

Supplementary Prospectus

Lithium Consolidated Mineral Exploration Limited
ACN 612 008 358

Important Information

This is a supplementary prospectus (the **Refresh Supplementary Prospectus**) intended to be read with the prospectus dated 8 November 2016 (**Prospectus**) issued by Lithium Consolidated Mineral Exploration Limited ACN 612 008 358 (the **Company**).

This Refresh Supplementary Prospectus is dated 3 February 2017 and was lodged with the Australian Securities and Investments Commission (**ASIC**) on that date. The ASIC and its officers take no responsibility for the contents of this Refresh Supplementary Prospectus.

This Refresh Supplementary Prospectus is a refresh document as defined in section 724(3H) of the Corporations Act, as inserted by ASIC Corporations (Minimum Subscription and Quotation Conditions) Instrument 2016/70 (the **ASIC Instrument**).

This Refresh Supplementary Prospectus supplements, and should be read together with the Prospectus, and the first, second and third supplementary prospectuses dated 12 December 2016, 12 January 2017 and 27 January 2017 respectively (the **Supplementary Prospectuses**).

Other than as set out below, all details in relation to the Prospectus remain unchanged. Terms and abbreviations defined in the Prospectus have the same meaning in this Refresh Supplementary Prospectus. If there is a conflict between the Prospectus, the Supplementary Prospectuses, and this Refresh Supplementary Prospectus, this Refresh Supplementary Prospectus will prevail.

This Refresh Supplementary Prospectus will be issued with the Prospectus as an electronic prospectus and may be accessed on the Company's website at www.lithiumconsolidated.com.

The Company will give a copy of this Refresh Supplementary Prospectus to all applicants who have applied for Shares pursuant to the Prospectus prior to the date of this Refresh Supplementary Prospectus.

This is an important document and should be read in its entirety. If you do not understand it you should consult your professional advisers without delay.

1. Background

1.1 Purpose of this document

By this Refresh Supplementary Prospectus, the Company makes the amendments to the Prospectus as set out in Sections 2 and 3 below for the purpose of:

- (a) decreasing the Offer and the minimum subscription under the Offer from \$8,000,000 to \$5,000,000; and
- (b) extending the Closing Date of the Offer to **5pm (AEST) Monday 6 March 2017**, and making various other consequential amendments to the **Key Offer dates** set out in the Prospectus.

The amendments to the Prospectus outlined in Section 3 below should be read in conjunction with the Prospectus.

In addition, this Refresh Supplementary Prospectus has been prepared to:

- (a) refresh the period for admission to quotation of Shares offered under the Prospectus from three months from the date of the Prospectus to three months from the date of this Refresh Supplementary Prospectus (the **Quotation Condition**); and

- (b) refresh the period for the minimum subscription to the Offer under the Prospectus being achieved from the date four months after the date of the Prospectus to four months from the date of this Refresh Supplementary Prospectus (**Minimum Subscription Condition**),

in each case pursuant to the ASIC Instrument.

1.2 Quotation Condition

The Company makes the following statements regarding the Quotation Condition as required by the ASIC Instrument:

- (a) an application for admission to quotation of Shares offered under the Prospectus was made within seven days after the date of the Prospectus;
- (b) the Shares offered under the Prospectus have not been admitted to quotation as at the date of this Refresh Supplementary Prospectus;
- (c) prior to the lodgement of this Refresh Supplementary Prospectus the ASX has formally indicated to the Company that the Shares offered under the Prospectus will be admitted to quotation subject to the following remaining conditions being satisfied:
 - (1) The close of the Offer under the Prospectus and completion of the issue of at least 40,000,000 ordinary shares and up to 45,000,000 ordinary shares at an issue price of \$0.20 per share.
 - (2) ASX being satisfied that the Company has an appropriate spread of shareholders as required by the ASX Listing Rules.
 - (3) Confirmation of the completion of the option and exploration deeds including the payment of \$100,000 and issue of 12,000,000 fully paid ordinary shares between the Company and ProspectOre LLC and Big Smokey Exploration LLC dated 17 October 2016 and satisfaction of all conditions precedent to them.
 - (4) The Company demonstrating a free float of at least 20%.
 - (5) The provision to ASX of a statement as to the status of the Company's tenements.
 - (6) The provision to ASX of various pieces of information, statements or documentation that are typically required by ASX prior to Quotation and which will be supplied by the Company to ASX prior to, on, or immediately following closing of the Offer including but not limited to, for example:
 - (A) statements as to:
 - (i) the number of shares subject to ASX restrictions and the relevant restriction period,
 - (ii) the number of performance rights to be issued,
 - (iii) cleared subscription funds held by the Company,
 - (iv) the intention of the Company with respect to future compliance with ASX recommendations as to corporate governance,
 - (v) the largest 20 shareholders, shareholder distribution, and

- (vi) updated use of funds based on application monies actually received;
- (B) updated pro-forma financial statements based on actual subscription funds received; and
- (C) an indication that the holding statements have been despatched;
- (D) copies of the Company's securities trading policy, the terms of the Company's performance rights plan, employee share option plan, and copies of restriction agreements.

The Company notes that it will within 7 days of the date of the lodgement of this Refresh Supplementary Prospectus update the current application for admission to quotation of Shares offered under the Prospectus, and that the ASX will need to reconsider the application for quotation;

- (d) the Quotation Condition is being amended to extend the period for admission to quotation of Shares offered under the Prospectus from three months from the date of the Prospectus to three months from the date of this Refresh Supplementary Prospectus;
- (e) the Quotation Condition must be satisfied by 3 May 2017, being the date three months from the date of this Refresh Supplementary Prospectus; *and*
- (f) as at the date of this Refresh Supplementary Prospectus, the number of Shares for which applications have been received is 21,493,263 representing a total of \$4,298,652.60 raised from 528 applicants.

1.3 Minimum Subscription Condition

The Company makes the following statements regarding the Minimum Subscription Condition as required by the Instrument:

- (a) as at the date of this Refresh Supplementary Prospectus, the number of Shares for which applications have been received is 21,493,263 representing a total of \$4,298,652.60 raised from 528 applicants;
- (b) the Minimum Subscription Condition is being amended to extend the period for the minimum subscription being achieved from the date four months from the date of the Prospectus to four months from the date of this Refresh Supplementary Prospectus; *and*
- (c) the Minimum Subscription Condition must be satisfied by 3 June 2017, being the date that is four months from the date of this Refresh Supplementary Prospectus.

1.4 Withdrawal of previous Applications

In accordance with section 724(2) of the Corporations Act, if you applied for Shares under the Prospectus (**Existing Applicant**), you may withdraw your application and be repaid your application monies, provided that you give the Company written notice of your wish to do so (**Withdrawal Request**) on or before 11:59pm AEST on 3 March 2017 (**Withdrawal Period**).

Any repayments made by the Company pursuant to an Existing Applicant exercising their right to withdraw their application will be made in full without interest.

An Existing Applicant who wishes to withdraw their application and obtain a refund must submit a written request to either:

- (a) the Company's share registry by mail to:

*Link Market Services Limited
Level 15, 324 Queen Street
Brisbane Qld 4000; or*

- (b) the Company by mail to:

*Lithium Consolidated Mineral Exploration Limited
Level 10, 110 Mary Street
Brisbane Qld 4000; or*

- (c) the Company by electronic mail to:

sp@lithiumconsolidated.com,

so that it is received within 1 month of the date of this Refresh Supplementary Prospectus (i.e. on or before 11:59pm AEST on 3 March 2017).

The details for the payment of the refund cheque and address to which it should be sent as set out in the written request must correspond to the details contained in the Application Form lodged by that Existing Applicant.

If you do not wish to withdraw your application, you do not need to take any action.

1.5 New Applications

Applications for Shares under the Offer after lodgement of this Refresh Supplementary Prospectus **must** be made using the Supplementary Application Form attached to or accompanying this Refresh Supplementary Prospectus. Applications after the date of this Refresh Supplementary Prospectus **must not** be made on the Application Form attached to or accompanying the Prospectus and will not be valid.

2. Amended indicative timetable

The table of **Key Offer dates** set out in the **Key Offer Information** section of the Prospectus is deleted in its entirety and replaced by the following:

Lodgement of Prospectus with the ASIC	Tuesday, 8 November 2016
Opening Date of Offer	Tuesday, 22 November 2016
Lodgement of Supplementary Prospectuses with ASIC	Monday, 12 December 2016 Thursday, 12 January 2017 Friday, 27 January 2017
Lodgement of Refresh Supplementary Prospectus with ASIC	Friday, 3 February 2017
Last day for Existing Applicant to notify the Company of their election to withdraw their application	Friday, 3 March 2017
Closing Date	Monday, 6 March 2017
Allotment Date of Shares	Friday, 10 March 2017
Despatch of holding statements	Monday, 13 March 2017
Expected date for quotation on ASX	Friday, 17 March 2017

This timetable is indicative only. Unless otherwise indicated, all times given are AEST. The Company, in consultation with the Lead Manager, reserves the right to vary any and all of the above dates without notice (including, subject to the ASX Listing Rules and the Corporations Act, to close the Offer early, to extend the Closing Date, or to accept late Applications or bids, either generally or in particular cases, or to cancel or withdraw the Offer before Completion of the Offer, in each case without notifying any recipient of the Prospectus (as supplemented by the Supplementary Prospectuses and this Refresh Supplementary Prospectus) or Applicants).

3. Amendments to the Prospectus

The Directors have resolved to:

- (a) reduce the Offer and the minimum subscription to be raised pursuant to the Offer to \$5,000,000;
- (b) refresh the period for admission to quotation of Shares offered under the Prospectus to 3 May 2017, being three months from the date of this Refresh Supplementary Prospectus; and
- (c) refresh the period to raise the minimum subscription under the Offer to 3 June 2017, being four months from the date of this Refresh Supplementary Prospectus.

As a result of the reduction in the minimum subscription, the extension of the Quotation Condition and the Minimum Subscription Condition, the following amendments are made to the Prospectus in addition to those set out above in section 2. **Amended indicative timetable.**

3.2 General

All references to:

- (a) \$8,000,000 being the minimum subscription in respect of the Offer, are replaced with references to the minimum subscription being \$5,000,000;
- (b) the possibility of the Company accepting oversubscriptions of up to a further 5,000,000 Shares at a subscription price of \$0.20 each to raise up to a further \$1,000,000, are replaced with references to the Company accepting subscriptions over 25,000,000 Shares up to a further 15,000,000 Shares, at the subscription price of \$0.20 each to raise up to \$8,000,000 in total under the Offer; and
- (c) applications for Shares on an Application Form, are replaced with references to applications for Shares on a Supplementary Application Form.

