
ATC Alloys Ltd

ACN 118 738 999

Notice of Annual General Meeting - 2018

TIME: 11:30 a.m. (AWST)

DATE: 17 June 2021

PLACE: Level 2, 22 Mount Street, Perth WA

This notice 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 please do not hesitate to contact the Company Secretary on +61 8 6188 8181.

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TIME AND PLACE OF MEETING AND HOW TO VOTE

1. Venue

The Meeting of the Shareholders of ATC Alloys Ltd (**Company**) to which this Notice relates, will be held at 11:30 a.m. (AWST) on 17 June 2021 at Level 2, 22 Mount Street, Perth, WA.

2. Voting in person

To vote in person, you will be required to attend the Meeting on the date and at the place set out above.

3. Voting by proxy

To vote by proxy, please complete and sign the enclosed proxy form and return by:

- (a) post, to PO box 7054 Cloisters Square PO Perth, WA 6850; or
- (b) facsimile, to the Company on facsimile number +61 8 6188 8182,
- (c) by email, to admin@consiliumcorp.com.au

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

Proxy Forms received later than this time will be invalid.

NOTICE OF MEETING

Notice is given that the Meeting of Shareholders will be held at 11:30 a.m. (AWST) on 17 June 2021 at Level 2, 22 Mount Street, Perth, WA.

The Explanatory Statement to this Notice provides additional information on matters to be considered at the Meeting. The Explanatory Statement and the Proxy Form are part of this Notice.

The Directors have determined, pursuant to regulation 7.11.37 of the *Corporations Regulations 2001* (Cth), that the persons eligible to vote at the Meeting are those who are registered shareholders of the Company at 11:30am. (AWST) on 15 June 2021.

Terms and abbreviations used in this Notice and Explanatory Statement are defined in the Glossary.

AGENDA

RECEIPT OF FINANCIAL REPORTS AND REPORTS OF DIRECTORS AND AUDITOR

To receive and consider the Financial Reports of the Company for the financial year ended 30th June 2018, together with the declaration of the Directors, the Remuneration Report and the Report of the directors and the Auditor, which relate to the Financial Reports.

4. RESOLUTION 1 – ADOPTION OF DIRECTORS REMUNERATION REPORT

To consider, and if thought fit, pass with or without amendment, the following resolution as a **non-binding resolution**:

“That, for the purposes of section 250R(2) of the Corporations Act and for all other purposes, approval is given for the adoption of the Company’s Remuneration Report, as set out in the Directors’ Report within the Annual Report for the year ended 30th June 2018, prepared in accordance with section 300A of the Corporations Act”.

Please note that in accordance with section 250R(3) of the Corporations Act, the votes cast on this Resolution are advisory only and do not bind the Company or the Directors.

Voting Exclusion Statement: The Company will disregard any votes cast (in any capacity) in favour on this Resolution 1 by or on behalf of any person who is a member of the Key Management Personnel, details of whose remuneration is considered in the Remuneration Report, or any person who is 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.

5. RESOLUTION 2 – APPOINTMENT OF AUDITOR

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

“That Criterion Audit Pty Ltd (Authorised Audit Company) of Suite 2, 642 Newcastle Street, Leederville, WA having been duly nominated in accordance with Section 328B(1) Corporations Act to be the Company auditor and having given its consent in writing to act as auditor, be appointed as the auditor the Company.”

6. RESOLUTION 3 – ELECTION OF JOHN CHEGWIDDEN AS A DIRECTOR

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

“That for the purposes of clause 13.4 of the Constitution and for all other purposes, Mr John Chegwidden, being a non-executive Director who was appointed by the Board on 11 September 2018 as an additional director, and being eligible, offers himself for election, is elected as a Director”.

7. RESOLUTION 4 – ELECTION OF CHEN (GEORGE) GUANGYU AS A DIRECTOR

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

“That for the purposes of clause 13.4 of the Constitution, and for all other purposes, Mr Chen (George) Guangyu, being a non-executive Director who was appointed by the Board on 11 September 2018 as an additional director, and being eligible, offers himself for election, is elected as a Director”.

8. RESOLUTION 5 – ELECTION OF IMANTS KINS AS A DIRECTOR

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

“That for the purposes of clause 13.2 of the Constitution, and for all other purposes, Mr Imants Kins, a Director, retires by rotation, and being eligible, is re-elected as a Director”.

