

22 August 2025

## Notice of General Meeting and Letter to Shareholders

Liontown Resources Limited (ASX: **LTR**) (**Liontown** or the **Company**) is pleased to advise that a General Meeting will be held at the Karri Room, Parmelia Hilton Perth, 14 Mill Street, Perth, Western Australia on Tuesday, 23 September 2025 at 10am (WST).

The following documents are attached providing further details of the meeting:

- Letter to shareholders;
- Notice of General Meeting; and
- Proxy Form.

This announcement has been approved for release by the Managing Director, Tony Ottaviano.

### Further Information

#### Investors

Leanne Kite  
Investor Relations Manager  
T: +61 401 438 850  
E: [lkite@ltresources.com.au](mailto:lkite@ltresources.com.au)

#### Media

Luke Forrestal  
GRA Partners  
T: +61 411 479 144  
E: [luke.forrestal@grapartners.com.au](mailto:luke.forrestal@grapartners.com.au)

### About Liontown Resources

Liontown Resources (ASX:LTR) is a responsible battery minerals provider. With our tier-one credentials, world-class assets and strategic partners, our mission is to power a sustainable future by ensuring a reliable supply of essential minerals. We currently control two major lithium deposits in Western Australia and aim to expand our portfolio through exploration, partnerships and acquisitions. In addition, we look to participate in downstream value-adding where control of the deposit provides a strong competitive advantage. To learn more, please visit: [www.ltresources.com.au](http://www.ltresources.com.au).

Follow us on:



22 August 2025

Dear Shareholder,

**Liontown Resources Limited – General Meeting, 23 September 2025**

Liontown Resources Limited (**Company** or **Liontown**) advises that a General Meeting of the Company (**Meeting**) will be held as follows:

**Time and date:** Tuesday, 23 September 2025 at 10.00 am (WST)

**Location:** The Karri Room, Parmelia Hilton Perth, 14 Mill Street, Perth WA 6000

In accordance with Section 110D of the *Corporations Act 2001* (Cth), the Company will not be dispatching physical copies of the Notice of General Meeting (**Notice**) unless individual shareholders have made a valid election to receive documents in hard copy. A copy of the Notice, which was released to the ASX on 22 August 2025 is available for download as follows:

- On the Company's website at <https://www.ltresources.com.au/investors/asx-announcements>.
- On the ASX market announcements page at <https://www.asx.com.au> under the Company's code "LTR".
- If you have provided an email address and have elected to receive electronic communications from the Company, you will receive an email to your nominated email address with a link to an electronic copy of the Meeting materials and the voting instruction form.

A copy of your Proxy Form is enclosed for convenience.

The Company intends to hold a physical meeting. The Company will notify any changes to this by way of an announcement on the ASX and the details will also be made available on our website. The Meeting materials are important and should be read in their entirety. If you are in doubt as to the course of action you should follow, you should consult your stock broker, investment advisor, accountant, solicitor or other professional adviser.

**Shareholders who are unable to attend the meeting are encouraged to vote online at [www.investorvote.com.au](http://www.investorvote.com.au) or by lodging the personalised proxy form attached in accordance with the instructions set out on the proxy form.**

**Online Communications**

Liontown is committed to promoting positive environmental outcomes and minimising waste. To assist, we are asking all our shareholders to elect to receive communications via email rather than in printed form. 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. To do this you will need to provide a current email address.

To update your details **1.** Go online to <https://www.investorcentre.com/au>. **2.** Follow the prompts to update your information, add your e-mail address and update your 'Communications' preferences.

Clint McGhie  
Company Secretary

**Further Information**

**Investors**

Leanne Kite  
Investor Relations Manager  
T: +61 401 438 850  
E: [lkite@ltresources.com.au](mailto:lkite@ltresources.com.au)

**Media**

Luke Forrestal  
GRA Partners  
T: +61 411 479 144  
E: [luke.forrestal@grapartners.com.au](mailto:luke.forrestal@grapartners.com.au)



**Liontown Resources Limited**  
**ACN 118 153 825**

**Notice of General Meeting**

**The General Meeting of the Company will be held at the Karri Room, Parmelia Hilton Perth, 14 Mill Street, Perth, Western Australia on Tuesday, 23 September 2025 at 10am (WST)**

The Notice of General Meeting should be read in its entirety. If Shareholders are in doubt as to how to vote, they should seek advice from a suitably qualified professional advisor prior to voting.

