

Dear Shareholder,

## ANNUAL GENERAL MEETING – NOTICE OF MEETING AND PROXIES

Notice is given that the Annual General Meeting (**Meeting**) of Shareholders of Lindian Resources Limited (ACN 090 772 222) (**Company**) will be held as follows:

**Time and date:** 9:00am (AWST) on Monday, 10 November 2025

**In-person:** Level 16, 240 St Georges Terrace, Perth, Western Australia 6000

### Notice of Meeting

In accordance with the *Corporations Act 2001* (Cth) the Company will not be dispatching physical copies of the Notice of Meeting unless the shareholder has made a valid election to receive documents in hard copy.

Instead, the Notice of Meeting and accompanying explanatory statement (**Meeting Materials**) are being made available to shareholders electronically and can be viewed and downloaded from:

- the Company's website at <https://www.lindianresources.com.au/> and
- the ASX market announcements page under the Company's code "LIN".

If you have nominated an email address and have elected to receive electronic communications from the Company, you will also receive an email to your nominated email address with a link to an electronic copy of the Notice of Meeting.

### Voting at the Meeting or by proxy

Shareholders are encouraged to vote by lodging a Proxy Form.

The Directors instruct all Shareholders who would like to have their vote counted by lodging a Proxy Form prior to 9:00am (AWST) on Saturday, 8 November 2025 (**Proxy Cut-Off Time**).

Shareholders are strongly urged to vote by lodging a Proxy Form prior to the Meeting.

Proxy Forms can be lodged:

- **Online:** <https://investor.automic.com.au/#/loginsah>
- **By mail:** Automic, GPO Box 5193, Sydney NSW 2001
- **In-person:** Automic, Level 5, 126 Phillip Street, Sydney NSW 2000
- **By email:** [meetings@automicgroup.com.au](mailto:meetings@automicgroup.com.au)
- **By fax:** +61 2 8583 3040
- **By mobile:** Scan the QR Code on your Proxy Form and follow the prompts

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 the Proxy Cut-Off Time. **Proxies received after this time will be invalid.**

The Meeting Materials should be read in their entirety. If shareholders are in doubt as to how they should vote, they should seek advice from their professional advisers prior to voting.

Authorised for release by:

**Ben Donovan**

**Company Secretary**

**Lindian Resources Limited**

This announcement is authorised for release to the ASX by the Board.

For further information, please contact:

Robert Martin | Executive Chairman  
[robert.martin@lindianresources.com.au](mailto:robert.martin@lindianresources.com.au)

Teck Lim | Chief Financial Officer  
[teck.lim@lindianresources.com.au](mailto:teck.lim@lindianresources.com.au)

Hannah Murphy | Corporate Development  
& IR Manager  
[hannah.murphy@lindianresources.com.au](mailto:hannah.murphy@lindianresources.com.au)



**Lindian Resources Limited**  
**ACN 090 772 222**

## **Notice of Annual General Meeting**

**The Annual General Meeting of the Company will be held as follows:**

**Time and date:** 9:00am (AWST) on Monday, 10 November 2025

**In-person:** Level 16, 240 St Georges Terrace, Perth, Western Australia

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

**Should you wish to discuss any matter, please do not hesitate to contact the Company Secretary on +61 0401 248 048**

**Shareholders are urged to vote by lodging the Proxy Form made available with this Notice**

**Lindian Resources Limited**  
**ACN 090 772 222**  
**(Company)**

**Notice of Annual General Meeting**

Notice is hereby given that the annual general meeting of Shareholders of Lindian Resources Limited (ACN 090 772 222) will be held at Level 16, 240 St Georges Terrace, Perth Western Australia on Monday, 10 November 2025 at 9:00am (AWST) (**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 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 as Shareholders on Saturday, 8 November 2025 at 4.00pm (AWST).

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

**Agenda**

**1 Annual Report**

To consider the Annual Report of the Company and its controlled entities for the financial year ended 30 June 2025, which includes the Financial Report, the Directors' Report and the Auditor's Report.

**Note:** there is no requirement for Shareholders to approve the Annual Report.

**2 Resolutions**

**Resolution 1 – Remuneration Report**

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

*'That, the Remuneration Report be adopted by Shareholders, on the terms and conditions in the Explanatory Memorandum.'*

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

**Resolution 2 – Spill Resolution**

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

*'That, in accordance with section 250V(1) of the Corporations Act and for all other purposes,*

Shareholders approve the following:

- (a) the Company holding another meeting of Shareholders within 90 days of this Meeting (**Spill Meeting**);
- (b) all Vacating Directors cease to hold office immediately before the end of the Spill Meeting; and
- (c) resolutions to appoint persons to offices that will be vacated pursuant to Resolution 2(b) being put to the vote at the Spill Meeting,

on the terms and conditions in the Explanatory Memorandum.'

**Note:** if less than 25% of the votes cast on Resolution 1 are voted against adoption of the Remuneration Report, the Chair will withdraw this Resolution.

### **Resolution 3 – Election of Director – Robert Martin**

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

*'That, Robert Martin, who retires in accordance with clause 14.4 of the Constitution, Listing Rule 14.4 and for all other purposes, retires and, being eligible and offering himself for election, is elected as a Director, on the terms and conditions in the Explanatory Memorandum.'*

### **Resolution 4 – Election of Director – Zekai (Zac) Komur**

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

*'That, Zekai (Zac) Komur, who retires in accordance with clause 14.4 of the Constitution, Listing Rule 14.4 and for all other purposes, retires and, being eligible and offering himself for election, is elected as a Director, on the terms and conditions in the Explanatory Memorandum.'*

### **Resolution 5 – Re-election of Director – Yves Occello**

*'That, Yves Occello, who retires in accordance with clause 14.2(b) of the Constitution, Listing Rule 14.5 and for all other purposes, retires and, being eligible and offering himself for re-election, is re-elected as a Director, on the terms and conditions in the Explanatory Memorandum.'*

### **Resolution 6 – Re-election of Director – Park (Zuliang) Wei**

*'That, Park (Zuliang) Wei, who retires in accordance with clause 14.2(b) of the Constitution, Listing Rule 14.5 and for all other purposes, retires and, being eligible and offering himself for re-election, is re-elected as a Director, on the terms and conditions in the Explanatory Memorandum.'*

## **Resolution 7 – Approval of Employee Securities Incentive Plan**

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

*‘That, pursuant to and in accordance with exception 13(b) of Listing Rule 7.2 and for all other purposes, Shareholders approve the new employee incentive scheme of the Company known as the “Lindian Resources Limited Employee Securities Incentive Plan” (**Plan**) and the issue of up to a maximum number of 171,000,000 Equity Securities under the Plan over a period of up to three years from the date of the Meeting, on the terms and conditions in the Explanatory Memorandum.’*

## **Resolution 8 – Approval of potential termination benefits under the Plan**

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

*‘That, for a period commencing from the date this Resolution is passed and ending upon the expiry of all Securities issued or to be issued under the Plan, approval be given for all purposes including Part 2D.2 of the Corporations Act for the giving of benefits to any current or future person holding a managerial or executive office of the Company or a related body corporate in connection with that person ceasing to hold such office, on the terms and conditions in the Explanatory Memorandum.’*

## **Resolution 9 – Approval to issue Director Performance Rights to Robert Martin and Zekai (Zac) Komur**

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

*‘That, pursuant to and in accordance with Listing Rule 10.14, and for all other purposes, Shareholders approve the issue of up to 16,000,000 Director Performance Rights as follows:*

- (a) *up to 9,000,000 Director Performance Rights to Robert Martin; and*
- (b) *up to 7,000,000 Director Performance Rights to Zekai (Zac) Komur,*

*(or their respective nominee/s) under the Plan, on the terms and conditions in the Explanatory Memorandum.’*

## **Resolution 10 – Ratification of issue of Lelouma Consideration Shares**

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

*‘That, pursuant to and in accordance with Listing Rule 7.4 and for all other purposes, Shareholders ratify the issue of 20,000,000 Lelouma Consideration Shares issued under Listing Rule 7.1, on the terms and conditions in the Explanatory Statement.’*

### 3 Voting prohibitions

**Resolution 1:** In accordance with sections 250BD and 250R of the Corporations Act, a vote on this Resolution must not be cast (in any capacity) by or on behalf of a member of the Key Management Personnel details of whose remuneration are included in the Remuneration Report, or a Closely Related Party of such a member.

A vote may be cast by such person if the vote is not cast on behalf of a person who is excluded from voting on this Resolution, and:

- (a) the person 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 does not specify the way the proxy is to vote on this Resolution, but expressly authorises the Chair to exercise the proxy even if this Resolution is connected with the remuneration of a member of the Key Management Personnel.

**Resolution 2:** In accordance with sections 250BD, 250R and 250V of the Corporations Act, a vote on this Resolution must not be cast (in any capacity) by or on behalf of a member of the Key Management Personnel details of whose remuneration are included in the Remuneration Report, or a Closely Related Party of such a member.

A vote may be cast by such person if the vote is not cast on behalf of a person who is excluded from voting on this Resolution, and:

- (a) the person 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 does not specify the way the proxy is to vote on this Resolution, but expressly authorises the Chair to exercise the proxy even if this Resolution is connected with the remuneration of a member of the Key Management Personnel.

