



NOTICE OF ANNUAL GENERAL MEETING

LINDIAN RESOURCES LIMITED ACN 090 772 222

Date:	Monday 28 November 2022
Time:	4.00pm (WST)
Location:	The offices of HLB Mann Judd, Level 4, 130 Stirling Street, Perth, Western Australia

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.

LINDIAN RESOURCES LIMITED

ACN 090 772 222

NOTICE OF ANNUAL GENERAL MEETING

Notice is hereby given that the 2022 Annual General Meeting of Lindian Resources Limited (**Lindian** or the **Company**) will be held at 4.00pm (WST) on Monday, 28 November 2022 at the offices of HLB Mann Judd, Level 4, 130 Stirling Street, Perth, Western Australia (**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

Ordinary business

1. Financial Statements and Reports

To receive and consider the Annual Financial Report of the Company, the Directors' Report and the Auditor's Report for the financial year ended 30 June 2022.

2. Resolution 1 – Adoption of the Remuneration Report

To consider and, if thought fit, to pass, the following **advisory resolution** in accordance with section 250R(2) of the Corporations Act:

“To adopt the Remuneration Report for the financial year ended 30 June 2022.”

Voting Prohibition Statement:

In accordance with the Corporations Act, the Company will disregard any votes cast on the Resolution:

- (a) by or on behalf of a member of the Key Management Personnel, details of whose remuneration are included in the Remuneration Report, or their Closely Related Parties (including spouses, dependants and controlled companies), regardless of the capacity in which the votes are cast; or
- (b) by a person who is a member of the Key Management Personnel at the date of the Meeting, or their Closely Related Parties, as a proxy.

However, votes will not be disregarded if they are cast as a proxy for a person entitled to vote on the Resolution:

- (a) in accordance with a direction as to how the proxy is to vote on the Resolution; or
- (b) the person is the Chair of the Meeting and the appointment of the Chair as proxy:
 - (i) does not specify the way the proxy is to vote on the Resolution; and
 - (ii) expressly authorises the Chair to exercise the proxy even if the Resolution is connected directly or indirectly with the remuneration of a member of the Key Management Personnel.

3. Resolution 2 – Re-election of Director – Mr Giacomo (Jack) Fazio

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

“That, for the purposes of clause 14.2 of the Constitution, Listing Rule 14.5 and for all other purposes, Mr Giacomo (Jack) Fazio retires as Director and, being eligible, be re-elected as a Director of the Company.”

4. Resolution 3 – Ratification of Performance Rights to Mr Alistair Stephens

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 15,000,000 Performance Rights to Mr Alistair Stephens (or nominee), the Company’s Chief Executive Officer, 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) Alistair Stephens and any person who participated in the issue or is a counterparty to the agreement, pursuant to which the Performance Rights were issued; 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.

5. Resolution 4 – Grant of Performance Rights to Mr Asimwe Kabunga

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

“That, for the purposes of Listing Rule 10.11 and for all other purposes, approval is given for the Company to issue 15,000,000 Performance Rights to Mr Asimwe Kabunga (or his 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) Asimwe Kabunga (or his nominee) and any other person who will obtain a material benefit as a result of the issue of securities (except a benefit solely by reason of being a Shareholder); 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.

6. Resolution 5 – Grant of Performance Rights to Mr Giacomo (Jack) Fazio

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

“That, for the purposes of Listing Rule 10.11 and for all other purposes, approval is given for the Company to issue 1,500,000 Performance Rights to Mr Giacomo (Jack) Fazio (or his 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) Giacomo (Jack) Fazio (or his nominee) and any other person who will obtain a material benefit as a result of the issue of securities (except a benefit solely by reason of being a Shareholder); 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.

7. Resolution 6 – Grant of Performance Rights to Mr Yves Ocello

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

“That, for the purposes of Listing Rule 10.11 and for all other purposes, approval is given for the Company to issue 1,500,000 Performance Rights to Mr Yves Ocello (or his 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) Yves Ocello (or his nominee) and any other person who will obtain a material benefit as a result of the issue of securities (except a benefit solely by reason of being a Shareholder); 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.

8. Resolution 7 – Approval of 10% Placement Capacity

To consider and, if thought fit, to pass the following resolution as a **special resolution**:

“That, for the purposes of Listing Rule 7.1A and for all other purposes, approval is given for the Company to issue up to that number of Equity Securities equal to 10% of the issued capital of the Company at the time of issue, calculated in accordance with the formula prescribed in Listing Rule 7.1A.2, and otherwise 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) any 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 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 proxy or attorney for a person who is entitled to vote on the Resolution, in accordance with a direction given to the proxy 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 27 October 2022

VOTING AT THE ANNUAL GENERAL MEETING

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 5.00 pm (WST) on Saturday, 26 November 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.

