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**LITHIUM AUSTRALIA NL**

**ABN 29 126 129 413**

**NOTICE OF ANNUAL GENERAL MEETING**

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**TIME:** 9:30 am WST

**DATE:** 29 November 2019

**PLACE:** Level 1  
675 Murray Street  
West Perth WA 6005

***This Notice of Annual General Meeting and accompanying Explanatory Memorandum 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.***

***Should you wish to discuss the matters in this Notice of Annual General Meeting please do not hesitate to contact the Company Secretary, Mr Barry Woodhouse on (08) 6145 0288.***

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## TIME AND PLACE OF MEETING AND HOW TO VOTE

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### TIME AND PLACE

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The Annual General Meeting will be held at **9:30 am WST on 29 November 2019** at Level 1, 675 Murray Street, West Perth WA 6005.

### YOUR VOTE IS IMPORTANT

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

### ATTENDANCE AND VOTING ELIGIBILITY

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The Directors have determined pursuant to Regulation 7.11.37 of the *Corporations Regulations 2001* (Cth) that the persons eligible to vote at the Annual General Meeting are those who are registered Shareholders at 10 am WST on 27 November 2019.

### VOTING IN PERSON

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

### VOTING ONLINE

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To vote online, go to [www.advancedshare.com.au](http://www.advancedshare.com.au) (and you will need your SRN or HIN to log in).

### VOTING BY PROXY

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You can appoint a proxy to attend and vote on your behalf as an alternative to attending the Meeting in person or casting a direct vote.

A proxy need not be a Shareholder and may be an individual or a company. If you are entitled to cast two or more votes at the Meeting, you may appoint up to two proxies and may specify the proportion or number of votes each proxy is appointed to exercise. If you do not specify a proportion or number, each proxy may exercise half of the votes.

To vote by proxy, please vote online or complete and sign the enclosed Proxy Form in accordance with the instructions set out on the form and either send the Proxy Form:

- i. by voting online at [www.advancedshare.com.au](http://www.advancedshare.com.au);
- ii. by delivering it in person to Advanced Share Registry Limited, 110 Stirling Highway, Nedlands WA 6009;
- iii. by post, to Advanced Share Registry Limited, PO Box 1156, Nedlands WA 6909;
- iv. by facsimile to the Company's Share Registry on +61 8 9262 3723; or
- v. by email to [admin@advancedshare.com.au](mailto:admin@advancedshare.com.au) in pdf form.

so that your vote is received not later than **9:30 am WST on 27 November 2019**.

**Proxy Forms received later than this time will be invalid.**

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## NOTICE OF ANNUAL GENERAL MEETING

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Notice is given that the Annual General Meeting of shareholders of Lithium Australia NL will be held at Level 1, 675 Murray Street, West Perth WA 6005 at 9:30 am WST on 29 November 2019.

The Explanatory Memorandum provides additional information on matters to be considered at the Annual General Meeting. The Explanatory Memorandum and the Proxy Form are part of this Notice.

Terms and abbreviations used in this Notice of Meeting and Explanatory Memorandum are defined in the Glossary unless defined elsewhere in the Explanatory Memorandum.

### AGENDA

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#### Reports and Accounts

To receive and consider the 2019 Annual Report, together with the declaration of the Directors, the Directors' Report, the Remuneration Report and the auditor's report thereon.

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#### 1. RESOLUTION 1 – ADOPTION OF REMUNERATION REPORT (NON-BINDING)

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

*“That, for the purpose of Section 250R(2) of the Corporations Act and for all other purposes, approval is given for the Company to adopt the Remuneration Report for the financial year ended 30 June 2019.”*

**Note: the vote on this Resolution is advisory only and does not bind the Directors or the Company.** However, if 25% or more votes that are cast are voted against the adoption of the Remuneration Report at two consecutive annual general meetings of the Company, Shareholders will be required to vote at the second of those annual general meetings on a resolution (a “spill resolution”) that another meeting be held within 90 days at which all of the Directors (other than the Managing Director) must go up for re-election.

#### Voting Prohibition Statement:

A vote on this Resolution must not be cast (in any capacity) by or on behalf of any 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 described above (the “voter”) 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:

- (c) the voter is appointed as a proxy appointed by writing that specifies the way the proxy is to vote on the Resolution; and
- (d) 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 for the Company, or if the Company is part of a consolidated entity, for the entity.

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## 2. RESOLUTION 2 – RE-ELECTION OF DIRECTOR – BRYAN DIXON

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

*“That Bryan Dixon, being a Director who retires by rotation in accordance with the Constitution and, being willing and eligible for re-election, is hereby re-elected as a Director.”*

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## 3. RESOLUTION 3 – APPROVAL FOR ADDITIONAL PLACEMENT CAPACITY

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

*“That, for the purpose of ASX Listing Rule 7.1A and for all other purposes, approval is given for the issue of Equity Securities totaling up to 10% of the number of Shares on issue (at the time of the issue) over a 12 month period, calculated in accordance with the formula prescribed in Listing Rule 7.1A.2 and on the terms and conditions set out in the Explanatory Memorandum.”*

**Voting Exclusion:** The Company will disregard any votes cast in favour of this Resolution by or on behalf of any person who is expected to participate in, or who will obtain a material benefit as a result of, the proposed issue of Shares under this Resolution (except a benefit solely by reason of being a holder of Shares) and any associates of that person (or those persons). However, the Company need not disregard a vote if it is cast by a person as a proxy for a person who is entitled to vote, in accordance with the directions on the Proxy Form, or, it is cast by the person who is chairing the meeting as proxy for a person who is entitled to vote, in accordance with a direction on the Proxy Form to vote as the proxy decides.

