

Lycopodium

Notice of Annual General Meeting 2019

Lycopodium Limited ABN 83 098 556 159



The Annual General Meeting of Shareholders of Lycopodium Limited will be held at Fraser Suites Perth, 10 Adelaide Terrace, East Perth, Western Australia on Thursday, 21 November 2019 at 10.00 a.m. (AWST).

Shareholders are urged to attend or vote by lodging the proxy form attached to this Notice.

Notice of Annual General Meeting

Lycopodium Limited ABN 83 098 556 159



Notice is hereby given that the Annual General Meeting of Shareholders of Lycopodium Limited (**Company**) will be held at Fraser Suites Perth, 10 Adelaide Terrace, East Perth, Western Australia on Thursday, 21 November 2019 at 10.00 a.m. (AWST) (Meeting). The Explanatory Memorandum to this Notice provides additional information on matters to be considered at the Meeting and should be read in conjunction with this Notice. Shareholders are specifically referred to the glossary in the Explanatory Memorandum which contains definitions of capitalised terms used in this Notice and the Explanatory Memorandum.

The Explanatory Memorandum is incorporated in and comprises part of this Notice.



AGENDA

ORDINARY BUSINESS

1. Financial, Directors' and Auditor's Reports

To receive and consider the consolidated financial statements of the Company and its controlled entities and the reports of the directors and auditor for the year ended 30 June 2019.

Note: there is no requirement for Shareholders to approve these reports and there is no vote on this item.

2. Resolution 1 – Remuneration Report

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

“That for the purpose of Section 250R(2) of the Corporations Act and for all other purposes, the Remuneration Report, as set out in the Directors' Report for the year ended 30 June 2019, be adopted.”

Voting Prohibition

In accordance with sections 250BD and 250R of the Corporations Act, a vote on this Resolution must not be cast (in any capacity) by or on behalf of a member of the Key Management Personnel details of whose remuneration are included in the Remuneration Report, or a Closely Related Party of such a member.

A vote may be cast by such person if the vote is not cast on behalf of a person who is excluded from voting on this Resolution, and:

- (a) the person 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 Chairman and the appointment of the Chairman as proxy does not specify the way the proxy is to vote on this Resolution, but expressly authorises the Chairman to exercise the proxy even if this Resolution is connected with the remuneration of a member of the Key Management Personnel.

3. Resolution 2 – Re-election of Mr Michael Caratti as Director

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

“That Mr Caratti, who retires in accordance with Articles 6.3(b) and 6.3(c) of the Constitution and Listing Rule 14.4, and, being eligible, offers himself for re-election, be re-elected as a Director.”

4. Resolution 3 – Re-election of Mr Steven Chadwick as Director

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

“That Mr Chadwick, who retires in accordance with Articles 6.3(b) and 6.3(c) of the Constitution and Listing Rule 14.4, and, being eligible, offers himself for re-election, be re-elected as a Director.”

5. Resolution 4 – Approval of Incentive Performance Rights Plan

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

“That, pursuant to and in accordance with exception 9(b) of Listing Rule 7.2 and for all other purposes, Shareholders approve the adoption of the employee incentive scheme of the Company known as the “Lycopodium Limited Incentive Performance Rights Plan” and the issue of Securities under that plan, on the terms and conditions in the Explanatory Memorandum.”

Voting Exclusion

The Company will disregard any votes cast in favour of this Resolution by or on behalf of any Director (except one who is ineligible to participate in any employee incentive scheme in relation to the Company) or any of their respective associates.

However, the Company need 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.

Voting Prohibition

In accordance with section 250BD of the Corporations Act, a person appointed as a proxy must not vote, on the basis of that appointment, on this Resolution if:

- (a) the proxy is either a member of the Key Management Personnel or a Closely Related Party of such member; and
- (b) the appointment does not specify the way the proxy is to vote on this Resolution.



However, the above prohibition does not apply if:

- (a) the proxy is the Chair; and
- (b) the appointment expressly authorises the Chairman to exercise the proxy even though this Resolution is connected directly or indirectly with remuneration of a member of the Key Management Personnel.

6. Resolution 5 – Approval to issue Performance Rights to Related Parties

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

“That, subject to Resolution 4 being passed and pursuant to and in accordance Listing Rule 10.14, section 200E of the Corporations Act and for all other purposes, Shareholders approve the issue of Performance Rights to Directors (or their nominees) under the Plan as follows:

- (a) up to 26,265 Performance Rights to Mr Peter De Leo;
 - (b) up to 23,715 Performance Rights to Mr Rodney Leonard;
 - (c) up to 21,165 Performance Rights to Mr Peter Dawson; and
 - (d) up to 21,165 Performance Rights to Mr Bruno Ruggiero,
- on the terms and conditions in the Explanatory Memorandum.”*

Voting Exclusion

The Company will disregard any votes cast in favour of these Resolutions by or on behalf of any Director who is eligible to participate in any employee incentive scheme of the Company or any of their respective associates.

However, the Company need 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.

Voting Prohibitions

In accordance with section 250BD of the Corporations Act, a person appointed as a proxy must not vote, on the basis of that appointment, on these Resolutions if:

- (a) the proxy is either a member of the Key Management Personnel or a Closely Related Party of such member; and
- (b) the appointment does not specify the way the proxy is to vote on the Resolution.

However, the above prohibition does not apply if:

- (a) the proxy is the Chairman; and
- (b) the appointment expressly authorises the Chairman to exercise the proxy even though the Resolution is connected directly or indirectly with remuneration of a member of the Key Management Personnel.

Further, in accordance with section 200E(2A) of the Corporations Act, a vote on:

- (a) Resolution 5(a) must not be cast (in any capacity) by or on behalf of Mr De Leo (and his nominees) or any of their respective associates;
- (b) Resolution 5(b) must not be cast (in any capacity) by or on behalf of Mr Leonard (and his nominees) or any of their respective associates;
- (c) Resolution 5(c) must not be cast (in any capacity) by or on behalf of Mr Dawson (and his nominees) or any of their respective associates; and
- (d) Resolution 5(d) must not be cast (in any capacity) by or on behalf of Mr Ruggiero (and his nominees) or any of their respective associates.

However, a vote may be cast by such a person if:

- (a) the person is appointed as proxy by writing that specifies the way the proxy is to vote on the Resolution; and
- (b) it is not cast on behalf of the relevant Director (or his respective nominees) or an associate of those persons.

