



**ROBO 3D LIMITED**  
**ACN 009 256 535**

# **Notice of Annual General Meeting**

## **Explanatory Statement and Proxy Form**

Date of Meeting:  
**Friday, 30 November 2018**

Time of Meeting:  
**10.00AM (WST)**

Place of Meeting:  
**Albion Capital Partners**  
**Unit 8-9, 88 Forrest Street**  
**Cottesloe WA 6011**

*This Notice of Annual General Meeting and Explanatory Statement should be read in its entirety. If Shareholders are in doubt as to how they should vote, they should seek advice from their accountant, solicitor or other professional advisor without delay.*

# ROBO 3D LIMITED

ACN 009 256 535

Registered Office: Level 4, 100 Albert Road, South Melbourne VIC 3205

## NOTICE OF ANNUAL GENERAL MEETING

Notice is hereby given that the Annual General Meeting of Shareholder of Robo 3D Limited ("Robo" or the "Company") will be held at Albion Capital Partners, Unit 8-9, 88 Forrest Street, Cottesloe, WA, 6011, at 10.00am (WST) on Friday, 30 November 2018 ("Annual General Meeting" or "Meeting").

### AGENDA

The Explanatory Statement and Proxy Form which accompany and form part of this Notice, include defined terms and describe in more detail the matters to be considered. Please consider this Notice, the Explanatory Statement and the Proxy Form in their entirety. Terms and abbreviations used in this Notice and Explanatory Statement are defined in the Glossary.

#### ORDINARY BUSINESS

##### Receipt and Consideration of Annual Report

To receive and consider the Annual Report of the Company for the year ended 30 June 2018, which includes the Financial Report, the Directors' Report and the Auditor's Report.

*There is no requirement for shareholders to approve these reports. Accordingly, no resolution will be put to shareholders on this item of business.*

##### Resolution 1: Adoption of Remuneration Report

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

*"That the Remuneration Report (included in the Directors' report) for the financial year ended 30 June 2018 be adopted as described in the Explanatory Statement."*

##### Resolution 2: Re-election of Mr Tim Grice as a Director of the Company

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

*"That Mr Tim Grice, who retires by rotation as a Director in accordance with Clause 13.2 of the Constitution of the Company, being eligible and offering himself for re-election, be re-elected as a Director of the Company."*

##### Resolution 3: Election of Mr Tony Grist as a Director of the Company

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

*"That Mr Tony Grist, having been appointed as a Director during the year, vacates office in accordance with the Constitution of the Company and, being eligible, offers himself for election, as a Director of the Company."*

##### Resolution 4: Ratification of Prior Issue of Shares

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

*"That for the purposes of Listing Rule 7.4 and for all other purposes, shareholders approve, ratify and confirm the issue on 28 August 2018 of 4,075,000 Fully Paid Ordinary Shares, at a deemed issue price of \$0.025 (2.5 cents) to Employees of the Company, as described in the Explanatory Statement."*

## **SPECIAL BUSINESS**

### **Resolution 5: Change of Company Name**

To consider and, if thought fit, pass the following resolution as a special resolution:

*“That, for the purposes of Section 157 of the Corporations Act and for all other purposes, shareholders approve the change of Company’s name from Robo 3D Limited to STEMify Limited with effect from the date on which the Australian Securities and Investment Commission changes the details of the Company’s registration to reflect the change in name, for the purpose set out in the Explanatory Statement.”*


### **Resolution 6: Approval of 10% Placement Facility**

To consider and, if thought fit, pass the following resolution as a 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 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 and on the terms and conditions in the Explanatory Statement.”*

DATED this 26<sup>th</sup> day of October 2018

By order of the Board



**Justin Mouchacca**  
**Company Secretary**

## Notes

1. **Entire Notice:** The details of the resolution contained in the Explanatory Statement accompanying this Notice of Meeting should be read together with, and form part of, this Notice of Meeting.
2. **Record Date:** The Company has determined that for the purposes of the Annual General Meeting, only those persons who are registered as Shareholders at 7.00pm (WST) on Wednesday, 28 November 2018 will be entitled to vote at the Annual General Meeting and transfers registered after that time will be disregarded in determining entitlements to attend and vote at the Annual General Meeting.
3. **Proxies**
  - a. Votes at the Annual General Meeting may be given personally or by proxy, attorney or representative.
  - b. Each shareholder has a right to appoint one or two proxies. A proxy need not be a shareholder of the Company.
  - c. Where a shareholder is entitled to cast two or more votes, the shareholder may appoint two proxies and may specify the proportion of number of votes each proxy is appointed to exercise.
  - d. If a shareholder appoints two proxies, and the appointment does not specify the proportion or number of the shareholder's votes, each proxy may exercise half of the votes. If a shareholder appoints two proxies, neither proxy may vote on a show of hands.
  - e. A proxy must be signed by the shareholder or his or her attorney who has not received any notice of revocation of the authority. Proxies given by corporations must be signed in accordance with corporation's constitution and Corporations Act.
  - f. To be effective, proxy forms must be received by the Company's share registry (Advanced Share Registry Ltd) no later than 48 hours before the commencement of the Annual General Meeting, this is no later than 10.00am (WST) on Wednesday, 28 November 2018. Any proxy received after that time will not be valid for the scheduled meeting.

