

ANNUAL GENERAL MEETING – NOTICE & PROXY FORM

Dear Shareholder

Xantippe Resources Limited ACN 123 102 974 (ASX:XTC) (“the Company”) advises that the Annual General Meeting (“Meeting”) of shareholders will be held on Level 1, 7 Ventnor Avenue, West Perth, WA, 6005 on 29 November 2024 commencing at 2.00 pm AWST.

The Board has made the decision that it will hold a physical Meeting with the appropriate social gathering and physical distancing measures in place to comply with the Federal Government’s and State Government’s current restrictions for physical gatherings.

Please be advised that in accordance with Part 1.2AA of the Corporations Act, the Notice (“Notice”) including the Explanatory Statement will not be printed and dispatched to shareholders.

Shareholders will however be able to view online and download the Notice from the Company’s website on its ASX announcements page:

<https://xantippe.com.au/investors/asx-announcements/>

Those shareholders who receive their company communications in the post, as they have on previous occasions, will therefore receive a printed copy of this announcement and their personalised proxy form.

Conversely, shareholders who receive their communications electronically will receive an email from the Company’s share registry, Computershare Investor Services Pty Limited, with links directing them to the Notice and the online voting portal.

The Company further advises that voting on all resolutions will be conducted by a poll and encourages those shareholders who cannot attend the Meeting to lodge their proxy forms no later than 48 hours before the meeting. Any proxy voting instructions received after that time will not be valid for the Meeting.

This announcement was authorised by the Director and Company Secretary, Kevin Lynn.



Kevin Lynn
Company Secretary

30 October 2024

Notice of Annual General Meeting

XTC Lithium Limited

ACN 123 102 974

Notice of Annual General Meeting and Explanatory Memorandum

Date of Meeting: Friday, 29 November 2024

Time of Meeting: 2.00 pm AWST

Place of Meeting: Level 1, 7 Ventnor Avenue, West Perth, WA, 6005

This is an important document. Please read it carefully.

If you are unable to attend the Meeting, please complete the proxy form **enclosed** and return it in accordance with the instructions set out on that form.

With regards to the COVID-19 pandemic, the Company will adhere to all social distancing measures prescribed by government authorities at the Annual General Meeting, and Shareholders attending the Annual General Meeting will need to ensure they comply with the protocols. We are concerned for the safety and health of Shareholders, staff and advisers, so we will put in place certain measures including social distancing requirements.

In compliance with ASX guidelines, each Resolution will be decided by poll, based on proxy votes and by votes from Shareholders in attendance at the Annual General Meeting. Shareholders are strongly encouraged to vote by lodging the proxy form attached to this Notice of Meeting in accordance with the instructions set out on that form by no later than 2.00 p.m. AWST on 27 November 2024.

For personal use only

Notice of Annual General Meeting

Notice is given that an Annual General Meeting of shareholders of XTC Lithium Limited ACN 123 102 974 (Company) will be held on Level 1, 7 Ventnor Avenue, West Perth, WA, 6005, 29 November 2024 commencing at 2:00 pm AWST Agenda

Ordinary business

1. Resolution 1: Re-election of Director – Mr Juan Manuel Santos

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

“That, Mr Juan Manuel Santos who was appointed by the Board as a Director of the Company on 2 August 2022 pursuant to Article 7.6(a) of the Constitution, and being eligible, offers himself for re-election, be elected as a Director of the Company.”

2. Resolution 2: Re-election of Director – Ms Carolina Arecco

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

“That, Ms Carolina, who was appointed by the Board as a Director of the Company on 12 April 2022 pursuant to Article 7.6(a) of the Constitution, and being eligible, offers himself for re-election, be elected as a Director of the Company.”

3. General business

To consider any other business as may be lawfully put forward in accordance with the Constitution of the Company.

Notes:

- (a) Terms used in this Notice of Meeting are defined in the “Interpretation” section of the accompanying Explanatory Memorandum.
- (b) A detailed summary of the Resolution(s) is contained within the Explanatory Memorandum.

