
LATIN RESOURCES LIMITED
ACN 131 405 144
NOTICE OF GENERAL MEETING

TIME: 11:00 am (WST)
DATE: 10 February 2021
PLACE: 32 Harrogate Street
West Leederville
PERTH WA 6007

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 4:00pm (WST) on 8 February 2021.

BUSINESS OF THE MEETING

AGENDA

1. RESOLUTION 1 – APPROVAL TO ISSUE FUTURE EQUITY SECURITIES

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 7.1 and for all other purposes, approval is given for the Company to issue up to 100,000,000 Shares and 20,000,000 Options on the terms and conditions set out in the Explanatory Statement."

Voting Exclusion Statement:

The Company will disregard any votes cast in favour of this Resolution by or on behalf of a person who is expected to participate in, or who will obtain a material benefit as a result of, the proposed issues (except a benefit solely by reason of being a holder of Ordinary Securities in the Company) (namely recipients of Future Securities or an associate of that person (or those persons)). However, this does not apply to a vote cast in favour of this 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.

2. RESOLUTION 2 – RATIFICATION OF PRIOR ISSUE OF SHARES TO INTEGRA – 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 11,529,202 Shares, on the terms and conditions set out in the Explanatory Statement."

Voting Exclusion Statement:

The Company will disregard any votes cast in favour of the Resolution by or on behalf of a person who participated in the issue or is a counterparty to the agreement being approved (namely Integra) 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.

3. **RESOLUTION 3 – RATIFICATION OF PRIOR ISSUE OF OPTIONS TO INTEGRA – 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 11,529,202 Listed Options, on the terms and conditions set out in the Explanatory Statement."

Voting Exclusion Statement:

The Company will disregard any votes cast in favour of the Resolution by or on behalf of a person who participated in the issue or is a counterparty to the agreement being approved (namely Integra or their nominee/s) 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.

4. **RESOLUTION 4 – ISSUE OF OPTIONS TO EUROZ HARTLEYS**

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 up to 25,000,000 Options to Euroz Hartleys Limited (or its nominee) on the terms and conditions set out in the Explanatory Statement."

Voting Exclusion Statement:

The Company will disregard any votes cast in favour of the Resolution by or on behalf of Euroz Hartleys or its nominee (or any of its associates) and any other 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). 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.

5. RESOLUTION 5 – APPROVAL FOR ISSUE OF DEFERRED RIGHTS TO MR DAVID VILENSKY

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

“That, for the purposes of section 195(4) of the Corporations Act, ASX Listing Rule 10.14 and for all other purposes, the Company is authorised to issue up to 5,802,985 Deferred Rights to Mr David Vilensky (or his nominee) pursuant to the Non-Executive Director Deferred Rights Plan on the terms set out in the Explanatory Memorandum accompanying this Notice and in accordance with the terms and conditions of the Company’s Deferred Rights Plan as approved by Shareholders on 31 July 2020”.

Voting Exclusion:

The Company will disregard any votes cast in favour of the Resolution by or on behalf of any person referred to in Listing Rule 10.14.1, 10.14.2 or 10.14.3 who is eligible to participate in the employee incentive scheme in question (including Mr David Vilensky or his nominee/s) 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.

Voting Prohibition Statement:

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.
- However, the above prohibition does not apply if:
- (a) the proxy is the Chair; and
 - (b) the appointment expressly authorises the Chair to exercise the proxy even though this Resolution is connected directly or indirectly with remuneration of a member of the Key Management Personnel.

6. RESOLUTION 6 – APPROVAL FOR ISSUE OF DEFERRED RIGHTS TO MR BRENT JONES

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

“That, for the purposes of section 195(4) of the Corporations Act, ASX Listing Rule 10.14 and for all other purposes, the Company is authorised to issue up to 4,477,612 Deferred Rights to Mr Brent Jones (or his nominee) pursuant to the Non-Executive Director Deferred Rights Plan on the terms set out in the

Explanatory Memorandum accompanying this Notice and in accordance with the terms and conditions of the Company's Deferred Rights Plan as approved by Shareholders on 31 July 2020".

Voting Exclusion:

The Company will disregard any votes cast in favour of the Resolution by or on behalf of any person referred to in Listing Rule 10.14.1, 10.14.2 or 10.14.3 who is eligible to participate in the employee incentive scheme in question (including Mr Brent Jones or his nominee/s) 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.

Voting Prohibition Statement:

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. However, the above prohibition does not apply if:
 - (c) the proxy is the Chair; and
 - (d) 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.

7. RESOLUTION 7 – APPROVAL FOR ISSUE OF INCENTIVE RIGHTS TO MR CHRISTOPHER GALE

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

"That for the purposes of section 195(4) of the Corporations Act, ASX Listing Rule 10.14 and for all other purposes, the Company is authorised to issue up to 17,700,000 Performance Rights and 8,717,910 Retention Rights pursuant to the Incentive Rights Plan to Mr Christopher Gale (or his nominee) on the terms set out in the Explanatory Memorandum accompanying this Notice and in accordance with the terms and conditions of the Company's Incentive Rights Plan as approved by Shareholders on 31 July 2020."

Voting Exclusion:

The Company will disregard any votes cast in favour of the Resolution by or on behalf of any person referred to in Listing Rule 10.14.1, 10.14.2 or 10.14.3 who is eligible to participate in the employee incentive scheme in question (including Mr Christopher Gale or his nominee/s) 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.

Voting Prohibition Statement:

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. However, the above prohibition does not apply if:
- (c) the proxy is the Chair; and
- (d) 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.

8. RESOLUTION 8 – RATIFICATION OF PRIOR ISSUE OF PLACEMENT SHARES – 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 67,249,282 Shares, on the terms and conditions set out in the Explanatory Statement."

Voting Exclusion Statement:

The Company will disregard any votes cast in favour of the Resolution by or on behalf of a person who participated in the issue or is a counterparty to the agreement being approved (namely Placement participants) or an associate of that person or those persons. However, this does not apply to a vote cast in favour of the Resolution by:

- (d) 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
- (e) 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
- (f) 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.

9. RESOLUTION 9 – RATIFICATION OF PRIOR ISSUE OF PLACEMENT SHARES – 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 99,417,718 Shares, on the terms and conditions set out in the Explanatory Statement."

Voting Exclusion Statement:

The Company will disregard any votes cast in favour of the Resolution by or on behalf of a person who participated in the issue or is a counterparty to the agreement being approved (namely Placement participants) or an associate of that person or those persons. However, this does not apply to a vote cast in favour of the Resolution by:

- (g) 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
- (h) 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
- (i) 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.

10. RESOLUTION 10 – ISSUE OF PLACEMENT SHARES TO MR DAVID VILENSKY

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

"That, for the purposes of section 195(4) of the Corporations Act, ASX Listing Rule 10.11 and for all other purposes, approval is given for the Company to issue 166,667 Shares under the Placement to Mr David Vilensky (or his nominee) on the terms and conditions set out in the Explanatory Statement."

Voting Exclusion:

The Company will disregard any votes cast in favour of the Resolution by or on behalf of a person who participated in the issue or is a counterparty to the agreement being approved (namely Mr David Vilensky or his nominee/s) or an associate of that person or those persons. However, this does not apply to a vote cast in favour of the Resolution by:

- (d) 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
- (e) 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
- (f) 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.

Voting Prohibition Statement:

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. However, the above prohibition does not apply if:
 - (c) the proxy is the Chair; and
 - (d) 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.

11. RESOLUTION 11 – ISSUE OF PLACEMENT SHARES TO MR BRENT JONES

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

“That, for the purposes of section 195(4) of the Corporations Act, ASX Listing Rule 10.11 and for all other purposes, approval is given for the Company to issue 166,667 Shares under the Placement to Mr Brent Jones (or his nominee) on the terms and conditions set out in the Explanatory Statement.”

Voting Exclusion:

The Company will disregard any votes cast in favour of the Resolution by or on behalf of a person who participated in the issue or is a counterparty to the agreement being approved (namely Mr Brent Jones or his nominee/s) or an associate of that person or those persons. However, this does not apply to a vote cast in favour of the Resolution by:

- (g) 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
- (h) 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
- (i) 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.

Voting Prohibition Statement:

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. However, the above prohibition does not apply if:
 - (c) the proxy is the Chair; and
 - (d) 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.

12. RESOLUTION 12 – ISSUE OF PLACEMENT SHARES TO MR CHRISTOPHER GALE

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

“That, for the purposes of section 195(4) of the Corporations Act, ASX Listing Rule 10.11 and for all other purposes, approval is given for the Company to issue 333,333 Shares under the Placement to Mr Christopher Gale (or his nominee) on the terms and conditions set out in the Explanatory Statement.”

Voting Exclusion:

The Company will disregard any votes cast in favour of the Resolution by or on behalf of a person who participated in the issue or is a counterparty to the agreement being approved (namely Mr Christopher Gale or his nominee/s) or an associate of that person or those persons. However, this does not apply to a vote cast in favour of the Resolution by:

- (j) 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

- (k) 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
- (l) 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.

Voting Prohibition Statement:

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. However, the above prohibition does not apply if:
 - (c) the proxy is the Chair; and
 - (d) 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.

13. RESOLUTION 13 – RATIFICATION OF PRIOR ISSUE OF SHARES TO STOCKS DIGITAL – 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 4,250,000 Shares to Stocks Digital on the terms and conditions set out in the Explanatory Statement.”

