



# NOTICE OF GENERAL MEETING

## LINDIAN RESOURCES LIMITED ACN 090 772 222

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<b>Date:</b>	Monday, 28 March 2022
<b>Time:</b>	11am (WST)
<b>Location:</b>	Virtually via a live online platform

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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 advisors prior to voting. Should you wish to discuss the matters in this Notice of Meeting, please do not hesitate to contact the Company Secretary on +61 8 6557 8838.

## **NOTICE OF GENERAL MEETING**

Notice is hereby given that a general meeting of Lindian Resources Limited (**Lindian** or the **Company**) will be held on Monday, 28 March 2022 at 11am (WST) virtually via the live online platform at [www.investor.automic.com.au](http://www.investor.automic.com.au) (**Meeting**).

The Resolutions proposed to be considered at the Meeting are set out below. Further details in respect of each of the Resolutions proposed in this Notice of Meeting are set out in the Explanatory Memorandum accompanying this Notice of Meeting. The Explanatory Memorandum and the accompanying Proxy Form should be read together with, and form part of, this Notice of Meeting.

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

### **AGENDA**

#### **1. Resolution 1 – Ratification of Share Issue**

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 24,000,000 Shares issued on 21 December 2021, on the terms and conditions set out in the Explanatory Memorandum.”*

##### **Voting Exclusion Statement:**

The Company will disregard any votes cast in favour of the Resolution by or on behalf of:

- (a) a person who participated in the issue or is a counterparty to the agreement being approved; or
- (b) 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 of the Meeting 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 – Approval of Share Issue**

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 10.11 and for all other purposes, approval be given for the issue of 10,000,000 Shares at an issue price of \$0.03 per Share to Kabunga Holdings Pty Ltd (or its nominee), on the terms and conditions set out in the Explanatory Memorandum.”*

##### **Voting Exclusion Statement:**

The Company will disregard any votes cast in favour of the Resolution by or on behalf of:

- (a) Kabunga Holdings Pty Ltd (or its nominee) and any other person who will obtain a material benefit as a result of the issue of the securities (except a benefit solely by reason of being a holder of Shares); or

- (b) 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 of the Meeting 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.

**BY ORDER OF THE BOARD**



**Susan Park**  
**Company Secretary**

Dated 24 February 2022

## **VOTING AT THE GENERAL MEETING**

### **VIRTUAL MEETING**

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

Shareholders will be able to vote and ask questions at the virtual Meeting. Shareholders are also encouraged to submit questions in advance of the Meeting to the Company. Questions must be submitted in writing to the Company Secretary at [info@lindianresources.com.au](mailto:info@lindianresources.com.au) at least 72 hours before the Meeting.

The Company will also provide Shareholders with the opportunity to ask questions during the Meeting in respect to the formal items of business.

The Chairman will endeavour to address as many of the more frequently raised relevant questions and comments as possible during the course of the Meeting. However, there may not be sufficient time available at the Meeting to address all of the questions and comments raised. Please note that individual responses will not be sent to Shareholders.

### **Attending the Meeting virtually**

To access the virtual Meeting:

1. Open your internet browser and go to [www.investor.automic.com.au](http://www.investor.automic.com.au).
2. Login with your username and password or click "Register" if you haven't already created an account. Shareholders are encouraged to create an account prior to the start of the Meeting to ensure there is no delay in attending the virtual Meeting.
3. After logging in, a banner will display at the bottom of your screen to indicate that the Meeting is open for registration. Click on "Register" when this appears. Alternatively, click on "Meetings" on the left-hand menu bar to access registration.
4. Click on "Register" and follow the steps.
5. Click on the URL to join the webcast where you can view and listen to the virtual Meeting. Note that the webcast will open in a separate window.

Once the Chair of the Meeting has declared the poll open for voting click on "Refresh" to be taken to the voting screen.

Select your voting direction and click "confirm" to submit your vote. Note that you cannot amend your vote after it has been submitted.