The Board encourages you to attend the Meeting in person, by proxy, or by appointing an authorised representative.

HOW TO VOTE

You may vote by attending the Meeting in person, by proxy, or by appointing an authorised representative.

Voting in Person

To vote in person, attend the Meeting on the date and at the place set out in this Notice of Annual General Meeting. If possible, Shareholders are asked to arrive at the venue 15 minutes prior to the time designated for the Meeting, so that the Company may check the Shareholders' holding against the Company's share register and note attendance.

Voting by Proxy

Appointment of proxy: Shareholders who are entitled to attend and vote at the Meeting, may appoint a proxy to act generally at the Meeting and 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.

If the Chair is to act as your proxy (whether by appointment or by default) and you have not given directions on how to vote in the voting directions section of the Proxy Form for Resolutions 1, 3, 4, 5 and/or 6, the Proxy Form expressly directs and authorises the Chair to cast your votes "for" the relevant Resolution. This express authorisation is included because without it the Chair would be precluded from casting your votes as these Resolutions are connected with the remuneration of Key Management Personnel.

The Chair will vote all undirected proxies in respect of Resolutions 1 to 7 in favour of those Resolutions, to the extent permitted by law. If you are in any doubt as to how to vote, you should consult your professional adviser.

Deadline

Proxy Forms must be received by 4.00 pm (WST) on Saturday, 26 November 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 or at the registration desk on the day of 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.

QUESTIONS AT THE MEETING

Shareholders may submit questions in advance of the Meeting to the Company. Questions must be submitted by emailing the Company Secretary at info@lindianresources.com.au by 5.00pm (WST) on Thursday 24 November 2022, and relate to the business of the Meeting only.

Shareholders will also have the opportunity to submit questions during the Meeting in respect to the formal items of business.

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.

LINDIAN RESOURCES LIMITED

ACN 090 772 222

EXPLANATORY MEMORANDUM

This Explanatory Memorandum has been prepared in connection with the 2022 Annual 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 Annual 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 Annual General Meeting, please contact the Company Secretary on +61 8 6557 8838, or consult your stockbroker or other professional adviser.

1 FINANCIAL STATEMENTS AND REPORTS

The Corporations Act requires the Company to present to the Annual General Meeting the annual financial statements, the Directors' Report and the Auditor's Report (**Annual Financial Report**) for the last financial year that ended before the Annual General Meeting. Copies of the Annual Financial Report have been sent to requesting Shareholders and the Annual Financial Report is also available on the Company's website – www.lindianresources.com.au.

No resolution is required for this item, but Shareholders will be provided with a reasonable opportunity to ask questions or make comments in relation to the Annual Financial Report at the Meeting. The Company's auditor will also be present at the Meeting and Shareholders will be given a reasonable opportunity to ask questions about, or make comments on, the Annual Financial Report.

2 RESOLUTION 1 – ADOPTION OF THE REMUNERATION REPORT

The Remuneration Report is part of the Directors' Report contained in the Annual Financial Report of the Company for the financial year ending 30 June 2022.

By way of summary, the Remuneration Report sets out the Company's remuneration arrangements for the Directors and Key Management Personnel of the Company.

A reasonable opportunity will be provided for discussion of the Remuneration Report at the Annual General Meeting.

Section 250R(2) of the Corporations Act requires that, at a listed company's annual general meeting, a resolution that the remuneration report be adopted must be put to shareholders.

The vote on this resolution is advisory only and does not bind the Directors or the Company.

The Corporations Act provides that, if 25% or more of votes that are cast are voted against the adoption of a company's remuneration report at two consecutive annual general meetings, shareholders will be required to vote at the second of those annual general meetings on a resolution (a **Spill Resolution**) that another meeting be held within 90 days at which all of the company's directors (other than the managing director) who were in office at the date of the approval of the applicable directors' report must stand for re-election.

At the Company's 2021 annual general meeting, less than 25% of the votes cast on the resolution to adopt the 2021 remuneration report were voted against that resolution. Accordingly, regardless of the voting on Resolution 1, no Spill Resolution is required to be considered at the 2022 Annual General Meeting.

