

# Notice of Annual General Meeting and Explanatory Memorandum

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Lake Resources N.L. ACN 079 471 980

Date of Meeting: 29 November 2022

Time of Meeting: 9:00am (Brisbane time)

Address: The Boardroom  
BDO  
Level 10, 12 Creek Street  
Brisbane Qld 4000

Virtual location:

[https://us02web.zoom.us/webinar/register/WN\\_cY7YQKINRzaMEDRB9tsEBg](https://us02web.zoom.us/webinar/register/WN_cY7YQKINRzaMEDRB9tsEBg)

**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 advisers prior to voting.**

# Venue and Voting Information

## Venue and Voting Information

The Annual General Meeting of the Shareholders to which this Notice of Meeting relates will be held at 9:00am (AEST) on 29 November 2022 at The Boardroom, BDO, Level 10, 12 Creek Street, Brisbane QLD 4000 and also as a **hybrid virtual meeting (AGM or Meeting)**. The Company is pleased to provide shareholders with the opportunity to attend and participate in the meeting virtually (in addition to the ability to attend at the physical location) through an online meeting platform powered by Automic, where shareholders will be able to watch, listen, ask questions and vote online.

The Company encourages shareholders to attend the Meeting in person or virtually. If you wish to virtually attend the AGM (which will be broadcast as a live webinar), please **pre-register** in advance for the virtual meeting here: [https://us02web.zoom.us/webinar/register/WN\\_cY7YQKINRzaMEDRB9tsEBg](https://us02web.zoom.us/webinar/register/WN_cY7YQKINRzaMEDRB9tsEBg)

After registering, you will receive a confirmation containing information on how to attend the meeting on the day of the AGM.

Shareholders will be able to vote and ask questions at the meeting, whether they attend in person or virtually (for how to ask questions virtually, see the "Voting virtually at the Meeting" section of this Notice of Meeting below).

Shareholders are also encouraged to submit questions in advance of the Meeting to the Company.

Questions must be submitted in writing to the Company Secretary at [cosec@lakeresources.com.au](mailto:cosec@lakeresources.com.au) by 9:00am (Brisbane time) on 28 November 2022, the day prior to the meeting.

The Company will also provide Shareholders with the opportunity to ask questions during the Meeting in respect to the formal items of business as well as general questions in respect to the Company and its business.

## Your vote is important

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

## Voting in person

To vote in person, attend the Meeting on the date and at the place set out above. You must register your attendance with the Company (as noted above) to attend the Meeting in person.

## Voting virtually at the Meeting

Shareholders who wish to vote virtually on the day of the AGM will need to login to the online meeting platform powered by Automic.

Shareholders who do not have an account with Automic are strongly encouraged to register for an account **as soon as possible and well in advance of the Meeting** to avoid any delays on the day of the Meeting. An account can be created via the following link [investor.automic.com.au](https://investor.automic.com.au) and then clicking on "register" and following the prompts. Shareholders will require their holder number (Securityholder Reference Number (SRN) or Holder Identification Number (HIN)) to create an account with Automic.

To access the virtual meeting on the day:

1. Open your internet browser and go to [investor.automic.com.au](https://investor.automic.com.au)
2. Login with your username and password or click "**register**" if you haven't already created an account. **Shareholders are encouraged to create an account prior to the start of the meeting to ensure there is no delay in attending the virtual meeting**

# Venue and Voting Information

3. After logging in, a banner will display at the bottom of your screen to indicate that the meeting is open for registration, click on “**Register**” when this appears. Alternatively, click on “**Meetings**” on the left-hand menu bar to access registration.
4. Click on “**Register**” and follow the steps
5. Once the Chair of the Meeting has declared the poll open for voting click on "Meeting open for voting" to be taken to the voting screen
6. Select your voting direction and click "confirm" to submit your vote. Note that you cannot amend your vote after it has been submitted

For further information on the live voting process please see the **Registration and Voting Guide** at <https://www.automicgroup.com.au/virtual-agms/>

## Voting by proxy

A member entitled to attend and vote at the meeting may appoint a proxy. The person appointed as a proxy may be an individual or a body corporate. If entitled to cast two or more votes, the member may appoint one or two proxies.

Where two proxies are appointed, each proxy may be appointed to represent a specific proportion of the member's voting rights. If the proportion is not specified, each proxy may exercise half of the member's voting rights. Fractional votes will be disregarded. Please read carefully the instructions on the Proxy Form and consider how you wish to direct the proxy to vote on your behalf. You may direct the proxy to vote "for", "against" or "abstain" from voting on each resolution or you may leave the decision to the appointed proxy after discussion at the meeting.

A proxy need not be a member of the Company.

The Proxy Form must be signed by the member or the member's attorney. Proxies given by corporations must be signed in accordance with the corporation's constituent documents, or as authorised by the Corporations Act.

To vote by proxy, please use one of the following methods:

<b>Online</b>	Lodge the Proxy Form online at <a href="https://investor.automic.com.au/#/loginsah">https://investor.automic.com.au/#/loginsah</a> by following the instructions: Login to the Automic website using the holding details as shown on the Proxy Form. Click on ‘View Meetings’ – ‘Vote’. To use the online lodgement facility, Shareholders will need their holder number (Securityholder Reference Number (SRN) or Holder Identification Number (HIN)) as shown on the front of the Proxy Form.  For further information on the online proxy lodgment process please see the <b>Online Proxy Lodgment Guide</b> at <a href="https://www.automicgroup.com.au/virtual-agms/">https://www.automicgroup.com.au/virtual-agms/</a>
<b>By post</b>	Automic, GPO Box 5193, Sydney NSW 2001
<b>By hand</b>	Automic, Level 5, 126 Phillip Street, Sydney NSW 2000

Your Proxy instruction must be received not later than 48 hours before the commencement of the Meeting. **Proxy Forms received later than this time will be invalid.**

## Power of Attorney

If the proxy form is signed under a power of attorney on behalf of a shareholder, then the attorney must make sure that either the original power of attorney or a certified copy is sent with the proxy form, unless the power of attorney has already provided it to the Share Registry.

# Venue and Voting Information

## **Corporate Representatives**

If a representative of a corporate shareholder or a corporate proxy will be attending the Meeting, the representative should provide the Share Registry with adequate evidence of their appointment, unless this has previously been provided to the Share Registry.

## **Submitting Questions**

Shareholders are encouraged to submit any questions they may have of in writing to the Company Secretary at cosec@lakeresources.com.au by 9:00am on 28 November 2022, the day prior to the meeting.

## **Eligibility to vote - Record Date**

Regulation 7.11.37 of the Corporations Regulations 2001 (Cth) permits the Company to specify a time, not more than 48 hours before the Meeting, at which time a 'snapshot' of Shareholders will be taken for the purposes of determining Shareholder entitlements to vote at the Meeting. The Directors have determined such time will be 9:00am Brisbane time on 27 November 2022 (**Record Date**).

## **Voting Intention of the Chair for all Resolutions**

Shareholders should be aware that any undirected proxies given to the Chair will be cast by the Chair and counted in favour of the Resolutions the subject of this Meeting, subject to compliance with the Corporations Act. In exceptional circumstances, the Chair may change his/her voting intention on any resolution, in which case an ASX announcement will be made.

# Notice of Annual General Meeting

Notice is given that the Annual General Meeting of Shareholders of Lake Resources N.L. ACN 079 471 980 (**Company**) will be held as a physical and virtual meeting, on 29 November 2022 at 9:00am (Brisbane time).

Terms used in this Notice of Meeting are defined in section 9 (Interpretation) of the accompanying Explanatory Memorandum.