9. RESOLUTION 6 – ELECTION OF TONY ADCOCK AS A DIRECTOR

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

“That for the purposes of clause 13.4 of the Constitution, and for all other purposes, Mr Tony Adcock, being a non-executive Director who was appointed by the Board on 23 September 2020 as an additional director, and being eligible, offers himself for election, is elected as a Director”.

10. RESOLUTION 7 – CHANGE OF NAME

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

“That, for the purposes of section 157(1)(a) of the Corporations Act and for all other purposes, approval is given for the name of the Company to be changed to “Tungsten Metals Group Ltd” with effect from when ASIC changes the name of the Company”.

11. OTHER BUSINESS

To transact any other business that may be validly brought before the Meeting.

**DATED 14 May 2021
BY ORDER OF THE BOARD**

**RANKO MATIC
COMPANY SECRETARY
ATC ALLOYS LIMITED**

ENTITLEMENT TO VOTE

Who may vote?

Pursuant to regulation 7.11.37 of the *Corporations Regulations 2001* (Cth), the Company has determined that for the purpose of the Meeting, all shares in the Company shall be taken to be held by the persons who held them as registered shareholders at 11:30am (AWST) on 15 June 2021 (**Entitlement Time**).

All holders of ordinary shares in the Company as at the Entitlement Time are entitled to attend and vote at the Meeting.

Transactions registered after that time will be disregarded in determining a shareholder's entitlement to attend and vote at the Meeting.

In addition, attention is drawn to the Voting Exclusion Statements and Voting Prohibition Statements, set out in the text of the Notice of Meeting.

PROXIES

Please note that:

- (a) a Shareholder who is entitled to attend and cast a vote at the Meeting has a right to appoint a proxy;
- (b) the appointment may specify the proportion or number of votes that the proxy may exercise;
- (c) a Shareholder who is entitled to cast two or more votes at the Meeting may appoint two proxies and must specify the proportional number of votes each proxy is appointed to exercise;
- (d) if the Shareholder appoints two proxies and the appointment does not specify the proportion or number of the Shareholder's votes, each proxy may exercise half the votes that that Shareholder would otherwise be entitled to vote;
- (e) a proxy need not be a Shareholder;
- (f) if a Shareholder wishes to appoint two proxies, it should contact the Company and request another Proxy Form; and
- (g) unless the Shareholder specifically directs the proxy how to vote, the proxy may vote as he or she thinks fit or abstain from voting.

If a Shareholder wishes to appoint a proxy, it should complete the attached Proxy Form and comply with details set out in that form for lodgement of that form with the Company.

The Proxy Form must be signed by the Shareholder or his or her attorney duly authorised in writing or, if the Shareholder is a corporation, either under the seal of the corporation (in accordance with its Constitution) or under the hand of an attorney duly authorised in writing or otherwise signed in accordance with the *Corporations Act*.

If any attorney or authorised officer signs the Proxy Form on behalf of a Shareholder, the relevant power of attorney or other authority under which it is signed or a certified copy of that power or authority must be deposited with the Proxy Form.

The Proxy Form must be received **not less than 48 hours** before the time for holding the Meeting by delivering the Proxy Form, and where relevant, with the appropriate power of attorney or other authority, to one of the addresses as follows:

Registered Office:

Level 2, 22 Mount Street, Perth, Western Australia 6000

Mailing Address:

PO Box 7054

Cloisters Square PO, Perth, WA 6850

Email: admin@consiliumcorp.com.au

Facsimile transmission to:

Within Australia: 08 6188 8182

International: +61 8 6188 8182

A Shareholder that is a corporation may appoint a representative who may attend the Meeting and vote on behalf of the corporation. Such a representative will have to produce a corporate representative appointment letter from the corporation signed either under the common seal of the corporation (in accordance with its constitution), or by a duly authorised officer or otherwise signed in accordance with the Corporations Act before he or she will be permitted to vote.

EXPLANATORY STATEMENT

This Explanatory Statement is included in and forms part of the Notice of Meeting. It contains background information pertaining to the Resolutions to be considered and voted upon at the Meeting as well as information required to be given to Shareholders under the Listing Rules in relation to the Resolutions.

This Explanatory Statement is given to Shareholders to help them determine how to vote on the Resolutions set out in the Notice of Meeting.

Shareholders should read this Explanatory Statement in full and in conjunction with the other sections of this Document, in order to gain a more complete understanding of the Resolutions proposed in the Notice of Meeting.

If a Shareholder is in doubt about what to do in relation to a Resolution, it should consult its financial or other professional adviser.

