

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: 1:00pm (AWST) on Monday, 23 November 2026

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.

Online

scan the QR code below using your smartphone



Lodge your Proxy vote online at <https://singleholding.automic.com.au/login> by following the below instructions:

1. Login to the Automic website using the holding details as shown on your holding statement.
2. Click on 'Meetings' - 'Vote'.

To use the online lodgment facility, Shareholders will need their holder number (Securityholder Reference Number (SRN) or Holder Identification Number (HIN)) as shown at the top of your holding statement.

For further information on the online proxy lodgment process, or if you require a hard copy Proxy Form, please contact the Company's Share Registry, Automic Registry Services (**Automic**), at hello@automicgroup.com.au or via phone on 1300 288 664 (within Australia) or +61 2 9698 5414 (overseas).

Your Proxy Form (and any power of attorney under which it is signed) must be received by no later than 1:00pm (AWST) on Saturday, 21 November 2026, being not less than 48 hours before the commencement of the Meeting. **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:



Anastasia Gotjamos

Company Secretary

Lindian Resources Limited

For personal use only



Lindian Resources Ltd
ASX: LIN
ABN 53 090 772 222

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Level 15,
240 St Georges Terrace
Perth WA 6000



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: 1.00pm (AWST) on Monday, 23 November 2026

In-person: Level 16, 240 St Georges Terrace, Perth WA 6000

This 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 accountant, solicitor or other suitably qualified professional advisor prior to voting.

Should you wish to discuss any matter, please do not hesitate to contact the Company by email to info@lindianresources.com.au.

Shareholders are urged to vote by lodging the Proxy Form

Lindian Resources Limited
ACN 090 772 222
(Company)

Notice of Annual General Meeting

Notice is hereby given that an Annual General Meeting of Shareholders of Lindian Resources Limited (**Company**) will be held at Level 16, 240 St Georges Terrace, Perth WA 6000 on Monday, 23 November 2026 at 1.00pm (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, 21 November 2026 at 5.00pm (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 2026, 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– Election of Director – Teck Lim

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

'That, for the purpose of Listing Rule 14.4, Clause 14.4 of the Constitution and for all other purposes, Teck Lim, a Director who was appointed as a Director by the Board of Directors on 25 March 2026, retires and, being eligible, is elected as a Director of the Company, on the terms and conditions in the Explanatory Memorandum.'

Resolution 3 – Ratification of prior issue of Gerald Termination 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 Gerald Termination Shares issued under Listing Rule 7.1, on the terms and conditions in the Explanatory Memorandum.’

Resolution 4 – Ratification of prior agreement to issue SARECO 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, or agreement to issue, up to 27,535,693 SARECO Consideration Shares, on the terms and conditions in the Explanatory Memorandum.’

Resolution 5 – Ratification of prior agreement to issue SARECO Performance Rights

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, or agreement to issue, up to 12,849,990 SARECO Performance Rights, on the terms and conditions in the Explanatory Memorandum.’

Resolution 6 – Re-insertion of Proportional Takeover Bid Approval Provisions

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

‘That, the modification of the Company’s Constitution to re-insert the proportional takeover bid approval provisions contained in Clause 36 of the Constitution for a period of three years from the date of approval of this Resolution is approved under and for the purposes of sections 648G(4) and 136(2) of the Corporations Act and for all other purposes.’

Voting exclusion

Pursuant to the Listing Rules, the Company will disregard any votes cast in favour of the relevant Resolution by or on behalf of the following persons:

Resolution	Disregard any votes cast in favour:
Resolution 3	Gerald Metals SARL and any other person who participated in the issue of the Gerald Termination Shares, or any of their respective associates, or their nominees.
Resolution 4	RA Group Ltd and any other person who participated in the issue of the SARECO Consideration Shares or is a counterparty to the agreement being approved, or any of their respective associates, or their nominees.
Resolution 5	RA Group Ltd and any other person who participated in the issue of the SARECO Performance Rights or is a counterparty to the agreement being approved, or any of their respective associates, or their nominees.

The above voting exclusion does 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 that Resolution, in accordance with directions given to the proxy or attorney to vote on that Resolution in that way;
- (b) the Chair as proxy or attorney for a person who is entitled to vote on that Resolution, in accordance with a direction given to the Chair to vote on that 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 relevant Resolution; and
 - (ii) the holder votes on that Resolution in accordance with directions given by the beneficiary to the holder to vote in that way.

Voting Prohibition

If you purport to cast a vote in favour of a Resolution other than as permitted below, that vote will be disregarded by the Company (as indicated below), and you may be liable for breaching the voting restrictions that apply to you under the Corporations Act:

Resolution	Disregard any votes cast in favour:
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.

