



ASX Announcement
(ASX:RAN)

8 September 2017

Notice of Range General Meeting

Range International Limited ('Range International' or 'Company'), manufacturer of Re>Pal™ recycled plastic pallets, is pleased to announce that a General Meeting of the members of Range International will be held at **10.00am** on **Wednesday, 11 October 2017** at the offices of Ashurst, Level 9, 5 Martin Place, Sydney.

The Notice of General Meeting, Explanatory Statement and Voting Form have been mailed to shareholders today. Copies of these documents follow this announcement. The Notice of Meeting is also available on the Investor Information page of Range International's website at www.rangeinternational.com.

About Range International:

Range is a manufacturer of plastic pallets. Our ThermoFusion™ technology allows Range to make plastic pallets from 100% recycled plastic at a price that is competitive with wood pallets. Range currently has production lines operating in Indonesia and sells its pallets under the brand Re>Pal™. Range is scaling up its operations in Indonesia. In the medium term, the Company's goal is to establish a global production footprint and sales distribution network.

Media: media@rangeinternational.com

Investor Relations: investors@rangeinternational.com



NOTICE OF GENERAL MEETING



This is an important document and requires your attention

This document does not take into account your individual circumstances. If you are in doubt about how to deal with it, please consult your financial or other professional advisor.

Chair's letter

Dear Shareholder,

I am pleased to invite you to Range's General Meeting (**Meeting**). The Meeting will be held at 10.00am on Wednesday, 11 October 2017 at the Sydney offices of Range's lawyers, Ashurst, Level 9, 5 Martin Place, Sydney.

The purpose of the Meeting is to seek Shareholder approval in accordance with the ASX Listing Rules to a number of resolutions, which are set out in the enclosed Notice of Meeting.

The enclosed Notice of General Meeting details the items of business for the Meeting and voting procedures. A copy of the Notice is also available from the Company's website at:
<http://investors.rangeinternational.com/Investors/>

The Chairman of the Meeting intends to vote undirected proxies in favour of each resolution.

If you are unable to attend the meeting, you may participate through 'direct voting' or appoint a proxy and register your voting instructions electronically, by using your SRN or HIN to login to Link's Investor Centre. Alternatively, you may complete the enclosed Voting Form and return it in the envelope provided. To be valid, your Voting Form or electronic voting instructions must be received by 10.00am (EST) on Monday, 9 October 2017.

The Board and management team look forward to seeing you at the Meeting.

Yours sincerely



Mark Daniel
Chair / Interim CEO

Notice is given that a General Meeting of Range International Limited will take place as follows:

Date: Wednesday, 11 October 2017

Time: 10.00am (SYD)

Location: Ashurst, Level 9, 5 Martin Place, Sydney, New South Wales, Australia

Ordinary Business

1. Ratification of Placement

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

"That for the purpose of ASX Listing Rule 7.4 and for all other purposes, the issue by the Company of 22,500,000 ordinary fully paid shares in the Company at \$0.30¹ per share raising \$6,750,000 under a placement announced on 30 August 2017, the terms and conditions of which are described in the Explanatory Statement accompanying this Notice, is ratified."

2. Approval for the issue of shares for a Conditional Placement

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

"That for the purpose of ASX Listing Rule 7.1 and for all other purposes, Shareholders approve the issue by the Company of 21,033,345 fully paid ordinary shares at an issue price of \$0.30 per share raising \$6,310,003.50 under a conditional placement, on the terms and conditions set out in the Explanatory Statement accompanying this Notice."

3. Participation in the Conditional Placement by Directors

To consider, and if thought appropriate, to pass the following resolutions as ordinary resolutions:

- (a) "That, for the purposes of ASX Listing Rule 10.11 and for all other purposes, Shareholders approve the issue of 666,667 shares at an issue price of \$0.30 per share to Stewart Donald Hall (or his nominee), raising \$200,000.10 under a conditional placement, on the terms and conditions set out in the Explanatory Statement accompanying this Notice."
- (b) "That, for the purposes of ASX Listing Rule 10.11 and for all other purposes, Shareholders approve the issue of 133,334 shares at an issue price of \$0.30 per share to William John Koeck (or his nominee), raising \$40,000.20 under a conditional placement, on the terms and conditions set out in the Explanatory Statement accompanying this Notice."
- (c) "That, for the purposes of ASX Listing Rule 10.11 and for all other purposes, Shareholders approve the issue of 166,667 shares at an issue price of \$0.30 per share to David Lee (or his nominee), raising \$50,000.10 under a conditional placement, on the terms and conditions set out in the Explanatory Statement accompanying this Notice."
- (d) "That, for the purposes of ASX Listing Rule 10.11 and for all other purposes, Shareholders approve the issue of 500,000 shares at an issue price of \$0.30 per share to Matthew Darby (or his nominee), raising \$150,000 under a conditional placement, on the terms and conditions set out in the Explanatory Statement accompanying this Notice."

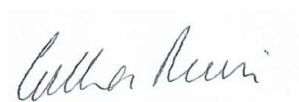
4. Increase Non-Executive Directors' Fee Pool

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

"That the maximum aggregate amount available for payment by way of remuneration to non-executive directors of the Company be increased by \$250,000 from \$500,000 to \$750,000 per annum."

- 1. A reference to \$ in this document means Australian currency.

By order of the Board



Gillian Nairn
Company Secretary

8 September 2017

VOTING AND ATTENDANCE INFORMATION

1. Entitlement to Vote

In accordance with regulation 7.11.37 of the *Corporations Regulations 2001*, the Board has determined that for the purpose of determining entitlements to vote at the meeting, Shareholders entitled to vote are those persons who are registered holders of shares at 7.00pm (SYD) on **Monday, 9 October 2017**. Accordingly, transactions registered after that time will be disregarded in determining entitlements to attend and vote at the meeting.

How to Vote

The ways in which you can vote are outlined below.

Direct Voting

Enclosed with this Notice of Meeting is a personalised Voting Form. The Voting Form allows Shareholders who are not attending the Meeting to either lodge their vote directly, or appoint a proxy or nominee to vote on their behalf.

We encourage you to lodge your vote electronically at www.linkmarketservices.com.au. To log in you will need your holder number and postcode for your shareholding. These can be found on your Voting Form.

By completing Section A of the Voting Form, you are voting your shares directly and are not appointing a third party, such as a proxy, to act on your behalf. Shareholders should complete their voting directions by selecting 'for' or 'against' for each item on the Voting Form. Do not complete the 'abstain' box if you are voting directly as it will result in an invalid vote. If no direction is given on an item or if Section A and Section B are both completed on the Voting Form, your vote may be passed to the Chairman of the Meeting as your proxy.

Proxies

If you are a Shareholder entitled to attend and vote, you may attend the meeting in person or you may appoint a proxy or proxies to attend and act on your behalf at the meeting. A proxy need not be a Shareholder and can be an individual or a body corporate.

An appointment of proxy must be made by written notice to the Company that:

- (1) complies with section 250A(1) of the Corporations Act; or
- (2) is in a form and mode, and is signed or otherwise authenticated by the Shareholder in a manner, satisfactory to the Board.

If a Shareholder is entitled to cast two or more votes at the meeting, the Shareholder may appoint one or two proxies. If two proxies are appointed, the appointing Shareholder may specify the proportion or number of their votes each proxy is appointed to exercise. In accordance with rule 15.1 of the Company's constitution, if no proportion or number is specified, each proxy may exercise half of the Shareholder's votes.

Undirected proxies

If the Chairman of the Meeting is appointed or taken to be appointed as a proxy and you do not specify in the Voting Form the manner in which you wish the Chairman to vote on the resolution to be considered at the Meeting, then the Chairman intends to exercise all available votes in favour of the resolution.

Attorney

If you are a Shareholder entitled to attend and vote, you may appoint an attorney to act on your behalf at the meeting. Your appointment must be made by a duly executed power of attorney. The power of attorney (or a certified copy of it) must be received by the Company at its registered address or at the address listed below for the receipt of proxy appointments at least 48 hours before the commencement of the meeting.

Lodgement

The Company encourages you to register your voting instructions online on the Link website: www.linkmarketservices.com.au Participating online is simple, secure and the most efficient method of providing your instructions.