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## 4. RESOLUTION 4 – APPROVAL FOR ISSUE OF SHARES

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

*“That for the purposes of ASX Listing Rule 7.1 and for all other purposes, approval is given for the Directors to issue up to that number of Shares, when multiplied by the issue price, to a value of \$5,000,000 at a price that is at least 80% of the average market price of the Shares traded on the ASX calculated over the last 5 days on which sales in the Shares were recorded before the date on which the issue is made; to the persons and otherwise on the terms and conditions and in the manner set out in the Explanatory Memorandum.”*

**Voting Exclusion:** The Company will disregard any votes cast in favour of this Resolution by or on behalf of any person who is expected to participate in, or who will obtain a material benefit as a result of, the proposed issue of Shares under this Resolution (except a benefit solely by reason of being a holder of Shares) and any associates of that person (or those persons). However, the Company need not disregard a vote if it is cast by a person as a proxy for a person who is entitled to vote, in accordance with the directions on the Proxy Form, or, it is cast by the person who is chairing the meeting as proxy for a person who is entitled to vote, in accordance with a direction on the Proxy Form to vote as the proxy decides.

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## 5. RESOLUTION 5 – RATIFICATION OF PRIOR ISSUE OF 12,500,000 SHARES

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

*“That, for the purpose of ASX Listing Rule 7.4 and for all other purposes, Shareholders ratify and approve the issue of 12,500,000 Shares to DLG Holdings Limited on the terms and conditions and in the manner set out in the Explanatory Memorandum.”*

**Voting Exclusion:** The Company will disregard any votes cast in favour of this Resolution by or on behalf of DLG Holdings Limited or any associates of DLG Holdings Limited. However, the Company need not disregard a vote if it is cast by a person as a proxy for a person who is entitled to vote, in accordance with the directions on the Proxy Form, or, it is cast by the person who is chairing the meeting as proxy for a person who is entitled to vote, in accordance with a direction on the Proxy Form to vote as the proxy decides.

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**6. RESOLUTION 6 – RATIFICATION OF PRIOR ISSUE OF 1,175,046 SHARES**

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

*"That, for the purpose of ASX Listing Rule 7.4 and for all other purposes, Shareholders ratify and approve the issue of 1,175,046 Shares to various suppliers on the terms and conditions and in the manner set out in the Explanatory Memorandum."*

**Voting Exclusion:** The Company will disregard any votes cast in favour of this Resolution by or on behalf of a person who participated in the issue or any of their associates. However, the Company need not disregard a vote if it is cast by a person as a proxy for a person who is entitled to vote, in accordance with the directions on the Proxy Form, or, it is cast by the person who is chairing the meeting as proxy for a person who is entitled to vote, in accordance with a direction on the Proxy Form to vote as the proxy decides.

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**7. RESOLUTION 7 – RATIFICATION OF PRIOR ISSUE OF 1,208,460 SHARES**

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

*"That, for the purpose of ASX Listing Rule 7.4 and for all other purposes, Shareholders ratify and approve the issue of 1,208,460 Shares to Andrew Mackenzie on the terms and conditions and in the manner set out in the Explanatory Memorandum."*

**Voting Exclusion:** The Company will disregard any votes cast in favour of this Resolution by or on behalf of Andrew Mackenzie or any associates of Andrew Mackenzie. However, the Company need not disregard a vote if it is cast by a person as a proxy for a person who is entitled to vote, in accordance with the directions on the Proxy Form, or, it is cast by the person who is chairing the meeting as proxy for a person who is entitled to vote, in accordance with a direction on the Proxy Form to vote as the proxy decides.

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**8. RESOLUTION 8 – RATIFICATION OF PRIOR ISSUE OF 2,000,000 PARTLY PAID SHARES**

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

*"That, for the purpose of ASX Listing Rule 7.4 and for all other purposes, Shareholders ratify and approve the issue of 2,000,000 Partly Paid Shares to Terea Africa Ltd on the terms and conditions and in the manner set out in the Explanatory Memorandum."*

**Voting Exclusion:** The Company will disregard any votes cast in favour of this Resolution by or on behalf of Terea Africa Ltd or any associates of Terea Africa Ltd. However, the Company need not disregard a vote if it is cast by a person as a proxy for a person who is entitled to vote, in accordance with the directions on the Proxy Form, or, it is cast by the person who is chairing the meeting as proxy for a person who is entitled to vote, in accordance with a direction on the Proxy Form to vote as the proxy decides.

**DATED: 25 October 2019**  
**BY ORDER OF THE BOARD**

**Barry Woodhouse**  
**COMPANY SECRETARY**  
**LITHIUM AUSTRALIA NL**

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## EXPLANATORY MEMORANDUM

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This Explanatory Memorandum has been prepared to provide information which the Directors believe to be material to Shareholders in deciding how to vote on the Resolutions. The Directors recommend that Shareholders read this Explanatory Memorandum in full, together with the accompanying Notice.

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### FINANCIAL STATEMENTS

In accordance with the Constitution, the business of the Annual General Meeting will include receipt and consideration of the 2019 Annual Report together with the declaration of the Directors, the Directors' Report, the Remuneration Report and the Auditor's Report thereon.

The Company will not provide a hard copy of 2019 Annual Report to Shareholders unless specifically requested to do so. The 2019 Annual Report is available on the Company's website at [www.lithium-au.com](http://www.lithium-au.com) .

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### 1. RESOLUTION 1 – REMUNERATION REPORT (NON-BINDING RESOLUTION)

#### 1.1 General

The Corporations Act requires a resolution that the remuneration report be adopted and be put to the shareholders at a listed company's annual general meeting. However, such a resolution is advisory only and does not bind the Directors or 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 2019 Annual Report.

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

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### 2. RESOLUTION 2 – RE-ELECTION OF BRYAN DIXON

Rule 73.1 of the Constitution requires that at every annual general meeting of the Company, one third of Directors, or if their number is not three or a multiple of three, then the nearest to but not more than one third, must retire from office and if eligible seek re-election in accordance with the Constitution.

A retiring Director is eligible for re-election. The Directors to retire at any annual general meeting must be those who have been longest in office since their last election but, as between persons who became Directors on the same day, those to retire must (unless they otherwise agree among themselves) be determined by lot.

Bryan Dixon retires and seeks re-election in accordance with ASX Listing Rule 14.4 and rule 73.1 of the Constitution. Details regarding Bryan Dixon are set out in the 2019 Annual Report.

The Directors, other than Bryan Dixon, recommend that Shareholders vote in favour of Resolution 2.

