LODE RESOURCES LTD

A.B.N. 30 637 512 415

NOTICE OF GENERAL MEETING

The General Meeting of the Company will be held as a virtual meeting on 29 July 2026 commencing at 4:00pm (AEST).

If the above arrangements with respect to the Meeting change, Shareholders will be updated via the ASX Market Announcements Platform.

This Notice should be read in its entirety. If Shareholders are in doubt as to how they should vote, they should seek advice from their stockbroker, investment advisor, accountant, solicitor or other professional adviser prior to voting.

Should you wish to discuss any matter please do not hesitate to contact the Company Secretary by email on guy@loderesources.com

A.B.N. 30 637 512 415

NOTICE OF GENERAL MEETING

Notice is hereby given that a general meeting of shareholders of Lode Resources Limited (ACN 637 512 415) (**Company**) will be held as a virtual meeting on 29 July 2026 commencing at 4:00pm (AEST) (**Meeting**).

The Explanatory Memorandum provides additional information on matters to be considered at the Meeting. The Explanatory Memorandum and the Proxy Form part of this 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 27 July 2026 at 4:00pm (AEST).

The Company advises that a poll will be conducted for all Resolutions.

Terms and abbreviations used in this Notice (including the Explanatory Memorandum) are defined in Schedule 1.

VOTING BY PROXY

To be valid, the appointment of a proxy (made using a properly completed and executed Proxy Form) must be received by the Company no later than 4:00 pm (AEST) on 27 July 2026, being not later than 48 hours before the commencement of the Meeting.

Proxy Forms can be submitted as follows:

Vote by going to https://singleholding.automic.com.au/login
Email to meetings@automicgroup.com.au;
By **mail** to Lode Resources Limited at c/- Automic Pty Ltd, GPO Box 5193 Sydney NSW 2001; or
By **hand** to the Registrar, Automic Pty Ltd Level 5 126 Phillip Street Sydney NSW 2000 business hours (Monday – Friday, 8:30am – 5pm (AWST)).
By facsimile +61 2 8583 3040

Instructions on how to complete the Proxy Form are on the reverse of the Proxy Form attached to this Notice.

If you do not mark a box, your proxy may vote as they choose on that item.

Shareholders will be informed of the proxy position and the manner in which the Chairman intends to vote undirected proxies at the meeting.

Voting by corporate representative

Any corporate shareholder who has appointed a person to act as its corporate representative at the Meeting should provide that person with a certificate or letter executed in accordance with the Corporations Act authorising him or her to act as that company's representative. The authority must be emailed to info@loderesources.com, with the corporate shareholder's request to register for the Meeting.

Voting by attorney

A Shareholder entitled to vote at the Meeting is entitled to appoint an attorney to join and vote at the Meeting on the Shareholder's behalf.

An attorney need not be a holder of Shares.

An instrument conferring the power of attorney or a certified copy of the authority must be emailed to info@loderesources.com with your request to register for the Meeting.

At the meeting, the Chairman will allow a reasonable opportunity for shareholders to ask questions in relation to the Resolutions being put to the meeting.

Attending the virtual meeting

The Company is pleased to provide shareholders with the opportunity to attend and participate in a virtual Meeting through an online meeting platform powered by Automic.

Shareholders that have an existing account with Automic will be able to watch, listen and vote online.

Shareholders who do not have an account with Automic are strongly encouraged to register for an account **as soon as possible and well in advance of the Meeting** to avoid any delays on the day of the Meeting.

An account can be created via the following link **investor.automic.com.au and then clicking on "register" and following the prompts.** Shareholders will require their holder number (Securityholder Reference Number (SRN) or Holder Identification Number (HIN)) to create an account with Automic.

To access the virtual meeting on the day:

1. Open your internet browser and go to **investor.automic.com.au**

2. Login with your username and password or click "**register**" if you haven't already created an account. **Shareholders are encouraged to create an account prior to the start of the meeting to ensure there is no delay in attending the virtual meeting.**

3. After logging in, a banner will display at the bottom of your screen to indicate that the meeting is open for registration, click on "**Register**" when this appears. Alternatively, click on "**Meetings**" on the left-hand menu bar to join the meeting.

4. Click on "**Join Meeting**" and follow the prompts on screen to register and vote.

By order of the Board

Guy Robertson
Company Secretary
Lode Resources Limited
30 June 2026

A.B.N. 30 637 512 415

AGENDA

1 Resolution 1: APPROVAL FOR ISSUE OF 576,923 SHARES TO A DIRECTOR

To consider and, if thought fit, to pass the following Resolution as an **ordinary Resolution**:
'That, for the purposes of ASX Listing Rule 10.11 and all other purposes, Shareholders approve the issue of 576,923 Shares to Mr Andrew Van Heyst on the terms and conditions set out in the Explanatory Memorandum.'

2 Resolution 2: APPROVAL FOR ISSUE OF 153,846 SHARES TO A DIRECTOR

To consider and, if thought fit, to pass the following Resolution as an **ordinary Resolution**:
'That, for the purposes of ASX Listing Rule 10.11 and all other purposes, Shareholders approve the issue of 153,846 Shares to Mr Keith Mayes on the terms and conditions set out in the Explanatory Memorandum.'

3 RESOLUTION 3 – RATIFICATION OF ISSUE OF 34,446,035 SHARES

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

"That, pursuant to and in accordance with Listing Rule 7.4 and for all other purposes, Shareholders ratify the issue of 34,446,035 shares on the terms and conditions in the Explanatory Memorandum."

4 RESOLUTION 4 – RATIFICATION OF ISSUE OF 6,000,000 SHARES

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

"That, pursuant to and in accordance with Listing Rule 7.4 and for all other purposes, Shareholders ratify the issue of 6,000,000 shares on the terms and conditions in the Explanatory Memorandum."

5 APPROVAL OF THE PERFORMANCE RIGHTS INCENTIVE PLAN

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

“That for the purposes of ASX Listing Rule 7.2 Exception 13(b) and for all other purposes, Shareholders approve the establishment of the Performance Rights Incentive Plan and the issue of equity securities under that Plan, on the terms and conditions set out in the Explanatory Memorandum.”

6 APPROVAL TO ISSUE PERFORMANCE RIGHTS AND SHARES TO EXECUTIVE CHAIRMAN – ANDREW VAN HEYST

To consider and if thought fit pass an ordinary resolution:

'That for the purposes of Listing Rule 10.14 and for all other purposes, Shareholders approve the granting of Performance Rights to Andrew Van Heyst and issue of shares on vesting of Performance Rights under the Performance Rights Incentive Plan, on the terms and conditions set out in the Explanatory Memorandum.

7 APPROVAL TO ISSUE PERFORMANCE RIGHTS AND SHARES TO EXECUTIVE DIRECTOR – EDWARD LESCHKE

To consider and if thought fit pass an ordinary resolution:

'That for the purposes of Listing Rule 10.14 and for all other purposes, Shareholders approve the granting of Performance Rights to Edward Leschke and issue of shares on vesting of Performance Rights under the Performance Rights Incentive Plan, on the terms and conditions set out in the Explanatory Memorandum.

8 APPROVAL TO ISSUE PERFORMANCE RIGHTS AND SHARES TO EXECUTIVE DIRECTOR – KEITH MAYES

To consider and if thought fit pass an ordinary resolution:

'That for the purposes of Listing Rule 10.14 and for all other purposes, Shareholders approve the granting of Performance Rights to Keith Mayes and issue of shares on vesting of Performance Rights under the Performance Rights Incentive Plan, on the terms and conditions set out in the Explanatory Memorandum.

9 APPROVAL TO ISSUE PERFORMANCE RIGHTS AND SHARES TO NON-EXECUTIVE DIRECTOR – SIMON MILROY

To consider and if thought fit pass an ordinary resolution:

'That for the purposes of Listing Rule 10.14 and for all other purposes, Shareholders approve the granting of Performance Rights to Simon Milroy and issue of shares on vesting of Performance Rights under the Performance Rights Incentive Plan, on the terms and conditions set out in the Explanatory Memorandum.

