
ALTECH CHEMICALS LIMITED

ACN 125 301 206

NOTICE OF GENERAL MEETING

TIME: 10:00am (WST)

DATE: Tuesday 12 June 2018

PLACE: Altech Chemicals Limited
Suite 8
295 Rokeby Road
Subiaco WA 6008

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.

Should you wish to discuss the matters in this Notice of Meeting please do not hesitate to contact the Company Secretary, Shane Volk, on +61 8 6168 1555.

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IMPORTANT INFORMATION

TIME AND PLACE OF MEETING

Notice is given that the General Meeting of the Shareholders to which this Notice of Meeting relates will be held at 10:00am (WST) on Tuesday 12 June 2018 at:

Suite 8, 295 Rokeby Road, Subiaco, WA 6008.

YOUR VOTE IS IMPORTANT

The business of the General 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 General Meeting are those who are registered Shareholders at 5:00pm (WST) on Friday 8 June 2018.

VOTING IN PERSON

To vote in person, attend the General 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, 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.

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.

Further details on these changes is set out below.

Proxy vote if appointment specifies way to vote

Section 250BB(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.

BUSINESS OF THE MEETING

AGENDA

ORDINARY BUSINESS

1. RESOLUTION 1 – RATIFICATION OF PRIOR ISSUE OF SHARES (3 JANUARY 2018)

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

“That, in accordance with ASX Listing Rule 7.4 and for all other purposes, Shareholders ratify the issue of 14,334,287 Shares at an issue price of \$0.14 each per Share to various investors on the terms and conditions set out in the Explanatory Statement.”

Short Explanation: On 27 October 2017, the Company announced that it had successfully raised \$17.2 million (before costs) via a share placement. Placement participants would be issued Shares \$0.14 per Share which represented a ~17% discount to the 15 day VWAP of the Company’s shares as traded on the ASX up to and including the close of trade on Friday 20 October 2017. This Resolution is seeking Shareholder approval under ASX Listing Rule 7.4 to ratify the issue of 14,334,287 Shares to various professional and sophisticated investors (placement participants) that were issued Shares on 3 January 2018 under the Company’s existing placement capacity pursuant to ASX Listing Rule 7.1.

Voting Exclusion: 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, 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.

2. RESOLUTION 2 – RATIFICATION OF PRIOR ISSUE OF SHARES (1 DECEMBER 2017)

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

“That, in accordance with ASX Listing Rule 7.4 and for all other purposes, Shareholders ratify the issue of 2,811,432 Shares at an issue price of \$0.14 each per Share to various investors on the terms and conditions set out in the Explanatory Statement.”

Short Explanation: On 27 October 2017, the Company announced that it had successfully raised \$17.2 million (before costs) via a share placement. Placement participants would be issued Shares \$0.14 per Share which represented a ~17% discount to the 15 day VWAP of the Company’s shares as traded on the ASX up to and including the close of trade on Friday 20 October 2017. This Resolution is seeking Shareholder approval under ASX Listing Rule 7.4 to ratify the issue of 2,811,432 Shares to a sophisticated investor and a consultant (placement participants) that were issued Shares on 1 December 2017 under the Company’s existing placement capacity pursuant to ASX Listing Rule 7.1.

Voting Exclusion: 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, 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.

3. RESOLUTION 3 – ADOPTION OF NEW CONSTITUTION

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

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

Short Explanation: The Company is seeking approval from shareholders to adopt a new Constitution (Proposed Constitution) to ensure that it reflects the current provision of the Corporations Act and the ASX Listing rules. The Company last updated its constitution in May 2011. The Proposed Constitution is broadly consistent with the provisions of the existing Constitution and incorporates amendments to the Corporations Act and the ASX Listing Rules since the current Constitution was adopted.

4. RESOLUTION 4 – APPROVAL OF THE EMPLOYEE RIGHTS PLAN

Resolution 4 seeks shareholder approval to establish and maintain the Altech Chemicals Limited Performance Rights Plan to provide ongoing incentives to employees of the Company. Shareholders previously approved the Plan at the 2014 Annual General Meeting held on 5 November 2014. Employee Incentive Schemes are required to be renewed every three years as part of the relevant ASIC Class Order. As the Plan was not renewed on or prior to 5 November 2017 it has expired, consequently the Company is now seeking shareholders to re-approve the Plan.

The Board adopted the Plan to allow employees to be granted Performance Rights to acquire shares in the Company upon certain milestones being met.

Accordingly, the Company proposes that shareholders consider and, if thought fit, to pass, with or without amendment, the following resolution as an **ordinary resolution**:

“That, for the purposes of Listing Rule 7.2 (Exception 9(b)) and for all other purposes, approval is given for the Company to:

- (a) *establish and maintain the Altech Chemicals Limited Performance Rights Plan (**Plan**) on the terms and conditions summarised in the accompanying Explanatory Memorandum; and*
- (b) *grant Performance Rights from time to time under the Plan.”*

Voting Exclusion: The Company will disregard any votes cast in favour of the Resolution by or on behalf of any Director except one who is ineligible to participate in any employee incentive scheme in relation to the Company, or any associates of those Directors. 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.

Voting Prohibition Statement:

A vote on this Resolution must not be cast (in any capacity) by or on behalf of any 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 described above may vote on this Resolution if:

- (c) the proxy is the Chair; and
- (d) 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.

5. RESOLUTION 5 – ISSUE OF PERFORMANCE RIGHTS TO MANAGING DIRECTOR MR IGGY TAN

The primary purpose of the issue of Performance Rights to Mr Tan is to provide a performance linked incentive component in the remuneration package for Mr Tan to motivate and reward the performance of Mr Tan in achieving project funding and construction commencement of the proposed HPA plant. The Board considers this issue to be a cost effective remuneration practice and reasonable given the vesting conditions will align the interests of Mr Tan with those of Shareholders. The Board does not consider that there are any significant opportunity costs to the Company or benefits foregone by the Company in issuing the Performance Rights upon the terms proposed.

Accordingly, the Company proposes that shareholders consider and, if thought fit, to pass the following resolution as an **ordinary resolution**:

“That, for the purposes of, ASX Listing Rule 10.11 and for all other purposes, approval is given for the Directors to issue 10,000,000 Performance Rights to Mr Iggy Tan (or his nominee) on the terms and conditions set out in the Explanatory Statement.”

Voting Exclusion: The Company will disregard any votes cast in favour of the Resolution by or on behalf of Iggy Tan (or his nominee) or any of their associates (**Resolution 5 Excluded Party**). 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, provided the Chair is not a Resolution 5 Excluded Party, 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 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.

However, provided that the Chair is not a Resolution 5 Excluded Party, the above prohibition does not apply if:

- (c) the proxy is the Chair of the Meeting; and
- (d) the appointment expressly authorises the Chair to exercise the proxy even if the Resolution is connected directly or indirectly with remuneration of a member of the Key Management Personnel.

6. RESOLUTION 6 – ISSUE OF PERFORMANCE RIGHTS TO MR LUKE ATKINS

The primary purpose of the issue of Performance Rights to Mr Atkins is to provide a performance linked incentive component in the remuneration package for Mr Atkins to motivate and reward the performance of Mr Atkins in achieving construction commencement of the proposed HPA plant.

