
LANTHANEIN RESOURCES LIMITED
ACN 095 684 389
NOTICE OF GENERAL MEETING

Notice is given that the Meeting will be held at:

TIME: 10:00am (WST)
DATE: Friday, 23 February 2024
PLACE: 104 Colin Street
West Perth WA 6005

The business of the Meeting affects your shareholding and your vote is important.

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 advisers prior to voting.

The Directors have determined pursuant to Regulation 7.11.37 of the Corporations Regulations 2001 (Cth) that the persons eligible to vote at the Meeting are those who are registered Shareholders at 5pm (WST) on 21 February 2024.

BUSINESS OF THE MEETING

AGENDA

1. RESOLUTION 1 – RATIFICATION OF PRIOR ISSUE OF TRANCHE 1 PLACEMENT SHARES

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 168,236,335 Shares on the terms and conditions set out in the Explanatory Statement.”

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

2. RESOLUTION 2 – APPROVAL TO ISSUE TRANCHE 2 PLACEMENT SHARES

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 7.1 and for all other purposes, approval is given for the Company to issue up to 498,430,335 Shares on the terms and conditions set out in the Explanatory Statement.”

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

3. RESOLUTION 3 – ISSUE OF SHARES TO RELATED PARTY – ANEES SABET

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 10.11 and for all other purposes, approval is given for the Company to issue 66,666,666 Shares to Anees Sabet (or his nominee) on the terms and conditions set out in the Explanatory Statement.”

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

4. RESOLUTION 4 – APPROVAL TO ISSUE INTRODUCTION SHARES

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 7.1 and for all other purposes, approval is given for the Company to issue up to 100,000,000 Shares on the terms and conditions set out in the Explanatory Statement.”

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

5. RESOLUTION 5 – APPROVAL TO ISSUE LEAD MANAGER OPTIONS

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 7.1 and for all other purposes, approval is given for the Company to issue up to 100,000,000 Options on the terms and conditions set out in the Explanatory Statement.”

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

6. RESOLUTION 6 – ISSUE OF PERFORMANCE OPTIONS TO RELATED PARTY - DAVID FRANCES

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

“That, for the purposes of section 195(4) and section 208 of the Corporations Act, Listing Rule 10.11 and for all other purposes, approval is given for the Company to issue 15,000,000 Class A Performance Options and 15,000,000 Class B Performance Options to David Frances (or his nominee) on the terms and conditions set out in the Explanatory Statement.”

A voting exclusion statement and voting prohibition statement applies to this Resolution. Please see below.

7. RESOLUTION 7 – ISSUE OF PERFORMANCE OPTIONS TO RELATED PARTY - BRIAN THOMAS

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

“That, for the purposes of section 195(4) and section 208 of the Corporations Act, Listing Rule 10.11 and for all other purposes, approval is given for the Company to issue 15,000,000 Class A Performance Options and 15,000,000 Class B Performance Options to Brian Thomas (or his nominee) on the terms and conditions set out in the Explanatory Statement.”

A voting exclusion statement and voting prohibition statement applies to this Resolution. Please see below.

8. RESOLUTION 8 – ISSUE OF PERFORMANCE OPTIONS TO RELATED PARTY - THOMAS LANGLEY

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

“That, for the purposes of section 195(4) and section 208 of the Corporations Act, Listing Rule 10.11 and for all other purposes, approval is given for the Company to issue 10,000,000 Class A Performance Options and 10,000,000 Class B Performance Options to Thomas Langley (or his nominee) on the terms and conditions set out in the Explanatory Statement.”

A voting exclusion statement and voting prohibition statement applies to this Resolution. Please see below.

9. RESOLUTION 9 – ISSUE OF PERFORMANCE OPTIONS TO RELATED PARTY - ANEES SABET

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

“That, for the purposes of section 195(4) and section 208 of the Corporations Act, Listing Rule 10.11 and for all other purposes, approval is given for the Company to issue 10,000,000 Class A Performance Options and 10,000,000 Class B Performance Options to Anees Sabet (or his nominee) on the terms and conditions set out in the Explanatory Statement.”

A voting exclusion statement and voting prohibition statement applies to this Resolution. Please see below.

Dated: 24 January 2024

By order of the Board

A handwritten signature in black ink, appearing to read 'M. Foy', is written over the printed name.

Matthew Foy
Company Secretary

Voting Prohibition Statement:

Resolution 6 – Issue of Performance Options to Related Party – David Frances

In accordance with section 224 of the Corporations Act, a vote on this Resolution must not be cast (in any capacity) by or on behalf of a related party of the Company to whom the Resolution would permit a financial benefit to be given, or an associate of such a related party (**Resolution 6 Excluded Party**). However, the above prohibition does not apply if the vote is cast by a person as proxy appointed by writing that specifies how the proxy is to vote on the Resolution and it is not cast on behalf of a Resolution 6 Excluded Party.

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 this Resolution if:

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

Provided the Chair is not a Resolution 6 Excluded Party, 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 this Resolution is connected directly or indirectly with remuneration of a member of the Key Management Personnel.

Resolution 7 – Issue of Performance Options to Related Party – Brian Thomas

In accordance with section 224 of the Corporations Act, a vote on this Resolution must not be cast (in any capacity) by or on behalf of a related party of the Company to whom the Resolution would permit a financial benefit to be given, or an associate of such a related party (**Resolution 7 Excluded Party**). However, the above prohibition does not apply if the vote is cast by a person as proxy appointed by writing that specifies how the proxy is to vote on the Resolution and it is not cast on behalf of a Resolution 7 Excluded Party.

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 this Resolution if:

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

Provided the Chair is not a Resolution 7 Excluded Party, 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 this Resolution is connected directly or indirectly with remuneration of a member of the Key Management Personnel.

Resolution 8 – Issue of Performance Options to Related Party – Thomas Langley

In accordance with section 224 of the Corporations Act, a vote on this Resolution must not be cast (in any capacity) by or on behalf of a related party of the Company to whom the Resolution would permit a financial benefit to be given, or an associate of such a related party (**Resolution 8 Excluded Party**). However, the above prohibition does not apply if the vote is cast by a person as proxy appointed by writing that specifies how the proxy is to vote on the Resolution and it is not cast on behalf of a Resolution 8 Excluded Party.