**Resolution 7:** in accordance with section 250BD of the Corporations Act, a person appointed as a proxy must not vote, on the basis of that appointment, on the relevant Resolution if:

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

However, the above prohibition does not apply if:

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

**Resolution 8:** In accordance with section 250BD of the Corporations Act, a person appointed as a proxy must not vote, on the basis of that appointment, on the Resolution if:

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

However, the above prohibition does not apply if:

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

Further, in accordance with section 200E(2A) of the Corporations Act, a vote on this Resolution must not be cast by any participants or potential participants in the Plan and their associates, otherwise the benefit of this Resolution will be lost by such a person in relation to that person's future retirement.

However, a vote may be cast by such a person if:

- (a) the person is appointed as proxy by writing that specifies the way the proxy is to vote on the Resolution; and
- (b) it is not cast on behalf of the person or an associate of the person.

**Resolution 9(a) and (b):** In accordance with section 250BD of the Corporations Act, a person appointed as a proxy must not vote, on the basis of that appointment, on the Resolution if:

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

However, the above prohibition does not apply if:

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

## 4 Voting exclusions

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

- (a) **Resolution 7:** by or on behalf of a person who is eligible to participate in the Plan, or any of their respective associates.
- (b) **Resolution 9(a):** by or on behalf of Robert Martin (or his nominee/s), and any other person referred to in Listing Rule 10.14.1, 10.14.2 or 10.14.3 who is eligible to participate in the Plan, or any of their respective associates.
- (c) **Resolution 9(b):** by or on behalf of Zekai (Zac) Komur (or his nominee/s), and any other person referred to in Listing Rule 10.14.1, 10.14.2 or 10.14.3 who is eligible to participate in the Plan, or any of their respective associates.



- (d) **Resolution 10:** by or on behalf of Sarmin Group Inc., Kanberra Resources Limited, Marc Senges, Geo-Mines Pte. Ltd., and Ropa Investments (Gibraltar) Limited, and any other person who participated in the issue of those Lelouma Consideration Shares, or any of their respective associates, or their nominees.

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

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



**Ben Donovan**  
**Company Secretary**  
**Lindian Resources Limited**  
Dated: 8 October 2025

**Lindian Resources Limited  
ACN 090 772 222  
(Company)**

**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 Level 16, 240 St Georges Terrace, Perth, Western Australia on Monday, 10 November 2025 at 9:00am (AWST).

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 the following information to assist Shareholders in deciding how to vote on the Resolutions:

Section 2	Action to be taken by Shareholders
Section 3	Annual Report
Section 4	Resolution 1 – Remuneration Report
Section 5	Resolution 2 – Spill Resolution
Section 6	Resolution 3 and Resolution 4 – Election of Director – Robert Martin and Zekai (Zac) Komur
Section 7	Resolution 5 and Resolution 6 – Re-election of Director – Yves Occello and Park (Zuliang) Wei
Section 8	Resolution 7 – Approval of Employee Securities Incentive Plan
Section 9	Resolution 8 – Approval of potential termination benefits under the Plan
Section 10	Resolution 9 – Approval to issue Director Performance Rights to Robert Martin and Zekai (Zac) Komur
Section 11	Resolution 10 – Ratification of issue of Lelouma Consideration Shares
Schedule 1	Definitions
Schedule 2	Summary of material terms and conditions of Plan
Schedule 3	Terms and conditions of Director Performance Rights
Schedule 4	Valuation of Director Performance Rights

## 2. Action to be taken by Shareholders

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 on the date and at the place set out above.

### 2.2 Voting by a corporation

A Shareholder that is a corporation may appoint an individual to act as its representative and vote in person at the Meeting. The appointment must comply with the requirements of section 250D of the Corporations Act. The representative should bring to the Meeting evidence of his or her appointment, including any authority under which it is signed.

### 2.3 Voting by proxy

A Proxy Form is made available with this Notice. This is to be used by Shareholders if they wish to appoint a representative (a 'proxy') to vote in their place. All Shareholders are invited and encouraged to attend the Meeting or, if they are unable to attend in person, sign and return the Proxy Form to the Company in accordance with the instructions thereon. Lodgement of a Proxy Form will not preclude a Shareholder from attending and voting at the Meeting in person.

Please note that:

- (a) a member of the Company entitled to attend and vote at the Meeting is entitled to appoint a proxy;
- (b) a proxy need not be a member of the Company; and
- (c) a member of the Company entitled to cast two or more votes may appoint two proxies and may specify the proportion or number of votes each proxy is appointed to exercise, but where the proportion or number is not specified, each proxy may exercise half of the votes.

The available Proxy Form provides further details on appointing proxies and lodging Proxy Forms.

Section 250BB(1) of the Corporations Act provides that an appointment of a proxy may specify the way the proxy is to vote on a particular resolution and, if it does:

- (a) the proxy need not vote on a show of hands, but if the proxy does so, the proxy must vote that way (i.e. as directed);
- (b) if the proxy has 2 or more appointments that specify different ways to vote on the resolution – the proxy must not vote on a show of hands;
- (c) if the proxy is the Chair of the meeting at which the resolution is voted on – the proxy must vote on a poll, and must vote that way (i.e. as directed); and
- (d) if the proxy is not the Chair – the proxy need not vote on the poll, but if the proxy does so, the proxy must vote that way (i.e. as directed).

Section 250BC of the Corporations Act provides that, if:

- (a) an appointment of a proxy specifies the way the proxy is to vote on a particular resolution at a meeting of the Company's members;
- (b) the appointed proxy is not the chair of the meeting;
- (c) at the meeting, a poll is duly demanded, or is otherwise required under section 250JA on the resolution; and
- (d) either the proxy is not recorded as attending the meeting or the proxy does not vote on the resolution,

the Chair of the meeting is taken, before voting on the resolution closes, to have been appointed as the proxy for the purposes of voting on the resolution at the meeting.

Proxy Forms can be lodged:

- **Online:** <https://investor.automic.com.au/#/loginsah>
- **By mail:** Automic, GPO Box 5193, Sydney NSW 2001
- **In-person:** Automic, Level 5, 126 Phillip Street, Sydney NSW 2000
- **By email:** [meetings@automicgroup.com.au](mailto:meetings@automicgroup.com.au)
- **By fax:** +61 2 8583 3040
- **By mobile:** Scan the QR Code on your Proxy Form and follow the prompts

Completed Proxy Forms must be received by the Company/Share Registry by 9:00am (AWST) on Saturday, 8 November 2025.

## 2.4 Chair's voting intentions

If the Chair is your proxy, either by appointment or by default, and you have not indicated your voting intention, you expressly authorise the Chair to exercise the proxy in respect of Resolution 1, Resolution 2, Resolution 7, Resolution 8 and Resolution 9(a) and (b), even though these Resolutions are connected directly or indirectly with the remuneration of the Company's Key Management Personnel.

Except for Resolution 2, the Chair intends to exercise all available proxies in favour of all Resolutions, unless the Shareholder has expressly indicated a different voting intention. In exceptional circumstances, the Chair of the Meeting may change their voting intention on any Resolution, in which case an ASX announcement will be made. The Chair intends to vote against Resolution 2.

## 2.5 Submitting questions

Shareholders may submit questions in advance of the Meeting to the Company. Questions must be submitted by emailing the Company Secretary at [bdonovan@arguscorp.com.au](mailto:bdonovan@arguscorp.com.au) by no later than five business days before the Meeting.

The Chair will attempt to respond to the questions during the Meeting. The Chair will request prior to a Shareholder asking a question that they identify themselves (including the entity name of their shareholding and the number of Shares they hold).

## 3. Annual Report

In accordance with section 317 of the Corporations Act, Shareholders will be offered the opportunity to discuss the Annual Report, including the Financial Report, the Directors' Report and the Auditor's Report for the financial year ended 30 June 2025.

There is no requirement for Shareholders to approve the Annual Report.

At the Meeting, Shareholders will be offered the opportunity to:

- (a) discuss the Annual Report which is available online at <https://www.lindianresources.com.au/>;
- (b) ask questions about, or comment on, the management of the Company; and
- (c) ask the auditor questions about the conduct of the audit and the preparation and content of the Auditor's Report.

In addition to taking questions at the Meeting, written questions to the Chair about the management of the Company, or to the Company's auditor about:

- (a) the preparation and content of the Auditor's Report;
- (b) the conduct of the audit;
- (c) accounting policies adopted by the Company in relation to the preparation of the financial statements; and
- (d) the independence of the auditor in relation to the conduct of the audit,

may be submitted no later than five business days before the Meeting to the Company Secretary at the Company's registered office.

The Company will not provide a hard copy of the Company's Annual Report to Shareholders unless specifically requested to do so.

## 4. Resolution 1 – Remuneration Report

### 4.1 General

In accordance with section 250R(2) of the Corporations Act, the Company must put the Remuneration Report to the vote of Shareholders. The Directors' Report for the year ended 30 June 2025 in the 2025 Annual Report contains the Remuneration Report which sets out the remuneration policy for the Company and the remuneration arrangements in place for the executive Directors, specified executives and non-executive Directors.