3.3 Front page

The reference to the details of the offer on the front page of the Prospectus is replaced in its entirety with the following:

"Offer of 40,000,000 Shares at A\$0.20 each.

The Offer is subject to a minimum subscription of 25,000,000 Shares at a subscription price of \$0.20 each to raise up to \$5,000,000. However the Company will accept subscriptions over 25,000,000 Shares up to a further 15,000,000 Shares at the subscription price of \$0.20 each, to raise up to a total of \$8,000,000 under the Offer."

3.4 Important Notices

The last sentence of paragraph 1 under the heading **Offer** under **Important Notices** is replaced in its entirety with the following:

"The Offer is subject to a minimum subscription of 25,000,000 Shares at a subscription price of \$0.20 each to raise up to \$5,000,000. However the Company will accept subscriptions over 25,000,000 Shares up to a further 15,000,000 Shares at the subscription price of \$0.20 each, to raise up to a total of \$8,000,000 under the Offer."

The sentence under the heading **References to time** under **Important Notices** is replaced in its entirety with the following:

"All references to time in this Prospectus refer to the time in Brisbane, Australia (AEST), unless stated otherwise."

3.5 Key Offer statistics

The **Key Offer statistics** table in the **Key Offer Information** of the Prospectus is replaced in its entirety by the following:

	Minimum Subscriptions	Maximum Subscriptions ¹
Offer Price per Share	\$0.20	\$0.20
Shares available under the Offer	25,000,000	40,000,000
Gross proceeds from the Offer	\$5.0 Million	\$8.0 Million
Shares to be issued pursuant to the Nevada Option Deed	12,000,000	12,000,000
Shares on issue prior to the Offer	51,365,628	51,365,628
Total number of Shares on issue following the Offer (undiluted)	88,365,628	103,365,628
Estimate Costs of the Offer	\$785,629	\$1,010,629
Indicative market capitalisation on Completion of the Offer (undiluted)	\$17,673,126 ²	\$20,673,126 ³
Options on issue at Completion of the Offer	4,000,000	4,000,000
Performance Rights on issue at Completion of the Offer	7,500,000	7,500,000
Total number of Shares on issue at Completion of the Offer (fully diluted)	99,865,628	114,865,628
<i>Indicative market capitalisation of the Company at the Offer Price (a fully diluted)</i>	<i>\$19,973,126⁴</i>	<i>\$22,973,126⁵</i>

¹ Maximum Subscription assumes all oversubscriptions are accepted.

² This number is calculated by multiplying 88,365,628, being the total number of Shares on issue following the Offer, assuming a minimum number of subscriptions, and no exercise of existing options or Performance Rights, by \$0.20, being the Offer Price per Share.

³ This number is calculated by multiplying 103,365,628, being the total number of Shares on issue following the Offer, assuming a maximum number of subscriptions, and no exercise of existing options or Performance Rights, by \$0.20, being the Offer Price per Share.

⁴ This number is calculated by multiplying 99,865,628, being the total number of Shares on issue following the Offer, assuming a minimum number of subscriptions, and exercise of all existing options and Performance Rights, by \$0.20, being the Offer Price per Share.

⁵ This number is calculated by multiplying 114,865,628, being the total number of Shares on issue following the Offer, assuming a maximum number of subscriptions, and exercise of all existing options and Performance Rights, by \$0.20, being the Offer Price per Share.”

3.6 Proposed Use of Funds

The **Proposed Use of Funds** table in the **Key Offer Information** section in the Prospectus is replaced in its entirety by the following:

“Pursuant to the Offer, LCME will raise up to \$8,000,000. However the Offer is subject to a minimum subscription of 25,000,000 Shares at a subscription price of \$0.20 each to raise up to \$5,000,000. The Company will accept subscriptions for up to a further 15,000,000 Shares at the subscription price of \$0.20 each, to raise up to a total of \$8,000,000 under the Offer.

The funds raised under the Offer, plus current cash reserves, are expected to be allocated over the eighteen months following Listing as follows:

Uses of funds	Minimum Subscription \$5 million	Percentage of Funds (%)	Maximum Subscription \$8 million	Percentage of Funds (%)
Existing cash reserves	\$163,803	3.17	\$163,803	2.01
Funds raised from the Offer	\$5,000,000	96.83	\$8,000,000	97.99
Allocation of funds:				
Big Smokey Acquisition	\$100,000	1.94	\$100,000	1.22
Nevada Projects	\$2,370,353	45.90	\$3,203,687	39.24
WA and SA Projects	\$331,707	6.42	\$1,056,814	12.95
Botswana	\$150,000	2.90	\$150,000	1.84
Corporate and administration	\$1,232,100	23.86	\$1,232,100	15.09
Working capital	\$194,013	3.76	\$1,410,573	17.28
Costs of the Offer	\$785,629	15.21	\$1,010,629	12.38
Total use of funds	\$5,163,803	100.0%	\$8,163,803	100.0%

Notes: The above table is a statement of current intentions as at the date of this Refresh Supplementary Prospectus. Investors should note that, as with any budget, the allocation of funds set out in the above table may change depending on a number of factors, including the outcome of sales success, operational and development activities, regulatory developments, and market and general economic conditions. In light of this, the Board reserves its right to alter the way the funds are applied.

How to Invest

Application for shares can only be made by completing and lodging a Supplementary Application Form. Instructions on how to apply for Shares are set out in Section 2.7 and on the Supplementary Application Form."

3.7 Chairman's Letter

The fourth paragraph of the Chairman's Letter is replaced with the following:

"LCME is seeking to raise A\$8,000,000 through the issuance of forty million Shares at a price of A\$0.20 per Share pursuant to the Offer. However the Offer is subject to a minimum subscription of twenty five million Shares at a subscription price of \$0.20 each to raise up to A\$5,000,000. The Company will accept subscriptions for up to a further fifteen million Shares at the subscription price of \$0.20 each, to raise up to a total of A\$8,000,000 under the Offer."

The fifth and sixth last paragraphs of the Chairman's Letter are replaced with the following:

"The Offer will close at 5:00pm AEST on 6 March 2017, unless varied by the Company.

It is anticipated that the Company will be listed on ASX on or about 17 March 2017."

3.8 Investment Overview

- (a) **Section 1.5 Key People, Interests and Benefits** of the **Investment Overview** section in the Prospectus is amended as follows:

The table adjacent to (to the right of) the caption/heading ***Who are the significant Existing Shareholders of the Company and what will their interests be after Completion of the Offer?*** is deleted in its entirety and is replaced with the following:

“

Shareholder	Shares	% holding before Offer	% holding after Offer
Australian Consolidated Venture Capital Pty Ltd	24,725,000	48.14%	23.92%
Romardo Group Pty Ltd	2,250,000	4.38%	2.18%

Note: On Completion of the Offer 12,000,000 shares will be issued to the Nevada Vendors under the Nevada Option, the Nevada Vendors will collectively hold up to 11.61% (see section 12.2).”

The table adjacent to (to the right of) the caption/heading ***What are the Director shareholdings?*** is deleted in its entirety and is replaced with the following:

“

Director	Shares	% holding after Offer
Jim McKerlie	750,000	0.73%
Shanthar Pathmanathan	636,750	0.62%
Vincent Mascolo	500,000	0.48%
Brian Moller	1,500,000	1.45%

”

The table adjacent to (to the right of) the caption/heading ***What significant benefits are payable to the Directors?*** is deleted in its entirety and is replaced with the following:

“

Director	Remuneration/ Fees ¹	Other
Shanthar Pathmanathan	A\$190,000.00 pa	5 Million Performance Rights ³
Jim McKerlie	A\$100,000.00 pa	1,000,000 Performance Rights ³ 250,000 Shares
Vincent Mascolo	A\$40,000.00 pa	500,000 Performance Rights ³ 1 Million Options ²
Brian Moller	A\$40,000.00 pa	500,000 Performance Rights ³

1. See section 10.9 and 10.10

2. For the terms and conditions of Options see section 13.3.

3. For the terms and conditions of Performance Rights see section 13.4.”

(b) **Section 1.6 Summary of the Offer and the Proposed Use of Funds Raised** of the **Investment Overview** section of the Prospectus is amended as follows:

The first three paragraphs under the heading ***What is the Offer?*** are deleted in their entirety and replaced with the following:

"This Prospectus provides investors with the opportunity to participate in the initial public offering of Shares in the Company.

The Company is undertaking a public offer of forty million shares at A\$0.20 per Share to raise \$8,000,000 (before costs).

However the Offer is subject to a minimum subscription of 25,000,000 Shares at a subscription price of \$0.20 each to raise up to \$5,000,000, while the Company will accept subscriptions for up to a further 15,000,000 Shares at the subscription price of \$0.20 each, to raise up to a total of \$8,000,000 under the Offer. The Offer is not underwritten."

The first sentence in the paragraph next to the heading ***What will the market capitalisation of the Company be upon Listing on the ASX?*** is deleted in its entirety and replaced with the following:

"The undiluted market capitalisation of the Company on Listing, assuming full oversubscriptions is expected to be approximately A\$20,673,126."

The table adjacent to (to the right of) the caption/heading ***What is the proposed use of funds raised under the Offer?*** is deleted in its entirety and is replaced with the following:

Uses of funds	Minimum Subscription \$5 million	Maximum Subscription \$8 million
Big Smokey Acquisition	\$100,000	\$100,000
Nevada Projects	\$2,370,353	\$3,203,687
WA and SA Projects	\$331,707	\$1,056,814
Botswana	\$150,000	\$150,000
Corporate and administration	\$1,232,100	1,232,100
Working capital	\$194,013	\$1,410,573
Costs of the Offer	\$785,629	\$1,010,629
Total use of funds	\$5,163,803	\$8,163,803

Notes: The above table is a statement of current intentions as at the date of this Refresh Supplementary Prospectus. Investors should note that, as with any budget, the allocation of funds set out in the above table may change depending on a number of factors, including the outcome of sales success, operational and development activities, regulatory developments, and market and general economic conditions. In light of this, the Board reserves its right to alter the way the funds are applied."

The sentence adjacent to (to the right of) the caption/heading ***When will I receive confirmation that my Application has been successful?*** is deleted in its entirety and is replaced with the following:

"Holding statements, confirming Applicants' allocations under the Offer, are expected to be dispatched to Shareholders on Monday, 13 March 2017."

The third condition listed to the right of the caption/heading ***Are there any conditions to the Offer?*** is deleted in its entirety and is replaced with the following:

"3. the minimum subscription of \$5,000,000 being achieved."

3.9 Details of the Offer

- (a) The first four sentences of **Section 2.1 Overview** section of the **Section 2 Details of the Offer** in the Prospectus are deleted in their entirety and replaced with the following:

"The Company is undertaking a public offer of forty million shares at A\$0.20 per Share to raise \$8,000,000 (before costs).