## 4. Corporate Representative

Any corporate shareholder who has appointed a person to act as its corporate representative at the Meeting should provide that person with a certificate or letter executed in accordance with the Corporations Act authorising him or her to act as that company's representative. The authority may be sent to the Company and/or registry in advance of the Meeting or handed in at the Meeting when registering as a corporate representative.

## 5. Voting Exclusion Statement:

### Resolution 1

The Company will disregard any votes cast on this Resolution (in any capacity) by or on behalf of a member of the Key Management Personnel (being those persons described as such in the Remuneration Report) or a closely related party of such a member unless the vote cast as proxy for a person entitled to vote:

- (a) In accordance with a direction on the Proxy Form; or
- (b) By the Chairman of the meeting as proxy for a person entitled to vote and the Chairman has received express authority to vote undirected proxies as the Chairman sees fit.

Accordingly, if you intend to appoint a member of Key Management Personnel as your proxy, please ensure that you direct them how to vote. If you intend to appoint the Chairman of the meeting as your proxy, you can direct him to vote by marking the box for Resolution 1. By marking the Chairman's box on the proxy form you acknowledge that the Chairman of the meeting will vote in favour of this item of business as your proxy.

### Resolution 2, 3 and 5

There are no voting exclusions on these Resolutions.

### Resolution 4

The Company will disregard any votes cast in favour of this Resolution by or on behalf of a person who participate in, the issue and any associates of those persons.

However, the Company need not disregard a vote if it is cast by a person as a proxy for a person who is entitled to vote, in accordance with the directions on the Proxy Form or it is cast by the person chairing the meeting as proxy for a person who is entitled to vote, in accordance with a direction on the Proxy Form to vote as the proxy decides.

### Resolution 6

The Company will disregard any votes cast in favour of this Resolution by or on behalf of a person who will participate in, or who will obtain a material benefit as a result of, the proposed issue except a benefit solely by reason of being a holder of ordinary shares, or any associate of that person.

However, the Company need not disregard a vote on this Resolution if:

- (a) it is cast by a person as a 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 person chairing the Meeting as proxy for a person who is entitled to vote in accordance with a direction on the Proxy Form to vote as the proxy decides.

## Enquiries

Shareholders are invited to contact the Company Secretary, Justin Mouchacca on (03) 9692 7222 if they have any queries in respect of the matters set out in these documents.

# EXPLANATORY STATEMENT

## Receipt and Consideration of Annual Report

A copy of the Annual Report for the financial year ending 30 June 2018 (which incorporates the Company's Financial Report, Directors Report (including the Remuneration Report) and the Auditors Report) is available on the Company's website: [www.rob3d.com](http://www.rob3d.com) or via the Company's announcement platform on ASX. Alternatively, you may obtain a copy free of charge in hard copy form by contacting the Company by phone at (03) 9692 7222, and you may request that this occurs on a standing basis for future years. There is no requirement for Shareholders to approve the Annual Report.

Shareholders will be offered the following opportunities:

- (a) discuss the Annual Report for the financial year ended 30 June 2018;
- (b) ask questions about, or make comments on, the management of the Company;
- (c) ask questions about, or make comments on, the Remuneration Report;
- (d) ask the auditor questions about:
  - (i) the conduct of the audit;
  - (ii) the preparation and content of the Auditor's Report;
  - (iii) the accounting policies adopted by the Company in relation to the preparation of the financial statements; and
  - (iv) the independence of the auditor in relation to the conduct of the audit,

In addition to taking questions at the Meeting, written questions to the Chairman about the management of the Company, or to the Company's auditor about:

- (a) the content of the Auditor's Report;
- (b) the conduct of the audit of the Financial Report;

may be submitted no later than 5 business days before the Meeting to the Company Secretary at the Company's registered office.

## Resolution 1: Adoption of Remuneration Report

### **Background**

Section 250R(2) of the Corporations Act requires that a resolution to adopt the Remuneration Report must be put to the vote at the Annual General Meeting. The vote on this Resolution is advisory only and does not bind the Directors or the Company.

The Remuneration Report is set out in the Directors' Report in the Company's 2018 Annual Report. The Remuneration Report sets out the Company's remuneration arrangements for the Directors and senior management of the Company.

In accordance with Section 250SA of the Corporations Act 2001, Shareholders will be provided with a reasonable opportunity to ask questions concerning, or make comments on, the remuneration report at the Annual General Meeting.

The Corporations Act requires the Company to put a resolution to Shareholders that, in accordance with Division 9 of Part 2G.2 of the Corporations Act, if twenty five (25%) per cent or more of votes that are cast are voted against the adoption of the Remuneration Report at two consecutive Annual General Meetings, Shareholders will be required to vote at the second of those Annual General Meetings on a resolution (a "spill resolution") that another meeting be held within 90 days at which all of the Company's Directors (other than the Managing Director) must go up for re-election.

### **Board Recommendation**

The Board encourage all eligible Shareholders to cast their votes in favour of Resolution 1. The Chairman of the Meeting intends to vote undirected proxies in favour of Resolution 1.

### **Voting Exclusions**

The Company will disregard any votes cast in favour of this Resolution (in any capacity) by or on behalf of a member of the Key Management Personnel (being those persons described as such in the Remuneration Report) or a closely related party of such a member unless the vote cast as proxy for a person entitled to vote in accordance with a direction on the Proxy Form.

