

ASX Announcement

26 October 2018

Additional AGM Resolution & Addendum to the Notice of Meeting

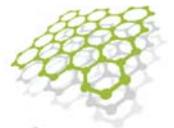
Advanced materials company, First Graphene Limited (“**FGR**” or “**the Company**”) (ASX: FGR) advises that an additional resolution will be considered at the Annual General Meeting (**AGM**) to be held at 10:00 (AEDT) on Friday, 23 November 2018 at Royal Automobile Club of Australia, 89 Macquarie Street Sydney NSW 2000.

Mr Clive Carver was casually appointed as an additional Non-Executive Director by the FGR Board on 22 October 2018. Pursuant to clause 14.4 of the Company’s Constitution and ASX Listing Rule 14.4, a director appointed to fill a casual vacancy or as an addition to the board must not hold office, without re- election, past the next AGM.

The appointment of Mr Carver occurred after the Notice of Meeting for the AGM was completed and printed. Accordingly, Mr Carver’s retirement and offer for election was not able to be dealt with in the original Notice of Meeting that was dispatched on 23 October 2018. Section 250R(1) of the Corporations Act 2001 (Cth) provides that the business of an AGM may include the election of directors even if not referred to in the Notice of Meeting. Therefore, an additional Resolution 6, relating to the election of Mr Carver, will be put to the FGR shareholders at the AGM as an item of general business. As there is sufficient time prior to the proposed date of the AGM, the Company have determined to issue an Addendum to the Notice of Meeting which includes information regarding the additional Resolution 6. Please refer to the attached Addendum for further details.

The Addendum and updated proxy form (which includes Resolution 6) will be despatched to shareholders. The inclusion of Resolution 6 does not affect the validity of the original proxy form attached to the Notice of Meeting or any proxy votes made and received pursuant to that original proxy form.

FGR encourages all shareholders to review the attached documents in their entirety.



first graphene

The world’s leading graphene company

First Graphene Limited

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Directors

Warwick Grigor

Craig McGuckin

Peter R Youd

Clive Carver

Joint Company Secretaries

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ASX Symbol

FGR

FGROC

About First Graphene Ltd (ASX: FGR)

First Graphene produces high quality graphene from high grade Sri Lankan vein graphite.

First Graphene seeks to develop graphene production methods and acquire graphene related intellectual property which can provide further revenue related opportunities.

About Graphene

Graphene, the well-publicised and now famous two-dimensional carbon allotrope, is as versatile a material as any discovered on Earth. Its amazing properties as the lightest and strongest material, compared with its ability to conduct heat and electricity better than anything else, means it can be integrated into a huge number of applications. Initially this will mean graphene is used to help improve the performance and efficiency of current materials and substances, but in the future, it will also be developed in conjunction with other two-dimensional (2D) crystals to create some even more amazing compounds to suit an even wider range of applications.

One area of research which is being very highly studied is energy storage. Currently, scientists are working on enhancing the capabilities of lithium ion batteries (by incorporating graphene as an anode) to offer much higher storage capacities with much better longevity and charge rate. Also, graphene is being studied and developed to be used in the manufacture of supercapacitors which can be charged very quickly, yet also be able to store a large amount of electricity.

For further information, please contact

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FIRST GRAPHENE LIMITED
ACN 007 870 760
ADDENDUM TO NOTICE OF ANNUAL GENERAL MEETING

Notice is given that in relation to the Notice of Annual General Meeting released to ASX on 23 October 2018 (**Notice of Meeting**) in respect of the Annual General Meeting of the Shareholders to be held at 10:00 AEDT, Friday, 23 November 2018, Royal Automobile Club of Australia, 89 Macquarie Street, Sydney NSW 2000 Australia, the Directors have determined to add a new Resolution 6 as set out below to the items of business to be considered by Shareholders at the Meeting. This is as a result of the appointment of Non-Executive Director Mr Clive Carver on 22 October 2018, and the Directors have determined to amend and supplement the information contained in the Explanatory Statement provided to Shareholders in relation to the matters set out in this Addendum to the Notice of Meeting.