7. Resolution 6 – Removal of auditor

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

“That, pursuant to and in accordance with section 329(1) of the Corporations Act and for all other purposes, approval is given for the removal of Grant Thornton Audit Pty Ltd as the current auditor of the Company effective from the date of the Meeting.”

8. Resolution 7 – Appointment of auditor

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

“That, subject to Resolution 6 being passed and pursuant to and in accordance with section 327D of the Corporations Act and for all other purposes, RSM Australia Partners (RSM), being qualified and having been nominated and consented in writing to act in the capacity of auditor of the Company, be appointed as auditor of the Company effective from the date of the Meeting and the Directors be authorised to agree the remuneration of RSM.”



NOTES

PROXIES

In accordance with Section 249L of the Corporations Act, members of the Company are advised that:

- each member entitled to attend and vote at the Meeting 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 two or more votes may appoint two proxies and may specify the proportion or number of votes each proxy is appointed to exercise. If no proportion or number is specified, then in accordance with Section 249X(3) of the Corporations Act, each proxy may exercise one-half of the votes.

In accordance with Section 250BA of the Corporations Act, the Company specifies the following information for the purposes of receipt of proxy appointments and proxy appointment authorities:

Registered Office: Level 5, 1 Adelaide Terrace East Perth WA 6004
Facsimile Number: +61 (0) 8 6210 5201
Postal Address: PO Box 6832
East Perth WA 6892
Email: limited@lycopodium.com.au

If the Chairman of the Meeting is appointed, or taken to be appointed, as a proxy, but the appointment does not specify the way to vote on a Resolution, then the Chairman intends to exercise all available votes in favour of the relevant Resolution, including Resolutions 1 and 5, subject to compliance with the Corporations Act. In exceptional circumstances, the Chairman of the Meeting may change his/her voting intention on any Resolution, in which case an ASX announcement will be made.

In accordance with the Corporations Act, any directed proxies that are not voted on a poll at the Meeting will automatically default to the Chairman of the Meeting, who is required to vote proxies as directed.

The enclosed Proxy Form provides further details on appointing proxies and lodging Proxy Forms.

PROXY VOTING ON RESOLUTIONS 1 AND 5 (REMUNERATION OF KEY MANAGEMENT PERSONNEL)

The Key Management Personnel of the Company (which includes each of the Directors and executives named in the Company's Remuneration Report) and their Closely Related Parties will not be able to vote as your proxy unless you direct them how to vote, or the Chairman of the Meeting is your proxy. If you intend to appoint a member of the Key Management Personnel or one of their Closely Related Parties as your proxy, please ensure that you direct them how to vote on Resolutions 1 and 5 otherwise they will not be able to cast a vote as your proxy on that Resolution.

If you appoint the Chairman of the Meeting as your proxy, you can direct him how to vote by marking one of the boxes for Resolution 1 and 5 (i.e.: to vote "for", "against" or "abstain").

If you appoint the Chairman of the Meeting as your proxy or the Chairman of the Meeting is appointed as your proxy by default, but you do not mark a voting box for Resolution 1 or 5, you will be taken to have expressly authorised the Chairman of the Meeting to exercise the proxy in respect of that Resolution even though the Resolution is connected with the remuneration of the Key Management Personnel.

Shareholders should be aware that any undirected proxies given to the Chairman of the Meeting will be cast by the Chairman of the Meeting in favour of the Resolutions the subject of this Meeting, including Resolutions 1 and 5, subject to compliance with the Corporations Act. In exceptional circumstances, the Chairman of the Meeting may change his/her voting intention on any Resolution, in which case an ASX announcement will be made.

"SNAP-SHOT" TIME

The Directors have determined pursuant to regulation 7.11.37 of the *Corporations Regulations 2001* (Cth) that all Shares of the Company that are quoted on ASX at 4.00 p.m. (AWST) on Tuesday, 19 November 2018 shall, for the purposes of determining voting entitlements at the Meeting, be taken to be held by the persons registered as holding the Shares at that time. Accordingly, share transfers registered after that time will be disregarded in determining entitlements to attend and vote at the Meeting.

CORPORATE REPRESENTATIVE

A body corporate may appoint an individual as its representative to attend and vote at the Meeting and exercise any other powers the body corporate can exercise at the Meeting. The appointment may be a standing one. The representative should bring to the Meeting evidence of his or her appointment, including any authority under which the appointment is signed, unless it has previously been given to the Company.

Dated 15 October 2019
By order of the Board
Justine Campbell
Company Secretary



This Explanatory Memorandum has been prepared for the information of Shareholders in connection with the business to be conducted at the Annual General Meeting of the Company to be held at Fraser Suites Perth, 10 Adelaide Terrace, East Perth, Western Australia on Thursday, 21 November 2019 at 10.00 a.m. (AWST).

All of the Resolutions to be considered at the Meeting are ordinary resolutions. Ordinary resolutions require a simple majority of votes cast by shareholders entitled to vote on the resolution.

This Explanatory Memorandum is an important document and should be read carefully by all Shareholders in conjunction with the Notice preceding this Explanatory Memorandum. Capitalised terms in this Explanatory Memorandum are defined in the glossary to this document.

1. Action to be taken by Shareholders

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

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 provided. Lodgment of a Proxy Form will not preclude a Shareholder from attending and voting at the Meeting in person.

2. Financial, Directors' and Auditor's Reports

The Corporations Act requires the Financial Report (which includes the Financial Statements and Directors' Declaration), Directors' Report and Auditor's Report to be laid before the Meeting.

There is no requirement under the Corporations Act or the Constitution for Shareholders to approve these reports. However the Chairman will allow a reasonable opportunity for Shareholders as a whole to ask questions or make comments on the management of the Company. Copies of the Financial Report, Directors' Report and Auditor's Report for the financial year ended 30 June 2019 are available on the Company's website at www.lycopodium.com.au or by contacting the Company on telephone number +61 8 6210 5222.

The Chairman will also allow a reasonable opportunity for Shareholders as a whole to ask the Company's auditor questions relevant to:

- the preparation and content of the Auditor's Report;
- the conduct of the audit;
- accounting policies adopted by the Company in relation to the preparation of the financial statements; and
- the independence of the auditor in relation to the conduct of the audit.

In addition to asking questions at the Meeting, Shareholders entitled to cast a vote at the Meeting may submit a written question to the Company's auditor if the question is relevant to:

- the content of the Auditor's Report to be considered at the Meeting; or
- the conduct of the audit of the Financial Report to be considered at the Meeting.

