



## MESSAGE FROM THE CHAIR

---

Dear Valued Shareholders,

I am excited by the opportunity to join the board of Boart Longyear in the position of Chair. This is a Company that has been a significant contributor to the global mining industry for 129 years. Having worked in this industry for over 35 years, I have had many interactions with the Boart Longyear group and have always been impressed with the Company's focus on safety and its approach to innovation for the industry.

The Board and Management have made great progress in improving the underlying operational performance of the business since the 2017 recapitalisation. There have been several strategic initiatives implemented to improve the financial performance, the success of which I believe is evident from the most recent half-year financial results announced to the market on August 26, 2019. My goal will be to continue the progress made thus far and provide such additional support so as to help ensure the business continues its improved operational performance for many years to come.

One initiative that the Board has thoroughly reviewed is the need to complete a consolidation of the Company's share capital and as proposed through this Extraordinary General Meeting ("EGM"), the board provides its recommendation for shareholders to vote in favour of the consolidation. The benefits of completing this initiative are set forth in the enclosed notice of meeting and explanatory statement.

On behalf of the directors, I would like to thank our shareholders for their continued support. I look forward to welcoming you to the EGM in October.



Kevin McArthur  
**Chair**

## NOTICE OF EXTRAORDINARY GENERAL MEETING

**Boart Longyear Limited ABN 49 123 052 728**

---

Notice is given that in accordance with ASX Listing Rule 7.20 (*Reorganisation of shares and units*) Boart Longyear Limited (the **Company**) will hold an Extraordinary General Meeting (**EGM**) at 10:00am on Wednesday, 30 October 2019, at the offices of Ashurst, Level 9, 5 Martin Place, Sydney NSW 2000, Australia.

### **BUSINESS OF THE MEETING**

The purpose of the meeting to be held pursuant to this notice is for the shareholders to consider, and if thought fit, to agree to pass the following ordinary resolution of the Company:

#### **Resolution – Consolidation of Share Capital**

*“That for the purposes of Section 254H of the Corporations Act 2001 (Cth), Rule 28 of the Constitution, ASX Listing Rule 7.20, ASX Listing Rule 7.22 and for all other purposes, the issued capital of the Company be consolidated on the basis that every three hundred (300) shares be consolidated into one (1) share (**Consolidation**), and where this Consolidation results in a fraction of a share being held by a shareholder, the Directors of the Company be authorised to round that fraction up to the nearest whole share in accordance with the Constitution of the Company, with the Consolidation to take effect on a date to be announced to the ASX in accordance with the requirements of the ASX Listing Rules.”*

#### **Important note:**

Unless otherwise indicated, the Chair of the meeting will be the Chairman of the Company. The Chairman intends to vote all available proxies in favour of the resolution.



Robert Closner  
**Company Secretary**

## NOTES

### Entitlement to Attend and Vote

In accordance with Regulation 7.11.37 of the *Corporations Regulations 2001*, the Board has determined that persons who are registered holders of shares of the Company as at 7.00pm (Sydney time) on Monday, 28 October 2019 will be entitled to attend and vote at the EGM as a shareholder. Accordingly, transactions registered after that time will be disregarded for determining which shareholders are entitled to attend and vote at the EGM.

### Voting by Proxy

A shareholder entitled to attend and vote at the EGM may appoint an individual or a body corporate as a proxy. If a body corporate is appointed as a proxy, that body corporate must ensure that it appoints a corporate representative in accordance with section 250D of the *Corporations Act 2001 (Cth)* (**Corporations Act**) to exercise its powers as proxy at the EGM. A proxy need not be a shareholder.

A shareholder may appoint up to two proxies and specify the proportion or number of votes each proxy may exercise. If the shareholder does not specify the proportion or number of votes to be exercised, each proxy may exercise half of the shareholder's votes.

