

29 April 2024

Dear Shareholder,

Annual General Meeting – Notice and Proxy Form

The annual general meeting of Latin Resources Limited (ASX: LRS) (**Company**) is scheduled to be held at 32 Harrogate Street, West Leederville, Perth on 30 May 2024 at 11:00am (AWST) (**Meeting**).

In accordance with new provisions under the Corporations Act, the Company will not be sending hard copies of the Notice of Meeting to shareholders unless a shareholder has previously requested a hard copy. The Notice of Meeting can be viewed and downloaded from the ASX platform at asx.com.au (ASX: LRS) and on the Company's website at www.latinresources.com.au.

All Shareholders who cannot physically attend the meeting are strongly encouraged to lodge a directed proxy form prior to the Meeting.

The Directors wish to advise that pursuant to section 249S of the Corporations Act, the Company is offering Shareholders the opportunity to participate in the Meeting by:

- (a) submitting your vote prior to the Meeting by lodging the attached proxy form attached to the Notice no later than 11:00am on 28 May 2024;
- (b) submitting questions, if possible, in advance of the Meeting by emailing the questions to info@latinresources.com.au by 5:00 pm on 28 May 2024; and/or
- (c) hearing the Meeting through a teleconference, which will be available via the following Zoom link:

<https://events.zoom.us/j/91149686966>

You must supply your holding number for identification purposes.

Whilst the Company will provide an opportunity for Shareholders to ask questions at the Meeting, Shareholders are encouraged to submit questions in advance of the Meeting as this will provide management with the best opportunity to prepare answers.

Your proxy voting instruction must be received by 11:00am (AWST) on 28 May 2024, being not less than 48 hours before the commencement of the Meeting. Any proxy voting instructions received after that time will not be valid for the Meeting.

The NOM is important and should be read in its entirety. If you are in doubt as to the course of action you should follow, you should consult your financial adviser, lawyer, accountant or other professional adviser. If you have any difficulties obtaining a copy of the Notice of Meeting please contact the Company's share registry, Computershare Investor Services Pty Ltd, 1300 850 505 (within Australia) or +61 3 9415 4000 (overseas).

Online Communications

Our Company is committed to promoting positive environmental outcomes. To that end, we are asking all our shareholders to provide an email address to receive their communications online. This ensures we are providing you with the information you need

in the fastest, most cost-effective manner possible, while also significantly reducing our environmental impact. Shareholder communications available online include the Annual Report, Voting Forms, Notice of Meeting, Issuer Sponsored Holding Statements, Payment Advices and other company related information. You can view, download or print your shareholding information as you choose. To Provide Your Details Online

1. Go online to www.computershare.com.au/easyupdate/LRS
2. Follow the prompts to update your information, add your e-mail address and update your 'Communications' preferences.

This announcement is authorised for market release by the Board of Directors of the Company.

Sincerely,

Sarah Smith
Company Secretary

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LATIN RESOURCES LIMITED

ACN 131 405 144

NOTICE OF ANNUAL GENERAL MEETING

TIME: 11:00am (AWST)
DATE: 30 May 2024
PLACE: 32 Harrogate Street
WEST LEEDERVILLE WA 6007

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 5:00pm (AWST) on 28 May 2024.

BUSINESS OF THE MEETING

AGENDA

1. FINANCIAL STATEMENTS AND REPORTS

To receive and consider the annual financial report of the Company for the financial year ended 31 December 2023 together with the declaration of the Directors, the Director's report, the Remuneration Report and the auditor's report.

2. RESOLUTION 1 – ADOPTION OF REMUNERATION REPORT

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

“That, for the purposes of section 250R(2) of the Corporations Act and for all other purposes, approval is given for the adoption of the Remuneration Report as contained in the Company's annual financial report for the year ended 31 December 2023.”

Note: the vote on this Resolution is advisory only and does not bind the Directors or the Company.

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

3. RESOLUTION 2 – RE-ELECTION OF MR PABLO TARANTINI AS DIRECTOR

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

“That, for the purpose of clause 15.2 of the Constitution, ASX Listing Rule 14.5 and for all other purposes, Mr Pablo Tarantini, a Director, retires by rotation, and being eligible, is re-elected as a Director.”

4. RESOLUTION 3 – APPROVAL FOR ISSUE OF PERFORMANCE INCENTIVE RIGHTS TO MR PETER OLIVER

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

“That, for the purposes Listing Rule 10.14 and for all other purposes, approval is given for the Company to issue 10,000,000 Performance Incentive Rights to Peter Oliver (or his nominee) under the Securities Incentive Plan on the terms and conditions set out in the Explanatory Statement.”

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

5. RESOLUTION 4 – INCREASE IN NON-EXECUTIVE REMUNERATION POOL

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 10.17 and clause 14.8 of the Constitution and for all other purposes, Shareholders approve an increase of the aggregate amount of remuneration that may be paid to the

Company's non-executive Directors from \$350,000 per annum to \$750,000 per annum in accordance with 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.

6. RESOLUTION 5 – RATIFICATION OF PRIOR ISSUE OF OPTIONS TO CANACCORD GENUITY

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 23,500,000 unlisted Options on the terms and conditions set out in the Explanatory Statement."

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

7. RESOLUTION 6 – CONFIRMATION OF APPOINTMENT OF AUDITOR

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

"That, pursuant to Section 327B(1)(b) of the Corporations Act and for all other purposes, Ernst & Young, having been nominated by a shareholder and having given its consent in writing to act as auditor, be appointed as the auditor of the Company to hold office from the conclusion of this Annual General Meeting until it resigns or is removed from the office of auditor of the Company."

Dated: 29 April 2024

By order of the Board

**Sarah Smith
Company Secretary
Latin Resources Limited**

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Voting Prohibition Statements

Resolution 1 – Adoption of Remuneration Report	<p>A vote on this Resolution must not be cast (in any capacity) by or on behalf of either of the following persons:</p> <ul style="list-style-type: none"> (a) a member of the Key Management Personnel, details of whose remuneration are included in the Remuneration Report; or (b) a Closely Related Party of such a member. <p>However, a person (the voter) described above may cast a vote on this Resolution as a proxy if the vote is not cast on behalf of a person described above and either:</p> <ul style="list-style-type: none"> (a) the voter is appointed as a proxy by writing that specifies the way the proxy is to vote on this Resolution; or (b) the voter is the Chair and the appointment of the Chair as proxy: <ul style="list-style-type: none"> (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 this Resolution is connected directly or indirectly with the remuneration of a member of the Key Management Personnel.
Resolution 3 – Approval for the issue of Performance Incentive Rights to Mr Peter Oliver	<p>A person appointed as a proxy must not vote, on the basis of that appointment, on this Resolution if:</p> <ul style="list-style-type: none"> (a) the proxy is either: <ul style="list-style-type: none"> (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>However, the above prohibition does not apply if:</p> <ul style="list-style-type: none"> (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 4 – Increase in Non-Executive Remuneration Pool	<p>A person appointed as a proxy must not vote, on the basis of that appointment, on this Resolution if:</p> <ul style="list-style-type: none"> (a) the proxy is either: <ul style="list-style-type: none"> (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>However, the above prohibition does not apply if:</p> <ul style="list-style-type: none"> (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.