3 RESOLUTION 2 – RE-ELECTION OF DIRECTOR – MR GIACOMO (JACK) FAZIO

3.1 General

Clause 14.2 of the Constitution and Listing Rule 14.5 require the Company to hold an election of directors at each annual general meeting. In accordance with the Constitution, Mr Fazio, having been re-elected as a Director at the Company's 2020 annual general meeting, is required to stand for re-election at the Meeting.

Accordingly, Mr Fazio retires as a Director at the Meeting and, being eligible, seeks re-election as a Director pursuant to Resolution 2.

3.2 Qualifications and other material directorships

Mr Fazio is a highly experienced project, construction and contract/commercial management professional, having held senior project management roles with Primero Group Limited, Laing O'Rourke and Forge Group Ltd. His experience ranges from feasibility studies through to engineering, procurement, construction, and commissioning of diverse mining resources, infrastructure, oil and gas and energy projects.

Mr Fazio's professional qualifications include a Graduate Certificate in Project Management, an Associate Diploma in Civil Engineering and a Diploma in Quantity Surveying. Mr Fazio is currently a non-executive director of Volt Resources Limited (ASX: VRC), having held that position since 1 July 2019. He has not held any other listed directorships in the past three years.

If re-elected, the Board considers Mr Fazio will be an independent Director.

3.3 Directors' recommendation

The Board (other than Mr Fazio) recommends that Shareholders vote in favour of Resolution 2.

4 RESOLUTION 3 – RATIFICATION OF PERFORMANCE RIGHTS

4.1 General

On 29 August 2022, the Company issued 15,000,000 Performance Rights to Mr Alistair Stephens in connection with his appointment to the role of Chief Executive Officer, pursuant to Mr Stephens' employment agreement (**Contract of Employment**). Mr Stephens was appointed as Chief Executive Officer of the Company on 8 August 2022.

The material terms of Mr Stephens' Contract of Employment are set out in the Company's ASX announcement made on 4 August 2022. In summary, Mr Stephens' current remuneration package comprises fixed remuneration of \$384,000 per annum, plus statutory superannuation. In addition to the issue of Performance Rights the subject of this Resolution 3, as a long term incentive, Mr Stephens' remuneration package also includes an annual short-term cash incentive, calculated as 30% of the base salary amount, to be based on achievement of key metrics for project development / technical success as follows:

- (a) The Company declaring a JORC-compliant mineral resource for the Kangankunde Project by no later than 31 December 2023, with at least 50% of that estimate being in the 'indicated' classification;
- (b) The Company publicly releasing the results of a definitive feasibility study and a JORC-compliant ore reserve in respect of the Kangankunde Project by no later than 31 December 2024; and
- (c) The Company successfully completing the project finance required to commence commercial production at the Kangankunde Project by no later than 31 December 2025.

Mr Stephens, or the Company, may terminate the Contract of Employment at any time by giving three months' written notice to the other party. Notwithstanding any other provision of the Contract of Employment, the Company may immediately terminate the Contract of Employment by giving written notice to Mr Stephens with cause. Mr Stephens' Contract of Employment is otherwise on terms considered standard for an agreement of this nature.

The 15,000,000 Performance Rights issued to Mr Stephens pursuant to his Contract of Employment have the following vesting conditions:

- (a) 2,000,000 Performance Rights will vest if the Company achieves a market capitalisation of over \$250,000,000 (**Tranche 1 Performance Rights**).
- (b) 3,000,000 Performance Rights will vest if the Company achieves a market capitalisation of over \$500,000,000 (**Tranche 2 Performance Rights**).
- (c) 5,000,000 the Performance Rights will vest if the Company achieves a market capitalisation of over \$1,000,000,000 (**Tranche 3 Performance Rights**); and
- (d) 5,000,000 the Performance Rights will vest if the Company achieves a market capitalisation of over \$1,250,000,000 (**Tranche 4 Performance Rights**).

The Company's market capitalisation will be determined using the 30 calendar day VWAP of Shares and the number of Shares on issue at the relevant time.

The material terms of the Performance Rights are set out in Annexure A.

4.2 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 Performance Rights to Mr Stephens 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 3 seeks Shareholder approval for the issue of the Performance Rights to Mr Stephens under and for the purposes of Listing Rule 7.4 and for all other purposes.

If Resolution 3 is approved, the Performance Rights issued to Mr Stephens 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 3 is not approved by the requisite majority, the Performance Rights issued to Mr Stephens 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.

