

Notice of Annual General Meeting and Explanatory Memorandum

Lake Resources N.L. ACN 079 471 980

Date of Meeting: 30 November 2023

Time of Meeting: 9:00am (Brisbane time) (which is 10:00am AEDT)

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

Virtual location:

https://us02web.zoom.us/webinar/register/WN_59nIFgnrQuWttOJK-MmYuQ

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 (Brisbane time) (which is 10:00am AEDT) on 30 November 2023 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_59nlFqnrQuWttOJK-MmYuQ

After registering, you will receive a confirmation containing information on how to virtually 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 by 9:00am (Brisbane time) on 29 November 2023, 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.

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 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
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**
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.

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Venue and Voting Information

- 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:

Online	Lodge the Proxy Form online at https://investor.automic.com.au/#/loginsah 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 Online Proxy Lodgment Guide at https://www.automicgroup.com.au/virtual-agms/
By post	Automic, GPO Box 5193, Sydney NSW 2001
By hand	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 attorney has already provided it to the Share Registry.

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.

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Technical difficulties

If there is a technical difficulty affecting any online participants:

- (a) where the vast majority of members still have a reasonable opportunity to participate in person or virtually as outlined above, the Chair may continue to hold the meeting and transact business, including conducting a poll and voting in accordance with valid proxy instructions; or
- (b) where the members, as a whole, are not able to participate in any part of the meeting, the Chair must, subject to the Corporations Act 2001 (Cth), adjourn the meeting for a reasonable period of time as may be required to fix the technology or adjourn the meeting to another date, time and location.

Members concerned about technical difficulties are encouraged to lodge a directed proxy by 48 hours before the commencement of the Meeting even if they plan to join the online meeting platform and participate online.

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 29 November 2023, 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 7:00pm AEST on 28 November 2023 (**Record Date**). Transfers registered after this time will be disregarded in determining entitlements to attend and vote at the AGM.

Voting Intentions 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 Remuneration Report in Resolution 1 (in the best interests of shareholders and the Company, the Board strongly recommends that Shareholders **vote in favour** of Resolution 1);
- **in favour** of the Resolutions from 2 to 7; and
- **against** Resolution 8, if this Resolution is required (in the best interests of shareholders and the Company, the Board strongly recommends that Shareholders **vote against** the Spill Resolution),

in each case 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.

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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 hybrid meeting, on 30 November 2023 at 9:00am (Brisbane time).

Terms used in this Notice of Meeting are defined in section 11 (Interpretation) of the accompanying Explanatory Memorandum.

The vote on each resolution set out in this Notice of Meeting will be decided on a poll in accordance with section 250JA(1)(a) of the *Corporations Act 2001* (Cth).

Agenda

Ordinary business

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 2023.

1. Remuneration Report

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 2023 (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

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- either:
 - the voter is appointed as a proxy by writing that specifies the way the proxy is to vote on the Resolution; or
 - the voter is the chair of the meeting and the appointment of the chair as proxy:
 - does not specify the way the proxy is to vote on the Resolution; and
 - 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 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. Re-election of Dr. Robert Trzebski as a Non-Executive Director

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

“That Robert Trzebski, 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.”

3. Election of Dr. Cheemin Bo-Linn as a Non-Executive Director

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

“That pursuant to Rule 9.1(b) of the Company’s Constitution, the members of the Company approve the election of Cheemin Bo-Linn as a Non-Executive Director of the Company.”

4. Election of Ms. Ana Gomez Chapman as a Non-Executive Director

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

“That pursuant to Rule 9.1(b) of the Company’s Constitution, the members of the Company approve the election of Ana Gomez Chapman as a Non-Executive Director of the Company.”

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5. Election of Mr. Howard Ian Atkins as a Non-Executive Director

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

“That pursuant to Rule 9.1(b) of the Company’s Constitution, the members of the Company approve the election of Howard Ian Atkins as a Non-Executive Director of the Company.”

6. 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 25,000,000 fully paid ordinary shares in the Company at nil cash consideration on 30 January 2023 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 6 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 6 by:

- 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 except Resolution 8, including Resolution 6, 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.

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Special Business

7. Amendment to the Constitution

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, that the Constitution of the Company be amended to re-insert proportional takeover provisions and approval is given for the proportional takeover provisions previously set out in Rule 7 of the existing Constitution to be re-inserted for a period of three years from the date of this Meeting, with effect from close of this Meeting.”