Voting Exclusion Statement:

The Company will disregard any votes cast in favour of the Resolution by or on behalf of a person who participated in the issue or is a counterparty to the agreement being approved (namely Stocks Digital) or an associate of that person or those persons. However, this does not apply to a vote cast in favour of the Resolution by:

- (j) 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
- (k) 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
- (l) 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.

14. RESOLUTION 14 – RATIFICATION OF PRIOR ISSUE OF SHARES TO SYNDICATE MINERALS – 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 10,000,000 Shares to Syndicate Minerals on the terms and conditions set out in the Explanatory Statement.”

Voting Exclusion Statement:

The Company will disregard any votes cast in favour of the Resolution by or on behalf of a person who participated in the issue or is a counterparty to the agreement being approved (namely Syndicate Minerals) or an associate of that person or those persons. However, this does not apply to a vote cast in favour of the Resolution by:

- (m) 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
- (n) 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
- (o) 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: 06 January 2021

BY Order of the Board



Sarah Smith
Company Secretary

EXPLANATORY STATEMENT

This Explanatory Statement has been prepared to provide information which the Directors believe to be material to Shareholders in deciding whether or not to pass the Resolutions which are the subject of the business of the Meeting.

1. RESOLUTION 1 – APPROVAL TO ISSUE FUTURE EQUITY SECURITIES

1.1 General

Resolution 1 seeks Shareholder approval, under ASX Listing Rule 7.1, for the Company to issue up to 100,000,000 Shares and 20,000,000 unlisted Options (**Future Securities**).

The Company seeks this approval for the purpose of enabling the Company to issue Shares and/or Options in consideration for, and in connection with, services provided to the Company by third party financiers (including Lind) and/or third party vendors in order to conserve the Company's existing cash reserves.

The Company sought and was granted approval to issue 100,000,000 Shares and 100,000,000 Listed Options at its AGM held on 31 July 2020 (**Previous Approval**), however, given the Previous Approval expired on 31 October 2020, the Company is re-seeking approval to issue the Future Securities.

1.2 Listing Rule 7.1

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

The proposed issue of the Future Securities does not fit within any of the exceptions set out in Listing Rule 7.2 and exceeds the 15% limit in Listing Rule 7.1. It therefore requires the approval of Shareholders under Listing Rule 7.1. Additionally, the Company wishes to retain as much flexibility as possible to issue additional Equity Securities in the future without having to obtain Shareholder approval under Listing Rule 7.1. Accordingly, the Company is seeking Shareholder approval pursuant to Listing Rule 7.1 so that it does not use up any of its 15% placement capacity under Listing Rule 7.1.

Issue of Shares for non-cash consideration

As set out in Section 1.1 above, the purpose for which the Company is seeking this approval is to enable the Company to issue to Shares and/or Listed Options in consideration for, and in connection with, services provided to the Company by third party financiers (including Lind) and third party vendors. This will enable the Company to conserve its existing cash reserves and spend a greater proportion of its cash reserves on its operations.

Issue of Shares for cash consideration

It is not intended that the Future Securities will be issued by the Company to third parties for cash consideration.

1.3 Technical information required by Listing Rule 14.1A

If Resolution 1 is passed, the Company will be able to proceed with the issue of the Future Securities. In addition, the issue of the Future Securities 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 1 is not passed, the Company will not be able to proceed with the issue of the Future Securities, and the Company will need to seek alternative funding arrangements to meet its exploration and corporate expenditure requirements. Alternatively, the Company may seek to issue such number of Future Securities following the Meeting as permitted by the Company's 15% placement capacity under Listing Rule 7.1.

Resolution 1 seeks Shareholder approval for the purposes of Listing Rule 7.1 for the issue of the Future Securities.

1.4 Dilution

Any issue of Future Securities (namely Shares) will dilute the interests of Shareholders who do not receive any Future Securities.

Assuming no Options are exercised, no convertible securities are converted or other Shares issued and the maximum number of Future Securities as set out above are issued, the number of Shares on issue would increase from 1,194,910,311 (being the number of Shares on issue as at the date of this Notice) to 1,294,910,311 and the shareholding of existing Shareholders would be diluted by 7.72%. Further, assuming no Options are exercised, no convertible securities are converted or other Shares issued and the maximum number of Shares as set out above are issued, in the event all the Options issued pursuant to this Resolution were exercised the number of Shares on issue would increase to 1,314,910,311 and the shareholding of existing Shareholders would be diluted by 9.13%.

1.5 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 1:

- (a) the Future Securities will be issued to third party financiers (including Lind) and/or third party vendors identified by the Directors, who will not be related parties of the Company;
- (b) the maximum number of Future Securities to be issued is:
 - (i) 100,000,000 Shares; and
 - (ii) 20,000,000 Options (on the terms and conditions outlined in Schedule 7);
- (c) the Future Securities will be issued on the same terms and conditions as the Company's existing Shares. The terms and conditions of the Options are set out in 7;
- (d) the Future Securities 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);

- (e) the issue price for the Future Securities will be not less than 75% of the VWAP for Shares calculated over the 5 days on which sales in the Shares are recorded before the day on which the issue is made or, if there is a prospectus, over the last 5 days on which sales in the securities were recorded before the date the prospectus is signed;
- (f) the purpose of the issue of the Future Securities is to conserve the Company's cash resources if the Future Securities are issued to third party financiers or vendors for non-cash consideration;
- (g) the Future Securities are not being issued under a current agreement;
- (h) the Future Securities are not being issued under, or to fund, a reverse takeover; and
- (i) a voting exclusion statement is included in Resolution 1 of the Notice.

2. RESOLUTIONS 2 & 3 – RATIFICATION OF PRIOR ISSUE OF SHARES AND OPTIONS

2.1 General

The Company and Integra Capital SA (a company incorporated under the laws of Argentina) (**Integra**) entered into a key terms sheet dated 22 June 2020 (**Integra Terms Sheet**) in relation to a proposed farm-in and joint venture arrangement whereby Integra may earn-in up to a 50% joint venture interest in the Company's Catamarca lithium Pegmatite projects (**Catamarca Project**) and associated mining information and obligations, subject to meeting certain farm-in milestones (**Proposed Integra Transaction**).

Under the Integra Terms Sheet, Integra held an option to subscribe for 10% of Shares in the Company (**Option**). The Company sought and received shareholder approval to issue up to 88,670,798 Shares (at an issue price of \$0.005 per share) and 88,670,798 free attaching Listed Options at its Annual General Meeting on 31 July 2020 (**Prior Approval**).

During October 2020, Integra exercised its Option and the Company completed the issue of 100,200,000 Shares (**Integra Shares**) and 100,200,000 Listed Options (**Integra Options**) to Integra on 28 October 2020. Of the total number of Shares issued to Integra, the Company utilised the Prior Approval to issue 88,670,798 Integra Shares and 88,670,798 Integra Options.

The balance of 11,529,202 Integra Shares and 11,529,202 Integra Options were issued under its available Listing Rule 7.1 placement capacity.

Resolutions 2 and 3 seek to ratify these additional 11,529,202 Integra Shares and 11,529,202 Integra Options respectively.

2.2 Listing Rules 7.1

A summary of ASX Listing Rule 7.1 is set out in Section 1.2.

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

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, the Company is seeking Shareholder ratification pursuant to Listing Rule 7.4 for the issue of the Integra Shares (Resolution 2) and Integra Options (Resolution 3).

2.4 Technical information required by Listing Rule 14.1A

If Resolutions 2 and 3 are passed, the Integra Shares and Integra Options will be excluded in calculating the Company's combined 15% limit in Listing Rule 7.1, effectively increasing the number of Equity Securities the Company can issue without Shareholder approval over the 12 month period following the date of issue of the Integra Shares.

If Resolution 2 or 3 is not passed, the Integra Shares or Integra Options will be included in calculating the Company's combined 15% limit in Listing Rule 7.1, 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 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 2 and 3:

- (a) the Integra Shares and Integra Options were issued to José Luis Manzano, Integra's nominee who is not a related party of the Company;
- (b) 100,200,000 Integra Shares and 100,200,000 Integra Options were issued (of which 11,529,202 Integra Shares and 11,529,202 Integra Options were issued without prior Shareholder approval);
- (c) the Integra 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. The Integra Options were issued on the same terms and conditions as the existing LRSOC option class on issue;
- (d) the Integra Shares and Integra Options were issued on 28 October 2020;
- (e) the issue price was \$0.005 per Integra Share. The Company has not and will not receive any other consideration for the issue of the Integra Shares. The issue price of the Integra Options was nil per Option, as the Integra Options were free attaching to the Integra Shares;
- (f) the terms and conditions of the Integra Options (being Listed Options (LRSOC)) are set out in Schedule 5;
- (g) the purpose of the issue of the Integra Shares and Integra Options was to:
 - (i) comply with the terms of the Integra Terms Sheet; and

- (ii) raise \$57,646, which will be applied towards the Company's ongoing exploration programs including the Noombenberry Halloysite Project in Western Australia, the JV earn in with Mining and Energy Group Pty Ltd in New South Wales and for working capital;
- (h) the Integra Shares and Integra Options were issued under the Integra Terms Sheet. A summary of the material terms of the Integra Terms Sheet is set out in Schedule 8. Further details of the Integra Terms Sheet are set out in the Company's announcement dated 1 October 2020; and
- (i) a voting exclusion statement is included in Resolutions 2 and 3 of the Notice.

3. RESOLUTION 4 – ISSUE OF OPTIONS TO EUROZ HARTLEYS

3.1 General

The Company has appointed Euroz Hartleys Limited (**Euroz Hartleys**) as its corporate advisor to provide corporate advisory services that support its exploration activities at the recently acquired Yarara Gold Project, and to support its plans to grow its interests in the Lachlan Fold.