Terms and abbreviations used in the Notice of Meeting have the same meaning in this Addendum to the Notice of Meeting unless otherwise updated in this Addendum to the Notice of Meeting.

IMPORTANT INFORMATION

VOTING BY PROXY

An updated Proxy Form containing this new Resolution 6 will be mailed to Shareholders. To vote by proxy, please complete and sign the Proxy Form and return by the time and in accordance with the instructions set out on the Proxy Form.

To vote on Resolution 6 by proxy **PLEASE COMPLETE AND RETURN THE UPDATED PROXY FORM**. We confirm that the inclusion of Resolution 6 does not affect the validity of the proxy form attached to the original Notice of Meeting or any proxy votes made and received pursuant to that proxy form. Proxy forms despatched with the original Notice of Meeting, **WILL BE** accepted by the Company and counted in relation to Resolutions included on that proxy form to be heard at the Meeting.

If you have already completed and returned the proxy form which was annexed to the original Notice of Meeting and **you wish to change your vote, or vote on the additional resolution, you must complete and return the updated Proxy Form** annexed to this Addendum to the Notice of Meeting.

Dated: 26 October 2018

By order of the Board



Mr Peter Richard Youd

Director and Company Secretary

ADDITIONAL ITEM OF BUSINESS

RESOLUTION 6 – ELECTION OF DIRECTOR – MR CLIVE CARVER

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

“That, for the purposes of clause 14.4 of the Constitution of the Company, ASX Listing Rule 14.4 and for all other purposes, Mr Clive Carver, who retires, and being eligible, is elected as a Director.”

EXPLANATORY STATEMENT

RESOLUTION 6 – ELECTION OF DIRECTOR – MR CLIVE CARVER

Clause 14.4 of the Company's Constitution and ASX Listing Rule 14.4 provides that a director of an entity appointed to fill a casual vacancy or as an addition to the board holds office until the Company's next annual general meeting following his or her appointment, and then offers himself or herself for election.

Clive Carver, having been appointed by other Directors on 22 October 2018 in accordance with the Constitution, will retire in accordance with the Constitution and ASX Listing Rule 14.4 and being eligible, seeks election from Shareholders.

Qualifications and other material directorships

In 1986, Clive qualified as a chartered accountant with Coopers & Lybrand in London. He then worked for two merchant banks, Shire Trust and Kleinwort Benson, before spending 5 years at Price Waterhouse Corporate Finance. In 1994, Clive joined the Bank of NT Butterfield's London broking arm, Seymour Pierce, subsequently becoming head of Corporate Finance. He spent five years at Williams de Broe, which became part of the ING Group, where he became head of Corporate Finance and Corporate Sales, looking after some 70 corporate clients and a team of 40 staff. From 2006 to 2011 Clive worked for finnCap, where he was a main board director and head of Corporate Finance. Clive was an AIM Qualified Executive for 15 years. He is also a qualified Corporate Treasurer.

Clive is currently Chairman of Caspian Sunrise PLC, and non-executive Chairman of appScatter Group PLC, Ascent Resources PLC, and Tax Systems PLC, all of which have their shares quoted on AIM. Accordingly, Mr Carver will be experienced to assist with the Company's proposed AIM listing.

The Company confirms it has undertaken appropriate checks prior to the appointment of Mr Carver as a Director of the Company and confirms that it is not aware of any further information material to Shareholders' decision to approve the election of Mr Carver.

Mr Carver has no interests, position, association or relationship that might influence, or reasonably be perceived to influence, in a material respect his capacity to bring an independent judgement to bear on issues before the board and to act in the best interest of the entity and its security holders generally.

If elected, the board considers Mr Carver will be an independent director.

The Directors, with Mr Clive Carver abstaining, support the election of Mr Carver and recommend Shareholders vote in favour of Resolution 6 and are not aware of any additional information that would be considered material to Shareholders' decision to elect Mr Carver.

ENQUIRIES

Shareholders are requested to contact the Company Secretary, on +61 1300 660 448 if they have any queries in respect of the matters set out in this Addendum to the Notice of Meeting.

If you are attending the meeting
in person, please bring this with you
for Securityholder registration.