In accordance with section 250R(3) of the Corporations Act, the vote on the Remuneration Report is advisory only and does not bind the Directors. If Resolution 1 is not passed, the Directors will not be required to alter any of the arrangements in the Remuneration Report.

If the Company's Remuneration Report receives a 'no' vote of 25% or more (**Strike**) at two consecutive annual general meetings, Shareholders will have the opportunity to remove the whole Board, except the managing director (if any).

Where a resolution on the Remuneration Report receives a Strike at two consecutive annual general meetings, the Company will be required to put to Shareholders at the second annual general meeting a resolution on whether another meeting should be held (within 90 days) at which all Directors (other than the managing director, if any) who were in office at the date of approval of the applicable Directors' Report must stand for re-election.

The Company's Remuneration Report received a Strike at the 2024 annual general meeting. If the Remuneration Report receives a Strike at this Meeting, Shareholders should be aware that this may result in the re-election of the Board (excluding the Managing Director, if any) pursuant to Resolution 2.

The Chair will allow a reasonable opportunity for Shareholders as a whole to ask about, or make comments on the Remuneration Report.

#### 4.2 **Additional information**

Resolution 1 is an ordinary resolution.

Given the personal interests of all Directors in the outcome of this Resolution, the Board declines to make a recommendation to Shareholders regarding this Resolution.

### 5. **Resolution 2 – Spill Resolution**

#### 5.1 **General**

If less than 25% of the votes cast on Resolution 1 are voted against adoption of the Remuneration Report, the Chair will withdraw this Resolution. Section 250V(1) of the Corporations Act requires Resolution 2 to be put to vote as set out in Section 4.1.

If more than 50% of Shareholders vote in favour of this Resolution 2, the Company must convene a Spill Meeting within 90 days of this Meeting. All of the Directors who were in office when the relevant Directors' Report was approved, other than the Managing Director (if any), cease to hold office immediately before the end of the Spill Meeting. Resolutions to appoint persons to offices that will be vacated immediately before the end of the Spill Meeting will be put to the vote at the Spill Meeting.

Shareholders should be aware that the convening of a spill meeting will result in the Company incurring material additional expense in conducting a meeting (including legal, printing, mail out and registry costs) as well as potential disruption to its focus on core business operations as a result of management distraction, the time involved in organising such a meeting and the diversion of resources.

Moreover, Shareholders should note that there are no voting exclusions applicable to resolutions appointing Directors at any subsequent meeting of Shareholders. This would mean there is no barrier to the existing major Shareholders of the Company exercising their voting rights to reappoint the existing Directors of the Company without any changes to the composition of the Board.

In the Board's view it would be inappropriate to remove all of the Directors (other than the Managing Director, if any) in the circumstances. However, the Board recognises that Shareholders can remove a Director by a majority Shareholder vote at any time for any reason.

As a public company is required to have a minimum of three directors, the Corporations Act includes a mechanism to ensure that the Company will have at least three directors (including the Managing Director (if any)) after the Spill Meeting. If at the Spill Meeting, three Directors are not appointed by ordinary resolution, the persons taken to be appointed are those with the highest percentage of votes favouring their appointment cast at the Spill Meeting on the Resolution for their appointment (even if less than half the votes cast on the Resolution were in favour of their appointment).

#### 5.2 **Additional information**

Resolution 2 is an ordinary resolution.

Given the personal interests of all Vacating Directors in the outcome of this Resolution, the Board declines to make a recommendation to Shareholders regarding this Resolution.

## **6. Resolution 3 and Resolution 4 – Election of Director – Robert Martin and Zekai (Zac) Komur**

### **6.1 General**

Clause 14.4 of the Constitution provides that the Directors may at any time appoint any person to be a Director, either to fill a casual vacancy or as an addition to the existing Board.

Clause 14.4 of the Constitution and Listing Rule 14.4 both provide that a Director appointed as a casual vacancy or as an addition to the existing Board must not hold office without re-election past the next annual general meeting of the Company following the Director's appointment and is then eligible for re-election at that meeting.

Mr Robert Martin was appointed as a Director on 23 December 2024. Accordingly, Mr Martin retires as a Director at this Meeting and, being eligible and offering himself for election, seeks election pursuant to Resolution 3.

Mr Zekai (Zac) Komur was appointed as a Director on 10 February 2025. Accordingly, Mr Komur retires as a Director at this Meeting and, being eligible and offering himself for election, seeks election pursuant to Resolution 4.

If Resolution 3 is approved, Mr Martin will retire at the conclusion of this Meeting and will be immediately elected as a Director.

If Resolution 3 is not approved, Mr Martin will retire at the conclusion of this Meeting and will not be elected as a Director of the Company.

If Resolution 4 is approved, Mr Komur will retire at the conclusion of this Meeting and will be immediately elected as a Director.

If Resolution 4 is not approved, Mr Komur will retire at the conclusion of this Meeting and will not be elected as a Director of the Company.

### **6.2 Mr Robert Martin**

Mr Martin is a successful businessman and accomplished company director with over 25 years' experience across a broad range of sectors including, mining and mining services, manufacturing and capital markets.

Mr Martin has a profound insight into corporate strategy, capital operation, management integration and business structures and efficiencies. Recently, Mr Martin had owned, operated and sold a large and successful mining services business, with offices in multiple jurisdictions globally.

Mr Martin currently manages a family office in Western Australia, with a focus on investing and supporting emerging private and public businesses. Mr Martin does not hold any material directorships.

If elected, Mr Martin is not considered by the Board (with Mr Martin abstaining) to be an independent Director by virtue of his executive position with the Company.

The Company confirms that it took appropriate checks in to Mr Martin's background and experience prior to his appointment and that these checks did not identify any information or areas of concern.

Mr Martin has acknowledged to the Company that he will have sufficient time to fulfil his responsibilities as a Director.

### 6.3 **Mr Zekai (Zac) Komur**

Mr Komur is a results-driven leader with more than 25 years in the global resources sector, specialising in strategy, financing, project delivery, and execution. He has delivered complex mining and processing projects across iron ore, nickel, cobalt, LNG, cathode active material, lithium, and rare earths. His expertise spans mine development, mineral processing, and large-scale project execution from feasibility through construction and into production. Mr Komur has deep technical capability in operations, process optimisation, pyrometallurgy and hydrometallurgy, process control, and remote operations.

As Head of Commercialisation at Fortescue, Mr Komur led business planning, joint-venture negotiations, and commercial structuring for large energy projects. As a Director at Northvolt, he delivered the construction, commissioning, and start-up of a cathode active material plant. At INPEX, he directed commissioning and startup of the US\$37 billion Ichthys Processing Facility, achieving first gas ahead of schedule. He also spent more than a decade at BHP in leadership roles across mining and processing operations.

Mr Komur has structured project financing, secured strategic partnerships, and led commercial negotiations that support growth and long-term value. He has worked across Australia, South America, Africa, South Korea, Sweden, Finland, and Portugal, and in remote and diverse areas, adapting to complex regulatory and operating environments, managing cross-border transactions, and building high-performing teams. His focus is on delivering projects on time and within budget, while positioning assets for durable returns.

Mr Komur does not hold any material directorships other than as stated in this Notice.

Mr Komur is not considered by the Board (with Mr Komur abstaining) to be an independent Director by virtue of his position as an Executive Director of the Company.

The Company confirms that it took appropriate checks in to Mr Komur's background and experience prior to his appointment and that these checks did not identify any information or areas of concern.

Mr Komur has acknowledged to the Company that he will have sufficient time to fulfil his responsibilities as a Director.

### 6.4 **Board recommendation**

The Board (other than Mr Martin who has a personal interest in the outcome of Resolution 3) supports the election of Mr Martin as Mr Martin's significant mining, manufacturing and capital markets experience as well as his contributions to the Board's activities to date have been invaluable and will continue to enhance the Board's ability to perform its role.

The Board (other than Mr Komur who has a personal interest in the outcome of Resolution 4) supports the election of Mr Komur as Mr Komur's experience in exploration, development and financing of mining projects globally will continue to assist the Company in achieving its strategic objectives in the short and medium term.



## 6.5 Additional information

Each of Resolution 3 and Resolution 4 is an ordinary resolution.

## 7. Resolution 5 and Resolution 6 – Re-election of Director – Yves Ocello and Mr Park (Zuliang) Wei

### 7.1 General

Clause 14.2(b) of the Constitution and Listing Rule 14.5 both provide that there must be an election of Directors at each annual general meeting.

Mr Yves Ocello retires as a Director at this Meeting and, being eligible and offering himself for re-election, seeks re-election pursuant to Resolution 5.

Mr Park (Zuliang) Wei retires as a Director at this Meeting and, being eligible and offering himself for re-election, seeks re-election pursuant to Resolution 6.

If Resolution 5 is approved, Mr Ocello will retire at the conclusion of this Meeting and will be immediately re-elected as a Director.

If Resolution 5 is not approved, Mr Ocello will retire at the conclusion of this Meeting and will not be re-elected as a Director of the Company.

If Resolution 6 is approved, Mr Wei will retire at the conclusion of this Meeting and will be immediately re-elected as a Director.

If Resolution 6 is not approved, Mr Wei will retire at the conclusion of this Meeting and will not be re-elected as a Director of the Company.