BY ORDER OF THE BOARD

Anastasia Gotjmanos
Company Secretary
Lindian Resources Limited

Dated: 16 October 2026

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 WA 6000 on Monday, 23 November 2026 at 1.00pm (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 – Election of Director – Teck Lim
Section 6	Resolution 3 – Ratification of prior issue of Gerald Termination Shares
Section 7	Resolutions 4 and 5 – Ratification of prior agreement to issue SARECO Consideration
Section 8	Resolution 6 – Re-insertion of Proportional Takeover Bid Approval Provisions
Schedule 1	Definitions
Schedule 2	Terms and conditions of SARECO Performance Rights
Schedule 3	Proportional takeover bid approval provisions

A Proxy Form is made available with this Notice.

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 body corporate

A Shareholder that is a body corporate 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 their 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, complete 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, in accordance with section 249L(1) of the Corporations Act:

- (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.

Your proxy voting instruction must be received by 1.00pm (AWST) on Saturday, 21 November 2026, being not later than 48 hours before the commencement of the Meeting.

2.4 Chair's voting intentions

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

If the Chair is 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, even though that Resolution is connected directly or indirectly with the remuneration of the Company's Key Management Personnel.

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.

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 info@lindianresources.com.au by no later than five business days before the Meeting.

Shareholders will also have the opportunity to submit questions during the Meeting in respect of the formal items of business. In order to ask a question during the Meeting, please follow the instructions from the Chair.

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 name of the entity in which they hold Shares 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 2026.

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://lindianresources.com.au/investors/financial-reports/>;
- (b) ask questions about, or comment on, the management of the Company; and
- (c) ask the auditor or their representative questions about:
 - (i) the conduct of the audit;
 - (ii) the preparation and content of the Auditor's Report;
 - (iii) the accounting policies adopted by the Company in relation to the preparation of the financial statements;
 - (iv) the policies adopted by the Company in relation to the preparation of any sustainability reports the Company was required to prepare; and
 - (v) the independence of the auditor in relation to the conduct of the audit.

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

- (a) the content of the Auditor's Report; and
- (b) the conduct of the audit,

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 2026 in the Annual Report contains the Remuneration Report which sets out the remuneration policy for the Company and the remuneration arrangements in place for Directors and senior management of the Company.

In accordance with section 250R(3) of the Corporations Act, Resolution 1 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 did not receive a Strike at the Company's 2025 annual general meeting. If the Remuneration Report receives a Strike at this Meeting, Shareholders should be aware that if a second Strike is received at the 2027 annual general meeting, this may result in the re-election of the Board.

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

4.2 Additional information

Resolution 1 is an ordinary **non-binding** 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 – Election of Director – Teck Lim

5.1 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 Directors. Clause 14.4 of the Constitution and Listing Rule 14.4 both provide that a Director so appointed holds office until the conclusion of the next annual general meeting of the Company following the Director's appointment and is then eligible for election at that meeting.

Mr Teck Lim was appointed as a Non-Executive Director of the Company on 25 March 2026, transitioning from Chief Financial Officer of the Company. Accordingly, Mr Lim retires at this Meeting and, being eligible, seeks election pursuant to this Resolution 2.

If Resolution 2 is passed, Mr Lim will be elected as a Director of the Company with effect from the conclusion of the Meeting.

If Resolution 2 is not passed, Mr Lim will not be elected as a Director of the Company.

5.2 Teck Lim

Mr Lim is a Chartered Accountant with over 20 years international accounting and finance experience, specialising in the mining and metals sector. Mr Lim has deep Corporate Finance and Project Finance experience and has worked on landmark project & ECA financings in Australia and globally. He has led financing mandates for Glencore, Talison (Albermarle/Tianqi Lithium), FMG, Roy Hill, Gold Road/Gold Fields, Rio Tinto and PE/resources fund (AMCI, EMR, RCF, ACE, Wyloo JV) amongst other greenfield and brownfield expansion projects.

Mr Lim transitioned to the Board from CFO at Lindian where he was instrumental in working closely with the Board to execute on transformational transactions, strategic partnerships, capital raisings and taking Final Investment Decision (FID). He was also the former CFO leading the Yangibana Rare Earths and Niobium Project Joint Venture between Hastings and

Wyloo/Tattarang. Mr Lim held senior roles, including director at KPMG Corporate Finance and ING Bank N.V. (Singapore), and at HSBC Bank and Deloitte within their mining resource industry sectors. Mr Lim also served on the board and was treasurer of the graduate alumni at the University of Western Australia (UWA). Mr Lim holds a Bachelor of Commerce, Master of Business Administration (MBA), and is a graduate of the Australian Institute of Company Directors (GAICD).

Mr Lim does not currently hold any other material directorships, other than as disclosed in this Notice.

The Company confirms that it took appropriate checks into Mr Lim's background and experience and that these checks did not identify any information of concern.

If elected, Mr Lim is not considered by the Board (with Mr Lim abstaining) to be an independent Director. Mr Lim has previously been Chief Financial Officer of the Company and provides consultancy services to the Company.

