



sementis™

SEMENTIS LIMITED

ACN 138 550 811

NOTICE OF ANNUAL GENERAL MEETING

TIME: 5:00pm (AEDT)

DATE: Thursday, 30 November 2017

VENUE: Gadens Lawyers, Level 25, 600 Bourke Street, Melbourne

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VENUE

The Annual General Meeting of the Shareholders of Sementis Limited ACN 138 550 811 to which this Notice of Meeting relates will be held at 5:00pm (AEDT) on Thursday, 30 November 2017 at Gadens Lawyers, Level 25, 600 Bourke Street, Melbourne.

IMPORTANT INFORMATION

As this document contains important information, it should be read very carefully by you prior to the meeting.

Its purpose is to acquaint you, as a Shareholder of the Company, with details of one (1) resolution which is proposed to be considered and voted on at the Company's Annual General Meeting and to present the Company's financial, Auditor's and Directors' reports.

COMPLIANCE WITH THE LAW

This Notice of Meeting and the explanatory notes have been prepared and submitted to Shareholders in order to comply with the Act.

An ordinary resolution must be passed by a majority of the votes cast by members entitled to vote on the resolution, and who vote in person, or by proxy or representative (in the case of a company). If an ordinary resolution is passed, it will immediately bind the Company and all of its Shareholders, unless otherwise stated in this Notice of Meeting.

VOTING IN PERSON

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

VOTING BY PROXY

A Shareholder of the Company has the right to appoint a proxy. A proxy need not be a member of the Company.

A Shareholder is entitled to appoint not more than two (2) proxies to attend and vote on behalf of such member.

A Shareholder entitled to cast two (2) or more votes may appoint two (2) proxies and may specify the proportion or number of votes each proxy is appointed to exercise.

If the proportion or number of votes that each proxy may exercise is not specified then each proxy may exercise half of the votes (any fractions will be disregarded).

A proxy document or form is valid if it is signed by the Shareholder of the Company making the appointment and contains the Shareholder's address, the Company's name, the proxy's name or the name of the office held by the proxy and the meeting at which the appointment may be used and is received in accordance with the instructions set out below.

For the appointment of a proxy, the Proxy Form enclosed in this Notice of Meeting may be used. In order for the appointment of a proxy to be valid, the proxy form must be received no later than 5:00pm on 28 November 2017. If the proxy form is signed by the appointor's attorney, the authority (or certified copy of the authority) under which the appointment was signed must be received no later than 5:00pm on 28 November 2017.

To vote by proxy, please complete and sign the proxy form enclosed and send the proxy form to the company secretary by:

(a) by post to:

C/- Gadens Lawyers, to the attention of Richard Partridge
GPO Box 48
Melbourne VIC 3001

- (b) by personal delivery to:
C/- Gadens Lawyers, to the attention of Richard Partridge
Level 25, 600 Bourke Street
Melbourne VIC 3000
- (c) by faxing it to +61 3 9252 2500, to the attention of Richard Partridge;
- (d) by scanning and emailing an electronic copy to the Company Secretary
mei.cockerall@sementis.com.au

not later than 5:00pm (AEDT) on 28 November 2017.

Proxy forms received later than this time will be invalid.

Proxy vote if appointment specifies way to vote

Section 250BB(1) of the 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:

- (a) 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
- (b) if the proxy has two (2) or more appointments that specify different ways to vote on the resolution – the proxy must not vote on a show of hands; and
- (c) 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
- (d) 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).

If a proxy is also a member, their appointment does not affect the way that the person can cast any votes they hold as a member.

Transfer of non-chair proxy to Chair in certain circumstances

Section 250BC of the Act provides that, if:

- (a) 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
- (b) the appointed proxy is not the Chair of the meeting; and
- (c) at the meeting, a poll is duly demanded on the question that the resolution be passed; and
- (d) either of the following applies:
 - (i) if a record of attendance is made for the meeting - the proxy is not recorded as attending the meeting;
 - (ii) 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.

FURTHER INFORMATION

Please refer to the Explanatory Memorandum which accompanies this Notice of Meeting for further information on the business to be conducted at the Annual General Meeting, and an explanation of each of the resolutions.

NOTICE OF ANNUAL GENERAL MEETING

Notice is given that an Annual General Meeting of Shareholders of the Company will be held at 5:00pm (AEDT) on Thursday, 30 November 2017 at Gadens Lawyers, Level 25, 600 Bourke Street, Melbourne.