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 10.11 and section 195 and section 208 of the Corporations Act and for all other purposes, the Company approves and authorises the grant and issue of 1,000,000 Performance Rights to Mr Luke Atkins (or his nominees) on the terms and conditions set out in the Explanatory Memorandum."

Voting Exclusion: The Company will disregard any votes cast in favour of the Resolution by or on behalf of Luke Atkins (or his nominee) or any of their associates (**Resolution 6 Excluded Party**). 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, provided the Chair is not a Resolution 6 Excluded Party, 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 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.

However, provided that the Chair is not a Resolution 6 Excluded Party, the above prohibition does not apply if:

- (c) the proxy is the Chair; and
- (d) 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.

7. RESOLUTION 7 – ISSUE OF PERFORMANCE RIGHTS TO MR DAN TENARDI

The primary purpose of the issue of Performance Rights to Mr Tenardi is to provide a performance linked incentive component in the remuneration package for Mr Tenardi to motivate and reward the performance of Mr Tenardi in achieving construction commencement of the proposed HPA plant.

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 10.11 and section 195 and section 208 of the Corporations Act and for all other purposes, the Company approves and authorises the grant and issue of 1,000,000 Performance Rights to Mr Dan Tenardi (or his nominees) on the terms and conditions set out in the Explanatory Memorandum."

Voting Exclusion: The Company will disregard any votes cast in favour of the Resolution by or on behalf of Dan Tenardi (or his nominee) or any of their associates (**Resolution 7 Excluded Party**). 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, provided the Chair is not a Resolution 7 Excluded Party, 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 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.

However, provided that the Chair is not a Resolution 7 Excluded Party, the above prohibition does not apply if:

- (c) the proxy is the Chair; and
- (d) 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.

8. RESOLUTION 8 – ISSUE OF PERFORMANCE RIGHTS TO MR PETER BAILEY

The primary purpose of the issue of Performance Rights to Mr Bailey is to provide a performance linked incentive component in the remuneration package for Mr Bailey to motivate and reward the performance of Mr Bailey in achieving construction commencement of the proposed HPA plant.

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 10.11 and section 195 and section 208 of the Corporations Act and for all other purposes, the Company approves and authorises the grant and issue of 2,250,000 Performance Rights to Mr Peter Bailey (or his nominees) on the terms and conditions set out in the Explanatory Memorandum."

Voting Exclusion: The Company will disregard any votes cast in favour of the Resolution by or on behalf of Peter Bailey (or his nominee) or any of their associates (**Resolution 8 Excluded Party**). 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, provided the Chair is not a Resolution 8 Excluded Party, 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 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.

However, provided that the Chair is not a Resolution 8 Excluded Party, the above prohibition does not apply if:

- (c) the proxy is the Chair; and
- (d) 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 PERFORMANCE RIGHTS TO TUNKU YAACOB KHYRA

The primary purpose of the issue of Performance Rights to Tunku Yaacob Khyra is to provide a performance linked incentive component in the remuneration package for Tunku Yaacob Khyra to motivate and reward the performance of Tunku Yaacob Khyra in achieving construction commencement of the proposed HPA plant.

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 10.11 and section 195 and section 208 of the Corporations Act and for all other purposes, the Company approves and authorises the grant and issue of 1,000,000 Performance Rights to Tunku Yaacob Khyra (or his nominees) on the terms and conditions set out in the Explanatory Memorandum."

Voting Exclusion: The Company will disregard any votes cast in favour of the Resolution by or on behalf of Tunku Yaacob Khyra (or his nominee) or any of their associates (**Resolution 9 Excluded Party**). 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, provided the Chair is not a Resolution 9 Excluded Party, 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 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.

However, provided that the Chair is not a Resolution 9 Excluded Party, the above prohibition does not apply if:

- (c) the proxy is the Chair; and
- (d) 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.

10. RESOLUTION 10 – ISSUE OF PERFORMANCE RIGHTS TO MR UWE AHRENS

The primary purpose of the issue of Performance Rights to Mr Ahrens is to provide a performance linked incentive component in the remuneration package for Mr Ahrens to motivate and reward the performance of Mr Ahrens in achieving construction commencement of the proposed HPA plant.

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 10.11 and section 195 and section 208 of the Corporations Act and for all other purposes, the Company approves and authorises the grant and issue of 1,000,000 Performance Rights to Mr Uwe Ahrens (or his nominees) on the terms and conditions set out in the Explanatory Memorandum."

Voting Exclusion: The Company will disregard any votes cast in favour of the Resolution by or on behalf of Uwe Ahrens (or his nominee) or any of their associates (**Resolution 10 Excluded Party**). 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, provided the Chair is not a Resolution 10 Excluded Party, 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 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.

However, provided that the Chair is not a Resolution 9 Excluded Party, the above prohibition does not apply if:

- (c) the proxy is the Chair; and
- (d) 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.

11. RESOLUTION 11 – APPROVAL FOR SHARE PLACEMENT

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

“That, for the purpose of ASX Listing Rule 7.1 and for all other purposes, approval is given for the Company to allot and issue up to that number of Shares, when multiplied by the issue price, will raise up to \$30 million on the terms and conditions set out in the Explanatory Statement.”

Short Explanation: The Company seeks pre-approval to raise up to \$30 million in order to progress early site works at the proposed Johor HPA plant which may include foundation piling, construction engineering and advancement of long lead plant and equipment, to maintain project momentum.

Voting Exclusion: The Company will disregard any votes cast in favour of the 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 Company) 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.

12. RESOLUTION 12 – NON-EXECUTIVE DIRECTORS’ REMUNERATION

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

“That, for the purposes of clause 14.8 of the Constitution, ASX Listing Rule 10.17 and for all other purposes, Shareholders approve an increase of the maximum total aggregate amount of fees payable to non-executive Directors from \$200,000 per annum to \$500,000 per annum in accordance with the terms and conditions set out in the Explanatory Statement.”

Voting Exclusion: The Company will disregard any votes cast in favour of the Resolution by or on behalf of a Director or any of their associates. 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.

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.

However, the above prohibition does not apply if:

- (c) the proxy is the Chair; and
- (d) 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.

BY ORDER OF THE BOARD



**SHANE VOLK
COMPANY SECRETARY
ALTECH CHEMICALS LIMITED**

10 MAY 2018

EXPLANATORY STATEMENT

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

1. ACTION TO BE TAKEN BY SHAREHOLDERS

Shareholders should read the Notice and this Explanatory Memorandum carefully before deciding how to vote on the Resolutions.

1.1 Proxies

A Proxy Form is attached to the Notice. This is to be used by Shareholders if they wish to appoint a representative (a 'proxy') to vote in their place. All Shareholders are invited and encouraged to attend the Meeting or, if they are unable to attend in person, sign and return the Proxy Form to the Company in accordance with the instructions thereon. Lodgement of a Proxy Form will not preclude a Shareholder from attending and voting at the Meeting in person.

Please note that:

- (a) a member of the Company entitled to attend and vote at the General Meeting is entitled to appoint a proxy;
- (b) a proxy need not be a member of the Company; and
- (c) a member of the Company entitled to cast two or more votes may appoint two proxies and may specify the proportion or number of votes each proxy is appointed to exercise, but where the proportion or number is not specified, each proxy may exercise half of the votes.

The enclosed Proxy Form provides further details on appointing proxies and lodging Proxy Forms.

