

LINDIAN RESOURCES LIMITED

ACN 090 772 222

NOTICE OF EXTRAORDINARY GENERAL MEETING

The Extraordinary General Meeting of the Company will be held at
Level 11, London House, 216 St Georges Terrace, Perth, Western Australia
on 6 June 2017 at 11.00am (WST).

*This Notice of Extraordinary General Meeting should be read in its entirety.
If Shareholders are in doubt as to how they should vote, they should seek advice from their accountant, solicitor or other
professional adviser prior to voting.*

**Should you wish to discuss any matter please do not hesitate to contact the Company by
telephone on +61 (08) 9481 0389.**

LINDIAN RESOURCES LIMITED

ACN 090 772 222

NOTICE OF EXTRAORDINARY GENERAL MEETING

Notice is hereby given that the extraordinary general meeting of Shareholders of Lindian Resources Limited (**Company**) will be held at Level 11, London House, 216 St Georges Terrace, Perth, Western Australia on 6 June 2017 at 11.00am (WST) (**Meeting**).

The Explanatory Memorandum to this Notice provides additional information on matters to be considered at the Meeting. The Explanatory Memorandum and the Proxy Form 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 4 June 2017 at 4.00pm (WST).

Terms and abbreviations used in this Notice and Explanatory Memorandum are defined in Schedule 1.

AGENDA

1. Resolution 1 – Approval for Issue of Placement Shares and Options

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

“That, for the purpose of ASX Listing Rule 7.1 and for all other purposes, approval is given for the Company to issue up to 30,000,000 Shares together with 1 free attaching Option for every Share subscribed for and issued on the terms and conditions set out in the Explanatory Memorandum.”

Voting Exclusion: The Company will disregard any votes cast on this Resolution by any person who may participate in the proposed issue and a person who might obtain a benefit, except a benefit solely in the capacity of a holder of ordinary securities, if the Resolution is passed and any associates of those persons. However, the Company need not disregard a vote if it is cast by a person as a proxy for a person who is entitled to vote, in accordance with the directions on the Proxy Form, or it is cast by the person chairing the meeting as proxy for a person who is entitled to vote, in accordance with a direction on the Proxy Form to vote as the proxy decides.

2. Resolution 2 – Approve Director Participation in Share and Option Placement – Mr Matt Bull

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

“That, for the purpose of ASX Listing Rule 10.11 and for all other purposes, approval is given for the Company to allot and issue up to 12,500,000 Shares to Mr Matt Bull (or his nominee) together with 1 free attaching Option for every Share subscribed for and issued on the terms and conditions set out in the Explanatory Memorandum.”

Voting Exclusion: The Company will disregard any votes cast on this Resolution by Mr Bull (or his nominee) and any of their associates. However, the Company need not disregard a vote if it is cast by a person as a proxy for a person who is entitled to vote, in accordance with the directions on the Proxy Form, or it is cast by the person chairing the meeting as proxy for a person who is entitled to vote, in accordance with a direction on the Proxy Form to vote as the proxy decides.

3. Resolution 3 – Issue of Director Options - Mr Matt Bull

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

“That, for the purposes of ASX Listing Rule 10.11 and for all other purposes, Shareholders approve and authorise the Company to issue up to 5,000,000 Director Options to Mr Matt Bull (or his nominee) on the terms and conditions set out in the Explanatory Memorandum.”

Voting Exclusion: The Company will disregard any votes cast on this Resolution by Mr Bull (or his nominee) and any of their associates. However, the Company need not disregard a vote if it is cast by a person as a proxy for a person who is entitled to vote, in accordance with the directions on the Proxy Form, or it is cast by the person chairing the meeting as proxy for a person who is entitled to vote, in accordance with a direction on the Proxy Form to vote as the proxy decides.

4. Resolution 4 – Issue of Director Options - Mr Eddie King

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

"That, for the purposes of ASX Listing Rule 10.11 and for all other purposes, Shareholders approve and authorise the Company to issue up to 5,000,000 Director Options to Mr Eddie King (or his nominee) on the terms and conditions set out in the Explanatory Memorandum."

