

**25 May 2018****Appendix 3B – Second Tranche \$5m Convertible Notes, Second Tranche  
Options and Conversion of \$200,000**

Lithium Australia NL (**the Company**) advises that it has issued the Second Tranche Convertible Notes with a total face value of \$5m after receipt of \$4.35m, as approved by shareholders at the Company's general meeting of 30 April 2018 pursuant to the terms of its convertible note facility with Arena Investors LP (**Convertible Note Deed**).

Pursuant to the Convertible Note Deed, a total of 15,167,602 Second Tranche Unlisted Options with an exercise price of \$0.1756 and an expiry date of 23 May 2021 have also been issued, as approved by shareholders at the Company's general meeting of 30 April 2018. 1,539,263 fully paid ordinary shares have also been issued upon the conversion of \$200,000 of the first tranche of convertible notes issued to Arena Investors LP under the Convertible Note Deed.

The Company hereby confirms that:

- (a) the convertible notes were issued without disclosure to investors under Part 6D.2 of the Corporations Act; and
- (b) a Cleansing Notice dated 1 March 2018 has been given in accordance with section 708A(12C)(e) of the Corporations Act;

The issue of the Cleansing Notice dated 1 March 2018 enables the fully paid ordinary shares in the capital of the Company (**Shares**) issued on the conversion of the convertible notes issued by the Company on the terms described in the release dated 1 March 2018, to be on-sold to retail investors without further disclosure.

**Notice under section 708A(5)(e) of the Corporations Act 2001**

Lithium Australia NL (ASX: LIT) (**Company**) has issued and allotted 1,539,263 fully paid ordinary shares in the capital of the Company at issue prices as outlined in the attached Appendix 3B in accordance with the terms of its convertible note facility with Arena Investors LP. Accordingly, the Company gives notice under section 708A(5)(e)(i) of the *Corporations Act 2001* (Cth) (**Act**) that:

1. the abovementioned shares were issued without disclosure to investors under Part 6D.2 of the Act;
2. as at the date of this notice the Company has complied with:
  - (i) the provisions of Chapter 2M of the Act as they apply to the Company; and
  - (ii) section 674 of the Act; and
3. as at the date of this notice there is no information to be disclosed which is "excluded information" as defined in subsection 708A(7) of the Act that is reasonable for investors and their professional advisers to find in a disclosure document. An Appendix 3B is attached.

**Barry Woodhouse**

CFO &amp; Company Secretary

Mobile +61 (0) 438 674 259

[Barry.Woodhouse@lithium-au.com](mailto:Barry.Woodhouse@lithium-au.com)**ABOUT LITHIUM AUSTRALIA NL**

Lithium Australia aspires to 'close the loop' on the energy-metal cycle. Its disruptive extraction processes are designed to convert *all* lithium silicates to lithium chemicals, from which advanced components for the battery industry can be created. By uniting resources and the best available technology, Lithium Australia seeks to establish a vertically integrated lithium processing business.

**MEDIA CONTACT:****Adrian Griffin**    **Lithium Australia NL**    **08 6145 0288 | 0418 927 658****Kevin Skinner**    **Field Public Relations**    **08 8234 9555 | 0414 822 631**

This announcement has been prepared for publication in Australia and may not be released or distributed in the United States. This announcement does not constitute an offer to sell, or a solicitation of an offer to buy, securities in the United States or any other jurisdiction. Any securities described in this announcement have not been, and will not be, registered under the US Securities Act of 1933 and may not be offered or sold in the United States except in transactions exempt from, or not subject to, registration under the US Securities Act and applicable US state securities laws.

Rule 2.7, 3.10.3, 3.10.4, 3.10.5

**Appendix 3B**

New issue announcement,  
application for quotation of additional securities  
and agreement

*Information or documents not available now must be given to ASX as soon as available.  
Information and documents given to ASX become ASX's property and may be made public.*

Introduced 01/07/96 Origin: Appendix 5 Amended 01/07/98, 01/09/99, 01/07/00,  
30/09/01, 11/03/02, 01/01/03, 24/10/05, 01/08/12, 04/03/13

Name of entity

Lithium Australia NL

ABN

29 126 129 413

We (the entity) give ASX the following information.