By order of the Board
Guy Robertson
Company Secretary
30 June 2026

LODE RESOURCES LTD

A.B.N. 30 637 512 415

VOTING EXCLUSION

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

RESOLUTION	PERSONS EXCLUDED FROM VOTING
1. Approval for issue of 576,923 Shares to a Director	Andrew Van Heyst, or an associate of Andrew Van Heyst.
2. Approval for issue of 153,846 Shares to a Director	Keith Mayes, or an associate of Keith Mayes
3. Ratification of issue of 34,3446,035 Shares	The Company will disregard any votes cast in favour of this Resolution by any person who participated in the issue.
4. Ratification of issue of 6,000,000 Shares	The Company will disregard any votes cast in favour of this Resolution by Rodney McDermott and Steven McDermott or an associate of those persons.
5. Approval of the Performance Rights Incentive Plan	The Company will disregard any votes cast (in any capacity) in favour of this resolution by or on behalf of any of the following persons: • any person (or their nominee) who is eligible to participate in the Performance Rights Incentive Plan; or • an associate of that person or those persons.
6. Issue of Performance Rights and Shares to Executive Chairman Andrew Van Heyst	The Company will disregard any votes cast (in any capacity) in favour of this resolution by or on behalf of any of the following persons: • any person referred to in Listing Rule 10.14.1, 10.14.2 or 10.14.3 who is eligible to participate in the Performance Rights Incentive Plan (including Andrew Van Heyst or his nominee); • a director of the Company (except one who is ineligible to participate in any employee incentive scheme in relation to the entity); and • an associate of those persons.
7. Issue of Performance Rights and Shares to Executive Director Edward Leschke	The Company will disregard any votes cast (in any capacity) in favour of this resolution by or on behalf of any of the following persons: • any person referred to in Listing Rule 10.14.1, 10.14.2 or 10.14.3 who is eligible to participate in the Performance Rights Incentive Plan (including Edward Leschke or his nominee); • a director of the Company (except one who is ineligible to participate in any employee incentive scheme in relation to the entity); and • an associate of those persons.
8. Issue of Performance Rights and Shares to Executive Director Keith Mayes	The Company will disregard any votes cast (in any capacity) in favour of this resolution by or on behalf of any of the following persons: • any person referred to in Listing Rule 10.14.1, 10.14.2 or 10.14.3 who is eligible to participate in the Performance Rights Incentive Plan (including Keith Mayes or his nominee); • a director of the Company (except one who is ineligible to participate in any employee incentive scheme in relation to the entity); and • an associate of those persons.
9. Issue of Performance Rights and Shares to Non-Executive Director Simon Milroy	The Company will disregard any votes cast (in any capacity) in favour of this resolution by or on behalf of any of the following persons: • any person referred to in Listing Rule 10.14.1, 10.14.2 or 10.14.3 who is eligible to participate in the Performance Rights Incentive Plan (including Simon Milroy or his nominee); • a director of the Company (except one who is ineligible to participate in any employee incentive scheme in relation to the entity); and • an associate of those persons.

However, this does not apply to a vote cast in favour of these Resolutions by:

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

(b) the Chair of the Meeting as proxy or attorney for a person who is entitled to vote on these Resolutions, in accordance with a direction given to the Chair to vote on these Resolutions 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 these Resolutions; and

(ii) the holder votes on these Resolutions in accordance with directions given by the beneficiary to the holder to vote in that way.

VOTING PROHIBITION STATEMENTS

Resolutions 6,7,8 and 9	In accordance with section 250BD of the Corporations Act, a person appointed as a proxy must not vote, on the basis of that appointment, on this resolution if: • the proxy is either a member of the KMP or a Closely Related Party of such member; and • the appointment does not specify the way the proxy is to vote on this resolution. However, the above prohibition does not apply if: • the proxy is the Chair; and • the appointment expressly authorizes the Chair to exercise the proxy even though this resolution is connected directly or indirectly with remuneration of a member of the KMP.

EXPLANATORY MEMORANDUM

TO THE NOTICE OF EXTRORDINARY GENERAL MEETING

This Explanatory Memorandum has been prepared to assist members to understand the business to be put to members at the General Meeting to be held as a virtual meeting on 29 July 2026 (AEST).

RESOLUTION 1: APPROVAL FOR ISSUE OF 576,923 SHARES TO A DIRECTOR

1.1 Background

On 17 April 2026 the Company announced a capital raising of $4.5 million throough the issue of approximately 35 million new shares at $0.13 each.

This Resolution seeks Shareholder approval for purposes of Listing Rule 10.11 for the issue of up to 576,923 Shares to Andrew Van Heyst (or his nominee(s)), to enable his participation in the Company's capital raising activities on the same terms as the participants in the April Placement.

1.2 Chapter 2E of the Corporations Act

Chapter 2E of the Corporations Act requires that for a public company, or an entity that the public company controls, to give a financial benefit to a related party of the public company, the public company or entity must:

(a) obtain the approval of the public company's members in the manner set out in sections 217 to 227 of the Corporations Act; and

(b) give the benefit within 15 months following such approval,

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

The issue constitutes giving a financial benefit and Andrew Van Heyst is a related party of the Company by virtue of being a Director.

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

1.3 Listing Rule 10.11

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

10.11.1 a related party;

10.11.2 a person who is, or was at any time in the 6 months before the issue or agreement, a substantial (30%+) holder in the company;

10.11.3 a person who is, or was at any time in the 6 months before the issue or agreement, a substantial (10%+) holder in the company and who has nominated a director to the board of the company pursuant to a relevant agreement which gives them a right or expectation to do so;

10.11.4 an associate of a person referred to in Listing Rules 10.11.1 to 10.11.3; or

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

unless it obtains the approval of its shareholders.

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

1.4 Technical information required by Listing Rule 14.1A

If this Resolution is passed, the Company will be able to proceed with the issue within one month after the date of the Meeting (or such later date as permitted by any ASX waiver or modification of the Listing Rules) and will raise additional funds which will be used in the manner set out in Section 3.1. As approval pursuant to Listing Rule 7.1 is not required for the issue (because approval is being obtained under Listing Rule 10.11), the issue will not use up any of the Company's 15% annual placement capacity.

If this Resolution is not passed, the Company will not be able to proceed with the issue and no further funds will be raised.

1.5 Technical Information required by Listing Rule 10.13

REQUIRED INFORMATION	DETAILS
Name of the person to whom Securities will be issued	Andrew Van Heyst (or his nominee(s)).
Categorisation under Listing Rule 10.11	Andrew Van Heyst falls within the category set out in Listing Rule 10.11.1 as he is a related party of the Company by virtue of being a Director. Any nominee(s) of Andrew Van Heyst who receive Shares may constitute ‘associates’ for the purposes of Listing Rule 10.11.4.
Number of Securities and class to be issued	Up to 576,923 Shares will be issued.
Terms of Securities	The Shares will be fully paid ordinary shares in the capital of the Company issued on the same terms and conditions as the Company’s existing Shares.
Date(s) on or by which the Securities will be issued	The Company expects to issue the Shares within 5 Business Days of the Meeting. In any event, the Company will not issue any Shares later than one month after the date of the Meeting (or such later date to the extent permitted by any ASX waiver or modification of the Listing Rules).
Price or other consideration the Company will receive for the Securities	$0.13 per Share (being the same issue price as Shares issued to unrelated participants in the April Placement.
Purpose of the issue, including the intended use of any funds raised by the issue	The purpose of the issue is to raise capital, which the Company intends to apply as set out in Section 3.1
Summary of material terms of agreement to issue	The Shares will be issued pursuant to a customary placement agreement between the Company and Andrew Van Heyst
Voting exclusion statement	A voting exclusion statement applies to this Resolution.

RESOLUTION 2 : APPROVAL FOR ISSUE OF 153,846 SHARES TO A DIRECTOR

2.1 Background

On 17 April 2026 the Company announced a capital raising of $4.5 million throough the issue of approximately 35 million new shares at $0.13 each.

This Resolution seeks Shareholder approval for purposes of Listing Rule 10.11 for the issue of up to 153,846 Shares to Keith Mayes (or his nominee(s)), to enable his participation in the Company’s capital raising activities on the same terms as the participants in the April Placement.

2.2 Chapter 2E of the Corporations Act

Chapter 2E of the Corporations Act requires that for a public company, or an entity that the public company controls, to give a financial benefit to a related party of the public company, the public company or entity must:

a) obtain the approval of the public company’s members in the manner set out in sections 217 to 227 of the Corporations Act; and

b) give the benefit within 15 months following such approval, unless the giving of the financial benefit falls within an exception set out in sections 210 to 216 of the Corporations Act.

The issue constitutes giving a financial benefit and Keith Mayes is a related party of the Company by virtue of being a Director.

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

2.3 Listing Rule 10.11

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

10.11.1 a related party;

10.11.2 a person who is, or was at any time in the 6 months before the issue or agreement, a substantial (30%+) holder in the company;

10.11.3 a person who is, or was at any time in the 6 months before the issue or agreement, a substantial (10%+) holder in the company and who has nominated a director to the board of the company pursuant to a relevant agreement which gives them a right or expectation to do so;

10.11.4 an associate of a person referred to in Listing Rules 10.11.1 to 10.11.3; or

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

unless it obtains the approval of its shareholders.