4.3 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 Performance Rights to Mr Stephens:

- (a) The Performance Rights were issued to a nominee of Mr Stephens.
- (b) In accordance with paragraph 7.4 of ASX Guidance Note 21, the Company confirms that Mr Stephens is a member of the Company's Key Management Personnel, but has not been issued more than 1% of the issued capital of the Company.
- (c) 15,000,000 Performance Rights were issued to Mr Stephens on the terms and conditions set out in Section 4.1 above. A summary of the material terms of the Performance Rights are set out in Annexure A.
- (d) The Performance Rights were issued to a nominee of Mr Stephens on 29 August 2022.
- (e) The Performance Rights were issued to a nominee of Mr Stephens at a nil issue price, in consideration for services to be provided by Mr Stephens under the Contract of Employment. The Company has not and will not receive any other consideration for the issue of the Performance Rights (other than in respect of funds received on exercise of the Performance Rights, should those Performance Rights vest).
- (f) The purpose of the issue of the Performance Rights to Mr Stephens (or nominee) was to satisfy the Company's obligations under the Contract of Employment and to provide a long term incentive to Mr Stephens. No funds were raised by the issue of the Performance Rights to a nominee of Mr Stephens.
- (g) The Performance Rights were issued to a nominee of Mr Stephens under the Contract of Employment. A summary of the material terms of the Contract of Employment is set out in Section 4.1 above.
- (h) A voting exclusion statement is included in Resolution 3 of the Notice.

4.4 Directors' recommendation

The Directors unanimously recommend that Shareholders vote in favour of Resolution 3.

5 RESOLUTIONS 4, 5 AND 6 – GRANT OF PERFORMANCE RIGHTS

5.1 General

The Company has agreed, subject to obtaining Shareholder approval, to grant:

- (a) 15,000,000 Performance Rights to Mr Kabunga (or his nominee), pursuant to Resolution 4;
- (b) 1,500,000 Performance Rights to Mr Ocelllo (or his nominee), pursuant to Resolution 5; and
- (c) 1,500,000 Performance Rights to Mr Fazio (or his nominee), pursuant to Resolution 6,

on the same vesting conditions set out in Section 4.1 above.

Each Performance Right is a right to subscribe for one Share, subject to the satisfaction of the applicable vesting condition.

The Board acknowledges that the grant of Performance Rights to non-executive Directors is contrary to Recommendation 8.2 of the ASX Corporate Governance Principles and Recommendations. However, the Board considers the grant of Performance Rights to Messrs Ocelllo and Fazio, as non-executive Directors of the Company, to be reasonable in order to further align non-executive Directors' interests with Shareholders and provide cost-effective consideration to non-executive Directors for their ongoing commitment and contribution to the Company.

If Resolutions 4, 5 and 6 are passed, the Company will be able to proceed with the issue of the Performance Rights to Messrs Kabunga, Ocelllo and Fazio (or their respective nominees), respectively.

If Resolutions 4, 5 and 6 are not passed, the Company will not be able to proceed with the issue of the Performance Rights and may need to consider other mechanisms to appropriately remunerate its Directors.

5.2 Listing Rule 10.11

Overview

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 securities to, amongst other persons, a related party of the Company, unless it obtains the approval of its Shareholders (Listing Rule 10.11.1).

The issue of the Performance Rights falls within Listing Rule 10.11.1 as Messrs Kabunga, Ocelllo and Fazio are currently Directors of the Company. As none of the exceptions in Listing Rule 10.11.12 apply, the issue of these Performance Rights requires the approval of the Company's Shareholders under Listing Rule 10.11.

The following information is provided to Shareholders for the purpose of Listing Rule 10.13:

Name of the persons

The Performance Rights are proposed to be issued to Messrs Kabunga, Ocelllo and Fazio (or their respective nominees).

Which category and why

Each of Messrs Kabunga, Ocelllo and Fazio fall within Listing Rule 10.11.1 as a "related party" because they are each currently a Director of the Company.

The number and class of securities being issued

The number of Performance Rights to be granted pursuant to Resolutions 4, 5 and 6, respectively, is:

	Kabunga	Ocelllo	Fazio
Tranche 1	2,000,000	200,000	200,000
Tranche 2	3,000,000	300,000	300,000
Tranche 3	5,000,000	500,000	500,000
Tranche 4	5,000,000	500,000	500,000
Total	15,000,000	1,500,000	1,500,000

Summary of the material terms

Each Performance Right is a right to subscribe for one Share, subject to the satisfaction of the applicable vesting condition. The Performance Rights proposed to be granted will have the vesting conditions set out in Section 4.1 above.

No amount will be payable by the holder for any Shares issued in respect of any Performance Rights that vest and are converted. The expiry date of the Performance Rights is five years from date of issue.

