
LEPIDICO LTD

ACN 008 894 442

NOTICE OF ANNUAL GENERAL MEETING

Notice is given that the Meeting will be held at:

TIME: 10:30am (WST)

DATE: 23 November 2017

PLACE: The Langley Room
Novotel Perth Langley
221 Adelaide Terrace
Perth WA 6000

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

This Notice of Meeting should be read in its entirety. If Shareholders are in doubt as to how they should vote, they should seek advice from their professional advisers prior to voting.

The Directors have determined pursuant to Regulation 7.11.37 of the Corporations Regulations 2001 (Cth) that the persons eligible to vote at the Meeting are those who are registered Shareholders at 4:00pm (WST) on 21 November 2017.

BUSINESS OF THE MEETING

AGENDA

1. FINANCIAL STATEMENTS AND REPORTS

To receive and consider the annual financial report of the Company for the financial year ended 30 June 2017 together with the declaration of the directors, the director's report, the Remuneration Report and the auditor's report.

2. RESOLUTION 1 – ADOPTION OF REMUNERATION REPORT

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

"That, for the purposes of section 250R(2) of the Corporations Act and for all other purposes, approval is given for the adoption of the Remuneration Report as contained in the Company's annual financial report for the financial year ended 30 June 2017."

Note: the vote on this Resolution is advisory only and does not bind the Directors or the Company.

Voting Prohibition Statement:

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

- (a) the voter is appointed as a proxy by writing that specifies the way the proxy is to vote on this Resolution; or
- (b) 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.

3. RESOLUTION 2 – RE-ELECTION OF DIRECTOR – GARY JOHNSON

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

"That, for the purpose of clause 14.2 of the Constitution and for all other purposes, Gary Johnson, a Director, retires by rotation, and being eligible, is re-elected as a Director."

4. RESOLUTION 3 – RATIFICATION OF PRIOR ISSUE – SHARES TO BACCHUS CAPITAL ADVISORS LIMITED

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

"That, for the purposes of ASX Listing Rule 7.4 and for all other purposes, Shareholders ratify the issue of 52,195,175 Shares to Bacchus Capital Advisors Limited on the terms and conditions set out in the Explanatory Statement."

Voting Exclusion: The Company will disregard any votes cast on this Resolution by Bacchus Capital Advisors Limited and any of its 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 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.

5. **RESOLUTION 4 – RATIFICATION OF PRIOR ISSUE – SHARES TO MAXIMUS RESOURCES LIMITED**

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

"That, for the purposes of ASX Listing Rule 7.4 and for all other purposes, Shareholders ratify the issue of 6,333,432 Shares to Maximus Resources Limited on the terms and conditions set out in the Explanatory Statement."

Voting Exclusion: The Company will disregard any votes cast on this Resolution by Maximus Resources Limited and any of its 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 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.

6. **RESOLUTION 5 – RATIFICATION OF PRIOR ISSUE – SHARES TO LYCOPODIUM MINERALS PTY LTD**

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

"That, for the purposes of ASX Listing Rule 7.4 and for all other purposes, Shareholders ratify the issue of 45,000,000 Shares to Lycopodium Minerals Pty Ltd on the terms and conditions set out in the Explanatory Statement."

Voting Exclusion: The Company will disregard any votes cast on this Resolution by Lycopodium Minerals Pty Ltd and any of its 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 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.

7. **RESOLUTION 6 – RATIFICATION OF PRIOR ISSUE – SHARES TO GALAXY RESOURCES LIMITED**

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

"That, for the purposes of ASX Listing Rule 7.4 and for all other purposes, Shareholders ratify the issue of 88,153,104 Shares to Galaxy Resources Limited on the terms and conditions set out in the Explanatory Statement." **Voting Exclusion:** The Company will disregard any votes cast on this Resolution by Galaxy Resources Limited and any of its 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 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.

8. **RESOLUTION 7 – RATIFICATION OF PRIOR ISSUE – SHARES TO GALAXY RESOURCES LIMITED**

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

"That, for the purposes of ASX Listing Rule 7.4 and for all other purposes, Shareholders ratify the issue of 203,597,806 Shares to Galaxy Resources Limited on the terms and conditions set out in the Explanatory Statement."

Voting Exclusion: The Company will disregard any votes cast on this Resolution by Galaxy Resources Limited and any of its 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 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.

9. **RESOLUTION 8 – ISSUE OF OPTIONS TO RELATED PARTY – TOM DUKOVIC**

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

"That, for the purposes of section 195(4) and section 208 of the Corporations Act, ASX Listing Rule 10.11 and for all other purposes, approval is given for the Company to issue 10,000,000 Options to Tom Dukovic (or his nominee) on the terms and conditions set out in the Explanatory Statement."

Voting Exclusion: The Company will disregard any votes cast on this Resolution by Tom Dukovic (or his nominee) and any of their associates (**Resolution 8 Excluded Party**). 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, provided the Chair is not a Resolution 8 Excluded Party, it is cast by the person 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.

Voting Prohibition Statement:

A person appointed as a proxy must not vote, on the basis of that appointment, on this Resolution if:

- (a) the proxy is either:
 - (i) a member of the Key Management Personnel; or
 - (ii) a Closely Related Party of such a member; and
 - (b) the appointment does not specify the way the proxy is to vote on this Resolution.
- Provided the Chair is not a Resolution 8 Excluded Party, the above prohibition does not apply if:
- (a) the proxy is the Chair; and
 - (b) the appointment expressly authorises the Chair to exercise the proxy even though this Resolution is connected directly or indirectly with remuneration of a member of the Key Management Personnel.

10. **RESOLUTION 9 – ISSUE OF OPTIONS TO RELATED PARTY – GARY JOHNSON**

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

"That, for the purposes of section 195(4) and section 208 of the Corporations Act, ASX Listing Rule 10.11 and for all other purposes, approval is given for the Company to issue 7,500,000 Options to Gary Johnson (or his nominee) on the terms and conditions set out in the Explanatory Statement."

Voting Exclusion: The Company will disregard any votes cast on this Resolution by Gary Johnson (or his nominee) and any of their associates (**Resolution 9 Excluded Party**). 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, provided the Chair is not a Resolution 9 Excluded Party, it is cast by the person 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.

Voting Prohibition Statement:

A person appointed as a proxy must not vote, on the basis of that appointment, on this Resolution if:

- (a) the proxy is either:
 - (i) a member of the Key Management Personnel; or
 - (ii) a Closely Related Party of such a member; and
 - (b) the appointment does not specify the way the proxy is to vote on this Resolution.
- Provided the Chair is not a Resolution 9 Excluded Party, the above prohibition does not apply if:
- (a) the proxy is the Chair; and
 - (b) the appointment expressly authorises the Chair to exercise the proxy even though this Resolution is connected directly or indirectly with remuneration of a member of the Key Management Personnel.

11. RESOLUTION 10 – ISSUE OF OPTIONS TO RELATED PARTY – MARK RODDA

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

“That, for the purposes of section 195(4) and section 208 of the Corporations Act, ASX Listing Rule 10.11 and for all other purposes, approval is given for the Company to issue 7,500,000 Options to Mark Rodda (or his nominee) on the terms and conditions set out in the Explanatory Statement.”

Voting Exclusion: The Company will disregard any votes cast on this Resolution by Mark Rodda (or his nominee) and any of their associates (**Resolution 10 Excluded Party**). 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, provided the Chair is not a Resolution 10 Excluded Party, it is cast by the person 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.

Voting Prohibition Statement:

A person appointed as a proxy must not vote, on the basis of that appointment, on this Resolution if:

- (a) the proxy is either:
 - (i) a member of the Key Management Personnel; or
 - (ii) a Closely Related Party of such a member; and
 - (b) the appointment does not specify the way the proxy is to vote on this Resolution.
- Provided the Chair is not a Resolution 10 Excluded Party, the above prohibition does not apply if:
- (a) the proxy is the Chair; and
 - (b) the appointment expressly authorises the Chair to exercise the proxy even though this Resolution is connected directly or indirectly with remuneration of a member of the Key Management Personnel.

12. RESOLUTION 11 – ISSUE OF OPTIONS TO RELATED PARTY – JULIAN WALSH

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

“That, for the purposes of section 195(4) and section 208 of the Corporations Act, ASX Listing Rule 10.11 and for all other purposes, approval is given for

the Company to issue 15,000,000 Options to Julian Walsh (or his nominee) on the terms and conditions set out in the Explanatory Statement."

Voting Exclusion: The Company will disregard any votes cast on this Resolution by Julian Walsh (or his nominee) and any of their associates (**Resolution 11 Excluded Party**). 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, provided the Chair is not a Resolution 11 Excluded Party, it is cast by the person 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.

Voting Prohibition Statement:

A person appointed as a proxy must not vote, on the basis of that appointment, on this Resolution if:

- (a) the proxy is either:
 - (i) a member of the Key Management Personnel; or
 - (ii) a Closely Related Party of such a member; and
 - (b) the appointment does not specify the way the proxy is to vote on this Resolution.
- Provided the Chair is not a Resolution 11 Excluded Party, the above prohibition does not apply if:
- (a) the proxy is the Chair; and
 - (b) the appointment expressly authorises the Chair to exercise the proxy even though this Resolution is connected directly or indirectly with remuneration of a member of the Key Management Personnel.

