



INNOVATIVE SCIENCE • REAL VALUE

Unit 1

8 Turbo Road

Kings Park NSW 2148 Australia

ABN 25 001 150 849

Email: [projects@scidev.com.au](mailto:projects@scidev.com.au)

Website: [www.scidev.com.au](http://www.scidev.com.au)

ASX code: SDV

Companies Announcements Office  
Australian Stock Exchange

30 September 2019

### **SciDev General Meeting to Ratify Share Placement**

SciDev Ltd (ASX:SDV) advises that it has called a General Meeting to consider and ratify the recent placement of 16 million shares to raise \$4.16 million working capital (refer ASX 13 September and 20 September 2019).

The Notice of Meeting and Proxy Form are attached.

On behalf of SciDev Ltd

Lewis Utting

Managing Director and CEO

SciDev Ltd

Heath Roberts

Company Secretary

SciDev Ltd

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## NOTICE OF GENERAL MEETING

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Notice is hereby given that a General Meeting of the shareholders of SciDev Ltd (**SciDev** or the **Company**) will be held as follows:

Time: 12:00pm (Sydney time)

Date: Friday, 1 November 2019

Place: Room 36A  
Level 36, Governor Phillip Tower  
1 Farrer Place  
Sydney NSW 2000

This Notice of Meeting should be read in conjunction with the attached Explanatory Notes and is accompanied by a Proxy Form for those shareholders wishing to vote by proxy. Please follow the instructions on the Proxy Form carefully.

### ORDINARY BUSINESS

#### Resolution 1: To Approve an Issue of Shares

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

*"That, for the purposes of Listing Rule 7.4 and for all other purposes, shareholders ratify the issue of 16,000,000 shares at \$0.26 per share carried out on or about 19 September 2019 on the terms and conditions set out in the Explanatory Memorandum accompanying this Notice of Meeting."*

#### Voting Exclusion Statement for Resolution 1

In accordance with Listing Rule 14.11.1, the Company will disregard any votes cast on Resolution 1 by any person who participated in the share issue, or any associate of such a person. However, the Company need not disregard a vote if:

- it is cast by a person as a proxy for a Shareholder who is entitled to vote, in accordance with the directions on the proxy form; or
- if it is cast by the Chairman of the Meeting as proxy for a Shareholder who is entitled to vote, in accordance with the directions on the proxy form.

### Other Business

To transact any other business that may be properly brought before the Meeting.

Further information in relation to these Resolutions is set out in the attached Explanatory Notes.

### **Eligibility to Vote**

For the purposes of Regulation 7.11.37 of the Corporations Act, the Directors have set 7:00pm (Sydney time) on Wednesday, 30 October 2019 as the time and date to determine holders of the Company's shares for the purposes of the General Meeting. Share transfers registered after that time will be disregarded in determining entitlements to attend and vote at the General Meeting. On a show of hands every Shareholder has one vote, and on a poll, every Shareholder has one vote for each share held.

### **Voting Intentions of the Chairman**

The Chairman intends to vote all undirected proxies in favour of all Resolutions, unless otherwise indicated in the Notice of General Meeting or Explanatory Notes.

### **Proxies**

To be effective, Proxy Forms must be received by the Company at its registered office at least 48 hours before the time for holding the Meeting.

A member entitled to attend and vote is entitled to appoint not more than two persons as his / her proxy to attend and vote instead of the member. A proxy need not be a member of the Company. If more than one proxy is appointed, each proxy must be appointed to represent a specified proportion of the member's voting rights. Unless under Power of Attorney (which should have been noted by the Company) a Proxy Form by a corporation should be executed under its common seal or in accordance with the Corporations Act.

**Dated:** 30 September 2019

By order of the Board

A handwritten signature in brown ink, appearing to read 'H L Roberts', with a horizontal line underneath.

**Heath L Roberts**  
Company Secretary

## EXPLANATORY NOTES

These Explanatory Notes sets out information in connection with the business to be considered at the October 2019 General Meeting of SciDev Limited (**SciDev** or the **Company**).