For other material terms of the Performance Rights, see Annexure A.

Date to issue the Performance Rights

The Performance Rights will be issued no later than one month after the date of the Meeting or such later date as may be permitted by any ASX waiver or modification of the Listing Rules and it is intended that the issue of all Performance Rights will occur on the same date.

Price or consideration the Company will receive

The Performance Rights will be issued for no cash consideration. No amount will be payable by the holder for any Shares issued in respect of any Performance Rights that vest and are converted.

The purpose of the issue

The purpose of the grant of the Performance Rights is to provide an incentive component in the remuneration packages for Messrs Kabunga, Ocello and Fazio to reward them for maximising value creation for shareholders in and to provide a cost effective way for the Company to remunerate them, which will allow the Company to spend a greater proportion of its cash reserves on its operations than it would if alternative cash forms of remuneration were given to Messrs Kabunga, Ocello and Fazio. The Company will not raise any funds from the grant of the Performance Rights to Messrs Kabunga, Ocello and Fazio.

Current total remuneration package

The current total remuneration packages for Messrs Kabunga, Ocello and Fazio are as follows:

Asimwe Kabunga	\$186,600
Yves Ocello	\$60,000
Giacomo Fazio	\$60,000

Voting exclusion statement

A voting exclusion statement for each of Resolutions 4, 5 and 6 is included in the Notice.

5.3 Chapter 2E Corporations Act

The Board (excluding each Director in respect of the Resolution that relates to the issue of Performance Rights to them) considers that Shareholder approval pursuant to Chapter 2E of the Corporations Act is not required in respect of the grant of Performance Rights the subject of Resolutions 4, 5 and 6. This is because the grant of the Performance Rights, reached as part of the remuneration packages for Messrs Kabunga, Ocello and Fazio, are considered to amount to reasonable remuneration in the circumstances, and were negotiated on an arm's length basis.

5.4 Directors' recommendation

Having considered all relevant matters, the Directors (other than Mr Kabunga in relation to Resolution 4, Mr Ocello in relation to Resolution 5, and Mr Fazio in relation to Resolution 6) believe that the issue of those Performance Rights is in the best interests of the Company and unanimously recommend that Shareholders vote in favour of Resolutions 4, 5 and 6.

Mr Kabunga makes no recommendation to Shareholders in relation to Resolution 4 because he has an interest in the outcome of that Resolution.

Mr Ocello makes no recommendation to Shareholders in relation to Resolution 5 because he has an interest in the outcome of that Resolution.

Mr Fazio makes no recommendation to Shareholders in relation to Resolution 6 because he has an interest in the outcome of that Resolution.

6 RESOLUTION 7 – APPROVAL OF 10% PLACEMENT CAPACITY

6.1 General

Listing Rule 7.1A provides that an Eligible Entity (as defined below) may seek shareholder approval, by way of a special resolution passed at an annual general meeting, to have the capacity to issue up to that number of Equity Securities (as defined below) equal to 10% of its issued capital (**10% Placement Capacity**) without using that company's existing 15% annual placement capacity granted under Listing Rule 7.1.

An Eligible Entity is one that, as at the date of the relevant annual general meeting:

- (a) is not included in the S&P/ASX 300 Index; and
- (b) has a maximum market capitalisation equal to or less than \$300,000,000.

The Company is an **Eligible Entity** as it is not included in the S&P/ASX 300 Index and has a current market capitalisation of approximately \$262 million (based on the number of Shares on issue and the closing price of Shares on the ASX on 3 October 2022, being the last practicable date prior to finalising the Notice).

An **Equity Security** includes a share, a unit in a trust, a right to a share or unit in a trust or option, an option over an issued or unissued security, a convertible security, or any security that ASX decides to classify as an equity security. Any Equity Securities issued under the 10% Placement Capacity must be in the same class as an existing class of quoted Equity Securities. As at the date of the Notice, the Company currently has one class of quoted Equity Securities on issue, being Shares (ASX code: LIN).

If Shareholders approve Resolution 7, the number of Equity Securities the Company may issue under the 10% Placement Capacity will be determined in accordance with the formula prescribed in Listing Rule 7.1A.2 and the Company's total placement capacity will increase to 25% of its issued capital pursuant to Listing Rule 7.1 and 7.1A.

Resolution 7 is a special resolution. Accordingly, at least 75% of votes cast by Shareholders present and eligible to vote at the Meeting must be in favour of Resolution 7 for it to be passed. If Resolution 7 is not passed, the Company will not have approval to issue Equity Securities under its 10% Placement Capacity.

