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**WESTSTAR INDUSTRIAL LIMITED**

**ACN 119 047 693**

**NOTICE OF GENERAL MEETING**

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**TIME:** 2.00 pm (WST)

**DATE:** 1 August 2018

**PLACE:** Regency Partners, Suite 1, 437 Roberts Road, Subiaco

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

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## IMPORTANT INFORMATION

### TIME AND PLACE OF MEETING

The General Meeting of the Shareholders of WestStar Industrial Limited which this Notice of General Meeting relates to, will be held at 2:00 pm (WST) on 1 August 2018 at:

Regency Partners, Suite 1, 437 Roberts Road,  
Subiaco, Western Australia

### YOUR VOTE IS IMPORTANT

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

### VOTING ELIGIBILITY

The Directors have determined pursuant to Regulation 7.11.37 of the Corporations Regulations 2001 (Cth) that the Shareholders eligible to vote at the Meeting are those registered as Shareholders at 4:00pm (WST) on 30 July 2018.

### VOTING IN PERSON

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

### VOTING BY PROXY OR CORPORATE REPRESENTATIVE

To vote by proxy, please complete and sign the enclosed Proxy Form and return by the time and in accordance with the instructions set out on the Proxy Form.

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

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

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

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

Further details on these changes are set out below.

### Proxy vote if appointment specifies way to vote

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

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

### Transfer of non-chair proxy to chair in certain circumstances

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

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

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

### Lodgement of proxies

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

<u>Delivery Address</u>	<u>Postal Address</u>
Automatic Registry Services Suite 310, Level 3, 50 Holt Street, Surry Hills NSW 2010	Automatic Registry Services PO Box 2226 Strawberry Hills NSW 2012

A proxy form is attached to this notice

### Corporate Representatives

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

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## BUSINESS OF THE MEETING

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### AGENDA

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#### 1. RESOLUTION 1 – RATIFICATION OF ISSUE OF 66,666,667 SHARES TO SOPHISTICATED INVESTORS

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

*"That, for the purpose of Listing Rule 7.4 and for all other purposes, Shareholders ratify the issue of 66,666,667 Shares at an issue price of \$0.015 each on 18 June 2018 to sophisticated investors on the terms and conditions set out in the Explanatory Statement."*

**Voting Exclusion:** The Company will, disregard any votes cast by a person who may participate in the proposed issue and a person who may obtain a benefit, except a benefit solely in the capacity of a holder of ordinary securities and any of their associates other than votes cast: (a) as proxy for a person who is entitled to vote, in accordance with the directions on the proxy form; and (b) by the person chairing the meeting as proxy for a person who is entitled to vote, in accordance with the directions on the proxy form to vote as the proxy decides.

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#### 2. RESOLUTION 2 – ISSUE OF UP TO 33,333,333 LISTED OPTIONS TO SOPHISTICATED INVESTORS

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

*"That, for the purpose of Listing Rule 7.1 and for all other purposes, Shareholders approve the issue of up to 30,333,333 listed Options to sophisticated investors exercisable at \$0.02 each on or before 6 December 2018, on the terms and conditions set out in the Explanatory Statement."*

**Voting Exclusion:** The Company will, disregard any votes cast by a person who may participate in the proposed issue and a person who may obtain a benefit, except a benefit solely in the capacity of a holder of ordinary securities and any of their associates other than votes cast: (a) as proxy for a person who is entitled to vote, in accordance with the directions on the proxy form; and (b) by the person chairing the meeting as proxy for a person who is entitled to vote, in accordance with the directions on the proxy form to vote as the proxy decides.