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

5.3 Board recommendation

The Board (other than Mr Lim who has a personal interest in the outcome of this Resolution) recommends that Shareholders vote in favour of Resolution 2 given Mr Lim's contributions to the Board's activities to date and on the basis that Mr Lim's corporate finance expertise and rare earths industry experience will continue to enhance the skills mix of the Board and its ability to perform its role.

5.4 Additional information

Resolution 2 is an ordinary resolution.

6. Resolution 3 – Ratification of prior issue of Gerald Termination Shares

6.1 General

In September 2023, the Company entered into a sale and purchase agreement with Gerald Metals SARL (**Gerald**) for the supply and sale of monazite concentrate from Stage 1 of the Company's Kangankunde Rare Earths Project over a 60-month period (**Gerald Offtake Agreement**).

On 19 June 2026, the Company announced that it had entered into a deed of termination and release with Gerald (**Termination Deed**) under which the parties mutually agreed to terminate the Gerald Offtake Agreement. In consideration for the termination of the Gerald Offtake Agreement, the Company agreed to issue 20,000,000 Shares to Gerald (**Gerald Termination Shares**) within 14 days after the date of execution of the Termination Deed.

The Company issued the Gerald Termination Shares on 19 June 2026 without prior Shareholder approval, using the Company's available placement capacity under Listing Rule 7.1. The Gerald Termination Shares were subject to voluntary escrow for a period of 90 days from the date of execution of the Termination Deed and were released from voluntary escrow on 16 September 2026.

Resolution 3 seeks the approval of Shareholders pursuant to Listing Rule 7.4 to ratify the issue of the Gerald Termination Shares.

The Company confirms that Listing Rule 7.1 was not breached at the time of agreement to issue the Gerald Termination Shares.

6.2 Listing Rules 7.1 and 7.4

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

The issue of the Gerald Termination 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 15% placement capacity under Listing Rule 7.1. This reduces the Company's capacity to issue further Equity Securities without Shareholder approval under that Listing Rule for the 12-month period following the issue of the Gerald Termination 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 3 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 3 is passed, the 20,000,000 Gerald Termination 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 3 is not passed, the 20,000,000 Gerald Termination 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 Gerald Termination Shares.

6.3 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 Gerald Termination Shares:

- (a) The Gerald Termination Shares were issued to Gerald (or its nominee/s), none of whom are a related party or a Material Investor of the Company.
- (b) A total of 20,000,000 Gerald Termination Shares were issued under Listing Rule 7.1.
- (c) The Gerald Termination 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 Gerald Termination Shares were issued on 19 June 2026.
- (e) The Gerald Termination Shares were issued for nil cash consideration, as consideration for the termination of the Gerald Offtake Agreement under the Termination Deed, at a deemed issue price of A\$0.40 per Share. Accordingly, no funds were raised from the issue of the Gerald Termination Shares.
- (f) A summary of the material terms of the Termination Deed is set out in Section 6.1 above. Other than as set out in Section 6.1, there are no other material terms to the agreement for the issue of the Gerald Termination Shares.
- (g) A voting exclusion statement is included in the Notice.

6.4 Additional information

Resolution 3 is an ordinary resolution.

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

7. Resolutions 4 and 5 – Ratification of prior agreement to issue SARECO Consideration

7.1 General

On 10 August 2026, the Company announced that it had entered into a sale and purchase agreement (**SARECO SPA**) with Summit Atom Rare Earth Company LLP (**SARECO**) under which Silkway Metals LLP (**Silkway Metals**), an affiliate of the Company, agreed to acquire a 100% interest in the SARECO mixed rare earth carbonate hydrometallurgical processing facility, and its associated assets (**SARECO Facility**) (**SARECO Acquisition**). Prior to the SARECO Acquisition, the Company (through Silkway Metals) had intended to hold a 51% interest in the SARECO Facility.

As consideration for the SARECO Acquisition, the Company paid the tenge equivalent of US\$20,000,000 to SARECO.

The Company also entered into a subscription agreement with RA Group Ltd (**RA Group**), previously intended to hold a 49% interest in the SARECO Facility, (**Subscription Agreement**) under which the Company agreed to issue:

- 27,535,693 Shares (**SARECO Consideration Shares**) to RA Group (or its nominee) (the subject of this Resolution 4), being Shares with a value of US\$15 million at a deemed issue price of A\$0.775 per Share;
- 12,849,990 Performance Rights (**SARECO Performance Rights**) to RA Group (or its nominees) (the subject of Resolution 5), in the following tranches:

Tranche	Number of SARECO Performance Rights	Milestone
1	9,178,564	Vesting upon completion of one full year from the commencement of plant start-up at the SARECO Facility following completion of the SARECO Acquisition.
2	3,671,426	Vesting upon completion of two full years of commercial production at the SARECO Facility following completion of the SARECO Acquisition.

