

NOTICE OF EXTRAORDINARY GENERAL MEETING

Notice is hereby given that the Extraordinary General Meeting of Shareholders of RPM Automotive Group Limited (RPM or the Company) will be held on Thursday, 7 January 2021, commencing at 11.00am (AEDST) at 6-18 Antonella Court, Dandenong South, Victoria.

The enclosed Explanatory Statement accompanies and forms part of this Notice of Meeting.

AGENDA

ORDINARY BUSINESS

Resolution 1: Ratification of prior issue of the tranche 1 placement shares – Listing Rule 7.1

To consider and, if thought fit, to pass with or without amendment, the following resolution as an **ordinary resolution**:

“That for the purposes of ASX Listing Rule 7.4 and for all other purposes, Shareholders ratify and approve the issue of 12,671,937 shares for the purposes and on the terms and conditions set out in the Explanatory Memorandum.”

Voting Exclusion Statement

The Company will disregard any votes cast in favour of this Resolution 1 by or on behalf of a person who participated in the issue being approved (namely participants in the Placement) or an associate of that person or those persons.

However, this does not apply to a vote cast in favour of the resolution by:

- (a) a person or proxy or attorney for a person who is entitled to vote on the Resolution, in accordance with directions given to the proxy or attorney to vote on the Resolution in that way ;or
- (b) the Chair as proxy or attorney for a person who is entitled to vote on the Resolution, in accordance with a direction given to the chair to vote on the Resolution as the Chair decides ;or
- (c) a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:
 - (i) The beneficiary provides written confirmation to the holder that the beneficiary is not excluded from voting, and is not an associate of a person excluded from voting, on the Resolution ; and
 - (ii) The holder votes on the Resolution in accordance with directions given by the beneficiary to the holder to vote in that way.

Resolution 2: Approval to issue the Tranche 2 Placement Securities

To consider and, if thought fit, to pass with or without amendment, the following resolution as an **ordinary resolution**:

“That in accordance with Listing Rule 7.1 and for all other purposes, the Company be permitted and authorised to issue 14,387,799 shares plus a 1 for 3 free attaching unlisted option on the terms and conditions set out in the accompanying Explanatory Memorandum.

Voting Exclusion Statement

The Company will disregard any votes cast in favour of this Resolution 2 by or on behalf of a person who is expected to 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 securities in the Company) (namely participants in the Placement) or an associate of that person or those persons.

However, this does not apply to a vote cast in favour of the resolution by:

- (a) a person or proxy or attorney for a person who is entitled to vote on the Resolution, in accordance with directions given to the proxy or attorney to vote on the Resolution in that way ;or
- (b) the Chair as proxy or attorney for a person who is entitled to vote on the Resolution, in accordance with a direction given to the chair to vote on the Resolution as the Chair decides ;or
- (c) a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:
 - (i) The beneficiary provides written confirmation to the holder that the beneficiary is not excluded from voting, and is not an associate of a person excluded from voting, on the Resolution ; and
 - (ii) The holder votes on the Resolution in accordance with directions given by the beneficiary to the holder to vote in that way.

Resolution 3: Approval to issue the options in respect to the Tranche 1 placement

To consider and, if thought fit, to pass with or without amendment, the following resolution as an **ordinary resolution**:

“That in accordance with Listing Rule 7.1 and for all other purposes, the Company be permitted and authorised to issue 4,223,979 unlisted options on the terms and conditions set out in the accompanying Explanatory Memorandum.

Voting Exclusion Statement

The Company will disregard any votes cast in favour of this Resolution 3 by or on behalf of a person who participated in the tranche 1 placement, or an associate of that person or those persons.

However, this does not apply to a vote cast in favour of the resolution by:

- (b) a person or proxy or attorney for a person who is entitled to vote on the Resolution, in accordance with directions given to the proxy or attorney to vote on the Resolution in that way ;or
- (b) the Chair as proxy or attorney for a person who is entitled to vote on the Resolution, in accordance with a direction given to the chair to vote on the Resolution as the Chair decides ;or
- (c) a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:
 - (i) The beneficiary provides written confirmation to the holder that the beneficiary is not excluded from voting, and is not an associate of a person excluded from voting, on the Resolution ; and
 - (ii) The holder votes on the Resolution in accordance with directions given by the beneficiary to the holder to vote in that way.