2. RESOLUTION 1 – RATIFICATION OF PRIOR ISSUE OF SHARES (3 JANUARY 2018)

On 27 October 2017, the Company announced that it had successfully raised \$17.2 million (before costs) via a share placement. Placement participants would be issued Shares \$0.14 per Share which represented a ~17% discount to the 15 day VWAP of the Company's shares as traded on the ASX up to and including the close of trade on Friday 20 October 2017. A majority of the placement shares (65,942,561 shares) were issued on 1 November 2017 under the Company's 15% annual share placement capacity (ASX Listing Rule 7.1) and 10% additional placement capacity (ASX Listing Rule 7.1A) and this share issue was subsequently ratified by shareholders at the Company's annual general meeting on 30 November 2017. This Resolution is seeking Shareholder approval under ASX Listing Rule 7.4 to ratify the issue of 14,334,287 Shares to various professional and sophisticated investors (placement participants) that were issued Shares on 3 January 2018 under the Company's existing placement capacity pursuant to ASX Listing Rule 7.1.

Resolution 1 seeks Shareholder approval pursuant to ASX Listing Rule 7.4 for ratification of the issue of the 14,334,287 Shares that was completed on 3 January 2018 (**Ratification**). By ratifying this issue, the Company will retain the flexibility to issue equity securities in the future under 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.

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.

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 Ratification:

- (a) the total number of Shares issued by the Company was 14,334,287;
- (b) the Shares were issued at an issue price of \$0.14 each per Share;

- (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 on 3 January 2018 to sophisticated and professional investors (as defined in section 708 of the Corporations Act). None of these subscribers are related parties of the Company; and
- (e) the funds raised from this issue were applied towards the continued development of the Company's proposed high purity alumina (HPA) plant, and for corporate and general working capital purposes,

3. RESOLUTION 2 – RATIFICATION OF PRIOR ISSUE OF SHARES (1 DECEMBER 2017)

On 27 October 2017, the Company announced that it had successfully raised \$17.2 million (before costs) via a share placement. Placement participants would be issued Shares \$0.14 per Share which represented a ~17% discount to the 15 day VWAP of the Company's shares as traded on the ASX up to and including the close of trade on Friday 20 October 2017. A majority of the placement shares (65,942,561 shares) were issued on 1 November 2017 under the Company's 15% annual share placement capacity (ASX Listing Rule 7.1) and 10% additional placement capacity (ASX Listing Rule 7.1A) and this share issue was subsequently ratified by shareholders at the Company's annual general meeting on 30 November 2017. This Resolution is seeking Shareholder approval under ASX Listing Rule 7.4 to ratify the issue of 2,811,432 Shares to a sophisticated investor and a consultant (placement participants) that were issued Shares on 1 December 2017 under the Company's existing placement capacity pursuant to ASX Listing Rule 7.1.

Resolution 2 seeks Shareholder approval pursuant to ASX Listing Rule 7.4 for ratification of the issue of the 2,811,432 Shares that was completed on 1 December 2017 (**Ratification**). By ratifying this issue, the Company will retain the flexibility to issue equity securities in the future under 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.

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.

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 Ratification:

- (a) the total number of Shares issued by the Company was 2,811,432;
- (b) the Shares were issued at an issue price of \$0.14 each per Share;
- (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 on 1 December 2017 to a sophisticated investor and a consultant who fall within the disclosure exemptions in section 708 of the Corporations Act. None of these subscribers are related parties of the Company; and
- (e) the funds raised from this issue were applied towards the continued development of the Company's proposed high purity alumina (HPA) plant, and for corporate and general working capital purposes.

4. RESOLUTION 3 – ADOPTION OF NEW CONSTITUTION

4.1 General

A company may modify or repeal its constitution or a provision of its constitution by special resolution of Shareholders.

Resolution 3 is a special resolution which will enable the Company to adopt a new Constitution (**Proposed Constitution**) to ensure it reflects the current provisions of the Corporations Act and ASX Listing Rules. This will incorporate amendments to the Corporations Act and ASX Listing Rules since the current Constitution was adopted.

The Directors believe that it is preferable in the circumstances to replace the existing Constitution with the Proposed Constitution rather than to amend a multitude of specific provisions.

The Proposed Constitution is broadly consistent with the provisions of the existing Constitution. Many of the proposed changes are administrative or minor in nature.

The Directors believe these amendments are not material nor will they have any significant impact on Shareholders. It is not practicable to list all of the changes to the Constitution in detail in this Explanatory Statement, however, a summary of the proposed material changes is set out below.

A copy of the Proposed Constitution is available for review by Shareholders at the Company's website <http://www.altechchemicals.com> and at the office of the Company. A copy of the Proposed Constitution can also be sent to Shareholders upon request to the Company Secretary (+61 8 6168 1555) or shane@altechchemicals.com. Shareholders are invited to contact the Company if they have any queries or concerns.

4.2 **Summary of material proposed changes**

Clause 3 of the Constitution outlines how the Company can manage shareholdings which represent an "unmarketable parcel" of shares, being a shareholding that is less than \$500 based on the closing price of the Company's Shares on ASX as at the relevant time.

The Proposed Constitution is in line with the requirements for dealing with "unmarketable parcels" outlined in the Corporations Act such that where the Company elects to undertake a sale of unmarketable parcels, the Company is only required to give one notice to holders of an unmarketable parcel to elect to retain their shareholding before the unmarketable parcel can be dealt with by the Company, saving time and administrative costs incurred by otherwise having to send out additional notices.

Clause 3 of the Proposed Constitution continues to outline in detail the process that the Company must follow for dealing with unmarketable parcels.

Fee for registration of off market transfers (clause 8.4(c))

On 24 January 2011, ASX amended ASX Listing Rule 8.14 with the effect that the Company may now charge a "reasonable fee" for registering paper-based transfers, sometimes referred to "off-market transfers".

Clause 8.4 of the Proposed Constitution is being made to enable the Company to charge a reasonable fee when it is required to register off-market transfers from Shareholders. The fee is intended to represent the cost incurred by the Company in upgrading its fraud detection practices specific to off-market transfers.

Before charging any fee, the Company is required to notify ASX of the fee to be charged and provide sufficient information to enable ASX to assess the reasonableness of the proposed amount.

Partial (proportional) takeover provisions (new clause 36)

A proportional takeover bid is a takeover bid where the offer made to each shareholder is only for a proportion of that shareholder's shares.

Pursuant to section 648G of the Corporations Act, the Company has included in the Proposed Constitution a provision whereby a proportional takeover bid for Shares may only proceed after the bid has been approved by a meeting of Shareholders held in accordance with the terms set out in the Corporations Act.

This clause of the Proposed Constitution will cease to have effect on the third anniversary of the date of the adoption of last renewal of the clause.

Information required by section 648G of the Corporations Act

Effect of proposed proportional takeover provisions

Where offers have been made under a proportional off-market bid in respect of a class of securities in a company, the registration of a transfer giving effect to a contract resulting from the acceptance of an offer made under such a proportional off-market bid is prohibited unless and until a resolution to approve the proportional off-market bid is passed.

Reasons for proportional takeover provisions

A proportional takeover bid may result in control of the Company changing without Shareholders having the opportunity to dispose of all their Shares. By making a partial bid, a bidder can obtain practical control of the Company by acquiring less than a majority interest. Shareholders are exposed to the risk of being left as a minority in the Company and the risk of the bidder being able to acquire control of the Company without payment

of an adequate control premium. These amended provisions allow Shareholders to decide whether a proportional takeover bid is acceptable in principle, and assist in ensuring that any partial bid is appropriately priced.