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### 3. RESOLUTION 3 – APPROVAL FOR ADDITIONAL PLACEMENT CAPACITY

#### 3.1 General

ASX Listing Rule 7.1A provides that an Eligible Entity may seek Shareholder approval to allow it to issue Equity Securities up to 10% of its issued capital over a period up to 12 months after the entity's annual general meeting (**10% Placement Capacity**).

The Company is an Eligible Entity.

If Shareholders approve Resolution 3, the number of Equity Securities the Company may issue under the 10% Placement Capacity will be determined in accordance with the formula prescribed in ASX Listing Rule 7.1A.2.

The effect of Resolution 3 will be to allow the Directors to issue Equity Securities up to 10% of the Company's fully paid ordinary securities on issue under the 10% Placement Capacity during the period up to 12 months after the Meeting, without subsequent Shareholder approval and without using the Company's 15% annual placement capacity granted under Listing Rule 7.1.

Resolution 3 is a **special resolution**. Accordingly, at least 75% of votes cast by Shareholders present and eligible to vote at the Meeting must be in favour of Resolution 3 for it to be passed.

### 3.2 ASX Listing Rule 7.1A

ASX Listing Rule 7.1A came into effect on 1 August 2012 and enables an Eligible Entity to seek shareholder approval at its annual general meeting to issue Equity Securities in addition to those under the Eligible Entity's 15% annual placement capacity.

An Eligible Entity is one that, as at the date of the relevant annual general meeting:

- (a) is not included in the S&P/ASX 300 Index; and
- (b) has a maximum market capitalisation (excluding restricted securities and securities quoted on a deferred settlement basis) of \$300,000,000.

The Company is an Eligible Entity as it is not included in the S&P/ASX 300 Index and has a current market capitalisation of \$24,000,000 (as at 25 October 2019).

The Equity Securities must be in the same class as an existing class of quoted Equity Securities. The Company currently has three classes of quoted Equity Securities on issue, being the Shares (ASX Code: LIT) Options (ASX Code LITO) and Partly Paid Shares (ASX Code: LITCE).

#### Formula for calculating Additional 10% Placement Facility

Listing Rule 7.1A.2 provides that eligible entities which have obtained shareholder approval at an annual general meeting may issue or agree to issue, during the 12 month period after the date of the annual general meeting, a number of Equity Securities calculated in accordance with the following formula:

**(a x d) – e**

*Where:*

*a is the number of shares on issue 12 months before the date of issue or agreement:*

- (a) *plus the number of fully paid shares issued in the 12 months under an exception in Listing Rule 7.2;*
- (b) *plus the number of partly paid shares that became fully paid in the 12 months;*
- (c) *plus the number of fully paid shares issued in the 12 months with approval of holders of shares under Listing Rule 7.1 and 7.4. This does not include an issue of fully paid shares under the entity's 15% annual placement capacity without shareholder approval;*
- (d) *less the number of fully paid shares cancelled in the 12 months.*

*Note that A has the same meaning in Listing Rule 7.1 when calculating an entity's 15% annual placement capacity.*

*d is 10%.*

*e is the number of Equity Securities issued or agreed to be issued under Listing Rule 7.1A.2 in the 12 months before the date of issue or agreement to issue that are not issued with the approval of shareholders under Listing Rule 7.1 or 7.4.*



### 3.3 Technical information required by ASX Listing Rule 7.3A

Pursuant to and in accordance with ASX Listing Rule 7.3A, the information below is provided in relation to this Resolution 3:

(a) **Minimum Price at which Equity Securities may be issued**

The minimum price at which the Equity Securities may be issued is 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; or
- (ii) if the Equity Securities are not issued within 5 Trading Days of the date in paragraph 3.3(a)(i), the date on which the Equity Securities are issued.

(b) **Date of Issue**

The Equity Securities may be issued under the 10% Placement Capacity commencing on the date of the Annual General Meeting and expiring on the first to occur of the following:

- (i) 12 months after the date of the Annual General Meeting; and
- (ii) the date of approval by Shareholders of any transaction under ASX Listing Rules 11.1.2 (a significant change to the nature or scale of the Company's activities) or 11.2 (disposal of the Company's main undertaking), after which date, an approval under Listing Rule 7.1A ceases to be valid.

(c) **Risk of economic and voting dilution**

Any issue of Equity Securities under the 10% Placement Capacity will dilute the interests of Shareholders who do not receive any Shares under the issue.

If Resolution 3 is approved by Shareholders and the Company issues the maximum number of Equity Securities available under the 10% Placement Capacity, 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 ASX Listing Rule 7.1A.2, on the basis of the current market price of Shares and the current number of Equity Securities on issue as at the date of this Notice.

The table also shows the voting dilution impact where the number of Shares on issue changes and the economic dilution where there are changes in the issue price of Shares issued under the 10% Placement Capacity.

Number of Shares on Issue (variable "A" in ASX Listing Rule 7.1A.2)	Dilution			
	Dilution based on number of Shares issued (being 10% of the number of Shares at the time of issue)	Funds raised based on issue price of \$0.0235 (50% decrease in current issue price)	Funds raised based on issue price of \$0.047 (Current issue price)	Funds raised based on issue price of \$0.0705 (50% increase in current issue price)
<b>534,271,837</b> <b>(Current)</b>	53,427,184	1,202,112	2,404,223	3,606,335
<b>801,407,756</b> <b>(50% increase)*</b>	80,140,776	1,803,167	3,606,335	5,409,502
<b>1,068,543,674</b> <b>(100% increase)*</b>	106,854,367	2,404,223	4,808,447	7,212,670

\*The number of Shares on issue 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 above uses the following assumptions:**

1. The current Shares on issue are as at the date of this Notice.
2. The issue price set out above is based on the closing price of the Shares on the ASX on 25 October 2019 (\$0.045).
3. The Company issues the maximum possible number of Equity Securities under the 10% Placement Capacity.
4. The Company has not issued any Equity Securities in the 12 months prior to the Annual General Meeting that were not issued either under an exception in ASX Listing Rule 7.2 or with approval under ASX Listing Rule 7.1.
5. 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.
6. This table does not set out any dilution pursuant to approvals under ASX Listing Rule 7.1.
7. 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%.