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 this Resolution if:

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

	<p>Provided the Chair is not a Resolution 8 Excluded Party, the above prohibition does not apply if:</p> <p>(a) the proxy is the Chair; and</p> <p>(b) the appointment expressly authorises the Chair to exercise the proxy even though this Resolution is connected directly or indirectly with remuneration of a member of the Key Management Personnel.</p>
Resolution 9 – Issue of Performance Options to Related Party – Anees Sabet	<p>In accordance with section 224 of the Corporations Act, a vote on this Resolution must not be cast (in any capacity) by or on behalf of a related party of the Company to whom the Resolution would permit a financial benefit to be given, or an associate of such a related party (Resolution 9 Excluded Party). However, the above prohibition does not apply if the vote is cast by a person as proxy appointed by writing that specifies how the proxy is to vote on the Resolution and it is not cast on behalf of a Resolution 9 Excluded Party.</p> <p>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 this Resolution if:</p> <p>(a) the proxy is either:</p> <p>(i) a member of the Key Management Personnel; or</p> <p>(ii) a Closely Related Party of such a member; and</p> <p>(b) the appointment does not specify the way the proxy is to vote on this Resolution.</p> <p>Provided the Chair is not a Resolution 9 Excluded Party, the above prohibition does not apply if:</p> <p>(a) the proxy is the Chair; and</p> <p>(b) the appointment expressly authorises the Chair to exercise the proxy even though this Resolution is connected directly or indirectly with remuneration of a member of the Key Management Personnel.</p>

Voting Exclusion Statements

In accordance with Listing Rule 14.11, the Company will disregard any votes cast in favour of the resolution set out below by or on behalf of the following persons:

Resolution 1 – Ratification of prior issue of Tranche 1 Placement Shares	A person who participated in the issue or is a counterparty to the agreement being approved (namely the Placement participants) or an associate of that person or those persons.
Resolution 2 – Approval to issue Tranche 2 Placement Shares	A person who is expected to participate in, or who will obtain a material benefit as a result of, the proposed issue (except a benefit solely by reason of being a holder of ordinary securities in the Company) (namely the Placement participants) or an associate of that person (or those persons).
Resolution 3 – Issue of Shares to Related Party	Anees Sabet (or his nominee) and any other person who will obtain a material benefit as a result of the issue of the securities (except a benefit solely by reason of being a holder of ordinary securities in the Company) or an associate of that person or those persons.
Resolution 4 – Approval to issue Introduction Shares	A person who is expected to participate in, or who will obtain a material benefit as a result of, the proposed issue (except a benefit solely by reason of being a holder of ordinary securities in the Company) (namely the Syndicate Vendors) or an associate of that person (or those persons).
Resolution 5 – Approval to issue Lead Manager Options	A person who is expected to participate in, or who will obtain a material benefit as a result of, the proposed issue (except a benefit solely by reason of being a holder of ordinary securities in the Company) (namely the Lead Manager) or an associate of that person (or those persons).
Resolution 6 – Issue of Performance Options to Related Party – David Frances	David Frances (or his nominee) and any other person who will obtain a material benefit as a result of the issue of the securities (except a benefit solely by reason of being a holder of ordinary securities in the Company) or an associate of that person or those persons.
Resolution 7 – Issue of Performance Options	Brian Thomas (or his nominee) and any other person who will obtain a material benefit as a result of the issue of the securities (except a benefit

to Related Party – Brian Thomas	solely by reason of being a holder of ordinary securities in the Company) or an associate of that person or those persons.
Resolution 8 – Issue of Performance Options to Related Party – Thomas Langley	Thomas Langley (or his nominee) and any other person who will obtain a material benefit as a result of the issue of the securities (except a benefit solely by reason of being a holder of ordinary securities in the Company) or an associate of that person or those persons.
Resolution 9 – Issue of Performance Options to Related Party – Anees Sabet	Anees Sabet (or his nominee) and any other person who will obtain a material benefit as a result of the issue of the securities (except a benefit solely by reason of being a holder of ordinary securities in the Company) or an associate of that person or those persons.

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

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

Voting by proxy

To vote by proxy, please complete and sign the enclosed Proxy Form and return by the time and in accordance with the instructions set out on the Proxy Form.

In accordance with section 249L of the Corporations Act, Shareholders are advised that:

- each Shareholder has a right to appoint a proxy;
- the proxy need not be a Shareholder of the Company; and
- a Shareholder who is entitled to cast two (2) or more votes may appoint two (2) proxies and may specify the proportion or number of votes each proxy is appointed to exercise. If the member appoints two (2) proxies and the appointment does not specify the proportion or number of the member's votes, then in accordance with section 249X(3) of the Corporations Act, each proxy may exercise one-half of the votes.

Shareholders and their proxies should be aware that:

- if proxy holders vote, they must cast all directed proxies as directed; and
- any directed proxies which are not voted will automatically default to the Chair, who must vote the proxies as directed.

Voting in person

To vote in person, attend the Meeting at the time, date and place set out above.

Should you wish to discuss the matters in this Notice of Meeting please do not hesitate to contact the Company Secretary on +61 8 9486 4036.

EXPLANATORY STATEMENT

This Explanatory Statement has been prepared to provide information which the Directors believe to be material to Shareholders in deciding whether or not to pass the Resolutions.

1. BACKGROUND TO RESOLUTIONS 1 TO 5

1.1 Farm-in Agreement

As announced on 6 December 2023, the Company entered into a farm-in agreement (**Farm-in Agreement**) to earn up to a 70% interest in exploration licence EL77/2143, comprising the Lady Grey Lithium Project, from Gondwana Resources Ltd (ACN 008 915 311) (**Gondwana**).

Syndicate Minerals Pty Ltd (ACN 635 864 587) (**Syndicate**) entered into a term sheet dated with Gondwana whereby it was granted an effective option to negotiate and introduce, on Gondwana's behalf, the Farm-in Agreement (**Gondwana Option**). Syndicate held the Gondwana Option in its capacity as trustee for Jack Capital WA Pty Ltd, Mark Jonathan Sandford, David James Wall, Ashburton Resources Pty Ltd and Sunrise Australia Pte Ltd (together, the **Syndicate Vendors**). Pursuant to the terms of the Vendor Option Agreement, the Syndicate Vendors agreed to assign the Gondwana Option to the Company.

1.2 Placement

As further announced on 6 December 2023, the Company received firm commitments from sophisticated and professional investors to issue up to 666,666,670 Shares at an issue price of \$0.003 per Share to raise up to \$2,000,000 (**Placement**). The Shares will be issued under two tranches as follows:

- (a) 168,236,335 Shares were issued on 6 December 2023 under the Company's existing placement capacity under Listing Rule 7.1 (being the subject of Resolution 1) (**Tranche 1 Placement Shares**); and
- (b) up to 498,430,335 Shares are subject to Shareholder approval under the Company's existing placement capacity under Listing Rule 7.1 (being the subject of Resolution 2) (**Tranche 2 Placement Shares**).

Funds raised from the Placement will be used to primarily to fund the costs of the Farm-in Agreement and exploration of the Lady Grey Lithium Project.

