



LOTUS RESOURCES LIMITED

ACN 119 992 175

NOTICE OF ANNUAL GENERAL MEETING

Notice is given that the Meeting will be held at:

TIME: 9.00am (AWST)

DATE: Thursday 17 October 2024

PLACE: Conference Suites, Level 1, 140 St Georges Terrace, Perth, Western Australia

This Notice and the accompanying Explanatory Memorandum should be read in its entirety. If Shareholders are in doubt as to how they should vote, they should seek advice from their accountant, solicitor or other professional adviser prior to voting.

Should you wish to discuss any matter please do not hesitate to contact the Company by telephone on +61 8 9200 3427

NOTICE OF ANNUAL GENERAL MEETING

Notice is hereby given that the Annual General Meeting of Shareholders of Lotus Resources Limited (**Company**) will be held at 9.00am (AWST) on Thursday 17 October 2024 at Level 1, 140 St Georges Terrace, Perth, Western Australia (**Meeting**).

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

The Directors have determined pursuant to regulation 7.11.37 of the *Corporations Regulations 2001* (Cth) that the persons eligible to vote at the Meeting are those who are registered as Shareholders at 9.00am (AWST) on Tuesday 15 October 2024.

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

AGENDA

1. FINANCIAL STATEMENTS AND REPORTS

To receive and consider the Annual Report of the Company and its controlled entities for the financial year ended 30 June 2024 together with the Financial Report, the Directors' Report and the Auditor's Report.

2. RESOLUTION 1 – ADOPTION OF REMUNERATION REPORT

To consider and, if thought fit, to pass, with or without amendment, the following resolution as a non-binding resolution:

“That, pursuant to and in accordance with section 250R(2) of the Corporations Act and for all other purposes, approval is given for the adoption of the Remuneration Report on the terms and conditions in the Explanatory Memorandum.”

Note: The vote on Resolution 1 will be an advisory vote of Shareholders only and will not bind the Directors or the Company.

The Company will disregard any votes cast on this Resolution by or on behalf of any Key Management Personnel (“KMP”) or Closely Related Parties of KMP.

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

1. A person as 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
 2. 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, and such appointment on the proxy form expressly authorises the chair to exercise the proxy even if the Resolution is connected directly with the Remuneration Report; or
 3. A holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:
 - a. 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
 - b. The holder votes on the Resolution in accordance with directions given by the beneficiary to the holder to vote in that way.
-

3. RESOLUTION 2 – RE-ELECTION OF DIRECTOR – GRANT DAVEY

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

"That, pursuant to and in accordance with article 14.2 of the Constitution, Listing Rule 14.4 and for all other purposes, Mr Grant Davey, a Director, retires and being eligible and offering himself for re-election, is elected as a Director."

4. RESOLUTION 3 – ELECTION OF DIRECTOR – KEITH BOWES

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

"That, pursuant to and in accordance with article 14.2 of the Constitution and for all other purposes, Mr Keith Bowes, being eligible and offering himself for election, is elected as a Director."

5. RESOLUTION 4 – RATIFICATION OF PRIOR 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 100,000,000 Shares on the terms and conditions set out in the Explanatory Statement."

Listing Rules Voting Exclusion Statement

The Company will disregard any votes cast in favour of this Resolution by or on behalf of any person who participates in the issue or an associate of those persons. However, this does not apply to a vote cast in favour of the Resolution by:

1. A person as 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
2. 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
3. A holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:
 - a) 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
 - b) The holder votes on the Resolution in accordance with directions given by the beneficiary to the holder to vote in that way.

Dated: 11 September 2024

By order of the Board



Catherine Anderson
Company Secretary

EXPLANATORY MEMORANDUM

1. INTRODUCTION

The Explanatory Memorandum has been prepared for the information of Shareholders in connection with the business to be conducted at the Meeting to be held at 9.00am (AWST) on Thursday 17 October 2024 at Level 1, 140 St Georges Terrace, Perth, Western Australia.

The Explanatory Memorandum forms part of the Notice which should be read in its entirety. The Explanatory Memorandum contains the terms and conditions on which the Resolutions will be voted.

