



HASTINGS
Technology Metals Limited

Notice of General Meeting

A General Meeting of the Company will be held in the Boardroom of the HLB Mann Judd at Level 19, 207 Kent Street, Sydney NSW 2000 on 29 September 2017 at 11 am (AEST).

This notice of general meeting should be read in its entirety. If Shareholders are in any doubt as to how they should vote, they should seek advice from their professional advisor prior to voting.

Please contact the Company Secretary on +61 2 9078 7674 or guy.robertson@hastingstechmetals.com if you wish to discuss any matter concerning the Meeting.

This page has been left blank intentionally.

Hastings Technology Metals Limited

ABN 43 122 911 399

Notice of General Meeting

Notice is hereby given that a General Meeting of the Shareholders of Hastings Technology Metals Limited will be held in the Boardroom of HLB Mann Judd at Level 19, 207 Kent Street, Sydney NSW 2000 on 29 September 2017 at 11 am (Eastern Standard Time) (**Meeting**).

The Explanatory Memorandum to this Notice of Meeting provides additional information on matters to be considered at the Meeting. The Explanatory Memorandum and Proxy form part of this Notice of Meeting.

Shareholders are urged to vote by attending the Meeting in person or by returning a completed Proxy Form. Instructions on how to complete a Proxy Form are set out in the Explanatory Memorandum.

Proxy Forms must be received by no later than 11am on 27 September 2017.

Terms and abbreviations used in this Notice and Explanatory Memorandum are defined in Schedule 1 of the Explanatory Memorandum.

Agenda

RESOLUTION 1 - APPROVAL OF ISSUE OF SHARES TO DIRECTOR FOON KEONG (CHARLES) LEW

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

"That, for the purposes of ASX Listing Rule 10.11 and all other purposes, approval is given for the Company to issue 5,000,000 fully paid ordinary shares to Mr Foon Keong (Charles) Lew (or his nominee) who is a Director of the Company on the terms and conditions set out in the Explanatory Memorandum."

A voting exclusion statement is set out below.

RESOLUTION 2 - RATIFICATION OF PRIOR ISSUE OF 51,046,512 SHARES

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

"That, for the purposes of ASX Listing Rule 7.4 and all other purposes, Shareholders ratify the allotment and issue of 51,046,512 Shares on the terms and conditions set out in the Explanatory Memorandum."

A voting exclusion statement is set out below.

RESOLUTION 3 - RATIFICATION OF PRIOR ISSUE OF 23,650,000 SHARES

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

"That, for the purposes of ASX Listing Rule 7.4 and all other purposes, Shareholders ratify the allotment and issue of 24,500,000 Shares on the terms and conditions set out in the Explanatory Memorandum."

A voting exclusion statement is set out below.

RESOLUTION 4 - APPROVAL TO ISSUE PLACEMENT SHARES TO DIRECTOR - ANTHONY HO

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

"That, for the purposes of ASX Listing Rule 10.11 and all other purposes, Shareholders approve the allotment and issue of 125,000 shares, to Anthony Ho, on the terms and conditions set out, in the Explanatory Memorandum."

A voting exclusion statement is set out below.

RESOLUTION 5 - APPROVAL TO ISSUE PLACEMENT SHARES TO DIRECTOR - JEAN CLAUDE STEINMETZ

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

"That, for the purposes of ASX Listing Rule 10.11 and all other purposes, Shareholders approve the allotment and issue of 100,000 shares, to Jean Claude Steinmetz, on the terms and conditions set out, in the Explanatory Memorandum."

A voting exclusion statement is set out below.

RESOLUTION 6 - APPROVAL TO ISSUE PLACEMENT SHARES TO DIRECTOR - GUY ROBERTSON

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

"That, for the purposes of ASX Listing Rule 10.11 and all other purposes, Shareholders approve the allotment and issue of 125,000 shares, to Guy Robertson, on the terms and conditions set out, in the Explanatory Memorandum."

A voting exclusion statement is set out below.

RESOLUTION 7 - APPROVAL TO ISSUE PLACEMENT SHARES TO DIRECTOR - FOON KEONG (CHARLES) LEW

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

"That, for the purposes of ASX Listing Rule 10.11 and all other purposes, Shareholders approve the allotment and issue of 500,000 shares, to Charles Lew, on the terms and conditions set out, in the Explanatory Memorandum."

