

# Notice of Extraordinary General Meeting and Explanatory Memorandum

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Lithium Consolidated Limited ACN 612 008 358

Date of Meeting: 10 September 2019

Time of Meeting: 10.00am (Brisbane time)

Place of Meeting: Level 7 Waterfront Place 1 Eagle Street Brisbane QLD 4000

This is an important document and requires your attention

If you are in any doubt about how to deal with this document, please consult your legal, financial or other professional advisor.

# Notice of Extraordinary General Meeting

Notice is given that an Extraordinary General Meeting of Shareholders of Lithium Consolidated Limited ACN 612 008 358 (**Company**) will be held at Level 7 Waterfront Place 1 Eagle Street Brisbane QLD 4000 on 10 September 2019 at 10.00am (Brisbane time).

Terms used in this Notice of Meeting are defined in Section 3 “Interpretation” of the accompanying Explanatory Memorandum.

## AGENDA

### ORDINARY BUSINESS

#### **Resolution 1 – Issue of Additional Shares and Additional Attaching Options under Listing Rule 7.1**

To consider and, if though fit, pass the following Resolution with or without amendment, as an Ordinary Resolution:

“That, in accordance with Listing Rule 7.1, and for all other purposes, the Company be authorised to issue:

- up to 40,000,000 fully paid ordinary shares in the Company (**Additional Shares**); and
- up to 40,000,000 options to subscribe for fully paid ordinary shares in the Company exercisable at \$0.05 each, expiring on 30 September 2020 and otherwise on the terms and conditions set out in the Explanatory Memorandum (**Additional Attaching Options**),

on the terms and conditions contained in this Notice of Meeting and the **attached** Explanatory Memorandum.”

#### **Voting Exclusion Statement**

The Company will disregard any votes cast in favour of Resolution 1 by or on behalf of:

- (a) a person who is expected to participate in, or who will obtain a material benefit as a result of, the proposed issue (except a benefit solely by reason of being a holder of ordinary securities in the Company); and
- (b) any associate of such a person.

However the Company need not disregard a vote if:

- (a) it is cast by a person as proxy for a person who is entitled to vote, in accordance with the directions on the proxy form; or
- (b) it is cast by the person chairing the Meeting as proxy for a person who is entitled to vote, in accordance with the direction on the proxy form to vote as the proxy decides.

#### **Resolution 2 – Issue of Management Options under Listing Rule 7.1**

To consider and, if though fit, pass the following Resolution with or without amendment, as an Ordinary Resolution:

“That, in accordance with Listing Rule 7.1, and for all other purposes, the Company be authorised to issue up to 10,000,000 options to subscribe for fully paid ordinary shares in the Company exercisable at \$0.05 each, expiring on 30 September 2020 and otherwise on the terms and conditions set out in the Explanatory Memorandum (**Management Options**).”

#### **Voting Exclusion Statement**

The Company will disregard any votes cast in favour of Resolution 2 by or on behalf of:

- (a) Southern Cross Financial Pty Ltd
- (b) Harbury Advisors Pty Ltd; and

## Notice of Extraordinary General Meeting

(c) any associate of Southern Cross Financial Pty Ltd and Harbury Advisors Pty Ltd.

However the Company need not disregard a vote if:

- (c) it is cast by a person as proxy for a person who is entitled to vote, in accordance with the directions on the proxy form; or
- (d) it is cast by the person chairing the Meeting as proxy for a person who is entitled to vote, in accordance with the direction on the proxy form to vote as the proxy decides.

### **Voting Intentions of the Chairman**

Shareholders should be aware that any undirected proxies given to the Chairman will be cast by the Chairman and counted in favour of the Resolutions the subject of this Meeting, subject to compliance with the Corporations Act. In exceptional circumstances, the Chairman of the Meeting may change his/her voting intention on any Resolution, in which case an ASX announcement will be made. Further details, in relation to the ability of the Chairman to vote on undirected proxies are set out in the accompanying proxy form.

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### **GENERAL BUSINESS**

To consider any other business as may be lawfully put forward in accordance with the Constitution of the Company.

