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28 April 2023

Dear Shareholder,

Annual General Meeting – Notice and Proxy Form

The annual general meeting of Latin Resources Limited (ASX:LRS) (**Company**) is scheduled to be held at 32 Harrogate Street, West Leederville, Perth on 30 May 2023 at 2:00 pm (AWST) (**Meeting**).

In accordance with new provisions under the Corporations Act, the Company will not be sending hard copies of the Notice of Meeting to shareholders unless a shareholder has previously requested a hard copy. The Notice of Meeting can be viewed and downloaded from the ASX platform at asx.com.au (ASX: LRS) and on the Company's website at www.latinresources.com.au.

All Shareholders who cannot physically attend the meeting are strongly encouraged to lodge a directed proxy form prior to the Meeting.

The Directors wish to advise that pursuant to section 249S of the Corporations Act, the Company is offering Shareholders the opportunity to participate in the Meeting by:

(a) submitting your vote prior to the Meeting by lodging the attached proxy form attached to the Notice no later than 2:00 pm on 28 May 2023;

(b) submitting questions if possible in advance of the Meeting by emailing the questions to info@latinresources.com.au by 5:00 pm on 26 May 2023; and/or

(c) hearing the Meeting through a teleconference, which will be available via the following Zoom link:

https://events.zoom.us/ev/Ak55CTx34QEmTNjdD5Lq7mxY6v_FZCgCOQt_XCzRG1r0ag6XGMYB~AggLXsr32QYFjq8BIYLZ5l06Dg

You must supply your holding number for identification purposes.

Whilst the Company will provide an opportunity for Shareholders to ask questions at the Meeting, Shareholders are encouraged to submit questions in advance of the Meeting as this will provide management with the best opportunity to prepare answers.

Your proxy voting instruction must be received by 2:00pm (AWST) on 28 May 2023, being not less than 48 hours before the commencement of the Meeting. Any proxy voting instructions received after that time will not be valid for the Meeting.

The NOM is important and should be read in its entirety. If you are in doubt as to the course of action you should follow, you should consult your financial adviser, lawyer, accountant or other professional adviser. If you have any difficulties obtaining a copy of the Notice of Meeting please contact the Company's share registry, Computershare Investor Services Pty Ltd, 1800 783 447 (within Australia) or +61 3 9473 2555 (overseas).

Online Communications

Our Company is committed to promoting positive environmental outcomes. To that end, we are asking all our shareholders to provide an email address to receive their communications online. This ensures we are providing you with the information you need in the fastest, most cost-effective manner possible, while also significantly reducing our

environmental impact. Shareholder communications available online include the Annual Report, Voting Forms, Notice of Meeting, Issuer Sponsored Holding Statements, Payment Advices and other company related information. You can view, download or print your shareholding information as you choose. To Provide Your Details Online

1. Go online to www.computershare.com.au/easyupdate/LRS

2. Follow the prompts to update your information, add your e-mail address and update your 'Communications' preferences.

This announcement is authorised for market release by the Board of Directors of the Company.

Sincerely,

Sarah Smith
Company Secretary

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LATIN RESOURCES LIMITED

ACN 131 405 144

NOTICE OF ANNUAL GENERAL MEETING

TIME: 2:00 pm (AWST)

DATE: 30 May 2023

PLACE: 32 Harrogate Street
WEST LEEDERVILLE WA 6007

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

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. The Directors have determined pursuant to Regulation 7.11.37 of the Corporations Regulations 2001 (Cth) that the persons eligible to vote at the Meeting are those who are registered Shareholders at 2:00 pm on 28 May 2023.

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BUSINESS OF THE MEETING

AGENDA

1. FINANCIAL STATEMENTS AND REPORTS

To receive and consider the annual financial report of the Company for the year ended 31 December 2022 together with the declaration of the Directors, the Director's report, the Remuneration Report and the auditor's report.

2. RESOLUTION 1 – ADOPTION OF REMUNERATION REPORT

To consider and, if thought fit, to pass, with or without amendment, the following resolution as a **non-binding resolution**:

"That, for the purposes of section 250R(2) of the Corporations Act and for all other purposes, approval is given for the adoption of the Remuneration Report as contained in the Company's annual financial report for the year ended 31 December 2022."

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

A voting prohibition statement applies to this Resolution. Please see below.

3. RESOLUTION 2 – RE-ELECTION OF MR BRENT JONES AS DIRECTOR

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

"That, for the purpose of clause 15.2 of the Constitution, ASX Listing Rule 14.5 and for all other purposes, Mr Brent Jones, a Director, retires by rotation, and being eligible, is re-elected as a Director."

4. RESOLUTION 3 – ELECTION OF MR PETER OLIVER AS DIRECTOR

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

"That, for the purpose of clause 15.4 of the Constitution, Listing Rule 14.4 and for all other purposes, Mr Peter Oliver, a Director who was appointed as an additional Director on 4 October 2022, retires and being eligible, is re-elected as a Director."

5. RESOLUTION 4 – APPROVAL FOR ISSUE OF PERFORMANCE INCENTIVE RIGHTS TO MR PABLO TARANTINI

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

"That, for the purposes of section 195(4) and section 208 of the Corporations Act, Listing Rule 10.14 and for all other purposes, approval is given for the Company to issue 9,000,000 Performance Incentive Rights to Pablo Tarantini (or his nominee) under the Securities Incentive Plan on the terms and conditions set out in the Explanatory Statement."

A voting exclusion statement and a voting prohibition statement apply to this Resolution. Please see below.

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6. RESOLUTION 5 – APPROVAL FOR ISSUE OF PERFORMANCE INCENTIVE RIGHTS TO MR DAVID VILENSKY

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

"That, for the purposes of section 195(4) and section 208 of the Corporations Act, Listing Rule 10.14 and for all other purposes, approval is given for the Company to issue 9,000,000 Performance Incentive Rights to David Vilensky (or his nominee) under the Securities Incentive Plan on the terms and conditions set out in the Explanatory Statement."

A voting exclusion statement and a voting prohibition statement apply to this Resolution. Please see below.

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7. RESOLUTION 6 – APPROVAL FOR ISSUE OF PERFORMANCE INCENTIVE RIGHTS TO MR PETER OLIVER

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

"That, for the purposes of section 195(4) and section 208 of the Corporations Act, Listing Rule 10.14 and for all other purposes, approval is given for the Company to issue 9,000,000 Performance Incentive Rights to Peter Oliver (or his nominee) under the Securities Incentive Plan on the terms and conditions set out in the Explanatory Statement."

A voting exclusion statement and a voting prohibition statement apply to this Resolution. Please see below.

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8. RESOLUTION 7 – APPROVAL FOR ISSUE OF PERFORMANCE INCENTIVE RIGHTS TO MR CHRIS GALE

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

"That, for the purposes of section 195(4) and section 208 of the Corporations Act, Listing Rule 10.14 and for all other purposes, approval is given for the Company to issue 37,000,000 Performance Incentive Rights to Chris Gale (or his nominee) under the Securities Incentive Plan on the terms and conditions set out in the Explanatory Statement."

A voting exclusion statement and a voting prohibition statement apply to this Resolution. Please see below.

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9. RESOLUTION 8 – APPROVAL FOR ISSUE OF PERFORMANCE INCENTIVE RIGHTS TO MR BRENT JONES

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

"That, for the purposes of section 195(4) and section 208 of the Corporations Act, Listing Rule 10.14 and for all other purposes, approval is given for the Company to issue 9,000,000 Performance Incentive Rights to Brent Jones (or his nominee) under

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the Securities Incentive Plan on the terms and conditions set out in the Explanatory Statement."

A voting exclusion statement and a voting prohibition statement apply to this Resolution. Please see below.