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

2.4 Technical information required by Listing Rule 14.1A

If this Resolution is passed, the Company will be able to proceed with the issue within one month after the date of the Meeting (or such later date as permitted by any ASX waiver or modification of the Listing Rules) and will raise additional funds which will be used in the manner set out in Section 3.1. As approval pursuant to Listing Rule 7.1 is not required for the issue (because approval is being obtained under Listing Rule 10.11), the issue will not use up any of the Company's 15% annual placement capacity.

If this Resolution is not passed, the Company will not be able to proceed with the issue and no further funds will be raised.

2.5 Technical Information required by Listing Rule 10.13

REQUIRED INFORMATION	DETAILS
Name of the person to whom Securities will be issued	Keith Mayes (or his nominee(s)).
Categorisation under Listing Rule 10.11	Keith Mayes falls within the category set out in Listing Rule 10.11.1 as he is a related party of the Company by virtue of being a Director. Any nominee(s) of Keith Mayes who receive Shares may constitute 'associates' for the purposes of Listing Rule 10.11.4.
Number of Securities and class to be issued	Up to 153,846 Shares will be issued.
Terms of Securities	The Shares will be fully paid ordinary shares in the capital of the Company issued on the same terms and conditions as the Company's existing Shares.
Date(s) on or by which the Securities will be issued	The Company expects to issue the Shares within 5 Business Days of the Meeting. In any event, the Company will not issue any Shares later than one month after the date of the Meeting

REQUIRED INFORMATION	DETAILS
	(or such later date to the extent permitted by any ASX waiver or modification of the Listing Rules).
Price or other consideration the Company will receive for the Securities	$0.13 per Share (being the same issue price as Shares issued to unrelated participants in the April Placement.
Purpose of the issue, including the intended use of any funds raised by the issue	The purpose of the issue is to raise capital, which the Company intends to apply as set out in Section 3.1
Summary of material terms of agreement to issue	The Shares will be issued pursuant to a customary placement agreement between the Company and Keith Mayes.
Voting exclusion statement	A voting exclusion statement applies to this Resolution.

RESOLUTION 3 – RATIFICATION OF ISSUE OF 34,446,035 SHARES

3.1 General

This Resolution seeks Shareholder ratification for the purposes of Listing Rule 7.4 for the issue of an aggregate of 34,446,035 Shares to professional and sophisticated investors (**April Placement Participants**) at an issue price of $0.13 per Share to raise $4,477,985 (before costs) (**April Placement**). The April Placement was completed on 24 April 2026. The proceeds of the April Placement are intended to be applied as follows:

Montezuma Pre-Feasibility Study and Exploration	1.4
Granville Exploration	0.5
Silver Hills Exploration	0.3
Uralla Exploration	0.4
New England Antimony Exploration	0.4
Working Capital and Placement costs	1.5
Total	**4.5**

3.2 Listing Rule 7.1

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

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

3.3 Listing Rule 7.4

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

The Company wishes to retain as much flexibility as possible to issue additional equity securities in the future without having to obtain Shareholder approval for such issues under Listing Rule 7.1. Accordingly, the Company is seeking Shareholder ratification pursuant to Listing Rule 7.4 for the issue.

3.4 Technical information required by Listing Rule 14.1A

If this Resolution is passed, the issue will be excluded in calculating the Company's 15% limit in Listing Rule 7.1, effectively increasing the number of equity securities the Company can issue without Shareholder approval over the 12 month period following the date of the issue.

If this Resolution is not passed, the issue will be included in calculating the Company's 15% limit in Listing Rule 7.1, effectively decreasing the number of equity securities that the Company can issue without Shareholder approval over the 12 month period following the date of the issue.

3.5 Technical information required by Listing Rules 7.4 and 7.5

REQUIRED INFORMATION	**DETAILS**
Names of persons to whom Securities were issued or the basis on which those persons were identified/selected	The April Placement Participants were identifies as professional and institutional investors by the Lead Manager. The Company confirms that none of the investors are related parties of the entity, members of KMP, a substantial holder, an adviser to the entity, or an associate of any of the above, and that none of them was issued more than 1% of LDR's issued capital.
Number and class of Securities issued	34,446,035 Shares were issued.
Terms of Securities	The Shares were fully paid ordinary shares in the capital of the Company issued on the same terms and conditions as the Company's existing Shares.
Date(s) on or by which the Securities were issued	24 April 2026.
Price or other consideration the Company received for the Securities	$0.13 per Share.
Purpose of the issue, including the intended use of any funds raised by the issue	The purpose of the issue was to raise capital, which the Company intends to apply as set out in Section 3.1.
Summary of material terms of agreement to issue	The Shares were issued pursuant to customary placement agreements between the Company and the April Placement Participants.
Voting Exclusion Statement	A voting exclusion statement applies to this Resolution.
Compliance	The issue did not breach Listing Rule 7.1.

RESOLUTION 4 – RATIFICATION OF ISSUE OF 6,000,000 SHARES

4.1 General

This Resolution seeks Shareholder ratification for the purposes of Listing Rule 7.4 for the issue of an aggregate of 6,000,000 Shares to Steven McDermott and Keith McDermott (Vendors) at a deemed price of $0.10 per share as part consideration for the acquisition of the Montezuma Antimony Project.

4.2 Listing Rule 7.1

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

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

4.3 Listing Rule 7.4

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

The Company wishes to retain as much flexibility as possible to issue additional equity securities in the future without having to obtain Shareholder approval for such issues under Listing Rule 7.1. Accordingly, the Company is seeking Shareholder ratification pursuant to Listing Rule 7.4 for the issue.

4.4 Technical information required by Listing Rule 14.1A

If this Resolution is passed, the issue will be excluded in calculating the Company's 15% limit in Listing Rule 7.1, effectively increasing the number of equity securities the Company can issue without Shareholder approval over the 12 month period following the date of the issue.

If this Resolution is not passed, the issue will be included in calculating the Company's 15% limit in Listing Rule 7.1, effectively decreasing the number of equity securities that the Company can issue without Shareholder approval over the 12 month period following the date of the issue.

4.5 Technical information required by Listing Rules 7.4 and 7.5

REQUIRED INFORMATION	DETAILS
Names of persons to whom Securities were issued or the basis on which those persons were identified/selected	Steven McDermott and Keith McDermott the vendors of the Montezuma Antimony project.
Number and class of Securities issued	6,000,000 Shares were issued.
Terms of Securities	The Shares were fully paid ordinary shares in the capital of the Company issued on the same terms and conditions as the Company's existing Shares. The shares are subject to a voluntary excrow for 12 months from date of issue.
Date(s) on or by which the Securities were issued	18 December 2025
Price or other consideration the Company received for the Securities	Deemed price of $0.10 per Share.
Purpose of the issue, including the intended use of any funds raised by the issue	The purpose of the issue was to part pay for the acquisition of the Montezuma Antimony project.
Summary of material terms of agreement to issue	See Schedule 4
Voting Exclusion Statement	A voting exclusion statement applies to this Resolution.
Compliance	The issue did not breach Listing Rule 7.1.

RESOLUTION 5 – APPROVAL OF PERFORMANCE RIGHTS INCENTIVE PLAN

5.1 Background

This resolution seeks Shareholder approval of the Lode Resources Performance Rights Incentive Plan (**the Plan**) and issue of Incentive Securities and Shares under the Plan for the purposes of Listing Rule 7.2, exception 13(b) and for all other purposes.

The Plan is intended to provide an opportunity to eligible participants (including employees, contractors, consultants and directors) to participate in the Company's future growth. Further, the Plan acts as a mechanism to ensure the interests of Shareholders and the management and employees of the Company are aligned.

A copy of the Plan will be made available for inspection at the GM. A summary of the Plan is set out in Schedule 1.

This is the first equity incentive plan put forward by the Company.

The Board seeks approval of the Plan, which will allow the Company to issue Performance Rights (**Incentive Securities**), for the purpose of attracting, motivating and retaining key employees, directors, contractors and consultants and to provide them with the opportunity to participate in the future growth of the Company.

5.2 Listing Rule 7.1 and Listing Rule 7.2 exception 13(b)

Shareholder approval is not required under the Corporations Act or the Listing Rules for the operation of the Plan. However, Shareholder approval is being sought to allow the Company to rely on an exception to the calculation of the placement limits imposed by Listing Rules 7.1 and 7.1A on the number of securities that may be issued without shareholder approval.