The Explanatory Memorandum to this Notice of Meeting provides additional information on the matter to be considered at the Annual General Meeting. The Explanatory Memorandum and the proxy form are part of this Notice of Meeting.

For the purposes of this Meeting, in accordance with Regulation 7.11.37 of the Corporations Regulations 2001, the Board has determined that a Shareholder's entitlement to vote at the Meeting will be the entitlement of that Shareholder set out in the register of Shareholders as at 5:00pm (AEDT) on 29 November 2017. Accordingly, share transfers registered after that time will be disregarded in determining entitlements to attend and vote at the Meeting.

Terms and abbreviations used in this Notice of Meeting and Explanatory Memorandum are defined in the Glossary.

BUSINESS

Item 1. Financial Reports and Statements

To receive and consider the financial report and Reports of the Directors and of the Auditor for the financial year ended 30 June 2017.

Item 2. Remuneration of Non-executive Directors

Resolution 1. To consider and, if thought fit, to pass, with or without modification(s), the following resolution as an **ordinary** resolution:

"That, for the purposes of clause 57.1 of the Constitution and with effect from the financial year commencing 1 July 2017, the maximum aggregate amount available for the remuneration of non-executive Directors for their services as directors be a combination of:

- (a) \$60,000 per financial year (excluding statutory charges and contributions); and
- (b) 5 million fully paid ordinary shares in the capital of the Company per financial year,

to be divided among the non-executive Directors in such proportion and manner as the Board may determine."

Item 3. Other Business

DATED: 3 November 2017

BY ORDER OF THE BOARD



Paul Howley
Director
SEMENTIS LIMITED

EXPLANATORY MEMORANDUM

This Explanatory Memorandum has been prepared for the information of the Shareholders of the Company in connection with the business to be conducted at the Annual General Meeting of the Company to be held at 5:00pm (AEDT) on 30 November 2017 at Gadens Lawyers, Level 25, 600 Bourke Street, Melbourne.

BUSINESS

Item 1. Financial Reports and Statements

The Act requires:

- (a) the reports of the directors and auditors; and
- (b) the annual financial report, including the financial statement of the Company for the year ended 30 June 2017,

to be laid before the annual general meeting. The Act does not require a vote of Shareholders on the reports or statements. However, Shareholders will be given ample opportunity to raise questions or comments on the management of the Company. The financial report for consideration at the Meeting will be the full financial report.

A copy of the Financial Reports and Statements can be found on the Company's website www.sementis.com.au. If a hard copy is preferred by the Shareholder please contact the Company directly for a copy. A reasonable opportunity will also be given to members as a whole at the Meeting to ask the Company's auditor questions relevant to the conduct of the audit, the preparation and content of the auditor's report, the accounting policies adopted by the Company in relation to the preparation of the financial statements and the independence of the auditor in relation to the conduct of the audit.

Item 2. Increase in non-executive director fee pool

Resolution 1 seeks Shareholder approval for the annual maximum aggregate amount of non-executive Directors' remuneration to be increased to a combination of up to \$60,000 per annum (excluding statutory charges and contributions) and up to 5 million fully paid ordinary shares in the capital of the Company per financial year. 5 million shares currently represents approximately 1.39% of the total share capital of the company on a fully diluted basis.

In accordance with clause 57.1 of the Company's Constitution, shareholders must approve the maximum aggregate annual remuneration that may be provided to non-executive Directors for their services as Directors.

Non-executive Directors are entitled to be paid a fee in respect of their services to the Board. The current threshold, as approved by shareholders at the AGM held on 29 November 2013 (at a time at which shares were subscribed for at \$0.08 per share), is set at a combination of up to 1.5 million ordinary shares in the capital of the Company and up to \$40,000 per annum (excluding statutory charges and contributions) per annum.

Whilst the non-executives have not been remunerated in the form of shares since 2013, the Board acknowledges that the proposed new maximum annual aggregate remuneration is required in order to provide it with the ability to suitably remunerate and retain its non-executives in the immediate future, with the scope to potentially attract additional non-executive Directors.

The Board recommends that eligible Shareholders vote in favour of the resolution to set the maximum annual aggregate amount of non-executive Directors' remuneration.