A voting exclusion statement is set out below.

VOTING PROHIBITION AND EXCLUSION STATEMENTS

Listing Rule 14.11

Under Listing Rule 14.11, the Company will disregard any votes cast on the following Resolutions by the following persons and their associates:

Resolution	Persons excluded from voting
Resolution 1 - Issue of Securities to Related Party - Mr Foon Keong Lew	<ul style="list-style-type: none">• Mr Foon Keong Lew• Any of his respective associates
Resolution 2 - Ratification of prior issue of 51,026,512 shares	<ul style="list-style-type: none">• Any person who participated in the issue; and• any of their respective associates.
Resolution 3 - Ratification of prior issue of 23,650,000 shares	<ul style="list-style-type: none">• Any person who participated in the issue; and• any of their respective associates.
Resolution 4 - Approval to issue Placement Shares to Anthony Ho	<ul style="list-style-type: none">• Anthony Ho• any of his associates.
Resolution 5 - Approval to issue Placement Shares to Jean Claude Steinmetz	<ul style="list-style-type: none">• Jean Claude Steinmetz• any of his associates.
Resolution 6 - Approval to issue Placement shares to Guy Robertson	<ul style="list-style-type: none">• Guy Robertson• any of his associates.
Resolution 7 - Approval to issue Placement shares to Charles Lew	<ul style="list-style-type: none">• Charles Lew• any of his associates.

However, the Company need not disregard a vote if:

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

By order of the Board of Directors

Guy Robertson
Company Secretary
Hastings Technology Metals Limited
24 August 2017

Hastings Technology Metals Limited
ABN 43 122 911 399

Explanatory Memorandum

INTRODUCTION

This Explanatory Memorandum has been prepared for the information of Shareholders in connection with the business to be conducted at the Meeting to be held in the Boardroom of the Company at Level 5, 50 Clarence Street, Sydney NSW 2000 on 29 September 2017 at 11 am (AEST). The purpose of this Explanatory Memorandum is to provide information to Shareholders in deciding how to vote on the Resolutions set out in the Notice.

This Explanatory Memorandum should be read in conjunction with and forms part of the accompanying Notice, and includes the following:

1	ACTION TO BE TAKEN BY SHAREHOLDERS	4
2	ISSUE OF SHARES TO MR LEW	6
3	RATIFICATION OF PRIOR ISSUE OF 51,046,512 SHARES	7
4	RATIFICATION OF PRIOR ISSUE OF 23,650,000 SHARES	9
5	RESOLUTION 4 - APPROVAL TO ISSUE PLACEMENT SHARES TO ANTHONY HO	10
6	RESOLUTION 5 - APPROVAL TO ISSUE PLACEMENT SHARES TO JEAN CLAUDE STEINMETZ	12
7	RESOLUTION 6 - APPROVAL TO ISSUE PLACEMENT SHARES TO GUY ROBERTSON	13
8	RESOLUTION 7 - APPROVAL TO ISSUE PLACEMENT SHARES TO FOON KEONG (CHARLES) LEW.....	15
9	DEFINITIONS	17

A Proxy Form is located at the end of this Explanatory Memorandum.

Please contact the Company Secretary on +61 2 90789 7671 or guy.robertson@hastingstechmetals.com if you wish to discuss any matter concerning 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 Voting in person

All Shareholders are invited and encouraged to attend the Meeting.

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

1.2 Voting by Proxy

If a Shareholder is unable to attend in person, they can appoint a proxy to attend on their behalf by signing and returning the Proxy Form (attached to the Notice) to the Company in accordance with the instructions on the Proxy Form.

In accordance with section 249L of the Corporations Act, Shareholders are advised that:

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

The Company encourages Shareholders completing a Proxy Form to direct the proxy how to vote on each Resolution.

The Proxy Form must be received no later than 48 hours before the commencement of the Meeting, i.e. by no later than 11am on 27 September 2017. Any Proxy Form received after that time will not be valid for the Meeting.

A Proxy Form may be lodged in the following ways:

By Mail	PO Box Q128 Queen Victoria Building NSW 1230
By Email	Guy.robertson@hastingstechmetals.com

Shareholders lodging a Proxy Form are not precluded from attending and voting in person at the Meeting.

