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**ATC Alloys Ltd**

**ACN 118 738 999**

**Notice of Annual General Meeting - 2019**

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**TIME:** 11:45 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

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### 1. Venue

The Meeting of the Shareholders of ATC Alloys Ltd (**Company**) to which this Notice relates, will be held at 11:45 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](mailto: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.**

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## NOTICE OF MEETING

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Notice is given that the Meeting of Shareholders will be held at 11:45 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 11:45am. (AWST) on 15 June, 2021.

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

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## AGENDA

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### 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 30<sup>th</sup> June 2019, 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.

#### 1. 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 30<sup>th</sup> June 2019, 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.

#### 2. RESOLUTION 2 – 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 13.2 of the Constitution, and for all other purposes, Mr John Chegwidden, a Director, retires by rotation, and being eligible, is re-elected as a Director”.*

**3. RESOLUTION 3 – ADOPTION OF NEW CONSTITUTION**

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

*“That, for the purposes of section 136(2) of the Corporations Act and for all other purposes, approval is given for the Company to replace its existing constitution and adopt a new constitution as signed by the chairman of the Meeting for identification purposes.”*

**4. 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**

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## ENTITLEMENT TO VOTE

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### *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 11:45am (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.

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## PROXIES

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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](mailto: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.

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## **EXPLANATORY STATEMENT**

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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 30<sup>th</sup> June 2019 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 2019 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 – ELECTION OF JOHN CHEGWIDDEN**

#### **2.1 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 been 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.

## 2.2 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 Chegwidden, who has served as a director since 11 September 2018 and was last elected on 31 March 2021 in an earlier annual general meeting, retires by rotation and seeks re-election.

## 2.3 Recommendation of Directors

Each Director, other than John Chegwidden, recommends that Shareholders vote **IN FAVOUR** of Resolution 2.

Each Director, other than John Chegwidden, 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 – ADOPTION OF NEW CONSTITUTION

Resolution 3 is a special resolution, which will enable the Company to replace its existing constitution and adopt a new constitution (**Proposed Constitution**) which is of the type required for a listed public company limited by shares updated to ensure it reflects the current provisions of the Corporations Act and ASX Listing Rules.

A copy of the Proposed Constitution is available for review by Shareholders at the office of the Company. A copy of the Proposed Constitution can also be sent to Shareholders upon request to the Company Secretary (+61 8 6188 8181) Shareholders are invited to contact the Company if they have any queries or concerns.

## 4. 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.

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## GLOSSARY

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

<b>\$</b>	Australian dollars.
<b>WST</b>	Australian Western Standard Time.
<b>ASIC</b>	Australian Securities & Investments Commission.
<b>Board</b>	the board of directors of the Company as constituted from time to time.
<b>Chair</b>	the person chairing the Meeting.
<b>Company</b>	ATC Alloys Limited ACN 118 738 999.
<b>Constitution</b>	the constitution of the Company (as amended from time to time).
<b>Corporations Act</b>	the <i>Corporations Act 2001</i> (Cth).
<b>Director</b>	a director of the Company as at the date of this Document.
<b>Document</b>	this document entitled “Notice of Annual General Meeting”, including any annexures or schedules to, of or accompanying this document.
<b>Explanatory Statement</b>	the section entitled “Explanatory Statement” of this Document, forming part of the Notice.
<b>Key Management Personnel</b>	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.
<b>Meeting</b>	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.
<b>Notice or Notice of Meeting</b>	the notice convening this Meeting as set out in this Document.
<b>Ordinary resolution</b>	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.
<b>Proxy Form</b>	the ‘Appointment of Proxy’ form attached to this Document.
<b>Resolution</b>	a resolution set out in the Notice.
<b>Share</b>	a fully paid ordinary share in the issued share capital of the Company.
<b>Share Registry</b>	Computershare Investor Services Pty Limited.
<b>Shareholder</b>	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 Western 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 exam

**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 **11:45 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 3** 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 to 3 and that votes cast by the Chair of the Meeting for resolutions 1 to 3, 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 to 3 and your votes will not be counted in calculating the required majority if a poll is called on resolutions 1 to 3.

**OR**

**Voting on Business of the Meeting**

<b>Voting on Business of the Meeting</b>		<b>FOR</b>	<b>AGAINST</b>	<b>ABSTAIN</b>
<b>1</b>	Adoption of Remuneration Report	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
<b>2</b>	Election of John Chegwidden	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
<b>3</b>	Adoption of New Constitution	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

**Please note:** If you mark the abstain box for a particular resolution, you are directing your proxy not to vote on that resolution on a show of hands or on a poll and your votes will not 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:
  - (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](mailto:admin@consiliumcorp.com.au)

so that it is received not later than 11:45am (AWST) **on 15 June 2021.**

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