

NOTICE OF ANNUAL GENERAL MEETING

**This is an important document.
Please read it carefully.**

If you are unable to attend the Annual General Meeting, please complete the Proxy Form enclosed at the back of this document and return it in accordance with the instructions.

To be held on
Thursday 26 November 2020
at 10.00 am (Sydney time)
at the Fullerton Hotel at
1 Martin Place, Sydney, NSW

Notice of Annual General Meeting

Notice is hereby given that the 2020 Annual General Meeting of shareholders of Lynas Corporation Limited ABN 27 009 066 648 ("**Company**") will be at the Fullerton Hotel at 1 Martin Place, Sydney, NSW on **Thursday 26 November 2020 at 10.00 am (Sydney time)** for the purpose of transacting the following Business.

Ordinary Business

FY20 FINANCIAL STATEMENTS

To receive and consider the financial statements of the Company for the year ended 30 June 2020, consisting of the Annual Financial Report, the Directors' Report and the Auditor's Report.

RESOLUTION 1 – REMUNERATION REPORT

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

"That the Remuneration Report of the Company for the year ended 30 June 2020 be adopted."

Note: Pursuant to section 250R(3) of the Corporations Act 2001, the vote on this resolution is advisory only and it does not bind the directors or the Company.

Voting Exclusion: The Company will disregard any votes cast in favour of Resolution 1 by or on behalf of:

- a member of the Key Management Personnel as disclosed in the Lynas Remuneration Report (**KMP**); or
- an associate or a closely related party of such a member (such as close family members and any companies the person controls).

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

- a person as proxy or attorney for a person who is entitled to vote on the resolution, in accordance with directions given to the proxy or attorney to vote on the resolution in that way; or
 - 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
 - a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:
 - 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
 - the holder votes on the resolution in accordance with directions given by the beneficiary to the holder to vote in that way.
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RESOLUTION 2 – RE-ELECTION OF JOHN HUMPHREY AS A DIRECTOR

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

"That John Humphrey, having retired as a director of the Company pursuant to Article 13.2 of the Company's Constitution and, being eligible, having offered himself for re-election, be appointed as a director of the Company."

Note: Pursuant to article 13.2 of the Company's Constitution, one-third of the directors of the Company (other than the managing director), or if their number is not a multiple of 3, then such number as is appropriate to ensure that no director other than alternate directors and the managing director holds office for more than 3 years, must retire at each Annual General Meeting and, being eligible, may offer themselves for re-election.

RESOLUTION 3 – RE-ELECTION OF GRANT MURDOCH AS A DIRECTOR

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

"That Grant Murdoch, having retired as a director of the Company pursuant to Article 13.2 of the Company's Constitution and, being eligible, having offered himself for re-election, be appointed as a director of the Company."

Note: Pursuant to article 13.2 of the Company's Constitution, one-third of the directors of the Company (other than the managing director), or if their number is not a multiple of 3, then such number as is appropriate to ensure that no director other than alternate directors and the managing director holds office for more than 3 years, must retire at each Annual General Meeting and, being eligible, may offer themselves for re-election.

RESOLUTION 4 – ELECTION OF DR VANESSA GUTHRIE AS A DIRECTOR

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

"That Dr Vanessa Guthrie, who was appointed by the Board as a new director of the Company since the previous Annual General Meeting, having offered herself for re-election, be appointed as a director of the Company."

Note: Dr Vanessa Guthrie was appointed as a Non-Executive Director of the Company with effect from 1 October 2020. Pursuant to Article 13.5 of the Company's Constitution, the existing directors of the Company may appoint a person as a director, subject to shareholders approving the appointment by resolution at the Company's next Annual General Meeting.

RESOLUTION 5 – AUTHORISATION OF ISSUE OF PERFORMANCE RIGHTS

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

"That, for the purpose of Rule 7.2 Exception 13 of the Listing Rules of ASX Limited and for all other purposes, the Company hereby approves the issue of Performance Rights ("Performance Rights") under the Lynas Corporation Ltd ACN 009 066 648 Performance Rights Plan, as amended, ("Rights Plan") to persons eligible to participate in the Rights Plan, on the terms and conditions set out in Annexure A."

Note: The aggregate number of Options and Performance Rights over unissued Shares in the Company that may be issued under all Lynas employee incentive plans at any time shall not exceed 5% of the total number of Shares on issue from time to time.

Voting Exclusion: The Company will disregard any votes cast in favour of Resolution 5 by or on behalf of:

- a person who is eligible to participate in the Rights Plan; or
- an associate or a closely related party of such a person (such as close family members and any companies the person controls).

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

- a person as proxy or attorney for a person who is entitled to vote on the resolution, in accordance with directions given to the proxy or attorney to vote on the resolution in that way; or
 - 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
 - a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:
 - 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
 - the holder votes on the resolution in accordance with directions given by the beneficiary to the holder to vote in that way.
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RESOLUTION 6 – GRANT OF PERFORMANCE RIGHTS FOR THE BENEFIT OF CEO AND MANAGING DIRECTOR – AMANDA LACAZE

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

"That pursuant to and in accordance with Listing Rule 10.14 of the ASX Listing Rules, and for all other purposes, the Company approves and authorises the Directors of the Company to grant, for the benefit of Amanda Lacaze, the following rights to subscribe for ordinary shares in the Company:

- (a) FY20 STI Performance Rights: 55,695 Performance Rights with a 12-month vesting period commencing on 9 September 2020 and an exercise date in the first employee trading window after 9 September 2021, as a Short Term Incentive ("STI") award in respect of FY20 subject to the conditions set out in the attached Explanatory Memorandum and otherwise in accordance with the Rules of the Rights Plan.***
- (b) LTI Performance Rights: A Long Term Incentive ("LTI") of 417,712 Performance Rights with a 3 year vesting period and a 2 year exercise period, and subject to the conditions set out in the attached Explanatory Memorandum and otherwise in accordance with the Rules of the Rights Plan."***

Voting Exclusion: The Company will disregard any votes cast in favour of Resolution 6 by or on behalf of:

- Amanda Lacaze and any other member of the Key Management Personnel as disclosed in the Lynas Remuneration Report (KMP); or
- an associate or a closely related party of such a member (such as close family members and any companies the person controls).

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

- a person as proxy or attorney for a person who is entitled to vote on the resolution, in accordance with directions given to the proxy or attorney to vote on the resolution in that way; or
- 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
- a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:
 - 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
 - the holder votes on the resolution in accordance with directions given by the beneficiary to the holder to vote in that way.

Note: As described in the Explanatory Memorandum, the Performance Rights were valued by the Company and its advisers using the 5 day VWAP as at the date of Board approval on 9 September 2020, being \$2.3977 per Performance Right.

