

Dear Shareholder

Lord Resources Limited - Notice of General Meeting and Proxy Form

Lord Resources Limited A.C.N 107 385 884 (**Lord** or **Company**) advises that the General Meeting (**Meeting**) of the Company will be held in person at 2.30pm (AWST) on Thursday, 20 June 2024 at Level 2, 10 Outram Street, West Perth, Western Australia 6005.

In accordance with the Corporations Act 2001 (Cth), the Company will not be sending hard copies of the Notice of Meeting to shareholders unless a shareholder has previously requested a hard copy. The Notice of Meeting and accompanying explanatory statement can be viewed and downloaded from:

- The Company's website at www.lordresources.com; and/or
- from the ASX website at <https://www2.asx.com.au/markets/company/lrd>.

If you have nominated an email address and have elected to receive electronic communications from the Company, you will receive an email to your nominated email address with a link to an electronic copy of the notice of Meeting. If you have not elected to receive electronic communications from the Company, a copy of your personalised proxy form together with this letter will be posted to you.

The Company strongly encourages Shareholders to lodge a directed proxy form online or otherwise in accordance with the instructions set out in the proxy form, by no later than 2.30pm (AWST) on 18 June 2024. Questions should also be submitted in advance of the Meeting as this will provide management with the best opportunity to prepare for the Meeting, for example by preparing answers in advance to Shareholders questions. However, votes and questions may also be submitted during the Meeting.

The outcome of the resolutions, including details of votes received by poll, will be released to the Company's ASX announcements platform following conclusion of the meeting.

If you are unable to access any of the Meeting documents online, please contact the Company Secretary, Paul Jurman, on +618 9380 6789 or via email at admin@lordresources.com.

In the event that it is necessary or appropriate for the Company to make alternative arrangements for the Meeting, information will be lodged with the ASX at www.asx.com.au (ASX: LRD) and the Company's website at www.lordresources.com.

Shareholder Communications

Receiving your shareholder communications electronically is the best way to stay informed and will assist the Company with minimising paper usage. If you haven't already, we encourage you to make the switch to paperless communications and provide us with your email address.

The Corporations Amendment (Meetings and Documents) Act 2022 (**Amendment Act**) includes a new requirement for public companies and listed companies to give shareholders notice of their right to elect to be sent documents electronically or physically by the company in section 110K of the Corporations Act.

There are new options for how Lord shareholders receive communications. Lord will no longer send physical meeting documents unless a shareholder requests a copy to be mailed.

Lord encourages all shareholders to provide an email address so we can provide investor communications electronically when they become available online, which includes items such as meeting documents and annual reports.

By providing your email address, you will:

- Support the company by reducing the cost of mailing/postage
- Receive your investor communications faster and in a more secure way
- Help the environment through the need for less paper

How do I update my communications preferences?

Shareholders can still elect to receive some or all of their communications in physical or electronic form or elect not to receive certain documents such as annual reports. To review your communications preferences, or sign up to receive your shareholder communications via email, please update your communication preferences at <https://investor.automic.com.au/>

If you are a shareholder and would like a physical copy of a communication, need further information about the options available to you or have questions about your holding, visit <https://investor.automic.com.au/> or contact our share registry:

Telephone (within Australia): 1300 288 664

Telephone (outside Australia): +61 2 9698 5414

Email: hello@automicgroup.com.au

Website: <https://investor.automic.com.au/>

By order of the board



Mr Paul Jurman
Company Secretary

For further information please contact:

Barnaby Egerton-Warburton
Managing Director
E: bew@lordresources.com
P: +61 437 291 155



LORD RESOURCES LIMITED
ACN 107 385 884
NOTICE OF GENERAL MEETING

Notice is given that the Meeting will be held at:

TIME: 2.30pm (WST)

DATE: 20 June 2024

PLACE: Level 2, 10 Outram Street, West Perth, Western Australia 6005

The business of the Meeting affects your shareholding and your vote is important.

This Notice of Meeting should be read in its entirety. If Shareholders are in doubt as to how they should vote, they should seek advice from their professional advisers prior to voting.

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 Shareholders at 5.00pm (WST) on Tuesday 18 June 2024.

Should you wish to discuss the matters in this Notice of Meeting please do not hesitate to contact the Company Secretary on (+61 8) 9380 6789.

BUSINESS OF THE MEETING

Notice is given that the General Meeting of Shareholders of Lord Resources Limited will be held at 2.30pm (WST) on 20 June 2024 at Level 2, 10 Outram Street, West Perth, Western Australia 6005.

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

Terms and abbreviations used in this Notice of Meeting are defined in the Glossary.

AGENDA

1. RESOLUTION 1 – RATIFICATION OF PRIOR ISSUE OF TRANCHE 1 PLACEMENT SHARES UNDER LISTING RULE 7.1

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

"That, for the purposes of Listing Rule 7.4 and for all other purposes, Shareholders ratify the issue of 6,450,000 Tranche 1 Placement Shares on the terms and conditions set out in the Explanatory Statement."

A voting exclusion statement applies to this Resolution. Please see below.

2. RESOLUTION 2 – RATIFICATION OF PRIOR ISSUE OF TRANCHE 1 PLACEMENT SHARES UNDER LISTING RULE 7.1A

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

"That, for the purposes of Listing Rule 7.4 and for all other purposes, Shareholders ratify the issue of 4,300,000 Tranche 1 Placement Shares on the terms and conditions set out in the Explanatory Statement."

A voting exclusion statement applies to this Resolution. Please see below.

3. RESOLUTION 3 – APPROVAL TO ISSUE TRANCHE 2 PLACEMENT SHARES

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

"That, for the purposes of Listing Rule 7.1 and for all other purposes, approval is given for the Company to issue 19,250,000 Tranche 2 Placement Shares on the terms and conditions set out in the Explanatory Statement."

A voting exclusion statement applies to this Resolution. Please see below.

4. RESOLUTION 4 – APPROVAL TO ISSUE PLACEMENT 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 Listing Rule 7.1 and for all other purposes, approval is given for the Company to issue 15,000,000 free attaching Placement Options on the terms and conditions set out in the Explanatory Statement."

A voting exclusion statement applies to this Resolution. Please see below.

5. RESOLUTION 5 – APPROVAL TO ISSUE LEAD MANAGER 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 Listing Rule 7.1 and for all other purposes, approval is given for the Company to issue 10,000,000 Lead Manager Options to Bell Potter (or its nominee/s) on the terms and conditions set out in the Explanatory Statement.”

A voting exclusion statement applies to this Resolution. Please see below.

6. RESOLUTION 6 – APPROVAL FOR THE ISSUE OF OPTIONS TO MR B EGERTON-WARBURTON

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

“That, for the purposes of section 195(4) and section 208 of the Corporations Act, Listing Rule 10.11 and for all other purposes, approval is given for the Company to issue 4,000,000 Options to Mr B Egerton-Warburton (or his nominee) on the terms and conditions set out in the Explanatory Statement.”