The material terms of the Subscription Agreement are summarised in Section 7.2 below.

Resolution 4 and Resolution 5 seeks the approval of Shareholders pursuant to Listing Rule 7.4 to ratify the issue of or agreement to issue the SARECO Consideration Shares and SARECO Performance Rights, respectively.

7.2 Summary of material terms of the Subscription Agreement

A summary of the material terms of the Subscription Agreement is below:

- (a) (**Conditions Precedent**): The Subscription Agreement is subject to and conditional upon completion occurring pursuant to the SARECO SPA, Silkway Metals receiving

unencumbered title to the SARECO Facility and the SARECO Facility being registered in the name of Silkway Metals.

- (b) **(Consideration):** As partial consideration in connection with the SARECO Acquisition, the Company agreed to issue RA Group (or its nominee/s):
 - (i) the SARECO Consideration Shares; and
 - (ii) the SARECO Performance Rights.
- (c) **(Expiry of SARECO Performance Rights):** If the relevant milestones for the SARECO Performance Rights are satisfied after the date which is 5 years from the date of issue, the Company must pay the cash value of the relevant tranche.

The Subscription Agreement otherwise contains warranties, indemnities and other rights and obligations that are considered standard for a transaction of this nature.

7.3 Listing Rules 7.1 and 7.4

A summary of Listing Rules 7.1 and 7.4 is set out in Section 6.2 above.

The issue of or agreement to issue the SARECO Consideration 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 15% placement capacity under Listing Rule 7.1. This reduces the Company's capacity to issue further Equity Securities without Shareholder approval under that Listing Rule for the 12-month period following the date the Company agreed to issue the SARECO Consideration.

The effect of Shareholders passing Resolution 4 and Resolution 5 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. The Company confirms that Listing Rule 7.1 was not breached at the time of the agreement to issue the SARECO Consideration.

If Resolution 4 is passed and the Company issues up to 27,535,693 SARECO Consideration Shares under Listing Rule 7.1 no later than 3 months after the date of the Meeting (or such later date to the extent permitted by any ASX waiver or modification of the Listing Rules), the agreement to issue (and the issue itself) 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 agreement to issue the SARECO Consideration Shares.

If Resolution 5 is passed and the Company issues up to 12,849,990 SARECO Performance Rights under Listing Rule 7.1 no later than 3 months after the date of the Meeting (or such later date to the extent permitted by any ASX waiver or modification of the Listing Rules), the agreement to issue (and the issue itself) 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 agreement to issue the SARECO Performance Rights.

If Resolution 4 is not passed or the 27,535,693 SARECO Consideration Shares are issued under Listing Rule 7.1 later than 3 months after the date of the Meeting (or a later date as permitted by ASX), that agreement or issue 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 27,535,693 Equity Securities for the 12-month period following the date of the agreement to issue those SARECO Consideration Shares.

If Resolution 5 is not passed or the 12,849,990 SARECO Performance Rights are issued under Listing Rule 7.1 later than 3 months after the date of the Meeting (or a later date as permitted by ASX), that agreement or issue 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 12,849,990 Equity Securities for the 12-month period following the date of the agreement to issue the SARECO Performance Rights.

7.4 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 or agreement to issue the SARECO Consideration:

- (a) The Company has agreed to issue the SARECO Consideration to RA Group (or its nominee/s), none of whom are a related party or a Material Investor of the Company.
- (b) A maximum of:
 - (i) 27,535,693 SARECO Consideration Shares; and
 - (ii) 12,849,990 SARECO Performance Rights,
 were agreed to be issued under the Company's placement capacity permitted under Listing Rule 7.1.
- (c) The SARECO Consideration Shares will be 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 SARECO Performance Rights will be issued on the terms and conditions summarised in Schedule 2. Each SARECO Performance Right, once vested, will entitle the holder to the issue of one Share, which will rank equally in all respects with the Company's existing Shares on issue.
- (e) As at the date of this Notice, the Company has not issued the SARECO Consideration as the issue is subject to satisfaction of the condition precedent summarised in Section 7.2(a) above. However, the SARECO Consideration is intended to be issued prior to the date of the Meeting and, in any event, no later than 3 months after the date of the Meeting.
- (f) The SARECO Consideration will be issued for nil cash consideration, as part of the consideration for the SARECO Acquisition under the Subscription Agreement, at a deemed issue price of A\$0.775 each. Accordingly, no funds will be raised from the issue of the SARECO Consideration.
- (g) A summary of the material terms of the Subscription Agreement is set out in Section 7.2 above. Other than as set out in Section 7.1, there are no other material terms to the agreement for the issue of the SARECO Consideration.
- (h) A voting exclusion statement is included in the Notice.

7.5 Additional information

Resolution 4 and Resolution 5 are each an ordinary resolution.