Knowledge of any acquisition proposals

As at the date of this Notice of Meeting, no Director is aware of any proposal by any person to acquire, or to increase the extent of, a substantial interest in the Company.

Potential advantages and disadvantages of proportional takeover provisions

The Directors consider that the proportional takeover provisions have no potential advantages or disadvantages for them and that they remain free to make a recommendation on whether an offer under a proportional takeover bid should be accepted.

The potential advantages of the proportional takeover provisions for Shareholders include:

- (a) the right to decide by majority vote whether an offer under a proportional takeover bid should proceed;
- (b) assisting in preventing Shareholders from being locked in as a minority;
- (c) increasing the bargaining power of Shareholders which may assist in ensuring that any proportional takeover bid is adequately priced; and
- (d) each individual Shareholder may better assess the likely outcome of the proportional takeover bid by knowing the view of the majority of Shareholders which may assist in deciding whether to accept or reject an offer under the takeover bid.

The potential disadvantages of the proportional takeover provisions for Shareholders include:

- (a) proportional takeover bids may be discouraged;
- (b) lost opportunity to sell a portion of their Shares at a premium; and
- (c) the likelihood of a proportional takeover bid succeeding may be reduced.

Recommendation of the Board

The Directors do not believe the potential disadvantages outweigh the potential advantages of adopting the proportional takeover provisions and as a result consider that the proportional takeover provision in the Proposed Constitution is in the interest of Shareholders and unanimously recommend that Shareholders vote in favour of Resolution 3.

5. RESOLUTION 4 – APPROVAL OF THE EMPLOYEE RIGHTS PLAN

5.1 General

Resolution 4 seeks shareholder approval to establish and maintain the Altech Performance Rights Plan (**Plan**) to provide ongoing incentives to employees of the Company. Shareholders previously approved the Plan at the 2014 Annual General Meeting held on 5 November 2014. Employee Incentive Schemes are required to be renewed every three years as part of the relevant ASIC Class Order. As the Plan was not renewed on or prior to 5 November 2017 it has expired, consequently the Company is now seeking shareholders to re-approve the Plan.

The Board adopted the Plan to allow employees to be granted Performance Rights to acquire shares in the Company.

The objective of the Plan is to provide the Company with a remuneration mechanism, through the issue of securities in the capital of the Company, to motivate and reward the performance of employees in achieving specified performance milestones within a specified performance period. The Board will ensure that the performance milestones attached to the securities issued pursuant to the Plan are aligned with the successful growth of the Company's business activities.

The employees of the Company have been, and will continue to be, instrumental in the growth of the Company. The directors consider that the Plan is an appropriate method to:

- (a) reward employees for their past performance;
- (b) provide long term incentives for participation in the Company's future growth;
- (c) motivate employees and generate loyalty from senior employees; and
- (d) assist to retain the services of valuable employees.

5.2 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.

One of the exceptions to ASX Listing Rule 7.1 is Listing Rule 7.2 (Exception 9(b)) which provides that ASX Listing Rule 7.1 does not apply to an issue under an employee incentive scheme if, within the 3 years before the date issue, shareholders have approved the issue as an exception to ASX Listing Rule 7.1.

The effect of Resolution 4 will be to allow the directors to grant Performance Rights to employees of the Company pursuant to the Plan during the period of 3 years after the meeting (or a longer period, if allowed by ASX), and to issue shares to those employees if they achieve the performance and vesting conditions of the Performance Rights, without using the Company's 15% annual placement capacity.

5.3 Terms of the Plan

A summary of the terms of the Plan is provided in Schedule 1 to this explanatory memorandum. A copy of the Plan will be made available free of charge to any shareholder on request.

As at the date of this Notice 5,200,000 Performance Rights have been issued and are unvested under the Plan that was previously approved by shareholders at the 2014 Annual General Meeting held on 5 November 2014. Any future issues of Shares under the Plan to a related party or a person whose relation with the Company or the related party is, in ASX's opinion, such that approval should be obtained will require additional Shareholder approval under ASX Listing Rule 10.14 at the relevant time. The Company is also seeking approval under Resolution 5 for the issue of Performance Rights to Mr Iggy Tan, although these Performance Rights are not being issued pursuant to the Plan. The Company is also seeking approval under Resolutions 7 to 11 for the issue of Performance Rights to the non-executive directors of the Company, although these Performance Rights are also not being issued pursuant to the Plan.

6. RESOLUTION 5 – ISSUE OF PERFORMANCE RIGHTS TO MR IGGY TAN

The primary purpose of the issue of Performance Rights to Mr Tan is to provide a performance linked incentive component in the remuneration package for Mr Tan to motivate and reward the performance of Mr Tan in achieving project funding and construction commencement. The Board considers this issue to be a cost effective remuneration practice and reasonable given the vesting conditions will align the interests of Mr Tan with those of Shareholders. The Board does not consider that there are any significant opportunity costs to the Company or benefits foregone by the Company in issuing the Performance Rights upon the terms proposed.

The Company has agreed, subject to obtaining Shareholder approval, to issue a total of 10,000,000 Performance Rights to Mr Iggy Tan (or his nominee) on the terms and conditions set out below.

6.1 Chapter 2E of the Corporations Act

The Performance Rights are to be issued to Mr Iggy Tan (or his nominee) to provide further incentive to perform and secure the ongoing commitment of Mr Iggy Tan to the continued growth of the Company.

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

6.2 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 grant of the Performance Rights 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 ASX Listing Rule 10.12 do not apply in the current circumstances. Accordingly, Shareholder approval is sought for the grant of Performance Rights to Mr Tan (or his nominee).

Approval pursuant to ASX Listing Rule 7.1 is not required in order to issue the Performance Rights as approval is being obtained under ASX Listing Rule 10.11. The issue of Performance Rights to Mr Iggy Tan will not be included in the 15% calculation for the purposes of ASX Listing Rule 7.1.

6.3 Technical information required by Listing Rule 10.13.

Pursuant to and in accordance with ASX Listing Rule 10.13, the following information is provided in relation to the proposed grant of Performance Rights:

- (a) the Performance Rights will be issued to Mr Iggy Tan (or his nominee) and he is a related party by virtue of being a Director of the Company;
 - (b) the maximum number of Performance Rights (being the nature of the financial benefit being provided) to be granted to Mr Iggy Tan (or his nominee) is 10,000,000 Performance Rights which upon vesting, shall convert into 10,000,000 Shares;
 - (c) the Performance Rights will be issued for nil cash consideration and no consideration will be payable upon the vesting of the Performance Rights on the achievement of the specified performance criteria;
 - (d) the Performance Rights will vest in three tranches:
 - (i) Tranche 1 – 2,500,000 Performance Rights that will vest upon successful funding of the Company's proposed high purity alumina (HPA) plant in Tanjung Langsat, Johor, Malaysia (Plant).
 - (ii) Tranche 2 – 2,500,000 Performance Rights that will vest upon first tonne of HPA product sold and Plant is at a steady state of production (Plant is stable and producing at a constant and consistent rate) within specification quality and 3 years continuous service.
 - (iii) Tranche 3 – 5,000,000 Performance Rights that will vest upon completion of clearance of the site for the Plant for the commencement of construction.
- Shares resulting from the vesting of the Performance Rights shall, from the date of issue, rank on equal terms with all other Shares on issue. The Performance Rights will otherwise be issued on the terms and conditions set out in Schedule 2;
- (e) the Performance Rights will be issued to Mr Iggy Tan (or his nominee) no later than 1 month 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 Performance Rights will be issued on one date; and
 - (f) no funds will be raised from the issue of the Performance Rights to Mr Iggy Tan as the Performance Rights will be issued for nil cash consideration to provide further incentive to perform and secure the ongoing commitment of Mr Iggy Tan to the continued growth of the Company.