Any undirected proxies held by Directors or other Key Management Personnel or their closely related parties for the purposes of Resolution 1 (excluding the Chairman) will not be voted on Resolution 1. Accordingly, if you intend to appoint a member of Key Management Personnel as your proxy, please ensure that you direct them how to vote. If you intend to appoint the Chairman of the meeting as your proxy, you can direct him to vote by marking the box for Resolution 1. By marking the Chairman's box on the Proxy Form you acknowledge that the Chairman of the Meeting will vote in favour of this item of business as your proxy.

## **Resolution 2: Re-election of Mr Tim Grice as a Director of the Company**

### ***Background***

Clause 13.2 of the Constitution of the Company requires that at every Annual General Meeting, at least one-third of the Directors (other than the Managing Director) shall retire from office and provides that such Directors are eligible for re-election at the meeting. Mr Tim Grice will retire by rotation and, being eligible, offers himself for re-election.

Mr Grice is an experienced business advisor and capital markets professional with over 30 years' experience. He has held a number of senior advisor positions at national and international stockbroking firms and been involved in raising capital for many emerging companies in technology, biotechnology and resources.

### ***Board Recommendation***

The Board (with Mr Grice abstaining) recommends that Shareholders vote in favour of Resolution 2. The Chairman of the Meeting intends to vote undirected proxies in favour of Mr Grice's re-election.

### ***Voting Exclusions***

There are no voting exclusions on this Resolution.

## **Resolution 3: Election of Mr Tony Grist as a Director of the Company**

### ***Background***

Mr Tony Grist was appointed as Chairman and Director of the Company on 27 August 2018 as a casual vacancy and is eligible for election under the Company's Constitution.

Mr Grist was co-founder and former CEO, and later Chairman, of ASX-Listed Amcom Telecommunications. He led Amcom's merger with Vocus Communications to create a A\$5.0bn major Trans-Tasman fibre-optic carrier business. Whilst Chairman of Amcom, he led the purchase of 19.9% of iiNet at \$85m market cap, which became 23.5% after follow-on financing. He subsequently joined the board of iiNet, which made 21 Acquisitions over 6 years before TPG's acquisition at a \$1.6bn market cap.

Currently Mr Grist is Principal of Albion Capital Partners, an active VC business which had founding cornerstone positions in US oriented geospatial imagery business, Spookfish, radiotherapy medical device company Oncosil, stem cell regenerative medicine company Cynata Therapeutics, and also led the purchase from Mayne Health and relisting on the ASX of Mayne Pharma, amongst many other innovative transactions. Mr Grist has had directorships in Canada, United Kingdom and Australia in the healthcare, mining and energy industries.

### ***Board Recommendation***

The Board (with Mr Grist abstaining) recommends that Shareholders vote in favour of Resolution 3. The Chairman of the Meeting intends to vote undirected proxies in favour of Mr Grist's re-election.

### ***Voting Exclusions***

There are no voting exclusions on this Resolution.

## **Resolution 4: Ratification of Prior Issue of Shares**

### ***Background***

The Company is seeking Shareholder approval to ratify the issue of 4,075,000 Shares at a deemed issue price of \$0.025 per Share to employees of the Company on immediate vesting of Performance Rights pursuant to the Company's Employee Performance Rights Plan.

The Shares were issued within the Company's 15% annual limit permitted under Listing Rule 7.1 without the need for Shareholder approval.

Listing Rule 7.1 provides that a company must not (subject to specified exceptions), without the approval of shareholders, issue or agree to issue during any 12 month period any equity securities, or other securities with rights to conversion to equity (such as an option), if the number of those securities exceeds 15% of the number of ordinary securities on issue at the commencement of that 12 month period.

Listing Rule 7.4 provides that a company may reinstate its capacity to issue up to 15% of the ordinary securities on issue in a 12 month period if shareholders ratify the previous issue of securities and the issue did not breach Listing Rule 7.1.

Accordingly, Resolution 4 seeks Shareholder approval for the ratification of the prior issue of the Placement Shares pursuant to Listing Rule 7.4. By ratifying the issue of the Placement Shares (and ratifying the other issues of Shares and Options the subject of this Notice), the Company's ability to issue securities within the 15% placement capacity under Listing Rule 7.1 during the next 12 months without obtaining prior Shareholder approval will be restored.

Listing Rule 7.5 requires that the following information be provided to shareholders for the purpose of obtaining shareholder approval pursuant to Listing Rule 7.4:

- (a) the total number of Shares that were issued is 4,075,000;
- (b) the Shares were issued at a deemed price of \$0.025 (2.5 cents) per Share;
- (c) the Shares issued are fully paid ordinary shares in the capital of the Company and rank equally with the existing Shares on issue;
- (d) the Shares were issued to employees of the Company pursuant to the Company's Employee Performance Plan;
- (e) a voting exclusion statement is included in the Notice.

### ***Board Recommendation***

The Board recommends that Shareholders vote in favour of this Resolution. The Chairman of the Meeting intends to vote undirected proxies in favour of this Resolution.

### ***Voting Exclusions***

The Company will disregard any votes cast in favour of this Resolution by or on behalf of a person who participated in the issue or any associates of those persons.

However, the Company need not disregard a vote if it is cast by a person as a proxy for a person who is entitled to vote, in accordance with the directions on the Proxy Form or it is cast by the person chairing the meeting as proxy for a person who is entitled to vote, in accordance with a direction on the Proxy Form to vote as the proxy decides.