1. RESOLUTION 1 – ADOPTION OF REMUNERATION REPORT

1.1 Background

The Annual Report for the year ended 30th June 2018 contains the Company's Remuneration Report. The Remuneration Report sets out the Company's remuneration policies and reports the remuneration arrangements in place for the Directors of the Company. A copy of the 2018 Annual Report is available on request to the Company, free of charge.

The Corporations Act requires the agenda for the Annual General Meeting of a listed company to include a resolution for the adoption of the Remuneration Report. The Corporations Act expressly provides that the vote on the resolution is advisory only and does not bind the Directors of the Company.

Shareholders attending the Annual General Meeting will be given a reasonable opportunity to ask questions and comment on the Remuneration Report.

1.2 Voting Exclusion Statement

A description of the persons not permitted to vote on Resolution 1, and whose votes will be disregarded if cast on Resolution 1, is set out in the Notice.

2. RESOLUTION 2 – APPOINTMENT OF AUDITOR

2.1 Background

On the 26 July 2019, the Company's present Auditor Crowe Sydney resigned as the Company auditor and lodged a Form 342 with ASIC. The Company has engaged Criterion Audit to be Company's auditors going forward, and the Company has applied to ASIC to have Criterion Audit appointed as the Auditors of the Company.

Pursuant to section 327B of the Corporations Act, Criterion Audit of Suite 2, 642 Newcastle Street, Leederville, WA, 6007, has been nominated by a shareholder. Criterion Audit will be paid remuneration as may be mutually agreed between the auditors and the Board of Directors of the Company.

2.2 Requirement for Shareholder Approval

Accordingly, Shareholders are asked to consider and vote upon the appointment of Criterion Audit.

2.3 Voting Exclusion Statement

A description of the persons not permitted to vote on Resolution 2, and whose votes will be disregarded if cast on Resolution 2, is set out in the Notice.

2.4 Recommendation of Directors

Each Director, recommends that Shareholders vote **IN FAVOUR** of Resolution 2.

Each Director, confirms that he has no personal interest in the outcome of Resolution 2 other than in his capacity as a Shareholder or an Associate of a Shareholder.

3. RESOLUTION 3 – ELECTION OF JOHN CHEGWIDDEN

3.1 Background

Mr John Chegwidden was appointed to the Board of the Company as the Non-Executive Director on 11 September 2018. Mr Chegwidden has over 30 years' experience as an accountant, including managing his own chartered accounting practice, providing advice in management, accounting and taxation, and consulting to manufacturing, mining, primary production and earthmoving operations. Mr Chegwidden has a strong knowledge of the mining and resources sector in Australia and Vietnam, with key competencies in exploration, materials processing, marketing and financial management in relation to junior resources companies. More recently he has consulted to a number of listed companies and negotiated with capital financiers for junior ASX companies, and has being a corporate advisor to a number of recent ASX IPO's and transactions. Mr Chegwidden has been a founding Director and Company Secretary on three successfully listed public mining companies.

Mr Chegwidden is currently a non-executive director of ASX listed 3D Resources Limited, and was a former director of ASX listed Aurox resources Limited and Dourado Resources Limited. Mr Chegwidden was a former director of the Company (Hazelwood Resources) and gained strong Ferrotungsten industry experience during his time as a director.

Requirement for Shareholder Approval

The Board may appoint at any time a person to be a Director either to fill a casual vacancy or as an addition to the existing Directors, but only where the total number of Directors does not at any time exceed the maximum number specified by the Constitution of the Company.

Clause 13.4 of the Constitution also provides that any Director (except a managing director) whom has been appointed throughout the year must not hold office past the next general meeting without re-election.

Mr John Chegwidden having been appointed by the Board on 11 September 2018 and being eligible seeks re-election from Shareholders in accordance with the Constitution.

Accordingly, Shareholders are asked to consider and vote upon the election of John Chegwidden as a Director of the Company.

3.2 Recommendation of Directors

Each Director, other than John Chegwidden, recommends that Shareholders vote **IN FAVOUR** of Resolution 3.

Each Director, other than John Chegwidden, confirms that he has no personal interest in the outcome of Resolution 3 other than in his capacity as a Shareholder or an Associate of a Shareholder.

