



Notice of Extraordinary General Meeting

Hastings Technology Metals Limited (ACN 122 911 399)

Tuesday, 25 June 2019
at 10:00 am (AWST) at
Level 8, Westralia Plaza 167 St Georges Terrace
Perth WA 6000

The business of the Meeting affects your shareholding and your vote is important.

This Notice of Meeting should be read in its entirety. If Shareholders are in doubt as to how they should vote, they should seek advice from their professional advisers prior to voting.

The Company's Directors recommend that eligible Shareholders vote IN FAVOUR of Resolution 3. Each of the Company's Directors (apart from, in the case of Resolution 1, Jean Claude Steinmetz, and , in the case of Resolution 2, Malcolm Randall, who in each case abstain from making a recommendation) recommend that eligible Shareholders vote IN FAVOUR of Resolutions 1 and 2.

Should you wish to discuss the matters in this Notice of Meeting please do not hesitate to contact the Company Secretary on + 61 2 9078 7671.

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Important Notices

Forward looking statements

Certain statements in this Notice of Meeting relate to the future. These statements reflect views only as of the date of this Notice of Meeting. While the Company believes that the expectations reflected in the forward looking statements are reasonable, neither the Company nor any other person gives any representation, assurance or guarantee that the occurrence of an event expressed or implied in any forward looking statements in this Notice of Meeting will actually occur.

Disclaimer

No person is authorised to give any information or make any representation in connection with the Subscription Securities which is not contained in this Notice of Meeting. Any information or representation not contained in this Notice of Meeting, may not be relied on as having been authorised by the Company or the Board in connection with the Subscription Securities.

Privacy

To assist the Company to conduct the Extraordinary General Meeting, the Company may collect personal information including names, contact details and shareholding of Shareholders and the names of persons appointed by Shareholders to act as proxy at the General Meeting. Personal information of this nature may be disclosed by the Company to its share registry, print and mail service providers, and the Company's agents for the purposes of issuing the Subscription Securities. Shareholders have certain rights to access their personal information that has been collected and should contact the Company Secretary if they wish to access their personal information.

Responsibility for information

The information contained in this Notice of Meeting has been prepared by the Company and is the responsibility of the Company.

ASIC and ASX involvement

A copy of this Notice of Meeting has been lodged on 6 May 2019 with ASIC pursuant to ASIC Regulatory Guide 76 and with ASX pursuant to the Listing Rules. Neither ASIC, ASX nor any of their officers take any responsibility for the contents of this Notice of Meeting and Explanatory Memorandum.

Notice of Extraordinary General Meeting

Notice is given that the extraordinary general meeting for Hastings Technology Metals Limited (ACN 122 911 399) (the **Company**) will be held on Tuesday, 25 June at 10am (AWST) at Level 8, Westralia Plaza 167 St Georges Terrace Perth WA 6000 (the **Meeting**).

The Explanatory Memorandum and the Proxy Form attached to this Notice of Meeting are incorporated into and form part of this Notice of Meeting. A detailed explanation of the background and reasons for the proposed resolutions are set out in the Explanatory Memorandum.

Terms and abbreviations used in this Notice of Meeting and Explanatory Memorandum are defined in the Glossary.

Agenda

Approval of Transactions

1 Resolution 1 – Approval to Issue Shares and Options to Director Jean Claude Steinmetz

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

"That, for the purposes of Part 2E.1 of the Corporations Act, Listing Rule 10.11 and for all other purposes, Shareholders approve:

- (a) the issue of 200,000 Shares and 100,000 Options to Jean Claude Steinmetz (or his nominee); and*
- (b) the giving of financial benefits to Jean Claude Steinmetz, being a Related Party of the Company, by way of the issue of 200,000 Shares and 100,000 Options,*

on the further terms and conditions set out in the Explanatory Memorandum."

Directors' Recommendation: The Directors (except for Mr Steinmetz, who abstains from making a recommendation) recommend that Shareholders vote in favour of Resolution 1.