### **Resolution 5: Change of Company Name**

The Company is seeking Shareholder approval to change the Company's name from Robo 3D Limited to STEMify Limited.

The Board is in the process of developing a strategy to refresh and enhance the Company's brand. The Board believes that changing the name of the Company to STEMify Limited is consistent with the Company's current operations.

The Company hopes that the proposed new name will help to facilitate an improved understanding of the Company's businesses and growth strategy.

If the special resolution is approved by Shareholders, the proposed name change of the Company will be lodged with the Australian Securities and Investments Commission (**ASIC**). The Board will also request the ASX change the Company's listing code from "RBO" to "SF1" after the name change is effective.

## ***Board Recommendation***

The Board recommends that Shareholders vote in favour of the change of Company name from Robo 3D Limited to STEMify Limited. The Chairman of the Meeting intends to vote undirected proxies in favour of the change of Company name.

## ***Voting Exclusions***

There are no voting exclusions on this Resolution.

## **Resolution 6: Approval of 10% Placement Facility**

### ***Background***

Listing Rule 7.1A enables eligible entities to issue Equity Securities up to 10% of its issued share capital through placements over a 12 month period after the Annual General Meeting ("10% Placement Facility"). The 10% Placement Facility is in addition to the Company's 15% placement capacity under Listing Rule 7.1.

An eligible entity for the purposes of Listing Rule 7.1A is an entity that is not included in the S&P/ASX 300 Index and has a market capitalisation of \$300 million or less. The Company is an eligible entity.

The Company is seeking shareholder approval by way of a special resolution to have the ability, if required, to issue Equity Securities under the 10% Placement Facility. The effect of Resolution 6 will be to allow the Directors to issue Equity Securities under Listing Rule 7.1A during the 10% Placement Period without using the Company's 15% placement capacity under Listing Rule 7.1.

If Shareholders approve Resolution 6, the number of Equity Securities to be issued under the 10% Placement Facility will be determined in accordance with the formula prescribed in Listing Rule 7.1A.2 (see below).

Resolution 6 is a special resolution and therefore requires approval of 75% of the votes cast by Shareholders present and eligible to vote (in person, by proxy, by attorney or, in the case of a corporate Shareholder, by a corporate representative).

### **Description of Listing Rule 7.1A**

#### ***(a) Shareholder approval***

The ability to issue Equity Securities under the 10% Placement Facility is subject to shareholder approval by way of a special resolution at an Annual General Meeting. This means it requires approval of 75% of the votes cast by shareholders present and eligible to vote (in person, by proxy, by attorney or, in the case of a corporate shareholder, by a corporate representative).

#### ***(b) Equity Securities***

Any Equity Securities issued under the 10% Placement Facility must be in the same class as an existing quoted class of Equity Securities of the Company. The Company, as at the date of the Notice, has on issue one class of quoted Equity Securities, being Shares (ASX: RBO).

#### ***(c) Formula for calculating 10% Placement Facility***

Listing Rule 7.1A.2 provides that eligible entities which have obtained shareholder approval at an annual general meeting may issue or agree to issue, during the 12 month period after the date of the annual general meeting, a number of Equity Securities calculated in accordance with the following formula:

$$(A \times D) - E$$

**A** is the number of shares on issue 12 months before the date of issue or agreement:

- (A) plus the number of fully paid shares issued in the 12 months under an exception in Listing Rule 7.2;
- (B) plus the number of partly paid shares that became fully paid in the 12 months;



- (C) plus the number of fully paid shares issued in the 12 months with approval of holders of shares under Listing Rules 7.1 and 7.4. This does not include an issue of fully paid shares under the entity's 15% placement capacity without shareholder approval;
- (D) less the number of fully paid shares cancelled in the 12 months.

Note that A has the same meaning in Listing Rule 7.1 when calculating an entity's 15% placement capacity.

**D** is 10%

**E** is the number of Equity Securities issued or agreed to be issued under Listing Rule 7.1A.2 in the 12 months before the date of the issue or agreement to issue that are not issued with the approval of shareholders under Listing Rule 7.1 or 7.4.

(d) *Listing Rule 7.1 and Listing Rule 7.1A*

The ability of an entity to issue Equity Securities under Listing Rule 7.1A is in addition to the entity's 15% placement capacity under Listing Rule 7.1.

The actual number of Equity Securities that the Company will have capacity to issue under Listing Rule 7.1A will be calculated at the date of issue of the Equity Securities in accordance with the formula prescribed in Listing Rule 7.1A.2 (as set out above).

(e) *Minimum Issue Price*

The issue price of Equity Securities issued under Listing Rule 7.1A must be not less than 75% of the VWAP of Equity Securities in the same class calculated over the 15 Trading Days on which trades in that class were recorded immediately before:

- (i) the date on which the price at which the Equity Securities are to be issued is agreed; or
- (ii) if the Equity Securities are not issued within 5 Trading Days of the date in paragraph (i) above, the date on which the Equity Securities are issued.

(f) *10% Placement Period*

Shares may be issued under the 10% Placement Facility under Listing Rule 7.1A during the period from the date of the Meeting until the earlier to occur of:

- (i) the date that is 12 months after the date of the Meeting; or
- (ii) the date of the approval by shareholders of a transaction under Listing Rules 11.1.2 (a significant change to the nature or scale of activities) or 11.2 (disposal of main undertaking),

**(10% Placement Period).**

### **Listing Rule 7.1A**

The effect of Resolution 6 will be to allow the Directors to issue Equity Securities under Listing Rule 7.1A during the 10% Placement Period without using the Company's 15% placement capacity under Listing Rule 7.1.

