17 October 2024

Dear Shareholders

On behalf of the Board, I am pleased to invite you to Litchfield's Annual General Meeting to be held at 10:00am (Brisbane time) on Thursday, 21 November 2024 at the offices of Moore Australia, Level 12, 10 Eagle St, Brisbane QLD 4000.

At this Meeting I will present your Company's Annual Report for the financial year ended 30 June 2024 along with an overview of our important achievements during the year and update you on our vision, strategy and priorities for the coming year.

At the Meeting, the formal business to be conducted includes:

- Receiving the Financial Statements and Reports;
- Approving the Directors' Remuneration Report;
- The Election of Professor Noppé and myself;
- Approval of an additional 10% capacity under Listing Rule 7.1A; and
- Appointing the Auditor.

The enclosed Notice of Meeting includes a shareholder voting form which has instructions on how you can lodge your vote, or appoint a proxy to vote on your behalf, should you be unable to attend.

The Notice 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, XCEND on +61 (2) 7208-8033.

We look forward to your attendance at the Meeting.

Yours faithfully,



Dr Peter Eaglen
Chairman

Notice of Annual General Meeting and Explanatory Memorandum

Litchfield Minerals Limited ACN 612 660 429

Date of Meeting:	Thursday, 21 November 2024
Time of Meeting:	10.00am AEST
Place of Meeting:	Moore Australia, Level 12, 10 Eagle St, Brisbane QLD 4000

Notice of Annual General Meeting
Litchfield Minerals Limited ACN 612 660 429

Notice is given that the Annual General Meeting of Litchfield Minerals Limited ACN 612 660 429 (**Litchfield** or the **Company**) will be held at:

Location	Moore Australia, Level 12, 10 Eagle St, Brisbane QLD 4000
Date	Thursday, 21 November 2024
Time	10.00am AEST

Ordinary Business

Financial Statements and Reports

To consider and receive the Financial Statements, the Directors' Report and the Auditor's Report for the year ended 30 June 2024.

Resolution 1: Adoption of 30 June 2024 Remuneration Report

To consider and, if in favour, pass the following resolution in accordance with section 250R(2) Corporations Act:

'That the Remuneration Report for the year ended 30 June 2024 be adopted.'

Note: *This resolution is advisory only and does not bind the Company or the Directors. The Directors will consider the outcome of the vote and comments made by Shareholders on the Remuneration Report at the AGM when reviewing the Company's remuneration policies.*

The Directors abstain, in the interests of corporate governance, from making a recommendation in relation to this Resolution.

Resolution 2: Election of Dr Peter Eaglen (Chairman)

To consider and, if in favour, pass the following resolution as an ordinary resolution:

'That Dr Peter Eaglen, who was appointed to fill a casual vacancy, in accordance with Listing Rule 14.4 and 14.4 of Litchfield's Constitution, and being eligible, be elected as a Director of Litchfield.'

Note: *Information about the candidate appears in the Explanatory Memorandum.*

Resolution 3: Election of Professor Mark Noppé

To consider and, if in favour, pass the following resolution as an ordinary resolution:

'That Professor Mark Noppé, who was appointed to fill a casual vacancy, in accordance with Listing Rule 14.4 and 14.4 of Litchfield's Constitution, and being eligible, be elected as a Director of Litchfield.'

Note: *Information about the candidate appears in the Explanatory Memorandum.*

Special business

Resolution 4: Approval of additional 10% capacity to issue Shares under Listing Rule 7.1A

To consider and, if in favour, to pass the following resolution as a special resolution:

'That for the purposes of Listing Rule 7.1A and for all other purposes, Shareholders approve Litchfield having the additional capacity to issue Equity Securities provided for under Listing Rule 7.1Aon the terms and conditions set out in the Explanatory Memorandum.'

Note: *Information about this Resolution appears in the Explanatory Memorandum.*

Resolution 5 – Appointment of Auditor at first AGM

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 327B of the Corporations Act and for all other purposes, Moore Australia Audit (WA), having been nominated by a Shareholder and having consented in writing to act in the capacity of auditor, be appointed as auditor of the Company with effect from the close of the meeting."