## Agenda

### Ordinary business

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#### Financial Reports

To receive and consider the Company's Annual Report comprising the Directors' Report and Auditors' Report, Directors' Declaration, Consolidated Statement of Comprehensive Income, Consolidated Statement of Financial Position, Consolidated Statement of Changes in Equity, Consolidated Statement of Cash Flows and notes to and forming part of the financial statements for the Company for the financial year ended 30 June 2022.

#### 1. Remuneration Report

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To consider and, if thought fit, pass the following Resolution, with or without amendment, as an Advisory Resolution of the Company:

*"That the Remuneration Report for the year ended 30 June 2022 (as set out in the Directors Report) is adopted."*

The vote on this Resolution 1 is advisory only and does not bind the Directors or the Company.

#### **Voting restriction pursuant to section 250R(4) of the Corporations Act**

A vote on this Resolution 1 must not be cast (in any capacity) by or on behalf of either of the following persons:

- a member of the Key Management Personnel (**KMP**) details of whose remuneration are included in the Remuneration Report; and
- a Closely Related Party of such a member.

However, the above persons may cast a vote on Resolution 1 if:

- the person does so as a proxy;
- the vote is not cast on behalf of a member of the KMP details of whose remuneration are included in the Remuneration Report or a Closely Related Party of such a member; and
- either:
  - the voter is appointed as a proxy by writing that specifies the way the proxy is to vote on the Resolution; or

# Notice of Annual General Meeting

- the voter is the chair of the meeting and the appointment of the chair as proxy:
  - o does not specify the way the proxy is to vote on the Resolution; and
  - o expressly authorises the chair to exercise the proxy even if the Resolution is connected directly or indirectly with the remuneration of a member of the KMP for the Company or, if the Company is part of a consolidated entity, for the entity.

## **Voting intention of the Chair**

Shareholders should be aware that any undirected proxies given to the Chair will be cast by the Chair and counted in favour of the Resolutions the subject of this Meeting, including Resolution 1, subject to compliance with the Corporations Act. In exceptional circumstances, the Chair may change his/her voting intention on any Resolution, in which case an ASX announcement will be made. Further details, in relation to the ability of the Chair to vote on undirected proxies are set out in the accompanying proxy form.

## **2. Approval of the Employee Awards Plan (EAP)**

To consider and, if thought fit, pass the following Resolution, with or without amendment, as an Ordinary Resolution of the Company:

*“That, for the purposes of ASX Listing Rule 7.2 (Exception 13) and for all other purposes, approval is given to the Company to adopt an equity incentive scheme titled Employee Awards Plan (EAP) and for the issue of securities under the EAP in accordance with the terms and conditions set out in the Explanatory Memorandum.”*

### **Voting Exclusion Statement**

The Company will disregard any votes cast in favour of this Resolution 2 by or on behalf of:

- a person who is eligible to participate in the Employee Awards Plan; or
- an associate of those persons.

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

- a person as a 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;
- 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

# Notice of Annual General Meeting

- the holder votes on the Resolution in accordance with directions given by the beneficiary to the holder to vote in that way.

## **Voting intention of the Chair**

Shareholders should be aware that any undirected proxies given to the Chair will be cast by the Chair and counted in favour of the Resolutions the subject of this Meeting, including Resolution 2, subject to compliance with the Corporations Act. In exceptional circumstances, the Chair may change his/her voting intention on any Resolution, in which case an ASX announcement will be made. Further details, in relation to the ability of the Chair to vote on undirected proxies are set out in the accompanying proxy form.

### **3. Re-election of Nicholas Lindsay as a Non-Executive Director**

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To consider and, if thought fit, pass the following Resolution, with or without amendment, as an Ordinary Resolution of the Company:

*“That Nicholas Lindsay, who retires by rotation in accordance with Rule 9.1(d) of the Company’s Constitution and, being eligible, offers himself for re-election, be re-elected as a Non-Executive Director.”*

### **4. Increase in amount available for Non-Executive Director remuneration**

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To consider and, if thought fit, pass the following Resolution, with or without amendment, as an Ordinary Resolution of the Company:

*“That in accordance with Listing Rule 10.17 of the Official Listing Rules of the ASX Limited (ASX) and Rule 9.3(a) of the Company’s Constitution, the total aggregate annual remuneration payable to Non-Executive Directors of the Company be increased by \$950,000.00, from \$550,000.00 to a maximum of \$1,500,000.00.”*

#### **Voting restriction pursuant to section 250BD of the Corporations Act**

As Resolution 4 is connected directly or indirectly with the remuneration of a member of the KMP for the Company (or, if the Company is a consolidated entity, for the entity), pursuant to section 250BD of the Corporations Act, a vote on Resolution 4 must not be cast by:

- any member of the KMP for the Company (or, if the Company is a consolidated entity, for the entity); or
- a Closely Related Party of such KMP,

who is appointed as a Shareholder’s proxy, on the basis of that appointment, where the Shareholder does not specify in writing the way the proxy is to vote on this Resolution 4.

However, the Company need not disregard a vote on this Resolution 4 if it is cast by the person chairing the meeting as proxy for a person who is entitled to vote and the Shareholder expressly authorises the person chairing the meeting to exercise the proxy even if this Resolution 4 is connected directly or indirectly with the remuneration of a member of the KMP for the Company, or if the Company is part of a consolidated entity, for the entity.

# Notice of Annual General Meeting

## **Voting Exclusion Statement**

The Company will disregard any votes cast in favour of this Resolution 4 by or on behalf of:

- a Director of the Company; or
- an associate of that person.

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

- a person as a 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;
- 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.

## **Voting Intention of the Chair**

Shareholders should be aware that any undirected proxies given to the Chair will be cast by the Chair and counted in favour of the Resolutions the subject of this Meeting, including Resolution 4, subject to compliance with the Corporations Act. In exceptional circumstances, the Chair may change his/her voting intention on any Resolution, in which case an ASX announcement will be made. Further details, in relation to the ability of the Chair to vote on undirected proxies are set out in the accompanying proxy form.

## **5. Ratification of previous issue of Shares to Acuity Capital**

To consider and, if thought fit, pass the following Resolution, with or without amendment, as an Ordinary Resolution of the Company:

*“That for the purposes of Listing Rule 7.4 and for all other purposes, Shareholders ratify the prior issue of 40,000,000 fully paid ordinary shares in the Company at an issue price of \$0.975 (**Acuity Shares**) on 11 March 2022 to Acuity Capital Investment Management Pty Ltd ACN 132 459 093 on the terms as set out in the Explanatory Memorandum.”*

### **Voting exclusion statement pursuant to Listing Rule 7.5.8**

The Company will disregard any votes cast in favour of Resolution 5 by or on behalf of Acuity Capital Investment Management Pty Ltd ACN 132 459 093 or any of their associates.

However, the Company will not disregard a vote cast in favour of Resolution 5 by:



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- a person as a proxy 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
- the Chairman of the Meeting as a proxy or attorney for a person who is entitled to vote on the Resolution, in accordance with a direction given to the Chairman to vote on the Resolution as the Chairman 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.

## **Voting Intention of the Chair**

Shareholders should be aware that any undirected proxies given to the Chair will be cast by the Chair and counted in favour of the Resolutions the subject of this Meeting, including Resolution 5, subject to compliance with the Corporations Act. In exceptional circumstances, the Chair may change his/her voting intention on any Resolution, in which case an ASX announcement will be made. Further details, in relation to the ability of the Chair to vote on undirected proxies are set out in the accompanying proxy form.