Voting Exclusion: The Company will disregard any votes cast on this Resolution by Mr King (or his nominee) and any of their associates. However, the Company need not disregard a vote if it is cast by a person as a proxy for a person who is entitled to vote, in accordance with the directions on the Proxy Form, or, it is cast by the person chairing the meeting as proxy for a person who is entitled to vote, in accordance with a direction on the Proxy Form to vote as the proxy decides.

5. Resolution 5 – Issue of Director Options - Mr Steve Formica

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

"That, for the purposes of ASX Listing Rule 10.11 and for all other purposes, Shareholders approve and authorise the Company to issue up to 5,000,000 Director Options to Mr Steve Formica (or his nominee) on the terms and conditions set out in the Explanatory Memorandum."

Voting Exclusion: The Company will disregard any votes cast on this Resolution by Mr Formica (or his nominee) and any of their associates. However, the Company need not disregard a vote if it is cast by a person as a proxy for a person who is entitled to vote, in accordance with the directions on the Proxy Form, or it is cast by the person chairing the meeting as proxy for a person who is entitled to vote, in accordance with a direction on the Proxy Form to vote as the proxy decides.

6. Resolution 6 – Issue of Consultant Options

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

"That, for the purposes of ASX Listing Rule 10.11 and for all other purposes, approval is given for the Company to issue up to 5,000,000 Options to Mr Asimwe Kabunga (or his nominee) on the terms and conditions set out in the Explanatory Memorandum."

Voting Exclusion: The Company will disregard any votes cast on this Resolution by Mr Kabunga (or his nominee) and any of their associates. However, the Company need not disregard a vote if it is cast by a person as a proxy for a person who is entitled to vote, in accordance with the directions on the Proxy Form, or it is cast by the person chairing the meeting as proxy for a person who is entitled to vote, in accordance with a direction on the Proxy Form to vote as the proxy decides.

7. Resolution 7 – Section 195 Approval

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

"That, for the purpose of section 195(4) of the Corporations Act and all other purposes, Shareholders approve and authorise the Directors to complete the transactions as contemplated in Resolutions 3 to 5."

Voting Prohibition for Resolutions 3 to 5

A vote on Resolutions 3 to 5 must not be cast by a person appointed as a proxy, where that person is either a member of the Key Management Personnel or a Closely Related Party of such member. However, a vote may be cast by such person if the vote is not cast on behalf of a person who is otherwise excluded from voting, and

- (a) the person is appointed as a proxy and the appointment specifies how the proxy is to vote; or
- (b) the person appointed as proxy is the Chairman and the appointment does not specify how the Chairman is to vote but expressly authorises the Chairman to exercise the proxy even if the Resolution is connected with the remuneration of a member of the Key Management Personnel.

Dated 3 May 2017

BY ORDER OF THE BOARD

Eddie King
Chairman
Lindian Resources Limited

LINDIAN RESOURCES LIMITED

ACN 090 772 222

EXPLANATORY MEMORANDUM

1. Introduction

1.1 General

This 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 11, London House, 216 St Georges Terrace, Perth, Western Australia on 6 June 2017 at 11.00am (WST).

This Explanatory Memorandum should be read in conjunction with, and forms part of, the accompanying Notice. Shareholders should read the Notice and this Explanatory Memorandum carefully before deciding how to vote on the Resolutions.

1.2 Proxies

A Proxy Form is attached to the 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 the Meeting in person, sign and return the Proxy Form to the Company in accordance with the instructions contained in the Proxy Form. Lodgment of a Proxy Form will not preclude a Shareholder from attending and voting at the Meeting in person.

Please note that:

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

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

2. Resolution 1 – Approval for Issue of Placement Shares and Options

2.1 General

Resolution 1 seeks Shareholder approval for the issue of up to 30,000,000 Shares (**Placement Shares**), together with 1 free attaching Option for every Placement Share subscribed for and issued (total of 30,000,000 Options) (**Placement Options**).