### 7.2 Mr Yves Ocello

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

Mr Ocello has many years of practical, hands-on experience across the aluminium value chain, from understanding bauxite resources and their specific chemical and mineralogical composition to the intricate technical requirements of alumina refining.

If re-elected, Mr Ocello is considered by the Board (with Mr Ocello abstaining) to be an independent Director. Mr Ocello is not considered by the Board to hold any interest, position or relationship that might influence, or reasonably be perceived to influence, in a material respect his capacity to bring independent judgement to bear on issues before the Board and to act in the best interests of the entity as a whole rather than in the interests of an individual Security holder or other party.

Mr Ocello has acknowledged to the Company that he will have sufficient time to fulfil his responsibilities as a Director.

### 7.3 Mr Zuliang (Park) Wei

Mr Wei is a Chinese-born Australian entrepreneur with multiple investments in the property, mining, and finance sectors in Australia and other international markets. In 1994, he founded Top Pacific Group, which is today a diversified property group engaged in property development, construction, property financing, sales, and strata management. Since 2019, Mr Wei has been the Chairman and major shareholder of wholesale fund manager PAN Australia Fund Management Pty Ltd, formerly Boill Fund Management Pty Ltd.

If re-elected, Mr Wei is considered by the Board (with Mr Wei abstaining) not to be an independent Director by virtue of his substantial holding in the Company. As at the date of this Notice, Mr Wei has a relevant interest in 114,797,079 Shares representing ~7% of all Shares currently on issue.

Mr Wei has acknowledged to the Company that he will have sufficient time to fulfil his responsibilities as a Director.

### 7.4 Board recommendation

The Board (other than Mr Ocello who has a personal interest in the outcome of Resolution 5) supports the re-election of Mr Ocello. Mr Ocello has the necessary level of experience, particularly in the bauxite industry that enhance the Board's skills.

The Board (other than Mr Wei who has a personal interest in the outcome of Resolution 6) supports the re-election of Mr Wei. Mr Wei's extensive financial skills enhance the Board's capability and he will otherwise continue to make a valuable contribution to the Board.

### 7.5 Additional information

Each of Resolution 5 and Resolution 6 is an ordinary resolution.

## 8. Resolution 7 – Approval of Employee Securities Incentive Plan

### 8.1 General

The Company considers that it is desirable to adopt a new employee incentive scheme pursuant to which the Company can issue Equity Securities to attract, motivate and retain key Directors, employees and consultants and provide them with the opportunity to participate in the future growth of the Company.

Resolution 7 seeks Shareholder approval for the approval of a new employee incentive scheme titled 'Lindian Resources Limited Employee Securities Incentive Plan' (**Plan**) in accordance with Listing Rule 7.2 exception 13(b).

Under the Plan, the Board may offer to eligible persons the opportunity to subscribe for such number of Equity Securities in the Company as the Board may decide and on the terms set out in the rules of the Plan. A summary of the key terms and conditions of the Plan is in Schedule 2. In addition, a copy of the Plan can also be sent to Shareholders upon request to the Company Secretary. Shareholders are invited to contact the Company if they have any queries or concerns.

### 8.2 Listing Rules 7.1 and 7.2, exception 13(b)

Broadly speaking, Listing Rule 7.1 limits the ability of a listed entity from issuing or agreeing to issue Equity Securities over a 12 month period which exceeds 15% of the number of fully paid ordinary Shares it had on issue at the start of the 12 month period.

Listing Rule 7.2, exception 13(b), provides an exception to Listing Rule 7.1 such that issues of Equity Securities under an employee incentive scheme are exempt for a period of three years from the date on which Shareholders approve the issue of Equity Securities under the scheme as an exception to Listing Rule 7.1.

Listing Rule 7.2, exception 13(b), ceases to be available to the Company if there is a material change to the terms of the Plan from those set out in this Notice in Schedule 2.

If Resolution 7 is passed, the Company will be able to issue up to a maximum of 171,000,000 Equity Securities under the Plan pursuant to Listing Rule 7.2, exception 13(b), to eligible participants over a period of three years without using the Company's 15% annual placement capacity under Listing Rule 7.1.

If Resolution 7 is not passed, the Company will not be able to issue up to 171,000,000 Equity Securities under the Plan to eligible participants over a period of three years pursuant to Listing Rule 7.2, exception 13(b), without using the Company's 15% annual placement capacity under Listing Rule 7.1.

### 8.3 **Specific information required by Listing Rule 7.2, exception 13(b)**

Pursuant to and in accordance with Listing Rule 7.2, exception 13(b), the following information is provided in relation to the Plan:

- (a) A summary of the material terms of the Plan is in Schedule 2.
- (b) As at the date of this Notice, no Equity Securities have been issued under the Plan. For completeness, the Company is proposing to issue up to an aggregate of 16,000,000 Performance Rights to Directors Robert Martin and Zekai (Zac) Komur (or their respective nominee/s) the subject of Resolution 9(a) and (b).
- (c) The maximum number of Equity Securities proposed to be issued under the Plan pursuant to Listing Rule 7.2, exception 13(b), following approval of Resolution 7 is 171,000,000.
- (d) A voting exclusion statement is included in the Notice.

### 8.4 **Additional information**

Resolution 7 is an ordinary resolution.

The Board declines to make a recommendation in relation to Resolution 7 due to their potential personal interests in the outcome of the Resolution.

## 9. **Resolution 8 – Approval of potential termination benefits under the Plan**

### 9.1 **General**

The Corporations Act contains certain limitations concerning the payment of 'termination benefits' to persons who hold a 'managerial or executive office'. The Listing Rules also provides certain limitations on the payment of 'termination benefits' to officers of listed entities.

As is common with employee incentive schemes, the Plan provides the Board with the discretion to, amongst other things, determine that some or all of the Equity Securities granted to a participant under the Plan (**Plan Securities**) will not lapse in the event of that participant ceasing their engagement with the Company before such Plan Securities have vested. This 'accelerated vesting' of

Plan Securities may constitute a 'termination benefit' prohibited under the Corporations Act, regardless of the value of such benefit, unless Shareholder approval is obtained.

If Resolution 8 is not passed, the Company will not be able to offer 'termination benefits' to persons who hold a 'managerial or executive office' pursuant to the terms of the Plan unless Shareholder approval is obtained each and every time such termination benefit is proposed, in accordance with section 200E of the Corporations Act.

For the avoidance of any doubt, the approval granted pursuant to this Resolution shall end upon the expiry of all Equity Securities issued or to be issued under the Plan and regardless of whether the cap approved by Shareholders under and for the purposes of Listing Rule 7.2 exception 13(b) (the subject of Resolution 7) expires, is exceeded or re-refreshed from time to time. [Part 2D.2 of the Corporations Act

Under section 200B of the Corporations Act, a company may only give a person a benefit in connection with them ceasing to hold a 'managerial or executive office' (as defined in the Corporations Act) if an exemption applies or if the benefit is approved by Shareholders in accordance with section 200E of the Corporations Act.

Subject to Shareholder approval of Resolution 8, Shareholder approval is sought for the purposes of Part 2D.2 of the Corporations Act to approve the giving of benefits under the Plan to a person by the Company in connection with that person ceasing to be an officer of, or ceasing to hold a managerial or executive office in, the Company (or subsidiary of the Company) on the terms and conditions in this Explanatory Memorandum.

Under the terms of the Plan and subject to the Listing Rules and the Corporations Act, the Board possesses the discretion to vary the terms or conditions of the Plan Securities. Notwithstanding the foregoing, without the consent of the participant in the Plan, no amendment may be made to the terms of any granted Plan Security which reduces the rights of the participant in respect of that Plan Security, other than an amendment introduced primarily to comply with legislation, to correct any manifest error or mistake or to take into consideration possible adverse tax implications.

As a result of the above discretion, the Board has the power to determine that some or all of a participant's Plan Securities will not lapse in the event of the participant ceasing employment or office before the vesting of their Plan Securities.

The exercise of this discretion by the Board may constitute a 'benefit' for the purposes of section 200B of the Corporations Act. The Company is therefore seeking Shareholder approval for the exercise of the Board's discretion in respect of any current or future participant in the Plan who holds:

- (a) a managerial or executive office in, or is an officer of, the Company (or subsidiary of the Company) at the time of their leaving or at any time in the three years prior to their leaving; and
- (b) Plan Securities at the time of their leaving.

## 9.2 Valuation of the termination benefits

Provided Shareholder approval is given, the value of the termination benefits may be disregarded when applying section 200F(2)(b) or section 200G(1)(c) of the Corporations Act (i.e. the approved benefit will not count towards the statutory cap under the legislation).

The value of the termination benefits that the Board may give under the Plan cannot be determined in advance. This is because various matters will or are likely to affect that value. In particular, the value

of a particular benefit will depend on factors such as the Company's Share price at the time of vesting and the number of Plan Securities that will vest or otherwise be affected. The following additional factors may also affect the benefit's value:

- (a) the participant's length of service and the status of the vesting conditions attaching to the relevant Plan Securities at the time the participant's employment or office ceases; and
- (b) the number of unvested Plan Securities that the participant holds at the time they cease employment or office.

In accordance with Listing Rule 10.19, the Company will ensure that no officer of the Company or any of its child entities will, or may be, entitled to termination benefits if the value of those benefits and the terminations benefits that are or may be payable to all officers together exceed 5% of the equity interests of the Company as set out in the latest accounts given to ASX under the Listing Rules.