8. Spill Resolution (conditional item)

If 25% of more of the votes cast on Resolution 1 are against the adoption of the 2023 Remuneration Report, to consider and, if thought fit, pass the following as an ordinary resolution of the Company:

“That:

- a) an extraordinary general meeting of shareholders of Lake Resources N.L (Spill Meeting) be held within 90 days of the passing of this Resolution 8;*
- b) all of the directors (other than the Managing Director) who were directors of Lake Resources N.L. when the resolution to approve the directors’ report for the year ended 30 June 2023 was passed and who remain in office at the time of the Spill Meeting, cease to hold office immediately before the end of the Spill Meeting; and*
- c) resolutions to appoint persons to offices that will be vacated immediately before the end of the Spill Meeting be put to the vote of shareholders at the Spill Meeting.”*

This resolution will only be put to the AGM if at least 25% of the votes validly cast on Resolution 1 are against Resolution 1. If you do not want a Spill Meeting to take place, you should vote against Resolution 8. If you want a Spill Meeting to take place, you should vote for Resolution 8. If less than 25% of the votes cast on Resolution 1 are against Resolution 1, this Resolution 8 will be withdrawn and will not be put to the AGM.

In the best interests of shareholders and the Company, the Board strongly recommends that Shareholders vote against the Spill Resolution in Resolution 8.

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Voting Exclusion Statement

The Company will disregard any votes cast in favour of this Resolution 8 by or on behalf of:

- a member of the KMP for the consolidated entity (including directors) whose remunerator details are included in the 2023 Remuneration Report; or
- a Closely Related Party of such KMP.

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 to **vote against this Resolution 8**, 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.

General business

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

By order of the Board

Mark Anning
Company Secretary
30 October 2023

1. Introduction

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 30 November 2023 commencing at 9:00am (Brisbane time) (being 10:00am AEDT).

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 11 (Interpretation).

2. Consider the Company's Annual Report

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 2023 was released to ASX Limited on 29 September 2023 and subsequently dispatched to shareholders as required.

Shareholders can access a copy of the Company's Annual Report at 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

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.

Noting that each Director has a personal interest in their own remuneration from the Company as set out in the Remuneration Report, the Board as a whole strongly recommends that Shareholders vote **in favour** of Resolution 1, adopting the 2023 Remuneration Report.

In deciding how to vote on Resolution 1, the Board suggests Shareholders take the following factors into account:

- (a) the majority of the Board is comprised of new Directors (who were not on the Board and not listed in the 2022 Remuneration Report). These Directors bring a fresh outlook, deep experience, and greater governance and oversight over the direction of the Company;
- (b) the Directors have listened and responded to the concerns put forward by Shareholders following the prior AGM in 2022 regarding the lack of performance hurdles;
- (c) the Directors have reviewed the remuneration structures for Key Management Personnel to ensure that they are in line with market and align the interests of management with the interests of Shareholders;

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- (d) the Directors have implemented guidelines and policies to increase the robustness of the Company's remuneration governance;
 - (e) a successful Spill Resolution would result in the company having to convene and hold a Spill Meeting, which would result in material additional costs, significant disruption to the Company, its Board and the senior management, and great uncertainty in the Company's future at what is a critical time of development and growth for the Company;
 - (f) as the Company continues to progress the delivery of the Phase 1 DFS for the Kachi Project, a successful Spill Resolution would bring increased uncertainty to senior management and potential partners regarding board stability and the direction of the Company, which has recently achieved major milestones and an increased rigour in seeking to achieve delivery of the Phase 1 DFS by the end of calendar year 2023; and
 - (g) the balance of skills and experience currently brought to the Board by the newly appointed composition of directors would potentially be lost if the Spill Resolution were to pass, and the new balance of skills and experience may not be appropriately reflected in a board elected as a result of a Spill Meeting.

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

- (h) explains the Board's policy for determining the nature and amount of remuneration of Key Management Personnel of the consolidated entity;
- (i) explains the relationship between the Board's remuneration policy and the Company's performance;
- (j) 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
- (k) 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.