7. RESOLUTIONS 6 TO 10 – ISSUE OF PERFORMANCE RIGHTS TO NON-EXECUTIVE DIRECTORS

7.1 General

The primary purpose of the issue of Performance Rights to Non-Executive Directors is to provide a performance linked incentive component in the remuneration package for them, to motivate and reward their performance in achieving construction commencement of the proposed HPA plant. The Board considers this issue to be a cost effective remuneration practice and reasonable given the vesting conditions will align the interests of the directors with those of Shareholders. The Board does not consider that there are any significant opportunity costs to the Company or benefits foregone by the Company in issuing the Performance Rights upon the terms proposed.

Resolutions 6, 7, 8, 9 and 10 seek shareholder approval to grant and issue a total of 5,000,000 Performance Rights to Messrs Luke Atkins, Dan Tenardi, Peter Bailey, Tunku Yaacob Khyra and Uwe Ahrens (**Relevant Directors**).

The Performance Rights shall be issued as follows:

Director	Resolution Number	Number of Rights
Luke Atkins	6	1,000,000
Dan Tenardi	7	1,000,000
Peter Bailey	8	1,000,000
Tunku Yaacob Khyra	9	1,000,000
Uwe Ahrens	10	1,000,000
Total		5,000,000

Each of the Performance Rights will vest upon completion of clearance of the site for the Plant for the commencement of construction and will otherwise be issued on the terms and conditions set out in Schedule 2.

7.2 Purpose of the Performance Rights

The grant of the Performance Rights to the Relevant Directors is designed to incentivise the recipients and align the Board and management in the setting and achievement of the Company's objectives and participating in the future growth and prosperity of the Company through share ownership. Under the Company's current circumstances, the Directors consider that the incentives to the Relevant Directors noted above, represented by the issue of the Performance Rights are a cost effective and efficient reward and incentive for the Company, as opposed to alternative forms of incentive, such as the payment of cash compensation to Relevant Directors. Luke Atkins, Dan Tenardi, Peter Baily and Tunku Yaacob Khyra are Non-Executive Directors of the Company and Uwe Ahrens is an alternate Non-Executive Director of the Company. The Company acknowledges the issue of Performance Rights to Non-Executive Directors is contrary to recommendation 8.2 of the ASX Corporate Governance Principles and Recommendations. However, the Directors are of the view that at this stage of the Company's development it is far better for Directors of the Company to be compensated by way of securities in the Company, rather than by way of cash, in order to attract the highest calibre of professionals to the Company, whilst maintaining the Company's cash reserves.

The number of Performance Rights to be issued to the Relevant Directors has been determined based on a number of factors including:

- (a) the role of each Relevant Director, in particular their specialist assistance to management;
- (b) continuity of the Board. The Relevant Directors have acquired substantial and extensive knowledge regarding the development of the Company's project. The retention of the current Board with the knowledge possessed by each of them will be critical to the successful development of the Company's project;
- (c) market standards. The Directors have generally reviewed a selection of comparable companies to determine market conditions generally and consider the proposed number of Performance Rights to be issued will ensure that the overall remuneration those persons are in line with market standards; and
- (d) alignment of interests. The Directors consider that it is in the interests of shareholders to align the interests of Directors and shareholders by encouraging Directors to have an equity holding in the Company. However, the Directors consider that similarly to other shareholders, this interest should arise through direct investment by the Directors in the Company. In this regard, assuming Shareholders approve Resolutions 6-10, if the Performance Rights vest and are converted into Shares, the Relevant Directors will increase their individual shareholdings in the Company.

7.3 Related Party Transactions

A summary of Chapter 2E of the Corporations Act and ASX Listing Rule 10.11 is set out in Sections 7.1 and 7.2 above respectively.

The grant of the Performance Rights to the Relevant Directors constitutes giving a financial benefit and the Relevant Directors are related parties of the Company by virtue of being Directors (or an alternative Director in the case of Mr Uwe Ahrens).

In addition, 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 it is proposed that the Performance Rights be issued to five of the Company's six Directors, the Directors

have been unable to form quorum to consider whether one of the exceptions set out in sections 210 to 216 of the Corporations Act or ASX Listing Rule 10.12 applies to these issues. Accordingly, Shareholder approval is sought for the purpose of section 208 of the Corporations Act for the issue of the Related Party Performance Rights to the Directors.

7.4 Shareholder Approval (Chapter 2E of the Corporations Act and Listing Rule 10.11)

Pursuant to and in accordance with the requirements of section 219 of the Corporations Act and ASX Listing Rule 10.13, the following information is provided in relation to the proposed grant of the Performance Rights:

- (a) the Relevant Directors are Messrs Luke Atkins, Dan Tenardi, Peter Bailey, Tunku Yaacob Khyra and Uwe Ahrens and they are related parties by virtue of each being a Director of the Company (or alternative Director in the case of Uwe Ahrens).
- (b) the maximum number of Performance Rights (being the nature of the financial benefit being provided) to be granted to the Relevant Directors is:

Director	Resolution Number	Number of Performance Rights
Luke Atkins	6	1,000,000
Dan Tenardi	7	1,000,000
Peter Bailey	8	1,000,000
Tunku Yaacob Khyra	9	1,000,000
Uwe Ahrens	10	1,000,000
Total		5,000,000

- (c) The Performance Rights will be granted to the Relevant Directors no later than 1 month 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 Performance Rights will be issued on one date.
- (d) The Performance Rights will be granted for nil cash consideration; accordingly no funds will be raised.
- (e) The terms and conditions of the Performance Rights are set out in Schedule 2.
- (g) The value of the financial benefit and the amounts to be paid by the Directors in the event the Performance Rights vest and are subsequently exercised will depend upon the price of the ordinary shares of the Company at the date that the Performance Rights are exercised.

The Performance Rights are not to be quoted on ASX and as such have no actual market value. The Performance Rights are capable of being converted to shares in the Company at any time after the vesting conditions are met and accordingly have a value at the date of grant. If the Company's shares are trading at a price greater than \$0.00 at the time of vesting, the effect will be to give an immediate financial benefit to the Director whose Performance Rights have vested.

The value of the Performance Rights using the Black and Scholes Right pricing model is \$0.144 per Performance Right using the following material assumptions in valuing the Performance Rights:

- share price of \$0.16 per share;
- Right exercise price of \$0.00 per Right;
- probability of each tranche of Rights vesting of 90%;
- risk free interest rate of 2.03%; and
- volatility factor of 81.52%.

