

ASX Announcement | 7 January 2020 Aspermont Limited (ASX:ASP)

Aspermont Limited (ASX:ASP) (“the Company”) refers to the Notice of Annual General Meeting lodged on the Company’s ASX platform on 6 January 2020 (“Previous Notice”). The Company hereby gives notice that the Previous Notice is replaced by the Notice of Annual General Meeting attached to this announcement (“Notice”).

The resolutions contained in the Previous Notice remain materially unchanged from those in the attached Notice, except for the inclusion of certain additional information in respect of Resolutions 4 and 5 in accordance with Listing Rules 10.4, 14.1 and 7.4.

The time, date and venue of the meeting in the attached Notice are unchanged from the Previous Notice.

Should you have any questions, please contact the Company Secretary on +61 8 6263 9100.

For further information contact:

David Straface
Company Secretary
Tel: +61 8 6263 9100

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ASPERMONT LIMITED
ACN 000 375 048
NOTICE OF ANNUAL GENERAL MEETING

Notice is given that the Meeting will be held at:

TIME: 4:00 pm (WST) / 7:00 pm (AEDST) / 8:00 am (GMT)

DATE: Monday, 3 February 2020

PLACE: Aspermont Limited Boardroom, 613-619 Wellington Street, Perth,
WESTERN AUSTRALIA

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 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 4:00 pm (WST) on 1 February 2020.

BUSINESS OF THE MEETING

AGENDA

1. FINANCIAL STATEMENTS AND REPORTS

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

2. 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 September 2019.”

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

Voting Prohibition Statement:

A vote on this Resolution must not be cast (in any capacity) by or on behalf of either of the following persons:

- (a) a member of the Key Management Personnel, details of whose remuneration are included in the Remuneration Report; or
- (b) a Closely Related Party of such a member.

However, a person (the **voter**) described above may cast a vote on this Resolution as a proxy if the vote is not cast on behalf of a person described above and either:

- (a) the voter is appointed as a proxy by writing that specifies the way the proxy is to vote on this Resolution; or
- (b) the voter is the Chair and the appointment of the Chair as proxy:
 - (i) does not specify the way the proxy is to vote on this Resolution; and
 - (ii) expressly authorises the Chair to exercise the proxy even though this Resolution is connected directly or indirectly with the remuneration of a member of the Key Management Personnel.

3. RESOLUTION 2 – RE-ELECTION OF DIRECTOR – MR CHRISTIAN WEST

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

“That, for the purpose of clause 13.2 of the Constitution, ASX Listing Rule 14.4, and for all other purposes, Mr Christian West, a Director, retires by rotation, and being eligible, is re-elected as a Director.”

4. RESOLUTION 3 – RE-ELECTION OF DIRECTOR – MR CLAYTON WITTER

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

“That, for the purpose of clause 13.2 of the Constitution, ASX Listing Rule 14.4, and for all other purposes, Mr Clayton Witter, a Director, retires by rotation, and being eligible, is re-elected as a Director.”

5. RESOLUTION 4 – ISSUE OF RELATED PARTY PERFORMANCE RIGHTS TO MR ALEX KENT (OR NOMINEE)

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

“That, for the purposes of ASX Listing Rule 10.14 and for all other purposes, approval is given for the Company to issue up to 21,000,000 Performance Rights to Mr Alex Kent (or his nominee) under the Company’s Performance Rights Plan on the terms and conditions set out in the Explanatory Statement.”

Voting Exclusion Statement: The Company will disregard any votes cast in favour of the Resolution by or on behalf of a person referred to in Listing Rule 10.14.1, 10.14.2 or 10.14.3 who is eligible to participate in the +employee incentive scheme in question, or an associate of that person or those persons (**Resolution 4 Excluded Party**). However, this does not apply to a vote cast in favour of the Resolution by:

- (a) a person as a proxy or attorney for a person who is entitled to vote on the Resolution, in accordance with the directions given to the proxy or attorney to vote on the Resolution in that way; or
- (b) the Chair as proxy or attorney for a person who is entitled to vote on the Resolution, in accordance with a direction given to the Chair to vote on the Resolution as the Chair decides; or
- (c) a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:
 - (i) the beneficiary provides written confirmation to the holder that the beneficiary is not excluded from voting, and is not an associate of a person excluded from voting, on the Resolution; and
 - (ii) the holder votes on the Resolution in accordance with directions given by the beneficiary to the holder to vote in that way.

Voting Prohibition Statement:

A person appointed as a proxy must not vote, on the basis of that appointment, on this Resolution if:

- (a) the proxy is either:
 - (i) a member of the Key Management Personnel; or
 - (ii) a Closely Related Party of such a member; and
- (b) the appointment does not specify the way the proxy is to vote on this Resolution.

Provided the Chair is not a Resolution 4 Excluded Party, the above prohibition does not apply if:

- (a) the proxy is the Chair; and
- (b) 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.