1.3 Lead Manager

The Company appointed Inyati Capital Pty Ltd to act as lead manager to the Placement (**Lead Manager**). Pursuant to the terms of the lead manager mandate (**Mandate**), the Company agreed to pay / issue the Lead Manager:

- (a) a fee of 6% of the total funds raised under the Placement; and
- (b) 100,000,000 Options exercisable at \$0.006 each on or before the date which is three (3) years from the date of issue (**Lead Manager Options**).

The Company is seeking Shareholder approval pursuant to Resolution 5 for the issue of the Lead Manager Options.

Further details with respect to the Gondwana Option and the Placement are set out in the announcement dated 6 December 2023.

2. RESOLUTION 1 – RATIFICATION OF PRIOR ISSUE OF TRANCHE 1 PLACEMENT SHARES

2.1 General

On 6 December 2023, the Company issued 168,236,335 Tranche 1 Placement Shares at an issue price of \$0.003 per Share to raise \$504,709.

The issue of the Tranche 1 Placement Shares did not breach Listing Rule 7.1 at the time of the issue.

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

Under Listing Rule 7.1A, an eligible entity can seek approval from its members, by way of a special resolution passed at its annual general meeting, to increase this 15% limit by an extra 10% to 25%.

The Company obtained approval to increase its limit to 25% at the annual general meeting held on 10 November 2023.

The issue of the Tranche 1 Placement Shares does not fit within any of the exceptions set out in Listing Rule 7.2 and, as it has not yet been approved by Shareholders, it effectively uses up part of the 15% limit in Listing Rule 7.1, reducing the Company's capacity to issue further equity securities without Shareholder approval under Listing Rule 7.1 for the 12 month period following the date of issue of the Tranche 1 Placement Shares.

Listing Rule 7.4 allows the shareholders of a listed company to approve an 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 Tranche 1 Placement Shares.

Resolution 1 seeks Shareholder ratification pursuant to Listing Rule 7.4 for the issue of the Tranche 1 Placement Shares.

2.2 Technical information required by Listing Rule 14.1A

If Resolution 1 is passed, the Tranche 1 Placement Shares will be excluded in calculating the Company's combined 25% limit in Listing Rules 7.1 and 7.1A, effectively increasing the number of equity securities the Company can issue without Shareholder approval over the 12 month period following the date of issue of the Tranche 1 Placement Shares.

If Resolution 1 is not passed, the Tranche 1 Placement Shares will be included in calculating the Company's combined 25% limit in Listing Rules 7.1 and 7.1A, effectively decreasing the number of equity securities that the Company can issue without Shareholder approval over the 12 month period following the date of issue of the Tranche 1 Placement Shares.

2.3 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 Resolution 1:

- (a) the Tranche 1 Placement Shares were issued to professional and sophisticated investors who are clients of the Lead Manager. The recipients were identified through a bookbuild process, which involved the Lead Manager seeking expressions of interest to participate in the capital raising from non-related parties of the Company;
- (b) in accordance with paragraph 7.4 of ASX Guidance Note 21, the Company confirms that none of the recipients were:
 - (i) related parties of the Company, members of the Company's Key Management Personnel, substantial holders of the Company, advisers of the Company or an associate of any of these parties; and
 - (ii) issued more than 1% of the issued capital of the Company;
- (c) 168,236,335 Tranche 1 Placement Shares were issued and the Tranche 1 Placement Shares issued were all 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 Tranche 1 Placement Shares were issued on 6 December 2023;
- (e) the issue price was \$0.003 per Tranche 1 Placement Share. The Company has not and will not receive any other consideration for the issue of the Tranche 1 Placement Shares;
- (f) the purpose of the issue of the Tranche 1 Placement Shares and intended use of funds is set out in Section 1.2; and
- (g) the Tranche 1 Placement Shares were not issued under an agreement.

3. RESOLUTION 2 – APPROVAL TO ISSUE TRANCHE 2 PLACEMENT SHARES

3.1 General

The Company is proposing to issue up to 498,430,335 Shares at an issue price of \$0.003 per Share to raise up to \$1,495,291.

As summarised in Section 2.1 above, Listing Rule 7.1 limits the amount of equity securities that a listed company can issue without the approval of its shareholders over any 12 month period to 15% of the fully paid ordinary shares it had on issue at the start of that period.

The proposed issue of the Tranche 2 Placement Shares does not fall within any of the exceptions set out in Listing Rule 7.2 and exceeds the 15% limit in Listing Rule 7.1. It therefore requires the approval of Shareholders under Listing Rule 7.1.

3.2 Technical information required by Listing Rule 14.1A

If Resolution 2 is passed, the Company will be able to proceed with the issue of the Tranche 2 Placement Shares. In addition, the issue of the Tranche 2 Placement

Shares will be excluded from the calculation of the number of equity securities that the Company can issue without Shareholder approval under Listing Rule 7.1.

If Resolution 2 is not passed, the Company will not be able to proceed with the issue of the Tranche 2 Placement Shares.

Resolution 2 seeks Shareholder approval for the purposes of Listing Rule 7.1 for the issue of the Tranche 2 Placement Shares.

3.3 Technical information required by Listing Rule 7.1

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

- (a) the Tranche 2 Placement Shares will be issued to professional and sophisticated investors who are clients of the Lead Manager. The recipients will be identified through a bookbuild process, which will involve the Lead Manager seeking expressions of interest to participate in the capital raising from non-related parties of the Company;
- (b) in accordance with paragraph 7.2 of ASX Guidance Note 21, the Company confirms that none of the recipients will be:
 - (i) related parties of the Company, members of the Company's Key Management Personnel, substantial holders of the Company, advisers of the Company or an associate of any of these parties; and
 - (ii) issued more than 1% of the issued capital of the Company;
- (c) the maximum number of Tranche 2 Placement Shares to be issued is 498,430,335. The Tranche 2 Placement Shares issued will be fully paid ordinary shares in the capital of the Company issued on the same terms and conditions as the Company's existing Shares;
- (d) the Tranche 2 Placement Shares will be issued no later than 3 months after the date of the Meeting (or such later date to the extent permitted by any ASX waiver or modification of the Listing Rules) and it is intended that issue of the Tranche 2 Placement Shares will occur on the same date;
- (e) the issue price of the Tranche 2 Placement Shares will be \$0.003 per Tranche 2 Placement Share. The Company will not receive any other consideration for the issue of the Tranche 2 Placement Shares;
- (f) the purpose of the issue of the Tranche 2 Placement Shares and the intended use of funds is set out in Section 1.2;
- (g) the Tranche 2 Placement Shares are not being issued under an agreement; and
- (h) the Tranche 2 Placement Shares are not being issued under, or to fund, a reverse takeover.