In summary, and subject to a number of exceptions, Listing Rule 7.1 limits the amount of equity securities that a listed company can issue without the approval of its shareholders over any 12 month period to 15% of the total number of fully paid ordinary shares it had on issue at the beginning of the 12 month period. Listing Rule 7.1A enables eligible entities to issue Equity Securities (as that term is defined in the Listing Rules) up to 10% of its issued capital through placements over a twelve month period after (and subject to approval at) the Annual General Meeting (**10% Placement Facility**). The 10% Placement Facility is in addition to the Company's 15% placement capacity under Listing Rule 7.1.

Listing Rule 7.2, exception 13(b) provides that Listing Rules 7.1 and 7.1A do not apply to an issue of securities under an employee incentive scheme that has been approved by shareholders, where the issue of securities is within 3 years from the date of shareholder approval of the issue of securities under the employee incentive scheme.

If Resolution 5 is passed, the Company will be able to issue Incentive Securities under the Plan to eligible participants over a period of three years without using the placement capacity under Listing Rules 7.1 and 7.1A.

If Resolution 5 is not passed, the Company will not be able to issue Incentive Securities under the Plan to eligible participants without using the Company's 15% placement capacity under Listing Rules 7.1 and 7.1A, effectively decreasing the number of equity securities the Company can issue or agree to issue without obtaining Shareholder approval over the 12 month period following any such issue.

Any future issues of equity securities under the Plan to a related party or a person whose relationship with the Company or the related party is, in ASX's opinion, such that approval should be obtained, will require Shareholder approval under Listing Rule 10.14 at the relevant time. For this reason, the Company is also seeking approval under Resolutions 6, 7, 8 and 9 for the issue of Incentive Securities under the Plan to certain directors.

5.3 Specific information required by Listing Rule 7.2, exception 13(b)

(i) The material terms of the Plan are summarized in Schedule 1.
(ii) The maximum number of equity securities proposed to be issued under the Plan following approval of Resolution 5 will not exceed 30,000,000 ordinary shares, subject to adjustment in the event of a reorganization of capital and subject to applicable laws and the Listing Rules.
(iii) A voting exclusion statement is included in the Notice.

5.4 Board Recommendation

The Directors may participate in the Incentive Plan (subject to Shareholder approval). Accordingly, the Directors make no recommendation to Shareholders in respect of voting on Resolution 5.

The Chair intends to exercise undirected proxies in favour of Resolution 5 where the appointment expressly authorizes the Chair to exercise the proxy even though the resolution is connected directly or indirectly with remuneration of a member of the KMP.

RESOLUTIONS 6, 7 and 8 – ISSUE OF PERFORMANCE RIGHTS TO EXECUTIVE DIRECTORS

6.1 Background

The Company has agreed, subject to obtaining Shareholder approval pursuant to Resolutions 6, 7 and 8, to issue to Messrs Van Heyst, Leschke and Hayes, executive directors of the Company (collectively, the **Executive Directors**), the following 2027 Performance Rights (together the **Performance Rights**), on the terms and conditions set out in Schedule 2:

	Andrew Van Heyst	Edward Leschke	Keith Mayes
2027 LTI Performance Rights	1,272,857	1,272,857	1,414,286
2027 STI Performance Rights	530,357	530,357	589,285
Total 2027 Performance Rights	1,803,214	1,803,214	2,003,571

The 2027 LTI Performance Rights will vest equally over the 3 years to 30 June 2029 subject to the Director being on the Board of Directors as at the end of each financial year.

The 2027 STI Performance Rights are subject to certain performance milestones (**Performance Conditions**) which are set out below. Upon achievement of the Performance Conditions prior the end of the Performance Period, the Performance Rights will vest in the percentages set out below.

%	Milestones – the Rights will vest upon:
20%	Completion of the Montezuma Scoping Study
25%	Completion of the Montezuma Feasibility Study
55%	A number of other milestones geared to performance for FY2027

The Performance Rights will be issued pursuant to the Lode Resources Performance Rights Plan (**Plan**), for which approval is sought in Resolution 5 above.

A summary of the Plan is set out in Schedule 1.

A summary of the terms of the Performance Rights is set out in Schedule 2.

6.2 Chapter 2E of the Corporations Act

For a public company to give a financial benefit to a related party, the public company must:

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

unless the giving of the financial benefit falls within an exception set out in sections 201 to 216 of the Corporations Act.

The issue of the Performance Rights to the Executive Directors constitutes giving a financial benefit and the Executive Directors are related parties of the company by virtue of being directors.

The directors (other than Mr Van Heyst in respect of Resolution 6, Mr Leschke in respect of Resolution 7 and Mr Mayes in respect of Resolution 8) consider that Shareholder approval pursuant to Chapter 2E of the Corporations Act is not required in respect of the grant of the Performance Rights because the agreement to issue the Performance Rights, reached as part of the remuneration package for each of the Executive Directors, is considered reasonable remuneration in the circumstances and was negotiated on an arm's length basis.

6.3 Listing Rule 10.14

Listing Rule 10.14 provides that a listed company must not permit any of the following person to acquire equity securities under an employee incentive scheme:

(a) a director of the Company;

(b) an associate of a director of the company; or

(c) a person whose relationship with the company or a person referred to in Listing Rules 10.14.1 to 10.14.2 is such that, in ASX's opinion, the acquisition should be approved by its shareholders,

unless it obtains the approval of its shareholders.

The issue of the Performance Rights to the Executive Directors falls within Listing Rule 10.14.1 and therefore requires the approval of the Company's Shareholders under Listing Rule 10.14.

Resolutions 6, 7 and 8 seek the required Shareholder approval to the issue of the Performance Rights under and for the purposes of Listing Rule 10.14.

As Shareholder approval is sought under Listing Rule 10.14, approval under Listing Rule 7.1 or 10.11 is not required.

If each of Resolutions 6, 7 and 8 are passed, the Company will be able to proceed with the issue of Performance Rights to each of Mr Van Heyes, Mr Leschke and Mr Mayes within one month after the date of the Meeting.

If any of Resolutions 6, 7 and 8 are not passed, the Company will not be able to proceed with the issue of the Performance Rights to the relevant Executive Directors, and the Company may need to consider other forms of performance-based remuneration including by the payment of cash, subject to the requirements of the Corporations Act and the Listing Rules.

6.4 Technical 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 Resolutions 6, 7 and 8:

(i) The Performance Rights will be issued to Mr Van Heyst, Mr Leschke and Mr Mayes (or their nominees).

(ii) Each of Mr Van Heyst, Mr Leschke and Mr Mayes fall within the category set out in Listing Rule 10.14.1, as they are related parties of the Company by virtue of being directors.

(iii) The maximum number of Performance Rights to be issued for which approval is being sought is a total of 5,609,999 comprising:

2027 Performance Rights	
Mr Van Heyst	1,803,214
Mr Leschke	1,803,214
Mr Mayes	2,003,571
Total	**5,609,999**

(iv) The current total remuneration package for each of the Executive Directors receiving Performance Rights is as follows:

- For Mr Van Heyst, remuneration of $277,200 including superannuation. Subject to shareholder approval being obtained for Resolution 6, Mr Van Heyst will also receive 1,803,214 2027 Performance Rights;
- For Ms Leschke, remuneration of $277,200 including superannuation. Subject to shareholder approval being obtained for Resolution 7, Mr Leschke will also receive 1,803,214 2027 Performance Rights; and
- For Mr Mayes, remuneration of $305,000. Subject to shareholder approval being obtained for Resolution 8, Mr Mayes will also receive 2,003,571 2027 Performance Rights.

(v) The material terms of the 2027 Performance Rights are set out in Schedule 2.

(vi) The 2027 Performance Rights are being offered on the basis of the following:

- The Company is a mineral exploration company and does not generate cash from its operations. In order to preserve cash for exploration activities, the Board has determined, where possible, to pay a base remuneration at less than market rates to its executive directors, employees and individual contractors, with base remuneration to be supplemented by performance incentives to ensure attraction, retention and ongoing incentives for its directors and executives. No short term or long term cash incentives have been paid to the executive directors.

