

# CORE LITHIUM LTD

ACN 146 287 809

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## NOTICE OF GENERAL MEETING

### EXPLANATORY NOTES

### PROXY FORM

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#### **Date of Meeting**

Friday, 10 July 2020

#### **Time of Meeting**

10:30 am ACST (Adelaide time)

#### **Place of Meeting**

Core Lithium  
Offices of Grant Thornton Australia Limited  
Level 3, 170 Frome Street  
Adelaide, South Australia

## NOTICE OF 2020 GENERAL MEETING

Notice is hereby given that a General Meeting of Shareholders of Core Lithium Ltd ("Company/Core") will be held at the offices of Grant Thornton Australia Limited, Level 3, 170 Frome Street, Adelaide, South Australia on Friday 10 July 2020 at 10:30 am ACST.

The business to be considered at the General Meeting is set out below.

This Notice of Meeting should be read in its entirety in conjunction with the accompanying Explanatory Notes, which form part of this Notice of Meeting and contain information in relation to the following Resolutions. If you are in any doubt as to how you should vote on the Resolutions set out in this Notice of Meeting, you should consult your financial or other professional adviser.

Defined terms used in this Notice of Meeting have the meanings given to those terms in the glossary at the end of the Explanatory Notes.

### ORDINARY RESOLUTIONS

#### **Resolution 1 – Ratification of 128,360,460 Shares issued on 2 June 2020**

To consider and, if thought fit, pass the following Resolution as an Ordinary Resolution:

*"That, for the purposes of ASX Listing Rule 7.4 and for all other purposes, Shareholders ratify the issue and allotment of 128,360,460 Shares on 2 June 2020 on the terms and to the parties set out in the Explanatory Notes."*

#### **Resolution 2 – Ratification of up to 35,294,118 SPP Shares issued on or about 29 June 2020**

To consider and, if thought fit, pass the following Resolution as an Ordinary Resolution:

*"That, for the purposes of ASX Listing Rule 7.4 and for all other purposes, Shareholders ratify the issue and allotment of up to 35,294,118 Shares on or about 29 June 2020 on the terms and to the parties set out in the Explanatory Notes."*

#### **Resolution 3 – Ratification of 1,269,905 Shares issued on 15 October 2019**

To consider and, if thought fit, pass the following Resolution as an Ordinary Resolution:

*"That, for the purposes of ASX Listing Rule 7.4 and for all other purposes, Shareholders ratify the issue and allotment of 1,269,905 Shares to Lithium Plus Pty Ltd on 15 October 2019 on the terms and to the parties set out in the Explanatory Notes."*

#### **Resolution 4 – Ratification of 1,317,792 Shares issued on 17 December 2019**

To consider and, if thought fit, pass the following Resolution as an Ordinary Resolution:

*"That, for the purposes of ASX Listing Rule 7.4 and for all other purposes, Shareholders ratify the issue and allotment of 1,317,792 Shares to Todd River Metals Pty Ltd on 17 December 2019 on the terms and to the parties set out in the Explanatory Notes."*

#### **Resolution 5 – Issue of Director Placement Shares**

To consider and, if thought fit, pass the following Resolution as an Ordinary Resolution:

*"That, for the purposes of ASX Listing Rule 10.11 and for all other purposes, approval is given for the issue and allotment of 1,448,400 Director Placement Shares to Mr Malcolm McComas (or his nominee) under a Share placement undertaken by the Company."*

## VOTING INFORMATION, EXCLUSIONS AND PROHIBITIONS

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

### Voting exclusion in relation to Resolutions 1 and 2

In accordance with the ASX Listing Rules, the Company will disregard any votes cast in favour of a) Resolution 1 by or on behalf of participants in the Placement or b) Resolution 2 by or on behalf of participants in the SPP or any of their Associates.

However, this does not apply to a vote cast in favour of a resolution by:

- a person as proxy or attorney for a person who is entitled to vote on the Resolution, in accordance with directions given to the proxy or attorney to vote on the Resolution in that way; or
- the chair of the meeting as proxy or attorney for a person who is entitled to vote on the Resolution, in accordance with a direction given to the chair to vote on the Resolution as the chair decides; or
- a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:
  - o the beneficiary provides written confirmation to the holder that the beneficiary is not excluded from voting, and is not an Associate of a person excluded from voting, on the Resolution; and
  - o the holder votes on the Resolution in accordance with directions given by the beneficiary to the holder to vote in that way.