To register your voting instructions online:

- go to Link's Investor Centre at www.linkmarketservices.com.au and select Investor Login;
- enter your holding details as shown on your Voting Form, your postcode and the security code shown; then
- select 'Voting' and follow the prompts to lodge your voting instructions.

Alternatively, you may appoint a proxy by completing your Voting Form in accordance with the instructions on the back of the Voting Form and returning it to Link:

- By post to: Range International Limited
c/- Link Market Services Limited
Locked Bag A14
Sydney South NSW 1235 Australia
- By facsimile to: +61 2 9287 0309

To be valid, your electronic voting instructions or Voting Form must be received by **10.00am(SYD)** on **Monday, 9 October 2017**.

Bodies corporate

A body corporate may appoint an individual as a representative to exercise any of the powers the body may exercise as a proxy at the general meeting. The appointment may be a standing one. Unless the appointment states otherwise, the representative may exercise all of the powers that the appointing body could exercise at a meeting or in voting on a resolution. The representative is required to bring to the meeting evidence of his or her appointment, including any authority under which the appointment is signed, unless it has previously been given to the Company.

2. Voting Exclusions

Item 1 Ratification of Placement

The Company will disregard any votes cast on Item 1 by any person who participated in the issue (or who obtained a benefit from the issue), and any associate of that person (or those persons). However, the Company need not disregard a vote for the purposes of the ASX Listing Rules if: (a) it is cast by a person as proxy for a person who is entitled to vote, in accordance with the directions on the proxy form; or (b) it is cast by the Chairman of the Meeting as proxy for a person who is entitled to vote, in accordance with a direction on the Voting Form authorising the Chairman of the Meeting to vote as he decides.

Item 2 Approval for the issue of shares in the Conditional Placement

The Company will disregard any votes cast on Item 2 by any person who may participate in the proposed issue (or who might obtain a benefit from the issue, except a benefit solely in the capacity of a holder of ordinary securities if the resolution is passed), and any associate of that person (or those persons). However, the Company need not disregard a vote for the purposes of the ASX Listing Rules if: (a) it is cast by a person as proxy for a person who is entitled to vote, in accordance with the directions on the proxy form; or (b) it is cast by the Chairman of the Meeting as proxy for a person who is entitled to vote, in accordance with a direction on the Voting Form authorising the Chairman of the Meeting to vote as he decides.

Item 3 Participation in the Conditional Placement by Directors

- (a) The Company will disregard any votes cast on Item 3 resolution (a), by Mr Hall and any associate of that person (or those persons). However, the Company need not disregard a vote for the purposes of the ASX Listing Rules if: (a) it is cast by a person as proxy for a person who is entitled to vote, in accordance with the directions on the proxy form; or (b) it is cast by the Chairman of the Meeting as proxy for a person who is entitled to vote, in accordance with a direction on the Voting Form authorising the Chairman of the Meeting to vote as he decides.
- (b) The Company will disregard any votes cast on Item 3 resolution (b), by Mr Koeck and any associate of that person (or those persons). However, the Company need not disregard a vote for the purposes of the ASX Listing Rules if: (a) it is cast by a person as proxy for a person who is entitled to vote, in accordance with the directions on the proxy form; or (b) it is cast by the Chairman of the Meeting as proxy for a person who is entitled to vote, in accordance with a direction on the Voting Form authorising the Chairman of the Meeting to vote as he decides.
- (c) The Company will disregard any votes cast on Item 3 resolution (c), by Mr Lee and any associate of that person (or those persons). However, the Company need not disregard a vote for the purposes of the ASX Listing Rules if: (a) it is cast by a person as proxy for a person who is entitled to vote, in accordance with the directions on the proxy form; or (b) it is cast by the Chairman of the Meeting as proxy for a person who is entitled to vote, in accordance with a direction on the Voting Form authorising the Chairman of the Meeting to vote as he decides.
- (d) The Company will disregard any votes cast on Item 3 resolution (d), by Mr Darby and any associate of that person (or those persons). However, the Company need not disregard a vote for the purposes of the ASX Listing Rules if: (a) it is cast by a person as proxy for a person who is entitled to vote, in accordance with the directions on the proxy form; or (b) it is cast by the Chairman of the Meeting as proxy for a person who is entitled to vote, in accordance with a direction on the Voting Form authorising the Chairman of the Meeting to vote as he decides.