Written questions must be submitted no later than 15 November 2019 to:

Justine Campbell
Company Secretary
Lycopodium Limited
Level 5, 1 Adelaide Terrace East Perth WA 6004

3. Resolution 1 – Remuneration Report

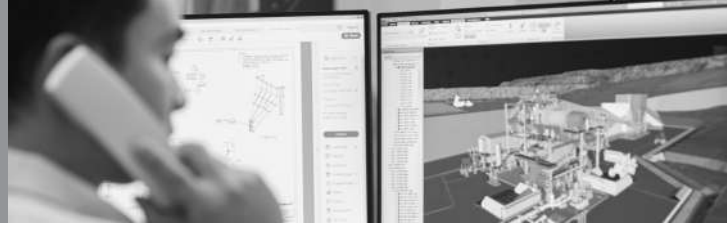
The Directors' Report for the year ended 30 June 2019, which is on pages 1-20 of the Company's 2019 Annual Report, contains a Remuneration Report. The Remuneration Report sets out the remuneration policy for the consolidated entity comprising the Company and its controlled entities, and reports on the remuneration arrangements in place for the Key Management Personnel of the consolidated entity, including the executive directors, non-executive directors and specified executives of the Company. Shareholders attending the Meeting will be given a reasonable opportunity to ask questions about, or make comments on, the Remuneration Report. The Company's 2019 Annual Report is available on the Company's website at www.lycopodium.com.au.

Pursuant to Section 250R(2) of the Corporations Act, the Company is required to put the Remuneration Report to the vote of Shareholders. The vote on the resolution is advisory only and does not bind the Directors or the Company. However, the Corporations Act provides that if the Remuneration Report receives a "no" vote of 25% or more (**Strike**) of votes cast at two consecutive annual general meetings, Shareholders will have the opportunity to remove the whole Board, except the managing director.

Where a resolution on the Remuneration Report receives a Strike at two consecutive annual general meetings, the Company will be required to put to Shareholders at the second annual general meeting a resolution on whether another meeting should be held (within 90 days) at which all Directors (other than the managing director) who were in office at the date of approval of the applicable Directors' Report must stand for re-election.

The Company's Remuneration Report did not receive a Strike at the 2018 annual general meeting. If the Remuneration Report receives a Strike at this Meeting, Shareholders should be aware that if a second Strike is received at the 2020 annual general meeting, this may result in the re-election of the Board.

Resolution 1 is an ordinary resolution.



Recommendation

The Directors unanimously recommend that Shareholders vote in favour of Resolution 1.

4. Resolution 2 – Re-election of Mr Michael Caratti as Director

Article 6.3(c) of the Constitution requires that one third of the Directors (excluding the Managing Director) must retire at each annual general meeting (rounded down to the nearest whole number). Article 6.3(e) of the Constitution provides that those Directors to retire are those who have held their office for the longest period of time since their last election or appointment. Further, Article 6.3(b) of the Constitution and Listing Rule 14.4 both provide that a Director must retire from office no later than the longer of the third annual general meeting of the Company or 3 years following that Director's last election or appointment. Article 6.3(f) of the Constitution provides that a Director who retires under these Articles is eligible for re-election.

Mr Caratti was last re-elected by Shareholders at the annual general meeting held on 21 November 2016.

Pursuant to these Articles, Mr Caratti will retire by rotation and seek re-election.

A brief resume of Mr Caratti (including any other material directorships he holds) is contained in the Company's 2019 Annual Report. Mr Caratti has been a director of the Company for 14 years and 9 months as at the date of this Explanatory Memorandum.

Resolution 2 is an ordinary resolution.

Recommendation

The Board believes that Mr Caratti has performed the duties and responsibilities of a director diligently and professionally, in the best interests of all Shareholders. Accordingly, the Directors (other than Mr Caratti) recommend that Shareholders vote in favour of re-electing Mr Caratti.

5. Resolution 3 – Re-election of Mr Steven Chadwick as Director

Article 6.3(c) of the Constitution requires that one third of the Directors (excluding the Managing Director) must retire at each annual general meeting (rounded down to the nearest whole number). Article 6.3(e) of the Constitution provides that those Directors to retire are those who have held their office for the longest period of time since their last election or appointment. Further, Article 6.3(b) of the Constitution and Listing Rule 14.4 both provide that a Director must retire from office no later than the longer of the third annual general meeting of the Company or 3 years following that Director's last election or appointment. Article 6.3(f) of the Constitution provides that a Director who retires under these Articles is eligible for re-election.

Mr Chadwick was last elected by Shareholders at the annual general meeting held on 21 November 2016.

Pursuant to these Articles, Mr Chadwick will retire by rotation and seek re-election.

A brief resume of Mr Chadwick (including any other material directorships he holds) is contained in the Company's 2019 Annual Report. Mr Chadwick has been a director of the Company for 3 years and 9 months as at the date of this Explanatory Memorandum.

If re-elected, the Board considers Mr Chadwick to be an independent director.

Resolution 3 is an ordinary resolution.

Recommendation

The Board believes that Mr Chadwick has performed the duties and responsibilities of a director diligently and professionally, in the best interests of all Shareholders. Accordingly, the Directors (other than Mr Chadwick) recommend that Shareholders vote in favour of re-electing Mr Chadwick.

6. Resolution 4 – Approval of Incentive Performance Rights Plan

The Company considers that it is desirable to adopt an employee incentive scheme pursuant to which the Company can issue Equity Securities to attract, motivate and retain key Directors, employees and consultants and provide them with the opportunity to participate in the future growth of the Company.

Resolution 4 seeks Shareholders' approval for the adoption of the employee incentive scheme titled "Lycopodium Limited Incentive Performance Rights Plan" (**Plan**) in accordance with Listing Rule 7.2 exception 9(b).

Under the Plan, the Board may offer to eligible persons the opportunity to subscribe for such number of Equity Securities in the Company as the Board may decide and on the terms set out in the rules of the Plan, a summary of the key terms and conditions of which is in Schedule 1. In addition, a copy of the Plan is available for review by Shareholders at the registered office of the Company until the date of the Meeting. A copy of the Plan can also be sent to Shareholders upon request to the Company Secretary. Shareholders are invited to contact the Company if they have any queries or concerns.

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.