Pursuant to a letter agreement between the Company and Euroz Hartleys dated 2 November 2020, the Company proposes to issue to Euroz Hartleys (or its nominee) 25,000,000 Options as an advisory fee for Euroz Hartleys.

3.2 ASX Listing Rule 7.1

A summary of ASX Listing Rule 7.1 is set out in Section 1.2.

The proposed issue of the Options to Euroz Hartleys (or its nominee) does not fall within any of the exceptions in Listing Rule 7.2 and exceeds the 15% limit in Listing Rule 7.1. It therefore requires the approval of Shareholders under Listing Rule 7.1.

3.3 Technical information required by Listing Rule 14.1A

If Resolution 4 is passed, the Company will be able to proceed with the issue of the Options to Euroz Hartleys (or its nominee). In addition, the issue of the 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 4 is not passed, the Company will not be able to proceed with the issue of the Options for services rendered by Euroz Hartleys, unless the issue of the Options to Euroz Hartleys is able to be made following the Meeting from the Company's 15% placement capacity under Listing Rule 7.1. The Company and Euroz Hartleys may then need to consider other forms of consideration to Euroz Hartleys (or its nominee) for its services (including expending cash resources of the Company).

Resolution 4 seeks Shareholder approval for the purposes of Listing Rule 7.1 for the issue of the Options to Euroz Hartleys (or its nominee).

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 Resolution 4:

- (a) the Options will be issued to Euroz Hartleys (or its nominee), which is not related party of the Company;
- (b) the maximum number of Options to be issued is 25,000,000;
- (c) the terms and conditions of the Options are set out in Schedule 6;
- (d) the 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 Options will occur on the same date;
- (e) the Options will be issued at a nil issue price, in consideration for Euroz Hartleys providing corporate advisory services to the Company;
- (f) the Company values the Options at \$0.0176 per Option, based on the Black & Scholes pricing model and based on the following key assumptions:

Key assumptions	Details
Valuation date	16 December 2020
Market price of Shares	\$0.029
Expiry date (length of time from issue)	3 years
Risk free interest rate	0.11%
Volatility	100%

- (g) the purpose of the issue of the Options is to appropriately remunerate Euroz Hartleys for its services rendered to the Company, while preserving the Company's cash reserves;
- (h) the Options are being issued to Euroz Hartleys (or its nominee). The Options are being issued under a letter agreement between the Company and Euroz Hartleys dated 2 November 2020. The terms of the letter agreement with Euroz Hartleys is as follows:
 - (i) Role: Euroz Hartleys agrees to act as corporate advisor to the Company commencing 2 November 2020;
 - (ii) Fees: subject to Shareholder approval, the Company agrees to issue Euroz Hartleys with 25,000,000 Options. Additionally, during the term of the letter agreement the Company will pay Euroz Hartleys \$5,000 per month corporate advisory fee;
 - (iii) Nominee: the Options are agreed to be issued to Euroz Hartleys or its nominee;
 - (iv) Term: the term of the letter agreement is 18 months from 2 November 2020;

- (i) the Options are not being issued under, or to fund, a reverse takeover; and
- (j) a voting exclusion statement is included in Resolution 4 of the Notice.

4. RESOLUTIONS 5 TO 7 – APPROVAL FOR ISSUE OF INCENTIVE RIGHTS AND DEFERRED RIGHTS TO THE DIRECTORS

4.1 General

The Company has agreed, in accordance with the terms and conditions of the Company's Deferred Rights Plan and Incentive Rights Plan as approved by Shareholders on 31 July 2020 and subject to obtaining Shareholder approval, to issue:

- (a) 10,280,597 Deferred Rights, to Messrs David Vilensky and Brent Jones under the Non-Executive Director Deferred Rights Plan (Resolutions 5 and 6); and
- (b) 17,700,000 Performance Rights and 8,717,910 Retention Rights (collectively, the **Incentive Rights**) to Mr Christopher Gale under the Company's Incentive Rights Plan (Resolution 7).

The number of Incentive Rights to be issued to Mr Gale represents 60% of Mr Gale's 2019 fixed remuneration. Details of the Incentive Rights are set out below:

Tranche	%	No. of Performance Rights	No. of Retention Rights	Measurement Period	Vesting Date
1	40	7,080,000	3,487,164	12 months	31 December 2020
2	30	5,310,000	2,615,373	24 months	31 December 2021
3	30	5,310,000	2,615,373	36 months	31 December 2022
Totals		17,700,000	8,717,910		

The Incentive Rights will be issued under the terms and conditions of the Incentive Rights Plan, which is summarised in Schedule 4.

The numbers of Deferred Rights to be issued the Non-Executive Directors have been calculated based on advice from an independent remuneration advisor who has indicated that the total remuneration packages including the Deferred Rights for the Non-Executive Director roles will be within the range of market practice for similar roles in comparable ASX listed companies.

The Deferred Rights will vest in three tranches as follows:

Tranche	%	Number	Measurement Period	Vesting Date
1	40	4,112,239	12 months	31 December 2020
2	30	3,084,179	24 months	31 December 2021
3	30	3,084,179	36 months	31 December 2022

The issue of the Deferred Rights is intended to cover the retention incentives of the Non-Executive Directors for their service from 1 January 2020 to 31 December 2022. Accordingly, the value of the Deferred Rights can be

attributed to the Non-Executive Directors over the period 1 January 2020 to 31 December 2022.

The Deferred Rights will be issued under the terms and conditions of the Non-Executive Director Deferred Rights Plan, which is summarised in Schedule 3.

The Company's remuneration policy for long term incentives is discussed in detail in the Company's 2019 annual report and the Incentive Rights and Deferred Rights will be issued in accordance with the terms and conditions of the Company's Incentive Rights Plan and Deferred Rights Plan respectively, both of which were approved by Shareholders on 31 July 2020.

Resolutions 5, 6 and 7 are being put to Shareholders to seek approval for the issue of the Incentive Rights and Deferred Rights pursuant to ASX Listing Rule 10.14.

4.2 ASX Listing Rule 10.14

Listing Rule 10.14 provides that an entity must not permit any of the following persons to acquire Equity Securities under an employee incentive scheme without the approval of the holders of its ordinary securities:

- 10.14.1 a director of the entity;
- 10.14.2 an associate of a director of the entity; or
- 10.14.3 a person whose relationship with the entity or a person referred to in Listing Rules 10.14.1 to 10.14.2 is such that, in ASX's opinion, the acquisition should be approved by security holders.

The issue of the Incentive Rights and Deferred Rights involves the issue of securities to Directors, falls within Listing Rule 10.14.1 and therefore requires the approval of Shareholders under Listing Rule 10.14.

Resolutions 5, 6 and 7 seek the required Shareholder approval for the issue of the Incentive Rights and Deferred Rights under and for the purposes of Listing Rule 10.14.

4.3 Chapter 2E of the Corporations Act

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

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

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

The issue of Incentive Rights and Deferred Rights constitutes the giving of a financial benefit to the Directors of the Company.

The Board has considered the application of Chapter 2E of the Corporations Act and has resolved that the reasonable remuneration exception provided by Section 211 of the Corporations Act is relevant in the circumstances and

accordingly, the Company will not seek approval for the issue of Incentive Rights and the Deferred Rights pursuant to Section 208 of the Corporations Act.

4.4 Section 195(4) of the Corporations Act

Section 195 of the Corporations Act 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, except in certain limited circumstances. Section 195(4) provides that if there are not enough Directors to form a quorum for a Directors meeting because of this restriction, one or more of the Directors may call a general meeting and the general meeting may pass a resolution to deal with the matter.

It might be argued (although the Board does not believe it to be the case) that each of the Directors comprising the Board have a material personal interest in the outcome of Resolutions 5, 6 and 7 as an issue of Incentive Rights and Deferred Rights is proposed for each Director. If each does have such an interest, then in accordance with section 195(4) a quorum could not be formed to consider the matters contemplated by Resolutions 5, 6 and 7 at Board level.

Accordingly, for the avoidance of any doubt, and for the purpose of transparency and best practice corporate governance, the Company also seeks Shareholder approval for the purposes of section 195(4) of the Corporations Act for the issue of Performance Rights proposed under Resolutions 5, 6 and 7 and in respect of the Board decision to apply the reasonable remuneration exception under section 211 of the Corporations Act to these issues.

4.5 Technical information required by Listing Rule 14.1A

If Resolutions 5, 6 and 7 are passed, the Company will be able to proceed with the issue of the Performance Rights to Messrs Vilensky, Jones and Gale under the Deferred Rights Plan and Incentive Rights Plan respectively, within three years 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 Incentive Rights and Deferred Rights (because approval is being obtained under Listing Rule 10.14), the issue of the Incentive Rights and Deferred Rights will not use up any of the Company's 15% annual placement capacity.

If Resolutions 5, 6 and/or 7 are not passed, the Company will not be able to proceed with the issue of the Incentive Rights and Deferred Rights to Messrs Vilensky, Jones and Gale under the Deferred Rights Plan and/or Incentive Rights Plan (as applicable).

