



## NOTICE OF ANNUAL GENERAL MEETING

### LINDIAN RESOURCES LIMITED ACN 090 772 222

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<b>Date:</b>	Friday 24 November 2023
<b>Time:</b>	12.00pm (WST)
<b>Location:</b>	The offices of Automic Group, Level 5, 191 St Georges Terrace, Perth WA 6000

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This Notice of Meeting should be read in its entirety.  
If Shareholders are in doubt as to how they should vote, they should seek advice from their professional advisors prior to voting. Should you wish to discuss the matters in this Notice of Meeting, please do not hesitate to contact the Company Secretary on +61 8 6557 8838.

**LINDIAN RESOURCES LIMITED**

ACN 090 772 222

**NOTICE OF ANNUAL GENERAL MEETING**

Notice is hereby given that the 2023 Annual General Meeting of Lindian Resources Limited (**Lindian** or the **Company**) will be held at 12.00pm (WST) on Friday, 24 November 2023 at the offices of Automic Group, Level 5, 191 St Georges Terrace, Perth WA 6000 (**Meeting**).

The Resolutions proposed to be considered at the Meeting are set out below. Further details in respect of each of the Resolutions proposed in this Notice of Meeting are set out in the Explanatory Memorandum accompanying this Notice of Meeting. The Explanatory Memorandum and the accompanying Proxy Form should be read together with, and form part of, this Notice of Meeting.

Terms and abbreviations used in this Notice of Meeting are defined in the Glossary contained in the Explanatory Memorandum.

**AGENDA**

**Ordinary business**

**1. Financial Statements and Reports**

To receive and consider the Annual Financial Report of the Company, the Directors' Report and the Auditor's Report for the financial year ended 30 June 2023.

**2. Resolution 1 – Adoption of the Remuneration Report**

To consider and, if thought fit, to pass, the following **advisory resolution** in accordance with section 250R(2) of the Corporations Act:

*“To adopt the Remuneration Report for the financial year ended 30 June 2023.”*

A voting prohibition statement applies to this Resolution. Please see following.

**3. Resolution 2 – Re-election of Director – Mr Yves Ocello**

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 14.2 of the Constitution, Listing Rule 14.4 and for all other purposes, Mr Yves Ocello retires as Director and, being eligible, be re-elected as a Director of the Company.”*

**4. Resolution 3 – Election of Director – Mr Trevor Matthews**

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, Listing Rule 14.4 and for all other purposes, Mr Trevor Matthews retires as Director and, being eligible, be elected as a Director of the Company.”*

**5. Resolution 4 – Election of Director – Mr Alwyn Vorster**

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, Listing Rule 14.4 and for all other purposes, Mr Alwyn Vorster retires as Director and, being eligible, be elected as a Director of the Company.”*

**6. Resolution 5 – Election of Director – Mr Zuliang (Park) Wei**

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, Listing Rule 14.4 and for all other purposes, Mr Zuliang (Park) Wei retires as Director and, being eligible, be elected as a Director of the Company.”*

**Special business**

**7. Resolution 6 – Ratification of Prior Issue of Shares Issued Under Listing Rule 7.1A**

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

*“That, for the purposes of Listing Rule 7.4 and for all other purposes, Shareholders ratify the issue of 66,728,972 Shares, on the terms and conditions set out in the Explanatory Memorandum.”*

A voting exclusion statement applies to this Resolution. Please see following.

**8. Resolution 7 – Ratification of Prior Issue of Shares Issued Under 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 Listing Rule 7.4 and for all other purposes, Shareholders ratify the issue of 39,331,634 Shares, on the terms and conditions set out in the Explanatory Memorandum.”*

A voting exclusion statement applies to this Resolution. Please see following.

**9. Resolution 8 – Amendments to the Constitution**

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

*“That, for the purposes of section 136(2) of the Corporations Act, and for all other purposes, the Constitution be amended as set out in the Explanatory Memorandum.”*

**10. Resolution 9 – Renewal of Proportional Takeover Provisions**

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

*“That the Company renew the proportional takeover provisions contained in clause 36 of the Constitution for a period of three years from the date of the Meeting.”*

**11. Resolution 10 – Approval of an Increase in Fees Payable to Non-Executive Directors**

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

*“That, for the purpose of clauses 14.7 and 14.8 of the Company’s Constitution and Listing Rule 10.17, and for all other purposes, Shareholders approve an increase in the maximum aggregate fixed sum available to be paid to the Non-Executive Directors of the Company from \$240,000 per annum to \$750,000 per annum, on the terms and conditions set out in the Explanatory Memorandum.”*

**VOTING EXCLUSIONS**

**Resolutions 6 and 7:** Pursuant to the Listing Rules, the Company will disregard any votes cast in favour of the relevant Resolution by or on behalf of a person who participated in the issue (namely the relevant placement participants) or an associate of that person or those persons.

**Resolution 10:** Pursuant to the Listing Rules, the Company will disregard any votes cast in favour of this Resolution by or on behalf of a Director or an associate of that person or those persons.

However, the above voting exclusions do not apply to a vote cast in favour of the relevant Resolution by:

- (a) a person as proxy or attorney for a person who is entitled to vote, in accordance with directions given to the proxy or attorney to vote on the Resolution in that way;
- (a) the Chair as proxy or attorney for a person who is entitled to vote, in accordance with a direction given to the Chair to vote on the Resolution as the Chair decides; or
- (b) 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 PROHIBITIONS**

**Resolution 1:** In accordance with sections 250BD and 250R of the Corporations Act, the Company will disregard any votes cast on this Resolution:

- (a) by or on behalf of a member of the Key Management Personnel details of whose remuneration are included in the Remuneration Report, or a Closely Related Party of such a member, regardless of the capacity in which the votes are cast; or
- (b) by a person who is a member of the Key Management Personnel at the date of the Meeting, or their Closely Related Parties, as a proxy.

However, votes will not be disregarded if they are cast as a proxy for a person entitled to vote on the Resolution:

- (c) in accordance with a direction as to how the proxy is to vote on the Resolution; or
- (d) the person is the Chair and the appointment of the Chair as proxy:
  - (i) does not specify the way the proxy is to vote on this Resolution; and
  - (ii) expressly authorises the Chair to exercise the proxy even though the Resolution is connected directly or indirectly with the remuneration of a member of the Key Management Personnel.