Voting Exclusion Statements

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

Resolution 3 – Approval for the issue of Performance Incentive Rights to Mr Peter Oliver	<p>Any person referred to in Listing Rule 10.14.1, 10.14.2 or 10.14.3 who is eligible to participate in the employee incentive scheme in question (including Peter Oliver) or an associate of that person or those persons.</p>
Resolution 4 – Increase in Non-Executive Director Remuneration Pool	<p>A Director or an associate of that person or those persons.</p>

**Resolution 5 – Ratification
of prior issue of Options to
Canaccord Genuity**

A person who participated in the issue or is a counterparty to the agreement being approved (namely Canaccord Genuity) 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:

- (a) each Shareholder has a right to appoint a proxy;
- (a) the proxy need not be a Shareholder of the Company; and
- (b) a Shareholder who is entitled to cast 2 or more votes may appoint 2 proxies and may specify the proportion or number of votes each proxy is appointed to exercise. If the member appoints 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 changes to the Corporations Act made in 2011 mean that:

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

The Directors strongly encourage all shareholders to lodge a directed proxy form prior to the Meeting.

Voting in person

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

You may still attend the Meeting and vote in person even if you have appointed a proxy. If you have previously submitted a Proxy Form, your attendance will not revoke your proxy appointment unless you actually vote at the meeting for which the proxy is proposed to be used, in which case, the proxy's appointment is deemed to be revoked with respect to voting on that resolution.

Please bring your personalised Proxy Form with you as it will help you to register your attendance at the Meeting. If you do not bring your Proxy Form with you, you can still attend the Meeting but representatives from Computershare Investor Services Pty Ltd will need to verify your identity. You can register on the day of the Meeting.

Should you wish to discuss the matters in this Notice of Meeting please do not hesitate to contact the Company on +61 8 6117 4798.

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 which are the subject of the business of the Meeting.

1. FINANCIAL STATEMENTS AND REPORTS

In accordance with the Constitution, the business of the Meeting will include receipt and consideration of the annual financial report of the Company for the financial year ended 31 December 2023 together with the declaration of the Directors, the Directors' report, the Remuneration Report and the auditor's report.

The Company will not provide a hard copy of the Company's annual financial report to Shareholders unless specifically requested to do so. The Company's annual financial report is available on its website at www.latinresources.com.au

2. RESOLUTION 1 – ADOPTION OF REMUNERATION REPORT

2.1 General

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 the shareholders. However, such a resolution is advisory only and does not bind the company or the directors of the Company.

The remuneration report sets out the company's remuneration arrangements for the directors and senior management of the company. The remuneration report is part of the directors' report contained in the annual financial report of the company for a financial year.

The chair of the meeting must allow a reasonable opportunity for its shareholders to ask questions about or make comments on the remuneration report at the annual general meeting.

2.2 Voting consequences

A company is required to put to its shareholders a resolution proposing the calling of another meeting of shareholders to consider the appointment of directors of the company (**Spill Resolution**) if, at consecutive annual general meetings, at least 25% of votes are cast on a remuneration report resolution are voted against adoption of the remuneration report and at the first of those annual general meetings a Spill Resolution was not put to vote. If required, the Spill Resolution must be put to vote at the second of those annual general meetings.

If more than 50% of votes cast are in favour of the Spill Resolution, the company must convene a shareholder meeting (**Spill Meeting**) within 90 days of the second annual general meeting.

All of the directors of the company who were in office when the directors' report (as included in the company's annual financial report for the most recent financial year) was approved, other than the managing director of the company, will cease to hold office immediately before the end of the Spill Meeting but may stand for re-election at the Spill Meeting.

Following the Spill Meeting those persons whose election or re-election as directors of the company is approved will be the directors of the company.

2.3 Previous voting results

At the Company's previous annual general meeting the votes cast against the remuneration report considered at that annual general meeting were less than 25%. Accordingly, the Spill Resolution is not relevant for this Meeting.

3. RESOLUTION 2 – RE-ELECTION OF MR PABLO TARANTINI AS DIRECTOR

3.1 General

Listing Rule 14.5 provides that an entity which has directors must hold an election of directors at each annual general meeting.

The Constitution sets out the requirements for determining which Directors are to retire by rotation at an annual general meeting.

Mr Pablo Tarantini, who has served as a Director since 2 November 2020 and was last elected on 31 May 2021, retires by rotation and seeks re-election.

3.2 Qualifications and other material directorships

Mr Tarantini has accumulated a broad professional experience in the mining industry. For two years, he has served as Executive Director of the Argentinian Bureau of Investment and International Trade, coordinating investment initiatives, and contributing with his vast experience in several industries and countries. In that role, Mr Tarantini worked together with mining companies settled in the country and supported the promotion of the mining activity in Argentina, along with the Argentinian Secretary of Mining.

He has served as President and Executive Director of SAPISA and Minera Don Nicolás, an Argentinian private fund and one of its investments in the mining sector, respectively. Minera Don Nicolas is the first mining project based on Argentinian capital. He has also served as M&A Director at General Electric and Advent International Corporation for Latin America, and as Manager at A.T. Kearney. In all these roles, he carried out businesses and projects at the regional level.

Mr Tarantini is a Public Accountant and holds a bachelor's degree in business administration from Universidad Católica Argentina (UCA). He has a master's in business administration from Harvard Business School.

3.3 Independence

If re-elected the Board does not consider that Mr Tarantini will be an independent Director given his association with a substantial shareholder of the Company.

3.4 Technical information required by Listing Rule 14.1A

If Resolution 2 is passed, Mr Tarantini will be re-elected to the Board as a non-executive Director.

In the event that Resolution 2 is not passed, Mr Tarantini will not continue in his role as a non-executive Director. The Company may seek nominations or otherwise identify suitably qualified candidates to join the Company. As an additional consequence, this may detract from the Board and Company's ability to execute on its strategic vision.

3.5 Board Recommendation

The Board has reviewed Mr Tarantini’s performance since his appointment to the Board and considers that his skills and experience will continue to enhance the Board’s ability to perform its role. Accordingly, the Board supports the re-election of Mr Tarantini and recommends that Shareholders vote in favour of Resolution 2.

6. RESOLUTION 3 - APPROVAL FOR ISSUE OF PERFORMANCE INCENTIVE RIGHTS TO DIRECTOR - MR PETER OLIVER

6.1 General

The Company has agreed, subject to obtaining Shareholder approval to issue 10,000,000 Performance Incentive Rights to Mr Peter Oliver (or his nominee) pursuant to the Securities Incentive Plan (**Plan**) on the terms and conditions set out below (**Performance Incentive Rights**).

The 10,000,000 Performance Incentive Rights will vest in tranches upon the completion of the following milestones:

- (a) 3,000,000 Performance Incentive Rights will vest after 12 months reckoned from 1 February 2024 (**Tranche 1**);
- (b) 3,000,000 Performance Incentive Rights will vest after 24 months reckoned from 1 February 2024 (**Tranche 2**); and
- (c) 4,000,000 Performance Incentive Rights will vest upon the formal confirmation of a Definitive Feasibility Study for the Company’s lithium project in Brazil (**LRS Brazil Lithium Project**) (**Tranche 3**).

For each tranche of the Performance Incentive Rights referred to above to vest, it shall be a condition that Mr Oliver remain as a director of the Company.

All of the Performance Incentive Rights comprising Tranches 1 to 3 inclusive, that have not yet vested, will vest automatically on a sale of the LRS Brazil Lithium Project, or should there be a change of control of those assets or a change of control of the Company which could include a takeover of the Company whether by way of a scheme of arrangement or otherwise (each of these events being a “Change in Control Event”).

6.2 Chapter 2E of the Corporations Act

Chapter 2E of the Corporations Act requires that 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 issue of Performance Incentive Rights to Mr Oliver (or his nominee) constitutes the giving of a financial benefit and Mr Oliver is a related party of the Company by virtue of being a Director.

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The Directors (other than Mr Oliver) consider that Shareholder approval pursuant to Chapter 2E of the Corporations Act is not required in respect of the issue of Performance Incentive Rights because the issue of Performance Incentive Rights constitutes reasonable remuneration payable to Mr Oliver.