### Voting exclusion in relation to Resolutions 3 and 4

In accordance with the ASX Listing Rules, the Company will disregard any votes cast in favour of a) Resolution 3 by or on behalf of Lithium Plus Pty Ltd or any of its Associates or b) Resolution 4 by or on behalf of Todd River Metals Pty Ltd or any of their Associates.

However, this does not apply to a vote cast in favour of a resolution by:

- a person as proxy or attorney for a person who is entitled to vote on the Resolution, in accordance with directions given to the proxy or attorney to vote on the Resolution in that way; or
- the chair of the meeting as proxy or attorney for a person who is entitled to vote on the Resolution, in accordance with a direction given to the chair to vote on the Resolution as the chair decides; or
- a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:
  - o the beneficiary provides written confirmation to the holder that the beneficiary is not excluded from voting, and is not an Associate of a person excluded from voting, on the Resolution; and
  - o the holder votes on the Resolution in accordance with directions given by the beneficiary to the holder to vote in that way.

### Voting exclusions and voting restriction in relation to Resolution 5

In accordance with the ASX Listing Rules, the Company will disregard any votes cast in favour of this Resolution by Mr Malcolm McComas or any other person who will obtain a material benefit as a result of the proposed Resolution (except a benefit solely by reason of being a holder of ordinary securities in the Company) or any Associate of such persons.

However, this does not apply to a vote cast in favour of a resolution by:

- a person as proxy or attorney for a person who is entitled to vote on the Resolution, in accordance with directions given to the proxy or attorney to vote on the Resolution in that way; or
- the chair of the meeting as proxy or attorney for a person who is entitled to vote on the Resolution, in accordance with a direction given to the chair to vote on the Resolution as the chair decides; or
- a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:
  - o the beneficiary provides written confirmation to the holder that the beneficiary is not excluded from voting, and is not an Associate of a person excluded from voting, on the Resolution; and
  - o the holder votes on the Resolution in accordance with directions given by the beneficiary to the holder to vote in that way.

### Voting and proxy

A Member who is entitled to attend and cast a vote at the Meeting and who wishes to vote on the Resolutions contained in this Notice should either attend in person at the time, date and place of the Meeting set out above or appoint a proxy or proxies to attend or vote on the Member's behalf. In the interests of public health and safety of our Shareholders, due to the current COVID-19 pandemic, the Company encourages **Shareholders to vote via proxy and not physically attend the Shareholder Meeting.**

A Member who is entitled to attend and cast a vote at the Meeting and who wishes to vote on the Resolutions contained in this Notice should appoint the Chairman of the Meeting as their proxy to attend and vote on the Member's behalf. Core encourages shareholders to **appoint the Chairman of the Meeting as their proxy.**

The situation regarding COVID-19 is evolving rapidly and Core is following the health advice of the Australian Government. Shareholders are encouraged to monitor the Company's ASX announcements and website for any further updates in relation to arrangement for the Company's Shareholder Meeting.

Shareholders are encouraged to lodge their Proxy Forms online at <https://www.automicgroup.com.au/>.

In completing the attached Proxy Form, Members must be aware that where the Chairman of the Meeting is appointed as their proxy, they will be directing the Chairman to vote in accordance with the Chairman's voting intention unless you indicate otherwise by marking the "For", "Against" or "Abstain" boxes. The Chairman of the Meeting intends to vote undirected proxies in favour of each item of business. Members should note that they are entitled to appoint the Chairman as a proxy with a direction to cast the votes contrary to the Chairman's voting intention, or to abstain from voting, on any Resolution in the Proxy Form. Also, Members may appoint, as their proxy, a person other than the Chairman.

A proxy need not be a Member of the Company. For the convenience of Members, a Proxy Form is enclosed. A Member who is entitled to attend and cast two or more votes is entitled to appoint two proxies. Where two proxies are appointed, each appointment may specify the proportion or number of voting rights each proxy may exercise. If the Member appoints two proxies and the appointment does not specify this proportion, each proxy may exercise half of the votes able to be cast by the appointing Member.