A voting exclusion statement and voting prohibition statement applies to this Resolution. Please see below.

7. RESOLUTION 7 – APPROVAL FOR THE ISSUE OF OPTIONS TO MR P LLOYD

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

“That, for the purposes of section 195(4) and section 208 of the Corporations Act, Listing Rule 10.11 and for all other purposes, approval is given for the Company to issue 3,200,000 Options to Mr P Lloyd (or his nominee) on the terms and conditions set out in the Explanatory Statement.”

A voting exclusion statement and voting prohibition statement applies to this Resolution. Please see below.

8. RESOLUTION 8 – APPROVAL FOR THE ISSUE OF OPTIONS TO MR C SWALLOW

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

“That, for the purposes of section 195(4) and section 208 of the Corporations Act, Listing Rule 10.11 and for all other purposes, approval is given for the Company to issue 1,500,000 Options to Mr C Swallow (or his nominee) on the terms and conditions set out in the Explanatory Statement.”

A voting exclusion statement and voting prohibition statement applies to this Resolution. Please see below.

Voting Prohibition Statements

Resolution 6 – Approval for the Issue of Options to Mr B Egerton-Warburton

In accordance with section 224 of the Corporations Act, a vote on this Resolution must not be cast (in any capacity) by or on behalf of a related party of the Company to whom the Resolution would permit a financial benefit to be given, or an associate of such a related party (**Resolution 6 Excluded Party**). However, the above prohibition does not apply if the vote is cast by a person as proxy appointed by writing that specifies how the proxy is to vote on the Resolution and it is not cast on behalf of a Resolution 6 Excluded Party.

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

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

Provided the Chair is not a Resolution 6 Excluded Party, the above prohibition does not apply if:

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

Resolution 7 – Approval for the Issue of Options to Mr P Lloyd

In accordance with section 224 of the Corporations Act, a vote on this Resolution must not be cast (in any capacity) by or on behalf of a related party of the Company to whom the Resolution would permit a financial benefit to be given, or an associate of such a related party (**Resolution 7 Excluded Party**). However, the above prohibition does not apply if the vote is cast by a person as proxy appointed by writing that specifies how the proxy is to vote on the Resolution and it is not cast on behalf of a Resolution 7 Excluded Party.

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

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

Provided the Chair is not a Resolution 7 Excluded Party, the above prohibition does not apply if:

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

Resolution 8 – Approval for the Issue of Options to Mr C Swallow

In accordance with section 224 of the Corporations Act, a vote on this Resolution must not be cast (in any capacity) by or on behalf of a related party of the Company to whom the Resolution would permit a financial benefit to be given, or an associate of such a related party (**Resolution 8 Excluded Party**). However, the above prohibition does not apply if the vote is cast by a person as proxy appointed by writing that specifies how the proxy is to vote on the Resolution and it is not cast on behalf of a Resolution 8 Excluded Party.

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

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

Provided the Chair is not a Resolution 8 Excluded Party, the above prohibition does not apply if:

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

Voting Exclusion Statements

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

Resolution 1 – Ratification of prior issue of Tranche 1 Placement Shares under Listing Rule 7.1	A person who participated in the issue or is a counterparty to the agreement being approved (namely, the Tranche 1 Placement Participants) or an associate of that person or those persons.
Resolution 2 – Ratification of prior issue of Tranche 1 Placement Shares under Listing Rule 7.1A	
Resolution 3 – Approval to issue Tranche 2 Placement Shares	A person who is expected to participate in, or who will obtain a material benefit as a result of, the proposed issue (except a benefit solely by reason of being a holder of ordinary securities in the Company) (namely the Tranche 2 Placement Participants) or an associate of that person (or those persons).
Resolution 4 – Approval to issue Placement Options	A person who is expected to participate in, or who will obtain a material benefit as a result of, the proposed issue (except a benefit solely by reason of being a holder of ordinary securities in the Company) (namely the Placement Participants) or an associate of that person (or those persons).
Resolution 5 – Approval to issue Lead Manager Options	A person who is expected to participate in, or who will obtain a material benefit as a result of, the proposed issue (except a benefit solely by reason of being a holder of ordinary securities in the Company) (namely Bell Potter (or their nominee/s) or an associate of that person (or those persons).

Resolution 6 – Approval for the Issue of Options to Mr B Egerton-Warburton	Mr B Egerton-Warburton (or his nominee) and any other person who will obtain a material benefit as a result of the proposed issue (except a benefit solely by reason of being a holder of ordinary securities in the Company) or an associate of that person or those persons.
Resolution 7 – Approval for the Issue of Options to Mr P Lloyd	Mr P Lloyd (or his nominee) and any other person who will obtain a material benefit as a result of the proposed issue (except a benefit solely by reason of being a holder of ordinary securities in the Company) or an associate of that person or those persons.
Resolution 8 – Approval for the Issue of Options to Mr C Swallow	Mr C Swallow (or his nominee) and any other person who will obtain a material benefit as a result of the proposed issue (except a benefit solely by reason of being a holder of ordinary securities in the Company) or an associate of that person or those persons.

However, this does not apply to a vote cast in favour of the Resolution by:

- (a) a person as a proxy or attorney for a person who is entitled to vote on the Resolution, in accordance with the directions given to the proxy or attorney to vote on the Resolution in that way; or
- (b) the Chair as proxy or attorney for a person who is entitled to vote on the Resolution, in accordance with a direction given to the Chair to vote on the Resolution as the Chair decides; or
- (c) a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:
 - (i) the beneficiary provides written confirmation to the holder that the beneficiary is not excluded from voting, and is not an associate of a person excluded from voting, on the Resolution; and
 - (ii) the holder votes on the Resolution in accordance with directions given by the beneficiary to the holder to vote in that way.

Dated: 13 May 2024

By order of the Board

PAUL JURMAN

Company Secretary

Appointing a Proxy

To vote by proxy, please complete and sign the enclosed Proxy Form and any power of attorney or other authority (if any) under which it is signed (or a certified copy of it) must be received by no later than 2.30pm (AWST) on 18 June 2024 (**Proxy Deadline**). Proxy forms received after this time will be invalid.

A Proxy Form is enclosed with this Notice. The Directors strongly encourage all Shareholders to lodge the Proxy Form to the Company or Share Registry in accordance with the instructions thereon.

Shareholders are encouraged to complete and return their Proxy Forms which accompanied the Notice of Meeting. Details on the appointment of a proxy are set out in the Notice of Meeting.

In accordance with section 249L of the Corporations Act, Shareholders are advised that:

- each Shareholder has a right to appoint a proxy;
- the proxy need not be a Shareholder of the Company; and
- a Shareholder who is entitled to cast two (2) or more votes may appoint two (2) proxies and may specify the proportion or number of votes each proxy is appointed to exercise. If the member appoints two (2) proxies and the appointment does not specify the proportion or number of the member's votes, then in accordance with section 249X(3) of the Corporations Act, each proxy may exercise one-half of the votes.