Accordingly under the above assumptions, the value of the Performance Rights to be issued and the amounts to be paid by the Directors in the event the Performance Rights are exercised are as follows:

Director	Number of Rights	Value per Right	Total value of Rights	Exercise price per Right	Total amount to be paid on exercise of Rights
Luke Atkins	1,000,000	\$0.144	\$144,000	nil	nil
Dan Tenardi	1,000,000	\$0.144	\$144,000	nil	nil
Peter Bailey	1,000,000	\$0.144	\$144,000	nil	nil
Tunku Yaacob Khyra	1,000,000	\$0.144	\$144,000	nil	nil
Uwe Ahrens	1,000,000	\$0.144	\$144,000	nil	nil
Total	5,000,000		\$720,000		

- (f) As at the date of this Notice, the Relevant Directors hold the following relevant interests in the securities of the Company representing 16.53% of the current issued capital of the Company on a fully diluted basis:

Director	Ordinary shares	Performance Rights (not vested)	Total Securities
Luke Atkins	8,958,837	1,000,000	9,958,837
Dan Tenardi	6,794,915	1,000,000	7,794,915
Peter Bailey	2,683,801	1,500,000	4,183,801
Yunku Yaacob Khyra	50,005,631	1,000,000	51,005,631
Uwe Ahrens	-	1,000,000	1,000,000
Total	68,443,184	5,500,000	73,943,184

- (g) If Shareholders approve all Resolutions contained in this Notice, the Relevant Directors will hold the following relevant interests in the securities in the Company representing 17.08% of the issued capital of the Company on a fully diluted basis:

Director	Ordinary shares	Performance Rights (not vested)	Total Securities
Luke Atkins	8,958,837	2,000,000	10,958,837
Dan Tenardi	6,794,915	2,000,000	8,794,915
Peter Bailey	2,683,801	2,500,000	4,183,801
Yunku Yaacob Khyra	50,005,631	2,000,000	52,005,631
Uwe Ahrens	-	2,000,000	2,000,000
Total	68,443,184	10,500,000	78,943,184

	Total	Held by the Relevant Directors	% Held by the Relevant Directors
Shares currently on issue	426,540,542	68,443,184	16.05%
Performance Rights currently on issue	20,700,000	5,500,000	26.57%
Total securities currently on issue	447,240,542	73,943,184	16.53%
Proposed Performance Rights under Resolution 5	10,000,000	-	-
Proposed Rights under resolutions 6 to 10	5,000,000	5,000,000	100.00%
Total securities after issue of Rights	462,240,542	78,943,184	17.08%

- (h) During the last 12 months before the date of lodgement of this Notice with ASIC, the highest trading price of the Company's shares on the ASX was \$0.24 on 12 December 2017 and the lowest trading price of the Shares was \$0.098 on 28 June 2017. On 4 May 2018, the last trading day before this Notice was lodged with ASIC, the Shares closed at a price of \$0.16 per share.
- (i) The Relevant Directors' current salary or directors' fees per annum (including superannuation where applicable) and the total financial benefit to be received by them as a result of the grant of the Performance Rights the subject of Resolutions 6 to 10 is as follows:

Director	Salary, fees & superannuation (Previous Financial Year)	Salary, fees & superannuation (Current Financial Year)	Value of Rights (refer (d) above)	Total Financial Benefit
Luke Atkins	85,400	\$65,700	\$144,000	\$209,700
Dan Tenardi	37,333	\$40,000	\$144,000	\$184,000
Peter Bailey	36,712	\$40,000	\$144,000	\$184,000
Yunku Yaacob Khyra	27,644	\$40,000	\$144,000	\$184,000
Uwe Ahrens	-	-	\$144,000	\$144,000
Total		\$185,700	\$720,000	\$905,700

Under Australian Accounting Standards, the Company is required to recognise the value of Performance Rights as an expense in the profit or loss account with a corresponding adjustment to equity reserve account (share based payments reserve).

- (j) The Directors do not consider that there are any opportunity costs or taxation consequences for the Company or benefits foregone by the Company in granting the Performance Rights under Resolutions 6 to 10.
- (k) In respect of Resolution 6, save for Luke Atkins who has an interest in the outcome of Resolution 6 and declines to make a recommendation in respect of it, all Directors recommend that shareholders vote in favour of Resolution 6 for the following reasons:
- (i) the grant of Performance Rights to the Relevant Directors, in particular, the vesting conditions of the Performance Rights, will align the interests of the Relevant Directors with those of Shareholders;
 - (ii) the grant of the Performance Rights is a reasonable and appropriate method to provide cost effective remuneration as the non-cash form of this benefit will allow the Company to spend a greater proportion of its cash reserves on its operations than it would if alternative cash forms of remuneration were given to the Relevant Directors; and
 - (iii) it is not considered that there are any significant opportunity costs to the Company or benefits foregone by the Company in granting the Performance Rights upon the terms proposed;
- (l) In respect of Resolution 7, save for Dan Tenardi who has an interest in the outcome of Resolution 7 and declines to make a recommendation in respect of it, all Directors recommend that shareholders vote in favour of Resolution 7 for the reasons set out in section 7.4(l)(i)-(iii).
- (m) In respect of Resolution 8, save for Peter Bailey who has an interest in the outcome of Resolution 8 and declines to make a recommendation in respect of it, all Directors recommend that shareholders vote in favour of Resolution 8 for the reasons set out in section 7.4(l)(i)-(iii).
- (n) In respect of Resolution 9, save for Tunku Yaacob Khyra who has an interest in the outcome of Resolution 9 and declines to make a recommendation in respect of it, all Directors recommend that shareholders vote in favour of Resolution 9 for the reasons set out in section 7.4(l)(i)-(iii).
- (o) In respect of Resolution 10, all Directors recommend that shareholders vote in favour of Resolution 10 for the reasons set out in section 7.4(l)(i)-(iii).
- (p) Neither the Directors nor the Company are aware of any other information that would be reasonably required by shareholders to make a decision in relation to the financial benefit contemplated by the proposed resolution.

Approval pursuant to ASX Listing Rule 7.1 is not required in order to issue the Performance Rights to the Relevant Directors as approval is being obtained under ASX Listing Rule 10.11. Accordingly, the issue of Related Party Performance Rights to the Related Parties will not be included in the 15% calculation of the Company's annual placement capacity pursuant to ASX Listing Rule 7.1.

8. RESOLUTION 11 – APPROVAL FOR SHARE PLACEMENT

8.1 General

The Company seeks pre-approval to raise up to \$30 million in order to progress early site works at the proposed Johor HPA plant which may include foundation piling, construction engineering and advancement of long lead plant and equipment, to maintain project momentum.

Resolution 11 seeks Shareholder approval for the issue of up to that number of Shares, when multiplied by the issue price, will raise up to \$30 million (**Proposed Placement**).

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.

The effect of Resolution 11 will be to allow the Company to issue the Shares pursuant to the Proposed Placement 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.

It is intended that a broker or brokers will be appointed for the purpose of the Placement and the fees customary for a placement of this size shall be paid to the appointed broker/s.

It is intended that Placement participants be sophisticated and professional investors (as defined in section 708 of the Corporations Act).

