

Hastings Technology Metals Limited
(ACN 122 911 399)

Supplementary Notice of Annual General Meeting Notice of Additional Resolution

Notice is given that the Annual General Meeting for Hastings Technology Metals Limited (ACN 122 911 399) (the **Company**) for 2018 will be held on 29 November 2018 at 10.30 am at Allens, Level 37, QV.1, 250 St Georges Terrace, Perth Western Australia 6000 (the **Meeting**).

This document is supplemental to, and should be read with, the Notice of Meeting dated 23 October 2018 (**Original Notice**). This document sets out an additional resolution which will be proposed at the Meeting in addition to Resolutions 1 through 4 (inclusive). Resolutions 1 to 4 have not changed, and remain valid.

Important: The resolution set out in this Notice should be read together with the accompanying Explanatory Memorandum.

Agenda

Resolution 5: Appointment of Auditor

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

'That pursuant to section 327B of the Corporations Act and for all other purposes, PricewaterhouseCoopers of 125 St Georges Terrace Perth WA [having been nominated by a shareholder and having given its consent to act as auditor, be appointed as the auditor of the Company to hold office from the conclusion of this Meeting until it resigns or is removed from the office of auditor of the Company; and that pursuant to section 331 and other applicable provisions of the Corporations Act, PricewaterhouseCoopers be paid remuneration as may be mutually agreed between the auditors and the Board of Directors of the Company.'

The attached Explanatory Memorandum is incorporated into and forms part of this Notice. Detailed explanations of the background and reasons for the proposed resolutions are set out in the Explanatory Memorandum.

By order of the Board of Directors

Guy Robertson and Neil Hackett
Joint Company Secretaries

5 November 2018

Dated

Hastings Technology Metals Limited

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Notes

Eligibility to Vote

Regulation 7.11.37 of the *Corporations Regulations 2001* (Cth) permits the Company to specify a time, not more than 48 hours before a general meeting, at which a 'snap-shot' of shareholders will be taken for the purposes of determining shareholder entitlements to vote at the Meeting.

The Board has determined that the registered holders of ordinary shares at 10.30 am on 27 November 2018 will be taken to be holders of ordinary shares for the purposes of the Meeting and accordingly, will be entitled to attend and vote at the Meeting.

Voting by Proxy

An eligible shareholder can vote in person at the Meeting or appoint a proxy or, where a shareholder is entitled to two or more votes, two proxies. Where two proxies are appointed, a shareholder may specify the number or proportion of votes to be exercised by each proxy appointed. If no number or proportion of votes is specified, each proxy appointed will be taken to exercise half of that shareholder's votes (disregarding fractions).

An appointed proxy need not themselves be a shareholder.

To be valid, the appointment of a proxy (made using a properly completed and executed Proxy Form) must be received by the Company no later than 10.30 am on 27 November 2018.

Proxy Forms can be submitted in four ways:

- By **mail** to Security Transfer Australia Pty Ltd at PO Box 52, Collins Street West Vic 8007 using the enclosed return envelope; or
- By **facsimile** to +61 8 9315 2233; or
- By **email** to registrar@securitytransfer.com.au; or
- **Online** by logging into the Investor Centre using your holding details, click on "Proxy Voting" and provide your **Online Proxy ID** (contained in Proxy Form) to access the voting area.

Instructions on how to complete the Proxy Form are on the reverse of the Proxy Form attached to this Notice.

If a Proxy Form is signed by an attorney, a shareholder must also send in the original or a certified copy of the power of attorney or other authority under which the Proxy Form is signed.

Undirected Proxies

The Chair of the Meeting intends to vote undirected proxy votes in favour of all resolutions (subject to the voting exclusions below).

Voting by Corporate Representative

A shareholder or proxy which is a corporation and entitled to attend and vote at the Meeting may appoint an individual to act as its corporate representative to vote at the Meeting. The appointment must comply with section 250D of the *Corporations Act 2001* (Cth) (the **Corporations Act**). The representative should bring to the Meeting evidence of his or her appointment unless it has previously been provided to the Company or its share registry.