**Resolution 10:** In accordance with section 250BD of the Corporations Act, a person appointed as a proxy must not vote, on the basis of that appointment, on the relevant Resolution if:

- (a) the proxy is either a member of the Key Management Personnel or a Closely Related Party of such member; and
- (a) the appointment does not specify the way the proxy is to vote on the Resolution.

However, the above prohibition does not apply if:

- (a) the proxy is the Chair; and
- (b) the appointment expressly authorises the Chair to exercise the proxy even though the Resolution is connected directly or indirectly with remuneration of a member of the Key Management Personnel.

## **BY ORDER OF THE BOARD**

**Brett Tucker**  
**Company Secretary**

Dated 19 October 2023

## VOTING AT THE ANNUAL GENERAL MEETING

### VOTING ENTITLEMENTS

The Directors have determined, in accordance with Regulation 7.11.37 of the Corporations Regulations, that Shareholders entitled to vote at the Meeting will be the registered holders of Shares (**Registered Shareholders**) at 4.00 pm (WST) on Wednesday, 22 November 2023 (**Voting Record Date**).

Shareholders who become Registered Shareholders after the date of dispatch of the Notice of Meeting, but prior to the Voting Record Date, and wish to vote at the Meeting by proxy, should contact the Company to request a Proxy Form.

Persons who hold a beneficial interest in Shares, such as an interest in Shares held through a trustee or nominee holder, and who wish to vote at the Meeting, should contact their broker or relevant intermediary.

The Board encourages you to attend the Meeting in person, by proxy, or by appointing an authorised representative.

### HOW TO VOTE

You may vote by attending the Meeting in person, by proxy, or by appointing an authorised representative.

#### ***Voting in Person***

To vote in person, attend the Meeting on the date and at the place set out in this Notice of Annual General Meeting. If possible, Shareholders are asked to arrive at the venue 15 minutes prior to the time designated for the Meeting, so that the Company may check the Shareholders' holding against the Company's share register and note attendance.

#### ***Voting by Proxy***

***Appointment of proxy:*** Shareholders who are entitled to attend and vote at the Meeting, may appoint a proxy to act generally at the Meeting and to vote on their behalf. The proxy does not need to be a Shareholder.

A Shareholder that is entitled to cast two or more votes may appoint two proxies and should specify the proportion of votes each proxy is entitled to exercise. If a Shareholder appoints two proxies, each proxy may exercise half of the Shareholder's votes if no proportion or number of votes is specified.

***Voting by proxy:*** A Shareholder can direct its proxy to vote for or against, or to abstain from voting on, each Resolution by marking the appropriate box in the voting directions section of the Proxy Form. If a proxy holder votes, they must cast all votes as directed. Any directed proxies that are not voted will automatically default to the Chair, who must vote the proxies as directed.

If the Chair is to act as your proxy (whether by appointment or by default) and you have not given directions on how to vote in the voting directions section of the Proxy Form for Resolutions 1 and/or 10, the Proxy Form expressly directs and authorises the Chair to cast your votes "for" the relevant Resolution. This express authorisation is included because without it the Chair would be precluded from casting your votes as these Resolutions are connected with the remuneration of Key Management Personnel.

The Chair will vote all undirected proxies in respect of Resolutions 1 to 10 in favour of those Resolutions, to the extent permitted by law. If you are in any doubt as to how to vote, you should consult your professional adviser.

#### ***Deadline***

Proxy Forms must be received by 12.00pm (WST) on Wednesday, 22 November 2023.

#### ***How to lodge Proxy Forms***

You can lodge your Proxy Form with the Company by:

BY MAIL:	Automic, GPO Box 5193, Sydney NSW 2001
IN PERSON:	Automic, Level 5, 126 Phillip Street, Sydney NSW 2000
BY FAX:	+61 2 8583 3040
BY EMAIL:	meetings@automicgroup.com.au
ONLINE:	<a href="https://investor.automic.com.au/#/loginsah">https://investor.automic.com.au/#/loginsah</a>

Further details on how to lodge your Proxy Form can be found on the Proxy Form. If you have any questions about your Proxy Form, please contact the Company Secretary by telephone at on +61 8 6557 8838.

### ***Appointment of corporate representatives***

A body corporate that is a Shareholder may authorise, in accordance with section 250D of the Corporations Act, by resolution of its directors or other governing body, such person or persons as it may determine to act as its representative at the Meeting. The original form of appointment of a representative, a certified copy of the appointment, or a certificate of the body corporate evidencing the appointment of a representative is evidence of a representative having been appointed.

The documentation appointing a corporate representative must be received by the Company before the Meeting or at the registration desk on the day of the Meeting. An 'Appointment of Corporate Representative' form can be obtained from the Company's share registry online at <https://investor.automic.com.au/#/support> by clicking the 'FAQ's & Investor Forms' link.

### **BENEFICIAL SHAREHOLDERS**

If you hold Shares beneficially (such as through a trust or a nominee company) and have received these materials through your broker or through another intermediary, please contact your broker or other intermediary in relation to directing any votes attaching to those Shares.

### **QUESTIONS AT THE MEETING**

Shareholders may submit questions in advance of the Meeting to the Company. Questions must be submitted by emailing the Company Secretary at [info@lindianresources.com.au](mailto:info@lindianresources.com.au) by 5.00pm (WST) on Wednesday 22 November 2023, and relate to the business of the Meeting only.

Shareholders will also have the opportunity to submit questions during the Meeting in respect to the formal items of business.

### **ENQUIRIES**

Shareholders are invited to contact the Company Secretary by telephone on +61 8 6557 8838 if they have any queries in respect of the matters set out in these documents.

# LINDIAN RESOURCES LIMITED

ACN 090 772 222

## EXPLANATORY MEMORANDUM

This Explanatory Memorandum has been prepared in connection with the 2023 Annual General Meeting of the Company.

The purpose of this Explanatory Memorandum is to provide Shareholders with information that the Board believes to be material to Shareholders in deciding whether or not to approve the Resolutions detailed in the Notice of Annual General Meeting.

Shareholders should read this Explanatory Memorandum and all attachments carefully. If you have any questions regarding the matters set out in this Explanatory Memorandum or the Notice of Annual General Meeting, please contact the Company Secretary on +61 8 6557 8838, or consult your stockbroker or other professional adviser.

### 1 FINANCIAL STATEMENTS AND REPORTS

The Corporations Act requires the Company to present to the Annual General Meeting the annual financial statements, the Directors' Report and the Auditor's Report (**Annual Financial Report**) for the last financial year that ended before the Annual General Meeting. Copies of the Annual Financial Report have been sent to requesting Shareholders and the Annual Financial Report is also available on the Company's website – [www.lindianresources.com.au](http://www.lindianresources.com.au).