Listing Rule 7.2, exception 9(b) provides an exception to Listing Rule 7.1 such that issues of Equity Securities under an employee incentive scheme are exempt for a period of 3 years from the date on which shareholders approve the issue of Equity Securities under the scheme as an exception to Listing Rule 7.1.

If Resolution 4 is passed, the Company will be able to issue Equity Securities under the Plan to eligible participants over a period of 3 years without using the Company's 15% annual placement capacity under Listing Rule 7.1.

However, any future issues of Equity Securities under the Plan to a related party or a person whose relation with the Company or the related party is, in ASX's opinion, such that approval should be obtained will require additional Shareholder approval under Listing Rule 10.14 at the relevant time. For this reason, the Company is also seeking approval under Resolutions 5(a) to (d) (inclusive) for the issue of Performance Rights to certain Directors pursuant to the Plan.



The Plan is a new employee incentive scheme and has not previously been approved by Shareholders. Shareholders should note that 50,000 Performance Rights have already been issued under the Plan since it was approved by the Board using the Company's placement capacity under Listing Rule 7.1.

Resolution 4 is an ordinary resolution.

Recommendation

The Directors (other than Messrs Peter De Leo, Rodney Leonard, Peter Dawson and Bruno Ruggiero, who have a material personal interest in the outcome of the resolution) recommend that Shareholders vote in favour of adopting the Plan.

7. Resolution 5 – Approval to issue Performance Rights to Related Parties

General

The Company is proposing, subject to obtaining Shareholder approval and the adoption of the Plan (refer to Resolution 4), to issue up to a total of 92,310 Performance Rights to Directors Peter De Leo, Rodney Leonard, Peter Dawson and Bruno Ruggiero (**Related Parties**), or their respective nominees, as follows:

Related Party	Class A Performance Rights
Peter De Leo	26,265
Rodney Leonard	23,715
Peter Dawson	21,165
Bruno Ruggiero	21,165
TOTAL	92,310

The Class A Performance Rights (**Performance Rights**) are to be issued under the Company's Plan, the terms of which are summarised in Schedule 1. Subject to the terms and conditions in Schedule 2, the Performance Rights will vest 3 years from the date of grant and will expire 5 years from the date of grant.

The Company is in an important stage of development with significant opportunities and challenges in both the near and long-term, and the proposed issue seeks to align the efforts of the Directors in seeking to achieve growth of the Share price and in the creation of Shareholder value. In addition, the Board also believes that incentivising with Performance Rights is a prudent means of conserving the Company's available cash reserves. The Board believes it is important to offer these Performance Rights to continue to attract and maintain highly experienced and qualified Board members in a competitive market.

Subject to adoption of the Plan (refer to Resolution 4), Resolutions 5(a), (b), (c) and (d) seek Shareholder approval pursuant to Listing Rule 10.14 and section 200E of the Corporations Act for the issue of up to a total of 92,310 Performance Rights under the Plan to the Related Parties, or their respective nominees.

Resolutions 5(a), (b), (c) and (d) are ordinary resolutions.

Listing Rule 10.14

Listing Rule 10.14 requires shareholder approval to be obtained where an entity issues, or agrees to issue, securities under an employee incentive scheme to a director of the entity, an associate of the director, or a person whose relationship with the entity, director or associate of the director is, in ASX's opinion, such that approval should be obtained.

As Shareholder approval is sought under Listing Rule 10.14, approval under Listing Rules 7.1 or 10.11 is not required.

Specific information required by Listing Rule 10.15

Pursuant to and in accordance with Listing Rule 10.15, the following information is provided in relation to the proposed issue of the Performance Rights:

- the Performance Rights will be issued under the Plan to Messrs Peter De Leo, Rodney Leonard, Peter Dawson and Bruno Ruggiero (or their respective nominees), each of whom is a Director;
- the maximum number of Performance Rights to be issued to the Related Parties (or their respective nominees) is 92,310, in the proportions set out in the table above;
- the Performance Rights will have an issue price of nil as they will be issued as part of the remuneration packages for each of the Related Parties;
- the Plan has not previously been adopted by Shareholders and no persons referred to in Listing Rule 10.14 have previously been issued Securities under the Plan;
- the persons referred to in Listing Rule 10.14 who are entitled to participate in the Plan are the current Directors, namely Peter De Leo, Rodney Leonard, Peter Dawson, Bruno Ruggiero, Michael Caratti, Lawrence Marshall, Robert Osmetti and Steven Chadwick;
- no loan will be provided to the Related Parties in relation to the issue of the Performance Rights;
- the Performance Rights will be issued no later than 12 months after the date of the Meeting (or such later date as permitted by any ASX waiver or modification of the Listing Rules); and
- a voting exclusion statement is included in the Notice.



Section 200E of the Corporations Act

Under section 200B of the Corporations Act, a company may only give a person a benefit in connection with them ceasing to hold a “managerial or executive office” (as defined in the Corporations Act) if an exemption applies or if the benefit is approved by shareholders in accordance with section 200E of the Corporations Act.

The Related Parties hold “managerial or executive offices” as their details are included in the Directors’ Report by virtue of being Directors.

Under the terms and conditions of the Performance Rights, under which the Performance Rights the subject of Resolutions 5(a), (b), (c) and (d) are proposed to be issued, circumstances in which the early vesting of Performance Rights are permitted at the Board’s discretion include, amongst other things, termination of a participant’s employment, engagement or office with the Company due to death, permanent incapacity, mental incapacity, redundancy, resignation, retirement or any other reason the Board decides, or in other circumstances where the Board exercises its discretion to allow early vesting as well as change of control events, notwithstanding that the Company will comply with its obligations under Listing Rules 10.18 and 10.19.

The termination “benefit” under section 200B of the Corporations Act has a wide operation and relevantly includes, in the context of Resolutions 5(a), (b), (c) and (d), the early vesting of Performance Rights upon the exercise of the Board’s discretion or the Board determining to provide that the Performance Rights do not lapse but will continue and be vested in the ordinary course.

Resolutions 5(a), (b), (c) and (d) therefore also seek approval of any termination benefit that may be provided to a Related Party under the terms and conditions of the Performance Rights.