The Board recommends that Shareholders vote in favour of Resolution 4 and Resolution 5.

8. Resolution 6 – Re-insertion of Proportional Takeover Bid Approval Provisions

8.1 General

The Constitution contains proportional takeover bid approval provisions (PTBA Provisions) which enable the Company to refuse to register securities acquired under a proportional takeover bid unless a resolution is passed by Shareholders in general meeting approving the offer. Under the Corporations Act, proportional takeover provisions expire after three years from adoption or renewal and may then be renewed. The PTBA Provisions in the Constitution will expire on 28 November 2026 and will cease to apply on that date.

Resolution 6 seeks the approval of Shareholders to modify the Constitution by re-inserting the PTBA Provisions for a further three years under sections 648G(4) and 136(2) of the Corporations Act. The proposed PTBA Provisions are identical to those contained in Clause 36 of the Constitution (replicated in Schedule 3).

The Corporations Act requires the Company to provide Shareholders with an explanation of the PTBA Provisions as set out below.

8.2 Information required by section 648G of the Corporations Act

(a) What is a proportional takeover bid?

A proportional off-market takeover bid (**PT Bid**) is a takeover offer sent to all Shareholders but only for a specified portion of each Shareholder's Securities. Accordingly, if a Shareholder accepts in full the offer under a PT Bid, it will dispose of the specified portion of its Securities in the Company and retain the balance of the Securities.

(b) Effect of renewal

If re-inserted and a PT Bid is made to Shareholders of the Company, the Board is required to convene a meeting of Shareholders to vote on a resolution to approve the proportional takeover. That meeting must be held at least 14 days before the day before the last day of the bid period and during which the offers under the PT Bid remain open, or a later day allowed by ASIC (**Deadline Date**).

The resolution is taken to have been passed if a majority of securities voted at the meeting, excluding the securities of the bidder and its associates, vote in favour of the resolution. If no resolution is voted on by the Deadline Date, the resolution is deemed to have been passed.

Where the resolution approving the PT Bid is passed or deemed to have been passed, transfers of securities resulting from accepting the PT Bid are registered provided they otherwise comply with the Corporations Act, the Listing Rules, the ASX Operating Rules and the Company's Constitution. If the resolution is rejected, then under the Corporations Act the PT Bid is deemed to be withdrawn.

The Directors consider that Shareholders should have the opportunity to re-insert the PTBA Provisions. Without the PTBA Provisions applying, a PT Bid for the Company may enable effective control of the Company to be acquired without Shareholders having the opportunity to dispose of all of their securities to the bidder. Shareholders could be at risk of passing control to the bidder without payment of an adequate control premium for all their Securities whilst leaving themselves as part of a minority interest in the Company. Without the PTBA Provisions, if there was a PT Bid and Shareholders considered that control of the Company was likely to pass,

Shareholders would be placed under pressure to accept the PT Bid even if they did not want control of the Company to pass to the bidder. Re-inserting the PTBA Provisions will make this situation less likely by permitting Shareholders to decide whether a PT Bid should be permitted to proceed.

(c) **No knowledge of present acquisition proposals**

As at the date of this Notice, no Director is aware of a proposal by any person to acquire or increase the extent of a substantial interest in the Company.

(d) **Advantages and disadvantages since last renewed**

As there have been no takeover bids made for any of the Shares in the Company since the PTBA Provisions were adopted, there has been no application of the provisions. It may be argued that the potential advantages and disadvantages described below have also applied for the period since adoption of the PTBA Provisions.

(e) **Potential advantages and disadvantages**

The renewal of the PTBA Provisions will enable the Directors to formally ascertain the views of Shareholders about a PT Bid. Without these provisions, the Directors are dependent upon their perception of the interests and views of Shareholders. Other than this advantage, the Directors consider that re-insertion of the PTBA Provisions has no potential advantages or potential disadvantages for them, as they remain free to make a recommendation on whether a PT Bid should be accepted.

The Directors consider that re-inserting the PTBA Provisions benefits all Shareholders in that they will have an opportunity to consider a PT Bid and then attend or be represented by proxy at a meeting of Shareholders called specifically to vote on the proposal. Accordingly, Shareholders are able to prevent a PT Bid proceeding if there is sufficient support for the proposition that a substantial interest (and potentially control) of the Company should not be permitted to pass under the PT Bid. Furthermore, knowing the view of Shareholders assists each individual Shareholder to assess the likely outcome of the PT Bid and whether to accept or reject that bid.

As to the possible disadvantages to Shareholders of re-inserting the PTBA Provisions, potentially the proposal makes a PT Bid more difficult and PT Bids will therefore be discouraged. This may reduce the opportunities which Shareholders may have to sell all or some of their Securities at a premium to persons seeking control of the Company and may reduce any takeover speculation element in the Company's Share price. The PTBA Provisions may also be considered an additional restriction on the ability of individual Shareholders to deal freely in their Securities.