3.4 Dilution

Assuming no Options are exercised, no convertible securities are converted or other Shares issued and the maximum number of Tranche 2 Placement Shares are issued, the number of Shares on issue would increase from 1,289,811,905 (being

the number of Shares on issue as at the date of this Notice) to 1,788,242,240 and the shareholding of existing Shareholders would be diluted by 27.87%.

4. RESOLUTION 3 – ISSUE OF SHARES TO RELATED PARTY – ANEES SABET

4.1 General

Director Anees Sabet wishes to participate in the Tranche 2 of the Placement on the same terms as unrelated participants in the Placement (**Participation**).

Accordingly, Resolution 3 seeks Shareholder approval for the issue of 66,666,666 Shares to Anees Sabet (or his nominee), as a result of the Participation on the terms set out below.

4.2 Chapter 2E of the Corporations Act

For a public company, or an entity that the public company controls, to give a financial benefit to a related party of the public company, the public company or entity must:

- (a) obtain the approval of the public company's members in the manner set out in sections 217 to 227 of the Corporations Act; and
- (b) give the benefit within 15 months following such approval,

unless the giving of the financial benefit falls within an exception set out in sections 210 to 216 of the Corporations Act.

The Participation will result in the issue of Shares which constitutes giving a financial benefit and Anees Sabet is a related party of the Company by virtue of being a Director.

The Directors (other than Anees Sabet who has a material personal interest in the Resolution) consider that Shareholder approval pursuant to Chapter 2E of the Corporations Act is not required in respect of the Participation because the Shares will be issued to Anees Sabet (or his nominee) on the same terms as Shares issued to non-related party participants in the Placement and as such the giving of the financial benefit is on arm's length terms.

4.3 Listing Rule 10.11

Listing Rule 10.11 provides that unless one of the exceptions in Listing Rule 10.12 applies, a listed company must not issue or agree to issue equity securities to:

- 10.11.1 a related party;
- 10.11.2 a person who is, or was at any time in the 6 months before the issue or agreement, a substantial (30%+) holder in the company;
- 10.11.3 a person who is, or was at any time in the 6 months before the issue or agreement, a substantial (10%+) holder in the company and who has nominated a director to the board of the company pursuant to a relevant agreement which gives them a right or expectation to do so;
- 10.11.4 an associate of a person referred to in Listing Rules 10.11.1 to 10.11.3; or

10.11.5 a person whose relationship with the company or a person referred to in Listing Rules 10.11.1 to 10.11.4 is such that, in ASX's opinion, the issue or agreement should be approved by its shareholders,

unless it obtains the approval of its shareholders.

The Participation falls within Listing Rule 10.11.1 and does not fall within any of the exceptions in Listing Rule 10.12. It therefore requires the approval of Shareholders under Listing Rule 10.11.

Resolution 3 seeks Shareholder approval for the Participation under and for the purposes of Listing Rule 10.11.

4.4 Technical information required by Listing Rule 14.1A

Subject to the passing of Resolution 2, if Resolution 3 is passed, the Company will be able to proceed with the issue of the Shares under the Participation within one month after the date of the Meeting (or such later date as permitted by any ASX waiver or modification of the Listing Rules) and will raise additional funds which will be used in the manner set out in Section 1.2 above. As approval pursuant to Listing Rule 7.1 is not required for the issue of the Shares in respect of the Participation (because approval is being obtained under Listing Rule 10.11), the issue of the Shares will not use up any of the Company's 15% annual placement capacity.

If Resolution 3 is not passed, the Company will not be able to proceed with the issue of the Shares under the Participation and no further funds will be raised in respect of the Placement.

Resolution 3 is conditional on Resolution 2 also being passed. Therefore, if Resolution 2 is not passed, the Board will not be able to proceed with Resolution 3.

4.5 Technical Information required by Listing Rule 10.13

Pursuant to and in accordance with Listing Rule 10.13, the following information is provided in relation to Resolution 3:

- (a) the Shares will be issued to Anees Sabet (or his nominee), who falls within the category set out in Listing Rule 10.11.1, as Mr Sabet is a related party of the Company by virtue of being a Director;
- (b) the maximum number of Shares to be issued to Anees Sabet (or his nominee) is 66,666,666;
- (c) the Shares issued will be fully paid ordinary shares in the capital of the Company issued on the same terms and conditions as the Company's existing Shares;
- (d) the Shares will be issued no later than 1 month after the date of the Meeting (or such later date to the extent permitted by any ASX waiver or modification of the Listing Rules) and it is anticipated the Shares will be issued on the same date;
- (e) the issue price will be \$0.003 per Share, being the same issue price as Shares issued to other participants in the Placement. The Company will not receive any other consideration for the issue of the Shares;

- (f) the purpose of the issue of Shares under the Participation is to raise capital, which the Company intends to use in the manner set out in Section 1.2 above;
- (g) the Shares to be issued under the Participation are not intended to remunerate or incentivise the Director;
- (h) the Shares are not being issued under an agreement; and
- (i) a voting exclusion statement is included in Resolution 3 of the Notice.

5. RESOLUTION 4 – APPROVAL TO ISSUE SHARES TO SYNDICATE VENDORS

5.1 General

Pursuant to terms of the Vendor Option Agreement, the Company has agreed to issue to the Syndicate Vendors 100,000,000 Shares in consideration for introduction of the Gondwana Option (**Introduction Shares**).

As summarised in Section 2.1 above, Listing Rule 7.1 limits the amount of equity securities that a listed company can issue without the approval of its shareholders over any 12 month period to 15% of the fully paid ordinary shares it had on issue at the start of that period.

The proposed issue of the Introduction Shares does not fall within any of the exceptions set out in Listing Rule 7.2 and exceeds the 15% limit in Listing Rule 7.1. It therefore requires the approval of Shareholders under Listing Rule 7.1.

5.2 Technical information required by Listing Rule 14.1A

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

If Resolution 4 is not passed, the Company will not be able to proceed with the issue of the Introduction Shares and will be in breach of its obligations under the Vendor Option Agreement.

Resolution 4 seeks Shareholder approval for the purposes of Listing Rule 7.1 for the issue of the Introduction Shares.

5.3 Technical information required by Listing Rule 7.1

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

- (a) the Introduction Shares will be issued to the Syndicate Vendors;
- (b) the maximum number of Introduction Shares to be issued is 100,000,000. The Introduction Shares issued will be fully paid ordinary shares in the capital of the Company issued on the same terms and conditions as the Company's existing Shares;
- (c) the Shares will be issued no later than 3 months after the date of the Meeting (or such later date to the extent permitted by any ASX waiver or modification of the Listing Rules) and it is intended that issue of the Introduction Shares will occur on the same date;

- (d) the Introduction Shares will be issued at a nil issue price, in consideration for introduction of the Gondwana Option;
- (e) the purpose of the issue of the Introduction Shares is to satisfy the Company's obligations under the Vendor Option Agreement;
- (f) the Introduction Shares are being issued to the Syndicate Vendors under the Vendor Option Agreement. A summary of the material terms of the Vendor Option Agreement is set out in Schedule 1; and
- (g) the Introduction Shares are not being issued under, or to fund, a reverse takeover.