By order of the Board

Duncan Cornish  
Company Secretary  
6 August 2019

# Explanatory Memorandum

## Introduction

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This Explanatory Memorandum is provided to Shareholders of Lithium Consolidated Limited ACN 612 008 358 (**Company**) to explain the resolutions to be put to Shareholders at the Extraordinary General Meeting to be held at Level 7 Waterfront Place 1 Eagle Street Brisbane QLD 4000 on 10 September 2019 commencing at 10.00am (Brisbane time).

The Directors recommend Shareholders read the accompanying Notice of Meeting and this Explanatory Memorandum in full before making any decision in relation to the resolutions.

Terms used in this Explanatory Memorandum are defined in Section 3 "Interpretation".

## 1. Resolution 1 - Issue of Additional Shares and Additional Attaching Options under Listing Rule 7.1

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### 1.1 Introduction

On 30 July 2019 the Company announced the undertaking of a capital raising, consisting of:

- a non-renounceable rights issue of 1 New Share for every 4 Shares held at an issue price of \$0.05 per New Share, to raise approximately \$1,179,026 (before Offer costs) with 1 free Attaching Option for every New Share allotted, exercisable at \$0.05 on or before 30 September 2020 (**Entitlement Offer**); and
- an additional offer of up to 40,000,000 New Shares (**Additional Shares**), on the same terms as the Entitlement Offer, including the issue of free 1 for 1 Attaching Options (**Additional Attaching Options**), to raise approximately \$2,000,000 (before Offer costs), to any participants in the Entitlement Offer subscribing for additional shares and to other investors identified by the Company and the lead manager (**Additional Offer**),

(together, the **Offers**).

The Company currently intends to apply for quotation of the New Shares on the official list of the ASX.

Shareholders are referred to the prospectus issued by the Company on 30 July 2019 (**Prospectus**) for further information regarding the Offers.

Resolution 1 seeks approval to issue up to 40,000,000 Additional Shares and 40,000,000 Additional Attaching Options under the Additional Offer.

### 1.2 Listing Rule 7.1 - Issues exceeding 15% of capital

In accordance with Listing Rule 7.1, Shareholder approval is sought to issue and allot the Additional Shares and Additional Attaching Options to participants in the Entitlement Offer who subscribe for additional shares, and to investors identified by the Company and the Lead Manager (as defined below).

Listing Rule 7.1 prohibits a company, except in certain cases, from issuing new equity securities equivalent in number to more than 15% of its capital in any 12 month period without the prior approval of its shareholders. Under Listing Rule 7.1A, shareholders can give prior approval (by special resolution at an annual general meeting) to the issue of securities equivalent to an additional 10% of its capital over a 12 month period. Shareholders gave their approval for the issue of additional shares under Listing Rule 7.1A at the last annual general meeting of the Company held on 28 November 2018.

Equity securities issued with shareholder approval under Listing Rules 7.1 do not count towards the 15% limit under Listing Rule 7.1 or the 10% limit under Listing Rule 7.1A.

Further, under Exception 4 in Listing Rule 7.2 an issue of equity securities on the conversion of convertible securities does not count towards the 15% Capacity provided that the Company complied with the Listing Rules when it issued the convertible securities (or issued the convertible securities before it was listed).

## Explanatory Memorandum

The Additional Shares and Additional Attaching Options are Equity Securities under the Listing Rules. Therefore the Company is seeking Shareholder approval in accordance with Listing Rule 7.1 to issue the Additional Shares and Additional Attaching Options, so that the Additional Shares and Additional Attaching Options and any Equity Securities issued upon conversion, or any Equity Securities issued upon the exercise of the Additional Attaching Options, do not count towards the Company's 15% Capacity.

If Resolution 1 is approved it will allow the Company to issue the Additional Shares, and Additional Attaching Options, without needing to resort to the Company's 15% issue capacity under Listing Rule 7.1 and 10% capacity under Listing Rule 7.1A.

If Resolution 1 is not passed, the Company will be limited to its current placement capacity when issuing the Additional Shares or any shares on the exercise of the Additional Attaching Options, noting that the Company may not have sufficient capacity under Listing Rule 7.1 and 7.1A to do so depending on the quantum of the Additional Offer and that this will leave the Company with less capacity to undertake further raisings in the future without obtaining additional shareholder approval.