Shareholders should note that there is a risk that:

- (i) the market price for Shares may be significantly lower on the issue date than on the date of the Annual General 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.

**(d) Purpose of Issue under 10% Placement Capacity**

The Company may issue Equity Securities under the 10% Placement Capacity for the following purposes:

- (i) as cash consideration, in which case the Company intends to use funds raised for:
  - (A) the acquisition of new resources, assets and investments (including expenses associated with such an acquisition); and

- (B) continued exploration expenditure on the Company's exploration projects including the Greenbushes Project, the German Projects including Sadisdorf and Eichigt, the Electra Project, the Gascoyne Project, the Bynoe Project and the Far North Queensland Project; or
- (ii) as non-cash consideration for the acquisition of new resources assets and investments, in such circumstances the Company will provide a valuation of the non-cash consideration as required by Listing Rule 7.1A.3.

(e) **Allocation policy for issues under the 10% Placement Capacity**

The allottees of the Equity Securities to be issued under the 10% Placement Capacity have not yet been determined. However, the allottees 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 allottees at the time of the issue under the 10% Placement Capacity, 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 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 Company's circumstances, including, but not limited to, its financial position and solvency;
- (v) prevailing market conditions; and
- (vi) advice from corporate, financial and broking advisers (if applicable).

Further, if the Company is successful in acquiring new resources, assets or investments, it is likely that the allottees under the 10% Placement Capacity will be vendors of the new resources, assets or investments.

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

The Company obtained approval under ASX Listing Rule 7.1A at its previous annual general meeting on 30 November 2018. In accordance with Listing Rule 7.3A.6, since 30 November 2018, the Company has issued 72,352,363 Equity Securities (70,352,363 Shares & 2,000,000 LITCE Party Paid Shares) which represents 10.25% of the total number of Equity Securities on issue as at 25 October 2019. The Equity Securities issued during this time were as follows:

Issue date	Equity Securities	Persons issued to or basis of issue	Price amount raised and use of funds or value of non-cash consideration
13 May 2019	12,500,000 Shares	Shares issued to DLG Holdings Ltd	No funds were raised from the issue of Shares. The Shares were issued as a prepayment for initial battery inventory for a total of \$1,000,000 at a deemed issue price of \$0.08 per Share. The current value is \$0.045 per Share.
13 May 2019	325,000 Shares	Senior Management	The Shares were issued at an average of \$0.09 as per Lithium Australia NL Securities Incentive Plan. The current value is \$0.045 per Share.
12 June 2019	2,675,000 Shares	Directors & Senior Management	The Shares were issued at an average of \$0.063 as per Lithium Australia NL Securities

			Incentive Plan. The current value is \$0.045 per Share.
4 July 2019	45,843,083 Shares	Shares issued pursuant to a Prospectus in relation to a renounceable rights issue to shareholders	The Shares were issued at price of \$0.06 per Share pursuant to a Prospectus in relation to renounceable rights issue to shareholders with one attaching option (exercise price \$0.12 expiring 2 years from issue) for every 2 new shares issued. \$2,750,585 was raised by the issue of the Shares (before costs). Funds raised by the issue of the Shares will be used for lithium raw materials including exploration on Youanmi (drilling) and Medcalf (soil sampling), lithium chemicals including development of SiLeach®, LieNA®, L-Max® and phosphate technologies, lithium batteries including VSPC pilot plant operations and DLG alliance, lithium recycling including the Envirostream transaction, and for working capital and the costs of the offer.
16 July 2019	1,575,000 Shares	Directors & Senior Management	The Shares were issued at an average of \$0.0516 as per Lithium Australia NL Securities Incentive Plan. The current value is \$0.045 per Share. No funds were raised from the issue of the Shares.
16 July 2019	1,175,046 Shares	Shares issued to service provider for services rendered	No funds were raised from the issue of Shares but the issue satisfied an invoice totalling \$116,094 at a deemed issue price of \$0.0988 per Share. The current value is \$0.045 per Share.
16 July 2019	1,830,974 Shares	Directors & Senior Management	The Shares were issued at an average of \$0.0885 as per Director & Senior Management Fee & Remuneration Sacrifice Share Plan. The current value is \$0.045 per Share.
16 July 2019	833,333 Shares	Shares issued to service provider for services rendered	No funds were raised from the issue of Shares but the issue satisfied an invoice totalling \$50,000 at deemed issue price of \$0.006 per Share. The current value is \$0.045 per Share.
16 August 2019	1,208,460 Shares	Issue of Shares to Envirostream Australia Pty Ltd as part consideration for the acquisition of shares in that Company	The Shares were issued for a deemed issue price of \$0.0827 as part consideration for the share capital in that company pursuant to the Acquisition Agreement as advised to ASX on 4 April 2019. The current value is \$0.045 per Share. No funds were raised from the issue of the Shares.
16 August 2019	2,000,000 Partly Paid Shares	Issue of Partly Paid Shares to Terea Africa Ltd for consideration of entry into a joint venture	No funds were raised from the issue of the Partly Paid Shares but for consideration of entry into a joint venture at deemed issue price of \$0.001 per Partly Paid Share. The current value is \$0.003 per Partly Paid Share.

## **Item 1 Compliance with ASX Listing Rules 7.1A.4 and 3.10.5A**

When the Company issues Equity Securities pursuant to the 10% Placement Capacity, it will give to ASX:

- (i) a list of the allottees of the Equity Securities and the number of Equity Securities allotted to each (not for release to the market), in accordance with Listing Rule 7.1A.4; and
- (ii) the information required by Listing Rule 3.10.5A for release to the market.

The Company did utilise the 10% Placement Capacity during the prior year.

### **3.4 Voting Exclusion**

A voting exclusion statement is included in this Notice. As at the date of this Notice, the Company has not invited any existing Shareholder to participate in an issue of Equity Securities under ASX Listing Rule 7.1A. Therefore, no existing Shareholders will be excluded from voting on Resolution 3.