No resolution is required for this item, but Shareholders will be provided with a reasonable opportunity to ask questions or make comments in relation to the Annual Financial Report at the Meeting. The Company's auditor will also be present at the Meeting and Shareholders will be given a reasonable opportunity to ask questions about, or make comments on, the Annual Financial Report.

### 2 RESOLUTION 1 – ADOPTION OF THE REMUNERATION REPORT

The Remuneration Report is part of the Directors' Report contained in the Annual Financial Report of the Company for the financial year ending 30 June 2023.

By way of summary, the Remuneration Report sets out the Company's remuneration arrangements for the Directors and Key Management Personnel of the Company.

A reasonable opportunity will be provided for discussion of the Remuneration Report at the Annual General Meeting.

Section 250R(2) of the Corporations Act requires that, at a listed company's annual general meeting, a resolution that the remuneration report be adopted must be put to shareholders.

The vote on this resolution is advisory only and does not bind the Directors or the Company.

The Corporations Act provides that, if 25% or more of votes that are cast are voted against the adoption of a company's 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) who were in office at the date of the approval of the applicable directors' report must stand for re-election.

At the Company's 2022 annual general meeting, less than 25% of the votes cast on the resolution to adopt the 2022 remuneration report were voted against that resolution. Accordingly, regardless of the voting on Resolution 1, no Spill Resolution is required to be considered at the 2023 Annual General Meeting.

### 3 RESOLUTION 2 – RE-ELECTION OF DIRECTOR – MR YVES OCELLO

#### 3.1 General

Clause 14.2 of the Constitution and Listing Rule 14.4 provide that a Director must not hold office without re-election past the third annual general meeting following the Director's appointment or three years, whichever is longer. In accordance with the Constitution and the Listing Rules, Mr Ocello, having been elected as a Director at the Company's 2020 annual general meeting, is required to stand for re-election at the Meeting.

Accordingly, Mr Ocello retires as a Director at the Meeting and, being eligible, seeks re-election as a Director pursuant to Resolution 2.

### **3.2 Qualifications and other material directorships**

Yves Ocello is a 45-year veteran of the bauxite and alumina industry having been COO of Pechiney's Bauxite and Alumina Division and Director of Technical Projects at Alcan and Rio Tinto Alcan. He has held board positions at a number of significant companies, including Compagnie de Bauxite de Guinee, ("CBG"), a conglomerate bauxite project and Guinea's largest bauxite producer for the past 30 years, Alufer Mining, the first junior miner to construct and commence bauxite operations in Guinea, and Aluminium of Greece, one of Europe's largest alumina refinery and aluminium smelting complexes.

Mr Ocello has many years of practical, hands-on experience across the aluminium value chain from understanding bauxite resources and their specific chemical and mineralogical composition, through to the intricate technical requirements of alumina refining. Further, Mr Ocello's knowledge and expertise is well recognised within China's bauxite and alumina industry and he is an Honorary Director of the Chinese Academy of Sciences in Beijing. Mr Ocello does not hold any Directorships in other ASX listed companies.

If re-elected, the Board considers Mr Ocello will be an independent Director.

### **3.3 Board recommendation**

The Board (other than Mr Ocello) recommends that Shareholders vote in favour of Resolution 2.

## **4 RESOLUTIONS 3 TO 5 – ELECTION OF DIRECTORS**

### **4.1 General**

Clause 14.4 of the Constitution and Listing Rule 14.4 provide that a Director appointed as an addition to the Board holds office until the end of the next annual general meeting of the Company, at which the Director may be re-elected.

The following Directors were appointed since the Company's last annual general meeting:

- Mr Trevor Matthews as Executive Director appointed on 21 August 2023;
- Mr Alwyn Vorster as non-executive Director appointed on 21 August 2023; and
- Mr Zuliang (Park) Wei as non-executive Director appointed on 4 September 2023.

Accordingly, each of the above Directors retires at the Meeting and, being eligible, seeks election pursuant to Resolutions 3 to 5 (as applicable).

### **4.2 Qualifications and other material directorships**

#### Mr Trevor Matthews

Mr Matthews has an accounting and finance background with 35 years' experience in the resources industry including roles with North and WMC Resources in executive-level positions and most recently he was Managing Director/CEO of ASX-listed Volt Resources Limited for a six-year term. Previously he held the role of Managing Director at MZI Resources (2012-16), advancing the \$110 million Keysbrook mineral sands project from feasibility study stage through to production, and Murchison Metals (2005-12), developing an operating iron ore mine and associated logistics infrastructure in WA's Midwest as part of a larger JV with Mitsubishi Corporation to develop a large-scale iron ore mine and the multi-user Oakajee Port and Rail infrastructure project. Consequently, he has extensive executive management experience of feasibility studies, project planning/development, coordination and leveraging capital markets effectively to secure the appropriate mix of debt/equity funding, to successfully complete a mining project.

Mr Matthews is also a Director of Victory Metals Limited and Resource Mining Corporation Limited.

If re-elected, the Board considers Mr Matthews will not be an independent Director due to his engagement as an executive Director.



### Mr Alwyn Vorster

Alwyn Vorster is a thirty-year veteran of the mining industry and has a proven track record of leading companies through all phases of the mining value chain from exploration, project studies, approvals, development, infrastructure access, corporate transactions, to sales and shipping.

Most recently, Alwyn was Interim CEO at rare earths company Hastings Technology Metals Limited (ASX:HAS). He was previously Managing Director at iron ore/potash company BCI Minerals Limited (ASX:BCI) for 6-years, and other CEO roles include Iron Ore Holdings Ltd, API Management JV and Oakajee Port and Rail JV (acting). Alwyn's primary focus at Lindian is to leverage his rare earths, offtake, infrastructure access and project development experience to provide strategic advice in support of project activities in Malawi and Guinea.

Mr Vorster is also a Director of ChemX Materials Ltd and Arrow Minerals Ltd.

If re-elected, the Board considers Mr Vorster will be an independent Director.

### Mr Zuliang (Park) Wei

Mr Park Wei is a Chinese born Australian entrepreneur with multiple investments in the property, mining and finance sectors in Australia and other international markets. In 1994, he founded Top Pacific Group, which is today a diversified property group engaged in property development, construction, property financing, sales and strata management.