### 1.3 Information for Listing Rule 7.3

For the purposes of ASX Listing Rule 7.3, the Company provides the following information:

Listing Rule		Information
7.3.1:	Maximum number of Securities to be issued	The Company will issue up to 40,000,000 Additional Shares and 40,000,000 Additional Attaching Options, depending on the number of applications received for the Additional Offer. The Company currently has on issue 94,322,122 Shares, 4,000,000 Options and 5,700,000 Performance Rights. Upon the issue of the Additional Shares and Additional Attaching options (assuming the Entitlement Offer and Additional Offer are fully subscribed, but excluding the Management Options the subject of Resolution 2), the Company will have 157,902,653 Shares, 67,580,531 Options and 5,700,000 Performance Rights on issue.
7.3.2:	Date by which the Company will issue the Securities	The Additional Shares and Additional Attaching Options will be issued within three months of the date of this Meeting.
7.3.3:	Issue price of Equity Securities	The issue price of the Additional Shares will be \$0.05, being the same issue price as the Shares issued under the Entitlement Offer. The Additional Attaching Options will be issued with no issue price.
7.3.4:	Allottees of Equity Securities	The Additional Shares will be issued to participants in the Entitlement Offer who subscribe for additional shares over and above their entitlement, and to investors identified by the directors and the Lead Managers. The Additional Attaching Options will be issued to participants in the Additional Offer, on the basis of one free Additional Attaching Option for every one Additional Share applied for, who will be unrelated parties.
7.3.5:	Terms of the Equity Securities	The Additional Shares shall rank pari passu with all other existing Shares on issue in the Company Any Shares issued upon the exercise of the Additional Attaching Option shall rank pari passu with all other existing Shares on issue in the Company.

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Listing Rule		Information
7.3.6:	Use of funds raised	The total funds that will be raised from the issue of the Additional Shares will be used for: <ol style="list-style-type: none"><li>1. Funding the Company's exploration on its Western Australia, Mozambique, Zimbabwe projects for the next 6-12 months;</li><li>2. paying for the costs of the Offers;</li><li>3. funding ongoing corporate and administration costs; and</li><li>4. general working capital.</li></ol>
7.6.7:	Dates of allotment	The Additional Shares and Additional Attaching Option will be allotted 10 September 2019.
7.6.8:	Voting Exclusion Statement	A voting exclusion statement is included in the Notice of Meeting.

## 1.4 Director Recommendation

The Board recommends that Shareholders vote in favour of this Ordinary Resolution.

## 2. Resolution 2 - Issue of Management Options under Listing Rule 7.1

### 2.1 Introduction

As disclosed in the Prospectus, the Company has appointed Southern Cross Financial Pty Ltd and Harbury Advisors Pty Ltd (**Lead Managers**) to act as lead managers for the Additional Offer, under engagement agreements (**Engagement Agreements**). Under the Engagement Agreements, the Company has agreed to pay the Lead Managers:

- a \$12,500 (plus GST) retainer fee;
- a selling fee of 7% of the funds raised by the respective Lead Manager under the Additional Offer and the placement of any shortfall from the Entitlement Offer (**Management Fee**); and
- 500,000 Options, on the same terms as the Attaching Options, for every \$100,000 raised by the respective Lead Manager (**Management Options**) to be issued to the Lead Manager and/or their nominees.

The Company will assign each Lead Manager a total of up to \$1,000,000 in equity capital to be raised under the Offers, and the Management Fee and number of Management Options each Lead Manager is entitled to will depend on how much of this they ultimately raise. As such, the maximum the Lead Managers will be entitled to between them is a Management Fee of \$140,000 and 10,000,000 Management Options<sup>1</sup> if the full \$2,000,000 is raised. The Management Fee shall only be payable, and the Management Options issued, by the Company in the event that the Offers proceed.

The Management Options are Equity Securities under the Listing Rules. Therefore the Company is seeking Shareholder approval in accordance with Listing Rule 7.1 to issue the Management Options, so that the Management Options and any Equity Securities issued upon conversion, or any Equity Securities issued upon the exercise of the Management Options, do not count towards the Company's 15% Capacity.