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## **4. RESOLUTION 4 – APPROVAL FOR ISSUE OF SHARES**

### **4.1 Background**

Resolution 4 seeks Shareholder approval for the issue and allotment of up to that number of Shares that, when multiplied by the issue price, will raise up to \$5,000,000 on the terms set out below (**Placement**).

The effect of Resolution 4 will be to allow the Directors to issue the Shares pursuant to the Placement during the period of three months after the Meeting (or a longer period, if approved by ASX), without using the Company's 15% placement capacity.

### **4.2 ASX Listing Rule 7.1**

ASX Listing Rule 7.1 provides that (subject to certain exceptions (none of which is relevant here)) prior approval of Shareholders is required for an issue of securities if the securities will, when aggregated with the securities issued by the Company during the previous 12 months, exceed 15% of the number of shares on issue at the commencement of that 12 month period.

### **4.3 ASX Listing Rule Disclosure Requirements**

For the purposes of ASX Listing Rule 7.3, the following information is provided in relation to Resolution 4 to allow Shareholders to assess the proposed Placement for the future issue of Shares which, when multiplied by the issue price equals \$5,000,000:

- (a) *The maximum number of securities the entity is to issue (if known) or the formula for calculating the number of securities the entity is to issue*

The number of Shares to be issued will be determined by calculating the number of Shares that, when multiplied by the issue price (being a price that is at least 80% of the average market price of the Shares traded on the ASX calculated over the last 5 days on which sales in the Shares were recorded before the date on which the issue is made), will raise up to \$5,000,000.

Set out below is a calculation of the number of Shares that could be issued based on the Company's Share price of \$0.045 as at 25 October 2019, a price which is 50% above \$0.045 (\$0.0675) and a price which is 50% below \$0.045 (\$0.0225).

Shares issued based on issue price of \$0.0225 (50% decrease in current issue price)	Shares issued based on issue price of \$0.045 (Current issue price)	Shares issued based on issue price of \$0.0675 (50% increase in current issue price)
222,222,222	111,111,111	74,074,074

- (b) *The date by which the entity will issue the securities.*

The Shares will be issued by no later than 3 months after the date of this Meeting (or such later date as may be approved by ASX).

- (c) *The issue price of the securities*

The issue price of the Shares will be at least 80% of the average market price of the Shares traded on the ASX calculated over the last 5 days on which sales in the Shares were recorded before the date on which the issue is made.

- (d) *The names of the persons to whom the entity will issue the securities (if known) or the basis upon which those persons will be identified or selected*

The allottees in respect of Resolution 4 are not, as yet, identifiable, but will be subscribers to be identified by the Company and any brokers appointed by the Company to manage the issue. The allottees will not be related parties of the Company or their associates.

- (e) *The terms of the securities*

The Shares to be issued will rank pari passu with the existing fully paid ordinary Shares.

- (f) *The intended use of the funds raised*

The Company intends to use the funds raised by the issue of Shares the subject of Resolution 4 for general working capital purposes, current and potential projects, business development purposes, acquisition of new projects and consultancy fees.

- (g) *The issue date or a statement that the issue will occur progressively*

The Shares will be issued progressively.

#### 4.4 Directors' Recommendation

None of the Directors have a material personal interest in the subject matter of Resolution 4. The Board recommends Shareholders vote in favour of Resolution 4 as it provides the Company with the flexibility to issue, subject to the limits under the ASX Listing Rules, further securities during the next 12 months without Shareholder approval and will enable the Company to fund its ongoing commitments.

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#### 5. RESOLUTION 5 – RATIFICATION OF PRIOR ISSUE OF 12,500,000 SHARES

As announced by the Company on 4 April 2019, the Company signed a letter of intent (**LoI**) with DLG Battery Co. Ltd. (**DLG**). Together, DLG and Lithium Australia have identified constraints in the delivery of lithium-ion batteries (**LIBs**) into the Australian supply chain, and they see an exciting business opportunity in rectifying those supply difficulties.

Under the LoI, DLG and the Company have incorporated 'Soluna Australia Pty Ltd' as a 50:50-owned business, the aim of which is to ameliorate supply chain constraints for LIB batteries, packs and modules entering the Australian market.

The new Lithium Australia DLG business will apply the following supply-chain solutions.

- **Improve the availability of Lithium-Ferro-Phosphate and Nickel-Manganese-Cobalt LIBs to equipment manufacturers and consumers in the Australian market.**
- Maintain local (Australian) stock levels to meet demand.
- Manufacture packs and modules within Australia.
- Produce an Australian DLG/VSPC battery for both local and global markets.
- Offer a battery-recycling solution through Lithium Australia's recycling business unit.

As part of the Company's undertaking to DLG, it will complete a business plan designed to service the burgeoning demand for LIBs in Australia. There will be a particular focus on the energy-storage industry, a sector in which Australia is experiencing strong growth. As part of establishing the business, Lithium Australia agreed to purchase an initial battery inventory through the issue of 12,500,000 Shares to DLG at the prevailing market price of \$0.08 per Share.

Resolution 5 seeks Shareholder ratification pursuant to ASX Listing Rule 7.4 and for all other purposes of the issue of those Shares.

### 5.1 ASX Listing Rule 7.4

ASX Listing Rule 7.1 provides that (subject to certain exceptions (none of which is relevant here)) prior approval of Shareholders is required for an issue of securities if the securities will, when aggregated with the securities issued by the Company during the previous 12 months, exceed 15% of the number of shares on issue at the commencement of that 12 month period.

ASX Listing Rule 7.4 provides that an issue of securities made without approval under ASX Listing Rule 7.1 will be treated as having been made with shareholder approval for the purposes of those ASX Listing Rules if shareholders subsequently ratify it and the issue did not breach ASX Listing Rule 7.1. Accordingly, the Company is seeking shareholder ratification for the issue of 12,500,000 Shares issued under the Company's 15% share issue capacity under ASX Listing Rule 7.1A.

The effect of such ratification is to restore the Company's discretionary power to issue further equity securities up to 15% of the number of ordinary shares on issue under ASX Listing Rule 7.1 if required, at the beginning of the relevant 12 month period without obtaining Shareholder approval.