6.2 Technical information required by Listing Rule 7.1A

Pursuant to and in accordance with Listing Rule 7.3A, the information below is provided in relation to this Resolution 7:

Minimum Price

The minimum price at which the Equity Securities may be issued under the 10% Placement Capacity is 75% of the volume weighted average price of Equity Securities in that class, calculated over the 15 ASX trading days on which trades in that class were recorded immediately before:

- (a) the date on which the price at which the Equity Securities are to be issued is agreed; or
- (b) if the Equity Securities are not issued within 10 ASX trading days of the date specified in paragraph (a) above, the date on which the Equity Securities are issued.

Date of Issue

The Equity Securities may be issued under the 10% Placement Capacity commencing on the date of the Meeting and expiring on the first to occur of the following:

- (a) 12 months after the date of the Meeting;
- (b) the date of the Company's next annual general meeting; and
- (c) the date of approval by Shareholders of any transaction under Listing Rules 11.1.2 (a significant change to the nature or scale of the Company's activities) or 11.2 (disposal of the Company's main undertaking),

(10% Placement Capacity Period).

Risk of voting dilution

Any issue of Equity Securities under the 10% Placement Capacity will dilute the interests of Shareholders who do not receive any Shares under the issue.

If Resolution 7 is approved by Shareholders and the Company issues the maximum number of Equity Securities available under the 10% Placement Capacity, the economic and voting dilution of existing Shares would be as shown in the table below.

The table below shows the dilution of existing Shareholders calculated in accordance with the formula outlined in Listing Rule 7.1A.2, on the basis of the market price of Shares and the number of Equity Securities on issue as at 21 September 2022, being the last practicable date prior to finalising the Notice. The table also shows the voting dilution impact where the number of Shares on issue (Variable A in the formula) changes and the economic dilution where there are changes in the issue price of Shares issued under the 10% Placement Capacity.

Number of Shares on Issue (Variable 'A' in Listing Rule 7.1A.2)*	Dilution			
	Issue Price (per Share)	\$0.143 50% decrease in Issue Price	\$0.285 Issue Price	\$0.428 50% increase in Issue Price
846,134,453 Shares (Current Variable A)	Shares issued - 10% voting dilution	84,613,445 Shares	84,613,445 Shares	84,613,445 Shares
	Funds raised	\$12,099,723	\$24,144,832	\$36,214,555
1,269,201,680 Shares (50% increase in Variable A)	Shares issued - 10% voting dilution	126,920,168 Shares	126,920,168 Shares	126,920,168 Shares
	Funds raised	\$18,149,584	\$36,172,248	\$54,321,832
1,692,268,906 Shares (100% increase in Variable A)	Shares issued - 10% voting dilution	169,226,891 Shares	169,226,891 Shares	169,226,891 Shares
	Funds raised	\$24,199,445	\$48,229,664	\$72,429,109

*The number of Shares on issue (Variable A in the formula) could increase as a result of the issue of Shares that do not require Shareholder approval (such as under a pro-rata rights issue or scrip issued under a takeover offer) or that are issued with Shareholder approval under Listing Rule 7.1.

The table above uses the following assumptions:

1. There are currently 848,347,013 existing Shares on issue as at 21 September 2022, being the last practicable date prior to finalising the Notice.
2. The issue price set out above is the closing price of the Shares on the ASX on 21 September 2022.
3. The Company issues the maximum possible number of Equity Securities under the 10% Placement Capacity.
4. The Company has not issued any Equity Securities in the 12 months prior to the Meeting that were not issued under an exception in Listing Rule 7.2 or without approval under Listing Rule 7.1.
5. The issue of Equity Securities under the 10% Placement Capacity consists only of Shares. It is assumed that no convertible securities convert into Shares before the date of issue of the Equity Securities.
6. The calculations above do not show the dilution that any one particular Shareholder will be subject to. All Shareholders should consider the dilution caused to their own shareholding depending on their specific circumstances.
7. This table does not set out any dilution pursuant to approvals obtained under Listing Rule 7.1.

8. The 10% voting dilution reflects the aggregate percentage dilution against the issued share capital at the time of issue. This is why the voting dilution is shown in each example as 10%.
9. The table does not show an example of dilution that may be caused to a particular Shareholder by reason of placements under the 10% Placement Capacity, based on that Shareholder's holding at the date of the Meeting.

Shareholders should note that there is a risk that:

- (a) the market price for the Company's Shares may be significantly lower on the issue date than on the date of the Meeting; and
- (b) the Shares may be issued at a price that is at a discount to the market price for those Shares on the date of issue.