1.3 Corporate representatives

Shareholders who are body corporates may appoint a person to act as their corporate representative at the Meeting by providing that person with a certificate or letter executed in accordance with the Corporations Act authorising him or her to act as the body corporate's representative. The authority may be sent to the Company and/or registry in advance of the Meeting or handed in at the Meeting when registering as a corporate representative.

An appointment of corporate representative form is available from the website of the Company's share registry, securitytransfer.com.au.

1.4 Eligibility to vote

For the purposes of regulations 7.11.37 and 7.11.38 of the Corporations Act Regulations, the Directors have determined that, for the purposes of voting at the

Meeting, Shareholders are those persons who are the registered holders of Shares at 7pm (EST) on 27 September 2017.

2 ISSUE OF SHARES TO FOON KEONG (CHARLES) LEW

2.1 Introduction

As announced to ASX on 9 November 2016, the Company undertook a Share placement raising \$3,025,000 at an issue price of \$0.11 per share (**Placement**). This placement was done at a 15% premium to the market price at the time. Charles Lew, the Company's Chairman, agreed to participate in the Placement for 5,000,000 Shares, subject to Shareholder approval. The funds, \$550,000 were received from Mr Lew and have been held since November 2016.

Resolution 1 seeks that Shareholder approval.

2.2 Requirement for Shareholder approval

Listing Rule 10.11

Listing Rule 10.11 requires a listed company to obtain Shareholder approval by ordinary resolution prior to the issue of securities to a related party. If shareholder approval is obtained under Listing Rule 10.11, shareholder approval is not required under Listing Rule 7.1 and the proposed issue will not be included in the 15% annual limit permitted by Listing Rule 7.1.

Chapter 2E of the Corporations Act

Chapter 2E of the Corporations Act prohibits a public company from giving a financial benefit to a related party of the company unless (amongst other things) the benefit was reasonable in the circumstances if the public company or entity and the related party were dealing at arm's length.

The terms of the proposed issue to Mr Lew are on the same terms as other subscribers under the Placement and, for that reason the Directors other than Mr Lew have determined that Shareholder approval is not required under Chapter 2E of the Corporations Act.

2.3 Information required by Listing Rule 10.13

For the purposes of Listing Rule 10.13, the following information is provided about the proposed issue:

- (a) The securities will be issued to Mr Lew, the Company's Chairman or his nominee.
 - (b) The maximum number of Shares to be issued is 5,000,000.
 - (c) The issue price per Share is \$0.11.
-

- (d) The Shares will be issued no later than 1 month after the date of the meeting (or such later date to the extent permitted by any ASX waiver or modification of the Listing Rules) and it is intended that issue will occur on the same date.
- (e) The Shares to be issued are fully paid ordinary shares in the capital of the Company issued on the same terms and conditions as the Company's existing Shares.
- (f) A voting exclusion statement is included in the Notice.
- (g) Funds raised under the issue will be used for to develop the Company's Yangibana project and for general working capital.

2.4 Directors' recommendation

Messrs Ho, Steinmetz and Robertson recommend that Shareholders vote in favour of Resolution 1 as it will raise funds for the Company under the Placement. Mr Lew declines to make a recommendation to Shareholders in relation to Resolution 1 as he has a material personal interest in the outcome of that resolution.

3 RATIFICATION OF PRIOR ISSUE OF 51,046,512 SHARES

3.1 Background

Under Resolution 2, the Company seeks Shareholder ratification of the issue by the Company of 51,046,512 shares issued to the underwriters of the recent Share Purchase Plan - see ASX announcement dated 30 June 2017.

3.2 Listing Rules 7.1

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

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

While the outcome of Resolution 2 will have no effect on the issue of the options in question, Shareholder approval will restore the Company's ability to issue further equity securities under ASX Listing Rule 7.1 in the next 12 months from the date of issue, to the extent of the 51,046,512 shares issued.