1.1 Your vote is important

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

1.2 Voting eligibility

The Directors have determined pursuant to Regulation 7.11.37 of the *Corporations Regulations 2001* (Cth) that the persons eligible to vote at the Meeting are those who are registered Shareholders at 9.00am AWST on Tuesday 15 October 2024.

1.3 Responsibility

This Notice of Meeting and Explanatory Memorandum have been prepared by the Company under the direction and oversight of its Directors.

1.4 ASX

A final copy of this Notice of Meeting and Explanatory Memorandum has been lodged with ASX. Neither ASX nor any of its officers take any responsibility for the contents of this document.

2. ACTION TO BE TAKEN BY SHAREHOLDERS

Shareholders should read the Notice including the Explanatory Memorandum carefully before deciding how to vote on the Resolutions.

The Company advises that a poll will be conducted for all Resolutions.

2.1 Voting in person

A shareholder that is an individual may attend and vote in person at the meeting. If you wish to attend the meeting, please bring the enclosed proxy form to the meeting to assist in registering your attendance and number of votes. Please arrive 20 minutes prior to the start of the meeting to facilitate this registration process.

2.2 Voting by corporate representative

A shareholder that is a corporation may appoint an individual to act as its representative to vote at the meeting in accordance with section 250D of the *Corporations Act 2001* (Cth). The representative should bring to the meeting evidence of his or her appointment, including any authority under which the appointment is signed. The appropriate "Appointment of Corporate Representative" form should be completed and produced prior to admission to the meeting. This form may be obtained from the Company's share registry.

2.3 Appointment of proxies

Each Shareholder entitled to vote at the Meeting may appoint a proxy to attend and vote at the Meeting. To vote by proxy, please complete, sign and return the enclosed Proxy Form in accordance with its instructions. A proxy need not be a Shareholder of the Company and can be an individual or a body corporate.

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

(a) **Proxy vote if appointment specifies way to vote**

Section 250BB(1) of the Corporations Act provides that an appointment of a proxy may specify the way the proxy is to vote on a particular resolution and, if it does:

- (i) The proxy need not vote on a show of hands, but if the proxy does so, the proxy must vote that way (i.e. as directed);
- (ii) If the proxy has 2 or more appointments that specify different ways to vote on the resolution – the proxy must not vote on a show of hands;
- (iii) If the proxy is the Chair at which the resolution is voted on – the proxy must vote on a poll, and must vote that way (i.e. as directed); and
- (iv) If the proxy is not the Chair – the proxy need not vote on the poll, but if the proxy does so, the proxy must vote that way (i.e. as directed).

(b) **Transfer of non-chair proxy to chair in certain circumstances**

Section 250BC of the Corporations Act provides that, if:

- (i) An appointment of a proxy specifies the way the proxy is to vote on a particular resolution at a meeting of the Company's members;
- (ii) The appointed proxy is not the Chair;
- (iii) At the meeting, a poll is duly demanded on the resolution; and
- (iv) Either of the following applies:
 - (A) The proxy is not recorded as attending the meeting; or
 - (B) The proxy does not vote on the resolution,

the Chair is taken, before voting on the resolution closes, to have been appointed as the proxy for the purposes of voting on the resolution at the meeting.

The Chair intends to exercise all available proxies in favour of all Resolutions.

2.4 Lodgement of proxy documents

The enclosed Proxy Form provides further details on appointing proxies and lodgement. To be valid, your proxy form (and any power of attorney under which it is signed) must be received at an address given below by 9.00am (AWST) on Tuesday 17 October 2024. Any proxy form received after that time will not be valid for the scheduled meeting. Proxies should be returned as follows:

Online	www.investorvote.com.au
By mail	Share Registry – Computershare Investor Services Pty Limited, GPO Box 242, Melbourne Victoria 3001, Australia
By mobile	Scan the QR Code on your proxy form and follow the prompts
Custodian voting	For Intermediary Online subscribers only (custodians) please visit www.intermediaryonline.com to submit your voting intentions

2.5 Voting exclusions

Pursuant to requirements of the Corporations Act and Listing Rules, voting exclusions apply to certain Resolutions. Please refer to the Notice and to the discussion of the relevant Resolutions below for details of the applicable voting exclusions.