ASX Listing Rule 7.1 provides that a company must not, subject to specified exceptions, issue or agree to issue more equity securities during any 12 month period than that amount which represents 15% of the number of fully paid ordinary securities on issue at the commencement of that 12 month period.

The effect of Resolution 1 will be to allow the Company to issue the Placement Shares and Placement Options during the period of three months after the Meeting (or a longer period, if allowed by ASX), without using the Company's 15% annual placement capacity under ASX Listing Rule 7.1.

2.2 Information required by ASX Listing Rule 7.1

Pursuant to and in accordance with ASX Listing Rule 7.3, the following information is provided in relation to the issue of the Placement Shares and Placement Options.

- (a) The maximum number of Placement Shares to be issued is 30,000,000 and the maximum number of Placement Options to be issued is 30,000,000.

- (b) The Placement Shares and Placement Options will be issued no later than three months after the date of the Meeting (or such later date to the extent permitted by any ASX waiver or modification of the ASX Listing Rules) and it is intended that issue of the Placement Shares and Placement Options will occur on the same date.
- (c) The issue price of the Placement Shares will be \$0.02 per Share and nil per Placement Option, as the Placement Options will be issued free attaching with the Placement Shares on a 1:1 basis. Accordingly, no funds will be raised from the issue of the Placement Options.
- (d) The Placement Shares and Placement Options will be issued to selected professional and sophisticated investors who qualify for disclosure relief under section 708 of the Corporations Act, none of whom shall (subject to Resolution 2) be related parties of the Company.
- (e) The Placement Shares will rank equally with the existing Shares on issue. The Placement Options will be exercisable at \$0.03, will expire on or before 2 years after their issue date and will otherwise be on the terms and conditions set out in Schedule 2.
- (f) The Company intends to use the funds raised from the Share and Option Placement towards its exploration program and as working capital.
- (g) A voting exclusion statement is included in the Notice.

3. Resolutions 2 – Approve Director Participation in Share and Option Placement – Mr Matt Bull

3.1 General

Resolution 2 relates to the proposed participation by a Director, Mr Matt Bull (or his nominee) in the Share and Option Placement proposed under Resolution 1.

3.2 Chapter 2E of the Corporations Act

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.

It is the view of the Board that Shareholder approval under Chapter 2E of the Corporations Act is not required for the issue of Placement Shares and Placement Options to Mr Bull and/or his nominee, as the issue of Placement Shares and Placement Options falls within the exception under section 210 of the Corporations Act.

Section 210 of the Corporations Act provides that shareholder approval is not required for a company to give a financial benefit on terms that:

- (c) would be reasonable in the circumstances if the public company and the related party were dealing at arm's length; or
- (d) are on terms that are less favourable to the related party than would be given if the parties were dealing at arm's length.

In forming this view, the Board noted that the price of the Placement Shares and Placement Options to be issued to Mr Bull and/or his nominee is the same as the price of the Placement Shares and Placement Options to be issued under the Share and Option Placement which was set having regard for current market conditions

and demand. Accordingly, the terms of the issue of Placement Shares and Placement Options to Mr Bull and/or his nominee were negotiated on an arm's length basis and are reasonable in the circumstances.

3.3 ASX Listing Rule 10.11

ASX Listing Rule 10.11 also requires shareholder approval to be obtained where an entity issues, or agrees to issue, securities to a related party, or a person whose relationship with the entity or a related party is, in ASX's opinion, such that approval should be obtained, unless an exception in ASX Listing Rule 10.12 applies.

Mr Matt Bull, being a Director, is a related party for the purposes of ASX Listing Rule 10.11. Accordingly, the Company seeks Shareholder approval under ASX Listing Rule 10.11 for the issue of Placement Shares and Placement Options to Mr Bull. It is the view of the Directors that the exceptions set out in ASX Listing Rule 10.12 do not apply in the current circumstances.