For further information on the live voting process please see the "Registration and Voting Guide" at <https://www.automicgroup.com.au/virtual-agms/>.

The Company will provide Shareholders with the opportunity to vote and ask questions at the Meeting in respect of the formal items of business as well as general questions in respect to the Company and its business.

### **How do I create an account with Automic?**

To create an account with Automic, please go to the Automic website (<https://investor.automic.com.au/#/home>), click on 'register' and follow the steps. Shareholders will require their holder number (Securityholder Reference Number (SRN) or Holder Identification Number (HIN)) to create an account with Automic.

Further information and support on how to use the platform is available on the share registry website – [www.automic.com.au](http://www.automic.com.au). It is recommended that you register to use the registry website well in advance of the Meeting to save time on the day of the Meeting. Should you have any difficulties, you can contact the registry by telephone on 1300 288 664 (within Australia) and +61 2 9698 5414 (overseas).

You may still attend the Meeting and vote even if you have appointed a proxy. If you have previously submitted a Proxy Form, your attendance at the Meeting will not revoke your proxy appointment unless you elect to attend as a voting holder at the Meeting for which the proxy is proposed to be used, in which case, the proxy's appointment will be deemed to be revoked with respect to voting.

Should you wish to discuss the matters in this Notice of Meeting please do not hesitate to contact the Company Secretary on +61 8 6557 8838.

## **VOTING ENTITLEMENTS**

The Directors have determined, in accordance with Regulation 7.11.37 of the Corporations Regulations, that Shareholders entitled to vote at the Meeting will be the registered holders of Shares (**Registered Shareholders**) at 4.00pm (WST) on Saturday, 26 March 2022 (**Voting Record Date**).

Shareholders who become Registered Shareholders after the date of dispatch of the Notice of Meeting, but prior to the Voting Record Date, and wish to vote at the Meeting by proxy, should contact the Company to request a Proxy Form.

Persons who hold a beneficial interest in Shares, such as an interest in Shares held through a trustee or nominee holder, and who wish to vote at the Meeting, should contact their broker or relevant intermediary.

### ***Voting by Proxy***

***Appointment of proxy:*** Shareholders who are entitled to vote at the Meeting, may appoint a proxy to vote on their behalf. The proxy does not need to be a Shareholder.

A Shareholder that is entitled to cast two or more votes may appoint two proxies and should specify the proportion of votes each proxy is entitled to exercise. If a Shareholder appoints two proxies, each proxy may exercise half of the Shareholder's votes if no proportion or number of votes is specified.

***Voting by proxy:*** A Shareholder can direct its proxy to vote for or against, or to abstain from voting on, each Resolution by marking the appropriate box in the voting directions section of the Proxy Form. If a proxy holder votes, they must cast all votes as directed. Any directed proxies that are not voted will automatically default to the Chair, who must vote the proxies as directed.

### ***Deadline***

Proxy Forms must be received by 11.00am (WST) on Saturday, 26 March 2022.

### ***How to lodge Proxy Forms***

Details on how to lodge your Proxy Form can be found on the Proxy Form. If you have any questions about your Proxy Form, please contact the Company Secretary by telephone at on +61 8 6557 8838.

### ***Appointment of corporate representatives***

A body corporate that is a Shareholder may authorise, in accordance with section 250D of the Corporations Act, by resolution of its directors or other governing body, such person or persons as it may determine to act as its representative at the Meeting. The original form of appointment of a representative, a certified copy of the appointment, or a certificate of the body corporate evidencing the appointment of a representative is evidence of a representative having been appointed.

The documentation appointing a corporate representative must be received by the Company before the Meeting. An 'Appointment of Corporate Representative' form can be obtained from the Company's share registry online at <https://investor.automic.com.au/#!/support> by clicking the 'FAQ's & Investor Forms' link.

## **BENEFICIAL SHAREHOLDERS**

If you hold Shares beneficially (such as through a trust or a nominee company) and have received these materials through your broker or through another intermediary, please contact your broker or other intermediary in relation to directing any votes attaching to those Shares.