3. FINANCIAL STATEMENTS AND REPORTS

Section 317(1) of the Corporations Act requires each of the Financial Report (which includes the Financial Statements and Directors' Declaration), the Directors' Report and the Auditor's Report for the last financial year to be laid before the Meeting. There is no requirement for these reports to be formally approved by Shareholders.

Shareholders will be given a reasonable opportunity at the Meeting to ask questions and comment on these reports and on the business, operations and management of the Company.

In addition to taking questions at the Meeting, written questions to the Chair about the management of the Company, or to the Company's auditor about:

- (a) The preparation and the content of the Auditor's Report;
- (b) The conduct of the audit;
- (c) Accounting policies of the Company for the preparation of the financial statements; and
- (d) The independence of the auditor in relation to the conduct of the audit, may be submitted no later than five Business Days before the Meeting to the Company Secretary at the Company's registered office.

4. RESOLUTION 1 – ADOPTION OF REMUNERATION REPORT

4.1 General

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. However, such a resolution is advisory only and does not bind the company or the directors of the company.

The Directors' Report contains the Remuneration Report which sets out the Company's remuneration arrangements for the directors and senior management of the Company.

The Chair must allow a reasonable opportunity for its shareholders to ask questions about or make comments on the Remuneration Report at the annual general meeting.

4.2 Voting consequences

A company is required to put to its shareholders a resolution proposing the calling of another meeting of shareholders to consider the appointment of directors of the company (**Spill Resolution**) if, at consecutive annual general meetings, at least 25% of the votes cast on a remuneration report resolution are voted against adoption of the remuneration report and at the first of those annual general meetings a Spill Resolution was not put to vote. If required, the Spill Resolution must be put to vote at the second of those annual general meetings.

If more than 50% of votes cast are in favour of the Spill Resolution, the Company must convene a shareholder meeting (**Spill Meeting**) within 90 days of the second annual general meeting.

All of the Directors of the Company who were in office when the Directors' Report (as included in the Company's Financial Report for the most recent financial year) was approved, other than the managing director of the Company, will cease to hold office immediately before the end of the Spill Meeting but may stand for re-election at the Spill Meeting.

Following the Spill Meeting those persons whose election or re-election as Directors of the Company is approved will be the Directors of the Company.

4.3 Previous voting results

At the 2023 AGM the votes cast against the Remuneration Report were less than 25% and accordingly the Spill Resolution is not relevant for this Meeting.

4.4 Undirected proxies

The Chair intends to exercise all undirected proxies in favour of Resolution 1. If the Chair is appointed as your proxy and you have not specified the way the Chair is to vote on Resolution 1, by signing and returning the Proxy Form, you are considered to have provided the Chair with an express authorisation for the Chair to vote your proxy in accordance with the Chair's intention even though Resolution 1 is connected directly or indirectly to the remuneration of Key Management Personnel.

5. RESOLUTION 2 – RE-ELECTION OF DIRECTOR – MR GRANT DAVEY

5.1 General

Article 14.2 of the Constitution provides that one third of the Directors must retire at each annual general meeting (or if that is not a whole number, the whole number nearest to one third, rounded up), with the Director/s to retire those who have held their office as Director for the longest period since their last election, as well as also providing that no director except a Managing Director shall hold office for a period in excess of 3 years. In addition, Listing Rule 14.4 provides that, other than a managing director, a director of an entity must not hold office (without re-election) past the third annual general meeting following the director's appointment or three years, whichever is the longer.

Mr Grant Davey was last re-elected as a Director at the 2021 AGM and hence being eligible, pursuant to article 14.2 of the Constitution and Listing Rule 14.4, seeks re-election. Details of Mr Davey's background and experience are provided below.

Mr Davey has been a director of the Company since 23 June 2020 and an Executive Director since August this year. He is also on the Company's ESG/Sustainability Committee (Environmental, Social and Governance).

Resolution 2 is an ordinary resolution.

5.2 Career Summary

Mr Davey studied Mining Engineering at the University of the Witwatersrand where he graduated with a BSc Mining Engineering (Hon).

He has over 30 years of operational and senior management experience in the development, construction and operation of global mining and energy projects.

He started his career with the Anglo American Gold and Uranium Division in 1989, and worked within the Anglo American Group in the Gold, Platinum and Coal division until 2008.