Voting Exclusion: The Company will disregard any votes cast on this Resolution by certain persons. Details of the voting exclusions applicable to this resolution are set out in the "Voting Exclusions" section of this Notice of Meeting.

2 Resolution 2 – Approval to Issue Shares and Options to Director Malcolm Randall

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

"That, for the purposes of Part 2E.1 of the Corporations Act, Listing Rule 10.11 and for all other purposes, Shareholders approve:

- (a) the issue of 58,824 Shares and 29,412 Options to Malcolm Randall (or his nominee); and*
- (b) the giving of financial benefits to Malcolm Randall, being a Related Party of the Company, by way of the issue of 58,824 Shares and 29,412 Options,*

on the further terms and conditions set out in the Explanatory Memorandum."

Directors' Recommendation: The Directors (except for Mr Randall, who abstains from making a recommendation) recommend that Shareholders vote in favour of Resolution 2.

Voting Exclusion: The Company will disregard any votes cast on this Resolution by certain persons. Details of the voting exclusions applicable to this resolution are set out in the "Voting Exclusions" section of this Notice of Meeting.

3 Resolution 3: Ratification of Prior Issue of 71,386,635 Shares and 35,693,318 Options

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

'That, for the purposes of ASX Listing Rule 7.4 and all other purposes, Shareholders ratify the allotment and issue of 71,386,635 Shares and 35,693,318 Options on the terms and conditions set out in the Explanatory Memorandum.'

Short explanation

On 3 April 2019, the Company announced that it had successfully completed a placement of 71,386,635 Shares at \$0.17 per Share by way of institutional placement to raise \$12,135,728 (before costs). For every 2 Shares subscribed for, subscribers received one free attaching Option. The proceeds of the placement were used to continue construction of the 380 room accommodation village, early infrastructure earth works on the mine site and progress payments for long lead time equipment currently on order, namely the rotary kiln and off-gas scrubber with the remainder used as working capital. Please refer to the Explanatory Memorandum for further information.

Voting Exclusion: The Company will disregard any votes cast on this Resolution by certain persons. Details of the voting exclusions applicable to this resolution are set out in the "Voting Exclusions" section of this Notice of Meeting.

By order of the Board of Directors



Guy Robertson
Company Secretary

23 May 2019

Dated

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 fully paid ordinary shares at 11am (AWST) on 16 June 2019 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 Person

To vote in person, attend the Meeting on 25 June 2019 at 10am (AWST) at Level 8, Westralia Plaza 167 St Georges Terrace Perth WA 6000.

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 10am (AWST) on 23 June 2019, being not later than 48 hours before the commencement of the Meeting.

Proxy Forms can be submitted in four ways:

- **Online** by visiting the Registrar's website (www.securitytransfer.com.au/). Please follow the prompts and have your SRN or HIN available;
- By **mail** to Hastings Technology Metals Limited at c/- Security Transfer Australia Pty Ltd, PO Box 52 Collins Street West VIC 8007;
- By **facsimile** to +61 8 9315 2233; or
- By **hand** to the Registrar, 770 Canning Highway Applecross WA 6153 during normal business hours (Monday – Friday, 8:30am – 5pm (AWST)).

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. The representative should bring to the Meeting evidence of his or her appointment unless it has previously been provided to the Registrar.

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.

The power of attorney appointing the attorney must be signed and specify the name of each 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 Listing Rules require that certain persons must not vote, and the Company must disregard any votes cast in favour of, by or on behalf of certain persons, on some of the resolutions to be considered at the Meeting.

However, the Company need not disregard a vote if:

- it is cast by a person as proxy for a person who is entitled to vote, in accordance with the directions on the Proxy Form; or
- it is cast by the person chairing the Meeting as proxy for a person who is entitled to vote, in accordance with a direction on the Proxy Form to vote as the proxy decides.