6.3 ASX Listing Rule 10.14

Listing Rule 10.14 provides that an entity must not permit any of the following persons to acquire equity securities under an employee incentive scheme without the approval of the holders of its ordinary securities:

10.14.1	a director of the entity;
10.14.2	an associate of a director of the entity; or
10.14.3	a person whose relationship with the entity or a person referred to in Listing Rules 10.14.1 to 10.14.2 is such that, in ASX's opinion, the acquisition should be approved by security holders.

The issue of the Performance Incentive Rights to Mr Oliver involves the issue of securities to a Director which falls within Listing Rule 10.14.1 and therefore requires the approval of Shareholders under Listing Rule 10.14.

Resolution 3 seeks the required Shareholder approval for the issue of the Performance Incentive Rights under and for the purposes of Listing Rule 10.14.

6.4 Technical information required by Listing Rule 14.1A

If Resolution 3 is passed, the Company will be able to proceed with the issue of the Performance Incentive Rights to Mr Oliver under the Plan, within three years 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 Incentive Rights (because approval is being obtained under Listing Rule 10.14), the issue of the Performance Incentive Rights 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 Performance Incentive Rights to Mr Oliver under the Plan and may be required to consider alternative ways to remunerate and incentivise Mr Oliver.

6.5 Technical information required by ASX Listing Rule 10.15

Pursuant to and in accordance with ASX Listing Rule 10.15, the following information is provided in relation to Resolution 3:

- (a) the Performance Incentive Rights will be issued to Mr Peter Oliver (or his nominee) who is a related party by virtue of being a Director pursuant to Listing Rule 10.14.1;
- (b) the maximum number of Performance Incentive Rights to be issued to is 10,000,000;
- (c) the Securities Incentive Plan was adopted by Shareholders on 19 December 2022;
- (d) the following Performance Incentive Rights have been previously been to Directors for nil consideration under the Plan since it was adopted on 19 December 2022:

- (i) 7,500,000 Performance Incentive Rights were issued on 13 January 2023, 37,000,000 Performance Incentive Rights on 3 July 2023, and 13,000,000 Performance Incentive Rights on 4 March 2024 to Mr Chris Gale;
 - (ii) 12,000,000 Performance Incentive Rights were issued on 23 December 2022 and 9,000,000 Performance Incentive Rights on 3 July 2023 to Mr Peter Oliver;
 - (iii) 9,000,000 Performance Incentive Rights were issued to David Vilensky on 3 July 2023;
 - (iv) 9,000,000 Performance Incentive Rights were issued to Mr Brent Jones on 3 July 2023; and
 - (v) 9,000,000 Performance Incentive Rights were issued to Mr Pablo Tarantini on 3 July 2023;
- (e) a summary of the material terms and conditions of the Performance Incentive Rights is set out in Schedule 2;
- (f) a summary of the material terms and conditions of the Performance Rights Plan is set out in Schedule 1;
- (a) the Performance Incentive Rights are unquoted performance rights. The Company has chosen to grant the Incentive Performance Rights to Mr Oliver for the following reasons:
- (i) to align his interests with those of Shareholders by creating a stronger link between performance resulting in increased Shareholder value and reward to Mr Oliver;
 - (i) the Performance Incentive Rights are unlisted, therefore the grant of the Performance Incentive Rights has no immediate dilutionary impact on Shareholders; and
 - (ii) the issue of the Performance Incentive Rights is a reasonable and appropriate method to provide cost effective remuneration as the non-cash form of this benefit 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 Mr Oliver;
- (g) the number of Performance Incentive Rights to be issued to Mr Oliver 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) advice from an independent remuneration adviser;
 - (iii) the remuneration of Mr Oliver; and
 - (iv) incentives to attract and ensure continuity of service of Mr Oliver while maintaining the Company's cash reserves,

- (h) 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 Incentive Rights upon the terms proposed;
- (i) the current total remuneration package for Mr Oliver is \$509,965 comprising of cash and salary fees of \$206,000 and equity-settled payments of \$303,965 comprising of incentive share rights. If the Performance Incentive Rights are issued, the total remuneration package of Mr Oliver will increase by \$1,600,000 to \$2,109,965, being the value of the Incentive Performance Rights (based on the Hoadleys Hybrid ESO1 Model);
- (j) the value of the Performance Incentive Rights is set out in Schedule 3;
- (k) the Performance Incentive Rights will be issued to Mr Oliver (or his nominee) no later than 3 years after the date of the Meeting (or such later date as permitted by any ASX waiver or modification of the Listing Rules) and it is anticipated the Performance Incentive Rights will be issued on one date;
- (l) the Performance Incentive Rights are being issued for nil cash consideration, as such no funds will be raised from the issue of the Performance Incentive Rights;
- (m) no loan is being provided to Mr Oliver in relation to the issue of the Performance Incentive Rights;
- (n) details of any Performance Incentive Rights issued under the Plan will be published in the annual report of the Company relating to the period in which they were issued, along with a statement that approval for the issue was obtained under Listing Rule 10.14; and
- (o) any additional persons covered by Listing Rule 10.14 who become entitled to participate in an issue of Performance Incentive Rights under the Plan after Resolution 3 is approved and who were not named in this Notice will not participate until approval is obtained under Listing Rule 10.14.

7. RESOLUTION 4 – INCREASE IN NON-EXECUTIVE REMUNERATION POOL

7.1 General

ASX Listing Rule 10.17 provides that a listed entity must not increase the total aggregate amount of directors fees payable to all of its non-executive directors without Shareholder approval.

Directors' fees include all fees payable by the entity or any of its child entities to a non-executive director for acting as a director of the entity or any of its child entities (including attending and participating in any board committee meetings), superannuation contributions for the benefit of a non-executive director and any fees which a non-executive director agrees to sacrifice for other benefits. It does not include reimbursement of genuine out of pocket expenses, genuine "special exertion" fees paid in accordance with an entity's constitution, or securities issued to a non-executive director under Listing Rules 10.11 or 10.14 with the approval of the holders of its ordinary securities.

Clauses 14.7 and 14.8 of the Company's Constitution also provide that the total aggregate remuneration payable to the non-executive Directors will not exceed

the sum initially set by the Constitution and subsequently increased by ordinary resolution of Shareholders in a general meeting.

After the appointment of Mr Peter Oliver in September 2022 and a review of the remuneration of the Company's non-executive Directors, it is proposed to increase the maximum total annual remuneration pool of the Non-executive Directors by \$400,000 from \$350,000 to \$750,000 per annum. The remuneration review was conducted by independent external consultants and the increase in the total annual remuneration pool being sought is based on their formal recommendation. Shareholder approval is sought under clauses 14.8 of the Constitution and under Listing Rule 10.17 to increase the total aggregate amount of fees payable to non-executive Directors to \$750,000.

The Board currently consists of four Non-executive Directors and one Executive/Managing Director. The maximum total annual remuneration pool was set at \$350,000 per annum when the Company listed on the ASX on 16 September 2010, and has not increased since this date. Since 16 September 2010, the Company has grown organically and appointed two more Non-executive Directors (Mr Pablo Tarantini and Mr Peter Oliver). The maximum aggregate amount of fees proposed to be paid to non-executive Directors per annum has been determined after reviewing similar companies listed on ASX and the Directors believe that this level of remuneration is in line with corporate remuneration of similar companies.

It is important to note that the inclusion of Resolution 4 to expand the remuneration pool to a maximum of \$750,000 per annum does not mean that this will be utilised, particularly with the current number of Non-Executive Directors. The limit of \$750,000 is an allocation that must be made under the ASX Listing Rules and the Board believes it is highly unlikely to be utilised.