Dated: 17 October 2024



By order of the Board
Peter Harding-Smith
Company Secretary

Notes

(a) A Shareholder who is entitled to attend and cast a vote at the meeting is entitled to appoint a proxy.

(b) The proxy need not be a Shareholder of Litchfield. A Shareholder who is entitled to cast two or more votes may appoint two proxies and may specify the proportion or number of votes each proxy is appointed to exercise.

(c) If you wish to appoint a proxy and are entitled to do so, then complete and return the **attached** proxy form.

(d) If the proxy form specifies the way the proxy is to vote on a particular resolution the proxy need not vote on a show of hands but if the proxy does so, it must vote as specified in the proxy form.

(e) If the proxy has two or more appointments that specify different ways to vote on the resolution the proxy must not vote on a show of hands.

(f) If the proxy is the chair of the meeting, the proxy must vote on a poll or must vote the way specified in the proxy form.

(g) If the proxy is not the chair of the meeting the proxy need not vote on the poll, but if the proxy does so, the proxy must vote as specified in the proxy form.

(h) If the proxy form specifies the way the proxy is to vote on a particular resolution and the proxy is not the chair of the meeting and a poll is demanded and either:

(i) the proxy is not recorded as attending; or

(ii) the proxy does not vote,

the Chair of the meeting is deemed the proxy for that resolution.

(i) A corporation may elect to appoint a representative, rather than appoint a proxy, under the Corporations Act in which case Litchfield will require written proof of the representative's appointment which must be lodged with or presented to Litchfield before the meeting.

(j) Litchfield has determined under regulation 7.11.37 *Corporations Regulations 2001* (Cth) that for the purpose of voting at the Meeting or adjourned meeting, securities are taken to be held by those persons recorded in Litchfield's register of Shareholders as at 7.00pm (Sydney time) on Tuesday 19 November 2024.

(k) If you have any queries on how to cast your votes call Peter Harding-Smith (Company Secretary) on 0451 976 285 during business hours.

Voting Restrictions

Resolution 1: Directors' 30 June 2024 Remuneration Report
The Company will disregard any votes cast on resolution 1: (a) by or on behalf of a member of the Key Management Personnel (**KMP**) named in the Remuneration Report for the year ended 30 June 2024, or a closely related party of that KMP, regardless of the capacity in which the vote is cast; and (b) as proxy of a member of the KMP at the date of the AGM, or a close related party of that KMP, unless the vote is cast as proxy for a person who is entitled to vote on Resolution 1: (i) in accordance with their directions on how to vote as set out in the proxy appointment (e.g. for, against, abstain); or (ii) by the Chairman of the AGM and the appointment of the Chairman as proxy expressly authorises the Chairman to exercise the proxy even if this resolution is connected directly or indirectly with the remuneration of a member of the KMP.

Voting Intentions of the Chair

Shareholders should be aware that the Chair of the Meeting intends to vote all undirected proxies in favour of each item of business, subject to compliance with the Corporations Act.

Explanatory Memorandum

Litchfield Minerals Limited ACN 612 660 429

This Explanatory Memorandum accompanies the Notice of Annual General Meeting of Litchfield Minerals Limited (**Litchfield**) to be held on Thursday, 21 November 2024 at 10.00am (Brisbane time) at the offices of Moore Australia, Level 12, 10 Eagle St, Brisbane QLD 4000.

The Explanatory Memorandum has been prepared to assist Shareholders in determining how to vote on the Resolutions proposed and ought to be read in conjunction with the Notice of Meeting.

Ordinary Business

Financial Statements and Reports

The Corporations Act requires that the report of the Directors, the Auditor's report and the Financial Statements be laid before the Annual General Meeting. In addition, Litchfield's Constitution provides for these reports to be received and considered at the meeting.

Apart from the matters involving remuneration which are required to be voted upon, neither the Corporations Act nor Litchfield's Constitution requires a vote of Shareholders at the Annual General Meeting on the Financial Statements and Reports.