**Should you wish to discuss any matter, please do not hesitate to contact the Company Secretary by telephone on (08) 6186 4600.**

**Shareholders are urged to attend or vote by lodging the Proxy Form attached to the Notice**

**Liontown Resources Limited**  
**ACN 118 153 825**  
**(Company)**

**Notice of General Meeting**

Notice is given that a general meeting of Liontown Resources Limited will be held at the Karri Room, Parmelia Hilton Perth, 14 Mill Street, Perth, Western Australia on Tuesday, 23 September 2025 at 10am (WST) (**Meeting**).

The Explanatory Memorandum provides additional information on matters to be considered at the Meeting. The Explanatory Memorandum and the Proxy Form form part of the Notice.

The Directors have determined that pursuant to Regulation 7.11.37 of the *Corporations Regulations 2001* (Cth) that the persons eligible to vote at the Meeting are those persons who are registered Shareholders on Sunday, 21 September 2025 at 10am (WST).

Terms and abbreviations used in the Notice are defined in Schedule 1.

**Agenda**

**1 Resolutions**

**Resolution 1 – Ratification of prior issue of Institutional Placement Shares**

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

*'That the issue of 364,406,529 Institutional Placement Shares under Listing Rule 7.1 at \$0.73 per Share is approved under and for the purposes of Listing Rule 7.4 and for all other purposes, on the terms and conditions in the Explanatory Memorandum.'*

**Resolution 2 – Approval to issue Conditional Placement Shares to Canmax**

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

*'That the issue of 47,945,205 Conditional Placement Shares at \$0.73 per Share to Canmax (or its nominee(s)) under the Conditional Placement is approved under and for the purposes of Listing Rule 7.1 and for all other purposes, on the terms and conditions in the Explanatory Memorandum'*

**Resolution 3 – Approval to issue Conditional Placement Shares to Conditional Placement Participants**

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

*'That the issue of 20,547,945 Conditional Placement Shares at \$0.73 per Share to the Conditional Placement Participants (or their respective nominee(s)) under the Conditional Placement is approved under and for the purposes of Listing Rule 7.1 and for all other purposes, on the terms and conditions in the Explanatory Memorandum'*

## 2 Voting exclusions

Pursuant to the Listing Rules, the Company will disregard any votes cast in favour of:

- (a) Resolution 1 by or on behalf of, any person who participated in the issue of the Institutional Placement Shares, or any of their respective associates;
- (b) Resolution 2 by or on behalf of any person who is expected to participate in, or who will obtain a material benefit as a result of, the proposed issue (except a benefit solely by reason of being a Shareholder) or any of their respective associates; and
- (c) Resolution 3 by or on behalf of any person who is expected to participate in, or who will obtain a material benefit as a result of, the proposed issue (except a benefit solely by reason of being a Shareholder) or any of their respective associates.

The above voting exclusion do not apply to a vote cast in favour of the relevant Resolution by:

- (a) a person as proxy or attorney for a person who is entitled to vote on the Resolution, in accordance with 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.

**BY ORDER OF THE BOARD**



Clint McGhie  
Company Secretary  
Liontown Resources Limited

Dated: 22 August 2025

**Liontown Resources Limited**  
**ACN 118 153 825**

**Explanatory Memorandum**

**1 Introduction**

The Explanatory Memorandum has been prepared for the information of Shareholders in connection with the business to be conducted at the Meeting to be held at the Karri Room, Parmelia Hilton Perth, 14 Mill Street, Perth, Western Australia on Tuesday, 23 September 2025 at 10am (WST).

The Explanatory Memorandum forms part of the Notice which should be read in its entirety. The Explanatory Memorandum contains the terms and conditions on which the Resolutions will be voted.

The Explanatory Memorandum includes information about the following to assist Shareholders in deciding how to vote on the Resolutions:

Section 2	Voting and attendance information
Section 3	Background
Section 4	Resolution 1 – Ratification of prior issue of Institutional Placement Shares
Section 5	Resolution 2 – Approval to issue Conditional Placement Shares to Canmax
Section 6	Resolution 3 – Approval to issue Conditional Placement Shares to the Conditional Placement Participants
Schedule 1	Definitions

A Proxy Form is located at the end of the Explanatory Memorandum.

**2 Voting and attendance information**

Shareholders should read the Notice including the Explanatory Memorandum carefully before deciding how to vote on the Resolutions.