Item 4 Increase in Non-Executive Directors' Fee Pool

The Company will disregard any votes cast on Item 4 by a Director of the Company or an associate of a Director, unless the vote is cast as proxy for a person who is entitled to vote, in accordance with a direction on the Voting Form. However, the Company need not disregard a vote for the purposes of the ASX Listing Rules if: (a) it is cast by a person as proxy for a person who is entitled to vote, in accordance with the directions on the proxy form; or (b) it is cast by the Chairman of the Meeting as proxy for a person who is entitled to vote, in accordance with a direction on the Voting Form authorising the Chairman of the Meeting to vote as he decides.

Explanatory Statement

This Explanatory Statement provides information to Shareholders for the meeting of Shareholders of Range International Limited to be held at 10.00am on Wednesday, 11 October 2017 at the offices of Ashurst, Level 9, 5 Martin Place, Sydney, New South Wales, Australia and it should be read in conjunction with the accompanying Notice of Annual General Meeting.

1. Resolution 1 - Ratification of Placement

1.1 General

On 30 August 2017, the Company announced the placement of approximately 45,000,013 ordinary fully paid shares to raise approximately \$13.5 million, before costs. The placement is to be completed in two parts, the first tranche of 22,500,000 Shares to unrelated parties, is the subject of Shareholder ratification proposed in Item 1.

ASX 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 ASX Listing Rule 7.1.

The effect of such a ratification is to restore a company's discretionary power to issue further shares up to 15% of the issued capital of the company under ASX Listing Rule 7.1 without requiring shareholder approval.

Accordingly, Resolution 1 seeks Shareholder ratification of the issue of 22,500,000 Shares to restore the ability of the Company to issue further Shares within the 15% limit under ASX Listing Rule 7.1, during the next 12 months. The Company confirms that the issue and allotment of the Shares the subject of Resolution did not breach ASX Listing Rule 7.1.

1.2 Information required by Listing Rule 7.5

The following information is provided to Shareholders for the purposes of ASX Listing Rule 7.5:

- a) 22,500,000 Shares were allotted and issued by the Company.
- b) The issue price per Share was \$0.30.
- c) The Shares allotted and issued were fully paid ordinary shares which rank equally with all other fully paid ordinary Shares on issue.
- d) The Shares were allotted and issued to select investors introduced by Record Point Operations Pty Ltd each of which is not a related party of the Company.
- e) The Company raised a total of \$13,500,003.90 from the issue of the Shares. The Company intends to use the funds for operational and working capital to expand production to meet growing volume requirements, strengthen the sales team through key hires, ensure capital on hand to fund the long sales cycles relating to prospective profitable opportunities with major customers and development of product variants where justified to access specific markets with long term recurring revenue streams.
- f) A voting exclusion statement is included in section 2 of the Notice.

1.3 Directors' Recommendation

The Directors of the Company believe that Resolution 1 is in the best interests of the Company and unanimously recommend the Shareholders vote in favour of Resolution 1. The Chairman of the Meeting intends to vote undirected proxies in favour of this resolution.

2. Resolution 2 - Approval for the issue of shares

2.1 General

ASX Listing Rule 7.1 provides that a company must not, subject to specified exceptions, issue or agree to issue more equity securities during any 12 month period than that amount which represents 15% of the number of fully paid ordinary securities on issue at the commencement of that 12 month period.

The Company issued a total of 22,500,000 Shares without prior Shareholder approval out of its 15% annual placement capacity under ASX Listing Rule 7.1. The remainder of the placement, being 22,500,013 Shares (**Remainder Shares**), is to be issued, subject to Shareholder approval being sought under the resolutions proposed as Item 2 (as to all persons that are not related parties of the Company) and Item 3 (as to related parties).

Accordingly, Resolution 2 seeks Shareholder approval under ASX Listing Rule 7.1 to the issue of 21,033,345 of the Remainder Shares (**Unrelated Remainder Shares**) so that the issue of the Shares can be made as the Company will not have the capacity to issue the Shares at the time of the Meeting under ASX Listing Rule 7.1 without Shareholder approval as the first tranche of the Placement will have occurred.