4.6 Technical information required ASX Listing Rule 10.15

Pursuant to and in accordance with ASX Listing Rule 10.15, the following information is provided in relation to Resolutions 5, 6 and 7:

- (a) the related parties are, David Vilensky, Brent Jones and Christopher Gale, who are related parties by virtue of being Directors pursuant to Listing Rule 10.14.1;
- (b) the maximum number of Deferred Rights and Incentive Rights to be issued to the Directors is as follows:
 - (i) Mr David Vilensky – 5,802,985 Deferred Rights;

- (ii) Mr Brent Jones – 4,477,612 Deferred Rights; and
 - (iii) Mr Christopher Gale – 26,417,910 Incentive Rights (comprising 17,700,000 Performance Rights and 8,717,910 Retention Rights);
- (c) 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 2020 ¹	Previous Financial Year 2019
David Vilensky (Resolution 5)	\$64,800	\$64,800
Brent Jones (Resolution 6)	\$50,000	\$50,000
Christopher Gale (Resolution 7)	\$270,000	\$307,992 ²

Notes:

1. This does not include the value of any future Securities which may be issued to the Director, including pursuant to this Notice.
2. Comprising of cash and salary fees of \$295,000 and equity-settled payments of \$12,992 comprising: 9,005,323 retention share rights approved for issue by shareholders in prior years.

- (d) the following Incentive Rights and Deferred Rights have been issued:
- (i) 4,236,923 Deferred Rights have been issued to Mr Vilensky, 3,269,231 Deferred Rights have been issued to Brent Jones, related to the period from 1 January 2017 to 31 March 2018. The Deferred Rights were issued for nil cash consideration on 16 March 2018. On 20 June 2018, the total of 7,506,154 Deferred Rights vested and converted into 7,324,336 Shares in accordance with the formula prescribed in the Deferred Rights Plan;
 - (ii) 13,846,154 Incentive Rights have been issued to Christopher Gale (comprising of 9,276,923 Retention Rights and 4,569,231 Performance Rights) since the last approval. These Incentive Rights were issued for nil cash consideration on 16 March 2018 and related to the period from 1 January 2017 to 31 March 2018. On 20 June 2018, the 4,569,231 Performance Rights lapsed as the performance condition was not satisfied and the 9,276,923 Retention Rights vested and converted into 9,186,014 Shares in accordance with the formula prescribed in the Incentive Rights Plan.
- (e) a summary of the terms and conditions of:
- (i) the Deferred Rights is set out in Schedule 3; and
 - (ii) the Incentive Rights is set out in Schedule 1;
- (f) the Company proposes granting Deferred Rights and Incentive Rights to the Directors, under the respective Plans, to align the interests of the Directors with those of Shareholders by creating a stronger link between performance resulting in increased Shareholder value and reward to the Directors;

- (g) the value of the Deferred Rights and Incentive Rights is set out in Schedule 2;
- (h) the Deferred Rights and Incentive Rights will be issued as soon as practicable and in any case no later than 3 years after the date of this meeting.
- (i) the Incentive Rights and Deferred Rights are being issued for nil cash consideration as part of each Director's remuneration;
- (j) a summary of the material terms and conditions of:
 - (i) the Non-Executive Director Deferred Rights Plan is set out in Schedule 3; and
 - (ii) the Incentive Rights Plan is set out in Schedule 4;
- (k) no loans have been provided in relation to the issue of the Incentive Rights and Deferred Rights.
- (l) details of any Performance Rights issued under the Performance Rights Plan will be published in the annual report of the Company relating to the period in which they were issued, along with a statement that approval for the issue was obtained under Listing Rule 10.14;
- (m) any additional persons covered by Listing Rule 10.14 who become entitled to participate in an issue of Incentive Rights or Deferred Rights under the Incentive Rights Plan or the Non-Executive Deferred Rights Plan after Resolutions 5, 6 and 7 are approved and who were not named in this Notice will not participate until approval is obtained under Listing Rule 10.14; and
- (n) a voting exclusion statement has been included for each of Resolutions 5, 6 and 7.

5. RESOLUTIONS 8 & 9 – RATIFICATION OF PRIOR ISSUE OF PLACEMENT SHARES (LISTING RULES 7.1 AND 7.1A)

5.1 General

On 7 December 2020, the Company received firm commitments for a placement of 166,667,000 Shares (**Placement Shares**) at an issue price of \$0.03 per Share to raise \$5,000,010 (**Placement**). The Placement Shares were issued on 15 December 2020 to sophisticated and professional investors of Euroz Hartleys who acted as sole lead manager of the Placement.

Funds from the Placement will be applied by the Company towards:

- (a) a maiden air core drilling of the Noombenberry Halloysite Kaolin Project near Merredin in WA;
- (b) exploration at the Yarara Gold Project in the Lachlan Fold Belt, NSW, including first phase RC drilling of approximately 3,000m in total, across multiple high priority targets;
- (c) reconnaissance mapping and sampling at the recently acquired Manildra and Burdett Projects located near the world-class Cadia-Ridgeway mine;

- (d) first phase of RC drilling for approximately 1,000m at the Manildra and Burdett Projects; and
- (e) general working capital purposes.

The Company issued 67,249,282 Placement Shares under its Listing Rule 7.1 placement capacity and 99,417,718 Placement Shares under its Listing Rule 7.1A placement capacity.

Resolutions 8 and 9 seek to ratify the Placement Shares.

5.2 Listing Rules 7.1 and 7.1A

As summarised in Section 1.2 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, subject to a number of exceptions.

Under Listing Rule 7.1A however, an eligible entity can seek approval from its members, by way of a special resolution passed at its AGM, 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 31 July 2020.

The issue of the Placement Shares does not fit within any of the exceptions set out in Listing Rule 7.2 and, as it has not yet been approved by Shareholders, it effectively uses up part of the 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 Placement Shares.

5.3 Listing Rule 7.4

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

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

5.4 Technical information required by Listing Rule 14.1A

If Resolutions 8 and 9 are passed, the Placement Shares will be excluded in calculating the Company's combined 15% limit in Listing Rule 7.1, effectively increasing the number of Equity Securities the Company can issue without Shareholder approval over the 12 month period following the date of issue of the Integra Shares.

If Resolution 8 or 9 is not passed, the Placement Shares will be included in calculating the Company's combined 15% limit in Listing Rule 7.1 and 10% limit in Listing Rule 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 Placement Shares.

5.5 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 8 and 9:

- (a) the Placement Shares were issued to professional and sophisticated investors who are clients of Euroz Hartleys, none of whom were related parties of the Company or material investors;
- (b) 67,249,282 Placement Shares were issued under Listing Rule 7.1, and 99,417,718 Placement Shares were issued under Listing Rule 7.1A;
- (c) the 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;
- (d) the Placement Shares were issued on 14 December 2020;
- (e) the issue price was \$0.03 per Placement Share. The Company has not and will not receive any other consideration for the issue of the Placement Shares;
- (f) the purpose of the issue of the Placement Shares was to raise capital, which will be applied in the manner out in Section 5.1; and
- (g) a voting exclusion statement is included in Resolutions 8 and 9 of the Notice.

6. RESOLUTIONS 10 TO 12 – ISSUE OF PLACEMENT SHARES TO MESSRS VILENSKY, JONES AND GALE

6.1 General

As set out in Section 5.1 above, the Company undertook the Placement at an issue price of \$0.03 per Share to raise \$5,000,010. Messrs David Vilensky, Brett Jones and Christopher Gale, Directors of the Company, wish to participate in the Placement on the same terms as unrelated participants in the Placement (**Participation**).

Accordingly, Resolutions 10 to 12 seek Shareholder approval for the issue of the following Shares to the relevant Directors (or their nominee), as a result of the Participation:

Related Party	No. of Placement Shares	Placement Consideration (\$0.03 per Share)
David Vilensky (Resolution 10)	166,667	\$5,000
Brent Jones (Resolution 11)	166,667	\$5,000
Christopher Gale (Resolution 12)	333,333	\$10,000
Total	666,667	\$20,000

6.2 Chapter 2E of the Corporations Act

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

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

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

The Participation will result in the issue of Placement Shares which constitutes giving a financial benefit and Messrs Vilensky, Jones and Gale are related parties of the Company by virtue of being Directors.

The Board has considered the application of Chapter 2E of the Corporations Act and has resolved that Shareholder approval pursuant to Chapter 2E of the Corporations Act is not required in respect of the Participation because the Shares will be issued to the relevant Directors (or their nominee) on the same terms as Shares issued to non-related party participants in the Placement and as such the giving of the financial benefit is on arm's length terms.

6.3 Section 195(4) of the Corporations Act

Section 195 of the Corporations Act 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, except in certain limited circumstances. Section 195(4) provides that if there are not enough Directors to form a quorum for a Directors meeting because of this restriction, one or more of the Directors may call a general meeting and the general meeting may pass a resolution to deal with the matter.

It might be argued (although the Board does not believe it to be the case) that the relevant Directors comprising the Board have a material personal interest in the outcome of Resolutions 10, 11 and 12 as an issue of the Placement Shares is proposed for each Director (save for Mr Pablo Tarantini, who is not applying for Placement Shares). If the relevant Directors have such an interest, then in accordance with section 195(4) a quorum could not be formed to consider the matters contemplated by Resolutions 10, 11 and 12 at Board level.

Accordingly, for the avoidance of any doubt, and for the purpose of transparency and best practice corporate governance, the Company also seeks Shareholder approval for the purposes of section 195(4) of the Corporations Act for the issue of Placement Shares proposed under Resolutions 10, 11 and 12 and in respect of the Board decision to apply the reasonable remuneration exception under section 211 of the Corporations Act to these issues.

6.4 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 Participation 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 10, 11 and 12 seek Shareholder approval for the Participation under and for the purposes of Listing Rule 10.11.

