
WESTSTAR INDUSTRIAL LIMITED

ACN 119 047 693

NOTICE OF ANNUAL GENERAL MEETING

TIME: 9.00 am (WST)
DATE: 29 November 2019
PLACE: Suite 1, 437 Roberts Road, Subiaco

This Notice of Annual General Meeting is an important document and requires your immediate attention. Please read it carefully. If you are in doubt as to what you should do, please consult your professional advisor.

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IMPORTANT INFORMATION

TIME AND PLACE OF MEETING

The Annual General Meeting of the Shareholders of WestStar Industrial Limited which this Notice of Annual General Meeting relates to, will be held at 9:00 am (WST) on 29 November 2019 at:

Suite 1, 437 Roberts Road, Subiaco,
Western Australia

YOUR VOTE IS IMPORTANT

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

VOTING ELIGIBILITY

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 at 9:00am (WST) on 27 November 2019.

VOTING IN PERSON

To vote in person, attend the Annual General Meeting on the date and at the place set out above.

VOTING BY PROXY OR CORPORATE REPRESENTATIVE

To vote by proxy, please complete and sign the enclosed Proxy Form and return by the time and in accordance with the instructions set out on the Proxy Form. In accordance with section 249L of the Corporations Act, members are advised that:

- each member has a right to appoint a proxy;
- the proxy need not be a member of the Company; and
- a member who is entitled to cast 2 or more votes may appoint 2 proxies and may specify the proportion or number of votes each proxy is appointed to exercise. If the member appoints 2 proxies and the appointment does not specify the proportion or number of the member's votes, then in accordance with section 249X(3) of the Corporations Act, each proxy may exercise one-half of the votes.

Sections 250BB and 250BC of the Corporations Act came into effect on 1 August 2011 and apply to voting by proxy on or after that date. Shareholders and their proxies should be aware of these changes to the Corporations Act, as they will apply to this Meeting. Broadly, the changes mean that:

- if proxy holders vote, they must cast all directed proxies as directed; and
- any directed proxies which are not voted will automatically default to the Chair, who must vote the proxies as directed.

Further details on these changes are set out below.

Proxy vote if appointment specifies way to vote

Section 250B(1) of the Corporations Act provides that an appointment of a proxy may specify the way the proxy is to vote on a particular resolution and, **if it does:**

- the proxy need not vote on a show of hands, but if the proxy does so, the proxy must vote that way (i.e. as directed); and
- if the proxy has 2 or more appointments that specify different ways to vote on the resolution – the proxy must not vote on a show of hands; and
- if the proxy is the chair of the meeting at which the resolution is voted on – the proxy must vote on a poll, and must vote that way (i.e. as directed); and
- if the proxy is not the chair – the proxy need not vote on the poll, but if the proxy does so, the proxy must vote that way (i.e. as directed).

Transfer of non-chair proxy to chair in certain circumstances

Section 250BC of the Corporations Act provides that, if:

- an appointment of a proxy specifies the way the proxy is to vote on a particular resolution at a meeting of the Company's members; and
- the appointed proxy is not the chair of the meeting; and
- at the meeting, a poll is duly demanded on the resolution; and
- either of the following applies:
 - the proxy is not recorded as attending the meeting;
 - the proxy does not vote on the resolution,

the chair of the meeting is taken, before voting on the resolution closes, to have been appointed as the proxy for the purposes of voting on the resolution at the meeting.

Lodgement of proxies

The proxy form (and other power of attorney or other authority, if any, under which the proxy form is signed) or a copy or facsimile which appears on its face to be an authentic copy of the proxy form (and the power of attorney or other authority) must be deposited at or posted to, the Share Registry at the below address or sent by facsimile to the Company on +61 8 9381 2330 not less than 48 hours before the time for holding the meeting, or adjourned meeting as the case may be, at which the individual named in the proxy proposes to vote.

<u>Delivery Address</u>	<u>Postal Address</u>
Automic Registry Services Level 5, 126 Phillip Street Sydney NSW 2000	Automic Registry Services PO Box 5193 Sydney NSW 2001

A proxy form is attached to this notice

Corporate Representatives

If a representative of the corporation is to attend the meeting the appropriate "Certificate of Appointment of Corporate Representative" should be produced prior to admission. A form of the certificate may be obtained from the Company share registry.

BUSINESS OF THE MEETING

AGENDA

FINANCIAL STATEMENTS AND REPORTS

To receive and consider the annual financial report of the Company for the financial year ended 30 June 2019 together with the declaration of the Directors, the Director's report, the Remuneration Report and the auditor's report.

1. RESOLUTION 1 – ADOPTION OF REMUNERATION REPORT

To consider and if thought fit, to 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 Remuneration Report as contained in the Company's annual financial report for the financial year ended 30 June 2019."

Note: the vote on this Resolution is advisory only and does not bind the Directors or the Company.

Voting Prohibition: In accordance with section 250BD of the Corporations Act, a person appointed as a proxy must not vote, on the basis of that appointment, on this Resolution if: the proxy is either a member of the Key Management Personnel or a Closely Related Party of such a member; and the appointment does not specify the way the proxy is to vote on this Resolution. However, the above prohibition does not apply if: the proxy is the Chair; and the appointment expressly authorises the Chair to exercise the proxy even though this Resolution is connected directly or indirectly with remuneration of a member of the Key Management Personnel.

2. RESOLUTION 2 – RE-ELECTION OF A DIRECTOR – MR BERT MONDELLO

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

"That, Mr Bert Mondello, who retires in accordance with the company's Constitution, being eligible and offering himself for re-election, is re-elected as a Director."

3. RESOLUTION 3 – RE-ELECTION OF A DIRECTOR – MR PHILIP RE

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

"That, Mr Philip Re, who retires in accordance with the company's Constitution, being eligible and offering himself for re-election, is re-elected as a Director."

4. RESOLUTION 4 – AMENDMENT TO 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, the Constitution of the Company be modified by making the amendment contained in the Explanatory Statement, with effect from 1 December 2019."

5. RESOLUTION 5 – RATIFICATION OF PRIOR ISSUE OF SHARES OF PLACEMENT UNDER LR 7.1

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

"That, for the purpose of Listing Rule 7.4, and for all other purposes, Shareholders ratify the issue of 70,424,539 Shares on the terms and conditions set out in the Explanatory Statement."

Voting Exclusion: The Company will disregard any votes cast in favour of this Resolution by or on behalf of any person who participated in the issue, or an associate of that person (or those persons). However, the Company need not disregard a vote if it is cast by a person as a 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.

6. RESOLUTION 6 – RATIFICATION OF PRIOR ISSUE OF SHARES OF PLACEMENT UNDER LR 7.1A

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

"That, for the purpose of Listing Rule 7.4, and for all other purposes, Shareholders ratify the issue of 49,575,461 Shares on the terms and conditions set out in the Explanatory Statement."

Voting Exclusion: The Company will disregard any votes cast in favour of this Resolution by or on behalf of any person who participated in the issue, or an associate of that person (or those persons). However, the Company need not disregard a vote if it is cast by a person as a 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.

7. RESOLUTION 7 – APPROVAL OF SIMPEC EARN-OUT CONSIDERATION SHARES

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

"That, pursuant to and in accordance with Listing Rule 7.1 and for all other purposes, Shareholders approve the issue of 25,000,000 Shares to the vendors of SIMPEC Pty Ltd (and their nominees) on the terms and conditions in the Explanatory Statement."