**Part 1 - All issues**

*You must complete the relevant sections (attach sheets if there is not enough space).*

- |   |   |  |
|---|---|--|
| 1 | +Class of +securities issued or to be issued  | (i) Fully paid ordinary shares<br>(ii) Convertible Note<br>(iii) Options   |
| 2 | Number of +securities issued or to be issued (if known) or maximum number which may be issued   | (i) 1,539,263<br>(ii) 5,000,000 convertible note, being Certificate Number 2, each convertible note having a face value of A\$1.00<br>(iii) 15,167,602   |
| 3 | Principal terms of the +securities (e.g. if options, exercise price and expiry date; if partly paid +securities, the amount outstanding and due dates for payment; if +convertible securities, the conversion price and dates for conversion) | (i) Fully paid ordinary shares<br>(ii) Refer to Cleansing Notice in relation to the Convertible Note as released to ASX on 1 March 2018<br>(iii) Options exercisable at \$0.1756 on or before 23 May 2021 on the terms and conditions as outlined in the Explanatory Memorandum for the General Meeting on 30 April 2018 and the Cleansing Notice dated 1 March 2018 |

+ See chapter 19 for defined terms.

<p>4 Do the +securities rank equally in all respects from the +issue date with an existing +class of quoted +securities?</p> <p>If the additional +securities do not rank equally, please state:</p> <ul style="list-style-type: none"> <li>• the date from which they do</li> <li>• the extent to which they participate for the next dividend, (in the case of a trust, distribution) or interest payment</li> <li>• the extent to which they do not rank equally, other than in relation to the next dividend, distribution or interest payment</li> </ul>	<p>(i) Yes (ii) No – shares issued upon conversion of the convertible notes will rank equally with the existing fully paid ordinary shares on issue. (iii) Yes – after exercise of options</p>
<p>5 Issue price or consideration</p>	<p>(i) \$0.1305 per share (ii) Consideration of \$5m (and deemed floor price of \$0.10 per share) (iii) Nil, issued as consideration pursuant to the Convertible Note Deed</p>
<p>6 Purpose of the issue (If issued as consideration for the acquisition of assets, clearly identify those assets)</p>	<p>(i) Shares issued upon conversion of convertible notes having a value of \$200,000 together with shares issued in satisfaction of interest accrued, pursuant to a Conversion Notice issued under the Convertible Note Deed with Arena Investors LP (ii) To raise funds of \$4,350,000 (before costs) to be used for costs to advance the large-scale pilot plant for the production of lithium chemicals, recommissioning the VSPC lithium-ion battery cathode plant, to fund working capital and for general corporate purposes of the Company. (iii) Issue of second tranche options pursuant to the Convertible Note Deed</p>

---

+ See chapter 19 for defined terms.

6a	<p>Is the entity an <sup>+</sup>eligible entity that has obtained security holder approval under rule 7.1A?</p> <p>If Yes, complete sections 6b – 6h <i>in relation to the <sup>+</sup>securities the subject of this Appendix 3B</i>, and comply with section 6i</p>	<p>Yes</p>
6b	The date the security holder resolution under rule 7.1A was passed	<p>30 November 2017</p>
6c	Number of <sup>+</sup> securities issued without security holder approval under rule 7.1	
6d	Number of <sup>+</sup> securities issued with security holder approval under rule 7.1A	
6e	Number of <sup>+</sup> securities issued with security holder approval under rule 7.3, or another specific security holder approval (specify date of meeting)	<p>(i) 1,539,263 (ii) 5,000,000 (iii) 15,167,602 (i) – (iii) issued pursuant to approval gained at the General Meeting held 30 April 2018</p>
6f	Number of <sup>+</sup> securities issued under an exception in rule 7.2	
6g	<p>If <sup>+</sup>securities issued under rule 7.1A, was issue price at least 75% of 15 day VWAP as calculated under rule 7.1A.3? Include the <sup>+</sup>issue date and both values. Include the source of the VWAP calculation.</p>	
6h	If <sup>+</sup> securities were issued under rule 7.1A for non-cash consideration, state date on which valuation of consideration was released to ASX Market Announcements	

<sup>+</sup> See chapter 19 for defined terms.