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#### 3. RESOLUTION 3 – APPROVAL OF FUTURE PLACEMENT SHARES

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

*"That for the purpose of Listing Rule 7.1 and for all other purposes, Shareholders approve the issue of up to \$2,500,000 worth of Shares at an issue price per Share of not less than 80% of the VWAP of the Shares calculated over the last 5 days on which sales in the Shares were recorded before the day on which the new Shares are issued, to sophisticated investors on the terms and conditions set out in the Explanatory Statement."*

**Voting Exclusion:** The Company will, disregard any votes cast by a person who may participate in the proposed issue and a person who may obtain a benefit, except a benefit solely in the capacity of a holder of ordinary securities and any of their associates other than votes cast: (a) as proxy for a person who is entitled to vote, in accordance with the directions on the proxy form; and (b) by the person chairing the meeting as proxy for a person who is entitled to vote, in accordance with the directions on the proxy form to vote as the proxy decides.

**DATED: 2 July 2018**

**BY ORDER OF THE BOARD**

**DEREK HALL  
COMPANY SECRETARY  
WESTSTAR INDUSTRIAL LIMITED**

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## **EXPLANATORY STATEMENT**

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This Explanatory Statement has been prepared for the information of the Shareholders of the Company in connection with the business to be conducted at the General Meeting to be held at Regency Partners, Suite 1, 437 Roberts Road, Subiaco, Western Australia at 2:00 pm (WST) on 1 August 2018.

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

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### **1. RESOLUTION 1 – RATIFICATION OF ISSUE OF 66,666,667 SHARES TO SOPHISTICATED INVESTORS**

#### **1.1 General**

On 18 June 2018 the Company completed the placement of 66,666,667 Shares at \$0.015 each to raise approximately \$1,000,000 (before costs) (Placement). The Placement was made to sophisticated and professional investors utilising the Company's available placement capacity under Listing Rule 7.1 and 7.1A respectively. For every two (2) shares issued under the Placement, subscribers are to receive one (1) free attaching listed option. None of the free attaching listed options have been issued to date, this issuance is the subject of Resolution 2.

Listing Rule 7.4 permits the ratification of previous issues of securities made without prior Shareholder approval, provided the issue did not breach the 15% threshold set by Listing Rule 7.1 and as an eligible entity the additional 10% threshold under Listing Rule 7.1A. The effect of the ratification is to restore the Company's maximum discretionary power to issue further Shares up to 15% of the issued capital of the Company under Listing Rule 7.1 and an additional 10% under Listing Rule 7.1A without requiring Shareholder approval.

This Resolution seeks ratification under Listing Rule 7.4 of the issue of 66,666,667 Shares that was made on 18 June 2018 in order to restore the ability of the Company to issue further Shares within its respective limits during the next 12 months. The disclosure requirements under Listing Rule 7.5 are as follows:

#### **1.2 Listing Rule 7.5**

The following information in relation to the Shares is provided to Shareholders for the purposes of Listing Rule 7.5:

- (a) 66,666,667 Shares were issued;
- (b) the Shares were issued at an issue price of \$0.015 each;
- (c) the Shares issued were fully paid ordinary Shares in the capital of the Company and rank equally in all respects with the existing fully paid ordinary Shares on issue;
- (d) the Shares were issued to various sophisticated and professional investors, none of which are related parties of the Company;
- (e) funds raised from the issue will be used to underpin pending contracts for each of the Company's subsidiaries: Distinct Developments, SIMPEC and Precast Australia as well as providing working capital for the Company as a whole including Director and ASX fees; and
- (f) a voting exclusion statement is included in the Notice for this Resolution.

The Directors unanimously recommend that Shareholders vote in favour of this Resolution.

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### **2. RESOLUTION 2 – ISSUE OF UP TO 33,333,333 LISTED OPTIONS TO SOPHISTICATED INVESTORS**

#### **2.1 General**

Resolution 2 seeks Shareholder approval for the purpose of Listing Rule 7.1 and for all other purposes for the issue of 33,333,333 free attaching listed Options exercisable at \$0.02 each on or before 6 December 2018 pursuant to the Placement considered in Resolution 1.