## **6. Issue of Shares to Dr Nicholas Lindsay under Listing Rule 10.11**

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To consider and, if thought fit, pass the following Resolution, with or without amendment, as an Ordinary Resolution of the Company:

*“That in accordance with Listing Rule 10.11 and for all other purposes the Company be authorised to issue 21,837 shares to Dr Nicholas Lindsay, being a related party of the Company, as described in the Explanatory Memorandum”*

# Notice of Annual General Meeting

## **Voting exclusion statement**

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

- Dr Nicholas Lindsay and 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 Shares in the entity; and
- an associate of those persons.

However, this does not apply to a vote cast in favour of this Resolution 6 by:

- a person as a 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;
- 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.

## **Voting restriction pursuant to section 250BD of the Corporations Act**

As Resolution 6 is connected directly or indirectly with the remuneration of a member of the KMP for the Company (or, if the Company is a consolidated entity, for the entity), pursuant to section 250BD of the Corporations Act, a vote on Resolution 6 must not be cast by:

- any member of the KMP for the Company (or, if the Company is a consolidated entity, for the entity); or
- a Closely Related Party of such KMP,

who is appointed as a Shareholder's proxy, on the basis of that appointment, where the Shareholder does not specify in writing the way the proxy is to vote on this Resolution 6.

However, the Company need not disregard a vote on this Resolution 6 if it is cast by the person chairing the meeting as proxy for a person who is entitled to vote and the Shareholder expressly authorises the person chairing the meeting to exercise the proxy even if this Resolution 6 is connected directly or indirectly with the remuneration of a member of the KMP for the Company, or if the Company is part of a consolidated entity, for the entity.

# Notice of Annual General Meeting

## Special Business

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### 7. Amendment to the Constitution

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To consider and, if thought fit, pass, with or without amendment, the following resolution as a Special Resolution;

*“That, with effect from the close of this Meeting, for the purposes of section 136(2) of the Corporations Act and for all other purposes, the Constitution of the Company be repealed and replaced with the version tabled by the Chairman at the Meeting.”*

## General business

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To consider any other business as may be lawfully put forward in accordance with the Constitution of the Company.

### By order of the Board



Peter Neilsen  
Company Secretary and Chief Financial Officer  
27 October 2022

# Explanatory Memorandum

## 1. Introduction

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This Explanatory Memorandum is provided to Shareholders of Lake Resources N.L. ACN 079 471 980 (**Company**) to explain the Resolutions to be put to Shareholders at the Annual General Meeting to be held as a hybrid meeting on 29 November 2022 commencing at 9:00am (Brisbane time) (being 10:00am Sydney time).

The Directors recommend Shareholders read the accompanying Notice of Meeting and this Explanatory Memorandum in full before making any decision in relation to the Resolutions.

Terms used in this Explanatory Memorandum are defined in section 9.

## 2. Consider the Company's Annual Report

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The Company's Annual Report comprising the Directors' Report and Auditors' Report, Directors' Declaration, Consolidated Statement of Comprehensive Income, Consolidated Statement of Financial Position, Consolidated Statement of Changes in Equity, Consolidated Statement of Cash Flows and notes to and forming part of the financial statements for the Company and for the financial year ended 30 June 2022 was released to ASX Limited on 27 October 2022 and subsequently dispatched to shareholders as required.

Shareholders can access a copy of the Company's Annual Report at [www.lakeresources.com.au](http://www.lakeresources.com.au). The Company will not provide a hard copy of the Company's Annual Report to Shareholders unless specifically requested to do so.

The Company's Annual Report is placed before the Shareholders for discussion. No voting is required for this item.

## 3. Resolution 1 - Remuneration Report

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The Board has submitted its Remuneration Report to Shareholders for consideration and adoption by way of a non-binding advisory resolution in accordance with section 250R of the Corporations Act.

The Remuneration Report is set out in the Directors' Report section of the Annual Report. The Report, amongst other things:

- (a) explains the Board's policy for determining the nature and amount of remuneration of Key Management Personnel of the consolidated entity;
- (b) explains the relationship between the Board's remuneration policy and the Company's performance;
- (c) sets out remuneration details for each Key Management Personnel of the consolidated entity including details of performance related remuneration and any options or other securities granted as part of remuneration; and
- (d) details and explains any performance conditions applicable to the remuneration of Key Management Personnel of the Company.

The Board believes the Company's remuneration policies and structures as outlined in the Remuneration Report are appropriate relative to the size of the Company, its business and strategic objectives and current and emerging market practices.

# Explanatory Memorandum

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

The Directors abstain, in the interests of corporate governance, from making a recommendation in relation to this Resolution. In accordance with the Corporations Act, a vote on this Resolution is advisory only and does not bind the Directors or the Company.

There are restrictions on members of the Key Management Personnel and their Closely Related Parties and their proxies voting (in any capacity) on Resolution 1, details of which are set out in the voting restriction statement included in Resolution 1 of the Notice of Meeting.

Shareholders should be aware that any undirected proxies given to the Chair will be cast by the chair and counted in favour of the Resolutions the subject of this Meeting, including Resolution 1 subject to compliance with the Corporations Act. In exceptional circumstances, the Chair may change his/her voting intention on any Resolution, in which case an ASX announcement will be made.

## 4. Resolution 2 – Approval of the Employee Awards Plan (EAP)

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### 4.1 Objective of the Employee Awards Plan

The objective of the Employee Awards Plan (**EAP**) is to attract, motivate and retain key employees. The Company considers that the adoption of the EAP and the future issue of securities under the EAP will provide selected employees with the opportunity to participate in the future growth of the Company, which will likely encourage them in carrying out their respective roles for the Company. Further, the EAP gives the Company flexibility to retain its cash reserves during the current uncertain economic and financial environment.

Resolution 2 seeks Shareholder approval for the adoption of the EAP, and for the issue of securities under the EAP, in accordance with Listing Rule 7.2 (Exception 13(b)).

### 4.2 ASX Listing Rule 7.1 and 7.2 (Exception 13)

ASX Listing Rule 7.1 provides that a company must not, subject to specified exceptions, issue or agree to issue more Equity Securities during any 12-month period than that amount which represents 15% of the number of fully paid ordinary securities on issue at the commencement of that 12-month period.

Listing Rule 7.2 (Exception 13(b)) provides that Listing Rule 7.1 does not apply to an issue of securities under an employee incentive scheme if, within three years before the date of issue of the securities, the holders of the entity's ordinary securities have approved the issue of Equity Securities under the employee incentive scheme as exception to Listing Rule 7.1.

### 4.3 Information required for Listing Rule 7.2 (Exception 13)

Pursuant to and in accordance with Listing Rule 7.2 (Exception 13), the following information is provided in relation to Resolution 2:

Exception 13(b)	Information
A summary of the terms of the EAP:	A summary of the terms and conditions of the EAP is set out in Annexure A. In addition, a copy of the EAP is available for review by Shareholders at the registered office of the Company until the date of the Meeting.

# Explanatory Memorandum

Exception 13(b)	Information
	<p>A copy of the EAP can also be sent to Shareholders upon request to the Company Secretary (cosec@lakeresources.com.au).</p> <p>Shareholders are invited to contact the Company if they have any queries or concerns.</p>
<p>The number and class of Securities issued under the EAP since the entity was listed or the date of the last approval under Listing Rule 7.2 (Exception 13(b))</p>	<p>No Securities have been issued under the EAP as it has not previously been approved by Shareholders.</p>
<p>The maximum number of Equity Securities proposed to be issued under the EAP following the approval</p>	<p>The maximum number of securities proposed to be issued under the EAP within the following three year period is 200,000,000, however this is an estimate only so as to illustrate a maximum. It is not envisaged 200,000,000 securities will be issued immediately, and, as at the date of this Notice, the Company does not intend to issue that quantum of securities under the EAP.</p>
<p>A voting exclusion statement</p>	<p>A voting exclusion statement for Resolution 4 is included in the Notice.</p>

Exception 13(b) is only available if and to the extent that the number of Equity Securities issued under the EAP does not exceed the maximum number set out in section 4.3 below.