10. RESOLUTION 9 – APPROVAL OF 7.1A MANDATE

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

> *"That, for the purposes of Listing Rule 7.1A and for all other purposes, approval is given for the Company to issue up to that number of Equity Securities equal to 10% of the issued capital of the Company at the time of issue, calculated in accordance with the formula prescribed in Listing Rule 7.1A.2 and otherwise on the terms and conditions set out in the Explanatory Statement."*

Dated: 28 April 2023

By order of the Board

Sarah Smith
Company Secretary
Latin Resources Limited

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Voting Prohibition Statements

Resolution 1 – Adoption of Remuneration Report	A vote on this Resolution must not be cast (in any capacity) by or on behalf of either of the following persons: (a) a member of the Key Management Personnel, details of whose remuneration are included in the Remuneration Report; or (b) a Closely Related Party of such a member. However, a person (the **voter**) described above may cast a vote on this Resolution as a proxy if the vote is not cast on behalf of a person described above and either: (a) the voter is appointed as a proxy by writing that specifies the way the proxy is to vote on this Resolution; or (b) the voter is the Chair and the appointment of the Chair as proxy: (i) does not specify the way the proxy is to vote on this Resolution; and (ii) expressly authorises the Chair to exercise the proxy even though this Resolution is connected directly or indirectly with the remuneration of a member of the Key Management Personnel.
Resolutions 4 to 8 – Approval for the issue of Performance Incentive Rights to Mr Pablo Tarantini, Mr David Vilensky, Mr Peter Oliver, Mr Chris Gale and Mr Brent Jones	In accordance with section 224 of the Corporations Act, a vote on this Resolution must not be cast (in any capacity) by or on behalf of a related party of the Company to whom the Resolution would permit a financial benefit to be given, or an associate of such a related party (**Resolution 4 to 8 Excluded Party**). However, the above prohibition does not apply if the vote is cast by a person as proxy appointed by writing that specifies how the proxy is to vote on the Resolution and it is not cast on behalf of a Resolution 4 to 8 Excluded Party. In accordance with section 250BD of the Corporations Act, a person appointed as a proxy must not vote, on the basis of that appointment, on this Resolution if: (a) the proxy is either: (i) a member of the Key Management Personnel; or (ii) a Closely Related Party of such a member; and (b) the appointment does not specify the way the proxy is to vote on this Resolution. Provided the Chair is not a Resolution 4 to 8 Excluded Party, the above prohibition does not apply if: (a) the proxy is the Chair; and (b) the appointment expressly authorises the Chair to exercise the proxy even though this Resolution is connected directly or indirectly with remuneration of a member of the Key Management Personnel.

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Voting Exclusion Statements

In accordance with Listing Rule 14.11, the Company will disregard any votes cast in favour of the Resolutions set out below by or on behalf of the following persons:

Resolution 4 to 8 – Approval for the issue of Performance Incentive Rights to Mr Pablo Tarantini, Mr David Vilensky, Mr Peter Oliver, Mr Chris Gale and Mr Brent Jones	Any person referred to in Listing Rule 10.14.1, 10.14.2 or 10.14.3 who is eligible to participate in the employee incentive scheme in question or an associate of that person or those persons.

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

(a) a person as a proxy or attorney for a person who is entitled to vote on the Resolution, in accordance with the directions given to the proxy or attorney to vote on the Resolution in that way; or

(b) the Chair as proxy or attorney for a person who is entitled to vote on the Resolution, in accordance with a direction given to the Chair to vote on the Resolution as the Chair decides; or

(c) a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:

  (i) the beneficiary provides written confirmation to the holder that the beneficiary is not excluded from voting, and is not an associate of a person excluded from voting, on the Resolution; and

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

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Voting by proxy

To vote by proxy, please complete and sign the enclosed Proxy Form and return by the time and in accordance with the instructions set out on the Proxy Form.

In accordance with section 249L of the Corporations Act, Shareholders are advised that:

(a) each Shareholder has a right to appoint a proxy;

(b) the proxy need not be a Shareholder of the Company; and

(c) a Shareholder who is entitled to cast 2 or more votes may appoint 2 proxies and may specify the proportion or number of votes each proxy is appointed to exercise. If the member appoints 2 proxies and the appointment does not specify the proportion or number of the member's votes, then in accordance with section 249X(3) of the Corporations Act, each proxy may exercise one-half of the votes.

Shareholders and their proxies should be aware that changes to the Corporations Act made in 2011 mean that:

(a) if proxy holders vote, they must cast all directed proxies as directed; and

(b) any directed proxies which are not voted will automatically default to the Chair, who must vote the proxies as directed.

The Directors strongly encourage all shareholders to lodge a directed proxy form prior to the Meeting.

Voting in person

To vote in person, attend the Meeting at the time, date and place set out above.

You may still attend the Meeting and vote in person even if you have appointed a proxy. If you have previously submitted a Proxy Form, your attendance will not revoke your proxy appointment unless you actually vote at the meeting for which the proxy is proposed to be used, in which case, the proxy's appointment is deemed to be revoked with respect to voting on that resolution.

Please bring your personalised Proxy Form with you as it will help you to register your attendance at the Meeting. If you do not bring your Proxy Form with you, you can still attend the Meeting but representatives from Computershare Investor Services Pty Ltd will need to verify your identity. You can register on the day of the Meeting.

Should you wish to discuss the matters in this Notice of Meeting please do not hesitate to contact the Company on +61 8 6117 4798

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EXPLANATORY STATEMENT

This Explanatory Statement has been prepared to provide information which the Directors believe to be material to Shareholders in deciding whether or not to pass the Resolutions which are the subject of the business of the Meeting.

1. FINANCIAL STATEMENTS AND REPORTS

In accordance with the Constitution, the business of the Meeting will include receipt and consideration of the annual financial report of the Company for the year ended 31 December 2022 together with the declaration of the Directors, the Directors' report, the Remuneration Report and the auditor's report.

The Company will not provide a hard copy of the Company's annual financial report to Shareholders unless specifically requested to do so. The Company's annual financial report is available on its website at www.latinresources.com.au

2. RESOLUTION 1 – ADOPTION OF REMUNERATION REPORT

2.1 General

The Corporations Act requires that at a listed company's annual general meeting, a resolution that the remuneration report be adopted must be put to the shareholders. However, such a resolution is advisory only and does not bind the company or the directors of the Company.

The remuneration report sets out the company's remuneration arrangements for the directors and senior management of the company. The remuneration report is part of the directors' report contained in the annual financial report of the company for a financial year.

The chair of the meeting must allow a reasonable opportunity for its shareholders to ask questions about or make comments on the remuneration report at the annual general meeting.

2.2 Voting consequences

A company is required to put to its shareholders a resolution proposing the calling of another meeting of shareholders to consider the appointment of directors of the company (**Spill Resolution**) if, at consecutive annual general meetings, at least 25% of votes are cast on a remuneration report resolution are voted against adoption of the remuneration report and at the first of those annual general meetings a Spill Resolution was not put to vote. If required, the Spill Resolution must be put to vote at the second of those annual general meetings.

If more than 50% of votes cast are in favour of the Spill Resolution, the company must convene a shareholder meeting (**Spill Meeting**) within 90 days of the second annual general meeting.

All of the directors of the company who were in office when the directors' report (as included in the company's annual financial report for the most recent financial year) was approved, other than the managing director of the company, will cease to hold office immediately before the end of the Spill Meeting but may stand for re-election at the Spill Meeting.

Following the Spill Meeting those persons whose election or re-election as directors of the company is approved will be the directors of the company.

2.3 Previous voting results

At the Company's previous annual general meeting the votes cast against the remuneration report considered at that annual general meeting were less than 25%. Accordingly, the Spill Resolution is not relevant for this Annual General Meeting.

3. RESOLUTION 2 – RE-ELECTION OF MR BRENT JONES AS DIRECTOR

The Constitution sets out the requirements for determining which Directors are to retire by rotation at an annual general meeting.

Mr Brent Jones, one of the Directors longest in office since his last re-election on 31 May 2021, retires by rotation and seeks re-election.

3.1 Qualifications and other material directorships

Mr Jones is an experienced financial services professional currently acting as Head of Professional Services Division at Sequoia Financial Group Ltd (ASX:SEQ). Prior to the sale of InterPrac Ltd to Sequoia in 2017, Mr Jones was the Managing Director of InterPrac Limited from 2007, an unlisted public company specializing in AFSL, credit and legal services to the accounting industry.

Whilst with InterPrac and currently at Sequoia Financial Group, Mr Jones has supported and participated in many public and private capital markets transactions.

Mr Jones has a degree in information technology, is a member of the National Tax and Accountants Association and is a Graduate of the Australian Institute of Company Directors (AICD).

Mr Jones has a Bachelor of Computing (Information Systems), is a member of the National Tax and Accountants Association and is a Graduate of the Australian Institute of Company Directors (AICD).

Mr Jones has not held any other directorships of Australian listed companies in the last three years are.

3.2 Independence

If re-elected the Board considers Mr Jones will be an independent Director.

3.3 Board Recommendation

The Board has reviewed Mr Jones' performance since his appointment to the Board and considers that their skills and experience will continue to enhance the Board's ability to perform its role. Accordingly, the Board supports the re-election of Mr Jones and recommends that Shareholders vote in favour of Resolution 2.

4. RESOLUTION 3 – ELECTION OF MR PETER OLIVER

4.1 General

The Constitution allows the Directors to appoint at any time a person to be a Director either to fill a casual vacancy or as an addition to the existing Directors, but only where the total number of Directors does not at any time exceed the maximum number specified by the Constitution.

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Pursuant to clause 14.4 of the Constitution, any Director so appointed holds office only until the next following annual general meeting and is then eligible for election by Shareholders but shall not be taken into account in determining the Directors who are to retire by rotation (if any) at that meeting.

Mr Peter Oliver, having been appointed by other Directors on 4 October 2022 in accordance with the Constitution, will retire in accordance with the Constitution and Listing Rule 14.4 and being eligible, seeks election from Shareholders.

4.2 Qualifications and other material directorships

Mr Oliver is a highly accomplished C-suite leader, with nearly 20 years' experience in lithium leadership roles which includes, global M&A and financing as well as managing mining operations.

