

31 December 2024

Dear Shareholder,

Lindian Resources Limited – Upcoming General Meeting

Lindian Resources Limited (ASX:LIN) (Company) will be holding a General Meeting at Level 16, 240 St Georges Terrace, Perth WA 6000 on Tuesday, 11 February 2025 at 3.00pm (WST) (**Meeting**).

The Notice of Meeting and Explanatory Memorandum can be found at:

<https://www.lindianresources.com.au/asx-releases>

Shareholders who have nominated an email address and elected to receive electronic communications from the Company, will receive an email to their nominated email address with a link to an electronic copy of the important Meeting documents.

If you are unable to access any of the Meeting documents online or if you wish to receive a hard copy of the Meeting documents, please contact our Company Secretary Ms Kellie Davis via email at kellie.davis@automicgroup.com.au.

A copy of your Proxy Form is enclosed for convenience. The Company strongly encourages Shareholders to lodge a directed proxy form prior to the meeting.

Your right to elect to receive documents electronically or in hard copy

In accordance with the *Corporations Act 2001* (Cth), no hard copy of the Notice of General Meeting and Explanatory Memorandum will be circulated, unless a shareholder has requested a hard copy.

In order to receive electronic communications or to elect to receive or not receive documents (including the Notice of Meeting) from the Company in the future, please update your Shareholder details online details online at <https://investor.automic.com.au/#/home> and log in with your unique shareholder identification number and postcode (or country for overseas residents).

Yours sincerely

Kellie Davis
Company Secretary
Lindian Resources Limited



NOTICE OF GENERAL MEETING

LINDIAN RESOURCES LIMITED ACN 090 772 222

Date:	Tuesday 11 February 2025
Time:	3.00pm (WST)
Location:	Level 16, 240 St Georges Terrace, Perth, Western Australia

This Notice of Meeting should be read in its entirety.
If Shareholders are in doubt as to how they should vote, they should seek advice from their professional advisors prior to voting. Should you wish to discuss the matters in this Notice of Meeting, please do not hesitate to contact the Company Secretary on +61 8 6245 9438.

LINDIAN RESOURCES LIMITED

ACN 090 772 222

NOTICE OF GENERAL MEETING

Background

On 12 December 2024, the Company received a notice from Kabunga Holdings Pty Ltd (as trustee for the Kabunga Family Trust) (**Kabunga Holdings**) requesting that a general meeting of the Company be called pursuant to section 249D of the Corporations Act (**Section 249D Notice**) for the purposes of determining certain resolutions, including Resolutions 1 to 3 set out below. The Company's register of Shareholders records Kabunga Holdings Pty Ltd as holding more than 5% of the issued voting shares in the Company immediately prior to the Company receiving the Section 249D Notice, and therefore entitled to require the Company to convene this general meeting. Shareholders should be aware that the Company has formed the view that certain resolutions contained in the Section 249D Notice are not able to be lawfully effected by the Company in general meeting, and that those proposed resolutions have not been included in this Notice.

IMPORTANT NOTE

All of the Resolutions in this Notice of Meeting have been requested by Kabunga Holdings in the Section 249D Notice, which is stated to have been given pursuant to section 249D of the Corporations Act. The Company is convening the Meeting in response to the Section 249D Notice.

Section 249D Notice

Resolutions 1 and 2 are for the removal of Mr Blake Steele and Mr Zuliang (Park) Wei, respectively, as Directors.

Resolution 3 is for the appointment of Mr Warwick Grigor as a Director.

The Chair of the Meeting intends to vote all undirected proxies AGAINST Resolutions 1 to 3.

Biographies of Directors proposed to be removed

Biographies of Mr Blake Steele and Mr Zuliang (Park) Wei as they relate to Resolutions 1 and 2 are set out in Sections 1.2 and 1.3 respectively of the Explanatory Memorandum.

A biography of Mr Warwick Grigor as it relates to Resolution 3, which the Directors have prepared based on publicly available information, is set out in Section 2.2 of the Explanatory Memorandum.

Notice of General Meeting

Notice is hereby given that a general meeting of Lindian Resources Limited (**Lindian** or the **Company**) will be held at 3.00pm (WST) on Tuesday, 11 February 2025 at Level 16, 240 St Georges Terrace, Perth, Western Australia (**Meeting**).

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

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

AGENDA

1 Resolution 1 – Removal of Director – Mr Blake Steele

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

“That Mr Blake Steele be removed as a Director of Lindian Resources Limited pursuant to Clause 14.5 of the Constitution of the Company.”