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

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 this 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 - Re-election of Dr. Robert Trzebski as a Non-Executive Director

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. Robert Trzebski was last re-elected as a Director of the Company at the 2019 AGM. Accordingly, Dr. Robert Trzebski 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. Robert Trzebski is an international mining executive bringing substantial operational, commercial and technical experience in global mining markets to Lake Resources. He has over 35 years' leadership track record in mineral exploration, strategic advisory, project management and technology innovation.

He is currently Director, International Business of Austmine and currently leads large-scale industry collaboration projects in the space of decarbonisation and electrification. In previous roles, he held executive positions with key mining industry players, such as Rio Tinto, WMC, Inco, Falconbridge, Schlumberger and Phelps Dodge, having worked across the globe with a long track professional record in Argentina. Dr. Robert Trzebski holds a degree in Geology, PhD in Geophysics, Masters in Project Management and is a fellow of the Australian Institute of Mining and Metallurgy (AusIMM). He is fluent in English, Spanish, French and German.

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

5. Resolution 3 – Election of Dr. Cheemin Bo-Linn as a Non-Executive Director

Rule 9.1(b) of the Constitution states that the Board may appoint any individual to be a director, either as an addition to the existing directors or to fill a casual vacancy, but so that the total number of directors does not exceed the maximum number fixed under the Constitution. Such a director appointed under rule 9.1(b), who is not a Managing Director, holds office until the conclusion of the next AGM following his or her appointment.

Dr. Cheemin Bo-Linn was appointed by the Board to fill a casual vacancy as a Non-Executive Director of the Company on 5 December 2022 in accordance with rule 9.1(b) of the Constitution of the Company. Accordingly, Dr. Cheemin Bo-Linn, being eligible, submits herself to Shareholders for election as a Non-Executive Director.

Dr. Cheemin Bo-Linn is an accomplished CEO, former Fortune 100 global operations executive, and board director with over 25 years of governance expertise at private organizations and previous election to 7 other prior public company boards, across the Americas, Canada, and Europe. Her board leadership experience at public companies include her appointment as Lead Independent Director, SEC qualified financial expert, Chair of every major committee (Audit, Compensation, Nomination, Governance), Chair of ESG/Sustainability, and Chair of Technology/Cybersecurity. The Financial Times recognised her as the "Top 100 Diverse Directors". Her global operating and strategic leadership and board roles span oil and gas, process, construction, lithium, and technology sectors including as Vice-President of IBM Corp. Related current board service includes Flux Power, a leading developer and manufacturer of advanced sustainable lithium-ion energy storage solutions. She holds a Doctorate Degree (Ed.D) specialising in Computer-based Information Systems and Organizational Change from the University of Houston and completed the Stanford University GSB Certificate Executive Program.

Dr. Cheemin Bo-Linn is Chair of the Nomination and Governance Committee.

The Directors (with Dr. Cheemin Bo-Linn abstaining) recommend that you vote in favour of this Ordinary Resolution.

6. Resolution 4 – Election of Ms. Ana Gomez Chapman as a Non-Executive Director

Rule 9.1(b) of the Constitution states that the Board may appoint any individual to be a director, either as an addition to the existing directors or to fill a casual vacancy, but so that the total number of directors does not exceed the maximum number fixed under the Constitution. Such a director appointed under rule 9.1(b), who is not a Managing Director, holds office until the conclusion of the next AGM following his or her appointment.

Ms. Ana Gomez Chapman was appointed by the Board to fill a casual vacancy as a Non-Executive Director of the Company on 1 January 2023 in accordance with rule 9.1(b) of the Constitution of the Company. Accordingly, Ms. Ana Gomez Chapman, being eligible, submits herself to Shareholders for election as a Non-Executive Director.

Ms. Ana Gomez Chapman is a financial services executive and board director with over 28 years of investment management, capital markets and business leadership experience. She has worked and lived across the U.S., Europe, Latin America and Asia Pacific. Ms. Ana Gomez Chapman is a capital markets expert who has held senior roles at institutional investment firms including Hamilton Lane, where she currently serves as a Managing Director.

The Directors (with Ms. Ana Gomez Chapman abstaining) recommend that you vote in favour of this Ordinary Resolution.

7. Resolution 5 – Election of Mr. Howard Ian Atkins as a Non-Executive Director

Rule 9.1(b) of the Constitution states that the Board may appoint any individual to be a director, either as an addition to the existing directors or to fill a casual vacancy, but so that the total number of directors does not exceed the maximum number fixed under the Constitution. Such a director appointed under rule 9.1(b), who is not a Managing Director, holds office until the conclusion of the next AGM following his or her appointment.