6i	Calculate the entity's remaining issue capacity under rule 7.1 and rule 7.1A – complete Annexure 1 and release to ASX Market Announcements	Rule 7.1 – 62,497,546 Rule 7.1A – 19,998,641	
7	+Issue dates Note: The issue date may be prescribed by ASX (refer to the definition of issue date in rule 19.12). For example, the issue date for a pro rata entitlement issue must comply with the applicable timetable in Appendix 7A.  Cross reference: item 33 of Appendix 3B.	(i) – (iii) 23 May 2018	
8	Number and +class of all +securities quoted on ASX ( <i>including</i> the +securities in section 2 if applicable)	Number 419,459,576 168,416,918	+Class Fully paid ordinary shares Partly paid contributing shares paid to \$0.0001 each (\$0.2499 unpaid)

+ See chapter 19 for defined terms.

		Number	+Class
9	Number and +class of all +securities not quoted on ASX (including the +securities in section 2 if applicable)	4,316,666	\$0.15 options exercisable on or before 1 July 2019
		7,875,000	\$0.20 options exercisable on or before 1 July 2019
		9,200,000	\$0.30 options exercisable on or before 1 July 2019
		10,340,000	Performance Rights as approved by shareholders on 15 July 2015
		15,000,000	Performance Rights as approved by shareholders on 30 November 2016
		7,400,000	Convertible notes
		8,484,849	\$0.1938 options exercisable on or before 1 May 2021
		15,167,602	\$0.1756 options exercisable on or before 23 May 2021
		7,200,000	Performance Rights as approved by shareholders on at the Company's General Meeting on 30 April 2018

10 Dividend policy (in the case of a trust, distribution policy) on the increased capital (interests)	N/A
---	-----

**Part 2 - Pro rata issue**

11 Is security holder approval required?	
--	--

12 Is the issue renounceable or non-renounceable?	
---	--

13 Ratio in which the +securities will be offered	
---	--

+ See chapter 19 for defined terms.

- |    |  |  |
|----|--|--|
| 14 | +Class of +securities to which the offer relates   |  |
| 15 | +Record date to determine entitlements   |  |
| 16 | Will holdings on different registers (or subregisters) be aggregated for calculating entitlements?   |  |
| 17 | Policy for deciding entitlements in relation to fractions  |  |
| 18 | Names of countries in which the entity has security holders who will not be sent new offer documents<br><br>Note: Security holders must be told how their entitlements are to be dealt with.<br><br>Cross reference: rule 7.7. |  |
| 19 | Closing date for receipt of acceptances or renunciations   |  |
| 20 | Names of any underwriters  |  |
| 21 | Amount of any underwriting fee or commission   |  |
| 22 | Names of any brokers to the issue  |  |
| 23 | Fee or commission payable to the broker to the issue   |  |
| 24 | Amount of any handling fee payable to brokers who lodge acceptances or renunciations on behalf of security holders   |  |
| 25 | If the issue is contingent on security holders' approval, the date of the meeting  |  |

---

+ See chapter 19 for defined terms.

26	Date entitlement and acceptance form and offer documents will be sent to persons entitled	
27	If the entity has issued options, and the terms entitle option holders to participate on exercise, the date on which notices will be sent to option holders	
28	Date rights trading will begin (if applicable)	
29	Date rights trading will end (if applicable)	
30	How do security holders sell their entitlements <i>in full</i> through a broker?	
31	How do security holders sell <i>part</i> of their entitlements through a broker and accept for the balance?	
32	How do security holders dispose of their entitlements (except by sale through a broker)?	
33	+Issue date	

### Part 3 - Quotation of securities

You need only complete this section if you are applying for quotation of securities

34 Type of +securities  
(tick one)

(a)  +Securities described in Part 1 - (i) and (ii)

(b)  All other +securities

Example: restricted securities at the end of the escrowed period, partly paid securities that become fully paid, employee incentive share securities when restriction ends, securities issued on expiry or conversion of convertible securities

---

+ See chapter 19 for defined terms.



