

ASX ANNOUNCEMENT

30 November 2018

RESULTS OF ANNUAL GENERAL MEETING

Notice is hereby given, in accordance with Listing Rule 3.13.2 and Corporations Law Section 251AA(2) that at the Annual General Meeting (**AGM**) of Elementos Ltd (the **Company**) held today that the resolutions as set out below were passed by a show of hands without amendment.

RESOLUTION 1 (Advisory Resolution)

"That, for the purposes of section 250R(2) of the Corporations Act, and for all other purposes, the Remuneration Report for the year ended 30 June 2018 (as set out in the Directors' Report) be adopted."

RESOLUTION 2 (Ordinary Resolution)

"That Corey Nolan, who retires by rotation in accordance with clause 8.3 of the Company's Constitution and Listing Rule 14.4 and, being eligible, offers himself for re-election, is re-elected as a Director of the Company."

RESOLUTION 3 (Ordinary Resolution)

"That the Employee Share and Option Plan, which is summarised in the attached Explanatory Memorandum and at (Annexure A), be approved and that for the purposes of Exception 9(b) of Listing Rule 7.2 and for all other purposes, the issue of securities under the Employee Share and Option Plan within three (3) years from the date of this resolution be an exception to Listing Rules 7.1 and 7.1A."

RESOLUTION 4 (Ordinary Resolution)

"That the Performance Rights Plan, which is summarised in the attached Explanatory Memorandum (and at Annexure B), be approved and that for the purposes of exception 9(b) of Listing Rule 7.2, the issue of Performance Rights under the Performance Rights Plan within three (3) years from the date of this resolution be an exception to Listing Rule 7.1".

RESOLUTION 5 (Ordinary Resolution)

"That, in accordance with Listing Rule 7.4, and for all other purposes, the Shareholders ratify the issue of up to 200,000,000 Shares in the Company at an issue price of \$0.006 per share (Placement Shares) to unrelated professional, sophisticated or other investors that fall within one or more of the classes of exemptions specified in section 708 of the Corporations Act 2001 (Cth) (**Placement**) on the terms and conditions set out in the Explanatory Memorandum."

RESOLUTION 6 (Ordinary Resolution)

"That, in accordance with Listing Rule 7.4, and for all other purposes, the Shareholders ratify the previous issue of up to 100,000,000 Lions Bay Options issued to Lions Bay (or its nominees) on the terms and conditions set out in the attached Explanatory Memorandum."

RESOLUTION 7 (Ordinary Resolution)

“That, in accordance with Listing Rule 7.1, and for all other purposes, and subject to the passing of Resolution 8, the Company be authorised to issue:

- a) one Debenture with a face value of CAD\$1,000,000 to Mark Wellings and the conversion of some or all of this Debenture into Shares at a conversion price equal to the higher of AUD\$0.004 or the volume weighted average price at which Shares have traded on the ASX for the 20 Trading Days prior to the date of the relevant conversion notice; and
- b) 1,000,000,000 Convertible Redeemable Preference Shares (**CRPS**) to Eurotin Limited and the conversion of some or all of these CRPS to Shares by the shareholders of Eurotin Limited,

on the terms and conditions contained in this Notice of Meeting and the attached Explanatory Memorandum.”

RESOLUTION 8 (Special Resolution)

“That, for the purposes of section 254A(2) of the Corporations Act and for any and all relevant purposes, and subject to the passing of Resolution 7, the Company be authorised to issue preference shares in the Company, as the CRPS, on the terms and conditions as summarised in the Explanatory Memorandum.”

RESOLUTION 9 (Special Resolution)

“That, pursuant to and in accordance with Listing Rule 7.1A and for all other purposes, Shareholders approve the issue of Equity Securities of up to 10% of the issued capital of the Company (at the time of the issue) calculated in accordance with the formula prescribed in Listing Rule 7.1A.2, over a 12 month period from the date of the Meeting, at a price not less than that determined pursuant to Listing Rule 7.1A.3 and otherwise on the terms and conditions in the Explanatory Memorandum (**Placement Securities**).”

In respect of the resolutions, the total number of proxy votes exercisable by all proxies validly appointed and the total number of proxy votes in respect of which the appointments specified that:

- I. The proxy was to vote for the resolution; and
- II. The proxy was to vote against the resolution; and
- III. The proxy was able to vote at the proxy’s discretion; and
- IV. The proxy abstained from voting

are set out below:

Resolution	For	Against	Discretion	Abstain	Total
1	396,902,263	2,440,447	1,154,702	320,249,635	720,747,047
2	686,825,014	3,497,327	29,424,706	1,000,000	720,747,047
3	387,205,530	13,450,297	1,154,702	318,936,518	720,747,047
4	320,858,562	79,797,265	1,154,702	318,936,518	720,747,047

Resolution	For	Against	Discretion	Abstain	Total
5	519,270,025	2,385,649	29,424,706	169,666,667	720,747,047
6	658,371,673	4,509,238	29,424,706	28,441,430	720,747,047
7	687,626,240	3,696,101	29,424,706	-	720,747,047
8	685,321,584	6,000,757	29,424,706	-	720,747,047
9	688,509,371	2,812,970	29,424,706	-	720,747,047

For more information, please contact:

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