3.3 ASX Listing Rules Disclosure Requirements

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

- (a) *The maximum number of securities the entity issued*
The maximum number of securities issued was 51,046,512
- (b) *The date by which the entity will issue the equity securities*
The Shares were issued on 17 July 2017.
- (c) *The issue price of the securities*
51,046,512 shares at a price of \$0.086 per share
- (d) *The names of the allottees (if known) or the basis upon which the allottees will be identified or selected*
Details of the underwriters were set out in the share purchase plan offer booklet lodged with the ASX on 2 June 2017.
The shares were not issued to related parties of the Company, or their Associates.
- (e) *The terms of the securities*
The Shares issued are fully paid ordinary shares in the capital of the Company issued on the same terms and conditions as the Company's existing Shares.
- (f) *The intended use of the funds raised*
The intended use of funds is as outlined in the share purchase plan offer document lodged with the ASX on 2 June 2017.
- (g) *The dates of allotment or a statement that allotment will occur progressively*
The shares were issued on 17 July 2017.
- (h) *Voting Exclusion*
A voting exclusion statement forms part of this Notice.

3.4 Directors' Recommendation

The Board recommends that Shareholders vote in favour of Resolution 2.

4 RATIFICATION OF PRIOR ISSUE OF 23,650,000 SHARES

4.1 Background

Under Resolution 3, the Company seeks Shareholder ratification of the placement by the Company of 23,650,000 shares issued to sophisticated and institutional investors - see ASX Announcement dated 21 August 2017. The balance of the placement outlined in this announcement was placed under LR7.1A and cannot be refreshed until the Annual General Meeting.

4.2 Listing Rules 7.1

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

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

While the outcome of Resolution 3 will have no effect on the issue of the options in question, Shareholder approval will restore the Company's ability to issue further equity securities under ASX Listing Rule 7.1 in the next 12 months from the date of issue, to the extent of the 23,650,000 shares issued.

4.3 ASX Listing Rules Disclosure Requirements

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

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

The maximum number of securities issued was 23,650,000

(b) *The date by which the entity will issue the equity securities*

The Shares were issued on 28 August 2017.

(c) *The issue price of the securities*

23,650,000 shares at a price of \$0.20 per share

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

The shares were issued to sophisticated and institutional investors.

The shares were not issued to related parties of the Company, or their Associates.

(e) *The terms of the securities*

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

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

The funds will be used for infrastructure works prior to processing plant construction. This will include procurement and construction of the site access road, acquisition and commissioning of an accommodation camp and improvement work on the air strip.

(g) *The dates of allotment or a statement that allotment will occur progressively*

The shares were issued on 28 August 2017.

(h) *Voting Exclusion*

A voting exclusion statement forms part of this Notice.

4.4 Directors' Recommendation

The Board recommends that Shareholders vote in favour of Resolution 3.

Background to Resolutions 4, 5, 6 and 7.

The Company recently announced a capital raising of \$15,500,000 - see ASX announcement 21 August 2017.

The Directors wish to participate in this placement on the same terms and require shareholder approval to do so.

5 RESOLUTION 4 - APPROVAL TO ISSUE PLACEMENT SHARES TO ANTHONY HO

5.1 Background

Under Resolution 4, the Company seeks Shareholder approval under ASX Listing Rule 10.11 for the issue of Shares to Anthony Ho (and/or their nominees), who is a Director.

Anthony Ho wishes to participate in the recent share placement - see ASX announcement dated 21 August 2017 on the same terms and conditions.

5.2 ASX Listing Rule Requirements

Unless one of the exceptions under ASX Listing Rule 10.12 applies, ASX Listing Rule 10.11 requires a listed company to obtain shareholder approval prior to the issue of securities, such as the Shares proposed to be issued under Resolution 4, to a related party of the Company. If approval is given under ASX Listing Rule 10.11, approval is not required under ASX Listing Rule 7.1.

The Company requires shareholder approval to issue the Shares to Anthony Ho as, for the purposes of ASX Listing Rule 10.11, the Director is a related party of the Company.

If Shareholder approval is obtained under Resolution 4, the Shares referred to in Resolution 4 will not be counted as reducing the number of equity securities which the Company can issue without Shareholder approval under the limit imposed by ASX Listing Rule 7.1.