Shareholders will be given reasonable opportunity at the meeting to raise questions and make comments on these reports.

In addition to asking questions at the meeting, Shareholders may address written questions to the Chairman about the management of Litchfield or to Litchfield's auditor, Moore Australia, if the question is relevant to:

- the content of the Auditor's report; or
- the conduct of its audit of the Financial Report to be considered at the meeting.

Note: *Under section 250PA(1) Corporations Act, a Shareholder must submit the question to the Company no later than the fifth business day before the day on which the Annual General Meeting is held.*

Written questions for Moore Australia must be delivered by 5.00pm on 19 November 2024, addressed to the Company Secretary, Litchfield Minerals, Suite 606, Level 6, 10 Market Street Brisbane, Qld 4000 or via email to peter@frontrowservices.com.au.

The Financial Statements, the Directors' Report and the Auditor's Report are contained in the Annual Report and available on the Company's website www.litchfieldminerals.com.au.

Resolution 1: Directors' 30 June 2024 Remuneration Report

Shareholders are asked to adopt the Remuneration Report of the Company for the financial year ended 30 June 2024. This report is included in the Directors' Report in the Company's Annual Report and is available on the Company's website www.litchfieldminerals.com.au.

The Remuneration Report:

- explains the Board's policies on the nature and level of remuneration paid to Directors and Senior Executives within the Litchfield group;
- discusses the link between the Board's policies and Litchfield's performance;
- sets out the remuneration details for each Director and for each member of Litchfield's Senior Executive; and
- makes clear that the basis for remunerating Non-Executive Directors is distinct from the basis for remunerating Executives.

The Chairman will give Shareholders a reasonable opportunity to ask questions about, or to make comments on, the Remuneration Report.

This Resolution is advisory only and not binding on the Company or the Directors. The Board will take the discussion at the meeting into consideration when determining the Company's remuneration policy and appropriately respond to any concerns Shareholders may raise in relation to remuneration issues.

If the Company's Remuneration Report receives a 'no' vote of 25% or more (**Strike**) at two consecutive annual general meetings, the Company will be required to put to Shareholders at the second annual general meeting a resolution on whether another meeting should be held (within 90 days) at which all Directors (other than the managing director, if any) who were in office at the date of approval of the applicable Directors' Report must stand for re-election.

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

Directors' Recommendation

As this Resolution relates to matters including the remuneration of the Directors, the Board, as a matter of corporate governance and in accordance with the spirit of section 250R(4) of the Corporations Act, abstains from making a recommendation regarding this resolution.

Resolution 2: Election of Dr Peter Eaglen (Chairman)

Article 14.4 of Litchfield's Constitution states that the Directors may at any time appoint a person to be a Director, either to fill a casual vacancy or as an addition to the existing Directors, but so that the total number of Directors does not at any time exceed the maximum number specified by this Constitution. Any Director so appointed holds office only until the next following annual general meeting and is then eligible for re-election but shall not be taken into account in determining the Directors who are to retire by rotation (if any) at that meeting.

Article 14.4 of Litchfield's Constitution and Listing Rule 14.4 requires any director appointed to fill a casual vacancy since the last AGM to stand for election at the next AGM of the Company.

Dr Peter Eaglen, an Independent director, retires in accordance with the Company's Constitution and Listing Rule 14.4 and, being eligible, offers himself for election as a Director.

Dr Eaglen was appointed as a Director of the Company on 9 October 2023 and filled a casual vacancy as Independent Non-Executive Chair of the Company from this time.

Dr Eaglen holds a Bachelor of Chemistry and Botany Majors (BSc) and a Doctor of Philosophy Industrial Chemistry (Ph.D.) and has over 35 years' work experience in the mining and metals sector, working as site management leadership across numerous countries as well as, leading internal and external assurance activities for the Board of Rio Tinto.