3.4 Information required by ASX Listing Rule 10.13

Pursuant to and in accordance with ASX Listing Rule 10.13, the following information is provided in relation to Resolution 2:

- (a) The intended recipient of the Placement Shares and Placement Options is Mr Matt Bull (or his nominees), a Director.
- (b) The maximum number of securities the Company will issue to Mr Bull (or his nominee) under Resolution 2 is 12,500,000 Placement Shares and 12,500,000 Placement Options.
- (c) The Placement Shares and Placement Options will be issued no later than 1 month after the date of the Meeting (or such later date to the extent permitted by any ASX waiver or modification of the ASX Listing Rules) and it is intended that the issue of the Placement Shares and Placement Options will occur on the same date.
- (d) The issue price will be \$0.02 per Placement Share and nil per Placement Option, being the same as all other Shares and attaching Options issued under the Share and Option Placement proposed in Resolution 1.
- (e) The Placement Shares will be full paid ordinary shares in the capital of the Company and issued on the same terms and condition as the Company's existing Shares on issue.
- (f) The attaching Placement Options will be exercisable at \$0.03, will expire on or before 2 years after their issue date and will otherwise be on the terms and conditions set out in Schedule 2. No funds will be raised from the issue of the Placement Options.
- (g) The funds raised by the issue of Placement Shares to Mr Bull will be used for the same purpose as all other funds raised under the Share and Option Placement, as set out in Section 2.2(e).
- (h) In the event that Shareholders do not approve Resolution 2, the Company will seek to place those Placement Shares and Placement Options that would have been offered to Mr Bull to professional and sophisticated investors at the discretion of the Company, none of whom would be related parties of the Company or require disclosure under Chapter 6D.2 of the Corporations Act.
- (i) A voting exclusion statement is included in the Notice.

4. Resolutions 3, 4 and 5 - Issue of Director Options

4.1 Background

Pursuant to Resolutions 3, 4 and 5, the Company proposes to grant a total of 15,000,000 Director Options to Mr Matt Bull, Mr Eddie King and Mr Steve Formica, and/or their nominees.

The primary purpose of the grant of the Director Options is to provide a performance linked incentive component in the Directors' remuneration packages to assist the Company in attracting, retaining, motivating and rewarding their performance, and to align their interests with those of Shareholders. The Board considers that the experience of the Directors will greatly assist the development of the Company, particularly as the Company seeks to identify new opportunities to create shareholder value in the coming months. As such, the Board believes that the number of Director Options to be granted to the Directors is commensurate with their value to the Company.

ASX Listing Rule 10.11 requires shareholder approval to be obtained where an entity issues, or agrees to issue, securities to a related party, or a person whose relationship with the entity or a related party is, in ASX's opinion, such that approval should be obtained, unless an exception in ASX Listing Rule 10.12 applies. Approval pursuant to ASX Listing Rule 7.1 is not required in order to issue the Director Options as approval is being obtained under ASX Listing Rule 10.11.

Each of the Directors to whom Director Options will be issued is a related party of the Company by virtue of being a Director.

The Board (other than each Director in relation to the issue of Director Options to them, in which case they decline to make a recommendation) supports the grant of Director Options to each of Matt Bull, Mr Eddie King and Mr Steve Formica. For the purposes of any material personal interests of the Directors, see Section 6 for further details.

4.2 Related party approval

The Company is not seeking Shareholder approval for the financial benefit covered by Resolutions 3, 4 and 5 as the Board has resolved that the financial benefit to be provided to the Directors pursuant to the Director Options comes within the reasonable remuneration exemption to Chapter 2E of the Corporations Act.