RESOLUTION 7 – APPROVAL OF CHANGE OF COMPANY NAME TO "LYNAS RARE EARTHS LIMITED" AND MODIFICATION TO COMPANY CONSTITUTION

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

"That for the purposes of sections 157(1)(a) and 136(2) of the Corporations Act and for all other purposes, the Company change its name from 'Lynas Corporation Limited' to 'Lynas Rare Earths Limited' and all references in the Company Constitution to 'Lynas Corporation Limited' be amended to 'Lynas Rare Earths Limited' to reflect the Company's new name."

Note: This special resolution requires approval by at least 75 per cent of the total votes cast by shareholders entitled to vote on this resolution at the Annual General Meeting.

By order of the Board



Andrew Arnold
Secretary

Date: 14 October 2020

Information for Shareholders

1. ENTITLEMENTS TO ATTEND, SPEAK AND VOTE

All shareholders may attend the Annual General Meeting. While we always look forward to meeting with Shareholders at the AGM, the health and safety of our Shareholders, our people and our communities is our first priority. Due to the ongoing COVID-19 pandemic, Lynas encourages all shareholders to lodge a directed proxy form before 10.00am Sydney time on 24 November 2020, rather than planning to attend the 2020 meeting in person. Your Proxy Form is enclosed. Proxies can be lodged in accordance with the instructions below.

The Annual General Meeting gives shareholders the opportunity to hear both the Chair and the CEO and Managing Director talk about the year that has just passed and also give some insight into the Company's strategy for the year ahead. In 2020, the Annual General Meeting will also be webcast, and shareholders will be able to ask questions via the online platform during the meeting.

For the purposes of determining a person's entitlement to vote at the meeting, a person will be recognised as a member and holder of shares if that person is registered as a holder of those shares at 7.00 pm (Sydney time) on 24 November 2020.

2. PROXY VOTES

A Proxy Form is enclosed with this Notice.

You can appoint a proxy to attend and vote for you at the meeting in accordance with the directions on the Proxy Form. If no directions as to voting are given to the proxy on the Proxy Form, the proxy may vote as he or she thinks fit, to the extent permitted by law.

If you are entitled to cast two or more votes, you may appoint not more than two proxies to attend and vote for you at the meeting and specify the proportion or number of votes each proxy may exercise.

3. LODGEMENT OF PROXY FORMS

For an appointment of a proxy for the meeting to be effective:

- the proxy's appointment; and
- the power of attorney (if any) under which it is signed or satisfactory proof of that power or a certified copy of it,

must be received by the Company at the registered office or at the office of the Company's share registry, Boardroom Pty Limited, by no later than 10.00am (Sydney time), on 24 November 2020:

By mail:	Share Registry:	Boardroom Pty Limited GPO Box 3993 Sydney NSW 2001 Australia
By facsimile:	Share Registry:	+61 2 9290 9655
Online Voting:	Share Registry:	www.votingonline.com.au/lynasagm2020

Explanatory Memorandum

This Explanatory Memorandum contains information relevant to the Resolutions set out in the Notice of Annual General Meeting ("**Notice**") of Lynas Corporation Limited ACN 009 066 648 ("**Company**") and should be read carefully and in its entirety by shareholders before making any decision in relation to the Resolutions.

The Directors believe that it is in the best interests of Lynas that the Resolutions set out in the Notice be passed and, to the extent that they are permitted to make a recommendation, the Directors unanimously recommend that you vote in favour of the Resolutions. The Directors have abstained from Board discussions and from making any recommendation to shareholders in respect of those matters in which they have a personal interest.

If you have any doubt regarding the information contained in this Explanatory Memorandum or any action you should take in respect of such information, you should consult your financial, legal, taxation or other professional adviser.

Defined terms used in this Explanatory Memorandum are set out in the Glossary.

RESOLUTION 1 – REMUNERATION REPORT

The Remuneration Report for the year ended 30 June 2020 is set out in the Directors' Report on pages 19 to 29 of the Lynas FY20 Financial Report, a copy of which is available at www.asx.com.au (Stock Code: LYC).

The Remuneration Report:

- (a) explains the Board's policies relating to remuneration of directors, secretaries and executives of the Company;
- (b) discusses the relationship between such policies and the Company's performance;
- (c) provides details of any performance conditions attached to such remuneration; and
- (d) sets out remuneration details for each director and Key Management Personnel.

The Board submits the Remuneration Report to shareholders for consideration and adoption by way of a non-binding resolution as required by the Corporations Act 2001 (Cth) ("**Corporations Act**").

Shareholders should note that the vote on Resolution 1 is advisory only and, subject to the matters outlined below, will not bind the Company or the Directors. However, the Board will take the outcome of the vote into consideration when reviewing the Company's remuneration policy.

A voting exclusion applies to this resolution, as set out earlier in this Notice of Meeting.

RESOLUTION 2 – RE-ELECTION OF JOHN HUMPHREY AS A DIRECTOR

In accordance with the commentary and guidance to Recommendation 2.3 of the ASX Corporate Governance Principles, the Company provides the following information concerning Mr Humphrey:

Biographical details

John Humphrey joined the Company as a Non-Executive Director on 15 May, 2017. His key areas of expertise include mergers and acquisitions, corporate finance and corporate governance.

Mr Humphrey is a senior consultant to King & Wood Mallesons. He was the Dean of the Faculty of Law at Queensland University of Technology until June 2019. He has held non-executive director positions at other listed companies over many years. He is currently Chairman and Non-Executive Director of Auswide Bank Ltd (formerly Wide Bay Australia) and Spotless Group Holdings Ltd and will be retiring from both roles by the end of the year. Mr Humphrey is also a non-executive director of Cromwell Property Group. His previous positions include Chairman and Non-Executive Director of Horizon Oil Ltd and Villa World Ltd, Deputy Chairman of King & Wood Mallesons, Non-Executive Director of Downer EDI Ltd, and Sunshine Broadcasting Network Ltd. He has also served as a member of the Australian Takeovers Panel.

Mr Humphrey is a member of the Audit and Risk Committee and Nomination, Remuneration and Community Committee.

Details of relationships between the Candidate and the Company

Mr Humphrey is a Non-Executive Director of the Company.

Details of relationships between the Candidate and Directors of the Company

Not applicable.

Other directorships held

Mr Humphrey is currently Chairman and Non-Executive Director of Auswide Bank Ltd (formerly Wide Bay Australia) and Spotless Group Holdings Ltd and will be retiring from both roles by the end of the year. Mr Humphrey is also a non-executive director of Cromwell Property Group.

The term of office already served by Mr Humphrey

Mr Humphrey joined the Company as a Non-Executive Director on 15 May, 2017.

The Board (with Mr Humphrey abstaining) supports the re-election of Mr Humphrey as a director and considers him to be independent.