Dr Eaglen has previously worked internationally on mining, refining and smelting projects and operations with Rio Tinto, Bechtel, Pasminco, CRA and Mount Isa Mines. He also has experience advising Boards on due diligence matters for mergers, acquisitions, divestments and effective management..

Directors' Recommendation

The Directors (with Dr Peter Eaglen abstaining) recommend you vote in favour of Resolution 2.

Resolution 3: Election of Professor Mark Knoppé

Article 14.4 of Litchfield's Constitution states that the Directors may at any time appoint a person to be a Director, either to fill a casual vacancy or as an addition to the existing Directors, but so that the total number of Directors does not at any time exceed the maximum number specified by this Constitution. Any Director so appointed holds office only until the next following annual general meeting and is then eligible for re-election but shall not be taken into account in determining the Directors who are to retire by rotation (if any) at that meeting.

Article 14.4 of Litchfield's Constitution and Listing Rule 14.4 requires any director appointed to fill a casual vacancy since the last AGM to stand for election at the next AGM of the Company.

Professor Mark Knoppé, an Independent director, retires in accordance with the Company's Constitution and Listing Rule 14.4 and, being eligible, offers himself for election as a Director.

Prof Knoppé was appointed as a Director of the Company on 9 October 2023 and filled a casual vacancy as an Independent Non-Executive Director of the Company from this time.

Prof Knoppé has has over 35 years; industry experience working in South Africa, Western Australia and Queensland, and consulted on a variety of projects and commodities in a range of geological, mining, and geographical settings.

Professor Noppé has recently been the group chair of SRK Consulting (Global) and Managing Director of SRK Consulting (Australasia), where he led a large and technically proficient team focused on a range of mining and exploration geoscience projects providing insights for industry clients.

Professor Noppé is an AusIMM director (2021–2026) and has held positions as Chair of the Southern Queensland Branch of the AusIMM, the AusIMM Consultants Society, the AusIMM Awards Technical Excellence Committee, the Geostatistical Association of Australasia and Secretary of the Geostatistical Association of South Africa. Professor Noppé is currently the Centre Director of the WH Bryan Mining Geology Research Centre at The University of Queensland's Sustainable Minerals Institute.

Professor Noppé holds a Bachelor of Science, Geology, and Chemistry (BSc), Honours Geology (BSc Hons) and Masters of Science in Exploration Geology (MSc).

Directors' Recommendation

The Directors (with Professor Mark Knoppé abstaining) recommend you vote in favour of Resolution 3.

Special business

Resolution 4: Approval of additional 10% placement capacity

Resolution 4 seeks Shareholder approval to permit Litchfield to issue an additional 10% of its issued capital over a 12-month period in accordance with Listing Rule 7.1A (**Additional Placement Facility**).

Broadly speaking, and subject to a number of exceptions, Listing Rule 7.1 permits Litchfield to issue a maximum of 15% of its capital in any 12 month period without requiring shareholder approval. Under Listing Rule 7.1A, eligible entities (companies that are outside the S&P/ASX 300 index and have a market capitalisation of $300 million or less) can issue a further 10% of share capital in 12 months on a non-pro rata basis provided that Shareholders approve this by special resolution at the AGM. This requires at least 75% of the votes cast in favour of the resolution by Shareholders entitled to vote.

Litchfield is an eligible entity as at the date of this Notice of Meeting as its market capitalisation is ~$3.9 million.

If this Resolution 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. There are no proposed issues by the Company under this proposed Resolution if the Resolution is passed.

If Resolution 4 is not passed then the Company will not have the availability of the additional 10% Placement Capacity to issue Equity Securities without Shareholder approval provided under ASX 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. Accordingly, if the Company intends to issue securities over and above its placement capacity under ASX Listing Rule 7.1 then Shareholder approval will be required to issue such securities.

Any Equity Securities issued must be in the same class as an existing class of quoted Equity Securities. The Company currently has 1 class of quoted Equity Securities on issue, being the Shares (ASX Code: LMS.)