However the Offer is subject to a minimum subscription of 25,000,000 Shares at a subscription price of \$0.20 each to raise up to \$5,000,000, while the Company will accept subscriptions for up to a further 15,000,000 Shares at the subscription price of \$0.20 each, to raise up to a total of \$8,000,000 under the Offer. The Offer is not underwritten."

- (b) The third bullet point under the heading **Section 2.2 Conditions** of **Section 2 Details of the Offer** in the Prospectus is deleted in its entirety and replaced with the following:

"the minimum subscription of \$5,000,000 being achieved."

- (c) The table under the heading **Section 2.3 Purpose of the Offer and Proposed Use of Funds** in **Section 2 Details of the Offer** of the Prospectus is deleted in its entirety and replaced with the following:

“

Uses of funds	Minimum Subscription \$5 million	Maximum Subscription \$8 million
Big Smokey Acquisition	\$100,000	\$100,000
Nevada Projects	\$2,370,353	\$3,203,687
WA and SA Projects	\$331,707	\$1,056,814
Botswana	\$150,000	\$150,000
Corporate and administration	\$1,232,100	1,232,100
Working capital	\$194,013	\$1,410,573
Costs of the Offer	\$785,629	\$1,010,629
Total use of funds	\$5,163,803	\$8,163,803

”

- (d) **Section 2.4 Capital Structure in Section 2 Details of the Offer** in the Prospectus is deleted in its entirety and replaced with the following:

"The capital structure of the Company at the Prospectus Date and following Completion of the Offer (with Minimum Subscriptions) will be as follows:

Shareholder	Number of Securities	Ordinary Shares % holding before Offer	Ordinary Shares % holding after Offer
Shares			
Existing Shareholders	51,365,628	100.0%	58.1%
Big Smokey LLC and ProspectOre LLC ¹	12,000,000	Nil	13.6%
Public	25,000,000	Nil	28.3%
Sub-total (Ordinary Shares)	88,365,628	100.0%	100.0%
Options ²	4,000,000	-	-
Performance Rights ³	7,500,000	-	-
Total (fully diluted share capital)	99,865,628	-	-

1 Big Smokey LLC and ProspectOre LLC will receive 12,000,000 Shares on completion of the exercise of the Option Deed.

2 Details of the Options are set out in Section 13.3.

3 Details of the Performance Rights are set out in Section 13.4. "

The capital structure of the Company at the Prospectus Date and following Completion of the Offer (with Maximum Subscriptions) will be as follows:

"

Shareholder	Number of Securities	Ordinary Shares % holding before Offer	Ordinary Shares % holding after Offer
Shares			
Existing Shareholders	51,365,628	100.0%	49.7%
Big Smokey LLC and ProspectOre LLC ¹	12,000,000	Nil	11.6%
Public	40,000,000	Nil	38.7%
Sub-total (Ordinary Shares)	103,365,628	100.0%	100.0%
Options ²	4,000,000	-	-
Performance Rights ³	7,500,000	-	-
Total (fully diluted share capital)	114,865,628	-	-

1 Big Smokey LLC and ProspectOre LLC will receive 12,000,000 Shares on completion of the exercise of the Option Deed.

2 Details of the Options are set out in Section 13.3.

3 Details of the Performance Rights are set out in Section 13.4. "

- (e) **Section 2.5 Terms and Conditions of the Offer** in **Section 2 Details of the Offer** in the Prospectus is amended as follows:

- (1) The sentence adjacent to (to the right of) the caption/heading ***Is there a minimum subscription under the Offer?*** is deleted in its entirety and is replaced with the following:

"The minimum subscription is \$5,000,000."

- (2) The sentence adjacent to (to the right of) the caption/heading ***When will I receive confirmation that my Application has been successful?*** is deleted in its entirety and is replaced with the following:

"It is expected that initial holding statements will be dispatched by standard post on or about Monday 13 March 2017."

- (3) The first sentence adjacent to (to the right of) the caption/heading ***When are the Shares expected to commence trading?*** is deleted in its entirety and is replaced with the following:

"It is expected that trading of the Shares on the ASX will commence on or about Friday 17 March 2017 on a normal T+2 settlement basis."

- (f) **Section 2.7 How to Apply under the Offer** in **Section 2 Details of the Offer** of the Prospectus is amended as follows:

- (1) The first sentence of paragraph (b) is deleted in its entirety and is replaced with the following:

"Completed Supplementary Application Forms and accompanying cheques, made payable to "Lithium Consolidated Mineral Exploration Limited - IPO Account" and crossed "Not Negotiable", must be mailed or delivered to the address set out on the Supplementary Application Form by no later than 5:00pm (AEST) on the Closing Date, which is scheduled to occur on 6 March 2017. "

- (2) The first sentence of paragraph (c) is deleted in its entirety and is replaced with the following:

"The Offer opens on 22 November 2016 at 9.00am AEST and is expected to close on 6 March 2017 at 5.00pm AEST. LCME may elect to close the Offer or any part of it early, extend the Offer or any part of it, or accept late Applications either generally or in particular cases."

- (g) **Section 2.8 Fees and Costs Associated with the Offer** in **Section 2 Details of the Offer** of the Prospectus is by deleting the second sentence in its entirety and is replacing it with the following:

"The total estimated costs to the Company in connection with the Offer, including advisory, legal, accounting, tax, listing and administrative fees as well as printing, advertising and other expenses are currently estimated to be approximately \$1.0 Million assuming full oversubscription"

- (h) **Section 2.10 Trading on ASX** in **Section 2 Details of the Offer** in the Prospectus is amended as follows:

- (1) The last two paragraphs are deleted in their entirety and replaced with the following:

"Subject to ASX granting approval for the Company to be admitted to the Official List, the Company will issue the Shares to successful Applicants as soon as practicable after the Closing Date. Holding statements confirming Applicants' allocations under the Offer are expected to be sent to successful Applicants on or around 13 March 2017.

Trading of Shares on the ASX is expected to commence on or around 17 March 2017 on a normal T + 2 settlement basis."

- (i) The table under the heading **Section 2.21 Substantial shareholders** in **Section 2 Details of the Offer** of the Prospectus is deleted in its entirety and replaced with the following:

"

Shareholder	Shares	Options	% holding prior to the Offer	% holding after Offer (undiluted)	% holding after Offer (fully diluted)
<i>Australian Consolidated Venture Capital Pty Ltd</i>	24,725,000	Nil	48.14%	23.92%	21.53%
<i>Nevada Vendors</i>	12,000,000	Nil	Nil	11.61%	10.45%

"

3.10 Company Overview and Projects

- (a) The table under paragraph (g) **Exploration program** in **Section 4.5 Nevada projects (USA)** of the Prospectus is deleted in its entirety and replaced with the following:

"TLP: 18 month exploration budget

All figures in A\$	2017	2018
Tenement fees	(480,347)	(353,680)
Geo consultant, Geophysics & mapping	(13,333)	-
Sample Testing	(120,000)	-
Drilling	(1,000,000)	-
Travel & accommodation	(54,400)	(27,200)
Other (Project specific employees)	(152,000)	(76,000)
Total	(1,820,080)	(183,200)

"

- (b) The table under paragraph (j) **Exploration program in Section 4.5 Nevada projects (USA)** of the Prospectus is deleted in its entirety and replaced with the following:

"Teels: 18 month exploration budget

	Minimum		Maximum	
All figures in A\$	2017	2018	2017	2018
Tenement fees	(333,740)	(33,333)	(400,407)	(80,000)
Geo consultant, Geophysics & mapping	-	-	(373,333)	(13,333)
Sample Testing	-	-	-	-
Drilling	-	-	-	(333,333)
Total	(333,740)	(33,333)	(773,740)	(426,667)

- (c) The table under paragraph (j) **Exploration program in Section 4.6 Yilgarn (Western Australia)** of the Prospectus is deleted in its entirety and replaced with the following:

"Yilgarn Projects: 18 month exploration budget

	Minimum		Maximum	
All figures in A\$	2017	2018	2017	2018
Tenement fees	(87,189)	(58,189)	(87,189)	(58,189)
Geo consultant, Geophysics & mapping	-	-	(158,500)	(76,000)
Sample Testing	-	-	-	-
Drilling	-	-	-	(184,000)
Other (Project specific employees)	(13,255)	(8,019)	(32,655)	(34,197)
Total	(100,444)	(66,208)	(278,344)	(352,386)

- (d) The table under paragraph (j) **Exploration program in Section 4.7 Eucla Basin Projects (Western Australia)** of the Prospectus is deleted in its entirety and replaced with the following:

"Eucla Basin Projects: 18 month exploration budget

	Minimum		Maximum	
All figures in A\$	2017	2018	2017	2018
Tenement fees	(54,240)	(96,050)	(54,240)	(96,050)
Geo consultant, Geophysics & mapping	-	-	-	(109,200)
Sample Testing	-	-	-	-
Drilling	-	-	-	(116,008)
Other (Project specific employees)	(3,032)	(11,734)	(9,432)	(41,154)
Total	(57,272)	(107,784)	(63,672)	(362,412)

3.11 Independent Geologist's Report

Section 6 Independent Geologists Report of the Prospectus (IGR) is amended as follows:

- (a) The second last sentence of the first paragraph of the letter from *Swensson Resource Management* addressed to each of Carl Swensson and the Directors of the Company is deleted in its entirety and replaced with the following:

"The Report is to be included in a prospectus ("Prospectus") to be lodged by LCME with the Australian Securities and Investments Commission offering investors the opportunity to subscribe for 40 million shares at an issue price of \$0.20 per share to raise up to \$8,000,000 ("Offer"). However the Offer is subject to a minimum subscription of 25,000,000 Shares at a subscription price of \$0.20 per share to raise \$5,000,000. The funds raised from the Offer will be used for exploration and evaluation of the Projects."

- (b) Section 7.0 is deleted in its entirety and replaced with the following:

"7.0 Proposed Exploration Programs and Budgets

Exploration programs and budgets have been prepared by LCME for all the projects discussed in this report based on a \$5M minimum capital raise and on the target \$8M capital raise. The expenditure period for the two budget cases are based on an 18 month period. In the base case of a \$5M raise, in-ground expenditure will be strongly biased towards the Tonopah Lithium Project based on its perceived high prospectivity and effective drill ready status. In the case that the final capital raise lies between the minimum \$5M and the target \$8M, the exploration programs will be initiated on a prorated basis.