The resolution(s) at this Meeting will be voted on by poll and Shareholders who are entitled to vote may vote either prior to the Meeting by appointing a proxy or by poll during the Meeting.

By order of the board

Kevin Lynn
Company Secretary
30 October 2024

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Notice of Annual General Meeting

Proxies and representatives

Shareholders are entitled to appoint a proxy to attend and vote on their behalf. Where a shareholder is entitled to cast two or more votes at the meeting, they may appoint two proxies. Where more than one proxy is appointed, each proxy may be appointed to represent a specific proportion or number of votes the shareholder may exercise. If the appointment does not specify the proportion or number of votes each proxy may exercise, each proxy may exercise half of the votes. The proxy may, but need not, be a shareholder of the Company.

Shareholders who are a body corporate are able to appoint representatives to attend and vote at the meeting under Section 250D of the *Corporations Act 2001* (Cth). The proxy form must be signed by the shareholder or his/her attorney duly authorised in writing or, if the shareholder is a corporation, in a manner permitted by the *Corporations Act*.

The proxy form (and the power of attorney or other authority, if any, under which the proxy form is signed) or a copy or facsimile which appears on its face to be an authentic copy of the proxy form (and the power of attorney or other authority) must be deposited at, posted to, scanned and emailed or sent by facsimile transmission to the Company's share registry not less than 48 hours before the time for holding the meeting, or adjourned meeting as the case may be, at which the individual named in the proxy form proposes to vote.

If a representative of the corporation is to attend the meeting the appropriate "Certificate of Appointment of Corporate Representative" should be produced prior to admission. A form of the certificate may be obtained from the Company's share registry.

A proxy form is attached to this Notice.

Voting entitlement

For the purposes of determining voting entitlements at the Meeting, shares will be taken to be held by the persons who are registered as holding the shares at 2.00pm AWST on 27 November 2024.

Accordingly, transactions registered after that time will be disregarded in determining entitlements to attend and vote at the Meeting.

Signing instructions

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

Individual:	Where the holding is in one name, the holder must sign.
Joint Holding:	Where the holding is in more than one name, all holders must sign.
Power of Attorney:	To sign under Power of Attorney, 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 sign alone. Otherwise this form must be signed by a Director jointly with either another Director or a Company Secretary. Please indicate the office held by signing in the appropriate place.

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Notice of Annual General Meeting

1. Introduction

This Explanatory Memorandum is provided to the shareholders of XTC Lithium Limited ACN 123 102 974 (**the Company**) to explain the resolutions to be put to Shareholders at the Annual General Meeting to be held on Level 1, 7 Ventnor Avenue, West Perth, WA, 6005 on 29 November 2024 commencing at 2.00 pm AWST.

The Directors recommend Shareholders read the accompanying Notice of Meeting and this Explanatory Memorandum in full before making any decision in relation to the resolutions.

Subject to the abstentions noted below, the Directors unanimously recommend that Shareholders vote in favour of all Resolutions. The Chair of the Meeting intends to vote all available undirected proxies in favour of each resolution.

Terms used in this Explanatory Memorandum are defined in Section 12.

2. Resolution 1: Re-election of Director – Mr Juan Manuel Santos

2.1 General

Article 7.6(a) of the Constitution allows the Board to appoint any person to be a Director, either to fill a casual vacancy or as an addition to the existing Directors, and such an appointment may retire at the next general meeting of the Company and is eligible for re-election at that meeting.

Mr Santos was appointed a director on 2 August 2022 under Article 7.6(a). Accordingly, Mr Santos retires at the Meeting and seeks re-election.

2.2 Qualifications and other material directorships

Juan Manuel Santos is Director of Catamarca Operations. Juan studied the management of agro-industrial companies. He is the General Manager of Grupo Santos. A group of companies with activities in logistics, soft drinks industry, citrus producer and exporters, mining, construction and real estate. He is the President of Unaje (Argentine Chamber of Young Entrepreneurs). He has an excellent relationship with the government to help other companies to export and soft-landing. He works with communities on many projects' seeking to generate a positive impact on society. Awarded for their excellence in management by Forbes, Galicia and BBVA Banks and other institutions.