Voting Exclusion: The Company will disregard any votes cast in favour of this Resolution by or on behalf of: Mr Mark Dimasi (and / or his nominees); Mr David Dimasi (and / or his nominees); otherwise, a person who is expected to participate in, or who will obtain a material benefit as a result of, the proposed issue (except a benefit solely by reason of being a holder of ordinary securities in the entity; or any associates of that entity. However, the entity 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.

8. RESOLUTION 8 – ISSUE OF SHARES TO RELATED PARTY

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

"That, for the purposes of section 195(4) and section 208 of the Corporations Act and Listing Rule 10.11, and for all other purposes, approval is given for the Company to grant 15,000,000 Shares to Regency Corporate Pty Ltd (or its nominees); an entity controlled by director Mr Philip Re, on the terms and conditions set out in the Explanatory Statement."

Voting Exclusion: The Company will disregard any votes cast in favour of this Resolution by or on behalf of: Regency Corporate Pty Ltd and Mr Philip Re (and/or his nominees), a person, (or persons) who is expected receive the Shares in relation to the Company (each, an Excluded Person); or an associate of that person (or those persons) who is expected receive the Shares in relation to the Company. However, the entity 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.

Voting Prohibition: In accordance with section 250BD of the Corporations Act, a person appointed as a proxy must not vote, on the basis of that appointment, on this Resolution if: the proxy is either a member of the Key Management

Personnel or a Closely Related Party of such a member; and the appointment does not specify the way the proxy is to vote on this Resolution.

However, the above prohibition does not apply if: the proxy is the Chair; and the appointment expressly authorises the Chair to exercise the proxy even though this Resolution is connected directly or indirectly with remuneration of a member of the Key Management Personnel.

9. RESOLUTION 9 – ISSUE OF OPTIONS TO ADVISOR

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

"That, for the purposes ASX Listing Rule 7.1 and for all other purposes, approval is given for the issue of 15,000,000 Options to Hartleys Ltd (or their nominee), on the terms and conditions set out in the Explanatory Statement."

Voting Exclusion: The Company will disregard any votes cast in favour of this Resolution by or on behalf of: Hartleys Ltd or its nominee; otherwise, a person who is expected to participate in, or who will obtain a material benefit as a result of, the proposed issue (except a benefit solely by reason of being a holder of ordinary securities in the entity; or any associates of that entity. However, the entity 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.

10. RESOLUTION 10 – ISSUE OF OPTIONS TO ADVISOR

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

"That, for the purposes ASX Listing Rule 7.1 and for all other purposes, approval is given for the issue of 15,000,000 Options to ECK Investments Pty Ltd (or their nominee), on the terms and conditions set out in the Explanatory Statement."

Voting Exclusion: The Company will disregard any votes cast in favour of this Resolution by or on behalf of: ECK Investments Pty Ltd or its nominee; otherwise, a person who is expected to participate in, or who will obtain a material benefit as a result of, the proposed issue (except a benefit solely by reason of being a holder of ordinary securities in the entity; or any associates of that entity. However, the entity 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.

11. RESOLUTION 11 – APPROVAL OF 10% PLACEMENT CAPACITY

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

“That, for the purposes of Listing Rule 7.1A and for all other purposes, approval is given for the issue of Equity Securities totalling up to 10% of the issued capital of the Company at the time of issue, calculated in accordance with the formula prescribed in Listing Rule 7.1A.2 and on the terms and conditions set out in the Explanatory Statement.”

Voting Exclusion: The Company will disregard any votes cast in favour of this Resolution by or on behalf of a person who is expected to participate in, or who will obtain a material benefit as a result of, the proposed issue (except a benefit solely by reason of being a holder of ordinary securities in the entity), and any associates of such person. However, the entity 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.

DATED: 29 October 2019

BY ORDER OF THE BOARD

**DEREK HALL
COMPANY SECRETARY
WESTSTAR INDUSTRIAL LIMITED**

EXPLANATORY STATEMENT

This Explanatory Statement has been prepared for the information of the Shareholders of the Company in connection with the business to be conducted at the Annual General Meeting to be held at Suite 1, 437 Roberts Road, Subiaco, Western Australia at 9:00 am (WST) on 29 November 2019.

This purpose of this Explanatory Statement is to provide information which the Directors believe to be material to Shareholders in deciding whether or not to pass the Resolutions in the Notice of Meeting.

1. FINANCIAL STATEMENTS AND REPORTS

In accordance with the Constitution, the business of the Annual General Meeting will include receipt and consideration of the annual financial report of the Company for the financial period ended 30 June 2019 together with the declaration of the Directors, the Directors' report, the Remuneration Report and the auditor's report.

The Company is not required to provide a hard copy of the Company's annual financial report to Shareholders unless a Shareholder has specifically elected to receive a printed copy.

Whilst the Company will not provide a hard copy of the Company's annual financial report unless specifically requested to do so, Shareholders may view the Company annual financial report on its website at www.weststarindustrial.com.au.

2. RESOLUTION 1 – ADOPTION OF REMUNERATION REPORT

2.1 General

The Corporations Act requires that at a listed company's annual general meeting, a resolution that the remuneration report be adopted must be put to the shareholders. However, such a resolution is advisory only and does not bind the company or the directors of the company.

The remuneration report sets out the company's remuneration arrangements for the directors and senior management of the company. The remuneration report is part of the directors' report contained in the annual financial report of the company for a financial year.

The chair of the meeting must allow a reasonable opportunity for its shareholders to ask questions about or make comments on the remuneration report at the annual general meeting.

2.2 Voting consequences

Under changes to the Corporations Act which came into effect on 1 July 2011, a company is required to put to its shareholders a resolution proposing the calling of another meeting of shareholders to consider the appointment of directors of the company (**Spill Resolution**) if, at consecutive annual general meetings, at least 25% of the votes cast on a remuneration report resolution are voted against adoption of the remuneration report and at the first of those annual general meetings a Spill Resolution was not put to vote. If required, the Spill Resolution must be put to vote at the second of those annual general meetings.

If more than 50% of votes cast are in favour of the Spill Resolution, the company must convene a shareholder meeting (**Spill Meeting**) within 90 days of the second annual general meeting.

All of the directors of the company who were in office when the directors' report (as included in the company's annual financial report for the previous financial year) was approved, other than the managing director of the company, will cease to hold office immediately before the end of the Spill Meeting but may stand for re-election at the Spill Meeting.

Following the Spill Meeting those persons whose election or re-election as directors of the company is approved will be the directors of the company.

2.3 Previous voting results

At the Company's previous annual general meeting the votes cast against the remuneration report considered at that annual general meeting were less than 25%. Accordingly, the Spill Resolution is not relevant for this Annual General Meeting.

2.4 Proxy restrictions

Shareholders appointing a proxy for this Resolution should note the following:

If you appoint a member of the Key Management Personnel (other than the Chair) whose remuneration details are included in the Remuneration Report, or a Closely Related Party of such a member as your proxy

You must direct your proxy how to vote on this Resolution. Undirected proxies granted to these persons will not be voted and will not be counted in calculating the required majority if a poll is called on this Resolution.

If you appoint the Chair as your proxy (where he/she is also a member of the Key Management Personnel whose remuneration details are included in the Remuneration Report, or a Closely Related Party of such a member).

You ***do not*** need to direct your proxy how to vote on this Resolution. However, if you do not direct the Chair how to vote, ***you must mark the acknowledgement on the Proxy Form to expressly authorise the Chair to exercise his/her discretion in exercising your proxy even though this Resolution is connected directly or indirectly with the remuneration of Key Management Personnel.***

If you appoint any other person as your proxy

You ***do not*** need to direct your proxy how to vote on this Resolution, and you ***do not*** need to mark any further acknowledgement on the Proxy Form.