## **ENQUIRIES**

Shareholders are invited to contact the Company Secretary by telephone on +61 8 6557 8838 if they have any queries in respect of the matters set out in these documents.

## EXPLANATORY MEMORANDUM

This Explanatory Memorandum has been prepared for the Shareholders in connection with a general meeting of the Company.

The purpose of this Explanatory Memorandum is to provide Shareholders with information that the Board believes to be material to Shareholders in deciding whether or not to approve the Resolutions detailed in the Notice of General Meeting.

Shareholders should read this Explanatory Memorandum and all attachments carefully. If you have any questions regarding the matters set out in this Explanatory Memorandum or the Notice of General Meeting, please contact the Company Secretary on +61 8 6557 8838, or consult your stockbroker or other professional adviser.

### 1 RESOLUTION 1 – RATIFICATION OF SHARE ISSUE

#### 1.1 General

On 21 December 2021, the Company issued 24,000,000 fully paid ordinary shares in the capital of the Company (**Shares**) at an issue price of \$0.03 per Share to a number of sophisticated and professional investors, as well as existing Shareholders, to raise \$720,000 (**Placement Shares**). The Placement Shares were issued as part of the non-brokered placement announced by the Company to the ASX on 25 November 2021 (**Placement**).

The Placement Shares were issued to raise funds to be used to advance the Company's projects in Guinea and Tanzania, for costs associated with the Kangankunde Rare Earths Project in Malawi and the ongoing dispute in relation to that project, and for general working purposes.

In connection with the Placement, the Company also agreed to issue, subject to Shareholder approval, an additional 10,000,000 Shares (**KHPL Shares**) to Kabunga Holdings Pty Ltd (**KHPL**), a company associated with the Company's Chairman, Mr Asimwe Kabunga, in repayment of the principal outstanding on the \$300,000 term loan facility entered into between the Company and KHPL in October 2021. The KHPL Shares are in addition to the Placement Shares and the issue of the KHPL Shares is subject to Shareholders approving Resolution 2 (refer to Section 2 below).

#### 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 securities it had on issue at the start of that period. The issue of the Placement Shares did not fit within any of these exceptions.

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, provided the Company complied with Listing Rule 7.1 at the time of issuing the relevant equity securities. 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 into the future without having to obtain Shareholder approval for such issues under Listing Rule 7.1. Resolution 1 seeks Shareholder approval for the issue of the Placement Shares under and for the purposes of Listing Rule 7.4 and for all other purposes.

If Resolution 1 is approved, the Placement Shares will be excluded in calculating the Company's 15% limit in Listing Rule 7.1, effectively increasing the number of equity securities it can issue without Shareholder approval over the 12 month period following their issue.

If Resolution 1 is not approved by the requisite majority, the Placement Shares will be included in calculating the Company's 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 their issue.

### 1.3 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 the ratification of the issue of the Placement Shares:

- (a) The Placement Shares were issued to professional and sophisticated investors introduced who were existing Shareholders and their associates. None of the individual investors were issued more than 1% of the Company's issued capital.
- (b) The Placement Shares comprise 24,000,000 Shares.
- (c) The Placement Shares are 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 21 December 2021.
- (e) The issue price was \$0.03 per Placement Share.
- (f) The Placement Shares were issued to raise funds to be used to advance the Company's projects in Guinea and Tanzania, for costs associated with the Kangankunde Rare Earths Project in Malawi and the ongoing dispute in relation to that project, in addition to general working capital purposes.
- (g) A voting exclusion statement is included in Resolution 1 of the Notice.

### 1.4 Directors' recommendation

The Directors unanimously recommend that Shareholders vote in favour of Resolution 1.