Most recent to this appointment, Mr Oliver has acted as an Advisor to Tianqi Lithium and prior to that was Chief Executive Officer / Managing Director of Talison Lithium which owns and operates the worlds largest lithium mine – Greenbushes in Western Australia.

Mr Oliver has a background in Chemistry and has spent many years working in the Western Australian Mining industry. In 2003 Mr Oliver joined Talison Lithium (then Sons of Gwalia). In his time at Talison, he had several roles including General Manager of Wodgina and Greenbushes, Chief Operating officer and Chief Executive Officer/Managing Director.

In 2010 as Chief Executive Officer he led the IPO process that successfully led to Talison Lithium being listed on the Toronto Stock Exchange, significant expansions and the eventual sale of Talison to Tianqi Lithium. In 2013 until March 2022 Mr Oliver acted as an advisor to Tianqi Lithium. This included advising on the acquisition of 24% of SQM for in excess of 4B USD, significant further expansions of Talison Lithium's Greenbushes lithium concentrate production capacity and the building of Tianqi Lithium's Kwinana Lithium Hydroxide plant.

Until June 2021 Mr Oliver remained as a Non-Executive Director of Talison Lithium a joint venture between Tianqi Lithium and Albemarle Corp.

Mr Oliver's extensive skill set in the lithium sector as well as his experience in leading strong corporate teams, managing a public company, and acting in an advisory capacity in corporate structures, and global M&A and financing, further bolsters the board, and adds significant experience to drive the Company's next phase of growth with its Salinas Lithium Project in Brazil.

4.3 Independence

Mr Oliver has no interests, position or relationship that might influence, or reasonably be perceived to influence, in a material respect his/her capacity to bring an independent judgement to bear on issues before the Board and to act in the best interest of the Company as a whole rather than in the interests of an individual security holder or other party.

If elected the Board considers Mr Oliver will be an independent Director of the Company.

4.4 Other material information

The Company conducts appropriate checks on the background and experience of candidates before their appointment to the Board. These include checks as to

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a person's experience, educational qualifications, character, criminal record and bankruptcy history. The Company undertook such checks prior to the appointment of Mr Oliver.

Mr Oliver has confirmed that he considers he will have sufficient time to fulfil his responsibilities as a Non-Executive Director of the Company and does not consider that any other commitment will interfere with his availability to perform his duties as a Non-Executive Director of the Company.

4.5 Board Recommendation

The Board has reviewed Mr Oliver's performance since his appointment to the Board and considers that their skills and experience will continue to enhance the Board's ability to perform its role. Accordingly, the Board supports the re-election of Mr Peter Oliver and recommends that Shareholders vote in favour of Resolution 3.

6. RESOLUTION 4 TO 8 - APROVAL FOR ISSUE OF PERFORMANCE INCENTIVE RIGHTS TO DIRECTORS - MR PABLO TARANTINI, MR DAVID VILENSKY, MR PETER OLIVER, MR CHRIS GALE AND MR BRENT JONES

6.1 General

The Company has agreed, subject to shareholder approval to issue 9,000,000 Performance Incentive Rights to Pablo Tarantini, 9,000,000 Performance Incentive Rights to Mr David Vilensky, 9,000,000 Performance Incentive Rights to Mr Brent Jones, 9,000,000 Performance Incentive Rights to Mr Peter Oliver and 37,000,000 Performance Incentive Rights to Mr Chris Gale (or their nominees) (**Related Parties**) pursuant to the Securities Incentive Plan (**Plan**) on the terms and conditions set out below (**Performance Incentive Rights**).

The Performance Incentive Rights will vest in tranches upon the completion of Milestones as follows:

(a) **Pablo Tarantini**:

(i) 3,000,000 Performance Incentive Rights vest upon the confirmation of a minimum of 40 million tonne inferred JORC Resource for the LRS Brazil Lithium Project **(LRS Brazil Lithium Project**);

(ii) 3,000,000 Performance Incentive Rights vest upon the confirmation of a minimum of 60 million tonne inferred JORC Resource for the LRS Brazil Lithium Project; and

(iii) 3,000,000 Performance Incentive Rights vest upon the confirmation of a minimum of 80 million tonne inferred JORC Resource for the LRS Brazil Lithium Project.

(b) **David Vilensky**:

(i) 3,000,000 Performance Incentive Rights vest upon the confirmation of a minimum of 40 million tonne inferred JORC Resource for the Company's lithium project in Brazil;

(ii) 3,000,000 Performance Incentive Rights vest upon the confirmation of a minimum of 60 million tonne inferred JORC Resource for the LRS Brazil Lithium Project; and

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(iii) 3,000,000 Performance Incentive Rights vest upon the confirmation of a minimum of 80 million tonne inferred JORC Resource for the Company's lithium project in Brazil.

(c) **Peter Oliver**:

(i) 3,000,000 Performance Incentive Rights vest upon the confirmation of a minimum of 40 million tonne inferred JORC Resource for the Company's lithium project in Brazil;

(iv) 3,000,000 Performance Incentive Rights vest upon the confirmation of a minimum of 60 million tonne inferred JORC Resource for the LRS Brazil Lithium Project; and

(v) 3,000,000 Performance Incentive Rights vest upon the confirmation of a minimum of 80 million tonne inferred JORC Resource for the Company's lithium project in Brazil.

(d) **Chris Gale**:

(i) 9,000,000 Performance Incentive Rights vest upon the confirmation of a minimum of 40 million tonne inferred JORC Resource for the Company's lithium project in Brazil;

(ii) 9,000,000 Performance Incentive Rights vest upon the confirmation of a minimum of 60 million tonne inferred JORC Resource for the LRS Brazil Lithium Project;

(iii) 9,000,000 Performance Incentive Rights vest upon the confirmation of a minimum of 80 million tonne inferred JORC Resource for the Company's lithium project in Brazil; and

(iv) 10,000,000 Performance Incentive Rights vest if the market capitalisation of the Company reaches A$1 billion for a continuous period of 30 days.

(e) **Brent Jones**:

(i) 3,000,000 Performance Incentive Rights vest upon the confirmation of a minimum of 40 million tonne inferred JORC Resource for the Company's lithium project in Brazil;

(ii) 3,000,000 Performance Incentive Rights vest upon the confirmation of a minimum of 60 million tonne inferred JORC Resource for the LRS Brazil Lithium Project; and

(iii) 3,000,000 Performance Incentive Rights vest upon the confirmation of a minimum of 80 million tonne inferred JORC Resource for the Company's lithium project in Brazil.

6.2 Chapter 2E of the Corporations Act

Chapter 2E of the Corporations Act requires that for a public company, or an entity that the public company controls, to give a financial benefit to a related party of the public company, the public company or entity must:

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(a) obtain the approval of the public company's members in the manner set out in sections 217 to 227 of the Corporations Act; and

(b) give the benefit within 15 months following such approval,

unless the giving of the financial benefit falls within an exception set out in sections 210 to 216 of the Corporations Act.

The issue of Performance Incentive Rights constitutes the giving of a financial benefit to Directors of the Company.

The issue of the Performance Incentive Rights to the Related Parties constitutes giving a financial benefit and each of the Related Parties is a related party of the Company by virtue of being a Director.

As the Performance Incentive Rights are proposed to be issued to all of the Directors, the Directors are unable to form a quorum to consider whether one of the exceptions set out in sections 210 to 216 of the Corporations Act applies to the issue of the Incentive Performance Rights. Accordingly, Shareholder approval for the issue of Incentive Performance Rights to the Related Parties is sought in accordance with Chapter 2E of the Corporations Act.

6.3 ASX Listing Rule 10.14

Listing Rule 10.14 provides that an entity must not permit any of the following persons to acquire Equity Securities under an employee incentive scheme without the approval of the holders of its ordinary securities:

10.14.1	a director of the entity;
10.14.2	an associate of a director of the entity; or
10.14.3	a person whose relationship with the entity or a person referred to in Listing Rules 10.14.1 to 10.14.2 is such that, in ASX's opinion, the acquisition should be approved by security holders.

The issue of the Performance Incentive Rights involves the issue of securities to a Director which falls within Listing Rule 10.14.1 and therefore requires the approval of Shareholders under Listing Rule 10.14.

Resolutions 4 to 8 seeks the required Shareholder approval for the issue of the Performance Incentive Rights under and for the purposes of section 195(4) of the Corporations Act and Listing Rule 10.14.

6.4 Technical information required by Listing Rule 14.1A

If Resolution 4 to 8 are passed, the Company will be able to proceed with the issue of the Performance Incentive Rights to the Related Parties (as applicable) under the Plan, within three years after the date of the Meeting (or such later date as permitted by any ASX waiver or modification of the Listing Rules). As approval pursuant to Listing Rule 7.1 is not required for the issue of the Performance Incentive Rights (because approval is being obtained under Listing Rule 10.14), the issue of the Performance Incentive Rights will not use up any of the Company's 15% annual placement capacity.