### 9.3 **Additional information**

Resolution 8 is an ordinary resolution.

The Board declines to make a recommendation in relation to Resolution 8 due to their potential personal interests in the outcome of the Resolution.

## 10. **Resolution 9 – Approval to issue Director Performance Rights to Robert Martin and Zekai (Zac) Komur**

### 10.1 **General**

The Company is proposing, subject to obtaining Shareholder approval, to issue up to:

- (a) 9,000,000 Performance Rights to Executive Chairman Robert Martin; and
  - (b) 7,000,000 Director Performance Rights to Executive Director Zekai (Zac) Komur,
- (or their respective nominee/s) under the Plan (together, the **Director Performance Rights**).

The Company is in an important stage of development with significant opportunities and challenges in both the near and long-term, and the proposed issue of the Director Performance Rights seeks to align the efforts of Messrs Martin and Komur in seeking to achieve growth of the Company's projects and in the creation of Shareholder value. The Board believes that the issue of the Director Performance Rights will align the interests of these Directors with those of the Company and its Shareholders. In addition, the Board also believes that incentivising with Performance Rights is a prudent means of conserving the Company's available cash reserves. The Board also believes it is important to offer these Director Performance Rights to continue to attract and maintain highly experienced and qualified Board members in a competitive market.

The Director Performance Rights are to be issued under the Plan a summary of which is in Schedule 2 and otherwise on the terms and conditions in Schedule 3.

### 10.2 **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 its Shareholders:

- (a) a director of the entity (Listing Rule 10.14.1);

- (b) an associate of a person referred to in Listing Rule 10.14.1 (Listing Rule 10.14.2); and
- (c) a person whose relationship with the entity or a person referred to in Listing Rule 10.14.1 or 10.14.2 is such that, in ASX's opinion, the acquisition should be approved by Shareholders.

The proposed issue of the Director Performance Rights falls within Listing Rule 10.14.1 (or Listing Rule 10.14.2 if Messrs Martin or Komur elect for the Director Performance Rights to be issued to a nominee) and therefore requires the approval of Shareholders under Listing Rule 10.14.

Approval pursuant to Listing Rule 7.1 is not required for the issue of the Director Performance Rights as approval is being obtained under Listing Rule 10.14. Accordingly, the issue of the Director Performance Rights to Messrs Martin and Komur (or their respective nominee/s) will not be included in the Company's 15% annual placement capacity in Listing Rule 7.1.

If Resolution 9(a) is passed, the Company will be able to proceed with the issue of those Director Performance Rights to Mr Martin (or his nominee/s).

If Resolution 9(b) is passed, the Company will be able to proceed with the issue of those Director Performance Rights to Mr Komur (or his nominee/s).

If Resolution 9(a) is not passed, the Company will not be able to proceed with the issue of those Director Performance Rights to Mr Martin (or his nominee/s) and the Company may need to consider other alternative commercial means to incentivise Mr Martin, which may include the payment of cash.

If Resolution 9(b) is not passed, the Company will not be able to proceed with the issue of those Director Performance Rights to Mr Komur (or his nominee/s) and the Company may need to consider other alternative commercial means to incentivise Mr Komur, which may include the payment of cash.

### 10.3 **Specific information required by Listing Rule 10.15**

Pursuant to and in accordance with Listing Rule 10.15, the following information is provided in relation to the proposed issue of the Director Performance Rights:

- (a) The Director Performance Rights will be issued under the Plan to Messrs Martin and Komur (or their respective nominee/s).
- (b) Messrs Martin and Komur are related parties of the Company by virtue of being Directors and fall into the category stipulated by Listing Rule 10.14.1. In the event the Director Performance Rights are issued to a nominee of Messrs Martin and Komur (as applicable), that person will fall into the category stipulated by Listing Rule 10.14.2.
- (c) The maximum number of Director Performance Rights to be issued to Messrs Martin and Komur (or their respective nominee/s) is 16,000,000 in the proportions set out in Section 10.1.
- (d) The current total annual remuneration package for Messrs Martin and Komur as at the date of this Notice is set out below:

Director	Salary and fees (inclusive of superannuation and GST)
Mr Robert Martin	\$480,000
Mr Zekai (Zac) Komur	\$480,000

- (e) As at the date of this Notice, no Equity Securities have been issued under the Plan to Messrs Martin or Komur.
- (f) The Director Performance Rights will be issued on the terms and conditions in Schedule 3.
- (g) The Board considers that Performance Rights, rather than Shares, are an appropriate form of incentive because the Director Performance Rights will only be of benefit if Messrs Martin and Komur perform to the level whereby the relevant performance milestones are satisfied. The issue of the Director Performance Rights will therefore further align the interests of Messrs Martin and Komur with Shareholders. Additionally, the issue of Performance Rights is a prudent means of rewarding and incentivising Messrs Martin and Komur whilst conserving the Company's available cash reserves.
- (e) The Company has obtained an independent valuation of the Director Performance Rights, which is set out in Schedule 4, with a summary below:

Director	Value of Director Performance Rights
Mr Robert Martin	\$2,789,400
Mr Zekai (Zac) Komur	\$2,170,000
<b>Total</b>	<b>\$4,959,400</b>

- (h) The Director Performance Rights will be issued as soon as practicable following the Meeting and in any event not later than three years after the Meeting.
- (i) The Director Performance Rights will be issued for nil cash consideration as they will be issued as an incentive component of Messrs Martin's and Komur's respective remuneration packages.
- (j) A summary of the material terms of the Plan is in Schedule 2.
- (k) No loan will be provided to Messrs Martin and Komur in relation to the issue of the Director Performance Rights.
- (l) Details of any Securities issued under the Plan will be published in the annual report of the Company relating to a period in which they were issued, along with a statement that approval for the issue was obtained under Listing Rule 10.14.
- (m) Any additional persons covered by Listing Rule 10.14 who become entitled to participate in the Plan after Resolution 9 is approved and who were not named in the Notice will not participate until approval is obtained under Listing Rule 10.14.
- (n) A voting exclusion statement is included in the Notice.

#### 10.4 Chapter 2E of the Corporations Act

In accordance with Chapter 2E of the Corporations Act, in order to give a financial benefit to a related party, the Company must:

- (a) obtain Shareholder approval in the manner set out in section 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 proposed issue of the Director Performance Rights to Messrs Martin and Komur constitutes giving a financial benefit to related parties of the Company.

The Board (with Messrs Martin and Komur abstaining) considers that Shareholder approval pursuant to Chapter 2E of the Corporations Act is not required in respect of the issue of the Director Performance Rights, because the issue constitutes reasonable remuneration in the circumstances and therefore falls within the exception stipulated by section 211 of the Corporations Act.

## 10.5 **Additional information**

Each of Resolution 9(a) and (b) is a separate ordinary resolution and are not inter-conditional.

The Board (with Messrs Martin and Komur abstaining) recommend that Shareholders vote in favour of Resolution 9(a) and (b).

## 11. **Resolution 10 – Ratification of issue of Lelouma Consideration Shares**

### 11.1 **General**

As previously announced on 23 September 2020, the Company had entered into an agreement to acquire 75% of Bauxite Holdings Limited (formerly known as Sarmin Bauxite Limited) (**Bauxite Holdings**), a private company that holds the rights for the Lelouma Bauxite Project, located in the Republic of Guinea.

On 28 April 2025, the Company announced that it had entered into an unconditional binding share purchase agreement with the minority partners of Bauxite Holdings to acquire the remaining 25% interest in Bauxite Holdings (**Share Purchase Agreement**). In consideration for the acquisition of the remaining 25% interest in Bauxite Holdings, the Company agreed to issue 20,000,000 Shares (**Lelouma Consideration Shares**) and the grant of a 1% royalty. The Lelouma Consideration Shares were subject to voluntary escrow for a period up to 11 October 2025. [The Share Purchase Agreement contains various other provisions which are considered standard for an agreement of this nature.

Resolution 10 seeks Shareholder approval pursuant to Listing Rule 7.4 to ratify the issue of the Lelouma Consideration Shares.

### 11.2 **Listing Rules 7.1 and 7.4**

A summary of Listing Rule 7.1 is in Section 8.2 above.

The issue of the Lelouma Consideration Shares does not fit within any of the exceptions to Listing Rule 7.1 and, as it has not yet been approved by Shareholders, effectively uses up part of the Company's placement capacities under Listing Rule 7.1. This reduces 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 Lelouma Consideration Shares.

Listing Rule 7.4 provides an exception to Listing Rule 7.1. It provides that where a company in a general meeting ratifies the previous issue of securities made pursuant to Listing Rule 7.1 (and provided that the previous issue did not breach Listing Rule 7.1), those securities will be deemed to



have been made with shareholder approval for the purpose of Listing Rule 7.1.

The effect of Shareholders passing Resolution 10 will be to allow the Company to retain the flexibility to issue Equity Securities in the future up to the 15% placement capacity set out in Listing Rule 7.1 without the requirement to obtain prior Shareholder approval.

If Resolution 10 is passed, the Lelouma Consideration 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 12 month period following the issue date.