2.2 Listing Rule Notice Requirements

ASX Listing Rule 7.3 contains requirements as to the contents of a Notice sent to Shareholders for the purposes of ASX Listing Rule 7.1 and the following information is included in this Explanatory Statement for that purpose:

- a) The maximum number of Shares to be issued is 21,033,345 Shares.
- b) The Unrelated Remainder Shares will be allotted and issued as soon as practicable following the conclusion of this Meeting but in any event no later than 1 month after the date of this Meeting.
- c) The issue price per Unrelated Remainder Share will be \$0.30.
- d) The Unrelated Remainder Shares will be allotted and issued to select investors introduced by Record Point Operations Pty Ltd each of which is not a related party of the Company.
- e) The Unrelated Remainder Shares will be fully paid ordinary shares which will rank equally with all other fully paid ordinary Shares on issue.
- f) The Company will raise a total of \$6,310,003.50 from the issue of the Unrelated Remainder Shares. The Company intends to use the funds for operational and working capital to expand production to meet growing volume requirements, strengthen the sales team through key hires, ensure capital on hand to fund the long sales cycles relating to prospective opportunities with major customers and development of product variants where justified to access specific markets with long term recurring revenue streams.
- g) A voting exclusion statement is included in section 2 of the Notice.

2.3 Directors' Recommendation

The Directors of the Company believe that Resolution 2 is in the best interests of the Company and unanimously recommend the Shareholders vote in favour of Resolution 2. The Chairman of the Meeting intends to vote undirected proxies in favour of this resolution.

3. Resolution 3 - Participation in the Placement by Directors

3.1 General

Those Remainder Shares which are to be proposed to be issued to related parties (**Related Party Remainder Shares**) and as set out below are required to be approved by the Shareholders.

ASX Listing Rule 10.11 prohibits an entity from issuing or agreeing to issue securities to a related party without Shareholder approval. Accordingly, Resolution 3 seeks Shareholder approval to issue 1,466,668 Shares to the related parties listed below. The Company confirms that the agreement to issue securities to

the related parties is subject to Shareholder approval. In the event that Shareholder approval for the issue of the Related Party Remainder Shares the subject of Resolution 3 is obtained under ASX Listing Rule 10.11, further Shareholder approval for the issue of the Related Party Remainder Shares the subject of Resolution 3 is not required under ASX Listing Rule 7.1 (See ASX Listing Rule 7.2, Exception 14).

The Company proposes to issue 1,466,668 Shares at an issue price of \$0.30 per Share to Directors of the Company (or their nominees) as set out below, raising \$440,000.40 under the Conditional Placement.

3.2 Listing Rule Notice Requirements

ASX Listing Rule 10.13 contains requirements as to the contents of a Notice sent to Shareholders for the purpose of ASX Listing Rule 10.11 and the following information is included in this Explanatory Statement for that purpose:

- a) The Related Party Remainder Shares will be issued as follows:

Director	Person acquiring the Shares	Number of Shares to be issued under Resolution 3	Issue Price of Shares	Relationship between the person and the Director
Stewart Hall	DJM Capital Limited (formerly Etonhurst Capital Limited)	666,667	\$0.30	An entity controlled by Stewart Hall.
William (Bill) Koeck	Mr William John Koeck + Mrs Pamela Edith Koeck <Koeck Super Fund A/C>	133,334	\$0.30	N/A
David Lee	David Lee	166,667	\$0.30	N/A
Matthew Darby	Matthew Darby	500,000	\$0.30	N/A

- b) The Related Party Remainder Shares will be allotted and issued as soon as practicable following the close of this Meeting and in any event no later than 1 month after the date of the Meeting.
- c) The issue price per Related Party Remainder Share will be \$0.30.
- d) The Related Party Remainder Shares will be fully paid ordinary shares and rank equally with other fully paid ordinary Shares on issue.
- e) A voting exclusion statement is included in section 2 of the Notice.
- f) The Company raised a total of \$440,000.40 from the issuance of the Related Party Remainder Shares. The Company intends to use the funds for operational and working capital to expand production to meet growing volume requirements, strengthen the sales team through key hires, ensure capital on hand to fund the long sales cycles relating to prospective opportunities with major customers and development of product variants where justified to access specific markets with long term recurring revenue streams.