4. RESOLUTION 4 – ELECTION OF CHEN (GEORGE) GUANGYU

4.1 Background

Mr Chen (George) Guangyu was appointed to the Board of the Company as a non-executive director on 11 September 2018. Mr Chen has over 30 years' experience in the mining and mineral processing industry specialising in tungsten & cobalt, including senior positions of General Manager of the International Business Division, head of procurement of tungsten materials and sales of tungsten products for Xiamen Tungsten Co., Ltd. a leading tungsten producer based in China. During this period Mr Chen has developed a strong reputation and built many solid relationships within the international tungsten industry. Mr Chen has a Bachelor of mining machinery (Beijing University of Iron and Steel, "USTB") and a Master of Business Administration (MBA, Xiamen University). Mr Chen has strong skills in minor metals marketing, production management on metallurgy facilities and a rich knowledge in tungsten mining resources, especially in southern-east Asia. Mr Chen's appointment to the board enhances the Company's influence and links to both the tungsten and cobalt industry. Mr Chen also built the first ever Ferro-Tungsten (FeW) plant in Vietnam. Mr Chen is the founder of Asia Tungsten Products Co., Ltd (**ATCHK**) and led the building of the ATC FeW plant in Haiphong, Vietnam (**Ferrotungsten Plant**) which is owned by Asia Tungsten Vietnam Limited (**ATCVN**) a wholly owned subsidiary of ATCHK. Mr Chen has a 40% ownership of ATCHK as part of an incorporated joint venture with the Company, where the Company owns the remaining 60% of ATCHK (**Joint Venture**).

4.2 Requirement for Shareholder Approval

The Board may appoint at any time a person to be a Director either to fill a casual vacancy or as an addition to the existing Directors, but only where the total number of Directors does not at any time exceed the maximum number specified by the Constitution of the Company.

Clause 13.4 of the Constitution also provides that any Director (except a managing director) whom has been appointed throughout the year must not hold office past the next general meeting without re-election.

Mr Chen (George) Guangyu, having been appointed by the Board on 11 September 2018 and being eligible seeks, re-election from Shareholders in accordance with the Constitution.

Accordingly, Shareholders are asked to consider and vote upon the election of Chen (George) Guangyu as a Director of the Company.

4.3 Recommendation of Directors

Each Director, other than Chen (George) Guangyu, recommends that Shareholders vote **IN FAVOUR** of Resolution 4.

Each Director, other than Chen (George) Guangyu, confirms that he has no personal interest in the outcome of Resolution 4 other than in his capacity as a Shareholder or an Associate of a Shareholder.

5. RESOLUTION 5 – ELECTION OF IMANTS KINS

5.1 Background

Mr Kins is an experienced chairman and non-executive director of a number of listed companies since 2005, delivering experience in governance, leadership, global economic trends and strategy to organisations. He has a Bachelor of Economics (UWA) and Master of Arts in Future Studies (Curtin University) and has a broad range of experience at a senior level in both government and private sectors as a senior manager, corporate economist and executive and non-executive directorships of listed companies.

He is a former director of Tantalum Australia, ABM Resources Limited and Ochre Management, and is currently a director of Pela Global Limited and Baltics in Space. His work has also included being CEO of a private company developing a world scale greenfields petrochemical/EDC-VDC, salt, diatomaceous earth, tantalum concentrates, iron ore, base metals and gold.

5.2 Requirement for Shareholder Approval

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

Mr Kins, who has served as a director since 25 May 2018 and was last elected on 5 September 2018, retires by rotation and seeks re-election.

5.3 Recommendation of Directors

Each Director, other than Mr Kins, recommends that Shareholders vote **IN FAVOUR** of Resolution 5.

Each Director, other than Mr Kins, confirms that he has no personal interest in the outcome of Resolution 5 other than in his capacity as a Shareholder or an Associate of a Shareholder.

6. RESOLUTION 6 – ELECTION OF TONY ADCOCK

6.1 Background

Mr Tony Adcock was appointed to the Board of the Company as a non-executive chairman on 23 September 2020.

Mr Adcock has more than 30 years' experience in banking and financial services, capital markets and M&A at board, operational and consulting levels across Australia, Asia Pacific, Europe and the US. He has more than 20 years experience as a Chairman, Director and Independent Director across FinTech, Innovative Agri-business, Mining, Oil & Gas industries. Mr Adcock was formerly a Partner in PwC Consulting running an Asia Pacific business line and a Treasurer & General Manager in banking. Mr Adcock is a Chairman and Director of various, private and Not for Profit companies.

6.2 Requirement for Shareholder Approval

The Board may appoint at any time a person to be a Director either to fill a casual vacancy or as an addition to the existing Directors, but only where the total number of Directors does not at any time exceed the maximum number specified by the Constitution of the Company.