Resolution 6 is a special resolution and therefore requires approval of 75% of the votes cast by Shareholders present and eligible to vote (in person, by proxy, by attorney or, in the case of a corporate Shareholder, by a corporate representative).

### **Specific information required by Listing Rule 7.3A**

Pursuant to and in accordance with Listing Rule 7.3A, information is provided in relation to the approval of the 10% Placement Facility as follows:

- (a) The Equity Securities will be issued at an issue price of not less than 75% of the VWAP for the Company's Equity Securities over the 15 Trading Days on which trades in that class were recorded immediately before:
  - (i) the date on which the price at which the Equity Securities are to be issued is agreed; or

- (ii) if the Equity Securities are not issued within 5 trading days of the date in paragraph (i) above, the date on which the Equity Securities are issued.
- (b) If Resolution 6 is approved by Shareholders and the Company issues Equity Securities under the 10% Placement Facility, the existing Shareholders' voting power in the Company will be diluted as shown in the below table. Shareholders may be exposed to economic risk and voting dilution, including the following:
- (i) the market price for the Company's Equity Securities may be significantly lower on the date of the issue of the Equity Securities than on the date of the Annual General Meeting; and
- (ii) the Equity Securities may be issued at a price that is at a discount to the market price for the Company's Equity Securities on the issue date or the Equity Securities are issued as part of consideration for the acquisition of a new asset,

which may have an effect on the amount of funds raised by the issue of the Equity Securities.

The below table shows the dilution of existing Shareholders on the basis of the current market price of Shares and the current number of ordinary securities for variable "A" calculated in accordance with the formula in Listing Rule 7.1A(2) as at the date of this Notice.

The table also shows:

- two examples where variable "A" has increased, by 50% and 100%. Variable "A" is based on the number of ordinary securities the Company has on issue. The number of ordinary securities on issue may increase as a result of issues of ordinary securities that do not require Shareholder approval (for example, a pro rata entitlements issue or scrip issued under a takeover offer) or future specific placements under Listing Rule 7.1 that are approved at a future Shareholders' meeting; and,
- two examples of where the issue price of ordinary securities has decreased by 50% and increased by 100% as against the current market price.

Variable 'A' in Listing Rule 7.1A.2		Issue Price		
		\$0.010 50% decrease in Current Share Price	\$0.020 Current Share Price	\$0.040 100% increase in Current Share Price
<b>Current Variable A</b> 558,868,914 Shares	<b>10% Voting Dilution</b>	55,886,891 Shares		
	<b>Funds raised</b>	\$558,869	\$1,117,738	\$2,235,476
<b>50% increase in current Variable A</b> 838,303,371 Shares	<b>10% Voting Dilution</b>	83,830,337 Shares		
	<b>Funds raised</b>	\$838,303	\$1,676,607	\$3,353,213
<b>100% increase in current Variable A</b> 1,117,737,828 Shares	<b>10% Voting Dilution</b>	111,773,783 Shares		
	<b>Funds raised</b>	\$1,117,738	\$2,235,476	\$4,470,951

The table has been prepared on the following assumptions:

- The Company issues the maximum number of Equity Securities available under the 10% Placement Facility.
- No Options are exercised into Shares before the date of the issue of the Equity Securities;
- The 10% voting dilution reflects the aggregate percentage dilution against the issued share capital at the time of issue. This is why the voting dilution is shown in each example as 10%.

- The table does not show an example of dilution that may be caused to a particular Shareholder by reason of placements under the 10% Placement Facility, based on that Shareholder's holding at the date of the Meeting.
  - The table shows only the effect of issues of Equity Securities under Listing Rule 7.1A, not under the 15% placement capacity under Listing Rule 7.1.
  - The issue of Equity Securities under the 10% Placement Facility consists only of Shares. If the issue of Equity Securities includes Options, it is assumed that those Options are exercised into Shares for the purpose of calculating the voting dilution effect on existing Shareholders.
  - The issue price is **\$0.02** (2 cents), being the closing price of the Shares on ASX on **25 October 2018**.
- (c) The Company will only issue Equity Securities during the 10% Placement Period. The approval under Resolution 6 for the issue of the Equity Securities pursuant to the 10% Placement Capacity will cease to be valid in the event that Shareholders approve a transaction under Listing Rule 11.1.2 (a significant change to the nature or scale of activities or Listing Rule 11.2 (disposal of main undertaking).
- (d) The Company may issue the Equity Securities under the 10% Placement Facility for the following purposes:
- (i) non-cash consideration for the acquisition of the new assets and investments. In such circumstances the Company will provide a valuation of the non-cash consideration as required by Listing Rule 7.1A.3; or
  - (ii) cash consideration. In such circumstances, the Company intends to use the funds raised towards an acquisition of new assets or investments (including expense associated with such acquisition) and continued expenditure on the Company's current assets and/or general working capital.
- The Company will comply with the disclosure obligations under Listing Rules 7.1A(4) and 3.10.5A upon issue of any Equity Securities.
- (e) The Company's allocation policy is dependent on the prevailing market conditions at the time of any proposed issue pursuant to the 10% Placement Facility. The identity of the recipients of Equity Securities will be determined on a case-by-case basis having regard to the factors including but not limited to the following:
- (i) the methods of raising funds that are available to the Company, including but not limited to, rights issue or other issue in which existing security holders can participate;
  - (ii) the effect of the issue of the Equity Securities on the control of the Company;
  - (iii) the financial situation and solvency of the Company; and
  - (iv) advice from corporate, financial and broking advisers (if applicable).
- The recipients under the 10% Placement Facility have not been determined as at the date of this Notice but may include existing substantial Shareholders and/or new Shareholders who are not related parties or associates of a related party of the Company.
- (f) A voting exclusion statement is included in the Notice. At the date of this Notice, the Company has not approached any particular existing Shareholder or security holder or an identifiable class of existing security holder to participate in the issue of the Equity Securities. No existing Shareholder's votes will therefore be excluded under the voting exclusion in the Notice.