**2.1 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.

**2.2 Voting by proxy**

Shareholders are encouraged to vote by completing a Proxy Form.

Lodgement of a Proxy Form will not preclude a Shareholder from attending and voting at the Meeting in person.

Lodgement instructions (which include the ability to lodge proxies electronically) are set out in the Proxy Form to the Notice of Meeting.

Proxy Forms can be lodged:

Online:	at <a href="http://www.investorvote.com.au">www.investorvote.com.au</a>
By mail:	Computershare Investor Services Pty Limited GPO Box 242 Melbourne Victoria 3001, Australia
By fax:	1800 783 447 (within Australia) +61 3 9473 2555 (outside Australia)
By mobile:	Scan the QR Code on your Proxy Form and follow the prompts
Custodian voting:	For Intermediary Online subscribers only (custodians) please visit <a href="http://www.intermediaryonline.com">www.intermediaryonline.com</a> to submit your voting intentions.

In order for your proxy to be valid, your Proxy Form (and any power of attorney under which it is signed) must be received by **10am (WST) on Sunday, 21 September 2025**. Proxies received after this time will be invalid.

### 2.3 Chair's voting intentions

The Chair intends to exercise all available proxies in favour of all Resolutions, unless the Shareholder has expressly indicated a different voting intention.

If the Chair is appointed as your proxy (or the Chair is appointed by default) and you have not specified the way the Chair is to vote on any of the Resolutions by signing and returning the Proxy Form, you are considered to have provided the Chair with an express authorisation for the Chair to vote the proxy in accordance with the Chair's intention.

## 3 Background

On 7 August 2025, the Company announced a fully underwritten institutional placement to raise approximately \$266 million (before costs) (**Institutional Placement**) through the issue of 364,406,529 new Shares to institutional investors at an issue price of \$0.73 per Share pursuant to the Company's existing Listing Rule 7.1 capacity (**Institutional Placement Shares**). The Institutional Placement Shares were issued on 13 August 2025.

On 8 August 2025, the Company announced a non-underwritten conditional placement to raise \$50 million (before costs) in addition to the Institutional Placement (**Conditional Placement**) through the issue of 68,493,150 new Shares to Canmax Technologies Co., Ltd. (**Canmax**) alongside other institutional investors at \$0.73 per Share (**Conditional Placement Shares**) as follows:

- (a) 47,945,205 Conditional Placement Shares to Canmax (or its nominee(s)) to raise \$35 million; and
- (b) 20,547,945 Conditional Placement Shares to the Conditional Placement Participants (or their respective nominees) to raise \$15 million,

(together with the Institutional Placement, the **Placement**).

UBS, Bell Potter and Argonaut acted as joint bookrunners and joint lead managers to the Institutional Placement (**Joint Lead Managers**) and UBS, Bell Potter and APCF acted as

several underwriters to the Institutional Placement (each an **Underwriter** and together the **Underwriters**).

Liontown has agreed to pay the Joint Lead Managers, in their Respective Proportions, a management fee of 1.0% of the funds raised under the Placement excluding the funds received from the National Reconstruction Fund Corporation (**NRFC**). Liontown may determine, in its sole discretion to pay an incentive of up to 0.5% of the funds raised under the Institutional Placement, excluding the funds received from the NRFC, to the Joint Lead Managers in such proportion determined by Liontown. Liontown has agreed to pay the Underwriters, in their Respective Proportions, an underwriting fee of 2% of the funds raised under the Institutional Placement, excluding the funds received from the NRFC.

In addition to the Placement, the Company announced on 7 August 2025 a non-underwritten share purchase plan to eligible shareholders in Australia and New Zealand to raise up to a further \$20 million (**SPP**).

Funds raised from the Placement and SPP will be used to fortify the Company's balance sheet, provide a prudent liquidity buffer during a period of lower prices, support the ramp up and underground transition of the Kathleen Valley Lithium Operation and fund general corporate purposes and transaction costs.

For further details of the Placement and SPP, please refer to the Company's announcements dated 7 August 2025 and 8 August 2025.

## **4 Resolution 1 – Ratification of prior issue of Institutional Placement Shares**

### **4.1 General**

Details of the Institutional Placement are outlined in Section 3.

Resolution 1 seeks Shareholder approval to ratify the issue of Institutional Placement Shares under and for the purposes of Listing Rule 7.4.