Listing Rule 7.1 broadly provides, subject to certain exceptions, that Shareholder approval is required for any issue of securities by a listed company, where the securities proposed to be issued represent more than 15% of the Company's securities then on issue.

## 2.2 Listing Rule 7.3

The following information in relation to the Options to be issued is provided to Shareholders for the purposes of Listing Rule 7.3:

- (a) the maximum number of Options the Company can issue is 33,333,333;
- (b) the Company will issue the Options no later than three months after the date of the Meeting, unless otherwise extended by way of ASX granting a waiver to the Listing Rules;
- (c) the Options will be issued for nil consideration, as free attaching Options to the Placement Shares;
- (d) the Options will be issued to various sophisticated and professional investors, none of which are related parties of the Company;
- (e) the Options will be issued on the terms and conditions set out in Annexure A;
- (f) no funds will be raised by the issue of the Options;
- (g) the Options will be issued on one date; and
- (h) a voting exclusion statement is included in the Notice for this Resolution.

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## 3. RESOLUTION 3 – APPROVAL OF FUTURE PLACEMENT SHARES

### 3.1 Background

Resolution 3 seeks Shareholder approval for the proposed issue of up to \$2,500,000 worth of new Shares (Future Placement Shares) at an issue price per Share of not less than 80% of the VWAP of the Shares calculated over the last 5 days on which sales in the Shares were recorded before the day on which the Future Placement Shares are issued to various unrelated exempt investors that fall within one or more of the classes of exemptions specified in section 708 of the Corporations Act.

At this stage the Company has not committed to undertaking the issue of the Future Placement Shares, nor the price at which the Future Placement Shares will be issued. However, pursuant to Resolution 5 the Company is seeking the approval of Shareholders to provide it with flexibility to undertake the placement within 3 months after the Meeting.

### 3.2 Listing Rule 7.1

A summary of Listing Rule 7.1 is set out in section 7.2 above.

This Resolution seeks approval for the allotment and issue of up to \$2,500,000 worth of new Shares exempt investors who are not related parties of the Company for the purpose of satisfying the requirements of Listing Rule 7.1. The effect of this Resolution will be to allow the Company to issue the Shares 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.

For the purposes of Listing Rule 7.3, the following information is provided to Shareholders in relation to this Resolution:

- a) the maximum number of Shares to be issued is up to that number of Shares which, when multiplied by the issue price, equals \$2,500,000.
- b) the Future Placement Shares will be issued progressively as the recipients are identified. In any event, however, no Future Placement Shares will be issued later than 3 months after the Meeting (other than to the extent permitted by any waiver or modification of the Listing Rules).
- c) the Future Placement Shares will be issued for an issue price per Future Placement Share to be determined by the Directors, which may be a fixed or stated percentage that is at least 80% of the volume weighted average price of the Shares calculated over the last 5 days on which sales in the Shares were recorded before the day on which the Future Placement Shares are issued or, if there is a prospectus relating to the issue, over the last 5 days on which sales in the securities were recorded before the date the prospectus is signed.
- d) the recipients of the Future Placement Shares have not been identified but will be exempt investors under the Corporations Act. The Directors will determine to whom the Shares will be issued but these persons will not be related parties of the Company.

The Future Placement Shares will not be issued to any recipient who, upon such issue, and in combination with that recipient's associates, would have a relevant interest in excess of 19.99% of the Shares, unless further Shareholder approval is obtained or the issue of Future Placement Shares to that recipient otherwise complies with Chapter 6 of the Corporations Act.

- e) the Shares issued will rank equally in all respects with existing Shares on issue at the time.
- f) the funds raised are intended to enable WestStar businesses:
  - Distinct Developments Pty Ltd to progress the recently announced mixed use property development project;
  - SIMPEC Pty Ltd to service contracts where tenders are pending to be awarded including the provision of bank guarantees if required and expansion of the SIMPEC team;
  - Precast Australia Pty Ltd to service contracts where tenders are pending to be awarded and provide the capability to scale up if required.