The proposed programs are summarised below. The proposed programs are considered to be technically appropriate for the targets under consideration and the stated exploration objectives. The cost assumptions utilised in framing the expenditures are considered appropriate. The programs are considered to be achievable in the time frames stated providing there are no extended periods for native title access agreements and other permitting issues."

- (c) The following sentence is added at the end of the fourth paragraph of Section 7.1:

"In the case of a \$5M raise, no in-ground work is proposed for Teels with a minimum expenditure allocated for temporary water and exploration permitting."

- (d) The last paragraph of Section 7.1 is deleted in its entirety and replaced with the following:

"Utilising the correct drilling methodology to assess brine mineralisation is critical and is far more complex than assessing hard rock mineralisation. The assessment of the grade of the brine, the accurate location of aquifers and the size of any resource is essentially a hydrological exercise and one that need the expertise of a hydrologist. Drilling involves drilling 15-20cm diameter holes using reverse circulation with mud rotary crossover drilling methods. Return fluid or brine is sampled on intervals as each borehole is advanced. Samples are filtered, preserved and submitted to a certified laboratory for screening level analysis of lithium concentration. A downhole geophysical survey is conducted in each borehole once drilling has been completed.

If screening level lithium concentrations and the geophysical survey is favourable, the drilling contractor will complete the exploration borehole as a well, per specification of the hydrogeologist and Nevada Administrative Code 534. Well construction is anticipated, and each will be permitted through the Nevada Division of Water Resources prior to advancement of exploration boreholes. Once the well has been

constructed and developed, the hydrogeologist will conduct sampling for lithium and other metals of interest at discrete intervals throughout the well screen. In addition, the hydrogeologist will also complete testing for aquifer parameters including hydraulic conductivity and transmissivity of the formation screened. These wells will remain available for future monitoring and testing. There is no requirement for minimum expenditure on claims in Nevada.”

- (e) The last two paragraph of Section 7.2 are deleted in their entirety and replaced with the following:

“In the event of a minimum capital raise of \$5M, the only expenditure proposed is that for statutory holding costs and native title access negotiations. If the target capital raise of \$8M is achieved the proposed exploration in the first year after access and title grant is achieved will involve helicopter-borne magnetic surveys over the main targets in each licence followed up with heavy mineral sampling. Further exploration will involve RAB drilling traverses over targets defined from the previous year’s work with subsequent assessment of positive results followed up with reverse circulation drilling with diamond tails. Once titles are granted, statutory minimum expenditure for all titles is expected to be approximately \$212,000 for the first two years.”

- (f) The first two paragraphs of Section 7.3 are deleted in their entirety and replaced with the following:

“It is anticipated that the first 1-2 years will involve negotiations for a land access agreement with the Maralinga People who have freehold status over the title areas. In the case of a minimum \$5 raise, funds have been allocated for native title and access negotiations only.

In the event that the target \$8M raise is achieved and access negotiations with the Maralinga Tjarutja people proceed quickly, exploration has been budgeted to commence in the second year involving surface sampling of the exposed areas of the playa lakes to gain a better understanding of lithium levels in the near surface environment. Concurrently a water sampling program will be undertaken utilising water bores and historic exploration drill holes to assess the level of lithium in water in the near surface environment. Sampling of sediment material from any historic drill holes stored by the Geological Survey of South Australia will also be undertaken.”

3.12 Financial Information

The financial impact of decreasing the minimum subscription under the Offer from \$8,000,000 to \$5,000,000 is outlined below by way of amendments to **Section 7 Financial Information** in the Prospectus. **Section 7 Financial Information** in the Prospectus is deleted and replaced in its entirety with the following 13 Pages.

7. Financial Information

7.1 Introduction

Lithium Consolidated Mineral Exploration Pty Ltd (**the Company**) was incorporated on 22 April 2016 and converted to a public company and was re-named Lithium Consolidated Mineral Exploration Limited on 18 November 2016.

The financial information contained in this Section includes:

- (a) summary statutory audited historical statement of profit or loss and other comprehensive income for the period ended 30 June 2016;
- (b) summary statutory audited historical statements of cash flow for the period ended 30 June 2016;
- (c) statutory audited historical statement of financial position for the period ended 30 June 2016; and
- (d) the pro forma historical statement of financial position as at 30 June 2016, (together, the **Historical Financial Information**).

The Historical Financial Information should be read together with the other information contained in this Prospectus, including:

- the risk factors described in Section 5;
- the description of the use of the Proceeds of the Offer described in Section 1.6;
- the Investigating Accountant's Report, set out in Section 8; and
- the indicative capital structure described in Section 2.4.

Please note that past performance is not an indication of future performance.

7.2 Basis of preparation of the Historical Financial Information Background

The Historical Financial Information included in this Section has been prepared in accordance with the recognition and measurement principles of Australian Accounting Standards (including the Australian Accounting Interpretations) adopted by the Australian Accounting Standards Board and the Corporations Act.

The Historical Financial Information is presented in an abbreviated form insofar as it does not include all the presentation, disclosures, statements or comparative information as required by Australian Accounting Standards applicable to annual financial reports prepared in accordance with the Corporations Act. Significant accounting policies applied to the Historical Financial Information are noted at the end of this section under the heading 'Significant accounting policies'.

The Historical Financial Information has been reviewed and reported on by BDO Audit Pty Ltd (**BDO**) as set out in the Investigating Accountants Report in Section 8. Investors should note the scope and limitations of the Investigating Accountants Report. The Historical Financial Information has been prepared for the purpose of the Offer. The Historical Financial Information of the Company has been extracted from the audited financial statements for the financial period ended 30 June 2016 which were audited by BDO. An unmodified audit opinion including an emphasis of matter in relation to going concern was issued for the period ended 30 June 2016.

7.3 General factors affecting the operating results of the Company

Below is a discussion of the main factors which affected the Company's operations and relative financial performance for the period ended 30 June 2016 which the Company expects may continue to affect it in the future.

The discussion of these general factors is intended to provide a summary only and does not detail all factors that affected the Company's historical operating and financial performance, nor everything which may affect the Company's operations and financial performance in the future. Statutory Audited Historical Statement of profit or loss and other comprehensive income.

The table below presents the Historical Statement of Profit or Loss and Other Comprehensive Income for the period ended 30 June 2016.

7. Financial Information (continued)

\$	Period ended 30 June 2016
Revenue	-
Corporate and administration expenses	(75,138)
Exploration expenses	(22,634)
Legal expenses	(24,671)
Share-based payments	(341,510)
Income tax expense	-
Loss for the period	(463,953)

Notes to the Historical Statement of Profit or Loss and Other Comprehensive Income

As the Company was incorporated on 22 April 2016, the Company's activity during the period to 30 June 2016 was focussed on identifying and securing lithium exploration projects. As such, there were limited transactions during that period.

The share-based payment expenses represent the fair value of shares and options issued to directors and contractors for services rendered during the period.

7.4 Cash flow statements

Statutory audited historical cash flows The table below presents the Historical Cash Flows for the period ended 30 June 2016.

CASH FLOWS FROM OPERATING ACTIVITIES	\$
Other receipts	(3,726)
Payments to suppliers and employees	(109,166)
Net cash used in operating activities	(112,892)
CASH FLOWS FROM INVESTING ACTIVITIES	
Payments for exploration and evaluation assets	(352,561)
Purchase of property, plant and equipment	(2,029)
Net cash used in investing activities	(354,590)
CASH FLOWS FROM FINANCING ACTIVITIES	
Proceeds from issue of shares	730,000
Net cash provided by financing activities	730,000
Net increase/(decrease) in cash held	262,518
Cash at Beginning of Period	-
Cash at End of Year	262,518

7. Financial Information (continued)

Operating cash flows

Operating cash flows were negative as the Company has not generated revenue. The Company was focussed on identifying and securing lithium exploration projects. Costs have primarily consisted of consulting fees, legal fees and other administration and operation expenses.

Investing cash flows

The Company's focus has been on identifying and securing lithium exploration projects therefore investing cash flows have been negative as the Company incurs costs associated with those activities.

Financing activities

The Company's activities have been financed through the funds raised from the issue of Shares in the Company.

7.5 Historical and Pro-forma Statement of Financial Position

The table below sets out the summary historical statement of financial position as at 30 June 2016 and the pro-forma adjustments that have been made to the statement of financial position as at 30 June 2016. The pro-forma statement of financial position below is provided for illustrative purposes only and is not represented as being necessarily indicative of the Company's view of its future financial position.

7. Financial Information (continued)

Historical and Pro-forma Historical Consolidated Statement of Financial Position

\$	30 June 2016 Actual	Subsequent Events	IPO Adjustments Minimum	IPO Adjustments Maximum	Pro-forma Minimum	Pro-forma Maximum
CURRENT ASSETS						
Cash and cash equivalents	262,518	(99,437)	4,114,371	6,889,371	4,277,452	7,052,452
Trade and other receivables	3,757	-	-	-	3,757	3,757
Total Current Assets	266,275	(99,437)	4,114,371	6,889,371	4,281,209	7,056,209
NON-CURRENT ASSETS						
Exploration and evaluation assets	353,788	500,000	2,500,000	2,500,000	3,353,788	3,353,788
Plant and equipment	2,029	-	-	-	2,029	2,029
Total Non-Current Assets	355,817	500,000	2,500,000	2,500,000	3,355,817	3,355,817
TOTAL ASSETS	622,092	400,563	6,614,371	9,389,371	7,637,026	10,412,026
CURRENT LIABILITIES						
Trade and other payables	14,504	-	-	-	14,504	14,504
Total Current Liabilities	14,504	-	-	-	14,504	14,504
TOTAL LIABILITIES	14,504	-	-	-	14,504	14,504
NET ASSETS	607,588	400,563	6,614,371	9,389,371	7,622,522	10,397,522
EQUITY						
Issued capital	930,001	1,370,063	6,869,387	9,616,576	9,169,451	11,916,640
Reserves	141,510	93,420	-	-	234,930	234,930
Accumulated losses	(457,218)	(1,069,625)	(255,016)	(227,205)	(1,781,859)	(1,754,048)
Equity attributable to owners of the parent company	614,293	393,858	6,614,371	9,389,371	7,622,522	10,397,522
Non-controlling interests	(6,705)	6,705	-	-	-	-
TOTAL EQUITY	607,588	400,563	6,614,371	9,389,371	7,622,522	10,397,522

7. Financial Information (continued)

The following sets out the main elements of the statement of financial position as at 30 June 2016.

Description of Pro-forma Adjustments

The Pro-forma Historical Statement of Financial Position comprises:

- Material transactions undertaken that have occurred since 30 June 2016 as if they had occurred as at 30 June 2016 (Subsequent Events); and
- Transactions that will be undertaken on completion of the Company's Initial Public Offering (IPO Adjustments).