Mr. Howard Ian Atkins was appointed by the Board to fill a casual vacancy as a Non-Executive Director of the Company on 5 December 2022 in accordance with rule 9.1(b) of the Constitution of the Company. Accordingly, Mr. Howard Ian Atkins, being eligible, submits himself to Shareholders for election as a Non-Executive Director.

Mr. Howard Ian Atkins has over 30 years of financial leadership experience, including 20 years serving as a CFO for organisations including Wells Fargo, New York Life Insurance Company, and Midlantic Bank Corporation. Mr. Howard Ian Atkins previously held senior roles at Chase Manhattan Bank, including as Head of Foreign Exchange and Markets Businesses for Europe, the Middle East and Africa, and head of the bank's worldwide interest rate derivatives trading business. He has served on the boards of Occidental Petroleum, whose markets included the US and South America; and Ingram Micro, a global technology and logistics company also with operations in the US and South America. He has served on the Human Resources, Audit, Finance, and Technology Committees during his public board service.

The Directors (with Mr. Howard Ian Atkins abstaining) recommend that you vote in favour of this Ordinary Resolution.

8. Resolution 6 – Ratification of previous issue of Shares to Acuity Capital

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

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 (**Additional Collateral Shares**) to successfully raise \$39 million. The Additional Collateral 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 was successfully sought for the Additional Collateral Shares (see Notice of Meeting and Results of Meeting both dated 29 November 2022).

Prior to the issue of the shares the subject of Resolution 6 and detailed in section 8.2 below, the Company had utilised the AMSA to raise \$43.775m, 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 has now been further extended to 31 January 2026 and may be terminated by the Company with no cost or penalty at any time and, the Company may buy back the Initial Collateral Shares, the Collateral Shares and the Additional Collateral Shares (being a total of 65 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 30 January 2023, the Company announced that it had issued 25,000,000 Shares from its ASX Listing Rule 7.1 capacity to Acuity Capital (**Acuity Shares**) at nil cash consideration to increase the total security held by Acuity Capital to 65 million Shares.

Shareholder approval is being sought to ratify this 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 30 January 2023 in compliance with Listing Rule 7.1 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 6 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 6 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:

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	25,000,000 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 30 January 2023.
7.5.5	The price or other consideration the entity has received or will receive for the issue	The Acuity Shares were issued at nil cash consideration.
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.

Listing Rule		Information
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 6.

8.5 Director's recommendation

The Directors unanimously recommend that you vote in favour of Resolution 6 for the reasons set out above.

9. Resolution 7 – Amendment to the Constitution

9.1 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. Similarly, under the Corporations Act, a company may include provisions in its constitution to enable it to refuse to register shares acquired under a proportional takeover bid unless a resolution approving the bid is passed by the shareholders.

A proportional takeover bid is a takeover bid where the offer made to each shareholder is only for a proportion of that shareholder's shares.

Previously, proportional takeover approval provisions were contained in rule 7 of the Company's existing Constitution, which were inserted into the Company's Constitution when it was adopted by the Company on 26 November 2019.

However, section 648G(4) of the Corporations Act requires that these provisions must be renewed with shareholder approval every three years, or they cease to have effect and are deemed to be removed from the Company's Constitution. Rule 7 of the Company's existing Constitution has not been renewed for three years. Thus, under the Corporations Act, rule 7 of the Company's existing Constitution is deemed to have been removed from the Company's Constitution.

Rule 7 of the Company's Constitution included provisions requiring shareholder approval of a proportional takeover bid. If the re-insertion of the proportional takeover provisions is approved, these provisions will have effect for a further three years. The Board considers it in the interests of shareholders to re-insert these provisions in the Constitution.

Where the approval of shareholders is sought to insert proportional takeover provisions in a constitution, the Corporations Act requires certain information to be included in the notice of meeting. That information is set out below.