Exception 13(b) also ceases to be available if there is a material change to the terms of the EAP from those set out in Annexure A.

## 4.4 Effect of Resolution

If Resolution 2 is passed, the Company will be able to issue securities under the EAP to eligible participants over a period of 3 years.

The issue of any securities to eligible participants under the EAP (up to the maximum number of securities stated in section 4.3 below) 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.

For the avoidance of doubt, the Company must seek Shareholder approval under Listing Rule 10.14 in respect of any future issues of securities under the EAP to a related party or a person whose relationship with the Company or the related party is, in ASX's opinion, such that approval should be obtained.

If Resolution 2 is not passed, the Company will be able to proceed with the issue of securities under the EAP to eligible participants, but any issues of securities will reduce, to that extent, the Company's capacity to issue Equity Securities without Shareholder approval under Listing Rule 7.1 for the 12-month period following the issue of the securities.

## 4.5 Directors' recommendation

The Directors unanimously recommend that you vote in favour of Resolution 2.

# Explanatory Memorandum

## **5. Resolution 3 - Re-election of Dr Nicholas Lindsay as a Non-Executive Director**

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Rule 9.1(d) of the Constitution states that no director who is not the Managing Director may hold office without re-election beyond the third AGM following the meeting at which the director was last elected or re-elected.

Dr Nicholas Lindsay was last re-elected as a Director of the Company at the 2019 AGM. Accordingly, Dr Lindsay retires in accordance with Rule 9.1(d) of the Company's Constitution and, being eligible, offers himself for re-election as a Non-Executive Director.

Dr Nicholas Lindsay is an experienced mining executive, with a BSc (Hons) degree in Geology, a PhD in Metallurgy and Materials Engineering as well as an MBA. He has successfully taken companies in South America, such as Laguna Resources which he led as Managing Director, from inception to listing, development and subsequent acquisition. Dr Lindsay has previously held the role of CEO of Manuka Resources Ltd, and the position of President – Chilean Operations for Kingsgate Consolidated Ltd.

The Directors (with Dr Lindsay abstaining) recommend that you vote in favour of this Ordinary Resolution.

## **6. Resolution 4 - Increase in amount available for non-executive Director remuneration**

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In order for the total aggregate annual remuneration payable to non-executive Directors of the Company to be increased, Listing Rule 10.17 and Rule 9 of the Company's Constitution must be complied with. The Listing Rules and the Constitution provide that the Company must not increase the amount of remuneration payable to non-executive Directors of the Company unless Shareholders approve such an increase.

Currently, non-executive Directors of the Company are entitled to receive board fees as follows:

- (a) Dr Nicholas Lindsay - \$72,000 plus statutory superannuation;
- (b) Dr Robert Trzebski - \$72,000 plus statutory superannuation;
- (c) Amelia Saenz - \$72,000;

Shareholder approval is sought to increase the total aggregate annual remuneration payable to non-executive Directors of the Company from \$550,000.00 to a maximum aggregate amongst all non-executive Directors of \$1,500,000.00 (being an increase of \$950,000.00) to be divided between non-executive Directors as the Board determines.

The Board considers this increase in the total aggregate annual remuneration payable to non-executive Directors to be necessary to provide an ability to increase the remuneration payable to the current non-executive Directors and any additional non-executive Directors who might join the Board. Further details on the remuneration paid to non-executive Directors are set forth in the Remuneration Report contained in the Directors' Report section of the Annual Report.

The following securities have been issued to non-executive Directors with shareholder approval under Listing Rule 10.11 or 10.14 within the preceding 3 years:

- an issue of one class E, F, G and H performance share to Dr Nicholas Lindsay approved by shareholders at the annual general meeting held on 25 January 2022 subject to terms and conditions as set out in the 2021 AGM Notice;

# Explanatory Memorandum

- an issue of 5,000,000 performance rights and 5,000,000 options having an exercise price of \$0.09 and expiry date of 31 July 2021 to Dr Nicholas Lindsay approved by shareholders in general meeting on 15 August 2019 (Dr Lindsay subsequently became a non-executive director having been appointed Technical Director of the Company); and
- an issue of 5,000,000 performance rights and 5,000,000 options having an exercise price of \$0.09 and expiry date of 31 July 2021 to Dr Robert Trzebski approved by shareholders in general meeting on 15 August 2019.

If Resolution 4 is passed, as noted above the total aggregate annual remuneration payable to non-executive Directors of the Company will be \$1,500,000.00.

If Resolution 4 is not passed, the Company will not be able to increase the total aggregate annual remuneration payable to non-executive Directors of the Company. This may make it more difficult for the Company to attract and maintain high quality Directors.

The Company believes that all relevant information concerning Resolution 4 required under Listing Rule 10.17 (voting exclusion statement) is included in the Notice of Meeting for Resolution 4.

## 8. Resolution 5 - Ratification of previous issue of Shares to Acuity Capital

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### 8.1 Background

On 31 July 2018, the Company entered into and announced it had entered into an At-the-Market Subscription Agreement (previously referred to as the Controlled Placement Agreement) with Acuity Capital Investment Management Pty Ltd ACN 132 459 093 (**Acuity Capital**) (**AMSA**). The AMSA originally provided the Company with up to \$4.5 million of standby equity capital over a term of 29 months and as set out below, the funding amount has since been increased to \$80 million. Under the terms of the AMSA, the Company has sole discretion as to whether or not to utilise the AMSA, the quantum of issued shares, the minimum issue price of shares and the timing of each placement tranche (if any).

There are no requirements on the Company to utilise the AMSA and it may terminate the AMSA at any time, without cost or penalty. Neither Acuity Capital nor the AMSA places any restrictions (at any time) on the Company raising capital through other methods. If the Company does decide to utilise the AMSA, the Company is able to set a floor price (at its sole discretion) and the final issue price will be calculated as the greater of that floor price set by the Company and a 10% discount to a Volume Weighted Average price (VWAP) over a period of the Company's choosing.

As announced on 2 August 2018 the Company agreed to place 15 million shares (**Initial Collateral Shares**) from its ASX Listing Rule 7.1 capacity, for no consideration to Acuity Capital. The Company may at any time, cancel the AMSA and buy back the Initial Collateral Shares for no consideration (subject to obtaining shareholder approval). Shareholder approval was sought and obtained to ratify the 15,000,000 shares issued under ASX Listing Rule 7.1 (see Notice of Meeting dated 25 January 2019 and Results of Meeting dated 27 February 2019).

On 27 November 2020, the Company announced that it had agreed to extend the maturity date of the AMSA by two years to 31 January 2023, and to increase the amount of capital available under the AMSA by an additional \$5.5m. Due to the extension and increase as well as following changes to the capital structure (particularly the number of shares on issue) of the Company since the Company and Acuity Capital originally entered into the AMSA in 2018, the Company agreed to increase the number of shares held as a requirement under the AMSA by Acuity Capital by an additional issue of 25,000,000 shares (**Collateral Shares**), issued for no



# Explanatory Memorandum

consideration with shareholder approval (see Notice of Meeting dated 8 February 2021 and Results of Meeting dated 9 March 2021).