- 2027 Performance Rights provide incentives based on performance of the Company over a three year period, which the Company expects to correlate with an increase in the value of the Company and therefore an increase in Shareholders' value. Accordingly, the issue of the 2027 Performance Rights will align the interests of the Executive Directors with those of Shareholders.
- The issue of Performance Rights is a reasonable and appropriate method to provide remuneration and a performance linked incentive component in the remuneration packages for the Executive Directors, to motivate and reward their performance as executive directors and to provide cost effective non-cash remuneration, enabling the Company to spend a greater proportion of its cash reserves on its operations than it would if alternative cash forms of remuneration were given to the Executive Directors.
- Upon satisfaction of performance conditions and exercise of vested Performance Rights, Restricted Shares will be issued to the Executive Directors, which are subject to general dealing restrictions under the Company's Securities Trading Policy and specific Disposal Restrictions preventing dealing with the Restricted Shares until the first to occur of (a) when the director ceases employment with the Company or any of its subsidiaries; (b) the 15th anniversary of the date of grant of the Rights; or (c) the Board determining, in its discretion, that the Restricted Shares should be released having regard to special circumstances including those set out in the Plan.
- The deferred taxation benefit which is available to the Executive Directors in respect of an issue of Performance Rights and the issue of Restricted Shares upon vesting and exercise of Performance Rights, is also beneficial to the Company as it means the Executive Directors are not required to immediately sell Restricted Shares granted on vesting of Performance Rights to fund a tax liability and will instead, continue to hold an interest in the Company.

(vii) The Company has obtained an independent valuation of the Performance Rights at a total of $589,049, based on a value of $0.105 for each 2027 Performance Right. Specifically, the Company values the Performance Rights to be issued to each Executive Director as follows:

- Performance Rights to be issued to Mr Van Heyst at $189,337;
- Performance Rights to be issued to Mr Leschke at $189,337; and
- Performance Rights to be issued to Mr Mayes at $210,375.

Further details on the valuation methodologies are set out in Schedule 3.

(viii) It is intended that the Performance Rights will be issued following Shareholder approval and in any event will be issued no later than one month after the date of the Meeting.

(ix) The issue price of the Performance Rights is nil. The Company will not receive any consideration in respect of the issue of Performance Rights or the issue of Restricted Shares following vesting and exercise of the Performance Rights.

(x) The material terms of the Plan are set out in Schedule 1.

(xi) The Company has not made any loan in connection with the acquisition or exercise of the Performance Rights.

(xii) Details of any securities issued under the Plan will be published in the Company's annual report relating to the period in which they were issued, along with a statement that approval for the issue was obtained under Listing Rule 10.14.

(xiii) Any additional persons covered by Listing Rule 10.14 who become entitled to participate in an issue of securities under the Plan after Resolutions 6, 7 and 8 are approved and who are not named in this Notice will not participate in the Plan until approval is obtained under that rule.

(xiv) A voting exclusion statement forms part of the Notice of Meeting.

6.5 Section 200E of the Corporations Act

Under the terms of the Plan, the Board may in its absolute discretion, waive any Performance Condition attaching to a Performance Right if 'special circumstances' (which relevantly include cessation of employment, retirement, serious illness or injury or death) arise in relation to an Eligible Participant (which will include the Executive Directors).

Shareholder approval of the benefits that may become payable to the Executive Directors as a result of the Board's discretion to allow unvested Performance Rights to vest in such special circumstances, is sought under section 200E of the Corporations Act.

Section 200B of the Corporations Act prevents a company from giving a benefit to a person retiring or being removed from a managerial or executive office or position (**Retiree**), unless the company's shareholders approve that benefit under section 200E or unless the benefit falls within certain exemptions set out in the Corporations Act.

A payment will only fall within the exceptions set out in the Corporations Act if the amount of the payment is less than a prescribed multiple of the Retiree's remuneration or if the nature of the payment falls within one of a number of categories set out in the Corporations Act (for example, payment by way of damages for breach of contract or payment for past services).

The possible accelerated vesting of Performance Rights does not fall within any of the categories of exception set out in the Corporations Act and accordingly Shareholder approval is sought.

Section 200E of the Corporations Act requires that where shareholders are asked to approve a payment or other benefit to a Retiree that would otherwise be prohibited by section 200B, shareholders must be given details of the amount of the payment, or, if the amount cannot be ascertained at the time of the disclosure, the manner in which the amount is to be calculated and any matter, event or circumstance that will, or is likely to affect the calculation of the amount.

The value of 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 particulate benefit will depend on factors such as the Company's share price at the time of vesting and the number of Performance Rights that will vest. The following additional factors may also affect the benefit's value:

(a) the Executive Director's length of service and the status of the Performance Conditions attaching to the relevant Performance Right at the time the Executive Director's employment or office ceases; and
(b) the number of unvested Performance Rights that the Executive Director holds at the time they cease employment or office.

6.6 Board Recommendation

Each Director has a personal interest in their own remuneration from the Company and, as a consequence, Directors are excluded from voting on resolutions 6, 7 and 8. In these circumstances, the Directors do not think it is appropriate to make a recommendation to shareholders.

The Chair intends to exercise undirected proxies in favour of Resolutions 6, 7 and 8 where the appointment expressly authorizes the Chair to exercise the proxy even though the resolutions are connected directly or indirectly with remuneration of a member of the KMP.

RESOLUTION 9 – ISSUE OF PERFORMANCE RIGHTS TO NON-EXECUTIVE DIRECTOR

7.1 Background

The Company has agreed, subject to obtaining Shareholder approval pursuant to Resolution 9, to issue to Mr. Milroy, a Non-Executive Director of the Company the following 2027 Performance Rights (**Performance Rights**), on the terms and conditions set out in Schedule 2:

	Simon Milroy
2027 LTI Performance Rights	257,143
2027 STI Performance Rights	-
Total 2027 Performance Rights	257,143

The 2027 LTI Performance Rights are in respect of the year ended 30 June 2027, subject to the Director being on the Board of Directors as at the end of that financial year.

The Performance Rights will be issued pursuant to the Lode Resources Performance Rights Plan (**Plan**), for which approval is sought in Resolution 5 above.

A summary of the Plan is set out in Schedule 1.

A summary of the terms of the Performance Rights is set out in Schedule 2.

7.2 Chapter 2E of the Corporations Act

For a public company to give a financial benefit to a related party, the public company must:

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

unless the giving of the financial benefit falls within an exception set out in sections 201 to 216 of the Corporations Act.

The issue of the Performance Rights to the Non-Executive Director constitutes giving a financial benefit and the Non-Executive Director is a related party of the company by virtue of being a director.

The directors (other than Mr Milroy) consider that Shareholder approval pursuant to Chapter 2E of the Corporations Act is not required in respect of the grant of the Performance Rights because the agreement to issue the Performance Rights, reached as part of the remuneration package for the Non-Executive Director, is considered reasonable remuneration in the circumstances and was negotiated on an arm's length basis.

7.3 Listing Rule 10.14

Listing Rule 10.14 provides that a listed company must not permit any of the following person to acquire equity securities under an employee incentive scheme:

(d) a director of the Company;

(e) an associate of a director of the company; or

(f) a person whose relationship with the company or a person referred to in Listing Rules 10.14.1 to 10.14.2 is such that, in ASX's opinion, the acquisition should be approved by its shareholders,

unless it obtains the approval of its shareholders.

The issue of the Performance Rights to the Non-Executive Director falls within Listing Rule 10.14.1 and therefore requires the approval of the Company's Shareholders under Listing Rule 10.14.

Resolution 9 seeks the required Shareholder approval to the issue of the Performance Rights under and for the purposes of Listing Rule 10.14.

As Shareholder approval is sought under Listing Rule 10.14, approval under Listing Rule 7.1 or 10.11 is not required.

If Resolution 9 is passed, the Company will be able to proceed with the issue of Performance Rights to Mr Milroy within one month after the date of the Meeting.

If Resolution 9 is not passed, the Company will not be able to proceed with the issue of the Performance Rights to the Non-Executive Director, and the Company may need to consider other forms of performance-based remuneration including by the payment of cash, subject to the requirements of the Corporations Act and the Listing Rules.

7.4 Technical 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 Resolution 9:

(i) The Performance Rights will be issued to Mr Simon Milroy (or his nominee).

(ii) Mr Millroy falls within the category set out in Listing Rule 10.14.1, as he is a related party of the Company by virtue of being a director.

(iii) The maximum number of Performance Rights to be issued for which approval is being sought is a total of 257,143

(iv) The current total remuneration package for the Non-Executive Director receiving Performance Rights is a salary of $50,000 pa + statutory superannuation.

(v) The material terms of the 2027 Performance Rights are set out in Schedule 2.

(vi) The 2027 Performance Rights are being offered on the basis of the following:

- The Company is a mineral exploration company and does not generate cash from its operations. In order to preserve cash for exploration activities, the Board has determined, where possible, to pay a base remuneration at less than market rates to Non-Executive Directors. No short term or long term cash incentives have been paid to the non-executive director.
- The issue of Performance Rights is a reasonable and appropriate method to provide additional remuneration in lieu of cash payment.