A copy of the Company's Constitution, which includes the provisions requiring shareholder approval of a proportional takeover bid at Rule 7, is available for review by Shareholders at the Company's website: <http://lakeresources.com.au/about-us/corporate-governance/>

9.2 **Effect of the provisions proposed to be re-inserted**

If a proportional takeover bid is made, the Directors must ensure that a resolution of shareholders to approve the takeover bid is voted on, in general, more than 14 days before the last day of the bid period. The vote is decided on a simple majority and each person (other than the bidder and their associates) who, as at the end of the day on which the first offer under the bid was made, held bid class securities, is entitled to vote. If the resolution is not passed, transfers giving effect to takeover contracts for the bid will not be registered and the offer will be taken to have been withdrawn. If the resolution is not voted on, the bid will be taken to have been approved.

If the bid is approved (or taken to have been approved), the transfers must be registered (provided they comply with other provisions of the Corporations Act and the Constitution).

The proportional takeover approval provisions do not apply to full takeover bids and will only apply until 3 years after the date of re-adoption. The provisions may be renewed for a further term, but only by a special resolution of shareholders.

9.3 **Reasons for the proposal**

The Board considers that shareholders should have the opportunity to re-insert the proportional takeover approval provisions. Without these provisions, a bidder might be able to obtain control of the Company using a proportional takeover bid without shareholders having the opportunity to sell all their shares, potentially leaving existing shareholders locked into a minority position in the Company.

The proportional takeover approval provisions give shareholders the opportunity to decide whether a proportional takeover bid should proceed. If it does proceed, individual shareholders can make a separate decision as to whether they wish to accept the proportional offer for their shares.

9.4 **Knowledge of any acquisition proposals**

As at the date of this notice of meeting, none of the Directors are aware of any proposal by a person to acquire, or to increase the extent of, a substantial interest in the Company.

9.5 **Potential advantages and disadvantages**

(1) For Directors

The re-insertion of the proportional takeover provisions will allow Directors to ascertain shareholders' views on a proportional takeover bid. Otherwise, the Directors consider that the proposed re-insertion of the proportional takeover provisions has no potential advantages or potential disadvantages for Directors because they remain free to make a recommendation on whether a proportional takeover bid should be approved or rejected.

(2) Potential Advantages for Shareholders

The potential advantages for shareholders of the proportional takeover provisions include:

- shareholders have the right to decide by majority vote whether an offer under a proportional takeover bid should proceed;
- provisions may help shareholders to avoid being locked in as a minority;
- provisions increase shareholders' bargaining power and may assist in ensuring that any proportional takeover bid is adequately priced; and

- knowing the view of the majority of shareholders may help each individual shareholder assess the likely outcome of the proportional takeover bid and decide whether to accept or reject an offer under the bid.

(3) Potential Disadvantages for Shareholders

It may be argued that the proportional takeover approval provisions make a proportional takeover bid more difficult to achieve which may have the effect of discouraging proportional takeover bids. This in turn may potentially reduce opportunities for shareholders to sell some of their shares at an attractive price to persons seeking to secure control of the Company and may reduce an element of takeover speculation from the Company's share price, although this effect may be negligible as proportional takeover bids are less common today than they have been in the past. It may also be argued that the provisions constitute a potential restriction on the ability of shareholders to deal freely with their shares.

The Board believes the potential advantages outweigh the potential disadvantages of re-adopting the proportional takeover approval provisions in the Constitution.

Re-adopting the proportional takeover approval provisions in the Constitution will not confer any particular advantages or disadvantages on the Directors in their capacity as Directors of the Company. The Directors therefore consider that they remain free to make a recommendation on whether an offer under a proportional takeover bid should be accepted.

9.6 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 7 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.

10. Resolution 8 – Spill resolution (conditional item)

10.1 General

This Resolution 8 will only be put to the meeting if at least 25% of the votes cast on Resolution 1 to adopt the Company's 2023 Remuneration Report are cast against its adoption, as explained in Note 3 above.

Resolution 8 (**Spill Resolution**) is a contingent Resolution and will only be put to the 2023 AGM and voted on if 25% or more of the votes cast on Resolution 1 are cast against the adoption of the 2023 Remuneration Report, which means the Company receives a 'second strike' for the purposes of the Corporations Act. If less than 25% of the votes cast are against the Remuneration Report at this AGM, then there will be no 'second strike' and Resolution 8 will not be put to the AGM.