The Directors consider that there are no other advantages or disadvantages for Directors or Shareholders which arose during the period during which the PTBA Provisions were in effect, other than those discussed in this Section. On balance, the Directors consider that the possible advantages outweigh the possible disadvantages so that the re-insertion of the PTBA Provisions is in the interests of Shareholders.

8.3 Additional information

Resolution 6 is a **special** resolution and therefore requires approval of 75% of the votes cast by Shareholders present and eligible to vote (in person, by proxy, by attorney or, in the case of a corporate Shareholder, by a corporate representative).

The Board recommends that Shareholders vote in favour of Resolution 6.

Schedule 1 Definitions

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

\$ or A\$	means Australian Dollars.
Annual Report	means the Directors' Report, the Financial Report and the Auditor's Report, in respect of the year ended 30 June 2026.
ASX	means the ASX Limited (ABN 98 008 624 691) and, where the context permits, the Australian Securities Exchange operated by ASX Limited.
Auditor's Report	means the auditor's report on the Financial Report.
AWST	means Australian Western Standard Time.
Board	means the board of Directors.
Business Day	means a day that is not a Saturday, Sunday or public holiday in Perth, Western Australia.
Chair	means the person appointed to chair the Meeting of the Company convened by the Notice.
Clause	means a clause of the Company's constitution.
Closely Related Party	has the meaning given in section 9 of the Corporations Act.
Company	means Lindian Resources Limited (ACN 090 772 222).
Constitution	means the constitution of the Company as at the date of the Meeting.
Corporations Act	means the <i>Corporations Act 2001</i> (Cth), as amended.
Deadline Date	has the meaning given in Section 8.2(b).
Director	means a director of the Company.
Directors' Report	means the annual directors' report prepared under Chapter 2M of the Corporations Act for the Company and its controlled entities.
Equity Security	has the same meaning as in the Listing Rules.
Explanatory Memorandum	means the explanatory memorandum which forms part of the Notice.
Financial Report	means the annual financial report prepared under Chapter 2M of the Corporations Act for the Company and its controlled entities.
Gerald	means Gerald Metals SARL.
Gerald Offtake Agreement	has the meaning given in Section 6.1.
Gerald Termination Shares	has the meaning given in Section 6.1.
Key Management Personnel	has the same meaning as in the accounting standards issued by the Australian Accounting Standards Board and means those persons having authority and responsibility for planning, directing and controlling the activities of the Company, or if the Company is part of a consolidated entity, of the consolidated entity, directly or indirectly,

	including any Director (whether executive or otherwise) of the Company, or if the Company is part of a consolidated entity, of an entity within the consolidated group.
Listing Rules	means the listing rules of ASX.
Material Investor	means, in relation to the Company: (a) a related party; (b) Key Management Personnel; (c) a substantial Shareholder; (d) an adviser; or (e) an associate of any of the above, who received or will receive Securities in the Company which constitute more than 1% of the Company's capital structure at the time of agreeing to issue the Securities.
Meeting	has the meaning given in the introductory paragraph of the Notice.
Notice	means this notice of annual general meeting.
Performance Right	means a right, subject to certain terms and conditions, to acquire a Share on the satisfaction (or waiver) of certain performance conditions.
Proxy Form	means the proxy form made available with the Notice.
PT Bid	has the meaning given in Section 8.1.
PTBA Provisions	has the meaning given in Section 8.1.
RA Group	means RA Group Ltd.
Remuneration Report	means the remuneration report of the Company contained in the Directors' Report.
Resolution	means a resolution referred to in the Notice.
SARECO	means Summit Atom Rare Earth Company LLP.
SARECO Acquisition	has the meaning given in Section 7.1.
SARECO Consideration	has the meaning given in Section 7.1.
SARECO Consideration Shares	has the meaning given in Section 7.1.
SARECO Facility	has the meaning given in Section 7.1.
SARECO Performance Rights	has the meaning given in Section 7.1.
SARECO SPA	has the meaning given in Section 7.1.
Schedule	means a schedule to the Notice.
Section	means a section of the Explanatory Memorandum.

Securities	means any Equity Securities of the Company (including Shares, options and/or Performance Rights).
Share	means a fully paid ordinary share in the capital of the Company.
Shareholder	means the holder of a Share.
Silkway Metals	means Silkway Metals LLP.
Strike	means a 'no' vote of 25% or more on the Resolution approving the Remuneration Report.
Subscription Agreement	has the meaning given in Section 7.1.
Termination Deed	has the meaning given in Section 6.1.