RESOLUTION 3 – RE-ELECTION OF GRANT MURDOCH AS A DIRECTOR

In accordance with the commentary and guidance to Recommendation 2.3 of the ASX Corporate Governance Principles, the Company provides the following information concerning Mr Murdoch:

Biographical details

Mr Murdoch joined the Company as a Non-Executive Director with effect from 30 October, 2017. Mr Murdoch has more than 38 years of chartered accounting experience. From 2004 to 2011, Mr Murdoch led the corporate finance team for Ernst & Young Queensland and was an audit and corporate finance partner with Deloitte from 1980 to 2000. Mr Murdoch has extensive experience in providing advice in relation to mergers, acquisitions, takeovers, corporate restructures, share issues, pre-acquisition pricing due diligence advice, expert reports for capital raisings and initial public offerings.

Mr Murdoch is currently a Non-Executive Director and chair of the audit committee of the listed entity OFX Ltd. He was previously a director and the chair of the audit committee for ALS Limited, Redbubble Limited and QIC. He is a senator of the University of Queensland (as well as chair of the risk committee and member of the finance committee), an adjunct professor at the University of Queensland Business School and a director of UQ Holdings Limited. Mr Murdoch has a Masters degree in Commerce (Honours) from the University of Canterbury, New Zealand, is a graduate of the Kellogg Advanced Executive Program and the Advanced Leadership Program at Northwestern University. He is a fellow of both the Institute of Chartered Accountants in Australia and New Zealand and of the Australian Institute of Company Directors. He is a member of the AICD State Council for Queensland for the Australian Institute of Company Directors.

Mr Murdoch is the Chair of the Audit and Risk Committee and a member of the Nomination, Remuneration and Community Committee.

Details of relationships between the Candidate and the Company

Mr Murdoch is a Non-Executive Director of the Company.

Details of relationships between the Candidate and Directors of the Company

Not applicable.

Other directorships held

Mr Murdoch is currently a Non-Executive Director and chair of the audit committee of the listed entity OFX Ltd.

The term of office already served by Mr Murdoch

Mr Murdoch joined the Company as a Non-Executive Director with effect from 30 October, 2017.

The Board (with Mr Murdoch abstaining) supports the re-election of Mr Murdoch as a director and considers him to be independent.

RESOLUTION 4 – ELECTION OF DR VANESSA GUTHRIE AS A DIRECTOR

In accordance with the commentary and guidance to Recommendation 2.3 of the ASX Corporate Governance Principles, the Company provides the following information concerning Dr Guthrie:

Biographical details

Dr Vanessa Guthrie was appointed as a Non-Executive Director with effect from 1 October 2020.

Dr Guthrie has more than 30 years' experience in the resources sector in diverse roles such as operations, environment, community and indigenous affairs, corporate development and sustainability.

She has qualifications in geology, environment, law and business management including a PhD in Geology. She was awarded an Honorary Doctor of Science from Curtin University in 2017 for her contribution to sustainability, innovation and policy leadership in the resources industry.

Dr Guthrie is the former Managing Director and CEO of Toro Energy Limited (2013 to 2016), VP Sustainable Development at Woodside Energy, Chair of the Minerals Council of Australia, and non-executive Director of Vimy Resources Limited, and is currently Deputy Chair of the WACA, a non-executive Director of the Australian Broadcasting Corporation, Santos Limited and Tronox Holdings PLC, a Lead Independent Director and Deputy Chair of Adbri Limited, and Pro-Chancellor of Curtin University.

She is an active member of the Australian Institute of Company Directors and Chief Executive Women, and a Fellow of the Australian Academy of Technological Sciences and Engineering.

Dr Guthrie is a member of the Health, Safety and Environment Committee.

Details of relationships between the Candidate and the Company

Dr Guthrie is a Non-Executive Director of the Company.

Details of relationships between the Candidate and Directors of the Company

Not applicable.

Other directorships held

Dr Guthrie is a non-executive Director of the Australian Broadcasting Corporation, Santos Limited and Tronox Holdings PLC, and a Lead Independent Director and Deputy Chair of Adbri Limited.

The term of office already served by Dr. Guthrie

Dr Guthrie joined the Board as a Non-Executive Director with effect from 1 October 2020.

The Company has conducted appropriate checks into the candidate's background experience, and the results of those checks were satisfactory. The Board (with Dr. Guthrie abstaining) supports the election of Dr Guthrie as a director and considers her to be independent.

RESOLUTION 5 – AUTHORISATION OF ISSUE OF PERFORMANCE RIGHTS

Under Listing Rule 7.1, the Company may issue or agree to issue equity securities equivalent to 15% of the total issued equity securities in the Company in any 12 month period without obtaining shareholder approval. Listing Rule 7.2 Exception 13 contains an exception to the 15% limit where shareholders have approved the issue of securities under an employee incentive scheme within 3 years before the date of issue of securities.

It is common for companies to obtain approvals for the issue of securities pursuant to an employee incentive scheme every 3 years so that Listing Rule 7.2 Exception 13 continues to apply to the company's employee incentive scheme.

Shareholders of the Company last approved the issue of Performance Rights pursuant to the Rights Plan on 28 November 2017.

Given that by the time of this 2020 Annual General Meeting of the Company, 3 years will have elapsed since the shareholders of the Company approved the issue of Performance Rights pursuant to the Rights Plan on 28 November 2017, the Company seeks shareholder approval at this 2020 Annual General Meeting in the same terms as the approval granted on 28 November 2017.

The aggregate number of Options and Performance Rights over unissued Shares in the Company that may be issued under all Lynas employee incentive plans at any time shall not exceed 5% of the total number of Shares on issue from time to time.

The following information is provided in accordance with Listing Rule 7.2 Exception 13:

1. a summary of the terms of the Rights Plan is set out in Annexure A;
2. the number of current Rights issued under the Rights Plan since the date of the last shareholder approval under this Rule (on 28 November 2017) is 4,275,067;
3. the maximum number of Rights proposed to be issued under the Rights Plan following approval is capped at 5% of the total number of Shares on issue, i.e. 45,053,928.

A voting exclusion applies to this resolution, as set out earlier in this Notice of Meeting.

RESOLUTION 6 – GRANT OF PERFORMANCE RIGHTS FOR THE BENEFIT OF CEO AND MANAGING DIRECTOR – AMANDA LACAZE

Summary

Listing Rule 10.14 states that a company must not permit a Director or an associate of a Director to acquire securities under an employee incentive scheme without the approval of shareholders. Accordingly, the Company is seeking shareholder approval to grant the following number of Performance Rights for the benefit of its Chief Executive Officer and Managing Director, Amanda Lacaze:

- (a) **FY20 STI Performance Rights:** 55,695 Performance Rights (value A\$133,540) with a 12-month vesting period commencing 9 September 2020 and an exercise date in the first employee trading window after 9 September 2021, as an STI award in respect of FY20, subject to the conditions set out in this Explanatory Memorandum and otherwise in accordance with the Rules of the Rights Plan (**FY20 STI Performance Rights**);
- (b) **LTI Performance Rights:** A Long Term Incentive ("LTI") of 417,712 Performance Rights (value A\$1,001,548) with a 3 year vesting period commencing 9 September 2020 and a 2 year exercise period, subject to the conditions set out in this Explanatory Memorandum and otherwise in accordance with the Rules of the Rights Plan (**LTI Performance Rights**).