If put forward to the Meeting, the Spill Resolution will be considered as an ordinary resolution. If this Spill Resolution is passed and becomes effective, then:

- it will be necessary for the Board to convene a further general meeting of Shareholders (**Spill Meeting**) within 90 days of this AGM;
- all of the Company's directors (with the exception of the Managing Director) in office at the time when the Directors' Report for the financial year ended 30 June 2022 was passed, and who remain directors at the time of the Spill Meeting, cease to hold office immediately before the end of the Spill Meeting; and

- (c) resolutions to appoint persons to offices that will be vacated immediately before the end of the Spill Meeting shall be put to a vote of shareholders at the Spill Meeting.

10.2 Mechanics of potential Spill Meeting

Shareholders should note the following if the Spill Resolution is approved and a Spill Meeting is required to be held by the Company:

- (a) The following Directors would automatically cease to hold office at the end of the Spill Meeting unless they are willing to stand for re-election and are re-elected at the Spill Meeting:
- (1) Stuart Crow;
 - (2) Robert Trzebski;
 - (3) Cheemin Bo-Linn;
 - (4) Ana Gomez Chapman; and
 - (5) Howard Ian Atkins.

The directors listed above are those who held office when the Directors' Report (including the Remuneration Report) for the year ended 30 June 2023 was approved.

Each of the listed directors would be eligible to seek re-election at the Spill Meeting. However, there is no assurance that any or all of them would do so.

- (b) If Robert Trzebski, Cheemin Bo-Linn, Ana Gomez Chapman, and Howard Ian Atkins are elected at the AGM, they would still need to be re-elected at the Spill Meeting to remain in office as directors after the Spill Meeting.
- (c) Any director appointed after the AGM but before the Spill Meeting will not need to stand for election or re-election at the Spill Meeting to remain in office.
- (d) Resolutions to appoint individuals to the offices that would be vacated immediately before the end of the Spill Meeting would be put to the vote at that Spill Meeting. Eligibility for election as a director at any Spill Meeting would be determined in accordance with the Company's Constitution. For the Spill Resolution to be passed at the meeting, more than 50% of the votes validly cast on the resolution must be in favour of it. The Corporations Act requires the company to have a minimum of three Directors including at least two Directors who ordinarily reside in Australia. If, following the Spill Meeting, the Company has fewer than three Directors, then the persons with the highest percentage of votes in favour of their election at the Spill Meeting are taken to be an appointee, even if less than half the votes cast on the Resolution were in favour of their appointment. If two or more persons have the same percentage of votes in favour of their appointment, the other Directors will choose one of those persons as the appointed Director.

10.3 Directors' Recommendation

In the best interests of shareholders and the Company, the Board strongly recommends that Shareholders vote against the Spill Resolution in Resolution 8.

In deciding how to vote on Resolution 8, the Board suggests Shareholders take the following factors into account:

- (a) the majority of the Board is comprised of new Directors (who were not on the Board and not listed in the 2022 Remuneration Report). These Directors bring a fresh

outlook, deep experience, and greater governance and oversight over the direction of the Company;

- (b) a successful Spill Resolution would result in the company having to convene and hold a spill meeting, which would result in material additional costs, significant disruption to the Company, its Board and the senior management, and great uncertainty in the Company's future at what is a critical time of development and growth for the Company;
- (c) as the Company continues to progress the delivery of the Phase 1 DFS for the Kachi Project, a successful Spill Resolution would bring increased uncertainty to senior management and potential partners regarding board stability and the direction of the Company, which has recently achieved major milestones and an increased rigour in seeking to achieve delivery of the Phase 1 DFS by the end of calendar year 2023; and
- (d) the balance of skills and experience currently brought to the Board by the newly appointed composition of directors would potentially be lost if the Spill Resolution were to pass, and the new balance of skills and experience may not be appropriately reflected in a board elected as a result of a Spill Meeting.

Accordingly, the Directors unanimously recommend that you vote **against** Resolution 8 for the reasons set out above. Any undirected proxies held by the Chairperson will be voted **against** Resolution 8.

11. Interpretation

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 September 2023.

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.

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. ACN 079 471 980.

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

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

Director means a director of the Company.

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

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.

Meeting, Annual General Meeting or AGM means the annual general meeting to be held as a hybrid meeting on 30 November 2023 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.

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.

Remuneration Report means the remuneration report as contained in the annual Directors Report of the Company for the financial year ending 30 June 2023.

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.

VWAP means the volume weighted average closing price.

Any inquiries in relation to the Resolutions or the Explanatory Memorandum should be directed to the Company Secretary at cosec@lakeresources.com.au

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