13. RESOLUTION 12 – APPROVAL OF 10% PLACEMENT CAPACITY

To consider and, if thought fit, to pass the following resolution as a **special resolution**:

"That, for the purposes of Listing Rule 7.1A and for all other purposes, approval is given for the Company to issue up to that number of Equity Securities equal to 10% of the issued capital of the Company at the time of issue, calculated in accordance with the formula prescribed in ASX Listing Rule 7.1A.2 and otherwise on the terms and conditions set out in the Explanatory Statement."

Voting Exclusion: The Company will disregard any votes cast on this Resolution by any person who may participate in the issue of Equity Securities under this Resolution and a person who might obtain a benefit, except a benefit solely in the capacity of a holder of ordinary securities, if the Resolution is passed and any associates of those persons. However, the Company will 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 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.

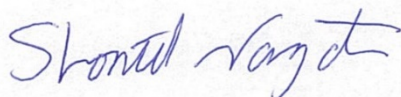
14. RESOLUTION 13 – ELECTION OF LITHIUM AUSTRALIA NOMINEE DIRECTOR – BARRY WOODHOUSE

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

"That, for the purpose of clause 14.3 of the Constitution and for all other purposes, Barry Woodhouse, being eligible and having consented to act, be elected as a director of the Company, on and from the date of the Meeting."

Dated: 20 October 2017

By order of the Board



Company Secretary

Voting in person

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

Voting by proxy

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

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

- each Shareholder has a right to appoint a proxy;
- the proxy need not be a Shareholder of the Company; and
- a Shareholder who is entitled to cast 2 or more votes may appoint 2 proxies and may specify the proportion or number of votes each proxy is appointed to exercise. If the member appoints 2 proxies and the appointment does not specify the proportion or number of the member's votes, then in accordance with section 249X(3) of the Corporations Act, each proxy may exercise one-half of the votes.

Shareholders and their proxies should be aware that changes to the Corporations Act made in 2011 mean that:

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

Should you wish to discuss the matters in this Notice of Meeting please do not hesitate to contact the Company Secretary on +61 8 9363 7800.

EXPLANATORY STATEMENT

This Explanatory Statement has been prepared to provide information which the Directors believe to be material to Shareholders in deciding whether or not to pass the Resolutions.

1. FINANCIAL STATEMENTS AND REPORTS

In accordance with the Constitution, the business of the Meeting will include receipt and consideration of the annual financial report of the Company for the financial year ended 30 June 2017 together with the declaration of the directors, the directors' report, the Remuneration Report and the auditor's report.

The Company will not provide a hard copy of the Company's annual financial report to Shareholders unless specifically requested to do so. The Company's annual financial report is available on its website at www.lepidico.com.

2. RESOLUTION 1 – ADOPTION OF REMUNERATION REPORT

2.1 General

The Corporations Act requires that at a listed company's annual general meeting, a resolution that the remuneration report be adopted must be put to the shareholders. However, such a resolution is advisory only and does not bind the company or the directors of 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 annual financial report of the company for a financial year.

The chair of the meeting must allow a reasonable opportunity for its shareholders to ask questions about or make comments on the remuneration report at the annual general meeting.

2.2 Voting consequences

A company is required to put to its shareholders a resolution proposing the calling of another meeting of shareholders to consider the appointment of directors of the company (**Spill Resolution**) if, at consecutive annual general meetings, at least 25% of the votes cast on a remuneration report resolution are voted against adoption of the remuneration report and at the first of those annual general meetings a Spill Resolution was not put to vote. If required, the Spill Resolution must be put to vote at the second of those annual general meetings.

If more than 50% of votes cast are in favour of the Spill Resolution, the company must convene a shareholder meeting (**Spill Meeting**) within 90 days of the second annual general meeting.

All of the directors of the company who were in office when the directors' report (as included in the company's annual financial report for the most recent financial year) was approved, other than the managing director of the company, will cease to hold office immediately before the end of the Spill Meeting but may stand for re-election at the Spill Meeting.

Following the Spill Meeting those persons whose election or re-election as directors of the company is approved will be the directors of the company.

2.3 Previous voting results

At the Company's previous annual general meeting the votes cast against the remuneration report considered at that annual general meeting were less than 25%. Accordingly, the Spill Resolution is not relevant for this Annual General Meeting.

3. RESOLUTION 2 – RE-ELECTION OF DIRECTOR – GARY JOHNSON

3.1 General

The Constitution sets out the requirements for determining which Directors are to retire by rotation at an annual general meeting. Clause 14.2 of the Constitution states that the Directors to retire at an annual general meeting are those who have been longest in office since their last election.

Gary Johnson, who has served as a director since 9 June 2016, retires by rotation and seeks re-election.

3.2 Qualifications and other material directorships

Mr Johnson has over thirty-five years' experience in the mining industry as a metallurgist, manager, owner, director and managing director during which time Mr Johnson has amassed broad technical, practical and managerial experience in the workings and strategies required to build and lead successful mining companies.

In addition to founding and leading the growth of Lepidico, Mr Johnson is also Managing Director and major shareholder of Strategic Metallurgy Pty Ltd, which specialises in providing metallurgical and strategic consulting solutions to the mining industry.

Prior to 2011 Mr Johnson was Managing Director of Norilsk Nickel Australia, the Australian arm of the world's largest nickel producer. Mr Johnson is also a former Board member of ASX-listed Potash West NL and TSX-listed Hard Creek Nickel Corporation.

In 1998, Mr Johnson's company, Aqueous Metallurgy Pty Ltd, and LionOre International came together to form Western Minerals Technology (WMT) with the principal objective being the further development and commercialisation of Activox®, a process technology for treating sulphide concentrates. Prior to establishing Aqueous Metallurgy Pty Ltd, Mr Johnson was Chief Metallurgist for Dominion Mining Limited, at the time one of the largest gold producers in Australia. Mr Johnson also has extensive uranium experience, having worked with Rossing Uranium Ltd in Namibia and with WMC at Olympic Dam.

Mr Johnson is currently a non-executive director of ASX-listed Antipa Minerals Ltd, TSX-V-listed St George Platinum and Base Metals Ltd, and is a member of the Australasian Institute of Mining and Metallurgy, The Minerals, Metals and Materials Society (TMS) and the Australian Institute of Company Directors.

3.3 Independence

If elected the board does not consider Mr Johnson will be an independent director.

3.4 Board recommendation

The Board supports the re-election of Mr Johnson and recommends that Shareholders vote in favour of Resolution 2.

4. RESOLUTION 3 – RATIFICATION OF PRIOR ISSUE – SHARES TO BACCHUS CAPITAL ADVISORS LIMITED

4.1 Background

As announced on 25 July 2017, the Company agreed to issued Bacchus Capital Advisers Limited (**Bacchus Capital**) 52,195,175 Shares in accordance with the terms of Bacchus Capital's engagement as corporate advisor.

As such, on 5 September 2017, the Company issued the 52,195,175 Shares at a deemed issue price of \$0.0143 per Share (**Bacchus Shares**) in lieu of cash payment for corporate advisory services provided by Bacchus Capital.

4.2 General

Resolution 3 seeks Shareholder ratification pursuant to ASX Listing Rule 7.4 for the issue of those Bacchus Shares (**First Ratification**).

ASX Listing Rule 7.1 provides that a company must not, subject to specified exceptions, issue or agree to issue more equity securities during any 12 month period than that amount which represents 15% of the number of fully paid ordinary securities on issue at the commencement of that 12 month period.

ASX Listing Rule 7.4 sets out an exception to ASX Listing Rule 7.1. It provides that where a company in general meeting ratifies the previous issue of securities made pursuant to ASX Listing Rule 7.1 (and provided that the previous issue did not breach ASX Listing Rule 7.1) those securities will be deemed to have been made with shareholder approval for the purpose of ASX Listing Rule 7.1.

By ratifying this issue, the Company will retain the flexibility to issue equity securities in the future up to the 15% annual placement capacity set out in ASX Listing Rule 7.1 without the requirement to obtain prior Shareholder approval.

4.3 Technical information required by ASX Listing Rule 7.4

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

- (a) 52,195,175 Bacchus Shares were issued;
- (b) the deemed issue price was \$0.0143 per Bacchus Share;
- (c) the Bacchus 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 Bacchus Shares were issued to Bacchus Capital. Bacchus Capital is not a related party of the Company; and
- (e) no funds were raised from this issue of Bacchus Shares rather the Bacchus Shares were issued in lieu of cash payment for corporate advisory services.

5. RESOLUTION 4 – RATIFICATION OF PRIOR ISSUE – SHARES TO MAXIMUS RESOURCES LIMITED

5.1 Background

As announced on 21 August 2017, the Company entered a binding term sheet with Maximus Resources Limited (**Maximus**) pursuant to which the Company can earn a 75% interest (**Interest**) in Maximum's lithium rights in the Spargoville Project, located 70km south of Kalgoorlie in Western Australia (**Term Sheet**). The lithium rights will be known as the Moriarty Lithium Project.

In consideration for the right to earn the Interest the Company has agreed to:

- (a) on execution of the Term Sheet, payment to Maximus of \$80,000 to be satisfied through the issue of Shares in the Company at a 5-day VWAP issue price;
- (b) 6 months after execution of the Term Sheet, payment to Maximus, at the Company's discretion, of \$120,000 to be satisfied through cash or the issue of Shares in the Company at a 5-day VWAP issue price; and
- (c) 12 months after execution of the Term Sheet, payment to Maximus, at the Company's discretion, of \$150,000 to be satisfied through cash or the issue of Shares in the Company at a 5-day VWAP issue price.