Each Performance Right is a right to acquire one share in the Company ("**Share**") in the future, subject to certain conditions.

Details, including the amount, of Ms Lacaze's current remuneration package are set out in the Remuneration Report on page 27 of the FY20 Financial Report. In accordance with Listing Rule 10.15.4, details of Ms Lacaze's FY20 remuneration package are also set out below:

Short term benefits				Post-employment benefits			Long term benefits		
Name	Cash salary and fees	Other short term employee benefits	Non-monetary benefits	Termination payments	Superannuation and other pension payments	Long service leave	Share-based payments (net) ⁽¹⁾	Performance related % Total	Total
FY20 Executive Director									
A. Lacaze	1,241,610	261,191	75,509	–	21,003	28,135	419,885	33%	2,047,333

1. Represents the impact of amortising the accounting value of Options and Performance Rights over their vesting period including the impact of forfeitures recognised during the period

The following information is provided to shareholders for the purpose of Listing Rule 10.15:

- (a) The Performance Rights will be granted for the benefit of Amanda Lacaze.
- (b) Amanda Lacaze falls within Listing Rule 10.14.1, because she is a Director of Lynas.
- (c) The maximum number of Performance Rights to be granted under Resolution 6 is as follows:
 - (i) **FY20 STI Performance Rights** : 55,695 Performance Rights
 - (ii) **LTI Performance Rights**: 417,712 Performance Rights.
- (d) The Performance Rights will be granted as employee incentives and accordingly, the Performance Rights will be granted for no additional cash consideration. No amount will be payable on the exercise of the Performance Rights. The FY20 STI Performance Rights will have a 12 month vesting period commencing 9 September 2020, and an exercise date in the first employee share trading window after 9 September 2021. The LTI Performance Rights will have a 3 year vesting period commencing 9 September 2020 and a 2 year exercise period.
- (e) Details of any securities issued under the Lynas Employee Performance Rights Plan will be published in the annual report of the Company relating to the period in which they were issued, along with a statement that approval for the issue was obtained under Listing Rule 10.14.
- (f) Any additional persons covered by Listing Rule 10.14 who become entitled to participate in an issue of securities under the Lynas Employee Performance Rights Plan after the resolution is approved and who were not named in this notice of meeting will not participate until approval is obtained under Listing Rule 10.14.
- (g) The Performance Rights are subject to the following vesting conditions and performance hurdles:
 - (i) **FY20 STI Performance Rights**
 The FY20 STI Performance Rights have a 12-month vesting period commencing on 9 September 2020. They were awarded to Ms Lacaze, subject to shareholder approval, as an STI award in accordance with the STI program that was set for Ms Lacaze's performance at the commencement of FY20. During FY20, the STI Program had 4 goals relating to EBIT, NdPr production volume, costs and Team / Individual Performance. In FY20, no STI awards were made for EBIT, NdPr Production Volume or Costs, however, an STI was awarded for the Team/Individual Performance goal as Lynas achieved important milestones for our shareholders in FY20. These achievements are detailed in the Remuneration Report on pages 22 to 23 of the FY20 Financial Report. The STI Performance Rights are subject to the vesting condition that Ms Lacaze remains employed by the Company at the end of the 12-month vesting period.

(ii) LTI Performance Rights

The Lynas Board concluded that we are faced with "one off" circumstances in 2020, i.e. the current global economic uncertainty associated with COVID-19, which makes it difficult to set realistic 3 years targets for a financial measure such as EBIT. In addition, a key focus of the Company for the Lynas 2025 strategy is the commissioning of the Kalgoorlie plant by July 2023. In reaching this conclusion, the Board considered a range of options in detail, and the fact that the EBIT measure is also covered in the STI to ensure there is still focus on earnings within Lynas' incentive frameworks.

Accordingly, the performance hurdles for this year's LTI award are based on the key measures of long-term success for the Group and its shareholders that are able to be quantified in the current environment. Those performance hurdles are as follows:

- (A) A TSR hurdle comparing shareholder returns from Lynas to shareholder returns from ASX 200 companies over the next 3 financial years. Lynas is a member of the S&P ASX 200 Index, and TSR performance is considered to be an appropriate hurdle that is directly aligned with shareholder returns.
- (B) The Lynas Kalgoorlie plant being commissioned and operational by July 2023. This is a key milestone to comply with the current conditions of the group's Malaysian operating licence and to create the foundation for achievement of the group's Lynas 2025 growth plan.

The detailed wording of the performance hurdles for the LTI Performance Rights is as follows:

- (A) 50% will be conditional on the company's Total Shareholder Return (TSR) being at least at the 51st percentile of ASX 200 companies calculated over the period from 1 July 2020 to 30 June 2023, in accordance with the following sliding scale:
 - a. If the Lynas TSR is at least at the 51st percentile, 50% of the TSR portion will vest.
 - b. If the Lynas TSR is at least at the 76th percentile, 100% of the TSR portion will vest.
 - c. If the Lynas TSR is between the 51st percentile and the 76th percentile, a pro rata amount of between 50% and 100% of the TSR portion will vest (with the relevant percentile being rounded up or down to the nearest 5%, for ease of calculation).
- (B) 50% of the LTI performance rights will be conditional on the Lynas Kalgoorlie plant being commissioned and operational by July 2023.

- (h) The Performance Rights were valued by the Company and its advisers at the 5 day VWAP as at 9 September 2020, being the date that the Board approved the proposed award of Performance Rights, subject to shareholder approval. The 5 day VWAP on that date was \$2.3977.
- (i) Details of the securities granted under the Company's Employee Performance Rights Plan to persons referred to in Listing Rule 10.14 since the issuance of securities pursuant to the Company's Employee Performance Rights Plan was approved by shareholders at the Annual General Meeting on 28 November 2017 are set out below. Each of the numbers of securities listed below is expressed on a post-consolidation basis, following the share consolidation of the Company that was approved by shareholders at the Annual General Meeting on 28 November 2017.

The following Performance Rights have been granted for the benefit of Amanda Lacaze, as approved by shareholders at previous Annual General Meetings of Shareholders:

- (a) 441,594 Short Term Incentive ("STI") Performance Rights
- (b) 809,107 Strategic Performance Rights
- (c) 1,184,566 Long Term Incentive ("LTI") Performance Rights

The above Performance Rights were granted as employee incentives and accordingly, the Performance Rights were granted for no additional cash consideration.