To vote by proxy, please complete and sign the enclosed Proxy Form and return by the time and in accordance with the instructions set out on the Proxy Form. In order to be valid, the Proxy Form must be received by the Company at the address specified below, along with any power of attorney or certified copy of a power of attorney (if the Proxy Form is signed pursuant to a power of attorney), by no later than 48 hours before the Meeting (i.e., by no later than 10:30am ACST on 8 July 2020):

On-line: <https://www.automicgroup.com.au/>.

By mail: Automic  
GPO BOX 5193  
SYDNEY NSW 2001

By hand: Level 5, 126 Phillip Street  
SYDNEY NSW 2000

By e-mail: [meetings@automicgroup.com.au](mailto:meetings@automicgroup.com.au)

Any Proxy Forms received after that time will not be valid for the Meeting.

A Member who is a body corporate may appoint a representative to attend the Meeting in accordance with the Corporations Act. Representatives will be required to present documentary evidence of their appointment on the day of the Meeting.

For the purpose of determining the voting entitlements at the Meeting, the Directors have determined that Shares will be taken to be held by the registered holders of those Shares at 6:30pm ACST on 8 July 2020. Accordingly, transactions registered after that time will be disregarded in determining entitlements to attend and vote at the Meeting.

By order of the Board

Jaroslav (Jarek) Kopias

Company Secretary  
Adelaide, 9 June 2020

## GENERAL MEETING - EXPLANATORY NOTES

These Explanatory Notes accompanying this Notice of Meeting are incorporated in and comprise part of this Notice of Meeting, and should be read in conjunction with this Notice of Meeting.

If any Shareholder is in doubt as to how they should vote, they should seek advice from their legal, financial or other professional adviser prior to voting.

### Introduction

These Explanatory Notes have been prepared to provide Shareholders with material information to enable them to make an informed decision on the business to be considered at the General Meeting of the Company. The Directors recommend Shareholders read these Explanatory Notes in full before making any decision in relation to the Resolutions.

Terms defined in the Notice of Meeting have the same meaning in these Explanatory Notes.

## GENERAL BUSINESS

### Resolution1: Ratification of 128,360,460 Placement Shares issued on 2 June 2020

On 27 May 2020, the Company announced an issue of 128,360,460 Shares under a Share Placement to sophisticated, professional and institutional investors to raise \$5,455,319 (before costs) (**Placement**).

Broadly speaking, and subject to a number of exceptions, ASX Listing Rule 7.1 limits the amount of equity securities that a listed company can issue without the approval of its shareholders over any 12 month period to 15% of the fully paid ordinary shares it had on issue at the start of that period.

The relevant Shares issued to participants in the Placement did not fall within an exception and were issued without Shareholder approval under the Company's 15% placement capacity under ASX Listing Rule 7.1 and the Company's 10% placement capacity under ASX Listing Rule 7.1A.

ASX Listing Rule 7.4 allows the shareholders of a listed company to subsequently ratify the previous issues of securities made without prior shareholder approval under ASX Listing Rule 7.1 and ASX Listing Rule 7.1A, provided the issue did not breach the maximum thresholds set by ASX Listing Rule 7.1 and ASX Listing Rule 7.1A. If they do, the issue is taken to have been approved under ASX Listing Rule 7.1 and ASX Listing Rule 7.1A and so does not reduce the company's capacity to issue further equity securities without shareholder approval under those rules.

The Company wishes to retain as much flexibility as possible to issue additional equity securities into the future without having to obtain Shareholder approval for such issues under ASX Listing Rule 7.1 and ASX Listing Rule 7.1A and thus the Company is seeking ratification of the Shares issued pursuant to the Placement by Resolution 1. The Company confirms that the issue and allotment of the Shares did not breach ASX Listing Rule 7.1 and ASX Listing Rule 7.1A at the date of issue.

If Resolution 1 is passed, the Shares issued pursuant to the Placement will be excluded in calculating the Company's 15% limit in ASX Listing Rule 7.1 and 10% Additional Placement Capacity limit in ASX Listing Rule 7.1A, effectively increasing the number of equity securities it can issue without shareholder approval over the 12-month period following the date of issue.