5.3 ASX Listing Rule Disclosure Requirements

The following information is provided to members for the purpose of Listing Rule 10.13:

- (a) *The name of the person to whom the securities will be issued*
The Shares will be issued to Anthony Ho, who is a Director of the Company, or his nominee.
 - (b) *The maximum number of securities to be issued*
The maximum number of Shares to be issued is 125,000 Shares to Anthony Ho and/or his nominee.
 - (c) *The date by which the entity will issue the securities*
Subject to Shareholder approval, the Shares will be allotted and issued no later than one month after the date of the Meeting.
 - (d) *The issue price of the securities*
The price at which the Shares will be issued will be 20 cents per share.
 - (e) *The names of the allottees (if known) or the basis upon which the allottees will be identified or selected*
The allottee will be Anthony Ho and/or his nominee.
 - (f) *The terms of the securities*
The Shares 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.
-

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

The funds will be used for infrastructure works prior to processing plant construction. This will include construction of the Yangibana mine site access road, acquisition and commissioning of an accommodation camp and preliminary engineering design work on the production plant.

(h) *Voting Exclusion*

A voting exclusion statement forms part of this Notice.

5.4 Directors' Recommendation

The Directors, excluding Anthony Ho, recommend that Shareholders vote in favour of Resolution 4.

6 RESOLUTION 5 - APPROVAL TO ISSUE PLACEMENT SHARES TO JEAN CLAUDE STEINMETZ

6.1 Background

Under Resolution 5, the Company seeks Shareholder approval under ASX Listing Rule 10.11 for the issue of Shares to Jean Claude Steinmetz (and/or their nominees), who is a Director.

Jean Claude Steinmetz wishes to participate in the recent share placement - see ASX announcement dated 21 August 2017 on the same terms and conditions.

6.2 ASX Listing Rule Requirements

Unless one of the exceptions under ASX Listing Rule 10.12 applies, ASX Listing Rule 10.11 requires a listed company to obtain shareholder approval prior to the issue of securities, such as the Shares proposed to be issued under Resolution 5, to a related party of the Company. If approval is given under ASX Listing Rule 10.11, approval is not required under ASX Listing Rule 7.1.

The Company requires shareholder approval to issue the Shares to Jean Claude Steinmetz as, for the purposes of ASX Listing Rule 10.11, the Director is a related party of the Company.

If Shareholder approval is obtained under Resolution 5, the Shares referred to in Resolution 5 will not be counted as reducing the number of equity securities which the Company can issue without Shareholder approval under the limit imposed by ASX Listing Rule 7.1.

6.3 ASX Listing Rule Disclosure Requirements

The following information is provided to members for the purpose of Listing Rule 10.13:

- (a) *The name of the person to whom the securities will be issued*
The Shares will be issued to Jean Claude Steinmetz, who is a Director of the Company, or his nominee.
- (b) *The maximum number of securities to be issued*
The maximum number of Shares to be issued is 100,000 Shares to Jean Claude Steinmetz and/or his nominee.
- (c) *The date by which the entity will issue the securities*
Subject to Shareholder approval, the Shares will be allotted and issued no later than one month after the date of the Meeting.
- (d) *The issue price of the securities*
The price at which the Shares will be issued will be 20 cents per share.
- (e) *The names of the allottees (if known) or the basis upon which the allottees will be identified or selected*
The allottee will be Jean Claude Steinmetz and/or his nominee.
- (f) *The terms of the securities*
The Shares 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.
- (g) *The intended use of the funds raised*
The funds will be used for infrastructure works prior to processing plant construction. This will include construction of the Yangibana mine site access road, acquisition and commissioning of an accommodation camp and preliminary engineering design work on the production plant.
- (h) *Voting Exclusion*
A voting exclusion statement forms part of this Notice.

6.4 Directors' Recommendation

The Directors, excluding Jean Claude Steinmetz, recommend that Shareholders vote in favour of Resolution 5.

7 RESOLUTION 6 - APPROVAL TO ISSUE PLACEMENT SHARES TO GUY ROBERTSON

7.1 Background

Under Resolution 6, the Company seeks Shareholder approval under ASX Listing Rule 10.11 for the issue of Shares to Guy Robertson (and/or their nominees), who is a Director.

Guy Robertson wishes to participate in the recent share placement - see ASX announcement dated 21 August 2017 on the same terms and conditions.