### 5.2 ASX Listing Rule Disclosure Requirements

Pursuant to and in accordance with ASX Listing Rule 7.5, the following information is provided in relation to Resolution 5:

(a) *The number of securities issued*

12,500,000 Shares were issued.

(b) *The price at which the securities were issued*

The Shares were issued at a deemed issue price of \$0.08 per Share to DLG Holdings Limited in consideration for the purchase of an initial battery inventory.

(c) *The terms of the securities*

The Shares issued were all fully paid ordinary shares in the capital of the Company issued on the same terms and conditions as the Company's existing Shares.

(d) *The names of the persons to whom the entity issued the securities or the basis on which those persons were determined*

DLG Holdings Ltd, which is not a related party of the Company.

(e) *The use (or intended use) of the funds raised*

No funds were raised from the issue of the Shares as they were issued as consideration for the purchase of an initial battery inventory.

### 5.3 Directors' recommendation

None of the Directors have a material personal interest in the subject matter of Resolution 5. The Board believes that the ratification of the issue of the Shares is beneficial for the Company. The Board recommends Shareholders vote in favour of Resolution 5 as it provides the Company with the flexibility to issue, subject to the limits under the ASX Listing Rules, further securities during the next 12 months without Shareholder approval.

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## 6. RESOLUTION 6 – RATIFICATION OF PRIOR ISSUE OF 1,208,460 SHARES

As announced by the Company on 9 May 2019, the Company advised of the acquisition program for 18.9% of Envirostream Australia Pty Ltd (a total of 560 shares in Envirostream's issued capital), as follows:

- Tranche 1 payment of \$300,000 (in consideration for 240 Envirostream shares) in respect of which completion occurred on 6 April 2019.
- Tranche 2 payment of \$100,000 (in consideration for 80 Envirostream shares) in respect of which completion occurred on 15 June 2019.
- Tranche 3 payment of \$100,000 (in consideration for 80 Envirostream shares) in respect of which completion occurred on 15 July 2019.
- Tranche 4 payment of \$100,000 in Lithium Australia scrip (in consideration for 160 Envirostream shares) in respect of which completion occurred on 15 August 2019.

The funds Lithium Australia provides to Envirostream will be used to expand the latter's battery-shredding facilities. Meanwhile, Lithium Australia will continue its research into the chemical processing of alkaline batteries and LIBs. It is anticipated that Lithium Australia will complete the design of its flow sheet for the hydrometallurgical recovery of metals from LIBs later this year.

Resolution 6 seeks Shareholder ratification pursuant to ASX Listing Rule 7.4 and for all other purposes of the issue of those Shares.

### 6.1 ASX Listing Rule 7.4

ASX Listing Rule 7.1 provides that (subject to certain exceptions (none of which is relevant here)) prior approval of Shareholders is required for an issue of securities if the securities will, when aggregated with the securities issued by the Company during the previous 12 months, exceed 15% of the number of shares on issue at the commencement of that 12 month period.

ASX Listing Rule 7.4 provides that an issue of securities made without approval under ASX Listing Rule 7.1 will be treated as having been made with shareholder approval for the purposes of those ASX Listing Rules if shareholders subsequently ratify it and the issue did not breach ASX Listing Rule 7.1. Accordingly, the Company is seeking shareholder ratification for the issue of 1,208,460 Shares issued under the Company's 15% share issue capacity under ASX Listing Rule 7.1A.

The effect of such ratification is to restore the Company's discretionary power to issue further equity securities up to 15% of the number of ordinary shares on issue under ASX Listing Rule 7.1 if required, at the beginning of the relevant 12 month period without obtaining Shareholder approval.



## 6.2 ASX Listing Rule Disclosure Requirements

Pursuant to and in accordance with ASX Listing Rule 7.5, the following information is provided in relation to Resolution 6:

(a) *The number of securities issued*

1,208,460 Shares were issued.

(b) *The price at which the securities were issued*

The Shares were issued at a deemed issue price of \$0.08275 per Share to the trustee for A&S Mackenzie Family Trust in consideration for the part purchase of 160 shares in the capital of Envirostream.

(c) *The terms of the securities*

The Shares issued were all fully paid ordinary shares in the capital of the Company issued on the same terms and conditions as the Company's existing Shares.

(d) *The names of the persons to whom the entity issued the securities or the basis on which those persons were determined*

The trustee for A&S Mackenzie Family Trust, which is not a related party of the Company.

(e) *The use (or intended use) of the funds raised*

No funds were raised from the issue of the Shares as they were issued as consideration for the part purchase of 160 shares in the capital of Envirostream.

## 6.3 Directors' recommendation

None of the Directors have a material personal interest in the subject matter of Resolution 5. The Board believes that the ratification of the issue of the Shares is beneficial for the Company. The Board recommends Shareholders vote in favour of Resolution 6 as it provides the Company with the flexibility to issue, subject to the limits under the ASX Listing Rules, further securities during the next 12 months without Shareholder approval.

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## 7. RESOLUTION 7 – RATIFICATION OF PRIOR ISSUE OF 1,175,046 SHARES

### 7.1 Background

On 28 April 2017 the Company satisfied invoices to various suppliers for services rendered to the Company by the issue of 1,175,046 Shares.

The Company issued the 1,175,046 Shares without prior Shareholder approval out of its 15% annual capacity under ASX Listing Rule 7.1.

Resolution 7 seeks Shareholder ratification pursuant to ASX Listing Rule 7.4 and for all other purposes of the issue of those Shares.

### 7.2 ASX Listing Rule 7.4

ASX Listing Rule 7.1 provides that (subject to certain exceptions (none of which is relevant here)) prior approval of Shareholders is required for an issue of securities if the securities will, when aggregated with the securities issued by the Company during the previous 12 months, exceed 15% of the number of shares on issue at the commencement of that 12 month period.

ASX Listing Rule 7.4 provides that the approval of holders of the Company's ordinary securities may be obtained after the issue of equity securities. The effect of such ratification is to restore the Company's discretionary power to issue further securities up to 15% of the number of fully paid ordinary securities on issue at the beginning of the relevant 12 month period without obtaining Shareholder approval.