Subsequent Events

Set out below are the material transactions that have occurred since 30 June 2016 and the impact on the Statement of Financial Position as if they had occurred as at 30 June 2016.

- 3,000,000 Shares were issued to acquire (the final) 30% in West Resource Ventures Pty Ltd. The (accounting) value of the Shares issued was \$0.10 per Share, being the price of the Shares issued at that time. The \$300,000 fair value of the shares issued has resulted in a loss on acquiring the non-controlled interest of \$306,705 and elimination of the Non-controlling interest (\$6,705) on the Statement of Financial Position. No accounting has been recognised for the NSR as it is not expected to be achieved until the projects enter production in the future.
- 10,965,628 shares issued for:
 - During July to October 2016, the Company issued 10,175,628 Shares for \$0.10 each to raise \$1,017,563 (**Seed Investors**) before capital raising costs of \$26,500.
 - 265,000 Shares issued for capital raising fees for a portion of the Shares issued to Seed Investors. The fair value of the Shares issued was \$0.10 per Share, being the price of the Shares issued at that time, and was charged through the Issued Capital account.
 - 525,000 Shares issued to consultants and a director in satisfaction of the services rendered to the Company. The fair value of the Shares issued was \$0.10 per Share, being the price of the Shares issued around that time to Seed Investors, that was charged as consultant expenses (through the Profit & Loss).
- 1,000,000 options exercisable at \$0.20 per option on or before 31 December 2019 were issued to a member of the Company's senior management team. The fair value of the options was \$0.05058 per option and this was charged as consultant expenses (through the Profit & Loss) and Reserves (within Equity).
- On 26 October 2016, the expiry dates on 3,000,000 options (previously issued to a director and advisors on 17 May 2016) were extended to 1 January 2019. This resulted in an adjustment to the fair value of the options of an increase of \$42,840 (expensed through the Profit & Loss) and Reserves (within Equity)
- 7,500,000 performance rights were issued to directors and management of Company. The fair value of the performance rights totalled \$678,000 and will be expensed through the Profit & Loss (and Reserves within Equity) over the period to 30 June 2020, being the last vesting date on the performance rights. No pro-forma adjustment has been made as the accrued expense between issue date of the performance rights and the date of this Prospectus is minimal.
- The pro-forma adjustments include amounts of \$617,000 charged to corporate and administration expenses (through the Profit & Loss) and \$500,000 capitalised as Exploration and Evaluation Assets for spend on the Company's Nevada projects.

IPO Adjustments

Set out below are the transactions that will be undertaken on completion of the Company's Initial Public Offering as if they had occurred as at 30 June 2016.

- A capital raising of 25,000,000 Shares (at \$0.20 each) to raise \$5,000,000 (cash) before costs (Minimum Subscription) with the provision to accept oversubscriptions up to a maximum of \$3,000,000, resulting in issuing up to 40,000,000 Shares (at \$0.20 each) to raise \$8,000,000 (cash) before costs (Maximum Subscription), in accordance with this Prospectus.
- Costs of the capital raising comprising cash fees in the range of \$785,629 (Minimum Subscription) to \$1,010,629 (Maximum Subscription). Depending on the nature of the cost, the capital raising fees were split between \$255,016 and \$227,205 expensed (through the Profit & Loss) and between \$530,613 and \$783,424 charged to Issued Capital (within Equity account).
- Final consideration to complete the acquisition of 80% of the Big Smokey project in Nevada (capitalised as Exploration and Evaluation Assets) that includes:
 - Cash consideration of \$100,000.
 - The issue of 12,000,000 Shares valued at \$0.20 per share, being the price of the Shares under the Offer.
 - No accounting has been recognised for the NSR as it is not expected to be achieved until the projects enter production in the future.

7. Financial Information (continued)

Effect of Pro-forma Adjustments on Statement of Financial Position line items

Cash and cash equivalents

\$	Note within Section 7.5	Pro-forma Minimum Subscription	Pro-forma Maximum Subscription
Balance at 30 June 2016		262,518	262,518
Subsequent Events:			
Seed capital	(b)(i)	1,017,563	1,017,563
Exploration Expenditure	(f)	(500,000)	(500,000)
Operation expenses (corporate and admin)	(f)	(617,000)	(617,000)
IPO Adjustments:			
Proceeds from shares issued under this Prospectus	(g)	5,000,000	8,000,000
Costs of the Offer	(h)	(785,629)	(1,010,629)
Big Smokey consideration	(i)(i)	(100,000)	(100,000)
Pro-forma balance		4,277,452	7,052,452

Exploration and evaluation assets

\$	Note within Section 7.5	Pro-forma Minimum Subscription	Pro-forma Maximum Subscription
Balance at 30 June 2016		353,788	353,788
Subsequent Events:			
Exploration Expenditure – spend on projects	(f)	500,000	500,000
IPO Adjustments:			
Big Smokey consideration – cash payment	(i)(i)	100,000	100,000
Big Smokey consideration – Shares issued	(i)(ii)	2,400,000	2,400,000
Pro-forma balance		3,353,788	3,353,788

7. Financial Information (continued)

Issued capital

\$	Note within Section 7.5	Pro-forma Minimum Subscription Number	Pro-forma Maximum Subscription Number	Pro-forma Minimum Subscription \$	Pro-forma Maximum Subscription \$
Balance at 30 June 2016		37,400,000	37,400,000	930,001	930,001
Subsequent Events:					
West Venture Resources –acquisition of non-controlled interest	(a)	3,000,000	3,000,000	300,000	300,000
Seed capital issued	(b)(i)	10,175,628	10,175,628	1,017,563	1,017,563
Shares issued – capital raising fees	(b)(ii)	265,000	265,000	26,500	26,500
Capital raising costs – seed capital	(b)(ii)	-	-	(26,500)	(26,500)
Shares issued to consultants/director	(b)(iii)	525,000	525,000	52,500	52,500
IPO Adjustments:					
Shares issued under this Prospectus	(g)	25,000,000	40,000,000	5,000,000	8,000,000
Costs of the Offer	(h)	-	-	(530,613)	(783,424)
Big Smokey consideration – shares issued	(i)(ii)	12,000,000	12,000,000	2,400,000	2,400,000
Pro-forma balance		88,365,628	103,365,628	9,169,451	11,916,640

Reserves

\$	Note within Section 7.5	Pro-forma Minimum Subscription	Pro-forma Maximum Subscription
Balance at 30 June 2016		141,510	141,510
Subsequent Events:			
Options issued to management	(c)	50,580	50,580
Adjustment to prior option issue	(d)	42,840	42,840
Pro-forma balance		234,930	234,930

7. Financial Information (continued)

Accumulated losses

\$	Note within Section 7.5	Pro-forma Minimum Subscription	Pro-forma Maximum Subscription
Balance at 30 June 2016		(457,218)	(457,218)
Subsequent Events:			
West Venture Resources –acquisition of non-controlled interest	(a)	(306,705)	(306,705)
Shares issued to consultants/director	(b)(iii)	(52,500)	(52,500)
Options issued to management	(c)	(50,580)	(50,580)
Adjustment to prior option issue	(d)	(42,840)	(42,840)
Operation expenses (corporate and admin)	(f)	(617,000)	(617,000)
IPO Adjustments:			
Listing expenses	(h)	(255,016)	(227,205)
Pro-forma balance		(1,781,859)	(1,754,048)

Non-controlling interests

\$	Note within Section 7.5	Pro-forma Minimum Subscription	Pro-forma Maximum Subscription
Balance at 30 June 2016		(6,705)	(6,705)
Subsequent Events:			
West Venture Resources –acquisition of non-controlled interest	(a)	6,705	6,705
Pro-forma balance		-	-

7. Financial Information (continued)

7.6. Significant Accounting Policies

The following is a summary of the material accounting policies adopted by the Company in the preparation of the Historical and Pro-forma Financial Information contained in this section. The accounting policies have been consistently applied unless otherwise stated.

The Historical and Pro-forma Financial Information has been prepared for the consolidated entity consisting of Lithium Consolidated Mineral Exploration Limited and its Controlled Entities. Lithium Consolidated Mineral Exploration Limited is incorporated and domiciled in Australia. The Historical and Pro-forma Financial Information has been prepared on an accruals basis and are based on historical cost, modified by the measurement at fair value of selected non-current assets, financial assets and liabilities.

(a) Going Concern

The Historical and Pro-forma Financial Information has been prepared on the going concern basis, which contemplates continuity of normal business activities and the realisation of assets and settlement of liabilities in the normal course of business.

The ability of the Group to continue as a going concern is principally dependent upon the following conditions:

- the ability of the Group to successfully raise capital, as and when necessary;
- the ability to complete successful exploration and subsequent exploitation of the areas of interest; and
- the ability of the Group to sell non-core assets.

These conditions gave rise to material uncertainty which may cast significant doubt over the Group's ability to continue as a going concern as at 30 June 2016.

The directors believe that the going concern basis of preparation is appropriate due to the planned IPO during which was planned to raise approximately \$5,000,000 before costs (with the ability to accept oversubscriptions of up to \$3,000,000).

Should the Group be unable to continue as a going concern, it may be required to realise its assets and extinguish its liabilities other than in the ordinary course of business, and at amounts that differ from those stated in the Historical and Pro-forma Financial Information. The Historical and Pro-forma Financial Information does not include any adjustments relating to the recoverability and classification of recorded asset amounts or the amounts or classification of liabilities and appropriate disclosures that may be necessary should the Group be unable to continue as a going concern.

(b) Principles of Consolidation

Subsidiaries

The Historical and Pro-forma Financial Information incorporate the assets and liabilities of all subsidiaries of Lithium Consolidated Mineral Exploration Limited ("Company" or "parent entity") as at 30 June 2016, and the results of all subsidiaries for the period then ended. Lithium Consolidated Mineral Exploration Limited and its subsidiaries together are referred to in the Historical and Pro-forma Financial Information as the Group or the economic entity.

Subsidiaries are all entities over which the Group has control. The Group has control over an entity when the Group is exposed to, or has a right to, variable returns from its involvement with the entity, and has the ability to use its power to affect those returns. Subsidiaries are fully consolidated from the date on which control is transferred to the Group. They are de-consolidated from the date that control ceases.

Intercompany transactions, balances and unrealised gains on transactions between Group companies are eliminated. Unrealised losses are also eliminated unless the transaction provides evidence of the impairment of the asset transferred. Accounting policies of controlled entities have been changed where necessary to ensure consistency with the policies adopted by the Group.