7.2 **Technical information required by Listing Rule 10.17**

If Resolution 4 is approved by Shareholders, the remuneration pool will increase to \$750,000. The Board is seeking shareholder approval to increase the current remuneration pool cap for the following reasons:

- (a) an increase of the remuneration pool will give the Company flexibility with regards to the appointment of additional Directors, particularly given the recently completed PEA and expansion of the exploration program at the salinas lithium project in Brazil;
- (b) to ensure the remuneration pool can accommodate payment of fees to any additional non-executive Directors who may be appointed;
- (c) to enable the company to maintain remuneration arrangements that are market-competitive, so it can retain existing non-executive Directors and attract and retain high calibre individuals as non-executive Directors; and
- (d) to provide for non-executive Directors' fees to grow in the future to reflect market trends in the longer term.

The Company does not pay retirement benefits to Non-executive Directors other than superannuation. Although an increase in the remuneration pool is being sought, it does not imply that the full amount will be used.

If Resolution 4 is not approved, the remuneration pool will remain at \$350,000 and the Board will not have the flexibility described above and any future non-executive directors appointments and fees will need to be assessed within the

current remuneration. This may inhibit the ability of the Company to remunerate, attract and retain appropriately skilled non-executive directors.

In the past 3 years, the Company has issued an aggregate of 333,334 Shares, 13,089,688 deferred rights and 48,000,000 Performance Incentive Rights to non-executive Directors pursuant to Listing Rules 10.11 and 10.14.

These Securities were issued to the following non-executive Directors:

- (e) 166,667 Shares¹, 6,907,530 deferred rights and 9,000,000 Performance Incentive Rights were issued to David Vilensky;
- (f) 166,667 Shares¹, 5,329,885 deferred rights and 9,000,000 Performance Incentive Rights were issued to Brent Jones;
- (g) 852,273 deferred rights and 9,000,000 Performance Incentive Rights were issued to Pablo Tarantini; and
- (h) 21,000,000 Performance Incentive Rights were issued to Peter Oliver.

¹ Shares issued from Directors' participation in a placement, on the same terms and conditions as all other unrelated placement participants.

7.3 Board Recommendation

A voting exclusion applies to this resolution, as set out earlier in the Notice of Meeting. Given the interest of non-executive Directors in this resolution, the Board makes no recommendation regarding this Resolution.

8. RESOLUTION 5 – RATIFICATION OF PRIOR ISSUE OF CORPORATE ADVISORY OPTIONS

8.1 Background

On 28 February 2024, the Company issued a total of 23,500,000 unlisted Options to Canaccord Genuity (Australia) Limited (ACN 075 071 466) (**Canaccord Genuity**) under a corporate advisory mandate as follows:

- (a) 10,000,000 unlisted Options exercisable at \$0.45 on or before 30 December 2024; and
- (b) 13,500,000 unlisted Options exercisable at \$0.55 on or before 30 June 2025.

(together, the **Corporate Advisory Options**).

The issue of the Corporate Advisory Options did not breach Listing Rule 7.1 at the time of the issue.

The Corporate Advisory Options were issued to Canaccord Genuity in accordance with a corporate advisory mandate with the Company, in consideration for services provided (**Mandate**).

The Corporate Advisory Options were issued under the Company's Listing Rule 7.1 placement capacity.

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 securities it had on issue at the start of that 12 month period.

The issue of the Corporate Advisory Options 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 Corporate Advisory Options.

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 Corporate Advisory Options.

Resolution 5 seeks Shareholder ratification pursuant to Listing Rule 7.4 for the issue of the Corporate Advisory Options.

8.2 **Technical information required by Listing Rule 14.1A**

If Resolution 5 is passed, the Corporate Advisory Options will be excluded in calculating the Company's 15% limit in Listing Rule 7.1, 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 Corporate Advisory Options.

If Resolution 5 is not passed, the Corporate Advisory Options will be included in calculating the Company's 15% limit in Listing Rule 7.1, 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 Corporate Advisory Options.

8.3 **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 5:

- (a) the Corporate Advisory Options were issued to the Canaccord Genuity;
- (b) in accordance with paragraph 7.4 of ASX Guidance Note 21, the Company confirms that the recipient was not:
 - (i) a related party of the Company, member of the Company's Key Management Personnel, substantial shareholder of the Company, adviser to 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 Corporate Advisory Options were issued under the Company's Listing Rule 7.1 placement capacity;

- (d) the Corporate Advisory Options were unlisted options issued on the following terms:
- (i) 10,000,000 unlisted options exercisable at \$0.45 on or before 30 December 2024;
 - (ii) 13,500,000 unlisted options exercisable at \$0.55 on or before 30 June 2025.

The full terms and conditions of the Corporate Advisory Options are included in Schedule 4.

- (e) The Corporate Advisory Options were issued on 28 February 2024;
- (f) the Corporate Advisory Options were issued at a nil issue price, under the Mandate in consideration for corporate advisory services provided by Canaccord Genuity. The Company has not and will not receive any other consideration for the issue of the Corporate Advisory Options;
- (g) the purpose of the issue of the Corporate Advisory Options was to satisfy the Company's obligations under the Mandate; and
- (h) the Corporate Advisory Options were issued under the Mandate. A summary of the material terms of the Mandate is set out in Schedule 5.

9. RESOLUTION 6 – CONFIRMATION OF APPOINTMENT OF AUDITOR

9.1 Background

On 14 July 2023, in accordance with section 327C of the Corporations Act 2001, the Company appointed Ernst & Young as auditor of the Company following ASIC's consent to the resignation of the previous auditor of the Company, Hall Chadwick, in accordance with Section 329(5) of the Corporations Act 2001.

Following the above appointment, and in accordance with section 327C(2) of the Corporations Act, Ernst & Young holds office as auditor of the Company until the Company's next Annual General Meeting, being the meeting the subject of this Notice of Meeting.

In accordance with section 327B(1)(b), the Company now seeks Shareholder approval for the ongoing appointment of Ernst & Young as auditor of the Company and its controlled entities.

In accordance with section 328B of the Corporations Act 2001, notice in writing nominating Ernst & Young as auditor has been given to the Company by a Shareholder. A copy of this notice is attached to this Notice of Meeting as Annexure A.

Ernst & Young has provided to the Company, and has not withdrawn, its written consent to act as auditor of the Company, in accordance with section 328A(1) of the Corporations Act.

If this Resolution is passed, the appointment of Ernst & Young as the Company's auditor will take effect at the close of this Meeting.

9.2 Board Recommendation

The Board recommends that Shareholders vote in favour of this Resolution. The Chairman of the Meeting intends to vote undirected proxies in favour of this Resolution.

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GLOSSARY

\$ means Australian dollars.

ASIC means the Australian Securities and Investments Commission.

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

ASX Listing Rules or **Listing Rules** means the Listing Rules of ASX.

Board means the current board of directors of the Company.

Chair means the chair of the Meeting.

Closely Related Party of a member of the Key Management Personnel means:

- (a) a spouse or child of the member;
- (b) a child of the member's spouse;
- (c) a dependent of the member or the member's spouse;
- (d) 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 dealing with the entity;
- (e) a company the member controls; or
- (f) a person prescribed by the *Corporations Regulations 2001* (Cth).

Company means Latin Resources Limited (ACN 131 405 144).

Constitution means the Company's constitution.

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

Directors means the current directors of the Company.

Equity Securities includes a Share, a right to a Share or Option, an Option, a convertible security and any security that ASX decides to classify as an Equity Security.

Explanatory Statement means the explanatory statement accompanying the Notice.