In addition, funds will be used to meet corporate overhead costs of the parent entity including ASX and director fees.

- g) a voting exclusion statement is included in the Notice for this Resolution.

### 3.3 Dilution

The volume weighted average price for Shares on the 5 days on which sales in Shares were recorded before 28 June 2018 was \$0.0183. The lowest issue price (i.e. maximum discount) of not less than 80% of this volume weighted average price would be \$0.0147 per Share.

Accordingly, set out below is a worked example of the number of Shares that may be issued under this Resolution based on an assumed issue price of \$0.0183, \$0.019, being the price as at 27 June 2018 and \$0.0147.

Assumed issue price	Maximum number of Shares which the Company could issue (rounded up to the nearest whole number) pursuant to Resolution 5	Current Shares on issue as at the date of this Notice	Increase in the number of Shares on issue assuming the Company issued the maximum amount pursuant to Resolution 5	Dilution effect on existing Shareholders
\$0.0183	136,612,022	458,254,616	594,866,638	22.97%
\$0.0190	131,578,947	458,254,616	589,833,563	22.31%
\$0.0147	170,068,027	458,254,616	628,322,643	27.07%

Assuming no Options are exercised, no Performance Shares converted, 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 458,254,616 (being the number of Shares on issue as at the date of this Notice) to 628,322,643 and the shareholding of existing Shareholders would be diluted by 27.07%

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.

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## 4. RECOMMENDATIONS

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

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## 5. ENQUIRIES

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

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## GLOSSARY

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**\$** means Australian dollars.

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

**ASIC** means the Australian Securities and Investments Commission.

**ASX** means ASX Limited.

**Board** means the board of directors of the Company.

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

**Chair** means the chair of the Meeting.

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

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

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

**Constitution** means the Company's constitution.

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

**Directors** mean the current directors of the Company.

**Explanatory Statement** means the explanatory statement accompanying the Notice.

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

**Managing Director** means the managing director of the Company.

**Notice of Meeting** means this notice of general meeting including the Explanatory Statement.

**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 holder of a Share.

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

## ANNEXURE A – OPTION TERMS

### (a) Entitlement

Each Option entitles the holder to subscribe for one Share upon exercise of the Option.

### (b) Exercise Price

Subject to paragraph (j), the amount payable upon exercise of each Option will be \$0.02 (**Exercise Price**).

### (c) Expiry Date

Each Option will expire at 5:00 pm (WST) on the date that is 18 months following the date of its issue (**Expiry Date**). An Option not exercised before the Expiry Date will automatically lapse on the Expiry Date.

### (d) Exercise Period

The Options are exercisable at any time on or prior to the Expiry Date (**Exercise Period**).

### (e) Notice of Exercise

The Options may be exercised during the Exercise Period by notice in writing to the Company in the manner specified on the Option certificate (**Notice of Exercise**) and payment of the Exercise Price for each Option being exercised in Australian currency by electronic funds transfer or other means of payment acceptable to the Company.

### (f) Exercise Date

A Notice of Exercise is only effective on and from the later of the date of receipt of the Notice of Exercise and the date of receipt of the payment of the Exercise Price for each Option being exercised in cleared funds (**Exercise Date**).

### (g) Timing of issue of Shares on exercise

Within 15 Business Days after the Exercise Date, the Company will:

- (i) allot and issue the number of Shares required under these terms and conditions in respect of the number of Options specified in the Notice of Exercise and for which cleared funds have been received by the Company;
- (ii) if required, give ASX a notice that complies with section 708A(5)(e) of the Corporations Act, or, if the Company is unable to issue such a notice, lodge with ASIC a prospectus prepared in accordance with the Corporations Act and do all such things necessary to satisfy section 708A(11) of the Corporations Act to ensure that an offer for sale of the Shares does not require disclosure to investors; and
- (iii) if admitted to the official list of ASX at the time, apply for official quotation on ASX of Shares issued pursuant to the exercise of the Options.