If Resolution 4 to 8 are not passed, the Company will not be able to proceed with the issue of the Performance Incentive Rights to Mr Tarantini, Mr Vilensky, Mr Oliver,

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Mr Gale and Mr Jones (as applicable) under the Plan and may be required to consider alternative ways to remunerate and incentivise the Related Parties.

6.5 Technical information required ASX Listing Rule 10.15

Pursuant to and in accordance with ASX Listing Rule 10.15 and section 219 of the Corporations Act, the following information is provided in relation to Resolutions 4 to 8:

(a) the related parties are Mr Pablo Tarantini, Mr David Vilensky, Mr Peter Oliver, Mr Chris Gale and Mr Brent Jones who are related parties by virtue of being Directors pursuant to Listing Rule 10.14.1;

(b) the maximum number of Performance Incentive Rights to be issued to:

(a) Pablo Tarantini (or his nominee/s) is 9,000,000 pursuant to Resolution 4;

(b) David Vilensky(or his nominee/s) is 9,000,000 pursuant to Resolution 5;

(c) Peter Oliver (or his nominee/s) is 9,000,000 pursuant to Resolution 6;

(d) Chris Gale (or his nominee/s) is 37,000,000 pursuant to Resolution 7; and

(e) Brent Jones (or his nominee/s) is 9,000,000 pursuant to Resolution 8.

(c) the Securities Incentive Plan was adopted by Shareholders on 19 December 2022;

(d) the following Performance Incentive Rights have been issued under the Securities Incentive Plan since it was adopted on 19 December 2022:

(i) 7,500,000 Performance Incentive Rights were issued to Mr Chris Gale on 13 January 2023;

(ii) 12,000,000 Performance Incentive Rights were issued to Mr Peter Oliver on 23 December 2022;

(iii) 16,500,000 Performance Incentive Rights were issued to employees and contractors of the Company on 23 December 2022; and

(i) a summary of the material terms and conditions of the Performance Incentive Rights is set out in Schedule 2;

(e) the Company proposes granting the Performance Incentive Rights to the Directors, under the Plan, to align the interests of the Directors with those of Shareholders by creating a stronger link between performance resulting in increased Shareholder value and reward to the Directors;

(g) the number of Performance Incentive Rights to be issued to the Directors has been determined based upon a consideration of:

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(i) current market standards and/or practices of other ASX listed companies of a similar size and stage of development to the Company;

(ii) advice from an independent remuneration adviser;

(iii) the remuneration of the Directors; and

(iv) incentives to attract and ensure continuity of service of the Directors while maintaining the Company's cash reserves,

(h) the Company does not consider that there are any significant opportunity costs to the Company or benefits foregone by the Company in issuing the Performance Incentive Rights upon the terms proposed;

(i) the total remuneration package for the Related Parties for the previous financial year and the proposed total remuneration package for the current financial year are set out below:

Related Party	Current Financial Year 2023[1]	Previous Financial Year 2022
Pablo Tarantini	$96,000	$174,884[2]
David Vilensky	$102,000	$258,206[3]
Peter Oliver	$96,000	$33,229[4]
Chris Gale	$500,000	$1,514,635[5]
Brent Jones	$96,000	$210,322[6]

Notes:

1. This does not include the value of any future Securities which may be issued to the Directors, including pursuant to this Notice.
2. Comprising of cash and salary fees of $76,833 and equity-settled payments of $98,011 comprising of incentive share rights approved for issue by shareholders in prior years.
3. Comprising of cash and salary fees of $86,500 and equity-settled payments of $171,706 comprising of incentive share rights approved for issue by shareholders in prior years.
4. Comprising of cash and salary fees of $24,000 and equity-settled payments of $9,229 comprising of incentive share rights. Mr Oliver was appointed on 4 October 2022 as a Non-Executive Director.
5. Comprising of cash and salary fees of $409,500, cash bonus of $300,000 and equity-settled payments of $805,135 comprising of incentive share rights approved for issue by shareholders in prior years.
6. Comprising of cash and salary fees of $76,833 and equity-settled payments of $133,489 comprising of incentive share rights approved for issue by shareholders in prior years.

(j) the value of the Performance Incentive Rights is set out in Schedule 3;

(k) the Performance Incentive Rights will be issued to the Related Party no later than 3 years after the date of the Meeting (or such later date as permitted by any ASX waiver or modification of the Listing Rules) and it is anticipated the Performance Incentive Rights will be issued on one date;

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(l) the Performance Incentive Rights are being issued for nil cash consideration, as such no funds will be raised from the issue of the Performance Incentive Rights;

(m) no loans have been provided in relation to the issue of the Performance Incentive Rights;

(n) details of any Performance Incentive Rights issued under the Securities Incentive Plan will be published in the annual report of the Company relating to the period in which they were issued, along with a statement that approval for the issue was obtained under Listing Rule 10.14;

(o) any additional persons covered by Listing Rule 10.14 who become entitled to participate in an issue of Performance Incentive Rights under the Securities Incentive Plan after Resolutions 4 to 8, is approved and who were not named in this Notice will not participate until approval is obtained under Listing Rule 10.14;

(p) the relevant interests of the Directors in the securities of the Company as at the date of this Notice is set out below:

As at the date of this Notice

Director	Shares	Options	Incentive Performance Rights)[1]	Unquoted Loan Funded Shares
Pablo Tarantini	852,273	Nil	Nil	Nil
David Vilensky	18,375,015	Nil	Nil	1,000,000
Peter Oliver	Nil	Nil	12,000,000	Nil
Chris Gale	29,400,768	Nil	7,500,000	2,000,000
Brent Jones	46,492,327	Nil	Nil	1,000,000

Notes:

1. Refer to the Companys notice of general meeting for the general meeting held on 19 December 2022 for the terms of the incentive performance rights.

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Post issue of Incentive Performance Rights to Related Parties

Director	Shares	Options	Incentive Performance Rights)[1]	Unquoted Loan Funded Shares
Pablo Tarantini	852,273	Nil	9,000,000	Nil
David Vilensky	18,375,015	Nil	9,000,000	1,000,000
Peter Oliver	Nil	Nil	21,000,000	Nil
Chris Gale	29,400,768	Nil	44,500,000	2,000,000
Brent Jones	46,492,327	Nil	9,000,000	1,000,000

(q) if the vesting conditions and milestones (as applicable) attaching to the Performance Incentive Rights issued to Director are met and the securities are converted, a total of 73,000,000 Shares would be issued. This will increase the number of Shares on issue from 2,201,654,918 (being the total number of Shares on issue as at the date of this Notice) to 2,274,654,918 (assuming that no Shares are issued and no convertible securities vest or are exercised) with the effect that the shareholding of existing Shareholders would be diluted by an aggregate of 3.25% comprising 0.39% by each of Pablo Tarantini, David Vilensky, Peter Oliver and Brent Jones and 1.63% by Chris Gale;

(r) the trading history of the Shares on ASX in the 12 months before the date of this Notice is set out below:

	Price	Date
Highest	$0.205	14 and 19 April 2022
Lowest	$0.058	20 and 23 June 2022
Last	$0.11	14 April 2023

(s) the Directors have chosen not to make a recommendation to Shareholders on how to vote on Resolutions 4 to 8;

(t) a voting exclusion statement has been included on Resolutions 4 to 8;

(u) the Board is not aware of any other information that is reasonably required by Shareholders to allow them to decide whether it is in the best interests of the Company to pass Resolutions 4 to 8.

7. RESOLUTION 9 – APPROVAL OF 7.1A MANDATE

7.1 General

Broadly speaking, and subject to a number of exceptions, Listing Rule 7.1 limits the amount of Equity Securities that a listed company can issue without the approval of its shareholders over any 12 month period to 15% of the fully paid ordinary securities it had on issue at the start of that period.

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However, under Listing Rule 7.1A, an eligible entity may seek shareholder approval by way of a special resolution passed at its annual general meeting to increase this 15% limit by an extra 10% to 25% (**7.1A Mandate**).

An 'eligible entity' means an entity which is not included in the S&P/ASX 300 Index and has a market capitalisation of $300,000,000 or less. As at the date of this Notice, the Company is not an eligible entity for these purposes due to its market capitalisation exceeding $300,000,000. As at the date of this Notice, the Company has a current market capitalisation of $341,323,414 (based on the number of Shares on issue and the closing price of Shares on the ASX on 28 April 2023). If the Company's market capitalisation exceeds $300,000,000 on the date of the AGM, Resolution 9 will be withdrawn.

Resolution 9 seeks Shareholder approval by way of special resolution for the Company to have the additional 10% placement capacity provided for in Listing Rule 7.1A to issue Equity Securities without Shareholder approval.

For note, a special resolution is a resolution requiring at least 75% of votes cast by shareholders present and eligible to vote at the meeting in favour of the resolution.

If Resolution 9 is passed, the Company will be able to issue Equity Securities up to the combined 25% limit in Listing Rules 7.1 and 7.1A without any further Shareholder approval.