Clause 13.4 of the Constitution also provides that any Director (except a managing director) whom has been appointed throughout the year must not hold office past the next general meeting without re-election.

Mr Tony Adcock, having been appointed by the Board on 23 September 2020 and being eligible seeks, re-election from Shareholders in accordance with the Constitution.

Accordingly, Shareholders are asked to consider and vote upon the election of Tony Adcock as a Director of the Company.

6.3 Recommendation of Directors

Each Director, other than Tony Adcock, recommends that Shareholders vote IN FAVOUR of Resolution 4.

Each Director, other than Tony Adcock, confirms that he has no personal interest in the outcome of Resolution 4.

7. RESOLUTION 7 – CHANGE OF NAME

Section 157(1)(a) of the Corporations Act provides that a company may change its name if the company passes a special resolution adopting a new name.

Resolution 7 seeks the approval of shareholders for the Company to change its name to "Tungsten Metals Group Ltd". The Board proposes this change of name on the basis that it more accurately reflects the proposed operations of the Company.

If Resolution 7 is passed the change of name will take effect when ASIC alters the details of the Company's registration.

The proposed name has been reserved by the Company and, if Resolution 7 is passed, the Company will lodge a copy of the special resolution with ASIC in order to effect the change.

Resolution 7 is a special resolution. For a special resolution to be passed, at least 75% of the votes validly cast on the resolution by shareholders (by number of shares) must be in favour of the resolution.

8. ENQUIRIES

Shareholders are advised to contact Ranko Matic, the Company Secretary, on +61 8 6188 8181 if they have any queries in respect of the matters set out in these documents.

GLOSSARY

For the purposes of this Notice, the following terms have the meanings prescribed below:

\$	Australian dollars.
WST	Australian Western Standard Time.
ASIC	Australian Securities & Investments Commission.
ATCHK	Asia Tungsten Products Co Limited, the joint venture holding company in which the Company holds 60% of the shares, with the intention to acquire the remaining 40%.
Board	the board of directors of the Company as constituted from time to time.
Business Day	a day which is not a Saturday, Sunday, a bank holiday or a public holiday in Sydney, and any other day that is not a business day.
Chair	the person chairing the Meeting.
Chen	Mr Guangyu (George) Chen, the Company's joint venture partner in ATCHK.
Company	ATC Alloys Limited ACN 118 738 999.
Constitution	the constitution of the Company (as amended from time to time).
Convertible Note	a loan note issued by the Company on the terms and conditions.
Corporations Act	the <i>Corporations Act 2001</i> (Cth).
Director	a director of the Company as at the date of this Document.
Document	this document entitled "Notice of Annual General Meeting", including any annexures or schedules to, of or accompanying this document.
Explanatory Statement	the section entitled "Explanatory Statement" of this Document, forming part of the Notice.
Key Management Personnel	the directors of the Company and other persons having authority and responsibility for planning, directing and controlling the activities of the Company, directly or indirectly.
Meeting	the annual general meeting of the Company convened pursuant to in the Notice, and any meeting that was held pursuant to an adjournment of the initial annual general meeting.
Notice or Notice of Meeting	the notice convening this Meeting as set out in this Document.
Ordinary resolution	a resolution of Shareholders that is approved by a simple majority of the votes cast by Shareholders present at the Meeting (whether in person or by proxy) and entitled to vote on that resolution.
Proxy Form	the 'Appointment of Proxy' form attached to this Document.
Resolution	a resolution set out in the Notice.
Relevant Interest	has the meaning give to that term in Sections 608 and 609 of the Corporations Act.
Share	a fully paid ordinary share in the issued share capital of the Company.
Share Registry	Computershare Investor Services Pty Limited.
Shareholder	a person recorded on the register of members maintained by the Company pursuant to sections 168 and 169 of the Corporations Act as a holder of one or more Shares.