Prior to the issue of the shares the subject of Resolution 5 and detailed in section 7.2 below, the Company had utilised the AMSA to raise \$4.755m, including towards working capital (see Company announcements dated 1 September 2021, 22 September 2020, 19 January 2021, 4 June 2021 and 5 November 2021).

The AMSA may be terminated by the Company with no cost or penalty at any time and the Company may buy back the Initial Collateral Shares and the Collateral Shares (being a total of 40 million Shares) held as a requirement by Acuity Capital under the AMSA and cancel them (subject to obtaining shareholder approval).

## 8.2 Recent issue of securities

On 7 March 2022, the Company announced that it had agreed to place 40,000,000 Shares from its ASX Listing Rule 7.1 capacity to Acuity Capital (**Acuity Shares**) to successfully raise \$39 million.

The Acuity Shares were issued on 11 March 2022 at an issue price of \$0.975 per Share, which represented a premium of 2.1% to the 15-trading day VWAP of \$0.955 to 7 March 2022 (inclusive).

Shareholder approval is being sought to ratify the prior issue and allotment of the Acuity Shares.

## 8.3 Listing Rule 7.4

In accordance with Listing Rule 7.4, Shareholder approval is sought to ratify the issue, or agreement to issue, and allotment of the Acuity Shares, being an issue of securities made by the Company on 11 March 2022 for which shareholder approval has not already been obtained.

Listing Rule 7.1 prohibits a company, except in certain cases, from issuing new equity securities equivalent in number to more than 15% of its capital in the 12 month period immediately preceding the date of the issue or agreement (if the entity has been admitted to the official list for 12 months or more) or the period from the date the entity was admitted to the official list to the date immediately preceding the date of the issue or agreement (if the entity has been admitted to the official list for less than 12 months) without the prior approval of its shareholders.

Equity securities issued with shareholder approval under Listing Rule 7.1 do not count towards the 15% limit under Listing Rule 7.1.

Listing Rule 7.4 provides that an issue of securities made without prior approval under Listing Rule 7.1 can be treated as having been made with that approval if shareholders subsequently approve it (provided the issue did not breach Listing Rule 7.1).

If Resolution 5 is approved it will have the effect of refreshing the Company's ability, to the extent of the Acuity Shares, to issue further capital during the next 12 months pursuant to Listing Rule 7.1 without the need to obtain further Shareholder approval (subject to the Listing Rules and the Corporations Act).

If Resolution 5 is not passed, the Acuity Shares will be counted toward the 15% limit pursuant to Listing Rule 7.1 for a period of 12 months from the date of issue.

## 8.4 Information for Listing Rule 7.5

For the purposes of Listing Rule 7.5, the Company provides the following information:

# Explanatory Memorandum

Listing Rule		Information
7.5.1	The names of the persons to whom the Securities are issued or agreed to be issued or the basis on which those persons were identified or selected	Acuity Capital Investment Management Pty Ltd ACN 132 459 093
7.5.2	The number and class of Securities issued or agreed to be issued	40,000,000 Acuity Shares (being fully paid ordinary shares).
7.5.3	Summary of the material terms of the Securities	The Acuity Shares were issued on terms identical to the Company's existing quoted Shares.
7.5.4	Date or dates on which the Securities were or will be issued	The Acuity Shares were issued on 11 March 2022.
7.5.5	The price or other consideration the entity has received or will receive for the issue	The Acuity Shares were issued at a price of \$0.975 per Share.
7.5.6	The purpose of the issue, including the use or intended use of any funds raised by the issue	The proceeds raised from the issue of the Acuity Shares will be applied to meet the working capital requirements of the Company.
7.5.7	Summary of the material terms of the agreement	The Acuity Shares were issued or agreed to be issued under the At-the-Market Subscription Agreement, which provides the Company with another source of capital and financial flexibility.  A summary of the agreement is set out above in section 8.1.
7.5.8	A voting exclusion statement.	A voting exclusion statement is included in the Notice of Meeting for Resolution 5.

## 8.5 Director's recommendation

The Directors unanimously recommend that you vote in favour of Resolution 5 for the reasons set out above.

## 9. Resolution 7 – Issue of shares to Dr Nicholas Lindsay

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### 9.1 Introduction

Resolution 7 seeks Shareholder authorisation to issue 21,837 fully paid ordinary Shares (**Lindsay Shares**) to Dr Nicholas Lindsay (**Lindsay**) in lieu of shares he became entitled to receive on conversion of the Class E Performance Share issued to him.

Lindsay held an executive role as Technical Director of the Company until 30 September 2022. As part of his remuneration package as Technical Director, he received certain performance shares, including a Class E Performance Share. Details of those performance shares are set out in the Company's 2021 AGM Notice. Shareholder approval for the issue of these performance shares was obtained at the Company's last AGM held on 25 January 2022.

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Lindsay satisfied the performance measure for the Class E Performance Share (being the commencement of exploration and testing of brines from at least one of the Company's other projects besides the Kachi Project) during the relevant measurement period of 1 January 2021 to 1 April 2022.

Due to an inadvertent administrative oversight, the Company did not convert the Class E Performance Share into the number of ordinary shares to which Lindsay was entitled by the expiry date of the Class E Performance Share. The Class E Performance Share remained unconverted into ordinary shares as at the expiry date of 1 June 2022 and in accordance with its terms it has expired and has or will be converted into one ordinary share.

The Company now wishes to issue Lindsay with shares in lieu of those he became entitled to receive on satisfaction of the performance measure described above in respect of his Class E Performance Share. The Company has assessed the number of shares to which Lindsay would have been entitled to according to the formula set out in the Notice of AGM dated 20 December 2021 (with a VWAP Price calculated for the 20 trading days prior to the expiry date of the Class E Performance Share, being 1 June 2022). The number of ordinary shares to which Lindsay is entitled is 21,837.

Approval for the issue of the Lindsay Shares is sought in accordance with Listing Rule 10.11. As approval is being sought under Listing Rule 10.11, approval will not be required under Listing Rule 7.1.

## 9.2 Chapter 2E of the Corporations Act

Chapter 2E of the Corporations Act prohibits the Company from giving a financial benefit (which includes the issue of shares such as the Lindsay Shares) to a related party of the Company unless either:

- (a) the giving of the financial benefit falls within one of the nominated exceptions of Chapter 2E of the Corporations Act; or
- (b) prior Shareholder approval is obtained for the giving of the financial benefit.

For the purposes of Chapter 2E, Lindsay is considered to be a related party of the Company in his capacity as Director. Resolution 6, if passed, will confer financial benefits to Lindsay being the issue of the Lindsay Shares.

Section 211 of the Corporations Act provides an exception to the provisions of Chapter 2E where the financial benefit given to a related party is remuneration that would be reasonable given the circumstances of the Company and the related party receiving the financial benefit.

The issue of the Lindsay Shares is in lieu of the ordinary shares Lindsay became entitled to receive on satisfaction of the relevant performance measure for his Class E Performance Share, which was issued as part of Lindsay's overall remuneration package as Technical Director.

The Board considers that the issue of the Lindsay Shares is reasonable remuneration in the circumstances of the Company. Accordingly, the issue of the Lindsay Shares to Lindsay falls within the exemption contained in section 211 of the Corporations Act.