Specific information required by section 200E(2) of the Corporations Act

The value of the potential termination benefits cannot be determined in advance. This is because various matters will or are likely to affect that value. In particular, the value of a particular benefit will depend on factors such as the Share price at the time of vesting and the number of Performance Rights that will vest or otherwise be affected. The following additional factors may also affect the benefit’s value:

- (a) the Related Party’s length of service and the status of the vesting conditions attaching to the relevant Performance Rights at the time the Related Party’s employment or office ceases; and
- (b) the number of unvested Performance Rights that the Related Party (or their nominee) holds at the time they cease employment or office

Chapter 2E of the Corporations Act

In accordance with Chapter 2E of the Corporations Act, in order to give a financial benefit to a related party, the Company must:

- (a) obtain Shareholder approval in the manner set out in section 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 grant of the Performance Rights constitutes giving a financial benefit and the Related Parties are related parties of the Company by virtue of being Directors.

The Board (other than Messrs De Leo, Leonard, Dawson and Ruggiero who have a material personal interest in Resolutions 5(a), (b), (c) and (d)) considers that Shareholder approval pursuant to Chapter 2E of the Corporations Act is not required in respect of the grant of the Performance Rights due to the exception in section 211 of the Corporations Act as the Performance Rights are considered reasonable remuneration.

Recommendation

The Board (other than Messrs De Leo, Leonard, Dawson and Ruggiero who have a material personal interest in the outcome of the Resolutions) recommends that Shareholders vote in favour of Resolutions 5(a), (b), (c) and (d) for the reasons set out above.

8. Resolution 6 – Removal of auditor

Under section 329 of the Corporations Act, an auditor of a company may be removed from office by resolution at a general meeting of which 2 months’ notice of intention to move the resolution has been given.

The notice of intention to remove Grant Thornton Audit Pty Ltd was served on the Company and the Company has sent a copy of the notice of intention to Grant Thornton Audit Pty Ltd and ASIC in accordance with section 329(2) of the Corporations Act.

It should be noted that under section 329 of the Corporations Act, if a company calls a meeting after the notice of intention has been given, the meeting may pass the resolution even though the meeting is held less than 2 months after the notice of intention is given.

Resolution 6 is an ordinary resolution seeking the approval of the Shareholders to remove Grant Thornton Audit Pty Ltd as the Company’s auditor. If this Resolution is passed, the removal of Grant Thornton Audit Pty Ltd as the Company’s auditor will take effect at the close of the Meeting. If this Resolution is not passed, Grant Thornton Audit Pty Ltd will remain the Company’s auditor.

Recommendation

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

9 Resolution 7 – Appointment of auditor

Under section 327D of the Corporations Act, the Company in a general meeting may appoint an auditor to replace an auditor removed under section 329 of the Corporations Act, provided that a copy of the notice of nomination of the auditor has previously been sent to the proposed replacement auditor and to each person entitled to receive a notice of meeting.



Further, section 328A of the Corporations Act provides that a company must not appoint an auditor unless the auditor has first consented to act as auditor and has not withdrawn that consent before the appointment is made.

The Company has received a nomination from one of the Company's members for RSM to be appointed as the new auditor of the Company, and a copy of the nomination has been sent to RSM. A copy of the nomination is also attached to this Notice of Meeting at Annexure A.

RSM is a registered company auditor, has had previous experience in conducting audits of public listed companies, and is a well-known and respected firm. RSM has given its written consent to act as the Company's auditor pursuant to section 328A(1) of the Corporations Act, subject to this resolution being approved by Shareholders at the Meeting. As at the date of this Notice, RSM has not withdrawn that consent.

The Company does not believe that the audit quality will be diminished as a result of changing auditors.

The purpose of Resolution 7 is to appoint RSM as the Company's auditor, pursuant to section 327D(2) of the Corporations Act. Resolution 7 is conditional on Resolution 6 also being passed.

Accordingly, the proposed appointment of RSM will only occur if Grant Thornton Audit Pty Ltd is removed as auditor by Resolution 6.

If this Resolution is passed, the appointment of RSM as the Company's auditor will take effect at the close of the Meeting.

Resolution 7 is a special resolution and as such requires approval of at least 75% of the votes cast by Shareholders present and eligible to vote at the Meeting (by proxy, attorney or otherwise).

Recommendation

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

10. Glossary

The following terms and abbreviations used in this Explanatory Memorandum have the following meanings:

ASX	ASX Limited or the Australian Securities Exchange.
AWST	Australian Western Standard Time.
Board	the board of directors of the Company.
Chairman	the person appointed to chair the Meeting.
Closely Related Party	means in relation to a member of the Key Management Personnel of the Company: <ul style="list-style-type: none"> • a spouse or child of the member; • a child of the member's spouse; • a dependent of the member or of the member's spouse; • anyone else who is one of the member's family and may be expected to influence the member or be influenced by the member, in the member's dealing with the Company; • a company the member controls; or • a person prescribed by the <i>Corporations Regulations 2001</i> (Cth).
Company	Lycopodium Limited (ABN 83 098 556 159).
Constitution	the constitution of the Company from time to time.
Corporations Act	the <i>Corporations Act 2001</i> (Cth) as amended, varied or replaced from time to time.
Director	a director of the Company.
Equity Security	has the same meaning as in the Listing Rules.
Explanatory Memorandum	the explanatory memorandum to this 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.
Listing Rules	the listing rules of ASX.
Meeting	the annual general meeting of Shareholders convened by this Notice.
Notice	this notice convening the Meeting.
Performance Rights	up to 92,310 Class A Performance Rights to be issued to the Related Parties on the terms and conditions set out in Schedule 2, which are the subject of the resolutions which form part of Resolution 5.
Plan	the Company's Incentive Performance Rights Plan, which is the subject of Resolution 4, a summary of which is set out in Schedule 1.
Proxy Form	the proxy form which accompanies this Notice.
Related Parties	Messrs Peter De Leo, Rodney Leonard, Peter Dawson and Bruno Ruggiero for the purposes of Resolutions 5(a) to (d) (inclusive).
Resolution	a resolution contained in this Notice.



Schedule	a schedule to the Notice.
Securities	any Equity Securities of the Company (including Shares and/or Performance Rights)..
Share	a fully paid ordinary share in the issued capital of the Company.
Shareholder	the holder of a Share in the Company.