6.5 Technical information required by Listing Rule 14.1A

If Resolutions 10, 11 and 12 are passed, the Company will be able to proceed with the issue of the Placement Shares under the Participation within one month after the date of the Meeting (or such later date as permitted by any ASX waiver or modification of the Listing Rules) and will raise additional funds which will be used in the manner set out in Section 5.1 above. As approval pursuant to Listing Rule 7.1 is not required for the issue of the Shares in respect of the Participation (because approval is being obtained under Listing Rule 10.11), the issue of the Shares will not use up any of the Company's 15% annual placement capacity.

If Resolutions 10, 11 and 12 are not passed, the Company will not be able to proceed with the issue of the Shares under the Participation and no further funds will be raised in respect of the Placement.

6.6 Technical Information required by Listing Rule 10.13

Pursuant to and in accordance with Listing Rule 10.13, the following information is provided in relation to Resolutions 10, 11 and 12:

- (a) the Placement Shares will be issued to Messrs Vilensky, Jones and Gale (or their nominee), who fall within the category set out in Listing Rule 10.11.1, as Messrs Vilensky, Jones and Gale are a related parties of the Company by virtue of being Directors;
- (b) the maximum number of Shares to be issued to Messrs Vilensky, Jones and Gale (or their nominee) is 666,667 Shares in total, as set out in more detail in the table in Section 6.1;
- (c) the 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;

- (d) the Shares 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 anticipated the Shares will be issued on the same date;
- (e) the issue price will be \$0.03 per Share, being the same issue price as Shares issued to other participants in the Placement. The Company will not receive any other consideration for the issue of the Shares;
- (f) the purpose of the issue of Shares under the Participation is to raise capital, which the Company intends to use in the manner set out in Section 5.1;
- (g) the Shares to be issued under the Participation are not intended to remunerate or incentivise the Director;
- (h) the Shares are not being issued under an agreement; and
- (i) a voting exclusion statements is included in Resolutions 10, 11 and 12 of the Notice.

7. RESOLUTION 13 – RATIFICATION OF PRIOR ISSUE OF SHARES TO STOCKS DIGITAL – LISTING RULE 7.1

7.1 General

On 8 December 2020, the Company issued 4,250,000 Shares in consideration for digital advertising and marketing services provided by Stocks Digital.

As summarised in Section 1.2, Listing Rule 7.1 limits the amount of Equity Securities that a listed company can issue without the approval of its shareholders over any 12 month period to 15% of the fully paid ordinary securities it had on issue at the start of that 12 month period.

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

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

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

Resolution 13 seeks Shareholder ratification pursuant to Listing Rule 7.4 for the issue of the Shares to Stocks Digital.

7.2 Technical information required by Listing Rule 14.1A

If Resolution 13 is passed, the Shares issued to Stocks Digital will be excluded in calculating the Company's 15% limit in Listing Rule 7.1, effectively increasing the number of equity securities the Company can issue without Shareholder approval over the 12 month period following the date of issue of the Shares to Stocks Digital.

If Resolution 13 is not passed, the Shares issued to Stocks Digital will be included in calculating the Company's 15% limit in Listing Rule 7.1, effectively decreasing the number of equity securities that the Company can issue without Shareholder approval over the 12 month period following the date of issue of the Shares to Stocks Digital.

7.3 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 Resolution 13:

- (a) the Shares were issued to Stocks Digital;
- (b) in accordance with paragraph 7.4 of ASX Guidance Note 21, the Company confirms that none of the recipients 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) 4,250,000 Shares were issued and 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;
- (d) the Shares were issued on 8 December 2020;
- (e) the Shares were issued at a deemed issue price of \$0.0176, in consideration for digital advertising and marketing services provided by Stocks Digital. The Company has not and will not receive any other consideration for the issue of the Shares;
- (f) the purpose of the issue of the Shares was to remunerate Stocks Digital for services rendered, without using the Company's cash resources.

8. RESOLUTION 14 – RATIFICATION OF PRIOR ISSUE OF SHARES TO SYNDICATE MINERALS – LISTING RULE 7.1

On 8 December 2020, the Company issued a total 10,000,000 Shares to Syndicate Minerals in consideration for the acquisition of Exploration Licence Application 6024 (**ELA6024**) comprising the Burdett Project in New South Wales.

As summarised in Section 1.2, Listing Rule 7.1 limits the amount of Equity Securities that a listed company can issue without the approval of its shareholders over any 12 month period to 15% of the fully paid ordinary securities it had on issue at the start of that 12 month period.

The issue of the Shares to Syndicate Minerals does not fit within any of the exceptions set out in Listing Rule 7.2 and, as it has not yet been approved by

Shareholders, it effectively uses up part of the 15% limit in Listing Rule 7.1, reducing the Company's capacity to issue further Equity Securities without Shareholder approval under Listing Rule 7.1 for the 12 month period following the date of issue of the Shares to Syndicate Minerals.

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

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

Resolution 14 seeks Shareholder ratification pursuant to Listing Rule 7.4 for the issue of the Shares to Syndicate Minerals.

8.1 Technical information required by Listing Rule 14.1A

If Resolution 14 is passed, the Shares issued to Syndicate Minerals will be excluded in calculating the Company's 15% limit in Listing Rule 7.1, effectively increasing the number of Equity Securities the Company can issue without Shareholder approval over the 12 month period following the date of issue of the Shares to Syndicate Minerals.

If Resolution 14 is not passed, the Shares issued to Syndicate Minerals will be included in calculating the Company's 15% limit in Listing Rule 7.1, effectively decreasing the number of Equity Securities that the Company can issue without Shareholder approval over the 12 month period following the date of issue of the Shares to Syndicate Minerals.

8.2 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 Resolution 14:

- (a) the Shares were issued to Syndicate Minerals;
- (b) in accordance with paragraph 7.4 of ASX Guidance Note 21, the Company confirms that none of the recipients 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) 10,000,000 Shares were issued and 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;
- (d) the Shares were issued on 8 December 2020;

- (e) the Shares were issued at a deemed issue price of \$0.03, in consideration for the acquisition of ELA6024. The Company has not and will not receive any other consideration for the issue of the Shares;
- (f) the purpose of the issue of the Shares was to satisfy the Company's obligations under the binding heads of agreement signed by the Company and Syndicate Minerals regarding the ELA6024 and Burdett Project acquisition (**Burdett Project HOA**); and
- (g) the Shares were issued to Syndicate Minerals under the Burdett Project HOA. A summary of the material terms of the Burdett Project HOA is set out in Schedule 9.

GLOSSARY

\$ means Australian dollars.

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

ASIC means the Australian Securities and Investments Commission.

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

ASX Listing Rules means the Listing Rules of ASX.

Board means the current board of directors of the Company.

Business Day means Monday to Friday inclusive, except New Year's Day, Good Friday, Easter Monday, Christmas Day, Boxing Day, and any other day that ASX declares is not a business day.

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).

Company means Latin Resources Limited (ACN 131 405 144).

Constitution means the Company's constitution.

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

CSFA means the Convertible Security Funding Agreement dated 19 June 2018 between the Company and Lind for a \$6 million convertible funding security with an optional equity earn-in to the Company's Argentinean lithium projects.

Deferred Rights means the performance rights issued (or to be issued) pursuant to the Deferred Rights Plan.

Deferred Rights Plan means the Deferred Rights Plan approved by shareholders on 31 July 2020, as summarised in Schedule 3.

Directors means the current directors of the Company.

Equity Securities includes a Share, a right to a Share or Option, an Option, a convertible security and any security that ASX decides to classify as an Equity Security.

Euroz Hartleys means Euroz Hartleys Limited (ACN 104 195 057) (AFSL 230052).

Explanatory Statement means the explanatory statement accompanying the Notice.

Future Securities has the meaning in Section 1.1 of the Explanatory Statement.

Group means the Company and its subsidiaries.

Incentive Right means an incentive right issued under the Company's Incentive Rights Plan.

Incentive Rights Plan means the incentive rights plan approved by Shareholders on 31 July 2020, as summarised in Schedule 4.

Lind means Lind Asset Management XII, LLC, an entity managed by The Lind Partners New York.

Listed Option means the Options listed on ASX under ticker code LRSOC (exercisable at \$0.012 each on or before expiry 31 December 2022), the terms and conditions of which are set out in Schedule 5.

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

Option means an option to acquire a Share.

Optionholder means the holder of an Option.

Ordinary Securities has the meaning set out in the ASX Listing Rules.

Performance Rights means the performance rights issued (or to be issued) pursuant to the Incentive Rights Plan.

Proxy Form means the proxy form accompanying the Notice.

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

Retention Rights means the retention rights issued (or to be issued) pursuant to the Incentive Rights Plan.

Securities includes a Share, a right to a Share or Option, an Option and a convertible security.

Security Holder means a holder of a Security.

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

Shareholder means a holder of a Share.

Stocks Digital means Stocks Digital (ACN 135 239 968).

Syndicate Minerals means Syndicate Minerals Pty Ltd (ACN 635 864 587).

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

SCHEDULE 1 – TERMS AND CONDITIONS OF INCENTIVE RIGHTS

A summary of the terms and conditions of the Incentive Rights to be issued under Resolution 7 is as follows:

- (a) Subject to the vesting conditions being satisfied, the Performance Rights and Retention Rights will be exercisable into part cash and part Shares.
- (b) The Tranche 1 Retention Rights will vest if Mr Christopher Gale has not ceased to be an employee of the Company due to resignation from 1 January 2020 to 31 December 2020, Tranche 2 will vest if Mr Christopher Gale has not ceased to be an employee of the Company due to resignation from 1 January 2020 to 31 December 2021, and Tranche 3 will vest if Mr Christopher Gale has not ceased to be an employee of the Company due to resignation from 1 January 2020 to 31 December 2022 (**Measurement Period**).
- (c) The vesting conditions attaching to the Performance Rights are based on the absolute total Shareholder return (**TSR**) over the Measurement Period. TSR is the percentage gain from an investment in Shares over the Measurement Period assuming that dividends, if any, are reinvested back into Shares.