Shareholders and their proxies should be aware that:

- if proxy holders vote, they must cast all directed proxies as directed; and
- any directed proxies which are not voted will automatically default to the Chair, who must vote the proxies as directed.

Voting in person

To vote in person, attend the Meeting at the time, date and place set out above.

Shareholders are encouraged to complete and return their Proxy Form prior to the Meeting.

Questions

Shareholders may submit questions in advance of the Meeting to the Company Secretary. Questions must be submitted by email to the Company Secretary at **admin@lordresources.com**. Shareholders will also have the opportunity to submit questions during the Meeting in respect to the formal items of business as well as general questions in respect to the Company and its operations.

Corporate Representative

If your holding is registered in a company name, a corporate securityholder may appoint a person to act as its representative to participate in the meeting by providing that person with the appropriate 'Certificate of Appointment of Corporate Representative' (available from the Share Registrar or www.automicgroup.com.au/#/support under the help tab "FAQ's & Investor Forms"). Once completed, this form should be provided to the Company Secretary at **admin@lordresources.com** prior to the meeting commencing.

Undirected Proxies

The Chair intends to vote all available proxies in favour of all of the resolutions set out in the Notice. The proxy form expressly authorises the Chair to exercise undirected proxies in favour of remuneration related resolutions (Resolutions 6, 7 and 8). In exceptional circumstances, the Chair of the Meeting may change his/her voting intention on any Resolution, in which case an ASX announcement will be made.

Enquiries

Should you wish to discuss the matters in this Notice of Meeting please do not hesitate to contact the Company Secretary at +61 8 9380 6789.

EXPLANATORY STATEMENT

This Explanatory Statement has been prepared for the information of the Shareholders in connection with the business to be conducted at the General Meeting to be held at 2.30pm (WST) on 20 June 2024 at Level 2, 10 Outram Street, West Perth, Western Australia 6005.

The purpose of this Explanatory Statement is to provide information which the Directors believe to be material to Shareholders in deciding whether or not to pass the Resolutions.

1. BACKGROUND TO RESOLUTIONS 1 TO 5

1.1 Placement

As announced on 24 April 2024, the Company received firm commitments from institutional and sophisticated investors, along with existing shareholders to raise \$1,500,000 (before costs) through the issue of 30,000,000 Shares at an issue price of \$0.05 per Share (**Placement Shares**), together with one (1) free attaching Option (**Placement Options**) for every two (2) Shares subscribed for and issued, exercisable at \$0.10 each on or before 15 June 2027 (**Placement**).

The Placement Shares are to be issued in two tranches as follows:

- (a) 10,750,000 Placement Shares were issued on 1 May 2024 under the Company's existing placement capacity, comprising of:
 - (i) 6,450,000 Shares which were issued pursuant to the Company's capacity under Listing Rule 7.1 (being, the subject of Resolution 1); and
 - (ii) 4,300,000 Shares which were issued pursuant to the Company's 7.1A mandate which was approved by Shareholders at the annual general meeting held on 22 November 2023 (being, the subject of Resolution 2),
(**Tranche 1 Placement Shares**); and
- (b) 19,250,000 Placement Shares which are proposed to be issued subject to Shareholder approval being obtained at this Meeting (being, the subject of Resolution 3) (**Tranche 2 Placement Shares**).

The Company proposes to issue 15,000,000 Placement Options free attaching to the Placement Shares issued to the Tranche 1 Placement Participants and the Tranche 2 Placement Participants (**Placement Participants**) subject to Shareholder approval being obtained at this Meeting, the subject of Resolution 4.

1.2 Use of funds

Funds raised from the Placement will primarily be used for ongoing exploration of the Company's portfolio of Western Australian exploration projects, as well as broader exploration activities on the recently acquired Jingjing Lithium Project and to-be-assessed Projects currently under evaluation.

1.3 Lead Manager

The Company engaged the services of Bell Potter Securities Limited to act as lead manager to the Placement (**Lead Manager** or **Bell Potter**) pursuant to a mandate dated 21 April 2024 (**Lead Manager Mandate**).

In consideration for the lead manager services, the Company agreed to issue, subject to Shareholder approval:

- (a) 5,000,000 options exercisable at \$0.10, expiring 15 June 2027 and
- (b) 5,000,000 options exercisable at \$0.12, expiring 15 June 2027,
(**Lead Manager Options**).

The Lead Manager Mandate is otherwise on terms considered standard for an agreement of its nature.

The Company is seeking Shareholder approval for the issue of the Lead Manager Options representing a fee for managing the Placement the subject of Resolutions 1 – 4 (refer to Resolution 5).

2. RESOLUTIONS 1 AND 2 – RATIFICATION OF PRIOR ISSUE OF TRANCHE 1 PLACEMENT SHARES

2.1 General

Resolutions 1 and 2 seeks Shareholder ratification for the prior issue of the Tranche 1 Placement Shares on 1 May 2024.

The issue of the Tranche 1 Placement Shares did not breach Listing Rules 7.1 and 7.1A at the time of the issue.

Refer to Section 1.1 for further information with respect to the Placement and Tranche 1 Placement Shares.

2.2 Listing Rules 7.1 and 7.1A

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

Under Listing Rule 7.1A, an eligible entity can seek approval from its members, by way of a special resolution passed at its annual general meeting, to increase this 15% limit by an extra 10% to 25%.

The Company obtained approval to increase its limit to 25% at the annual general meeting held on 22 November 2023.

The issue of the Tranche 1 Placement Shares does not fit within any of the exceptions and, as it has not yet been approved by Shareholders, it effectively uses up part of the 25% limit in Listing Rules 7.1 and 7.1A, reducing the Company's capacity to issue further equity securities without Shareholder approval under Listing Rule 7.1 and 7.1A for the 12 month period following the date of issue of the Tranche 1 Placement Shares.

2.3 Listing Rule 7.4

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

The Company wishes to retain as much flexibility as possible to issue additional equity securities in the future without having to obtain Shareholder approval for such issues under Listing Rule 7.1. Accordingly, Resolutions 1 and 2 are seeking Shareholder ratification pursuant to Listing Rule 7.4 for the issue of the Tranche 1 Placement Shares.

Resolutions 1 and 2 seeks Shareholder ratification pursuant to Listing Rule 7.4 for the issue of the Tranche 1 Placement Shares.

2.4 Technical information required by Listing Rule 14.1A

If Resolutions 1 and 2 are passed, the Tranche 1 Placement Shares will be excluded in calculating the Company's combined 25% limit in Listing Rules 7.1 and 7.1A, effectively increasing the number of equity securities the Company can issue without Shareholder approval over the 12 month period following the date of issue of the Tranche 1 Placement Shares.