## 2 RESOLUTION 2 – APPROVAL OF SHARE ISSUE

### 2.1 General

As noted in Section 1.1 above, in connection with the Placement, the Company agreed to issue, subject to Shareholder approval, 10,000,000 Shares (being the KHPL Shares) to KHPL, a company associated with the Company's Chairman, Mr Asimwe Kabunga, in repayment of the principal outstanding on the \$300,000 term loan facility (**Loan Facility**) entered into between the Company and KHPL in October 2021. The Loan Facility is an unsecured loan at a rate of 7% per annum (non-compounding) with interest payable at maturity. As announced by the Company to the ASX on 25 November 2021, the Company and KHPL have agreed to extend the maturity date of the Loan Facility until the date of Shareholder approval for issue of the KHPL Shares.

### 2.2 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:

- (a) a related party (10.11.1);
- (b) 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 (10.11.2);
- (c) 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 (10.11.3);
- (d) an associate of a person referred to in Listing Rules 10.11.1 to 10.11.3 (10.11.4); or
- (e) 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 (10.11.5),

unless it obtains the approval of its shareholders.

The issue of the KHPL Shares falls within Listing Rule 10.11.1 because KHPL is an entity controlled by Mr Asimwe Kabunga, a Director of the Company. The issue 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.

Resolution 2 seeks the required Shareholder approval to the issue of the KHPL Shares under and for the purposes of Listing Rule 10.11.

If Resolution 2 is passed, the Company will be able to proceed with the issue of the KHPL Shares, which will result in the Company repaying the principal outstanding on the Loan Facility through the issue of Shares rather than the payment of cash. Further, pursuant to Listing Rule 7.2, exception 14, the effect of passing Resolution 2 will be to treat the KHPL Shares as having been issued with the prior approval of Shareholders for the purposes of calculating the Company's 15% placement capacity under Listing Rule 7.1 (an explanation of which is set out in Section 1.2 above).

If Resolution 2 is not passed, the Company will not be able to proceed with the issue of the KHPL Shares and the Company will be required to repay the principal outstanding on the Loan Facility in cash on or before the date of the Meeting, unless the Company and KHPL reach an alternative agreement with respect to the repayment of the facility.

### **2.3 Section 208 of the Corporations Act**

In accordance with section 208 of the Corporations Act, to give a financial benefit to a related party, the Company must obtain Shareholder approval unless the giving of the financial benefit falls within an exception in sections 210 to 216 of the Corporations Act. KHPL is a related party of the Company for the purposes of the Corporations Act because it is an entity controlled by Mr Asimwe Kabunga, a Director of the Company.

The Board (excluding Mr Kabunga) has formed the view that Shareholder approval under section 208 of the Corporations Act is not required for the proposed issue of the KHPL Shares because these Shares will be issued on the same terms as Shares issued to participants in the Placement (as described in Section 1.1) and as such the giving of the financial benefit is considered to be on arm's length terms and within the exception provided in section 210 of the Corporations Act.

### **2.4 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 proposed issue of the KHPL Shares:

- (a) The KHPL Shares will be issued to Kabunga Holdings Pty Ltd ACN 166 309 039.
- (b) KHPL is a related party of the Company pursuant to Listing Rule 10.11.1 because it is an entity controlled by Asimwe Kabunga, a Director of the Company.
- (c) The KHPL Shares comprise 10,000,000 Shares.
- (d) The KHPL Shares will be fully paid ordinary shares in the capital of the Company and will rank equally in all respects with the Company's existing Shares on issue.
- (e) The Company intends to issue the KHPL Shares to KHPL (or its nominee) as soon as practicable after Shareholder approval is obtained, and in any event no later than one month after the date of Shareholder approval.
- (f) The KHPL Shares will be issued at a deemed issue price of \$0.03 per Share.
- (g) No funds will be raised from the issue. The KHPL Shares will be issued in repayment of the principal outstanding on the Loan Facility.
- (h) The KHPL Shares are not intended to remunerate or incentivise Mr Kabunga in his capacity as a Director.
- (i) A voting exclusion statement is included in Resolution 2 of the Notice.

### **2.5 Directors' recommendation**

The Directors (excluding Mr Kabunga) unanimously recommend that Shareholders vote in favour of Resolution 2.