Since 2019, he has been the Chairman and major shareholder of wholesale fund manager PAN Australia Fund Management Pty Ltd (PAFM), formerly Boill Fund Management Pty Ltd. He successfully helped fund Jatcorp Limited (ASX: JAT) and its acquisition of Australian dairy company ANMA. He holds a Bachelor of Arts Degree from Nanjing University, one of China's top five universities.

Mr Wei does not hold any Directorships in other ASX listed companies.

If re-elected, the Board considers Mr Wei will not be an independent Director due to a substantial shareholding in the Company.

## **4.3 Board recommendation**

The Board (other than Mr Matthews) recommends that Shareholders vote in favour of Resolution 3.

The Board (other than Mr Vorster) recommends that Shareholders vote in favour of Resolution 4.

The Board (other than Mr Wei) recommends that Shareholders vote in favour of Resolution 5.

## **5 RESOLUTION 6 – RATIFICATION OF PRIOR ISSUE OF SHARES ISSUED UNDER LISTING RULE 7.1A**

### **5.1 General**

On 12 July 2023, the Company announced that it had received firm commitments from new professional and sophisticated investors for a private placement to raise \$35 million (before costs) through the issue of 106,060,606 fully paid ordinary shares (**Shares**) at an issue price of \$0.33 per Share (**Placement**).

The Placement Shares were issued on 20 July 2023 pursuant to the Company's capacity under Listing Rule 7.1A for 66,728,972 Shares (**LR 7.1A Placement Shares**) and under Listing Rule 7.1 for 39,331,634 Shares (**LR 7.1 Placement Shares**).

The Company is seeking Shareholder ratification of the issue of the LR 7.1A Placement Shares to refresh the Company's 7.1A capacity pursuant to Resolution 6.

### **5.2 Listing Rules 7.1 and 7.4**

Broadly speaking, and subject to a number of exceptions, Listing Rule 7.1 limits the amount of Equity Securities that an ASX-listed company can issue without the prior approval of its shareholders over any 12-month period to 15% of the fully paid ordinary securities it had on issue at the start of that 12-month period.

Further, eligible entities (such as the Company) are able to seek the approval of its shareholders at its annual general meeting under Listing Rule 7.1A to increase this 15% limit to 25% (being an additional 10%). The Company obtained this approval at its annual general meeting held on 28 November 2022.

The Company used part of its available capacity under Listing 7.1A to issue 66,728,972 Shares.

As the issue of these Shares did not fit within any of the exceptions to Listing Rules 7.1 and 7.1A, and was not approved by the Company's Shareholders, the issue of these Shares effectively used up a portion of the Company's 25% placement capacity under Listing Rule 7.1 and 7.1A, reducing the Company's capacity to issue further Equity Securities without Shareholder approval during the 12-month period following the issue of the Shares.

Listing Rule 7.4 allows the shareholders of a listed company to ratify the issue of Equity Securities after it has been made or agreed to be made. If they do, the issue is taken to have been approved under Listing Rule 7.1 and so does not reduce the company's capacity to issue further Equity Securities without shareholder approval under that rule.

The Company wishes to retain as much flexibility as possible to issue additional Equity Securities in the future without having to obtain Shareholder approval for such issues under Listing Rule 7.1. Accordingly, the Company is seeking Shareholder ratification pursuant to Listing Rule 7.4 for the issue of the LR 7.1A Placement Shares.

If Resolution 6 is passed, the Shares will be excluded in calculating the Company's ability to issue, or agree to issue, new Equity Securities under Listing Rule 7.1 and 7.1A, effectively increasing the number of Equity Securities it can issue without Shareholder approval over the 12-month period following the issue of the Shares.

If Resolution 6 is not passed, any issue of Equity Securities pursuant to the New Plan must either be undertaken using the Company's 15% annual placement capacity under Listing Rule 7.1, or with prior Shareholder approval.

### 5.3 Technical information required by Listing Rule 7.5

Pursuant to and in accordance with Listing Rule 7.5, the following information is provided in relation to the ratification of the issue of the LR 7.1A Placement Shares:

- (a) The LR 7.1A Placement Shares were issued to professional and sophisticated investors identified and selected by the Company and the Lead Manager, Euroz Hartleys. One of these investors was Bonacare Pty Ltd (**Bonacare**). Bonacare is an associate of Director and substantial holder Mr Park Wei by virtue of the fact that Bonacare is controlled by the spouse of Mr Wei. Bonacare participated in the Placement on the same terms as all other investors and Mr Wei was not a Director of the Company when the Placement was announced or completed, with Mr Wei only being appointed as a Director of the Company on 4 September 2023. Therefore at the time of the Placement, Shareholder approval for the issue of the Shares to Bonacare under the Placement pursuant to Listing Rule 10.11 was not required. Other than in relation to Bonacare, none of these investors were a related party of the Company, a member of the Company's Key Management Personnel, a substantial holder in the Company, an adviser to the Company or an associate of any of these persons.
- (b) The LR 7.1A Placement Shares comprise 66,728,972 Shares.
- (c) The LR 7.1A Placement Shares are fully paid ordinary shares in the capital of the Company issued on the same terms and conditions as the Company's existing Shares.
- (d) The LR 7.1A Placement Shares were issued on 20 July 2023.
- (e) Each of the LR 7.1A Placement Shares were issued at an issue price of \$0.33 per Share, which raised \$22,020,560.76 (before costs).
- (f) Funds raised from the issue of the LR 7.1A Placement Shares have been and are to be utilised to rapidly advance the Company's Kangankunde Rare Earths Project including payment of the US\$10million tranche pursuant to an agreement to acquire 100% of Rift Valley Resource Developments Limited which holds 100% of the Kangankunde Rare Earths Project, acceleration of the mine development drilling program at Kangankunde Rare Earths Project; and for general working capital purposes.
- (g) The LR 7.1A Placement Shares were issued pursuant to subscription commitments containing standard terms for a transaction of this nature.
- (h) A voting exclusion statement for Resolution 6 is included in this Notice.

## 5.4 Board recommendation

The Directors unanimously recommend that Shareholders vote in favour of Resolution 6.

## 6 RESOLUTION 7 – RATIFICATION OF PRIOR ISSUE OF SHARES ISSUED UNDER LISTING RULE 7.1

### 6.1 General

As detailed at Section 5.1 above, the Company issued Shares on 20 July 2023 pursuant to the Company's capacity under Listing Rule 7.1A for 66,728,972 Shares (**LR 7.1A Placement Shares**) and under Listing Rule 7.1 for 39,331,634 Shares (**LR 7.1 Placement Shares**).