6. RESOLUTION 5 – RATIFICATION OF PRIOR ISSUE OF EXECUTIVE SHARES – AJIT PATEL

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

“That, for the purposes of ASX Listing Rule 7.4 and for all other purposes, Shareholders ratify the issue of 9,183,808 Shares to Ajit Patel on the terms and conditions set out in the Explanatory Statement.”

Voting Exclusion Statement: The Company will disregard any votes cast in favour of the Resolution by or on behalf of a person who participated in the issue or any associates of those persons. However, this does not apply to a vote cast in favour of the Resolution by:

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- (a) a person as a proxy or attorney for a person who is entitled to vote on the Resolution, in accordance with the directions given to the proxy or attorney to vote on the Resolution in that way; or
 - (b) the Chair as proxy or attorney for a person who is entitled to vote on the Resolution, in accordance with a direction given to the Chair to vote on the Resolution as the Chair decides; or
 - (c) a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:
 - (i) the beneficiary provides written confirmation to the holder that the beneficiary is not excluded from voting, and is not an associate of a person excluded from voting, on the Resolution; and
 - (ii) the holder votes on the Resolution in accordance with directions given by the beneficiary to the holder to vote in that way.

Dated: 6 January 2019

By order of the Board



David Straface
Company Secretary

Voting in person

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

Voting by proxy

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, Shareholders are advised that:

- each Shareholder has a right to appoint a proxy;
- the proxy need not be a Shareholder of the Company; and
- a Shareholder 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.

Shareholders and their proxies should be aware that changes to the Corporations Act made in 2011 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.

Should you wish to discuss the matters in this Notice of Meeting please do not hesitate to contact the Company Secretary on +61 8 6263 9100.

EXPLANATORY STATEMENT

This Explanatory Statement has been prepared to provide information which the Directors believe to be material to Shareholders in deciding whether or not to pass the Resolutions.

1. FINANCIAL STATEMENTS AND REPORTS

In accordance with the Constitution, the business of the Meeting will include receipt and consideration of the annual financial report of the Company for the financial year ended 30 September 2019 together with the declaration of the directors, the directors' report, the Remuneration Report and the auditor's report.

The Company will not provide a hard copy of the Company's annual financial report to Shareholders unless specifically requested to do so. The Company's annual financial report is available on its website at www.aspermont.com.

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

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 most recent 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.

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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.

3. RESOLUTION 2 – RE-ELECTION OF DIRECTOR – MR CHRISTIAN WEST

3.1 General

ASX Listing Rule 14.4 provides that, other than a managing director, a director of an entity must not hold office (without re-election) past the third AGM following the director's appointment or 3 year, whichever is the longer. However, where there is more than one managing director, only one is entitled not to be subject to re-election.

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

Mr West, who has served as a director since 24 May 2017, and was last re-elected on 1 February 2018, retires by rotation and seeks re-election.

3.2 Qualifications and other material directorships

Experience and expertise

Mr Christian West has over 16 years' experience in advising public companies on portfolio structure and in deal origination, development and financing for private companies. Mr West has a successful track record investing in global equities, through public market, venture capital and private equity investment channels across media, technology and natural resource sectors.

Other current directorships

No other listed company directorships

Special responsibilities

Member of Remuneration Committee, Member of Audit Committee

Former directorships in last 3 years

No other listed company directorships

3.3 Independence

If elected the board considers Mr West to be an independent director.

3.4 Board recommendation

The Board supports the re-election of Mr West and recommends that Shareholders vote in favour of Resolution 2.

4. RESOLUTION 3 – RE-ELECTION OF DIRECTOR – MR CLAYTON WITTER

4.1 General

ASX Listing Rule 14.4 provides that, other than a managing director, a director of an entity must not hold office (without re-election) past the third AGM following the director's appointment or 3 year, whichever is the longer. However, where there is more than one managing director, only one is entitled not to be subject to re-election.

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

Mr Witter, who has served as a director since 24 May 2017, and was last re-elected on 1 February 2018, retires by rotation and seeks re-election.

4.2 Qualifications and other material directorships

Experience and expertise

Mr Clayton Witter has over 20 years' experience advising large and medium size organisations on implementation of new technologies to transform business process across a number of sectors including FMCG (consumer goods), Manufacturing, Banking, Information Technology and Electrical household appliances. Mr Witter was previously Managing Director at Beko Plc, the UK home appliance manufacturer where under his management, Beko became market leader across multiple product categories.

Other current directorships

No other listed company directorships

Special responsibilities

Member of Remuneration Committee

Former directorships in last 3 years

No other listed company directorships

4.3 Independence

If elected the board considers Mr Witter to be an independent director.

4.4 Board recommendation

The Board supports the re-election of Mr Witter and recommends that Shareholders vote in favour of Resolution 3.