4.3 Information required by ASX Listing Rule 10.13

For the purposes of ASX Listing Rule 10.13, information regarding the issue of the Director Options is provided as follows:

- (a) The Director Options will be issued to each of Mr Matt Bull, Mr Eddie King and Mr Steve Formica, and/or their nominees.
- (b) The maximum number of Director Options to be issued to each of Director and/or its nominee under Resolutions 3, 4 and 5 is as follows:
 - (i) Mr Matt Bull – 5,000,000 Director Options;
 - (ii) Mr Eddie King – 5,000,000 Director Options; and
 - (iii) Mr Steve Formica – 5,000,000 Director Options.
- (c) The Company will issue the Director Options to the Directors and/or their nominees no later than one month after the Meeting (or such later date to the extent permitted by any ASX waiver or modification of the ASX Listing Rules) and it is anticipated that all Director Options will be issued on the same date.
- (d) The Director Options will be issued for nil cash consideration. Accordingly, no funds will be raised from the issue of the Director Options.
- (e) The Director Options will be exercisable at \$0.03, will expire on or before 2 years after their issue date and will otherwise be on the terms and conditions set out in Schedule 2.
- (f) A voting exclusion statement is included in the Notice.

5. Resolution 6 – Issue of Consultant Options

5.1 General

Resolution 6 seeks Shareholder approval pursuant to ASX Listing Rule 10.11 for the issue of up to 5,000,000 Options in consideration for consultancy services provided by Mr Asimwe Kabunga to the Company (**Consultant Options**). The Consultant Options are proposed to be issued to Mr Kabunga to retain his services and to provide cost effective remuneration for his ongoing commitment and contribution to the Company.

A summary of ASX Listing Rule 10.11 is set out in Section 3.3.

Given Mr Kabunga's current shareholding (19.9%) and the potential effect of the issue of the Consultant Options on Asimwe's shareholding (if exercised), it is likely that ASX would form the opinion that Mr Kabunga is a person whose relationship with the Company is such that Shareholder approval should be obtained. For this reason, the Company is seeking Shareholder approval under ASX Listing Rule 10.11 for the issue of Consultant Options to Mr Kabunga.

5.2 Information required by ASX Listing Rule 10.13

For the purposes of ASX Listing Rule 10.13, information regarding the issue of the Consultant Options is provided as follows:

- (a) The Consultant Options will be issued to Mr Kabunga (and/or his nominees). Mr Kabunga is not a related party of the Company.
- (b) The maximum number of securities the Company may issue is 5,000,000 Consultant Options.
- (c) The Company will issue the Consultant Options no 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 ASX Listing Rules). It is expected that all Consultant Options will be issued on one date.
- (d) Approval under ASX Listing Rule 10.11 is required because Mr Kabunga is a 19.9% Shareholder and may be considered a party whose relationship with the Company is such that ASX would likely determine that Shareholder approval is required.
- (e) The Consultant Options will be issued for nil cash consideration. Accordingly, no funds will be raised from issue of the Consultant Options.
- (f) The Consultant Options will be exercisable at \$0.03, will expire on or before 2 years after their issue date and will otherwise be on the terms and conditions set out in Schedule 2. The Consultant Options will be issued on the same terms as the Director Options and the Placement Options.
- (g) A voting exclusion statement is included in the Notice.

6. Resolution 7 – Section 195 Approval

Section 195 of the Corporations Act essentially provides that a director of a public company may not vote or be present during meetings of directors when matters in which that director holds a "material personal interest" are being considered.

The Directors may have a material personal interest in the outcome of Resolutions 3 to 5. In the absence of this Resolution 7, the Directors may not be able to form a quorum at directors' meeting necessary to carry out the terms of Resolutions 3 to 5.

The Directors have accordingly exercised their right under section 195(4) of the Corporations Act to put the issue to Shareholders to resolve.

Schedule 1 – Definitions and interpretation

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

ASIC means Australian Securities and Investments Commission.

ASX means ASX Limited (ACN 008 624 691) and, where the context permits, the Australian Securities Exchange operated by ASX.

ASX Listing Rules means the listing rules of ASX.

Board means the board of Directors.

Chairman means the chairman of the Meeting.

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

Company means Lindian Resources Limited ACN 090 772 222.

Consultant Option means an Option issued pursuant to Resolution 6, and on the terms and conditions set out in Schedule 2.

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

Director means a director of the Company on the date of the Meeting.

Director Option means an Option issued pursuant to Resolutions 3, 4 and 5, and on the terms and conditions set out in Schedule 2.