Performance Incentive Rights means the Performance Incentive Rights proposed to be issued to Mr Peter Oliver pursuant to Resolution 3.

Securities Incentive Plan means the Company's Securities Incentive Plan approved by Shareholders on 19 December 2022.

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.

Meeting means the meeting convened by the Notice.

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.

Ordinary Securities has the meaning set out in the ASX Listing Rules.

Proxy Form means the proxy form accompanying the Notice.

Remuneration Report means the remuneration report set out in the Director's report section of the Company's annual financial report for the year ended 31 December 2023.

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

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

Shareholder means a holder of a Share.

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

SCHEDULE 1 – TERMS AND CONDITIONS OF THE COMPANY’S SECURITIES INCENTIVE PLAN

A summary of the material terms of the Company's Company Securities Incentive Plan (**Plan**) is set out below.

<p>Eligible Participant</p>	<p>Eligible Participant means a person that is a ‘primary participant’ (as that term is defined in Division 1A of Part 7.12 of the Corporations Act) in relation to the Company or an Associated Body Corporate (as defined in the Corporations Act) and has been determined by the Board to be eligible to participate in the Plan from time to time.</p> <p>Participant means an Eligible Participant who has been granted any Security under the Plan.</p>
<p>Purpose</p>	<p>The purpose of the Plan is to:</p> <ul style="list-style-type: none"> (a) assist in the reward, retention and motivation of Eligible Participants; (b) link the reward of Eligible Participants to Shareholder value creation; and (c) align the interests of Eligible Participants with shareholders of the Group (being the Company and each of its Associated Bodies Corporate), by providing an opportunity to Eligible Participants to receive an equity interest in the Company in the form of securities.
<p>Plan administration</p>	<p>The Plan will be administered by the Board. The Board may exercise any power or discretion conferred on it by the Plan rules in its sole and absolute discretion (except to the extent that it prevents the Participant relying on the deferred tax concessions under Subdivision 83A-C of the <i>Income Tax Assessment Act 1997</i> (Cth)). The Board may delegate its powers and discretion.</p>
<p>Eligibility, invitation and application</p>	<p>The Board may from time to time determine that an Eligible Participant may participate in the Plan and make an invitation to that Eligible Participant to apply for any (or any combination of) Options and Performance Rights provided under the Plan on such terms and conditions as the Board decides.</p> <p>On receipt of an invitation, an Eligible Participant may apply for the securities the subject of the invitation by sending a completed application form to the Company. The Board may accept an application from an Eligible Participant in whole or in part.</p> <p>If an Eligible Participant is permitted in the invitation, the Eligible Participant may, by notice in writing to the Board, nominate a party in whose favour the Eligible Participant wishes to renounce the invitation.</p>
<p>Grant of securities</p>	<p>The Company will, to the extent that it has accepted a duly completed application, grant the Participant the relevant number and type of securities, subject to the terms and conditions set out</p>

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	<p>in the invitation, the Plan rules and any ancillary documentation required.</p>
<p>Rights attaching to securities</p>	<p>Prior to an Option or Performance Right being exercised, the holder:</p> <ul style="list-style-type: none"> (a) does not have any interest (legal, equitable or otherwise) in any Share the subject of the convertible security other than as expressly set out in the Plan; (b) is not entitled to receive notice of, vote at or attend a meeting of the shareholders of the Company; (c) is not entitled to receive any dividends declared by the Company; and (d) is not entitled to participate in any new issue of Shares (see Adjustment of convertible securities section below).
<p>Vesting of convertible securities</p>	<p>Any vesting conditions applicable to the Options or Performance Rights will be described in the invitation. If all the vesting conditions are satisfied and/or otherwise waived by the Board, a vesting notice will be sent to the Participant by the Company informing them that the relevant securities have vested. Unless and until the vesting notice is issued by the Company, the securities will not be considered to have vested. For the avoidance of doubt, if the vesting conditions relevant to an Option or Performance Right are not satisfied and/or otherwise waived by the Board, that security will lapse.</p>
<p>Exercise of convertible securities and cashless exercise</p>	<p>To exercise a security, the Participant must deliver a signed notice of exercise and, subject to a cashless exercise (see next paragraph below), pay the exercise price (if any) to or as directed by the Company, at any time following vesting of the Option or Performance Right (if subject to vesting conditions) and prior to the expiry date as set out in the invitation or vesting notice.</p> <p>An invitation to apply for Options may specify that at the time of exercise of the Options, the Participant may elect not to be required to provide payment of the exercise price for the number of Options specified in a notice of exercise, but that on exercise of those Options the Company will transfer or issue to the Participant that number of Shares equal in value to the positive difference between the Market Value of the Shares at the time of exercise and the exercise price that would otherwise be payable to exercise those Options.</p> <p>Market Value means, at any given date, the volume weighted average price per Share traded on the ASX over the 5 trading days immediately preceding that given date, unless otherwise specified in an invitation.</p> <p>An Option or a Performance Right may not be exercised unless and until that security has vested in accordance with the Plan rules, or such earlier date as set out in the Plan rules.</p>

Timing of issue of Shares and quotation of Shares on exercise	As soon as practicable after the valid exercise of an Option or a Performance Right by a Participant, the Company will issue or cause to be transferred to that Participant the number of Shares to which the Participant is entitled under the Plan rules and issue a substitute certificate for any remaining unexercised securities held by that Participant.
Restrictions on dealing securities	<p>A holder may not sell, assign, transfer, grant a security interest over or otherwise deal with an Option or a Performance Right that has been granted to them unless otherwise determined by the Board. A holder must not enter into any arrangement for the purpose of hedging their economic exposure to an Option or a Performance Right that has been granted to them.</p> <p>However, in Special Circumstances as defined under the Plan (including in the case of death or total or permanent disability of the Participant) a Participant may deal with convertible securities granted to them under the Plan with the consent of the Board.</p>
Listing of convertible securities	An Option or a Performance Right granted under the Plan will not be quoted on the ASX or any other recognised exchange. The Board reserves the right in its absolute discretion to apply for quotation of an Option granted under the Plan on the ASX or any other recognised exchange.
Forfeiture of convertible securities	<p>Options and Performance Rights will be forfeited in the following circumstances:</p> <ul style="list-style-type: none"> (a) where a Participant who holds Options or Performance Rights ceases to be an Eligible Participant (e.g. is no longer employed or their office or engagement is discontinued with the Group), all unvested convertible securities will automatically be forfeited by the Participant; (b) where a Participant acts fraudulently or dishonestly, negligently, in contravention of any Group policy or wilfully breaches their duties to the Group; (c) where there is a failure to satisfy the vesting conditions in accordance with the Plan; (d) on the date the Participant becomes insolvent; or (e) on the expiry date of the Options or Performance Rights.
Change of control	If a change of control event occurs, or the Board determines that such an event is likely to occur, the Board may in its discretion determine the manner in which any or all of the holder's Options or Performance Rights will be dealt with, including, without limitation, in a manner that allows the holder to participate in and/or benefit from any transaction arising from or in connection with the change of control event.
Adjustment of convertible securities	If there is a reorganisation of the issued share capital of the Company (including any subdivision, consolidation, reduction, return or cancellation of such issued capital of the Company), the rights of each Participant holding Options or Performance Rights