If Resolution 2 is approved it will allow the Company to issue the Management Options, and shares on the exercise of the Management Options, without needing to resort to the Company's 15% issue capacity under Listing Rule 7.1.

If Resolution 2 is not passed, the Company will be limited to its current placement capacity when issuing any shares on the exercise of the Management Options, noting that the Company may not have

<sup>1</sup> In the event that the entire Entitlement Offer were to be a Shortfall, and this were placed by the Lead Managers, they would be entitled to approximately an additional 5,895,132 Management Options. The Company is not seeking approval for these additional Management Options, and if required would issue these under its existing placement capacity.

## Explanatory Memorandum

sufficient capacity under Listing Rule 7.1 and 7.1A to do so depending on the quantum of the Additional Offer and the number of Management Options ultimately issued, and this would leave the Company with less capacity to undertake further raisings in the future without obtaining additional shareholder approval.

### 2.2 Information for Listing Rule 7.3

For the purposes of ASX Listing Rule 7.3, the Company provides the following information:

Listing Rule		Information
7.3.1:	Maximum number of Securities to be issued	The exact number of Management Options that will be issued will depend on the funds raised by the Lead Manager under the Additional Offer. The Company will issue up to a maximum of 10,000,000 Management Options, depending on the number of applications received for the Additional Offer, and how many of these are sourced by the Lead Manager.
7.3.2:	Date by which the Company will issue the Securities	The Management Options will be issued within three months of the date of this Meeting.
7.3.3:	Issue price of Equity Securities	There is no issue price for the Management Options.
7.3.4:	Allottees of Equity Securities	The Management Options will be issued to the Lead Managers and/or their nominees.
7.3.5:	Terms of the Equity Securities	Any Shares issued upon the exercise of the Management Options shall rank pari passu with all other existing Shares on issue in the Company.
7.3.6:	Use of funds raised	No funds will be raised under the issue of the Management Options.
7.6.7:	Dates of allotment	The Management Options will be allotted 10 September 2019.
7.6.8:	Voting Exclusion Statement	A voting exclusion statement is included in the Notice of Meeting.

### 2.3 Director Recommendation

The Board recommends that Shareholders vote in favour of this Ordinary Resolution.

# Explanatory Memorandum

## 3. Interpretation

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**Extraordinary General Meeting or Meeting** means the Extraordinary General Meeting of the Company to be held on 10 September 2019.

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

**ASX** means the ASX Limited ACN 008 624 691.

**Board** means the board of directors of the Company.

**Company** means Lithium Consolidated Limited ACN 612 008 358.

**Constitution** means the constitution of the Company, as amended from time to time.

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

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

**Engagement Agreements** has the meaning given to that term in section 2.1.

**Equity Securities** has the meaning give to that term in the Listing Rules.

**Explanatory Memorandum** means the explanatory statement accompanying this Notice.

**Lead Managers** has the meaning given to that term in section 2.1.

**Listing Rules** means the listing rules of the ASX.

**Market Price** has the meaning given to that term in the Listing Rules.

**New Share** means shares being offered under the Entitlement Offer and the Additional Offer.

**Notice of Meeting or Notice** means this notice of meeting.

**Options** means an option to subscribe for a Share in the Company.

**Ordinary Resolution** means a resolution passed by more than 50% of the votes cast by members entitled to vote on the Resolution.

**Resolution** means a resolution to be proposed at the Meeting.

**Shares** means ordinary fully paid shares in the issued capital of the Company

**Shareholder** means a holder of Shares.

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Any inquiries in relation to the Resolutions or the Explanatory Memorandum should be directed to Duncan Cornish:

**Phone:** +61 7 3212 6299

**Email:** [info@lithiumconsolidated.com](mailto:info@lithiumconsolidated.com)

# Explanatory Memorandum

## Schedule 1 – Summary of Option Terms

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The terms and conditions applying to the Additional Attaching Options and the Management Options (referred to in this Schedule as the 'Options') are as follows:

- (a) **Entitlement:** Each Attaching Option entitles the holder to subscribe for one Share upon exercise of the Option.
- (b) **Expiry Date:** 30 September 2020.
- (c) **Exercise Price:** The price for exercise of each Attaching Option is \$0.05 per Option.
- (d) **Notice of Exercise:** The Attaching Options may be exercised wholly or in part by delivering a notice of exercise, and payment of the exercise price for each option, to the Company prior to the Expiry Date.
- (e) **Expiry:** The Attaching Options will, except to the extent earlier exercised, lapse on the Expiry Date.
- (f) **Issue of Shares:** Upon a valid exercise of the Attaching Options the Company will issue Shares ranking pari passu with the then issued Shares. The Company shall apply for listing of the resultant Shares issued upon exercise of any Attaching Option on the ASX. The Attaching Options will not be listed on the ASX.
- (g) **Dividends:** The Attaching Option holders do not participate in any dividends unless the Attaching Options are exercised and the resultant Shares of the Company are issued prior to the record date to determine entitlement to dividends.
- (h) **Reconstruction:** In the event of any reconstruction (including consolidation, subdivision, reduction or return) of the issued capital of the Company:
  - (1) The number of Attaching Options, the Exercise Price of the Options, or both will be reconstructed (as appropriate) in a manner consistent with the Listing Rules as applicable at the time of reconstruction, but with the intention that such reconstruction will; not result in any benefits being conferred on the holders of the Attaching Options which are not conferred on shareholders of the Company: and
  - (2) Subject to the provisions with respect to round of entitlements as sanctioned by a meeting of shareholders of the Company approving a reconstruction of capital, in all other respects the terms for the exercise of the Attaching Options will remain unchanged;
- (i) **Pro rata issue:** If there is a pro rata issue (except a bonus issue), the Exercise Price of the Option may be reduced according to the following formula.

$$O^n = O - \frac{E [P - (S + D)]}{N + 1}$$

$$N + 1$$

Where:

$O^n$  = the new exercise price of the Attaching Option;

$O$  = the old exercise price of the Attaching Option;

$E$  = the number of underlying securities into which one Attaching Option is exercisable;

## Explanatory Memorandum

P = the volume weighted average market price per security of the underlying securities during the 5 trading days ending on the day before the ex right date or the ex entitlements date;

S = the subscription price for a security under the pro rata issue;

D = dividend due but not yet paid on the existing underlying securities (except those to be issued under the pro rata issue);

N = the number of securities with rights or entitlement that must be held to receive a right to one new security.

- (j) **Bonus Issue:** If there is a bonus issue to the holder of Shares, the number of Shares over which the Attaching Option is exercisable may be increased by the number of Shares which the option holder would have received if the Attaching Option had been exercised before the record date for the bonus issue.
- (k) **Change of terms:** The terms of the Attaching Options shall only be changed if holders (whose votes are not to be disregarded) of Shares approve of such a change. However, the terms of the Attaching Options shall not be changed to reduce the Exercise Price, increased the number of Options or change and period for exercise of the Attaching Options.

# Proxy, representative and voting entitlement instructions

## PROXIES AND REPRESENTATIVES

Shareholders are entitled to appoint a proxy to attend and vote on their behalf. Where a shareholder is entitled to cast two or more votes at the meeting, they may appoint two proxies. Where more than one proxy is appointed, each proxy may be appointed to represent a specific proportion or number of votes the shareholder may exercise. If the appointment does not specify the proportion or number of votes each proxy may exercise, each proxy may exercise half of the votes. The proxy may, but need not, be a shareholder of the Company.

Shareholders who are a body corporate are able to appoint representatives to attend and vote at the meeting under section 250D of the *Corporations Act*. The proxy form must be signed by the shareholder or his/her attorney duly authorised in writing or, if the shareholder is a corporation, in a manner permitted by the *Corporations Act*.

This proxy form (and the power of attorney or other authority, if any, under which the proxy form is signed) or a copy or facsimile which appears on its face to be an authentic copy of the proxy form (and the power of attorney or other authority) must be **deposited at, posted to, scanned and emailed or sent by facsimile transmission to the address listed below**, not less than 48 hours before the time for holding the meeting, or adjourned meeting as the case may be, at which the individual named in the proxy form proposes to vote.