Explanatory Memorandum means the explanatory memorandum attached to the Notice.

Key Management Personnel means a person 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.

Meeting has the meaning in the introductory paragraph of the Notice.

Notice means this notice of meeting.

Option means an option which entitles the holder to subscribe for one Share (and includes a Placement Option, Consultant Option or Director Option, as the context requires).

Placement Option means an Option issued pursuant to Resolution 1, and on the terms and conditions set out in Schedule 2.

Placement Share means a Share issued pursuant to Resolution 1, and on the terms and conditions set out in Section 2.2.

Proxy Form means the proxy form attached to the Notice.

Resolution means a Resolution contained in this Notice.

Schedule means a schedule to this Notice.

Section means a section contained in this Explanatory Memorandum.

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

Share and Option Placement means the placement of Placement Shares and Placement Options pursuant to Resolution 1.

Shareholder means a shareholder of the Company.

WST means Western Standard Time, being the time in Perth, Western Australia.

Schedule 2 – Terms and Conditions of Options

The general rights and liabilities attaching to the Placement Options, Consultant Options and Director Options can be summarised as follows:

- (a) Each Option entitles the holder to subscribe for one Share upon exercise of the Option.
- (b) Each Option has an exercise price of \$0.03 (**Exercise Price**) and the expiry date is that date that is on or before 2 years from the issue date of the Option (**Expiry Date**).
- (c) The Options are exercisable at any time after grant and on or prior to the Expiry Date.
- (d) The Options may be exercised by notice in writing to the Company (**Notice of Exercise**) and payment of the Exercise Price for each Option being exercised. Any Notice of Exercise of an Option received by the Company will be deemed to be a notice of the exercise of that Option as at the date of receipt.
- (e) Shares issued on exercise of the Options rank equally with the then Shares on issue.
- (f) Application will be made by the Company to ASX for quotation of the Shares issued upon the exercise of the Options.
- (g) There are no participation rights or entitlements inherent in the Options and holders will not be entitled to participate in new issues of capital offered to Shareholders during the currency of the Options. However, the Company will ensure that for the purposes of determining entitlements to any such issue, the record date will be at least ten business days after the issue is announced. This will give the holders of Options the opportunity to exercise their Options prior to the date for determining entitlements to participate in any such issue.
- (h) If the Company makes a bonus issue of Shares or other securities to existing Shareholders (other than an issue in lieu or in satisfaction of dividends or by way of dividend reinvestment):
 - (i) the number of Shares which must be issued on the exercise of an Option will be increased by the number of Shares which the Optionholder would have received if the Optionholder had exercised the Option before the record date for the bonus issue; and
 - (ii) no change will be made to the Exercise Price.
- (i) If the Company makes an issue of Shares pro rata to existing Shareholders there will be no adjustment of the Exercise Price of an Option.
- (j) If there is any reconstruction of the issued share capital of the Company, the rights of the Optionholders may be varied to comply with the ASX Listing Rules which apply to the reconstruction at the time of the reconstruction.
- (k) No application for quotation of the Options will be made by the Company.
- (l) The Options are transferable provided that the transfer of the Options complies with section 707(3) of the Corporations Act.
- (m) Cheques shall be in Australian currency made payable to the Company and crossed "Not Negotiable". The application for Shares on exercise of the Options with the appropriate remittance should be lodged at the Company's share registry.

LINDIAN RESOURCES LIMITED

ACN 090 772 222

PROXY FORM

Step 1 – Appoint a Proxy to Vote on Your Behalf

I/We

(details of registered shareholder)

being member(s) of LINDIAN RESOURCES LIMITED hereby appoint:

The Chairman of the Meeting (mark box)

OR

If you are NOT appointing the Chairman of the Meeting as your proxy, please write the name of the person or body corporate you are appointing as your proxy

or failing the individual or body corporate named, or if no individual or body corporate is named, the Chairman of the Meeting, as my/our proxy to act generally at the Meeting on my/our behalf and to vote in accordance with the following directions (or if no directions have been given, and to the extent permitted by law, as the proxy sees fit) at the Meeting of the Company to be held at Level 11, London House, 216 St Georges Terrace, Perth, Western Australia on 6 June 2017 at 11.00am (WST) and at any adjournment or postponement of that Meeting.