The Company is seeking Shareholder ratification of the issue of the LR 7.1 Placement Shares to refresh the Company's 7.1 capacity pursuant to Resolution 7.

### 6.2 Listing Rules 7.1 and 7.4

Broadly speaking, and subject to a number of exceptions, Listing Rule 7.1 limits the amount of Equity Securities that an ASX-listed company can issue without the prior approval of its shareholders over any 12-month period to 15% of the fully paid ordinary securities it had on issue at the start of that 12-month period.

Further, eligible entities (such as the Company) are able to seek the approval of its shareholders at its annual general meeting under Listing Rule 7.1A to increase this 15% limit to 25% (being an additional 10%). The Company obtained this approval at its annual general meeting held on 28 November 2022.

The Company used part of its available capacity under Listing 7.1 to issue 39,331,634 Shares.

As the issue of these Shares did not fit within any of the exceptions to Listing Rules 7.1 and 7.1A, and was not approved by the Company's Shareholders, the issue of these Shares effectively used up a portion of the Company's 25% placement capacity under Listing Rule 7.1 and 7.1A, reducing the Company's capacity to issue further Equity Securities without Shareholder approval during the 12-month period following the issue of the Shares.

Listing Rule 7.4 allows the shareholders of a listed company to ratify the issue of Equity Securities after it has been made or agreed to be made. If they do, the issue is taken to have been approved under Listing Rule 7.1 and so does not reduce the company's capacity to issue further Equity Securities without shareholder approval under that rule.

The Company wishes to retain as much flexibility as possible to issue additional Equity Securities in the future without having to obtain Shareholder approval for such issues under Listing Rule 7.1. Accordingly, the Company is seeking Shareholder ratification pursuant to Listing Rule 7.4 for the issue of the LR 7.1 Placement Shares.

If Resolution 7 is passed, the Shares will be excluded in calculating the Company's ability to issue, or agree to issue, new Equity Securities under Listing Rule 7.1 and 7.1A, effectively increasing the number of Equity Securities it can issue without Shareholder approval over the 12-month period following the issue of the Shares.

If Resolution 7 is not passed, the LR 7.1 Placement Shares will be included in calculating the Company's ability to issue, or agree to issue, new Equity Securities under Listing Rule 7.1 and 7.1A, effectively decreasing the number of Equity Securities it can issue without Shareholder approval over the 12-month period following the issue of the Shares.

### 6.3 Technical information required by Listing Rule 7.5

Pursuant to and in accordance with Listing Rule 7.5, the following information is provided in relation to the ratification of the issue of the Shares:

- (a) The LR 7.1 Placement Shares were issued to professional and sophisticated investors identified and selected by the Company and the Lead Manager, Euroz Hartleys. One of these investors was Bonacare Pty Ltd (**Bonacare**). Bonacare is an associate of Director and substantial holder Mr Park Wei by virtue of the fact that Bonacare is controlled by the spouse of Mr Wei. Bonacare participated in the Placement on the same terms as all other investors and Mr Wei was not a Director of the Company when the Placement was announced or completed, with Mr Wei only being appointed as a Director of the Company on 4 September 2023. Therefore at the time of the Placement, Shareholder approval for the issue of the Shares to Bonacare under the Placement pursuant to Listing Rule 10.11 was not required. Other than in relation to Bonacare,

none of these investors were a related party of the Company, a member of the Company's Key Management Personnel, a substantial holder in the Company, an adviser to the Company or an associate of any of these persons.

- (a) The LR 7.1 Placement Shares comprise 39,331,634 Shares.
- (b) The LR 7.1 Placement Shares are 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 LR 7.1 Placement Shares were issued on 20 July 2023.
- (d) Each of the LR 7.1 Placement Shares were issued at an issue price of \$0.33 per Share, which raised \$12,979,439.22 (before costs).
- (e) Funds raised from the issue of the LR 7.1 Placement Shares have been and are to be utilised to rapidly advance the Company's Kangankunde Rare Earths Project including payment of the US\$10million tranche pursuant to an agreement to acquire 100% of Rift Valley Resource Developments Limited which holds 100% of the Kangankunde Rare Earths Project, acceleration of the mine development drilling program at Kangankunde Rare Earths Project; and for general working capital purposes.
- (f) The LR 7.1 Placement Shares were issued pursuant to subscription commitments containing standard terms for a transaction of this nature.
- (g) A voting exclusion statement for Resolution 7 is included in this Notice.

#### **6.4 Board recommendation**

The Directors unanimously recommend that Shareholders vote in favour of Resolution 7.

## **7 RESOLUTION 8 – AMENDMENTS TO THE CONSTITUTION**

### **7.1 General**

Under section 136(2) of the Corporations Act, a company may amend or repeal its constitution or a provision of its constitution by special resolution of Shareholders.

The Company is proposing to make certain amendments to its Constitution, as summarised in Section 7.2.

The Directors believe that it is preferable in the circumstances to simply amend select provisions of the existing Constitution rather than repealing the entire existing Constitution and replacing it with a new constitution.

A copy of the amended Constitution is available for review by Shareholders at the Company's website <https://www.lindianresources.com.au/corporate> and at the office of the Company. A copy of the amended Constitution can also be sent to Shareholders upon request to the Company Secretary at [info@lindianresources.com.au](mailto:info@lindianresources.com.au). Shareholders are invited to contact the Company if they have any queries or concerns.

If Resolution 8 is passed, the Company will adopt the amended Constitution with effect from the date this Resolution 8 is passed.

If Resolution 8 is not passed, the Company will not adopt the amended Constitution and the existing Constitution will continue to apply.

### **7.2 Summary of proposed amendments**

#### **Written Resolutions**

The Company proposes to amend clause 16.11 of the Constitution to allow a majority of Directors to pass a circular resolution. The current provision requires all Directors to pass such a resolution; whereas this change would align the position for circular resolutions with the usual Board majority and allow greater speed and flexibility in decision-making, noting that all Directors will still need to receive notice of any such resolution.

If Resolution 8 is passed, the Company will adopt the amended Constitution with effect from the date the Resolution is passed.

If Resolution 8 is not passed, the Company will not adopt the amended Constitution and, in this regard, circular resolutions of the Board would need to continue to be passed by all of the Directors.

#### Virtual Meetings

The Corporations Act has recently been modified so that company meetings can now be held:

- physically in person;
- partly in person and partly virtually using virtual meeting technology; or
- entirely virtually using virtual meeting technology, so long as that is expressly allowed under the company's constitution.