If Resolutions 1 and 2 are not passed, the issue of the Tranche 1 Placement Shares will be included in calculating the Company's combined 25% limit in Listing Rules 7.1 and 7.1A, effectively decreasing the number of equity securities the Company can issue without Shareholder approval over the 12 month period following the date of issue of the Tranche 1 Placement Shares.

2.5 Technical 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 Resolutions 1 and 2:

- (a) the Tranche 1 Placement Shares were issued to institutional, sophisticated and professional investors who are clients of the Lead Manager and existing investors (**Tranche 1 Placement Participants**). The Tranche 1 Placement Participants were identified through a bookbuild process, which involved the Lead Managers seeking expressions of interest to participate in the Placement from non-related parties of the Company.
- (b) in accordance with paragraph 7.4 of ASX Guidance Note 21, the Company confirms that none of the Tranche 1 Placement Participants were:
 - (i) related parties of the Company, members of the Company's Key Management Personnel, substantial holders of the Company, advisers of the Company or an associate of any of these parties; and
 - (ii) issued more than 1% of the issued capital of the Company;
- (c) the Tranche 1 Placement Shares were issued on the following basis:
 - (i) 6,450,000 Shares issued pursuant to Listing Rule 7.1 (ratification of which is sought under Resolution 1); and
 - (ii) 4,300,000 Shares issued pursuant to Listing Rule 7.1A (ratification of which is sought under Resolution 2);
- (d) the Tranche 1 Placement Shares issued were all fully paid ordinary shares in the capital of the Company issued on the same terms and conditions as the Company's existing Shares;
- (e) the Tranche 1 Placement Shares were issued on 1 May 2024;
- (f) the issue price was \$0.05 per Tranche 1 Placement Share under the issue of Shares pursuant to Listing Rule 7.1 and 7.1A. The Company has not and will not receive any other consideration for the issue of the Tranche 1 Placement Shares;
- (g) the purpose of the issue of the Tranche 1 Placement Shares was to raise \$537,500, which will be applied towards the activities set out in Section 1.2;
- (h) the Tranche 1 Placement Shares were not issued under an agreement; and
- (i) a voting exclusion statement is included in the Notice.

3. RESOLUTIONS 3 AND 4 – APPROVAL TO ISSUE TRANCHE 2 PLACEMENT SHARES AND PLACEMENT OPTIONS

3.1 General

Resolutions 3 and 4 seek Shareholder approval for the issue of the Tranche 2 Placement Shares and Placement Options, respectively.

As set out in Section 1.1, subject to Shareholder approval, under the Placement the Company intends to issue:

- (a) 19,250,000 Tranche 2 Placement Shares to the Tranche 2 Placement Participants (being the subject of Resolution 3); and
- (b) 15,000,000 Placement Options to the Placement Participants (being the subject of Resolution 4).

Refer to Section 1.1 for further information with respect to the Placement.

3.2 Listing Rule 7.1

As summarised in Section 2.2 above, 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 proposed issues of the Tranche 2 Placement Shares and Placement Options is subject to shareholder approval as a term of the Placement. Accordingly, the proposed issues of the Tranche 2 Placement Shares and Placement Options fall within exception 17 of Listing Rule 7.2 and therefore require the approval of Shareholders under Listing Rule 7.1.

3.3 Technical information required by Listing Rule 14.1A

If Resolutions 3 and 4 are passed, the Company will be able to proceed with the issue of the Tranche 2 Placement Shares and Placement Options. In addition, the issue of the Tranche 2 Placement Shares and Placement Options will be excluded from the calculation of the number of equity securities that the Company can issue without Shareholder approval under Listing Rule 7.1.

If Resolutions 3 and 4 are not passed, the Company will not be able to proceed with the issue of the Tranche 2 Placement Shares and Placement Options. The Company may need to consider alternative methods to satisfy its obligations under the Placement.

Resolutions 3 and 4 are independent of one another and seek approval for separate issues.

3.4 Technical information required by Listing Rule 7.1

Pursuant to and in accordance with Listing Rule 7.3, the following information is provided in relation to Resolutions 3 and 4:

- (a) the Tranche 2 Placement Shares will be issued to institutional, sophisticated and professional investors who are clients of the Lead Manager and existing investors (**Tranche 2 Placement Participants**). The Tranche 2 Placement Participants were identified through a bookbuild process, which involved the Lead Managers seeking expressions of interest to participate in the Placement from non-related parties of the Company;
- (b) the Placement Options will be issued to the Placement Participants;
- (c) in accordance with paragraph 7.4 of ASX Guidance Note 21, the Company confirms that none of the recipients will be:
 - (i) related parties of the Company, members of the Company's Key Management Personnel, substantial holders of the Company, advisers of the Company or an associate of any of these parties; and
 - (ii) issued more than 1% of the issued capital of the Company;
- (d) the maximum number of Tranche 2 Placement Shares to be issued is 19,250,000;
- (e) the maximum number of Placement Options to be issued is 15,000,000;

- (f) the Tranche 2 Placement Shares issued will be fully paid ordinary shares in the capital of the Company issued on the same terms and conditions as the Company's existing Shares;
- (g) the Placement Options will be issued on the terms and conditions set out in Schedule 1;
- (h) the Tranche 2 Placement Shares and the Placement Options will be issued 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) and it is intended that issue of the Tranche 2 Placement Shares and the Placement Options will occur on the same date;
- (i) the issue price will be \$0.05 per Tranche 2 Placement Share. The issue price will be nil per Placement Option as the Placement Options will be issued free attaching with the Placement Shares on a 1:2 basis. The Company will not receive any other consideration for the issue of the Tranche 2 Placement Shares and the Placement Options (other than in respect of funds received on exercise of the Placement Options);
- (j) the purpose of the issue of the Tranche 2 Placement Shares and the Placement Options are set out in Section 1.1. The Company intends to apply the funds raised from the issue of the Tranche 2 Placement Shares towards the activities set out in Section 1.2;
- (k) the Tranche 2 Placement Shares and the Placement Options are not being issued under an agreement;
- (l) the Tranche 2 Placement Shares and the Placement Options are not being issued under, or to fund, a reverse takeover; and
- (m) a voting exclusion statement is included in the Notice.

4. RESOLUTION 5 – APPROVAL TO ISSUE LEAD MANAGER OPTIONS

4.1 General

As set out in Section 1.3 above, the Company is proposing to issue the Lead Manager Options to Bell Potter (or its nominee/s) as consideration for services provided by Bell Potter in relation to the Placement.

4.2 Listing Rule 7.1

As summarised in Section 2.2 above, 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 proposed issue of the Lead Manager Options falls within exception 17 of Listing Rule 7.2. It therefore requires the approval of Shareholders under Listing Rule 7.1.

4.3 Technical information required by Listing Rule 14.1A

If Resolution 5 is passed, the Company will be able to proceed with the issue of the Lead Manager Options. In addition, the issue of the Lead Manager Options will be excluded from the calculation of the number of equity securities that the Company can issue without Shareholder approval under Listing Rule 7.1.

