in certain circumstances, to evoke forfeiture of the pledged shares or delay the transfer of pledged shares. The purpose of this Resolution 5 is to insert appropriate wording into the Constitution of the Company to remove any ambiguity as to the Directors discretion to: exempt certain Company securities that have been pledged or mortgaged from the Company's right of first lien over the securities if the security holder that pledged or mortgaged the shares were to owe money to the Company; forfeit Company securities that have been pledged or mortgaged by a holder of Company securities; and delay or intervene in the transfer of Company securities that have been pledged or mortgaged by a holder of Company securities.

Resolution 5 is a special resolution which will enable the Company to amend its existing Constitution in the following manner:

- (d) Inserting a new clause 5.11 "Permitted Exemptions":
"The Directors may at any time exempt a Share wholly or in part from the provisions of this clause 5, and despite any other provision of this Constitution, the Directors must exempt in whole all present and future shares from any lien under this clause 5 where there has been, or will imminently be, a transfer of Shares where the transferor or transferee is a person entitled to the benefit of any mortgage or pledge of, charge over, or any other security interest in, the shares or any receiver, receiver and manager, agent or attorney appointed or purported to be appointed under that mortgage, pledge, charge or security interest, or any person who has purchased those shares as a result of the exercise of a person's rights under that mortgage, pledge, charge or security interest."
- (e) Inserting a new clause 7.9 "Restrictions on Forfeiture"
"Despite any other provision of this Constitution, the Directors must not forfeit, surrender nor serve any notice referred to in this clause 7 in respect of Shares which have been pledged, mortgaged, or subject to any other security interest in favour of a bank, lender or financial institution or nominee thereof."
- (f) Inserting a new clause 8.16 "Exceptions to Restriction on Transfers":

“Despite any other provision of this Constitution or this clause 8, the Directors may not refuse, suspend or delay the registration of a transfer of Shares made pursuant to:

- (i) an enforcement power under a mortgage or pledge of, charge over, or any other security interest in, the Shares (**Security Interest**) the subject of the transfer; or
- (ii) any option or power of attorney granted to or in favour of the holder of the Security Interest,

and must register such a transfer on receiving an instrument of transfer. The Directors may rely on receipt of such transfer as conclusive notice that the Security Interest has become enforceable or that the transfer may be made pursuant to the option or power of attorney.”

Resolution 5 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 5 for it to be passed.

Should Shareholders pass Resolution 5 the Company will be governed by the revised version of the Constitution incorporating the above changes (**Proposed Constitution**). The Directors believe these amendments are not material nor will they have any significant impact on Shareholders.

A copy of the Proposed Constitution is also available for review by Shareholders at the Company’s website www.altechchemicals.com and at the office of the Company. A copy of the Proposed Constitution can also be sent to Shareholders upon request to the Company Secretary (+61 8 6168 1555). Shareholders are invited to contact the Company if they have any queries or concerns.

7.2 **Recommendation**

The Directors unanimously recommend that you vote in **favour** of Resolution 5.

8. **ENQUIRIES**

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

GLOSSARY

10% Placement Capacity has the meaning given in section 4.1 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).

Completion Date means the date on which the Company announces to the Australian Securities Exchange the completion of its High Purity Alumina project.

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 S&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.

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.

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 2018.

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 formula prescribed in ASX Listing Rule 7.1A.2.

VWAP means the Volume Weighted Average Price.

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

APPOINTMENT OF PROXY FORM

ALTECH CHEMICALS LIMITED
ACN 125 301 206

ANNUAL GENERAL MEETING

I/We

of:

being a Shareholder entitled to attend and vote at the Meeting, hereby appoint:

Name:

OR: the Chair of the Meeting as my/our proxy.

or failing the person so named or, if no person is named, the Chair, 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 Meeting to be held at Suite 8, 295 Rokeby Road, Subiaco at 11.00am WST on 13 November 2018, and at any adjournment thereof.

AUTHORITY FOR CHAIR TO VOTE UNDIRECTED PROXIES ON REMUNERATION RELATED RESOLUTIONS

Where I/we have appointed the Chair as my/our proxy (or where the Chair becomes my/our proxy by default), I/we expressly authorise the Chair to exercise my/our proxy on Resolution 1 (except where I/we have indicated a different voting intention below) even though Resolution 1 is connected directly or indirectly with the remuneration of a member of the Key Management Personnel, which includes the Chair.

CHAIR'S VOTING INTENTION IN RELATION TO UNDIRECTED PROXIES

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

Voting on business of the Meeting		FOR	AGAINST	ABSTAIN
Resolution 1	Adoption of Remuneration Report	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 2	Approval of 10% Placement Capacity	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 3	Re-election of Mr Dan Tenardi as a Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 4	Approval for Share Placement	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 5	Approval of Amendments to Constitution	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

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

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

Signature of Shareholder(s):

Individual or Shareholder 1

Sole Director/Company Secretary

Shareholder 2

Director

Shareholder 3

Director/Company Secretary

Date: _____

Contact name: _____ Contact ph (daytime): _____

E-mail address: _____ Consent for contact by e-mail: YES NO

Instructions for Completing 'Appointment of Proxy' Form

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) **e-mail** to the Company at shane@altechchemicals.com; or
 - (c) **facsimile** to the Company on facsimile number +61 8 6168 1551.

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.