Schedule 2 Terms and conditions of SARECO Performance Rights

The following is a summary of the material terms and conditions of the SARECO Performance Rights (in this Schedule, the 'Performance Rights'):

1. **(Entitlement):** Subject to the terms and conditions set out below, each Performance Right entitles the holder on conversion to the issue of one (1) Share in the capital of the Company.
2. **(Vesting Conditions):** The Performance Rights vest in accordance with the vesting conditions in the table below:

Tranche	Number of Performance Rights	Value of Performance Rights	Milestone
1	9,178,564	US\$5,000,000	Completion of one full year from the commencement of plant start-up at the SARECO Rare Earths Processing Facility following Completion.
2	3,671,426	US\$2,000,000	Completion of two full years of commercial production at the SARECO Rare Earths Processing Facility following Completion.
Total	12,849,990	US\$7,000,000	

3. **(Notification of satisfaction of Milestone):** Subject to the satisfaction of the applicable Milestone, the Company will notify the Holder in writing (**Conversion Notice**) within a reasonable period of time of becoming aware that the Milestone has been satisfied.
4. **(Exercise Price):** The Exercise Price of each vested Performance Right is nil.
5. **(Expiry Date):** Each Performance Right will expire at 5:00pm (AWST) on the date which is 5 years from the date of issue (**Expiry Date**).
6. **(Timing of Issue of Shares and Quotation of Shares on Exercise):** As soon as practicable after the valid conversion of a 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) if required, issue a substitute certificate for any remaining unexercised Performance Rights held by the holder;
 - (c) if required and subject to paragraph 7, give ASX a notice that complies with section 708A(5)(e) of the Corporations Act.
7. **(Restrictions on Transfer of Shares):** If the Company is required but is unable to give ASX a notice that complies with section 708A(5)(e) of the Corporations Act, the Company must on or within 20 Business Days after the allotment date of any Shares issued on conversion of Performance Rights, lodge a 'cleansing prospectus' with ASIC pursuant to section 708A(11) of the Corporations Act.
8. **(Shares Issued on Exercise):** All Shares issued upon the exercise of Performance Rights will upon issue rank equally in all respects with the then Shares of the Company.
9. **(Transfer):** The Performance Rights are not transferable.

10. **(Quotation):** No application for quotation of the Performance Rights will be made by the Company.
11. **(Voting Rights):** The Performance Rights do not confer on the holder an entitlement to vote at general meetings of the Company.
12. **(Dividend Rights):** The Performance Rights do not entitle the holder to any dividends.
13. **(Participation In Entitlements and Bonus Issues):** Subject to the rights under paragraphs 14 and 17 below and, unless and until the applicable Milestone is achieved and the Performance Rights are converted into Shares, the holder is not entitled to participate in any new issue of Shares such as bonus issues and entitlement issues, as a result of their holding of the Performance Rights.
14. **(Adjustment for Bonus Issue):**
 - (a) If Shares are issued by the Company pro rata to the Company shareholders generally by way of bonus issue (other than an issue in lieu of dividends or by way of dividend reinvestment), the holder of the Performance Rights is entitled, upon exercise of the Performance Rights, to receive, in addition to the Shares in respect of which the Performance Rights are exercised and without the payment of any further consideration, an allotment of as many additional Shares as would have been issued to a Company shareholder who, on the date for determining entitlements under the bonus issue, held Shares equal in number to the Shares in respect of which the Performance Rights are exercised.
 - (b) Additional Shares to which the holder of the Performance Rights becomes so entitled will, as from the time Shares are issued pursuant to the bonus issue and until those additional Shares are allotted, be regarded as Shares in respect of which the Performance Rights are exercised for the purposes of subsequent applications of paragraph 14(a) above, and any adjustments which, after the time just mentioned, are made under paragraph 17 below to the number of Shares, will also be made to the additional Shares.
15. **(No rights to return of capital):** The Performance Rights do not entitle the holder to a return of capital, whether in a winding up, upon a reduction of capital or otherwise.
16. **(Rights on winding up):** The Performance Rights do not entitle the holder to participate in the surplus profits or assets of the Company upon winding up.
17. **(Reorganisation of Capital):** 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 holder of Performance Rights 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.
18. **(Change of Control):**
 - (a) If prior to the earlier of the conversion of the Performance Rights and the Expiry Date a Change in Control Event occurs, then each Performance Right will automatically and immediately convert into a Share.
 - (b) A "Change of Control Event" occurs when:
 - (i) **takeover bid:** the occurrence of the offeror under a takeover offer in respect of all Shares announcing that it has achieved acceptances in respect of more than 50.1% of Shares and that takeover bid has become unconditional; or

- (ii) **scheme of arrangement:** the announcement by the Company that the Company's shareholders have at a Court-convened **meeting** of shareholders voted in favour, by the necessary majority, of a proposed scheme of arrangement under which all the Shares are to be either cancelled or transferred to a third party, and the Court, by order, approves the proposed scheme of arrangement.
- 19. **(Amendments required by ASX):** The terms of the Performance Rights may be amended as considered necessary by the Company's Board, in order to comply with the Listing Rules, or any directions of ASX regarding the terms.