3.3 Directors' Recommendation

In respect of the resolutions contemplated by Item 3, the Directors, apart from in each case the person to be issued the Shares, believe that the resolution is in the best interests of the Company and unanimously recommend the Shareholders vote in favour of the resolutions. The Chairman of the Meeting intends to vote undirected proxies in favour of this resolution.

4. Resolution 4 – Increase Non-Executive Directors’ Fee Pool

4.1 General

Shareholder approval is sought under Article 10.2 of the Company’s Constitution and Listing Rule 10.17 to increase the aggregate amount of directors’ fees payable to the Company’s non-executive Directors by \$250,000 to \$750,000 per annum.

Background

The Company’s non-executive Directors are remunerated for their services from an aggregate annual amount fixed by Shareholders or if no amount has been set by Shareholders, the amount of \$500,000 set in the Company’s Constitution. The ASX Listing Rules (Listing Rule 10.17) and the Company’s Constitution require the approval of shareholders to increase the aggregate non-executive directors’ fees amount (‘the **NED Fees Cap**’).

The remuneration currently payable to a non-executive Director consists of a base salary of \$90,000 per annum and if applicable, a fee of \$15,000 per annum for chairing a Board Committee. In addition, the non-executive Chairman receives a base salary of \$180,000 per annum. Superannuation contributions provided by the Company are included in these amounts.

One of the non-executive Directors, William (Bill) Koeck, agreed to take his annual fees in respect of his first year of service as a director (including the fees for acting as Chairman of the Audit and Risk Committee) in the form of Shares. Accordingly, Mr Koeck was issued 66,055 shares prior to the Company listing on ASX, at an effective price of \$0.78.

Currently, only the chair of a Board Committee receives a fee for their role on the Committee. No fee is paid to the other members of the Board Committee. This is contrary to common practice.

Non-executive Directors are entitled to be reimbursed for expenses reasonably incurred in performing their duties. They do not receive any performance based remuneration, nor are they entitled to retirement or termination benefits other than statutory superannuation contributions.

At the time of listing on the ASX in July 2016, there were two non-executive Directors who each chaired one Board Committee. The Chair and the two other directors were executives and their fees were excluded for calculation of the aggregate non-executive Directors’ fees amount.

In May 2017, the former executive Chairman, Stewart Hall, reverted to a non-executive role and David Lee joined the Board as a non-executive Director. This added \$270,000 per annum to the aggregate amount of non-executive Directors’ fees. It is expected that during 2017, all of the Directors will become non-executives.

No securities have been issued to any non-executive Director under Listing Rule 10.11 or 10.14 at any time within the preceding 3 years. The Company notes that in July 2016, as part of the Company’s initial public offering (IPO), Mark Daniel and William (Bill) Koeck were granted a ‘one-off’ allocation of 125,000 options. These options carry an exercise price of \$1.00 and vest on 20 July 2019, subject to the Director remaining on the Board until the vesting date.

Why is an increase being proposed?

At present, there are four non-executive Directors on the Board including a non-executive Chairman. Total aggregate remuneration payable to the four non-executive Directors is \$480,000 per annum, just below the current NED Fees Cap of \$500,000.

The Board meeting schedule for 2017 contemplated a total of 10 Board and Board Committee meetings in the 7 month period to 31 July. The responsibilities and time commitment of the non-executive Directors has increased significantly since the start of 2017 as a result of the various challenges faced by the business during this period. There have been over 30 Board and Board Committee meetings held since the start of the 2017 calendar year plus numerous informal Board meetings.

The current NED Fees Cap does not provide the flexibility to allow the Board to appoint an additional non-executive Director for succession planning purposes at an appropriate time. This flexibility is critical to ensure that the Board maintains, collectively, the skills, experience and diversity considered necessary to appropriately govern the Company as it grows.

Furthermore, the Company requires the ability to respond to changes in market rates for non-executive directors to ensure that it is able to recruit and retain high calibre directors.