Interpretation

In this Notice, headings are for convenience only and do not affect interpretation and except where the context otherwise requires:

- (a) the singular includes the plural and vice versa and a gender includes other genders;
- (b) other grammatical forms of a defined word or expression have a corresponding meaning;
- (c) a reference to a section, paragraph, schedule or annexure is to a section or paragraph of or schedule or annexure to this Notice and a reference to this Notice includes any schedule and annexure;
- (d) a reference to a document or agreement includes the document or agreement as novated, altered, supplemented or replaced from time to time;
- (e) a reference to A\$, \$A, dollar or \$ is to Australian currency;
- (f) a reference to time is to Australian Eastern Standard Time;
- (g) a reference to a year (other than a financial year) or a month means a calendar year or calendar month respectively;
- (h) a reference to a party to a document includes the party's executors, administrators, successors and permitted assigns and substitutes;
- (i) a reference to a person includes a natural person, partnership, firm, body corporate, trust, joint venture, association, governmental or local authority or agency or other entity;
- (j) a reference to a statute, ordinance, code or other law includes regulations and other instruments under it and consolidations, amendments, re-enactments or replacements of any of them;
- (k) any authorities, associations, bodies and entities, whether statutory or otherwise, will, in the event of such authority, association, body or entity ceasing to exist or being reconstituted, replaced or the powers or functions thereof being transferred to or taken over by any other authority, association, body or entity, be deemed to refer respectively to the authority, association, body or entity established, constituted or substituted in lieu thereof which exercises substantially the same powers or functions; and
- (l) the meaning of general words is not limited by specific examples introduced by including, for example or similar expressions.

ANNEXURE A – PROXY FORM – ATC ALLOYS LIMITED

ANNUAL GENERAL MEETING

I/ We

Name of shareholder

of

Address

appoint

Name of proxy

OR

the Chair of the Meeting as your proxy

or failing the person so named or, if no person is named, the Chair of the Meeting, or the Chair's nominee, to vote in accordance with the following directions, or, if no directions have been given, as the proxy sees fit, at the Meeting to be held at **11:30 a.m. (AWST) on 17 June, 2021 at Level 2, 22 Mount Street, Perth, Western Australia**, and at any adjournment thereof.

If no directions are given, the Chair will vote in favour of all the resolutions.

If the Chair of the Meeting is appointed as your proxy, or may be appointed by default, and you do **not** wish to direct your proxy how to vote as your proxy in respect of **Resolutions 1 to 7** please place a mark in this box.

By marking this box, you acknowledge that the Chair of the Meeting may exercise your proxy even if he has an interest in the outcome of resolutions 1-7 and that votes cast by the Chair of the Meeting for resolutions 1-7, other than as proxy holder, will be disregarded because of that interest. If you do not mark this box, and you have not directed your proxy how to vote, the Chair will not cast your votes on resolutions 1-7 and your votes will not be counted in calculating the required majority if a poll is called on resolutions 1-7.

OR

Voting on Business of the Meeting

Voting on Business of the Meeting		FOR	AGAINST	ABSTAIN
1	Adoption of Remuneration Report	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
2	Appointment of Auditor	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
3	Election of John Chegwidden	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
4	Election of Chen (George) Guangyu	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
5	Election of Imants Kins	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
6	Election of Tony Adcock	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
7	Change of Name	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

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

Signature of Member(s): _____

Date: _____

Sole Director/Company Secretary

Director

Director/Company Secretary

Contact Name: _____

Contact Ph (daytime): _____

Instructions for Completing 'Appointment of Proxy' Form

1. **(Appointing a Proxy):** A member entitled to attend and vote at the Meeting is entitled to appoint not more than two proxies to attend and vote on a poll on their behalf. The appointment of a second proxy must be done on a separate copy of the Proxy Form. Where more than one proxy is appointed, such proxy must be allocated a proportion of the member's voting rights. If a member appoints two proxies and the appointment does not specify this proportion, each proxy may exercise half the votes. A duly appointed proxy need not be a member of the Company.
2. **(Direction to Vote):** A member may direct a proxy how to vote by marking one of the boxes opposite each item of business. Where a box is not marked the proxy may vote as they choose. 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 member must sign.
 - **(Joint Holding):** Where the holding is in more than one name, all of the members must 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 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.
4. **(Attending the Meeting):** Completion of a Proxy Form will not prevent individual members from attending the Meeting in person if they wish. Where a member completes and lodges a valid Proxy Form and attends the Meeting in person, then the proxy's authority to speak and vote for that member is suspended while the member 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:

To vote by proxy, please complete and sign the enclosed proxy form and return by:

- (a) post, to PO box 7054 Cloisters Square PO Perth, WA 6850; or
- (b) facsimile, to the Company on facsimile number +61 8 6188 8182,
- (c) by email, to admin@consiliumcorp.com.au

so that it is received not later than 11:30am (AWST) **on 15 June 2021.**

Proxy Forms received later than this time will be invalid.