- (j) The names of all persons referred to in Listing Rule 10.14 who are entitled to participate in the Plan are: Amanda Lacaze.
- (k) No loan is granted by the Company for the acquisition of the Performance Rights.
- (l) The Performance Rights will be issued no later than 12 months after the date of this Annual General meeting.

Related Party Transactions

Under Chapter 2E of the Corporations Act a public company cannot give a financial benefit to a related party unless: (i) shareholders have resolved to approve the giving of the financial benefit, or (ii) an exception applies. Section 211(1) of the Corporations Act contains an exception where the financial benefit is remuneration given to an employee that is reasonable in the circumstances of the company and the employee.

The Board considers that the proposed grant of Performance Rights for the benefit of Ms Lacaze constitutes reasonable remuneration given the circumstances of the Company and the responsibilities involved in Ms Lacaze's role as CEO. Accordingly, the Board has concluded that the exception in section 211(1) of the Corporations Act applies.

Directors' recommendation

All Directors (with Ms Lacaze abstaining) recommend that shareholders vote in favour of Resolution 6.

A voting exclusion applies to this resolution, as set out earlier in this Notice of Meeting.

Other information that is reasonably required by members to make a decision and that is known to the Company or any of its Directors

Resolutions 5 and 6 are subject to shareholder approvals under specific Listing Rules. If approval is not obtained for Resolution 5 or Resolution 6, the Board would need to consider alternative arrangements to ensure that remuneration packages remain competitive and provide for an incentive to deliver on the performance targets set by the Board.

Resolution 6 would have the effect of giving power to the Directors to grant Amanda Lacaze Performance Rights on the terms and conditions as set out in Annexure A and as otherwise mentioned above. The Company presently has on issue 901,078,579 ordinary shares. If the Performance Rights proposed to be granted for the benefit of Amanda Lacaze are approved by shareholders, the total number of Options and Performance Rights granted by the Company will be 4,748,474. This represents approximately 0.53% of the 901,078,579 ordinary shares that the Company has issued at the date of this Explanatory Memorandum.

If any Performance Rights granted as proposed above are exercised, the effect would be to dilute the shareholding of existing shareholders.

The highest closing price for Shares trading on ASX during the past 12 months was A\$2.720 which occurred on 1 October, 2019 and the lowest closing price of Shares trading on ASX during the past 12 months was A\$1.065 which occurred on 18 March, 2020. The most recent closing price of Shares trading on the ASX prior to the date of this Explanatory Memorandum was A\$2.70 which occurred on 13 October 2020.

At the date of this Notice the proposed recipient of the Performance Rights, Amanda Lacaze, has an interest in 3,442,960 ordinary shares, and 2,040,047 employee performance rights that have been awarded.

Below are tables setting out the maximum number of LTI Performance Rights that could be exercised by Ms Lacaze if the TSR condition is wholly or partly satisfied.

Class I – Three Year Total Shareholder Return (TSR) vs. ASX 200 Companies

Performance Conditions	at least 51st percentile	at least 76th percentile	between 51st and 76th percentile
Percentage of LTI Performance Rights that may be Exercised	50% of TSR portion	100% of TSR portion	pro rata between 50% and 100% of the TSR portion
Number of LTI Performance Rights that may be Exercised	104,428	208,856	Between 104,428 and 208,856
Value of those LTI Performance Rights at A\$2.3977	\$250,387	\$500,774	Between \$250,387 and \$500,774

In addition, 208,856 Class II LTI performance rights will be conditional on the Lynas Kalgoorlie plant being commissioned and operational by July 2023.

Note: One LTI Performance Right in each of the above classes was valued at A\$2.3977, being the 5 day VWAP of Lynas shares as at 9 September 2020.

Effect on the Company's Issued Securities of Resolution 6

On the date of this Explanatory Memorandum, excluding the securities referred to in Resolution 6, the Company has on issue, or has agreed to issue, the following equity securities:

Type of Security Issued or Agreed to be Issued	Equivalent Number of Ordinary Shares on a Fully Diluted Basis
Ordinary Shares (ASX Code: LYC)	901,078,579
Unlisted Employee Performance Rights	4,275,067

If all of the securities referred to in Resolution 6 were added to the above table, it would read as follows:

Type of Security Issued or Agreed to be Issued	Equivalent Number of Ordinary Shares on a Fully Diluted Basis
Ordinary Shares (ASX Code: LYC)	901,078,579
Unlisted Employee Performance Rights (including the Unlisted Employee Performance Rights referred to in Resolution 6)	4,748,474

RESOLUTION 7 – APPROVAL OF CHANGE OF COMPANY NAME AND MODIFICATION TO COMPANY CONSTITUTION

Shareholder approval is sought to change the Company's name to **Lynas Rare Earths Limited**.

Lynas is the world's second largest producer of separated Rare Earths products and the only significant producer of separated Rare Earths products outside China. In addition, Lynas' production is approximately 20% of global demand for separated Rare Earths products. The strategic and technical significance of Rare Earths is becoming increasingly recognized, in light of the importance of Rare Earths in high technology, high growth industries including hybrid and electric vehicles, medical devices, wind turbines, electrical appliances and automation systems.

The Board believes that Lynas should be clearly branded as a Rare Earths company, in light of Lynas' leading role in the global Rare Earths industry. Accordingly, the proposed change of Company name is appropriate to further promote the Company's strategic objectives and our position in the global Rare Earths market.

If Resolution 7 is passed, the Company's change of name will take effect when the Australian Securities and Investments Commission alters the details of the Company's registration. In addition, the Company seeks to amend the Company Constitution in accordance with section 136(2) of the Corporations Act to reflect the change of name.

Approval is sought by special resolution, which requires at least 75 per cent of the total votes cast by shareholders entitled to vote on the resolution at the Annual General Meeting (whether in person, or by proxy, attorney or representative) to be in favour of the resolution.

There will be no change to the 'LYC' ASX listing code.

The Board unanimously recommends that shareholders vote in favour of this resolution.

Glossary

ASIC means the Australian Securities and Investments Commission.

ASX means ASX Limited.

Board means the board or Directors of the Company.

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 dependant of the member or of 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 dealings with the entity;
- (e) a company the member controls; or
- (f) a person prescribed by the *Corporations Regulations 2001* (Cth).

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

Director means a director of the Company.

Key Management Personnel has the same meaning as in the accounting standards (so the term broadly includes those persons having authority and responsibility for planning, directing and controlling the activities of the Company, directly or indirectly, including any director, whether executor or otherwise, of the Company).