SCHEDULE 1 – SUMMARY OF INCENTIVE PERFORMANCE RIGHTS PLAN

A summary of the key terms of the Plan is set out below:

Eligibility

The Board may, from time to time, in its absolute discretion, make a written invitation to apply for up to a specified number of Performance Rights (**Invitation**) to any of the following persons (**Eligible Participants**):

- a Director (whether executive or non-executive) of the Company or any of its associated bodies corporate (**Group Company**);
- a full or part time employee of any Group Company;
- a casual employee or contractor of a Group Company to the extent permitted by ASIC Class Order [CO 14/1000] (**Class Order**); or
- a prospective participant, being a person to whom the Invitation is made but who can only accept the Invitation if an arrangement has been entered into that will result in the person becoming an Eligible Participant under sub-paragraphs (a), (b) or (c) above.

Invitations

Under the Plan the Board may grant Performance Rights to Eligible Participants with effect from the date determined by the Board, upon the terms set out in the Plan and upon such additional terms and vesting conditions as the Board determines.

The Board will advise each Eligible Participant of the following minimum information regarding the Performance Rights:

- the maximum number of Performance Rights that the Eligible Participant may apply for, or the formula for determining the number of Performance Rights that may be applied for;
- the maximum number of Shares that the Eligible Participant is entitled to be issued on the exercise of each Performance Right or the formula for determining the maximum number of Shares;
- any applicable vesting conditions;
- when unvested Performance Rights will expire;
- the date by which an Invitation must be accepted; and
- any other information required by law or the Listing Rules or considered by the Board to be relevant to the Performance Rights or the Shares to be issued on exercise of the Performance Rights.

Plan limit

The Company must have reasonable grounds to believe, when making an Invitation under the Class Order, that the number of Shares to be received on exercise of Performance Rights offered under an Invitation, when aggregated with the number of Shares issued or that may be issued as a result of Invitations made in reliance on the Class Order at any time during the previous 3 year period under an employee incentive scheme covered by the Class Order or an ASIC exempt arrangement of a similar kind to an employee incentive scheme, will not exceed 5% of the total number of Shares on issue at the date of the Invitation.

Transfer restrictions

A Performance Right granted under the Plan is only transferable, assignable or able to be otherwise disposed or encumbered in special circumstances with the consent of the Board (which may be withheld in its absolute discretion) or by force of law upon death to the participant's legal personal representative or upon bankruptcy to the participant's trustee in bankruptcy. Where the Participant purports to transfer, assign, mortgage, charge or otherwise dispose or encumber a Performance Right, other than in accordance with the Plan, the Performance Right immediately lapses.

Vesting

Subject to the paragraph "Lapse of Performance Rights" below, a Performance Right granted under the Plan will not vest and be exercisable unless the vesting conditions (if any) have been satisfied and the Board has notified the Eligible Participant of that fact.

The Board may, in its absolute discretion, by written notice to a participant, resolve to waive any of the vesting conditions applying to the Performance Rights due to:

- an Eligible Participant or, where the participant is a nominee of an Eligible Participant, that Eligible Participant, ceasing to be an Eligible Participant as a result of death, total or permanent disability, retirement or redundancy; or
- an Eligible Participant or, where the participant is a nominee of an Eligible Participant, that Eligible Participant, suffering severe financial hardship;
- any other circumstance stated in the terms of the relevant Invitation made to and accepted by the participant; or
- the Company passing a resolution for voluntary winding up, or an order is made for the compulsory winding up of the Company.



Upon the occurrence of a change of control event occurring, the vesting conditions (if any) applying to the Performance Rights are deemed to automatically be waived.

In the event vesting conditions are waived in respect of Performance Rights, a participant (or their personal legal representative where applicable) may exercise any vested Performance Right at any time within one month of the Board notifies that the Performance Right has vested, failing which the Performance Right will lapse.

Issue of Shares

Subject to the Corporations Act, the Listing Rules and the Plan, the Company must issue to the participant or his or her personal representative (as the case may be) the number of Shares the participant is entitled to be issued in respect of vested Performance Rights that are exercised, within 10 business days of the Performance Rights being exercised (unless delayed due to a blackout period or the application of insider trading or takeover provisions).

All Shares issued under the Plan will rank equally in all respects with the Shares of the same class for the time being on issue except as regards any rights attaching to such Shares by reference to a record date prior to the date of their issue.

Sale restrictions on Shares

The Board may, in its discretion, determine at any time up until exercise of Performance Rights, that a restriction period will apply to some or all of the Shares issued to a participant on exercise of those Performance Rights, in which case the participant must not dispose of or otherwise deal with those Shares while they are subject to the restriction period. In addition, the Board may, in its sole discretion, having regard to the circumstances at the time, waive any such restriction period determined.

Quotation

If Shares of the same class as those issued under the Plan are quoted on the ASX, the Company will, subject to the Listing Rules, apply to the ASX for those Shares to be quoted on ASX within the later of 10 Business Days after the date the Shares are issued; and the date any restriction period that applies to the Shares ends.

The Company will not apply for quotation of any Performance Rights on the ASX.

Lapse of Performance Rights

A Performance Right will lapse upon the earlier to occur of:

- (a) an unauthorised dealing in, or hedging of, the Performance Right occurring, as governed by the Plan;
- (b) a vesting condition in relation to the Performance Right is not satisfied by the due date, or becomes incapable of satisfaction, as determined by the Board in its absolute discretion, unless the Board exercises its discretion to vest the Performance Right in accordance with the Plan;
- (c) in respect of unvested Performance Rights only, an Eligible Participant (or, where the participant is a nominee of the Eligible Participant, that Eligible Participant) ceases to be an Eligible Participant, unless the Board exercises its discretion to vest the Performance Right or allow the Performance Right to remain unvested in accordance with the Plan;
- (d) in respect of vested Performance Rights only, an Eligible Participant (or, where the participant is a nominee of the Eligible Participant, that Eligible Participant) ceases to be an Eligible Participant and the Performance Right is not exercised within the time limit specified in the Plan;
- (e) the Board deems that a Performance Right lapses due to fraud, dishonesty or other improper behaviour of the holder/ Eligible Participant in accordance with the Plan;
- (f) the Company undergoes a change of control or a winding up resolution or order is made, and the Board does not exercise its discretion to vest the Performance Right in accordance with the Plan; and
- (g) the Expiry Date of the Performance Right.

Exchange due to change of control

If a company (**Acquiring Company**) obtains control of the Company as a result of a change of control (as defined by the Plan) and both the Company and the Acquiring Company agree, an Eligible Participant may, in respect of any vested Performance Rights that are exercised, be provided with shares of the Acquiring Company, or its parent, in lieu of Shares, on substantially the same terms and subject to substantially the same conditions as the Shares, but with appropriate adjustments to the number and kind of shares subject to the Performance Rights.