The number of Equity Securities that may be issued (if Shareholder approval is obtained at the Annual General Meeting) will be determined in accordance with the following formula prescribed in Listing Rule 7.1A.2:

(A x D) – E

Where:

A is the number of Shares on issue 12 months before the date of issue or agreement to issue:

(a) plus the number of Shares issued in the previous 12 months under an exception in Listing Rule 7.2 other than exception 9, 16 or 17;

(b) plus the number of fully paid ordinary securities issued in the previous 12 months on the conversion of convertible securities within Listing Rule 7.2 exception 9 where:

(i) the convertible securities were issued or agreed to be issued more than 12 months immediately preceding the date of issue or agreement to issue; or

(ii) the issue of, or agreement to issue, the convertible securities was approved, or taken under the Listing Rules to have been approved under Listing Rule 7.1 or 7.4;

(c) plus the number of fully paid ordinary securities issued in the last 12 months under an agreement to issue securities within Listing Rule 7.2 exception 16 where:

(i) the agreement was entered into more than 12 months before; or

(ii) the agreement or issue was approved, or taken under the Listing Rules to have been approved under Listing Rule 7.1 or 7.4;

(d) plus the number of any other fully paid ordinary securities issues in the previous 12 months with approval under Listing Rule 7.1 or 7.4;

(e) plus the number of partly paid shares that became fully paid in the previous 12 months immediately preceding the date of issue or agreement to issue; and

(f) less the number of Shares cancelled in the previous 12 months immediately preceding the date of issue or agreement to issue.

D is 10%.

E is the number of Equity Securities issued or agreed to be issued under ASX Listing Rule 7.1A.2 in the 12 months immediately preceding the date of issue or agreement to issue where the issue or agreement has not been subsequently approved by the holders of Ordinary Securities under ASX Listing Rule 7.4.

For the purposes of Listing Rule 7.3A, Litchfield provides the following information:

Minimum price at which the equity securities may be issued	The issue price of each equity security must be no less than 75% of the volume weighted average price for the equity security calculated over the 15 trading days on which trades in that class where recorded immediately before: (a) the date on which the price, at which the securities are to be issued, is agreed; or (b) if the securities are not issued within 10 trading days of the date in paragraph (a), the date on which the securities are issued.
Risk of economic and voting dilution	An issue of shares under Listing Rule 7.1A involves the risk of economic and voting dilution for existing ordinary security holders. The risks include:

	(a) the market price for shares may be significantly lower on the issue date than on the date of the approval under ASX Listing Rule 7.1A; and (b) the shares may be issued at a price that is at a discount to the market price for the shares on the issue date. Under ASX Listing Rule 7.3A.2, a table describing the notional possible dilution, based upon various assumptions as stated, is set out below.
Date by which the Company may issue the securities	The period commencing on the date of the annual general meeting (to which this notice relates) at which approval is obtained and expiring on the first to occur of the following: (a) the date which is 12 months after the date of the annual general meeting at which approval is obtained; and (b) the date of the approval by holders of the Company's ordinary securities of a transaction under ASX Listing Rules 11.1.2 or 11.2. The approval under ASX Listing Rule 7.1A will cease to be valid if holders of the Company's ordinary securities approve a transaction under ASX Listing Rules 11.1.2 or 11.2.
Purposes for which the equity securities may be issued	It is the Board's current intention that any funds raised under an issue of equity securities will be applied as follows: (a) Continued exploration activities; (b) General working capital; and (c) The acquisition of new assets or investments, including due diligence.
Details of Litchfield's allocation policy for issues under approval	The Company's allocation policy is dependent on the prevailing market conditions at the time of any proposed issue pursuant to ASX Listing Rule 7.1A. The identity of the allottees will be determined on a case-by-case basis having regard to factors including but not limited to the following: (a) the methods of raising funds that are available to the Company including but not limited to, rights issue or other issue in which existing security holders can participate; (b) the effect of the issue of the ASX Listing Rule 7.1A shares on the control of the Company; (c) the financial situation and solvency of the Company; and (d) advice from corporate, financial and broking advisers (if applicable). The allottees under the ASX Listing Rule 7.1A facility have not been determined as at the date of this Notice of

	Meeting but may include existing substantial shareholders and new shareholders who are not related parties or associates of a related party of the Company. Further, if the Company is successful in acquiring new assets or investments, it is likely that the allottees under the ASX Listing Rule 7.1A facility will be or include the vendors of the new assets or investments.
Previous approvals under ASX Listing Rule 7.1A	No previous approvals have been sought under ASX Listing Rule 7.1A.
Equity securities issued	The Company has not issued or agreed to issue any shares under rule 7.1A.2 in the Relevant Period.