**Entities that have ticked box 34(a)**

*Additional securities forming a new class of securities*

*Tick to indicate you are providing the information or documents*

- 35  If the +securities are +equity securities, the names of the 20 largest holders of the additional +securities, and the number and percentage of additional +securities held by those holders
- 36  If the +securities are +equity securities, a distribution schedule of the additional +securities setting out the number of holders in the categories  
1 - 1,000  
1,001 - 5,000  
5,001 - 10,000  
10,001 - 100,000  
100,001 and over
- 37  A copy of any trust deed for the additional +securities

**Entities that have ticked box 34(b)**

- 38 Number of +securities for which +quotation is sought
- 39 +Class of +securities for which quotation is sought

---

+ See chapter 19 for defined terms.

40 Do the <sup>+</sup>securities rank equally in all respects from the <sup>+</sup>issue date with an existing <sup>+</sup>class of quoted <sup>+</sup>securities?

If the additional <sup>+</sup>securities do not rank equally, please state:

- the date from which they do
- the extent to which they participate for the next dividend, (in the case of a trust, distribution) or interest payment
- the extent to which they do not rank equally, other than in relation to the next dividend, distribution or interest payment

41 Reason for request for quotation now

Example: In the case of restricted securities, end of restriction period (if issued upon conversion of another <sup>+</sup>security, clearly identify that other <sup>+</sup>security)

42 Number and <sup>+</sup>class of all <sup>+</sup>securities quoted on ASX (including the <sup>+</sup>securities in clause 38)

Number	<sup>+</sup> Class

<sup>+</sup> See chapter 19 for defined terms.

### Quotation agreement

- 1 +Quotation of our additional +securities is in ASX's absolute discretion. ASX may quote the +securities on any conditions it decides.
- 2 We warrant the following to ASX.
  - The issue of the +securities to be quoted complies with the law and is not for an illegal purpose.
  - There is no reason why those +securities should not be granted +quotation.
  - An offer of the +securities for sale within 12 months after their issue will not require disclosure under section 707(3) or section 1012C(6) of the Corporations Act.

Note: An entity may need to obtain appropriate warranties from subscribers for the securities in order to be able to give this warranty
  - Section 724 or section 1016E of the Corporations Act does not apply to any applications received by us in relation to any +securities to be quoted and that no-one has any right to return any +securities to be quoted under sections 737, 738 or 1016F of the Corporations Act at the time that we request that the +securities be quoted.
  - If we are a trust, we warrant that no person has the right to return the +securities to be quoted under section 1019B of the Corporations Act at the time that we request that the +securities be quoted.
- 3 We will indemnify ASX to the fullest extent permitted by law in respect of any claim, action or expense arising from or connected with any breach of the warranties in this agreement.
- 4 We give ASX the information and documents required by this form. If any information or document is not available now, we will give it to ASX before +quotation of the +securities begins. We acknowledge that ASX is relying on the information and documents. We warrant that they are (will be) true and complete.

Sign here: "Barry Woodhouse"  
Company Secretary

Date: 25 May 2018

Print name: Barry Woodhouse

---

+ See chapter 19 for defined terms.

**Appendix 3B – Annexure 1**

**Calculation of placement capacity under rule 7.1 and rule 7.1A for eligible entities**

Introduced 01/08/12 Amended 04/03/13

Part 1

<b>Rule 7.1 – Issues exceeding 15% of capital</b>	
<b><i>Step 1: Calculate “A”, the base figure from which the placement capacity is calculated</i></b>	
<b><i>Insert</i></b> number of fully paid +ordinary securities on issue 12 months before the +issue date or date of agreement to issue	282,602,297
<b><i>Add</i></b> the following: <ul style="list-style-type: none"> <li>• Number of fully paid +ordinary securities issued in that 12 month period under an exception in rule 7.2</li> <li>• Number of fully paid +ordinary securities issued in that 12 month period with shareholder approval</li> <li>• Number of partly paid +ordinary securities that became fully paid in that 12 month period</li> </ul>	<div style="margin-bottom: 10px;">4,389,293</div> <div>130,763,070</div>
<b><i>Note:</i></b> <ul style="list-style-type: none"> <li>• <i>Include only ordinary securities here – other classes of equity securities cannot be added</i></li> <li>• <i>Include here (if applicable) the securities the subject of the Appendix 3B to which this form is annexed</i></li> <li>• <i>It may be useful to set out issues of securities on different dates as separate line items</i></li> </ul>	
<b><i>Subtract</i></b> the number of fully paid +ordinary securities cancelled during that 12 month period	Nil
<b>“A”</b>	417,754,660