8.2 Technical information required by ASX Listing Rule 7.1

Pursuant to and in accordance with ASX Listing Rule 7.3, the following information is provided in relation to the Proposed Placement:

- (a) the maximum number of Shares to be issued is up to that number of Shares which, when multiplied by the issue price, equals \$30 million;
- (b) the Shares will be issued no later than 3 months 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) and it is intended that allotment will occur on the same date;
- (c) the issue price will be not less than 80% of the average market price for Shares calculated over the 5 days on which sales in the Shares are recorded before the day on which the issue is made or, if Shares are issued pursuant to a prospectus, over the last 5 days on which sales in the securities were recorded before the date the prospectus is signed;
- (d) the Directors will determine to whom the Shares will be issued but these persons will not be related parties of the Company;
- (e) 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; and
- (f) the Company intends to use the funds raised from the Placement towards finalising the detailed design of its proposed Malaysian high purity alumina (HPA) plant, the preparation of the HPA plant site for construction, the commencement of site works and order of long lead time plant and equipment, and for corporate, administration and for working capital purposes.

8.3 Dilution

The closing market price for Shares on 9 May 2018 was \$0.16. 80% of this \$0.16 closing price is \$0.128 (ie maximum discount). The highest closing price of the Company's shares in the 12 months preceding the date of this Notice is \$0.24 on 12 December 2017. Accordingly, set out below is a worked example of the number of Shares that may be issued under Resolution 11 based on an assumed issue price of \$0.128, \$0.16 and \$0.24.

Assumed issue price	Maximum number of Shares which the Company could issue (rounded up to the nearest whole number) pursuant to Resolution 11	Current Shares on issue as at the date of this Notice	Number of Shares on issue assuming the Company issued the maximum amount pursuant to Resolution 11	Dilution effect on existing Shareholders
\$0.128	234,375,000	426,540,542	660,915,542	54.95%
\$0.16	187,500,000	426,540,542	614,040,542	43.96%
\$0.24	125,000,000	426,540,542	551,540,542	29.31%

Assuming no Performance Rights or Options are exercised or other Shares issued and the maximum number of Shares as set out in the worked example above are issued, the number of Shares on issue would increase from 426,540,542 (being the number of Shares on issue as at the date of this Notice) to 660,915,542 and the shareholding of existing Shareholders would be diluted by 54.95%.

The Company notes that the above workings are an example only and the actual issue price may differ. This will result in the maximum number of Shares to be issued and the dilution percentage to also differ.

9. RESOLUTION 12 – NON-EXECUTIVE DIRECTORS’ REMUNERATION

ASX Listing Rule 10.17 provides that an entity must not increase the total aggregate amount of directors’ fees payable to all of its non-executive directors without the approval of holders of its ordinary securities.

Clause 14.8 of the Constitution also requires that remuneration payable to the non-executive Directors will not exceed the sum initially set by the Constitution and subsequently increase by ordinary resolution of Shareholders in general meeting.

The maximum aggregate amount of fees payable to all of the non-executive Directors is currently set at \$200,000. Resolution 12 seeks Shareholder approval to increase this figure by \$300,000 to \$500,000.

This amount includes superannuation contributions made by the Company for the benefit of non-executive Directors and any fees which a non-executive Director agrees to sacrifice for other benefits. It does not include reimbursement of genuine out of pocket expenses, genuine “special exertion” fees paid in accordance with the Constitution, or securities issued to a non-executive Director under ASX Listing Rule 10.11 or 10.14 with approval of Shareholders.

The maximum aggregate amount of fees proposed to be paid to the non-executive Directors per annum has been determined after reviewing similar companies listed on ASX and the Directors believe that this level of remuneration is in line with corporate remuneration of similar companies.

Whilst it is not envisaged that the maximum amount sought will be utilised immediately, the proposed limit is requested to ensure that the Company:

- (a) maintains its capacity to remunerate both existing and any new non-executive directors joining the Board;
- (b) remunerates its non-executive Directors appropriately for the expectations placed upon them both by the Company and the regulatory environment in which it operates; and
- (c) has the ability to attract and retain non-executive directors whose skills and qualifications are appropriate for a company of the size and nature of the Company.

In the past 3 years, the Company has issued the following securities to non-executive Directors with prior Shareholder approval under ASX Listing Rules 10.11 and 10.14:

- (a) 7,142,857 Shares to MAA Group Berhad (**MAA**) (an entity controlled by Tanku Yaacob Khyra) on 28 December 2017 (refer to Company’s Notice of Meeting announced 27 October 2017 for further details);
- (b) 14,285,714 Shares to MAA on 31 May 2017 (refer to Company’s Notice of Meeting announced 26 April 2017 for further details);
- (c) 11,627,907 Shares to MAA on 4 August 2016 (refer to Company’s Notice of Meeting announced 23 June 2016 for further details);
- (d) 1,000,000 performance rights to Tanku Yaacob Khyra (or his nominee) on 4 August 2016 (refer to Company’s Notice of Meeting announced 23 June 2016 for further details);
- (e) 1,000,000 performance rights to Uwe Ahrens (or his nominee) on 4 August 2016 (refer to Company’s Notice of Meeting announced 23 June 2016 for further details); and
- (f) 1,694,915 Shares to Dan Tenard (or his nominee) on 10 November 2015 (refer to Company’s Notice of Meeting announced 9 September 2015 for further details).

Given the interest of the non-executive Directors in this Resolution, the Board makes no recommendation to Shareholders regarding this Resolution.

10. ENQUIRIES

Shareholders are requested to contact the Company Secretary, Shane Volk, on (+61 8) 6168 1555 or shane@altechchemicals.com if they have any queries in respect of the matters set out in these documents.

SCHEDULE 1 – TERMS AND CONDITIONS OF PERFORMANCE RIGHTS PLAN

The following is a summary of the key terms and conditions of the Performance Rights Plan:

- (a) **Eligible Participants:** Any full or part time employees and Executive Directors of the Company, and subject to any necessary ASIC relief, a casual employee or contractor are eligible to participate in the Performance Rights Plan (**Eligible Participants**).
- (b) **Offers:** The Board may, from time to time, at its absolute discretion, make an offer to grant Performance Rights to an Eligible Participant under the Performance Rights Plan and on such additional terms and conditions as the Board determines.
- (c) **Consideration:** Performance Rights granted under the Plan will be issued for nil cash consideration.
- (d) **Performance Rights:** Each Performance Right, once vested, entitles the holder, on exercise, to the issue of one fully paid ordinary share in the capital of the Company (**Share**).
- (e) **Not transferrable:** Performance Rights are only transferrable with the prior written consent of the Board of the Company or by force of law upon death to the participant's legal personal representative or upon bankruptcy to the participant's trustee in bankruptcy.
- (f) **Vesting Conditions:** The Board will determine the vesting conditions (if any) that must be satisfied before a Performance Right vests, and the date by which a vesting condition must be satisfied (**Vesting Condition**).
- (g) **Vesting:** A Performance Right will vest where Vesting Conditions are satisfied or where, despite Vesting Conditions not being satisfied, the Board (in its absolute discretion) resolves that unvested Performance Rights have vested as a result of:
 - (i) the participant ceasing to be an Eligible Participant due to a good leaver exception (eg due to death, total and permanent disability, retirement or redundancy, terminal illness, severe financial hardship) as set out in the Plan; or
 - (ii) the Company undergoing a change in control or winding up.
- (h) **Exercise of vested Performance Right:** Unless the Board decides otherwise, any vested Performance Right automatically vests, following which the Company will issue the participant with the applicable number of Shares.
- (i) **Shares:** Shares resulting from the vesting of the Performance Rights shall, from the date of issue, rank on equal terms with all other Shares on issue.
- (j) **Quotation of Shares:** If Shares of the same class as those issued under the Plan are quoted on the ASX, the Company will, subject to the ASX Listing Rules, apply to the ASX for those Shares to be quoted on ASX within 10 business days of the later of the date the Shares are issued and the date any Restriction Period applying to the Shares ends.
- (k) **Lapse of a Performance Right:** Subject to the terms of an Offer otherwise providing, a Performance Right will lapse upon the earlier to occur of:
 - (i) an unauthorised dealing in, or hedging of, the Performance Right;
 - (ii) a Vesting Condition in relation to the Performance Right not being satisfied by the due date, or becoming incapable of satisfaction, as determined by the Board in its absolute discretion;
 - (iii) a vested Performance Right is not exercised where required;
 - (iv) a participant (or, where the participant is a nominee of the Eligible Participant, that Eligible Participant) ceases to be an Eligible Participant, unless the Board exercises its discretion to vest the Performance Right under a good leaver exception;
 - (v) the Board deems that a Performance Right lapses due to fraud, dishonesty or other improper behaviour of the holder/Eligible Participant;
 - (vi) the Company undergoes a change in control or winding up, and the Board does not exercise its discretion to vest the Performance Right;