If Resolution 9 is not passed, the Company will not be able to access the additional 10% capacity to issue Equity Securities without Shareholder approval under Listing Rule 7.1A, and will remain subject to the 15% limit on issuing Equity Securities without Shareholder approval set out in Listing Rule 7.1.

7.2 Technical information required by ASX Listing Rule 7.1A

Pursuant to and in accordance with ASX Listing Rule 7.3A, the information below is provided in relation to this Resolution 9:

(a) **Period for which the 7.1A Mandate is valid**

The 7.1A Mandate will commence on the date of the Meeting and expiring on the first to occur of the following:

(i) the date that is 12 months after the date of this Meeting;

(ii) the time and date of the Company's next annual general meeting; and

(iii) the time and date of approval by Shareholders of any transaction under Listing Rule 11.1.2 (a significant change in the nature or scale of activities) or Listing Rule 11.2 (disposal of the main undertaking).

(b) **Minimum Price**

Any Equity Securities issued under the 7.1A Mandate must be in an existing quoted class of Equity Securities and be issued at a minimum price of 75% of the volume weighted average price of Equity Securities in that class, calculated over the 15 trading days on which trades in that class were recorded immediately before:

(i) the date on which the price at which the Equity Securities are to be issued is agreed by the entity and the recipient of the Equity Securities; or

(ii) if the Equity Securities are not issued within 10 trading days of the date in Section 7.2(b)(i), the date on which the Equity Securities are issued.

(c) **Use of funds raised under the 7.1A Mandate**

The Company intends to use funds raised from issues of Equity Securities under the 7.1A Mandate for exploration and drilling programs on its current projects, new business opportunities, corproate overheads and working capital.

(d) **Risk of Economic and Voting Dilution**

Any issue of Equity Securities under the 7.1A Mandate will dilute the interests of Shareholders who do not receive any Shares under the issue. If Resolution 9 is approved by Shareholders and the Company issues the maximum number of Equity Securities available under the 7.1A Mandate, the economic and voting dilution of existing Shares would be as shown in the table below.

The table below shows the dilution of existing Shareholders calculated in accordance with the formula outlined in Listing Rule 7.1A.2, on the basis of the closing market price of Shares and the number of Equity Securities on issue as at 28 April 2023.

The table also shows the voting dilution impact where the number of Shares on issue (Variable A in the formula) changes and the economic dilution where there are changes in the issue price of Shares issued under the 7.1A Mandate.

Number of Shares on Issue (Variable A in ASX Listing Rule 7.1A.2)		Dilution			
		Shares issued – 10% voting dilution	Issue Price		
			$0.068	$0.135	$0.27
			50% decrease	Issue Price	100% increase
			Funds Raised		
Current	2,528,321,585 Shares	252,832,158 Shares	$17,066,170	$34,132,341	$68,264,682
50% increase	3,792,482,378 Shares	379,248,237 Shares	$25,599,255	$51,198,511	$102,397,023
100% increase	5,056,643,170 Shares	505,664,317 Shares	$34,132,341	$68,264,682	$136,529,365

The table above uses the following assumptions:

1. There are currently 2,528,321,585 existing Shares as at the date of this Notice.
2. The issue price set out above is the closing price of the Shares on the ASX on 28 April 2023 (being $0.135).
3. The Company issues the maximum possible number of Equity Securities under the 7.1A Mandate.

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4. The Company has not issued any Equity Securities in the 12 months prior to the Meeting that were not issued under an exception in ASX Listing Rule 7.2 or with approval under ASX Listing Rule 7.1.
5. The issue of Equity Securities under the 7.1A Mandate consists only of Shares. It is assumed that no Options are exercised into Shares are exercised into Shares before the date of issue of the Equity Securities.
6. The calculations above do not show the dilution that any one particular Shareholder will be subject to. All Shareholders should consider the dilution caused to their own shareholding depending on their specific circumstances.
7. This table does not set out any dilution pursuant to approvals under ASX Listing Rule 7.1.
8. The 10% voting dilution reflects the aggregate percentage dilution against the issued share capital at the time of issue. This is why the voting dilution is shown in each example as 10%.
9. The table does not show an example of dilution that may be caused to a particular Shareholder by reason of placements under the 7.1A Mandate, based on that Shareholder's holding at the date of the Meeting.

Shareholders should note that there is a risk that:

(i) the market price for the Company's Shares may be significantly lower on the issue date than on the date of the Meeting; and

(ii) the Shares may be issued at a price that is at a discount to the market price for those Shares on the date of issue.

(e) **Allocation policy under the 7.1A Mandate**

The recipients of the Equity Securities to be issued under the 7.1A Mandate have not yet been determined. However, the recipients of Equity Securities could consist of current Shareholders or new investors (or both), none of whom will be related parties of the Company.

The Company will determine the recipients at the time of the issue under the 7.1A Mandate, having regard to the following factors:

(i) the purpose of the issue;

(ii) alternative methods for raising funds available to the Company at that time, including, but not limited to, an entitlement issue, share purchase plan, placement or other offer where existing Shareholders may participate;

(iii) the effect of the issue of the Equity Securities on the control of the Company;

(iv) the circumstances of the Company, including, but not limited to, the financial position and solvency of the Company;

(v) prevailing market conditions; and

(vi) advice from corporate, financial and broking advisers (if applicable).

(f) **Previous Approval under ASX Listing Rule 7.1A**

No securities were issued under ASX Listing Rule 7.1A in the last 12 months as the Company was not eligible to obtain approval from its Shareholders at its annual general meeting held on 30 May 2022.

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7.3 Voting Exclusion

As at the date of this Notice, the Company is not proposing to make an issue of Equity Securities under Listing Rule 7.1A. Accordingly, a voting exclusion statement is not included in this Notice for this Resolution.

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GLOSSARY

$ means Australian dollars.

AGM means the Company's 2022 annual general meeting held on 30 May 2022.

ASIC means the Australian Securities and Investments Commission.

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

ASX Listing Rules or **Listing Rules** means the Listing Rules of ASX.

Board means the current board of directors of the Company.

Chair means the chair of the Meeting.

Closely Related Party of a member of the Key Management Personnel means:

(a) a spouse or child of the member;

(b) a child of the member's spouse;

(c) a dependent 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 dealing with the entity;

(e) a company the member controls; or

(f) a person prescribed by the *Corporations Regulations 2001* (Cth).

Company means Latin Resources Limited (ACN 131 405 144).

Constitution means the Company's constitution.

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

Directors means the current directors of the Company.

Equity Securities includes a Share, a right to a Share or Option, an Option, a convertible security and any security that ASX decides to classify as an Equity Security.

Explanatory Statement means the explanatory statement accompanying the Notice.

Performance Incentive Rights means the Performance Incentive Rights proposed to be issued to Mr Pablo Tarantini, Mr David Vilensky, Mr Peter Oliver Mr Chris Gale and Mr Brent Jones pursuant to Resolutions 4 to 8.

Securities Incentive Plan means the Company's Securities Incentive Plan approved by Shareholders on 19 December 2022.

Key Management Personnel has the same meaning as in the accounting standards issued by the Australian Accounting Standards Board and means those persons having authority and responsibility for planning, directing and controlling the activities of the Company, or if the Company is part of a consolidated entity, of the consolidated entity, directly or

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indirectly, including any director (whether executive or otherwise) of the Company, or if the Company is part of a consolidated entity, of an entity within the consolidated group.

Meeting means the meeting convened by the Notice.

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

Option means an option to acquire a Share.

Optionholder means a holder of an Option.

Ordinary Securities has the meaning set out in the ASX Listing Rules.

Placement means the capital raising completed by the Company on 27 April 2022 and announced by the Company on 19 April 2022.

Placement Participants mean investors in the Placement.

Proxy Form means the proxy form accompanying the Notice.

Remuneration Report means the remuneration report set out in the Director's report section of the Company's annual financial report for the year ended 31 December 2022.

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

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

Shareholder means a holder of a Share.

VWAP means the volume weighted average price.

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

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SCHEDULE 1 – TERMS AND CONDITIONS OF THE COMPANY'S SECURITIES INCENTIVE PLAN

A summary of the material terms of the Company's Company Securities Incentive Plan (**Plan**) is set out below.