Participation Rights

There are no participating rights or entitlements inherent in the Performance Rights and participants will not be entitled to participate in new issues of capital offered to Shareholders during the currency of the Performance Rights without exercising the Performance Right.

Adjustment for reorganisation

If, at any time, the issued capital of the Company is reorganised (including consolidation, subdivision, reduction or return), all rights of a participant are to be changed in a manner consistent with the Corporations Act and the Listing Rules at the time of the reorganisation.

Notice of adjustments

If, at any time, the issued capital of the Company is reorganised (including consolidation, subdivision, reduction or return), all rights of a participant are to be changed in a manner consistent with the Corporations Act and the Listing Rules at the time of the reorganisation.



Trust

The Board may, at any time, establish a trust for the sole purpose of acquiring and holding Shares in respect of which a Participant may exercise, or has exercised, vested Performance Rights, including for the purpose of enforcing the disposal restrictions and appoint a trustee to act as trustee of the trust. The trustee will hold the Shares as trustee for and on behalf of a participant as beneficial owner upon the terms of the trust. The Board may at any time amend all or any of the provisions of the Plan to effect the establishment of such a trust and the appointment of such a trustee.

Amendments

Subject to express restrictions set out in the Plan and compliance with the Corporations Act, Listing Rules and any other applicable law, the Board may at any time by resolution amend or add to all or any of the provisions of the Plan, or the terms or conditions of any Performance Right granted under the Plan including giving any amendment retrospective effect.

SCHEDULE 2 – TERMS AND CONDITIONS OF PERFORMANCE RIGHTS

Entitlement

Subject to the terms and conditions set out below, each Performance Right, once vested, entitles the holder, on conversion, to the issue of one fully paid ordinary share in the capital of the Company (**Share**).

Plan

The Company will grant a total of 92,310 Class A Performance Rights (**Performance Rights**) under the Company's Incentive Performance Rights Plan (**Plan**). Defined terms in these terms and conditions have the same meaning as in the Plan. In the event of any inconsistency between the Plan and these terms and conditions, these terms and conditions will apply to the extent of the inconsistency.

Vesting Condition

Unless otherwise determined by the Board in accordance with the Plan, the Performance Rights will vest on the date which is 3 years after the date of grant (**Vesting Date**), subject to the Relevant Person remaining an officeholder, or employed or engaged by the Company at the Vesting Date (**Vesting Condition**).

Consideration

The Performance Rights will be granted to the Participant (or their permitted nominee) for nil cash consideration.

Exercise Price

The Exercise Price of each vested Performance Right is nil.

Expiry Date

Each Performance Right will expire on the earlier to occur of:

- (a) the date which is 5 years after the date of grant; and
 - (b) the Performance Right lapsing and being forfeited under the Plan or these terms and conditions,
- (**Expiry Date**). For the avoidance of doubt any vested but unexercised Performance Rights will automatically lapse on the Expiry Date.

Conversion

Upon vesting, each Performance Right will, at the Participant's election, convert into one Share. The Participant may apply to exercise vested Performance Rights at any time prior to the Expiry Date by filling out a notice of exercise in the form provided by the Company and returning to the Company Secretary (**Notice of Exercise**).

Transfer

The Performance Rights are not transferable unless they have vested and only with the prior written approval of the Board and subject to compliance with the Corporations Act and the Listing Rules.

Quotation

No application for quotation of the Performance Rights will be made by the Company.

Dividend and voting rights

The Performance Rights do not confer on the holder an entitlement to vote at general meetings of the Company or to receive dividends.

Shares issued on exercise

All Shares issued upon the exercise of Performance Rights will upon issue rank pari passu in all respects with the then Shares of the Company.

Timing of issue of Shares and quotation of Shares on exercise

As soon as practicable after the issue of a Notice of Exercise by the Participant in accordance with clause 7.3 of the Plan and subject to the expiry of any Restriction Period that applies to the Shares under the Corporations Act or the Listing Rules, the Company will:

- (a) issue, allocate or cause to be transferred to the Participant the number of Shares to which the Participant is entitled under the Plan;
- (b) issue a substitute Certificate for any remaining unexercised Performance Rights held by the Participant;
- (c) if required, give ASX a notice that complies with section 708A(5)(e) of the Corporations Act; and
- (d) do all such acts, matters and things to obtain the grant of quotation of the Shares by ASX in accordance with the Listing Rules.



Bonus issue

If Shares are issued by the Company pro rata to Shareholders generally by way of bonus issue (other than an issue in lieu of dividends or by way of dividend reinvestment), the holder of Performance Rights is entitled, upon exercise of the Performance Rights, to receive, in addition to the Shares in respect of which the Performance Rights are exercised and without the payment of any further consideration, an allotment of as many additional Shares as would have been issued to a Shareholder who, on the date for determining entitlements under the bonus issue, held Shares equal in number to the Shares in respect of which the Performance Rights are exercised.

Change of Control

Subject to clause 11 of the Plan, upon the occurrence of a Change of Control, to the extent Performance Rights have not converted into Shares due to satisfaction of a Vesting Condition, Performance Rights will automatically convert to that number of Shares which when issued together with all Shares issued under any other class of Performance Rights then on issue in the Company, is equal to the lesser of one Share per Performance Right and 10% of the total Shares on issue at that time. Performance Rights that are not converted into Shares will continue to be held by the holder on the same terms and conditions.

ANNEXURE A – NOTICE OF NOMINATION OF AUDITOR

14 October 2019

The Directors
Lycopodium Limited
Level 5, 1 Adelaide Terrace
East Perth WA 6004
Australia

Dear Sirs,

Notice of Nomination of Auditor

For the purposes of section 328B(1) of the Corporations Act 2001 (Cth), I, Peter De Leo, being a member of Lycopodium Limited (**Company**), hereby nominate RSM of Level 32 Exchange Tower, 2 The Esplanade Perth WA 6000, for appointment as auditor of the Company at the Company's annual general meeting.

Yours faithfully,

Peter De Leo

PROXY FORM

Lycopodium Limited ABN 83 098 556 159



The Company Secretary, Lycopodium Limited

For information on completing and returning this proxy form please see the instructions overleaf.