Subsequent to this he has been involved in the acquisition, financing and development of a wide variety of projects in the mining and energy space. These include Crocodile Gold's Pine Creek project in the Northern Territory of Australia, the Panda Hill Niobium project in Tanzania, Boss Resources Honeymoon uranium project in South Australia, the Kayelekera Uranium mine in Malawi and Frontier Energy's Bristol Springs and Waroona Solar/battery projects in Western Australia.

Mr Davey is currently the Executive Chair of Frontier Energy, Chair of Earth's Energy and non-executive director of Lotus Resources Limited.

5.3 Skills and Experience

Mr Davey brings to the Company expertise in mining and energy projects. His operational and technical expertise as well as experience in capital market and financing ensures efficient execution of major capital projects.

Mr Davey's extensive global business experience and skills, in particular his financial acumen and understanding of the risks and opportunities relevant to the Company's projects make him a valuable contributor to the Board and the Committees on which he sits. With his uranium market, financing and operational experience he is an asset to our Board as we move into production.

5.4 Interests in Lotus Resources securities

At the date of this Notice of Meeting, Mr Davey holds 150,098,458 fully paid ordinary shares in the Company, and 2,000,000 unlisted options vesting on 31 March 2025, exercisable at nil and expiring on 30 September 2026 (the issue of which was approved at the Company's 2023 AGM).

5.5 Memberships and other directorships

Mr Davey is a member of the Australian Institute of Company Directors.

Mr Davey is the Executive Chairman of Frontier Energy Limited (ASX: FHE) (appointed 27 February 2018) and an Executive Director of Earths Energy Limited (ASX:EE1) (appointed 27 July 2017).

The Company has ensured that Mr Davey is able to provide the required time and effort towards his Board membership and confirms that it undertook appropriate checks on this issue, which did not identify any information of concern. Mr Davey has acknowledged to the Company that he has sufficient time to fulfill his responsibilities as a director. His other roles are for much smaller organisations that are in the exploration phase. As a result, these require less time commitment. Independence

If re-elected, the Board considers that Mr Davey will not be an independent director due to his substantial shareholding in the Company and the consulting agreement in place with the Company.

5.6 Board recommendation

The Board (excluding Mr Davey) recommends that Shareholders vote in favour of Mr Davey's re-election.

The Chair intends to vote undirected proxies in favour of this Resolution.

5.7 Technical information required by Listing Rule 14.1A

If this Resolution is passed, Mr Davey will be re-elected to the Board as an Executive Director. If this Resolution is not passed, Mr Davey will not continue in their role as an Executive Director.

6. RESOLUTION 3 – ELECTION OF DIRECTOR – MR KEITH BOWES

6.1 General

Article 14.2 of the Constitution provides that one third of the Directors must retire at each annual general meeting (or if that is not a whole number, the whole number nearest to one third, rounded up), with the Director/s to retire those who have held their office as Director for the longest period since their last election, as well as also providing that no director except a Managing Director shall hold office for a period in excess of 3 years. Mr Bowes has been a director of the Company since 15 February 2021, originally as Managing Director and now as Executive Director (Technical). He is also on the Company's ESG/Sustainability Committee (Environmental, Social and Governance).

As Managing Director, Mr Bowes was excluded from the requirements of Article 14.2 of the Constitution. As Mr Bowes has recently transitioned from the role of Managing Director, he retires by rotation at the 2024 AGM and being eligible, seeks re-election.

Details of Mr Bowes' background and experience are provided below.

Resolution 3 is an ordinary resolution.

6.2 Career Summary

Mr Bowes completed his studies at the University of Natal where he graduated with a BSc Chemical Engineering. He is also a graduate of the Australian Institute of Company Directors.

Mr Bowes has over 30 years of technical, project development and operational experience in the mining industry. He has worked around the globe at mines in Africa, South America and Australia and across a variety of commodities including zinc, nickel, copper, gold and uranium.