Eligible Participant	**Eligible Participant** means a person that is a 'primary participant' (as that term is defined in Division 1A of Part 7.12 of the Corporations Act) in relation to the Company or an Associated Body Corporate (as defined in the Corporations Act) and has been determined by the Board to be eligible to participate in the Plan from time to time. **Participant** means an Eligible Participant who has been granted any Security under the Plan.
Purpose	The purpose of the Plan is to: (a) assist in the reward, retention and motivation of Eligible Participants; (b) link the reward of Eligible Participants to Shareholder value creation; and (c) align the interests of Eligible Participants with shareholders of the Group (being the Company and each of its Associated Bodies Corporate), by providing an opportunity to Eligible Participants to receive an equity interest in the Company in the form of securities.
Plan administration	The Plan will be administered by the Board. The Board may exercise any power or discretion conferred on it by the Plan rules in its sole and absolute discretion (except to the extent that it prevents the Participant relying on the deferred tax concessions under Subdivision 83A-C of the *Income Tax Assessment Act 1997* (Cth)). The Board may delegate its powers and discretion.
Eligibility, invitation and application	The Board may from time to time determine that an Eligible Participant may participate in the Plan and make an invitation to that Eligible Participant to apply for any (or any combination of) Options and Performance Rights provided under the Plan on such terms and conditions as the Board decides. On receipt of an invitation, an Eligible Participant may apply for the securities the subject of the invitation by sending a completed application form to the Company. The Board may accept an application from an Eligible Participant in whole or in part. If an Eligible Participant is permitted in the invitation, the Eligible Participant may, by notice in writing to the Board, nominate a party in whose favour the Eligible Participant wishes to renounce the invitation.
Grant of securities	The Company will, to the extent that it has accepted a duly completed application, grant the Participant the relevant number and type of securities, subject to the terms and conditions set out in the invitation, the Plan rules and any ancillary documentation required.

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Rights attaching to securities	Prior to an Option or Performance Right being exercised, the holder: (a) does not have any interest (legal, equitable or otherwise) in any Share the subject of the convertible security other than as expressly set out in the Plan; (b) is not entitled to receive notice of, vote at or attend a meeting of the shareholders of the Company; (c) is not entitled to receive any dividends declared by the Company; and (d) is not entitled to participate in any new issue of Shares (see Adjustment of convertible securities section below).
Vesting of convertible securities	Any vesting conditions applicable to the Options or Performance Rights will be described in the invitation. If all the vesting conditions are satisfied and/or otherwise waived by the Board, a vesting notice will be sent to the Participant by the Company informing them that the relevant securities have vested. Unless and until the vesting notice is issued by the Company, the securities will not be considered to have vested. For the avoidance of doubt, if the vesting conditions relevant to an Option or Performance Right are not satisfied and/or otherwise waived by the Board, that security will lapse.
Exercise of convertible securities and cashless exercise	To exercise a security, the Participant must deliver a signed notice of exercise and, subject to a cashless exercise (see next paragraph below), pay the exercise price (if any) to or as directed by the Company, at any time following vesting of the Option or Performance Right (if subject to vesting conditions) and prior to the expiry date as set out in the invitation or vesting notice. An invitation to apply for Options may specify that at the time of exercise of the Options, the Participant may elect not to be required to provide payment of the exercise price for the number of Options specified in a notice of exercise, but that on exercise of those Options the Company will transfer or issue to the Participant that number of Shares equal in value to the positive difference between the Market Value of the Shares at the time of exercise and the exercise price that would otherwise be payable to exercise those Options. **Market Value** means, at any given date, the volume weighted average price per Share traded on the ASX over the 5 trading days immediately preceding that given date, unless otherwise specified in an invitation. An Option or a Performance Right may not be exercised unless and until that security has vested in accordance with the Plan rules, or such earlier date as set out in the Plan rules.
Timing of issue of Shares and quotation of Shares on exercise	As soon as practicable after the valid exercise of an Option or a Performance Right by a Participant, the Company will issue or cause to be transferred to that Participant the number of Shares to which the Participant is entitled under the Plan rules and issue a substitute certificate for any remaining unexercised securities held by that Participant.

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Restrictions on dealing with securities	A holder may not sell, assign, transfer, grant a security interest over or otherwise deal with an Option or a Performance Right that has been granted to them unless otherwise determined by the Board. A holder must not enter into any arrangement for the purpose of hedging their economic exposure to an Option or a Performance Right that has been granted to them. However, in Special Circumstances as defined under the Plan (including in the case of death or total or permanent disability of the Participant) a Participant may deal with convertible securities granted to them under the Plan with the consent of the Board.
Listing of convertible securities	An Option or a Performance Right granted under the Plan will not be quoted on the ASX or any other recognised exchange. The Board reserves the right in its absolute discretion to apply for quotation of an Option granted under the Plan on the ASX or any other recognised exchange.
Forfeiture of convertible securities	Options and Performance Rights will be forfeited in the following circumstances: (a) where a Participant who holds Options or Performance Rights ceases to be an Eligible Participant (e.g. is no longer employed or their office or engagement is discontinued with the Group), all unvested convertible securities will automatically be forfeited by the Participant; (b) where a Participant acts fraudulently or dishonestly, negligently, in contravention of any Group policy or wilfully breaches their duties to the Group; (c) where there is a failure to satisfy the vesting conditions in accordance with the Plan; (d) on the date the Participant becomes insolvent; or (e) on the expiry date of the Options or Performance Rights.
Change of control	If a change of control event occurs, or the Board determines that such an event is likely to occur, the Board may in its discretion determine the manner in which any or all of the holder's Options or Performance Rights will be dealt with, including, without limitation, in a manner that allows the holder to participate in and/or benefit from any transaction arising from or in connection with the change of control event.
Adjustment of convertible securities	If there is a reorganisation of the issued share capital of the Company (including any subdivision, consolidation, reduction, return or cancellation of such issued capital of the Company), the rights of each Participant holding Options or Performance Rights will be changed to the extent necessary to comply with the Listing Rules applicable to a reorganisation of capital at the time of the reorganisation. If Shares are issued by the Company by way of bonus issue (other than an issue in lieu of dividends or by way of dividend reinvestment), the holder of Options or Performance Rights is entitled, upon exercise of those securities, to receive an issue of as many additional Shares as would have been issued to the holder if the holder held Shares equal in number to the Shares in respect of which the Options or Performance Rights are exercised.

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	Unless otherwise determined by the Board, a holder of Options or Performance Rights does not have the right to participate in a pro rata issue of Shares made by the Company or sell renounceable rights.
Rights attaching to Shares	All Shares issued or transferred under the Plan or issued or transferred to a Participant upon the valid exercise of an Option or a Performance Right, will rank equally in all respects with the Shares of the same class for the time being on issue except for any rights attaching to the Shares by reference to a record date prior to the date of the allotment or transfer of the Shares. A Participant will be entitled to any dividends declared and distributed by the Company on the Shares issued upon exercise of an Option or a Performance Right and may participate in any dividend reinvestment plan operated by the Company in respect of Shares. A Participant may exercise any voting rights attaching to Shares issued under the Plan.
Disposal restrictions on Shares	If the invitation provides that any Shares issued upon the valid exercise of an Option or a Performance Right are subject to any restrictions as to the disposal or other dealing by a Participant for a period, the Board may implement any procedure it deems appropriate to ensure the compliance by the Participant with this restriction. For so long as a Share is subject to any disposal restrictions under the Plan, the Participant will not: (a) transfer, encumber or otherwise dispose of, or have a security interest granted over that Share; or (b) take any action or permit another person to take any action to remove or circumvent the disposal restrictions without the express written consent of the Company.
General Restrictions on Transfer of Shares	If the Company is required but is unable to give ASX a notice that complies with section 708A(5)(e) of the Corporations Act, Shares issued on exercise of an Option or a Performance Rights may not be traded until 12 months after their issue unless the Company, at its sole discretion, elects to issue a prospectus pursuant to section 708A(11) of the Act. Restrictions are imposed by applicable law on dealing in Shares by persons who possess material information likely to affect the value of the Shares and which is not generally available. These laws may restrict the acquisition or disposal of Shares by you during the time the holder has such information. Any Shares issued to a holder upon exercise of an Option or a Performance Right shall be subject to the terms of the Company's Securities Trading Policy.
Buy-Back	Subject to applicable law, the Company may at any time buy-back Options or Performance Rights and Shares issued upon exercise of Options or Performance Rights in accordance with the terms of the Plan.
Employee Share Trust	The Board may in its sole and absolute discretion use an employee share trust or other mechanism for the purposes of holding securities for holders under the Plan and delivering Shares on behalf of holders upon exercise of Options or Performance Rights.

Maximum number of securities	The Company will not make an invitation under the Plan which involves monetary consideration if the number of Shares that may be issued, or acquired upon exercise of Options or Performance Rights offered under an invitation, when aggregated with the number of Shares issued or that may be issued as a result of all invitations under the Plan during the 3 year period ending on the day of the invitation, will exceed 5% of the total number of issued Shares at the date of the invitation (unless the Constitution specifies a different percentage and subject to any limits approved by Shareholders under Listing Rule 7.2 Exception 13(b))
Amendment of Plan	Subject to the following paragraph, the Board may at any time amend any provisions of the Plan rules, including (without limitation) the terms and conditions upon which any securities have been granted under the Plan and determine that any amendments to the Plan rules be given retrospective effect, immediate effect or future effect. No amendment to any provision of the Plan rules may be made if the amendment materially reduces the rights of any Participant as they existed before the date of the amendment, other than an amendment introduced primarily for the purpose of complying with legislation or to correct manifest error or mistake, amongst other things, or is agreed to in writing by all Participants.
Plan duration	The Plan continues in operation until the Board decides to end it. The Board may from time to time suspend the operation of the Plan for a fixed period or indefinitely and may end any suspension. If the Plan is terminated or suspended for any reason, that termination or suspension must not prejudice the accrued rights of the Participants. If a Participant and the Company (acting by the Board) agree in writing that some or all of the securities granted to that Participant are to be cancelled on a specified date or on the occurrence of a particular event, then those securities may be cancelled in the manner agreed between the Company and the Participant.
Income Tax Assessment Act	The Plan is a plan to which Subdivision 83A-C of the *Income Tax Assessment Act 1997* (Cth) applies (subject to the conditions in that Act) except to the extent an invitation provides otherwise.