Shareholder details

Name:

Address:

Number of Shares:

Step 1: Appoint a proxy to vote on your behalf

I/We being a Shareholder/s of Lycopodium Limited (Company) and entitled to attend and vote at the annual general meeting of the Company to be held at Fraser Suites Perth, 10 Adelaide Terrace, East Perth, Western Australia on Thursday, 21 November 2019 at 10.00 a.m. (AWST) and at any adjournment or postponement of that meeting (Meeting) hereby appoint

[]

the Chairman of the Meeting (mark box with an 'X')

OR

[]

Write here the name of the person you are appointing if this person is someone other than the Chairman of the Meeting

or failing the individual or body corporate named, or if no individual or body corporate is named, the Chairman of the Meeting as my/our proxy to act generally at the Meeting on my/our behalf and to vote in accordance with the following directions (or if no directions have been given, as the proxy sees fit) at the Meeting. Where I/we have appointed the Chairman of the Meeting as my/our proxy (or the Chairman becomes my/our proxy by default), and I/we have not directed the proxy how to vote on Resolution 1 (Remuneration Report) or the resolutions which form part of Resolution 5 (Issue of Performance Rights to Related Parties) in Step 2 below, I/we expressly authorise the Chairman to exercise my/our proxy on Resolutions 1 and 5 even though Resolutions 1 and 5 are connected with the remuneration of Key Management Personnel of the Company or consolidated entity.

Step 2: Items of business

I/we direct that my/our proxy vote in the following manner (please mark relevant boxes with an 'X' to indicate your directions):

Table with 5 columns: Resolution, Description, For, Against, Abstain. Rows include Remuneration Report, Re-election of Mr Michael Caratti as Director, Re-election of Mr Steven Chadwick as Director, Approval of Incentive Performance Rights Plan, Approval to issue Performance Rights to Mr Peter De Leo, Mr Rodney Leonard, Mr Peter Dawson, Mr Bruno Ruggiero, Removal of auditor, Appointment of auditor.

* Please note that if you have appointed a proxy and mark the ABSTAIN box for a Resolution, you are directing your proxy not to vote on your behalf on a show of hands or a poll and your votes will not be counted in computing the required majority.

Appointment of a second proxy (see instructions on next page)

If you wish to appoint a second proxy, state the % of your voting rights or the number of shares applicable to the proxy appointed by this form.

[]

Please sign here

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

Authorised signature/s

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

Individual or Shareholder 1 Shareholder 2 Shareholder 3

Sole Director and Sole Company Secretary Director Director/Company Secretary

Contact Name Contact Daytime Telephone Date

.....





HOW TO COMPLETE THIS PROXY FORM

Your name and address

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

Appointment of a proxy

If you wish to appoint the Chairman of the Meeting as your proxy, mark the box. If the person you wish to appoint as your proxy is someone other than the Chairman of the Meeting, please write the name of that person. If you leave this section blank, or your named proxy does not attend the Meeting, the Chairman of the Meeting will be your proxy. A proxy may, but need not be, a Shareholder of the Company.

Appointment of a Second Proxy

You are entitled to appoint up to two persons as proxies to attend the Meeting and vote on a poll. If you wish to appoint a second proxy, an additional proxy form will be supplied by the Company on request or you may photocopy this form.

To appoint a second proxy you must on each Proxy Form state (in the appropriate box) the percentage of your voting rights or the number of Shares which are the subject of the relevant proxy. If both forms do not specify that percentage or the number of Shares, each proxy may exercise half your votes. Fractions will be disregarded.

Votes on Resolutions

You may direct your proxy how to vote by placing a mark in one of the boxes opposite each Resolution. If you mark more than one box on a Resolution your vote on that Resolution will be invalid. All your Shareholding will be voted in accordance with such a direction unless you indicate only a portion of voting rights are to be voted on any Resolution by inserting the percentage or number of Shares you wish to vote in the appropriate box or boxes. The sum of the votes cast must not exceed your voting entitlement or 100%. If you do not mark any of the boxes on a given Resolution, your proxy may vote as he or she chooses.

If you direct your proxy how to vote validly in accordance with these instructions and your proxy fails to either attend the Meeting or vote on any directed Resolution, the Chairman of the Meeting is taken to have been appointed as the proxy for the purposes of voting on that resolution at the Meeting and must vote in accordance with your proxy.

Voting restrictions apply to Key Management Personnel

If you intend to appoint a member of the Key Management Personnel of the Company or consolidated entity (other than the Chairman of the Meeting) or one of their Closely Related Parties, that person will not be able to vote as your proxy on Resolution 1 (Remuneration Report) or Resolutions 5(a) to (d) (inclusive) (Issue of Performance Rights to Related Parties) unless you direct them how to vote.

Important information for Resolutions 1 and 5(a) to (d)

Undirected proxies received by the Chairman will be voted in favour of each Resolution. If you have appointed the Chairman of the Meeting as your proxy (or the Chairman becomes your proxy by default), you can direct the Chairman of the Meeting to vote for, against or abstain from voting on, Resolution 1 (Remuneration Report) and each of the resolutions which forms part of Resolution 5 (Issue of Performance Rights to Related Parties) by marking the relevant box opposite Resolutions 1 and 5(a) to (d) (inclusive). Note that under Step 1, if the Chairman of the Meeting is your proxy and you do not mark any of the boxes opposite Resolution 1 or 5(a) to (d), you have expressly authorised the Chairman of the Meeting to exercise your proxy on Resolutions 1 and 5.

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

- Individual: where the holding is in one name, the holder must sign.
- Joint Holding: where the holding is in more than one name all of the holders must sign.
- Power of Attorney: if signed under a Power of Attorney, you must have already lodged it with the registry, or alternatively, attach a certified photocopy of the Power of Attorney to this Proxy Form when you return it.
- Companies: a Director can sign jointly with another Director or a Company Secretary. A sole Director who is also a sole Company Secretary can also sign. Please indicate the office held by signing in the appropriate space.

If a representative of a corporate Shareholder or proxy is to attend the Meeting you will need to provide the appropriate 'Certificate of Appointment of Representative' prior to admission. A form of the certificate may be obtained from the Company's Share Registry.

Return of Proxy Forms

Proxy Forms (and the power of attorney or other authority, if any, under which the Proxy Form is signed) or a copy or facsimile which appears on its face to be an authentic copy of the Proxy Form (and the power of attorney or other authority) must be received at the address given below not less than 48 hours prior to the time of commencement of the Meeting, being no later than 10.00 a.m. (AWST) on Tuesday, 19 November 2019. Any Proxy Form received after that time will not be effective for the scheduled meeting.