Annexure A

Terms of the Lynas Employee Performance Rights Plan (Resolutions 5 and 6)

1. NAME

This Plan shall be called the Lynas Corporation Limited (ACN 009 066 648) – Performance Rights Plan.

2. PURPOSE

The Purpose of this Plan is to:

- recognise the ability and efforts of the directors, employees and consultants of the Company who have contributed to the success of the Company;
- provide a long term incentive to the directors, employees and consultants to achieve the long term objectives of the Company and improve the performance of the Company; and
- attract persons of experience and ability to employment with the Company and foster and promote loyalty between the Company and its directors, employees and consultants.

3. COMMENCEMENT

This Plan shall take effect from such date as is resolved by the Board of Directors.

4. INTERPRETATION

In these rules, unless the context otherwise requires:

"ASX" means ASX Limited (ABN 98 008 624 691) or the market conducted by it, as the context requires;

"Board of Directors" means the Board of Directors or other authorised delegate of the Board of the Company from time to time acting by resolutions made in accordance with the Corporations Act and the Constitution of the Company;

"Business Day" means a day on which trading banks are open for business in Sydney, Australia;

"Change of Control Event" means:

- a takeover bid is made to the holders of Shares, where the bidder obtains a relevant interest in more than 50% of Shares and the takeover bid becomes or is declared unconditional;
- a statement is lodged with the ASX to the effect that a person has become entitled to not less than 50% of the Shares (other than as a result of an allotment approved by the Board of Directors);
- the Court sanctions a compromise or arrangement for the purpose of or in connection with a scheme for the reconstruction of the Company or its amalgamation with any other companies under Part 5.1 of the Corporations Act;
- the Company passes a resolution for voluntary winding up;
- an order is made for the compulsory winding up of the Company; or
- a shareholder, or a group of associated shareholders, otherwise acquiring relevant interests in sufficient shares in the Company to give it or them the ability, in general meeting, to replace all or a majority of the Board of Directors and that ability is successfully exercised;

"Constitution" means the Company's constitution;

"Company" means Lynas Corporation Limited ACN 009 066 648;

"Corporations Act" means the *Corporations Act 2001* (Cth);

"Director" means an executive or non-executive director of the Company, from time to time;

"Eligible Person" means each individual or corporate entity that is a full-time or part-time employee or consultant of the Company, a Director or an Officer of the Company. The Board of Directors has determined that non-executive Directors may not participate in the Plan;

"Invitation" means an invitation to apply for Rights under this Plan in accordance with rule 5;

"Listing Rules" means the Listing Rules of ASX;

"Offeree" means a person to whom Rights are offered under this Plan;

"Officer" has the same meaning as is ascribed to that term in the Corporations Act;

"Official Quotation" means quotation on the Official List of ASX;

"Plan" means this Plan as amended from time to time;

"Rights Holder" means a person who has accepted an offer of Rights under this Plan;

"Rights" means the rights offered under this Plan to receive Shares;

"Right Holder" means an Offeree who holds Rights under this Plan;

"Rules" means these rules as from time to time amended;

"Shares" means the ordinary fully paid shares in the capital of the Company;

"Terms of Grant" means, in relation to a Right, the terms and conditions upon which that Right is granted as determined by the Board of Directors under these rules and set out in the Invitation;

"Trust Deed" means the deed by which any trust established by the Company to assist in the administration of the Plan is constituted; and

"Vesting Date" means, in respect of Rights, the date three (3) years after the date on which the Rights were granted, or such other period as is specified by the Board of Directors on the date of grant of the Right.

5. ELIGIBILITY

- (a) The Board of Directors may invite any Eligible Person to participate in the Plan in a manner determined by the Board of Directors (**Invitation**), subject to any approvals of holders of Shares required by law or the Listing Rules.
- (b) If an Offeree makes an application for Rights following receipt of an Invitation, the application constitutes an offer by the Eligible Person to participate in the Plan on the terms set out in the Invitation.
- (c) The Company may revoke an Invitation it has issued at any time until the Company formally accepts an application in respect of the Invitation.
- (d) The Board of Directors may determine that an application by an Eligible Person who would otherwise be eligible to participate under these rules will not be accepted.

6. LIMITATION ON TOTAL NUMBER OF RIGHTS

- (a) The combined number of Rights over unissued Shares in the Company that may be issued under this Plan and under any other employee incentive plan at any time shall not exceed 5% of the total number of Shares on issue from time to time.
- (b) Notwithstanding the Plan or the Terms of Grant for any particular Right, no Right may be granted or exercised if to do so:
 - (i) would contravene the Corporations Act or the Listing Rules; or
 - (ii) would contravene the local laws or customs of the Employee's country of residence or in the opinion of the Board of Directors would require actions to comply with those local laws or customs which are impractical.

7. NUMBER OF RIGHTS

The number of Rights an Eligible Person is to be allocated shall be determined by the Board of Directors in its sole and absolute discretion. The number of Rights that Directors are to be allocated will be subject to the approval of shareholders in general meeting.

8. TERMS AND CONDITIONS OF RIGHTS

Subject to the Listing Rules, each allocation of Rights will be granted:

- (a) on the terms and conditions as determined by the Board of Directors in its sole and absolute discretion and as set out in the Terms of Grant;
- (b) with an expiry date of up to five (5) years after the date on which the Rights were granted;
- (c) on the condition that the Offeree must be an Eligible Person on the Vesting Date.

9. RECIPIENT OF SHARES

Subject to rule 18, an Eligible Person may only receive in his/her own name the Shares underlying Rights issued under this Plan.

10. OFFER LETTER AND NO CERTIFICATES

The Company shall issue an Invitation to each Offeree setting out the number of Rights offered and the deadline for acceptance of the offer. If an Offeree does not accept the Invitation before the deadline for acceptance, the offer will lapse and those Rights will not be issued.

No certificates will be issued for the Rights, and the Company's register of Rights Holders will be conclusive evidence of the matters set out therein.