## 9.3 Listing Rule 10.11

Listing Rule 10.11 requires that an entity must obtain the approval of Shareholders to issue securities to any of the following persons:

- (a) a Related Party;

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- (b) a person who is, or was at any time in the six months before the issue or agreement, a substantial (30%) holder in the entity;
- (c) a person who is, or was at any time in the six months before the issue or agreement, a substantial (10%+) holder in the entity and who has nominated a director to the board of the entity (in the case of a trust, to the board of the responsible entity of the trust) pursuant to a relevant agreement which gives them a right or the expectation to do so;
- (d) an associate of a person referred to in items 1.1(a) to 1.1(c); or
- (e) a person whose relationship with the entity or a person referred to in items 1.1(a) to 1.1(d) is such that, in ASX's opinion, the issue or agreement should be approved by security holders,

(individually referred to as an **Allottee** and jointly as **Allottees**), and in doing so must provide the information specified in Listing Rule 10.13, unless an exception applies.

If Resolution 6 is passed, the Lindsay Shares must be issued within one month of that approval or else the approval will lapse.

If Resolution 6 is not passed, the Lindsay Shares will not be issued. The Company may assess alternate means of compensating Lindsay in respect of the non-conversion of his Class E Performance Share into ordinary shares.

## 9.4 Listing Rule 7.1 - Issues exceeding 15% of capital

Listing Rule 7.1 prohibits a listed company, except in certain cases, from issuing in the Relevant period new Equity Securities equivalent in number to more than 15% of the total number of ordinary securities on issue at the beginning of the Relevant period (**15% Capacity**) without either the prior approval of a majority of disinterested shareholders, or the issue otherwise falls within one of the prescribed exceptions to Listing Rule 7.1 (**15% Rule**).

However, under Listing Rule 7.2 (Exception 14), if approval is being sought under Listing Rule 10.11, approval will not be required under Listing Rule 7.1 (provided the issue did not breach Listing Rule 7.1 and the Company confirms the issue of the Lindsay Shares will not breach Listing Rule 7.1). Therefore the Lindsay Shares will not count towards the Company's 15% Capacity under Listing Rule 7.1.

Relevant period, in terms of Listing Rule 7.1, means

- (a) if the entity has been admitted to the official list for 12 months or more, the 12 month period immediately preceding the date of the issue or agreement; or
- (b) if the entity has been admitted to the official list for less than 12 months, the period from the date the entity was admitted to the official list to the date immediately preceding the date of the issue or agreement.

## 9.5 Shareholder approval requirement

Listing Rule 10.11 prohibits a listed company from issuing, or agreeing to issue, Equity Securities to an Allottee without shareholder approval (unless one of the exceptions specified in Listing Rule 10.12 is satisfied).

A Related Party is defined by reference to Chapter 19 of the Listing Rules and includes a director, in this case being Lindsay.

As approval is being sought under Listing Rule 10.11, in accordance with Listing Rule 7.2 (Exception 14) approval will not be required under Listing Rule 7.1. Therefore the Lindsay Shares will not count towards the Company's 15% Capacity under Listing Rule 7.1.

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Therefore, the Company is seeking Shareholder approval in accordance with Listing Rule 10.11 to issue the Lindsay Shares to an Allottee so that the Lindsay Shares do not count towards the Company's 15% Capacity.

## 9.6 Information for Shareholders

For the purposes of Listing Rule 10.13 and for all other purposes the following information is provided to Shareholders:

(c) 10.13.1 and 10.13.2: Name and categorisation of the Allottee

The Allottee will be Dr Nicholas Lindsay (**Lindsay**) being an Allottee for the purposes of Listing Rule 10.11.1 because Lindsay is a Director. As at the date of this Notice, Lindsay and parties associated with him hold:

- (1) 3,566,667 fully paid ordinary shares;
- (2) 650,000 options over ordinary shares having an exercise price of \$0.75 and expiry date of 15 June 2022;
- (3) one Class F, Class G and Class H performance share issued on terms set out in the Company's 2021 AGM Notice.

(d) 10.13.3: Number and class of Securities to be issued (if known) or the maximum number or the formula for calculating the number of Securities to be issued

The number of Lindsay Shares to be issued is 21,837.

(e) 10.13.4: Summary of the material terms of the Securities

The Lindsay Shares are fully paid ordinary shares.

(f) 10.13.5: Date or dates on or by which the Securities will be issued

The Company will issue the Lindsay Shares as soon as possible but in any event within one month following this Meeting.

(g) 10.13.6: Price or other consideration the Company will receive for the issue

The Lindsay Shares are being issued for no cash consideration.

(h) 10.13.7: The purpose of the issue including the intended use of funds raised

The Lindsay Shares are being issue in lieu of the fully paid ordinary shares that Lindsay became entitled to receive on satisfaction of the performance measure his E Class Performance Share (which were not issued due to inadvertent administrative oversight).

No funds will be raised by the issue.

(i) 10.13.8: Details of the Director's remuneration package

As a Director of the Company, Lindsay is entitled to director fees of \$72,000 per year plus statutory superannuation.

Lindsay previously held an executive role as Technical Director of the Company and the issue of the E Class Performance Share formed part of his remuneration package. Lindsay's base pay in his capacity as Technical Director was \$300,000 per annum exclusive of statutory superannuation contributions. Further detail regarding Lindsay's

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remuneration package when he was Technical Director is set out in the Company's 2021 AGM Notice.

(j) 10.13.9 Summary of the material terms of the agreement

As noted above, the Lindsay Shares are issued in lieu of the shares that Lindsay became entitled to receive on satisfaction of the performance measure for his E Class Performance Share, which was issued under the Technical Director Agreement between the Company and Lindsay commencing 1 January 2021. Lindsay's short-term variable remuneration was up to 20% of his base pay plus statutory superannuation. Lindsay's base pay plus superannuation was \$323,202 as at commencement and accordingly the value of his short-term variable remuneration was \$64,640.40. Half of the short-term variable remuneration was payable in cash and half was comprised of the grant of the Class E Performance Share – accordingly, the value of the Class E Performance Share as part of his short-term variable remuneration was \$32,320.20.

The following is a summary of the material terms and conditions of the Technical Director Agreement, as was also set out in the Company's 2021 AGM Notice:

- (1) Dr Lindsay was employed on a full-time basis.
- (2) The term of the Technical Director Contract was indefinite (until terminated).
- (3) Dr Lindsay's salary was to be reviewed annually on or about 1 July.
- (4) Dr Lindsay's employment could be terminated on 3 months' notice by either party.
- (5) Dr Lindsay could be summarily dismissed for serious misconduct, serious breach of contract, criminal offence, failure to comply with instructions, bankruptcy or if his qualifications / experience is found to be misleading.

Lindsay's engagement as Technical Director concluded on 30 September 2022.

(k) 10.13.10: Voting exclusion statement

A voting exclusion statement is set out in Resolution 6.

## 10. Resolution 7 – Amendment to the Constitution

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### 10.1 General

Under section 136(2) of the Corporations Act, a company may modify or repeal its constitution, or a provision of its constitution by special resolution. The Company seeks to repeal and replace its Constitution to incorporate amendments with respect to facilitating the Company's ability to hold general meetings of Shareholders utilising technology.

The Company's current Constitution was adopted by the Company on 26 November 2019. Since that time, there have been a number of amendments to the Corporations Act to allow for virtual shareholder meetings, as a result of the COVID-19 pandemic.

The Board considers now is an ideal opportunity to also bring the Constitution into line with current law and market practice around virtual shareholder meetings to ensure it reflects the amendments to the Corporations Act since the current Constitution was adopted on 26 November 2019.

A summary of the proposed material changes made in the replacement Constitution is set out below.