TSR will be calculated using the Share VWAP over the 10 trading days prior to the commencement of the Measurement Period (31 December 2019 Tranches 1, 2 and 3), and up to and including the last day of the Measurement Period (31 December 2020 for Tranche 1, 31 December 2021 for Tranche 2 and 31 December 2022 for Tranche 3).

- (d) The following vesting scale will apply to the Performance Rights:

Performance Level	Absolute TSR over the Measurement Period	Vesting %
Below Threshold	<33% TSR (<10% CAGR)	0%
Threshold/Target	33% TSR (10% CAGR)	25%
Between Threshold/Target	>33% & <52% TSR	Pro-rata
Target	52% TSR (15% CAGR)	50%
Between Target & Stretch	>52% & <73% TSR	Pro-rata
Stretch	≥73% TSR (≥20% CAGR)	100%

Notes: CAGR = compound annual growth rate

- (e) The total value of the vesting Incentive Rights that vest, multiplied by the VWAP of Shares over the 10 trading days immediately prior to and including the final day of the Measurement Period (**Vested Rights Value**) will be paid in cash and Shares as follows:
 - (i) \$1,000 per tranche that vests; and
 - (ii) the remainder in Restricted Shares.
- (f) All Shares issued upon vesting and exercise of the Incentive Rights may not be sold or otherwise disposed of until first advised by the Company, which the Company will do immediately upon Shares being capable of being sold without breaching the insider trading provisions of the Corporations Act or the Company's share

trading policy. All Shares issued will otherwise rank equally in all respects with the other fully paid ordinary shares on issue.

- (a) The Incentive Rights will otherwise be issued on the terms and conditions set out under the Company's Incentive Rights Plan.

SCHEDULE 2 – VALUATION OF DEFERRED RIGHTS AND INCENTIVE RIGHTS

The Deferred Rights and Incentive Rights to be issued to the Directors pursuant to Resolutions 1 to 3 have been independently valued by Bentleys Advisory (WA) Pty Ltd.

Using the Hoadleys Hybrid ESO Model and valued as at 2 November 2020 along with the assumptions set out below, the Deferred Rights and Incentive Rights were ascribed value as follows:

Item	Deferred Rights – D Vilensky	Deferred Rights – B Jones	Incentive Rights – C Gale
Underlying security spot price	\$0.015	\$0.015	\$0.015
Exercise price	Nil	Nil	Nil
Valuation date	02 November 2020	02 November 2020	02 November 2020
Performance Measurement date/s	Tranche 1: 01/01/20 – 31/12/20 Tranche 2: 01/01/21 – 31/12/21 Tranche 3: 01/01/22 – 31/12/22	Tranche 1: 01/01/20 – 31/12/20 Tranche 2: 01/01/21 – 31/12/21 Tranche 3: 01/01/22 – 31/12/22	Tranche 1: 01/01/20 – 31/12/20 Tranche 2: 01/01/21 – 31/12/21 Tranche 3: 01/01/22 – 31/12/22
Performance period (years)	Tranche 1 = 1 year Tranche 2 = 2 years Tranche 3 = 3 years	Tranche 1 = 1 year Tranche 2 = 2 years Tranche 3 = 3 years	Tranche 1 = 1 year Tranche 2 = 2 years Tranche 3 = 3 years
Expiry date	Tranche 1 – 31/12/20 Tranche 2 – 31/12/21 Tranche 3 – 31/12/22	Tranche 1 – 31/12/20 Tranche 2 – 31/12/21 Tranche 3 – 31/12/22	Tranche 1 – 31/12/20 Tranche 2 – 31/12/21 Tranche 3 – 31/12/22
Expiration period (years)	Tranche 1 = 1 year Tranche 2 = 2 years Tranche 3 = 3 years	Tranche 1 = 1 year Tranche 2 = 2 years Tranche 3 = 3 years	Tranche 1 = 1 year Tranche 2 = 2 years Tranche 3 = 3 years
Dividend yield	Nil	Nil	Nil

Item	Deferred Rights – D Vilensky	Deferred Rights – B Jones	Incentive Rights – C Gale
Volatility	Tranche 1 = 145% Tranche 2 = 145% Tranche 3 = 135%	Tranche 1 = 145% Tranche 2 = 145% Tranche 3 = 135%	Tranche 1 = 145% Tranche 2 = 145% Tranche 3 = 135%
Risk-free rate	Tranche 1 = 0.06% Tranche 2 = 0.09% Tranche 3 = 0.11%	Tranche 1 = 0.06% Tranche 2 = 0.09% Tranche 3 = 0.11%	Tranche 1 = 0.06% Tranche 2 = 0.09% Tranche 3 = 0.11%
Number of instruments	Tranche 1 – 2,321,194 Tranche 2 – 1,740,896 Tranche 3 – 1,740,896	Tranche 1 – 1,791,045 Tranche 2 – 1,343,284 Tranche 3 – 1,343,284	Tranche 1 (P) – 7,080,000 Tranche 1 (R) – 3,487,164 Tranche 2 (P) – 5,310,000 Tranche 2 (R) – 2,615,373 Tranche 3 (P) – \$0.015 Tranche 3 (R) – \$0.0131
Valuation per instrument	Tranche 1 - \$0.015 Tranche 2 - \$0.015 Tranche 3 - \$0.015	Tranche 1 - \$0.015 Tranche 2 - \$0.015 Tranche 3 - \$0.015	Tranche 1 (P) - \$0.0125 Tranche 1 (R) - \$0.015 Tranche 2 (P) - \$0.0143 Tranche 2 (R) - \$0.015 Tranche 3 (P) - \$0.0131 Tranche 3 (R) - \$0.015
Total valuation	Tranche 1 - \$34,818 Tranche 2 - \$26,113 Tranche 3 - \$26,113	Tranche 1 - \$26,866 Tranche 2 - \$20,149 Tranche 3 - \$20,149	Tranche 1 (P) - \$88,500 Tranche 1 (R) - \$52,307 Tranche 2 (P) - \$75,933

Item	Deferred Rights – D Vilensky	Deferred Rights – B Jones	Incentive Rights – C Gale
			Tranche 2 (R) - \$39,231 Tranche 3 (P) - \$69,561 Tranche 3 (R) - \$39,231

Please note that Deferred Rights and Incentive Rights will be valued on the date of shareholder approval and the above is provided as a guide only.

SCHEDULE 3 – SUMMARY OF DEFERRED RIGHTS PLAN

The key terms of the Deferred Rights Plan (**Plan**) are as follows:

(a) **Participants in the Plan**

Participants in the plan may be Non-Executive Directors of the Company (**Participants**).

(b) **Limitations of Offers**

The Company must take reasonable steps to ensure that the number of Shares issued upon vesting and exercise of any Deferred Rights offered under the Non-Executive Director Deferred Rights Plan, when aggregated with:

- (i) the number of Shares which would be issued if each outstanding offer of Deferred Rights, Shares, Options or rights to acquire Shares under an employee incentive scheme is accepted or exercised; and
- (ii) the number of Shares issued during the previous 5 years pursuant an employee incentive scheme extended only to employees or Directors,

must not exceed 5% of the total number of Shares on issue at the time of an offer. In calculating this number, the Company will disregard any issues of Shares, Options or rights to acquire Shares made to persons outside Australia, made under a disclosure document or product disclosure statement, or made under one of the disclosure exceptions set out in Section 708 or 1012D of the Corporations Act.

(c) **Measurement Period**

The measurement period for determining whether service vesting conditions are satisfied will be three financial years commencing on 1 January of the year of grant and finishing on 31 December three years later, unless otherwise determined by the Board (**Measurement Period**).

(d) **Deferred Rights**

Vesting of Deferred Rights will be based on completion of a certain period of service with the Company.

Where a tranche of Deferred Rights vest, the total value of the vesting Deferred Rights (**Total Value**) will be paid in cash (\$1,000 per tranche that vests) and the remaining balance in Shares based on the VWAP of the Shares over the 10 trading days immediately prior to end of the Measurement Period (**Vesting Share Price**).

The Total Value is determined by multiplying the relevant number of vested Deferred Rights by the relevant Vesting Share Price.

If Deferred Rights have not vested and there is no opportunity for those Deferred Rights to vest at a later date then they lapse. Typically, this will be at the end of the Measurement Period for Deferred Rights, if they fail to vest.

There are no performance related vesting conditions as Guideline 8 in the ASX Corporate Governance Council's "Corporate Governance Principles and Recommendations" indicates that Non-Executive Directors should not participate in incentive schemes designed for executives. Executive incentive schemes generally involve performance vesting conditions, as is the case under the

Company's current Incentive Rights Plan. Also, ASX Listing Rule 10.17.2 prescribes that Non-Executive Director remuneration should be a fixed sum.

(e) **Withdrawal of Offers**

The Board may withdraw an offer of Deferred Rights at any time including after it has been accepted provided that the Company has not already granted the Deferred Rights.

(f) **Restriction on Transfer**

A Deferred Right may not be transferred or otherwise dealt with and lapses immediately on a purported transfer or dealing unless the Board approves the transfer or the dealing, or the transfer is effected by operation of law on death or legal incapacity of the participant's legal personal representative.

