

Release to the Australian Securities Exchange**Notice of Annual General Meeting for XTEK Limited**

Canberra – 22 October 2015: XTEK Limited (ASX:XTE) advises that the Annual General Meeting of the Company, is scheduled to commence at 12.30 pm on 26 November 2015 at XTEK Head Office, 3 Faulding Street, Symonston, ACT 2609.

A copy of the Notice of Meeting, Explanatory Statement and Proxy Form are attached and form part of this announcement.

XTEK Limited is a leading company in the Australian Homeland Security Market. XTEK's knowledge and expertise is focused on the delivery of protection and sustaining solutions for Defence forces, State and Federal law enforcement agencies, corrections and customs services, and government clients. For more information visit the XTEK website at www.xtek.net

Signed for and on behalf of XTEK Limited:



Lawrence A Gardiner

Company Secretary

22 October 2015

NOTICE OF ANNUAL GENERAL MEETING

Thursday 26 November 2015

Notice is hereby given that the Annual General Meeting of the Shareholders of XTEK Limited ('Company' or 'XTEK') will be held at XTEK Head Office, 3 Faulding Street, Symonston, ACT 2609, on Thursday 26 November 2015, commencing at 12:30 pm.

The Explanatory Notes that accompany and form part of this Notice of Annual General Meeting describe the various matters to be considered.

ORDINARY BUSINESS

1. Chairman's Address

2. Financial Statements and Reports

To receive and consider:

- the Financial Report;
- the Directors' Report; and
- the Auditor's Report for the financial year ended 30 June 2015.

Note: The Auditor of XTEK or their representative, will be available to receive questions relevant to the Financial Report and the Auditor's Report.

3. Resolutions

Resolution 1

Adopt Remuneration Report

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

"That the Remuneration Report, as set out in the Annual Report for the Financial Year ended 30 June 2015, be adopted".

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

Resolution 2

Election of Mr. Ivan Slavich as a Director

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

"That, for the purpose of section 201H(3) of the Corporations Act and for all other purposes, Shareholders confirm the appointment of Mr. Ivan Slavich, being a retiring Director and being eligible, be re-elected as a Director of the Company".

Resolution 3

Ratification of Issue of New Securities

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

"That, in compliance with ASX Listing Rule 7.1 of, Shareholders ratify the issue of 2,200,000 new ordinary securities in the capital of the Company, as per the terms set out in the Explanatory Statement"

Resolution 4

Additional placement capacity

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

"That, in compliance with ASX Listing Rule 7.1A, Shareholders approve an additional placement capacity of up to 10% of the Company's capital, to issue equity securities, as per the terms set out in the Explanatory Statement"

Resolution 5

Proposed Issue of additional New Securities

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

"That, in compliance with ASX Listing Rule 10.11, Shareholders approve the issue of up to 1,250,000 new ordinary securities in the capital of the Company, as per the terms set out in the Explanatory Statement"

OTHER BUSINESS

4. Other Business

To transact any other business that may be legally brought forward at the AGM.

DETERMINATION OF VOTING ENTITLEMENTS

In accordance with regulation 7.11.37 of the Corporations Regulations 2001 (Cth), the Directors have determined that the shareholding of each member for the purposes of ascertaining voting entitlements for the Annual General Meeting, will be as it appears in the share register at 7.00pm (Canberra Time) on Tuesday, 24 November 2015.

By order of the Board



Lawrence A Gardiner
Company Secretary
21 October 2015

EXPLANATORY STATEMENT

PURPOSE OF INFORMATION

The purpose of this Explanatory Statement, which is included in and forms part of the Notice of Annual General Meeting (AGM) dated 21 October 2015, is to provide members with an explanation of the business of the meeting and of the resolutions to be proposed and considered at the AGM to be held on Thursday 26 November 2015 commencing at 12:30pm at XTEK Head Office, 3 Faulding Street, Symonston, ACT 2609 and to assist members to determine how they wish to vote on each resolution.

FINANCIAL STATEMENTS AND REPORTS

Pursuant to the Corporations Act, the Directors of a public company are required to hold an Annual General Meeting and must table the financial statements and reports of the Company (including the Directors' Report and Auditor's Report) for the previous financial year before the members at that AGM.