5.2 General

On 18 August 2017, the Company issued 6,333,432 Shares (**Maximus Shares**) to Maximus at a deemed issue price of \$0.013 per Maximus Share as the initial consideration for the right to earn the Interest in the Moriarty Lithium Project.

Resolution 4 seeks Shareholder ratification pursuant to ASX Listing Rule 7.4 for the issue of those Maximus Shares (**Second Ratification**).

A summary of ASX Listing Rules 7.1 and 7.4 is set out in Section 4.1 above.

By ratifying this issue, the Company will retain the flexibility to issue equity securities in the future up to the 15% annual placement capacity set out in ASX Listing Rule 7.1 without the requirement to obtain prior Shareholder approval.

5.3 Technical information required by ASX Listing Rule 7.4

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

- (a) 6,333,432 Maximus Shares were issued;
- (b) The deemed issue price was \$0.013 per Maximus Share;
- (c) the Maximus 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 Maximus Shares were issued to Maximus. Maximus is not a related party of the Company; and

- (e) no funds were raised from this issue rather the Maximus Shares were issued as initial consideration for the Company's right to earn the Interest in Moriarty Lithium Project.

6. RESOLUTION 5 – RATIFICATION OF PRIOR ISSUE – SHARES TO LYCOPODIUM MINERALS PTY LTD

6.1 Background

As announced on 3 August 2017, the Company entered into an agreement with Lycopodium Minerals Pty Ltd (**Lycopodium**), a subsidiary of Lycopodium Limited, pursuant to which the Company appointed Lycopodium to provide engineering services for the Company's Phase 1 L-Max Plant Feasibility Study (**Study**).

Pursuant to the terms of the agreement, the Company issued 45,000,000 Shares to Lycopodium subject to escrow restrictions pending completion of the Study. The Shares issued to Lycopodium are also subject to pro-rata buy-back and cancellation provisions in the event the Study is terminated or not completed.

6.2 General

On 2 August 2017, the Company issued 45,000,000 Shares (**Lycopodium Shares**) at a deemed issue price of \$0.013 per Share to Lycopodium in consideration for engineering services provided in relation to the Study.

Resolution 5 seeks Shareholder ratification pursuant to ASX Listing Rule 7.4 for the issue of those Lycopodium Shares (**Third Ratification**).

A summary of ASX Listing Rules 7.1 and 7.4 is set out in Section 4.1 above.

By ratifying this issue, the Company will retain the flexibility to issue equity securities in the future up to the 15% annual placement capacity set out in ASX Listing Rule 7.1 without the requirement to obtain prior Shareholder approval.

6.3 Technical information required by ASX Listing Rule 7.4

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

- (a) 45,000,000 Lycopodium Shares were issued;
- (b) the deemed issue price was \$0.013 per Lycopodium Share;
- (c) the Lycopodium 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 Lycopodium Shares were issued to Lycopodium. Lycopodium is not a related party of the Company; and
- (e) no funds were raised from this issue rather the Lycopodium Shares were issued to Lycopodium in consideration for engineering services to be performed in relation to the Study.

7. RESOLUTIONS 6 AND 7 – RATIFICATION OF PRIOR ISSUE – SHARES TO GALAXY RESOURCES LIMITED

7.1 Background

As announced on 10 October 2017, the Company entered into subscription agreement with Galaxy Resources Limited (**Galaxy**), pursuant to which Galaxy agreed to subscribe for 291,750,910 Shares at an issue price of \$0.01 per Share.

7.2 General

On 12 October 2017, the Company issued 291,750,910 Shares (**Galaxy Shares**) at an issue price of \$0.01 per Share to Galaxy in accordance with the terms of the subscription agreement. 88,153,104 Shares were issued under the Company's ASX Listing Rule 7.1 capacity and 203,597,806 Shares were issued under the Company's ASX Listing Rule 7.1A capacity.

Resolution 6 seeks Shareholder ratification pursuant to ASX Listing Rule 7.4 for the issue of those Galaxy Shares (**Fourth Ratification**).

A summary of ASX Listing Rules 7.1 and 7.4 is set out in Section 4.1 above.

By ratifying this issue, the Company will retain the flexibility to issue equity securities in the future up to the 15% annual placement capacity set out in ASX Listing Rule 7.1 without the requirement to obtain prior Shareholder approval.

7.3 Technical information required by ASX Listing Rule 7.4

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

- (a) 291,750,910 Galaxy Shares were issued. 88,153,104 Shares were issued under the Company's ASX Listing Rule 7.1 capacity and 203,597,806 Shares were issued under the Company's ASX Listing Rule 7.1A capacity;
- (b) the issue price was \$0.01 per Galaxy Share;
- (c) the Galaxy 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 Galaxy Shares were issued to Galaxy. Galaxy is not a related party of the Company; and
- (e) \$2,917,509 was raised from this issue. The funds raised from the issued were used towards the completion of the Feasibility Study for the Phase 1 L-Max® Plant.

8. RESOLUTIONS 8 TO 11 – ISSUE OF OPTIONS TO RELATED PARTIES

8.1 General

The Company has agreed, subject to obtaining Shareholder approval, to issue a total of 40,000,000 Options (**Related Party Options**) to Messrs Tom Dukovcic, Gary Johnson, Mark Rodda and Julian Walsh (**Related Parties**) on the terms and conditions set out below.

For a public company, or an entity that the public company controls, to give a financial benefit to a related party of the public company, the public company or entity must:

- (a) obtain the approval of the public company's members in the manner set out in sections 217 to 227 of the Corporations Act; and
- (b) give the benefit within 15 months following such approval,

unless the giving of the financial benefit falls within an exception set out in sections 210 to 216 of the Corporations Act.

The grant of the Related Party Options constitutes giving a financial benefit and Messrs Tom Dukovcic, Gary Johnson, Mark Rodda and Julian Walsh are related parties of the Company by virtue of being Directors.

In addition, ASX Listing Rule 10.11 also requires shareholder approval to be obtained where an entity issues, or agrees to issue, securities to a related party, or a person whose relationship with the entity or a related party is, in ASX's opinion, such that approval should be obtained unless an exception in ASX Listing Rule 10.12 applies.

It is the view of the Company that the exceptions set out in sections 210 to 216 of the Corporations Act and ASX Listing Rule 10.12 do not apply in the current circumstances. Accordingly, Shareholder approval is sought for the grant of Related Party Options to the Related Parties.

8.2 Shareholder Approval (Chapter 2E of the Corporations Act and Listing Rule 10.11)

Pursuant to and in accordance with the requirements of section 219 of the Corporations Act and ASX Listing Rule 10.13, the following information is provided in relation to the proposed grant of Related Party Options:

- (a) the related parties are Messrs Tom Dukovcic, Gary Johnson, Mark Rodda and Julian Walsh and they are related parties by virtue of being Directors;
- (b) the maximum number of Related Party Options (being the nature of the financial benefit being provided) to be granted to the Related Parties is:
 - (i) 10,000,000 Related Party Options to Mr Dukovcic;
 - (ii) 7,500,000 Related Party Options to Mr Johnson;
 - (iii) 7,500,000 Related Party Options to Mr Rodda; and
 - (iv) 15,000,000 Related Party Options to Mr Walsh;
- (c) the Related Party Options will be granted to the Related Parties no later than 1 month after the date of the Meeting (or such later date as permitted by any ASX waiver or modification of the ASX Listing Rules) and it is anticipated the Related Party Options will be issued on one date;
- (d) the Related Party Options will be granted for nil cash consideration, accordingly no funds will be raised;
- (e) the terms and conditions of the Related Party Options are set out in Schedule 1;

- (f) the value of the Related Party Options and the pricing methodology is set out in Schedule 2;
- (g) the relevant interests of the Related Parties in securities of the Company are set out below:

| Related Party | Shares | Options |
|---------------|------------------------|-------------------------|
| Tom Dukovcic | 3,951,668 ¹ | 21,500,000 ² |
| Gary Johnson | 349,680,293 | 12,500,000 ³ |
| Mark Rodda | Nil | 12,500,000 ⁴ |
| Julian Walsh | 7,500,000 | 52,500,000 ⁵ |

1. Comprising of:
 - (a) 3,885,000 Shares held directly by Mr Dukovcic; and
 - (b) 66,668 Shares held by Tenacity Resources Pty Ltd, an entity associated with Mr Dukovcic.
2. Comprising of:
 - (a) 9,000,000 unlisted Options exercisable at \$0.01 each on or before 31 December 2018; and
 - (b) 12,500,000 unlisted Options exercisable at \$0.025 each on or before 31 December 2019.
3. Options exercisable at \$0.025 each on or before 31 December 2019.
4. Options exercisable at \$0.025 each on or before 31 December 2019.
5. Comprising of:
 - (a) 40,000,000 unlisted Options exercisable at \$0.01815 each on or before 3 August 2018; and
 - (b) 12,500,000 unlisted Options exercisable at \$0.025 each on or before 31 December 2019.