<b>ONLINE</b> www.linkmarketservices.com.au	<b>BY FAX</b> +61 2 9287 0309
<b>BY MAIL</b> Lithium Consolidated Limited C/- Link Market Services Limited Locked Bag A14 Sydney South NSW 1235 Australia	<b>BY HAND</b> Link Market Services Limited 1A Homebush Bay Drive, Rhodes NSW 2138
	<b>ALL ENQUIRIES TO</b> Telephone: +61 1300 554 474

If a representative of the corporation is to attend the meeting the appropriate "Certificate of Appointment of Corporate Representative" should be produced prior to admission. A form of the certificate may be obtained from the Company.

A proxy form is attached to this Notice.

## VOTING ENTITLEMENT

For the purposes of determining voting entitlements at the Meeting, shares will be taken to be held by the persons who are registered as holding the shares at 7.00pm (Sydney time) on 8 September 2019. Accordingly, transactions registered after that time will be disregarded in determining entitlements to attend and vote at the Meeting.

## SIGNING INSTRUCTIONS

You must sign the proxy form as follows in the spaces provided:

<b>Individual:</b>	Where the holding is in one name, the holder must sign.
<b>Joint Holding:</b>	Where the holding is in more than one name, both holders must sign.
<b>Power of Attorney:</b>	To sign under Power of Attorney, please attach a certified photocopy of the Power of Attorney to this form when you return it.
<b>Companies:</b>	Where the company has a Sole Director who is also the Sole Company Secretary, this form must be signed by that person. If the company (pursuant to section 204A of the <i>Corporations Act 2001</i> ) does not have a Company Secretary, a Sole Director can sign alone. Otherwise this form must be signed by a Director jointly with either another Director or a Company Secretary. Please indicate the office held by signing in the appropriate place.

**LODGE YOUR VOTE**

 **ONLINE**  
www.linkmarketservices.com.au

 **BY MAIL**  
Lithium Consolidated Limited  
C/- Link Market Services Limited  
Locked Bag A14  
Sydney South NSW 1235 Australia

 **BY FAX**  
+61 2 9287 0309

 **BY HAND**  
Link Market Services Limited  
1A Homebush Bay Drive, Rhodes NSW 2138

 **ALL ENQUIRIES TO**  
Telephone: +61 1300 554 474



**X99999999999**

**PROXY FORM**

I/We being a member(s) of Lithium Consolidated Limited and entitled to attend and vote hereby appoint:

**APPOINT A PROXY**

**the Chairman of the Meeting (mark box)**

**OR** if you are **NOT** appointing the Chairman of the Meeting as your proxy, please write the name of the person or body corporate you are appointing as your proxy

**STEP 1**

or failing the person or body corporate named, or if no person or body corporate is named, the Chairman of the Meeting, as my/our proxy to act on my/our behalf (including to vote in accordance with the following directions or, if no directions have been given and to the extent permitted by the law, as the proxy sees fit) at the Extraordinary General Meeting of the Company to be held at **10.00am (AEST) on Tuesday, 10 September 2019 at Level 7, Waterfront Place, 1 Eagle Street, Brisbane QLD 4000** (the **Meeting**) and at any postponement or adjournment of the Meeting.

**The Chairman of the Meeting intends to vote undirected proxies in favour of each item of business.**

**VOTING DIRECTIONS**

**Proxies will only be valid and accepted by the Company if they are signed and received no later than 48 hours before the Meeting. Please read the voting instructions overleaf before marking any boxes with an**

**Resolutions**

- 1 Issue of Additional Shares and Additional Attaching Options under Listing Rule 7.1
- 2 Issue of Management Options under Listing Rule 7.1

For Against Abstain\*

<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

**STEP 2**

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

**SIGNATURE OF SHAREHOLDERS – THIS MUST BE COMPLETED**

Shareholder 1 (Individual)

Joint Shareholder 2 (Individual)

Joint Shareholder 3 (Individual)




Sole Director and Sole Company Secretary

Director/Company Secretary (Delete one)

Director

**STEP 3**

This form should be signed by the shareholder. If a joint holding, all shareholders must sign. If signed by the shareholder's attorney, the power of attorney must have been previously noted by the registry or a certified copy attached to this form. If executed by a company, the form must be executed in accordance with the company's constitution and the *Corporations Act 2001* (Cth).