11. TERMS AND CONDITIONS OF RIGHTS TO BE ISSUED TO ELIGIBLE PERSONS

- (a) Monies may be payable for the issue of the Rights.
- (b) If a Change of Control Event occurs, Rights do not vest automatically. The general position is that Rights will remain in effect, with no change to the Vesting Date.
- (c) Ultimately, a discretion remains with the Board of Directors as to whether Rights will vest upon a Change of Control Event, and if so, how many. Despite anything contained elsewhere in these Rules, but subject to Rules 11(d) and 12(a), a Right is only exercisable if immediately following the Vesting Date, the Rights Holder is an Eligible Person.
- (d) The Board of Directors may waive or amend the operation of Rule 11(c) 1.1(c) (but so as not to increase the period for the exercise of a Right) as it applies to a Rights Holder in the case of hardship or for any other just reason.
- (e) Each Right shall carry the right in favour of an Right Holder to subscribe for one Share.
- (f) Shares issued to Rights Holders shall be issued for no monetary consideration.
- (g) Rights shall not be listed for Official Quotation on ASX.
- (h) A Rights Holder may not sell, transfer, assign, give or otherwise dispose of, in equity or in law, the benefit of a Right.
- (i) Rights may be issued on the basis that (subject to satisfaction of any vesting or other conditions specified in the Terms of Grant) they will be automatically exercised on a specified date without further action required by the Rights Holder. Subject to satisfaction of any vesting or other conditions specified in the Terms of Grant, all other Rights shall be exercisable by the delivery to the registered office of the Company of a notice in writing stating the intention of the Rights Holder to exercise all or a specified number of Rights. An exercise of only some Rights shall not affect the entitlement of the Rights Holder to the balance of the Rights held by him.
- (j) The Company shall allot the resultant Shares within five (5) business days of the exercise of Rights.
- (k) Shares allotted pursuant to Rights shall rank, from the date of allotment, equally with existing Shares of the Company in all respects.
- (l) The Company shall, in accordance with Listing Rule 2.8, make an application to have Shares allotted pursuant to Rights listed for Official Quotation.
- (m) Rights Holders do not have any rights with respect to any Shares they may be entitled to under this Plan until the Shares have been validly allotted to that Right Holder.
- (n) In the event of any reorganisation of capital of the Company, the entitlements of Rights Holders will be changed to the extent necessary to comply with the Listing Rules applying to a re-organisation of capital at the time of the re-organisation in accordance with the Listing Rules. If the manner is not specified then the Board of Directors will determine the reorganisation. In any event, the reorganisation will not result in any additional benefits being conferred on Right Holders which are not conferred on shareholders of the Company (subject to the same provisions with respect to rounding of entitlements as sanctioned by the meeting of shareholders approving the reorganisation of capital) and in all other respects the terms for the exercise of Rights will remain unchanged.
- (o) The Rights will not give any right to participate in any corporate action (including any dividends or other distribution or participation in new issues) until Shares are allotted pursuant to the Rights.
- (p) The number of Shares to be issued pursuant to the Rights will be adjusted for bonus issues made prior to the Vesting Date. The effect will be that the number of Shares to be received by the Rights Holder will include the number of bonus Shares that would have been issued if the Vesting Date had occurred prior to the record date for the bonus issue.
- (q) The Company shall notify each Rights Holder and ASX within one (1) month after the record date for a bonus issue of the adjustment to the number of Shares to which the Rights relate.

- (r) By submitting a duly completed application, an Offeree is deemed to have agreed to be bound by:
 - (i) the terms of any application form;
 - (ii) the constitution of the Company, as amended from time to time;
 - (iii) the Trust Deed (if any), as amended from time to time; and
 - (iv) the Terms of Grant for the relevant Rights, as amended from time to time.

12. TERMINATION OF RIGHTS

- (a) Despite anything contained elsewhere in this Plan, if a Rights Holder ceases to be an Eligible Person prior to the specified Vesting Date of his / her Rights, then unless otherwise determined by the Board of Directors at its sole discretion, the unvested Rights held by the Rights Holder will continue to be subject to the rules of the Plan until the Vesting Date of the Rights, at which time the Rights will vest in accordance with the rules of the Plan.
- (b) If the Board of Directors exercises its discretion to cancel such Rights, such Rights will be cancelled within 6 months of the Board of Directors' decision, except where the Rights Holder has been retrenched where cancellation will occur within 36 months of the Board of Directors' decision.

13. RESTRICTIONS OR ALTERATIONS TO THIS PLAN

- (a) This Plan may be amended at any time by written instrument or resolution of the Board of Directors of the Company subject to any requirements from time to time of the Corporations Act and the Listing Rules.
- (b) Any such amendment however shall not adversely affect the rights of Rights Holders who are granted Rights prior to such amendment without the consent of the Rights Holder, unless such amendment which is introduced with the consent of the Right Holders or is primarily:
 - (i) for the purpose of complying with or conforming to present or future State, Territory or Commonwealth legal requirements governing or regulating the maintenance or operation of the Plan or like plans;
 - (ii) to correct any manifest error or mistake;
 - (iii) to enable contributions or other amounts paid by any body corporate in the Group in respect of the Plan to qualify as income tax deductions for that body corporate, the Company or any other body corporate within the Group; or
 - (iv) to enable any body corporate in the Group to comply with the Corporations Act, the Listing Rules or relevant instruments of relief issued by ASIC from time to time.
- (c) Subject to rule 13(b), any amendment made pursuant to rule 13(a) may be given such retrospective effect as is specified in the written instrument or resolution by which the amendment is made and, if so stated, amendments to the Plan, including the Terms of Grant of Rights, have the effect of automatically amending the terms of granted but unexercised Rights.

14. RIGHTS OF EMPLOYEES

Except as expressly provided in the Plan, nothing in the Plan:

- (a) confers on any person the right to be granted any Performance Rights;
- (b) confers on any person the right to continue as an employee of, or hold any position in relation to the Company or any member of the Group;
- (c) affects any rights which the Company or any member of the Group may have to terminate the employment or engagement of any person;
- (d) may be used to increase damages in any action brought against the Company or a subsidiary in respect of any termination described in rule 14(c); or
- (e) confers on an individual any expectation to become a Right Holder.

15. POWERS OF THE DIRECTORS

This Plan shall be administered by the Board of Directors who shall have the power to:

- (a) determine procedures from time to time for administration of this Plan consistent with these rules;
- (b) resolve conclusively all questions of fact or interpretation arising in connection with this Plan; and
- (c) delegate to any one or more persons for such period and on such conditions as may be determined by the Board of Directors, the exercise of any of the Board of Directors' powers or discretions arising under this Plan.

The decision of the Board of Directors as to the interpretation, effect or application of the Plan, the exercise by the Board of Directors of any power or discretion under the Plan or the giving of any consent or approval by the Board of Directors in connection with the Plan will be final and conclusive.

16. SUSPENSION OR TERMINATION OF PLAN

This Plan may at any time be suspended or terminated by the Board of Directors but such suspension or termination shall not affect the rights of holders of Rights issued prior to the suspension or termination.

17. GOVERNING LAW

This Plan shall be governed by, administered and construed in accordance with the Laws of New South Wales.

18. EMPLOYEE SHARE TRUST

Despite anything contained elsewhere in these Rules, Rights may be issued to the trustee of any trust established by the Company to assist in the administration of the Plan (the **EST Trustee**) to be allocated for the benefit of a specified Eligible Person. Any requirement in these Rules that a Rights Holder be an Eligible Person is satisfied where the EST Trustee holds Rights for the benefit of an Eligible Person.