5. RESOLUTION 4 – ISSUE OF RELATED PARTY PERFORMANCE RIGHTS TO MR ALEX KENT

5.1 General

The Company has agreed, subject to obtaining Shareholder approval, to issue up to 21,000,000 performance rights (**Related Party Performance Rights**) to the Company's Managing Director, Mr Alex Kent (or his nominee) on the terms and conditions set out in Schedule 1. The Related Party Performance Rights are to be issued under the Company's Performance Rights (**Performance Rights Plan or Plan**) (approved by Shareholders on 1 February 2018).

Chapter 2E of the Corporations Act requires that 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 members 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 issue of Related Party Performance Rights constitutes giving a financial benefit and Mr Alex Kent is a related party of the Company by virtue of being a Director of the Company.

The Directors (other than Mr Alex Kent, who has a material personal interest in Resolution 4) consider that Shareholder approval pursuant to Chapter 2E of the Corporations Act is not required in respect of the issue of the Related Party Performance Rights because the agreement to issue the Related Party Performance Rights, reached as part of the remuneration package for Mr Alex Kent, is considered reasonable remuneration in the circumstances and was negotiated on an arm's length basis.

5.2 ASX Listing Rule 10.14

ASX Listing Rule 10.14 also requires shareholder approval to be obtained where an entity issues, or agrees to issue, securities under an employee incentive scheme to:

- (a) a director of the entity (in the case of a trust, a director of the responsible entity of the trust);
- (b) an associate of a person referred to in paragraph (a) above; or
- (c) a person whose relationship with the entity or a person referred to in paragraphs (a) or (b) is such that, in ASX's opinion, the acquisition should be approved by shareholders.

Accordingly, Shareholder approval is sought for the issue of the Related Party Performance Rights to Mr Alex Kent.

5.3 Technical information required by ASX Listing Rule 14.1A

If Resolution 4 is not passed, the Company will not be able to issue the Related Party Performance Rights to the Mr Kent (or his respective nominees). This will limit the Company's ability to provide a performance linked incentive component in the remuneration package of Mr Kent and will also result in the Company needing to use cash reserves instead of issuing the Related Party Performance Rights to remunerate Mr Kent.

If Resolution 4 is passed, the Company will be able to issue the Related Party Performance Rights to Mr Kent (or his respective nominees) without impacting on the Company's ability to issue up to 15% of its total ordinary securities without Shareholder approval in any 12 month period. This will allow the Company to issue the Related Party Performance Rights to provide a performance linked incentive component in the remuneration package of Mr Kent, as well as preserve the cash reserves of the Company.

5.4 Technical information required by ASX Listing Rule 10.14

Pursuant to and in accordance with the requirements of ASX Listing Rule 10.15, the following information is provided in relation to the proposed issue of Related Party Performance Rights to Mr Alex Kent:

- (a) Mr Alex Kent is a related party of the Company by virtue of being a Director (Listing Rule 10.14.1.);
- (b) the maximum number of Related Party Performance Rights (being the nature of the financial benefit being provided) to be granted to Mr Kent is 21,000,000 Related Party Performance Rights;
- (c) the Related Party Performance Rights will be granted for nil cash consideration, and no consideration will be payable upon the vesting of the Related Party Performance Rights. Accordingly, no funds will be raised from the issue or the vesting of the Related Party Performance Rights;
- (d) the total remuneration package from the Company to Mr Kent for the current financial year and the previous financial year as set out below:

	FY 2019	FY 2020
Cash salary or fees	\$372,871	\$372,871

Notes:

- (i) Mr Kent's fixed salary is GBP £198,000 which, based on the current GBP:AUD exchange rate of 0.53:1 as at 6 January 2019 is equal to AUD\$372,871. This amount is subject to fluctuations in the exchange rate and may therefore increase or decrease (as dictated by the value of the currencies).
- (ii) During FY19 and in addition to the salary, Mr Kent also received:
 - (A) Short-term incentive related payments of \$79,557;
 - (B) Non-monetary benefits of \$21,989; and
 - (C) Performance Rights valued at \$53,010.
- (e) the Performance Rights Plan was adopted by Shareholders on 1 February 2018. A total of 92,372,970 Performance Rights have previously been issued under the Performance Rights Plan to a total of eleven (11) employees, including Mr Alex Kent, in all instances at an acquisition price of nil per Performance Right, with each Performance Right being valued at \$0.00839;
- (f) any full or part time employee or director of the Company (including Mr Alex Kent) is entitled to participate in the Performance Rights Plan. Approval is being sought only for the offer to Mr Alex Kent as he is a Related Party;
- (g) no loan will be provided to Mr Alex Kent with respect to the Related Party Performance Rights;
- (h) the Related Party Performance Rights will be granted to Mr Kent no later than 12 months after the date of the Meeting (or such later date as permitted by any ASX waiver or modification of the ASX Listing Rules) and it is anticipated the Related Party Performance Rights will be issued on one date; and