	<p>will be changed to the extent necessary to comply with the Listing Rules applicable to a reorganisation of capital at the time of the reorganisation.</p> <p>If Shares are issued by the Company by way of bonus issue (other than an issue in lieu of dividends or by way of dividend reinvestment), the holder of Options or Performance Rights is entitled, upon exercise of those securities, to receive an issue of as many additional Shares as would have been issued to the holder if the holder held Shares equal in number to the Shares in respect of which the Options or Performance Rights are exercised.</p> <p>Unless otherwise determined by the Board, a holder of Options or Performance Rights does not have the right to participate in a pro rata issue of Shares made by the Company or sell renounceable rights.</p>
Rights attaching to Shares	<p>All Shares issued or transferred under the Plan or issued or transferred to a Participant upon the valid exercise of an Option or a Performance Right, will rank equally in all respects with the Shares of the same class for the time being on issue except for any rights attaching to the Shares by reference to a record date prior to the date of the allotment or transfer of the Shares. A Participant will be entitled to any dividends declared and distributed by the Company on the Shares issued upon exercise of an Option or a Performance Right and may participate in any dividend reinvestment plan operated by the Company in respect of Shares. A Participant may exercise any voting rights attaching to Shares issued under the Plan.</p>
Disposal restrictions on Shares	<p>If the invitation provides that any Shares issued upon the valid exercise of an Option or a Performance Right are subject to any restrictions as to the disposal or other dealing by a Participant for a period, the Board may implement any procedure it deems appropriate to ensure the compliance by the Participant with this restriction.</p> <p>For so long as a Share is subject to any disposal restrictions under the Plan, the Participant will not:</p> <ul style="list-style-type: none"> (a) transfer, encumber or otherwise dispose of, or have a security interest granted over that Share; or (b) take any action or permit another person to take any action to remove or circumvent the disposal restrictions without the express written consent of the Company.
General Restrictions on Transfer of Shares	<p>If the Company is required but is unable to give ASX a notice that complies with section 708A(5)(e) of the Corporations Act, Shares issued on exercise of an Option or a Performance Rights may not be traded until 12 months after their issue unless the Company, at its sole discretion, elects to issue a prospectus pursuant to section 708A(11) of the Act.</p> <p>Restrictions are imposed by applicable law on dealing in Shares by persons who possess material information likely to affect the value of the Shares and which is not generally available. These laws may</p>

	<p>restrict the acquisition or disposal of Shares by you during the time the holder has such information.</p> <p>Any Shares issued to a holder upon exercise of an Option or a Performance Right shall be subject to the terms of the Company's Securities Trading Policy.</p>
Buy-Back	<p>Subject to applicable law, the Company may at any time buy-back Options or Performance Rights and Shares issued upon exercise of Options or Performance Rights in accordance with the terms of the Plan.</p>
Employee Share Trust	<p>The Board may in its sole and absolute discretion use an employee share trust or other mechanism for the purposes of holding securities for holders under the Plan and delivering Shares on behalf of holders upon exercise of Options or Performance Rights.</p>
Maximum number of securities	<p>The Company will not make an invitation under the Plan which involves monetary consideration if the number of Shares that may be issued, or acquired upon exercise of Options or Performance Rights offered under an invitation, when aggregated with the number of Shares issued or that may be issued as a result of all invitations under the Plan during the 3 year period ending on the day of the invitation, will exceed 5% of the total number of issued Shares at the date of the invitation (unless the Constitution specifies a different percentage and subject to any limits approved by Shareholders under Listing Rule 7.2 Exception 13(b)).</p>
Amendment of Plan	<p>Subject to the following paragraph, the Board may at any time amend any provisions of the Plan rules, including (without limitation) the terms and conditions upon which any securities have been granted under the Plan and determine that any amendments to the Plan rules be given retrospective effect, immediate effect or future effect.</p> <p>No amendment to any provision of the Plan rules may be made if the amendment materially reduces the rights of any Participant as they existed before the date of the amendment, other than an amendment introduced primarily for the purpose of complying with legislation or to correct manifest error or mistake, amongst other things, or is agreed to in writing by all Participants.</p>
Plan duration	<p>The Plan continues in operation until the Board decides to end it. The Board may from time to time suspend the operation of the Plan for a fixed period or indefinitely and may end any suspension. If the Plan is terminated or suspended for any reason, that termination or suspension must not prejudice the accrued rights of the Participants.</p> <p>If a Participant and the Company (acting by the Board) agree in writing that some or all of the securities granted to that Participant are to be cancelled on a specified date or on the occurrence of a particular event, then those securities may be cancelled in the manner agreed between the Company and the Participant.</p>

**Income Tax
Assessment Act**

The Plan is a plan to which Subdivision 83A-C of the *Income Tax Assessment Act 1997* (Cth) applies (subject to the conditions in that Act) except to the extent an invitation provides otherwise.

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SCHEDULE 2 – TERMS AND CONDITIONS OF PERFORMANCE INCENTIVE RIGHTS

The terms and conditions attaching to the Performance Incentive Rights are set out below:

1.	Entitlement	Each Performance Incentive Right entitles the holder to subscribe for one Share upon exercise of the Performance Incentive Right.												
2.	Plan	<p>The Performance Incentive Rights are issued under the Company's Securities Incentive Plan (Plan).</p> <p>Defined terms in these terms and conditions have the same meaning as in the Plan. In the event of any inconsistency between the Plan and these terms and conditions, these terms and conditions will apply to the extent of the inconsistency.</p>												
3.	Consideration	Nil consideration is payable for the grant of the Performance Right.												
4.	Vesting Conditions / Milestones	<p>The Performance Incentive Rights will vest as follows:</p> <table border="1" data-bbox="628 882 1382 1525"> <thead> <tr> <th data-bbox="628 882 831 1037">Related Party</th> <th data-bbox="831 882 1034 1037">Number of Performance Incentive Rights</th> <th data-bbox="1034 882 1382 1037">Milestone</th> </tr> </thead> <tbody> <tr> <td data-bbox="628 1037 831 1171">Peter Oliver</td> <td data-bbox="831 1037 1034 1171">Tranche 1 3,000,000</td> <td data-bbox="1034 1037 1382 1171">Performance Incentive Rights vest after 12 months from 1 February 2024.</td> </tr> <tr> <td data-bbox="628 1171 831 1305"></td> <td data-bbox="831 1171 1034 1305">Tranche 2 3,000,000</td> <td data-bbox="1034 1171 1382 1305">Performance Incentive Rights vest after 24 months from 1 February 2024.</td> </tr> <tr> <td data-bbox="628 1305 831 1525"></td> <td data-bbox="831 1305 1034 1525">Tranche 3 4,000,000</td> <td data-bbox="1034 1305 1382 1525">Performance Incentive Rights vest upon the formal granting of a Definitive Feasibility Study for the Company's lithium project in Brazil.</td> </tr> </tbody> </table> <p>A Performance Incentive Right will vest when a vesting notice is given to the holder.</p> <p>All of the Performance Incentive Rights that have not yet vested will vest automatically on a sale of the LRS Brazil Lithium Project, or should there be a change of control of those assets or a change of control of the Company which would include a takeover of the Company whether by way of scheme of arrangement or otherwise.</p>	Related Party	Number of Performance Incentive Rights	Milestone	Peter Oliver	Tranche 1 3,000,000	Performance Incentive Rights vest after 12 months from 1 February 2024.		Tranche 2 3,000,000	Performance Incentive Rights vest after 24 months from 1 February 2024.		Tranche 3 4,000,000	Performance Incentive Rights vest upon the formal granting of a Definitive Feasibility Study for the Company's lithium project in Brazil.
Related Party	Number of Performance Incentive Rights	Milestone												
Peter Oliver	Tranche 1 3,000,000	Performance Incentive Rights vest after 12 months from 1 February 2024.												
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	Tranche 3 4,000,000	Performance Incentive Rights vest upon the formal granting of a Definitive Feasibility Study for the Company's lithium project in Brazil.												
5.	Expiry Date	Each Performance Incentive Right will expire on the earlier to occur of:												