- (h) the remuneration and emoluments from the Company to the Related Parties for the previous financial year and the proposed remuneration and emoluments for the current financial year are set out below:

| Related Party | Current Financial Year (\$) | Previous Financial Year (\$) |
|---------------|-----------------------------|------------------------------|
| Tom Dukovcic | 218,750 | 207,500 |
| Gary Johnson | 87,600 | 89,144 |
| Mark Rodda | 65,700 | 56,014 |
| Julian Walsh | 336,000 | 245,750 |

- (i) if the Related Party Options granted to the Related Parties are exercised, a total of 40,000,000 Shares would be issued. This will increase the number of Shares on issue from 2,139,506,672 to 2,179,506,672 (assuming that no other Options are exercised and no other Shares are issued) with the effect that the shareholding of existing Shareholders would be diluted by an aggregate of 1.87%, comprising 0.47% by the options proposed to be issued to Mr Dukovcic, 0.35% by the options proposed to be issued to Mr Johnson, 0.35% by the options proposed to be issued to Mr Rodda and 0.7% by the options proposed to be issued to Mr Walsh.

The market price for Shares during the term of the Related Party Options would normally determine whether or not the Related Party Options are exercised. If, at any time any of the Related Party Options are exercised and the Shares are trading on ASX at a price that is higher than the exercise price of the Related Party Options, there may be a perceived cost to the Company.

- (j) the trading history of the Shares on ASX in the 12 months before the date of this Notice is set out below:

| | Price | Date |
|---------|-----------|-----------------|
| Highest | 1.6 cents | 20 March 2017 |
| Lowest | 1 cent | 9 January 2017 |
| Last | 1.5 cents | 13 October 2017 |

- (k) the primary purpose of the grant of the Related Party Options to the Related Parties is to provide a performance linked incentive component in the remuneration package for the Related Parties to motivate and reward the performance of the Related Parties in their respective roles as Directors;
- (l) Mr Dukovic declines to make a recommendation to Shareholders in relation to Resolution 8 due to his material personal interest in the outcome of the Resolution on the basis that he is to be granted Related Party Options in the Company should Resolution 8 be passed. However, in respect of Resolutions 9, 10 and 11, Mr Dukovic recommends that Shareholders vote in favour of those Resolutions for the following reasons:
- (i) the grant of Related Party Options to the Related Parties will align the interests of the Related Parties with those of Shareholders;
 - (ii) the grant of the Related Party Options is a reasonable and appropriate method to provide cost effective remuneration as the non-cash form of this benefit will allow the Company to spend a greater proportion of its cash reserves on its operations than it would if alternative cash forms of remuneration were given to the Related Parties; and
 - (iii) it is not considered that there are any significant opportunity costs to the Company or benefits foregone by the Company in granting the Related Party Options upon the terms proposed;
- (m) Mr Johnson declines to make a recommendation to Shareholders in relation to Resolution 9 due to his material personal interest in the outcome of the Resolution on the basis that he is to be granted Related Party Options in the Company should Resolution 9 be passed. However, in respect of Resolutions 8, 10 and 11, Mr Johnson recommends that Shareholders vote in favour of those Resolutions for the reasons set out in paragraph (l);
- (n) Mr Rodda declines to make a recommendation to Shareholders in relation to Resolution 10 due to his material personal interest in the outcome of the Resolution on the basis that he is to be granted Related Party Options in the Company should Resolution 10 be passed. However, in respect of Resolutions 8, 9 and 11, Mr Rodda recommends that

Shareholders vote in favour of those Resolutions for the reasons set out in paragraph (l);

- (o) Mr Walsh declines to make a recommendation to Shareholders in relation to Resolution 11 due to his material personal interest in the outcome of the Resolution on the basis that he is to be granted Related Party Options in the Company should Resolution 11 be passed. However, in respect of Resolutions 8, 9 and 10, Mr Walsh recommends that Shareholders vote in favour of those Resolutions for the reasons set out in paragraph (l);
- (p) in forming their recommendations, each Director considered the experience of each other Related Party, the current market price of Shares, the current market practices when determining the number of Related Party Options to be granted as well as the exercise price and expiry date of those Related Party Options; and
- (q) the Board is not aware of any other information that would be reasonably required by Shareholders to allow them to make a decision whether it is in the best interests of the Company to pass Resolutions 8 to 11.

Approval pursuant to ASX Listing Rule 7.1 is not required in order to issue the Related Party Options to the Related Parties as approval is being obtained under ASX Listing Rule 10.11. Accordingly, the issue of Related Party Options to the Related Parties will not be included in the 15% calculation of the Company's annual placement capacity pursuant to ASX Listing Rule 7.1.

9. RESOLUTION 12 – APPROVAL OF 10% PLACEMENT CAPACITY

9.1 General

ASX Listing Rule 7.1A provides that an Eligible Entity (as defined below) may seek shareholder approval by special resolution passed at an annual general meeting to have the capacity to issue up to that number of Equity Securities (as defined below) equal to 10% of its issued capital (**10% Placement Capacity**) without using that company's existing 15% annual placement capacity granted under ASX Listing Rule 7.1.

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.

As at the date of this Notice, 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 \$34,037,606 (based on the number of Shares on issue and the closing price of Shares on the ASX on 12 October 2017).

An Equity Security is a share, a unit in a trust, a right to a share or unit in a trust or option, an option over an issued or unissued security, a convertible security, or, any security that ASX decides to classify as an equity security.

Any Equity Securities issued under the 10% Placement Capacity must be in the same class as an existing class of quoted Equity Securities.

As at the date of this Notice, the Company currently has one class of quoted Equity Securities on issue, being the Shares (ASX Code: LPD).

If Shareholders approve Resolution 12, 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 exact number of Equity Securities that the Company may issue under an approval under Listing Rule 7.1A will be calculated according to the following formula:

$$(A \times D) - E$$

Where:

- A** is the number of Shares on issue 12 months before the date of issue or agreement:
- (i) plus the number of Shares issued in the previous 12 months under an exception in ASX Listing Rule 7.2;
 - (ii) plus the number of partly paid shares that became fully paid in the previous 12 months;
 - (iii) plus the number of Shares issued in the previous 12 months with approval of holders of Shares under Listing Rules 7.1 and 7.4. This does not include an issue of fully paid ordinary shares under the entity's 15% placement capacity without shareholder approval; and
 - (iv) less the number of Shares cancelled in the previous 12 months.
- D** is 10%.
- E** is the number of Equity Securities issued or agreed to be issued under ASX Listing Rule 7.1A.2 in the 12 months before the date of issue or agreement to issue that are not issued with the approval of holders of Ordinary Securities under ASX Listing Rule 7.1 or 7.4.

Resolution 12 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 12 for it to be passed.

9.2 Technical information required by ASX Listing Rule 7.1A

Pursuant to and in accordance with ASX Listing Rule 7.3A, the information below is provided in relation to this Resolution 12:

(a) Minimum Price

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 ASX 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 ASX trading days of the date in section 9.2(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 Meeting and expiring on the first to occur of the following:

- (i) 12 months after the date of this 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),

(10% Placement Capacity Period).

(c) **Risk of 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 12 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 market price of Shares and the number of Equity Securities on issue as at 12 October 2017.

The table also shows the voting dilution impact where the number of Shares on issue (Variable A in the formula) 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 7.1A2) | Dilution | | | |
|--|-------------------------------------|--|------------------------|--|
| | Issue Price (per Share) | \$0.007 50% decrease in Issue Price | \$0.014 Issue Price | \$0.021 50% increase in Issue Price |
| 2,431,257,582 (Current Variable A) | Shares issued - 10% voting dilution | 243,125,758 Shares | 243,125,758 Shares | 243,125,758 Shares |
| | Funds raised | \$1,701,880 | \$3,403,761 | \$5,105,641 |
| 3,646,886,373 (50% increase in Variable A) | Shares issued - 10% voting dilution | 364,688,637 Shares | 364,688,637 Shares | 364,688,637 Shares |

| Number of Shares on Issue (Variable 'A' in ASX Listing Rule 7.1A2) | Dilution | | | |
|--|-------------------------------------|---|------------------------|---|
| | Issue Price (per Share) | \$0.007 50% decrease in Issue Price | \$0.014 Issue Price | \$0.021 50% increase in Issue Price |
| | Funds raised | \$2,552,820 | \$5,105,641 | \$7,658,461 |
| 4,862,515,164 (100% increase in Variable A) | Shares issued - 10% voting dilution | 486,251,516 Shares | 486,251,516 Shares | 486,251,516 Shares |
| | Funds raised | \$3,403,761 | \$6,807,521 | \$10,021,282 |

*The number of Shares on issue (Variable A in the formula) could increase as a result of the issue of Shares that do not require Shareholder approval (such as under a pro-rata rights issue or scrip issued under a takeover offer) or that are issued with Shareholder approval under Listing Rule 7.1.

The table above uses the following assumptions:

1. There are currently 2,431,257,582 Shares on issue on 12 October 2017.
2. The issue price set out above is the closing price of the Shares on the ASX on 12 October 2017.
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 Meeting that were not issued under an exception in ASX Listing Rule 7.2 or with approval under ASX Listing Rule 7.1.
5. The issue of Equity Securities under the 10% Placement Capacity consists only of Shares. It is assumed that no Options are exercised into Shares before the date of issue of the Equity Securities.
6. 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.
7. This table does not set out any dilution pursuant to approvals under ASX Listing Rule 7.1.
8. 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%.
9. The table does not show an example of dilution that may be caused to a particular Shareholder by reason of placements under the 10% Placement Capacity, based on that Shareholder's holding at the date of the Meeting.

