

6 November 2024

The Manager
Markets Announcements Office
ASX Limited
Level 40, Central Park
152-158 St George's Terrace
PERTH WA 6000

Dear Sir / Madam

Lotus Resources Limited - Notice of Extraordinary General Meeting on 6 December 2024

In accordance with the ASX Listing Rule 3.17.1, please see attached the following documents in relation to Lotus Resources Limited's (ASX:LOT) Extraordinary General Meeting to be held on Friday, 6 December 2024 commencing at 9.00am (AWST) at Level 20, 140 St Georges Terrace, Perth, Western Australia:

- Notice of Extraordinary General Meeting
- Proxy Voting Form; and
- Letter to Shareholders: Notice of Meeting – 6 December 2024.

The Meeting involves resolutions to ratify the issue of Tranche 1 Shares and to approve the issue of Tranche 2 Shares in relation to the A\$130 million Placement announced on the ASX on 24 October 2024.

This release has been authorised by the Board.

Yours sincerely

Hayden Bartrop
Company Secretary
Lotus Resources Limited

TIMETABLE

An indicative timetable for completion of the Offer as announced on 24 October 2024 is shown in the table below:

Event	Date
Record date for eligibility to participate in Share Purchase Plan (SPP)	21 October 2024
Notice of Meeting sent to shareholders	6 November 2024
SPP Closing date	14 November 2024
Announcement of SPP Participation Results	21 November 2024
Issue of New Shares under SPP	21 November 2024
General Meeting for shareholder approval	6 December 2024
Settlement of New Shares issued under Tranche 2 of Placement	Approximately 12 December 2024
Allotment of New Shares issued under Tranche 2 of Placement	Approximately 13 December 2024

Note: The above dates are indicative only and are subject to change. The Company reserves the right to alter the above dates at any time, including the period for the SPP offer or accepting late applications, either generally or in particular cases, at its discretion and without notice to you, subject to the ASX Listing Rules, the Corporations Act and any other applicable rules. The commencement of trading and quotation of new shares under the Placement or SPP is subject to ASX confirmation.



LOTUS RESOURCES LIMITED

ACN 119 992 175

NOTICE OF GENERAL MEETING

Notice is given that the Meeting will be held at:

TIME: 9.00am (AWST)

DATE: Friday, 6 December 2024

PLACE: Level 20, 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 GENERAL MEETING

Notice is hereby given that an Extraordinary General Meeting of Shareholders of Lotus Resources Limited (**Company**) will be held at 9.00am (AWST) on Friday, 6 December 2024 at Level 20, 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 Wednesday, 4 December 2024.

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

AGENDA

1. RESOLUTION 1 – RATIFICATION OF ISSUE OF SHARES UNDER TRANCHE ONE OF THE PLACEMENT

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 by the Company of 267,131,151 Tranche 1 Shares to the Placement Participants 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 1 by or on behalf of the Tranche 1 Placement Participants or any other person who participated in the issue or an associate of that person or those persons.

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

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

2. RESOLUTION 2 – APPROVAL TO ISSUE SHARES UNDER TRANCHE TWO OF THE PLACEMENT

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

"That, for the purposes of Listing Rule 7.1 and for all other purposes, approval is given for the Company to issue the Tranche 2 Shares, being up to 252,354,145 Shares, to the Placement Participants 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 2 by or on behalf of the Tranche 2 Placement Participants or any other person who is expected to participate in, or who will obtain a material benefit as a result of, the proposed issue (except a benefit solely by reason of being a holder of ordinary securities in the Company) or an associate of that person (or those persons).

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

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

Dated: 1 November 2024

By order of the Board

Hayden Bartrop
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 **Friday, 6 December 2024** at Level 20, 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 **Wednesday, 4 December 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 Wednesday, 4 December 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
By fax	1800 783 447 within Australia or +61 3 9473 2555 outside Australia

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. BACKGROUND TO RESOLUTIONS 1 AND 2

On 24 October 2024, the Company announced it had received firm commitments under a non-underwritten placement to institutional and sophisticated investors for A\$130/US\$87 million¹ (before costs) from the issue of new Shares at a price of A\$0.25 per Share (**Offer Price**) via two tranches (both tranches together, being the **Placement**), comprising:

- **Tranche One:** the issue of 267,645,855 Shares (**Tranche 1 Shares**) at the Offer Price to raise approximately A\$66.9/US\$44.8 million¹ (before costs) utilising the Company's existing placement capacity under Listing Rule 7.1 (**Tranche 1 Placement**). Under the Tranche 1 Placement, 267,131,151 Tranche 1 Shares were issued on Tuesday, 29 October 2024 and 514,704 Tranche 1 Shares were still to be issued, and the Company is seeking Shareholder approval to ratify this issue of 267,131,151 for the purposes of Listing Rule 7.4 (the subject of Resolution 1); and
- **Tranche Two:** the issue of up to 252,354,145 Shares (**Tranche 2 Shares**) at the Offer Price to raise approximately A\$63.1/US\$42.3 million¹ (before costs) (**Tranche 2 Placement**). The issue of the Tranche 2 Shares under the Tranche 2 Placement is subject to receipt of Shareholder approval for the purposes of Listing Rule 7.1 (the subject of Resolution 2).