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		<p>(a) 5 years; or</p> <p>(b) the Performance Incentive Rights lapsing and being forfeited under the Plan or these terms and conditions,</p> <p>(Expiry Date).</p> <p>A Performance Incentive Right not exercised before the Expiry Date will automatically lapse on the Expiry Date.</p>
6.	Rights attaching to Performance Incentive Rights	<p>Prior to a Performance Incentive Right being exercised, the holder:</p> <p>(a) does not have any interest (legal, equitable or otherwise) in any Share the subject of the Performance Incentive Right other than as expressly set out in the Plan;</p> <p>(b) is not entitled to receive notice of, vote at or attend a meeting of the shareholders of the Company;</p> <p>(c) is not entitled to receive any dividends declared by the Company; and</p> <p>(d) is not entitled to participate in any new issue of Shares .</p>
7.	Restrictions on dealing with Performance Incentive Rights	<p>The Performance Incentive Rights cannot be sold, assigned, transferred, have a security interest granted over or otherwise dealt with unless in Special Circumstances under the Plan (including in the case of death or total or permanent disability of the holder) with the consent of the Board in which case the Performance Incentive Rights may be exercisable on terms determined by the Board.</p> <p>A holder must not enter into any arrangement for the purpose of hedging their economic exposure to an Option that has been granted to them.</p>
8.	Restriction period	<p>The Performance Incentive Rights (including any Shares issued on exercise of the Performance Rights) may be subject to ASX imposed escrow restrictions on disposal in accordance with the ASX Listing Rules.</p>
9.	Forfeiture Conditions	<p>Performance Incentive Rights will be forfeited in the following circumstances:</p> <p>(a) where the holder ceases to be an Eligible Participant (e.g. is no longer employed or their office or engagement is discontinued with the Group);</p> <p>(b) where the holder acts fraudulently or dishonestly, negligently, in contravention of any Group policy or wilfully breaches their duties to the Group;</p> <p>(c) where there is a failure to satisfy the vesting conditions in accordance with the Plan;</p> <p>(d) on the date the holder or their Nominated Party (if applicable) becomes insolvent; or</p> <p>(e) on the Expiry Date.</p>

10.	Exercise	<p>The holder may exercise their Performance Incentive Rights by lodging with the Company, on or prior to the Expiry Date:</p> <ul style="list-style-type: none"> (a) in whole or in part; and (b) a written notice of exercise of Performance Incentive Rights specifying the number of Performance Incentive Rights being exercised (Exercise Notice).
11.	Timing of issue of Shares and quotation of Shares on exercise	<p>Within five business days after the issue of a Notice of Exercise by the holder, the Company will:</p> <ul style="list-style-type: none"> (a) issue, allocate or cause to be transferred to the holder the number of Shares to which the holder is entitled; (b) if required, issue a substitute certificate for any remaining unexercised Performance Incentive Rights held by the holder; (c) if required and subject to paragraph 13(a), give ASX a notice that complies with section 708A(5)(e) of the Corporations Act; and (d) in the event the Company is admitted to the official list of ASX, do all such acts, matters and things to obtain the grant of quotation of the Shares by ASX in accordance with the ASX Listing Rules and subject to the expiry of any restriction period that applies to the Shares under the Corporations Act or the ASX Listing Rules.
12.	Restrictions on transfer of Shares on exercise	<p>Shares issued on exercise of the Performance Incentive Rights are subject to the following restrictions:</p> <ul style="list-style-type: none"> (a) if the Company is required but is unable to give ASX a notice that complies with section 708A(5)(e) of the Corporations Act, Shares issued on exercise of the Performance Incentive Rights may not be traded until 12 months after their issue unless the Company, at its sole discretion, elects to issue a prospectus pursuant to section 708A(11) of the Act; (b) all Shares issued on exercise of the Performance Incentive Rights are subject to restrictions imposed by applicable law on dealing in Shares by persons who possess material information likely to affect the value of the Shares and which is not generally available; and (c) all Shares issued on exercise of the Performance Incentive Rights are subject to the terms of the Company's Securities Trading Policy.
13.	Rights attaching to Shares on exercise	<p>All Shares issued upon exercise of the Performance Incentive Right will rank equally in all respects with the then Shares of the Company.</p>

14.	Change of Control	If a Change of Control Event (being an event which results in any person (either alone or together with associates) owning more than 50% of the Company's issued capital) occurs, or the Board determines that such an event is likely to occur, the Board may in its discretion determine the manner in which any or all of the holder's Performance Incentive Rights will be dealt with, including, without limitation, in a manner that allows the holder to participate in and/or benefit from any transaction arising from or in connection with the Change of Control Event.
15.	Participation entitlements in and bonus issues	Subject always to the rights under the Plan, holders of Performance Incentive Rights will not be entitled to participate in new issues of capital offered to holders of Shares such as bonus issues and entitlement issues.
16.	Adjustment for bonus issue	If Shares are issued by the Company by way of bonus issue (other than an issue in lieu of dividends or by way of dividend reinvestment), the holder of Performance Incentive Rights is entitled, upon exercise of the Performance Incentive Rights, to receive an issue of as many additional Shares as would have been issued to the holder if the holder held Shares equal in number to the Shares in respect of which the Performance Incentive Rights are exercised.
17.	Reorganisation	If there is a reorganisation of the issued share capital of the Company (including any subdivision, consolidation, reduction, return or cancellation of such issued capital of the Company), the rights of each Participant holding Performance Incentive Rights will be changed to the extent necessary to comply with the ASX Listing Rules applicable to a reorganisation of capital at the time of the reorganisation.
18.	Buy-Back	Subject to applicable law, the Company may at any time buy-back the Performance Incentive Rights in accordance with the terms of the Plan.

SCHEDULE 3 – VALUATION OF PERFORMANCE INCENTIVE RIGHTS

The Performance Incentive Rights to be issued to the Mr Oliver pursuant to Resolution 3 have been independently valued by Hall Chadwick.

Using the Hoadleys Hybrid ESO1 Model to value the Performance Incentive Rights and the share price as at the assumed grant date of the Performance Incentive Rights, together with the probability estimate of achieving the vesting conditions, the Performance Incentive Rights were ascribed value as follows:

Recipient	Tranche	Value per security (\$)	Number of securities	Probability %	Number of securities likely to vest	Total value (\$)
Peter Oliver	1	\$0.20	3,000,000	100%	3,000,000	\$600,000
	2	\$0.20	3,000,000	100%	3,000,000	\$600,000
	3	\$0.20	4,000,000	100%	4,000,000	\$800,000
Total			10,000,000		10,000,000	\$2,000,000

Please note that the Performance Incentive Rights as set out above have been valued based on an assumed grant date of 18 April 2024 and will be re-valued on the date of shareholder approval. The above is provided as a guide only.

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SCHEDULE 4 - TERMS AND CONDITIONS OF CORPORATE ADVISORY 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 is as follows:

(i) Tranche 1 Options are exercisable at \$0.45 each; and

(ii) Tranche 2 Options are exercisable at \$0.55 each,

(each, an **Exercise Price**).

(c) **Expiry Date**

Each Option expires as follows:

(i) Tranche 1 Options expire at 5:00 pm (WST) on 30 December 2024; and

(ii) Tranche 2 Options expire at 5:00pm (WST) on 30 June 2025,

(each, an **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 5 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.

(m) **Quotation**

The Company will not apply for quotation of the Options on ASX.

SCHEDULE 5 - TERMS AND CONDITIONS OF CORPORATE ADVISORY MANDATE

A summary of the key terms and conditions of the Mandate are set out below.