Voting by Attorney

A shareholder entitled to attend and vote at the Meeting is entitled to appoint an attorney to attend and vote at the Meeting on the shareholder's behalf. An attorney need not themselves be a shareholder.

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The power of attorney appointing the attorney must be signed and specify the name of each of the shareholder, the Company and the attorney, and also specify the meeting(s) at which the appointment may be used. The appointment may be a standing one.

To be effective, the power of attorney must also be returned in the same manner, and by the same time, as specified for Proxy Forms.

Voting Exclusions

The Corporations Act and the ASX Listing Rules require that certain persons must not vote in particular ways, and the Company must disregard particular votes cast by or on behalf of certain persons, on two of the resolutions to be considered at the Annual General Meeting. These voting exclusions are described below.

Resolution 5: Appointment of auditor

No voting exclusion statement is applicable to Resolution 5.

Resolutions

All items of business involving a vote by shareholders other than Resolution 4 require ordinary resolutions, which means that, to be passed, the item needs the approval of a simple majority of the votes cast by shareholders entitled to vote on the resolution.

Resolution 4 requires a special resolution, which means that, to be passed, the item needs the approval of at least 75% of the votes cast by shareholders entitled to vote on the resolution.

Action to be taken

Shareholders who cannot attend and vote at the AGM should complete and lodge the revised proxy form in respect of all items of business at the AGM.

The revised proxy form should be used instead of the original proxy form sent with the original Notice of Meeting. The original proxy form should be discarded.

If you have already lodged the original proxy form, please complete and lodge the enclosed revised proxy form in order to provide your instructions in relation to all of the items of business at the AGM, including Resolution 5. The revised proxy form that you lodge will then take precedence over the original proxy form you lodged (provided it is received after the original proxy form). Alternatively, you can complete the online proxy form following the instructions on the revised proxy form.

Please ensure that you complete the revised proxy form in respect of all items of business, even if you have already lodged the original proxy form.

If a shareholder submits only the original proxy form, or if a shareholder submits both original and revised proxy forms and the original proxy form is received after the revised proxy form, the proxy appointment will remain valid but the shareholder will be taken not to have voted on Resolution 5.

The online proxy form has been revised to include Resolution 5. If you submit your proxy online, you will be able to provide your instructions in relation to all of the items of business at the AGM, including Resolution 5.

The latest time for receipt of proxy forms has not changed. Please ensure that you submit your revised proxy form by the time set out on the revised proxy form and in the Original Notice.

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Explanatory Memorandum

This Explanatory Memorandum forms part of the notice convening the Annual General Meeting of Hastings Technology Metals Limited to be held at Allens, Level 37, QV.1, 250 St Georges Terrace, Perth Western Australia 6000 at 10.30 am (Western Standard Time) on Thursday, 29 November 2018.

Resolution 5: Appointment of Auditor

PricewaterhouseCoopers were appointed as auditors to the Company on 4 June 2018 to fill a casual vacancy. Pursuant to section 327C of the Corporations Act, PricewaterhouseCoopers must resign at the Company's annual general meeting, and stand for re-appointment by the Company's shareholders.

In accordance with section 328B(1) of the Corporations Act, the Company has sought and obtained a nomination from a shareholder for PricewaterhouseCoopers to be appointed as the Company's auditor. A copy of this nomination is attached to this Explanatory Memorandum as Annexure A.

PricewaterhouseCoopers has given its written consent to act as the Company's auditor.

If Resolution 5 is passed, the appointment of PricewaterhouseCoopers as the Company's auditors will take effect from the close of the Meeting.