Details for completion and lodgement of proxies are on the reverse side of the proxy form. To be effective, the proxy must be received at the share registry of the Company no later than 10:00 am (Sydney time) on Monday, 28 October 2019. Proxies must be received before that time by one of the following methods:

Online	At <a href="http://www.linkmarketservices.com.au">www.linkmarketservices.com.au</a>
By post:	Boart Longyear Limited c/ - Link Market Services Limited Locked Bag A14 Sydney South NSW 1235 Australia
Facsimile:	In Australia (02) 9287 0309 From outside Australia +61 2 9287 0309
By delivery:	Link Market Services Limited Level 12, 680 George Street Sydney NSW 2000 Australia or 1A Homebush Bay Drive, Rhodes, NSW 2138 Australia

### Voting by Attorney

A proxy form and the original power of attorney, if any, under which the proxy form is signed (or a certified copy of that power of attorney or other authority) must be received by the Company no later than 10:00am (Sydney time) on Monday, 28 October 2019, being not later than 48 hours before the EGM.

### **Corporate Representatives**

A body corporate that is a shareholder, or that has been appointed as a proxy, is entitled to appoint any person to act as its representative at the EGM. The appointment of the representative must comply with the requirements under section 250D of the Corporations Act. The representative should bring to the EGM a properly executed "Certificate of Appointment of Corporate Representative" (available from the Company's share registry) confirming its authority to act as the shareholder's representative.

### **Shareholder Questions**

Shareholders may submit questions about the items of business to be considered at the EGM. Written questions must be received by the Company or Link Market Services Limited by 5.00pm (Sydney time) on Thursday, 24 October 2019.

### **EXPLANATORY STATEMENT**

This Explanatory Statement has been prepared for shareholders in relation to the business to be conducted at the Company's Extraordinary General Meeting and forms part of the Notice of Meeting.

The purpose of this Explanatory Statement is to provide shareholders with information they may reasonably require to decide how to vote upon the Resolution. The Directors recommend that shareholders read this Explanatory Statement before determining whether or not to support the resolution.

The Resolution is an ordinary resolution and requires a simple majority of votes cast by shareholders entitled to vote on the resolution.

### **Resolution - Share Consolidation**

Section 254H of the Corporations Act provides that a company may, by resolution passed in a general meeting, convert all or any of its shares into a larger or smaller number. This is also provided for by Rule 28 of the Constitution.

The Company has approximately 26.3 billion shares on issue. This large number of shares imposes a number of disadvantages upon the Company, including:

- negative perception associated with a low share price and earnings per share which are a fraction of a cent;
- precluding investment from institutional investors who may be limited by their charters or mandates from investing in shares with low share prices;
- administrative cost and inconvenience associated with the volume of shares in the market; and
- additional share price volatility arising from the fact the minimum share price movement permitted by the ASX (of 0.005 cents) represents a higher proportion of the Company's share price than it would if the Company had a share price comparable to other companies with similar market capitalisation.

The Directors believe that a Consolidation of the Company's shares would assist in dealing with these disadvantages and would enable a more appropriate share price for a listed entity of Boart Longyear's size and market capitalisation. A reduction in the number of outstanding shares should also assist the market to more easily recognise improvement in the Company's financial performance.

The EGM resolution seeks shareholder approval to consolidate the Company's issued share capital by consolidating every 300 shares into 1 share. If this Resolution is passed, the number of shares on issue will be reduced from 26,296,215,464 fully paid ordinary shares to 87,654,051 fully paid ordinary shares on issue, subject to rounding discussed below (**Consolidation**).

### Rounding

Where any shareholders have a holding, which is not a multiple of 300 and would otherwise result in a fractional entitlement post-Consolidation, the Company will round up that holding to the next whole number. The Company reserves its right to round differently if it believes holdings have been manipulated or formed to gain an advantage through the rounding process.

### Share Options & Warrants

All share options (quoted and unquoted) and warrants that were issued in conjunction with the 2017 recapitalisation of the Company, will be treated in the same manner.