- Upon satisfaction of performance condition and exercise of vested Performance Rights, Restricted Shares will be issued to the Non-Executive Director, which are subject to general dealing restrictions under the Company's Securities Trading Policy and specific Disposal Restrictions preventing dealing with the Restricted Shares until the first to occur of (a) when the director ceases employment with the Company or any of its subsidiaries; (b) the 15th anniversary of the date of grant of the Rights; or (c) the Board determining, in its discretion, that the Restricted Shares should be released having regard to special circumstances including those set out in the Plan.
- The deferred taxation benefit which is available to the Non-Executive Director in respect of an issue of Performance Rights and the issue of Restricted Shares upon vesting and exercise of Performance Rights, is also beneficial to the Company as it means the Non-Executive Director is not required to immediately sell Restricted Shares granted on vesting of Performance Rights to fund a tax liability and will instead, continue to hold an interest in the Company.

(vii) The Company has obtained an independent valuation of the Performance Rights at a total of $27,000, based on a value of $0.0105 for each 2027 Performance Right.

Further details on the valuation methodologies are set out in Schedule 3.

(viii) It is intended that the Performance Rights will be issued following Shareholder approval and in any event will be issued no later than one month after the date of the Meeting.

(ix) The issue price of the Performance Rights is nil. The Company will not receive any consideration in respect of the issue of Performance Rights or the issue of Restricted Shares following vesting and exercise of the Performance Rights.

(x) The material terms of the Plan are set out in Schedule 1.

(xi) The Company has not made any loan in connection with the acquisition or exercise of the Performance Rights.

(xii) Details of any securities issued under the Plan will be published in the Company's annual report relating to the period in which they were issued, along with a statement that approval for the issue was obtained under Listing Rule 10.14.

(xiii) Any additional persons covered by Listing Rule 10.14 who become entitled to participate in an issue of securities under the Plan after Resolution 9 is approved and who are not named in this Notice will not participate in the Plan until approval is obtained under that rule.

(xiv) A voting exclusion statement forms part of the Notice of Meeting.

7.5 Section 200E of the Corporations Act

Under the terms of the Plan, the Board may in its absolute discretion, waive any Performance Condition attaching to a Performance Right if 'special circumstances' (which relevantly include cessation of employment, retirement, serious illness or injury or death) arise in relation to an Eligible Participant (which will include the Executive Directors).

Shareholder approval of the benefits that may become payable to the Executive Directors as a result of the Board's discretion to allow unvested Performance Rights to vest in such special circumstances, is sought under section 200E of the Corporations Act.

Section 200B of the Corporations Act prevents a company from giving a benefit to a person retiring or being removed from a managerial or executive office or position (**Retiree**), unless the company's shareholders approve that benefit under section 200E or unless the benefit falls within certain exemptions set out in the Corporations Act.

A payment will only fall within the exceptions set out in the Corporations Act if the amount of the payment is less than a prescribed multiple of the Retiree's remuneration or if the nature of the payment falls within one of a number of categories set out in the Corporations Act (for example, payment by way of damages for breach of contract or payment for past services).

The possible accelerated vesting of Performance Rights does not fall within any of the categories of exception set out in the Corporations Act and accordingly Shareholder approval is sought.

Section 200E of the Corporations Act requires that where shareholders are asked to approve a payment or other benefit to a Retiree that would otherwise be prohibited by section 200B, shareholders must be given details of the amount of the payment, or, if the amount cannot be ascertained at the time of the disclosure, the manner in which the amount is to be calculated and any matter, event or circumstance that will, or is likely to affect the calculation of the amount.

The value of 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 particulate benefit will depend on factors such as the Company's share price at the time of vesting and the number of Performance Rights that will vest. The following additional factors may also affect the benefit's value:

(c) the Non-Executive Director's length of service and the status of the Performance Conditions attaching to the relevant Performance Right at the time the Non-Executive Director's employment or office ceases; and

(d) the number of unvested Performance Rights that the Non-Executive Director holds at the time they cease employment or office.

7.6 Board Recommendation

Each Director has a personal interest in their own remuneration from the Company and, as a consequence, Directors are excluded from voting on resolution 9. In these circumstances, the Directors do not think it is appropriate to make a recommendation to shareholders.

The Chair intends to exercise undirected proxies in favour of Resolution 9 where the appointment expressly authorizes the Chair to exercise the proxy even though the resolutions are connected directly or indirectly with remuneration of a member of the KMP.

10 Glossary

In this Explanatory Statement and the Notice of Meeting:

AEST means Australian Eastern Standard Time, in Sydney, New South Wales.

ASIC means Australian Securities and Investments Commission.

AUD, $, AU$ are references to the Australian Dollar.

ASX means the Australian Securities Exchange or ASX Limited ACN 008 624 691.

Associate(s) has the meaning given in the Corporations Act.

Board means the board of Directors of the Company at the date of this Notice.

Chair means the chair of the Meeting.

Closely Related Party has the meaning given in section 9 of the Corporations Act.

Company or Lode means Lode Resources Limited ACN 637 512 415.

Constitution means the constitution of the Company in effect at the time of the Meeting.

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

Director means a director of the Company.

Explanatory Statement means this Explanatory Statement that accompanies and forms part of the Notice of Meeting.

General Meeting or **Meeting** means the meeting convened by this Notice of Meeting (unless the context otherwise requires).

Incentive Securities means performance rights issued under the Plan.

Key Management Personnel or **KMP** means persons having authority and responsibility for planning, directing and controlling the activities of the Company, directly or indirectly, including any Director (whether executive or otherwise) of the Company.

Listing Rules means the official Listing Rules of ASX.

Notice of Meeting or Notice means the notice of annual general meeting dated XX June 2026 including the Explanatory Statement and the Proxy Form.

Official Quotation means official quotation of the securities by ASX in accordance with the Listing Rules.

Performance Conditions means the vesting conditions which must be satisfied prior to issue of the Performance Rights as set out in Schedule 2.

Performance Rights means the 2027 Performance Rights the subject of Resolutions 5, 6,7, 8 and 9, the terms of which are set out in Schedule 2.

Plan means the Load Resources Limited Performance Rights Incentive Plan the terms of which are summarized in Schedule 1.

Proxy Form means a valid proxy form for the Meeting (unless the context otherwise requires).

Resolution or **Resolutions** means the resolutions referred to in the Notice of Meeting.

Security means a Share, option or other security issued by the Company.

Share means a fully paid ordinary share in the Company.

Shareholder means a holder of Shares.

State means the State of New South Wales in the Commonwealth of Australia.

Securityholder means a holder of Securities in the Company.

Schedule 1

Summary of the Lode Resources Limited Performance Rights Incentive Plan

A summary of the key terms of the Lode Resources Limited Performance Rights Incentive Plan (**Plan**) is set out in the table below:

Feature	**Description**
Eligible Participant	Participants eligible to receive an Invitation to participate in the Plan are full time or part-time employees, contractors, consultants, executive directors or non-executive director (**Employees**) of the Company or any of its subsidiaries (**Group Company**) or any prospective Employee or such other person the Board in its discretion determines to be eligible to participate in the Plan.
Incentive Securities	The Plan provides for the grant of the following Incentive Securities: - Performance Rights – a conditional right to the value of a Share less any Exercise Price (which may be nil), which may be settled in the form of cash or a Share, as determined by the Board in its discretion.
Invitation	The Board may from time to time make Invitations to Eligible Participants to participate in the Plan. The Board has the discretion to determine which Eligible Participants will receive an Invitation to participate in the Plan, and the type and number of Incentive Securities they will be offered and the terms and conditions of those Incentive Securities.
Acquisition Price	The grant of Incentive Securities may be subject to the payment of an Acquisition Price determined by the Board, which may be nil.
Performance Conditions	The Board in its discretion may determine the Performance Conditions, if any, that must be satisfied during the Performance Period before an Incentive Security may vest.
Gates	The Board may impose conditions that must be met or exceeded before Performance Conditions can be assessed for vesting.
Performance Period	The Board in its discretion may determine the period or periods during which the Company will assess whether the Performance Conditions for the Incentive Securities have been met.
Vesting	Restricted Rights are fully vested at grant. Following the end of the applicable Performance Period, the Board will determine, for the relevant tranche of Performance Rights to which the Performance Period applies, and which have not lapsed under the Plan, the extent to which they will vest (if at all) if the applicable Performance Conditions have been satisfied or waived by the Board. Prior to the end of a Performance Period period the Board may determine that some or all of the Performance Rights held by a Participant will vest, whether or not a Performance Condition is satisfied or the Performance Period has expired. Upon making a determination, the Board will give a Vesting Notice to the Participant. In the event that Incentive Securities are granted under the Plan without any Performance Conditions, those Incentive Securities will vest at the time and in the manner specified in the relevant Invitation Vested Incentive Securities will not become exercisable until any applicable exercise conditions have been satisfied or waived by the Board. Following the valid exercise of a vested Performance Right, the Board will determine the value of the Performance Right and, in its absolute discretion, whether to settle that value in the form of a cash payment and/or the issue or transfer of Shares. The Board may in its absolute discretion determine that all or a number of Incentive Securities will vest upon the death of a Participant, the Participant ceasing to be employed by a Group Company or upon a Change of Control