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SCHEDULE 2 – TERMS AND CONDITIONS OF INCENTIVE PERFORMANCE RIGHTS

The terms and conditions attaching to the Performance Rights are set out below:

1.	**Entitlement**	Each Performance Right entitles the holder to subscribe for one Share upon exercise of the Performance Right.
2.	**Plan**	The Performance Rights are issued under the Company's Securities Incentive Plan (**Plan**). Defined terms in these terms and conditions have the same meaning as in the Plan. In the event of any inconsistency between the Plan and these terms and conditions, these terms and conditions will apply to the extent of the inconsistency.
3.	**Consideration**	Nil consideration is payable for the grant of the Performance Right.
4.	**Vesting Conditions / Milestones**	The Performance Rights will vest as follows: (a) Pablo Tarantini: 3,000,000 Performance Rights vest upon the confirmation of a minimum of 40 million tonne inferred JORC Resource for the LRS Brazil Lithium Project (LRS Brazil Lithium Project); 3,000,000 Performance Rights vest upon the confirmation of a minimum of 60 million tonne inferred JORC Resource for the LRS Brazil Lithium Project; and 3,000,000 Performance Rights vest upon the confirmation of a minimum of 80 million tonne inferred JORC Resource for the LRS Brazil Lithium Project. (b) David Vilensky: 3,000,000 Performance Rights vest upon the confirmation of a minimum of 40 million tonne inferred JORC Resource for the Company's lithium project in Brazil; 3,000,000 Performance Rights vest upon the confirmation of a minimum of 60 million tonne inferred JORC Resource for the LRS Brazil Lithium Project; and 3,000,000 Performance Rights vest upon the confirmation of a minimum of 80 million tonne inferred JORC Resource for the Company's lithium project in Brazil. (c) Peter Oliver: 3,000,000 Performance Rights vest upon the confirmation of a minimum of 40 million tonne inferred JORC Resource for the Company's lithium project in Brazil; 3,000,000 Performance Rights vest upon the confirmation of a minimum of 60 million tonne inferred JORC Resource for the LRS Brazil Lithium Project; and 3,000,000 Performance Rights vest upon the confirmation of a minimum of 80 million tonne inferred

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		JORC Resource for the Company's lithium project in Brazil. (d) Chris Gale: 9,000,000 Performance Rights vest upon the confirmation of a minimum of 40 million tonne inferred JORC Resource for the Company's lithium project in Brazil; 9,000,000 Performance Rights vest upon the confirmation of a minimum of 60 million tonne inferred JORC Resource for the LRS Brazil Lithium Project; 9,000,000 Performance Rights vest upon the confirmation of a minimum of 80 million tonne inferred JORC Resource for the Company's lithium project in Brazil; and 10,000,000 Performance Rights vest if the market capitalisation of the Company reaches A$1 billion for a continuous period of 30 days. (e) Brent Jones: 3,000,000 Performance Rights vest upon the confirmation of a minimum of 40 million tonne inferred JORC Resource for the Company's lithium project in Brazil; 3,000,000 Performance Rights vest upon the confirmation of a minimum of 60 million tonne inferred JORC Resource for the LRS Brazil Lithium Project; and 3,000,000 Performance Rights vest upon the confirmation of a minimum of 80 million tonne inferred JORC Resource for the Company's lithium project in Brazil. (the above being referred to as a **Milestone)** A Performance Right will vest when a vesting notice is given to the holder. All of the Performance Rights issued to Pablo Tarantini, David Vilensky, Peter Oliver, Chris Gale and Brent Jones that have not yet vested will vest automatically on a sale of the LRS Brazil Lithium Project, or should there be a change of control of those assets or a change of control of the Company which would include a takeover of the Company whether by way of scheme of arrangement or otherwise.
5.	**Expiry Date**	Each Performance Right will expire on the earlier to occur of: (a) 5 years ;or (b) the Performance Rights lapsing and being forfeited under the Plan or these terms and conditions, (**Expiry Date**). A Performance Right not exercised before the Expiry Date will automatically lapse on the Expiry Date.
6.	**Rights attaching to Performance Rights**	Prior to a Performance Right being exercised, the holder: (a) does not have any interest (legal, equitable or otherwise) in any Share the subject of the Performance Right other than as expressly set out in the Plan;

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		(b) is not entitled to receive notice of, vote at or attend a meeting of the shareholders of the Company; (c) is not entitled to receive any dividends declared by the Company; and (d) is not entitled to participate in any new issue of Shares .
7.	**Restrictions on dealing with Performance Rights**	The Performance Rights cannot be sold, assigned, transferred, have a security interest granted over or otherwise dealt with unless in Special Circumstances under the Plan (including in the case of death or total or permanent disability of the holder) with the consent of the Board in which case the Performance Rights may be exercisable on terms determined by the Board. A holder must not enter into any arrangement for the purpose of hedging their economic exposure to an Option that has been granted to them.
8.	**Restriction period**	The Performance Rights (including any Shares issued on exercise of the Performance Rights) may be subject to ASX imposed escrow restrictions on disposal in accordance with the ASX Listing Rules.
9.	**Forfeiture Conditions**	Performance Rights will be forfeited in the following circumstances: (a) where the holder ceases to be an Eligible Participant (e.g. is no longer employed or their office or engagement is discontinued with the Group); (b) where the holder acts fraudulently or dishonestly, negligently, in contravention of any Group policy or wilfully breaches their duties to the Group; (c) where there is a failure to satisfy the vesting conditions in accordance with the Plan; (d) on the date the holder or their Nominated Party (if applicable) becomes insolvent; or (e) on the Expiry Date.
10.	**Exercise**	The holder may exercise their Performance Rights by lodging with the Company, on or prior to the Expiry Date: (a) in whole or in part; and (b) a written notice of exercise of Performance Rights specifying the number of Performance Rights being exercised (**Exercise Notice**).
11.	**Timing of issue of Shares and quotation of Shares on exercise**	Within five business days after the issue of a Notice of Exercise by the holder, the Company will: (e) issue, allocate or cause to be transferred to the holder the number of Shares to which the holder is entitled; (c) if required, issue a substitute certificate for any remaining unexercised Performance Rights held by the holder; (d) if required and subject to paragraph 13(a), give ASX a notice that complies with section 708A(5)(e) of the Corporations Act; and (e) in the event the Company is admitted to the official list of ASX, do all such acts, matters and things to obtain the grant of quotation of the Shares by ASX in accordance with the ASX Listing Rules and subject to

		the expiry of any restriction period that applies to the Shares under the Corporations Act or the ASX Listing Rules.
12.	**Restrictions on transfer of Shares on exercise**	Shares issued on exercise of the Performance Rights are subject to the following restrictions: (a) if the Company is required but is unable to give ASX a notice that complies with section 708A(5)(e) of the Corporations Act, Shares issued on exercise of the Performance Rights may not be traded until 12 months after their issue unless the Company, at its sole discretion, elects to issue a prospectus pursuant to section 708A(11) of the Act; (b) all Shares issued on exercise of the Performance Rights are subject to restrictions imposed by applicable law on dealing in Shares by persons who possess material information likely to affect the value of the Shares and which is not generally available; and (c) all Shares issued on exercise of the Performance Rights are subject to the terms of the Company's Securities Trading Policy.
13.	**Rights attaching to Shares on exercise**	All Shares issued upon exercise of the Performance Right will rank equally in all respects with the then Shares of the Company.
14.	**Change of Control**	If a Change of Control Event (being an event which results in any person (either alone or together with associates) owning more than 50% of the Company's issued capital) occurs, or the Board determines that such an event is likely to occur, the Board may in its discretion determine the manner in which any or all of the holder's Performance Rights will be dealt with, including, without limitation, in a manner that allows the holder to participate in and/or benefit from any transaction arising from or in connection with the Change of Control Event.
15.	**Participation in entitlements and bonus issues**	Subject always to the rights under the Plan, holders of Performance Rights will not be entitled to participate in new issues of capital offered to holders of Shares such as bonus issues and entitlement issues.
16.	**Adjustment for bonus issue**	If Shares are issued by the Company by way of bonus issue (other than an issue in lieu of dividends or by way of dividend reinvestment), the holder of Performance Rights is entitled, upon exercise of the Performance Rights, to receive an issue of as many additional Shares as would have been issued to the holder if the holder held Shares equal in number to the Shares in respect of which the Performance Rights are exercised.
17.	**Reorganisation**	If there is a reorganisation of the issued share capital of the Company (including any subdivision, consolidation, reduction, return or cancellation of such issued capital of the Company), the rights of each Participant holding Performance Rights will be changed to the extent necessary to comply with the ASX Listing Rules applicable to a reorganisation of capital at the time of the reorganisation.