The Constitution does not specifically allow for Shareholder meetings to be held entirely virtually. The Company wishes to have the flexibility to be able to conduct meetings virtually, as it believes in many instances a Shareholder meeting held virtually is a more efficient and less costly means of conducting a Shareholder meeting and provides more Shareholders with the opportunity to attend the meeting.

The proposed changes do not seek to mandate that all Shareholder meetings must be held virtually, just that the Company has the ability to do so if it decides to.

If Resolution 8 is passed, the Company will adopt the amended Constitution with effect from the date the Resolution is passed.

If Resolution 8 is not passed, the Company will not adopt the amended Constitution and, in this regard, the Company will not be able to hold Shareholder meetings entirely virtually, meaning all Shareholder meetings will have to be held as hybrid meetings or entirely 'physical' (in person) meetings. Accordingly, the Company will not obtain the flexibility and costs savings described above.

### **7.3 Additional information**

Resolution 8 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).

The Board recommends that Shareholders vote in favour of Resolution 8.

## **8 RESOLUTION 9 – RENEWAL OF PROPORTIONAL TAKEOVER PROVISIONS**

### **8.1 General**

Proportional takeover provisions are designed to assist Shareholders to receive proper value for their Shares if a proportional takeover bid is made for the Company.

In accordance with the Corporations Act, the proportional takeover provisions in a company's constitution expire three years from their adoption, or if renewed, from the date of renewal.

The proportional takeover provisions in the Company's Constitution have expired.

If renewed, the proposed proportional takeover provisions will be on the same terms as the existing provisions and will have effect for a three-year period commencing on the date Shareholders approve Resolution 9.

The proposed proportional takeover provisions are set out in full in Annexure A (which is an extract of the now expired provisions formerly contained in clause 36 of the Constitution).

### **8.2 What is a proportional takeover?**

A proportional takeover bid is a takeover offer sent to all Shareholders, but only in respect of a specified portion of each Shareholder's Shares. Accordingly, if a Shareholder accepts in full the offer under a proportional takeover bid, the Shareholder will dispose of the specified portion of their Shares in the Company and retain the balance of Shares.

### **8.3 Effect**

If a proportional takeover bid is made, the Directors must:

- convene a general meeting no less than 14 days before the end of the bid period; and
- allow Shareholders to vote on a resolution to approve the proportional takeover bid.

The bidder and its associates are not allowed to vote on the resolution.

If the bid is rejected, binding acceptances are required to be rescinded, and all unaccepted offers and offers failing to result in binding contracts are taken to have been withdrawn.

If the bid is approved, the transfers resulting from the bid may be registered provided they comply with other provisions of the Corporations Act and the Constitution.

If no resolution is voted on by the above deadline, a resolution approving the bid is taken to have been passed.

If Resolution 9 is passed, the proportional takeover provisions do not apply to full takeover bids and will only apply for a three-year period commencing on the date Shareholders approve Resolution 9, unless again renewed by Shareholders.

#### **8.4 Knowledge of acquisition proposals**

As at the Last Practicable Date, no Director is aware of any proposal by any person to acquire, or to increase the extent of, a substantial interest in the Company.

#### **8.5 Reasons for renewal**

As a proportional takeover bid involves an offer for only a proportion of each Shareholder's Shares, a bidder may acquire control of the Company:

- without Shareholders having the chance to sell all their Shares, leaving them as part of a minority interest in the Company; and
- without payment of an adequate control premium.

The Board considers that the proportional takeover provisions should be renewed as they lessen the risk of a bidder obtaining control without adequately compensating existing Shareholders as they allow Shareholders to decide collectively whether a proportional takeover bid is acceptable and appropriately priced.

#### **8.6 Impact of existing proportional takeover provisions**

While the existing proportional takeover provisions have been in effect, no takeover bids for the Company have been made, either proportional or otherwise.

Accordingly, no actual advantages or disadvantages of the existing proportional takeover provisions, for the Directors or the Shareholders, could be reviewed.

No Director is aware of any potential takeover bid that was discouraged by the inclusion of proportional takeover provisions in the Company's Constitution.

#### **8.7 Advantages and disadvantages for Shareholders**

##### *Advantages*

Renewal of the proportional takeover provisions provide Shareholders:

- the right to decide whether a proportional takeover bid should proceed;
- increased protection from being locked in as a minority Shareholder;
- increased bargaining power; and
- the view of majority of Shareholders which may assist individual Shareholders to decide whether to accept or reject an offer under a proportional takeover bid.

##### *Disadvantages*

- Proportional takeover bids discouraged;
- Shareholders' opportunities to sell Shares at a premium reduced;
- Ability of individual Shareholders to deal with their Shares as they see fit restricted; and
- Likelihood of a proportional takeover bid succeeding reduced.

## 8.8 Advantages and disadvantages and Directors

The renewal of the proportional takeover approval provision will enable the Board to formally ascertain the views of Shareholders in respect of a proportional takeover bid. Without such provisions, Directors are dependent upon their respective perception of the interests and views of Shareholders.

Other than this advantage, the Board considers that renewal of such a provision has no potential advantages or potential disadvantages for them as they remain free to make a recommendation on whether a proportional takeover offer should be accepted.

## 8.9 Additional information

Renewal of the proposed proportional takeover provisions must be approved by a special resolution, requiring approval of 75% or more 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).

The Board considers that the potential advantages for Shareholders of the proportional takeover approval provisions outweigh the potential disadvantages.

The Board unanimously recommends that Shareholders vote in favour of Resolution 9.

The Chair intends to vote all available proxies in favour of this Resolution.

## 9 RESOLUTION 10 – APPROVAL OF AN INCREASE IN FEES PAYABLE TO NON-EXECUTIVE DIRECTORS

### 9.1 General

Listing Rule 10.17 provides that an entity must not increase the total aggregate amount of directors' fees payable to all of its non-executive directors without the approval of holders of its ordinary securities.

Clause 14.7 of the Company's Constitution provides that each Non-Executive Director is entitled to such remuneration from the Company for their services as a Director as the Directors decide but, subject to clause 14.8, the total amount provided to all Non-Executive Directors for their services as Directors must not exceed in aggregate in any financial year the amount fixed by the Company in general meeting.

Clause 14.8 of the Company's Constitution provides that the total aggregate fixed sum per annum to be paid to Non-Executive Directors in accordance with clause 14.7 shall initially be no more than \$240,000 and may be varied by ordinary resolution of the Company in general meeting.