### BUSINESS

#### Resolution 1: To Ratify the Issue of 16,000,000 shares at \$0.26 per share

On 13 September 2019, SciDev advised that it has received binding commitments from local institutional and sophisticated investors to raise gross proceeds of \$4.16 million by way of a placement of new fully paid ordinary shares (the **Placement**).

The Placement was anchored by leading Australian fund manager Perennial Value Management and participants comprised a group of Australian institutional investor groups.

A prospectus was issued in order to facilitate the Placement. Funds from the Placement will predominantly be used to:

- Increase inventory to deliver into SDV's recently announced multi-year contract with Iluka (ref ASX release 30 August 2019);
- Continue development of SDV's OptiFlox® and MaxiFlox® technology in the Mining and Oil & Gas industries in North America;
- Increase working capital required for the ongoing execution of existing business development opportunities both domestically and overseas; and
- Investigate strategic growth opportunities.

#### Placement Details

The Placement comprised the issue of 16,000,000 new fully paid ordinary shares at an issue price of \$0.26 per share to raise total proceeds of \$4.16 million. The new shares rank equally with and form part of SciDev's existing class of ASX quoted shares. The issue price of \$0.26 per share represented an 8.8% discount to the Company's last traded price of \$0.285 prior to announcement of the Placement.

Settlement of the Placement occurred on the 19<sup>th</sup> September 2019, with the issue and trading of the new shares commencing on the 20<sup>th</sup> September.

In accordance with ASX Listing Rule 7.4, ratification of the Placement is now sought. By ratifying the Placement, SciDev will effectively 'refresh' its 15% placement capacity under ASX Listing Rule 7.1, providing the Board with flexibility in any future actions that may require the issue of shares.

The Company's changes to shares as a result of the Placement are shown below.

|                                         |             |
|-----------------------------------------|-------------|
| Shares on issue prior to the Placement  | 107,293,157 |
| Shares issued pursuant to the Placement | 16,000,000  |

|                                            |                    |
|--------------------------------------------|--------------------|
| <b>Shares on issue after the Placement</b> | <b>123,293,157</b> |
|--------------------------------------------|--------------------|

In addition, the Company has 3,950,000 unlisted options expiring 28 November 2019 with an exercise price of \$0.25 per option (no vesting conditions apply), 2,000,000 unlisted options expiring 23 July 2022 with an exercise price of \$0.10 per option (vesting conditions apply) and 3,350,000 unlisted options expiring 28 November 2019 with an exercise price of \$0.12 per option (vesting conditions apply to 2,200,000 of these options).

No Directors participated in the Placement.

***Directors' recommendation***

The Directors recommend that Shareholders vote in favour of Resolution 1. Voting exclusions apply.

## All Correspondence to:

✉ **By Mail** Boardroom Pty Limited  
GPO Box 3993  
Sydney NSW 2001 Australia

📠 **By Fax:** +61 2 9290 9655

💻 **Online:** [www.boardroomlimited.com.au](http://www.boardroomlimited.com.au)

☎ **By Phone:** (within Australia) 1300 737 760  
(outside Australia) +61 2 9290 9600

## YOUR VOTE IS IMPORTANT

For your vote to be effective it must be recorded **before 12:00pm (Sydney Time) on Wednesday 30 October 2019.**

### 🖥 TO VOTE ONLINE

- STEP 1: VISIT** <https://www.votingonline.com.au/sdvotgm2019>
- STEP 2: Enter your Postcode OR Country of Residence (if outside Australia)**
- STEP 3: Enter your Voting Access Code (VAC):**

### 📱 BY SMARTPHONE



Scan QR Code using smartphone  
QR Reader App

### TO VOTE BY COMPLETING THE PROXY FORM

#### STEP 1 APPOINTMENT OF PROXY

Indicate who you want to appoint as your Proxy.

If you wish to appoint the Chair of the Meeting as your proxy, mark the box. If you wish to appoint someone other than the Chair of the Meeting as your proxy please write the full name of that individual or body corporate. If you leave this section blank, or your named proxy does not attend the meeting, the Chair 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.