Information under Listing Rule 7.3A.2

The table below shows the dilution of existing Shareholders on the basis of the market price of Shares and the number of ordinary securities for variable "A" calculated under the formula in ASX Listing Rule 7.1A(2) as at 15 October 2024. The table includes examples where variable "A" has increased, by 50% and 100%.

		Dilution		
Variable 'A' in Listing Rule 7.1A.2		**$0.063 50% decrease in Issue Price**	**$0.125 Issue Price**	**$0.25 100% increase in Issue Price**
Current Variable A* **35,403,845 Shares**	10% voting dilution	3,540,385 Shares	3,540,385 Shares	3,540,385 Shares
	Funds raised	$223,044	$442,548	$885,096
50% increase in current Variable A* **53,105,768 Shares**	10% voting dilution	5,310,577 Shares	5,310,577 Shares	5,310,577 Shares
	Funds raised	$334,566	$663,822	$1,327,644
100% increase in current Variable A* **70,807,690 Shares**	10% voting dilution	7,080,769 Shares	7,080,769 Shares	7,080,769 Shares
	Funds raised	$446,088	$885,096	$1,770,192

*Note: Current Variable A refers to the calculation required by Listing Rule 7.1A.2 which, in Litchfield's case, equates to the current number of Shares on issue as at 17 October 2024. The number of Shares on issue (Variable 'A' in the formula) could increase as a result of the issue of Shares that do not require Shareholder approval (such as under a pro-rata rights issue or scrip issued under a takeover offer) or that are issued with Shareholder approval under Listing Rule 7.1

The table has been prepared on the assumptions set out below.

(a) Litchfield issues the maximum number of equity securities available under the Additional Placement Facility.

(b) The issue of Equity Securities under the 10% Placement Capacity consists only of Shares. No options are exercised to convert into shares before the date of the issue of the equity securities available under Listing Rule 7.1A.

(c) Other than as indicated in the Table, the Company does not issue any additional equity securities during the 12-month period.

(d) 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%.

(e) The table does not show an example of dilution that may be caused to a particular shareholder by reason of a share issue under Listing Rule 7.1A (i.e. the Additional Placement Facility), based on that shareholder's holding at the date of the meeting.

(f) The table shows only the effect of issues of equity securities under Listing Rule 7.1A (i.e. the Additional Placement Facility), not under the 15% placement capacity under Listing Rule 7.1.

(g) The issue of shares under Listing Rule 7.1A consists only of ordinary shares in the Company.

(h) The issue price is $0.125, being the closing price of the Shares on ASX on 15 October 2024.

The Company will comply with the disclosure obligations under Listing Rules 2.7, 3.10.3 and 7.1A(4) upon issue of any Equity Securities under the 10% Placement Capacity.

Directors' recommendation

The Directors recommend that you vote in favour of Resolution 4.

Resolution 5 – Appointment of Auditor at First AGM

The Directors of a public company must appoint an auditor within one month of registration. The directors have appointed Moore Australia Audit (WA) as the Company's auditor.

The auditor of a public company so appointed within one month of registration holds office until the first annual general meeting of the Company. The auditor must be re-appointed at the first annual general meeting so that they may continue to act as auditor of the Company.

In accordance with section 328B(1) of the Corporations Act, the Company has sought and obtained a nomination from a shareholder for Moore Australia Audit (WA) to be appointed as the Company's auditor. A copy of this nomination is attached to this Explanatory Statement as Annexure A.