The Company needs to ensure that it can attract and retain experienced and adequately skilled Board members to manage the continued development and growth of the Company, and as part of this needs to be in a position to adequately remunerate its Non-Executive Directors.

The current maximum aggregate amount of remuneration payable to Non-Executive Directors is \$240,000 per annum.

It is proposed that the Company, in accordance with the ASX Listing Rule 10.17 and clauses 14.7 and 14.8 of the Constitution, approves an increase in the fixed sum to be made available for the payment of Non-Executive Directors' fees from \$240,000 to a new fixed aggregate sum of \$750,000, which shall be inclusive of superannuation for those Non-Executive Directors.

The reasons for the proposed increase are as follows:

- the current maximum aggregate amount of \$240,000 per annum was set in 2019. The Board has not sought to increase the total fee pool since then;
- based on the current composition of the Board, the total fees payable to Non-Executive Directors for the 2023/24 financial year will be approximately \$240,000, which represents 100% of the total current fee pool; and
- to ensure that the Company has the ability to remunerate competitively and attract and retain high-calibre Non-Executive Directors in the future.

If Resolution 10 is not passed, the maximum aggregate amount of fees payable to Non-Executive Directors will remain at \$240,000. This may inhibit the ability of the Company to remunerate, attract and retain appropriately skilled Non-Executive Directors.

**9.2 Information required by Listing Rule 10.17**

In accordance with Listing Rule 10.17, the following information is provided:

- the amount of the proposed increase is \$510,000 per annum;
- the proposed maximum aggregate of Directors' fees that may be paid to all of the Company's Non-Executive Directors is \$750,000 per annum, effective from 1 July 2023;
- the Company has issued the following securities to Non-Executive Directors under Listing Rules 10.11 or 10.14 within the preceding three years:

Year	Non-Executive Director	Type of security	Number
2022	Yves Occello	Share performance right	1,500,000
2022	Giacomo Fazio	Share performance right	1,500,000

- a voting exclusion statement is included in the Notice.

**9.3 Additional information**

Given the interest of each Non-Executive Director in Resolution 10, the Board does not consider it appropriate to make a recommendation to Shareholders regarding the Resolution.

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## GLOSSARY

\$ means Australian dollars.

**Annual Financial Report** means the annual financial report of the Company and its controlled entities for the financial year ended 30 June 2023.

**Annual General Meeting** or **Meeting** means the meeting of Shareholders convened by the Notice.

**ASX** means ASX Limited (ABN 98 008 624 691), or as the context requires, the financial market operated by it.

**Auditor's Report** means the auditor's report forming part of the Company's Annual Financial Report for the Company and its controlled entities for the financial year ended 30 June 2023.

**Board** means the board of Directors.

**Chair** means the person chairing the Meeting from time to time.

**Closely Related Party** of Key Management Personnel means:

- a spouse or child of the member;
- a child of the member's spouse;
- a dependent of the member or the member's spouse;
- anyone else who is one of the member's family and may be expected to influence the member or be influenced by the member in the member's dealings with the Company;
- company the member controls; or
- a person prescribed by the Corporations Regulations.

**Company** or **Lindian** means Lindian Resources Limited ACN 090 772 222.

**Constitution** means the Company's constitution.

**Corporations Act** means the *Corporations Act 2001* (Cth).

**Corporations Regulations** means the *Corporations Regulations 2001* (Cth).

**Director** means a director of the Company.

**Directors' Report** means the directors' report forming part of the Company's Annual Financial Report for the Company and its controlled entities for the financial year ended 30 June 2023.

**Equity Securities** has the meaning has given to the term in Chapter 19 of the Listing Rules.

**Explanatory Memorandum** means the Explanatory Memorandum accompanying the Notice of Meeting.

**Kangankunde Project** means the rare earths project located in Malawi.

**Key Management Personnel** has the same meaning given in the accounting standards. Broadly speaking this includes those persons with the authority and responsibility for planning, directing and controlling the activities of the Company (whether directly or indirectly), and includes any Directors of the Company.

**Last Practicable Date** means the last practicable date prior to finalising the Notice.

**Listing Rules** means the Listing Rules of the ASX, from time to time and as modified by any express waiver given by ASX.

**Notice of Meeting**, **Notice of Annual General Meeting** or **Notice** means the notice of Annual General Meeting of which this Explanatory Memorandum forms a part, including the accompanying Proxy Form.

**Proxy Form** means the proxy form attached to this Notice of Meeting.

**Remuneration Report** means the remuneration report contained in the Directors' Report, forming part of the Company's Annual Financial Report for the Company and its controlled entities for the financial year ended 30 June 2023.

**Resolution** means a resolution set out in the Notice of Meeting.

**Section** means a section of this Notice.

**Share** means a fully paid ordinary share in the capital of the Company.

**Shareholder** means a shareholder of the Company.

**WST** means Western Standard Time as observed in Perth, Western Australia.

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**ANNEXURE A: PROPORTIONAL TAKEOVER PROVISIONS**

**36. PARTIAL TAKEOVER PLEBISCITES**

**36.1 Resolution to Approve Proportional Off-Market Bid**

- (a) Where offers have been made under a proportional off-market bid in respect of a class of securities of the Company ("**bid class securities**"), the registration of a transfer giving effect to a contract resulting from the acceptance of an offer made under the proportional off-market bid is prohibited unless and until a resolution (in this clause 36 referred to as a "**prescribed resolution**") to approve the proportional off-market bid is passed in accordance with the provisions of this Constitution.
- (b) A person (other than the bidder or a person associated with the bidder) who, as at the end of the day on which the first offer under the proportional off-market bid was made, held bid class securities is entitled to vote on a prescribed resolution and, for the purposes of so voting, is entitled to one vote for each of the bid class securities.
- (c) A prescribed resolution is to be voted on at a meeting, convened and conducted by the Company, of the persons entitled to vote on the prescribed resolution.
- (d) A prescribed resolution that has been voted on is to be taken to have been passed if the proportion that the number of votes in favour of the prescribed resolution bears to the total number of votes on the prescribed resolution is greater than one half, and otherwise is taken to have been rejected.

**36.2 Meetings**

- (a) The provisions of this Constitution that apply in relation to a general meeting of the Company apply, with modifications as the circumstances require, in relation to a meeting that is convened pursuant to this clause 36.2 as if the last mentioned meeting was a general meeting of the Company.
- (b) Where takeover offers have been made under a proportional off-market bid, the Directors are to ensure that a prescribed resolution to approve the proportional off-market bid is voted on in accordance with this clause 36 before the 14<sup>th</sup> day before the last day of the bid period for the proportional off-market bid (the "**resolution deadline**").