### **4.2 Listing Rules 7.1 and 7.4**

Broadly speaking, and subject to a number of exceptions, Listing Rule 7.1 limits the amount of Equity Securities that 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 period.

The issue of the Institutional Placement Shares does not fit within any of these exceptions and, as it has not yet been approved by Shareholders, it effectively uses up 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 issue of the Institutional Placement Shares.

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

The Company wishes to retain as much flexibility as possible to issue additional Equity Securities into the future without having to obtain Shareholder approval for such issues under Listing Rule 7.1.

To this end, Resolution 1 seeks shareholder approval for the ratification of the issue of Institutional Placement Shares under and for the purposes of Listing Rule 7.4.



If Resolution 1 is passed, the issue of Institutional Placement Shares will be excluded in calculating the Company's 15% limit in Listing Rule 7.1, effectively increasing the number of Equity Securities it can issue without Shareholder approval over the next 12-month period following the issue of the Institutional Placement Shares.

If Resolution 1 is not passed, the issue of Institutional Placement Shares will be included in calculating the Company's 15% limit in Listing Rule 7.1, effectively decreasing the number of Equity Securities the Company can issue or agree to issue without shareholder approval over the next 12 month period following the date the Institutional Placement Shares were issued.

#### **4.3 Specific information required by Listing Rule 7.5**

Under and for the purposes of Listing Rule 7.5, the following information is provided in relation to the issue of the Institutional Placement Shares:

- (a) the Institutional Placement Shares were issued to the Institutional Placement Participants, being sophisticated and professional investors, to whom a disclosure document does not need to be provided under the Corporations Act and none of whom is a Material Investor;
- (b) a total of 364,406,529 Institutional Placement Shares were issued within the 15% annual limit permitted under Listing Rule 7.1;
- (c) the Institutional Placement Shares are fully paid ordinary shares in the capital of the Company and rank equally in all respects with the Company's existing Shares on issue;
- (d) the Institutional Placement Shares were issued on 13 August 2025;
- (e) the Institutional Placement Shares were issued at \$0.73 per Share;
- (f) the proceeds from the issue of the Institutional Placement Shares will be used for the same purposes as all other funds raised under the Placement (as set out in Section 3);
- (g) there are no other material terms to the agreements for the issue of the Institutional Placement Shares; and
- (h) a voting exclusion statement is included in the Notice.

#### **4.4 Board recommendation**

The Board recommends that Shareholders vote in favour of Resolution 1 for the reasons set out above.

Resolution 1 is an ordinary resolution.

### **5 Resolution 2 – Approval to issue Conditional Placement Shares to Canmax**

#### **5.1 General**

Details of the Conditional Placement are outlined in Section 3.

Resolution 2 seeks the approval of Shareholders for the issue of 47,945,205 Conditional Placement Shares to Canmax (or its nominee(s)) under and for the purposes of Listing Rule 7.1.

#### **5.2 Listing Rule 7.1**

A summary of Listing Rule 7.1 is contained in Section 4.2 above.

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

To this end, Resolution 2 seeks the required Shareholder approval to the issue of 47,945,205 Conditional Placement Shares to Canmax (or its nominee(s)) under and for the purposes of Listing Rule 7.1.

If Resolution 2 is passed, the Company will be able to proceed with the issue and raise \$35 million for the purposes outlined in Section 3. In addition, the issue will be excluded from the calculation of the number of Equity Securities that the Company can issue without Shareholder approval under Listing Rule 7.1.

If Resolution 2 is not passed, the Company will not be able to proceed with the issue under the current terms of the Conditional Placement.

### 5.3 Specific information required by Listing Rule 7.3

Under and for the purposes of Listing Rule 7.3, the following information is provided in relation to the proposed issue of the Conditional Placement Shares:

- (a) the Conditional Placement Shares will be issued to Canmax (or its nominee(s));
- (b) a maximum of 47,945,205 Conditional Placement Shares are to be issued under this Resolution 2;
- (c) the Conditional Placement Shares will be issued as fully paid ordinary shares in the capital of the Company and will rank equally in all respects with the Company's existing Shares on issue;
- (d) the Conditional Placement Shares will be issued to Canmax (or its nominee(s)) no later than three months 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 intended they be issued on 26 September 2025;
- (e) the Conditional Placement Shares will be issued at \$0.73 per Share;
- (f) the proceeds from the issue of the Conditional Placement Shares will be used for the same purposes as all other funds raised under the Placement (as set out in Section 3);
- (g) there are no additional material terms with respect to the subscription agreement for the issue of the Conditional Placement Shares to Canmax (**Subscription Agreement**) other than that settlement of the issue will not proceed unless the following conditions are fulfilled or waived under the Subscription Agreement:
  - (i) Canmax obtaining any applicable PRC Registrations; and
  - (ii) the Company obtaining Shareholder approval for the issue of the Conditional Placement Shares under Listing Rule 7.1,by 30 October 2025 (or such other date as the parties agree);
- (h) a voting exclusion statement is included in the Notice.

### 5.4 Board recommendation

The Board recommends that Shareholders vote in favour of Resolution 2.

Resolution 2 is an ordinary resolution.

## **6 Resolution 3 – Approval to issue Conditional Placement Shares to the Conditional Placement Participants**

### **6.1 General**

Details of the Conditional Placement are outlined in Section 3.

Resolution 3 seeks the approval of Shareholders for the issue of 20,547,945 Conditional Placement Shares to the Conditional Placement Participants (or their respective nominee(s)) under and for the purposes of Listing Rule 7.1.

### **6.2 Listing Rule 7.1**

A summary of Listing Rule 7.1 is contained in Section 4.2 above.

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

To this end, Resolution 3 seeks the required Shareholder approval to the issue of 20,547,945 Conditional Placement Shares to the Conditional Placement Participants (or their respective nominee(s)) under and for the purposes of Listing Rule 7.1.

If Resolution 3 is passed, the Company will be able to proceed with the issue and raise \$15 million for the purposes outlined in Section 3. In addition, the issue will be excluded from the calculation of the number of Equity Securities that the Company can issue without Shareholder approval under Listing Rule 7.1.

If Resolution 3 is not passed, the Company will not be able to proceed with the issue under the current terms of the Conditional Placement.

### **6.3 Specific information required by Listing Rule 7.3**

Under and for the purposes of Listing Rule 7.3, the following information is provided in relation to the proposed issue of the Conditional Placement Shares:

- (a) the Conditional Placement Shares will be issued to the Conditional Placement Participants, being sophisticated and professional investors, to whom a disclosure document does not need to be provided under the Corporations Act and none of whom is a Material Investor (or their respective nominee(s));
- (b) a maximum of 20,547,945 Conditional Placement Shares are to be issued under this Resolution 3;
- (c) the Conditional Placement Shares will be issued as fully paid ordinary shares in the capital of the Company and will rank equally in all respects with the Company's existing Shares on issue;
- (d) the Conditional Placement Shares will be issued to the Conditional Placement Participants (or their respective nominee(s)) no later than three months 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 intended they be issued on 26 September 2025;
- (e) the Conditional Placement Shares will be issued at \$0.73 per Share;
- (f) the proceeds from the issue of the Conditional Placement Shares will be used for the same purposes as all other funds raised under the Placement (as set out in Section 3);
- (g) there are no additional material terms with respect to the agreements for the issue of the Conditional Placement Shares; and

- (h) a voting exclusion statement is included in the Notice.

#### **6.4 Board recommendation**

The Board recommends that Shareholders vote in favour of Resolution 3.

Resolution 3 is an ordinary resolution.

## Schedule 1 Definitions

In the Notice, words importing the singular include the plural and vice versa.

<b>\$ or A\$</b>	means Australian Dollars.
<b>APCF</b>	means Argonaut PCF Limited (ABN 18 099 761 547)
<b>Argonaut</b>	means Argonaut Securities Pty Limited (ABN 72 108 330 650)
<b>ASX</b>	means the ASX Limited ACN 008 624 691 and, where the context permits, the Australian Securities Exchange operated by ASX Limited.
<b>Bell Potter</b>	means Bell Potter Securities Limited (ABN 25 006 390 772).
<b>Board</b>	means the board of Directors.
<b>Canmax</b>	means Canmax Technologies Co., Ltd.
<b>Chair</b>	means the person appointed to chair the Meeting of the Company convened by the Notice.
<b>Company</b>	means Lontown Resources Limited ACN 118 153 825.
<b>Conditional Placement</b>	has the meaning given in Section 3.
<b>Conditional Placement Participants</b>	means the participants in the Conditional Placement (other than Canmax), being sophisticated and professional investors, to whom a disclosure document does not need to be provided under the Corporations Act and none of whom is a Material Investor.
<b>Conditional Placement Shares</b>	has the meaning given in Section 3.
<b>Corporations Act</b>	means the <i>Corporations Act 2001</i> (Cth).
<b>Director</b>	means a director of the Company.
<b>Equity Securities</b>	has the same meaning as in the Listing Rules.
<b>Explanatory Memorandum</b>	means the explanatory memorandum which forms part of the Notice.
<b>Institutional Placement</b>	has the meaning given in Section 3.
<b>Institutional Placement Participants</b>	means the participants in the Institutional Placement, being sophisticated and professional investors, to whom a disclosure document does not need to be provided under the Corporations Act and none of whom is a Material Investor.
<b>Institutional Placement Shares</b>	has the meaning given in Section 3.
<b>Joint Lead Managers</b>	means UBS, Bell Potter and Argonaut.
<b>Key Management Personnel</b>	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.