6. RESOLUTION 5 – APPROVAL TO ISSUE LEAD MANAGER OPTIONS

6.1 General

The Company has entered into an agreement to issue 100,000,000 Options in part consideration for services provided by the Lead Manager.

As summarised in Section 2.1 above, Listing Rule 7.1 limits the amount of equity securities that a listed company can issue without the approval of its shareholders over any 12 month period to 15% of the fully paid ordinary shares it had on issue at the start of that period.

The proposed issue of the Lead Manager Options does not fall within any of the exceptions set out in Listing Rule 7.2 and exceeds the 15% limit in Listing Rule 7.1. It therefore requires the approval of Shareholders under Listing Rule 7.1.

6.2 Technical information required by Listing Rule 14.1A

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

If Resolution 5 is not passed, the Company will not be able to proceed with the issue of the Lead Manager Options.

Resolution 5 seeks Shareholder approval for the purposes of Listing Rule 7.1 for the issue of the Lead Manager Options.

6.3 Technical information required by Listing Rule 7.1

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

- (a) the Lead Manager Options will be issued to the Lead Manager;
- (b) the maximum number of Lead Manager Options to be issued is 100,000,000. The terms and conditions of the Lead Manager Options are set out in Schedule 2;
- (c) the Lead Manager Options will be issued no later than 3 months after the date of the Meeting (or such later date to the extent permitted by any ASX waiver or modification of the Listing Rules) and it is intended that issue of the Lead Manager Options will occur on the same date;

- (d) the Lead Manager Options will be issued at a nil issue price, in consideration for services provided by the Lead Manager;
- (e) the purpose of the issue of the Lead Manager Options is to satisfy the Company's obligations under the Mandate;
- (f) the Lead Manager Options are being issued to the Lead Manager under the Mandate. A summary of the material terms of the Mandate is set out in Section 1.3; and
- (g) the Lead Manager Options are not being issued under, or to fund, a reverse takeover.

7. RESOLUTIONS 6 TO 9 – ISSUE OF PERFORMANCE OPTIONS TO RELATED PARTIES

7.1 General

The Company has agreed, subject to obtaining Shareholder approval, to issue an aggregate of 100,000,000 Performance Options (**Options**) to David Frances, Brian Thomas, Thomas Langley and Anees Sabet (or their nominees) (**Related Parties**) on the terms and conditions set out below.

Resolutions 6 to 9 seek Shareholder approval for the issue of the Performance Options to the Related Parties.

7.2 Director recommendation

Each Director (other than Peter Swiridiuk) has a material personal interest in the outcome of Resolutions 6 to 9 on the basis that the Directors (other than Peter Swiridiuk) (or their nominees) are to be issued Performance Options should Resolutions 6 to 9 be passed. For this reason, the Directors (other than Peter Swiridiuk) do not believe that it is appropriate to make a recommendation on Resolutions 6 to 9 of this Notice.

7.3 Chapter 2E of the Corporations Act

A summary of Chapter 2E of the Corporations Act is set out in Section 4.2 above.

The issue of Performance Options to the Related Parties constitutes giving a financial benefit and each of the Related Parties is a related party of the Company by virtue of being a Director.

As the Performance Options are proposed to be issued to all of the Directors other than Peter Swiridiuk, the Directors are unable to form a quorum to consider whether one of the exceptions set out in sections 210 to 216 of the Corporations Act applies to the issue of the Performance Options. Accordingly, Shareholder approval for the issue of Performance Options to the Related Parties is sought in accordance with Chapter 2E of the Corporations Act.

7.4 Listing Rule 10.11

A summary of Listing Rule 10.11 is set out in Section 4.3 above.

The issue of Performance Options falls within Listing Rule 10.11.1 and does not fall within any of the exceptions in Listing Rule 10.12. It therefore requires the approval of Shareholders under Listing Rule 10.11.

Resolutions 6 to 9 seek the required Shareholder approval for the issue of the Performance Options under and for the purposes of Chapter 2E of the Corporations Act and Listing Rule 10.11.

7.5 Technical information required by Listing Rule 14.1A

If Resolutions 6 to 9 are passed, the Company will be able to proceed with the issue of the Performance Options to the Related Parties within one month after the date of the Meeting (or such later date as permitted by any ASX waiver or modification of the Listing Rules). As approval pursuant to Listing Rule 7.1 is not required for the issue of the Performance Options (because approval is being obtained under Listing Rule 10.11), the issue of the Performance Options will not use up any of the Company's 15% annual placement capacity.

If Resolution 6 to 9 are not passed, the Company will not be able to proceed with the issue of the Performance Options and the Board will need to evaluate other forms of performance linked incentive components to the remuneration package of the Related Parties.

7.6 Technical Information required by Listing Rule 10.13 and section 219 of the Corporations Act

Pursuant to and in accordance with Listing Rule 10.13 and section 219 of the Corporations Act, the following information is provided in relation to Resolutions 6 to 9:

(a) the Performance Options will be issued to the following persons:

- (i) David Frances (or his nominee) pursuant to Resolution 6;
- (ii) Brian Thomas (or his nominee) pursuant to Resolution 7;
- (iii) Thomas Langley (or his nominee) pursuant to Resolution 8; and
- (iv) Anees Sabet (or his nominee) pursuant to Resolution 9,

each of whom falls within the category set out in Listing Rule 10.11.1 by virtue of being a Director;

(b) the maximum number of Performance Options to be issued to the Related Parties (being the nature of the financial benefit proposed to be given) is 100,000,000 comprising:

- (i) 15,000,000 Class A Performance Options and 15,000,000 Class B Performance Options to David Frances (or his nominee) pursuant to Resolution 6;
- (ii) 15,000,000 Class A Performance Options and 15,000,000 Class B Performance Options to Brian Thomas (or his nominee) pursuant to Resolution 7;
- (iii) 10,000,000 Class A Performance Options and 10,000,000 Class B Options to Thomas Langley (or his nominee) pursuant to Resolution 8; and
- (iv) 10,000,000 Class A Performance Options and 10,000,000 Class B Performance Options to Anees Sabet (or his nominee) pursuant to Resolution 9;