For the purposes of these voting exclusions:

- A **benefiting person (BP)** means a person who might obtain a benefit, except a benefit solely in the capacity of a Shareholder, if the resolution is passed and any Associate of that person. For the purposes of:
 - Resolution 1, a BP includes Jean Claude Steinmetz.
 - Resolution 2, a BP includes Malcolm Randall.
 - Resolution 3, a BP includes any person who participated in the issue.

These voting exclusions are described in the table set out below:

Resolution no.	Resolution description	Who is excluded from voting on the resolution?		
		As a Shareholder?	As holder of a directed proxy?	As holder of an undirected proxy?
1	Resolution 1 – Approval to Issue Shares and Options to Director Jean Claude Steinmetz	BP or their Associate.	Proxy holder for a BP or their Associate.	BP or their Associate and a proxy holder for a BP or their Associate.
2	Resolution 2 – Approval to Issue Shares and Options to Director Malcolm Randall	BP or their Associate.	Proxy holder for a BP or their Associate.	BP or their Associate and a proxy holder for a BP or their Associate.
3	Resolution 3 - Ratification of Prior Issue of 71,386,635 Shares and 35,693,318 Options	BP or their Associate.	Proxy holder for a BP or their Associate.	BP or their Associate and a proxy holder for a BP or their associate.

The Company will also apply these voting exclusions to persons appointed as attorney by a Shareholder to attend and vote at the Meeting under a power of attorney, as if they were appointed as a proxy.

Resolutions

All items of business involving a vote by Shareholders 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.

Notice of Extraordinary General Meeting
Hastings Technology Metals Limited (ACN 122 911 399)

Your Proxy Form is enclosed with this Notice of Meeting.

If you have any queries on how to cast your votes then call the Registrar on 1300 992 916 during normal business hours (Monday – Friday, 8:30am – 5pm (AWST)).

Explanatory Memorandum

The information in this Explanatory Memorandum is provided to Shareholders of Hastings Technology Metals Limited in compliance with the Corporations Act, the Listing Rules and the Constitution.

This Explanatory Memorandum is despatched with and forms part of the Notice of the Company's Extraordinary General Meeting to be held on **25 June at 10 am (AWST) at Level 8, Westralia Plaza 167 St Georges Terrace Perth WA 6000** (the *Meeting*).

All Shareholders should read this Explanatory Memorandum in full. Shareholders should obtain professional advice before making any decisions in relation to the resolutions to be put to Shareholders at the Meeting.

1 Resolutions 1 and 2 – Approval to Issue Subscription Securities to Directors Jean Claude Steinmetz and Malcolm Randall

This Resolution seeks the approval of Shareholders for the Company to issue Shares and Options (*Subscription Securities*) to Jean Claude Steinmetz and Malcolm Randall (*Interested Directors*) (or their nominees), each of whom are a Related Party of the Company.

1.1 Related Party transaction

For a public company, or an entity that the public company controls, to give a financial benefit to a Related Party of the public company, the public company or entity must:

- (a) obtain the approval of the public company's shareholders in the manner set out in sections 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 Interested Directors are Related Parties of the Company. The issue of Shares and Options to a Director requires the Company to obtain Shareholder approval because this constitutes giving a financial benefit.

In addition, Listing Rule 10.11 requires Shareholder approval to be obtained where an entity issues, or agrees to issue, securities to a Related Party, or a person whose relationship with the entity or a Related Party is, in ASX's opinion, such that approval should be obtained unless an exception in Listing Rule 10.12 applies.

It is the view of the Company that the exceptions set out in sections 210 to 216 of the Corporations Act and Listing Rule 10.12 do not apply in the current circumstances.

Accordingly, Shareholder approval is sought for the issue of the Subscription Securities to Jean Claude Steinmetz and Malcolm Randall (or their nominee).

