
DELECTA LIMITED
ACN 009 147 924

ADDENDUM TO NOTICE OF ANNUAL GENERAL MEETING

Delecta Limited (ACN 009 147 924) (**Company**) advises that, in relation to the Notice of Annual General Meeting announced on 24 October 2019 (**Notice of AGM**) in respect of an annual general meeting of Shareholders to be held at 2:00pm (WST) on 25 November 2019 (**Meeting**), the Directors have determined to amend and supplement the Notice of AGM by information contained in this addendum (**Addendum**).

Definitions in the Notice of AGM have the same meaning in this Addendum. In the event of any inconsistency the definitions used in this Addendum prevail.

This Addendum to the Notice of AGM is supplemental to the Notice of AGM and should be read in conjunction with the Notice of AGM. Save for the changes set out below, all other Resolutions proposed and information in the Notice of AGM remain unchanged.

Background to this Addendum

As announced on 5 November 2019, Bryan Hughes has been appointed as a Director and Chairman of the Company and Bradley Moore has resigned as a Director and Chairman of the Company.

In light of the above, Resolution 2 of the Notice of AGM is deleted in its entirety and a new Resolution 2 is included addressing the re-election of Bryan Hughes as a Director of the Company as detailed below.

The Explanatory Memorandum is amended and supplemented by the information contained in this Addendum.

Proxy Form

The Company advises that there has been a change to the Proxy Form previously despatched to Shareholders and the replacement Proxy Form is annexed to this Addendum.

To ensure clarity of voting instructions by Shareholders on the Resolutions to be considered at the Meeting, Shareholders are advised that:

- (a) If you have already completed and returned the Proxy Form which was annexed to the original Notice of AGM and **you wish to change your original vote, or vote on Resolution 2, you must complete and return the Proxy Form** annexed to this Addendum.
- (b) If you have already completed and returned the Proxy Form which was annexed to the original Notice of AGM and **you do not wish to change your original vote, or vote on Resolution 2, you do not need to take any action** as the earlier submitted Proxy Form will be accepted by the Company for Resolution 1 unless you submit a new Proxy Form. However, completed Proxy Forms annexed to the Notice of AGM will not be accepted by the Company in relation to Resolution 2 to be voted on by Shareholders at the Meeting.
- (c) If you have not yet completed and returned a Proxy Form and you wish to vote on the Resolutions in the Notice of AGM as supplemented by the Addendum, please complete and return the Proxy Form annexed to this Addendum.

To vote on the Resolution 2 by proxy **PLEASE COMPLETE AND RETURN THE REPLACEMENT PROXY FORM** annexed to this Addendum.

Proxy Forms annexed to the original Notice of AGM, whether duly completed or not, **WILL NOT** be accepted by the Company or counted in relation to Resolution 2.

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

Enquiries

Shareholders are requested to contact the Company Secretary on (03) 9695 5858 if they have any queries in respect of the matters set out in these documents.

REPLACEMENT RESOLUTION

Resolution 2 is deleted and replaced with the below.

3. RESOLUTION 2 – RE-ELECTION OF MR BRYAN HUGHES AS A DIRECTOR

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

"That, for the purpose of clause 3.3 of the Constitution, ASX Listing Rule 14.4 and for all other purposes, Bryan Hughes, a Director who was appointed by the Board of the Company on 5 November 2019, retires, and being eligible, is elected as a Director."

SUPPLEMENTARY EXPLANATORY STATEMENT

3. RESOLUTION 2 – RE-ELECTION OF MR BRYAN HUGHES AS A DIRECTOR

3.1 General

The Constitution allows the Directors to appoint at any time a person to be a Director at any time (except during a general meeting).

Pursuant to the Constitution and ASX Listing Rule 14.4, any Director so appointed holds office only until the next annual general meeting and is then eligible for election by Shareholders.

Bryan Hughes, having been appointed by other Directors on 5 November 2019 in accordance with the Constitution, will retire in accordance with the Constitution and ASX Listing Rule 14.4 and being eligible, seeks election from Shareholders.

3.2 Qualifications and other material directorships

Mr Hughes is the Chairman of Pitcher Partners Perth Accountants, Auditors and Advisors. Mr Hughes has 30 years of experience in the resources sector. He has overseen commercial, operational and financial strategies which have led to the development and success of numerous companies.