If Resolution 5 is not passed, the Company will not be able to proceed with the issue of the Lead Manager Options and the Company may need to consider alternative methods to satisfy its obligations under the Lead Manager Mandate.

Resolution 5 seeks Shareholder approval for the purposes of Listing Rule 7.1 for the issue of the Lead Manager Options.

4.4 Technical information required by Listing Rule 7.1

Pursuant to and in accordance with Listing Rule 7.3, the following information is provided in relation to Resolution 5:

- (a) the Lead Manager Options will be issued to Bell Potter (or its nominee/s);
- (b) in accordance with paragraph 7.2 of ASX Guidance Note 21, the Company confirms that none of the recipients will be:
 - (i) related parties of the Company, members of the Company's Key Management Personnel, substantial holders of the Company, advisers of the Company or an associate of any of these parties; and
 - (ii) issued more than 1% of the issued capital of the Company;
- (c) the maximum number of Lead Manager Options to be issued is 10,000,000;
- (d) the terms and conditions of the Lead Manager Options are set out in Schedule 2.
- (e) the Lead Manager Options will be issued 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) and it is intended that issue of the Lead Manager Options will occur on the same date;
- (f) the Lead Manager Options will be issued at a nil issue price, in consideration for lead manager services provided by Bell Potter under the Lead Manager Mandate;
- (g) the purpose of the issue of the Lead Manager Options is to satisfy the company's obligations under the Lead Manager Mandate;
- (h) the Lead Manager Options are being issued to Bell Potter (or its nominee/s) under the Lead Manager Mandate. A summary of the material terms of the Lead Manager Mandate is set out in Section 1.3 above;
- (i) the Lead Manager Options are not being issued under, or to fund, a reverse takeover; and
- (j) a voting exclusion statement is included in the Notice.

5. RESOLUTIONS 6,7 AND 8 – APPROVAL FOR THE ISSUE OF OPTIONS TO DIRECTORS – MR B EGERTON-WARBURTON, MR P LLOYD AND MR C SWALLOW

5.1 General

The Company has agreed, subject to obtaining Shareholder approval, to issue a total of 8,700,000 Options exercisable at \$0.10 on or before 15 June 2027 (**Related Party Options**) to Mr B Egerton-Warburton, Mr P Lloyd and Mr C Swallow (**Related Parties**) (or their nominees) on the terms and conditions set out below.

Resolutions 6, 7 and 8 seek Shareholder approval for the issue of the Related Party Options to the Related Parties (or their nominees).

The Related Party Options are proposed to be issued in one tranche and will vest from the date of issue.

The terms of the Related Party Options are set out in more detail below in Schedule 3.

5.2 Director recommendation

Each Director has a material personal interest in the outcome of Resolutions 6, 7 and 8 on the basis that all of the Directors (or their nominees) are to be issued

Related Party Options should Resolutions 6, 7 and 8 be passed. For this reason, the Directors do not believe that it is appropriate to make a recommendation on Resolutions 6, 7 and 8 of this Notice.

5.3 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.

The issue of Related Party Options to the Related Parties (or their nominees) constitutes giving a financial benefit and each of the Related Parties is a related party of the Company by virtue of being a Director.

As the Related Party Options are proposed to be issued to all of the Directors, the Directors are unable to form a quorum to consider whether one of the exceptions set out in sections 210 to 216 of the Corporations Act applies to the issue of the Related Party Options. Accordingly, Shareholder approval for the issue of Related Party Options to the Related Parties is sought in accordance with Chapter 2E of the Corporations Act.

5.4 Listing Rule 10.11

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

- 10.11.1 a related party;
- 10.11.2 a person who is, or was at any time in the 6 months before the issue or agreement, a substantial (30%+) holder in the company;
- 10.11.3 a person who is, or was at any time in the 6 months before the issue or agreement, a substantial (10%+) holder in the company and who has nominated a director to the board of the company pursuant to a relevant agreement which gives them a right or expectation to do so;
- 10.11.4 an associate of a person referred to in Listing Rules 10.11.1 to 10.11.3; or
- 10.11.5 a person whose relationship with the company or a person referred to in Listing Rules 10.11.1 to 10.11.4 is such that, in ASX's opinion, the issue or agreement should be approved by its shareholders,

unless it obtains the approval of its shareholders.

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

Resolutions 6, 7 and 8 seek the required Shareholder approval for the issue of the Related Party Options under and for the purposes of Chapter 2E of the Corporations Act and Listing Rule 10.11.

5.5 Technical information required by Listing Rule 14.1a

If Resolutions 6, 7 and 8 are passed, the Company will be able to proceed with the issue of the Related Party Options to the Related Parties within one month

after the date of the Meeting (or such later date as permitted by any ASX waiver or modification of the Listing Rules). As approval pursuant to Listing Rule 7.1 is not required for the issue of the Related Party Options (because approval is being obtained under Listing Rule 10.11), the issue of the Related Party Options will not use up any of the Company's 15% annual placement capacity.

If Resolutions 6, 7 and 8 are not passed, the Company will not be able to proceed with the issue of the Related Party Options to the Related Parties and the Company may consider alternative means to incentive the Directors which may not be preferable for the Company.

5.6 Technical information required by Listing Rule 10.13 and section 219 of the Corporations Act

Pursuant to and in accordance with Listing Rule 10.13, the following information is provided in relation to Resolutions 6, 7 and 8:

- (a) the Related Party Options will be issued to:
 - (i) Mr B Egerton-Warburton (or his nominee) pursuant to Resolution 6;
 - (ii) Mr P Lloyd (or his nominee) pursuant to Resolution 7; and
 - (iii) Mr C Swallow (or his nominee) pursuant to Resolution 8,each of whom fall within the category set out in Listing Rule 10.11.1 by virtue of being Directors;
- (b) the maximum number of Related Party Options to be issued is 8,700,000, comprising:
 - (i) 4,000,000 Related Party Options to Mr Egerton-Warburton (or his nominee) pursuant to Resolution 6;
 - (ii) 3,200,000 Related Party Options to Mr Lloyd (or his nominee) pursuant to Resolution 7; and
 - (iii) 1,500,000 Related Party Options to Mr Swallow (or his nominee) pursuant to Resolution 8.
- (c) the terms and conditions of the Related Party Options are set out in Schedule 3.
- (d) the Related Party 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 Listing Rules) and it is intended that their issue will occur on the same date;
- (e) the issue price of the Related Party Options will be nil. The Company will not receive any other consideration in respect of the issue of the Related Party Options (other than in respect of funds received on any future exercise of the Related Party Options);
- (f) the purpose of the issue of the Related Party Options is to provide a performance linked incentive component in the remuneration package for the Related Parties to motivate and reward their performance as Directors and to provide cost effective remuneration to the Related Parties enabling the Company to spend a greater proportion of its cash reserves on its operations than it would if alternative cash forms of remuneration were given to the Related Parties;
- (g) the Related Party Options are unquoted Options. The Company has agreed to issue the Related Party Options to the Related Parties subject to Shareholder approval for the following reasons:

- (i) the Related Party Options are unquoted; therefore, the issue of the Related Party Options has no immediate dilutionary impact on Shareholders; and
 - (ii) it is not considered that there are any significant opportunity costs to the Company or benefits foregone by the Company in issuing the Related Party Options on the terms proposed.
- (h) the number of Related Party Options to be issued to each of the Related Parties has been determined based upon a consideration of:
- (i) current market standards and/or practices of other ASX listed companies of a similar size and stage of development to the Company;
 - (ii) the remuneration of the Related Parties; and
 - (iii) incentives to attract and ensure continuity of service of the Related Parties who have appropriate knowledge and expertise, while maintaining the Company's cash reserves.

