

**MINUTES OF THE ANNUAL GENERAL MEETING
OF MEMBERS OF THE COMPANY**

Held at 11:00 am on Friday 10 May 2019 in Offices of Boardroom Pty Limited Level 12 225 George St
Sydney

BOARD PRESENT:	<p>Mr N Andrews, Executive Chairman Mr A Labuschagne Non-Executive Director Mr A Malhotra Independent Director</p> <p>Apologies from: Mr K Xie, Non-Executive Director Mr Shun Li (alternate director for Mr K Xie) Mr Z Li, Non-Executive Director Mr R Kaye, Independent Director</p>
MAGONTEC SENIOR EXECUTIVES IN ATTENDANCE:	<p>Mr Xunyou Tong (President Magontec Asia) Mr Derryn Chin Chief Financial Officer (CFO) Mr John Talbot, Company Secretary Ms Chloe Hua, Board Secretary and Financial Accountant</p>
QSLM and OTHER EXECUTIVES IN ATTENDANCE	<p>Mr Qiuping Yu Vice President Qinghai Salt Lake Industries Co Ltd Mr Peng Yang CFO of Keweier Metal Co Limited a significant Magontec shareholder.</p>
MEMBERS' IN ATTENDANCE:	<p>A list of members who attended the meeting has been noted by the share registry provider.</p>
OPENING:	<p>Mr Andrews opened the meeting at 11:00am. Mr Andrews chaired the meeting except in relation to Items 5 and 6 of the formal business where Mr Atul Malhotra acted as Chairman.</p>
PRELIMINARIES:	<p>After welcoming members, the Chairman introduced the Company directors to the meeting.</p> <p>The Chairman also welcomed and introduced to the meeting the Company's guests, Mr Qiuping Yu Vice President Qinghai Salt Lake Industries Co Ltd, and Mr Peng Yang CFO of Keweier Metal Co Limited a significant Magontec shareholder.</p> <p>The Chairman also introduced to the meeting the following people -</p> <ul style="list-style-type: none"> • Magontec senior executives - Mr Xunyou Tong (President Magontec Asia), Mr Derryn Chin Chief Financial Officer, Mr John Talbot Company Secretary, Ms Chloe Hua Board Secretary and Financial Accountant; and • Mr Greg Boston representing Camphin Boston - the Company's Auditor. <p>The Chairman noted that a quorum was present (at least 3 members present in person or by proxy).</p> <p>The Chairman advised that the minutes of the previous Annual General Meeting of members held on Thursday 10 May 2018 had been signed as a correct record. The Chairman noted that those minutes and a record of Directors' interests in the shares of the Company are available upon request.</p>
PROXIES:	<p>The Chairman said that a number of valid proxies had been received from Shareholders and those proxy details would be displayed later and the Company would be releasing the details to the Australian Stock Exchange Limited after the closure of the meeting. The Chairman also stated that the proxy voting form provides that as Chair of the meeting he is empowered to vote all undirected proxies in favour of all Items of business.</p>
CHAIRMAN ADDRESS:	<p>The Chairman addressed the members after which questions from the floor were invited and discussion ensued. Matters raised by shareholders and discussed</p>

	<p>included –</p> <ol style="list-style-type: none"> 1. Possibility of paying a small dividend? <ol style="list-style-type: none"> a. The Chairman indicated he would raise the matter with the Board for discussion. 2. What is the likelihood of QSLM resolving the delivery issues by August and whether external consultants/experts are involved in the identification and implementation of solutions? <ol style="list-style-type: none"> a. The Chairman confirmed that Hatch remains involved as a consultant. b. He expressed the opinion that the high profile and importance of the QSLM project will compel a solution to be found. c. He also spoke of the nickel contamination issues. d. The Chairman expressed his confidence that QSLM has focussed its energies and are working very hard to solve the issues associated with liquid Mg delivery. 3. In relation to the declared strategy to invest in a new recycling facility what is the likely cost, location and timing of such an investment? <ol style="list-style-type: none"> a. The Chairman explained that location of such plant would almost certainly be in eastern China. b. A possible site has been identified and preliminary discussions held with the owner of that site. c. But nothing is finalised or approved. d. He explained that an investment in a new recycling plant is not something the Company would want to undertake until the rate of production output at the Magontec Qinghai plant requires recycling as a product offering to alloy customers as a means of encouraging sales. 4. What confidence does the Company have that it understands the issues within QSLM causing the delivery delays? <ol style="list-style-type: none"> a. The Chairman explained the significant human resources the Company already has located at Qinghai. b. Among these people is a very competent General Manager who has developed strong relationships with the QSLM management team that allows him to have a very good understanding of the QSLM issues. c. Magontec's representation on a project committee with QSLM personnel provides periodic information on project progress. d. These communication avenues coupled with the Chairman's own visits to the site provides for an appropriate grasp on the issues causing the delivery delay. 5. Observation by a shareholder of the possible benefit to the share price of a small dividend payment to shareholders and that shareholders maybe reluctant to provide a contribution to further capital needs until they see a dividend. <ol style="list-style-type: none"> a. The Chairman said he would discuss that observation with the Board.
<p>ITEM 1 Financial Report and Directors' and Audit Report</p>	<p>Shareholders were given the opportunity to raise questions with respect to the reports and statements for the twelve-month reporting period ended 31 December 2018.</p>
<p>ITEM 2 Adoption of Remuneration Report (advisory only resolution)</p>	<p>The Chairman stated shareholders are entitled to vote on the question whether the Remuneration Report as contained in the Annual Report for the twelve-month reporting period ended 31 December 2018 is to be adopted. Shareholders should note, however, that this is an "advisory only" resolution, which does not bind the Directors of the Company.</p> <p>After the resolution had been moved and seconded, and discussions allowed, it was resolved to adopt the Remuneration Report.</p>
<p>ITEM 3 Confirmation of Mr Atul Malhotra as an Independent Director of the Company (ordinary</p>	<p>After the resolution had been moved and seconded, and discussions allowed, it was resolved that Mr Atul Malhotra be confirmed as an Independent Director of the Company.</p>