Purpose of issue under 10% Placement Capacity

The Company may only issue Equity Securities under the 10% Placement Capacity for cash consideration. The Company intends to use any funds raised by utilising the 10% Placement Capacity to pursue the exploration and development of the Company's Kangankunde Project and bauxite projects, and for general working capital purposes.

The Company will comply with the disclosure obligations under Listing Rule 7.1A.4 upon the issue of any Equity Securities.

Allocation under the 10% Placement Capacity

The recipients of the Equity Securities to be issued under the 10% Placement Capacity have not yet been determined. However, the recipients of Equity Securities could consist of current Shareholders or new investors (or both), none of whom will be related parties of the Company.

The Company will determine the recipients at the time of the issue under the 10% Placement Capacity, having regard to the following factors:

- (a) the purpose of the issue;
- (b) alternative methods for raising funds available to the Company at that time, including, but not limited to, an entitlement issue or other offer where existing Shareholders may participate;
- (c) the effect of the issue of the Equity Securities on the control of the Company;
- (d) the circumstances of the Company, including, but not limited to, the financial position and solvency of the Company;
- (e) prevailing market conditions; and
- (f) advice from corporate, financial and broking advisers (if applicable).

Previous issues under Listing Rules 7.1A

The Company has not issued or agreed to issue any Equity Securities under Listing Rule 7.1A.2 in the 12 months preceding the date of the Meeting.

GLOSSARY

\$ means Australian dollars.

10% Placement Capacity has the meaning as given to the term in Section 6.1.

10% Placement Capacity Period has the meaning as given to the term in Section 6.2.

Annual Financial Report means the annual financial report of the Company and its controlled entities for the financial year ended 30 June 2021.

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

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

Auditor's Report means the auditor's report forming part of the Company's Annual Financial Report for the Company and its controlled entities for the financial year ended 30 June 2021.

Board means the board of Directors.

Chair means the person chairing the Meeting from time to time.

Closely Related Party of Key Management Personnel means:

- a spouse or child of the member;
- a child of the member's spouse;
- a dependent of the member or the member's spouse;
- 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 dealings with the Company;
- company the member controls; or
- a person prescribed by the Corporations Regulations.

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

Constitution means the Company's constitution.

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

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

Director means a director of the Company.

Directors' Report means the directors' report forming part of the Company's Annual Financial Report for the Company and its controlled entities for the financial year ended 30 June 2022.

Eligible Entity has the meaning as given to the term in Section 6.1.

Equity Securities has the meaning as given to the term in Section 6.1.

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

JORC means the Australasian Code for Reporting of Exploration Results, Mineral Resources and Ore Reserves.

Kangankunde Project means the rare earths project located in Malawi.

Key Management Personnel has the same meaning given in the accounting standards. Broadly speaking this includes those persons with the authority and responsibility for planning, directing and controlling the activities of the Company (whether directly or indirectly), and includes any Directors of the Company.

Last Practicable Date means the last practicable date prior to finalising the Notice.

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

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

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

Relevant Executive means any person who holds or has held, at any point within the last three years, a managerial or executive office in the Company or a related body corporate.

Remuneration Report means the remuneration report contained in the Directors' Report, forming part of the Company's Annual Financial Report for the Company and its controlled entities for the financial year ended 30 June 2022.

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.

Tranche 1 Performance Rights has the meaning given to the term in Section 4.1.

Tranche 2 Performance Rights has the meaning given to the term in Section 4.1.

Tranche 3 Performance Rights has the meaning given to the term in Section 4.1.

Tranche 4 Performance Rights has the meaning given to the term in Section 4.1.

VWAP means the volume weighted average price on the ASX.

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

Annexure A – Summary of material terms of Performance Rights

- 1 **(Terms of Performance Rights):** Each Performance Right represents a right to acquire one fully paid ordinary share in the capital of the Company (**Share**), subject to the terms and conditions of the Performance Right.

Prior to a Performance Right being exercised, a holder does not have any interest (legal, equitable or otherwise) in any Share the subject of the Performance Right by virtue of holding the Performance Right other than as set out in the terms. Except due to the operation of law, a holder may not sell, assign, transfer, grant a security interest over or otherwise deal with a Performance Right that has been granted to them. A holder must not enter into any arrangement for the purpose of hedging their economic exposure to a Performance Right that has been granted to them.