Shareholders have been provided with all relevant information concerning the Company's financial statements, the Directors' Report and Auditor's Report in the Annual Report of the Company for the year ended 30 June 2015. A copy of the Annual Report has been forwarded to each Shareholder (other than those Shareholders who have previously notified the Company that they elect not to receive the Annual Report, whether in paper form or electronically). Any Shareholder who has made this election and now wishes to receive a paper or electronic copy of the Annual Report should contact the Company to arrange receipt. The Annual Report can also be viewed, printed and downloaded from the Company's website www.xtek.net. A copy of the financial statements, the Directors' Report and the Auditor's Report will also be tabled at the AGM.

Shareholders should note that the sole purpose of tabling the financial statements and the reports of the Company at the AGM is to provide the Shareholders with the opportunity to be able to ask questions or discuss matters arising from the financial statements and/or the reports at the meeting. It is not the purpose of the meeting that the financial statements or the reports be accepted, rejected or modified in any way. Further, as it is not required by the Corporations Act, no resolution to adopt, receive or consider the Company's financial statements or the reports (other than the Remuneration Report) will be put to the Shareholders at the meeting.

Members will be given a reasonable opportunity at the meeting to ask questions and make comments on the financial statements and the reports. The Company's Auditor will also be available to receive questions and comments from Shareholders about the preparation and content of the financial statements and the Auditor's Report and the conduct of the audit generally.

Further, any Shareholder entitled to cast a vote at the AGM may submit written questions to the Auditor if:

1. the question is relevant to:
 - i. the content of the Auditor's Report to be considered at the AGM; or
 - ii. the conduct of the audit of the 2015 financial report to be considered at the AGM; and
2. the Shareholder gives the question to the Company no later than 5 business days before the day on which the AGM is to be held.

REMUNERATION REPORT (Resolution 1)

- The Directors' Report for the year ended 30 June 2015 contains a Remuneration Report, which sets out the policy for remuneration of the Directors and the Company Secretary.
- The Corporations Act requires that a resolution be put to the Shareholders of listed companies at their AGM, that the Remuneration Report be adopted.
- The Corporations Act expressly provides that the vote is advisory only and does not bind the Directors or the Company.
- Shareholders attending the AGM will be given a reasonable opportunity to ask questions about, or make comments on, the Remuneration Report.

ELECTION OF MR. SLAVICH AS A DIRECTOR (Resolution 2)

Clause 6.1 (f) and (g) of the Company's Constitution requires at least one Director retire from office and be subject to re-election (if sought) at the next AGM of the Company, when the Director may be re-elected. In accordance with Clause 6.1 (g) Mr. Slavich has agreed to retire at the 2015 AGM, he is eligible for re-election and is seeking re-appointment as a Director.

Biography of Mr. Ivan Slavich

Mr. Ivan Slavich, aged 51, was appointed a Director of the Company on 24 September 2013. Mr. Slavich has over 25 years of senior management experience in the energy, government, banking and telecommunications industries. He has a proven track record over numerous years of being an exceptional leader and motivator in developing and implementing strategic innovations, business process re-engineering and integration, resulting in substantial improvement of business sales and profitability.

Other Directorships

- Director Trident Corporate Services Pty Ltd
- Director Service One Members Banking

RATIFICATION OF ISSUE OF NEW SECURITIES (Resolution 3)

The Company is seeking shareholder ratification of the issue of the 2,200,000 New Securities under ASX Listing Rule 7.4 in order to give it maximum flexibility to issue new securities in the forthcoming 12 months (should that need arise). Resolution 3 set out in the Notice of Meeting seeks shareholder ratification of the issue of New Securities.

Pursuant to ASX Listing Rule 7.4, a Company may subsequently ratify issues of securities that have already taken place. By doing so, the Company is able to refresh its ability (under ASX Listing Rule 7.1) to issue up to the maximum limit of 15% of its issued capital in any 12 month period without shareholder approval. In order to obtain approval of Resolution 3 under ASX Listing Rule 7.4, the Company is required to provide certain information in accordance with ASX Listing Rule 7.5. This information is set out below.