The Chairman of the Meeting intends to vote all undirected proxies in favour of Resolution 1.

Voting Exclusion Statement

The Company will disregard any votes cast on Resolution 1 by the non-executive Directors or any of their associates unless the vote is cast as a proxy for a person who is entitled to vote on Resolution 1 in accordance with the directions on the voting form and it is not cast on behalf of a non-executive Director or any of their associates.

GLOSSARY

\$ means Australian dollars.

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

AEDT means Australian Eastern Daylight Time.

Board means the board of Directors.

Company means Sementis Limited ACN 138 550 811.

Directors mean the current directors of the Company.

Explanatory Memorandum means the Explanatory Memorandum to the Notice.

Meeting means the meeting convened by the Notice.

Notice means the notice of Annual General Meeting accompanying the Explanatory Memorandum.

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

Share means a share in the capital of the Company.

Shareholder means a holder of a Share.

PROXY FORM

APPOINTMENT OF PROXY SEMENTIS LIMITED

ACN 138 550 811

ANNUAL GENERAL MEETING

I/We

being a Member of Sementis Limited entitled to attend and vote at the Meeting,
hereby

Appoint

Name of proxy

OR

Mark this box if you wish to appoint the Chairman of the Meeting as your proxy

or failing the person so named or, if no person is named, the Chairman of the Meeting or the Chairman's nominee, to vote in accordance with the following directions or, if no directions have been given, as the proxy sees fit at the Annual General Meeting to be held at 5:00pm (AEDT) on 30 November 2017 at Gadens Lawyers, Level 25, 600 Bourke Street, Melbourne and at any adjournment thereof. If no directions are given in relation to the other resolutions, the Chairman will also vote in favour of those Resolutions.

Voting on Business of the Annual General Meeting

FOR AGAINST ABSTAIN

Resolution 1 – Increase in non-executive director fee pool

If you mark the abstain box for a particular item, you are directing your proxy not to vote on that item on a show of hands or on a poll and that your shares are not to 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 _____ %

Signed this _____ day of November 2017

By:

Individuals and joint holders

Signature
Signature
Signature

Companies (affix common seal if appropriate)

Director
Director/Company Secretary
Sole Director and Sole Company Secretary

SEMENTIS LIMITED

ACN 138 550 811

Instructions for Completing 'Appointment of Proxy' Form

1. A member entitled to attend and vote at a Meeting is entitled to appoint not more than two proxies to attend and vote on their behalf. Where more than one proxy is appointed, such proxy must be allocated a proportion of the member's voting rights. If the shareholder appoints two proxies and the appointment does not specify this proportion, each proxy may exercise half the votes.
2. A duly appointed proxy need not be a member of the Company. In the case of joint holders, all must sign.
3. Corporate shareholders should comply with the execution requirements set out on the Proxy Form or otherwise with the provisions of Section 127 of the Act. Section 127 of the Act provides that a company may execute a document without using its common seal if the document is signed by:
 - 2 directors of the company;
 - a director and a company secretary of the company; or
 - for a proprietary company that has a sole director who is also the sole company secretary – that director.

For the Company to rely on the assumptions set out in Section 129(5) and (6) of the Corporations Act, a document must appear to have been executed in accordance with Section 127(1) or (2). This effectively means that the status of the persons signing the document or witnessing the affixing of the seal must be set out and conform to the requirements of Section 127(1) or (2) as applicable. In particular, a person who witnesses the affixing of a common seal and who is the sole director and sole company secretary of the company must state that next to his or her signature.

4. 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. Where a Proxy Form or form of appointment of corporate representative is lodged and is executed under power of attorney, the power of attorney must be lodged in like manner as this proxy.
6. To vote by proxy, please complete and sign the proxy form enclosed and send the proxy form by:

by post to:

 - (a) C/- Gadens Lawyers, to the attention of Richard Partridge
GPO Box 48
Melbourne VIC 3001
 - (b) by personal delivery to:
C/- Gadens Lawyers, to the attention of Richard Partridge
Level 25, 600 Bourke Street
Melbourne VIC 3000
 - (c) by faxing it to +61 3 9252 2500, to the attention of Richard Partridge;
 - (d) by scanning and emailing an electronic copy to the Company Secretary mei.cockerall@sementis.com.au

not later than 5:00pm (AEDT) on 28 November 2017.

Proxy forms received later than this time will be invalid.