- (c) the terms and conditions of the Performance Options are set out in Schedule 3;
- (d) the Performance Options will be issued no later than 1 month after the date of the Meeting (or such later date to the extent permitted by any ASX waiver or modification of the Listing Rules) and it is intended that issue of the Performance Options will occur on the same date;
- (e) the issue price of the Performance Options will be nil. The Company will not receive any other consideration in respect of the issue of the Performance Options (other than in respect of funds received on exercise of the Performance Options);
- (f) the purpose of the issue of the Performance Options is to provide a performance linked incentive component in the remuneration package for the Related Parties to align the interests of the Related Parties with those of Shareholders, to motivate and reward the performance of the Related Parties in their roles as Directors and to provide a cost effective way from the Company to remunerate the Related Parties, which will allow the Company to spend a greater proportion of its cash reserves on its operations than it would if alternative cash forms of remuneration were given to the Related Parties;
- (g) the Performance Options are unquoted Options. The Company has agreed to issue the Options to the Related Parties subject to Shareholder for the following reasons:
 - (i) the Performance Options are unquoted; therefore, the issue of the Options has no immediate dilutionary impact on Shareholders;
 - (ii) the deferred taxation benefit which is available to the Related Parties in respect of an issue of Performance Options is also beneficial to the Company as it means the Related Parties are not required to immediately sell the Performance Options to fund a tax liability (as would be the case in an issue of Shares where the tax liability arises upon issue of the Shares) and will instead, continue to hold an interest in the Company; and
 - (iii) it is not considered that there are any significant opportunity costs to the Company or benefits foregone by the Company in issuing the Performance Options on the terms proposed;
- (h) the number of Performance Options to be issued to each of the Related Parties has been determined based upon a consideration of:
 - (i) current market standards and/or practices of other ASX listed companies of a similar size and stage of development to the Company;
 - (ii) the remuneration of the Related Parties; and
 - (iii) incentives to attract and ensure continuity of service of the Related Parties who have appropriate knowledge and expertise, while maintaining the Company's cash reserves.

The Company does not consider that there are any significant opportunity costs to the Company or benefits foregone by the Company in issuing the Performance Options upon the terms proposed;

- (i) the total remuneration package for each of the Related Parties for the previous financial year and the proposed total remuneration package for the current financial year are set out below:

Related Party	Previous Financial Year ended 30 June 2023	Current Financial Year ending 30 June 2024
David Frances	\$60,000	\$195,000 ³
Brian Thomas	\$240,000	\$375,000 ⁴
Thomas Langley ¹	Nil	\$193,781 ⁵
Anees Sabet ²	Nil	\$112,685 ⁶

Notes:

1. Appointed as a Director on 26 October 2023.
 2. Appointed as a Director on 6 December 2023.
 3. Comprising Directors' fees of \$60,000, a superannuation payment of \$nil and share-based payments of \$135,000 (including an increase of \$135,000, being the value of the Performance Options).
 4. Comprising Directors' fees and Consultancy fees of \$240,000, a superannuation payment of \$nil and share-based payments of \$135,000 (including an increase of \$135,000, being the value of the Performance Options).
 5. Comprising Directors' fees and Consultancy fees of \$103,781, a superannuation payment of \$nil and share-based payments of \$90,000 (including an increase of \$90,000, being the value of the Performance Options).
 6. Comprising Directors' fees of \$22,685, a superannuation payment of \$nil and share-based payments of \$90,000 (including an increase of \$90,000, being the value of the Performance Options).
- (j) the value of the Performance Options and the pricing methodology is set out in Schedule 4;
- (k) the Performance Options are not being issued under an agreement;
- (l) the relevant interests of the Related Parties in securities of the Company as at the date of this Notice are set out below:

As at the date of this Notice

Related Party	Shares ¹	Options
David Frances	Nil	11,250,000 ²
Brian Thomas	Nil	7,500,000 ³
Thomas Langley	Nil	12,250,000 ⁴
Anees Sabet	Nil	Nil

Post issue of the Performance Options to Related Parties

Related Party	Shares ¹	Options
David Frances	Nil	41,250,000
Brian Thomas	Nil	37,500,000
Thomas Langley	Nil	32,250,000
Anees Sabet	Nil	20,000,000

Notes:

1. Fully paid ordinary shares in the capital of the Company (ASX: LNR).
2. Held indirectly by Puissance Holdings Pty Ltd ATF The Giro Trust, exercisable at \$0.045 on or before 13 May 2025.
3. Held indirectly held by Ms Sabina Schlink <Hensman Family>.
4. 7,500,000 Options held indirectly by Langhetti Investment Pty Ltd ATF TLE Superannuation A/C (of which Mr Langley is sole director and 4,750,000 Options held indirectly by Mr Langley ATF Langley Mineral Holdings A/C (of which Mr Langley is sole director), exercisable at \$0.03 each on or before 31 December 2024.

- (m) if the Performance Options issued to the Related Parties are exercised, a total of 100,000,000 Shares would be issued. This will increase the number of Shares on issue from 1,289,811,905 (being the total number of Shares on issue as at the date of this Notice) to 1,389,811,905 (assuming that no Shares are issued and no convertible securities vest or are exercised) with the effect that the shareholding of existing Shareholders would be diluted by an aggregate of 7.2%, comprising 2.16% by David Frances, 2.16% by Brian Thomas, 1.44% by Thomas Langley and 1.44% by Anees Sabet;

The market price for Shares during the term of the Performance Options would normally determine whether the Performance Options are exercised. If, at any time any of the Performance Options are exercised and the Shares are trading on ASX at a price that is higher than the exercise price of the Performance Options, there may be a perceived cost to the Company.

- (n) the trading history of the Shares on ASX in the 12 months before the date of this Notice is set out below:

	Price	Date
Highest	\$0.029	8 February 2023
Lowest	\$0.006	19 October 2023 to 1 November 2023, 3 to 6 November 2023 and 28 November 2023 to 4 December 2023
Last	\$0.008	17 January 2024

- (o) the Board is not aware of any other information that is reasonably required by Shareholders to allow them to decide whether it is in the best interests of the Company to pass Resolutions 6 to 9; and
- (p) a voting exclusion statement is included in Resolutions 6 to 9 of the Notice.

GLOSSARY

\$ means Australian dollars.

ASIC means the Australian Securities & Investments Commission.

ASX means ASX Limited (ACN 008 624 691) or the financial market operated by ASX Limited, as the context requires.

Board means the current board of directors of the Company.

Business Day means Monday to Friday inclusive, except New Year's Day, Good Friday, Easter Monday, Christmas Day, Boxing Day, and any other day that ASX declares is not a business day.

Chair means the chair of the Meeting.

Company means Lanthanein Resources Limited (ACN 095 684 389).

Introduction Shares has the meaning given in Section 5.1.

Constitution means the Company's constitution.

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

Deferred Introduction Shares has the meaning given in Section 5.1.

Directors means the current directors of the Company.

Explanatory Statement means the explanatory statement accompanying the Notice.

Farm-in Agreement has the meaning given in Section 1.1.