- Number of New Securities issued – 950,000 New Securities issued on 16 July 2015 and a further 1,250,000 securities to be issued prior to the AGM, as a placement to Kentgrove Capital. Total of 2,200,000 New Securities.
- Issue price – Initial issue of 950,000 New Securities deemed at \$0.40 per security, subsequent issue of 1,250,000 New Securities will be at 95% of the average market price for the Companies securities at time of issue.
- Terms of the New Securities – Each New Security will rank equally, from the date of issue, with all XTEK's other issued fully paid ordinary shares.
- Name of Recipient – Kentgrove Capital
- Use of funds – Initial issue of New Securities made as an equity payment to Kentgrove Capital to satisfy Establishment Fee and Collateral (Security) provisions. Subsequent issue of New Securities to be made to raise working capital; primarily for development and commercialisation of XTclavTM and XTatlasTM technologies.
- Voting Exclusion Statement – The Voting Exclusion Statement relating to Resolution 3 is included in the Notice of Meeting.

ADDITIONAL PLACEMENT CAPACITY (Resolution 4)

Pursuant to ASX Listing Rule 7.1A, the Company is seeking shareholder approval for an additional placement capacity of up to 10% of the Company's capital, in order to give it maximum flexibility for the issue of new securities in the forthcoming 12 months (should that need arise). In order to obtain approval of Resolution 4 under ASX Listing Rule 7.1A, the Company is required to provide certain information in accordance with ASX Listing Rule 7.1A. This information is set out below.

- Expiry Date – 25 November 2016
- Number of securities to be issued – As per issue formula defined in ASX Listing Rule 7.1A.2 (A x D) – E
- Issue price – 95% of the average market price for the Companies securities at time of issue
- Terms of the securities – Each New Security will rank equally, from the date of issue, with all XTEK's other issued fully paid ordinary shares.
- Name of Recipient – Kentgrove Capital/Sophisticated Investors
- Use of funds – Any New Securities issued will be through placements made to prior to 25 November 2016, to raise working capital; primarily for corporate merger and acquisition purposes.
- Voting Exclusion Statement – The Voting Exclusion Statement relating to Resolution 5 is included in the Notice of meeting.

PROPOSED ISSUE OF NEW SECURITIES (Resolution 5)

The Company proposes to issue up to 1,250,000 New Securities in the capital of the Company to Kentgrove Capital to raise equity capital. The Company is seeking shareholder approval under ASX Listing Rules 7.1 and 7.3 for the issue of up to 1,250,000 New Securities at a minimum issue price that is deemed to be 95% of the average market price for the Companies securities, at the time of issue. In order to obtain approval of Resolution 5 under ASX Listing Rule 7.1, the Company is required to provide certain information in accordance with ASX Listing Rule 7.3.

This information is set out below.

- Number of securities to be issued – 1,250,000, prior to 25 February 2016
- Issue price – 95% of the average market price for the Companies securities at time of issue
- Terms of the securities – Each New Security will rank equally, from the date of issue, with all XTEK's other issued fully paid ordinary shares.
- Name of Recipient– Kentgrove Capital/Sophisticated Investors.
- Use of funds –To raise working capital; primarily for commercialization of XTclave™ and the XTEK Unmanned Aircraft Systems business.
- Voting Exclusion Statement – The Voting Exclusion Statement relating to Resolution 5 is included in the Notice of Meeting.

The Voting Statement relating to all resolutions is included in the Notice of Meeting.