7.2 ASX Listing Rule Requirements

Unless one of the exceptions under ASX Listing Rule 10.12 applies, ASX Listing Rule 10.11 requires a listed company to obtain shareholder approval prior to the issue of securities, such as the Shares proposed to be issued under Resolution 6, to a related party of the Company. If approval is given under ASX Listing Rule 10.11, approval is not required under ASX Listing Rule 7.1.

The Company requires shareholder approval to issue the Shares to Guy Robertson as, for the purposes of ASX Listing Rule 10.11, the Director is a related party of the Company.

If Shareholder approval is obtained under Resolution 6, the Shares referred to in Resolution 6 will not be counted as reducing the number of equity securities which the Company can issue without Shareholder approval under the limit imposed by ASX Listing Rule 7.1.

7.3 ASX Listing Rule Disclosure Requirements

The following information is provided to members for the purpose of Listing Rule 10.13:

- (a) *The name of the person to whom the securities will be issued*
The Shares will be issued to Guy Robertson, who is a Director of the Company, or his nominee.
 - (b) *The maximum number of securities to be issued*
The maximum number of Shares to be issued is 125,000 Shares to Guy Robertson and/or his nominee.
 - (c) *The date by which the entity will issue the securities*
Subject to Shareholder approval, the Shares will be allotted and issued no later than one month after the date of the Meeting.
 - (d) *The issue price of the securities*
The price at which the Shares will be issued will be 20 cents per share.
 - (e) *The names of the allottees (if known) or the basis upon which the allottees will be identified or selected*
The allottee will be Guy Robertson and/or his nominee.
 - (f) *The terms of the securities*
The Shares 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.
-

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

The funds will be used for infrastructure works prior to processing plant construction. This will include construction of the Yangibana mine site access road, acquisition and commissioning of an accommodation camp and preliminary engineering design work on the production plant.

(h) *Voting Exclusion*

A voting exclusion statement forms part of this Notice.

7.4 Directors' Recommendation

The Directors, excluding Guy Robertson, recommend that Shareholders vote in favour of Resolution 6.

8 RESOLUTION 7 - APPROVAL TO ISSUE PLACEMENT SHARES TO FOON KEONG (CHARLES) LEW

8.1 Background

Under Resolution 7, the Company seeks Shareholder approval under ASX Listing Rule 10.11 for the issue of Shares to Charles Lew (and/or their nominees), who is a Director.

Charles Lew wishes to participate in the recent share placement - see ASX announcement dated 21 August 2017 on the same terms and conditions.

8.2 ASX Listing Rule Requirements

Unless one of the exceptions under ASX Listing Rule 10.12 applies, ASX Listing Rule 10.11 requires a listed company to obtain shareholder approval prior to the issue of securities, such as the Shares proposed to be issued under Resolution 7, to a related party of the Company. If approval is given under ASX Listing Rule 10.11, approval is not required under ASX Listing Rule 7.1.

The Company requires shareholder approval to issue the Shares to Charles Lew as, for the purposes of ASX Listing Rule 10.11, the Director is a related party of the Company.

If Shareholder approval is obtained under Resolution 7, the Shares referred to in Resolution 7 will not be counted as reducing the number of equity securities which the Company can issue without Shareholder approval under the limit imposed by ASX Listing Rule 7.1.

8.3 ASX Listing Rule Disclosure Requirements

The following information is provided to members for the purpose of Listing Rule 10.13:

- (a) *The name of the person to whom the securities will be issued*
The Shares will be issued to Charles Lew, who is a Director of the Company, or his nominee.
- (b) *The maximum number of securities to be issued*
The maximum number of Shares to be issued is 500,000 Shares to Charles Lew and/or his nominee.
- (c) *The date by which the entity will issue the securities*
Subject to Shareholder approval, the Shares will be allotted and issued no later than one month after the date of the Meeting.
- (d) *The issue price of the securities*
The price at which the Shares will be issued will be 20 cents per share.
- (e) *The names of the allottees (if known) or the basis upon which the allottees will be identified or selected*
The allottee will be Charles Lew and/or his nominee.
- (f) *The terms of the securities*
The Shares 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.
- (g) *The intended use of the funds raised*
The funds will be used for infrastructure works prior to processing plant construction. This will include construction of the Yangibana mine site access road, acquisition and commissioning of an accommodation camp and preliminary engineering design work on the production plant.
- (h) *Voting Exclusion*
A voting exclusion statement forms part of this Notice.

