



LUCAPA DIAMOND COMPANY LIMITED

ACN 111 501 663

NOTICE OF GENERAL MEETING

Notice is given that the Meeting will be held at:

TIME: 11.00 AM (WST)

DATE: Thursday, 29 February 2024

PLACE: 1304 Hay Street West Perth, WA 6005

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 4:00pm (WST) on 27 February 2024.

BUSINESS OF THE MEETING

AGENDA

1. RESOLUTION – CONSOLIDATION OF SHARE CAPITAL ON 5:1 BASIS

To consider and, if thought fit, to pass the following resolution as an **ordinary resolution**:

“That, in accordance with, and pursuant to, section 245H(1) of the Corporations Act and for all other purposes, approval is given for the Company to consolidate its issued capital on the basis that:

- (a) every 5 Shares in the capital of the Company be consolidated into 1 Share;*
- (b) the Performance Rights on issue be adjusted in accordance with Listing Rule 7.21;*
- (c) the Options on issue be adjusted in accordance with Listing Rule 7.22.1, and*

where the consolidation results in a fraction of a Share, Performance Right or Option being held, the Company be authorised to round that fraction to the nearest whole Share, Performance Right or Option with fractions of 0.5 rounded up to the nearest whole Share, Performance Right or Option, as applicable, with consolidation to take effect in accordance with the timetable set out in the Explanatory Statement”.

Dated: 24 January 2024

By order of the Board

Mark Clements
Company Secretary

IMPORTANT INFORMATION

Attendance and participation

The Company welcomes the participation of Shareholders in the Meeting and Shareholders are invited to lodge questions in advance of the Meeting by sending an email containing their question(s) to general@luca.com.au by 5:00pm (WST) on 26 February 2024.

The Chair will endeavour to respond to as many emailed questions from a range of Shareholders during the Meeting. However, not all questions may be answered in the time provided.

Please note that individual responses will not be sent to Shareholders.

Voting procedure

Voting on the proposed resolution at the Meeting will be conducted by poll. Under the Constitution, any poll will be conducted as directed by the Chair.

Shareholders can vote in one of two ways:

- by attending the Meeting and voting; or
- by appointing a proxy or attorney to attend and vote on their behalf.

Voting in person or by attorney

Shareholders, or their attorneys, who attend the Meeting in person are asked to arrive at the venue 15 minutes prior to the time designated for the Meeting, if possible, so that the Company may check their Shareholding against the Company's share register and note attendances.

Voting by a Corporation

A Shareholder that is a corporation may appoint an individual to act as its representative and vote in person at the Meeting. The appointment must comply with the requirements of section 250D of the Corporations Act. The representative should bring to the Meeting evidence of his or her appointment, including any authority under which it is signed.

Voting by proxy

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

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

- each Shareholder has a right to appoint a proxy;
- the proxy need not be a Shareholder of the Company; and
- 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:

- if proxy holders vote, they must cast all directed proxies as directed; and
- any directed proxies which are not voted will automatically default to the Chair, who must vote the proxies as directed.

To be effective, Proxy Voting Forms must be received by **11.00am (WST) on 27 February 2024**, being 48 hours prior to the Meeting. Proxies received after this time will be invalid.

Voting intentions

The Chair intends to vote all undirected proxies in favour of each item of business, provided the Chair is entitled to cast votes as a proxy under the voting exclusion rules which apply to some of the proposed Resolution. These rules are explained in this Notice. However, in exceptional circumstances, the Chair may change his voting intention, in which case an ASX announcement will be made.

Should you wish to discuss the matters in this Notice of Meeting please do not hesitate to contact the Company Secretary on +61 8 9381 5995.

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 Resolution.

1. RESOLUTION – CONSOLIDATION OF SHARES, PERFORMANCE RIGHTS AND OPTIONS ON 5:1 BASIS

1.1 Background

The Board has resolved that this resolution be put to Shareholders to consider, and if thought fit approve, a 5:1 consolidation of the Company's Shares, (**Consolidation**) for the purposes of section 254H of the Corporations Act, the Company's Constitution and for all other purposes.

Section 254H of the Corporations Act provides that a company may convert all or any of its shares into a larger or smaller number of shares subject to the approval of shareholders at a general meeting.

Listing Rule 7.20 provides that if an entity proposes to reorganise its capital, it must advise shareholders of certain matters which are set out below. No voting exclusions apply, and all Shareholders can vote on the Resolution.

If this Resolution is approved by Shareholders, this consolidation will take effect on 29 February 2024.

1.2 Reasons for consolidation

The Share Consolidation is proposed by the Company to reduce its total issued capital to a more appropriate and effective capital structure for continued growth for existing shareholders and a resultant share price that is more appealing to a wider range of investors.

1.3 Effect of the Consolidation

As at the date of this Notice the effect of the consolidation of the Company's issued capital is set out below.