Mr Hughes was a key member in the formation of Western Areas Ltd and played a pivotal role in the restructure and launch of Sirius Resources Ltd (subsequently acquired by Independence Group) to name two. Mr Hughes has many years' experience working closely with, and consulting to, various corporate stakeholders on a wide range of matters.

Mr Hughes is the Global Chair of the Bakertilly Natural Resources Group and he has an extensive international network of financiers and key stakeholders in the resources sector. Mr Hughes has undertaken postgraduate studies at Columbia University Executive Business School in New York.

Mr Hughes has previously served as a director of ASX listed Living Cities Development Group Limited and resigned on 18 December 2015 (appointed in April 2012).

3.3 Independence

Mr Hughes has no interests, position, association or relationship that might influence, or reasonably be perceived to influence, in a material respect his capacity to bring an independent judgement to bear on issues before the board and to act in the best interest of the entity and its security holders generally.

If elected, the Board considers Mr Hughes will be an independent director.

3.4 Directors' Recommendation

The Board supports the election of Bryan Hughes and recommends that Shareholders vote in favour of Resolution 2.

Appointment of Proxy

I/We

.....

of.....

being member/s of Delecta Limited and entitled to attend and vote hereby appoint:

☐The Chairman
of the meeting (mark
with an "X")

OR

☐

If you are not appointing the Chairman of the Meeting as your proxy please write here the full name and address of the individual or body corporate (excluding the registered Securityholder) you are appointing as your proxy.

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, as the proxy sees fit) at the Annual General Meeting of Delecta Limited to be held on 25 November 2019 and at any adjournment of that meeting.

Where I/we have appointed the Chairman of the Meeting as my/our proxy (or the Chairman becomes my/our proxy 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 to approve the remuneration report and connected directly or indirectly with the remuneration of a member of key management personnel, which includes the Chairman.

Voting directions to your proxy – please mark × to indicate your directions

	For	Against	Abstain*
1. Adoption of Remuneration Report	☐	☐	☐
2. Re-election of Mr Bryan Hughes as a Director	☐	☐	☐

The Chairman of the Meeting intends to vote in favour of each of the resolutions.

* 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 the required majority on a poll.

PLEASE SIGN HERE

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

Individual or Securityholder 1

Securityholder 2

Securityholder 3

Sole Director and
Sole Company Secretary

Director

Director/Company Secretary

Dated: ____/____/2019

HOW TO COMPLETE THE PROXY FORM

1. Appointment of a Proxy

If you wish to appoint the Chairman of the Meeting as your proxy, mark the box. If the individual or body corporate you wish to appoint as your proxy is someone other than the Chairman of the meeting please write the full name and address of that individual or body corporate in the space provided. If you leave this section blank, or your named proxy does not attend the meeting, the Chairman of the Meeting will be your proxy. A proxy need not be a securityholder of the company. Do not write the name of the issuer company or the registered securityholder in the space.

2. Votes on Items of Business

You may direct your proxy to vote by placing a mark in one of the three boxes opposite each item of business. All your securities 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 securities you wish to vote in the appropriate box or boxes. If you do not mark any of the boxes on a given item, 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.

3. Appointment of a Second Proxy

You are entitled to appoint up to two 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 telephoning the Company's share registry or you may copy this form. To appoint a second proxy you must:

- (a) on each of the first Proxy Form and the second Proxy Form 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 your votes. Fractions of votes will be disregarded.
- (b) return both forms together.

4. Signing Instructions

You must sign this form as follows in the spaces provided:

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

Joint Holding where the holding is in more than one name, all of the security holders should sign.

Power of Attorney: to sign under Power of Attorney, you must have already lodged this document with the 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 can also sign alone. Otherwise this form must be signed by a Director jointly with either another Director or a Company Secretary. Please indicate the office held by signing in the appropriate place.

If a representative of a corporate Security holder or proxy 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's share registry.

Lodgement of a Proxy

This Proxy Form (and any Power of Attorney under which it is signed) must be received at an address given below no later than 2 pm on 23 November 2019. Any Proxy Form received after that time will not be valid for the scheduled meeting.

Documents may be lodged using the reply paid envelope or:

IN PERSON: Registered Office – Level 1, 170-180 Buckhurst Street, South Melbourne, Victoria.

BY MAIL: Registered Office – Level 1, 170-180 Buckhurst Street, South Melbourne, Victoria, 3205.

BY FAX: +61 (0) 3 9686 0644

BT EMAIL: admin@delecta.com.au