General Meeting or **Meeting** means the meeting convened by the Notice.

Gondwana means Gondwana Resources Ltd (ACN 008 915 311).

Gondwana Option has the meaning given in Section 1.1.

Introduction Shares has the meaning given in Section 5.1.

Key Management Personnel has the same meaning as in the accounting standards issued by the Australian Accounting Standards Board and means those persons having authority and responsibility for planning, directing and controlling the activities of the Company, or if the Company is part of a consolidated entity, of the consolidated entity, directly or indirectly, including any director (whether executive or otherwise) of the Company, or if the Company is part of a consolidated entity, of an entity within the consolidated group.

Lead Manager means Inyati Capital Pty Ltd.

Lead Manager Options has the meaning given in Section 1.3.

Listing Rules means the Listing Rules of ASX.

Mandate has the meaning given in Section 1.3.

Notice or **Notice of Meeting** means this notice of meeting including the Explanatory Statement and the Proxy Form.

Option means an option to acquire a Share.

Optionholder means a holder of an Option.

Placement has the meaning given in Section 1.2.

Proxy Form means the proxy form accompanying the Notice.

Resolutions means the resolutions set out in the Notice, or any one of them, as the context requires.

Section means a section of the Explanatory Statement.

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

Shareholder means a registered holder of a Share.

Syndicate means Syndicate Minerals Pty Ltd (ACN 635 864 587).

Syndicate Vendors has the meaning given in Section 1.1.

Tranche 1 Placement Shares has the meaning given in Section 1.2.

Tranche 2 Placement Shares has the meaning given in Section 1.2.

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

SCHEDULE 1 – VENDOR OPTION AGREEMENT

A summary of the key terms and conditions of the Vendor Option Agreement is set out below.

Syndicate Vendors	<p>Syndicate entered into the Gondwana Option as representative and in a trustee capacity for the Syndicate Vendors, set out below:</p> <table border="1" data-bbox="475 430 1412 757"> <tr> <td data-bbox="475 430 1082 488">Syndicate Minerals Pty Ltd</td> <td data-bbox="1082 430 1412 488">44%</td> </tr> <tr> <td data-bbox="475 488 1082 546">Jack Capital WA Pty Ltd</td> <td data-bbox="1082 488 1412 546">12%</td> </tr> <tr> <td data-bbox="475 546 1082 604">Mr Mark Jonathan Sandford</td> <td data-bbox="1082 546 1412 604">11%</td> </tr> <tr> <td data-bbox="475 604 1082 663">Mr David James Wall</td> <td data-bbox="1082 604 1412 663">11%</td> </tr> <tr> <td data-bbox="475 663 1082 721">Ashburton Resources Pty Ltd</td> <td data-bbox="1082 663 1412 721">11%</td> </tr> <tr> <td data-bbox="475 721 1082 757">Sunrise Australia Pte Ltd.</td> <td data-bbox="1082 721 1412 757">11%</td> </tr> </table>	Syndicate Minerals Pty Ltd	44%	Jack Capital WA Pty Ltd	12%	Mr Mark Jonathan Sandford	11%	Mr David James Wall	11%	Ashburton Resources Pty Ltd	11%	Sunrise Australia Pte Ltd.	11%
Syndicate Minerals Pty Ltd	44%												
Jack Capital WA Pty Ltd	12%												
Mr Mark Jonathan Sandford	11%												
Mr David James Wall	11%												
Ashburton Resources Pty Ltd	11%												
Sunrise Australia Pte Ltd.	11%												
Introduction Shares	<p>The Company agreed to issue the Syndicate Vendors the Introduction Shares in consideration for the introduction of the Gondwana Option.</p>												
Deferred Share Structure	<p>In consideration for assignment of the Gondwana Option, the Company agreed to issue the Syndicate Vendors the Deferred Introduction Shares on satisfaction of the relevant milestones outlined below:</p> <p>(a) First Milestone: if Company (or its subsidiary) has not withdrawn from the Farm-in Agreement, on the first anniversary of date of execution of the Farm-in Agreement (the Commencement Date), the Company will issue to the Syndicate Vendors (or their nominees) 100,000,000 Deferred Introduction Shares;</p> <p>(b) Second Milestone: if Company (or its subsidiary) has not withdrawn from the Farm-in Agreement, on the second anniversary of date of Commencement Date, the Company will issue to the Syndicate Vendors (or their nominees) 166,666,666 Deferred Introduction Shares;</p> <p>(c) Third Milestone: if Company (or its subsidiary) has not withdrawn from the Farm-in Agreement, on the third anniversary of date of Commencement Date, the Company will issue to the Syndicate Vendors (or their nominees) 166,666,666 Deferred Introduction Shares.</p>												
Conditions	<p>(a) All of the Shares will immediately become issuable in the event of a change in control of the Company.</p> <p>(b) If Shareholder approval is not obtained, the Company must pay to the Syndicate Vendors cash consideration equal to the value of relevant tranche of Shares based on the 5 trading day volume weighted average price that the Company's Shares trade on ASX in the ordinary course of trade prior to the date of the Meeting.</p> <p>(c) The number of Shares will be adjusted for any subdivision, consolidation etc of the Company's Shares in the same ratio.</p>												

SCHEDULE 2 – TERMS AND CONDITIONS OF LEAD MANAGER OPTIONS

(a) **Entitlement**

Each Option entitles the holder to subscribe for one Share upon exercise of the Option.

(b) **Exercise Price**

Subject to paragraph (i), the amount payable upon exercise of each Option will be \$0.006 (**Exercise Price**).

(c) **Expiry Date**

Each Option will expire at 5:00 pm (WST) on or before the date that is three (3) years from the date of issue (**Expiry Date**). An Option not exercised before the Expiry Date will automatically lapse on the Expiry Date.

(d) **Exercise Period**

The Options are exercisable at any time on or prior to the Expiry Date (**Exercise Period**).

(e) **Notice of Exercise**

The Options may be exercised during the Exercise Period by notice in writing to the Company in the manner specified on the Option certificate (**Notice of Exercise**) and payment of the Exercise Price for each Option being exercised in Australian currency by electronic funds transfer or other means of payment acceptable to the Company.

(f) **Exercise Date**

A Notice of Exercise is only effective on and from the later of the date of receipt of the Notice of Exercise and the date of receipt of the payment of the Exercise Price for each Option being exercised in cleared funds (**Exercise Date**).

(g) **Timing of issue of Shares on exercise**

Within five Business Days after the Exercise Date, the Company will:

- (i) issue the number of Shares required under these terms and conditions in respect of the number of Options specified in the Notice of Exercise and for which cleared funds have been received by the Company;
- (ii) if required, give ASX a notice that complies with section 708A(5)(e) of the Corporations Act, or, if the Company is unable to issue such a notice, lodge with ASIC a prospectus prepared in accordance with the Corporations Act and do all such things necessary to satisfy section 708A(11) of the Corporations Act to ensure that an offer for sale of the Shares does not require disclosure to investors; and
- (iii) if admitted to the official list of ASX at the time, apply for official quotation on ASX of Shares issued pursuant to the exercise of the Options.