- (i) the Related Party Performance Rights will be issued for nil cash consideration. Accordingly, no funds will be raised. The primary purpose of the grant of the Related Party Performance Rights to Mr Kent is to provide a performance linked incentive component in the remuneration package of Mr Kent to motivate and reward the performance of the Mr Kent in his role as a Director;
- (j) the terms and conditions of the Related Party Performance Rights are set out in Schedule 1. The Shares to be issued upon vesting of the Related Party Performance Rights shall rank pari passu with existing Shares. Should all of the Performance Rights vest and Mr Kent converts all of the Performance Rights to Shares the effect on current shareholders would be as follows:

Current Shares on Issue	Converted Performance Rights	Shares on issue Post-Conversion	Potential dilution
2,118,728,870	21,000,000	2,139,728,870	0.98%

- (k) the Company has elected to issue Performance Rights to Mr Kent, rather than an alternative class of equity security, as the Company considers that:
 - (i) Shareholders can readily ascertain and understand the milestones which are required to be satisfied for the Related Party Performance Rights to vest into Shares; and
 - (ii) the value which can be derived by the vesting of the Related Party Performance Rights into Shares will only be derived should the relevant milestones be satisfied;
- (l) the value of the Related Party Performance Rights is set out in Schedule 2;
- (m) a summary of the key terms and conditions of the Performance Rights Plan is set out in Schedule 3;
- (n) details of any securities issued under the Performance Rights Plan will be published in the annual report of the Company relating to the period in which they were issued, along with a statement that approval for the issue was obtained under ASX Listing Rule 10.14; and
- (o) any additional persons covered by ASX Listing Rule 10.14 who become entitled to participate in an issue of securities under the Performance Rights Plan after this Resolution is approved (should it be passed at the Meeting) and who are not named in this Notice of Meeting will not participate until approval is obtained pursuant to ASX Listing Rule 10.14.

Approval pursuant to ASX Listing Rule 7.1 is not required in order to issue the Related Party Performance Rights to Alex Kent as approval is being obtained under ASX Listing Rule 10.15. Accordingly, the issue of Related Party Performance Rights to Alex Kent will not be included in the 15% calculation of the Company's annual placement capacity pursuant to ASX Listing Rule 7.1.

6. RESOLUTION 5 – RATIFICATION OF PRIOR ISSUE OF EXECUTIVE SHARES - AJIT PATEL

6.1 General

On 14 May 2019, the Company issued 9,183,808 Shares to Mr Ajit Patel the Company's Chief Operating Officer in consideration for services provided. As part of his salary agreements, Mr Patel as awarded a performance bonus which he elected to receive a portion in Shares instead of a cash payment. Details of Mr Patel's remuneration are included in the Remuneration Report as contained in the Company's annual financial report for the financial year ended 30 September 2019.

Resolution 5 seeks Shareholder ratification pursuant to ASX Listing Rule 7.4 for the issue of 9,183,808 Shares to Mr Ajit Patel (**First Ratification**).

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.

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

By ratifying this issue, 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 without the requirement to obtain prior Shareholder approval.

6.2 Additional Information Required by Listing Rule 7.4

On 14 May 2019 (the "**COO Issue Date**"), Aspermont Limited issued 9,183,808 ordinary shares to the Chief Operating Officer (the "**COO Issue**").

Broadly speaking, and subject to a number of exceptions, Listing Rule 7.1 limits the amount of equity securities that listed company can issue without the approval of its shareholders over any 12 month period to 15% of the fully paid ordinary securities it had on issue at the start of that period.

The COO Issue does not fit within any of these exceptions and, as it has not yet been approved by Aspermont Limited's shareholders, it uses up part of the 15% limit in Listing Rule 7.1, thereby reducing Aspermont Limited's capacity to issue further equity securities without shareholder approval under Listing Rule 7.1 for the 12 month period following the COO Issue Date.

Listing Rule 7.4 allows the shareholders of a listed company to approve an issue of equity securities after it has been made or agreed to be made. If they do, the issue taken to have been approved under Listing Rule 7.1 and so does not reduce the company's capacity to issue further equity securities with shareholder approval under that rule.

Aspermont wishes to retain as much flexibility as possible to issue additional securities in the future without having to obtain shareholder approval for such issues under Listing Rule 7.1.

To this end, Resolution 5 seeks shareholder approval to the COO Issue under and for the purposes of Listing Rule 7.4.

If Resolution 5 is passed, the COO Issue will be excluded in calculating Aspermont Limited's 15% limit in Listing Rule 7.1, effectively increasing the number of equity securities it can issue without shareholder approval over the 12 month period following the COO Issue Date.

If Resolution 5 is not passed, the COO Issue will be included in calculating Aspermont Limited's 15% limit in Listing Rule 7.1, effectively decreasing the number of equity securities it can issue without shareholder approval over the 12 month period following the COO Issue Date.