The Company does not consider that there are any significant opportunity costs to the Company or benefits foregone by the Company in issuing the Options upon the terms proposed;

- (i) the total remuneration package for each of the Related Parties for the previous financial year and the proposed total remuneration package for the current financial year are set out below:

Related Party	Current Financial Year (FY 2024)	Previous Financial Year (FY 2023)
Mr B Egerton-Warburton	\$218,400 ¹	\$407,186 ²
Mr P Lloyd	\$70,000 ³	\$217,348 ⁴
Mr C Swallow	\$40,000 ⁵	\$130,675 ⁶

Notes:

1. Comprising Director fees of \$218,400. If the Related Party Options are issued, the total remuneration package of Mr B Egerton-Warburton will increase by \$103,600 to \$322,000, being the value of the Options (based on the Black Scholes methodology) set out in Schedule 4.
 2. Comprising Director fees of \$214,500 and share-based payments of \$192,286.
 3. Comprising Director fees of \$70,000. If the Related Party Options are issued, the total remuneration package of Mr P Lloyd will increase by \$82,880 to \$152,880, being the value of the Options (based on the Black Scholes methodology) set out in Schedule 4.
 4. Comprising Director fees of \$70,000 and share-based payments of \$147,348.
 5. Comprising Director fees of \$40,000. If the Related Party Options are issued, the total remuneration package of Mr C Swallow will increase by \$38,850 to \$78,850, being the value of the Options (based on the Black Scholes methodology) set out in Schedule 4.
 6. Comprising Director fees of \$40,000 and share-based payments of \$90,675.
- (j) the value of the Related Party Options and the pricing methodology is set out in Schedule 4;
 - (k) the Related Party Options are not being issued under an agreement;
 - (l) the relevant interests of the Related Parties in securities of the Company as at the date of this Notice are set out below:

As at the date of this Notice

Related Party	Shares ¹	Options
Mr B Egerton-Warburton	2,994,663	647,331 ²
Mr P Lloyd	1,400,000	50,000 ²
Mr C Swallow	800,000	-

Post issue of the Options to Related Parties

Related Party	Shares ¹	Options
Mr B Egerton-Warburton	2,994,663	4,647,331
Mr P Lloyd	1,400,000	3,250,000
Mr C Swallow	800,000	1,500,000

Notes:

1. Fully paid ordinary shares in the capital of the Company (ASX: LRD).
2. Listed Options exercisable at \$0.25, expiring 31/01/2027.

- (m) if the Related Parties were to exercise the Related Party Options, a total of 8,700,000 Shares would be issued. This would increase the number of Shares on issue from 73,099,621 (being the total number of Shares on issue as at the date of this Notice and assuming Tranche 2 Placement Shares are approved and issued per Resolution 3) to 81,799,621 (assuming that no Shares are issued and no convertible securities vest or are exercised) with the effect that the shareholding of existing Shareholders would be diluted by an aggregate of 10.63%, comprising 4.89% by Mr Egerton-Warburton, 3.91% by Mr Lloyd and 1.83% by Mr Swallow.

- (n) the trading history of the Shares on ASX in the 12 months before the date of this Notice is set out below:

	Price	Date
Highest	\$0.125	26 May 2023
Lowest	\$0.046	6 March 2024
Last	\$0.058	10 May 2024

- (o) each Director may be considered to have a personal interest in the outcome of Resolutions 6, 7 and 8 on the basis that all of the Directors (or their nominees) are to be issued Related Party Options should Resolutions 6, 7 and 8 be passed. For this reason, the Directors do not believe that it is appropriate to make a recommendation on Resolutions 6, 7 and 8 of this Notice;
- (p) the Board is not aware of any other information that is reasonably required by Shareholders to allow them to decide whether it is in the best interests of the Company to pass Resolutions 6, 7 and 8; and
- (q) voting exclusion statements are included in Resolutions 6, 7 and 8 of the Notice.

GLOSSARY

\$ means Australian dollars.

ASIC means the Australian Securities & Investments Commission.

ASX means ASX Limited (ACN 008 624 691) or the financial market operated by ASX Limited, as the context requires.

Board means the current board of directors of the Company.

Business Day means a day that is not a Saturday, Sunday or public holiday in Western Australia.

Chair means the chair of the Meeting.

Closely Related Party of a member of the Key Management Personnel means:

- (a) a spouse or child of the member;
- (b) a child of the member's spouse;
- (c) a dependent of the member or the member's spouse;
- (d) anyone else who is one of the member's family and may be expected to influence the member, or be influenced by the member, in the member's dealing with the entity;
- (e) a company the member controls; or
- (f) a person prescribed by the Corporations Regulations 2001 (Cth) for the purposes of the definition of 'closely related party' in the Corporations Act.

Company means Lord Resources Limited (ACN 107 385 884).

Constitution means the Company's current constitution.

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

Director means a director of the Company.

Directors means the current directors of the Company.

Explanatory Statement means the explanatory statement accompanying the Notice.

General Meeting or **Meeting** means the meeting convened by the Notice.

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.

Lead Manager or **Bell Potter** means Bell Potter Securities Limited.

Lead Manager Mandate has the meaning given in Section 1.3.

Lead Manager Options has the meaning given in Section 1.3 and on the terms and conditions set out in Schedule 2.

Listing Rules means the Listing Rules of ASX.

Notice or **Notice of Meeting** or **Notice of General Meeting** means this notice of meeting including the Explanatory Statement and the Proxy Form.

Option means an option to acquire a Share.

Optionholder means a holder of an Option.

Placement has the meaning given in Section 1.1.

Placement Options has the meaning given in Section 1.1 and on the terms and conditions set out in Schedule 1.

Placement Participants has the meaning given in Section 1.1.

Placement Shares has the meaning given in Section 1.1.

Proxy Form means the proxy form accompanying the Notice.

Related Parties has the meaning given in Section 5.1.

Related Party Options has the meaning given in Section 5.1 and on the terms and conditions set out in Schedule 3.

Resolutions means the resolutions set out in the Notice of Meeting, or any one of them, as the context requires.

Section means a section of the Explanatory Statement.