- (vii) the expiry date of the Performance Right; and
- (viii) the seven (7) year anniversary of the date of grant of the Performance Right.
- (l) **No Participation Rights:** There are no participating rights or entitlements inherent in the Performance Rights and participants will not be entitled to participate in new issues of capital offered to Shareholders during the currency of the Performance Rights without exercising the Performance Right.
- (m) **No Change:** A Performance Right does not confer the right to a change in the number of underlying Shares over which the Performance Right can be exercised.
- (n) **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.
- (o) **Inconsistency with Offer:** Notwithstanding any other provision in the Plan, to the extent that any covenant or provision contained in an Offer document is inconsistent with any covenant or provision under the Plan, the deemed covenant or provision under the Offer document shall prevail.

SCHEDULE 2 – TERMS AND CONDITIONS OF PERFORMANCE RIGHTS

The following is a summary of the key terms and conditions of the Performance Rights to be issued to the Relevant Directors:

- (a) **Performance Rights:** Each Performance Right, once vested, entitles the holder, on exercise, to the issue of one fully paid ordinary share in the capital of the Company (**Share**).
- (b) **Not transferrable:** Performance Rights are only transferrable with the prior written consent of the Board of the Company or by force of law upon death to the holder's legal personal representative or upon bankruptcy to the holder's trustee in bankruptcy.
- (c) **Vesting Conditions:** The vesting conditions attaching to the Performance Rights the subject of Resolution 5 are set out in section 6.3(d) of this Notice and the vesting condition attaching to Performance Rights the subject of Resolutions 6-10 is set out in section 7.1 of this Notice (**Vesting Conditions**). Upon vesting, each Performance Right will, at the election of the holder, convert to one Share (subject to compliance with the ASX Listing Rules and Corporations Act).
- (d) **Vesting:** A Performance Right will vest where Vesting Conditions are satisfied or where, despite Vesting Conditions not being satisfied, the Board (in its absolute discretion) resolves that unvested Performance Rights have vested as a result of:
 - (i) death, total and permanent disability, retirement or redundancy, terminal illness, severe financial hardship of the holder; or
 - (ii) the Company undergoing a change in control or winding up.
- (e) **Exercise of vested Performance Right:** Unless the Board decides otherwise, any vested Performance Right automatically vests, following which the Company will issue the holder with the applicable number of Shares.
- (f) **Shares:** Shares resulting from the vesting of the Performance Rights shall, from the date of issue, rank on equal terms with all other Shares on issue.
- (g) **Quotation of Shares:** the Company will apply to the ASX for those Shares issued on the exercise of a Performance Right to be quoted on ASX.
- (h) **Lapse of a Performance Right:** a Performance Right will lapse upon the earlier to occur of:
 - (i) an unauthorised dealing in, or hedging of, the Performance Right;
 - (ii) a Vesting Condition in relation to the Performance Right not being satisfied by the due date, or becoming incapable of satisfaction, as determined by the Board in its absolute discretion;
 - (iii) a vested Performance Right is not exercised where required;
 - (iv) the Board deems that a Performance Right lapses due to fraud, dishonesty or other improper behaviour of the holder;
 - (v) the Company undergoes a change in control or winding up, and the Board does not exercise its discretion to vest the Performance Right; and
 - (vi) the five (5) year anniversary of the date of grant of the Performance Right.
- (i) **No Participation Rights:** There are no participating rights or entitlements inherent in the Performance Rights and the holder will not be entitled to participate in new issues of capital offered to Shareholders during the currency of the Performance Rights without exercising the Performance Right
- (j) **No Change:** A Performance Right does not confer the right to a change in the number of underlying Shares over which the Performance Right can be exercised.
- (k) **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.

- (l) **Dividend and Voting Rights:** The Performance Rights do not confer on the holder an entitlement to vote (except as otherwise required by law) or receive dividends.
- (m) **No rights to return of capital:** A Performance Right does not entitle the holder to a return of capital, whether in a winding up, upon a reduction of capital or otherwise.
- (n) **Rights on winding up:** A Performance Right does not entitle the holder to participate in the surplus profits or assets of the Company upon winding up.
- (o) **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.

GLOSSARY

\$ means Australian dollars.

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 or **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)*.

Company means Altech Chemicals Limited (ACN 125 301 206).

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

Option means an option to acquire a Share.

Ordinary Securities has the meaning set out in the ASX Listing Rules.

Performance Right means a performance right with the terms and conditions set out in Schedule 2.

Proxy Form means the proxy form accompanying the Notice.

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 registered holder of a Share.

VWAP means the Volume Weighted Average Price.

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

APPOINTMENT OF PROXY FORM

ALTECH CHEMICALS LIMITED
ACN 125 301 206

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 Suite 8, 295 Rokeby Road, Subiaco at 10:00am WST on 12 June 2018, 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 5, 6, 7, 8, 9, 10 and 12 (except where I/we have indicated a different voting intention below) even though Resolutions 5, 6, 7, 8, 9, 10 and 12 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 Ratification of prior issue of shares (3 January 2018)	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 2 Ratification of prior issue of shares (1 December 2017)	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 3 Adoption of new constitution	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 4 Approval of the employee Rights Plan	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 5 Issue of Performance Rights to Managing Director Mr Iggy Tan	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 6 Issue of Performance Rights to Non-Executive Director Mr Luke Atkins	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 7 Issue of Performance Rights to Non-Executive Director Mr Dan Tenardi	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 8 Issue of Performance Rights to Non-Executive Director Mr Peter Bailey	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 9 Issue of Performance Rights to Non-Executive Director Tunku Yaacob Khyra	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 10 Issue of Performance Rights to Alternate Director Mr Uwe Ahrens	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 11 Approval for Share Placement	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 12 Non-Executive Directors' Remuneration	<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:** YES NO

Instructions for Completing 'Appointment of 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 Altech Chemicals Limited, Suite 8, 295 Rokeby Road, Subiaco WA 6008 ; or
 - (b) **e-mail** to the Company at shane@altechchemicals.com; or
 - (c) **facsimile** to the Company on facsimile number +61 8 6168 1551.

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.