By order of the Board



Lawrence A. Gardiner
Company Secretary

Dated: 21 October 2015

INFORMATION FOR SHAREHOLDERS

Voting and Proxy Votes

1. A member entitled to attend and vote at the meeting has a right to appoint a proxy.
2. The proxy need not be a member of the Company.
3. A member who is entitled to cast two or more votes may appoint up to two proxies and, in the case of such an appointment, may specify the proportion or number of votes each proxy is appointed to exercise.
4. If a member appoints two proxies and the appointment does not specify the proportion or number of the member's votes which each proxy may exercise, each proxy may exercise half of the votes.
5. The proxy form included in this Notice of Annual General Meeting (AGM) must be signed by the member or the member's attorney. Proxies given by corporations must be signed under the hand of a duly authorised officer or attorney.
6. To be valid, the form appointing the proxy and the power of attorney or other authority (if any) under which it is signed (or a certified copy of it) must be lodged with the Share Registry – Computershare Investor Services Pty Limited at Yarra Falls, 452 Johnston Street, Abbotsford, Victoria 3067, using the reply paid envelope supplied or by facsimile to +61 3 9473-2555 as soon as possible and in any event not later than 48 hours prior to the time appointed for the AGM.
7. A proxy may decide whether to vote on any motion, except where the proxy is required by law or the Company's Constitution to vote, or abstain from voting, in their capacity as proxy. If a proxy is directed how to vote on an item of business, the proxy may vote on that item only in accordance with that direction. If a proxy is not directed how to vote on an item of business, the proxy may vote as he or she thinks fit.
8. If a Shareholder appoints the Chairperson of the meeting as the Shareholder's proxy and does not specify how the Chairperson is to vote on an item of business, the Chairperson will vote, as proxy for that Shareholder, in favour of the item on a poll.
9. Members should refer to the Explanatory Statement, which accompanies and forms part of this Notice of AGM, for information regarding voting restrictions.
10. Any corporation which is a member of the Company may authorise (by certificate under common seal or other form of execution authorised by the laws of that corporation's place of incorporation, or in any other manner satisfactory to the Chairperson of the AGM) a natural person to act as its representative at any general meeting.
11. The Chairman intends voting undirected proxies in favour of all resolutions.

Voting Entitlement

For the purposes of the Corporations Act and Corporations Regulations Shareholders entered on the Company's Register of Members as at 7:00 pm on 24 November 2015 are entitled to attend and vote at the meeting. On a poll, members have one vote for every fully paid ordinary share held. Holders of options are not entitled to vote.

How to Vote

To vote on the resolutions, members will need to follow these steps:

Either: Complete the Form of Proxy and return it by facsimile or mail (to be received no later than 24 November 2015 to the following office or facsimile number:

Computershare Investor Services Pty Limited GPO Box 242,
Melbourne, Vic, 3001
Facsimile number: 03 9473 2555

Or Attend the AGM.

Queries Please contact the Company Secretary, Mr. Lawrence Gardiner, on (+61 2) 6163 5588

Lodge your vote:



By Mail:

Computershare Investor Services Pty Limited
GPO Box 242 Melbourne
Victoria 3001 Australia

Alternatively you can fax your form to
(within Australia) 1800 783 447
(outside Australia) +61 3 9473 2555

For Intermediary Online subscribers only
(custodians) www.intermediaryonline.com

For all enquiries call:

(within Australia) 1300 850 505
(outside Australia) +61 3 9415 4000

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MR SAM SAMPLE
FLAT 123
123 SAMPLE STREET
THE SAMPLE HILL
SAMPLE ESTATE
SAMPLEVILLE VIC 3030

Proxy Form

For your vote to be effective it must be received by 12:30pm (AEDT) on Tuesday 24 November 2015

How to Vote on Items of Business

All your securities will be voted in accordance with your directions.

Appointment of Proxy

Voting 100% of your holding: Direct your proxy how to vote by marking one of the boxes opposite each item of business. If you do not mark a box your proxy may vote or abstain as they choose (to the extent permitted by law). If you mark more than one box on an item your vote will be invalid on that item.

Voting a portion of your holding: Indicate a portion of your voting rights by inserting the percentage or number of securities you wish to vote in the For, Against or Abstain box or boxes. The sum of the votes cast must not exceed your voting entitlement or 100%.

Appointing a second proxy: You are entitled to appoint up to two proxies to attend the meeting and vote on a poll. If you appoint two proxies you must specify the percentage of votes or number of securities for each proxy, otherwise each proxy may exercise half of the votes. When appointing a second proxy write both names and the percentage of votes or number of securities for each in Step 1 overleaf.