##### Appointment of a Second Proxy

You are entitled to appoint up to two proxies to attend the meeting and vote. If you wish to appoint a second proxy, an additional Proxy Form may be obtained by contacting the company's securities registry or you may copy this form.

To appoint a second proxy you must:

- complete two Proxy Forms. On each Proxy Form state the percentage of your voting rights or the 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.
- return both forms together in the same envelope.

#### STEP 2 VOTING DIRECTIONS TO YOUR PROXY

To direct your proxy how to vote, mark one of the 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 securities are to be voted on any item by inserting the percentage or number that 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 for all your securities your vote on that item will be invalid.

##### Proxy which is a Body Corporate

Where a body corporate is appointed as your proxy, the representative of that body corporate attending the meeting must have provided an "Appointment of Corporate Representative" prior to admission. An Appointment of Corporate Representative form can be obtained from the company's securities registry.

#### STEP 3 SIGN THE FORM

The form **must** be signed as follows:

**Individual:** This form is to be signed by the securityholder.

**Joint Holding:** where the holding is in more than one name, all the securityholders should sign.

**Power of Attorney:** to sign under a Power of Attorney, you must have already lodged it with the registry. Alternatively, attach a certified photocopy of the Power of Attorney to this form when you return it.

**Companies:** this form must be signed by a Director jointly with either another Director or a Company Secretary. Where the company has a Sole Director who is also the Sole Company Secretary, this form should be signed by that person. **Please indicate the office held by signing in the appropriate place.**

#### STEP 4 LODGEMENT

Proxy forms (and any Power of Attorney under which it is signed) must be received no later than 48 hours before the commencement of the meeting, therefore by **12:00pm (Sydney Time) on Wednesday, 30 October 2019.** Any Proxy Form received after that time will not be valid for the scheduled meeting.

Proxy forms may be lodged using the enclosed Reply Paid Envelope or:

🖥 **Online** <https://www.votingonline.com.au/sdvotgm2019>

📠 **By Fax** + 61 2 9290 9655

✉ **By Mail** Boardroom Pty Limited  
GPO Box 3993,  
Sydney NSW 2001 Australia

👤 **In Person** Boardroom Pty Limited  
Level 12, 225 George Street,  
Sydney NSW 2000 Australia

#### Attending the Meeting

If you wish to attend the meeting please bring this form with you to assist registration.

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#### Your Address

This is your address as it appears on the company's share register. If this is incorrect, please mark the box with an "X" and make the correction in the space to the left. Securityholders sponsored by a broker should advise their broker of any changes.

**Please note, you cannot change ownership of your securities using this form.**

## PROXY FORM

### STEP 1 APPOINT A PROXY

I/We being a member/s of **SciDev Ltd** (Company) and entitled to attend and vote hereby appoint:

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the **Chair of the Meeting** (mark box)

**OR** if you are **NOT** appointing the Chair of the Meeting as your proxy, please write the name of the person or body corporate (excluding the registered securityholder) you are appointing as your proxy below

or failing the individual or body corporate named, or if no individual or body corporate is named, the Chair of the Meeting as my/our proxy at the General Meeting of the Company to be held at **Room 36A, Level 36 Governor Phillip Tower, 1 Farrer Place Sydney NSW 2000 on Monday, 1 November 2019 at 12:00pm (Sydney Time)** and at any adjournment of that meeting, to act 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.

The Chair of the Meeting intends to vote undirected proxies in favour of each of the items of business.

### STEP 2 VOTING DIRECTIONS

\* 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 vote will not be counted in calculating the required majority if a poll is called.

|                                            | For                      | Against                  | Abstain*                 |
|--------------------------------------------|--------------------------|--------------------------|--------------------------|
| Resolution 1 To Approve an Issue of Shares | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |

### STEP 3 SIGNATURE OF SECURITYHOLDERS

This form must be signed to enable your directions to be implemented.

Individual or Securityholder 1

Sole Director and Sole Company Secretary

Securityholder 2

Director

Securityholder 3

Director / Company Secretary

Contact Name.....

Contact Daytime Telephone.....

Date / / 2019