If Resolution 1 is not passed, the relevant issues will be included in calculating the Company's 15% limit in ASX Listing Rule 7.1 and 10% Additional Placement Capacity limit in ASX Listing Rule 7.1A, effectively decreasing the number of equity securities it can issue without shareholder approval over the 12-month period following the date of issue.

ASX Listing Rule 7.5 contains certain requirements as to the contents of a Notice sent to Shareholders for the purpose of ASX Listing Rule 7.4 and the following information is included in these Explanatory Notes for that purpose:

Party	Sophisticated, professional and institutional investors selected by Bell Potter and Taylor Collison. None of the parties for whom ratification is sought pursuant to this Resolution are related parties of the Company.
Securities issued	128,360,460 Shares were issued - 78,993,681 Shares were issued under ASX Listing Rule 7.1A and 49,366,779 Shares were issued under ASX Listing Rule 7.1. The Shares are fully paid ordinary shares.
Date of issue	2 June 2020
Consideration	\$5,455,319 at a price of \$0.0425 (4.25 cents) per Share.

Terms	Shares rank equally with all other Shares on issue.
Purpose	The purpose of the issue was to raised funds for further exploration and resource / reserve growth at the Finnis Lithium Project and for working capital purposes.

**Board Recommendation:** The Directors recommend that Shareholders vote in favour of Resolution 1.

The Chairman of the Meeting intends to vote all undirected proxies in favour of Resolution 1.

### Resolution 2: Ratification of up to 35,294,118 SPP Shares issued on 29 June 2020

On 27 May 2020, the Company announced a Share Placement in parallel to a Share Purchase Plan targeting \$1.5 million (**SPP**).

The SPP opened on 28 May 2020 offering eligible Shareholders the opportunity to subscribe for up to \$30,000 of new Shares at a price of 4.25 cents per Share in the Company free of brokerage and commission.

ASX Listing Rule 7.2 *exception 5* permits Shares to be issued under an SPP absent Shareholder approval, provided certain pricing and timing conditions are satisfied. However, as the issue price under the SPP did not satisfy the pricing condition of this exception, the Shares issued under the SPP were issued without Shareholder approval under the Company's 15% placement capacity under ASX Listing Rule 7.1.

ASX Listing Rule 7.4 allows the shareholders of a listed company to subsequently ratify the previous issues of securities made without prior shareholder approval under ASX Listing Rule 7.1 provided the issue did not breach the maximum threshold set by ASX Listing Rule 7.1. If they do, the issue is taken to have been approved under ASX Listing Rule 7.1 and so does not reduce the company's capacity to issue further equity securities without shareholder approval under that rule.

The Company wishes to retain as much flexibility as possible to issue additional equity securities into the future without having to obtain Shareholder approval for such issues under ASX Listing Rule 7.1 and thus the Company is seeking ratification of the Shares to be issued pursuant to the SPP by Resolution 2. The Company confirms that the issue and allotment of the Shares will not breach ASX Listing Rule 7.1.

If Resolution 2 is passed, the Shares issued pursuant to the SPP will be excluded in calculating the Company's 15% limit in ASX Listing Rule 7.1 and 10% Additional Placement Capacity limit in ASX Listing Rule 7.1A, effectively increasing the number of equity securities it can issue without shareholder approval over the 12-month period following the date of issue

If Resolution 2 is not passed, the Shares issued pursuant to the SPP will be included in calculating the Company's 15% limit in ASX Listing Rule 7.1 and 10% Additional Placement Capacity limit in ASX Listing Rule 7.1A, effectively decreasing the number of equity securities it can issue without shareholder approval over the 12-month period following the date of issue.

ASX Listing Rule 7.5 contains certain requirements as to the contents of a Notice sent to Shareholders for the purpose of ASX Listing Rule 7.4 and the following information is included in these Explanatory Notes for that purpose:

Party	Existing Core Shareholders. No related parties of the Company were issued any Shares under the SPP.
Securities issued	Up to 35,294,118 Shares issued under ASX Listing Rule 7.1. The Shares are fully paid ordinary shares.
Date of issue	29 June 2020 proposed under timetable announced in SPP offer document.
Consideration	\$1,500,000 at a price of \$0.0425 (4.25 cents) each.
Terms	Shares rank equally with all other Shares on issue.
Purpose	The purpose of the issue was to raised funds for further exploration and resource / reserve growth at the Finnis Lithium Project and for working capital purposes.