2.3 Board recommendation

The Board supports the election of Mr Santos as a Director of the Company and recommends (with Mr Santos abstaining) that Shareholders vote in favour of Resolution 1.

3. Resolution 2: Re-election of Director – Ms Carolina Arecco

3.1 General

Article 7.6(a) of the Constitution allows the Board to appoint any person to be a director, either to fill a casual vacancy or as an addition to the existing Directors, and such an appointment may retire at the next general meeting of the Company and is eligible for re-election at that meeting.

Ms Arecco was appointed a director on 12 April 2022 under Article 7.6(a). Accordingly, Ms Arecco retires at the Meeting and seeks re-election.

Notice of Annual General Meeting

3.2 Qualifications and other material directorships

Ms Arecco is an Argentinean and currently the Commercial Director of Arecco Ingenieria SA., a company with a major shareholding in Carolina Lithium Pty Ltd. In her role with Arecco, Carolina oversees the technical and commercial support offered to local and foreign companies through its extensive public and private networks. Carolina has experience working for American companies, where she has successfully opened a number of new markets, particularly in business development for markets in Argentina, Chile, and Spain. Over the past two decades, Carolina has successfully navigated political and press relationships and played a substantial role in coordinating the natural gas network in Brazil with Arecco's strategic partner, British Gas.Board.

3.3 Board recommendation

The Board supports the election of Ms Arecco as a Director of the Company and recommends (with Ms Arecco abstaining) that Shareholders vote in favour of Resolution 2.

4. General Business

To consider any other business as may be lawfully put forward in accordance with the Constitution of the Company. Specific comments relating to the Resolution(s) are set out in the Explanatory Memorandum.

5. Interpretation

Annual General Meeting means the Annual General Meeting of the Company pursuant to this Notice of Meeting.

ASX means ASX Limited ACN 008 624 691 or the Australian Securities Exchange (as applicable).

Board means the board of directors of the Company.

Company means XTC Lithium Limited ACN 123 102 974.

Constitution means the constitution of the Company from time to time.

Corporations Act means the *Corporations Act 2001 (Cth)* as amended, varied or replaced from time to time.

Director means a director of the Company.

Eligible Entity means an entity that, at the date of the relevant general meeting:

- (a) is not included in the S&P/ASX 300 Index; and
- (b) has a maximum market capitalisation (excluding restricted securities and securities quoted on a deferred settlement basis) of \$300,000,000.

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 Memorandum means this explanatory memorandum accompanying the Notice of Meeting.

Key Management Personnel has the definition given in the accounting standards as those persons having authority and responsibility for planning, directing and controlling the activities of the entity, directly and indirectly, including any director (whether executive or otherwise) of that entity.

Listing Rules means the official listing rules of the ASX as amended from time to time.

Notice of Meeting or **Notice** means the notice of meeting giving notice to shareholders of the Meeting, accompanying this Explanatory Memorandum.

Official List means the official list of the ASX.

Ordinary Resolution means a resolution passed by more than 50% of the votes cast at a general meeting of shareholders.

Notice of Annual General Meeting

Proxy Form means the proxy form accompanying the Notice of Meeting.

Resolution means a resolution proposed at the Meeting.

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

Shareholder means a holder of Shares in the Company.

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XTC Lithium Limited

ABN 56 123 102 974

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 **2:00pm (AWST) on Wednesday, 27 November 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:

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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.

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

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I/We being a member/s of XTC Lithium 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 XTC Lithium Limited to be held at Level 1, 7 Ventnor Avenue, West Perth, WA 6005 on Friday, 29 November 2024 at 2:00pm (AWST) and at any adjournment or postponement of that meeting.

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 Re-election of Director – Mr Juan Manuel Santos	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 2 Re-election of Director – Ms Carolina Arecco	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

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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 <input type="text"/>	Securityholder 2 <input type="text"/>	Securityholder 3 <input type="text"/>	/ / <input type="text"/>
Sole Director & Sole Company Secretary	Director	Director/Company Secretary	Date

Update your communication details *(Optional)*

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

Mobile Number <input type="text"/>	Email Address <input type="text"/>
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