A proxy need not be a securityholder of the Company.

Signing Instructions

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

Joint Holding: Where the holding is in more than one name, all of the securityholders 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 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 can also sign alone. Otherwise this form must be signed by a Director jointly with either another Director or a Company Secretary. Please sign in the appropriate place to indicate the office held. Delete titles as applicable.

Attending the Meeting

Bring this form to assist registration. If a representative of a corporate securityholder or proxy is to attend the meeting you will need to provide the appropriate "Certificate of Appointment of Corporate Representative" prior to admission. A form of the certificate may be obtained from Computershare or online at www.investorcentre.com under the help tab, "Printable Forms".

Comments & Questions: If you have any comments or questions for the company, please write them on a separate sheet of paper and return with this form.

Turn over to complete the form ➔



View your securityholder information, 24 hours a day, 7 days a week:

www.investorcentre.com



Review your securityholding



Update your securityholding

Your secure access information is:

SRN/HIN: I9999999999

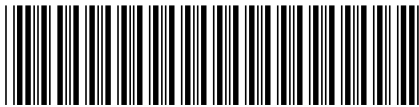


PLEASE NOTE: For security reasons it is important that you keep your SRN/HIN confidential.

MR SAM SAMPLE
FLAT 123
123 SAMPLE STREET
THE SAMPLE HILL
SAMPLE ESTATE
SAMPLEVILLE VIC 3030

☐

Change of address. If incorrect, mark this box and make the correction in the space to the left. Securityholders sponsored by a broker (reference number commences with 'X') should advise your broker of any changes.



I 9999999999

IND

Proxy Form

Please mark ☒ to indicate your directions

STEP 1 Appoint a Proxy to Vote on Your Behalf

XX

I/We being a member/s of XTEK Limited hereby appoint

☐ the Chairman of the Meeting

OR

PLEASE NOTE: Leave this box blank if you have selected the Chairman of the Meeting. Do not insert your own name(s).

or failing the individual or body corporate named, or if no individual or body corporate is named, the Chairman 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, and to the extent permitted by law, as the proxy sees fit) at the Annual General Meeting of XTEK Limited to be held at XTEK Head Office, 3 Faulding Street, Symonston, ACT 2609 on Thursday 26 November 2015 at 12:30pm (AEDT) and at any adjournment or postponement of that Meeting.

Chairman authorised to exercise undirected proxies on remuneration related resolutions: Where I/we have appointed the Chairman of the Meeting as my/our proxy (or the Chairman becomes my/our proxy by default), I/we expressly authorise the Chairman to exercise my/our proxy on Resolution 1 (except where I/we have indicated a different voting intention below) even though Resolution 1 is connected directly or indirectly with the remuneration of a member of key management personnel, which includes the Chairman.

Important Note: If the Chairman of the Meeting is (or becomes) your proxy you can direct the Chairman to vote for or against or abstain from voting on Resolution 1 by marking the appropriate box in step 2 below.

STEP 2 Items of Business

PLEASE NOTE: If you mark the **Abstain** box for an item, you are directing your proxy not to vote on your behalf on a show of hands or a poll and your votes will not be counted in computing the required majority.

		For	Against	Abstain
Resolution 1	Adopt Remuneration Report	☐	☐	☐
Resolution 2	Election of Mr. Ivan Slavich as a Director	☐	☐	☐
Resolution 3	Ratification of Issue of New Securities	☐	☐	☐
Resolution 4	Additional placement capacity	☐	☐	☐
Resolution 5	Proposed Issue of additional New Securities	☐	☐	☐

The Chairman of the Meeting intends to vote undirected proxies in favour of each item of business. In exceptional circumstances, the Chairman of the Meeting may change his/her voting intention on any resolution, in which case an ASX announcement will be made.

SIGN Signature of Securityholder(s) *This section must be completed.*

Individual or Securityholder 1

Sole Director and Sole Company Secretary

Securityholder 2

Director

Securityholder 3

Director/Company Secretary

Contact Name _____ Contact Daytime Telephone _____ Date ____/____/____