If Resolution 10 is not passed, the Lelouma Consideration Shares will continue to be included in the Company's 15% limit under Listing Rule 7.1, effectively decreasing the number of Equity Securities the Company can issue or agree to issue without obtaining prior Shareholder approval, to the extent of 20,000,000 Equity Securities for the 12 month period following the issue of the Lelouma Consideration Shares.

The Company confirms that Listing Rule 7.1 was not breached at the time of issue of the Lelouma Consideration Shares.

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

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

- (a) The Consideration Shares were issued to the minority partners of Bauxite Holdings comprising Sarmin Group Inc., Canberra Resources Limited, Marc Senges, Geo-Mines Pte. Ltd., and Ropa Investments (Gibraltar) Limited, none of whom are a related party or Material Investor of the Company.
- (b) A total of 20,000,000 Lelouma Consideration Shares were issued utilising the Company's available placement capacity under Listing Rule 7.1.
- (c) The Lelouma Consideration 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 Consideration Shares were issued on 18 July 2025.
- (e) The Consideration Shares were issued for nil cash consideration, as part of the consideration for the acquisition of the remaining 25% interest in Bauxite Holdings pursuant to the Share Purchase Agreement. Accordingly, no funds were raised from the issue of the Consideration Shares.
- (f) Other than as set out in Section 11.1, there are no other material terms to the agreement for the subscription of the Consideration Shares.
- (g) A voting exclusion statement is included in the Notice.

### 11.4 **Additional information**

Resolution 10 is an ordinary Resolution.

The Board recommends that Shareholders vote in favour of Resolution 10.

## Schedule 1 Definitions

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

<b>\$ or A\$</b>	means Australian Dollars.
<b>ASX</b>	means the ASX Limited (ABN 98 008 624 691) and, where the context permits, the Australian Securities Exchange operated by ASX Limited.
<b>AWST</b>	means Australian Western Standard Time.
<b>Bauxite Holdings</b>	has the meaning given in Section 11.1.
<b>Board</b>	means the board of Directors.
<b>Chair</b>	means the person appointed to chair the Meeting of the Company convened by the Notice.
<b>Closely Related Party</b>	means: <ul style="list-style-type: none"> <li>(a) a spouse or child of the member; or</li> <li>(b) has the meaning given in section 9 of the Corporations Act.</li> </ul>
<b>Company</b>	means Lindian Resources Limited (ACN 090 772 222).
<b>Constitution</b>	means the constitution of the Company as at the date of the Meeting.
<b>Corporations Act</b>	means the <i>Corporations Act 2001</i> (Cth), as amended.
<b>Director</b>	means a director of the Company.
<b>Director Performance Rights</b>	has the meaning given in Section 10.1.
<b>Equity Security</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>Financial Report</b>	means the financial report contained in the Annual Report.
<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>Lelouma Consideration Shares</b>	has the meaning given in Section 11.1.
<b>Listing Rules</b>	means the listing rules of ASX.
<b>Material Investor</b>	means in relation to the Company:

- (a) a related party;
- (b) Key Management Personnel;
- (c) a substantial Shareholder;
- (d) an advisor; or
- (e) an associate of the above,

who received Shares which constituted more than 1% of the Company's issued capital at the time of agreement to issue.

<b>Meeting</b>	has the meaning given in the introductory paragraph of the Notice.
<b>Notice</b>	means this notice of annual general meeting.
<b>Performance Right</b>	means a right to be issued a number of Shares, subject to the satisfaction or waiver of specified vesting conditions.
<b>Plan</b>	means the Lindian Resources Limited Employee Securities Incentive Plan.
<b>Plan Securities</b>	has the meaning given in Section 9.1.
<b>Proxy Form</b>	means the proxy form made available with the Notice.
<b>Remuneration Report</b>	means the remuneration report contained in the Annual Report.
<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 Purchase Agreement</b>	has the meaning given in Section 11.1.
<b>Securities</b>	means any Equity Securities of the Company (including Shares, Options and/or Performance Rights).
<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>Vacating Directors</b>	means all Directors of the Company who: <ul style="list-style-type: none"> <li>(a) were directors when the resolution to approve the Remuneration Report for the year ended 2025 was passed; and</li> <li>(b) were not a managing director who may, in accordance with the Listing Rules, continue to hold office indefinitely without being re-elected.</li> </ul>
<b>VWAP</b>	means volume weighted average market price.

## Schedule 2 Summary of material terms and conditions of Plan

The following is a summary of the material terms and conditions of the Plan, in this Schedule referred to as the 'Plan':

1. **(Eligible Participant):** A person is eligible to participate in the Plan (**Eligible Participant**) if they have been determined by the Board to be eligible to participate in the Plan from time to time and are an "ESS participant" (as that term is defined in Division 1A) in relation to the Company or an associated entity of the Company.

This relevantly includes, amongst others:

- (a) an employee or director of the Company or an individual who provides services to the Company;
- (b) an employee or director of an associated entity of the Company or an individual who provides services to such an associated entity;
- (c) a prospective person to whom paragraphs (a) or (b) apply;
- (d) a person prescribed by the relevant regulations for such purposes; or
- (e) certain related persons on behalf of the participants described in paragraphs (a) to (d) (inclusive).

2. **(Maximum allocation):** The Company must not make an offer of Securities under the Plan in respect of which monetary consideration is payable (either upfront, or on exercise of convertible securities) where:

- (a) the total number of Plan Shares (as defined in paragraph 13 below) that may be issued or acquired upon exercise of the convertible securities offered; plus
- (b) the total number of Plan Shares issued or that may be issued as a result of offers made under the Plan at any time during the previous 3 year period,

would exceed 5% of the total number of Shares on issue at the date of the offer or such other limit as may be specified by the relevant regulations or the Company's Constitution from time to time.

3. **(Purpose):** The purpose of the Plan is to:

- (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.

4. **(Plan administration):** 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, subject to compliance with applicable laws and the Listing Rules. The Board may delegate its powers and discretion.

5. **(Eligibility, invitation and application):** 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 Securities on such terms and conditions as the Board decides. An invitation issued under the Plan will comply with the disclosure obligations pursuant to Division 1A.

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. 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. A waiting period of at least 14 days will apply to acquisitions of Securities for monetary consideration as required by the provisions of Division 1A.

6. **(Grant of Securities):** The Company will, to the extent that it has accepted a duly completed application, grant the successful applicant (**Participant**) the relevant number of Securities, subject to the terms and conditions set out in the invitation, the Plan rules and any ancillary documentation required.
7. **(Terms of Convertible Securities):** Each 'Convertible Security' represents a right to acquire one or more Shares (for example, under an option or performance right), subject to the terms and conditions of the Plan.

Prior to a Convertible Security being exercised a Participant does not have any interest (legal, equitable or otherwise) in any Share the subject of the Convertible Security by virtue of holding the Convertible Security. A Participant may not sell, assign, transfer, grant a security interest over or otherwise deal with a Convertible Security that has been granted to them. A Participant must not enter into any arrangement for the purpose of hedging their economic exposure to a Convertible Security that has been granted to them.

8. **(Vesting of Convertible Securities):** Any vesting conditions applicable to the grant of Convertible Securities 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 Convertible Securities have vested. Unless and until the vesting notice is issued by the Company, the Convertible Securities will not be considered to have vested. For the avoidance of doubt, if the vesting conditions relevant to a Convertible Security are not satisfied and/or otherwise waived by the Board, that Convertible Security will lapse.
9. **(Exercise of Convertible Securities and cashless exercise):** To exercise a Convertible Security, the Participant must deliver a signed notice of exercise and, subject to a cashless exercise of Convertible Securities (see below), pay the exercise price (if any) to or as directed by the Company, at any time prior to the earlier of any date specified in the vesting notice and the expiry date as set out in the invitation.

At the time of exercise of the Convertible Securities, and subject to Board approval, the Participant may elect not to be required to provide payment of the exercise price for the number of Convertible Securities specified in a notice of exercise, but that on exercise of those Convertible Securities 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 Convertible Securities.

**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.

A Convertible Security may not be exercised unless and until that Convertible Security has vested in accordance with the Plan rules, or such earlier date as set out in the Plan rules.

10. **(Delivery of Shares on exercise of Convertible Securities):** As soon as practicable after the valid exercise of a Convertible Security 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 Convertible Securities held by that Participant.

11. **(Forfeiture of Convertible Securities):** Where a Participant who holds Convertible Securities ceases to be an Eligible Participant or becomes insolvent, all unvested Convertible Securities will automatically be forfeited by the Participant, unless the Board otherwise determines in its discretion to permit some or all of the Convertible Securities to vest.

Where the Board determines that a Participant has acted fraudulently or dishonestly, or wilfully breached his or her duties to the Group, the Board may in its discretion deem all unvested Convertible Securities held by that Participant to have been forfeited.

Unless the Board otherwise determines, or as otherwise set out in the Plan rules: any Convertible Securities which have not yet vested will be forfeited immediately on the date that the Board determines (acting reasonably and in good faith) that any applicable vesting conditions have not been met or cannot be met by the relevant date; and any Convertible Securities which have not yet vested will be automatically forfeited on the expiry date specified in the invitation.