**Board Recommendation:** The Directors recommend that Shareholders vote in favour of Resolution 2.

The Chairman of the Meeting intends to vote all undirected proxies in favour of Resolution 2.

## Resolutions 3 and 4: Ratification of 1,269,905 Shares issued on 15 October 2019 and 1,317,792 Shares issued on 17 December 2019

### Background

On 15 October 2019, the Company announced that it had entered into an agreement for the rights to apply for an Ancillary Mineral Lease within Exploration Licence EL31133 from Lithium Plus Pty Ltd as part of the Finnis Lithium Project near Darwin in the NT. The consideration payable for the acquisition amounted to \$50,000 in Shares totalling 1,269,905 Shares paid on 15 October 2019.

On 11 October 2019, the Company announced that it had executed a tenement sale agreement for EL 26848 (Walanbanba) in the NT subject to Core completing satisfactory due diligence. Core completed the due diligence process and issued the consideration as Shares amounting to \$50,000 totalling 1,317,792 Shares paid on 17 December 2019.

As outlined in relation to Resolution 1, and subject to a number of exceptions, ASX Listing Rule 7.1 limits the amount of equity securities that a listed company can issue without the approval of its shareholders over any 12 month period to 15% of the fully paid ordinary shares it had on issue at the start of that period.

The relevant Shares issued to Lithium Plus Pty Ltd and Todd River Metals Pty Ltd did not fall within an exception and were issued without Shareholder approval under the Company's 15% placement capacity under ASX Listing Rule 7.1.

ASX Listing Rule 7.4 allows the shareholders of a listed company to subsequently ratify the previous issues of securities made without prior shareholder approval under ASX Listing Rule 7.1 and ASX Listing Rule 7.1A, provided the issue did not breach the maximum thresholds set by ASX Listing Rule 7.1 and ASX Listing Rule 7.1A. If they do, the issue is taken to have been approved under ASX Listing Rule 7.1 and ASX Listing Rule 7.1A and so does not reduce the Company's capacity to issue further equity securities without shareholder approval under those rules.

The Company wishes to retain as much flexibility as possible to issue additional equity securities into the future without having to obtain Shareholder approval for such issues under ASX Listing Rule 7.1 and ASX Listing Rule 7.1A and thus the Company is seeking ratification of these issues at this Meeting by Resolutions 1, 2, 3 and 4. The Company confirms that the issue and allotment of the Shares did not breach ASX Listing Rule 7.1 and ASX Listing Rule 7.1A at the date of each issue.

If Resolutions 3 and 4 are passed, the relevant issues will be excluded in calculating the Company's 15% limit in ASX Listing Rule 7.1 and 10% Additional Placement Capacity limit in ASX Listing Rule 7.1A, effectively increasing the number of equity securities it can issue without shareholder approval over the 12-month period following the date of issue.

If Resolutions 3 and 4 are not passed, the relevant issues will be included in calculating the Company's 15% limit in ASX Listing Rule 7.1 and 10% Additional Placement Capacity limit in ASX Listing Rule 7.1A, effectively decreasing the number of equity securities it can issue without shareholder approval over the 12-month period following the date of issue.

ASX Listing Rule 7.5 contains certain requirements as to the contents of a Notice sent to Shareholders for the purpose of ASX Listing Rule 7.4 and the following information is included in these Explanatory Notes for that purpose:

	Resolution 3	Resolution 4
Party <sup>1</sup>	The Shares were issued to Lithium Plus Pty Ltd.	The Shares were issued to Todd River Metals Pty Ltd.
Securities issued	1,269,905 Shares were issued under ASX Listing Rule 7.1. The Shares are fully paid ordinary shares.	1,317,792 Shares were issued under ASX Listing Rule 7.1. The Shares are fully paid ordinary shares.
Date of issue	15 October 2019	17 December 2019
Consideration	The Shares were issued in consideration for the Company acquiring the right to apply for an Ancillary Mineral Lease within Exploration Licence EL31133. The consideration was determined as having a value of \$50,000, at approx. \$0.039 (3.9 cents) each.	The Shares were issued in consideration for the Company acquiring Exploration Licence 26848 (Walanbanba). The consideration was determined as having a value of \$50,000, at approx. \$0.038 (3.8 cents) each.
Terms	Shares rank equally with all other Shares on issue other than the Shares were escrowed until 15 April 2020.	Shares rank equally with all other Shares on issue other than the Shares are escrowed until 30 June 2020.
Purpose	Acquisition of rights to apply for an Ancillary Mineral Lease.	Acquisition of exploration licence EL 26848 (Walanbanba) in the NT.