<b>Listing Rules</b>	means the listing rules of ASX.
<b>Material Investor</b>	means, in relation to the Company: <ul style="list-style-type: none"> <li>(a) a related party;</li> <li>(b) Key Management Personnel;</li> <li>(c) a substantial Shareholder;</li> <li>(d) an advisor; or</li> <li>(e) an associate of the above,</li> </ul> who received Shares which constituted more than 1% of the Company's issued capital at the time of issue.
<b>Meeting</b>	has the meaning given in the introductory paragraph of the Notice.
<b>Notice</b>	means this notice of general meeting.
<b>Option</b>	means an option to acquire a Share.
<b>Placement</b>	means the Institutional Placement and the Conditional Placement.
<b>PRC</b>	the People Republic of China, excluding the Hong Kong Special Administrative Region, the Macao Special Administrative Region and Taiwan.
<b>PRC Registrations</b>	means any registration, filing, or approval required to be made under PRC law to enable Canmax to legally subscribe for and hold shares in the Company and make payment of the subscription amount under the Conditional Placement to the Company, including the registrations, filings or approvals with respect to outward direct investment from the National Development and Reform Commission or its local counterparts, the Ministry of Commerce or its local counterparts, and the State Administration of Foreign Exchange or its local counterparts.
<b>Proxy Form</b>	means the proxy form to the Notice.
<b>Respective Proportions</b>	means: <ul style="list-style-type: none"> <li>(a) UBS, 40%;</li> <li>(b) Bell Potter, 30%; and</li> <li>(c) APCF (or Argonaut, where the context requires), 30%.</li> </ul>
<b>Resolution</b>	means a resolution referred to in the Notice.
<b>Schedule</b>	means a schedule to the Notice.
<b>Section</b>	means a section of the Explanatory Memorandum.
<b>Share</b>	means a fully paid ordinary share in the capital of the Company.
<b>Shareholder</b>	means the holder of a Share.
<b>SPP</b>	means the non-underwritten share purchase plan to raise up to A\$20 million, as announced on 7 August 2025.
<b>UBS</b>	UBS Securities Australia Limited (ABN 62 008 586 481).
<b>Underwriters</b>	means UBS, Bell Potter and APCF.
<b>WST</b>	means Western Standard Time, being the time in Perth, Western Australia.

## Need assistance?



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



**Online:**  
[www.investorcentre.com/contact](http://www.investorcentre.com/contact)



## YOUR VOTE IS IMPORTANT

For your proxy appointment to be effective it must be received by **10am (WST) on Sunday, 21 September 2025.**

# 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](http://www.investorcentre.com/au) and select "Printable Forms".

## Lodge your Proxy Form:

### Online:

Lodge your vote online at [www.investorvote.com.au](http://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: 187927**

**SRN/HIN:**

For Intermediary Online subscribers (custodians) go to [www.intermediaryonline.com](http://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

I/We being a member/s of Liontown 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 General Meeting of Liontown Resources Limited to be held at the Karri Room, Parmelia Hilton Perth, 14 Mill Street, Perth, Western Australia on Tuesday, 23 September 2025 at 10am (WST) 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	Ratification of prior issue of Institutional Placement Shares	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 2	Approval to issue Conditional Placement Shares to Canmax	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 3	Approval to issue Conditional Placement Shares to Conditional Placement Participants	<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

Sole Director & Sole Company Secretary

Securityholder 2

Director

Securityholder 3

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