1.2 Disclosure requirements – Part 2E.1 of the Corporations Act and Listing Rule 10.11

Pursuant to and in accordance with the requirements of section 219 of the Corporations Act and Listing Rule 10.13, the following information is provided in relation to the proposed issue of Subscription Securities to the Related Party:

- (a) the Related Parties are Jean Claude Steinmetz and Malcolm Randall and they are Related Parties by virtue of being a Director;
- (b) the maximum number of Subscription Securities (being the nature of the financial benefit being provided) proposed to be issued under Resolution 1 to Jean Claude Steinmetz is 200,000 Shares and 100,000 Options;

- (c) the maximum number of Subscription Securities (being the nature of the financial benefit being provided) proposed to be issued under Resolution 2 to Malcolm Randall is 58,824 Shares and 29,412 Options;
- (d) the issue price of each Share is A\$0.17 and of each Option is nil;
- (e) the Interested Directors will receive a financial benefit in exchange for their subscription for the Subscription Securities of A\$10,891. The benefit has been valued by the non-Interested Directors using the Black-Scholes pricing method as outlined below:
- (i) a total option value of approximately A\$10,891 associated with the convertible nature of the Options. The total option value has been calculated as at 6 May 2019 using the Black-Scholes option pricing method and on the assumptions set out below.

Assumptions	Jean Claude Steinmetz	Malcolm Randall
Market price of Shares	A\$0.16	A\$0.16
Conversion price	A\$0.25	A\$0.25
Expiry date (length of time from issue)	2.94 years (until 12 April 2022)	2.94 years (until 12 April 2022)
Risk free interest rate	1.26%	1.26%
Volatility (discount)	100%	100%
Indicative option value (rounded)	\$0.08414	\$0.08414
Total number of the Options	100,000	29,412
Total option value of the Options	A\$8,416	A\$2,475

These terms are consistent with and no better than the terms offered to and accepted by the other investors.

- (f) the terms and conditions of the Options are summarised in section [insert] of this Explanatory Memorandum above;
- (g) the trading history of the Shares on ASX in the 12 months before the date of this Notice of Meeting is as follows:
- Highest A\$0.26 on 27 July 2018
 - Lowest A\$0.14 on 4 March 2019
 - Last A\$0.15 on 21 May 2019
- (h) the Related Parties currently have an interest in the following securities in the Company:

	Jean Claude Steinmetz	Malcolm Randall
Shares	370,890	50,000
Options	Nil	Nil

the Related Parties currently receive annual remuneration as follows;

	Jean Claude Steinmetz	Malcolm Randall
Remuneration	\$60,000	\$60,000

- (i) if the Options granted to the Related Parties were fully converted, this would not have a material dilutionary effect on the existing Shareholders' interests;
- (j) the Shares and Options will be issued within one month of shareholder approval;
- (k) the intended use of the funds raised from the issue of the Shares and Options is to allow the Company to continue construction of the 380 room accommodation village, early infrastructure earth works on the mine site and progress payments for long lead time equipment currently on order, namely the rotary kiln and off-gas scrubber with the remainder used as working capital;
- (l) the Board does not consider that there are any opportunity costs to the Company or benefits foregone by the Company in issuing the Shares and Options upon the terms proposed; and
- (m) the Board is not aware of any other information that would be reasonably required by Shareholders to allow them to make a decision whether it is in the best interests of the Company to pass Resolutions 1 and 2.

Approval pursuant to Listing Rule 7.1 is not required in order to issue the Subscription Securities to the Related Parties as approval is being obtained under Listing Rule 10.11. Accordingly, the issue of Subscription Securities to the Related Parties will not be included in the calculation of the Company's annual 15% placement capacity pursuant to Listing Rule 7.1 or its additional 10% placement capacity pursuant to Listing Rule 7.1A.

1.3 Directors' recommendation

Jean Claude Steinmetz declines to make a recommendation to Shareholders in relation to Resolution 1 due to his material personal interest in the outcome of the Resolution.

Malcolm Randall declines to make a recommendation to Shareholders in relation to Resolution 2 due to his material personal interest in the outcome of the Resolution.