	Event.
Exercise Restrictions	The Board may determine a period during which a Participant may not exercise a Restricted Right or a vested Performance Right, which will be set out in an Invitation.
Exercise Period	Vested Incentive Securities may be exercised during the period commencing on the day after the Board gives a Vesting Notice to the Participant, ending on the Final Exercise Date.
Final Exercise Date	The Final Exercise Date by which a vested Incentive Security must be exercised is the date which is determined by the Board and specified in an Invitation.
Lapsing	Incentive Securities will automatically lapse: - at the end of the Performance Period if the Performance Conditions have not been met or waived by the Board; or - on the Final Exercise Date, if vested Incentive Securities are not validly exercised. Incentive Securities may also lapse in other circumstances under the Plan including due to clawback or malus, Change of Control, death or cessation of employment of a Participant, breach of Dealing Restrictions or other breach of the Plan. The Board retains a discretion to determine that Incentive Securities do not lapse in these circumstances (excepting clawback or malus).
Shares issued on vesting of an Incentive Security	Shares granted under the Plan or issued or transferred on the exercise of Performance Rights will rank equally in all respects, and carry the same rights and entitlements, as other issued Shares, including dividend and voting rights. Shares will generally be subject to the Dealing Restrictions set out below.
Dealing Restrictions	Incentive Securities may not be transferred, disposed or otherwise dealt with except with the prior written consent of the Board or in limited circumstances such as death, serious injury or illness, severe financial hardship or natural disaster. Restricted Shares: Shares acquired by participants under the Plan will be subject to Dealing Restrictions being that such Restricted Shares may not be sold or otherwise dealt with if the dealing would breach the Company's Securities Trading Policy, Division 3 of Part 7.10 of the Corporations Act or any specific Dealing Restriction set out in the relevant Invitation. The Company will impose a Holding Lock on any Restricted Shares held by a Participant. Participants must not enter into any arrangement for the purpose of hedging, or otherwise affecting their economic exposure to any unvested Incentive Securities.
Forfeiture of Restricted Shares	The Participants ownership of a Restricted Share will be forfeited if the Participant enters into any arrangement in respect of the share in breach of any Dealing Restriction. Restricted Shares may also be forfeited in other circumstances under the terms of the Plan including due to clawback or malus, upon Change of Control or upon cessation of employment.
Dividend and voting entitlements	Incentive Securities do not carry dividend or voting entitlements. Shares and Restricted Shares received upon exercise of Incentive Securities will carry dividend and voting entitlements.
Quotation	Incentive Securities will not be quoted on ASX. The Company will apply for official quotation of any Shares (including Restricted Shares) issued under the Plan, in accordance with the Listing Rules.
Participation rights	**Incentive Securities**: New Issues: Incentive Security holders are not entitled to participate in any new issue unless they are entitled to and exercise their Incentive Securities and receive Shares prior to the record date for the new issue.

	Bonus Issues: where the Company makes a bonus issue of shares to its shareholders, the number of underlying Shares over which an Incentive Security is exercisable will be increased by the number of Shares which the Participant would have received if the Participant had exercised the Incentive Security. Reorganisation of capital: in the event of any reorganisation of capital (including consolidation, sub-division, buy back or cancellation), the rights of a Participant will be adjusted to the extent necessary to comply with the Listing Rules or as otherwise determined by the Board to ensure that the holders of Incentive Securities are neither advantaged nor disadvantaged. **Restricted Shares**: Restricted Shares carry the same rights as ordinary shares in the event of new issues, bonus issues, reorganisations of capital.
Administration	The Plan will be administered by the Board and the Board retains broad discretions under the Plan, subject to the Listing Rules, to waive or modify the application of the Rules in relation to any or all Participants or any Incentive Securities.
Clawback and malus	The Board retains a discretion to determine any treatment in relation to Incentive Securities including to: - reduce or extinguish a Participant's entitlement to Incentive Securities; - deem all or some Incentive Securities to have lapsed or been forfeited or else remain on foot but subject to conditions; - amend the terms and conditions applicable to the Incentive Securities; - determine that Dealing Restrictions and/or any restriction period applicable to Shares acquired under the Plan be extended; - require that the Participant repay to the Company as a debt the value of all or some of any Incentive Securities received under the Plan, or all or part of the net process of sale where Shares acquired under the Plan have been sold; and/or - adjust the Participant's incentive entitlements or participation in the Plan in the current year or any future year, in any of the following circumstances: - If a Participant at any time: o acts, or has acted, fraudulently or dishonestly or made a material misstatement on behalf of a Group Company; o has engaged in serious misconduct or gross negligence; o is responsible for material financial losses; o is responsible for exposing employees, the community or the environment to excessive risks, including risks to health and safety; o acts, or fails to act, in a way that could reasonably be regarded to have contributed to or is likely to contribute to, material reputational damage to any Group Company; o is in breach of any of his or her duties or obligations to any Group Company or is in breach of the terms of his or her employment; o is in breach of the Code of Conduct or other policies of the Company; o is convicted of an offence involving serious criminal conduct, allegations of dishonesty, fraud or wilful misconduct; or - after a Participant ceases to be employed by a Group Company, the Board becomes aware of circumstances which if known at the time of cessation would have resulted in Incentive Securities being forfeited; or - any other circumstances exists that may warrant the Board making such a determination.
Change of Control	If a Change of Control Event occurs (such as a takeover or due to scheme of arrangement), or the Board determines that the Company will be imminently de-listed or its Shares will cease to be quoted on ASX, the Board may determine in its absolute discretion whether some or all of the Incentive Securities will: - vest; - lapse or are forfeited; - remain on foot subject to the applicable conditions or such other conditions as the Board determines; - may only be exercised within a specific period and will otherwise lapse or be forfeited; or - any combination of the above.

	In the event that the Board forms the view that a major part of the Company's assets or operations will imminently cease to be owned by the Group due to an intention to sell or separately list those assets or operations, or in the event of a major return of capital to Shareholders, the Board will determine the treatment of all vested and unvested Incentive Securities and Restricted Shares held by Participants in its discretion.
Trustee	The Board may at any time establish a trust and appoint a trustee to do all such things and perform all such functions as it considers necessary to operate the Plan, including to acquire and hold Incentive Securities or Restricted Shares on behalf of Participants.
Amendment	The Company may at any time amend the rules; amend, reduce or waive the application of the Rules in relation to a Participant; or amend the terms of an Invitation provided no amendment of the Rules is to reduce the rights of any Participant other than in limited circumstances including complying with the law, to correct a manifest error or mistake, as required by and in accordance with the Rules, or to take into account possible adverse taxation implications for the Company or to enable Participants to receive a more favourable taxation treatment in respect of their participation in the Plan.
Plan Limits	No Incentive Securities may be granted or Shares transferred or issued to a Participant if such grant or issue would contravene any applicable law, including the Listing Rules. Invitations to Eligible Participants who are resident in Australian will be made pursuant to Division 1A of Part 7.12 of the Corporations Act and the Board will take such action or refrain from taking actions so as to remain able to rely on the relief provisions of Division 1A of Part 7.12 of the Corporations Act and not making grants that may exceed the limits (if any) contained in Division 1A of Part 7.12 of the Corporations Act

Schedule 2

Terms of 2027 Performance Rights

The terms of the Performance Rights (**Rights**) are as follows:

1. Entitlement: Each Right entitles the holder to subscribe for one Restricted Share upon exercise of the Right.
2. Plan: The Rights will be issued pursuant to the Lode Resources Limited Performance Rights Incentive Plan (**Plan**). To the extent of any inconsistency between the Terms of the Rights (**Terms**) and the Plan, the Terms will prevail.
3. Acquisition Price: No cash consideration is payable for the issue of the Rights.
4. Exercise Price: Each Right has a nil exercise price.
5. Performance Conditions:

The 2027 LTI Performance Rights will vest equally over the 3 years to 30 June 2029 subject to the Director being on the Board of Directors as at the end of each financial year.

The 2027 STI Performance Rights are subject to certain performance milestones (**Performance Conditions**) which are set out below. Upon achievement of the Performance Conditions prior the end of the Performance Period, the Performance Rights will vest in the percentages set out below.