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18.	**Buy-Back**	Subject to applicable law, the Company may at any time buy-back the Performance Rights in accordance with the terms of the Plan.

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SCHEDULE 3 – VALUATION OF PERFORMANCE INCENTIVE RIGHTS

The Performance Incentive Rights to be issued to the Directors pursuant to Resolutions 4-8 have been independently valued by Hall Chadwick.

Using the Hoadleys ESO1 Model to value the Performance Incentive Rights and the share price as at the assumed grant date of the Performance Incentive Rights, together with the probability estimate of achieving the vesting conditions, the Performance Incentive Rights were ascribed value as follows:

Recipient	Tranche	Value per security ($)	Number of securities	Probability %	Number of securities likely to vest	Total value ($)
Pablo Tarantini	1	$0.105	3,000,000	40%	3,000,000	$126,000
	2	$0.105	3,000,000	10%	3,000,000	$31,500
	3	$0.105	3,000,000	5%	3,000,000	$15,750
Peter Oliver	1	$0.105	3,000,000	40%	3,000,000	$126,000
	2	$0.105	3,000,000	10%	3,000,000	$31,500
	3	$0.105	3,000,000	5%	3,000,000	$15,750
Brent Jones	1	$0.105	3,000,000	40%	3,000,000	$126,000
	2	$0.105	3,000,000	10%	3,000,000	$31,500
	3	$0.105	3,000,000	5%	3,000,000	$15,750
Chris Gale	1	$0.105	9,000,000	40%	9,000,000	$378,000
	2	$0.105	9,000,000	10%	9,000,000	$94,500
	3	$0.105	9,000,000	5%	9,000,000	$47,250
	4	$0.0769	10,000,000	N/A	10,000,000	$769,000
David Vilensky	1	$0.105	3,000,000	40%	3,000,000	$126,000
	2	$0.105	3,000,000	10%	3,000,000	$31,500
	3	$0.105	3,000,000	5%	3,000,000	$15,750
Total			**73,000,000**		**73,000,000**	**$1,981,750**

Please note that the Performance Incentive Rights as set out above have been valued based on an assumed grant date of 13 April 2023 and will be re-valued on the date of shareholder approval. The above is provided as a guide only.

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LIMITED
ABN 81 131 405 144

Need assistance?

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

Online:
www.investorcentre.com/contact

LRSRM
MR RETURN SAMPLE
123 SAMPLE STREET
SAMPLE SURBURB
SAMPLETOWN VIC 3030

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YOUR VOTE IS IMPORTANT

For your proxy appointment to be effective it must be received by **2:00pm (AWST) on Sunday, 28 May 2023.**

Proxy Form

How to Vote on Items of Business

All your securities will be voted in accordance with your directions.

APPOINTMENT OF PROXY

Voting 100% of your holding: Direct your proxy how to vote by marking one of the boxes opposite each item of business. If you do not mark a box your proxy may vote or abstain as they choose (to the extent permitted by law). If you mark more than one box on an item your vote will be invalid on that item.

Voting a portion of your holding: Indicate a portion of your voting rights by inserting the percentage or number of securities you wish to vote in the For, Against or Abstain box or boxes. The sum of the votes cast must not exceed your voting entitlement or 100%.

Appointing a second proxy: You are entitled to appoint up to two proxies to attend the meeting and vote on a poll. If you appoint two proxies you must specify the percentage of votes or number of securities for each proxy, otherwise each proxy may exercise half of the votes. When appointing a second proxy write both names and the percentage of votes or number of securities for each in Step 1 overleaf.

A proxy need not be a securityholder of the Company.

SIGNING INSTRUCTIONS FOR POSTAL FORMS

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

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

Power of Attorney: If you have not already lodged the Power of Attorney with the registry, please attach a certified photocopy of the Power of Attorney to this form when you return it.

Companies: Where the company has a Sole Director who is also the Sole Company Secretary, this form must be signed by that person. If the company (pursuant to section 204A of the Corporations Act 2001) does not have a Company Secretary, a Sole Director can also sign alone. Otherwise this form must be signed by a Director jointly with either another Director or a Company Secretary. Please sign in the appropriate place to indicate the office held. Delete titles as applicable.

PARTICIPATING IN THE MEETING

Corporate Representative
If a representative of a corporate securityholder or proxy is to participate in the meeting you will need to provide the appropriate "Appointment of Corporate Representative". A form may be obtained from Computershare or online at www.investorcentre.com/au and select "Printable Forms".

Lodge your Proxy Form: XX

Online:

Lodge your vote online at www.investorvote.com.au using your secure access information or use your mobile device to scan the personalised QR code.

Your secure access information is

Control Number: 999999

PIN: 99999

For Intermediary Online subscribers (custodians) go to www.intermediaryonline.com

By Mail:

Computershare Investor Services Pty Limited
GPO Box 242
Melbourne VIC 3001
Australia

By Fax:

1800 783 447 within Australia or
+61 3 9473 2555 outside Australia

PLEASE NOTE: For security reasons it is important that you keep your SRN/HIN confidential.

You may elect to receive meeting-related documents, or request a particular one, in electronic or physical form and may elect not to receive annual reports. To do so, contact Computershare.

MR RETURN SAMPLE
123 SAMPLE STREET
SAMPLE SURBURB
SAMPLETOWN VIC 3030

Change of address. If incorrect, mark this box and make the correction in the space to the left. Securityholders sponsored by a broker (reference number commences with '**X**') should advise your broker of any changes.

I N D

Proxy Form

Please mark X to indicate your directions

Step 1 Appoint a Proxy to Vote on Your Behalf

XX

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

☐ **the Chairman of the Meeting** **OR** _____

PLEASE NOTE: Leave this box blank if you have selected the Chairman of the Meeting. Do not insert your own name(s).

or failing the individual or body corporate named, or if no individual or body corporate is named, the Chairman of the Meeting, as my/our proxy to act generally at the meeting on my/our behalf and to vote in accordance with the following directions (or if no directions have been given, and to the extent permitted by law, as the proxy sees fit) at the Annual General Meeting of Latin Resources Limited to be held at 32 Harrogate Street , West Leederville, WA 6007 on Tuesday, 30 May 2023 at 2:00pm (AWST) and at any adjournment or postponement of that meeting.

Chairman authorised to exercise undirected proxies on remuneration related resolutions: Where I/we have appointed the Chairman of the Meeting as my/our proxy (or the Chairman becomes my/our proxy by default), I/we expressly authorise the Chairman to exercise my/our proxy on Resolutions 1, 4, 5, 6, 7 and 8 (except where I/we have indicated a different voting intention in step 2) even though Resolutions 1, 4, 5, 6, 7 and 8 are connected directly or indirectly with the remuneration of a member of key management personnel, which includes the Chairman.

Important Note: If the Chairman of the Meeting is (or becomes) your proxy you can direct the Chairman to vote for or against or abstain from voting on Resolutions 1, 4, 5, 6, 7 and 8 by marking the appropriate box in step 2.

Step 2 Items of Business

PLEASE NOTE: If you mark the **Abstain** box for an item, you are directing your proxy not to vote on your behalf on a show of hands or a poll and your votes will not be counted in computing the required majority.

		For	Against	Abstain
Resolution 1	Adoption of Remuneration Report	☐	☐	☐
Resolution 2	Re-election of Mr Brent Jones as Director	☐	☐	☐
Resolution 3	Election of Mr Peter Oliver as Director	☐	☐	☐
Resolution 4	Approval for issue of Performance Incentive Rights to Mr Pablo Tarantini	☐	☐	☐
Resolution 5	Approval for issue of Performance Incentive Rights to Mr David Vilensky	☐	☐	☐
Resolution 6	Approval for issue of Performance Incentive Rights to Mr Peter Oliver	☐	☐	☐
Resolution 7	Approval for issue of Performance Incentive Rights to Mr Chris Gale	☐	☐	☐
Resolution 8	Approval for issue of Performance Incentive Rights to Mr Brent Jones	☐	☐	☐
Resolution 9	Approval of 7.1A Mandate	☐	☐	☐

The Chairman of the Meeting intends to vote undirected proxies in favour of each item of business. In exceptional circumstances, the Chairman of the Meeting may change his/her voting intention on any resolution, in which case an ASX announcement will be made.

Step 3 Signature of Securityholder(s)

This section must be completed.

Individual or Securityholder 1	Securityholder 2	Securityholder 3	
			/ /
Sole Director & Sole Company Secretary	Director	Director/Company Secretary	Date

Update your communication details *(Optional)*

By providing your email address, you consent to receive future Notice of Meeting & Proxy communications electronically

Mobile Number	Email Address

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