3. RESOLUTION 2 – RE-ELECTION OF DIRECTOR – MR BERT MONDELLO

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

Mr Bert Mondello, who has served as a Director since 28 March 2017, retires by rotation and seeks re-election.

Mr Mondello has more than 20 years' experience across both the private and public sectors. An as Executive, Mr Mondello has substantial capital markets experience and knowledge of equity markets having participated in company restructures, IPOs, RTOs, investor placements and seed raisings. With experience spanning the retail and institutional sectors and extensive knowledge of marketing communications and investor relations, Mr Mondello has provided strategic corporate advice to a number of organisations across multiple industries. Across his career, Mr Mondello has been pivotal in challenging the status quo with innovation in new technologies across a myriad of products and offerings. Mr Mondello is currently also Non-Executive Chairman of ServTech Global Holdings Limited and Emerge Gaming Limited and Non-Executive Director of ZipTel Limited and holds a Bachelor of Laws from The University of Notre Dame, Australia.

4. RESOLUTION 3 – RE-ELECTION OF DIRECTORS – MR PHILIP RE

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

Mr Philip Re, who has served as a Director since 28 March 2017, retires by rotation and seeks re-election.

Mr Philip Re has been a Director for a number of publicly listed and unlisted companies involving transactions in property development and investment, technology, education, mining exploration and production, and the renewable energy industry. He has been directly involved in Raising Capital, Merger & Acquisitions, Initial Public Offers and Reverse Takeovers for various ASX listed companies and unlisted property syndicates over many years.

5. RESOLUTION 4 – AMENDMENT TO CONSTITUTION

5.1 General

The Company is currently governed by its existing Constitution which it has had in place since July 2016. Under section 136(2) of the Corporations Act, a company can modify its constitution or a provision of its constitution by special resolution. Accordingly, the Company seeks Shareholder approval to amend its Constitution by a special resolution of shareholders as set out below.

A copy of the amended constitution will be sent to Shareholders on request and will also be available for inspection at the office of the Company during normal business hours prior to the Meeting.

5.2 Background

Changes to the Listing Rules will commence on 1 December 2019 which will require a listed entity's constitution to contain certain provisions regarding Restricted Securities if the entity has any Restricted Securities on issue. Although the Company does not presently have any Restricted Securities on issue and does not have any present intentions to undertake a transaction which would result in the issue of Restricted Securities, the Board considers it prudent to take this opportunity to update the Constitution to ensure it complies with these new requirements.

With effect from 1 December 2019, ASX intends to apply a two-tier escrow regime where ASX can require certain more significant holders of Restricted Securities and their controllers to execute a formal escrow agreement in the form of Appendix 9A of the Listing Rules, as is currently the case. However, for less significant holdings, ASX will instead permit entities to rely on a provision in their constitution imposing appropriate escrow restrictions on the holders of restricted securities and to simply give a notice to the holders of Restricted Securities in the form to be set out in an appendix to the Listing Rules, advising them of those restrictions.

To facilitate the operation of the new two-tier escrow regime, certain changes are required to the customary provisions of constitutions of ASX-listed entities regarding Restricted Securities.

5.3 Proposed Amendment

Constitution currently provides as follows:

143 Restricted Securities

143.1 Despite any other provision of this Constitution:

(a) the Company shall not acknowledge, deal with, accept or register any sale, assignment or transfer of restricted securities which is or might be in breach of the Listing Rules or any escrow agreement entered into by the Company under the Listing Rules in relation to Restricted Securities except as permitted by the Exchange;

(b) if there is a breach of any escrow agreement entered into by the Company under the Listing Rules in relation to Restricted Securities issued by the Company, the Member holding the relevant Restricted Securities shall cease to be entitled to any Dividends and to any voting rights in respect of those Restricted Securities while the breach continues;

(c) on winding up of the Company, the holders of Restricted Securities that are the subject of an escrow agreement at the commencement of the winding up shall rank on a return of capital behind all other shares in the Company.

By Resolution 4, the Company seeks Shareholder approval to delete the above clause of the Constitution and replace it with a new Clause 143:

143 Restricted Securities

While the Company is on the official list of ASX, the Company must recognise and comply with the Listing Rules with respect to Restricted Securities.

Without limiting the obligation to comply with the Listing Rules:

(a) a holder of Restricted Securities must not Dispose of, or agree or offer to Dispose of, the Restricted Securities during the escrow period applicable to those Restricted Securities except as permitted by the Listing Rules or ASX;

(b) if the Restricted Securities are in the same class as quoted securities, the holder will be taken to have agreed in writing that the Restricted Securities are to be kept on the Company's issuer sponsored sub-register and are to have a holding lock applied for the duration of the escrow period applicable to those securities;

(c) the Company will refuse to acknowledge any Disposal (including, without limitation, to register any transfer), of Restricted Securities during the escrow period except as permitted by the Listing Rules or the ASX;

(d) a holder of Restricted Securities will not be entitled to participate in any return of capital on those Restricted Securities during the escrow period applicable to those Restricted Securities except as permitted by the Listing Rules or ASX; and

(e) if a holder of Restricted Securities breaches a Restriction Deed or a provision of this Constitution restricting a Disposal of those Restricted Securities, the holder will not be entitled to any dividend or distribution, or to exercise any voting rights, in respect of those Restricted Securities for so long as the breach continues.

For the purposes of this clause 143, Dispose has the meaning given to it in the Listing Rules and Disposal has the corresponding meaning.'

6. RESOLUTION 5 & 6 – RATIFICATION OF PRIOR ISSUE OF SHARES OF PLACEMENT UNDER LR 7.1 AND 7.1A

6.1 General

As announced on 10 April 2019, the Company undertook a placement (Placement) to sophisticated and professional investors at an issue price of \$0.02 per Share to raise up to \$2,400,000 (before expenses).

The Company issued a total of 120,000,000 Shares under the Placement. These Shares were issued under the Company's Listing Rule 7.1 and 7.1A capacity.

Resolution 5 seeks Shareholder ratification pursuant to ASX Listing Rule 7.4 for the issue of the 70,424,539 Shares issued under Listing Rule 7.1 and Resolution 6 seeks Shareholder ratification pursuant to ASX Listing Rule 7.4 for the issue of 49,575,461 Shares issued under Listing Rule 7.1A.

6.2 Resolution 5 – ASX Listing Rule 7.1

ASX Listing Rule 7.1 provides that a company must not, subject to specified exceptions, issue or agree to issue more equity securities during any 12-month period than that amount which represents 15% of the number of fully paid ordinary securities on issue at the commencement of that 12-month period.

6.3 Resolution 6 – ASX Listing Rule 7.1A

ASX Listing Rule 7.1A provides that a company may seek Shareholder approval at its annual general meeting to allow it to issue additional quoted securities up to 10% of its issued capital, provided that it is an eligible entity (Eligible Entity). An Eligible Entity is one that, as at the date of the relevant annual general meeting:

- a) is not included in the S&P/ASX 300 Index; and
- b) has a maximum market capitalisation (excluding restricted securities and securities quoted on a deferred settlement basis) of \$300,000,000.

At the time approval was obtained (the Company's AGM of 29 November 2018), the Company was an Eligible Entity as it was not included in the S&P/ASX 300 Index and had a market capitalisation of less than \$300 million.

ASX Listing Rule 7.4 sets out an exception to ASX Listing Rule 7.1 and 7.1A. It provides that where a company in general meeting ratifies the previous issue of securities made pursuant to ASX Listing Rule 7.1 or 7.1A (and provided that the previous issue did not breach ASX Listing Rule 7.1 or 7.1A) those securities will be deemed to have been made with shareholder approval for the purpose of ASX Listing Rule 7.1 and 7.1A.