Chairman authorised to exercise undirected proxies on remuneration related resolutions: Where I/we have appointed the Chairman of the Meeting as my/our proxy (or the Chairman becomes my/our proxy by default), I/we expressly authorise the Chairman to exercise my/our proxy on Resolutions 3 to 5 (except where I/we have indicated a different voting intention below) even though Resolutions 3 to 5 are connected directly or indirectly with the remuneration of a member of Key Management Personnel, which includes the Chairman.

Important Note: If the Chairman of the Meeting is (or becomes) your proxy you can direct the Chairman to vote for or against or abstain from voting on Resolutions 3 to 5 by marking the appropriate box in step 2 below. **The Chairman of the Meeting intends to vote undirected proxies in favour of Resolutions 3 to 5.** In exceptional circumstances, the Chairman of the Meeting may change his/her voting intention on any resolution, in which case an ASX announcement will be made.

Step 2 – Instructions as to Voting on Resolutions

PLEASE NOTE: If you mark the Abstain box for an item, you are directing your proxy not to vote on your behalf on a show of hands or a poll and your votes will not be counted in computing the required majority.

		FOR	AGAINST	ABSTAIN
Resolution 1	Approval for Issue of Placement Shares and Options	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 2	Approve Director Participation in Share and Option Placement - Mr Matt Bull	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 3	Issue of Director Options - Mr Matt Bull	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 4	Issue of Director Options - Mr Eddie King	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 5	Issue of Director Options - Mr Steve Formica	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 6	Issue of Consultant Options	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 7	Section 195 Approval	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

Step 3 – Sign

Authorised signature/s

This section **must** be signed in accordance with the instructions below to enable your voting instructions to be implemented.

Individual or Shareholder 1

Sole Director and Sole Company Secretary

Shareholder 2

Director

Shareholder 3

Director/Company Secretary

Contact Name

Contact Daytime Telephone

Date

Proxy Notes:

A Shareholder entitled to attend and vote at the Meeting may appoint a natural person as the Shareholder's proxy to attend and vote for the Shareholder at that Meeting. If the Shareholder is entitled to cast 2 or more votes at the Meeting the Shareholder may appoint not more than 2 proxies. Where the Shareholder appoints more than one proxy the Shareholder may specify the proportion or number of votes each proxy is appointed to exercise. If such proportion or number of votes is not specified each proxy may exercise half of the Shareholder's votes. A proxy may, but need not be, a Shareholder of the Company.

If a Shareholder appoints a body corporate as the Shareholder's proxy to attend and vote for the Shareholder at the Meeting, the representative of the body corporate to attend the Meeting must produce the Certificate of Appointment of Representative prior to admission. A form of the certificate may be obtained from the Company's share registry.

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

Joint Holding: where the holding is in more than one name all of the holders must sign.

Power of Attorney: if signed under a Power of Attorney, you must have already lodged it with the registry, or alternatively, attach a certified photocopy of the Power of Attorney to this Proxy Form when you return it.

Companies: a Director can sign jointly with another Director or a Company Secretary. A sole Director who is also a sole Company Secretary can also sign. Please indicate the office held by signing in the appropriate space.

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

Proxy Forms (and the power of attorney or other authority, if any, under which the Proxy Form is signed) or a copy or facsimile which appears on its face to be an authentic copy of the Proxy Form (and the power of attorney or other authority) must be deposited at or received by facsimile transmission at the address below no later than 48 hours prior to the time of commencement of the Meeting.

Lodge your vote:

By hand:

Company Secretary
Lindian Resources Limited
Level 11
216 St Georges Terrace
Perth WA 6000
Australia

By post:

Company Secretary
Lindian Resources Limited
GPO Box 2517
Perth WA 6001
Australia

By facsimile:

+61 8 9463 6103