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

Shareholder means a holder of a Share.

Tranche 1 Placement Participants has the meaning given in Section 2.5(a).

Tranche 1 Placement Shares has the meaning given in Section 1.1.

Tranche 2 Placement Participants has the meaning given in Section 3.4(a).

Tranche 2 Placement Shares has the meaning given in Section 1.1.

WST means Western Standard Time as observed in Perth, Western Australia.

SCHEDULE 1 - TERMS AND CONDITIONS OF PLACEMENT OPTIONS – RESOLUTION 3

The terms and conditions of the Placement Options to be issued are set out below:

(a) **Entitlement**

Each Option entitles the holder to subscribe for one Share upon exercise of the Option.

(b) **Exercise Price**

Subject to paragraph (i), the amount payable upon exercise of each Option will be \$0.10 (**Exercise Price**).

(c) **Expiry Date**

Each Option will expire at 5:00 pm (WST) on 15 June 2027 (**Expiry Date**). An Option not exercised before the Expiry Date will automatically lapse on the Expiry Date.

(d) **Exercise Period**

The Options are exercisable at any time on or prior to the Expiry Date (**Exercise Period**).

(e) **Notice of Exercise**

The Options may be exercised during the Exercise Period by notice in writing to the Company in the manner specified on the Option certificate (**Notice of Exercise**) and payment of the Exercise Price for each Option being exercised in Australian currency by electronic funds transfer or other means of payment acceptable to the Company.

(f) **Exercise Date**

A Notice of Exercise is only effective on and from the later of the date of receipt of the Notice of Exercise and the date of receipt of the payment of the Exercise Price for each Option being exercised in cleared funds (**Exercise Date**).

(g) **Timing of issue of Shares on exercise**

Within 5 Business Days after the latter of the following:

- (i) Exercise Date; and
- (ii) when excluded information in respect to, the Company (as defined in section 708A(7) of the Corporations Act) (if any) ceases to be excluded information,

but in any case, not later than 20 Business Days after the Exercise Date, the Company will:

- (i) issue the number of Shares required under these terms and conditions in respect of the number of Options specified in the Notice of Exercise and for which cleared funds have been received by the Company;
- (ii) if required, give ASX a notice that complies with section 708A(5)(e) of the Corporations Act, or, if the Company is unable to issue such a notice, lodge with ASIC a prospectus prepared in accordance with the Corporations Act and do all such things necessary to satisfy section 708A(11) of the Corporations Act to ensure that an offer for sale of the Shares does not require disclosure to investors; and
- (iii) if admitted to the official list of ASX at the time, apply for official quotation on ASX of Shares issued pursuant to the exercise of the Options.

If a notice delivered under (g)(ii) for any reason is not effective to ensure that an offer for sale of the Shares does not require disclosure to investors, the Company must, no later than 20 Business Days after becoming aware of such notice being ineffective, lodge with ASIC a prospectus prepared in accordance with the Corporations Act and do all such things necessary to satisfy section 708A(11) of the Corporations Act to ensure that an offer for sale of the Shares does not require disclosure to investors.

(h) **Shares issued on exercise**

Shares issued on exercise of the Options rank equally with the then issued shares of the Company.

(i) **Reconstruction of capital**

If at any time the issued capital of the Company is reconstructed, all rights of an Optionholder are to be changed in a manner consistent with the Corporations Act and the Listing Rules at the time of the reconstruction.

(j) **Participation in new issues**

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 without exercising the Options.

(k) **Change in exercise price**

An Option does not confer the right to a change in Exercise Price or a change in the number of underlying securities over which the Option can be exercised.

(l) **Transferability**

The Options are transferable subject to any restriction or escrow arrangements imposed by ASX or under applicable Australian securities laws.

SCHEDULE 2 - TERMS AND CONDITIONS OF LEAD MANAGER OPTIONS – RESOLUTION 5

The terms and conditions of the Lead Manager Options to be issued are set out below:

(a) **Entitlement**

Each Option entitles the holder to subscribe for one Share upon exercise of the Option.

(b) **Exercise Price**

Subject to paragraph (i), the amount payable upon exercise of each Option for 50% of the Options will be \$0.10 and the amount payable upon exercise of each Option for the remaining 50% of the Options will be \$0.12 (**Exercise Price**).

(c) **Expiry Date**

Each Option will expire at 5:00 pm (WST) on 15 June 2027 (**Expiry Date**). An Option not exercised before the Expiry Date will automatically lapse on the Expiry Date.

(d) **Exercise Period**

The Options are exercisable at any time on or prior to the Expiry Date (**Exercise Period**).

(e) **Notice of Exercise**

The Options may be exercised during the Exercise Period by notice in writing to the Company in the manner specified on the Option certificate (**Notice of Exercise**) and payment of the Exercise Price for each Option being exercised in Australian currency by electronic funds transfer or other means of payment acceptable to the Company.

(f) **Exercise Date**

A Notice of Exercise is only effective on and from the later of the date of receipt of the Notice of Exercise and the date of receipt of the payment of the Exercise Price for each Option being exercised in cleared funds (**Exercise Date**).

(g) **Timing of issue of Shares on exercise**

Within 5 Business Days after the latter of the following:

- (i) Exercise Date; and
- (ii) when excluded information in respect to, the Company (as defined in section 708A(7) of the Corporations Act) (if any) ceases to be excluded information,

but in any case, not later than 20 Business Days after the Exercise Date, the Company will:

- (i) issue the number of Shares required under these terms and conditions in respect of the number of Options specified in the Notice of Exercise and for which cleared funds have been received by the Company;
- (ii) if required, give ASX a notice that complies with section 708A(5)(e) of the Corporations Act, or, if the Company is unable to issue such a notice, lodge with ASIC a prospectus prepared in accordance with the Corporations Act and do all such things necessary to satisfy section 708A(11) of the Corporations Act to ensure that an offer for sale of the Shares does not require disclosure to investors; and
- (iii) if admitted to the official list of ASX at the time, apply for official quotation on ASX of Shares issued pursuant to the exercise of the Options.

If a notice delivered under (g)(ii) for any reason is not effective to ensure that an offer for sale of the Shares does not require disclosure to investors, the Company must, no later than 20 Business Days after becoming aware of such notice being ineffective, lodge with ASIC a prospectus prepared in accordance with the Corporations Act and do all such things necessary to satisfy section 708A(11) of the Corporations Act to ensure that an offer for sale of the Shares does not require disclosure to investors.

(h) **Shares issued on exercise**

Shares issued on exercise of the Options rank equally with the then issued shares of the Company.

(i) **Reconstruction of capital**

If at any time the issued capital of the Company is reconstructed, all rights of an Optionholder are to be changed in a manner consistent with the Corporations Act and the Listing Rules at the time of the reconstruction.

(j) **Participation in new issues**

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 without exercising the Options.

(k) **Change in exercise price**

An Option does not confer the right to a change in Exercise Price or a change in the number of underlying securities over which the Option can be exercised.