By ratifying the prior issue of the Shares under the Placement via Resolutions 5 and 6, the Company will retain the flexibility to issue equity securities in the future up to the 15% annual placement capacity set out in ASX Listing Rule 7.1 and up to the 10% annual placement capacity set out in ASX Listing Rule 7.1A without the requirement to obtain prior Shareholder approval.

6.4 Technical information required by ASX Listing Rule 7.4

Pursuant to and in accordance with Listing Rule 7.4, the following information is provided in relation to the ratification of the issue of Shares the subject of Resolutions 5 & 6:

- (a) 120,000,000 Shares were issued on the following basis:
 - (i) 70,424,539 Shares under Listing Rule 7.1; and
 - (ii) 49,575,461 Shares under Listing Rule 7.1A
- (b) The Shares were all issued at an issue price of \$0.02 each to raise \$2,400,000 (before expenses);
- (c) The Shares were all fully paid ordinary shares in the capital of the Company, issued on the same terms and conditions as the Company's existing Shares;
- (d) The Shares were issued to investors who were eligible to be made offers without disclosure under an exemption under section 708 of the Corporations Act, none of whom are related parties of the Company. The investors were introduced by the Company's advisor Hartleys Limited, they were determined because of their interest and are new and existing shareholders;
- (e) The funds raised from the issue (being in total \$2,400,000 (before expenses)) will be used to fund the operating subsidiaries' (SIMPEC Pty Ltd and Precast Australia Pty Ltd) delivery and potential scope extensions to contracts; strengthen the Group's balance sheet and general working capital including ASX fees and the costs of the offer.

7. RESOLUTION 7 – APPROVAL OF SIMPEC EARN-OUT CONSIDERATION SHARES

7.1 General

On 2 August 2017, the Company announced that it had entered into a Share Sale Agreement (Agreement) to acquire 100% of SIMPEC Pty Ltd ("SIMPEC"). The consideration for SIMPEC consisted of a mix upfront and deferred equity securities.

Pursuant to the Agreement, the Vendors are entitled to the an earn-out incentive, payable by way of fully paid ordinary shares in the Company (SIMPEC Earn-Out Shares) on achievement of \$500,000 of earnings before interest, taxation, depreciation and amortisation (EBITDA) within 18 calendar months (Earn-Out Period) of the transaction 'Completion Date'. Per the terms of the Agreement, the Completion Date means "8 August 2017 or such other date as agreed between the parties".

The Company proposes that shareholders approve an extension of the Completion Date to 22 December 2017, which represents the date that the Consideration securities were first issued to the vendors of SIMPEC Pty Ltd. Based on the 22 December 2017 Completion Date, SIMPEC exceeded the EBITDA target during the Earn-Out Period and accordingly, Shareholder approval is being sought for the maximum number of 25,000,000 of SIMPEC Earn-Out Shares under the Agreement.

7.2 ASX Listing Rule 7.1 and Shareholder approval

This Resolution seeks to obtain Shareholder approval for the issue of the SIMPEC Earn-Out Shares for the purposes of ASX Listing Rule 7.1. ASX Listing Rule 7.1 prohibits a listed entity from issuing or agreeing to issue more than 15% of its issued capital in a 12 month period without Shareholder approval (15% Limit), unless an exception applies.

Should Shareholder approval be obtained, the SIMPEC Earn-Out Shares will not be included in the calculation of the 15% Limit.

7.3 Technical information required by ASX Listing Rule 7.3

The following information is provided to Shareholders for the purposes of ASX Listing Rule 7.3:

- (a) The maximum number of securities the entity is to issue: 25,000,000 Fully Paid Ordinary Shares;
- (b) The SIMPEC Earn-Out Shares may be granted no later than three months after the date of the Meeting (or such later date to the extent permitted by any ASX waiver or modification of the Listing Rules) and it is intended that all of the Shares will be granted on the same date;
- (c) No cash consideration will be payable for the SIMPEC Earn-Out Shares. The deemed issue price of the Shares is \$0.02 by reference to the share price on the date of execution of the Agreement;
- (d) The names of the persons to whom the securities will be issued:
 - i. Mr Mark Dimasi (and / or his nominees); and
 - ii. Mr David Dimasi (and / or his nominees).
- (e) The terms of the securities: The SIMPEC Earn-Out Shares will be Fully Paid Ordinary Shares on the same terms as the Company's other fully paid ordinary shares on issue.
- (f) Intended use of the funds: No funds will be raised from the issue of the SIMPEC Earn-Out Shares which will be issued as partial consideration for acquisition of SIMPEC under the Agreement.

A voting exclusion statement is included in this Notice.

8. RESOLUTION 8 – ISSUE OF SHARES TO RELATED PARTY

8.1 General

On 22 March 2017, the former directors of the Company signed a Corporate Mandate (Regency Mandate) with Regency Corporate Pty Ltd. On 28 March 2017, subsequent to execution of the Regency Mandate, Mr Philip Re was appointed to the Company's Board.

Under the Regency Mandate, the Company agreed, subject to obtaining Shareholder approval, to grant securities to Regency Corporate Pty Ltd if milestones were achieved as follows:

1. 15,000,000 Fully Paid Ordinary Shares in the event that the Company's Shares trade at a volume weighted average price (VWAP) of \$0.03 over the last 10 days on which sales in Shares were recorded; and
2. 10,000,000 Fully Paid Ordinary Shares in the event that the Company's Shares trade at a VWAP of \$0.05 over the last 10 days on which sales in Shares were recorded; and

In the event of successful completion of a transaction of a value of at least A\$10,000,000 or an alternative capital raise as agreed by Regency Corporate Pty Ltd and the Company:

3. 12,500,000 performance shares which convert to Fully Paid Ordinary Shares on a one to one basis on achievement of a VWAP of \$0.06 over the last 10 days on which sales in Shares were recorded; and
4. 12,500,000 performance shares which convert to Fully Paid Ordinary Shares on a one to one basis on achievement of a VWAP of \$0.08 over the last 10 days on which sales in Shares were recorded; and
5. 12,500,000 performance shares which convert to Fully Paid Ordinary Shares on a one to one basis on achievement of a VWAP of \$0.10 over the last 10 days on which sales in Shares were recorded; and
6. 12,500,000 performance shares which convert to Fully Paid Ordinary Shares on a one to one basis on achievement of a VWAP of \$0.12 over the last 10 days on which sales in Shares were recorded.

Pursuant to the Regency Mandate, Regency Corporate Pty Ltd is entitled to the first grant (number 1 above) as the target VWAP was achieved during the period and accordingly, Shareholder approval is being sought only for the issue of the 15,000,000 Shares.

8.2 Chapter 2E of the Corporations Act

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.

This issue of Shares constitutes giving a financial benefit and Regency Corporate Pty Ltd is a related party of the Company as it is controlled by Director Mr Philip Re. The Directors (other than Mr Re who has a material personal interest in the outcome of the Resolution) consider that Shareholder approval pursuant to Chapter 2E of the Corporations Act is not required in respect of the issue of Shares because the Shares are being issued to Mr Re's related entity on arm's length terms – the deemed issue price of the Shares is reasonable as it was negotiated with reference to other consultancy agreements for similar companies with a lower cash component. The non-cash form of benefit allows the Company to spend a greater proportion of its cash reserves on its operations than it would if alternative, cash forms of payment were given to the advisor and as such the giving of the financial benefit on an arm's length terms and within the exception of section 210 of the Corporations Act.