### ***Additional Disclosure under Listing Rule 7.3A***

#### **Equity Issues over the Last 12 Months – Listing Rule 7.3A.6**

For the purposes of Listing Rule 7.3A.6(a), the Company advises as follows:

Number of equity securities on issue at commencement of 12 month period	270,162,716
Equity securities issued in the prior 12 month period*	288,006,198
Percentage of share issues represent of total number of equity securities on issue at commencement of 12 month period	106.6%

\* For full details of the issues of equity securities made by the Company since the date of the last Annual General Meeting, see Appendix 1. Included in this Appendix is a summary of the amount of funds raised as a result of the

capital raisings during the previous 12 month period. Up to the date of this notice, the Company has spent approximately \$7 million of the amount raised, with approximately \$600,000 remaining. The remaining funds will be spent on ongoing working capital requirements.

***Board Recommendation***

The Board unanimously recommends that Shareholders vote in favour of this Resolution. The Chairman of the Meeting intends to vote undirected proxies in favour of this Resolution.

***Voting Exclusions***

The Company will disregard any votes cast in favour of this Resolution by or on behalf of any person who may will participate in, the proposed issue or any person or who might will obtain a material benefit as a result of, the proposed issue except a benefit solely by reason of being a holder of ordinary shares, and or any associate of such that person.

However, the Company need not disregard a vote on this Resolution if it is cast by a person as a proxy for a person who is entitled to vote, in accordance with the directions on the Proxy Form or it is cast by the person chairing the Meeting as proxy for a person who is entitled to vote in accordance with a direction on the Proxy Form to vote as the proxy decides.

## Appendix 1

### CASH ISSUES

Date	Number of Securities	Security Type	Terms	Description	Party or Basis	Issue Price	Discount to the Market Price	Total Consideration	Use of Consideration
27/11/2017	11,634,684	FPO	FPO	Pro-rata non-renounceable entitlement issue on a one for eight basis.	Existing Shareholders	\$0.045	Nil	\$523,560.78	Payment of liabilities and existing creditors of the Company and on-going working capital requirements.
6/12/2017	14,465,767	FPO	FPO	Shares issued in accordance with the binding commitments received from investors for the application of shortfall shares.	Professional and sophisticated investors	\$0.045	Nil	\$650,959.52	Payment of liabilities and existing creditors of the Company and on-going working capital requirements.
14/12/2017	70,088,888	FPO	FPO	Issue of Shares	Professional and sophisticated investors	\$0.045	Nil	\$3,153,999.96	Sales and marketing expenses and ongoing working capital expenses.
24/08/2018	130,000,000	FPO	FPO	Issue of Shares	Professional and sophisticated investors	\$0.025	Nil	\$3,250,000	Ongoing working capital expenses.
24/08/2018	7,222,223	FPO	FPO	Issue of Shares	Denlin Nominees Pty Ltd	\$0.045	Nil	\$325,000.03	Ongoing working capital expenses.
<b>Total</b>								<b>7,578,520.26</b>	

### NON-CASH ISSUES

Date	Number of Securities	Security Type	Terms	Description	Party or Basis	Issue Price	Discount to the Market Price	Total Consideration	Use of Consideration
20/11/2017	1,600,000	UO	Note 1	Options issued as consideration for corporate advisory services	Hunter Capital	Nil	Nil	Nil	N/A
20/11/2017	6,666,667	UO	Note 2	Options issued to the participants of the Placement completed on 15 September 2017 as part of the fees for subscribing for Placement Shares	Participants of the Placement	Nil	Nil	Nil	N/A
20/11/2017	800,000	FPO	FPO	Issue of shares as consideration for corporate advisory services	Hunter Capital	Nil	Nil	Nil	N/A
14/12/2017	4,000,000	FPO	FPO	Shares issued to Executives of the Company in lieu of remuneration	Mr Ryan Legudi & Mr Tim Grice	Nil	Nil	Nil	N/A
12/01/2018	5,000,000	UO	Note 3	Issue of Options	Denlin Nominees	Nil	Nil	Nil	N/A
24/08/2018	41,619,636	FPOE	FPOE	Issue of Shares in satisfaction of MyStemKits	MyStemKits	\$0.02652	Nil	\$1,103,752.75	Consideration for acquisition of MyStemKits.