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[EntityRegistrationDetailsLine5Envelope]
[EntityRegistrationDetailsLine6Envelope]

[HolderNumber]

Holder Number:
[HolderNumber]

Vote by Proxy: [CompanyASXCode]

Your proxy voting instruction must be received by **10.00am (AEDT) on Wednesday, 21 November 2018** being **not later than 48 hours** before the commencement of the Meeting. Any Proxy Voting instructions received after that time will not be valid for the scheduled Meeting.

SUBMIT YOUR PROXY VOTE ONLINE

Vote online at <https://investor.automic.com.au/#/loginsah>

Login & Click on 'Meetings'. Use the Holder Number as shown at the top of this Proxy Voting form.

- ✓ **Save Money:** help minimise unnecessary print and mail costs for the Company.
- ✓ **It's Quick and Secure:** provides you with greater privacy, eliminates any postal delays and the risk of potentially getting lost in transit.
- ✓ **Receive Vote Confirmation:** instant confirmation that your vote has been processed. It also allows you to amend your vote if required.



SUBMIT YOUR PROXY VOTE BY PAPER

Complete the form overleaf in accordance with the instructions set out below.

YOUR NAME AND ADDRESS

The name and address shown above is as it appears on the Company's share register. If this information is incorrect, and you have an Issuer Sponsored holding, you can update your address through the investor portal: <https://investor.automic.com.au/#/home> Shareholders sponsored by a broker should advise their broker of any changes.

VOTING UNDER STEP 1 - APPOINTING A PROXY

If you wish to appoint someone other than the Chairman of the Meeting as your proxy, please write the name of that Individual or body corporate. A proxy need not be a Shareholder of the Company. Otherwise if you leave this box blank, the Chairman of the Meeting will be appointed as your proxy by default.

DEFAULT TO THE CHAIRMAN OF THE MEETING

Any directed proxies that are not voted on a poll at the Meeting will default to the Chairman of the Meeting, who is required to vote these proxies as directed. Any undirected proxies that default to the Chairman of the Meeting will be voted according to the instructions set out in this Proxy Voting Form, including where the Resolutions are connected directly or indirectly with the remuneration of KMP

VOTES ON ITEMS OF BUSINESS – PROXY APPOINTMENT

You may direct your proxy how to vote by marking 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 the items of business, your proxy may vote as he or she chooses. If you mark more than one box on an item your vote on that item will be invalid.

APPOINTMENT OF SECOND PROXY

You may appoint up to two proxies. If you appoint two proxies, you should complete two separate Proxy Voting Forms and specify the percentage or number each proxy may exercise. If you do not specify a percentage or number, each proxy may exercise half the votes. You must return both Proxy Voting Forms together. If you require an additional Proxy Voting Form, contact Automic Registry Services.

SIGNING INSTRUCTIONS

You must sign this form as follows in the spaces provided

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

Joint holding: Where the holding is in more than one name, all of the Shareholders should sign.

Power of attorney: If you have not already lodged the power of attorney with the registry, please attach a certified photocopy of the power of attorney to this Proxy Voting Form when you return it.

Companies: To be signed in accordance with your Constitution. Please sign in the appropriate box which indicates the office held by you.

Email Address: Please provide your email address in the space provided.

By providing your email address, you elect to receive all communications despatched by the Company electronically (where legally permissible) such as a Notice of Meeting, Proxy Voting Form and Annual Report via email.

CORPORATE REPRESENTATIVES

If a representative of the corporation is to attend the Meeting the appropriate 'Appointment of Corporate Representative' should be produced prior to admission. A form may be obtained from the Company's share registry online at <https://automic.com.au>.

ATTENDING THE MEETING

Completion of a Proxy Voting Form will not prevent individual Shareholders from attending the Meeting in person if they wish. Where a Shareholder completes and lodges a valid Proxy Voting Form and attends the Meeting in person, then the proxy's authority to speak and vote for that Shareholder is suspended while the Shareholder is present at the Meeting.

POWER OF ATTORNEY

If a representative as power of attorney of a Shareholder of the Company is to attend the Meeting, a certified copy of the Power of Attorney, or the original Power of Attorney, must be received by the Company in the same manner, and by the same time as outlined for proxy forms.