6.3 Technical information required by ASX Listing Rule 7.4

Pursuant to and in accordance with ASX Listing Rule 7.5, the following information is provided in relation to the First Ratification:

- (a) 9,183,808 Shares were issued to Mr Ajit Patel ;
- (b) the Shares were issued for £50,000.00 (\$93,278.00) consideration, in settlement of performance based cash payments for FY 2017 and FY 2018, for services performed by the Company's Chief Operating Officer;
- (c) the Shares issued 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 Mr Ajit Patel, who is not a related party of the Company; and
- (e) no funds were raised from this issue as the Shares were issued for nil cash consideration in lieu of a performance based cash bonus payment.

GLOSSARY

\$ means Australian dollars.

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

ASIC means the Australian Securities & Investments Commission.

ASX means ASX Limited (ACN 008 624 691) or the financial market operated by ASX Limited, as the context requires.

ASX Listing Rules means the Listing Rules of ASX.

Board means the current 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 means Aspermont Limited (ACN 000 375 048).

Constitution means the Company's constitution.

Corporations Act means the *Corporations Act 2001* (Cth).

Directors means 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.

Notice or **Notice of Meeting** means this notice of meeting including the Explanatory Statement and the Proxy Form.

Performance Rights Plan means the performance rights plan approved by shareholders at the Annual General Meeting held 1 February 2018.

Proxy Form means the proxy form accompanying the Notice.

Related Party Performance Rights means the performance rights to be issued to Mr Alex Kent pursuant to Resolution 4.

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 September 2019.

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

Section means a section of the Explanatory Statement.

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

Shareholder means a registered holder of a Share.

TSR means Total Shareholder Return.

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

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SCHEDULE 1 – TERMS OF PERFORMANCE RIGHTS

1. Rights attaching to Performance Rights

- (a) **(Performance Rights)**: Each Performance Right is a right to acquire an ASP Share.
- (b) **(General Meetings)**: A Performance Right shall confer on the holder (**Holder**) the right to receive notices of general meetings and financial reports and accounts of ASP that are circulated to Shareholders. The Holder has the right to attend general meetings of Shareholders of ASP.
- (c) **(No Voting Rights)**: A Performance Right does not entitle the Holder to vote on any resolutions proposed at a general meeting of Shareholders of ASP.
- (d) **(No Dividend Rights)**: A Performance Right does not entitle the Holder to any dividends.
- (e) **(Rights on Winding Up)**: The Holder is not entitled to participate in the surplus profits or assets of ASP upon the winding up of ASP.
- (f) **(Not Transferable)**: A Performance Right is not transferable.
- (g) **(Reorganisation of Capital)**: If at any time the issued capital of ASP is reconstructed, all rights of a Holder will be changed to the extent necessary to comply with the applicable ASX Listing Rules at the time of reorganisation.
- (h) **(Application to ASX)**: A Performance Right will not be quoted on ASX. However, upon conversion of the Performance Rights, ASP must within ten (10) days after the conversion, apply for the official quotation on ASX of the ASP Shares issued upon such conversion.
- (i) **(Participation in Entitlements and Bonus Issues)**: The Holder of a Performance Right will not be entitled to participate in new issues of capital offered to holders of ASP Shares such as bonus issues and entitlement issues.
- (j) **(Automatically Lapse)**: The Performance Rights will automatically lapse if the Holder is no longer an employee or Director of the Company.
- (k) **(No Other Rights)**: A Performance Right gives the Holder no rights other than those expressly provided by these terms and those provided at law where such rights at law cannot be excluded by these terms.

2. Vesting Conditions of Performance Rights

- (a) **(Conversion on achievement of milestone)** Subject to paragraphs (b) to (e) below:
- (i) Performance Rights will vest if ASP's Total Shareholder Return over a three (3) year period (commencing in the financial year in which they are issued) is in the top 50-75% of all companies in the S&P 300 Index (**Milestone**).
- (ii) Performance Rights will vest on a sliding scale, half of the Performance Rights will vest at the Milestone of 50% and a

further 2% of Performance Rights will vest for each increase in 1% (per Table 1 below):

Table 1: Vesting Performance Rights

ASP Performance > S & P 300	50% - 55%	56% - 60%	61% - 65%	66% - 70%	70% - 75%
ASP TSR	50% - 60%	62% - 70%	72% - 80%	82% - 90%	92% - 100%

- (b) **(Conversion):** Following vesting, Performance Rights Holders have a period of up to seven (7) years from the Performance Rights initial grant date to convert the Performance Right into ASP Shares. Any vested Performance Rights, not converted will automatically convert at the end of the 7 year period.
- (c) **(Expiry Date):** The Milestone must be satisfied within 3 years of the Performance Rights being issued to the Holders.
- (d) **(Compliance with law)** The conversion of the Performance Rights is subject to compliance at all times with the Corporations Act and the ASX Listing Rules.
- (e) **(No Conversion if Milestone not Achieved):** Subject to paragraphs (b) (c) and (d), if the relevant Milestone is not achieved by the relevant Expiry Date, all Performance Rights held by each Holder the subject of that Milestone shall automatically lapse.
- (f) **(Conversion Procedure):** ASP will issue the Holder with a new holding statement for the ASP Shares as soon as practicable following the conversion of the Performance Rights.
- (g) **(Ranking of Shares)** The ASP Shares into which the Performance Rights will convert will rank pari passu in all respects with existing ASP Shares.