Resolution 4: Approval to issue broker shares

To consider and, if thought fit, to pass with or without amendment, the following resolution as an **ordinary resolution**:

“That in accordance with Listing Rule 7.1 and for all other purposes, the Company be permitted and authorised to issue 400,000 shares on the terms and conditions set out in the accompanying Explanatory Memorandum.

Voting Exclusion Statement

The Company will disregard any votes cast in favour of this Resolution 4 by or on behalf of a person who is expected to 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 securities in the Company) or an associate of that person or those persons.

However, this does not apply to a vote cast in favour of the resolution by:

- (a) person or proxy or attorney for a person who is entitled to vote on the Resolution, in accordance with directions given to the proxy or attorney to vote on the Resolution in that way ;or
- (b) the Chair as proxy or attorney for a person who is entitled to vote on the Resolution, in accordance with a direction given to the chair to vote on the Resolution as the Chair decides ;or
- (c) a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:
 - (i) The beneficiary provides written confirmation to the holder that the beneficiary is not excluded from voting, and is not an associate of a person excluded from voting, on the Resolution ; and
 - (ii) The holder votes on the Resolution in accordance with directions given by the beneficiary to the holder to vote in that way.

Resolution 5: Approval to issue broker options

To consider and, if thought fit, to pass with or without amendment, the following resolution as an **ordinary resolution**:

“That in accordance with Listing Rule 7.1 and for all other purposes, the Company be permitted and authorised to issue 12,500,000 unlisted options on the terms and conditions set out in the accompanying Explanatory Memorandum.

Voting Exclusion Statement

The Company will disregard any votes cast in favour of this Resolution 5 by or on behalf of a person who is expected to 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 securities in the Company) or an associate of that person or those persons.

However, this does not apply to a vote cast in favour of the resolution by:

- (a) person or proxy or attorney for a person who is entitled to vote on the Resolution, in accordance with directions given to the proxy or attorney to vote on the Resolution in that way ;or
- (b) the Chair as proxy or attorney for a person who is entitled to vote on the Resolution, in accordance with a direction given to the chair to vote on the Resolution as the Chair decides ;or
- (c) a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:
 - (i) The beneficiary provides written confirmation to the holder that the beneficiary is not excluded from voting, and is not an associate of a person excluded from voting, on the Resolution ; and
 - (ii) The holder votes on the Resolution in accordance with directions given by the beneficiary to the holder to vote in that way.

Voting at General Meeting

The Directors have determined pursuant to Regulation 7.11.37 of the Corporations Regulations 2001 (Cth) that the persons eligible to vote at the General Meeting are those who are registered Shareholders of the Company at 7.00pm (AEDST) on 5 January 2021. Accordingly, transactions registered after that time will be disregarded in determining entitlements to attend and vote at the general meeting.

Proxy and Voting Entitlement Instructions are included on the Proxy Form accompanying this Notice of Meeting.

BY ORDER OF THE BOARD

W J Kernaghan
Company Secretary
3 December 2020

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EXPLANATORY STATEMENT

1. INTRODUCTION

This Explanatory Statement has been prepared for the information of Shareholders of RPM Automotive Group Limited ("the Company") in connection with the business to be conducted at the Extraordinary general meeting of Shareholders to be held at 6-18 Antonella Court, Dandenong South, Victoria on Thursday, 7 January 2021 at 11.00am(AEDST).

This Explanatory Statement forms part of and should be read in conjunction with the accompanying Notice of Meeting.

2. Resolution 1: Ratification of prior issue of the tranche 1 placement shares – Listing Rule 7.1

Resolution 1 relates to the ratification of a prior issue of shares

On 18 November 2020 the Company announced the placement of 27,059,736 shares at \$0.19 each plus a 1 for 3 free attaching unlisted option exercisable at \$0.38 with an expiry date of two years from the date of issue to raise approximately \$5.1m (before expenses). The placement will be completed in two tranches.

On 24 November 2020 the Company issued 12,671,937 fully paid ordinary shares being Tranche 1 of the placement. This issuance of shares was made in compliance with ASX Listing Rule 7.1 at the time the issuance occurred. The free attaching options attached to these shares totaling 4,223,979 will be issued following shareholder approval of Resolution 3

The directors are restricted by Listing Rule 7.1 from issuing new securities in the Company, which would dilute existing shareholdings, to a maximum of 15% of the expanded issued capital in any 12 month period. There are exceptions which allow the directors to issue new securities above that limit which include pro rata rights issues and issues with shareholder approval.