Each other Director, who does not have an interest in the outcome of Resolutions 1 and 2 (respectively), recommend that Shareholders vote in favour of Resolutions 1 and 2 for the following reasons:

- (a) issue of the Subscription Securities will provide funding to allow the Company to continue construction of the 380 room accommodation village, early infrastructure earth works on the mine site and progress payments for long lead time equipment currently on order, namely the rotary kiln and off-gas scrubber with the remainder used as working capital; and
- (b) terms associated with the issue of the Subscription Securities are competitive when compared to other alternative financing options, and are in fact identical to the terms of the placement announced on 3 April 2019 and the rights issue announced on 9 April 2019.

2 Resolution 3: Ratification of Prior Issue of 71,386,635 Shares and 35,693,318 Options

2.1 Background

Under Resolution 3, the Company seeks Shareholder ratification of the issue by the Company of 71,386,635 Shares and 35,693,318 Options issued to sophisticated and institutional investors – see ASX Announcement dated 3 April 2019.

2.2 Listing Rule 7.1

Listing Rule 7.1 provides, in summary, that a listed company must not, subject to specified exceptions, issue equity securities in any 12 month period which, when aggregated with the equity securities issued by a company during the previous 12 months, will exceed 15% of the total number of fully paid ordinary shares on issue in the company at the beginning of the 12 month period, except with the prior approval of Shareholders.

Listing Rule 7.4 provides that an issue by a company of equity securities made without approval under Listing Rule 7.1 is treated as having been made with approval for the purposes of Listing Rule 7.1 if the issue did not breach Listing Rule 7.1 and the company's members subsequently approve it.

While the outcome of Resolution 3 will have no effect on the issue of the shares in question, Shareholder approval will restore the Company's ability to issue further equity securities under Listing Rule 7.1 in the next 12 months from the date of issue, to the extent of the 107,079,953 securities issued.

2.3 Listing Rules Disclosure Requirements

The following information is provided in accordance with Listing Rule 7.5:

(a) **The maximum number of securities the entity issued**

The maximum number of securities issued was 107,079,953 (being 71,386,635 shares and 35,693,318 options).

(b) **The issue price of the securities**

71,386,635 shares at a price of \$0.17 per share and 35,693,318 options for nil consideration.

(c) **The names of the allottees (if known) or the basis upon which the allottees will be identified or selected**

The shares were issued to sophisticated and institutional investors as determined by the Board.

(d) **The terms of the securities**

The shares issued are fully paid ordinary shares in the capital of the Company issued on the same terms and conditions as the Company's existing shares.

The options are each an option to purchase a fully paid ordinary share in the capital of the Company with an exercise price of A\$0.25 per share, with an expiry date of 12 April 2022. Further terms and conditions of the Options are contained in Schedule 1.

(e) **The intended use of the funds raised**

The funds are being used to allow the Company to continue construction of the 380 room accommodation village, early infrastructure earth works on the mine site and

progress payments for long lead time equipment currently on order, namely the rotary kiln and off-gas scrubber with the remainder used as working capital.

(f) **Voting Exclusion**

Under Listing Rule 14.11, the Company will disregard any votes cast on Resolution 3 by any person who participated in the issue and any of their associates.

2.4 Directors' recommendation

Each Director recommends that Shareholders vote in favour of Resolution 3.