2 Resolution 2 – Removal of Director – Mr Zuliang (Park) Wei

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

“That Mr Zuliang (Park) Wei be removed as a director of Lindian Resources Limited pursuant to Clause 14.5 of the Constitution of the Company.”

3 Resolution 3 – Appointment of Director – Mr Warwick Grigor

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

“That, he having consented to so act, Mr Warwick Grigor be appointed as a Director of Lindian Resources Limited pursuant to Clause 14.3 of the Constitution of the Company.”

BY ORDER OF THE BOARD



Mr Yves Ocelllo
Non-Executive Director

Dated 31 December 2024

VOTING AT THE GENERAL MEETING

VOTING ENTITLEMENTS

The Directors have determined, in accordance with Regulation 7.11.37 of the Corporations Regulations, that Shareholders entitled to vote at the Meeting will be the registered holders of Shares (**Registered Shareholders**) at 4.00 pm (WST) on 9 February 2025 (**Voting Record Date**).

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

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

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

HOW TO VOTE

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

Voting in Person

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

Voting by Proxy

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

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

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

The Chair intends to vote all undirected proxies in respect of Resolutions 1 to 3 **AGAINST** those Resolutions, to the extent permitted by law. If you are in any doubt as to how to vote, you should consult your professional adviser.

Deadline

Proxy Forms must be received by 3.00pm (WST) on Sunday, 9 February 2024.

How to lodge Proxy Forms

You can lodge your Proxy Form with the Company by:

BY MAIL:	Automic, GPO Box 5193, Sydney NSW 2001
IN PERSON:	Automic, Level 5, 126 Phillip Street, Sydney NSW 2000
BY FAX:	+61 2 8583 3040
BY EMAIL:	meetings@automicgroup.com.au
ONLINE:	https://investor.automic.com.au/#/loginsah

Further details on how to lodge your Proxy Form can be found on the Proxy Form. If you have any questions about your Proxy Form, please contact the Company Secretary by telephone at on +61 8 6245 9438.

Appointment of corporate representatives

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

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

BENEFICIAL SHAREHOLDERS

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

QUESTIONS AT THE MEETING

Shareholders may submit questions in advance of the Meeting to the Company. Questions must be submitted by emailing the Company Secretary at info@lindianresources.com.au by 5.00pm (WST) on Tuesday, 4 February 2025, and relate to the business of the Meeting only.

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

ENQUIRIES

Shareholders are invited to contact the Company Secretary by telephone on +61 8 6245 9438 if they have any queries in respect of the matters set out in these documents.

For personal use only

LINDIAN RESOURCES LIMITED

ACN 090 772 222

EXPLANATORY MEMORANDUM

This Explanatory Memorandum has been prepared in connection with the general meeting of the Company to be held at 3.00pm (WST) on Tuesday, 11 February 2025 at Level 16, 240 St Georges Terrace, Perth, Western Australia.

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

Shareholders should read this Explanatory Memorandum and all attachments carefully. If you have any questions regarding the matters set out in this Explanatory Memorandum or the Notice of General Meeting, please contact the Company Secretary on +61 8 6245 9438, or consult your stockbroker or other professional adviser.

1 RESOLUTIONS 1 & 2 – REMOVAL OF EXISTING DIRECTORS UNDER SECTION 249D NOTICE

1.1 General

The Company's Constitution provides that the Company may by resolution remove any Director from office.

Kabunga Holdings has given notice proposing the following resolutions:

- Resolution 1 – Removal of Mr Blake Steele as a Director of the Company.
- Resolution 2 – Removal of Mr Zuliang (Park) Wei as a Director of the Company.

Subject to the passing of Resolutions 1 and 2, the removal of Mr Steele and Mr Wei will take effect from the close of the Meeting.

Biographies of Mr Steele and Mr Wei are set out below.

1.2 Mr Blake Steele

Mr Steele has a wealth of experience in capital markets and resources across major international jurisdictions, including Australia, Asia, and North America. He currently serves as the Non-Executive Chairman of ASX-listed uranium explorer Basin Energy Limited (ASX:BSN).

In his most recent executive role as President and Chief Executive Officer of Azarga Uranium Corp. (TSX:AZZ), Azarga Uranium Corp. experienced significant M&A and capital growth under Mr Steele's guidance, culminating in its acquisition by enCore Energy Corp (NASDAQ:EU) for ~C\$200 million in 2022.