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SCHEDULE 2 – VALUATION OF PERFORMANCE RIGHTS

The Related Party Performance Rights to be issued to Mr Kent pursuant to Resolution 4 have been valued by independent accounting entity Moore Stephens (WA) Pty Ltd.

Moore Stephens valued the Related Party Performance Rights using a combination of trinomial and Monte Carlo methodologies which utilises the correlations, betas and volatilities of Aspermont, the S&P/ASX 300 Index and its constituents.

Assumptions	Ref	Performance Rights
Valuation Date	1	31 December 2019
Spot Price (\$)	2	\$0.009
Exercise Price (\$)	3	Nil
Issue Date	4	31 December 2019
Expiry date (\$)	5	31 December 2026
Index Volatility*	6	18.4%
Risk free rate (%)	7	1.00%
Expected future volatility	8	100%
Dividend yield (%)	9	0%
Vesting Date	10	31 December 2022
Provision for Employee Exit (%)	11	0%
Performance Rights		
Total number of Performance Rights	-	21,000,000
Value per Performance Right	-	\$0.0078
Total Value of Performance Rights	-	\$163,800

*All data used from index and index constituents including volatility and beta coefficients are taken as at 31 December 2019.

- Valuation date:* We understand the Performance Rights are to be valued as at 31 December 2019
- Spot Price:* We have used the last closing spot price prior to the valuation date within our calculations. Based on Capital IQ market data the spot price prior to the valuation dates was \$0.009.
- Exercise price:* We understand that the Performance Rights have a nil exercise price:
- Issue Date:* We understand the date of issue for Performance Rights was 31 December 2019
- Expiry period:* We understand that the Performance Rights have an expiry date of 31 December 2026
- Index Volatility:* We have assessed the index volatility through assessment of historical volatility over relevant trading periods. Based on the historical and recent trading patterns of the index we have used an index volatility of 18.4%.
- Expected future volatility:* We have assessed the share price volatility of the Company based on assessing historical volatility over relevant trading periods. Based on the historical and recent trading patterns of the company we have applied an average volatility of 100% to all Performance Rights
- Risk free rate:* We have determined this based on the yields of Commonwealth bonds using the period which most closely corresponds to the maximum life of the Performance Rights. The interest rates are measured as the closing rate on the business day prior to the Valuation Date, with rates disclosed by the Reserve Bank of Australia. The closing yield as at the valuation date for a 5-year bond is 1.00%
- Dividend yield:* The directors of the company do not expect to pay a dividend within the period of the right life for all performance rights granted.
- Vesting date:* We understand that all Performance Rights have a vesting date of 31 December 2022.
- Employee Exit:* It is expected that all employees continue employment with the company until the vesting date of the Performance Rights.

SCHEDULE 3 – TERMS AND CONDITIONS OF PERFORMANCE RIGHTS PLAN

- (a) **Eligibility:** Participants in the Performance Rights Plan may be:
- (i) a Director (whether executive or non-executive) of the Company and any associated body corporate of the Company (each a **Group Company**);
 - (ii) a full or part time employee of any Group Company;
 - (iii) a casual employee or contractor of a Group Company to the extent permitted by ASIC Class Order 14/1000 as amended or replaced (**Class Order**); or
 - (iv) a prospective participant, being a person to whom the offer is made but who can only accept the offer if an arrangement has been entered into that will result in the person becoming a participant under subparagraphs (i), (ii) or (iii) above,
- who is declared by the Board to be eligible to receive grants of Performance Rights under the Performance Rights Plan (**Eligible Participants**).
- (b) **Offer:** The Board may, from time to time, in its absolute discretion, make a written offer to any Eligible Participant (including an Eligible Participant who has previously received an offer) to apply for up to a specified number of Performance Rights, upon the terms set out in the Performance Rights Plan and upon such additional terms and conditions as the Board determines.
- (c) **Plan limit:** The Company must have reasonable grounds to believe, when making an offer, that the number of Shares to be received on exercise of Performance Rights offered under an offer, when aggregated with the number of Shares issued or that may be issued as a result of offers made in reliance on the Class Order at any time during the previous 3 year period under an employee incentive scheme covered by the Class Order or an ASIC exempt arrangement of a similar kind to an employee incentive scheme, will not exceed 5% of the total number of Shares on issue at the date of the offer.
- (d) **Issue price:** Performance Rights issued under the Performance Rights Plan will be issued for nil cash consideration.
- (e) **Vesting Conditions:** A Performance Right may be made subject to vesting conditions as determined by the Board in its discretion and as specified in the offer for the Performance Right.
- (f) **Vesting:** The Board may in its absolute discretion (except in respect of a Change of Control occurring where Vesting Conditions are deemed to be automatically waived) by written notice to a Participant (being an Eligible Participant to whom Performance Rights have been granted under the Performance Rights Plan or their nominee where the Performance Rights have been granted to the nominee of the Eligible Participant (**Relevant Person**)), resolve to waive any of the Vesting Conditions applying to Performance Rights due to:
- (i) Special Circumstances arising in relation to a Relevant Person in respect of those Performance Rights, being:
 - (A) a Relevant Person ceasing to be an Eligible Participant due to:

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- (I) death or Total or Permanent Disability of a Relevant Person; or
 - (II) Retirement or Redundancy of a Relevant Person;
- (B) a Relevant Person suffering Severe Financial Hardship;
- (C) any other circumstance stated to constitute "Special Circumstances" in the terms of the relevant Offer made to and accepted by the Participant; or
- (D) any other circumstances determined by the Board at any time (whether before or after the Offer) and notified to the relevant Participant which circumstances may relate to the Participant, a class of Participant, including the Participant or particular circumstances or class of circumstances applying to the Participant; or
- (ii) a Change of Control occurring; or
 - (iii) the Company passing a resolution for voluntary winding up, or an order is made for the compulsory winding up of the Company.
- (g) **Lapse of a Performance right:** A Performance Right will lapse upon the earlier to occur of:
- (i) an unauthorised dealing in the Performance Right;
 - (ii) a Vesting Condition in relation to the Performance Right is not satisfied by its due date, or becomes incapable of satisfaction, unless the Board exercises its discretion to waive the Vesting Conditions and vest the Performance Right in the circumstances set out in paragraph (g) or the Board resolves, in its absolute discretion, to allow the unvested Performance Rights to remain unvested after the Relevant Person ceases to be an Eligible Participant;
 - (iii) in respect of unvested Performance Rights only, an Eligible Participant ceases to be an Eligible Participant, unless the Board exercises its discretion to vest the Performance Right in the circumstances set out in paragraph (g) or the Board resolves, in its absolute discretion, to allow the unvested Performance Rights to remain unvested after the Relevant Person ceases to be an Eligible Participant;
 - (iv) in respect of vested Performance Rights only, a relevant person ceases to be an Eligible Participant and the Performance Right granted in respect of that person is not exercised within one (1) month (or such later date as the Board determines) of the date that person ceases to be an Eligible Participant;
 - (v) the Board deems that a Performance Right lapses due to fraud, dishonesty or other improper behaviour of the Eligible Participant;
 - (vi) the Company undergoes a Change of Control or a winding up resolution or order is made and the Board does not exercise its discretion to vest the Performance Right;
 - (vii) the expiry date of the Performance Right.

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- (h) **Shares:** Shares resulting from the exercise of the Performance Rights shall, subject to any Sale Restrictions (refer paragraph (i)) from the date of issue, rank on equal terms with all other Shares on issue.
 - (i) **Sale Restrictions:** The Board may, in its discretion, determine at any time up until exercise of Performance Rights, that a restriction period will apply to some or all of the Shares issued to an Eligible Participant (or their eligible nominee) on exercise of those Performance Rights up to a maximum of seven (7) years from the grant date of the Performance Rights. In addition, the Board may, in its sole discretion, having regard to the circumstances at the time, waive any such restriction period determined.
 - (j) **No Participation Rights:** There are no participating rights or entitlements inherent in the Performance Rights and holders will not be entitled to participate in new issues of capital offered to Shareholders during the currency of the Performance Rights.
 - (k) **Change in exercise price of number of underlying securities:** Unless specified in the offer of the Performance Rights and subject to compliance with the ASX Listing Rules, a Performance Right does not confer the right to a change in exercise price or in the number of underlying Shares over which the Performance Right can be exercised.
 - (l) **Reorganisation:** If, at any time, the issued capital of the Company is reorganised (including consolidation, subdivision, reduction or return), all rights of a holder of a Performance Right are to be changed in a manner consistent with the Corporations Act and the ASX Listing Rules at the time of the reorganisation.
 - (m) **Trust:** The Board may, at any time, establish a trust for the sole purpose of acquiring and holding Shares in respect of which a Participant may exercise, or has exercised, vested Performance Rights, including for the purpose of enforcing the disposal restrictions and appoint a trustee to act as trustee of the trust. The trustee will hold the Shares as trustee for and on behalf of a Participant as beneficial owner upon the terms of the trust. The Board may at any time amend all or any of the provisions of the Performance Rights Plan to effect the establishment of such a trust and the appointment of such a trustee.