8.4 Directors' Recommendation

The Directors, excluding Charles Lew, recommend that Shareholders vote in favour of Resolution 7.

9 DEFINITIONS

In this Notice and Explanatory Memorandum:

ASX	means ASX Limited or the Australian Securities Exchange operated by ASX Limited, as the context requires.
Board	means the board of Directors.
Chair or Chairperson	means the chair of the Company.
Constitution	means the constitution of the Company as amended.
Corporations Act	means the <i>Corporations Act 2001</i> (Cth) as amended.
Director	means a director of the Company.
EST	means Eastern Standard Time.
Explanatory Memorandum	means this explanatory memorandum.
Listing Rule	means the listing rules of the ASX.
Meeting	means the meeting convened by this Notice (as adjourned from time to time).
Notice	means this notice of meeting.

Placement	has the meaning given in section 2.1 and section 4.1.
Proxy Form	means the proxy form attached to this Notice.
Resolution	means a resolution set out in the Notice.
Securities	means a Share or an Option.
Share	means a fully paid ordinary share in the capital of the Company.
Shareholder	means a holder of a Share.

ACN: 122 911 399

REGISTERED OFFICE:
SUITE 506, LEVEL 5
50 CLARENCE STREET
SYDNEY NSW 2000

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

«EFT_REFERENCE_NUMBER»

«Company_code» «Sequence_number»

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

Code: **HAS**

Holder Number: «HOLDER_NUM»

PROXY FORM

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

SECTION A: Appointment of Proxy

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

The meeting chairperson **OR**

or failing the person named, or if no person is named, the Chairperson of the meeting, as my/our Proxy to act generally at the meeting on my/our behalf and to vote in accordance with the following directions (or if no directions have been given, as the Proxy sees fit) at the General Meeting of the Company to be held at 11:00am AEST on Friday 29 September 2017 at Boardroom of the HLB Mann Judd, Level 19, 207 Kent Street, Sydney NSW 2000 and at any adjournment of that meeting.

SECTION B: Voting Directions

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

RESOLUTION	For	Against	Abstain*
1. Approval of issue of shares to Director - Foon Keong (Charles) Lew	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
2. Ratification of prior issue of 51,046,512 shares	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
3. Ratification of prior issue of 23,650,000 shares	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
4. Approval to issue placement shares to a director - Anthony Ho	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
5. Approval to issue placement shares to a director - Jean Claude Steinmetz	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
6. Approval to issue placement shares to a director - Guy Robertson	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
7. Approval to issue placement share to a director - Charles Lew	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

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

SECTION C: Signature of Security Holder(s)

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

Individual or Security Holder	Security Holder 2	Security Holder 3
<input type="text"/>	<input type="text"/>	<input type="text"/>
Sole Director & Sole Company Secretary	Director	Director/Company Secretary

Proxies must be received by Hastings Technology Metals Ltd no later than 11:00am AEST on Wednesday 27 September 2017.



My/Our contact details in case of enquiries are:

Name:

Number:

()

1. NAME AND ADDRESS

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

2. APPOINTMENT OF A PROXY

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

3. DIRECTING YOUR PROXY HOW TO VOTE

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

4. APPOINTMENT OF A SECOND PROXY

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

To appoint a second Proxy you must:

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

5. SIGNING INSTRUCTIONS

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

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

Power of Attorney: to sign under Power of Attorney you must have already lodged this document with the Company's share registry. If you have not previously lodged this document for notation, please attach a certified photocopy of the Power of Attorney to this form when you return it.

Companies: where the Company has a Sole Director who is also the Sole Company Secretary, this form must be signed by that person. If the Company (pursuant to section 204A of the Corporations Act 2001) does not have a Company Secretary, a Sole Director may sign alone. Otherwise this form must be signed by a Director jointly with either another Director or Company Secretary. Please indicate the office held in the appropriate place.

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

6. LODGEMENT OF PROXY

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

Hastings Technologies Metals Ltd

Postal Address PO BOX Q128
Queen Victoria Building NSW 1230 AUSTRALIA

Email guy.robertson@hastingstechmetals.com

PRIVACY STATEMENT

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