The effect of the Consolidation on the number and exercise price of the Quoted Ordinary Warrants is set out below:

Expiry Date	Pre-Consolidation		Post-Consolidation	
	Number	Exercise Price	Number	Exercise Price
13 September 2024	602,739,409	\$0.021	2,009,132	\$6.30

The effect of the Consolidation on the number and exercise price of the Unquoted Class A Warrants and Class B Warrants is set out below:

Expiry Date	Pre-Consolidation		Post-Consolidation	
	Number	Exercise Price	Number	Exercise Price
Class A 7% Warrants 1 September 2024	84,832,619	\$0.006	282,776	\$1.80
Class B 7% Warrants 1 September 2024	43,509,750	\$0.010	145,033	\$3.00

The effect of the Consolidation on the number and exercise price of the Unquoted Executive Options is set out below:

Expiry Date	Pre-Consolidation		Post-Consolidation	
	Number	Exercise Price	Number	Exercise Price
15 March 2024	3,517,285	\$0.3200	11,725	\$96.00
1 April 2024	324,204	\$0.3200	1,081	\$96.00
19 May 2024	3,034,753	\$0.1920	10,116	\$57.60
1 April 2025	3,034,753	\$0.1920	10,116	\$57.60
26 May 2025	14,096,367	\$0.1990	46,988	\$59.70
1 April 2026	3,034,752	\$0.1920	10,116	\$57.60
<b>Total</b>	<b>27,042,114</b>		<b>90,142</b>	

### Taxation

It is not envisaged that any taxation implications will exist for Shareholders, Option Holders or Warrant Holders arising from the Consolidation. However, Shareholders Option Holders or Warrant Holders are advised to seek their own tax advice on the effect of the Consolidation and neither the Company, nor its advisers, accept any responsibility for the individual taxation implications arising from the Consolidation.

**Indicative Consolidation Timetable**

The Company has published an indicative timetable for the completion of the Consolidation, which is set out below. For further information, shareholders are invited to contact the Company's registrar, Link Market Services, on +61 1 800 781 633 (free call within Australia).


<b>EVENT</b>	<b>DATE</b>
Announcement of proposed Consolidation	27 August 2019
Record date to determine eligibility to vote at the EGM	28 October 2019
EGM to approve resolution to consolidate shares	30 October 2019
Announcement of approval of Consolidation	30 October 2019
Last day for ASX trading of shares (BLY) and options (BLYO) on a pre-Consolidation basis	31 October 2019
Trading in consolidated shares and options, on a deferred settlement basis, starts	1 November 2019
Last day for the Company to register share and option transfers on a pre-Consolidation basis	4 November 2019
First day for the Company to register share transfers on a consolidated basis and first day for the Company to issue holding statements for shares and options on a consolidated basis	5 November 2019
Company announces to the ASX that despatch of the new holding statements has occurred	11 November 2019
Deferred settlement trading ends	11 November 2019
Normal T + 2 trading in consolidated shares and options starts	12 November 2019
Settlement of trades conducted on a deferred settlement basis and first settlement of trades conducted on the normal T + 2 basis	13 November 2019


*References in the above table to "options" are to quoted options trading BLYO.*

The Directors unanimously recommend that shareholders vote **IN FAVOUR** of this resolution.

**LODGE YOUR VOTE**
 **ONLINE**  
[www.linkmarketservices.com.au](http://www.linkmarketservices.com.au)
 **BY MAIL**  
 Boart Longyear Limited  
 C/- Link Market Services Limited  
 Locked Bag A14  
 Sydney South NSW 1235 Australia

 **BY FAX**  
 +61 2 9287 0309

 **BY HAND**  
 Link Market Services Limited  
 1A Homebush Bay Drive, Rhodes NSW 2138; or  
 Level 12, 680 George Street, Sydney NSW 2000

 **ALL ENQUIRIES TO**  
 Telephone: +61 1800 781 633 (free call within Australia)

**X99999999999**
**PROXY FORM**

I/We being a member(s) of Boart Longyear Limited and entitled to attend and vote hereby appoint:


**APPOINT A PROXY**
 **the Chairman of the Meeting (mark box)**
**OR** if you are **NOT** appointing the Chairman of the Meeting as your proxy, please write the name of the person or body corporate you are appointing as your proxy

 or failing the person or body corporate named, or if no person or body corporate is named, the Chairman of the Meeting, as my/our proxy to act 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 the law, as the proxy sees fit) at the Extraordinary General Meeting of the Company to be held at **10:00am on Wednesday, 30 October 2019 at Ashurst, Level 9, 5 Martin Place, Sydney NSW 2000, Australia (the Meeting)** and at any postponement or adjournment of the Meeting.