New Shares issued under the Placement will rank equally with existing fully paid ordinary shares of the Company.

Funds raised from the Placement will be used to support the accelerated restart of the Company's Kayelekera Uranium Project in Malawi as follows:

- the initial capital to fund Kayelekera to first production;
- the deferred capital to deliver the improvement projects (ore sorting, plant terrace, nanofiltration); and
- the remaining funds would be utilised to support working capital and for general corporate purposes.

The Placement is not underwritten. Additional information in relation to the Placement and the Company can be found in the investor presentation released to the ASX on 22 October 2024, which contains important information, including a breakdown of sources and uses of funds, key risks and foreign selling restrictions with respect to the Placement.

Macquarie Capital (Australia) Limited and Jett Capital Advisors LLC (together, the **JLMs**) are acting as Joint Lead Managers to the Placement. Steinepreis Paganin is acting as Lotus' Australian legal adviser.

4. RESOLUTION 1 – RATIFICATION OF ISSUE OF SHARES UNDER TRANCHE ONE OF THE PLACEMENT

4.1 General

This Resolution seeks Shareholder ratification for the purposes of Listing Rule 7.4 for the issue of 267,131,151 Tranche 1 Shares, to the institutional and sophisticated investors who participated in the Tranche 1 Placement (the **T1 Placement Participants**).

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 shares it had on issue at the start of that period.

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.

4.3 Listing Rule 7.4

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

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

4.4 Technical information required by Listing Rule 14.1A

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

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

4.5 Technical information required by Listing Rules 7.4 and 7.5

REQUIRED INFORMATION	DETAILS
Names of persons to whom Securities were issued or the basis on which those persons were identified/selected	<p>The T1 Placement Participants, who were identified through a bookbuild process, which involved the JLMs seeking expressions of interest to participate in the capital raising from non-related parties of the Company.</p> <p>Paradice Investment Management Pty Ltd were issued 58,676,207 Shares in connection with the Tranche 1 Placement. The Company confirms that no other Material Persons were issued more than 1% of the issued capital of the Company.</p>

REQUIRED INFORMATION	DETAILS
Number and class of Securities issued	267,131,151 Shares were issued.
Terms of Securities	The Shares were fully paid ordinary shares in the capital of the Company issued on the same terms and conditions as the Company's existing Shares.
Date(s) on or by which the Securities were issued	Tuesday, 29 October 2024.
Price or other consideration the Company received for the Securities	A\$0.25 per Share.
Purpose of the issue, including the intended use of any funds raised by the issue	Refer to Section 3 above.
Summary of material terms of agreement to issue	The Shares were issued pursuant to a customary Confirmation Letter between the T1 Placement Participants and the JLMs, except one T1 Placement Participant subscribed for their Shares pursuant to a customary subscription agreement entered into directly with the Company. Under the Confirmation Letters and Subscription Agreement, T1 Placement Participants agree to subscribe for Shares in the Placement at the Offer Price.
Voting Exclusion Statement	A voting exclusion statement applies to this Resolution.
Compliance	The issue did not breach Listing Rule 7.1.

5. RESOLUTION 2 – APPROVAL TO ISSUE SHARES UNDER TRANCHE TWO OF THE PLACEMENT

5.1 General

This Resolution seeks Shareholder approval for the purposes of Listing Rule 7.1 for the issue of the Tranche 2 Shares, being up to 252,354,145 Shares, to institutional and sophisticated investors who are proposed to participate in the Tranche 2 Placement (**T2 Placement Participants**) at the Offer Price to raise up to approximately A\$63.1 million, pursuant to the Tranche 2 Placement.

A summary of Listing Rule 7.1 is set out in Section 4.2 above.

The proposed issue does not fall within any of the exceptions set out in Listing Rule 7.2 and exceeds the 15% limit in Listing Rule 7.1. It therefore requires the approval of Shareholders under Listing Rule 7.1.

5.2 Technical information required by Listing Rule 14.1A

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

If this Resolution is not passed, the Company will not be able to proceed with the issue. If the Company is unable to proceed with the issue, it will not be able to meet its funding commitments for the restart of the Kayelekera Uranium Project as set out in the announcement and Investor Presentation lodged with ASX on 22 October 2024 in connection with the

Placement and may be required to seek alternative forms of capital raising which may be on less favourable terms or have a larger dilutionary impact, or other forms of finance (including debt finance), which may entail higher risks for an entity which has no current source of revenue.