## GLOSSARY

**\$** means Australian dollars.

**ASX Listing Rules** or **Listing Rules** means the Listing Rules of the ASX, from time to time and as modified by any express waiver given by ASX.

**ASX** means ASX Limited (ABN 98 008 624 691), or as the context requires, the financial market operated by it.

**Board** means the board of Directors.

**Chair** or **Chairman** means the person chairing the Meeting from time to time.

**Company** or **Lindian** means Lindian Resources Limited ACN 090 772 222.

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

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

**Director** means a director of the Company.

**Explanatory Memorandum** means the Explanatory Memorandum accompanying the Notice of Meeting.

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

**KHPL** has the meaning given to that term in Section 1.1.

**KHPL Shares** has the meaning given to that term in Section 1.1.

**Notice of Meeting**, **Notice of General Meeting** or **Notice** means the notice of General Meeting of which this Explanatory Memorandum forms a part, including the accompanying Proxy Form.

**Placement** has the meaning given to that term in Section 1.1.

**Proxy Form** means the proxy form attached to this Notice of Meeting.

**Resolution** means a resolution set out in the Notice of Meeting.

**Section** means a section of this Notice.

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

**Shareholder** means a shareholder of the Company.

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

# Proxy Voting Form

If you are attending the meeting  
in person, please bring this with you  
for Securityholder registration.

Holder Number:

Your proxy voting instruction must be received by **11.00am (WST) on Saturday, 26 March**, being **not later than 48 hours** before the commencement of the Meeting. Any Proxy Voting instructions received after that time will not be valid for the scheduled Meeting.

## SUBMIT YOUR PROXY

Complete the form overleaf in accordance with the instructions set out below.

### YOUR NAME AND ADDRESS

The name and address shown above is as it appears on the Company's share register. If this information is incorrect, and you have an Issuer Sponsored holding, you can update your address through the investor portal: <https://investor.automic.com.au/#/home> Shareholders sponsored by a broker should advise their broker of any changes.

### STEP 1 – APPOINT A PROXY

If you wish to appoint someone other than the Chair of the Meeting as your proxy, please write the name of that Individual or body corporate. A proxy need not be a Shareholder of the Company. Otherwise if you leave this box blank, the Chair of the Meeting will be appointed as your proxy by default.

### DEFAULT TO THE CHAIR OF THE MEETING

Any directed proxies that are not voted on a poll at the Meeting will default to the Chair of the Meeting, who is required to vote these proxies as directed. Any undirected proxies that default to the Chair of the Meeting will be voted according to the instructions set out in this Proxy Voting Form, including where the Resolutions are connected directly or indirectly with the remuneration of KMP.

### STEP 2 - VOTES ON ITEMS OF BUSINESS

You may direct your proxy how to vote by marking one of the boxes opposite each item of business. All your shares will be voted in accordance with such a direction unless you indicate only a portion of voting rights are to be voted on any item by inserting the percentage or number of shares you wish to vote in the appropriate box or boxes. If you do not mark any of the boxes on the items of business, your proxy may vote as he or she chooses. If you mark more than one box on an item your vote on that item will be invalid.

### APPOINTMENT OF SECOND PROXY

You may appoint up to two proxies. If you appoint two proxies, you should complete two separate Proxy Voting Forms and specify the percentage or number each proxy may exercise. If you do not specify a percentage or number, each proxy may exercise half the votes. You must return both Proxy Voting Forms together. If you require an additional Proxy Voting Form, contact Automic Registry Services.

### SIGNING INSTRUCTIONS

**Individual** Where the holding is in one name, the Shareholder must sign.

**Joint holding:** Where the holding is in more than one name, all Shareholders should sign.

**Power of attorney:** If you have not already lodged the power of attorney with the registry, please attach a certified photocopy of the power of attorney to this Proxy Voting Form when you return it.

**Companies:** To be signed in accordance with your Constitution. Please sign in the appropriate box which indicates the office held by you.