**The Chairman of the Meeting intends to vote undirected proxies in favour of the Resolution.**
**STEP 1**
**VOTING DIRECTIONS**

 Proxies will only be valid and accepted by the Company if they are signed and received no later than **48 hours before the Meeting**. Please read the voting instructions overleaf before marking any boxes with an 
**Resolution**
**For Against Abstain\***

1 Consolidation of Share Capital

  
**STEP 2**
 \* 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**

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, either shareholder may 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).

**STEP 3**
**BLY PRX1902A**


## HOW TO COMPLETE THIS SHAREHOLDER PROXY FORM

### YOUR NAME AND ADDRESS

This is your name and address as it appears on the 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. **Please note: you cannot change ownership of your shares using this form.**

### APPOINTMENT OF PROXY

If you wish to appoint the Chairman of the Meeting as your proxy, mark the box in Step 1. 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 in Step 1. A proxy need not be a shareholder of the Company.

### DEFAULT TO 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 those 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 Form.

### VOTES ON ITEMS OF BUSINESS – PROXY APPOINTMENT

You may direct your proxy 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 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 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 the Company's share registry or you may copy this form and return them both together.

To appoint a second proxy you must:

- on each of the first Proxy Form and the second 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.

### SIGNING INSTRUCTIONS

You must sign this form as follows in the spaces provided:

**Individual:** where the holding is in one name, the holder must sign.

**Joint Holding:** where the holding is in more than one name, either shareholder may sign.

**Power of Attorney:** to sign under Power of Attorney, you must lodge the Power of Attorney with the registry. If you have not previously lodged this document for notation, please attach 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 also sign alone. Otherwise this form must be signed by a Director jointly with either another Director or a Company Secretary. Please indicate the office held by signing in the appropriate place.

### CORPORATE REPRESENTATIVES

If a representative of the corporation is to attend the Meeting the appropriate "Certificate of Appointment of Corporate Representative" must be produced prior to admission in accordance with the Notice of Meeting. A form of the certificate may be obtained from the Company's share registry or online at [www.linkmarketservices.com.au](http://www.linkmarketservices.com.au).

### LODGEMENT OF A 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 on Monday, 28 October 2019**, being not later than 48 hours before the commencement of the Meeting. Any Proxy Form received after that time will not be valid for the scheduled Meeting.

Proxy Forms may be lodged using the reply paid envelope or:



#### ONLINE

[www.linkmarketservices.com.au](http://www.linkmarketservices.com.au)

Login to the Link website using the holding details as shown on the Proxy Form. Select 'Voting' and follow the prompts to lodge your vote. To use the online lodgement facility, shareholders will need their "Holder Identifier" - Securityholder Reference Number (SRN) or Holder Identification Number (HIN).



#### BY MOBILE DEVICE

Our voting website is designed specifically for voting online. You can now lodge your proxy by scanning the QR code adjacent or enter the voting link [www.linkmarketservices.com.au](http://www.linkmarketservices.com.au) into your mobile device. Log in using the Holder Identifier and postcode for your shareholding.

#### QR Code



To scan the code you will need a QR code reader application which can be downloaded for free on your mobile device.



#### BY MAIL

Boart Longyear Limited  
C/- Link Market Services Limited  
Locked Bag A14  
Sydney South NSW 1235  
Australia



#### BY FAX

+61 2 9287 0309



#### BY HAND

delivering it to Link Market Services Limited\*  
1A Homebush Bay Drive  
Rhodes NSW 2138  
or  
Level 12  
680 George Street  
Sydney NSW 2000

\* During business hours (Monday to Friday, 9:00am–5:00pm)

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