24/08/2018	5,100,000	FPO	FPO	Issue of Shares to Directors in lieu of remunerations	Mr Ryan Legudi & Mr Tim Grice	\$0.025	Nil	\$127,500	Settlement of outstanding consulting fees.
28/08/2018	500,000	FPO	FPO	Issue to Director approved at General Meeting held 6 July 2018	Mr Braydon Moreno	Deemed issue price of \$0.025	Nil	\$12,500	Nil
28/08/2018	4,075,000	FPO	FPO	Vesting of immediate performance rights to employees pursuant to Employee Performance Rights Plan	Employees	Deemed issue price of \$0.025	Nil	\$101,875	Nil
28/08/2018	6,000,000	UO	Note 4	Issued in lieu of advisory service fees as approved at General Meeting held 6 July 2018	Aesir Capitl Pty Ltd	Nil	Nil	Nil	Nil
31/08/2018	16,000,000	PR	Note 5	Issue of Performance Rights	Mr Braydon Moreno & Mr Ryan Legudi	Nil	Nil	Nil	N/A
31/08/2018	4,175,000	PR	Note 6	Issue of Performance Rights	Employees	Nil	Nil	Nil	N/A
31/08/2018	1,075,000	PR	Note 7	Issue of Performance Rights	Employees	Nil	Nil	Nil	N/A

#### **Glossary**

<i>FPO</i>	<i>Fully Paid Ordinary Shares</i>
<i>FPOE</i>	<i>Fully Paid Ordinary Shares – Escrowed to 12 months</i>
<i>Market Price</i>	<i>Means the trading price of FPO on the day prior to the date of issue</i>
<i>PR</i>	<i>Performance Rights</i>
<i>Total Consideration</i>	<i>If issued for cash – means the total consideration.</i>
<i>UO</i>	<i>Unquoted Options</i>

#### **Notes**

<i>Note 1</i>	<i>Exercisable at \$0.09 (9 cents) expiring on 20 November 2020</i>
<i>Note 2</i>	<i>Exercisable at \$0.06 (6 cents) expiring on 20 November 2019</i>
<i>Note 3</i>	<i>Exercisable at \$0.075 (7.5 cents) expiring on 20 June 2021</i>
<i>Note 4</i>	<i>Exercisable at \$0.06 (6 cents), on or before 28 August 2021</i>
<i>Note 5</i>	<i>Vesting conditions as noted in Resolution 4 and 5B in the Company's Notice of General Meeting dated 6 July 2018</i>
<i>Note 6</i>	<i>Vesting December 2018</i>
<i>Note 7</i>	<i>Vesting June 2019</i>

## GLOSSARY

The following terms have the following meanings in this Explanatory Statement:

“\$” means Australian Dollars;

“**10% Placement Facility**” has the meaning as defined in the Explanatory Statement for Resolution 6;

“**10% Placement Period Facility**” has the meaning as defined in the Explanatory Statement for Resolution 6;

“**Annual Report**” means the Directors’ Report, the Financial Report, and Auditor’s Report, in respect to the year ended 30 June 2018;

“**ASX**” means ASX Limited ABN 98 008 624 691 or the Australian Securities Exchange, as the context requires;

“**ASX Settlement Operating Rules**” means the rules of ASX Settlement Pty Ltd which apply while the Company is an issuer of CHESS approved securities;

“**Auditor’s Report**” means the auditor’s report on the Financial Report;

“**Board**” means the Directors acting as the board of Directors of the Company;

“**Chairman**” means the person appointed to chair the Meeting of the Company convened by the Notice;

“**CHESS**” has the meaning in Section 2 of the ASX Settlement Operating Rules;

“**Closely Related Party**” has the meaning given in section 9 of the Corporations Act;

“**Company**” means Robo 3D Limited ABN 009 256 535;

“**Constitution**” means the constitution of the Company as at the date of the Meeting;

“**Corporations Act**” means the Corporations Act 2001 (Cth);

“**Director**” means a Director of the Company;

“**Directors Report**” means the annual directors’ report prepared under Chapter 2M of the Corporations Act for the Company and its controlled entities;

“**Equity Security**” has the same meaning as in the Listing Rules;

“**Explanatory Statement**” means the explanatory statement which forms part of the Notice;

“**Financial Report**” means the annual financial report prepared under Chapter 2M of the Corporations Act for the Company and its controlled entities;

“**Key Management Personnel**” means persons having authority and responsibility for planning, directing and controlling the activities of the Company, directly or indirectly, including any Director (whether executive or otherwise) of the Company;

“**Listing Rules**” means the Listing Rules of the ASX;

“**Meeting**” has the meaning given in the introductory paragraph of the Notice;

“**Notice**” means this notice of meeting;

“**Option**” means an option to acquire a Share;

“**Proxy Form**” means the proxy form attached to the Notice;

“**Remuneration Report**” means the remuneration report which forms part of the Directors’ Report of Robo 3D Limited for the financial year ended 30 June 2018 and which is set out in the 2018 Annual Report;

“**Resolution**” means a resolution referred to in the Notice;

“**Schedule**” means schedule to the Notice;

“**Section**” means a section of the Explanatory Statement;

“**Share**” means a fully paid ordinary share in the capital of the Company;

“**Shareholder**” means shareholder of the Company;

“**Trading Day**” means a day determined by ASX to be a trading day in accordance with the Listing Rules; and

“**VWAP**” means volume weighted average price.

“**WST**” means Western Standard Time;



## LODGE YOUR PROXY APPOINTMENT ONLINE



### ONLINE PROXY APPOINTMENT

[www.advancedshare.com.au/investor-login](http://www.advancedshare.com.au/investor-login)



### MOBILE DEVICE PROXY APPOINTMENT

Lodge your proxy by scanning the QR code below, and enter your registered postcode.