**36.3 Notice of Prescribed Resolution**

Where a prescribed resolution to approve a proportional off-market bid is voted on in accordance with this clause 36 before the resolution deadline, the Company is, on or before the resolution deadline:

- (a) to give the bidder; and
- (b) if the Company is listed – each relevant financial market (as defined in the Corporations Act) in relation to the Company;

a notice in writing stating that a prescribed resolution to approve the proportional off-market bid has been voted on and that the prescribed resolution has been passed, or has been rejected, as the case requires.

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#### 36.4 Takeover Resolution Deemed Passed

Where, at the end of the day before the resolution deadline, no prescribed resolution to approve the proportional off-market bid has been voted on in accordance with this clause 36, a resolution to approve the proportional off-market bid is to be, for the purposes of this clause 36, deemed to have been passed in accordance with this clause 36.

#### 36.5 Takeover Resolution Rejected

Where a prescribed resolution to approve a proportional off-market bid under which offers have been made is voted on in accordance with this clause 36 before the resolution deadline, and is rejected, then:

- (a) despite section 652A of the Corporations Act:
  - (i) all offers under the proportional off-market bid that have not been accepted as at the end of the resolution deadline; and
  - (ii) all offers under the proportional off-market bid that have been accepted and from whose acceptance binding contracts have not resulted as at the end of the resolution deadline,are deemed to be withdrawn at the end of the resolution deadline;
- (b) as soon as practicable after the resolution deadline, the bidder must return to each person who has accepted any of the offers referred to in clause 36.5(a)(ii) any documents that were sent by the person to the bidder with the acceptance of the offer;
- (c) the bidder:
  - (i) is entitled to rescind; and
  - (ii) must rescind as soon as practicable after the resolution deadline,each binding takeover contract resulting from the acceptance of an offer made under the proportional off-market bid; and
- (d) a person who has accepted an offer made under the proportional off-market bid is entitled to rescind the takeover contract (if any) resulting from the acceptance.

#### 36.6 Renewal

This clause 36 ceases to have effect on the third anniversary of the date of the adoption of the last renewal of this clause 36.

Your proxy voting instruction must be received by **12.00pm (AWST) on Wednesday, 22 November 2023**, 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

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.

### STEP 1 – APPOINT A PROXY

If you wish to appoint someone other than the Chair 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 Chair of the Meeting will be appointed as your proxy by default.

### DEFAULT TO THE CHAIR OF THE MEETING

Any directed proxies that are not voted on a poll at the Meeting will default to the Chair of the Meeting, who is required to vote these proxies as directed. Any undirected proxies that default to the Chair 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.

### STEP 2 - VOTES ON ITEMS OF BUSINESS

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

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

**Joint holding:** Where the holding is in more than one name, all 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>.

### Lodging your Proxy Voting Form:

#### Online

Use your computer or smartphone to appoint a proxy at <https://investor.automic.com.au/#/loginsah> or scan the QR code below using your smartphone

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



#### BY MAIL:

Automic  
GPO Box 5193  
Sydney NSW 2001

#### IN PERSON:

Automic  
Level 5, 126 Phillip Street  
Sydney NSW 2000

#### BY EMAIL:

[meetings@automicgroup.com.au](mailto:meetings@automicgroup.com.au)

#### BY FACSIMILE:

+61 2 8583 3040

#### All enquiries to Automic:

#### WEBSITE:

<https://automicgroup.com.au/>

#### PHONE:

1300 288 664 (Within Australia)  
+61 2 9698 5414 (Overseas)

## STEP 1 - How to vote

### APPOINT A PROXY:

I/We being a Shareholder entitled to attend and vote at the Annual General Meeting of Lindian Resources Limited, to be held at **12.00pm (AWST) on Friday, 24 November 2023 at The offices of Automic Group, Level 5, 191 St Georges Terrace, Perth WA 6000** hereby:

**Appoint the Chair of the Meeting (Chair)** OR if you are not appointing the Chair of the Meeting as your proxy, please write in the box provided below the name of the person or body corporate you are appointing as your proxy or failing the person so named or, if no person is named, the Chair, or the Chair's nominee, to vote in accordance with the following directions, or, if no directions have been given, and subject to the relevant laws as the proxy sees fit and at any adjournment thereof.

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**The Chair intends to vote undirected proxies in favour of all Resolutions in which the Chair is entitled to vote.**

Unless indicated otherwise by ticking the “for,” “against” or “abstain” box you will be authorising the Chair to vote in accordance with the Chair's voting intention.

### AUTHORITY FOR CHAIR TO VOTE UNDIRECTED PROXIES ON REMUNERATION RELATED RESOLUTIONS

Where I/we have appointed the Chair as my/our proxy (or where the Chair becomes my/our proxy by default), I/we expressly authorise the Chair to exercise my/our proxy on Resolutions 1 and 10 (except where I/we have indicated a different voting intention below) even though Resolutions 1 and 10 are connected directly or indirectly with the remuneration of a member of the Key Management Personnel, which includes the Chair.

## STEP 2 - Your voting direction

Resolutions		For	Against	Abstain
1	Adoption of the Remuneration Report	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
2	Re-election of Director – Mr Yves Ocello	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
3	Election of Director – Mr Trevor Matthews	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
4	Election of Director – Mr Alwyn Vorster	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
5	Election of Director – Mr Zuliang (Park) Wei	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
6	Ratification of Prior Issue of Shares Issued Under Listing Rule 7.1A	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
7	Ratification of Prior Issue of Shares Issued Under Listing Rule 7.1	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
8	Amendments to the Constitution	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
9	Renewal of Proportional Takeover Provisions	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
10	Approval of an Increase in Fees Payable to Non-Executive Directors	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

*Please note: If you mark the abstain box for a particular Resolution, you are directing your proxy not to vote on that Resolution on a show of hands or on a poll and your votes will not be counted in computing the required majority on a poll.*

## STEP 3 – Signatures and contact details

Individual or Securityholder 1

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Sole Director and Sole Company Secretary

Securityholder 2

--

Director

Securityholder 3

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Director / Company Secretary

Contact Name:

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Email Address:

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Contact Daytime Telephone

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Date (DD/MM/YY)

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**By providing your email address, you elect to receive all communications despatched by the Company electronically (where legally permissible).**