Shareholders should note that there is a risk that:

- (i) the market price for the Company's Shares may be significantly lower on the issue date than on the date of the 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 the acquisition of new resources, assets and investments (including expenses associated with such an acquisition), continued project development and exploration expenditure on the Company's current asset portfolio (funds would then be used for project, feasibility studies and ongoing project administration) and / or for general working capital; or
- (ii) as non-cash consideration for the acquisition of new resources assets and investments including previously announced acquisitions, in such circumstances the Company will provide a valuation of the non-cash consideration as required by listing Rule 7.1A.3.

The Company will comply with the disclosure obligations under Listing Rules 7.1A(4) and 3.10.5A upon issue of any Equity Securities.

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

The recipients of the Equity Securities to be issued under the 10% Placement Capacity have not yet been determined. However, the recipients 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 recipients 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 circumstances of the Company, including, but not limited to, the financial position and solvency of the Company;
- (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 recipients 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 previously obtained approval from its Shareholders pursuant to ASX Listing Rule 7.1A at its annual general meeting held on 25 November 2016 (**Previous Approval**).

The Company has issued 203,597,807 Shares pursuant to the Previous Approval.

During the 12 month period preceding the date of the Meeting, being on and from 23 November 2016, the Company otherwise issued a total of 680,798,870 Shares and 75,000,000 Options which represents approximately 43.18% of the total diluted number of Equity Securities on issue in the Company on 23 November 2016, which was 1,750,458,712.

Further details of the issues of Equity Securities by the Company during the 12 month period preceding the date of the Meeting are set out in Schedule 3.

(g) **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 must give to ASX:

- (i) a list of the recipients of the Equity Securities and the number of Equity Securities issued 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.

9.3 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 12.

10. RESOLUTION 13 – ELECTION OF LITHIUM AUSTRALIA NOMINEE DIRECTOR

10.1 Background

Pursuant to a letter dated 22 September 2017 from Lithium Australia NL (ACN 126 129 413) (**Lithium Australia**) to the Company, Lithium Australia has exercised its right pursuant to clause 14.3 of the Constitution to nominate Barry Woodhouse for election, subject to Shareholder approval, as a director of the Company.

10.2 General

Clause 14.3 of the Constitution states that the Company may elect a person as a Director by resolution passed in general meeting. No person other than a Director seeking re-election shall be eligible for election to the office of Director at any general meeting unless the person or some Shareholder intending to propose his or her nomination has, at least 30 Business Days before the meeting, left at the registered office a notice in writing duly signed by the nominee giving his or her consent to the nomination and signifying his or her candidature for the office or the intention of the Shareholder to propose the person.

As set out in section 4.1 above, Lithium Australia, acting in its capacity as a shareholder of the Company, has nominated Mr Woodhouse as a director of the Company. As such, the Company is required to put Resolution 13 to Shareholders to enable them to consider the election of Barry Woodhouse as a director of the Company, **however your Directors recommend that Shareholders VOTE AGAINST Resolution 13.**

10.3 Qualifications and other material directorships

Lithium Australia has provided the Company with the statement attached at Schedule 4 (**LIT Statement**) in relation to its nomination of Mr Woodhouse, and Mr Woodhouse's resume attached at Schedule 5. The Company has not been able to verify the information contained in Schedule 4 but has accepted and reproduced it in good faith. The Company does not take any responsibility for the accuracy or otherwise of that information and any opinions expressed in that information are those of Lithium Australia.

10.4 Independence

Mr Woodhouse has provided the Company with his consent to act as a Director, (if appointed by Shareholders) and has not specifically declared in his consent to be independent of any interests, position, association or relationship that might influence, or reasonably be perceived to influence, in a material respect his capacity to bring an independent judgement to bear on issues before the board and to act in the best interest of the entity and its security holders generally.

Your Directors note, however:

- (a) That Mr Woodhouse has been nominated for the position by Lithium Australia, a substantial shareholder of the Company which recently made an unsuccessful attempt to acquire control of the Company by way of an unsolicited takeover bid as well as previously having initiated legal action against the Company.
- (b) That Lithium Australia provided the Company with a Form 604 "Notice of change of interests of substantial holder" on 13 October 2017 which highlighted that Lithium Australia has been an active seller of the Company's Shares since 6 September 2017 and, as at the date of the notice, now holds only a 6.79% interest in the Company.
- (c) That Mr Woodhouse is an employee and senior officer of Lithium Australia.
- (d) That Mr Woodhouse is secretary, chief financial officer and former director of Blackearth Minerals NL, a Company of which Mr George Bauk, the chairman of Lithium Australia is a director and of which Lithium Australia is a shareholder.
- (e) While not noted in Schedule 4, that Mr Woodhouse is a director, secretary and formerly an indirect shareholder of Nevada Lithium Pty Ltd, a company of which Adrian Griffin was also formerly a director and shareholder. 100% of the share capital of Nevada Lithium Pty Ltd is understood to have been acquired for in 2017 by Reedy Lagoon Corporation Ltd, a Company of which Adrian Griffin is also a director.
- (f) While not noted in Schedule 4, that Mr Woodhouse is the secretary of Core Value Australia NL, a company of which Mr Adrian Griffin is also a director.

If Mr Woodhouse is elected the Board does not consider Mr Woodhouse will be an independent director.

10.5 Board recommendation

The Board does not support the election of Mr Woodhouse for the following reasons:

- (a) The Board does not consider the skills provided by Mr Woodhouse augment the Board's skill matrix or diversity policy.
- (b) It is not in the best interests of the Company to introduce additional directors at this time who have not been selected to fill specific roles in the board structure.
- (c) The proper operation of the Board and, as a result, the Company, may be unduly disrupted by the appointment of a shareholder nominated director in a context where those directors' views on the future direction of the Company are unknown. The Company is presently in an important period of growth with solid prospects for the near future.
- (d) Mr Woodhouse would not be considered an independent director.

The Board recommends that Shareholders vote against Resolution 13.

GLOSSARY

\$ means Australian dollars.

10% Placement Capacity has the meaning given in Section 9.1.

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

ASIC means the Australian Securities & Investments Commission.

ASX means ASX Limited (ACN 008 624 691) or the financial market operated by ASX Limited, as the context requires.

ASX Listing Rules means the Listing Rules of ASX.

Board means the current board of directors of the Company.

Business Day means Monday to Friday inclusive, except New Year's Day, Good Friday, Easter Monday, Christmas Day, Boxing Day, and any other day that ASX declares is not a business day.

Chair means the chair of the Meeting.

Closely Related Party of a member of the Key Management Personnel means:

- (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 dealing with the entity;
- (e) a company the member controls; or
- (f) a person prescribed by the Corporations Regulations 2001 (Cth) for the purposes of the definition of 'closely related party' in the Corporations Act.

Company means Lepidico Ltd (ACN 008 894 442).

Constitution means the Company's constitution.

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

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 includes a Share, a right to a Share or Option, an Option, a convertible security and any security that ASX decides to classify as an Equity Security.

Explanatory Statement means the explanatory statement accompanying the Notice.

Key Management Personnel has the same meaning as in the accounting standards issued by the Australian Accounting Standards Board and means those persons having authority and responsibility for planning, directing and controlling the activities of the Company, or if the Company is part of a consolidated entity, of the consolidated entity, directly or indirectly, including any director (whether executive or otherwise) of the Company, or if the Company is part of a consolidated entity, of an entity within the consolidated group.

Lithium Australia means Lithium Australia NL (ACN 126 129 413).

Notice or **Notice of Meeting** means this notice of meeting including the Explanatory Statement and the Proxy Form.

Optionholder means a holder of an Option or Related Party Option as the context requires.

Ordinary Securities has the meaning set out in the ASX Listing Rules.

Proxy Form means the proxy form accompanying the Notice.

Related Party Option means an Option granted pursuant to Resolutions 8 to 11 with the terms and conditions set out in Schedule 1.

Remuneration Report means the remuneration report set out in the Director's report section of the Company's annual financial report for the year ended 30 June 2017.

Resolutions means the resolutions set out in the Notice, or any one of them, as the context requires.

Section means a section of the Explanatory Statement.

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

Shareholder means a registered holder of a Share.

Variable A means "A" as set out in the formula in ASX Listing Rule 7.1A(2).

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

SCHEDULE 1 – TERMS AND CONDITIONS OF RELATED PARTY OPTIONS

The terms and conditions of the Related Party Options are as follows:

(a) **Entitlement**

Each Related Party Option entitles the holder to subscribe for one Share upon exercise of the Related Party Option.

(b) **Exercise Price**

Subject to paragraph (i), the amount payable upon exercise of each Related Party Option will be equal to that price which is a 50% premium to the five-day weighted average price at which the Company's shares have traded immediately prior to the date of grant, rounded to the nearest one-tenth of a cent (**Exercise Price**).

(c) **Expiry Date**

Each Related Party Option will expire at 5:00 pm (WST) on that date which is three (3) years after they are issued (**Expiry Date**). A Related Party Option not exercised before the Expiry Date will automatically lapse on the Expiry Date.

(d) **Exercise Period**

The Related Party Options are exercisable at any time on or prior to the Expiry Date (**Exercise Period**).