8.3 ASX Listing Rule 10.11

ASX Listing Rule 10.11 also 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 ASX Listing Rule 10.12 applies. As the issue of the Shares involves the issue of securities to a related party of the Company, Shareholder approval pursuant to ASX Listing Rule 10.11 is required unless an exception applies. It is the view of the Directors that the exceptions set out in ASX Listing Rule 10.12 do not apply in the current circumstances.

8.4 Technical Information required by ASX Listing Rule 10.13

Pursuant to and in accordance with ASX Listing Rule 10.13, the following information is provided in relation to Resolution 8:

- (f) the Shares will be issued to Regency Corporate Pty Ltd (or its nominee);
- (g) the number of Shares to be issued is 15,000,000;
- (h) the Shares will be granted no later than 1 month after the date of the Meeting (or such later date to the extent permitted by any ASX waiver or modification of the ASX Listing Rules);
- (i) the Shares will be issued for nil cash consideration as they constitute fee and incentives for services provided;
- (j) the Shares issued will be fully paid ordinary shares in the capital of the Company issued on the same terms and conditions as the Company's existing Shares;
- (k) no funds will be raised from the issue of the Shares

Approval pursuant to ASX Listing Rule 7.1 is not required for the issue of the Shares as approval is being obtained under ASX Listing Rule 10.11. Accordingly, the issue of the Shares to Regency Corporate Pty Ltd (or its nominee) will not diminish the Company's 15% annual placement capacity under ASX Listing Rule 7.1.

9. RESOLUTION 9 – ISSUE OF OPTIONS TO ADVISOR

9.1 General

The Company has agreed, subject to obtaining shareholder approval, to issue a total of up to 15,000,000 Options to Hartleys Ltd (Advisor Options), an advisor to the Company, for capital raising and corporate advisory services provided.

The Board considers the use of Advisor Options as an incentivisation tool to its corporate advisors who have the experience, skills and knowledge in the fields of investor awareness and media dissemination to aid in the Company's corporate objectives. In addition, the use of Advisor Options will allow the Company to retain its cash to maximise marketing and development expenditure for its products.

ASX Listing Rule 7.1 broadly provides that a company can issue Equity Securities up to 15% of its issued capital in any 12 month period without shareholder approval. Subject to certain exceptions, prior shareholder approval is required for any issue of Equity Securities where the securities proposed to be issued (when aggregated with other Equity Securities issued by the company not under an exception and not with shareholder approval) represent more than 15% of the company's issued capital.

The effect of Shareholders approving this Resolution will be to allow the Company to issue the Advisor Options during the period of 3 months after the Meeting (or a longer period, if allowed by ASX), without using the Company's 15% annual placement capacity. The effect of Shareholders passing this Resolution will be to allow the Company to grant the Advisor Options without using the Company's 15% annual placement capacity under Listing Rule 7.1.

Resolution 9 is an ordinary resolution.

9.2 Technical information required by ASX Listing Rule 7.3

The following information is provided to Shareholders for the purposes of ASX Listing Rule 7.3:

- (g) The maximum number of Advisor Options to be granted by the Company under Resolution 9 is 15,000,000.
- (h) The Advisor Options may be granted no later than three months after the date of the Meeting (or such later date to the extent permitted by any ASX waiver or modification of the Listing Rules) and it is intended that all of the Advisor Options will be granted on the same date;
- (i) The Advisor Options will be granted for nil consideration and accordingly no funds will be raised from the issue of Advisor Options.
- (j) The expiry date of the Advisor Options will be the date that is three years from the date of issue. The Advisor Options will have an exercise price of \$0.04 per option. A summary of the terms and conditions of the Advisor Options are set out in Schedule B. Upon conversion of the Advisor Options, Shares will be issued on a one for one basis on the same terms as the Company's existing Shares.
- (k) The Advisor Options will be granted to corporate advisor Hartleys Ltd (or their nominees) which is an unrelated party to the Company.
- (l) A voting exclusion statement is included in the Notice.

10. RESOLUTION 10 – ISSUE OF OPTIONS TO ADVISOR

10.1 General

The Company has agreed, subject to obtaining shareholder approval, to issue a total of up to 15,000,000 Options to ECK Investments Pty Ltd (Advisor Options), an advisor to the Company, for capital raising and corporate advisory services provided.

The Board considers the use of Advisor Options as an incentivisation tool to its corporate advisors who have the experience, skills and knowledge in the fields of investor awareness and media dissemination to aid in the Company's corporate objectives. In addition, the use of Advisor Options will allow the Company to retain its cash to maximise marketing and development expenditure for its products.

ASX Listing Rule 7.1 broadly provides that a company can issue Equity Securities up to 15% of its issued capital in any 12 month period without shareholder approval. Subject to certain exceptions, prior shareholder approval is required for any issue of Equity Securities where the securities proposed to be issued (when aggregated with other Equity Securities issued by the company not under an exception and not with shareholder approval) represent more than 15% of the company's issued capital.

The effect of Shareholders approving this Resolution will be to allow the Company to issue the Advisor Options during the period of 3 months after the Meeting (or a longer period, if allowed by ASX), without using the Company's 15% annual placement capacity. The effect of Shareholders passing this Resolution will be to allow the Company to grant the Advisor Options without using the Company's 15% annual placement capacity under Listing Rule 7.1.

Resolution 10 is an ordinary resolution.

10.2 Technical information required by ASX Listing Rule 7.3

The following information is provided to Shareholders for the purposes of ASX Listing Rule 7.3:

- (m) The maximum number of Advisor Options to be granted by the Company under Resolution 10 is 15,000,000.
- (n) The Advisor Options may be granted no later than three months after the date of the Meeting (or such later date to the extent permitted by any ASX waiver or modification of the Listing Rules) and it is intended that all of the Advisor Options will be granted on the same date;
- (o) The Advisor Options will be granted for nil consideration and accordingly no funds will be raised from the issue of Advisor Options.
- (p) The expiry date of the Advisor Options will be the date that is three years from the date of issue. The Advisor Options will have an exercise price of \$0.04 per option. A summary of the terms and conditions of the Advisor Options are set out in Schedule B. Upon conversion of the Advisor Options, Shares will be issued on a one for one basis on the same terms as the Company's existing Shares.
- (q) The Advisor Options will be granted to corporate advisor ECK Investments Pty Ltd (or their nominees) which is an unrelated party to the Company.
- (r) A voting exclusion statement is included in the Notice.

11. RESOLUTION 11 – APPROVAL OF 10% PLACEMENT CAPACITY

11.1 General

ASX Listing Rule 7.1A provides that an Eligible Entity may seek Shareholder approval at its annual general meeting to allow it to issue Equity Securities up to 10% of its issued capital (**10% Placement Capacity**).

The Company is an Eligible Entity. If Shareholders approve this Resolution, the number of Equity Securities the Eligible Entity may issue under the 10% Placement Capacity will be determined in accordance with the formula prescribed in ASX Listing Rule 7.1A.2 (as set out below).

The effect of this Resolution will be to allow the Company to issue Equity Securities up to 10% of the Company's fully paid ordinary securities on issue under the 10% Placement Capacity during the period up to 12 months after the Meeting, without subsequent Shareholder approval and without using the Company's 15% annual placement capacity granted under Listing Rule 7.1.

This Resolution is a special resolution. Accordingly, at least 75% of votes cast by Shareholders present and eligible to vote at the Meeting must be in favour of this Resolution for it to be passed.

