

Form 603

Corporations Law
Section 671B

Notice of initial substantial holder

To: Company Name/Scheme **LITHIUM POWER INTERNATIONAL LTD**

ACN/ARSN **607 260 328**

1. Details of substantial holder (1)

Name **Bank of America Corporation and its related bodies corporate (See Appendix C)**

ACN/ARSN (if applicable)

The holder became a substantial holder on: **03 October 2019**

2. Details of voting power

The total number of votes attached to all the voting shares in the company or voting interests in the scheme that the substantial holder or an associate (2) had a relevant interest (3) in on the date the substantial holder became a substantial holder are as follows:

Class of securities (4)	Number of securities	Persons' votes (5)	Voting power (6)
Ordinary	13,653,841	13,653,841	5.20%

3. Details of relevant interests

The nature of the relevant interest the substantial holder or an associate had in the following voting securities on the date the substantial holder became a substantial holder are as follows:

Holder of relevant interest	Nature of relevant interest (7)	Class and number of securities
Merrill Lynch (Australia) Futures Ltd	Power to control voting and/or disposal of securities in its capacity as ultimate beneficial owner having a principal position.	Ordinary 9,736,530
Merrill Lynch International (Australia) Ltd	Borrowing of securities pursuant to a Prime Brokerage Agreement (see Appendix B), with power to control the voting and/or disposal of borrowed securities.	Ordinary 3,917,311

4. Details of present registered holders

The persons registered as holders of the securities referred to in paragraph 3 above are as follows:

Holder of relevant interest	Registered holder of securities	Person entitled to be registered as holder (8)	Class and number of securities
Merrill Lynch (Australia) Futures Ltd	Merrill Lynch (Australia) Nominees Pty Ltd	Merrill Lynch (Australia) Futures Ltd	Ordinary 9,736,530
Merrill Lynch International (Australia) Ltd	Merrill Lynch (Australia) Nominees Pty Ltd	Merrill Lynch International (Australia) Ltd	Ordinary 3,917,311

5. Consideration

The consideration paid for each relevant interest referred to in paragraph 3 above, and acquired in the four months prior to the day that the substantial holder became a substantial holder is as follows:

Holder of relevant interest	Date of acquisition	Consideration (9)		Class and number of securities
		Cash	Non-cash	
Please see Annexure A.				

6. Associates

The reasons the persons named in paragraph 3 above are associates of the substantial holder are as follows:

Name and ACN/ ARSN (if applicable)	Nature of association
Merrill Lynch (Australia) Futures Ltd	Related body corporate
Merrill Lynch (Australia) Nominees Pty Ltd	Related body corporate
Merrill Lynch International (Australia) Ltd	Related body corporate

7. Addresses

The addresses of persons named in this form are as follows:

Name	Addresses
Bank of America Corporation	100 North Tryon Street, Charlotte, North Carolina, 28255, USA
Merrill Lynch (Australia) Futures Ltd	Level 38, Governor Phillip Tower, 1 Farrer Place, Sydney NSW 2000, Australia
Merrill Lynch (Australia) Nominees Pty Ltd	Level 19, 120 Collins St, Melbourne Vic 3000, Australia
Merrill Lynch International (Australia) Ltd	Level 38, Governor Phillip Tower, 1 Farrer Place, Sydney NSW 2000, Australia

SIGNATURE

Print Name: Kelvin Kwok

Capacity: Authorised signatory

Sign Here:



Date: 8 October 2019

Appendix A

Date of change	Person whose relevant interest changed	Nature of change (4)	Consideration (5)	Class (6) of securities	Securities affected	Person's votes affected	Remark
06/13/2019	Merrill Lynch International (Australia) Limited	Securities borrowed	N/A	Ordinary	506,078	506,078	Refer to App. B
06/17/2019	Merrill Lynch International (Australia) Limited	Securities returned	N/A	Ordinary	(95,288)	(95,288)	Refer to App. B
07/10/2019	Merrill Lynch International (Australia) Limited	Securities returned	N/A	Ordinary	(13,008)	(13,008)	Refer to App. B
07/11/2019	Merrill Lynch International (Australia) Limited	Securities returned	N/A	Ordinary	(48,458)	(48,458)	Refer to App. B
08/30/2019	Merrill Lynch International (Australia) Limited	Securities returned	N/A	Ordinary	(4,500)	(4,500)	Refer to App. B
09/03/2019	Merrill Lynch International (Australia) Limited	Securities returned	N/A	Ordinary	(6,942)	(6,942)	Refer to App. B
06/14/2019	Merrill Lynch International (Australia) Limited	Securities returned	N/A	Ordinary	(172,282)	(172,282)	Refer to App. B
07/10/2019	Merrill Lynch International (Australia) Limited	Securities returned	N/A	Ordinary	(13,801)	(13,801)	Refer to App. B
07/09/2019	Merrill Lynch International (Australia) Limited	Securities returned	N/A	Ordinary	(9,207)	(9,207)	Refer to App. B
07/08/2019	Merrill Lynch International (Australia) Limited	Securities returned	N/A	Ordinary	(4,034)	(4,034)	Refer to App. B
6/11/2019	Merrill Lynch (Australia) Futures Ltd	BUY	382,780	Ordinary	1,340,000	1,340,000	N/A
6/12/2019	Merrill Lynch (Australia) Futures Ltd	BUY	88,917	Ordinary	300,000	300,000	N/A
7/1/2019	Merrill Lynch (Australia) Futures Ltd	BUY	28,349	Ordinary	100,000	100,000	N/A
7/15/2019	Merrill Lynch (Australia) Futures Ltd	BUY	137,066	Ordinary	450,000	450,000	N/A
7/17/2019	Merrill Lynch (Australia) Futures Ltd	BUY	541,163	Ordinary	1,610,000	1,610,000	N/A
7/31/2019	Merrill Lynch (Australia) Futures Ltd	BUY	147,664	Ordinary	440,000	440,000	N/A
8/2/2019	Merrill Lynch (Australia) Futures Ltd	BUY	195,116	Ordinary	513,579	513,579	N/A
8/6/2019	Merrill Lynch (Australia) Futures Ltd	BUY	362,482	Ordinary	899,636	899,636	N/A
8/8/2019	Merrill Lynch (Australia) Futures Ltd	BUY	218,116	Ordinary	500,000	500,000	N/A
8/9/2019	Merrill Lynch (Australia) Futures Ltd	BUY	25,152	Ordinary	57,500	57,500	N/A
8/12/2019	Merrill Lynch (Australia) Futures Ltd	BUY	104,191	Ordinary	240,000	240,000	N/A
8/16/2019	Merrill Lynch (Australia) Futures Ltd	SELL	(2,125,000)	Ordinary	(5,000,000)	(5,000,000)	N/A
9/18/2019	Merrill Lynch (Australia) Futures Ltd	BUY	25,964	Ordinary	70,000	70,000	N/A
9/13/2019	Merrill Lynch (Australia) Futures Ltd	BUY	18,641	Ordinary	50,000	50,000	N/A
10/1/2019	Merrill Lynch (Australia) Futures Ltd	BUY	147	Ordinary	460	460	N/A

10/3/2019	Merrill Lynch (Australia) Futures Ltd	BUY	339	Ordinary	1,092	1,092	N/A
10/3/2019	Merrill Lynch (Australia) Futures Ltd	BUY	1,650,000	Ordinary	5,500,000	5,500,000	N/A

Appendix B-1: Prescribed information

Type of agreement	International Prime Brokerage Agreement
Parties to agreement	Merrill Lynch International, Merrill Lynch International (Australia) Limited and Regal Funds Management Pty Limited as Trustee of Atlantic Absolute Return Fund
Holder of voting rights	Securities borrower. Securities lender may instruct the registered holder to vote on securities.
Are there any restrictions on voting rights?	No
If yes, detail	N/A
Scheduled return date (if any)	On recall of the securities loan by the securities lender.
Does the borrower have the right to return early?	Yes
If yes, detail	Securities borrower will have right to return assets at any time.
Does the lender have the right to recall early?	Yes
If yes, detail	Securities lender will have right to recall assets at any time.
Will the securities be returned on settlement?	Yes
If yes, detail any exceptions	N/A

Appendix B-2: Prescribed information

Type of agreement	International Prime Brokerage Agreement
Parties to agreement	Merrill Lynch International and SSWTRADING
Holder of voting rights	Securities borrower. Securities lender may instruct the registered holder to vote on securities.
Are there any restrictions on voting rights?	No
If yes, detail	N/A
Scheduled return date (if any)	On recall of the securities loan by the securities lender.
Does the borrower have the right to return early?	Yes
If yes, detail	Securities borrower will have right to return assets at any time.
Does the lender have the right to recall early?	Yes
If yes, detail	Securities lender will have right to recall assets at any time.
Will the securities be returned on settlement?	Yes
If yes, detail any exceptions	N/A

Appendix B-3: Prescribed information

Type of agreement	International Prime Brokerage Agreement
Parties to agreement	Merrill Lynch International and Virtu Financial Asia Pty Ltd
Holder of voting rights	Securities borrower. Securities lender may instruct the registered holder to vote on securities.
Are there any restrictions on voting rights?	No
If yes, detail	N/A
Scheduled return date (if any)	On recall of the securities loan by the securities lender.
Does the borrower have the right to return early?	Yes
If yes, detail	Securities borrower will have right to return assets at any time.
Does the lender have the right to recall early?	Yes
If yes, detail	Securities lender will have right to recall assets at any time.
Will the securities be returned on settlement?	Yes
If yes, detail any exceptions	N/A

Appendix C

Related bodies corporate	Incorporated	ACN/Registration/Incorporation Number
Merrill Lynch (Australia) Futures Limited	Australia	003639674
Merrill Lynch International (Australia) Limited	Australia	002892846
Merrill Lynch Markets (Australia) Pty. Limited	Australia	075587816
Merrill Lynch (Australasia) Pty. Limited	Australia	075923894
Bank of America Global Holdings, LLC	United States	5169939
BofAML Jersey Holdings Limited	Jersey	115831
NB Holdings Corporation	United States	2361372
Bank of America Corporation	United States	N/A628