(e) **Notice of Exercise**

The Related Party Options may be exercised during the Exercise Period by notice in writing to the Company in the manner specified on the Related Party Option certificate (**Notice of Exercise**) and payment of the Exercise Price for each Related Party Option being exercised in Australian currency by electronic funds transfer or other means of payment acceptable to the Company.

(f) **Exercise Date**

A Notice of Exercise is only effective on and from the later of the date of receipt of the Notice of Exercise and the date of receipt of the payment of the Exercise Price for each Related Party Option being exercised in cleared funds (**Exercise Date**).

(g) **Timing of issue of Shares on exercise**

Within 15 Business Days after the Exercise Date, the Company will:

- (i) issue the number of Shares required under these terms and conditions in respect of the number of Related Party Options specified in the Notice of Exercise and for which cleared funds have been received by the Company;
- (ii) if required, give ASX a notice that complies with section 708A(5)(e) of the Corporations Act, or, if the Company is unable to issue such a notice, lodge with ASIC a prospectus prepared in accordance with the Corporations Act and do all such things necessary to satisfy section 708A(11) of the Corporations Act to ensure that an offer for sale of the Shares does not require disclosure to investors; and

- (iii) if admitted to the official list of ASX at the time, apply for official quotation on ASX of Shares issued pursuant to the exercise of the Related Party Options.

If a notice delivered under (g)(ii) for any reason is not effective to ensure that an offer for sale of the Shares does not require disclosure to investors, the Company must, no later than 20 Business Days after becoming aware of such notice being ineffective, lodge with ASIC a prospectus prepared in accordance with the Corporations Act and do all such things necessary to satisfy section 708A(11) of the Corporations Act to ensure that an offer for sale of the Shares does not require disclosure to investors.

(h) **Shares issued on exercise**

Shares issued on exercise of the Related Party Options rank equally with the then issued shares of the Company.

(i) **Reconstruction of capital**

If at any time the issued capital of the Company is reconstructed, all rights of an Optionholder are to be changed in a manner consistent with the Corporations Act and the ASX Listing Rules at the time of the reconstruction.

(j) **Participation in new issues**

There are no participation rights or entitlements inherent in the Related Party Options and holders will not be entitled to participate in new issues of capital offered to Shareholders during the currency of the Related Party Options without exercising the Related Party Options.

(k) **Change in exercise price**

An Related Party Option does not confer the right to a change in Exercise Price or a change in the number of underlying securities over which the Related Party Option can be exercised.

(l) **Transferability**

The Related Party Options are transferable subject to any restriction or escrow arrangements imposed by ASX or under applicable Australian securities laws.

SCHEDULE 2 – VALUATION OF RELATED PARTY OPTIONS

The Related Party Options to be issued to the Related Parties pursuant to Resolutions 8, 9, 10 and 11, have been valued by internal management.

Using the Black & Scholes option model and based on the assumptions set out below, the Related Party Options were ascribed the following value:

| | |
|--|------------------|
| Assumptions: | |
| | |
| Valuation date | 5-Oct-17 |
| Market price of Shares | 1.2 cents |
| Assumed exercise price (50% premium to 5-day VWAP) | 1.8 cents |
| Expiry date (length of time from issue) | 23-Nov-20 |
| Risk free interest rate | 1.94% |
| Volatility (discount) | 72.8% |
| | |
| Indicative value per Related Party Option | \$0.003 |
| | |
| Total Value of Related Party Options | \$120,000 |
| | |
| - <i>Tom Dukovcic</i> | \$30,000 |
| - <i>Gary Johnson</i> | \$22,500 |
| - <i>Mark Rodda</i> | \$22,500 |
| - <i>Julian Walsh</i> | \$45,000 |

Note: The valuation noted above is not necessarily the market price that the Related Party Options could be traded at and is not automatically the market price for taxation purposes.

SCHEDULE 3 – ISSUES OF EQUITY SECURITIES SINCE 23 NOVEMBER 2016

| Date | Quantity | Class | Recipients | Issue price and discount to Market Price (if applicable) ¹ | Form of consideration |
|--|-------------|---------------------|--|--|--|
| Issue – 12 October 2017 Appendix 3B – 10 October 2017 | 203,597,806 | Shares ² | Galaxy Resources Limited | \$0.01 (17% discount to last traded price of Shares on 9 October 2017) | Cash Amount raised: \$2,035,978 Amount spent: Nil to date Use of funds: Completion of the Company's Phase 1 L-Max [®] Plant Feasibility Study |
| Issue – 12 October 2017 Appendix 3B – 10 October 2017 | 88,153,104 | Shares ² | Galaxy Resources Limited | \$0.01 (17% discount to last traded price of Shares on 9 October 2017) | Cash Amount raised: \$881,531 Amount spent: Nil to date Use of funds: Completion of the Company's Phase 1 L-Max [®] Plant Feasibility Study |
| Issue – 5 September 2017 Appendix 3B – 5 September 2017 | 52,195,175 | Shares ² | Bacchus Capital Advisors Limited | No issue price (non-cash consideration) | Consideration: Consideration in lieu of cash payment for advisory services Current value ⁵ = \$574,147 |
| Issue – 18 August 2017 Appendix 3B – 21 August 2017 | 6,333,432 | Shares ² | Maximus Resources Limited | No issue price (non-cash consideration) | Consideration: Initial Consideration to earn a 75% interest in the Moriarty Lithium Project Current value ⁵ = \$69,668 |
| Issue – 2 August 2017 Appendix 3B – 3 August 2017 | 45,000,000 | Shares ² | Lycopodium Minerals Pty Ltd | No issue price (non-cash consideration) | Consideration: Consideration for engineering services provided in relation to the Company's Phase 1 L-Max Plant Feasibility Study Current value ⁵ = \$495,000 |
| Issue – 15 May 2017 Appendix 3B – 15 May 2017 | 46,781,408 | Shares ² | Eligible shareholders applying for shortfall pursuant to rights issue prospectus dated 16 March 2017 | \$0.013 (market price) | Amount raised = \$608,158 Amount spent = \$Nil Use of funds: To provide funding for the Definitive Feasibility Study for the Phase 1 L-Max Plant including associated exploration activities and working capital. Amount remaining = \$608,158 Proposed use of remaining funds ⁵ To provide funding for the Definitive Feasibility Study for the Phase 1 L-Max Plant including associated exploration activities and working capital |
| Issue – 12 April 2017 Appendix 3B – 16 March 2017 | 238,659,066 | Shares ² | Eligible shareholders accepting entitlements pursuant to a rights issue prospectus dated 16 March 2017 | \$0.013 (discount of 9.6%) | Amount raised = \$3,102,568 Amount spent = \$2,010,726 Use of funds: To provide funding for the Definitive Feasibility Study for the Phase 1 L-Max Plant including associated |

| Date | Quantity | Class | Recipients | Issue price and discount to Market Price (if applicable) ¹ | Form of consideration |
|---|------------|-------------------------------|---|---|---|
| | | | | | <p>exploration activities and working capital.</p> <p>Amount remaining = \$1,091,841</p> <p>Proposed use of remaining funds⁵ To provide funding for the Feasibility Study for the Phase 1 L-Max Plant including associated exploration activities and working capital.</p> |
| <p>Issue – 2 December 2016</p> <p>Appendix 3B – 2 December 2016</p> | 40,645 | Shares ² | Optionholders upon exercise of Listed Options exercisable at \$0.035 on or before 1 December 2016 | <p>\$0.035 (premium of greater 100%)</p> | <p>Amount raised = \$1,423</p> <p>Amount spent = \$1,423</p> <p>Use of funds: general working capital</p> <p>Amount remaining = \$Nil</p> <p>Proposed use of remaining funds⁵ Not Applicable</p> |
| <p>Issue – 25 November 2016</p> <p>Appendix 3B – 25 November 2016</p> | 50,000,000 | Unquoted Options ³ | Issued to Directors of the Company | No issue price (incentive payment) | <p>Consideration: issued as an incentive payment to directors pursuant to shareholder approval on 25 November 2016</p> <p>Current value⁵ = \$135,693.</p> |
| <p>Issue – 30 November 2016</p> <p>Appendix 3B – 25 November 2016</p> | 25,000,000 | Unquoted Options ³ | Issued to the Company's executives | No issue price (incentive payment) | <p>Consideration: issued as an incentive payment to directors pursuant to shareholder approval on 25 November 2016</p> <p>Current value⁵ = 67,847</p> |
| <p>Issue – 25 November 2016</p> <p>Appendix 3B – 25 November 2016</p> | 38,234 | Shares ² | Optionholders upon exercise of Listed Options exercisable at \$0.035 on or before 1 December 2016 | <p>\$0.035 (premium of greater 100%)</p> | <p>Amount raised = \$1,338</p> <p>Amount spent = \$1,338</p> <p>Use of funds: general working capital</p> <p>Amount remaining = \$Nil</p> <p>Proposed use of remaining funds⁵ Not Applicable</p> |

Notes:

1. Market Price means the closing price on ASX (excluding special crossings, overnight sales and exchange traded option exercises). For the purposes of this table the discount is calculated on the Market Price on the last trading day on which a sale was recorded prior to the date of issue of the relevant Equity Securities.
2. Fully paid ordinary shares in the capital of the Company, ASX Code: LPD (terms are set out in the Constitution).
3. Unquoted Options, exercisable at \$0.025 each, on or before 31 December 2019.
4. This is a statement of current intentions as at the date of this Notice. As with any budget, intervening events and new circumstances have the potential to affect the manner in which the funds are ultimately applied. The Board reserves the right to alter the way the funds are applied on this basis.
5. In respect of quoted Equity Securities the value is based on the closing price of the Shares (\$0.011) as the context requires on the ASX on 27 September 2017. In respect of unquoted Equity Securities the value of Options is measured using the Black & Scholes option pricing

model. Measurement inputs include the Share price on the measurement date, the exercise price, the term of the Option, the impact of dilution, the expected volatility of the underlying Share (based on weighted average historic volatility adjusted for changes expected due to publicly available information), the expected dividend yield and the risk free interest rate for the term of the Option. No account is taken of any performance conditions included in the terms of the Option other than market based performance conditions (i.e. conditions linked to the price of Shares).