CORPORATE DIRECTORY

ABN 27 009 066 648

Registered Office

Level 1, 45 Royal Street
East Perth WA 6004

Tel: +61 8 6241 3800
general@lynascorp.com

Principal Administrative Office

PT17212 Jalan Gebeng 3
Kawasan Perindustrian Gebeng
26080 Kuantan, Pahang Darul Makmur
Malaysia

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Share Register

Boardroom Pty Ltd

Level 12, Grosvenor Place
225 George Street
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Tel: +61 2 9290 9600
Fax: +61 2 9279 0664
enquiries@boardroomlimited.com.au

Auditors

Ernst & Young

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www.lynascorp.com

ALL CORRESPONDENCE TO:

By Mail:

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GPO Box 3993
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By Fax:

+61 2 9290 9655

Online:

www.boardroomlimited.com.au

By Phone:

(Within Australia) 1300 737 760
(Outside Australia) +61 2 9290 9600

YOUR VOTE IS IMPORTANT

For your vote to be effective it must be recorded **before 10.00am (Sydney Time) on Tuesday 24 November 2020.**

TO VOTE ONLINE

STEP 1: VISIT <https://www.votingonline.com.au/lynasagm2020>

STEP 2: Enter your Postcode OR Country of Residence (if outside Australia)

STEP 3: Enter your Voting Access Code (VAC):

BY SMARTPHONE



Scan QR Code using
smartphone QR Reader App

TO VOTE BY COMPLETING THE PROXY FORM

STEP 1: Appointment of Proxy

Indicate who you want to appoint as your Proxy

If you wish to appoint the Chair of the Meeting as your proxy, mark the box. If you wish to appoint someone other than the Chair of the Meeting as your proxy please write the full name of that individual or body corporate. If you leave this section blank, or your named proxy does not attend the meeting, the Chair of the Meeting will be your proxy. A proxy need not be a securityholder of the company. Do not write the name of the issuer company or the registered securityholder in the space.

Appointment of a Second Proxy

You are entitled to appoint up to two proxies to attend the meeting and vote. If you wish to appoint a second proxy, an additional Proxy Form may be obtained by contacting the company's securities registry or you may copy this form.

To appoint a second proxy you must:

- complete two Proxy Forms. On each Proxy Form state the percentage of your voting rights or the number of securities applicable to that form. If the appointments do not specify the percentage or number of votes that each proxy may exercise, each proxy may exercise half your votes. Fractions of votes will be disregarded.
- return both forms together in the same envelope.

STEP 2: Voting Directions to your Proxy

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

Proxy which is a Body Corporate

Where a body corporate is appointed as your proxy, the representative of that body corporate attending the meeting must have provided an "Appointment of Corporate Representative" prior to admission. An Appointment of Corporate Representative form can be obtained from the company's securities registry.

STEP 3: Sign the Form

The form must be signed as follows:

Individual: This form is to be signed by the securityholder.

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

Power of Attorney: To sign under a Power of Attorney, you must have already lodged it with the registry. Alternatively, attach a certified photocopy of the Power of Attorney to this form when you return it.

Companies: This form must be signed by a Director jointly with either another Director or a Company Secretary. Where the company has a Sole Director who is also the Sole Company Secretary, this form should be signed by that person.

Please indicate the office held by signing in the appropriate place.

STEP 4: Lodgement

Proxy forms (and any Power of Attorney under which it is signed) must be received no later than 48 hours before the commencement of the meeting, therefore by **10:00am (Sydney Time) on Tuesday, 24 November 2020.** Any Proxy Form received after that time will not be valid for the scheduled meeting.

Proxy forms may be lodged using the enclosed Reply Paid Envelope or:

Online www.votingonline.com.au/lynasagm2020

By Fax + 61 2 9290 9655

By Mail Boardroom Pty Limited
GPO Box 3993
Sydney NSW 2001 Australia

Attending the Meeting

If you wish to attend the meeting please bring this form with you to assist registration.

Lynas Corporation Limited

ACN 009 066 648

YOUR ADDRESS:



This is your address as it appears on the company's share register. If this is incorrect, please mark the box with an "X" and make the correction in the space to the left. Securityholders sponsored by a broker should advise their broker of any changes.

Please note, you cannot change ownership of your securities using this form.

PROXY FORM

STEP 1: Appoint a Proxy

I/We being a member/s of **Lynas Corporation Limited** (Company) and entitled to attend and vote hereby appoint:

☐

the **Chair of the Meeting** (mark box)

OR If you are **NOT** appointing the Chair of the Meeting as your proxy, please write the name of the person or body corporate (excluding the registered securityholder) you are appointing as your proxy below.

or failing the individual or body corporate named, or if no individual or body corporate is named, the Chair of the Meeting as my/our proxy at the Annual General Meeting of the Company to be held at the **Fullerton Hotel, 1 Martin Place, Sydney, NSW 2000 on Thursday 26 November, 2020 at 10:00am (Sydney Time)** and at any adjournment of that meeting, to act on my/our behalf and to vote in accordance with the following directions or if no directions have been given, as the proxy sees fit.

Chair of the Meeting authorized to exercise undirected proxies on remuneration related matters: If I/we have appointed the Chair of the Meeting as my/our proxy or the Chair of the Meeting becomes my/our proxy by default and I/we have not directed my/our proxy how to vote in respect of Resolutions 1, 5 & 6, I/we expressly authorize the Chair of the Meeting to exercise my/our proxy in respect of these Resolutions even though Resolutions 1, 5 & 6 are connected with the remuneration of a member of the key management personnel for the Company.

The Chair of the Meeting will vote all undirected proxies in favour of all Items of business (including Resolutions 1, 5 & 6). If you wish to appoint the Chair of the Meeting as your proxy with a direction to vote against, or to abstain from voting on an item, you must provide a direction by marking the 'Against' or 'Abstain' box opposite that resolution.

STEP 2: Voting Directions

* If you mark the Abstain box for a particular item, you are directing your proxy not to vote on your behalf on a show of hands or on a poll and your vote will not be counted in calculating the required majority if a poll is called.

		For	Against	Abstain*
Resolution 1	Remuneration Report	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 2	Re-election of John Humphrey as a Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 3	Re-election of Grant Murdoch as a Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 4	Election of Dr Vanessa Guthrie as a Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 5	Authorisation of Issue of Performance Rights	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 6	Grant of Performance Rights for the Benefit of CEO & Managing Director – Amanda Lacaze	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 7	Approval of Change of Company Name to "Lynas Rare Earths Limited" and Modification to Company Constitution	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

STEP 3: Signature of Securityholders

This form must be signed to enable your directions to be implemented.

Individual or Securityholder 1

Sole Director and Sole Company Secretary

Securityholder 2

Director

Securityholder 3

Director/Company Secretary

Contact Name:

Contact Daytime Telephone:

Date: / / 2020