Mr Steele's extensive board experience includes non-executive roles at Kaizen Discovery Inc. (TSX-V:KZD), which was acquired by Ivanhoe Electric Inc. (NYSE American:IE) and Gold Mountain Mining Corp (TSX:GMTN). He holds a Bachelor of Commerce from the University of British Columbia and is a member of the Canadian Institute of Chartered Accountants and the Canadian Institute of Chartered Business Valuators.

1.3 Mr Zuliang (Park) Wei

Mr Wei is a Chinese-born Australian entrepreneur with multiple investments in the property, mining and finance sectors in Australia and other international markets. In 1994, he founded Top Pacific Group, which is today a diversified property group engaged in property development, construction, property financing, sales and strata management.

Since 2019, he has been the Chairman and major shareholder of wholesale fund manager PAN Australia Fund Management Pty Ltd (PAFM), formerly Boill Fund Management Pty Ltd. He successfully helped fund Jatcorp Limited (ASX: JAT) and its acquisition of Australian dairy company ANMA. He holds a Bachelor of Arts Degree from Nanjing University, one of China's top five universities.

1.4 Board recommendation

The Board's view is that each of Mr Steele and Mr Wei bring valuable and important skills and experience to the Board. Accordingly, the Directors (other than Mr Steele in respect of Resolution 1 and Mr Wei in respect of Resolution 2, given their respective interest in the relevant Resolution) unanimously recommend that Shareholders vote AGAINST Resolutions 1 and 2.

2 RESOLUTION 3 – APPOINTMENT OF DIRECTOR – MR WARWICK GRIGOR

2.1 General

The Company's Constitution provides that the Company may elect a person as a Director by resolution passed in general meeting.

Kabungu Holdings has given notice proposing the appointment of Mr Warwick Grigor as a Director of the Company.

Subject to the passing of Resolution 3, the appointment of Mr Grigor as a Director will take effect from the close of the Meeting.

2.2 Mr Warwick Grigor

The Board has not been provided with any information from Kabungu Holdings in relation to the background, skills and experience of Mr Grigor.

The Board understands that Mr Grigor is based in Australia and is the executive chairman of Agua Resources Limited. The Board also understands that he is the non-executive chair of First Graphene Limited, and a non-executive director of West Wits Mining Limited.

2.3 Board recommendation

No specific information in relation to Mr Grigor's background, skills and expertise, or his strategic vision for the Company, has been provided to support his proposed nomination as a Director. As such, the Board unanimously recommends that Shareholders vote AGAINST Resolution 3.

GLOSSARY

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

Board means the board of Directors.

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

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

Constitution means the Company's constitution.

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

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

Director means a director of the Company.

Explanatory Memorandum means this Explanatory Memorandum.

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

Kabunga Holdings means Kabunga Holdings Pty Ltd (as trustee for the Kabunga Family Trust).

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

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

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

Section means a section of this Explanatory Memorandum.

Section 249D Notice means the notice provided by Kabunga Holdings Pty Ltd (as trustee for the Kabunga Family Trust) to the Company on 12 December 2024 requesting that a general meeting of the Company be called pursuant to section 249D of the Corporations Act.

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

Shareholder means a holder of one or more Shares.

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

Your proxy voting instruction must be received by **3.00pm (AWST) on Sunday, 09 February 2025**, being **not later than 48 hours** before the commencement of the Meeting. Any Proxy Voting instructions received after that time will not be valid for the scheduled Meeting.

SUBMIT YOUR PROXY

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

YOUR NAME AND ADDRESS

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

STEP 1 – APPOINT A PROXY

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

DEFAULT TO THE CHAIR OF THE MEETING

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

STEP 2 - VOTES ON ITEMS OF BUSINESS

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

APPOINTMENT OF SECOND PROXY

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

SIGNING INSTRUCTIONS

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

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

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

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

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

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

CORPORATE REPRESENTATIVES

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

Lodging your Proxy Voting Form:

Online

Use your computer or smartphone to appoint a proxy at <https://investor.automic.com.au/#/loginsah> or scan the QR code below using your smartphone

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



BY MAIL:

Automic
GPO Box 5193
Sydney NSW 2001

IN PERSON:

Automic
Level 5, 126 Phillip Street
Sydney NSW 2000

BY EMAIL:

meetings@automicgroup.com.au

BY FACSIMILE:

+61 2 8583 3040

All enquiries to Automic:

WEBSITE:

<https://automicgroup.com.au>

PHONE:

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