Moore Australia Audit (WA)has given its written consent to act as the Company's auditor subject to shareholder approval of this resolution.

If this resolution is passed, the appointment of Moore Australia Audit (WA) as the Company's auditor will take effect at the close of this Meeting.

Glossary

Capitalised terms in this Notice of Meeting and Explanatory Memorandum have the meaning set out below:

AGM	means an Annual General Meeting.
Annual General Meeting or **Meeting**	means Litchfield's Annual General Meeting the subject of this Notice of Meeting.
ASX	means ASX Limited ACN 008 624 691 or the securities exchange operated by it (as the case requires).
Board	means the Board of Directors of Litchfield.
Company or **Litchfield**	means Litchfield Mining Limited ACN 117 763 443.
Constitution	means the Constitution of Litchfield.
Corporations Act	means the *Corporations Act 2001* (Cth).
Directors	means the Directors of the Company.
Explanatory Memorandum	means the Explanatory Statement accompanying the Resolutions contained in this Notice of Meeting.
KMP or **Key Management Personnel**	means those persons having authority and responsibility for planning, directing and controlling the activities of the Company, directly or indirectly, including any Director (whether executive or otherwise).
Listing Rules	means the listing rules of ASX.
Notice of Meeting	means this Notice of Meeting and includes the Explanatory Memorandum.
Relevant Period	means the definition of "relevant period" as described in listing rule 7.1 being 'if the entity has been admitted to the official list for less than 12 months, the period from the date the entity was admitted to the official list to the date immediately preceding the date of issue or agreement'.
Remuneration Report	means the section of the Directors' Report for the 2024 financial year that is included under section 300A(1) of the Corporations Act.
Resolution	means a Resolution proposed in this Notice of Meeting.
Shareholder	means a person who is a registered holder of Litchfield Shares.

Annexure A – Nomination of Auditor

15 October 2024

Litchfield Minerals Limited
C/- Front Row CFO
Level 6 Suite 606
10 Market Street
Brisbane Queensland 4000

I, Peter Eaglen, being a member of Litchfield Minerals Limited (**Company**), nominate Moore Australia Audit (WA) in accordance with section 328B(1) of the *Corporations Act 2001* (Cth) (**Act**) to fill the office of auditor of the Company.

Please distribute copies of this notice of this nomination as required by section 328B(3) of the Act.

Signed and dated 15 October 2024:



Peter Eaglen

LITCHFIELD MINERALS LIMITED

LITCHFIELD MINERALS LIMITED
ACN 612 660 429

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«EntityRegistrationDetailsLine5Envelope»
«EntityRegistrationDetailsLine6Envelope»

Your Annual General Meeting Proxy

Voting Instructions

Appointment of a Proxy
A shareholder entitled to cast two or more votes may appoint up to two proxies (whether shareholders or not) to attend the meeting and vote. A separate Proxy form should be used for each Proxy appointment.

Directing your Proxy How to Vote: If you wish to direct your Proxy how to vote (or to abstain from voting) on any resolution, place a mark ("X") in the "For", "Against" or "Abstain" box for each resolution. If you mark more than one box on a resolution, your vote on that resolution will be invalid. If you mark the "Abstain" box for a particular resolution, you are directing your Proxy not to vote on your behalf and your votes will not be counted in computing the required majority.

Voting Exclusions and Prohibitions
Refer to the Notice of Meeting for detailed information of the voting exclusions and prohibitions, relating to Resolution 1.

Signing Instructions
You must sign this Proxy form as follows in the spaces provided:

- **Individual:** Where the holding is in one name, the Proxy form must be signed by the shareholder or the shareholder's attorney.
- **Joint holding:** Where the holding is in more than one name, all of the shareholders should sign.
- **Power of Attorney:** To sign under Power of Attorney, you must have already lodged the Power of Attorney with the Share Registrar for notation. If you have not previously lodged this document for notation, please attach a certified photocopy of the Power of Attorney to this Proxy form when you return it.
- **Companies:** Where the company has a Sole Director who is also the Sole Company Secretary, this Proxy form must be signed by that person. If the company (in accordance with section 204A of the Corporations Act 2001) does not have a Company Secretary, a Sole Director can sign alone. Otherwise this Proxy form must be signed by a Director jointly with either another Director or a Company Secretary. The director or authorised signatory should also print their name and state their position under their signature.