If a notice delivered under (g)(ii) for any reason is not effective to ensure that an offer for sale of the Shares does not require disclosure to investors, the Company must, no later than 20 Business Days after becoming aware of such notice being ineffective, lodge with ASIC a prospectus prepared in accordance with the Corporations Act and do all such things necessary to satisfy section 708A(11) of the Corporations Act to ensure that an offer for sale of the Shares does not require disclosure to investors.

### (h) Shares issued on exercise

Shares issued on exercise of the Options rank equally with the then issued shares of the Company.

### (i) Quotation of Shares issued on exercise

If admitted to the official list of ASX at the time, application will be made by the Company to ASX for quotation of the Shares issued upon the exercise of the Options.

### (j) Reconstruction of capital

If at any time the issued capital of the Company is reconstructed, all rights of an Optionholder are to be changed in a manner consistent with the Corporations Act and the ASX Listing Rules at the time of the reconstruction.

### (k) Participation in new issues

There are no participation rights or entitlements inherent in the Options and holders will not be entitled to participate in new issues of capital offered to Shareholders during the currency of the Options without exercising the Options.

### (l) Change in exercise price

An Option does not confer the right to a change in Exercise Price or a change in the number of underlying securities over which the Option can be exercised.

### (m) Quoted

The Company will apply for quotation of the Options on ASX.

### (n) Transferability

The Options are transferable subject to any restriction or escrow arrangements imposed by ASX or under applicable Australian securities laws.



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

**Holder Number:**

## Vote by Proxy: WSI

Your proxy voting instruction must be received by **2.00pm (WST) on Monday, 30 July 2018**, being **not later than 48 hours** before the commencement of the Meeting. Any Proxy Voting instructions received after that time will not be valid for the scheduled Meeting.

### SUBMIT YOUR PROXY VOTE ONLINE

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

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



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

### SUBMIT YOUR PROXY VOTE BY PAPER

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

#### YOUR NAME AND ADDRESS

The name and address shown above is as it appears on the Company's register. If this information is incorrect, and you have an Issuer Sponsored holding, you can update your address through the investor portal:

<https://investor.automic.com.au/#/home> Shareholders registered by a broker should advise their broker of any changes.

#### VOTING UNDER STEP 1 - APPOINTING A PROXY

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

#### DEFAULT TO THE CHAIRMAN OF THE MEETING

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

#### VOTES ON ITEMS OF BUSINESS – PROXY APPOINTMENT

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

#### APPOINTMENT OF SECOND PROXY

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

#### SIGNING INSTRUCTIONS

You must sign this form as follows in the spaces provided

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

**Joint holding:** Where the holding is in more than one name, all of the Shareholders should sign.

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

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

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

#### CORPORATE REPRESENTATIVES






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

#### ATTENDING THE MEETING

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

#### POWER OF ATTORNEY

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

<b>CONTACT</b>	<b>Return your completed form:</b>   <b>BY MAIL</b> Automic Registry Services PO Box 2226 Strawberry Hills NSW 2012	<b>Contact us – All enquiries to Automic:</b>   <b>WEBCHAT</b> <a href="https://automic.com.au/">https://automic.com.au/</a>
	 <b>IN PERSON</b> Automic Registry Services Level 3, 50 Holt Street, Surry Hills NSW 2010	 <b>EMAIL</b> <a href="mailto:hello@automic.com.au">hello@automic.com.au</a>
		 <b>PHONE</b> 1300 288 664 (Within Australia) +61 2 9698 5414 (Overseas)