---

+ See chapter 19 for defined terms.

<b>Step 2: Calculate 15% of "A"</b>	
<b>"B"</b>	0.15 <i>[Note: this value cannot be changed]</i>
<b>Multiply "A" by 0.15</b>	62,663,199
<b>Step 3: Calculate "C", the amount of placement capacity under rule 7.1 that has already been used</b>	
<p><b>Insert</b> number of <sup>+</sup>equity securities issued or agreed to be issued in that 12 month period <i>not counting</i> those issued:</p> <ul style="list-style-type: none"> <li>• Under an exception in rule 7.2</li> <li>• Under rule 7.1A</li> <li>• With security holder approval under rule 7.1 or rule 7.4</li> </ul> <p><i>Note:</i></p> <ul style="list-style-type: none"> <li>• <i>This applies to equity securities, unless specifically excluded – not just ordinary securities</i></li> <li>• <i>Include here (if applicable) the securities the subject of the Appendix 3B to which this form is annexed</i></li> <li>• <i>It may be useful to set out issues of securities on different dates as separate line items</i></li> </ul>	165,653
<b>"C"</b>	165,653
<b>Step 4: Subtract "C" from ["A" x "B"] to calculate remaining placement capacity under rule 7.1</b>	
<p>"A" x 0.15</p> <p><i>Note: number must be same as shown in Step 2</i></p>	62,663,199
<p><b>Subtract "C"</b></p> <p><i>Note: number must be same as shown in Step 3</i></p>	165,653
<b>Total ["A" x 0.15] – "C"</b>	62,497,546

<sup>+</sup> See chapter 19 for defined terms.

Part 2

<b>Rule 7.1A – Additional placement capacity for eligible entities</b>	
<b>Step 1: Calculate “A”, the base figure from which the placement capacity is calculated</b>	
<b>“A”</b> <i>Note: number must be same as shown in Step 1 of Part 1</i>	417,754,660
<b>Step 2: Calculate 10% of “A”</b>	
<b>“D”</b>	0.10 <i>Note: this value cannot be changed</i>
<b>Multiply “A” by 0.10</b>	41,775,466
<b>Step 3: Calculate “E”, the amount of placement capacity under rule 7.1A that has already been used</b>	
<p><b>Insert</b> number of <sup>+</sup>equity securities issued or agreed to be issued in that 12 month period under rule 7.1A</p> <p><i>Notes:</i></p> <ul style="list-style-type: none"> <li>• <i>This applies to equity securities – not just ordinary securities</i></li> <li>• <i>Include here – if applicable – the securities the subject of the Appendix 3B to which this form is annexed</i></li> <li>• <i>Do not include equity securities issued under rule 7.1 (they must be dealt with in Part 1), or for which specific security holder approval has been obtained</i></li> <li>• <i>It may be useful to set out issues of securities on different dates as separate line items</i></li> </ul>	21,776,825
<b>“E”</b>	19,998,641

+ See chapter 19 for defined terms.

<b>Step 4: Subtract "E" from ["A" x "D"] to calculate remaining placement capacity under rule 7.1A</b>	
<b>"A" x 0.10</b> <i>Note: number must be same as shown in Step 2</i>	41,622,288
<b>Subtract "E"</b> <i>Note: number must be same as shown in Step 3</i>	21,776,825
<b>Total ["A" x 0.10] – "E"</b>	19,845,463 <i>Note: this is the remaining placement capacity under rule 7.1A</i>

+ See chapter 19 for defined terms.