### 7.3 ASX Listing Rule Disclosure Requirements

Pursuant to and in accordance with ASX Listing Rule 7.5, the following information is provided in relation to Resolution 7:

(a) *The number of securities issued*

1,175,046 Shares were issued.

(b) *The price at which the securities were issued*

The Shares were issued at a deemed issue price of \$0.0988 per Share.

(c) *The terms of the securities*

The Shares issued are all fully paid ordinary shares in the capital of the Company issued on the same terms and conditions as the Company's existing Shares.

(d) *The names of the persons to whom the entity issued the securities or the basis on which those persons were determined*

The Shares were issued to Xavier Group Pty Ltd and General Research GmbH who are not related parties of the Company.

(e) *The use (or intended use) of the funds raised*

No funds raised from this issue of the Shares as they were issued in lieu of cash as payment of an invoice for services rendered to the Company.

### 7.4 Directors' recommendation

None of the Directors have a material personal interest in the subject matter of Resolution 7. The Board believes that the ratification of the issue of the Shares is beneficial for the Company. The Board recommends Shareholders vote in favour of Resolution 7 as it provides the Company with the flexibility to issue, subject to the limits under the ASX Listing Rules, further securities during the next 12 months without Shareholder approval.

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## 8. RESOLUTION 8 – RATIFICATION OF PRIOR ISSUE OF 2,000,000 PARTLY PAID SHARES

On 16 August 2019 the Company entered into a joint venture agreement with Terea Africa Ltd which is reviewing projects in Southern Africa with consideration being satisfied by the issue of 2,000,000 Partly Paid Shares, which were issued by the Company without prior Shareholder approval out of its 15% annual capacity under ASX Listing Rule 7.1.

Resolution 8 seeks Shareholder ratification pursuant to ASX Listing Rule 7.4 and for all other purposes of the issue of those Shares.

### 8.1 ASX Listing Rule 7.4

ASX Listing Rule 7.1 provides that (subject to certain exceptions (none of which is relevant here)) prior approval of Shareholders is required for an issue of securities if the securities will, when aggregated with the securities issued by the Company during the previous 12 months, exceed 15% of the number of shares on issue at the commencement of that 12 month period.

ASX Listing Rule 7.4 provides that an issue of securities made without approval under ASX Listing Rule 7.1 will be treated as having been made with shareholder approval for the purposes of those ASX Listing Rules if shareholders subsequently ratify it and the issue did not breach ASX Listing Rule 7.1. Accordingly, the Company is seeking shareholder ratification for the issue of 1,723,806 Shares issued under the Company's 15% share issue capacity under ASX Listing Rule 7.1.

The effect of such ratification is to restore the Company's discretionary power to issue further equity securities up to 15% of the number of ordinary shares on issue under ASX Listing Rule 7.1 if required, at the beginning of the relevant 12 month period without obtaining Shareholder approval.

## **8.2 ASX Listing Rule Disclosure Requirements**

Pursuant to and in accordance with ASX Listing Rule 7.5, the following information is provided in relation to Resolution 8:

(a) *The number of securities issued*

2,000,000 Partly Paid Shares were issued.

(b) *The price at which the securities were issued*

The Partly Paid Shares were issued to Terea Africa Ltd in consideration for the entry into a joint venture agreement at a deemed issue price of \$0.003 per Partly Paid Share.

(c) *The terms of the securities*

The Partly Paid Shares issued were all partly paid ordinary shares in the capital of the Company issued on the same terms and conditions as the Company's existing Partly Paid Shares (i.e. paid to \$0.0001 and unpaid to \$0.2499).

(d) *The names of the persons to whom the entity issued the securities or the basis on which those persons were determined*

Terea Africa Ltd, which is not a related party of the Company.

(e) *The use (or intended use) of the funds raised*

No funds were raised from the issue of the Partly Paid Shares as they were as consideration for the entry into a joint venture agreement.

## **8.3 Directors' recommendation**

None of the Directors have a material personal interest in the subject matter of Resolution 8. The Board believes that the ratification of the issue of the Shares is beneficial for the Company. The Board recommends Shareholders vote in favour of Resolution 8 as it provides the Company with the flexibility to issue, subject to the limits under the ASX Listing Rules, further securities during the next 12 months without Shareholder approval.

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## GLOSSARY

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In this Explanatory Memorandum, the following terms have the following meaning unless the context otherwise requires:

**\$** means Australian dollars.

**10% Placement Capacity** has the meaning given in section 3 of this Notice.

**2019 Annual Report** means the Company's annual report including the reports of the Directors and auditor and the financial statements of the Company for the financial year ended 30 June 2019, which can be downloaded from the Company's website at [www.lithium-au.com](http://www.lithium-au.com).

**Annual General Meeting** or **Meeting** means the meeting convened by the Notice.

**ASIC** means the Australian Securities and Investments Commission.

**ASX** means ASX Limited (ACN 008 724 791) and the market operated by it, as the context requires.

**ASX Listing Rules** or **Listing Rules** means the official Listing Rules of ASX and any other rules of ASX which are applicable while the Company is admitted to the official list of ASX, each as amended or replaced from time to time except to the extent of any express written waiver by ASX.

**Board** means the board of Directors.

**Chair** means the chairperson of the Meeting.

**Closely Related Party** is defined in respect of a member of Key Management Personnel as:

- (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 dealings with the Company;
- (e) a company the member controls; or
- (f) a person prescribed by regulations that may be made for this purpose.

**Company, LIT** or **Lithium Australia** means Lithium Australia NL (ABN 29 126 129 413).

**Constitution** means the Company's constitution.

**Corporations Act** means the *Corporations Act 2001* (Cth) and any regulations made under it, each as amended from time to time.

**Directors** means the current directors of the Company.

**Eligible Entity** means an entity that, at the date of the relevant general meeting:

- (a) is not included in the S&P/ASX 300 Index; and
- (b) has a maximum market capitalisation (excluding restricted securities and securities quoted on a deferred settlement basis) of \$300,000,000.

**Equity Securities** has the meaning given by the ASX Listing Rules and includes a Share, a Partly Paid Share, a right to a Share or Option, an Option, a convertible security and any security that ASX decides to classify as such.