Non-controlling Interests

Equity interests in a subsidiary not attributable, directly or indirectly, to the Group are presented as "non-controlling interests". The Group initially recognises non-controlling interests that are present ownership interests in subsidiaries and are entitled to a proportionate share of the subsidiary's net assets on liquidation at either fair value or at the non-controlling interests' proportionate share of the subsidiary's net assets. Subsequent to initial recognition, non-controlling interests are attributed their share of profit or loss and each component of other comprehensive income. Non-controlling interests are shown separately within the equity section of the statement of financial position and statement of comprehensive income.

7. Financial Information (continued)

Changes in ownership interests

When the Group ceases to have control, joint control or significant influence, any retained interest in the entity is remeasured to its fair value, with the change in the carrying amount recognised in profit or loss.

The fair value is the initial carrying amount for the purposes of subsequently accounting for the retained interest as an associate, joint venture or financial asset. In addition, any amounts previously recognised in other comprehensive income in respect of that entity are accounted for as if the Group had directly disposed of the related assets or liabilities. This may mean that amounts previously recognised in other comprehensive income are reclassified to profit or loss.

(c) Income Tax

The income tax expense/(income) for the period comprises current income tax expense/(income) and deferred tax expense/(income). Current income tax expense charged to profit or loss is the tax payable on taxable income calculated using applicable income tax rates enacted, or substantially enacted, as at reporting date. Current tax liabilities/(assets) are therefore measured at the amounts expected to be paid to/(recovered from) the relevant taxation authority. Deferred income tax expense reflects movements in deferred tax asset and deferred tax liability balances during the period as well as unused tax losses. Current and deferred income tax expense/(income) is charged or credited directly to equity instead of profit or loss when the tax relates to items that are credited or charged directly to equity.

Deferred tax assets and liabilities are calculated at the tax rates that are expected to apply to the period when the asset is realised or the liability is settled, based on tax rates enacted or substantively enacted at reporting date. Their measurement also reflects the manner in which management expects to recover or settle the carrying amount of the related asset or liability.

Deferred tax assets and liabilities are ascertained based on temporary differences arising between the tax bases of assets and liabilities and their carrying amounts in the financial statements. Deferred tax assets also result where amounts have been fully expensed but future tax deductions are available. No deferred income tax will be recognised from the initial recognition of an asset or liability, excluding a business combination, where there is no effect on accounting or taxable profit or loss.

The Company and its Australian 100% owned controlled entities have not yet formed a tax consolidated group.

Deferred tax assets relating to temporary differences and unused tax losses are recognised only to the extent that it is probable that future taxable profit will be available against which the benefits of the deferred tax asset can be utilised. The amount of benefits brought to account or which may be realised in the future is based on the assumption that no adverse change will occur in income taxation legislation and the anticipation that the economic entity will derive sufficient future assessable income to enable the benefit to be realised and comply with the conditions of deductibility imposed by the law.

(d) Exploration and Evaluation Assets

Exploration and evaluation expenditure incurred is accumulated in respect of each identifiable area of interest. Such expenditures comprise net direct costs and an appropriate portion of related overhead expenditure but do not include overheads or administration expenditure not having a specific nexus with a particular area of interest. These costs are only carried forward to the extent that they are expected to be recouped through the successful development of the area or where activities in the area have not yet reached a stage which permits reasonable assessment of the existence of economically recoverable reserves and active or significant operations in relation to the area are continuing.

A regular review will be undertaken on each area of interest to determine the appropriateness of continuing to carry forward costs in relation to that area of interest.

A provision is raised against exploration and evaluation assets where the directors are of the opinion that the carried forward net cost may not be recoverable or the right of tenure in the area lapses. The increase in the provision is charged against the results for the year. Accumulated costs in relation to an abandoned area are written off in full against profit or loss in the year in which the decision to abandon the area is made.

When production commences, the accumulated costs for the relevant area of interest are amortised over the life of the area according to the rate of depletion of the economically recoverable reserves.

(e) Impairment of Assets

At each reporting date, the economic entity reviews the carrying values of its tangible and intangible assets to determine whether there is any indication that those assets have been impaired. If such an indication exists, the recoverable amount of the asset, being the higher of the asset's fair value less costs to sell and value in use, is compared to the asset's carrying value. Any excess of the asset's carrying value over its recoverable amount is expensed to profit or loss.

7. Financial Information (continued)

(f) Financial Instruments

Recognition and Initial Measurement

Financial instruments, incorporating financial assets and financial liabilities, are recognised when the entity becomes a party to the contractual provisions of the instrument. Trade date accounting is adopted for financial assets.

Financial instruments are initially measured at fair value plus transactions costs where the instrument is not classified as at fair value through profit or loss. Transaction costs related to instruments classified as at fair value through profit or loss are expensed to profit or loss immediately.

Derecognition

Financial assets are derecognised where the contractual rights to receipt of cash flows expires or the asset is transferred to another party whereby the entity no longer has any significant continuing involvement in the risks and benefits associated with the asset.

Financial liabilities are derecognised where the related obligations are either discharged, cancelled or expire. The difference between the carrying value of the financial liability extinguished or transferred to another party and the fair value of consideration paid, including the transfer of non-cash assets or liabilities assumed, is recognised in profit or loss.

Classification and Subsequent Measurement

Financial instruments are subsequently measured at fair value, amortised cost using the effective interest rate method, or cost.

Fair value is the price that would be received to sell an asset or paid to transfer an asset. Amortised cost is calculated as:

- the amount at which the financial asset or financial liability is measured at initial recognition;
- less principal repayments;
- plus or minus the cumulative amortisation of the difference, if any, between the amount initially recognised and the maturity amount calculated using the effective interest method; and
- less any reduction for impairment.

The effective interest method is used to allocate interest income or interest expense over the relevant period and is equivalent to the rate that exactly discounts estimated future cash payments or receipts (including fees, transaction costs and other premiums or discounts) through the expected life (or when this cannot be reliably predicted, the contractual term) of the financial instrument to the net carrying amount of the financial asset or financial liability. Revisions to expected future net cash flows will necessitate an adjustment to the carrying value with a consequential recognition of an income or expense in profit or loss.

The economic entity does not designate any interests in subsidiaries, associates or joint venture entities as being subject to the requirements of accounting standards specifically applicable to financial instruments.

Loans and receivables

Loans and receivables are non-derivative financial assets with fixed or determinable payments that are not quoted in an active market and are subsequently measured at amortised cost.

Financial Liabilities

Non-derivative financial liabilities (excluding financial guarantees) are subsequently measured at amortised cost.

(g) Impairment

At each reporting date, the economic entity assesses whether there is objective evidence that a financial instrument has been impaired. In the case of available-for-sale financial instruments, a significant or prolonged decline in the value of the instrument is considered to determine whether an impairment has arisen. Impairment losses are recognised in profit or loss.

(h) Cash and Cash Equivalents

Cash and cash equivalents include cash on hand, deposits held at call with banks and other short-term highly liquid investments with original maturities of less than 3 months.

7. Financial Information (continued)

(i) Issued Capital

Ordinary shares are classified as equity. Transaction costs (net of tax where the deduction can be utilised) arising on the issue of ordinary shares are recognised in equity as a reduction of the share proceeds received.

(j) Share Based Payments

The economic entity makes equity-settled share based payments to directors, employees and other parties for services provided or the acquisition of exploration assets. Where applicable, the fair value of the equity is measured at grant date and recognised as an expense over the vesting period, with a corresponding increase to an equity account. The fair value of shares is ascertained as the market bid price. The fair value of options is ascertained using the Black and Scholes option valuation pricing model which incorporates all market vesting conditions. Where applicable, the number of shares and options expected to vest is reviewed and adjusted at each reporting date such that the amount recognised for services received as consideration for the equity instruments granted shall be based on the number of equity instruments that eventually vest.

Where the fair value of services rendered by other parties can be reliably determined, this is used to measure the equity-settled payment.

(k) Foreign Currency Transactions and Balances

Functional and presentation currency

The functional and presentation currency of Lithium Consolidated Mineral Exploration Limited and its Australian subsidiaries is Australian dollars (\$A).

Transactions and balances

Foreign currency transactions are translated into functional currency using the exchange rates prevailing at the date of the transaction. Foreign currency monetary items are translated at the year-end exchange rate. Non-monetary items measured at historical cost continue to be carried at the exchange rate at the date of the transaction. Non-monetary items measured at fair value are reported at the exchange rate at the date when fair values were measured. Exchange differences arising on the translation of monetary items are recognised in profit or loss, except where deferred in equity as a qualifying cash flow or net investment hedge.

Group Companies

The financial results and position of foreign operations whose functional currency is different from the economic entity's presentation currency are translated as follows:

- assets and liabilities are translated at period-end exchange rates prevailing at that reporting date;
- income and expenses are translated at average exchange rates for the period;
- retained earnings are translated at the exchange rates prevailing at the date of the transaction.
- Exchange differences arising on translation of foreign operations are recognised in other comprehensive income.

(l) Critical Accounting Estimates and Judgements

The directors evaluate estimates and judgments incorporated into the financial statements based on historical knowledge and best available current information. Estimates assume a reasonable expectation of future events and are based on current trends and economic data, obtained both externally and within the economic entity.

(m) Key Judgements:

Exploration and Evaluation Assets

The economic entity performs regular reviews on each area of interest to determine the appropriateness of continuing to carry forward costs in relation to that area of interest. These reviews are based on detailed surveys and analysis of exploration and drilling results performed to reporting date.

7. Financial Information (continued)

7.7 Dividend policy

The Company plans to invest all cash flow into the business in order to maximise growth. Accordingly, no dividends are expected to be paid in the foreseeable future following the Company's Listing on ASX.

The payment and amount of any potential future dividends declared by the Company are subject to the discretion of the Directors and will depend upon, among other things, the Company's earnings, financial position, tax position and capital requirements.

It is the Directors' intention to review this policy from time to time and commence the payment of a regular dividend once the Company is able to generate a substantial and sustainable level of cash flow, after allowing for capital expenditure and other commitments.

The Directors also note that as the Company is not deriving revenue from business conducted in Australia, the Company will not be able to declare franked dividends unless and until it derives Australian sourced revenue and pays Australian tax.

3.13 Investigating Accountant's Report

Section 8 Investigating Accountant's Report in the Prospectus is deleted and replaced in its entirety with the following 4 pages.



Tel: +61 7 3237 5999
Fax: +61 7 3221 9227
www.bdo.com.au

Level 10, 12 Creek St
Brisbane QLD 4000
GPO Box 457 Brisbane QLD 4001
Australia

To the Directors
Lithium Consolidated Mineral Exploration Limited
Level 10
110 Mary Street
BRISBANE QLD 4000

3 February 2017

Dear Directors

**INDEPENDENT LIMITED ASSURANCE REPORT ON LITHIUM CONSOLIDATED MINERAL EXPLORATION
LIMITED HISTORICAL AND PRO FORMA HISTORICAL FINANCIAL INFORMATION**

Introduction

We have been engaged by Lithium Consolidated Mineral Exploration Limited (“the company” or “LCME”) to report on the historical financial information and pro forma historical financial information of LCME as at 30 June 2016 for inclusion in the public document dated on or about 3 February 2017 and relating to the issue of between 25,000,000 and 40,000,000 shares in LCME (“the document”).