Schedule 3 Proportional takeover bid approval provisions

The proportional takeover bid approval provisions proposed to be re-inserted into the Constitution are as follows.

36. PARTIAL TAKEOVER PLEBISCITES

36.1 Resolution to Approve Proportional Off-Market Bid

- (a) Where offers have been made under a proportional off-market bid in respect of a class of securities of the Company ("bid class securities"), the registration of a transfer giving effect to a contract resulting from the acceptance of an offer made under the proportional off-market bid is prohibited unless and until a resolution (in this clause 36 referred to as a "prescribed resolution") to approve the proportional off-market bid is passed in accordance with the provisions of this Constitution.
- (b) A person (other than the bidder or a person associated with the bidder) who, as at the end of the day on which the first offer under the proportional off market bid was made, held bid class securities is entitled to vote on a prescribed resolution and, for the purposes of so voting, is entitled to one vote for each of the bid class securities.
- (c) A prescribed resolution is to be voted on at a meeting, convened and conducted by the Company, of the persons entitled to vote on the prescribed resolution.
- (d) A prescribed resolution that has been voted on is to be taken to have been passed if the proportion that the number of votes in favour of the prescribed resolution bears to the total number of votes on the prescribed resolution is greater than one half, and otherwise is taken to have been rejected.

36.2 Meetings

- (a) The provisions of this Constitution that apply in relation to a general meeting of the Company apply, with modifications as the circumstances require, in relation to a meeting that is convened pursuant to this clause 36.2 as if the last mentioned meeting was a general meeting of the Company.
- (b) Where takeover offers have been made under a proportional off-market bid, the Directors are to ensure that a prescribed resolution to approve the proportional off-market bid is voted on in accordance with this clause 36 before the 14th day before the last day of the bid period for the proportional off-market bid (the "resolution deadline").

36.3 Notice of Prescribed Resolution

Where a prescribed resolution to approve a proportional off-market bid is voted on in accordance with this clause 36 before the resolution deadline, the Company is, on or before the resolution deadline:

- (a) to give the bidder; and
- (b) if the Company is listed – each relevant financial market (as defined in the Corporations Act) in relation to the Company;

a notice in writing stating that a prescribed resolution to approve the proportional off-market bid has been voted on and that the prescribed resolution has been passed, or has been rejected, as the case requires.

36.4 Takeover Resolution Deemed Passed

- (a) Where, at the end of the day before the resolution deadline, no prescribed resolution to approve the proportional off-market bid has been voted on in accordance with this clause 36, a resolution to approve the proportional off-market bid is to be, for the purposes of this clause 36, deemed to have been passed in accordance with this clause 36.

36.5 Takeover Resolution Rejected

Where a prescribed resolution to approve a proportional off-market bid under which offers have been made is voted on in accordance with this clause 36 before the resolution deadline, and is rejected, then:

- (a) despite section 652A of the Corporations Act:
 - (i) all offers under the proportional off-market bid that have not been accepted as at the end of the resolution deadline; and
 - (ii) all offers under the proportional off-market bid that have been accepted and from whose acceptance binding contracts have not resulted as at the end of the resolution deadline,are deemed to be withdrawn at the end of the resolution deadline;
- (b) as soon as practicable after the resolution deadline, the bidder must return to each person who has accepted any of the offers referred to in clause 36.5(a)(ii) any documents that were sent by the person to the bidder with the acceptance of the offer;
- (c) the bidder:
 - (i) is entitled to rescind; and
 - (ii) must rescind as soon as practicable after the resolution deadline,each binding takeover contract resulting from the acceptance of an offer made under the proportional off-market bid; and
- (d) a person who has accepted an offer made under the proportional off-market bid is entitled to rescind the takeover contract (if any) resulting from the acceptance.

36.6 Renewal

- (a) This clause 36 ceases to have effect on the third anniversary of the date of the adoption of the last renewal of this clause 36.

Your proxy voting instruction must be received by **1:00pm (AWST) on Saturday, 21 November 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 Annual General Meeting of Lindian Resources Limited, to be held at **1:00pm (AWST) on Monday, 23 November 2026 at Level 16, 240 St Georges Terrace, Perth WA 6000** 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 Resolution 1 (except where I/we have indicated a different voting intention below) even though Resolution 1 is 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
1 Remuneration Report	☐	☐	☐
2 Election of Director – Teck Lim	☐	☐	☐
3 Ratification of prior issue of Gerald Termination Shares	☐	☐	☐
4 Ratification of prior agreement to issue SARECO Consideration Shares	☐	☐	☐
5 Ratification of prior agreement to issue SARECO Performance Rights	☐	☐	☐
6 Re-insertion of Proportional Takeover Bid Approval Provisions	☐	☐	☐

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

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).