**Explanatory Memorandum** means this explanatory memorandum which accompanies and forms part of the Notice.

**Key Management Personnel** has the same meaning as in the accounting standards and broadly includes 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) of the Company.

**Notice** means the notice of meeting accompanying this Explanatory Memorandum.

**Option** means an option to acquire a Share.

**Partly Paid Share** means a partly paid share in the capital of the Company, paid to \$0.0001 and unpaid to \$0.2499.

**Proxy Form** means the proxy form accompanying this Explanatory Memorandum.

**Remuneration Report** means that section of the Directors' report under the heading "Remuneration Report" set out in the 2019 Annual Report.

**Resolutions** means the resolutions set out in the Notice of Meeting, 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 shareholder of the Company.

**Trading Day** means a day determined by ASX to be a trading day and notified to market participants being:

- (a) a day other than:
  - (i) a Saturday, Sunday, New Year's Day, Good Friday, Easter Monday, Christmas Day, Boxing Day; and
  - (ii) any other day which ASX declares and publishes is not a trading day; and
- (b) notwithstanding (a), a day which for the purposes of settlement, ASX declares is a trading day notwithstanding that dealings between market participants are suspended on that day.

**WST** means Western Standard Time.

Where a word or phrase is given a defined meaning, another part of speech or other grammatical form in respect of that word or phrase has a corresponding meaning.

**PROXY FORM  
LITHIUM AUSTRALIA NL  
ABN 29 126 129 413**

**ANNUAL GENERAL MEETING**

I/We   
of   
being a member of Lithium Australia NL entitled to attend and vote at the Annual General Meeting, hereby  
appoint

Name of proxy

OR  the Chair of the Annual General Meeting as your proxy

or failing the person so named or, if no person is named, the Chair of the Annual General Meeting, or the Chair's nominee, to vote in accordance with the following directions, or, if no directions have been given, as the proxy sees fit, at the Annual General Meeting to be held at Level 1, 675 Murray Street, Perth WA at 9:30am WST on 29 November 2019, and at any adjournment thereof.

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

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

**CHAIR'S VOTING INTENTION IN RELATION TO UNDIRECTED PROXIES**

The Chair intends to vote undirected proxies in favour of all Resolutions. In exceptional circumstances the Chair may change his/her voting intention on any Resolution. In the event this occurs an ASX announcement will be made immediately disclosing the reasons for the change.

**Voting on Business of the Annual General Meeting**

		FOR	AGAINST	ABSTAIN
Resolution 1	Adoption of Remuneration Report (Non-Binding)	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 2	Re-election of Director – Bryan Dixon	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 3	Approval for Additional Placement Capacity	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 4	Approval for issue of Shares	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 5	Ratification of prior issue of 12,500,000 Shares	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 6	Ratification of prior issue of 1,175,046 Shares	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 7	Ratification of prior issue of 1,208,460 Shares	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 8	Ratification of prior issue of 2,000,000 Partly Paid Shares	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

**Please note:** If you mark the abstain box for a particular Resolution, you are directing your proxy not to vote on that Resolution on a show of hands or on a poll and your votes will not to be counted in computing the required majority on a poll.  
If two proxies are being appointed, the proportion of voting rights this proxy represents is \_\_\_\_\_%

**Signature of Member(s):** \_\_\_\_\_ **Date:** \_\_\_\_\_

<b>Individual or Member 1</b>	<b>Member 2</b>	<b>Member 3</b>
<input style="width: 250px; height: 25px;" type="text"/>	<input style="width: 250px; height: 25px;" type="text"/>	<input style="width: 250px; height: 25px;" type="text"/>
Sole Director/Company Secretary	Director	Director/Company Secretary

**Contact Name:** \_\_\_\_\_ **Contact Ph (daytime):** \_\_\_\_\_

**E-mail Address:** \_\_\_\_\_ **Consent for contact by e-mail** YES  NO

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## Instructions for Completing 'Appointment of Proxy' Form

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1. A Shareholder entitled to attend and vote at a meeting is entitled to appoint not more than two proxies to attend and vote on their behalf. Where more than one proxy is appointed, such proxy must be allocated a proportion of the Shareholder's voting rights. If the Shareholder appoints two proxies and the appointment does not specify this proportion, each proxy may exercise half the votes.
2. A duly appointed proxy need not be a Shareholder of the Company. In the case of joint holders, all must sign.
3. Corporate Shareholders should comply with the execution requirements set out on the proxy form or otherwise with the provisions of Section 127 of the Corporations Act. Section 127 of the Corporations Act provides that a company may execute a document without using its common seal if the document is signed by:
  - directors of the company;
  - a director and a company secretary of the company; or
  - for a proprietary company that has a sole director who is also the sole company secretary – that director.

For the Company to rely on the assumptions set out in Section 129(5) and (6) of the Corporations Act, a document must appear to have been executed in accordance with Section 127(1) or (2). This effectively means that the status of the persons signing the document or witnessing the affixing of the seal must be set out and conform to the requirements of Section 127(1) or (2) as applicable. In particular, a person who witnesses the affixing of a common seal and who is the sole director and sole company secretary of the company must state that next to his or her signature.

4. Completion of a proxy form will not prevent individual Shareholders from attending the meeting in person if they wish. Where a Shareholder completes and lodges a valid Proxy Form and attends the meeting in person, then the proxy's authority to speak and vote for that Shareholder is suspended while the Shareholder is present at the meeting.
5. Where a Proxy Form or form of appointment of corporate representative is lodged and is executed under power of attorney, the power of attorney must be lodged in like manner as this proxy.
6. To vote by proxy, please complete and sign the Proxy Form enclosed and either send the Proxy Form :
  - (a) by post, to Lithium Australia NL, PO Box 1088, West Perth WA 6872
  - (b) by facsimile, to the Company on facsimile number (08) 9475 0847; or
  - (c) by email, to the Company at [info@lithium-au.com](mailto:info@lithium-au.com)

so that it is received not later than **9:30am WST on 27 November 2019**.

**Proxy forms received later than this time will be invalid.**

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