ASX Listing Rule 7.4 allows the Company to seek the approval of shareholders of the Company to an issue of securities after the issue has been made without approval under Listing Rule 7.1, provided the issue did not breach Listing Rule 7.1 and the holders of ordinary shares in the Company subsequently approve the issue.

As the issue was not in breach of Listing Rule 7.1 and was not previously approved by the shareholders of the Company, the directors are now seeking shareholders' approval and ratification for the issue of the Shares.

If resolution 1 is passed, the Company will be able to utilise Listing Rule 7.1 for future issues of up to 15% of the expanded issued capital in the next 12 month period without having to convene a shareholders meeting to seek shareholders' approval of any such issues. The directors believe it is desirable to have the flexibility afforded to the Company to issue securities up to the maximum 15% allowable under Listing Rule 7.1 and accordingly recommend that shareholders vote in favour of the resolution.

Accordingly, the Board unanimously recommend that Shareholders approve Resolution 1.

3. Resolution 2: Approval to issue the Tranche 2 Placement Securities

Resolution 2 relates to the approval to issue the tranche 2 placement securities.

The Company is proposing to issue 14,387,799 shares at an issue price of \$0.19 plus a 1 for 3 free attaching unlisted option exercisable at \$0.38 with an expiry date of two years from the date of issue being the tranche 2 placement securities. ("Placement Securities")

The proposed issue of the Tranche 2 placement securities does not fall within any of the Listing Rule 7.1 exceptions and exceeds the 15% limit in Listing Rule 7.1. it therefore requires the approval of Shareholders under Listing Rule 7.1.

If Resolution 2 is passed, the Company will be able to proceed with the issue of the Tranche 2 placement securities. In addition, the issue of the Tranche 2 Placement securities will be excluded from the calculation of the number of equity securities that the Company can issue without shareholder approval under Listing Rule 7.1.

If resolution 2 is not passed, the Company will not be able to proceed with the issue of the Tranche 2 placement securities.

Technical Information required by Listing Rule 7.1

Pursuant to and in accordance with Listing Rule 7.3 the following information is provided in relation to Resolution 2:

- (a) the tranche 2 placement securities will be issued to professional and sophisticated investors who have been identified by the brokers through a bookbuild process. None of the recipients are related parties, members of key personnel, substantial holders of the Company (or their associates);
- (b) the maximum number of shares to be issued is 14,387,799. These shares will be fully paid ordinary shares in the capital of the Company issued on the same terms and conditions as the Company's existing shares;
- (c) the maximum number of options to be issued is 4,795,933. The terms of these options are set out in appendix A;
- (d) the tranche 2 placement securities will be issued no later than 3 months after the date of the Meeting (or such later date to the extent permitted by any ASX waiver or modification of the Listing Rules) and it is intended that the issue of the tranche 2 placement securities will occur on the same date;
- (e) the issue price of the tranche 2 placement securities will be \$0.19 per Tranche 2 placement security. The Company will not receive any other consideration for the issue of the Tranche 2 placement securities except for \$0.38 for each option should they be exercised;
- (f) the purpose of the issue of the Tranche 2 placement securities is to raise working capital which the Company intends to apply towards taking its businesses forward and for new opportunities;
- (g) the tranche 2 placement securities are not being issued under, or to fund a reverse takeover; and
- (h) a voting exclusion statement is included in Resolution 2 of the Notice.

Accordingly, the Board unanimously recommend that Shareholders approve Resolution 2.

4. Resolution 3: Approval to issue the options in respect to the Tranche 1 placement

This resolution seeks approval under Listing Rule 7.1 for the issue of 4,223,979 options attaching to the tranche 1 placement shares. The unlisted options are exercisable at \$0.38 with an expiry date of two years from the date of issue.

The proposed issue of these options does not fall within any of the Listing Rule 7.1 exceptions and exceeds the 15% limit in Listing Rule 7.1. it therefore requires the approval of Shareholders under Listing Rule 7.1.

If Resolution 3 is passed, the Company will be able to proceed with the issue of the options. In addition, the issue of the options will be excluded from the calculation of the number of equity securities that the Company can issue without shareholder approval under Listing Rule 7.1.

If resolution 3 is not passed, the Company will not be able to proceed with the issue of the options.