An increase in the NED Fees Cap is sought to:

- a) provide flexibility to respond to future needs as discussed above; and
- b) allow for the capacity to pay fees for additional work on behalf of the Company such as special Board sub-committees which require significant extra time commitment over and above a non-executive Director's regular responsibilities.

4.2 Listing Rule Notice Requirements

ASX Listing Rule 10.17 contains requirements as to the contents of a Notice sent to Shareholders for the purposes of seeking approval to increase the aggregate fee pool for non-executive directors. The following information is included in this Explanatory Statement for that purpose:

- a) The amount of the increase is \$250,000.
- b) The maximum aggregate amount of directors' fees that may be paid to all of the Company's non-executive directors is \$750,000.
- c) No securities have been issued to a non-executive director under Listing Rule 10.11 or 10.14 with the approval of shareholders at any time within the preceding 3 years.
- d) A voting exclusion statement is included in section 2 of the Notice.

4.3 Directors' Recommendation

With the Non-Executive Directors noting their interests in the matter, the Board unanimously recommends that the Shareholders vote in favour of Resolution 4. The Chairman of the Meeting intends to vote undirected proxies in favour of this resolution.

Definitions

Company means Range International Limited

Corporations Act means the Corporations Act 2001 (Cth)

Corporations Regulations means the Corporations Regulations 2001 (Cth)

Director means a director of the Company.

Share means a fully paid ordinary share in the capital of the Company.

Shareholder means a member of the Company.

LODGE YOUR VOTE



ONLINE

www.linkmarketservices.com.au



BY MAIL

Range International Limited
C/- Link Market Services Limited
Locked Bag A14
Sydney South NSW 1235 Australia



BY FAX

+61 2 9287 0309



BY HAND

Link Market Services Limited
1A Homebush Bay Drive, Rhodes NSW 2138



ALL ENQUIRIES TO

Telephone: 1300 554 474

Overseas: +61 1300 554 474

Voting Form

I/We being a member(s) of Range International Limited and entitled to attend and vote hereby appoint:

STEP 1 Please mark either A or B

A

Vote Directly



elect to lodge my/our
vote(s) directly (mark box)



in relation to the General Meeting of the Company to be held at **10:00am on Wednesday, 11 October 2017**, and at any adjournment or postponement of the Meeting.

You should mark either "for" or "against" for each item. Do not mark the "abstain" box.

OR

B

Appoint a Proxy



the Chairman
of the Meeting
(mark box)

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 or body corporate named, or if no person or body corporate is named, the Chairman of the Meeting, as my/our proxy to act on my/our behalf (including to vote in accordance with the following directions or, if no directions have been given and to the extent permitted by the law, as the proxy sees fit) at the General Meeting of the Company to be held at **10:00am on Wednesday, 11 October 2017 at the offices of Link Market Services Limited, Level 9, Martin Place, Sydney New South Wales, 2000 (the Meeting)** and at any postponement or adjournment of the Meeting.

The Chairman of the Meeting intends to vote undirected proxies in favour of each item of business.

STEP 2

Voting Directions

Proxies will only be valid and accepted by the Company if they are signed and received no later than 48 hours before the Meeting.

Please read the voting instructions overleaf before marking any boxes with an ☒

Resolutions

		For	Against	Abstain*			For	Against	Abstain*
1	Ratification of Placement	☐	☐	☐	3(c)	Participation in the Conditional Placement by David Lee	☐	☐	☐
2	Approval for the Issue of Shares to Unrelated Parties in the Conditional Placement	☐	☐	☐	3(d)	Participation in the Conditional Placement by Matthew Darby	☐	☐	☐
3(a)	Participation in the Conditional Placement by Stewart Donald Hall	☐	☐	☐	4	Increase NED remuneration pool	☐	☐	☐
3(b)	Participation in the Conditional Placement by William John Koeck	☐	☐	☐					



* 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.

STEP 3

Signature of Shareholders – This must be completed

Shareholder 1 (Individual)

Joint Shareholder 2 (Individual)

Joint Shareholder 3 (Individual)

Sole Director and Sole Company Secretary

Director/Company Secretary (Delete one)

Director

This form should be signed by the shareholder. If a joint holding, either shareholder may sign. If signed by the shareholder's attorney, the power of attorney must have been previously noted by the registry or a certified copy attached to this form. If executed by a company, the form must be executed in accordance with the company's constitution and the *Corporations Act 2001* (Cth).