11.2 ASX Listing Rule 7.1A

ASX Listing Rule 7.1A came into effect on 1 August 2012 and enables an Eligible Entity to seek shareholder approval at its annual general meeting to issue Equity Securities in addition to those under the Eligible Entity's 15% annual placement capacity. An Eligible Entity is one that, as at the date of the relevant annual general meeting:

- (a) is not included in the S&P/ASX 300 Index; and
- (b) has a maximum market capitalisation (excluding restricted securities and securities quoted on a deferred settlement basis) of \$300,000,000.

The Company is an Eligible Entity. Any Equity Securities issued must be in the same class as an existing class of quoted Equity Securities. WestStar currently has 1 class of quoted Equity Securities on issue:

615,754,616 Shares (ASX Code: WSI).

The exact number of Equity Securities that the Company may issue under an approval under Listing Rule 7.1A will be calculated according to the following formula:

$$(A \times D) - E$$

Where:

- A** is the number of Shares on issue 12 months before the date of issue or agreement:
 - (i) plus the number of Shares issued in the previous 12 months under an exception in ASX Listing Rule 7.2;
 - (ii) plus the number of partly paid shares that became fully paid in the previous 12 months;

- (iii) plus the number of Shares issued in the previous 12 months with approval of Shareholders under Listing Rules 7.1 and 7.4. This does not include an issue of ordinary shares under the entity's 15% placement capacity without shareholder approval; and
- (iv) less the number of Shares cancelled in the previous 12 months.

D is 10%.

E is the number of Equity Securities issued or agreed to be issued under ASX Listing Rule 7.1A.2 in the 12 months before the date of issue or agreement to issue that are not issued with the approval of holders of Ordinary Securities under ASX Listing Rule 7.1 or 7.4.

11.3 Technical information required by ASX Listing Rule 7.1A

Pursuant to and in accordance with ASX Listing Rule 7.3A, the information below is provided in relation to this Resolution:

(a) **Minimum Price**

The minimum price at which the Equity Securities may be issued is 75% of the volume weighted average price of Equity Securities in that class, calculated over the 15 ASX trading days on which trades in that class were recorded immediately before:

- (i) the date on which the price at which the Equity Securities are to be issued is agreed; or
- (ii) if the Equity Securities are not issued within 5 ASX trading days of the date in section 11.3(a)(i), the date on which the Equity Securities are issued.

(b) **Date of Issue**

The Equity Securities may be issued under the 10% Placement Capacity commencing on the date of the Meeting and expiring on the first to occur of the following:

- (i) 12 months after the date of this Meeting; and
- (ii) the date of approval by Shareholders of any transaction under ASX Listing Rules 11.1.2 (a significant change to the nature or scale of the Company's activities) or 11.2 (disposal of the Company's main undertaking) (after which date, an approval under Listing Rule 7.1A ceases to be valid), (**10% Placement Capacity Period**).

(c) **Risk of voting dilution**

Any issue of Equity Securities under the 10% Placement Capacity will dilute the interests of Shareholders who do not receive any Shares under the issue. If this Resolution is approved by Shareholders and the Company issues the maximum number of Equity Securities available under the 10% Placement Capacity, the economic and voting dilution of existing Shares would be as shown in the table below. **Table A** shows the dilution of existing Shareholders calculated in accordance with the formula outlined in ASX Listing Rule 7.1A.2 and on the assumptions set out below the table.

Table A also shows the voting dilution impact where the current number of Shares on issue (Variable A in the formula) changes and the economic dilution where there are changes in the issue price of Shares issued under the 10% Placement Capacity. **Table B** details the dilution of shareholders and the voting dilution impact where Resolutions 7 & 8 as considered in this Meeting are also approved by shareholders.

Note the number of Shares on issue (Variable A in the formula) could increase as a result of the issue of Shares that do not require Shareholder approval (such as a pro-rata rights issue or scrip issued under a takeover offer) or that are issued with Shareholder approval under Listing Rule 7.1.

Table A: Dilution Table with Current Shares on Issue

Number of Shares on Issue (Variable 'A' in ASX Listing Rule 7.1A.2)	DILUTION			
	Issue Price (per Share)	\$0.0125 50% decrease in Issue Price	\$0.025 Issue Price	\$0.050 100% increase in Issue Price
615,754,616 (Current Variable A)	Shares issued - 10% voting dilution	61,575,462 shares	61,575,462 shares	61,575,462 shares
	Funds raised	\$769,693	\$1,539,387	\$3,078,773
923,631,924 (50% increase in Variable A)	Shares issued - 10% voting dilution	92,363,192 shares	92,363,192 shares	92,363,192 shares
	Funds raised	\$1,154,540	\$2,309,080	\$4,618,160
1,231,509,232 (100% increase in Variable A)	Shares issued - 10% voting dilution	123,150,923 shares	123,150,923 shares	123,150,923 shares
	Funds raised	\$1,539,387	\$3,078,773	\$6,157,546

The table above uses the following assumptions:

1. There are 615,754,616 Shares on issue as at the date of this Notice.
2. The issue price set out above is the closing price of Shares on ASX on 24 October 2019, being \$0.025.
3. WestStar issues the maximum possible number of Equity Securities under the 10% Placement Capacity.
4. The Company has not issued any Equity Securities in the 12 months prior to the Meeting that were not issued under an exception in ASX Listing Rule 7.2 or with approval under ASX Listing Rule 7.1 or 7.4.
5. The issue of Equity Securities under the 10% Placement Capacity consists only of Shares and it is assumed that no Options are exercised into Shares before the date of issue of the Shares.
6. The calculations above do not show the dilution that any one particular Shareholder will be subject to by reason of placements under the 10% Placement Capacity. All Shareholders should consider the dilution caused to their own shareholding depending on their specific circumstances.
7. This table does not set out any dilution pursuant to approvals under ASX Listing Rule 7.1.
8. The 10% voting dilution reflects the aggregate percentage dilution against the issued share capital at the time of issue. This is why the voting dilution is shown in each example as 10%.

Table B: Dilution Table with Resolutions 7 & 8 approved by Shareholders

Number of Shares on Issue (Variable 'A' in ASX Listing Rule 7.1A.2)	DILUTION			
	Issue Price (per Share)	\$0.0125 50% decrease in Issue Price	\$0.025 Issue Price	\$0.050 100% increase in Issue Price
655,754,616 (Variable A)	Shares issued - 10% voting dilution	65,575,462 shares	65,575,462 shares	65,575,462 shares
	Funds raised	\$819,693	\$1,639,387	\$3,278,773
983,631,924 (50% increase in Variable A)	Shares issued - 10% voting dilution	98,363,192 shares	98,363,192 shares	98,363,192 shares
	Funds raised	\$1,229,540	\$2,459,080	\$4,918,160
1,311,509,232 (100% increase in Variable A)	Shares issued - 10% voting dilution	131,150,923 shares	131,150,923 shares	131,150,923 shares
	Funds raised	\$1,639,387	\$3,278,773	\$6,557,546

The table above uses the following assumptions:

1. There are 615,754,616 Shares on issue as at the date of this Notice. The approval of Resolutions 7 & 8 would result in Shares on issue of up to 655,754,616.
2. The issue price set out above is the closing price of Shares on ASX on 24 October 2019, being \$0.025.
3. WestStar issues the maximum possible number of Equity Securities under the 10% Placement Capacity.
4. The Company has not issued any Equity Securities in the 12 months prior to the Meeting that were not issued under an exception in ASX Listing Rule 7.2 or with approval under ASX Listing Rule 7.1 or 7.4.
5. The issue of Equity Securities under the 10% Placement Capacity consists only of Shares and it is assumed that no Options are exercised into Shares before the date of issue of the Shares.
6. The calculations above do not show the dilution that any one particular Shareholder will be subject to by reason of placements under the 10% Placement Capacity. All Shareholders should consider the dilution caused to their own shareholding depending on their specific circumstances.
7. This table does not set out any dilution pursuant to approvals under ASX Listing Rule 7.1.
8. The 10% voting dilution reflects the aggregate percentage dilution against the issued share capital at the time of issue. This is why the voting dilution is shown in each example as 10%.