12. **(Change of control):** If a change of control event occurs in relation to the Company, 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 Participant's Convertible Securities will be dealt with, including, without limitation, in a manner that allows the Participant to participate in and/or benefit from any transaction arising from or in connection with the change of control event.
13. **(Rights attaching to Plan Shares):** All Shares issued under the Plan, or issued or transferred to a Participant upon the valid exercise of a Convertible Security, **(Plan Shares)** will rank pari passu in all respects with the Shares of the same class. A Participant will be entitled to any dividends declared and distributed by the Company on the Plan Shares and may participate in any dividend reinvestment plan operated by the Company in respect of Plan Shares. A Participant may exercise any voting rights attaching to Plan Shares.
14. **(Disposal restrictions on Securities):** If the invitation provides that any Plan Shares or Convertible Securities 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.
15. **(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 Convertible Securities 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.

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 Convertible Securities is entitled, upon exercise of the Convertible Securities, to receive an allotment 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 Convertible Securities are exercised.

Unless otherwise determined by the Board, a holder of Convertible Securities does not have the right to participate in a pro rata issue of Shares made by the Company or sell renounceable rights.

16. **(Participation in new issues):** There are no participation rights or entitlements inherent in the Convertible Securities and holders are not entitled to participate in any new issue of Shares of the Company during the currency of the Convertible Securities without exercising the Convertible Securities.
17. **(Amendment of Plan):** 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.

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.

18. **(Plan duration):** 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.

## Schedule 3 Terms and conditions of Director Performance Rights

The terms and conditions of the Director Performance Rights, in this Schedule referred to as '**Performance Rights**', are as follows:

1. **(Entitlement):** Subject to the terms and conditions set out below, each Performance Right, once vested, entitles the holder to the issue of one fully paid ordinary share in the capital of the Company (**Share**).
2. **(Issue Price):** The Performance Rights are issued for nil cash consideration.
3. **(Vesting Conditions):** Subject to the terms and conditions set out below, the Performance Rights will have the vesting conditions (**Vesting Condition**) specified below:

Class	Number of Director Performance Rights	Vesting Condition	Expiry Date
<b>Mr Robert Martin</b>			
Class A	2,000,000	Final Investment Decision (FID) for Stage 1 of the Kangankunde Project approved by the Board and announced to the ASX by 31 December 2025, with the Board resolution and announcement clearly referencing the FID and funding strategy.	5 years from date of issue
Class B	1,000,000	Mechanical completion of Stage 1 processing plant by 30 June 2027, evidenced by formal sign-off from the appointed design and construction firm confirming completion of all mechanical works in accordance with detailed engineering design.	5 years from date of issue
Class C	2,000,000	Contract of sale of TREO concentrate from Kangankunde equal to 30% of the first 5 year's forecast production of ~15,000t.	5 years from date of issue
Class F	1,000,000	Announcement to the ASX by 31 December 2025 of an optimised feasibility study confirming a total capital cost of US\$40 million $\pm 10\%$ to deliver a Stage 1 processing facility capable of producing at least 15,323 tonnes per annum of monazite concentrate, based on independently verified design and costing.	5 years from date of issue
Class G	1,000,000	On commencement.	5 years from date of issue
Class H	1,000,000	The Company's Shares achieving a 15-day VWAP of at least \$0.165 by 31 December 2025.	5 years from date of issue
Class I	1,000,000	The Company's Shares achieving a 15-day VWAP of at least \$0.1925 by 30 June 2026.	5 years from date of issue



Class	Number of Director Performance Rights	Vesting Condition	Expiry Date
<b>Mr Zac Komur</b>			
Class A	1,000,000	Final Investment Decision (FID) for Stage 1 of the Kangankunde Project approved by the Board and announced to the ASX by 31 December 2025, with the Board resolution and announcement clearly referencing the FID and funding strategy.	5 years from date of issue
Class B	1,000,000	Mechanical Completion of Stage 1 processing plant by 30 June 2027, evidenced by formal sign-off from the appointed design and construction firm confirming completion of all mechanical works in accordance with detailed engineering design.	5 years from date of issue
Class F	1,000,000	Announcement to the ASX by 31 December 2025 of an optimised feasibility study confirming a total capital cost of US\$40 million $\pm 10\%$ to deliver a Stage 1 processing facility capable of producing at least 15,323 tonnes per annum of monazite concentrate, based on independently verified design and costing.	5 years from date of issue
Class J	1,000,000	Completion of hot commissioning activities for Stage 1 processing plant, confirmed via commissioning completion certificate and close out of priority 1 punch list items, by 30 June 2027.	5 years from date of issue
Class K	1,000,000	Shipment of the first batch of on-spec TREO concentrate (minimum 50 tonnes) from the Stage 1 plant to an offtake partner or buyer, with shipment date documentation, by 30 June 2027.	5 years from date of issue
Class L	1,000,000	The Stage 1 plant achieves a sustained average production rate of 80% of nameplate capacity over a continuous 15 day period, validated by daily production records, by 30 June 2027.	5 years from date of issue
Class M	500,000	Delivery to the Board of a Definitive Feasibility Study (DFS) for Stage 2 of the Kangankunde Project that is JORC 2012 compliant, includes capital and operating cost estimates, and confirms a viable expansion scenario, by 31 December 2028.	5 years from date of issue
Class N	500,000	Final Investment Decision (FID) for Stage 2 of the Kangankunde Project approved by the Board and announced to the ASX, by 31 December 2029.	5 years from date of issue

4. **(Vesting):** Subject to the satisfaction of the relevant Vesting Condition, the Company will notify the Holder in writing (**Vesting Notice**) that a Vesting Condition has been satisfied.
5. **(Expiry Date):** The Performance Rights will expire and lapse on the first to occur of the following:
  - (a) the relevant Vesting Conditions becoming incapable of satisfaction as determined by the Board in its discretion under the Plan, including but limited to, as a result of the cessation of employment of the holder with the Company (or any of its subsidiary entities); and
  - (b) 5.00pm (AWST) on the date which is 5 years after the date of issue of the Performance Rights,**(Expiry Date).**
6. **(Exercise):** At any time after the Vesting Date, and between receipt of a Vesting Notice and the Expiry Date (as defined in clause 5 above), the holder may apply to exercise Performance Rights, by delivering a signed notice of exercise to the Company Secretary. The holder is not required to pay a fee to exercise the Performance Rights.
7. **(Issue of Shares):** As soon as practicable after the valid exercise of a vested Performance Right, the Company will:
  - (a) issue, allocate or cause to be transferred to the holder the number of Shares to which the holder is entitled;
  - (b) issue a substitute Certificate for any remaining unexercised Performance Rights held by the holder;
  - (c) if required, and subject to clause 8, give ASX a notice that complies with section 708A(5)(e) of the Corporations Act; and
  - (d) do all such acts, matters and things to obtain the grant of quotation of the Shares by ASX in accordance with the Listing Rules.
8. **(Restrictions on transfer of Shares):** If the Company is unable to give ASX a notice that complies with section 708A(5)(e) of the Corporations Act, or such a notice for any reason is not effective to ensure that an offer for sale of the Shares does not require disclosure to investors, Shares issued on exercise of the 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 Corporations Act. The Company is authorised by the holder to apply a holding lock on the relevant Shares during the period of such restriction from trading.
9. **(Ranking):** All Shares issued upon the conversion of Performance Rights will upon issue rank equally in all respects with other Shares.
10. **(Transferability of the Performance Rights):** The Performance Rights are not transferable, except in exceptional circumstances under the Plan.
11. **(Leaver):** Where the holder ceases to be an Eligible Participant all unvested Performance Rights will be dealt with in accordance with the terms of the Plan, whereby the Board will determine to either permit some or all of the Performance Rights to vest or determine that the unvested Performance Rights be forfeited by the holder.

12. **(Change of Control):** If a Change of Control Event occurs (as defined in the Plan), or the Board determines that such an event is likely to occur, any unvested Performance Rights will automatically vest.
13. **(Dividend rights):** A Performance Right does not entitle the holder to any dividends.
14. **(Voting rights):** A Performance Right does not entitle the holder to vote on any resolutions proposed at a general meeting of the Company, subject to any voting rights provided under the Corporations Act or the ASX Listing Rules where such rights cannot be excluded by these terms.
15. **(Quotation of the Performance Rights):** The Company will not apply for quotation of the Performance Rights on any securities exchange.
16. **(Adjustments for reorganisation):** If there is any reorganisation of the issued share capital of the Company, the rights of the Performance Rights holder will be varied in accordance with the Listing Rules.
17. **(Entitlements and bonus issues):** Subject to the rights under clause 15, holders will not be entitled to participate in new issues of capital offered to shareholders such as bonus issues and entitlement issues.
18. **(Bonus issues):** If the Company makes a bonus issue of Shares or other securities to existing Shareholders (other than an issue in lieu or in satisfaction of dividends or by way of dividend reinvestment), the number of Shares which must be issued on the exercise of a vested Performance Right will be increased by the number of Shares which the holder would have received if the holder had exercised the Performance Right before the record date for the bonus issue.
19. **(Return of capital rights):** The Performance Rights do not confer any right to a return of capital, whether in a winding up, upon a reduction of capital or otherwise.
20. **(Rights on winding up):** The Performance Rights have no right to participate in the surplus profits or assets of the Company upon a winding up of the Company.
21. **(Takeovers prohibition):**
  - (a) the issue of Shares on exercise of the Performance Rights is subject to and conditional upon the issue of the relevant Shares not resulting in any person being in breach of section 606(1) of the Corporations Act; and
  - (b) the Company will not be required to seek the approval of its members for the purposes of item 7 of section 611 of the Corporations Act to permit the issue of any Shares on exercise of the Performance Rights.
22. **(No other rights):** A Performance Right does not give a holder any rights other than those expressly provided by these terms and those provided at law where such rights at law cannot be excluded by these terms.
23. **(Amendments required by ASX):** The terms of the Performance Rights may be amended as considered necessary by the Board in order to comply with the ASX Listing Rules, or any directions of ASX regarding the terms provided that, subject to compliance with the Listing Rules, following such amendment, the economic and other rights of the holder are not diminished or terminated.