## HOW TO COMPLETE THIS SHAREHOLDER PROXY FORM

### YOUR NAME AND ADDRESS

This is your name and address as it appears on the Company's share register. If this information is incorrect, please make the correction on the form. Shareholders sponsored by a broker should advise their broker of any changes. **Please note: you cannot change ownership of your shares using this form.**

### APPOINTMENT OF PROXY

If you wish to appoint the Chairman of the Meeting as your proxy, mark the box in Step 1. If you wish to appoint someone other than the Chairman of the Meeting as your proxy, please write the name of that individual or body corporate in Step 1. A proxy need not be a shareholder of the Company.

### DEFAULT TO CHAIRMAN OF THE MEETING

Any directed proxies that are not voted on a poll at the Meeting will default to the Chairman of the Meeting, who is required to vote those proxies as directed. Any undirected proxies that default to the Chairman of the Meeting will be voted according to the instructions set out in this Proxy Form.

### VOTES ON ITEMS OF BUSINESS – PROXY APPOINTMENT

You may direct your proxy how to vote by placing a mark in 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 A SECOND PROXY

You are entitled to appoint up to two persons as proxies to attend the Meeting and vote on a poll. If you wish to appoint a second proxy, an additional Proxy Form may be obtained by telephoning the Company's share registry or you may copy this form and return them both together.

To appoint a second proxy you must:

- (a) on each of the first Proxy Form and the second Proxy Form state the percentage of your voting rights or number of shares applicable to that form. If the appointments do not specify the percentage or number of votes that each proxy may exercise, each proxy may exercise half your votes. Fractions of votes will be disregarded; and
- (b) return both forms together.

### SIGNING INSTRUCTIONS

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

**Individual:** where the holding is in one name, the holder must sign.

**Joint Holding:** where the holding is in more than one name, all shareholders must sign.

**Power of Attorney:** to sign under Power of Attorney, you must lodge the Power of Attorney with the registry. If you have not previously lodged this document for notation, please attach a certified photocopy of the Power of Attorney to this form when you return it.

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

### CORPORATE REPRESENTATIVES

If a representative of the corporation is to attend the Meeting the appropriate "Certificate of Appointment of Corporate Representative" must be produced prior to admission in accordance with the Notice of Meeting. A form of the certificate may be obtained from the Company's share registry or online at [www.linkmarketservices.com.au](http://www.linkmarketservices.com.au).

### LODGEMENT OF A PROXY FORM

This Proxy Form (and any Power of Attorney under which it is signed) must be received at an address given below by **10:00am (AEST) on Sunday, 8 September 2019**, being not later than 48 hours before the commencement of the Meeting. Any Proxy Form received after that time will not be valid for the scheduled Meeting.

Proxy Forms may be lodged using the reply paid envelope or:



#### ONLINE

[www.linkmarketservices.com.au](http://www.linkmarketservices.com.au)

Login to the Link website using the holding details as shown on the Proxy Form. Select 'Voting' and follow the prompts to lodge your vote. To use the online lodgement facility, shareholders will need their "Holder Identifier" (Securityholder Reference Number (SRN) or Holder Identification Number (HIN) as shown on the front of the Proxy Form).



#### BY MAIL

Lithium Consolidated Limited  
C/- Link Market Services Limited  
Locked Bag A14  
Sydney South NSW 1235  
Australia



#### BY FAX

+61 2 9287 0309



#### BY HAND

delivering it to Link Market Services Limited\*  
1A Homebush Bay Drive  
Rhodes NSW 2138

\* During business hours (Monday to Friday, 9:00am–5:00pm)

**IF YOU WOULD LIKE TO ATTEND AND VOTE AT THE EXTRAORDINARY GENERAL MEETING, PLEASE BRING THIS FORM WITH YOU.  
THIS WILL ASSIST IN REGISTERING YOUR ATTENDANCE.**