Technical Information required by Listing Rule 7.1

Pursuant to and in accordance with Listing Rule 7.3 the following information is provided in relation to Resolution 3:

The options will be issued to professional and sophisticated investors who participated in the tranche 1 placement. None of the recipients are related parties, members of key personnel, substantial holders of the Company (or their associates);

- (a) the maximum number of options to be issued is 4,223,979. These options will convert to fully paid ordinary shares in the capital of the Company on their exercise on the same terms and conditions as the Company's existing shares;
- (b) the maximum number of options to be issued is 4,223,979. The terms of these options are set out in appendix A;
- (c) the options will be issued no later than 3 months after the date of the Meeting (or such later date to the extent permitted by any ASX waiver or modification of the Listing Rules) and it is intended that the issue of the options will occur on the same date;
- (d) the options will be issued for nil consideration. The Company will not receive any other consideration for the issue of the options except for \$0.38 for each option should they be exercised;
- (e) the purpose of the issue of the options is to raise working capital which the Company intends to apply towards taking its businesses forward and for new opportunities;
- (f) the options are not being issued under, or to fund a reverse takeover; and
- (g) a voting exclusion statement is included in Resolution 3 of the Notice.

Accordingly, the Board unanimously recommend that Shareholders approve Resolution 3.

5. Resolution 4: Approval to issue broker shares

This resolution seeks approval under Listing Rule 7.1 for the issue of 400,000 shares in the Company for nil consideration to the brokers who organised the two tranche placement as part of their fee.

The proposed issue of the shares does not fall within any of the Listing Rule 7.1 exceptions and exceeds the 15% limit in Listing Rule 7.1. It therefore requires the approval of Shareholders under Listing Rule 7.1.

If Resolution 4 is passed, the Company will be able to proceed with the issue of the shares. In addition, the issue of the shares will be excluded from the calculation of the number of equity securities that the Company can issue without shareholder approval under Listing Rule 7.1.

If resolution 4 is not passed, the Company will not be able to proceed with the issue of the shares.

Technical Information required by Listing Rule 7.1

Pursuant to and in accordance with Listing Rule 7.3 the following information is provided in relation to Resolution 4:

- (a) the shares will be issued to the brokers. None of the recipients are related parties, members of key personnel, substantial holders of the Company (or their associates);
- (b) the maximum number of shares to be issued is 400,000. These shares will be fully paid ordinary shares in the capital of the Company issued on the same terms and conditions as the Company's existing shares;
- (c) the shares will be issued no later than 3 months after the date of the Meeting (or such later date to the extent permitted by any ASX waiver or modification of the Listing Rules) and it is intended that the issue of the shares will occur on the same date;
- (d) the shares will be issued for no consideration. The Company will not receive any other consideration for the issue of the shares;
- (e) the purpose of the issue of the shares is to remunerate the brokers for the work done in respect to the two tranche placement;
- (f) the shares are not being issued under, or to fund a reverse takeover; and
- (g) a voting exclusion statement is included in Resolution 4 of the Notice.

Accordingly, the Board unanimously recommends that Shareholders approve Resolution 4.

6. Resolution 5: Approval to issue broker options

This resolution seeks approval under Listing Rule 7.1 for the issue of 12,500,000 options to the brokers for organising the two tranche placement. The unlisted options are exercisable at \$0.38 with an expiry date of two years from the date of issue.

The proposed issue of these options does not fall within any of the Listing Rule 7.1 exceptions and exceeds the 15% limit in Listing Rule 7.1. It therefore requires the approval of Shareholders under Listing Rule 7.1.

If Resolution 5 is passed, the Company will be able to proceed with the issue of the options. In addition, the issue of the options will be excluded from the calculation of the number of equity securities that the Company can issue without shareholder approval under Listing Rule 7.1.

If resolution 5 is not passed, the Company will not be able to proceed with the issue of the options.

Technical Information required by Listing Rule 7.1

Pursuant to and in accordance with Listing Rule 7.3 the following information is provided in relation to Resolution 5:

- (a) the options will be issued to brokers. None of the recipients are related parties, members of key personnel, substantial holders of the Company (or their associates);
- (b) the maximum number of options to be issued is 12,500,000. These options will convert to fully paid ordinary shares in the capital of the Company on their exercise on the same terms and conditions as the Company's existing shares;
- (c) the maximum number of options to be issued is 12,500,000. The terms of these options are set out in appendix A;
- (d) the options will be issued no later than 3 months after the date of the Meeting (or such later date to the extent permitted by any ASX waiver or modification of the Listing Rules) and it is intended that the issue of the options will occur on the same date;

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- (e) the options will be issued for nil consideration. The Company will not receive any other consideration for the issue of the options except for \$0.38 for each option should they be exercised;
 - (f) the purpose of the issue of the options is to remunerate the brokers for the work done in respect to the two tranche placement.;
 - (g) the options are not being issued under, or to fund a reverse takeover; and
 - (h) a voting exclusion statement is included in Resolution 5 of the Notice.