Expressions and terms defined in the document have the same meaning in this report.

Scope

Historical financial information

You have requested BDO Audit Pty Ltd to review the following historical financial information included in the public document being the consolidated statement of financial position of LCME as at 30 June 2016 and the consolidated statement of profit or loss and other comprehensive income and consolidated statement of cash flows for the period then ended.

Hereafter referred to as “the historical financial information”.

The historical financial information has been prepared in accordance with the stated basis of preparation, being the recognition and measurement principles contained in Australian Accounting Standards and the company’s adopted accounting policies.

The historical financial information has been extracted from the consolidated financial report of LCME for the period ended 30 June 2016, which was audited by BDO Audit Pty Ltd in accordance with the Australian Auditing Standards. BDO Audit Pty Ltd issued an unmodified audit opinion with an emphasis of matter in relation to going concern on the consolidated financial report.

The historical financial information is presented in the public document in an abbreviated form, insofar as it does not include all of the presentation and disclosures required by Australian Accounting Standards and other mandatory professional reporting requirements applicable to general purpose financial reports prepared in accordance with the *Corporations Act 2001*.



Pro forma historical financial information

You have requested BDO Audit Pty Ltd to review the following pro forma historical financial information of LCME (the responsible party) included in the public document, being the proforma consolidated statement of financial position as at 30 June 2016.

Hereafter referred to as “the pro forma historical financial information”.

The pro forma historical financial information has been derived from the historical financial information of LCME, after adjusting for the effects of pro forma adjustments described in section 7.5 of the public document. The stated basis of preparation is the recognition and measurement principles contained in Australian Accounting Standards applied to the historical financial information and the event(s) or transaction(s) to which the pro forma adjustments relate, as described in section 7.5 of the public document, as if those event(s) or transaction(s) had occurred as at the date of the historical financial information. Due to its nature, the pro forma historical financial information does not represent the company’s actual or prospective financial position.

Directors’ responsibility

The directors of LCME are responsible for the preparation of the historical financial information and pro forma historical financial information, including the selection and determination of pro forma adjustments made to the historical financial information and included in the pro forma historical financial information. This includes responsibility for such internal controls as the directors determine are necessary to enable the preparation of historical financial information and pro forma historical financial information that are free from material misstatement, whether due to fraud or error.

Our responsibility

Our responsibility is to express a limited assurance conclusion on the financial information based on the procedures performed and the evidence we have obtained. We have conducted our engagement in accordance with the Standard on Assurance Engagement ASAE 3450 *Assurance Engagements involving Corporate Fundraisings and/or Prospective Financial Information*.

A review consists of making enquiries, primarily of persons responsible for financial and accounting matters, and applying analytical and other review procedures. A review is substantially less in scope than an audit conducted in accordance with Australian Auditing Standards and consequently does not enable us to obtain reasonable assurance that we would become aware of all significant matters that might be identified in an audit. Accordingly, we do not express an audit opinion.

Our engagement did not involve updating or re-issuing any previously issued audit or review report on any financial information used as a source of the financial information.

Conclusions

Historical financial information

Based on our review, which is not an audit, nothing has come to our attention that causes us to believe that the historical financial information, as described in the revised section 7 contained within section 3.12 of the public document dated on or about 3 February 2017, and comprising the consolidated statement of financial position of LCME as at 30 June 2016 and the consolidated statement of profit or loss and other comprehensive income and consolidated statement of cash flows for the period then



ended is not presented fairly, in all material respects, in accordance with the stated basis of preparation, as described in section 7.2 of the document.

Pro forma historical financial information

Based on our review, which is not an audit, nothing has come to our attention that causes us to believe that the pro forma historical financial information, as described in the revised section 7.5 contained within section 3.12 of the public document dated on or about 3 February 2017, and comprising the proforma consolidated statement of financial position as at 30 June 2016 is not presented fairly in all material respects, in accordance with the stated basis of preparation as described in section 7.5 of the public document.

Emphasis of matter

Without modifying our conclusions, we draw attention to section 3.12 of the public document, which states that the financial information contained in section 7 supersedes the information previously released in a public document dated 8 November 2016.

Restriction on use

Without modifying our conclusions, we draw attention to section 7.2 of the public document, which describes the purpose of the financial information, being for inclusion in the public document. As a result, the financial information may not be suitable for use for another purpose.

Consent

BDO Audit Pty Ltd has consented to the inclusion of this independent limited assurance report in the public document in the form and context in which it is included.

Liability

The liability of BDO Audit Pty Ltd is limited to the inclusion of this report in the public document. BDO Audit Pty Ltd makes no representation regarding, and takes no responsibility for, any other statements, or material in, or omissions from, the public document.

General advice warning

The report has been prepared, and is included in the document to provide investors with general information only and does not take into account the objectives, financial situation or needs of any specific investor. It is not intended to take the place of professional advice and investors should not make specific investment decisions in reliance on information contained in this report. Before acting or relying on any information, an investor should consider whether it is appropriate for their circumstances having regard to their objectives, financial situation or needs.



Independence

BDO Audit Pty Ltd does not have any interest in the outcome of the raising, or any other interest that could reasonably be regarded as being capable of affecting its ability to give an unbiased conclusion in this matter. BDO Audit Pty Ltd will receive normal professional fees for the preparation of this report.

BDO Audit Pty Ltd are auditors of LCME and from time to time BDO Audit Pty Ltd also provides LCME with certain other professional services for which normal professional fees are received.

Yours faithfully

BDO Audit Pty Ltd

A handwritten signature in black ink, appearing to read 'D P Wright'.

D P Wright
Director

3.14 Board and Senior Management

- (a) The second table appearing in **Section 10.6 Disclosure of Interests** in **Section 10 Board and Senior Management** of the Prospectus is deleted in its entirety and replaced with the following:

“

Director	Remuneration ¹	Shares	Options ⁴	Performance Rights ⁵
Jim McKerlie	A\$100,000.00 pa	750,000	-	1,000,000
Shanthar Pathmanathan	A\$190,000.00 pa	636,750 ²	-	5,000,000
Vincent Mascolo	A\$40,000.00 pa	500,000	1,000,000	500,000
Brian Moller	A\$40,000.00 pa	1,500,000 ³	-	500,000

”

- (b) The first sentence of the second paragraph of paragraph (a) **Shanthar Pathmanathan (Chief Executive Officer and Director)** in **Section 10.9 Executive Remuneration** in **Section 10 Board and Senior Management** of the Prospectus is deleted in its entirety and replaced with the following:

“Under the agreement, Mr Pathmanathan is entitled to base remuneration of AU\$190,000 per annum (inclusive of income, fringe benefits tax and superannuation) paid in monthly instalments beginning on the date the Company is admitted to the ASX. In addition the Company and Mr Pathmanathan agree and acknowledge that Mr Pathmanathan has been paid the amount of \$35,000 between the date of commencement of the agreement in October 2016 and the earlier of Listing of the Company and 1 April 2017”

3.15 Material Contracts

- (a) The second sentence of **Section 12.3 CEO Agreement** in **Section 12 Material contracts** of the Prospectus is deleted in its entirety and replaced with the following:

“Mr Pathmanathan will receive a remuneration of AU\$190,000 per annum (inclusive of income, fringe benefits tax and superannuation) paid in monthly instalments beginning on the date the Company is admitted to the ASX. In addition the Company and Mr Pathmanathan agree and acknowledge that Mr Pathmanathan has been paid the amount of \$35,000 between the date of commencement of the agreement in October 2016 and the earlier of Listing of the Company and 1 April 2017.”

- (b) The third sentence of **Section 12.4 ACVC Agreement** in **Section 12 Material contracts** of the Prospectus is deleted in its entirety and replaced with the following:

“A fee of \$110,000 per annum is payable on account of the provision of the Services paid in monthly instalments beginning on the date the Company is admitted to the ASX. In addition the Company and ACVC agree and acknowledge that ACVC has been paid the amount of \$51,250 between the date of commencement of the agreement in October 2016 and the earlier of Listing of the Company and 1 April 2017.”

3.16 Additional Information

- (a) **Section 13.8 Interests of Experts and Advisors and Remuneration** in **Section 13 Additional Information** of the Prospectus is amended as follows:

- (1) The second last sentence of the third bullet point be deleted in its entirety and replaced with:

"The Company has paid, or agreed to pay, approximately A\$240,000 (excluding disbursements and GST), for these services."

- (2) The last sentence of the sixth bullet point be deleted in its entirety and replaced with:

"BDO Audit (QLD) Pty Ltd will be paid for work performed in accordance with usual time based charge out rates and estimate their professional costs at \$10,000 (excluding disbursements and GST), at the date of this Prospectus."

- (b) **Section 13.9 Costs of the Offer** in **Section 13 Additional Information** of the Prospectus is deleted in its entirety and replaced with the following:

"The total estimated costs to the Company in connection with the Offer, including advisory, legal, accounting, tax, listing and administrative fees, as well as printing, advertising and other expenses, are currently estimated to be approximately between \$785,629 and \$1,010,629 as follows:

Item of Expenditure	Amount of Expenditure (excluding GST)	Amount of Expenditure (excluding GST)
	Minimum	Maximum
ASX and ASIC fees	\$51,813	\$66,813
Legal and Due Diligence	\$271,666	\$271,666
Accounting	\$10,000	\$10,000
Lead Manager	\$430,000	\$640,000
Printing and registry costs	\$22,150	\$22,150
Total costs of the Offer	\$785,629	\$1,010,629

3.17 Glossary

Section 14 Glossary of the Prospectus is amended by substituting the definitions of the following terms for those appearing in the Prospectus:

Closing Date	The date on which the Offer closes, and which is expected to be 6 March 2017 unless the Company, in conjunction with the Lead Manager, exercise their right to vary that date
Oversubscription	15,000,000 Shares
Prospectus	The Prospectus, dated 7 November 2016 for the issue of up to 40 million Shares
Supplementary Application Form	The application form to be completed by Applicants provided at the end of the Refresh Supplementary Prospectus

4. Consents

Each of the parties identified in **section 13.10 Consents** of the Prospectus (each a **Consenting Party**), to the maximum extent permitted by law, expressly disclaims all liabilities in respect of and takes no responsibility for any part of the Prospectus, the Supplementary Prospectuses or this Refresh Supplementary Prospectus other than, the reference to its name and any statement or report included in:

- the Prospectus with the consent of that Consenting Party as described in **section 13.10 Consents** of the Prospectus; or
- this Refresh Supplementary Prospectus with the consent of that Consenting Party as described in this section below.