(g) **Shares**

All Shares issued upon vesting and exercise of the Deferred Rights may not be sold or otherwise disposed of until first advised by the Company, which the Company will do immediately upon Shares being capable of being sold without breaching the insider trading provisions of the Corporations Act or the Company's share trading policy. All Shares issued will otherwise rank equally in all respects with the other fully paid ordinary shares on issue.

(h) **Bonus Issue and Pro-Rata Issues**

In the event of a bonus issue of Shares, the number of Deferred Rights held by a participant shall increase by the number of bonus Shares that the participant would have received if the Deferred Rights were Shares.

Subject to any requirements of the Corporations Act and the ASX Listing Rules, in the case of a pro-rata issue of Shares, there will be no adjustment to the Deferred Rights. However, the Board may consider issuing Options of a number up to the number of Shares to which the Participant would have been entitled under the pro-rata issue, had the Deferred Rights been Shares. The exercise price of such Options will be equal to the amount payable by Shareholders to acquire a Share pursuant to that pro-rata issue.

(i) **Capital Reconstructions**

Subject to any requirements of the Corporations Act and the ASX Listing Rules, in the case of other capital reconstructions the Board may make such adjustments to the Deferred Rights as it considers appropriate with a view to ensuring that holders of Incentive Rights are neither advantaged nor disadvantaged.

(j) **Termination of Employment**

Upon the termination of employment, the Deferred Rights will be treated as follows:

(i) **Dismissal with cause**

In the event that the participant is dismissed with cause, all Deferred Rights are forfeited.

(ii) **Resignation other than retirement**

If the participant resigns, all Deferred Rights are forfeited (unless otherwise determined by the Board).

(iii) **Death, Disablement or Retirement**

Upon death, total permanent disablement or permanent retirement, all unvested Deferred Rights will lapse unless otherwise determined by the Board. In exercising this discretion the Board shall have regard to the remuneration period to which the grant of Deferred Rights relates and the portion of such period that remains.

Deferred Rights not forfeited cannot vest if the former Non-Executive Director has engaged in any communication, conduct or activities that have or may injure the reputation or business interests or operations of the Company.

If the Share price at the date of testing is more than the Share price at the date of termination then all unvested Deferred Rights will vest. In the event that Deferred Rights forfeit because the Share Price at the testing date is less than the Share price at the date of termination, then the Board may determine to pay a cash bonus (not to exceed the value that would otherwise have been received if the Deferred Rights vested).

(k) **Change in Control Including Takeover**

In the event of a change in control of the Company, including a takeover, unvested Deferred Rights will vest.

(l) **Distribution of Capital to Shareholders**

In the event that the Board decides to declare a special dividend or undertake a return of capital to Shareholders, the Board may determine that some or all of the unvested Deferred Rights shall vest or lapse.

SCHEDULE 4 – SUMMARY OF INCENTIVE RIGHTS PLAN

The key terms of the Incentive Rights Plan are as follows:

(a) **Eligibility**

Participants in the Plan may be full-time and permanent part-time employees of the Company or any of its subsidiaries (**Participants**).

(b) **Administration of Plan**

The Board is responsible for the operation of the Plan and has a broad discretion to determine which Participants will be offered Incentive Rights under the Plan.

(c) **Offer**

The Board may issue an offer to a Participant to participate in the Plan. The offer will specify (unless otherwise determined by the Board):

- (i) the name and address of the Participant to whom the offer is made;
- (ii) the number and types of tranches of Incentive Rights being offered;
- (iii) in respect of each tranche:
 - (A) the number of Incentive Rights being offered;
 - (B) the vesting conditions, if any, of each tranche of Incentive Rights; and
 - (C) the Measurement Period (as defined below) during which each tranche of Incentive Rights must vest and be exercised; and
- (iv) any other matters required by either the Corporations Act or the ASX Listing Rules.

(d) **Measurement Period**

In relation to the offer of Incentive Rights means the period for determining whether service vesting conditions are satisfied. Unless otherwise determined by the Board, such period will be for three financial years commencing on 1 July of the year of grant and finishing on 30 June three years later (**Measurement Period**).

(e) **Incentive Rights**

Incentive Rights may be offered to Participant, being:

- (i) Retention Rights, being rights that vest and may be exercised into Restricted Shares, based on completion of a period of service; or
- (ii) Performance Rights, being rights that vest and may be exercised into Restricted Shares, based on achievement of specified performance objectives.

(f) **Restriction on Transfer**

An Incentive Right may not be transferred or otherwise dealt with (including being disposed of, encumbered, made subject to any interest in favour of any other

person) and lapses immediately on purported transfer or dealing unless the Board, in its absolute discretion, approves the transfer or the dealing or transfer is effected by operation of law on death or legal incapacity to the Participant's legal personal representative.

(g) **Vesting**

Where a tranche of Incentive Rights vest, the total value of those Incentive Rights will be paid in cash and Shares as follows:

- (i) \$1,000 per tranche that vests; and
- (ii) the remainder in Restricted Shares.

(h) **Vesting and Exercise – Issue of Restricted Shares**

Upon vesting and exercise of the Incentive Rights, the Company will issue voluntarily restricted Shares that may not be sold or otherwise disposed of by Participants until first advised by the Company, which the Company shall do at the first opportunity to do so, when Shares may be sold without breaching the insider trading provisions of the Corporations Act or the Company's share trading policy (**Restricted Shares**). The Company will issue Restricted Shares to Participants or arrange for them to be acquired for the Participant's benefit by the trustee of the Plan.

(i) **Rights attaching to Shares**

Each Restricted Share shall be issued on the same terms and conditions as the Company's issued Shares (other than in respect of transfer restrictions imposed by the Plan) and it will rank equally with all other issued Shares from the issue date except for entitlements which have a record date before the issue date.

(j) **Quotation on ASX**

The Company will apply for each Restricted Share to be admitted to trading on ASX. Quotation will be subject to the restrictions on trading placed on them by the Company, the ASX Listing Rules and any holding lock applying to the Shares.

(k) **Bonus Issues**

Subject to any requirements of the Corporations Act and the ASX Listing Rules, in cases of bonus issues, the number of Incentive Rights held by a Participant shall be increased by the same number as the number of bonus shares that would have been received by the Participants had the Incentive Rights been fully paid ordinary shares in the Company.

(l) **Rights Issues**

Subject to any requirements of the Corporations Act and the ASX Listing Rules, in the case of general rights issues to the Company's shareholders, there will be no adjustment to the Incentive Rights. However, the Board may consider issuing options:

- (i) of a number up to the number of shares to which the Participant would have been entitled had the Incentive Rights been fully paid ordinary shares in the Company, and

- (ii) the exercise price of such options will be equal to the amount payable by the Company's shareholders to exercise a right to acquire a Share.

(m) **Capital Reconstructions**

Subject to any requirements of the Corporations Act and the ASX Listing Rules, in the case of other capital reconstructions the Board may make such adjustments to the Incentive Rights as it considers appropriate with a view to ensuring that holders of Incentive Rights are neither advantaged nor disadvantaged.

(n) **Forfeiture**

The Incentive Rights will be forfeited in the event that the Participant is dismissed for cause, resigns (unless otherwise determined by the Board) or where the Board forms the opinion that a Participant has committed an act of fraud, defalcation or gross misconduct in relation to the Company.

(o) **Other Termination**

In the event that the Participant's employment is terminated due to death, total permanent disablement, retirement with the approval of the Board or Company initiated termination without cause, Incentive Rights granted in the financial year of termination of employment are forfeited in the same proportion as the remainder of the financial year bears to the full financial year. Incentive Rights that do not lapse at the termination of employment will continue to be held by Participants with a view to testing for vesting at the end of the Measurement Period. If the Share price at the date of testing is:

- (i) less than the Share price at the date of termination of employment, then all unvested Incentive Rights lapse, in which case the Board may, in its absolute discretion, determine to pay a cash bonus through payroll with PAYG tax deducted; or
- (ii) not less than the Share price at the date of termination of employment, then Retention Rights that have not been forfeited will vest and Performance Rights will be tested once for vesting at the end of the Measurement Period. If they do not vest at that time then they will be forfeited.

(p) **Change in Control Including Takeover**

In the event of a change in control including a takeover, the vesting conditions attached to the Incentive Rights will cease to apply and unvested Incentive Rights will vest in the proportion that the Share price has grown since the date of grant of the Incentive Rights or as determined by the Board, up to 100%. The Board will have discretion to vest some or all of the remaining unvested Incentive Rights with any Incentive Rights that do not vest lapsing.

(q) **Distribution of Capital to Shareholders**

In the event that the board decides to declare a special dividend or undertake a return of capital to shareholders, the Board may in its discretion determine that some or all of the unvested Incentive Rights held by Participants shall vest and may also determine that any remaining unvested Incentive Rights shall lapse.

(r) **Plan limit**

The Company must take reasonable steps to ensure that the number of Shares offered by the Company under the Plan when aggregated with:

- (i) the number of Shares issued during the previous 5 years under the Plan (or any other employee share plan extended only to eligible employees); and
- (ii) the number of Shares that would be issued if each outstanding offer for Shares (including options to acquire unissued Shares) under any employee incentive scheme of the Company were to be exercised or accepted,

does not exceed 5% of the total number of Shares on issue at the time of an offer (but disregarding any offer of Shares or option to acquire Shares that can be disregarded in accordance with relevant ASIC Class Orders).

SCHEDULE 5 – TERMS AND CONDITIONS OF LISTED OPTIONS

Listed Options – LRSOC

(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 \$0.012 (**Exercise Price**).