Mr Bowes started his career with the Anglo American in 1993 where he initially worked in their technical division in Johannesburg focused on projects in southern Africa specifically copper, zinc and nickel opportunities. In 2001 he moved to an operational role where he was part of the owner's team responsible for the construction, commissioning and ramp-up of the Skorpion Zinc Mine in Namibia. In 2004 he moved to Australia where he joined the Nickel West division of BHP, initially working on projects for the Mount Keith Nickel Mine. He was then transferred to the Stainless Steel Materials division in 2005 and seconded as Technical Manager to the Cerro Matoso Nickel Mine in Colombia. He returned to Perth in 2008 and worked as Project Manager for the Nickel West Division.

Mr Bowes left BHP in 2010 and completed his career in the major mining houses by working for Vale in their Perth office in the base metal project development group which was responsible for project generation in the Australasia and Asian regions.

In 2013 Mr Bowes moved into the junior explorer/developer space where he has been involved in the acquisition and development of a number of projects predominantly through the Matador Capital Group where he was Project Director and/or Executive Director in the various publicly listed companies that held the assets. The projects included the Cradle Resources Panda Hill niobium project in Tanzania, Boss Resources Honeymoon uranium mine in South Australia, Superior Lakes zinc project in Ontario, Sovereign Metals graphite project in Malawi, Matador Mining's Cape Ray gold project in Newfoundland and Lotus Resources Kayelekera Uranium mine in Malawi.

Mr Bowes is currently Executive Director (Technical) of Lotus Resources Limited and non-executive director of Copper Strike Limited.

6.3 Skills and Experience

Mr Bowes brings to the Company expertise in mining and technology projects. His technical and operational expertise as well as experience in project development, including financing, has been critical to the projects in which he has been involved.

Mr Bowes has extensive knowledge of the uranium processes, the uranium market fundamentals as well as an understanding of the risks relevant to the Company's projects. This along with his insights into opportunities and potential prospects in areas such as M&A make him a valuable contributor to the Board and the Committees on which he sits.

Mr Bowes fundamental role is in advising the board and support the management team in the execution of the Kayelekera Project and the development of the Letlhakane Project.

6.4 Interests in Lotus Resources securities

At the date of this Notice of Meeting, Mr Bowes holds the following securities in the Company:

Shares	Options
11,873,996	655,590 options expiring 29 November 2026 335,814 options expiring 31 October 2025 1,767,442 options expiring 31 October 2027 3,000,000 options expiring 30 September 2026 2,197,838 options expiring 31 October 2028 696,585 options expiring 31 October 2026 All options have a nil exercise price
Total shares: 11,873,996	Total options: 8,653,269 (AGM approvals 2021, 2022 & 2023)

6.5 Memberships and other directorships

Mr Bowes is a graduate of the Australian Institute of Company Directors.

Mr Bowes is a Non-Executive Director of Copper Strike Limited (ASX:CSE) (appointed 6 December 2022).

6.6 Independence

If re-elected, Mr Bowes will not be an independent director as he will remain in an executive role with the Company.

6.7 Board recommendation

The Board (excluding Mr Bowes) recommends that Shareholders vote in favour of Mr Bowes' re-election. The Chair intends to vote undirected proxies in favour of this Resolution.

7. RESOLUTION 4 – RATIFICATION OF PRIOR SHARE ISSUE

7.1 Background

As announced on 23 February this year, the Company undertook a placement to strategic investors to raise \$30 million via the issue of 100 million new shares at \$0.30, a 6.5% discount to its then last traded price of \$0.32 (**Placement** and **Placement Shares**). These shares were issued pursuant to the Company's placement capacity under ASX Listing Rule 7.1.

The funds raised have enabled Lotus to accelerate the restart works at its Kayelekera mine in Malawi (**Kayelekera**) and advance works at its Letlhakane project in Botswana (**Letlhakane**).

Canaccord Genuity (Australia) Ltd (**Canaccord**) was the Lead Manager to the Placement, with BW Equities acting as Co-Manager.

The announcement can be accessed via this link:

<https://announcements.asx.com.au/asxpdf/20240223/pdf/060qvv1f13nc24.pdf>

7.2 Use of funds

The company has applied the funds in conjunction with its existing cash resources to progress its stated objectives. In relation to the Kayelekera Project, funds have been applied to activities including

- completing the FEED (Front End Engineering Design) program and commencing detailed design in preparation for the restart of operations, with initial orders for long lead items to be placed soon;
- advancing offtake discussions with various utilities and traders with the recent execution of an offtake contract and offtake term sheet;
- progressing financing options including the appointment of debt advisors and the recent announcement of a US\$15 million unsecured facility; and
- the ongoing care and maintenance activities and associated capital works at site.