PROXY FORM

ASPERMONT LIMITED
ACN 000 375 048

ANNUAL GENERAL MEETING

I/We

of:

being a Shareholder entitled to attend and vote at the Meeting, hereby appoint:

Name:

OR: the Chair of the Meeting as my/our proxy.

or failing the person so named or, if no person is named, the Chair, or the Chair's nominee, to vote in accordance with the following directions, or, if no directions have been given, and subject to the relevant laws as the proxy sees fit, at the Meeting to be held at 4:00 pm (WST) / 7:00 pm (AEDST) / 8:00 am (GMT), on Monday, 3 February 2020 at Aspermont Limited Boardroom, 613-619 Wellington Street, Perth, WESTERN AUSTRALIA, and at any adjournment thereof.

AUTHORITY FOR CHAIR TO VOTE UNDIRECTED PROXIES ON REMUNERATION RELATED RESOLUTIONS

Where I/we have appointed the Chair as my/our proxy (or where the Chair becomes my/our proxy by default), I/we expressly authorise the Chair to exercise my/our proxy on Resolutions 1 and 4 (except where I/we have indicated a different voting intention below) even though Resolutions 1 and 4 are connected directly or indirectly with the remuneration of a member of the Key Management Personnel, which includes the Chair.

CHAIR'S VOTING INTENTION IN RELATION TO UNDIRECTED PROXIES

The Chair intends to vote undirected proxies in favour of all Resolutions. In exceptional circumstances the Chair may change his/her voting intention on any Resolution. In the event this occurs an ASX announcement will be made immediately disclosing the reasons for the change.

Voting on business of the Meeting

	FOR	AGAINST	ABSTAIN
Resolution 1 Adoption of Remuneration Report	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 2 Re-election of Director – Mr Christian West	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 3 Re-election of Director – Mr Clayton Witter	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 4 Issue of Related Party Performance Rights – Mr Alex Kent	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 5 Ratification of prior issue – Executive Shares – Ajit Patel	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

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

If two proxies are being appointed, the proportion of voting rights this proxy represents is: _____ %

Signature of Shareholder(s):

Individual or Shareholder 1

Sole Director/Company Secretary

Shareholder 2

Director

Shareholder 3

Director/Company Secretary

Date: _____

Contact name: _____

Contact ph (daytime): _____

E-mail address: _____

Consent for contact by e-mail
in relation to this Proxy Form: YES NO

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Instructions for completing Proxy Form

1. **(Appointing a proxy):** A Shareholder entitled to attend and cast a vote at the Meeting is entitled to appoint a proxy to attend and vote on their behalf at the Meeting. If a Shareholder is entitled to cast 2 or more votes at the Meeting, the Shareholder may appoint a second proxy to attend and vote on their behalf at the Meeting. However, where both proxies attend the Meeting, voting may only be exercised on a poll. The appointment of a second proxy must be done on a separate copy of the Proxy Form. A Shareholder who appoints 2 proxies may specify the proportion or number of votes each proxy is appointed to exercise. If a Shareholder appoints 2 proxies and the appointments do not specify the proportion or number of the Shareholder's votes each proxy is appointed to exercise, each proxy may exercise one-half of the votes. Any fractions of votes resulting from the application of these principles will be disregarded. A duly appointed proxy need not be a Shareholder.
2. **(Direction to vote):** A Shareholder may direct a proxy how to vote by marking one of the boxes opposite each item of business. The direction may specify the proportion or number of votes that the proxy may exercise by writing the percentage or number of Shares next to the box marked for the relevant item of business. Where a box is not marked the proxy may vote as they choose subject to the relevant laws. Where more than one box is marked on an item the vote will be invalid on that item.
3. **(Signing instructions):**
 - **(Individual):** Where the holding is in one name, the 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 provided the power of attorney with the registry, please attach a certified photocopy of the power of attorney to this Proxy Form when you return it.
 - **(Companies):** Where the company has a sole director who is also the sole company secretary, that person must sign. Where the company (pursuant to Section 204A of the Corporations Act) does not have a company secretary, a sole director can also sign alone. Otherwise, a director jointly with either another director or a company secretary must sign. Please sign in the appropriate place to indicate the office held. In addition, if a representative of a company is appointed pursuant to Section 250D of the Corporations Act to attend the Meeting, the documentation evidencing such appointment should be produced prior to admission to the Meeting. A form of a certificate evidencing the appointment may be obtained from the Company.
4. **(Attending the Meeting):** Completion of a Proxy Form will not prevent individual Shareholders from attending the Meeting in person if they wish. Where a Shareholder completes and lodges a valid Proxy 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.
5. **(Return of Proxy Form):** To vote by proxy, please complete and sign the enclosed Proxy Form and return by:
 - (a) post to Aspermont Limited, PO Box 78 Leederville, Western Australia 6902; or
 - (b) facsimile to the Company on facsimile number +61 8 6263 9148; or
 - (c) email to the Company at company.secretary@aspermont.com ,so that it is received not less than 48 hours prior to commencement of the Meeting.

Proxy Forms received later than this time will be invalid.