(l) **Transferability**

The Options are transferable subject to any restriction or escrow arrangements imposed by ASX or under applicable Australian securities laws.

SCHEDULE 3 - TERMS AND CONDITIONS OF RELATED PARTY OPTIONS – RESOLUTIONS 6, 7 AND 8

The terms and conditions of the Related Party Options to be issued are set out below:

(a) **Entitlement**

Each Option entitles the holder to subscribe for one Share upon exercise of the Option.

(b) **Exercise Price**

Subject to paragraph (i), the amount payable upon exercise of each Option will be \$0.10 (**Exercise Price**).

(c) **Expiry Date**

Each Option will expire at 5:00 pm (WST) on 15 June 2027 (**Expiry Date**). An Option not exercised before the Expiry Date will automatically lapse on the Expiry Date.

(d) **Exercise Period**

The Options are exercisable at any time on or prior to the Expiry Date (**Exercise Period**).

(e) **Notice of Exercise**

The Options may be exercised during the Exercise Period by notice in writing to the Company in the manner specified on the Option certificate (**Notice of Exercise**) and payment of the Exercise Price for each Option being exercised in Australian currency by electronic funds transfer or other means of payment acceptable to the Company.

(f) **Exercise Date**

A Notice of Exercise is only effective on and from the later of the date of receipt of the Notice of Exercise and the date of receipt of the payment of the Exercise Price for each Option being exercised in cleared funds (**Exercise Date**).

(g) **Timing of issue of Shares on exercise**

Within 5 Business Days after the latter of the following:

- (i) Exercise Date; and
- (ii) when excluded information in respect to, the Company (as defined in section 708A(7) of the Corporations Act) (if any) ceases to be excluded information,

but in any case, not later than 20 Business Days after the Exercise Date, the Company will:

- (i) issue the number of Shares required under these terms and conditions in respect of the number of Options specified in the Notice of Exercise and for which cleared funds have been received by the Company;
- (ii) if required, give ASX a notice that complies with section 708A(5)(e) of the Corporations Act, or, if the Company is unable to issue such a notice, lodge with ASIC a prospectus prepared in accordance with the Corporations Act and do all such things necessary to satisfy section 708A(11) of the Corporations Act to ensure that an offer for sale of the Shares does not require disclosure to investors; and
- (iii) if admitted to the official list of ASX at the time, apply for official quotation on ASX of Shares issued pursuant to the exercise of the Options.

If a notice delivered under (g)(ii) for any reason is not effective to ensure that an offer for sale of the Shares does not require disclosure to investors, the Company must, no later than 20 Business Days after becoming aware of such notice being ineffective, lodge with ASIC a prospectus prepared in accordance with the Corporations Act and do all such things necessary to satisfy section 708A(11) of the Corporations Act to ensure that an offer for sale of the Shares does not require disclosure to investors.

(h) **Shares issued on exercise**

Shares issued on exercise of the Options rank equally with the then issued shares of the Company.

(i) **Reconstruction of capital**

If at any time the issued capital of the Company is reconstructed, all rights of an Optionholder are to be changed in a manner consistent with the Corporations Act and the Listing Rules at the time of the reconstruction.

(j) **Participation in new issues**

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 without exercising the Options.

(k) **Change in exercise price**

An Option does not confer the right to a change in Exercise Price or a change in the number of underlying securities over which the Option can be exercised.

(l) **Transferability**

The Options are transferable subject to any restriction or escrow arrangements imposed by ASX or under applicable Australian securities laws.

SCHEDULE 4 - VALUATION OF RELATED PARTY OPTIONS AND PRICING METHODOLOGY

The Company does not have any ASX quoted options with identical or similar terms and conditions as the proposed Related Party Options and as such there is no comparable market value. Each Related Party Option grants the holder a right to be allotted one Share upon exercise of the Related Party Option and payment of the exercise price of the Related Party Option. Accordingly, the Related Party Options arguably have a value at the date of their grant. The Related Party Options may acquire future value dependent upon the extent to which the market value of Shares exceeds the exercise price of the Related Party Options during the term of the Related Party Options.

As a general proposition, options to subscribe for ordinary fully paid shares in a company have value. Various factors impact upon the value of options including things such as:

- (a) the period outstanding before the expiry date of the options;
- (b) the exercise price of the options relative to the underlying price or value of the securities into which they may be converted;
- (c) the proportion of the issued capital as expanded consequent upon exercise represented by the shares issued upon exercise (ie whether or not the shares that might be acquired upon exercise of the options represent a controlling or other significant interest);
- (d) the value of the shares into which the options may be converted; and
- (e) whether or not the options are listed (ie readily capable of being liquidated).

There are various formulae which can be applied to determining the theoretical value of options (including the formula known as the Black-Scholes Model option valuation formula).

The Company has estimated the value of the Related Party Options using the Black-Scholes Model, which is the most widely used and recognised model for pricing options. The value of an option calculated by the Black-Scholes Model is a function of the relationship between a number of variables, being the share price, the exercise price, the time to expiry, the risk-free interest rate and the volatility of the Company's underlying share price.

Inherent in the application of the Black-Scholes Model are a number of inputs, some of which must be assumed and judgement applied. The data relied upon in applying the Black-Scholes Model in the present case were as follows:

- (a) the exercise price for the Related Party Options is \$0.10;
- (b) length of period prior to conversion being 36 months. For the purposes of the analysis it was assumed that the Related Party Options would not be exercised any earlier than the expiration date, being 15 June 2027;
- (c) the Company has not forecast any future dividend payments. For the purposes of the analysis, it was assumed that the Company's share price is "ex-dividend";
- (d) the risk free rate used for the purposes of the analysis is the Reserve Bank of Australia cash rate as at 10 May 2024 being 4.35%;
- (e) a volatility measure of 82%; and
- (f) the valuation of the Company's share price being \$0.058, being the value of the Company's share price as at 10 May 2024.

Using the Black-Scholes Model and the assumed data outlined above, the directors have valued the Related Party Options at 4 August 2023 at \$0.0259 each.

Using this analysis (\$0.0259 attributed to each Related Party Option), the total value of the proposed Related Party Options to be granted to each of the Related Parties is as follows:

Related Party	Number of Related Party Options	Total Value of Related Party Options
Mr B Egerton-Warburton	4,000,000	\$103,600
Mr P Lloyd	3,200,000	\$82,880
Mr C Swallow	1,500,000	\$38,850
TOTAL	8,700,000	\$225,330

Your proxy voting instruction must be received by **02.30pm (AWST) on Tuesday, 18 June 2024**, 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://automic.com.au>.

Lodging your Proxy Voting Form:

Online

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

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



BY MAIL:

Automic
GPO Box 5193
Sydney NSW 2001

IN PERSON:

Automic
Level 5, 126 Phillip Street
Sydney NSW 2000

BY EMAIL:

meetings@automicgroup.com.au

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)