Shareholders should note that there is a risk that:

1. the market price for Shares may be significantly lower on the issue date than on the date of the Meeting; and
2. Shares may be issued at a price that is at a discount to the market price for those Shares on the date of issue.

(d) **Purpose of Issue under 10% Placement Capacity**

Equity Securities may be issued under the 10% Placement Capacity for the following purposes:

1. as cash consideration in which case the Company intends to use funds raised for the acquisition of new assets and investments in the building, construction and mining services industries (including expenses associated with such an acquisition), servicing new contracts and related bank and performance guarantees and general working capital; or
2. as non-cash consideration for the acquisition of new assets and investments in the building, construction and mining services industries (including expenses associated with such an acquisition), in which circumstances the Company will provide a valuation of the non-cash consideration as required by listing Rule 7.1A.3.

The Company will comply with the disclosure obligations under Listing Rules 7.1A.4 and 3.10.5A upon issue of any Equity Securities.

(e) **Allocation policy under the 10% Placement Capacity**

The Company's allocation policy for the issue of Equity Securities under the 10% Placement Capacity will be dependent on the prevailing market conditions at the time of the proposed placement(s). The recipients of the Equity Securities to be issued under the 10% Placement Capacity have not yet been determined. However, the recipients of Equity Securities could consist of current Shareholders or new investors (or both), none of whom will be related parties of the Company. The Company will determine the recipients at the time of the issue under the 10% Placement Capacity, having regard to the following factors:

1. the purpose of the issue;
2. alternative methods for raising funds available to the Company at that time, including, but not limited to, an entitlement issue or other offer where existing Shareholders may participate;
3. the effect of the issue of the Equity Securities on the control of the Company;
4. the circumstances of the Company, including, but not limited to, the financial position and solvency of the Company;
5. prevailing market conditions; and
6. advice from corporate, financial and broking advisers (if applicable).

Further, if the Company is successful in acquiring new resources, assets or investments, it is likely that the recipients under the 10% Placement Capacity will be vendors of the new resources, assets or investments.

(f) **Previous approval under ASX Listing Rule 7.1A**

The Company obtained approval under ASX Listing Rule 7.1A at its 2018 annual general meeting. As a result, the Company is an Eligible Entity and there were 49,575,461 Equity Securities issued under Listing Rule 7.1A in the preceding 12 month period. During the 12-month period preceding the date of the Meeting, being on and from 29 November 2018, the Company otherwise issued a total of 120,000,000 Shares which represents approximately 17% of the total diluted number of Equity Securities on issue in the Company on 29 November 2018, which was 687,587,949 Equity Securities (including the since expired WSIO Option class).

- (g) Further details of the issues of Equity Securities by the Company during the 12 month period preceding the date of the Meeting are set out in Schedule A.

11.4 **Compliance with ASX Listing Rules 7.1A.4 and 3.10.5A**

When the Company issues Equity Securities pursuant to the 10% Placement Capacity, it must give to ASX:

- (a) a list of the recipients of the Equity Securities and the number of Equity Securities issued to each (not for release to the market), in accordance with Listing Rule 7.1A.4; and
- (b) the information required by Listing Rule 3.10.5A for release to the market.

11.5 **Voting Exclusion**

A voting exclusion statement is included in this Notice. As at the date of this Notice, the Company has not invited any existing Shareholder to participate in an issue of Equity Securities under ASX Listing Rule 7.1A. Therefore, no existing Shareholders will be excluded from voting on this Resolution.

12. **RECOMMENDATIONS**

The Directors believe that the above proposals are in the best interest of the Company and, save where otherwise stated, unanimously recommend that shareholders vote in favour of the resolutions to be proposed at the Company's annual general meeting.

13. ENQUIRIES

Shareholders are required to contact the Company Secretary on +61 8 6380 2555 if they have any queries in respect of the matters set out in this Notice.

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GLOSSARY

\$ means Australian dollars.

Annual General Meeting or **Meeting** means the meeting convened by the Notice.

ASIC means the Australian Securities and Investments Commission.

ASX means ASX Limited.

Board means the board of directors of the Company.

Business Day means Monday to Friday inclusive, except New Year's Day, Good Friday, Easter Monday, Christmas Day, Boxing Day, and any other day that ASX declares is not a business day.

Chair means the chair of the Meeting.

Closely Related Party of a member of the Key Management Personnel means:

(a) a spouse or child of the member; (b) a child of the member's spouse; (c) a dependent of the member or the member's spouse; (d) anyone else who is one of the member's family and may be expected to influence the member, or be influenced by the member, in the member's dealing with the entity; (e) a company the member controls; or (f) a person prescribed by the Corporations Regulations 2001 (Cth) for the purposes of the definition of 'closely related party' in the Corporations Act.

Company or **WestStar** means WestStar Industrial Limited (ACN 119 047 693).

Constitution means the Company's constitution.

Corporations Act means the Corporations Act 2001 (Cth).

Directors mean the current directors of the Company.

Explanatory Statement means the explanatory statement accompanying the Notice.

Key Management Personnel has the same meaning as in the accounting standards issued by the Australian Accounting Standards Board and means those persons having authority and responsibility for planning, directing and controlling the activities of the Company, or if the Company is part of a consolidated entity, of the consolidated entity, directly or indirectly, including any director (whether executive or otherwise) of the Company, or if the Company is part of a consolidated entity, of an entity within the consolidated group.

Managing Director means the managing director of the Company.

Notice of Meeting or **Notice of Annual General Meeting** means this notice of annual general meeting including the Explanatory Statement.

Proxy Form means the proxy form accompanying the Notice.

Remuneration Report means the remuneration report set out in the Director's report section of the Company's annual financial report for the year ended 30 June 2019.

Resolutions means the resolutions set out in the Notice of Meeting, or any one of them, as the context requires.

Share means a fully paid ordinary share in the capital of the Company.

Shareholder means a holder of a Share.

Spill Meeting has the meaning given in section 2.2 of the Explanatory Statement.

Spill Resolution has the meaning given in section 2.2 of the Explanatory Statement.

WST means Western Standard Time as observed in Perth, Western Australia.

SCHEDULE A – ISSUES OF EQUITY SECURITIES SINCE 29 NOVEMBER 2018

Date	Quantity	Class	Recipients	Issue price and discount to Market Price (if applicable) ¹	Form of consideration
Issue – 17/4/2019 Appendix 3B – 17/4/2019	120,000,000	Shares ²	Sophisticated and professional investors clients of placement lead manager: Hartleys Ltd	\$0.02 per share 10% discount to market price at time of issue	Cash consideration: \$2,400,000 Expended: ~\$211,000 offer expenses; ~\$119,000 bank guarantees; ~\$2.07M contract delivery costs including labour hire, procurement materials and job direct staff costs.

Notes:

1. Market Price means the closing price on ASX (excluding special crossings, overnight sales and exchange traded option exercises). For the purposes of this table the discount is calculated on the Market Price on the last trading day on which a sale was recorded on the date of issue of the relevant Equity Securities.
2. Fully paid ordinary shares in the capital of the Company, ASX Code: WSI (terms are set out in the Constitution).
3. In respect of quoted Equity Securities the value is based on the closing price of the Shares (\$0.025) as the context requires on the ASX on 24 October 2019.