**Email Address:** Please provide your email address in the space provided.

By providing your email address, you elect to receive all communications despatched by the Company electronically (where legally permissible) such as a Notice of Meeting, Proxy Voting Form and Annual Report via email.

### CORPORATE REPRESENTATIVES

If a representative of the corporation is to attend the Meeting the appropriate 'Appointment of Corporate Representative' should be produced prior to admission. A form may be obtained from the Company's share registry online at <https://automic.com.au>.

### Lodging your Proxy Voting Form:

#### Online:

Use your computer or smartphone to appoint a proxy at  
<https://investor.automic.com.au/#/login>

or scan the QR code below using your smartphone

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



#### BY MAIL:

Automic  
GPO Box 5193  
Sydney NSW 2001

#### IN PERSON:

Automic  
Level 5, 126 Phillip Street  
Sydney NSW 2000

#### BY EMAIL:

[meetings@automicgroup.com.au](mailto:meetings@automicgroup.com.au)

#### BY FACSIMILE:

+61 2 8583 3040

All enquiries to Automic:

**PHONE:** 1300 288 664 (Within Australia)  
+61 2 9698 5414 (Overseas)

## VIRTUAL AGM

## VIRTUAL PARTICIPATION AT THE AGM:

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

To access the virtual meeting:

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

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

## STEP 1: Appoint Your Proxy

**COMPLETE AND RETURN THIS FORM AS INSTRUCTED ONLY IF YOU DO NOT VOTE ONLINE**

I/We being a Shareholder entitled to attend and vote at the General Meeting of Lindian Resources Limited, to be held at **11.00am (WST) on Monday, 28 March 2022, being held virtually via webinar** hereby:

**Appoint the Chairman of the Meeting (Chair)** OR if you are not appointing the Chairman of the Meeting as your proxy, please write in the box provided below the name of the person or body corporate you are appointing as your proxy or failing the person so named or, if no person is named, the Chair, or the Chair's nominee, to vote in accordance with the following directions, or, if no directions have been given, and subject to the relevant laws as the proxy sees fit and at any adjournment thereof.

[illegible]

The Chair intends to vote undirected proxies in favour of all Resolutions in which the Chair is entitled to vote.

Unless indicated otherwise by ticking the "for," "against" or "abstain" box you will be authorising the Chair to vote in accordance with the Chair's voting intention.

## STEP 2: Your Voting Direction

## Resolutions

	For	Against	Abstain
1. The U.S. should continue to support the current administration in Iraq.	55%	35%	10%
2. The U.S. should withdraw its troops from Iraq.	40%	55%	5%
3. The U.S. should negotiate a new agreement with the current administration in Iraq.	60%	30%	10%
4. The U.S. should support a new administration in Iraq.	50%	40%	10%
5. The U.S. should continue to support the current administration in Iraq, but with a focus on human rights.	55%	35%	10%
6. The U.S. should withdraw its troops from Iraq, but maintain a presence in the region.	45%	50%	5%
7. The U.S. should negotiate a new agreement with the current administration in Iraq, but with a focus on human rights.	60%	30%	10%
8. The U.S. should support a new administration in Iraq, but with a focus on human rights.	50%	40%	10%

- 1 Ratification of Share Issue

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- ## 2 Approval of Share Issue

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**Please note:** If you mark the abstain box for a particular Resolution, you are directing your proxy not to vote on that Resolution on a show of hands or on a poll and your votes will not be counted in computing the required majority on a poll.

## STEP 3: Sign Here + Contact

**SIGNATURE OF SECURITYHOLDERS – THIS MUST BE COMPLETED**

Individual or Securityholder 1

Securityholder 2

Securityholder 3

\_\_\_\_\_

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\_\_\_\_\_

Sole Director and Sole Company Secretary

Director

Director / Company Secretary

Contact Name:

[illegible]

Email Address:

[illegible]

Contact Dautime Telephone

[illegible]

Date (DD/MM/YY)

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By providing your email address, you elect to receive all of your communications despatched by the Company electronically (where legally permissible).