In relation to the Letlhakane Project, funds have been applied to activities including

- executing an infill drill program targeting the most economic parts of the resource and seeking to convert these where required into Measured and Indicated (M&I) status;
- commissioning a scoping study to focus on reviewing mining options; and
- updating the Mineral Resource Estimate with increased M&I resources.

Funds have also been applied to corporate expenditures, the costs of the raising and general working capital purposes.

7.3 ASX Listing Rule 7.1

ASX Listing Rule 7.1 imposes a limit on the number of equity securities (including ordinary shares) that a company can issue or agree to issue without shareholder approval. Generally, a company may not, without shareholder approval, issue in any 12-month period, a number of equity securities which is more than 15% of the number of fully paid ordinary shares on issue 12 months before the issue.

The number of equity securities that may be issued by a company under ASX Listing Rule 7.1 without shareholder approval is not impacted by equity securities which are issued under an exception contained in ASX Listing Rule 7.2 or which have received shareholder approval.

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

ASX Listing Rule 7.4 provides that an issue by a company of equity securities made without shareholder approval under ASX Listing Rule 7.1 is treated as having been made with approval, if the issue did not breach ASX Listing Rule 7.1 when made and the company's shareholders subsequently approve it.

The Board has decided to seek shareholder approval under ASX Listing Rule 7.4 in respect of the Placement.

The Placement represented approximately 5.46% of the Company's fully paid ordinary shares on issue as the date of issue and as at the date of this Notice.

7.4 Why seek Shareholder approval?

The Company's capital base is critical to its ability to manage its business. The Company's only source of funds at present is from its share capital and so it needs to take advantage of opportunities to increase its level of cash reserves, particularly in periods like the present where it is planned to ramp up operations.

The approval of shareholders is being sought to provide the Company with the maximum flexibility to undertake further equity raisings without the need for further shareholder approval. The requirement to obtain shareholder approval for an issue, at the time of issue, could limit the Company's ability to take advantage of opportunities that may arise to raise equity capital.

It should be noted that, notwithstanding an approval by shareholders of the proposed resolution relating to this item of business, any future equity raisings will remain subject to the 15% limit set out in ASX Listing Rule 7.1.

No decision has been made by the Board to undertake any further issue of equity securities in the event that approval is received from shareholders in respect of this Resolution. The Board will only decide to issue further equity securities if it considers it is in the best interests of the Company to do so at that time.

7.5 Listing Rule 7.4

Listing Rule 7.4 provides that where an entity in a general meeting ratifies the previous issue of securities made pursuant to Listing Rule 7.1 (and provided that the previous issue did not breach Listing Rule 7.1), those securities will be deemed to have been made with Shareholder approval under Listing Rule 7.1, thereby "refreshing" the Company's capacity under Listing Rule 7.1.

By ratifying these previous issues, the Company will retain the flexibility to issue equity securities in the future within the limits of Listing Rules 7.1 up to its 15% capacity without needing to seek further Shareholder approval. Accordingly, this Resolutions seek shareholder approval to allow the Company to refresh its 15% share issue capacity.

If Shareholders do not approve this Resolution, the issue of the Placement Shares will not be ratified and will not be deemed to have been made with shareholder approval for the purposes of Listing Rule 7.1. Accordingly, the Placement Shares will continue to use up a portion of the Company's current placement capacity under Listing Rule 7.1 until the date that is 12 months from the date they were issued. The Company will therefore have a reduced ability to issue equity securities without seeking shareholder approval until that time.

7.6 Listing Rule Information Requirements

In accordance with the disclosure requirements of Listing Rule 7.5, the following information is provided in relation to this Resolution:

- (a) the Placement Shares were issued to sophisticated and institutional investors, none of whom are related parties of the Company;
- (b) 100,000,000 Placement Shares were issued under Listing Rule 7.1 without shareholder approval;
- (c) the Placement Shares were issued on 28 February 2024 and rank equally with the Company's existing Shares on issue;
- (d) the Placement Shares were issued at \$0.30 per Share to raise a total of \$30,000,000 (before costs);

- (e) The Company intends to use the funds raised from the Placement as described in Section 8.2 above;
and
- (f) a voting exclusion statement is included in this Notice.