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A copy of the proposed new Constitution (and a comparison between the current Constitution and the proposed amended Constitution) is available for review by Shareholders at the Company's website (<https://lakeresources.com.au/about-us/corporate-governance/>). A copy of the proposed amended Constitution can also be sent to Shareholders upon request to the Company Secretary (cosec@lakeresources.com.au). Shareholders are invited to contact the Company if they have any queries or concerns regarding the proposed amendments to the Constitution.

## 10.2 Summary of material proposed changes

### (a) General Meetings of Shareholders

#### *Background*

The *Corporations Amendment (Meeting and Documents) Act 2022* (Cth) (**Act**) was given royal assent on 22 February 2022 and makes amendments to the Corporations Act which allow for general meetings using virtual technology. The Act made permanent certain temporary relief which permitted the holding of virtual shareholder meetings during 2020 and 2021 as a result of the COVID-19 pandemic.

Section 249R of the Corporations Act now provides that a company may hold a meeting of its members:

- (i) at one or more physical venues; or
- (ii) at one or more physical venues and using virtual meeting technology; or
- (iii) using virtual meeting technology only, if this is required or permitted by the company's constitution expressly.

The Company seeks to amend the Constitution to provide for greater flexibility in holding meetings using technology, in accordance with the Corporations Act, and the proposed amendments to the Constitution seek to cater for meetings of the Company to be held via hybrid or virtual meetings more effectively.

#### *Proposed Amendments*

The Company intends to better facilitate the Company's ability to hold a general meeting of Shareholders utilising technology, subject to Shareholder approval, by amending Rule 8 of the Constitution (through the repeal and replacement of the Constitution) in accordance with section 136(2) of the Corporations Act.

Amendments to Rule 8.1 will allow the Company to hold general meetings at one or more physical locations or at such other place (including a virtual or online location) as may be determined by the Directors using any form of technology that gives Shareholders a reasonable opportunity to participate. This will allow for the holding of hybrid meetings (being a meeting held in both a physical and virtual location) or virtual meetings (being a meeting facilitated entirely by virtual meeting technology).

Additional amendments to Rule 8.3 and Rule 8.4 confirm that a Shareholder attending a virtual or hybrid meeting is taken to be "present" for quorum purposes, if the technology allows the Shareholder a reasonable opportunity to participate in the business of the general meeting, vote on a show of hands, a poll or by direct voting and new Rule 8.3(d) also sets out the actions that may be taken by a Chairperson if technology in a virtual meeting is interrupted.

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## 6.2 Directors' Recommendation

Resolution 7 is a Special Resolution. Accordingly, at least 75% of the votes cast by Shareholders present and eligible to vote at the Meeting must vote in favour of Resolution 1 for it to be passed.

The Directors recommend that Shareholders vote in favour of Resolution 7. Any undirected proxies held by the Chairperson will be voted in favour of Resolution 7.

## 11. Interpretation

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**2021 AGM Notice** means the Company's notice of annual general meeting dated 20 December 2021 and lodged with ASX on 24 December 2021.

**Acuity Capital** means Acuity Capital Pty Ltd ACN 160 054 811.

**Advisory Resolution** means a Resolution which, the result of voting by Shareholders, does not bind the Company.

**Annual Report** means the annual report for the Company released to the ASX on 29 October 2021.

**ASX** means ASX Limited ACN 008 624 691 or the Australian Securities Exchange (as applicable).

**At-the-Market Subscription Agreement** means the agreement between the Company and Acuity Capital (referred to as the Controlled Placement Agreement in previous announcements) described in section 8.1.

**Board** means the board of directors of the Company.

**Chair** means the person who chairs the Meeting.

**Class E Performance Share** means the class E performance share issued to Dr Nicholas Lindsay on the terms set out in the Company's 2021 AGM Notice.

**Closely Related Party** (as defined in the Corporations Act) of a member of the Key Management Personnel for an entity means:

- (a) a spouse or child of the member;
- (b) a child of the member's spouse;
- (c) a dependant of the member or the member's spouse;
- (d) anyone else who is one of the member's family and may be expected to influence the member, or be influenced by the member, in the member's dealings with the entity;
- (e) a company the member controls; or
- (f) a person prescribed by the regulations for the purposes of this definition.

**Company** means Lake Resources N.L. 079 471 980.

**Constitution** means the constitution of the Company from time to time.



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**Corporations Act** means the *Corporations Act 2001* (Cth) as amended, varied or replaced from time to time.

**Director** means a director of the Company.

**Employee Awards Plan** or **EAP** means the employee awards plan which is summarised in Annexure A.

**Equity Securities** has the meaning given to that term in the Listing Rules.

**Explanatory Memorandum** means this explanatory memorandum accompanying the Notice of Meeting.

**Financial Benefit** has the meaning given to that term in section 229 of the Corporations Act.

**Key Management Personnel** or **KMP** has the definition given in *Accounting Standards AASB 124 Related Party Disclosure* as those persons having authority and responsibility for planning, directing and controlling the activities of the entity, directly and indirectly, including any director (whether executive or otherwise) of that entity.

**Listing Rule** means the official listing rules of the ASX as amended from time to time.

**Market Price** has the meaning given to that term in the Listing Rules.

**Meeting, Annual General Meeting or AGM** means the annual general meeting to be held as a hybrid meeting on 29 November 2022 as convened by the accompanying Notice of Meeting.

**Notice of Meeting** or **Notice** means the notice of meeting giving notice to Shareholders of the Meeting, accompanying this Explanatory Memorandum.

**Official List** means the official list of ASX.

**Options** means an option to subscribe for Shares.

**Ordinary Resolution** means a resolution passed by more than 50% of the votes cast at a general meeting of shareholders.

**Related Party** has the meaning in section 228 of the Corporations Act.

**Relevant period** means:

- (a) if the entity has been admitted to the Official List for 12 months or more, the 12-month period immediately preceding the date of the issue or agreement; or
- (b) if the entity has been admitted to the Official List for less than 12 months, the period from the date the entity was admitted to the Official List to the date immediately preceding the date of the issue or agreement.

**Remuneration Report** means the remuneration report as contained in the annual Directors Report of the Company for the financial year ending 30 June 2022.

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

**Securities** has the meaning in section 92(1) of the Corporations Act.

**Share** means an ordinary fully paid share in the issued capital of the Company.

**Shareholder** means a holder of Shares in the Company.

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**Special Resolution** means a resolution:

- (a) of which notice has been given as set out in paragraph 249L(1)(c) of the Corporations Act; and
- (b) that has been passed by at least 75% of the votes cast by members entitled to vote on the resolution.

**VWAP** means the volume weighted average closing price.

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Any inquiries in relation to the Resolutions or the Explanatory Memorandum should be directed to the Company Secretary at [cosec@lakeresources.com.au](mailto:cosec@lakeresources.com.au).