Capital Structure Pre-Consolidation	Number
Issued Shares	1,439,559,875
Unlisted Options, exercisable at \$0.08, expiring 30 July 2025	5,000,000
Performance Rights	62,565,059
<i>Pre-Consolidated Issued Capital (Fully Diluted)</i>	<i>1,507,124,934</i>
Capital Structure Post-Consolidation	Number
Issued Shares	287,911,975
Unlisted Options, exercisable at \$0.40, expiring 30 July 2025	1,000,000
Performance Rights	12,513,012
<i>Post-Consolidated Issued Capital (Fully Diluted)</i>	<i>301,424,987</i>

In accordance with the terms of the Options and Listing Rule 7.22, the Options will be consolidated on the same basis as Shares that is every 5 Options will be consolidated into 1 Option and their exercise price amended in inverse proportion to the consolidation ratio that is increased from \$0.08 per Option to \$0.40 per Option.

Listing Rule 7.21 requires that if a company consolidates its capital, in respect of Performance Rights, that the number of securities on conversion is consolidated so that the holder of the Performance Rights do not receive a benefit that the holders of Shares do not receive. Unlike

Options, no amount is payable by the holder of a Performance Right in order to exercise that right.

Accordingly, if this Resolution is passed, every 5 existing Performance Rights on issue will be consolidated into 1 Performance Right and the current vesting criteria will remain the same. The Consolidation has the effect of the Performance Right holder keeping the ratio of Shares on conversion consistent with the consolidated value of the Shares such that the holder does not obtain any benefit post-Consolidation.

The Consolidation of capital to be effected under the Resolution is not intended to increase or decrease Shareholders', Performance Right holders or Option holders' proportionate holdings in the Company.

1.4 Fractional Entitlements

Where the Consolidation would result in a fractional entitlement to a Share, Performance Right or Option, that fractional entitlement will be rounded to the nearest whole Share, Option or Performance Right, with fractions of 0.5 rounded up to the nearest whole Share, Option or Performance Right as applicable.

The consolidation will have no effect on the Company's assets or liabilities.

1.5 Tax implications

The summary in this section is general in nature. In addition, particular taxation implications will depend upon the circumstances of each Shareholder. Accordingly, Shareholders are encouraged to seek and rely on their own professional advice in relation to their tax position.

The Share, Performance Right and Option consolidation will be undertaken in accordance with section 254H of the Corporations Act. Subject only to rounding, there will be no change to the proportionate interests held by each Shareholder as a result of the consolidation. No capital gains tax event will occur as a result of the Consolidation.

1.6 Indicative timetable for consolidation

Event	Date
Approval of Consolidation at General Meeting	29 February 2024
Company informs ASX that security holders have approved reorganisation and announces the effective date of the Consolidation	29 February 2024
Effective date of the Consolidation	29 February 2024
Last day for trading in pre-consolidated securities	1 March 2024
Trading in post-consolidation securities on a deferred settlement basis commences	4 March 2024
Record Date (Last day for entity to register transfers on a pre-consolidation basis)	5 March 2024
First day for the Company to update its register, dispatch new holding statements and notices to each Shareholder, Performance Rights holder and Optionholder identifying the change in the number of securities held and notify ASX that this has occurred	6 March 2024
Last day for the Company to update its register, despatch new holding statements to each Shareholder, Performance Right holder and Optionholder identifying the change in the number of securities held and notify ASX that this has occurred. Provided the above occurs before noon AEDT deferred settlement market ends.	12 March 2024

Commencement of normal settlement trading of securities on a consolidated basis	13 March 2024
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The Company reserves the right to amend this indicative timetable, subject to ASX Listing Rules and any applicable laws.

1.7 Consequences of the Resolution

If the Resolution is passed, the Company will be able to proceed with the Consolidation and the number of securities in the Company will be consolidated as set out in section 1.3.

If the Resolution is not passed, the Company will not proceed with the Consolidation and Company's capital structure will remain as is.

1.8 Directors' Recommendation

The Directors unanimously recommend that Shareholders vote in favour of Resolution. The Chair intends to vote undirected proxies in favour of Resolution.

GLOSSARY

\$ means Australian dollars.

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.

Chair means the chair of the Meeting.

Company means Lucapa Diamond Company Limited (ACN 111 501 663).

Constitution means the Company's constitution.

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

Directors means the current directors of the Company.

Explanatory Statement means the explanatory statement accompanying the Notice.

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 Voting Form.

Option means an Unlisted Option to subscribe for and acquire a Share with exercise price of \$0.08 and expiry date 30 July 2025.

Performance Right means a right to be issued or transferred a Share.

Proxy Voting Form means the proxy voting form accompanying the Notice.

Resolution means the resolution set out in the Notice, as the context requires.

Section means a section of the Explanatory Statement.

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

Shareholder means a registered holder of a Share.

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

Your proxy voting instruction must be received by **11.00am (AWST) on Tuesday, 27 February 2024**, being **not later than 48 hours** before the commencement of the Meeting. Any Proxy Voting instructions received after that time will not be valid for the scheduled Meeting.

SUBMIT YOUR PROXY

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

YOUR NAME AND ADDRESS

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

STEP 1 – APPOINT A PROXY

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

DEFAULT TO THE CHAIR OF THE MEETING

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

STEP 2 - VOTES ON ITEMS OF BUSINESS

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

APPOINTMENT OF SECOND PROXY

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

SIGNING INSTRUCTIONS

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

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

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

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

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

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

CORPORATE REPRESENTATIVES

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

Lodging your Proxy Voting Form:

Online

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

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



BY MAIL:

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