Lithium Australia NL (LIT) Board nomination

Lithium Australia NL (ASX: LIT) a substantial shareholder of Lepidico, has nominated its company secretary, Mr Barry Woodhouse, for election to the Lepidico Board at the forthcoming Lepidico AGM.

Lithium Australia holds the right to licence and exploit L-Max® technology under an agreement with Lepidico, entered into in 2015; and was the subject of a Consent Order of the WA Supreme Court dated 9 March 2017, of which settlement details remain confidential.

Lithium Australia is a supporter of the soonest possible commercialisation of Lepidico's L-Max® technology.

As many Lepidico shareholders would be aware, Lithium Australia became a substantial shareholder of Lepidico earlier this year as a consequence of a takeover bid seeking to create a leading diversified lithium company with ownership of both Lithium Australia's SiLeach® process and Lepidico's L-Max® process as well as a portfolio of potential hard rock lithium production interests.

Lithium Australia decided to launch its takeover bid after a number of requests made to Lepidico to discuss the prospect of the two companies merging were turned down by Lepidico. Whilst Lepidico's Board did not support the Lithium Australia takeover bid and has instead decided to raise significant funding through dilutive placements and rights issues, Lithium Australia, as a substantial shareholder of Lepidico, remains committed to the success of both companies in a rapidly growing market.

Lithium Australia has the exclusive right to use Lepidico's L-Max technology in Western Australia, one of the world's largest sources of lithium mineralisation, until July 2020, which right will be extended for a further 20 years if Lithium Australia commits to build an L-Max plant anywhere in the world during the initial period. To this end, Lithium Australia recently received licence agreement for WA from LPD subsidiary Li-Technology which Lithium Australia will review to ensure that it complies with the terms of the agreement made in 2015. Lithium Australia also has the right to use L-Max at two locations outside of Western Australia for the same period.

As a consequence of these licence arrangements, the interests of both companies are closely aligned in successfully commercialising Lepidico's L-Max® technology.

As a substantial shareholder of Lepidico, Lithium Australia believes it is entitled to representation on the Lepidico Board in the same way that Lepidico's newest substantial shareholder, Galaxy Resources Limited, has been offered a Board seat. Furthermore, Lithium Australia believes that Mr Woodhouse can add significant value to the Lepidico Board both through his experience in the junior mineral resources sector and more specifically the experience he has developed in the lithium sector during his time with Lithium Australia, a period of unprecedented expansion and development of the sector worldwide.

Brief biographical details for Mr Woodhouse are set out below.

Accordingly, Lithium Australia is seeking your support at Lepidico's 2017 AGM to vote for Mr Woodhouse's election to your Board. Mr Woodhouse's appointment will complement and enhance the skill set of the existing Lepidico Board at a crucial time in Lepidico's development, as Lepidico moves towards construction of its Phase 1 L-Max Plant in Canada while Lithium Australia will itself be looking to develop an L-Max Plant in Western Australia.

If you would like to hear more about Lithium Australia or Mr Woodhouse's nomination to the Lepidico Board we would welcome the opportunity to speak to you on (08) 6145 0288 or you can email Mr Woodhouse at Barry.Woodhouse@lithium-au.com.

BRIEF DETAILS

Barry Woodhouse

Qualifications

BCom, BLaws, CPA, FCIS, FGIA

Experience

Mr Woodhouse is a CPA and a Fellow of Governance Institute of Australia and has almost 30 years' experience in the junior mineral exploration, mineral production, mining services and manufacturing sectors in both private and public companies in Australian and foreign jurisdictions. Mr Woodhouse has held roles including CFO, Company Secretary, Director and Chairman.

RECENT EMPLOYMENT HISTORY

Lithium Australia NL COMPANY SECRETARY

December 2007 – December 2016

SUNRISE MINERALS PTY LIMITED – CHAIRMAN, DIRECTOR AND COMPANY SECRETARY

Sunrise Minerals Pty Ltd was a private company that had focussed on the development of its lithium assets in Namibia and Australia; such assets held since 2007. Sunrise recognised the bubble in the lithium market, sold its assets in December 2009 and realised a 350% gain (on paper) on shareholder funds. Sunrise tried to develop bauxite assets in Far North Queensland but ultimately failed due to lack of resources.

February 2014 – December 2014**KILLARNEE CIVIL& CONCRETE CONTRACTING – ACTING CFO**

Killarnee Civil & Concrete Contractors Pty Ltd provided personnel (up to 200) and equipment predominantly to the oil and gas sector on Barrow Island. Like many mining services companies, the recent years have seen tough trading conditions. Killarnee was put into voluntary administration on 1 September 2014 after a period of trying to remain solvent. My role initially was to keep the operations going in tough times whilst the company re-organised itself. My final role was to help Killarnee's administrators finalise its affairs.

August 2010 – February 2014**ALLOY STEEL INTERNATIONAL INC and group companies – CFO (temporary acting CEO), DIRECTOR and COMPANY SECRETARY**

Alloy Steel International Inc is a wear plate manufacturer headquartered in Malaga WA. In that period, Alloy Steel International Inc was in the process of reviewing its growth strategy from a sound base. Alloy Steel International had turnover of over \$25m per annum, over 50 employees and exports to over 25 countries worldwide.

SCHEDULE 5 – RESUME OF BARRY WOODHOUSE

CURRICULUM VITAE

Barry Woodhouse

PERSONAL DETAILS

Name: Barry Woodhouse

EDUCATION

| | |
|--------------------|--|
| 1998 - 2002 | University of Notre Dame Bachelor of Laws |
| 1984 - 1988 | University of Melbourne Bachelor of Commerce |
| 1978- 1983 | Sale Catholic College, Victoria Higher School Certificate (HSC) |

PROFESSIONAL DEVELOPMENT

| | |
|----------------------------|---|
| 1997 and continuing | Governance Institute of Australia - Fellow Served on State Council and continuing speaker on corporate governance topics |
| 1988 - 1991 | CPA Australia - Certified Practising Accountant |
| INTERESTS: | Sport including cricket, AFL, water polo, general fitness, gardening music and reading |

EXECUTIVE SUMMARY

I have been involved in the manufacturing, mining services, exploration (gold, oil and gas, iron ore, bauxite, lithium, copper, uranium and manganese) mining, production and information technology industries as Chairman, Director, CFO, financial controller and / or company secretary with a number of listed and private entities for approximately 30 years. I have had exposure to a number of jurisdictions including USA, Indonesia, China, Vietnam, Europe and India. Such involvement has occurred in periods where companies are establishing or re-defining their investment strategy.

One of my core competencies is the establishment, listing, management and administration of junior listed companies (and projects) in a “hands-on” role with a particular expertise in transition of companies, within a team environment, but proven capability to work without supervision and achieve the desired result. My involvement with Alloy Steel from 2010 to 2013 has expanded my experience of a medium size company in a profitable manufacturing role.

RECENT MAJOR ACHIEVEMENTS

Lithium Australia NL 2015 - present

Strategic involvement with a business in a lithium boom and beyond.

Killarnee Civil & Concrete Contracting – 2014

1. Strategic involvement with a business in financial difficulties.
2. Advising owner that the group had to be placed into administration.
3. Dealing with Administrator and all [REDACTED] stakeholders.
4. Turning out the lights for the last time.

Alloy Steel International (ASI) – 2010 to 2013

1. Successful tender and contract negotiations (8 month period) with Australia's biggest miner achieving a significant increased profit margin in a time of high profile public cost cutting and this established the basis to allow long-term financial stability for the company.
2. Management of the Human Resource department.
3. Acted as temporary CEO.
4. Involvement in tender, selection and supervision of an Indonesian building company for construction of Alloy's Indonesian factory.
5. Review of all systems involved in the manufacture of Arcoplate with recommendations being acted on including reduction of irrelevant procedures as well as discovering that quality testing was not being charged to relevant clients.
6. Review of costing structure and development of an accurate pricing model and budget model as well as a "life-cycle" cost analysis model for use in marketing materials.
7. Investigation of various funding options.
8. Review of IP and relevant agreements and instigation of pragmatic correctional actions.
9. Overseeing the development of the Arcoplate Reversible Lifting Lug patent registered in 2013 as part of IP management.
10. [REDACTED]
11. Continuation of the ISO Quality Assurance Program successfully completing the 3 year audit cycle.

CORE RESPONSIBILITIES

- CEO and CFO duties as well as director responsibilities;
- daily administration and management including HR and treasury;
- continual strategic review of companies' directions;
- intellectual property management in Australia and overseas;
- corporate governance including company secretarial duties;
- preparation & analysis of daily, weekly and periodic management reports;
- liaison with various stakeholders including investors, creditors and bankers;
- tenement management;
- due diligence processes;
- preparation of prospectuses, notices of meeting, information memoranda;
- preparation and lodgement of continuous and periodic disclosures; and
- "end of year" reporting including consolidations, tax, annual report production.