(c) **Expiry Date**

Each Option expired at 5:00 pm (WST) on 31 December 2022 (**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 15 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 ASX 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.

(m) **Quotation**

The Company will apply for quotation of the Options on ASX.

SCHEDULE 6 – TERMS AND CONDITIONS OF EUROZ HARTLEYS OPTIONS

Unlisted Options – Euroz Hartleys

(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 \$0.03 (**Exercise Price**)

(c) **Expiry Date**

(d) Each Option expired at 5:00 pm (WST) the date which is 3 years after the date of issue (**Expiry Date**). An Option not exercised before the Expiry Date will automatically lapse on the Expiry Date.

(e) **Exercise Period**

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

(f) **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.

(g) **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).

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

Within 15 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.

- (i) 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.

(j) **Shares issued on exercise**

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

(k) **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 ASX Listing Rules at the time of the reconstruction.

(l) **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.

(m) **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.

(n) **Transferability**

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

(o) **Quotation**

The Company will not apply for quotation of the Options on ASX.

SCHEDULE 7 – TERMS AND CONDITIONS OF FUTURE ISSUE OPTIONS

Unlisted Options

(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 \$0.03 (**Exercise Price**)

(c) **Expiry Date**

Each Option will expire at 5:00 pm (WST) on 1 December 2022 (**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 15 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.

(h) 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.

(i) **Shares issued on exercise**

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

(j) **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 ASX Listing Rules at the time of the reconstruction.

(k) **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.

(l) **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.

(m) **Transferability**

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

(n) **Quotation**

The Company will not apply for quotation of the Options on ASX.

SCHEDULE 8 – SUMMARY OF INTEGRA TERMS SHEET

Key Terms	Description
Exclusivity Period	Integra has a 30 days exclusivity period to conduct due diligence, to Integra's sole satisfaction, on the Company and the Project Assets.
Catamarca Project	The Catamarca Project comprises a 100% unencumbered interest in all of the assets and properties forming any part of the mining concessions in Catamarca referred to as Latina 1 to 22 (Project Assets).
Condition Precedent and Exclusivity Period	<ul style="list-style-type: none"> Integra's completion of a due diligence review of any matter relating directly or indirectly to the Project Assets, the proposed Project JV and the Company (to extend applicable to the Project Assets) by Integra (or its advisors) to its satisfaction (Due Diligence Condition) during a period of 30 days (or a mutually agreed period) as from the date generally regarded as date of substantial termination of the general lock-down related to COVID-19 affecting the city of Buenos Aires and Catamarca province (Exclusivity Period). In the event the substantial termination of the general lock-down affecting the city of Buenos Aires and Catamarca Province has not taken place on or before the end of July 2020, the Parties will agree to extend the Exclusivity Period. In the event that once the Due Diligence has been conducted by Integra, Integra at its sole discretion considers that the result of the Due Diligence is not satisfactory, Integra may withdraw from proceeding with the subscription consideration, without any responsibility upon Integra.
Integra Placement Option	<p>Within seven days of the completion of the Exclusivity Period, Integra or any of its affiliates has the option to take a placement of up to 10% of the issued capital of the Company at an issue price equivalent to the lower of:</p> <ul style="list-style-type: none"> (i) A\$0.005 per Share; or (ii) the VWAP of the Shares in the 10 calendar days, immediately preceding the completion of the Exclusivity Period and (iii) one free attached Listed Option (exercisable at \$0.012 on or before 31 December 2022) for every one Share issued. <p>The placement to Integra shall be in accordance with the ASX Listing Rules and applicable statutory and regulatory approvals.</p> <p>If the placement to Integra is completed, Integra (or that of its affiliates who have taken the Placement) will have the right to appoint a Director to the board of the Company.</p>
Formation of Joint Venture	<ul style="list-style-type: none"> Upon completion of the Exclusivity Period, the Company shall transfer all of the Catamarca Project assets to a new Company to be incorporated in Argentina (NewCo). The parties agree to use their best endeavours to enter into a formal joint venture agreement within 30 days of the expiry of the Exclusivity Period, failing which the commencement of the joint venture will be the 31st day following expiration of the Exclusivity Period.

Key Terms	Description
Subscription Consideration	Subject to the satisfaction of the Due Diligence Condition, Integra agrees to subscribe for up to 50% of the shares of NewCo representing up to 50% of fully paid ordinary shares in the capital of NewCo (NewCo Shares), in exchange for subscription consideration in the form of Farm-In Obligations (as defined below).
Farm-In Obligation	<ul style="list-style-type: none"> Integra must contribute up to One Million US Dollars (US\$1,000,000) (Expenditure Commitment), valued at the average between the seller and buyer exchange rate of the Banco Nación Argentina from the closing of business of the business day previous to that of the execution of the from JV Agreement , during the ensuing three-year period (Period) to fund exploration, feasibility analysis and related works to explore, investigate and develop the Project Assets, substantially in the terms of a budget and working plan to be previously approved by the Parties (Works). The Works will be carried out by Integra with the previous agreement of the Latin exploration team as per agreed among the Parties in accordance to the Works. The Expenditure Commitment shall be contributed in cash directly to the NewCo or through the direct payment of any expenditures related to the Works as may be so agreed under the above-mentioned budget and working plan. The Expenditure Commitment shall be disbursed according to the financial needs of the Works (Disbursements). Such Disbursements (which shall be previously pre-approved by the parties) shall be paid-in, upon, and as consideration for, the subscription by Integra of a percentage of NewCo Shares as set out below (Percentage Pro-Rata) This Percentage Pro -Rata shall be calculated on the basis that the aggregate Expenditure Commitment of One Million US Dollars (US\$1,000,000) shall represent 50% of the NewCo Shares, and that partial disbursements of the Expenditure Commitment shall represent a pro rata portion of the NewCo Shares according to the above basis. By way of example, if Integra were to contribute with US\$500,000, such a contribution would represent 25% of the NewCo Shares. The Parties shall agree on a mechanism satisfactory to both Parties, so as to match the Disbursements with such subscription of shares of NewCo, in terms such that those Disbursements shall be paid-in as contributions for the subscription of shares of Newco.
Contributing less than the Expenditure Commitment	<ul style="list-style-type: none"> Integra is not obliged to contribute the whole Expenditure Commitment to NewCo the. However, where Integra contributes a lesser amount than the Expenditure Commitment, the Company shall remise, release and discharge Integra from any and all manner of actions, causes of action, suits, claims, charges, complaints, demands, debts and expenses, liabilities, or obligations, of any nature whatsoever, now existing or which may in future accrue against Integra, in any way, directly or indirectly arising out of, connected with or relating to the Expenditure Commitment.

Key Terms	Description
	<ul style="list-style-type: none"> At any time during the Period Integra may elect to permanently discontinue incurring any Disbursement related to the Expenditure Commitment. In such event, Integra will retain the proportionate ownership equity pertaining to the portion of the Expenditure Commitment contributed up to then (calculated using Percentage Pro-Rata) In such event, the Company will have first right acquiring Integra's the NewCo Shares after the discontinuance outlined in the above paragraph at a price equal to the portion of the Expenditure Commitment that had been effectively paid-in by Integra to NewCo prior to the permanent discontinuance.
Responsibilities after the free carry period	<ul style="list-style-type: none"> After completion of Works up to the value of the Expenditure Commitment by Integra, each party will be then responsible for their portion of expenditure required for further funding for exploration, feasibility analysis and related works to explore investigate and develop the Project Assets. Upon completion of the Works, the failure to contribute any new committed portion by either of the Company or Integra pursuant an approved exploration budget or related to the normal operation costs of NewCo, will result in straight-line dilution of the defaulting party's interest.
Pre-Emptive Right	If either party wishes to sell or dispose of any interest in the NewCo (Disposing Interest) then the other party must be given a first refusal to acquire that Disposing Interest.
Warranties	The Company has provided warranties that customary for a transaction of the nature of the Integra Transaction.

SCHEDULE 9 – SUMMARY OF BURDETT PROJECT HOA

Key Terms	Description
Acquisition	The Company agrees to acquire ELA6024 from Syndicate Minerals on the terms of the Burdett Project HOA.
Exclusivity Period	In consideration for a signing payment of A\$1,000, the Company has a 30 days exclusivity period from the date of signing to conduct due diligence, to its sole satisfaction, on ELA6024.
Condition Precedent and Exclusivity Period	The Company's completion of due diligence inquiries in respect of the ELA6024 to its sole satisfaction and provided written notice to Syndicate Minerals that it elects to proceed with the transaction (Election to Proceed).
Consideration	<p>If an Election to Proceed is issued, the Company agrees to purchase from Syndicate Minerals ELA6024 free from encumbrances by:</p> <ul style="list-style-type: none"> (a) issuing to Syndicate Minerals or its nominee 5,000,000 Shares. Such Shares shall be restricted for sale for 3 months from the issue date; (b) issuing to Syndicate Minerals or its nominee 5,000,000 Shares. Such Shares shall be restricted for sale for 12 months from the issue date; (c) granting to Syndicate Minerals a 1.5% net smelter return royalty over minerals extracted from ELA6024.
Force majeure	If a party becomes unable wholly or in part by force majeure to carry out any of its obligations under the agreement, it must inform the other party and use all reasonable efforts to overcome or remove the force majeure as quickly as possible. The relevant obligations will be suspended during the continuance of the force majeure.
Warranties	Syndicate Minerals has provided warranties that customary for a transaction of the nature of the transaction. Such warranties are given at the date of execution and repeated at settlement.