24. **(Plan):** The Performance Rights are issued pursuant to and are subject to the Plan. In the event of conflict between a provision of these terms and conditions and the Plan, these terms and conditions prevail to the extent of that conflict.
25. **(Constitution):** Upon the issue of the Shares on exercise of the Performance Rights, the holder will be bound by the Company's Constitution.

Schedule 4      Valuation of Director Performance Rights

	Class A	Class B	Class C	Class F	Class G	Class H	Class I
Robert Martin							
Methodology	Black Scholes	Black Scholes	Black Scholes	Black Scholes	Black Scholes	Monte Carlo	Monte Carlo
Number of Performance Rights	2,000,000	1,000,000	2,000,000	1,000,000	1,000,000	1,000,000	1,000,000
Valuation date	2 October 2025	2 October 2025	2 October 2025	2 October 2025	2 October 2025	2 October 2025	2 October 2025
Iterations	n/a	n/a	n/a	n/a	n/a	100,000	100,000
Share price at grant date (\$)	0.310	0.310	0.310	0.310	0.310	0.310	0.310
VWAP hurdle	n/a	n/a	n/a	n/a	n/a	0.165	0.1925
Risk free interest rate	3.720	3.720	3.720	3.720	3.720	3.508	3.508
Dividend yield	nil	nil	nil	nil	nil	nil	nil
Volatility	95%	95%	95%	95%	95%	95%	95%
Valuation per Performance Right (\$)	0.3100	0.3100	0.3100	0.3100	0.3100	0.3097	0.3097
Total value (\$)	620,000	310,000	620,000	310,000	310,000	309,700	309,700

	Class A	Class B	Class F	Class J	Class K	Class L	Class M	Class N
Zac Komur								
Methodology	Black Scholes	Black Scholes	Black Scholes	Black Scholes	Black Scholes	Black Scholes	Black Scholes	Black Scholes
Number of Performance Rights	1,000,000	1,000,000	1,000,000	1,000,000	1,000,000	1,000,000	500,000	500,000
Valuation date	2 October 2025	2 October 2025	2 October 2025	2 October 2025	2 October 2025	2 October 2025	2 October 2025	2 October 2025
Iterations	n/a	n/a	n/a	n/a	n/a	n/a	n/a	n/a
Share price at grant date (\$)	0.310	0.310	0.310	0.310	0.310	0.310	0.310	0.310
VWAP hurdle	n/a	n/a	n/a	n/a	n/a	n/a	n/a	n/a
Risk free interest rate	3.720	3.720	3.720	3.720	3.720	3.720	3.720	3.720
Dividend yield	nil	nil	nil	nil	nil	nil	nil	nil
Volatility	95%	95%	95%	95%	95%	95%	95%	95%
Valuation per Performance Right (\$)	0.3100	0.3100	0.3100	0.3100	0.3100	0.3100	0.3100	0.3100
Total value (\$)	310,000	310,000	310,000	310,000	310,000	310,000	155,000	155,000

Your proxy voting instruction must be received by **9:00am (AWST) on Saturday, 08 November 2025**, being **not later than 48 hours** before the commencement of the Meeting. Any Proxy Voting instructions received after that time will not be valid for the scheduled Meeting.

## SUBMIT YOUR PROXY

Complete the form overleaf in accordance with the instructions set out below.

### YOUR NAME AND ADDRESS

The name and address shown above is as it appears on the Company's share register. If this information is incorrect, and you have an Issuer Sponsored holding, you can update your address through the investor portal: <https://investor.automic.com.au/#/home> Shareholders sponsored by a broker should advise their broker of any changes.

### STEP 1 - APPOINT A PROXY

If you wish to appoint someone other than the Chair of the Meeting as your proxy, please write the name of that Individual or body corporate. A proxy need not be a Shareholder of the Company. Otherwise if you leave this box blank, the Chair of the Meeting will be appointed as your proxy by default.

### DEFAULT TO THE CHAIR OF THE MEETING

Any directed proxies that are not voted on a poll at the Meeting will default to the Chair of the Meeting, who is required to vote these proxies as directed. Any undirected proxies that default to the Chair of the Meeting will be voted according to the instructions set out in this Proxy Voting Form, including where the Resolutions are connected directly or indirectly with the remuneration of Key Management Personnel.

### STEP 2 - VOTES ON ITEMS OF BUSINESS

You may direct your proxy how to vote by marking one of the boxes opposite each item of business. All your shares will be voted in accordance with such a direction unless you indicate only a portion of voting rights are to be voted on any item by inserting the percentage or number of shares you wish to vote in the appropriate box or boxes. If you do not mark any of the boxes on the items of business, your proxy may vote as he or she chooses. If you mark more than one box on an item your vote on that item will be invalid.

### APPOINTMENT OF SECOND PROXY

You may appoint up to two proxies. If you appoint two proxies, you should complete two separate Proxy Voting Forms and specify the percentage or number each proxy may exercise. If you do not specify a percentage or number, each proxy may exercise half the votes. You must return both Proxy Voting Forms together. If you require an additional Proxy Voting Form, contact Automic Registry Services.

### SIGNING INSTRUCTIONS

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

**Joint holding:** Where the holding is in more than one name, all Shareholders should sign.

**Power of attorney:** If you have not already lodged the power of attorney with the registry, please attach a certified photocopy of the power of attorney to this Proxy Voting Form when you return it.

**Companies:** To be signed in accordance with your Constitution. Please sign in the appropriate box which indicates the office held by you.

**Email Address:** Please provide your email address in the space provided.

**By providing your email address, you elect to receive all communications despatched by the Company electronically (where legally permissible) such as a Notice of Meeting, Proxy Voting Form and Annual Report via email.**

### CORPORATE REPRESENTATIVES

If a representative of the corporation is to attend the Meeting the appropriate 'Appointment of Corporate Representative' should be produced prior to admission. A form may be obtained from the Company's share registry online at <https://automicgroup.com.au>.

### Lodging your Proxy Voting Form:

#### Online

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

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



#### BY MAIL:

Automic  
GPO Box 5193  
Sydney NSW 2001

#### IN PERSON:

Automic  
Level 5, 126 Phillip Street  
Sydney NSW 2000

#### BY EMAIL:

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

#### BY FACSIMILE:

+61 2 8583 3040

#### All enquiries to Automic:

##### WEBSITE:

<https://automicgroup.com.au>

##### PHONE:

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

STEP 1 - How to vote

APPOINT A PROXY:

I/We being a Shareholder entitled to attend and vote at the Annual General Meeting of Lindian Resources Limited, to be held at **9:00am (AWST) on Monday, 10 November 2025 at Level 16, 240 St Georges Terrace, Perth WA 6000** hereby:

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

**The Chair intends to vote undirected proxies in favour of all Resolutions in which the Chair is entitled to vote, except for Resolution 2 in which the Chair will vote AGAINST.**

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

AUTHORITY FOR CHAIR TO VOTE UNDIRECTED PROXIES ON REMUNERATION RELATED RESOLUTIONS

Where I/we have appointed the Chair as my/our proxy (or where the Chair becomes my/our proxy by default), I/we expressly authorise the Chair to exercise my/our proxy on Resolutions 1, 2, 7, 8, 9a and 9b (except where I/we have indicated a different voting intention below) even though Resolutions 1, 2, 7, 8, 9a and 9b are connected directly or indirectly with the remuneration of a member of the Key Management Personnel, which includes the Chair.

STEP 2 - Your voting direction

Resolutions	For	Against	Abstain
Remuneration Report	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
2 Spill Resolution	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
3 Election of Director – Robert Martin	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
4 Election of Director – Zekai (Zac) Komur	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
5 Re-election of Director – Yves Occello	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
6 Re-election of Director – Park (Zuliang) Wei	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
7 Approval of Employee Securities Incentive Plan	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
8 Approval of potential termination benefits under the Plan	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
9a Approval to issue up to 9,000,000 Director Performance Rights to Robert Martin	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
9b Approval to issue up to 7,000,000 Director Performance Rights to Zekai (Zac) Komur	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
10 Ratification of issue of Lelouma Consideration Shares	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

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

STEP 3 – Signatures and contact details

Individual or Securityholder 1

Sole Director and Sole Company Secretary

Securityholder 2

Director

Securityholder 3

Director / Company Secretary

Contact Name:

Email Address:

Contact Daytime Telephone

Date (DD/MM/YY) /  /

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