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SCHEDULE B – TERMS AND CONDITIONS OF UNLISTED OPTIONS

- (a) Entitlement
Each Option entitles the holder to subscribe for one Share upon exercise of the Option.
- (b) Exercise Price
Subject to paragraph (j), the amount payable upon exercise of each Option will be \$0.04 (Exercise Price).
- (c) Expiry Date
Each Option will expire at 5:00 pm (WST) the date that is 3 years from the date of issue (Expiry Date). An Option not exercised before the Expiry Date will automatically lapse on the Expiry Date.
- (d) Exercise Period
The Options are exercisable at any time on or prior to the Expiry Date (Exercise Period).
- (e) Notice of Exercise
The Options may be exercised during the Exercise Period by notice in writing to the Company in the manner specified on the Option certificate (Notice of Exercise) and payment of the Exercise Price for each Option being exercised in Australian currency by electronic funds transfer or other means of payment acceptable to the Company.
- (f) Exercise Date
A Notice of Exercise is only effective on and from the later of the date of receipt of the Notice of Exercise and the date of receipt of the payment of the Exercise Price for each Option being exercised in cleared funds (Exercise Date).
- (g) Timing of issue of Shares on exercise
Within 15 Business Days after the Exercise Date, the Company will:
- (i) allot and issue the number of Shares required under these terms and conditions in respect of the number of Options specified in the Notice of Exercise and for which cleared funds have been received by the Company;
 - (ii) if required, give ASX a notice that complies with section 708A(5)(e) of the Corporations Act, or, if the Company is unable to issue such a notice, lodge with ASIC a prospectus prepared in accordance with the Corporations Act and do all such things necessary to satisfy section 708A(11) of the Corporations Act to ensure that an offer for sale of the Shares does not require disclosure to investors; and
 - (iii) if admitted to the official list of ASX at the time, apply for official quotation on ASX of Shares issued pursuant to the exercise of the Options.
- If a notice delivered under (g)(ii) for any reason is not effective to ensure that an offer for sale of the Shares does not require disclosure to investors, the Company must, no later than 20 Business Days after becoming aware of such notice being ineffective, lodge with ASIC a prospectus prepared in accordance with the Corporations Act and do all such things necessary to satisfy section 708A(11) of the Corporations Act to ensure that an offer for sale of the Shares does not require disclosure to investors.
- (h) Shares issued on exercise
Shares issued on exercise of the Options rank equally with the then issued shares of the Company.
- (i) Quotation of Shares issued on exercise
If admitted to the official list of ASX at the time, application will be made by the Company to ASX for quotation of the Shares issued upon the exercise of the Options.
- (j) Reconstruction of capital
If at any time the issued capital of the Company is reconstructed, all rights of an Optionholder are to be changed in a manner consistent with the Corporations Act and the ASX Listing Rules at the time of the reconstruction.
- (k) Participation in new issues
There are no participation rights or entitlements inherent in the Options and holders will not be entitled to participate in new issues of capital offered to Shareholders during the currency of the Options without exercising the Options.
- (l) Change in exercise price
An Option does not confer the right to a change in Exercise Price or a change in the number of underlying securities over which the Option can be exercised.
- (m) Unquoted
The Options will be unquoted.
- (n) Transferability
The Options are transferable subject to any restriction or escrow arrangements imposed by ASX or under applicable Australian securities laws.

If you are attending the meeting
in person, please bring this with you
for Securityholder registration.

Holder Number:

Vote by Proxy: WSI

Your proxy voting instruction must be received by **9.00am (WST) on Wednesday, 27 November 2019**, being not later than 48 hours before the commencement of the Meeting. Any Proxy Voting instructions received after that time will not be valid for the scheduled Meeting.

SUBMIT YOUR PROXY VOTE ONLINE

Vote online at <https://investor.automic.com.au/#/loginsah>

Login & Click on 'Meetings'. Use the Holder Number as shown at the top of this Proxy Voting form.

- ✓ **Save Money:** help minimise unnecessary print and mail costs for the Company.
- ✓ **It's Quick and Secure:** provides you with greater privacy, eliminates any postal delays and the risk of potentially getting lost in transit.
- ✓ **Receive Vote Confirmation:** instant confirmation that your vote has been processed. It also allows you to amend your vote if required.



SUBMIT YOUR PROXY VOTE BY PAPER

Complete the form overleaf in accordance with the instructions set out below.

YOUR NAME AND ADDRESS

The name and address shown above is as it appears on the Company's share register. If this information is incorrect, and you have an Issuer Sponsored holding, you can update your address through the investor portal: <https://investor.automic.com.au/#/home> Shareholders sponsored by a broker should advise their broker of any changes.

VOTING UNDER STEP 1 - APPOINTING A PROXY

If you wish to appoint someone other than the Chairman of the Meeting as your proxy, please write the name of that Individual or body corporate. A proxy need not be a Shareholder of the Company. Otherwise if you leave this box blank, the Chairman of the Meeting will be appointed as your proxy by default.

DEFAULT TO THE CHAIRMAN OF THE MEETING

Any directed proxies that are not voted on a poll at the Meeting will default to the Chairman of the Meeting, who is required to vote these proxies as directed. Any undirected proxies that default to the Chairman of the Meeting will be voted according to the instructions set out in this Proxy Voting Form, including where the Resolutions are connected directly or indirectly with the remuneration of KMP

VOTES ON ITEMS OF BUSINESS – PROXY APPOINTMENT

You may direct your proxy how to vote by marking one of the boxes opposite each item of business. All your shares will be voted in accordance with such a direction unless you indicate only a portion of voting rights are to be voted on any item by inserting the percentage or number of shares you wish to vote in the appropriate box or boxes. If you do not mark any of the boxes on the items of business, your proxy may vote as he or she chooses. If you mark more than one box on an item your vote on that item will be invalid.

APPOINTMENT OF SECOND PROXY

You may appoint up to two proxies. If you appoint two proxies, you should complete two separate Proxy Voting Forms and specify the percentage or number each proxy may exercise. If you do not specify a percentage or number, each proxy may exercise half the votes. You must return both Proxy Voting Forms together. If you require an additional Proxy Voting Form, contact Automic Registry Services.

SIGNING INSTRUCTIONS

You must sign this form as follows in the spaces provided

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 should sign.

Power of attorney: If you have not already lodged the power of attorney with the registry, please attach a certified photocopy of the power of attorney to this Proxy Voting Form when you return it.

Companies: To be signed in accordance with your Constitution. Please sign in the appropriate box which indicates the office held by you.

Email Address: Please provide your email address in the space provided.

By providing your email address, you elect to receive all communications despatched by the Company electronically (where legally permissible) such as a Notice of Meeting, Proxy Voting Form and Annual Report via email.

CORPORATE REPRESENTATIVES

If a representative of the corporation is to attend the Meeting the appropriate 'Appointment of Corporate Representative' should be produced prior to admission. A form may be obtained from the Company's share registry online at <https://automic.com.au>.

ATTENDING THE MEETING

Completion of a Proxy Voting Form will not prevent individual Shareholders from attending the Meeting in person if they wish. Where a Shareholder completes and lodges a valid Proxy Voting Form and attends the Meeting in person, then the proxy's authority to speak and vote for that Shareholder is suspended while the Shareholder is present at the Meeting.

POWER OF ATTORNEY

If a representative as power of attorney of a Shareholder of the Company is to attend the Meeting, a certified copy of the Power of Attorney, or the original Power of Attorney, must be received by the Company in the same manner, and by the same time as outlined for proxy forms.