Term	The engagement under the Mandate commenced on 6 July 2023 and will continue for a period of at least 12 months, unless terminated earlier in accordance with the terms and conditions of the Mandate (Term).
Services	<p>Canaccord Genuity agreed to provide the following services under the Mandate:</p> <ul style="list-style-type: none"> (a) advising and assisting the Company on capital management issues; (b) reviewing and commenting on investor presentation materials, company announcements and other communications to the market; (c) assisting the Company with its market communications strategy; (d) monitoring and reviewing any unusual trading of the Company's shares; and (e) co-ordinating as required with the Company's other advisors in connection with the above, <p>(together, the Services).</p>
Fees	<ul style="list-style-type: none"> (a) In consideration for providing the Services, the Company agreed to issue Canaccord Genuity: <ul style="list-style-type: none"> (i) Tranche 1: 10,000,000 Options exercisable at \$0.45 each on or before 30 December 2024; and (ii) Tranche 2: 13,500,000 Options exercisable at \$0.55 each on or before 30 June 2025. (b) The Company agreed to reimburse Canaccord Genuity for all reasonable out-of-pocket expenses incurred in the course of its engagement, with any individual item over \$2,000 requiring written approval from the Company.
Termination	<ul style="list-style-type: none"> (c) The Mandate may be terminated by Canaccord Genuity at any time. (d) The Company may terminate the Mandate at any time following the expiration of the Term by providing Canaccord Genuity 30 days' notice in writing.

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ANNEXURE A – NOMINATION OF AUDITOR LETTER

17 April 2024

The Directors
Latin Resources Limited
Unit 3, 32 Harrogate Street
West Leederville WA 6007

I, Yugi Gouw, being a member of Latin Resources Limited (ACN 131 405 144) (**Company**), nominate Ernst & Young in accordance with section 328B(1) of the *Corporations Act 2001* (Cth) (**Act**) to fill the office of auditor of the Company.

Please distribute copies of this notice of this nomination as required by section 328B(3) of the Act.

Signed and dated 17th day of April 2024



Yours faithfully
Yugi Gouw

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LATIN RESOURCES
LIMITED
ABN 81 131 405 144

Need assistance?



Phone:
1300 850 505 (within Australia)
+61 3 9415 4000 (outside Australia)



Online:
www.investorcentre.com/contact



YOUR VOTE IS IMPORTANT

For your proxy appointment to be effective it must be received by **11:00am (AWST) on Tuesday, 28 May 2024.**

Proxy Form

How to Vote on Items of Business

All your securities will be voted in accordance with your directions.

APPOINTMENT OF PROXY

Voting 100% of your holding: Direct your proxy how to vote by marking one of the boxes opposite each item of business. If you do not mark a box your proxy may vote or abstain as they choose (to the extent permitted by law). If you mark more than one box on an item your vote will be invalid on that item.

Voting a portion of your holding: Indicate a portion of your voting rights by inserting the percentage or number of securities you wish to vote in the For, Against or Abstain box or boxes. The sum of the votes cast must not exceed your voting entitlement or 100%.

Appointing a second proxy: You are entitled to appoint up to two proxies to attend the meeting and vote on a poll. If you appoint two proxies you must specify the percentage of votes or number of securities for each proxy, otherwise each proxy may exercise half of the votes. When appointing a second proxy write both names and the percentage of votes or number of securities for each in Step 1 overleaf.

A proxy need not be a securityholder of the Company.

SIGNING INSTRUCTIONS FOR POSTAL FORMS

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

Joint Holding: Where the holding is in more than one name, all of the securityholders 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 form when you return it.

Companies: Where the company has a Sole Director who is also the Sole Company Secretary, this form must be signed by that person. If the company (pursuant to section 204A of the Corporations Act 2001) does not have a Company Secretary, a Sole Director can also sign alone. Otherwise this form must be signed by a Director jointly with either another Director or a Company Secretary. Please sign in the appropriate place to indicate the office held. Delete titles as applicable.

PARTICIPATING IN THE MEETING

Corporate Representative

If a representative of a corporate securityholder or proxy is to participate in the meeting you will need to provide the appropriate "Appointment of Corporate Representative". A form may be obtained from Computershare or online at www.investorcentre.com/au and select "Printable Forms".

Lodge your Proxy Form:

Online:

Lodge your vote online at www.investorvote.com.au using your secure access information or use your mobile device to scan the personalised QR code.

Your secure access information is

Control Number:
SRN/HIN:

For Intermediary Online subscribers (custodians) go to www.intermediaryonline.com

By Mail:

Computershare Investor Services Pty Limited
GPO Box 242
Melbourne VIC 3001
Australia

By Fax:

1800 783 447 within Australia or
+61 3 9473 2555 outside Australia



PLEASE NOTE: For security reasons it is important that you keep your SRN/HIN confidential.

You may elect to receive meeting-related documents, or request a particular one, in electronic or physical form and may elect not to receive annual reports. To do so, contact Computershare.

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Change of address. If incorrect, mark this box and make the correction in the space to the left. Securityholders sponsored by a broker (reference number commences with 'X') should advise your broker of any changes.

Proxy Form

Please mark to indicate your directions

Step 1 Appoint a Proxy to Vote on Your Behalf

I/We being a member/s of Latin Resources Limited hereby appoint

the Chairman of the Meeting **OR**

PLEASE NOTE: Leave this box blank if you have selected the Chairman of the Meeting. Do not insert your own name(s).

or failing the individual or body corporate named, or if no individual or body corporate is named, the Chairman of the Meeting, as my/our proxy to act generally at the meeting on my/our behalf and to vote in accordance with the following directions (or if no directions have been given, and to the extent permitted by law, as the proxy sees fit) at the Annual General Meeting of Latin Resources Limited to be held at 32 Harrogate Street, West Leederville, WA 6007 on Thursday, 30 May 2024 at 11:00am (AWST) and at any adjournment or postponement of that meeting.

Chairman authorised to exercise undirected proxies on remuneration related resolutions: Where I/we have appointed the Chairman of the Meeting as my/our proxy (or the Chairman becomes my/our proxy by default), I/we expressly authorise the Chairman to exercise my/our proxy on Resolutions 1, 3 and 4 (except where I/we have indicated a different voting intention in step 2) even though Resolutions 1, 3 and 4 are connected directly or indirectly with the remuneration of a member of key management personnel, which includes the Chairman.

Important Note: If the Chairman of the Meeting is (or becomes) your proxy you can direct the Chairman to vote for or against or abstain from voting on Resolutions 1, 3 and 4 by marking the appropriate box in step 2.

Step 2 Items of Business

PLEASE NOTE: If you mark the **Abstain** box for an item, you are directing your proxy not to vote on your behalf on a show of hands or a poll and your votes will not be counted in computing the required majority.

	For	Against	Abstain
Resolution 1 Adoption of Remuneration Report	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 2 Re-election of Mr Pablo Tarantini as Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 3 Approval for Issue of Performance Incentive Rights to Mr Peter Oliver	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 4 Increase in Non-Executive Remuneration Pool	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 5 Ratification of Prior Issue of Options to Canaccord Genuity	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 6 Confirmation of Appointment of Auditor	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

The Chairman of the Meeting intends to vote undirected proxies in favour of each item of business. In exceptional circumstances, the Chairman of the Meeting may change his/her voting intention on any resolution, in which case an ASX announcement will be made.

Step 3 Signature of Securityholder(s) *This section must be completed.*

Individual or Securityholder 1 Securityholder 2 Securityholder 3 / /
 Sole Director & Sole Company Secretary Director Director/Company Secretary Date

Update your communication details (Optional)

Mobile Number Email Address By providing your email address, you consent to receive future Notice of Meeting & Proxy communications electronically

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