<b>STEP 1: Please appoint a Proxy</b>	<b>Complete and return this form as instructed only if you do not vote online</b> I/We being a Shareholder entitled to attend and vote at the General Meeting of Weststar Industrial Limited, to be held at <b>2.00pm (WST) on Wednesday, 1 August 2018 at Regency Partners, Suite 1, 437 Roberts Road, Subiaco</b> hereby:
	<b>Appoint the Chairman of the Meeting (Chair)</b> OR if you are not appointing the Chairman of the Meeting as your proxy, please write the name of the person or body corporate you are appointing as your 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 and at any adjournment thereof. <div style="border: 1px solid black; height: 25px; width: 100%; margin-top: 5px;"></div>
	<b>The Chair intends to vote undirected proxies in favour of all Resolutions in which the Chair is entitled to vote.</b> Unless indicated otherwise by ticking the "for," "against" or "abstain" box you will be authorising the Chair to vote in accordance with the Chair's voting intention.

<b>STEP 2: Your Voting Direction</b>	<table border="0" style="width: 100%;"> <tr> <th style="text-align: left;">Resolutions</th> <th style="text-align: center;">For</th> <th style="text-align: center;">Against</th> <th style="text-align: center;">Abstain</th> </tr> <tr> <td>1. Ratification of issue of 66,666,667 Shares to sophisticated investors</td> <td style="text-align: center;"><input type="checkbox"/></td> <td style="text-align: center;"><input type="checkbox"/></td> <td style="text-align: center;"><input type="checkbox"/></td> </tr> <tr> <td>2. Issue of up to 33,333,333 Listed Options to sophisticated investors</td> <td style="text-align: center;"><input type="checkbox"/></td> <td style="text-align: center;"><input type="checkbox"/></td> <td style="text-align: center;"><input type="checkbox"/></td> </tr> <tr> <td>3. Approval of future Placement Shares</td> <td style="text-align: center;"><input type="checkbox"/></td> <td style="text-align: center;"><input type="checkbox"/></td> <td style="text-align: center;"><input type="checkbox"/></td> </tr> </table>	Resolutions	For	Against	Abstain	1. Ratification of issue of 66,666,667 Shares to sophisticated investors	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	2. Issue of up to 33,333,333 Listed Options to sophisticated investors	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	3. Approval of future Placement Shares	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
	Resolutions	For	Against	Abstain													
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3. Approval of future Placement Shares	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>														
	<p><i>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.</i></p>																

<b>STEP 3: Sign</b>	<b>SIGNATURE OF SHAREHOLDERS – THIS MUST BE COMPLETED</b>								
	<table border="0" style="width: 100%;"> <tr> <td style="text-align: center;">Individual or Securityholder 1</td> <td style="text-align: center;">Securityholder 2</td> <td style="text-align: center;">Securityholder 3</td> </tr> <tr> <td style="text-align: center;"><div style="border: 1px solid black; height: 25px; width: 100%;"></div></td> <td style="text-align: center;"><div style="border: 1px solid black; height: 25px; width: 100%;"></div></td> <td style="text-align: center;"><div style="border: 1px solid black; height: 25px; width: 100%;"></div></td> </tr> <tr> <td style="text-align: center;">Sole Director and Sole Company Secretary</td> <td style="text-align: center;">Director</td> <td style="text-align: center;">Director / Company Secretary</td> </tr> </table> <p>Contact Name..... Contact Daytime Telephone..... Date ____/____/____</p> <p>Email Address _____</p> <p><b>By providing your email address, you elect to receive all of your communications despatched by the Company electronically (where legally permissible).</b></p>	Individual or Securityholder 1	Securityholder 2	Securityholder 3	<div style="border: 1px solid black; height: 25px; width: 100%;"></div>	<div style="border: 1px solid black; height: 25px; width: 100%;"></div>	<div style="border: 1px solid black; height: 25px; width: 100%;"></div>	Sole Director and Sole Company Secretary	Director
Individual or Securityholder 1	Securityholder 2	Securityholder 3							
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Sole Director and Sole Company Secretary	Director	Director / Company Secretary							