If a notice delivered under (g)(ii) for any reason is not effective to ensure that an offer for sale of the Shares does not require disclosure to investors, the Company

must, no later than 20 Business Days after becoming aware of such notice being ineffective, lodge with ASIC a prospectus prepared in accordance with the Corporations Act and do all such things necessary to satisfy section 708A(11) of the Corporations Act to ensure that an offer for sale of the Shares does not require disclosure to investors.

(h) **Shares issued on exercise**

Shares issued on exercise of the Options rank equally with the then issued shares of the Company.

(i) **Reconstruction of capital**

If at any time the issued capital of the Company is reconstructed, all rights of an Optionholder are to be changed in a manner consistent with the Corporations Act and the ASX Listing Rules at the time of the reconstruction.

(j) **Participation in new issues**

There are no participation rights or entitlements inherent in the Options and holders will not be entitled to participate in new issues of capital offered to Shareholders during the currency of the Options without exercising the Options.

(k) **Change in exercise price**

An Option does not confer the right to a change in Exercise Price or a change in the number of underlying securities over which the Option can be exercised.

(l) **Transferability**

The Options are transferable subject to any restriction or escrow arrangements imposed by ASX or under applicable Australian securities laws.

SCHEDULE 3 – TERMS AND CONDITIONS OF PERFORMANCE OPTIONS

(a) **Entitlement**

Each Performance Option entitles the holder to subscribe for one Share upon exercise of the Performance Option.

(b) **Exercise Price**

Subject to paragraph 0, the amount payable upon exercise of each Performance Option (**Exercise Price**) will be:

- (i) **Class A Performance Options:** \$0.02; and
- (ii) **Class B Performance Options:** \$0.03.

(c) **Vesting Conditions**

the Vesting Conditions for the Awards will be as follows:

- (i) **Class A Performance Options:** 50,000,000 Performance Options vesting upon the later of the date that the Shares have a 20-day VWAP of at least \$0.02 and the date that is 12 months after the grant date; and
- (ii) **Class B Performance Options:** 50,000,000 Performance Options vesting upon the later of the date that the Shares have a 20-day VWAP of at least \$0.03 and the date that is 12 months after the grant date.

(d) **Expiry Date**

Each Performance Option will expire at 5:00 pm (WST) on 31 December 2025 (**Expiry Date**). A Performance Option not exercised before the Expiry Date will automatically lapse on the Expiry Date.

(e) **Exercise Period**

Subject to the vesting conditions being met, the Performance Options are exercisable at any time on or prior to the Expiry Date (**Exercise Period**).

(f) **Notice of Exercise**

The Performance Options may be exercised during the Exercise Period by notice in writing to the Company in the manner specified on the Option certificate (**Notice of Exercise**) and payment of the Exercise Price for each Performance Option being exercised in Australian currency by electronic funds transfer or other means of payment acceptable to the Company.

(g) **Exercise Date**

A Notice of Exercise is only effective on and from the later of the date of receipt of the Notice of Exercise and the date of receipt of the payment of the Exercise Price for each Performance Option being exercised in cleared funds (**Exercise Date**).

(h) **Timing of issue of Shares on exercise**

Within five Business Days after the Exercise Date, the Company will:

- (i) issue the number of Shares required under these terms and conditions in respect of the number of Performance Options specified in the Notice of Exercise and for which cleared funds have been received by the Company;
- (ii) if required, give ASX a notice that complies with section 708A(5)(e) of the Corporations Act, or, if the Company is unable to issue such a notice, lodge with ASIC a prospectus prepared in accordance with the Corporations Act and do all such things necessary to satisfy section 708A(11) of the Corporations Act to ensure that an offer for sale of the Shares does not require disclosure to investors; and
- (iii) if admitted to the official list of ASX at the time, apply for official quotation on ASX of Shares issued pursuant to the exercise of the Performance Options.

If a notice delivered under (g)(g)(ii) for any reason is not effective to ensure that an offer for sale of the Shares does not require disclosure to investors, the Company must, no later than 20 Business Days after becoming aware of such notice being ineffective, lodge with ASIC a prospectus prepared in accordance with the Corporations Act and do all such things necessary to satisfy section 708A(11) of the Corporations Act to ensure that an offer for sale of the Shares does not require disclosure to investors.

(i) **Shares issued on exercise**

Shares issued on exercise of the Performance Options rank equally with the then issued shares of the Company.

(j) **Reconstruction of capital**

If at any time the issued capital of the Company is reconstructed, all rights of a Performance Optionholder are to be changed in a manner consistent with the Corporations Act and the ASX Listing Rules at the time of the reconstruction.

(k) **Participation in new issues**

There are no participation rights or entitlements inherent in the Performance Options and holders will not be entitled to participate in new issues of capital offered to Shareholders during the currency of the Performance Options without exercising the Performance Options.

(l) **Change in exercise price**

A Performance Option does not confer the right to a change in Exercise Price or a change in the number of underlying securities over which the Performance Option can be exercised.

(m) **Transferability**

The Performance Options are transferable subject to any restriction or escrow arrangements imposed by ASX or under applicable Australian securities laws.

SCHEDULE 4 – VALUATION OF PERFORMANCE OPTIONS

The Performance Options to be issued to the Related Parties pursuant to Resolutions 6 to 9 have been valued independently.

Using the Parisian Barrier1 model and based on the assumptions set out below, the Performance Options were ascribed the following value:

Assumptions:	
Valuation date	10 January 2024
Exercise price	\$0.02 (Class A), and \$0.03 (Class B)
Expiry date (length of time from issue)	723 days
Risk free interest rate	3.84%
Volatility (discount)	112%
Indicative value per Option	\$0.00499 (Class A), and \$0.00401 (Class B)

Class	Number to be Issued	Total Value (\$)
David Frances		
Class A	15,000,000	\$74,850
Class B	15,000,000	60,150
Brian Thomas		
Class A	15,000,000	\$74,850
Class B	15,000,000	\$60,150
Thomas Langley		
Class A	10,000,000	\$49,900
Class B	10,000,000	\$40,100
Anees Sabet		
Class A	10,000,000	\$49,900
Class B	10,000,000	\$40,100

Note: The valuation noted above is not necessarily the market price that the Performance Options could be traded at and is not automatically the market price for taxation purposes.

Proxy Voting Form

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

Your proxy voting instruction must be received by **10.00am (AWST) on Wednesday, 21 February 2024**, 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

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)