Glossary

In the attached Notice of Meeting and Explanatory Memorandum the following words and expressions have the following meanings:

AEST	means Australian Eastern Standard Time.
A\$	means Australian dollars, the lawful currency of the Commonwealth of Australia.
ASIC	means the Australian Securities and Investments Commission.
Associate	has the meaning given in the Listing Rules.
ASX	means ASX Limited (ACN 008 624 691) or, as the context requires, the market it operates.
AWST	means Australian Western Standard Time.
Board	means the current board of Directors of the Company.
Business Day	has the meaning given to that term in the Listing Rules.
Company or Hastings	means Hastings Technology Metals Limited (ACN 122 911 399).
Constitution	means the constitution of the Company from time to time.
Corporations Act	means the <i>Corporations Act 2001</i> (Cth).
Directors	means the directors of the Company from time to time, and Director means any one of them.
Explanatory Memorandum	means the explanatory memorandum to and forming part of the Notice of Meeting contained in this booklet.
Extraordinary General Meeting or Meeting	means the extraordinary general meeting of the Company to be held on Tuesday, 25 June 2019.
Interested Directors	means Jean Claude Steinmetz (in relation to Resolution 1) and Malcolm Randall (in relation to Resolution 2).
Listing Rules	means the official listing rules of ASX and Listing Rule means any one of them.
Notice or Notice of Meeting	means this notice of Extraordinary General Meeting including the Explanatory Memorandum, its Appendices and Schedules, and the Proxy Form.
Option	means an option to purchase a Share on the terms and conditions set out in this Notice.
Proxy Form	means the proxy form attached to this Notice of Meeting.
Registrar	means Security Transfer Australia Pty Ltd (ACN 008 894 488).
Related Party	has the meaning given to that term in the Listing Rules.
Resolutions	means the resolutions set out in this Notice of Meeting and Resolution means any one of them.
Share	means a fully paid ordinary share in the capital of the Company.
Shareholders	means the holders of the Shares from time to time.

Schedule 1 Additional terms and conditions of the Options

Each Option entitles the holder of the Option (**Optionholder**) to subscribe for one fully paid ordinary share in the Company (**New Share**), subject to any adjustments under these terms:

- (a) the exercise price for each Option is A\$0.25 (**Exercise Price**);
- (b) each Option may be exercised at any time from the date of issue until 5:00pm (AWST) on 12 April 2022 (**Expiry Date**). Any Options not exercised by the Expiry Date will lapse;
- (c) the Options are freely transferable subject to any restrictions under the ASX Listing Rules and the Corporations Act;
- (d) following the issue of the Options, Hastings will apply to ASX to obtain quotation of those Options as a new class of securities and will do all things reasonably necessary so that those Options can be offered for sale without restriction with effect from issue;
- (e) upon the valid exercise of an Option and payment of the Exercise Price, Hastings will allot and issue 1 New Share;
- (f) all New Shares issued upon exercise of the Options and payment of the Exercise Price will rank equally in all respects with Hastings' then existing Shares. Hastings will apply for quotation by ASX of all Shares issued upon exercise of the Options within the time period required by ASX;
- (g) Options may not be exercised if the effect of such exercise and subsequent allotment of the New Shares would be to create a holding of less than a marketable parcel of Shares, unless the allottee is already a Shareholder at the time of exercise;
- (h) there are no participating rights or entitlements inherent in the Options and Optionholders will not be entitled to participate in new entitlement issues of capital offered to Shareholders during the currency of the Options. However, the Company will ensure that for the purposes of determining entitlements to any such issue, the record date will be at least 6 business days after the issue is announced. This will give the holders of Options the opportunity to exercise their Options prior to the date for determining entitlements to participate in any such issue;
- (i) in the event of any reconstruction, including a consolidation, subdivision, reduction or return of the issued capital of the Company prior to the Expiry Date, the number of Options to which each holder is entitled or the Exercise Price of the Options or both will be reconstructed as appropriate in a manner which is in accordance with the ASX Listing Rules and will not result in any benefits being conferred on Optionholders which are not conferred on Shareholders, subject to such provision with respect to the rounding of entitlements as may be sanctioned by the meeting of Shareholders approving the reconstruction of capital but in all other respects the terms of exercise of the Options will remain unchanged. The rights of an Optionholder may be changed to comply with the ASX Listing Rules applying to a reorganisation of capital at the time of the reconstruction; and
- (j) any New Shares allotted and issued pursuant to the exercise of an Option will be allotted and issued not more than 14 days after the receipt of a proper notice and payment of the Exercise Price in respect of the Option exercised.