The Board unanimously recommend that Shareholders approve Resolution 5.

Appendix A – Terms and Conditions of the unlisted options to be issued under Resolutions 2,3 and 5

The options will be issued on the following terms:

- (a) the options issued may be exercised immediately;
- (b) the options will expire two years after their date of issue.
- (c) the options shall be exercisable wholly or in part, by notice in writing to the Company, at any time up until the expiry date;
- (d) the holder of options cannot participate in new issues of capital which may be offered to shareholders during the currency of the options without exercising the option;
- (e) shares issued on the exercise of options will rank pari passu with the then existing issued ordinary shares of the Company;
- (f) in a reorganisation of capital of the Company, the exercise price of the options or the number of shares over which the options can be exercised will be reorganised in accordance with the relevant provisions of the ASX Listing Rules in force at the time of the reorganisation;
- (g) subject to paragraph (f), neither the exercise price of the options nor the number of shares over which the options can be exercised will be changed to take account of pro rata issues (other than bonus issues);
- (h) in respect of a bonus issue of shares the option holders are only entitled to participate if the options are exercised before the record date for the bonus issue. In the event of a bonus issue, the number of shares over which an option is exercisable will be increased by the number of securities which the holder of the option would have received if the option had been exercised before the record date for the bonus issue;
- (i) the options can be transferred, subject to board approval;
- (j) the options will not be quoted on the ASX.

PROXY FORM

I/We (full name)

of

being a member(s) of RPM Automotive Group Limited, hereby appoint as my/our proxy

of

or, failing him/her the Chairperson of the Meeting to attend and vote for me/us at the general meeting of the Company to be held at 11.00am (AEDST) on Thursday, 7 January 2021 and at an adjournment thereof in respect of _____% of my/our shares or, failing any number being specified, ALL of my/our shares in the Company.

RESOLUTIONS

	FOR	AGAINST	ABSTAIN
1 Ratification of prior issue of tranche 1 placement shares	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
2 Approval to issue tranche 2 placement securities	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
3 Approval to issue options in respect to the tranche 1 placement	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
4 Approval to issue broker shares	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
5 Approval to issue broker options	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

Where permitted, the Chairman intends to vote all undirected proxies in favour of all resolutions.

If the member is an individual or joint holder:

Usual Signature

Usual Signature

Dated this _____ day of _____ 2020.

If the member is a Company:

Signed in accordance with the
Constitution of the company
in the presence of:

Director/Sole Director

Director/Secretary

Sole Director and Sole Secretary

Dated this _____ day of _____ 2020.

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INSTRUCTIONS FOR COMPLETING PROXY FORM

1. A member entitled to attend and vote is entitled to appoint not more than two proxies.
2. Where more than one proxy is appointed and that appointment does not specify the proportion or number of the member's votes, each proxy may exercise half of the votes.
3. A proxy need not be a member of the Company.
4. A proxy is not entitled to vote unless the instrument appointing a proxy and the power of attorney or other authority (if any) under which it is signed is either deposited at the registered office of the Company (refer below) or sent by facsimile to that office on Fax: 03 9794 5920 to be received not less than 48 hours prior to the time of the Meeting.
5. Signing Instructions

Individual: where the holding is one name, the Shareholder must sign.

Joint Holding: where the holding is in more than one name, all of the Shareholders must sign.

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 may sign alone. Otherwise this form must be signed by a Director jointly with either another Director or Company Secretary. Please indicate the office held in the appropriate place.

If a representative of the corporation is to attend the meeting the appropriate "Certificate of Appointment of Corporate Representative" should be lodged with the Company before the meeting or at the registration desk on the day of the meeting.

LODGING YOUR PROXY FORM

To be valid, your proxy form (and any power of attorney under which it is signed) must be received at the address given below no later than 11.00am (AEDST) on 5 January 2021. Any proxy form received after that time will not be valid for the scheduled meeting.

In person: RPM Automotive Group Limited
6-18 Antonella Court
Dandenong South
Victoria 3175

By mail: RPM Automotive Group Limited
6-18 Antonella Court
Dandenong South
Victoria 3175

By fax: (03) 9794 5920

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