Directors' recommendation: *The Directors unanimously recommend that shareholders vote in favour of Resolution 5.*



Mr G Robertson
Company Secretary
Suite 506, Level 5
50 Clarence Street
Sydney NSW 2000

1 June 2018

Dear Guy

Subject: Notice of Consent to Act as Auditor of Hastings Technology Metals Ltd

As required by subsection 328A(1) of the *Corporations Act 2001*, we hereby consent to act as auditor of your company should we be appointed at the next meeting of directors of the company.

This consent will remain in force until cancelled in writing.

Yours sincerely

A handwritten signature in black ink that reads 'PricewaterhouseCoopers'.

PricewaterhouseCoopers
by

A handwritten signature in black ink that reads 'Ben Gargett'.

Ben Gargett
Partner

PricewaterhouseCoopers, ABN 52 780 433 757
Brookfield Place, 125 St Georges Terrace, PERTH WA 6000, GPO Box D198, PERTH WA 6840
T: +61 8 9238 3000, F: +61 8 9238 3999, www.pwc.com.au

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HASTINGS TECHNOLOGY METALS LTD

ACN: 122 911 399

REGISTERED OFFICE:
LEVEL 8 WESTRALIA PLAZA
167 ST GEORGES TERRACE
PERTH WA 6000

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«EFT_REFERENCE_NUMBER»



«Post_zone»
«Company_code» «Sequence_number»

«Holder_name»
«Address_line_1»
«Address_line_2»
«Address_line_3»
«Address_line_4»
«Address_line_5»

SHARE REGISTRY:
Security Transfer Australia Pty Ltd
All Correspondence to:
PO BOX 52
Collins Street West VIC 8007
Suite 913, Exchange Tower
530 Little Collins Street
Melbourne VIC 3000
T: 1300 992 916 F: +61 8 9315 2233
E: registrar@securitytransfer.com.au
W: www.securitytransfer.com.au

Code:

HAS

Holder Number:

«HOLDER_NUM

PROXY FORM

THIS DOCUMENT IS IMPORTANT. IF YOU ARE IN DOUBT AS TO HOW TO DEAL WITH IT, PLEASE CONTACT YOUR STOCK BROKER OR LICENSED PROFESSIONAL ADVISOR.

**VOTE
ONLINE**

Lodge your proxy vote securely at www.securitytransfer.com.au

1. Log into the Investor Centre using your holding details.
2. Click on "Proxy Voting" and provide your Online Proxy ID to access the voting area.

«ONLINE

SECTION A: Appointment of Proxy

I/We, the above named, being registered holders of the Company and entitled to attend and vote hereby appoint:

The meeting chairperson

OR

or failing the person named, or if no person is named, the Chairperson 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 Annual General Meeting of the Company to be held at 10:30am WST on Thursday 29 November 2018 at Allens, Level 37, 250 St Georges Terrace, Perth Western Australia 6000 and at any adjournment of that meeting.

SECTION B: Voting Directions

Please mark "X" in the box to indicate your voting directions to your Proxy. The Chairperson of the Meeting intends to vote undirected proxies in FAVOUR of all the resolutions. In exceptional circumstances, the Chairperson of the Meeting may change his/her voting intention on any resolution, in which case an ASX announcement will be made.

RESOLUTION

1. Remuneration Report
2. Election of Director - Mr Jean Claude Steinmetz
3. Ratification of Prior Issue of 66,563,008 Ordinary Shares
4. Approval of Placement Capacity
5. Appointment of Auditor

For	Against	Abstain*
<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

If no directions are given my proxy may vote as the proxy thinks fit or may abstain. * If you mark the Abstain box for a particular item, you are directing your Proxy not to vote on your behalf on a show of hands or on a poll and your votes will not be counted in computing the required majority on a poll.

SECTION C: Signature of Security Holder(s)

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

Individual or Security Holder

Security Holder 2

Security Holder 3

Sole Director & Sole Company Secretary

Director

Director/Company Secretary

Proxies must be received by Security Transfer Australia Pty Ltd no later than 10:30am WST on Tuesday 27 November 2018.

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