resolution)	
ITEM 4 Re-election of Non-executive Director Mr Willie Andre Labuschagne (ordinary resolution)	After the resolution had been moved and seconded, and discussions allowed, it was resolved that Mr Willie Andre Labuschagne be re-appointed as a Non-executive Director of the Company.

At this stage of proceedings Mr Andrews transferred conduct of the meeting to Mr Atul Malhotra a member of Magontec's Remuneration and Appointments Committee.

ITEM 5 Confirm the issue of 3,272,727 Performance Rights to the Executive Chairman Mr Nicholas Andrews (ordinary resolution)	<p>After the resolution had been explained by Mr Malhotra, and the resolution moved and seconded, discussion ensued.</p> <p>The subsequent discussion examined the nature and purpose of Performance Rights, the affect of their issue on the equity interests of existing shareholders and the justification for their issue to Mr Andrews. After allowing an appropriate time for these matters to be aired it was resolved that the issue of 3,272,727 Performance Rights be approved.</p>
ITEM 6 Change of Rules to the Incentive plan for the Magontec global management group (ordinary resolution)	After the resolution had been explained by Mr Malhotra, subsequently moved and seconded, and discussion allowed, it was resolved that the proposed amendment to the Constitution be approved.

Mr Malhotra returned conduct of the meeting to Mr Andrews

GENERAL DISCUSSION:	No general discussion took place.
OTHER BUSINESS:	The Chairman advised there was no further general business and the meeting formally closed at 12:20pm.

Results of Voting On Resolutions

The result of voting on the resolutions put to the 2019 AGM, is shown below in accordance with ASX Listing Rule 3.13.2.

Ordinary Business

Ordinary Business		
Resolution 2	To adopt the 2018 Remuneration Report (advisory only resolution)	The resolution was approved by a simple majority - show of hands.
Resolution 3	To confirm Mr Atul Malhotra as a Director of the Company (ordinary resolution)	The resolution was approved by a simple majority - show of hands.
Resolution 4	To re-elect Mr Willie Andre Labuschagne as a Director (ordinary resolution)	The resolution was approved by a simple majority - show of hands.
Resolution 5	Issue of 3,272,727 Performance Rights to the Executive Chairman Mr Nicholas Andrews (ordinary resolution)	The resolution was approved by a simple majority - show of hands.
Resolution 6	Change of Rules to the Incentive plan for the Magontec global management group (ordinary resolution)	The resolution was approved by a simple majority - show of hands.

Proxy Voting Statistics

Further information, as required by section 251AA(2) of the Corporations Act 2001 (Cth) in relation to the 2019 AGM, is shown below.

Resolution	Decided by Show of Hands (S) or Poll (P)	Total Number of Proxy Votes exercisable by proxies validly appointed ⁽¹⁾	FOR	AGAINST	OPEN VOTES		ABSTAIN
					Held By Proxy Holders	Unusable in favour	
2. To adopt the Remuneration Report as per 31 December 2018 Annual Report	S	815,651,463	794,544,514	3,429,737	17,677,212		12,142,465
3. To confirm Mr Atul Malhotra as a Director of the Company	S	505,722,995	477,822,980	492,881	27,407,134		342,325,356
4. To re-elect Mr Willie Andre Labuschagne as a Director	S	845,873,997	625,775,637 ²	43,816,519	27,407,334	148,874,507	2,174,248
5. Issue of Performance Rights to the Executive Chairman Mr Nicholas Andrews	S	832,141,970	773,113,604	31,870,423	27,157,943		15,906,325
6. Change of Rules to the Incentive plan for the Magontec global management group	S	820,494,075	762,638,507 ²	30,574,929	17,397,666	9,882,973	17,183,026

Notes

1. Aggregate of "For", "Against", "Open Votes".
2. Excludes "Unusable in favour"

13 May 2019



Nicholas Andrews
Executive Chairman