5.3 Technical information required by Listing Rule 7.3

REQUIRED INFORMATION	DETAILS
Names of persons to whom Securities will be issued or the basis on which those persons were or will be identified/selected	<p>Professional and sophisticated investors who were identified through a bookbuild process, which involved the JLMs seeking expressions of interest to participate in the capital raising from non-related parties of the Company.</p> <p>Paradice Investment Management Pty Ltd will be issued 55,323,793 Shares in connection with the Tranche 2 Placement. The Company confirms that no other Material Persons will be issued more than 1% of the issued capital of the Company.</p>
Number of Securities and class to be issued	Up to 252,354,145 Shares will be issued.
Terms of Securities	The Shares will be fully paid ordinary shares in the capital of the Company issued on the same terms and conditions as the Company's existing Shares.
Date(s) on or by which the Securities will be issued	The Company will issue the Shares within 5 business days of the General Meeting, being on or about 12 December 2024.
Price or other consideration the Company will receive for the Securities	\$0.25 per Share.
Purpose of the issue, including the intended use of any funds raised by the issue	Refer to Section 3 above.
Summary of material terms of agreement to issue	<p>The Securities were not issued under an agreement.</p> <p>The Shares are proposed to be issued pursuant to a customary Confirmation Letter between the T2 Placement Participants and the JLMs, except one T2 Placement Participant subscribed for their Shares pursuant to a customary subscription agreement entered into directly with the Company. Under the Confirmation Letters and Subscription Agreement, T2 Placement Participants agree to subscribe for Shares in the Placement at the Offer Price.</p>
Voting exclusion statement	A voting exclusion statement applies to this Resolution.

SCHEDULE 1- GLOSSARY

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

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.

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

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

Directors means the current directors of the Company.

Explanatory Memorandum means the explanatory memorandum accompanying the Notice.

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

JLMs has the meaning given in Section 3.

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.

Material Person means a related party of the Company, member of the Key Management Personnel, substantial holder of the Company, adviser of the Company or associate of any of these parties.

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

Offer Price has the meaning given in Section 3.

Placement has the meaning given in Section 3.

Proxy Form means the proxy form accompanying the Notice.

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

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.

Tranche 1 Placement has the meaning given in Section 3.

Tranche 1 Shares has the meaning given in Section 3.

Tranche 2 Placement has the meaning given in Section 3.

Tranche 2 Shares has the meaning given in Section 3.

T1 Placement Participants has the meaning given in Section 4.1.

T2 Placement Participants has the meaning given in Section 5.1.



LOTUS RESOURCES

Lotus Resources Limited
ABN 38 119 992 175

Need assistance?



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



Online:
www.investorcentre.com/contact

LOT

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



YOUR VOTE IS IMPORTANT

For your proxy appointment to be effective it must be received by **9:00am (AWST) on Wednesday, 4 December 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:

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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

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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

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

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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 General Meeting of Lotus Resources Limited to be held at Level 20, 140 St Georges Terrace, Perth, WA 6000 on Friday, 6 December 2024 at 9:00am (AWST) and at any adjournment or postponement of that meeting.

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	Ratification of Issue of Shares under Tranche One of the Placement	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 2	Approval to Issue Shares under Tranche Two of the Placement	<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

■ LOT

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Computershare



6 November 2024

Dear Shareholder

Extraordinary General Meeting – Notice and Proxy Form

Notice is hereby given that an Extraordinary General Meeting (**Meeting**) of Shareholders of Lotus Resources Limited (ACN 119 992 175) (**Company**) will be held on **Friday, 6 December 2024** at **9.00am** (AWST) at Level 20, 140 St Georges Terrace, Perth, Western Australia. The Meeting involves resolutions to ratify the issue of Tranche 1 Shares and to approve the issue of Tranche 2 Shares in relation to the A\$130 million Placement announced on the ASX on 24 October 2024.

In accordance with the recent amendments to the Corporations Act 2001 (Cth) by the *Treasury Laws Amendment (2021 Measures No. 1) Act 2021* (Cth), unless requested, the Company will not be dispatching physical copies of the Notice of Meeting (NOM) to shareholders. Instead, a copy of the NOM is available at <https://www.lotusresources.com.au/investors/asx-announcements/>.

As you have not elected to receive notices by email, a copy of your personalised proxy form is enclosed for your convenience. Shareholders are encouraged to complete and lodge their proxies online or otherwise in accordance with the instructions set out in the proxy form and the Notice.

Proxies should be returned as follows:

Online At www.investorvote.com.au

By mail Share Registry – Computershare Investor Services Pty Limited, GPO Box D182 Perth WA 6840, Australia

By mobile Scan the QR Code on your proxy form and follow the prompts

To be valid, your proxy voting instruction must be received by **9:00am** (WST) on **Wednesday, 4 December 2024**, being not less than 48 hours before the commencement of the Meeting. Any proxy voting instructions received after that time will not be valid for the Meeting.

The NOM is important and should be read in its entirety. If you are in doubt as to the course of action you should follow, you should consult your financial adviser, lawyer, accountant or other professional adviser. If you have any difficulties obtaining a copy of the NOM, please contact the Company Secretary or the Chief Financial Officer by telephone on +61 8 9200 4960 or by email at info@lotusresources.com.au.

Yours sincerely

Hayden Bartrop
Company Secretary
Lotus Resources Limited