7.7

Board recommendation

The Directors unanimously recommend that Shareholders vote in favour of this Resolution as it will refresh the Company's issuing capacity under Listing Rule 7.1 and give the Company the flexibility to raise additional working capital through the offer and issue of equity securities, if and as required.

SCHEDULE 1- GLOSSARY

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

Annual Report means the Directors' Report, the Financial Report and the Auditor's Report in respect to the financial year ended 30 June 2024.

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

Auditor's Report means the auditor's report on the Financial Report.

AWST means Australian Western Standard Time as observed in Perth, Western Australia.

Board means the current board of directors of the Company.

Chair means the chair of the Meeting.

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

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

Company means Lotus Resources Limited (ACN 119 992 175).

Constitution means the constitution of the Company as at the commencement of the Meeting.

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

Directors means the current directors of the Company.

Directors' Report means the annual directors' report prepared under chapter 2M of the Corporations Act for the Company and its controlled entities.

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

Explanatory Memorandum means the explanatory memorandum accompanying the Notice.

Financial Report means the annual financial report prepared under chapter 2M of the Corporations Act of the Company and its controlled entities.

Key Management Personnel has the same meaning as in the accounting standards issued by the Australian Accounting Standards Board and means those persons having authority and responsibility for planning, directing and controlling the activities of the Company, or if the Company is part of a consolidated entity, of the consolidated entity, directly or indirectly, including any director (whether executive or otherwise) of the Company, or if the Company is part of a consolidated entity, of an entity within the consolidated group.

Listing Rules means the listing rules of ASX.

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

Option means an option to acquire a Share.

Proxy Form means the proxy form accompanying the Notice.

Remuneration Report means the remuneration report of the Company contained in the Directors' Report.

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

Section means a section of the Explanatory Memorandum.

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

Shareholder means a registered holder of a Share.



LOTUS RESOURCES

Lotus Resources Limited
ABN 38 119 992 175

LOT

MR SAM SAMPLE
FLAT 123
123 SAMPLE STREET
THE SAMPLE HILL
SAMPLE ESTATE
SAMPLEVILLE VIC 3030

Need assistance?



Phone:
1300 850 505 (within Australia)
+61 3 9415 4000 (outside Australia)



Online:
www.investorcentre.com/contact



YOUR VOTE IS IMPORTANT

For your proxy appointment to be effective it must be received by **9:00am (AWST) on Tuesday, 15 October 2024.**

Proxy Form

How to Vote on Items of Business

All your securities will be voted in accordance with your directions.

APPOINTMENT OF PROXY

Voting 100% of your holding: Direct your proxy how to vote by marking one of the boxes opposite each item of business. If you do not mark a box your proxy may vote or abstain as they choose (to the extent permitted by law). If you mark more than one box on an item your vote will be invalid on that item.

Voting a portion of your holding: Indicate a portion of your voting rights by inserting the percentage or number of securities you wish to vote in the For, Against or Abstain box or boxes. The sum of the votes cast must not exceed your voting entitlement or 100%.

Appointing a second proxy: You are entitled to appoint up to two proxies to attend the meeting and vote on a poll. If you appoint two proxies you must specify the percentage of votes or number of securities for each proxy, otherwise each proxy may exercise half of the votes. When appointing a second proxy write both names and the percentage of votes or number of securities for each in Step 1 overleaf.

A proxy need not be a securityholder of the Company.

SIGNING INSTRUCTIONS FOR POSTAL FORMS

Individual: Where the holding is in one name, the securityholder must sign.

Joint Holding: Where the holding is in more than one name, all of the securityholders 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 form when you return it.

Companies: Where the company has a Sole Director who is also the Sole Company Secretary, this form must be signed by that person. If the company (pursuant to section 204A of the Corporations Act 2001) does not have a Company Secretary, a Sole Director can also sign alone. Otherwise this form must be signed by a Director jointly with either another Director or a Company Secretary. Please sign in the appropriate place to indicate the office held. Delete titles as applicable.