## ANNEXURE A

### KEY TERMS OF THE EMPLOYEE AWARDS PLAN

The following are the key terms and conditions of the Employee Awards Plan (**Plan**):

1. Only a director of the Company, an employee of, or person who provides services to, the Company or a Related Body Corporate of the Company, or person who may become one of the aforementioned persons, is eligible to participate in the Plan. Participation in the Plan is at the absolute discretion of the Board.
2. Subject to any applicable Listing Rules or laws, the Plan will take effect when the Board decides and may be suspended, terminated or amended at any time by resolution of the Board.
3. Eligible participants may from time to time be made offers to be issued Shares, Options or Performance Rights under the Plan.
4. The total number of Securities which may be offered by the Company under this Plan shall not at any time exceed the limit prescribed by Division 1A of Part 7.12 of the Corporations Act.
5. The Options and Performance Rights are exercisable wholly or in part at any time during the relevant exercise period. Options or Performance Rights not exercised by that date shall lapse. The exercise of Options or Performance Rights may be subject to a restriction period.
6. The issue and exercise price of any securities issued under the Plan shall be determined by the Board in its sole discretion.
7. Each Option shall entitle the option holder to acquire one fully paid ordinary Share upon payment of the sum of the exercise price specified in the offer accepted by the participant. The exercise price will be an amount determined by the Board.
8. Each Performance Right shall entitle the holder to acquire one fully paid ordinary Share in the Company.
9. The Board may impose restrictions on the disposal of securities issued under the Plan.
10. The Board may impose performance hurdles which must be satisfied before securities issued under the Plan vest or become exercisable.
11. Each Option may be exercised by notice in writing to the Company at any time before their date of expiry and making payment to the Company of the exercise price within the earlier of 30 days of delivery of the exercise notice or the business day prior to the expiry of the Option.
12. Application will not be made to ASX for official quotation of the Options. Application will be made for official quotation of the Shares issued upon exercise of Options subject to the Shares being unrestricted.
13. The Board may determine that Options or Performance Rights lapse upon the holder acting fraudulently or dishonestly in relation to the Company (in the opinion of the Board).
14. An Option or Performance Right will lapse three months (or such other period as the Board may in its absolute discretion, determine) after voluntary resignation from employment or engagement by the party to whom an offer of Options or Performance Rights was made, or cessation of their employment or engagement by another "Controllable Event" (as defined under the Plan).
15. An Option or Performance Right will lapse six months (or such other period as the Board may in its absolute discretion, determine) after the death, permanent disability, redundancy or cessation of the employment or engagement in circumstances that the Board determines to be an "Uncontrollable Event" (as defined in the Plan) of the party to whom an offer of Options or Performance Rights was made.

16. There are no participating rights or entitlements inherent in the Options and option holders will not be entitled to participate in new issues of securities offered to Shareholders during the currency of the Options. However, the Company will, where required by the Listing Rules, give option holders notice prior to the record date (to determine entitlements to any new issue of securities made to shareholders generally) so they have the opportunity to exercise their Options before the record date.
17. Shares allotted pursuant to the exercise of Options will be allotted following receipt of all the relevant documents and payments and will rank equally with the issued Shares.
18. In the event of a reconstruction (including consolidation, subdivision, reduction or return) of the issued capital of the Company, all rights of the holder shall be reconstructed in accordance with the Listing Rules.
19. The terms of Options or Performance Rights shall only be changed if holders (whose votes are not to be disregarded) of Shares in the Company approve of such a change. However, the terms of the Options or Performance Rights shall not be changed to reduce the Exercise Price, increase the number of Options or Performance Rights or change any period for exercise of the Options or Performance Rights.
20. The Board has the right to vary the entitlements of eligible participants to take account of the effect of capital reorganisations, bonus issues or rights issues.
21. Subject to the Listing Rules, the Board may by resolution amend the terms of the Plan.

# Proxy Voting Form

If you are attending the virtual Meeting please retain this Proxy Voting Form for online Securityholder registration.

[EntityRegistrationDetailsLine1Envelope]  
[EntityRegistrationDetailsLine2Envelope]  
[EntityRegistrationDetailsLine3Envelope]  
[EntityRegistrationDetailsLine4Envelope]  
[EntityRegistrationDetailsLine5Envelope]  
[EntityRegistrationDetailsLine6Envelope]

## [HolderNumber]

Holder Number:  
[HolderNumber]

Your proxy voting instruction must be received by **9.00am (Brisbane time) on Sunday, 27 November 2022**, being **not later than 48 hours** before the commencement of the Meeting. Any Proxy Voting instructions received after that time will not be valid for the scheduled Meeting.

## SUBMIT YOUR PROXY

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

### YOUR NAME AND ADDRESS

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

### STEP 1 – APPOINT A PROXY

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

### DEFAULT TO THE CHAIR OF THE MEETING

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

### STEP 2 - VOTES ON ITEMS OF BUSINESS

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

### APPOINTMENT OF SECOND PROXY

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

### SIGNING INSTRUCTIONS

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

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

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

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

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

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

### CORPORATE REPRESENTATIVES

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

### Lodging your Proxy Voting Form:

#### Online:

Use your computer or smartphone to appoint a proxy at

<https://investor.automic.com.au/#/login>

or scan the QR code below using your smartphone

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



#### 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](mailto: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)

**STEP 1 – How to vote**

**APPOINT A PROXY:**

I/We being a Shareholder entitled to attend and vote at the Annual General Meeting of Lake Resources N.L., to be held at **9.00am (Brisbane time) on Tuesday, 29 November 2022 at The Boardroom, BDO Level 10, 12 Creek Street Brisbane Qld 4000 and virtually** hereby:

**Appoint the Chair of the Meeting (Chair)** OR if you are not appointing the Chair of the Meeting as your proxy, please write in the box provided below the name of the person or body corporate you are appointing as your proxy or failing the person so named or, if no person is named, the Chair, or the Chair's nominee, to vote in accordance with the following directions, or, if no directions have been given, and subject to the relevant laws as the proxy sees fit and at any adjournment thereof.

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**The Chair intends to vote undirected proxies in favour of all Resolutions in which the Chair is entitled to vote.**

Unless indicated otherwise by ticking the “for;” against” or “abstain” box you will be authorising the Chair to vote in accordance with the Chair's voting intention.

**AUTHORITY FOR CHAIR TO VOTE UNDIRECTED PROXIES ON REMUNERATION RELATED RESOLUTIONS**

Where I/we have appointed the Chair as my/our proxy (or where the Chair becomes my/our proxy by default), I/we expressly authorise the Chair to exercise my/our proxy on Resolutions 1, 4 and 6 (except where I/we have indicated a different voting intention below) even though Resolution 1, 4 and 6 are connected directly or indirectly with the remuneration of a member of the Key Management Personnel, which includes the Chair.

**VIRTUAL PARTICIPATION AT THE AGM:**

The company is pleased to provide shareholders with the opportunity to attend and participate in a virtual Meeting through an online meeting platform powered by Automic, where shareholders will be able to watch, listen, and vote online.

To access the virtual meeting:

- Open your internet browser and go to **investor.automic.com.au**
- Login with your username and password or click “register” if you haven't already created an account. **Shareholders are encouraged to create an account prior to the start of the meeting to ensure there is no delay in attending the virtual meeting**

Further information on how to do this is set out in the Notice of Meeting. The Explanatory Notes that accompany and form part of the Notice of Meeting describe the various matters to be considered.

**STEP 2 – Your voting direction**

Resolutions	For	Against	Abstain
1. Remuneration Report	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
2. Approval of the Employee Awards Plan (EAP)	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
3. Re-election of Nicholas Lindsay as a Non-Executive Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
4. Increase in amount available for Non-Executive Director remuneration	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
5. Ratification of previous issue of Shares to Acuity Capital	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
6. Issue of Shares to Dr Nicholas Lindsay under Listing Rule 10.11	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
7. Amendment to the Constitution	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

**STEP 3 – Signatures and contact details**

Individual or Securityholder 1	Securityholder 2	Securityholder 3
<input type="text"/>	<input type="text"/>	<input type="text"/>
Sole Director and Sole Company Secretary	Director	Director / Company Secretary
Contact Name:		
<input type="text"/>		
Email Address:		
<input type="text"/>		
Contact Daytime Telephone	Date (DD/MM/YY)	
<input type="text"/>	<input type="text"/> / <input type="text"/> / <input type="text"/>	

By providing your email address, you elect to receive all of your communications despatched by the Company electronically (where legally permissible).

[HolderNumber] LKE

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