Each of the Consenting Party listed below has given and has not, before the lodgement of this Refresh Supplementary Prospectus with ASIC, withdrawn its written consent to being named in this Refresh Supplementary Prospectus and to the inclusion, in the form and context in which it is included, of any information described below as being included with its consent. None of the Consenting Party referred to below has caused the issue of this Prospectus, the Supplementary Prospectuses or this Refresh Supplementary Prospectus as the case may be.

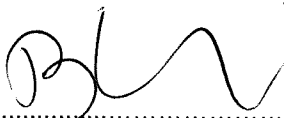
Name of Entity	Name as	Reports or statements
Carl Swensson trading as Swensson Integrated Natural Resource Management Services	Independent Geological Consultant	Independent Consulting Geologist Report
BDO Audit (Qld) Pty Ltd	Independent Accountants and Auditors to the Company.	Independent Investigating Accountants Report
HopgoodGanim Lawyers	Legal Advisor	-

5. Directors' authorisation

The Directors of the Company are not aware of any acts, matters or things (not already described in the Prospectus, the Supplementary Prospectuses or this Refresh Supplementary Prospectus) which may be material to the making of an informed assessment of:

- (a) the effect of the Offer on the Company; or
- (b) the rights attaching to the Shares.

This Refresh Supplementary Prospectus has been signed by a Director of **Lithium Consolidated Mineral Exploration Limited ACN 612 008 358** with the authority and consent of each of the Directors and is dated 3 February 2017.



.....
Director

Offer Application Form

This is an Application Form for Shares in Lithium Consolidated Mineral Exploration Limited under the Offer on the terms set out in the Prospectus dated 8 November 2016 as supplemented by the supplementary prospectuses dated 12 December 2016, 12 January 2017, 27 January 2017 and 3 February 2017 (Supplementary Prospectuses). You may apply for a minimum of 10,000 Shares and multiples of 2,500 thereafter. This Application Form and your cheque or bank draft must be received by **5:00pm (AEST) on 6 March 2017**.

If you are in doubt as to how to deal with this Application Form, please contact your accountant, lawyer, stockbroker or other professional adviser. The Prospectus and Supplementary Prospectuses contains information relevant to a decision to invest in Shares and you should read the entire Prospectus and Supplementary Prospectuses carefully before applying for Shares.

Shares applied for

Price per Share

Application Monies

A

at

A\$0.20

B A\$

(minimum 10,000, thereafter in multiples of 2,500)

PLEASE COMPLETE YOUR DETAILS BELOW (refer overleaf for correct forms of registrable names)

+

Applicant #1

Surname/Company Name

C

Title

First Name

Middle Name

Joint Applicant #2

Surname

Title

First Name

Middle Name

Designated account e.g. <Super Fund> (or Joint Applicant #3)

TFN/ABN/Exemption Code

First Applicant

Joint Applicant #2

Joint Applicant #3

D

TFN/ABN type – if NOT an individual, please mark the appropriate box

Company

Partnership

Trust

Super Fund

PLEASE COMPLETE ADDRESS DETAILS

PO Box/RMB/Locked Bag/Care of (c/-)/Property name/Building name (if applicable)

E

Unit Number/Level

Street Number

Street Name

Suburb/City or Town

State

Postcode

Email address (only for purpose of electronic communication of shareholder information)

CHESS HIN (if you want to add this holding to a specific CHESS holder, write the number here)

F X

+

Please note: that if you supply a CHESS HIN but the name and address details on your Application Form do not correspond exactly with the registration details held at CHESS, your Application will be deemed to be made without the CHESS HIN and any Shares issued as a result of the Offer will be held on the issuer sponsored sub-register.

Telephone Number where you can be contacted during Business Hours

Contact Name (PRINT)

G

Cheques or bank drafts should be made payable to "Lithium Consolidated Mineral Exploration Limited – IPO Account" in Australian currency and crossed "Not Negotiable".

Cheque or Bank Draft Number

BSB

Account Number

H

Total Amount **A\$**

LODGEMENT INSTRUCTIONS

You must return your application so it is received before 5:00pm (AEST) on 6 March 2017 to:
Link Market Services Limited, Locked Bag A14, Sydney South NSW 1235.

LI3 IPO001



Your Guide to the Application Form

Please complete all relevant white sections of the Application Form in BLOCK LETTERS, using black or blue ink. These instructions are cross-referenced to each section of the form. The Shares to which this Application Form relates are Lithium Consolidated Mineral Exploration Limited ("L3") Shares. Further details about the shares are contained in the Prospectus dated 8 November 2016 and Supplementary Prospectuses issued by Lithium Consolidated Mineral Exploration Limited. The Prospectus will expire 13 months from the Prospectus date. While the Prospectus and Supplementary Prospectuses are current, Lithium Consolidated Mineral Exploration Limited will send paper copies of the Prospectus, any supplementary document and the Application Form, free of charge on request.

The Australian Securities and Investments Commission requires that a person who provides access to an electronic application form must provide access, by the same means and at the same time, to the relevant Prospectus and Supplementary Prospectuses. This Application Form is included in the Refresh Supplementary Prospectus dated 3 February 2017.

The Prospectus and Supplementary Prospectuses contains important information about investing in the Shares. You should read the Prospectus and Supplementary Prospectuses before applying for Shares.

- A** Insert the number of Shares you wish to apply for. The Application must be for a minimum of 10,000 Shares and thereafter in multiples of 2,500. You may be issued all of the Shares applied for or a lesser number.
- B** Insert the relevant amount of Application Monies. To calculate your Application Monies, multiply the number of Shares applied for by the issue price. Amounts should be in Australian dollars. Please make sure the amount of your cheque or bank draft equals this amount.
- C** Write the full name you wish to appear on the register of Shares. This must be either your own name or the name of a company. Up to three joint Applicants may register. You should refer to the table below for the correct registrable title.
- D** Enter your Tax File Number (TFN) or exemption category. Business enterprises may alternatively quote their Australian Business Number (ABN). Where applicable, please enter the TFN or ABN for each joint Applicant. Collection of TFN(s) and ABN(s) is authorised by taxation laws. Quotation of TFN(s) and ABN(s) is not compulsory and will not affect your Application. However, if these are not provided, Lithium Consolidated Mineral Exploration Limited will be required to deduct tax at the highest marginal rate of tax (including the Medicare Levy) from payments.
- E** Please enter your postal address for all correspondence. All communications to you from Lithium Consolidated Mineral Exploration Limited and the Share Registry will be mailed to the person(s) and address as shown. For joint Applicants, only one address can be entered.
- F** If you are already a CHES participant or sponsored by a CHES participant, write your Holder Identification Number (HIN) here. If the name or address recorded on CHES for this HIN is different to the details given on this form, your Shares will be issued to Lithium Consolidated Mineral Exploration Limited's issuer sponsored subregister.
- G** Please enter your telephone number(s), area code and contact name in case we need to contact you in relation to your Application.
- H** Please complete the details of your cheque or bank draft in this section. The total amount of your cheque or bank draft should agree with the amount shown in section B. Make your cheque or bank draft payable to "Lithium Consolidated Mineral Exploration Limited – IPO Account" in Australian currency and cross it "Not Negotiable". Your cheque or bank draft must be drawn on an Australian bank. Sufficient cleared funds should be held in your account, as cheques returned unpaid are likely to result in your Application being rejected. If you receive a firm allocation of Shares from your Broker make your cheque payable to your Broker in accordance with their instructions.

LODGEMENT INSTRUCTIONS

This Application Form and your cheque or bank draft must be mailed or delivered so that it is received before 5:00pm (AEST) on 6 March 2017 at:

Mailing Address

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

Hand Delivery

Lithium Consolidated Mineral Exploration Limited
C/- Link Market Services Limited
1A Homebush Bay Drive
Rhodes NSW 2138

(do not use this address for mailing purposes)

PERSONAL INFORMATION COLLECTION NOTIFICATION STATEMENT

Personal information about you is held on the public register in accordance with Chapter 2C of the *Corporations Act 2001*. For details about Link Group's personal information handling practices including collection, use and disclosure, how you may access and correct your personal information and raise privacy concerns, visit our website at www.linkmarketservices.com.au for a copy of the Link Group condensed privacy statement, or contact us by phone on +61 1800 502 355 (free call within Australia) 9am–5pm (Sydney time) Monday to Friday (excluding public holidays) to request a copy of our complete privacy policy.

CORRECT FORMS OF REGISTRABLE NAMES

Note that ONLY legal entities are allowed to hold Shares. Applications must be in the name(s) of natural persons or companies. At least one full given name and the surname is required for each natural person. The name of the beneficiary or any other non-registrable name may be included by way of an account designation if completed exactly as described in the examples of correct forms below.

Type of Investor	Correct Form of Registration	Incorrect Form of Registration
Individual Use given names in full, not initials	Mrs Katherine Clare Edwards	K C. Edwards
Company Use Company's full title, not abbreviations	Liz Biz Pty Ltd	Liz Biz P/L or Liz Biz Co.
Joint Holdings Use full and complete names	Mr Peter Paul Tranche & Ms Mary Orlando Tranche	Peter Paul & Mary Tranche
Trusts Use the trustee(s) personal name(s)	Mrs Alessandra Herbert Smith <Alessandra Smith A/C>	Alessandra Smith Family Trust
Deceased Estates Use the executor(s) personal name(s)	Ms Sophia Garnet Post & Mr Alexander Traverse Post <Est Harold Post A/C>	Estate of late Harold Post or Harold Post Deceased
Minor (a person under the age of 18 years) Use the name of a responsible adult with an appropriate designation	Mrs Sally Hamilton <Henry Hamilton>	Master Henry Hamilton
Partnerships Use the partners' personal names	Mr Frederick Samuel Smith & Mr Samuel Lawrence Smith <Fred Smith & Son A/C>	Fred Smith & Son
Long Names	Mr Hugh Adrian John Smith-Jones	Mr Hugh A J Smith Jones
Clubs/Unincorporated Bodies/Business Names Use office bearer(s) personal name(s)	Mr Alistair Edward Lilley <Vintage Wine Club A/C>	Vintage Wine Club
Superannuation Funds Use the name of the trustee of the fund	XYZ Pty Ltd <Super Fund A/C>	XYZ Pty Ltd Superannuation Fund

Put the name(s) of any joint Applicant(s) and/or account description using < > as indicated above in designated spaces at section C on the Application Form.