- 2 **(Vesting of Performance Rights):** If all the vesting conditions are satisfied and/or otherwise waived by the Company's board of directors (**Board**) or in accordance with the terms of the Performance Rights, a vesting notice will be sent to the Performance Right holder (**holder**) by the Company informing them that the relevant Performance Rights have vested. Unless and until the vesting notice is issued by the Company, the Performance Rights will not be considered to have vested.
- 3 **(Exercise of Performance Rights):** To exercise a Performance Right, the holder must deliver a signed notice of exercise at any time prior to the earlier of any date specified in the vesting notice and the expiry date. More than one signed notice of exercise can be delivered by a holder in relation to a holding of Performance Rights from the date of a vesting notice until the earlier of any date specified in the vesting notice and the expiry date. A Performance Right may not be exercised unless and until that security has vested in accordance with its terms, or such earlier date on which the holder is entitled to exercise that security in accordance with those terms.
- 4 **(Delivery of Shares on Exercise of Performance Rights):** As soon as practicable after the valid exercise of a Performance Right by a holder, the Company will issue or cause to be transferred to that holder the number of Shares to which the holder is entitled and issue a substitute certificate for any remaining unexercised Performance Rights held by that holder.
- 5 **(Forfeiture or non forfeiture of Performance Rights):** Where the Board determines that the holder has acted fraudulently or dishonestly, or wilfully breached his or her duties to a member of the Company group, the Board may in its discretion deem all unvested and/or vested Performance Rights held by that the holder that have not been exercised to have been forfeited.

Unless the Board otherwise determines, or as otherwise set out in the terms of the Performance Rights:

- (i) any Performance Rights which have not yet vested will be forfeited immediately on the date that the Board determines (acting reasonably and in good faith) that any applicable vesting conditions have not been met or cannot be met by the relevant date; and
 - (ii) any Performance Rights which have not yet vested will be automatically forfeited on the expiry date.
- 6 **(Change of control):** If a Change of Control Event occurs in relation to the Company, or the Board determines that such an event is likely to occur, then subject to applicable laws and the Listing Rules, all vesting conditions for all Performance Rights will be deemed to have been waived. A **Change of Control Event** includes, but is not limited to: (i) a change in Control (as defined in section 50AA of the Corporations Act) of the Company; (ii) members of the Company approving a scheme which will result in any person owning more than 50% of the Company's Shares; (iii) a takeover bid for the Company becoming unconditional and the bidder having a relevant interest in more than 50% of the Company's Shares; and (iv) any group company entering into agreements to sell in aggregate a majority in value of the businesses or assets of the group.

- 7 (Rights attaching to Shares):** All Shares issued to a holder upon the valid exercise of a Performance Right will rank pari passu in all respects with the Shares of the same class.
- 8 (Adjustment of Performance Rights):** If there is a reorganisation of the issued share capital of the Company (including any subdivision, consolidation, reduction, return or cancellation of such issued capital of the Company), the rights of the holder will be changed to the extent necessary to comply with the Listing Rules applicable to a reorganisation of capital at the time of the reorganisation.

If Shares are issued by the Company by way of bonus issue (other than an issue in lieu of dividends or by way of dividend reinvestment), the holder is entitled, upon exercise of the Performance Rights, to receive an allotment of as many additional Shares as would have been issued to the holder if the holder held Shares equal in number to the Shares in respect of which the Performance Rights are exercised.

Unless otherwise determined by the Board, a holder of Performance Rights does not have the right to participate in a pro rata issue of Shares made by the Company or sell renounceable rights.

- 9 (Participation in new issues):** Other than as set out above, there are no participation rights or entitlements inherent in the Performance Rights and holders are not entitled to participate in any new issue of Shares of the Company during the currency of the Performance Rights without exercising the Performance Rights.
- 10 (Other rights):** A Performance Right does not confer on the holder:
- (i) any right to vote at a meeting of the shareholders of the Company;
 - (ii) any entitlement to a dividend, whether fixed or at the discretion of the Directors;
 - (iii) any right to a return of capital, whether in a winding up, upon a reduction of capital or otherwise; or
 - (iv) any right to participate in the surplus profit or assets of the Company upon a winding up.
- 11 (Amendment of terms):** Subject to the following paragraph, the Corporations Act and the Listing Rules, the Board may at any time amend the terms and conditions upon which any Performance Rights have been granted and determine that any amendments be given retrospective effect, immediate effect or future effect.

No amendment to any terms may be made if the amendment materially reduces the rights of any holder as they existed before the date of the amendment, other than an amendment introduced primarily for the purpose of complying with legislation or to correct manifest error or mistake, amongst other things.

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 **4.00pm (WST) on Saturday, 26 November 2022**, 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.



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