Career Overview and Summary of Companies (and Projects)

| Company | Indicative size Turnover pa / Employees | From | To | Position |
|---|---|-----------|------------|--|
| BlackEarth Minerals NL (Graphite) | \$500k / 1 | Mar 2016 | Continuing | Company Secretary (& founding Director) |
| Barlee Minerals Pty Ltd (copper) | \$100k / 2 | Oct 2014 | Continuing | Director |
| Sunrise Minerals Pty Ltd (Lithium and then Bauxite) | \$100k / 2 | Dec 2007 | Dec 2016 | Chairman, Director & Company Secretary |
| Killarnee Civil & Concrete (concrete and labour hire) | \$50m/up to 200 | Feb 2014 | Dec 2014 | Acting CFO |
| Alloy Steel International (Wear Plate) | \$30m / 75 | Aug 2010 | Feb 2014 | CFO (& temporary acting CEO) Director and Company Secretary |
| Ficaro Pty Ltd (Investment) | \$500k / 2 | Feb 2010 | Dec 2013 | Director & Company Secretary |
| Somerley Australia Ltd (Banking) | \$250k / 2 | Oct 2009 | Dec 2013 | Director & Company Secretary |
| Gulf Minerals Ltd (Kaolin) | \$150k / 1 | Mar 2006 | Dec 2013 | Director & Company Secretary |
| Redstone Resources Ltd (Copper / nickel) | \$2m / 5 | Oct 2009 | June 2011 | Non-executive Director |
| Apollo Minerals Ltd (Iron ore) | \$2m / 4 | June 2007 | Apr 2009 | Director & Company Secretary |
| Artemis Resources Ltd (Gold) | \$2m / 4 | Dec 2006 | Apr 2009 | Director & Company Secretary |
| Maphra Pty Ltd+ (Consulting) | \$200k / 5 | Jan 2005 | May 2013 | Sole Director |
| Hodges Resources Ltd (Gold) | \$2m / 5 | Sep 2005 | Mar 2007 | Director & Company Secretary |
| KTL Technologies Ltd (IP and Uranium) | \$2m / 2 | Dec 2004 | Dec 2007 | Director & Company Secretary |
| Cooper Energy NL (Oil & gas) | \$35m / 10 | Mar 2003 | Oct 2004 | Company Secretary & CFO |
| Aviva Corp Ltd (Brown coal) | \$2m / 4 | Mar 2003 | Oct 2004 | Company Secretary & CFO |
| NGM Resources Ltd (Gold and Uranium) | \$2m / 4 | Mar 2003 | Oct 2004 | Company Secretary & CFO |
| IPT Systems Ltd (Technology) | \$8m / 30 | Apr 2001 | Oct 2002 | Company Secretary & CFO |
| LLB | | July 1998 | Oct 2002 | Student |
| North Star Resources Ltd (surf wear) | \$2m / 4 | Dec1998 | Mar 2000 | Company Secretary |
| Aegean International Gold (Gold in Greece) | \$3m / 5 | Dec1998 | Mar 2000 | Company Secretary |
| Ghana Gold NL (Gold) | \$2m / 5 | Dec 1999 | Mar 2000 | Director & Company Secretary |
| Golden Tiger Resources (Gold production, copper, manganese then IT) | \$15m / 50 | Jan 1991 | Sep 1999 | Director & Company Secretary |
| Maiden Gold NL (Gold) | \$2m / 5 | | | Company Secretary |
| Parmelia Resources NL (Steel production in Russia) | \$4m / 10 | | | Director & Company Secretary |

| | | | | |
|--|-----------|-----------|----------|----------------------|
| CSA Ltd (Geological consulting) | \$5m / 20 | June 1991 | Dec 1996 | Financial Controller |
| NGIS Australia (GIS & mapping) | \$1m / 4 | 1994 | 1995 | Financial Controller |
| Metana Petroleum NL (Oil & gas & initially gold) | \$5m / 8 | May 1988 | Apr 1991 | Group Accountant |

EXTENSIVE EXPERIENCE IN THE FOLLOWING SOFTWARE

Microsoft Office and Outlook

Excel

Quickbooks

MYOB

Establishment of SAP Jobpac Stems

RECENT EMPLOYMENT HISTORY

December 2007 – December 2016

SUNRISE MINERALS PTY LIMITED – CHAIRMAN, DIRECTOR AND COMPANY SECRETARY

Sunrise Minerals Pty Ltd was a private company that had focussed on the development of its lithium assets in Namibia and Australia; such assets held since 2007. Sunrise recognised the bubble in the lithium market, sold its assets in December 2009 and realised a 350% gain (on paper) on shareholder funds. Sunrise tried to develop bauxite assets in Far North Queensland but ultimately failed [REDACTED].

October 2014 – Continuing

AVATAR RESOURCES LTD – DIRECTOR

Avatar Resources Ltd is a non-listed public company (and junior explorer) which intends to list in 2015, subject to market conditions improving.

February 2014 – December 2014

KILLARNEE CIVIL& CONCRETE CONTRACTING – ACTING CFO

Killarnee Civil & Concrete Contractors Pty Ltd provided personnel (up to 200) and equipment predominantly to the oil and gas sector on Barrow Island. Like many mining services companies, the past 3 years has seen tough trading conditions. Killarnee was put into voluntary administration on 1 September 2014 after a period of trying to remain solvent. My role initially was to keep the operations going in tough times whilst the company re-organised itself. My final role was to help Killarnee's administrators finalise its affairs.

August 2010 – February 2014

ALLOY STEEL INTERNATIONAL INC and group companies – CFO (temporary acting CEO), DIRECTOR and COMPANY SECRETARY

Alloy Steel International Inc is a wear plate manufacturer headquartered in Malaga WA. Alloy Steel International Inc is currently in the process of reviewing its growth strategy from a sound base. Alloy Steel International has turnover of over \$25m per annum, over 50 employees and exports to over 25 countries worldwide. See major achievements for further description of role.

February 2010 – December 2013

FICARO PTY LTD – DIRECTOR AND COMPANY SECRETARY

Ficaro Pty Ltd is a private company with an investment property in Sydney. I took over after the previous director, [REDACTED], was removed. The ATO also commenced a tax audit for multiple years. I had to rebuild accounts from the company's incorporation in 2000, using only discovered documents, which was similar to piecing together a jigsaw puzzle, [REDACTED]. [REDACTED] We won the case and collection of costs occurred in curious circumstances.

REFEREES AVAILABLE ON REQUEST

This page has been left blank intentionally.

This page has been left blank intentionally.

This page has been left blank intentionally.



My/Our contact details in case of enquiries are:

Name:

Number:

()

1. NAME AND ADDRESS

This is the name and address on the Share Register of the Company. If this information is incorrect, please make corrections on this form. Shareholders sponsored by a broker should advise their broker of any changes. Please note that you cannot change ownership of your shares using this form.

2. APPOINTMENT OF A PROXY

If the person you wish to appoint as your Proxy is someone other than the Chairperson of the Meeting please write the name of that person in Section A. If you leave this section blank, or your named Proxy does not attend the meeting, the Chairperson of the Meeting will be your Proxy. A Proxy need not be a shareholder of the Company.

3. DIRECTING YOUR PROXY HOW TO VOTE

To direct the Proxy how to vote place an "X" in the appropriate box against each item in Section B. Where more than one Proxy is to be appointed and the proxies are to vote differently, then two separate forms must be used to indicate voting intentions.

4. APPOINTMENT OF A SECOND PROXY

You are entitled to appoint up to two (2) 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 contacting the Company's share registry or you may photocopy this form.

To appoint a second Proxy you must:

- On each of the Proxy forms, state the percentage of your voting rights or number of securities 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 of your votes; and
- Return both forms in the same envelope.

5. SIGNING INSTRUCTIONS

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

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

Power of Attorney: to sign under Power of Attorney you must have already lodged this document with the Company's share 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 may sign alone. Otherwise this form must be signed by a Director jointly with either another Director or Company Secretary. Please indicate the office held in the appropriate place.

If a representative of the corporation is to attend the meeting the appropriate "Certificate of Appointment of Corporate Representative" should be lodged with the Company before the meeting or at the registration desk on the day of the meeting. A form of the certificate may be obtained from the Company's share registry.

6. LODGEMENT OF PROXY

Proxy forms (and any Power of Attorney under which it is signed) must be received by Lepidico Ltd no later than the date and time stated on the form overleaf. Any Proxy form received after that time will not be valid for the scheduled meeting.

Lepidico Ltd

Postal Address PO Box 1245
West Leederville WA 6901

Facsimile +61 8 9363 7801

Email info@lepidico.com

PRIVACY STATEMENT

Personal information is collected on this form by Security Transfer Australia Pty Ltd as the registrar for securities issuers for the purpose of maintaining registers of security holders, facilitating distribution payments and other corporate actions and communications. Your personal details may be disclosed to related bodies corporate, to external service providers such as mail and print providers, or as otherwise required or permitted by law. If you would like details of your personal information held by Security Transfer Australia Pty Ltd or you would like to correct information that is inaccurate please contact them on the address on this form.