HOW TO COMPLETE THIS SHAREHOLDER VOTING FORM

YOUR NAME AND ADDRESS

This is your name and address as it appears on the Company's share register. If this information is incorrect, please make the correction on the form. Shareholders sponsored by a broker should advise their broker of any changes. **Please note: you cannot change ownership of your shares using this form.**

VOTING UNDER BOX A

If you ticked the box under Box A you are indicating that you wish to vote directly. Please only mark either **"for"** or **"against"** for each item. Do not mark the **"abstain"** box. If you mark the **"abstain"** box for an item, your vote for that item will be invalid.

If no direction is given on all of the items, or if you complete both Box A and Box B, your vote may be passed to the Chairman of the Meeting as your proxy.

Custodians and nominees may, with the Share Registrar's consent, identify on the Voting Form the total number of votes in each of the categories **"for"** and **"against"** and their votes will be valid.

If you have lodged a direct vote, and then you attend the Meeting, your attendance will cancel your direct vote.

The Chairman's decision as to whether a direct vote is valid is conclusive.

VOTING UNDER BOX B – APPOINTMENT OF PROXY

If you wish to appoint the Chairman of the Meeting as your proxy, mark the box in Step 1. 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 in Step 1. A proxy need not be a shareholder of the Company.

DEFAULT TO CHAIRMAN OF THE MEETING

Any directed proxies that are not voted on a poll at the Meeting will default to the Chairman of the Meeting, who is required to vote those 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 Voting Form.

VOTES ON ITEMS OF BUSINESS – PROXY APPOINTMENT

You may direct your proxy how to vote by placing a mark in 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 A SECOND PROXY

You are entitled to appoint up to two persons as proxies to attend the Meeting and vote on a poll. If you wish to appoint a second proxy, an additional Voting Form may be obtained by telephoning the Company's share registry or you may photocopy this form and return them both together.

To appoint a second proxy you must:

- on each of the first Voting Form and the second Voting Form state the percentage of your voting rights or number of shares 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; and
- return both forms together.

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, either shareholder may sign.

Power of Attorney: to sign under Power of Attorney, you must lodge the Power of Attorney 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.

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 in accordance with the Notice of Meeting. A form of the certificate may be obtained from the Company's share registry or online at www.linkmarketservices.com.au.

LODGEMENT OF A VOTING FORM

This Voting Form (and any Power of Attorney under which it is signed) must be received at an address given below by **10:00am on Monday, 9 October 2017**, being not later than 48 hours before the commencement of the Meeting. Any Voting Form received after that time will not be valid for the scheduled Meeting.

Voting Forms may be lodged using the reply paid envelope or:



ONLINE

www.linkmarketservices.com.au

Login to the Link website using the holding details as shown on the Voting Form. Select 'Voting' and follow the prompts to lodge your vote. To use the online lodgement facility, shareholders will need their "Holder Identifier" (Securityholder Reference Number (SRN) or Holder Identification Number (HIN) as shown on the front of the Voting Form).



BY MOBILE DEVICE

Our voting website is designed specifically for voting online. You can now lodge your vote by scanning the QR code adjacent or enter the voting link www.linkmarketservices.com.au into your mobile device. Log in using the Holder Identifier and postcode for your shareholding.

QR Code



To scan the code you will need a QR code reader application which can be downloaded for free on your mobile device.



BY MAIL

Range International Limited
C/- Link Market Services Limited
Locked Bag 44
Sydney South NSW 1235
Australia



+61 (0)287 0309



BY HAND

delivering it to Link Market Services Limited*
1A Homebush Bay Drive
Rhodes NSW 2138
or
Level 12
680 George Street
Sydney NSW 2000

* During business hours (Monday to Friday, 9:00am–5:00pm)

**IF YOU WOULD LIKE TO ATTEND AND VOTE AT THE GENERAL MEETING, PLEASE BRING THIS FORM WITH YOU.
THIS WILL ASSIST IN REGISTERING YOUR ATTENDANCE.**