PARTICIPATING IN THE MEETING

Corporate Representative

If a representative of a corporate securityholder or proxy is to participate in the meeting you will need to provide the appropriate "Appointment of Corporate Representative". A form may be obtained from Computershare or online at www.investorcentre.com/au and select "Printable Forms".

Lodge your Proxy Form:

XX

Online:

Lodge your vote online at www.investorvote.com.au using your secure access information or use your mobile device to scan the personalised QR code.

Your secure access information is



Control Number: 999999
SRN/HIN: I9999999999
PIN: 99999

For Intermediary Online subscribers (custodians) go to www.intermediaryonline.com

By Mail:

Computershare Investor Services Pty Limited
GPO Box 242
Melbourne VIC 3001
Australia

By Fax:

1800 783 447 within Australia or
+61 3 9473 2555 outside Australia



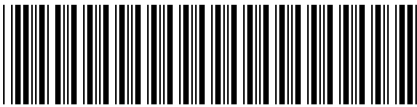
PLEASE NOTE: For security reasons it is important that you keep your SRN/HIN confidential.

You may elect to receive meeting-related documents, or request a particular one, in electronic or physical form and may elect not to receive annual reports. To do so, contact Computershare.

MR SAM SAMPLE
FLAT 123
123 SAMPLE STREET
THE SAMPLE HILL
SAMPLE ESTATE
SAMPLEVILLE VIC 3030

☐

Change of address. If incorrect, mark this box and make the correction in the space to the left. Securityholders sponsored by a broker (reference number commences with 'X') should advise your broker of any changes.



I 9999999999

I ND

■ **Proxy Form**

Please mark ☒ to indicate your directions

Step 1 **Appoint a Proxy to Vote on Your Behalf** **XX**

I/We being a member/s of Lotus Resources Limited hereby appoint

☐ the Chairman
of the Meeting

OR

PLEASE NOTE: Leave this box blank if you have selected the Chairman of the Meeting. Do not insert your own name(s).

or failing the individual or body corporate named, or if no individual or body corporate is named, the Chairman of the Meeting, as my/our proxy to act generally at the meeting on my/our behalf and to vote in accordance with the following directions (or if no directions have been given, and to the extent permitted by law, as the proxy sees fit) at the Annual General Meeting of Lotus Resources Limited to be held at Conference Suites, Level 1, 140 St Georges Terrace, Perth, WA 6000 on Thursday, 17 October 2024 at 9:00am (AWST) and at any adjournment or postponement of that meeting.

Chairman authorised to exercise undirected proxies on remuneration related resolutions: Where I/we have appointed the Chairman of the Meeting as my/our proxy (or the Chairman becomes my/our proxy by default), I/we expressly authorise the Chairman to exercise my/our proxy on Resolution 1 (except where I/we have indicated a different voting intention in step 2) even though Resolution 1 is connected directly or indirectly with the remuneration of a member of key management personnel, which includes the Chairman.

Important Note: If the Chairman of the Meeting is (or becomes) your proxy you can direct the Chairman to vote for or against or abstain from voting on Resolution 1 by marking the appropriate box in step 2.

Step 2 **Items of Business** **PLEASE NOTE:** If you mark the **Abstain** box for an item, you are directing your proxy not to vote on your behalf on a show of hands or a poll and your votes will not be counted in computing the required majority.

		For	Against	Abstain
Resolution 1	Adoption of Remuneration Report	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 2	Election of Director – Keith Bowes	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 3	Re-election of Director – Grant Davey	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 4	Ratification of prior Share issue	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

The Chairman of the Meeting intends to vote undirected proxies in favour of each item of business. In exceptional circumstances, the Chairman of the Meeting may change his/her voting intention on any resolution, in which case an ASX announcement will be made.

Step 3 **Signature of Securityholder(s)** *This section must be completed.*

Individual or Securityholder 1

Sole Director & Sole Company Secretary

Securityholder 2

Director

Securityholder 3

Director/Company Secretary

/

/

Date

Update your communication details

(Optional)

Mobile Number

Email Address

By providing your email address, you consent to receive future Notice of Meeting & Proxy communications electronically