HASTINGS TECHNOLOGY METALS LTD

ACN: 122 911 399

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

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

«EFT_REFERENCE_NUMBER»

«Company_code» «Sequence_number»

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

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 General Meeting of the Company to be held at 10:00am (AWST) on Tuesday 25 June 2019 at Level 8, 167 St Georges Terrace, Perth WA 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

- Approval to issue Shares and Options to Director Jean Claude Steinmetz
- Approval to issue Shares and Options to Director Malcolm Randall
- Ratification of prior issue of 71,386,635 Shares and 35,683,318 Options

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"/>

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 10:00am (AWST) on Sunday 23 June 2019.

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HASPX1250619

+



My/Our contact details in case of enquiries are:

Name:

Number:

()

1. NAME AND ADDRESS

This is the name and address on the Share Register of the Company. If this information is incorrect, please make corrections on this form. Shareholders sponsored by a broker should advise their broker of any changes. Please note that you cannot change ownership of your shares using this form.

2. APPOINTMENT OF A PROXY

If the person you wish to appoint as your Proxy is someone other than the Chairperson of the Meeting please write the name of that person in Section A. If you leave this section blank, or your named Proxy does not attend the meeting, the Chairperson of the Meeting will be your Proxy. A Proxy need not be a shareholder of the Company.

3. DIRECTING YOUR PROXY HOW TO VOTE

To direct the Proxy how to vote place an "X" in the appropriate box against each item in Section B. Where more than one Proxy is to be appointed and the proxies are to vote differently, then two separate forms must be used to indicate voting intentions.

4. APPOINTMENT OF A SECOND PROXY

You are entitled to appoint up to two (2) persons as proxies to attend the meeting and vote on a poll. If you wish to appoint a second Proxy, an additional Proxy form may be obtained by contacting the Company's share registry or you may photocopy this form.

To appoint a second Proxy you must:

- a) On each of the Proxy forms, state the percentage of your voting rights or number of securities applicable to that form. If the appointments do not specify the percentage or number of votes that each Proxy may exercise, each Proxy may exercise half of your votes; and
- b) Return both forms in the same envelope.

5. SIGNING INSTRUCTIONS

Individual: where the holding is in one name, the Shareholder must sign.

Joint Holding: where the holding is in more than one name, all of the Shareholders must sign.

Power of Attorney: to sign under Power of Attorney you must have already lodged this document with the Company's share registry. If you have not previously lodged this document for notation, 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, this form must be signed by that person. If the Company (pursuant to section 204A of the Corporations Act 2001) does not have a Company Secretary, a Sole Director may sign alone. Otherwise this form must be signed by a Director jointly with either another Director or Company Secretary. Please indicate the office held in the appropriate place.

If a representative of the corporation is to attend the meeting the appropriate "Certificate of Appointment of Corporate Representative" should be lodged with the Company before the meeting or at the registration desk on the day of the meeting. A form of the certificate may be obtained from the Company's share registry.

6. LODGEMENT OF PROXY

Proxy forms (and any Power of Attorney under which it is signed) must be received by Security Transfer Australia Pty Ltd no later than the date and time stated on the form overleaf. Any Proxy form received after that time will not be valid for the scheduled meeting.

The proxy form does not need to be returned to the share registry if the votes have been lodged online.

Security Transfer Australia Pty Ltd

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PRIVACY STATEMENT

Personal information is collected on this form by Security Transfer Australia Pty Ltd as the registrar for securities issuers for the purpose of maintaining registers of security holders, facilitating distribution payments and other corporate actions and communications. Your personal details may be disclosed to related bodies corporate, to external service providers such as mail and print providers, or as otherwise required or permitted by law. If you would like details of your personal information held by Security Transfer Australia Pty Ltd or you would like to correct information that is inaccurate please contact them on the address on this form.