ALL your Shares will be voted in accordance with your directions or if no directions have been given and to the extent permitted by law, as the Proxy sees fit. The Chair of the Meeting intends to vote undirected proxies in favour of ALL Resolutions.

Attending the Meeting

Attending in person: please bring this form with you as this will assist in registering your attendance.

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" Form.

HOW TO

Lodge Your Proxy

Online Voting

Lodge your Proxy vote online by scanning the QR Code with your tablet or mobile, or enter the URL below into your internet browser:
https://investor.xcend.app/sha

You can also vote by the following:

- **Registered User:** enter your existing username & password and click voting.
- **New User,** firstly register at: https://investor.xcend.app/register Then once logged in, you may proceed to vote.

Post to Vote

Xcend Pty Ltd
PO Box R1905
Royal Exchange NSW 1225

Scan & Email to Vote

meetings@xcend.co

SRN/HIN: «AccountNumber»

Registered Name & Address
«EntityRegistrationDetailsLine1Envelope»
«EntityRegistrationDetailsLine2Envelope»
«EntityRegistrationDetailsLine3Envelope»
«EntityRegistrationDetailsLine4Envelope»
«EntityRegistrationDetailsLine5Envelope»
«EntityRegistrationDetailsLine6Envelope»

Change of Address

If incorrect, provide the correct address in the space below. Securityholders sponsored by a broker (reference number commences with 'X') should advise their broker of any changes.

Your Proxy Form

Appoint a Proxy

I/we being members of **Litchfield Minerals Limited ("Company")** and entitled to attend and vote hereby appoint:

☐ **The Chair of the Meeting** (Mark box) **OR** If you are **NOT** appointing the Chair of the Meeting as your Proxy, please write the name of the person or body corporate you are appointing as your Proxy

or failing the person or body corporate named, or if no person or body corporate is named, the Chair of the Meeting, as my/our proxy to act on my/our behalf (including 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 the Company to be held at Moore Australia, Level 12, 10 Eagle St, Brisbane QLD 4000 on Thursday, 21 November 2024 at 10am (AEST) and at any postponement or adjournment of the Meeting.

The Chair of the Meeting intends to vote undirected proxies in favour of ALL Resolutions.

By appointing the Chair as a proxy (or where the Chair becomes proxy by default) the relevant Shareholder gives the Chair express authority to exercise the proxy on Resolution 1 (except where the Shareholder has indicated a different voting intention on this Proxy Form) even though Resolution 1 is connected directly or indirectly with the remuneration of a member of the Key Management Personnel, which includes the Chair.

Provide Your Voting Directions

Proxies will only be valid and accepted by the Company if they are signed and received no later than 48 hours before the Meeting, being **Tuesday, 19 November 2024 at 10am (AEST). Please read the Notice of Meeting and voting instructions before marking any boxes with an X.** If you mark the Abstain box for a Resolution, 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.

Resolutions		For	Against	Abstain
1	Adoption of 30 June 2024 Remuneration Report			
2	Election of Dr Peter Eaglen (Chairman)			
3	Election of Professor Mark Noppé			
4	Approval of additional 10% capacity to issue Shares under Listing Rule 7.1A			
5	Appointment of Auditor at first AGM			

Please Sign and Return

*** This section must be completed.**

Securityholder 1	Joint Securityholder 2	Joint Securityholder 3
Sole Director/Sole Company Secretary	Director/Company Secretary	Director/Company Secretary
Print Name of Securityholder	Print Name of Securityholder	Print Name of Securityholder

Update your communication details:

Email Address

Phone Number (Contactable during business hours)

By providing your email address, you consent to receive all future Securityholder communications electronically.