It is a fast, convenient and a secure way to lodge your vote.

## 2018 ANNUAL GENERAL MEETING PROXY FORM

I/We being shareholder(s) of Robo 3D Limited and entitled to attend and vote hereby:

### APPOINT A PROXY

The Chair of the meeting

OR



**PLEASE NOTE:** If you leave the section blank, the Chair of the Meeting will be your proxy.

STEP 1

or failing the individual(s) or body corporate(s) named, or if no individual(s) or body corporate(s) named, the Chair of the Meeting, as my/our proxy to act generally at the meeting 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 law, as the proxy sees fit), at the Annual General Meeting of the Company to be held at **Albion Capital Partners, Unit 8-9, 88 Forrest Street, Cottesloe WA 6011 on Friday, 30 November 2018 at 10.00AM (WST)** and at any adjournment or postponement of that Meeting.

**Chair authorised to exercise undirected proxies on remuneration related resolutions:** Where I/we have appointed the Chair of the Meeting as my/our proxy (or the Chair becomes my/our proxy by default), I/we expressly authorise the Chair to exercise my/our proxy on Item 1 (except where I/we have indicated a different voting intention below) even though this Item is connected directly or indirectly with the remuneration of a member(s) of key management personnel, which includes the Chair.

I/we acknowledge the Chair of the Meeting intends to vote all undirected proxies available to them in favour of each Item of Business.

### VOTING DIRECTIONS

STEP 2

Agenda Items	For	Against	Abstain*
1 Adoption of Remuneration Report	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
2 Re-election of Mr Tim Grice as a Director of the Company	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
3 Election of Mr Tony Grist as a Director of the Company	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
4 Ratification of Prior Issue of Shares	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
5 Change of Company Name	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
6 Approval of 10% Placement Facility	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>



\* 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.

### SIGNATURE OF SHAREHOLDERS – THIS MUST BE COMPLETED

STEP 3

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, all the shareholders should 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).

Email Address

Please tick here to agree to receive communications sent by the company via email. This may include meeting notifications, dividend remittance, and selected announcements.



## HOW TO COMPLETE THIS SHAREHOLDER PROXY FORM

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

### CHANGE OF ADDRESS

This form shows your address as it appears on 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.

### APPOINTMENT OF A PROXY

If you wish to appoint the Chair as your proxy, mark the box in Step 1. If you wish to appoint someone other than the Chair, please write that person's name in the box in Step 1. A proxy need not be a shareholder of the Company. A proxy may be an individual or a body corporate.

### DEFAULT TO THE CHAIR OF THE MEETING

If you leave Step 1 blank, or if your appointed proxy does not attend the Meeting, then the proxy appointment will automatically default to the Chair of the Meeting.

### VOTING DIRECTIONS – PROXY APPOINTMENT

You may direct your proxy on 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 a given item, your proxy may vote as they choose to the extent they are permitted by law. If you mark more than one box on an item, your vote on that item will be invalid.

### PROXY VOTING BY KEY MANAGEMENT PERSONNEL

If you wish to appoint a Director (other than the Chair) or other member of the Company's key management personnel, or their closely related parties, as your proxy, you must specify how they should vote on Item 1, by marking the appropriate box. If you do not, your proxy will not be able to exercise your vote for Item 1.

**PLEASE NOTE:** If you appoint the Chair as your proxy (or if they are appointed by default) but do not direct them how to vote on an item (that is, you do not complete any of the boxes "For", "Against" or "Abstain" opposite that item), the Chair may vote as they see fit on that item.

### 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 Proxy Form may be obtained by telephoning Advanced Share Registry Limited or you may copy this form and return them both together.

To appoint a second proxy you must:

- On each Proxy 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.

### CORPORATE REPRESENTATIVES

If a representative of a nominated 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 Corporate Representative Form may be obtained from Advanced Share Registry.

### SIGNING INSTRUCTIONS ON THE PROXY FORM

#### Individual:

Where the holding is in one name, the security holder must sign.

#### Joint Holding:

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

#### Power of Attorney:

If you have not already lodged the Power of Attorney with Advanced Share Registry, please attach the original or 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 sign alone. Otherwise this form must be signed by a Director jointly with either another Director or a Company Secretary. Please sign in the appropriate place to indicate the office held.

### LODGE YOUR PROXY FORM

This Proxy Form (and any power of attorney under which it is signed) must be received at an address given below by 10.00AM (AEDT) on 27 November 2018, being not later than 48 hours before the commencement of the Meeting. Proxy Forms received after that time will not be valid for the scheduled meeting.



#### ONLINE PROXY APPOINTMENT

[www.advancedshare.com.au/investor-login](http://www.advancedshare.com.au/investor-login)



#### BY MAIL

Advanced Share Registry Limited  
110 Stirling Hwy, Nedlands WA 6009; or  
PO Box 1156, Nedlands WA 6909



#### BY FAX

+61 8 9262 3723



#### BY EMAIL

[admin@advancedshare.com.au](mailto:admin@advancedshare.com.au)



#### IN PERSON

Advanced Share Registry Limited  
110 Stirling Hwy, Nedlands WA 6009



#### ALL ENQUIRIES TO

Telephone: +61 8 9389 8033