%	**Performance Milestones – the Rights will vest upon:**
20%	Completion of the Montezuma Scoping Study
25%	Completion of the Montezuma Feasibility Study
55%	A number of other milestones geared to performance for FY2027

6. Gates: The Rights will only vest if the Company has:
   a. Obtained Shareholder approval to the grant of the Rights (in the case of an Employee who is a director); and
   b. No fatalities of a Company Employee at any Company site, leases, offices or operations during the Performance Period.
7. Performance Period: 3 years commencing 1 July 2026
8. Final Exercise Date: 5 years from the date of grant of the Rights.
9. Exercise Restrictions: Rights may only be exercised following receipt of a Vesting Notice.
10. Exercise Notice: The Rights may be exercised by notice in writing to the Company in the manner specified in the Invitation or Vesting Notice.
11. Other Restrictions on Rights: Rights do not confer any right or interest in a Share and carry no dividend or voting rights, unless and until the Right vests, is exercised and a Restricted Share is issued or transferred.
12. Settlement: Upon exercise of a Right the Board has a discretion to issue a Restricted Share or make a cash payment equivalent to the “market value” of a Share.
13. Dealing Restrictions:
    a. Rights may not be transferred or otherwise dealt subject to limited exceptions set out in the Plan.
    b. Restricted Shares issued upon exercise of Rights will be subject to the Dealing Restrictions set out in the Plan, including that the Restricted Shares may not be sold or disposed of in any way until their disposal would not breach the Company’s Security Trading Policy.
14. Specific Dealing Restrictions: Restricted Shares issued to Employees who are directors of the Company may not be dealt with for the period commencing from when the Restricted Share is received under the Plan until the first to occur of (a) when the Employee ceases employment with the Company or any of its subsidiaries; or (b) the Board determining, in its discretion, that the Restricted Shares should be released having regard to special circumstances including those set out in the Plan.
15. Forfeiture: Restricted Shares will be forfeited if the holder purports to enter into any dealing in breach of the Dealing Restrictions or the Board determines the Restricted Shares are to be forfeited in accordance with the Plan including due to clawback and malus, Change of Control or upon cessation of employment for cause.

16. Nature of Restricted Shares: Restricted Shares issued on exercise of Rights rank equally with ordinary shares of the Company, subject to the Dealing Restrictions.
17. Quotation: An application will be made by the Company to ASX for quotation of the Restricted Shares issued upon exercise of Rights in accordance with the Listing Rules.
18. Participation in new issues; Rights carry no entitlement to participate in any new issue of securities unless the Right is exercised and Restricted Shares issued before the record date of the new issue.
19. Reorganisation of capital: upon consolidation, reduction, buy back or other reconstruction of capital, Rights will be adjusted as required by the Listing Rules with such other adjustments as the Board determines to ensure that holders are not disadvantaged.
20. Bonus issues: In the event of a bonus issue of Shares, the number of underlying Shares over which a Right is exercisable will be increased by the number of Shares which the holder would have received if they had exercised the Right before the record date of the issue.
21. Change of Control: if there is a Change of Control event or the Board determines that the Company will be de-listed or its Shares will cease quotation on ASX the board has a discretion to determine whether all or some of the Incentive Securities vest, lapse or are forfeited.

Schedule 3

Valuation of Performance Rights

The Performance Rights to be issued to Mr Van Heyst (or his nominee), Mr Leschke (or his nominee), Mr Mayes (or his nominee) and Mr Milroy (or his nominee), pursuant to Resolutions 6, 7, 8 and 9, respectively, has been valued independently by 22 Corporate Advisory Pty Ltd as at 4 June 2026 (**Valuation Date**).

2027 Performance Rights

The 2027 Performance Rights were valued using a Black-Sholes pricing methodology based on the key inputs set out below, and were ascribed the value also set out below:

Black-Scholes Option Pricing Inputs	**Values at Valuation Date**
Underlying share price	$0.105
Exercise price	$NIL
Term	3 years
Risk-free rate	4.559%
Dividend yield	NIL
Volatility (rounded)	85%

Valuation	
Value per 2027 Performance Right	**$0.105**
Value of 2027 Performance Rights to be issued to Ms Van Heyst (Resolution 6)	**$189,337**
Value of 2027 Performance Rights to be issued to Ms Leschke (Resolution 7)	**$189,337**
Value of 2027 Performance Rights to be issued to Mr Mayes (Resolution 8)	**$210,375**
Value of 2027 Performance Rights to be issued to Mr Milroy (Resolution 9)	**$27,000**

Schedule 4

The material terms of the Share and Tenement Sale Agreement with Rodney and Steven McDermott for the acquisition of Spero Mining Pty Limited and Tasmania Mining Tenements are as follows:

Consideration

1. $50,000 non-refundable deposit
2. Cash payment of $200,000 on completion
3. 10,000,000 LDR shares @ $0.10 per share
4. 6,000,000 LDR performance shares @ $0.10 per share, issue subject to performance hurles.

Other terms and conditions which are customary for agreements of this nature.

LODE RESOURCES LTD

Proxy Voting Form

If you are attending the virtual Meeting please retain this Proxy Voting Form for online Securityholder registration.

Lode Resources Ltd | ABN 30 637 512 415

Your proxy voting instruction must be received by **4:00pm (AEST) on Monday, 27 July 2026**, 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://portal.automic.com.au/investor/home or scan the QR code below using your smartphone

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

BY MAIL:

Automic

GPO Box 5193

Sydney NSW 2001

IN PERSON:

Automic

Level 5, 126 Phillip Street

Sydney NSW 2000

BY EMAIL:

meetings@automicgroup.com.au

BY FACSIMILE:

+61 2 8583 3040

All enquiries to Automic:

WEBSITE:

https://automicgroup.com.au

PHONE:

1300 288 664 (Within Australia)

+61 2 9698 5414 (Overseas)

STEP 1 - How to vote

APPOINT A PROXY:

I/We being a Shareholder entitled to attend and vote at the General Meeting of Lode Resources Ltd, to be held virtually at **4:00pm (AEST) on Wednesday, 29 July 2026** hereby:

Appoint the Chair of the Meeting (Chair) to vote in accordance with the following directions (or if no directions have been given, and subject to the relevant laws, as the Chair sees fit) at this meeting and at any adjournment thereof.

Please note: 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. If the person so named is absent from the meeting, or if no person is named, the Chair will act on your behalf.

The Chair intends to vote undirected proxies in favour of all Resolutions in which the Chair is entitled to vote.
Unless indicated otherwise by marking 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 6, 7, 8 and 9 (except where I/we have indicated a different voting intention below) even though Resolutions 6, 7, 8 and 9 are connected directly or indirectly with the remuneration of a member of the Key Management Personnel, which includes the Chair.

VIRTUAL PARTICIPATION AT THE MEETING:

The Company is pleased to provide shareholders with the opportunity to attend and participate in a virtual Meeting through an online meeting platform powered by Automic, where shareholders will be able to watch, listen, and vote online.

To access the virtual meeting:

1. Open your internet browser and go to **investor.automic.com.au**
2. Login with your username and password or click **"register"** if you haven't already created an account. **Shareholders are encouraged to create an account prior to the start of the meeting to ensure there is no delay in attending the virtual meeting**

Further information on how to do this is set out in the Notice of Meeting. The Explanatory Notes that accompany and form part of the Notice of Meeting describe the various matters to be considered.

AUTOMIC

LDR

STEP 2 - Your voting direction

	Resolutions	For	Against	Abstain
1	APPROVAL FOR ISSUE OF 576,923 SHARES TO A DIRECTOR			
2	APPROVAL FOR ISSUE OF 153,846 SHARES TO A DIRECTOR			
3	RATIFICATION OF ISSUE OF 34,446,035 SHARES			
4	RATIFICATION OF ISSUE OF 6,000,000 SHARES			
5	APPROVAL OF THE PERFORMANCE RIGHTS INCENTIVE PLAN			
6	APPROVAL TO ISSUE PERFORMANCE RIGHTS AND SHARES TO EXECUTIVE CHAIRMAN – ANDREW VAN HEYST			
7	APPROVAL TO ISSUE PERFORMANCE RIGHTS AND SHARES TO EXECUTIVE DIRECTOR – EDWARD LESCHKE			
8	APPROVAL TO ISSUE PERFORMANCE RIGHTS AND SHARES TO EXECUTIVE DIRECTOR – KEITH MAYES			
9	APPROVAL TO ISSUE PERFORMANCE RIGHTS AND SHARES TO NON-EXECUTIVE DIRECTOR – SIMON MILROY			

Please note: If you mark the abstain box for a particular Resolution, you are directing your proxy not to vote on that Resolution 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	Securityholder 2	Securityholder 3
Sole Director and Sole Company Secretary	Director	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).