Material terms of agreement	<p>The relevant acquisition agreement provides, among other things:</p> <ul style="list-style-type: none"> <li>• That the acquisition price was \$50,000 in Shares, at approx. 0.039 (3.9 cents) each.</li> <li>• The shares are subject to voluntary escrow until 15 April 2020.</li> <li>• Usual warranties and indemnities for a transaction of this sort.</li> </ul>	<p>The relevant acquisition agreement provides, among other things:</p> <ul style="list-style-type: none"> <li>• That the acquisition price was \$50,000 in Shares, at approx. 0.038 (3.8 cents) each.</li> <li>• The shares are subject to voluntary escrow until 30 June 2020.</li> <li>• Usual warranties and indemnities for a transaction of this sort.</li> </ul>
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<sup>1</sup> None of the parties are related parties of the Company.

**Board Recommendation:** The Directors recommend that Shareholders vote in favour of Resolutions 3 and 4.

The Chairman of the Meeting intends to vote all undirected proxies in favour of the ratification of Resolutions 3 and 4.

### Resolution 5: Issue of Director Placement Shares

#### Background

On 27 May 2020, the Company announced a Share Placement to issue \$5.5 million as detailed in Resolution 1. Included in this amount was a commitment by non-executive director Malcolm McComas to subscribe for 1,448,400 Shares, subject to the Company obtaining Shareholder approval to such issue (**Director Placement Shares**).

#### ASX Listing Rule Requirements

ASX Listing Rule 10.13 requires Shareholder approval for the issue of securities to a Director of the entity, an Associate of the Director, or a person whose relationship with the entity, Director or Associate of the Director is, in ASX's opinion, such that approval should be obtained.

Accordingly, as Mr McComas is a Director of the Company, Shareholder approval is being sought for the issue of a total of 1,448,400 Director Placement Shares to Mr McComas (or his nominee) on the terms set out below.

If approval of the issue of the Director Placement Shares is given under Listing Rule 10.13, approval is not required under Listing Rule 7.1 and the Director Placement Shares will be excluded in calculating the Company's 15% limit in ASX Listing Rule 7.1 and 10% Additional Placement Capacity limit in ASX Listing Rule 7.1A, effectively increasing the number of equity securities it can issue without shareholder approval over the 12-month period following the date of issue.

If Resolution 5 is not passed, the Company will be precluded from issuing the Director Placement Shares to Mr McComas.

#### Corporations Act

Under Chapter 2E of the Corporations Act, a public company cannot give a financial benefit to a related party unless an exception applies or shareholders have in a general meeting approved the giving of that financial benefit to the related party. Mr McComas is a Director so is a related party of the Company.

The Board has formed the view that Shareholder approval under section 208 of the Corporations Act is not required for the proposed issue of Director Placement Shares, pursuant to Resolution 5, on the basis that exception in section 210 of the Corporations Act applies as Mr McComas is proposing to participate in the Placement on the same terms as other applicants.

#### ASX Listing Rules Requirements

ASX Listing Rule 10.11 provides that a Company must not issue or agree to issue securities to a Director, without first obtaining shareholder approval.



ASX Listing Rule 10.13 requires that the following information to be provided to Shareholders when seeking an approval for the purposes of ASX Listing Rule 10.11:

Party	The Director Placement Shares will be issued to Mr Malcolm McComas (or his nominee), a Director of the Company and a person falling within category 10.11.1.
Securities issued	The maximum number of Director Placement Shares to be issued to Mr McComas is 1,448,400 Shares.
Date of issue	The Director Placement Shares are proposed to be issued within 5 days of the Meeting but will, in any event, not be issued later than 1 month after the Meeting.
Consideration	The Director Placement Shares will be issued at a price of \$0.0425 (4.25 cents) per Share, being the same price as all other participants in the Placement, raising \$61,557.00 for the Company.
Terms	The Director Placement Shares will rank equally with all other Shares on issue from their date of issue.
Purpose	The purpose of the issue of Director Placement Shares is for further exploration and resource / reserve growth at the Finnis Lithium Project and for working capital purposes. The issue of Director Placement Shares to Mr McComas (or his nominee) will also further align the interests of Mr McComas with those of other Shareholders.
Material terms of agreement	The Director Placement Shares will be issued under an agreement to issue the Director Placement Shares on the same terms as that to all other Placement applicants, subject to the inclusion of a condition that the issue of Placement Shares was subject to Shareholder approval.

#### Board Recommendation

Mr McComas declines to make a recommendation to Shareholders in relation to Resolution 5 due to his material personal interest in the outcome of this Resolution on the basis that he is to be issued 1,448,400 Director Placement Shares should Resolution 5 be passed.

With the exception of Mr McComas, no other Director has a personal interest in the outcome of Resolution 5. The Directors (other than Mr McComas) recommend that Shareholders vote in favour of Resolution 5.

The Directors make the recommendation above for the following reasons:

- the issue of Director Placement Shares to Mr McComas will better align the interests of Mr McComas with those of Shareholders;
- the issue of the Director Placement Shares is reasonable and appropriate as Mr McComas is proposing to participate in the Placement on the same terms as other applicants; and
- it is not considered that there are any significant opportunity costs to Core or benefits foregone by Core in issuing the Director Placement Shares on the terms proposed.

The Board (apart from Mr McComas, who makes no recommendation in relation to this Resolution) recommends that shareholders vote IN FAVOUR of Resolution 5.

The Chairman of the Meeting intends to vote all undirected proxies IN FAVOUR of Resolution 5.

## Glossary

In the Notice of General Meeting and Explanatory Notes:

**10% Additional Placement Capacity** means the Equity Securities issued under Listing Rule 7.1A.

**ACST** means Australian Central Standard Time.

**Associate** has the meaning given to that term in the Corporations Act.

**ASX** means ASX Limited (ABN 98 008 624 691).

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

**Board** means the board of Directors of Core.

**Chairman** means the chairman of the Meeting.

**Closely Related Party** has the meaning given to it in the Corporations Act and the Corporations Regulations.

**Core or the Company** means Core Lithium Ltd (ABN 80 146 287 809).

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

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

**Director** means a director of the Company.

**Director Placement Shares** means 1,448,400 Shares subscribed by Director Malcolm McComas in conjunction with the Placement announced by Core on 27 May 2020 at a price of \$0.0425 (4.25 cents) per share.

**Equity Securities** or **Securities** has the same meaning as in the Listing Rules.

**Explanatory Notes** means these explanatory notes.

**Lithium Plus Pty Ltd** means Lithium Plus Pty Ltd ACN 626 593 799.

**Meeting**, or **General Meeting** means the general meeting of Shareholders to be held at the offices of Grant Thornton Australia Limited, Level 3, 170 Frome Street, Adelaide, South Australia on Friday 10 July 2020 at 10:30 am ACST.

**Member** or **Shareholder** means each person registered as a holder of a Share.

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

**Ordinary Resolution** means a resolution passed by more than 50% of the votes at a general meeting of Shareholders.

**Placement** means the Share placement announced by Core on 27 May 2020 to issue 128,360,460 Shares at a price of \$0.0425 (4.25 cents) per share.

**Proxy Form** means the proxy form attached to this Notice of Meeting.

**Resolution** means a resolution referred to in this Notice.

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

**SPP** means the securities purchase plan announced by the Company on 27 May 2020, opening on 28 May 2020 and planned to close on 18 June 2020.

**Todd River Metals Pty Ltd** means Todd River Metals Pty Ltd ACN 600 314 038.

If you are attending the meeting in person, please bring this with you for Securityholder registration.

Holder Number:

## Vote by Proxy: CXO

Your proxy voting instruction must be received by **10.30am (ACST) on Wednesday, 8 July 2020**, being not later than **48 hours** before the commencement of the Meeting. Any Proxy Voting instructions received after that time will not be valid for the scheduled Meeting.

### SUBMIT YOUR PROXY VOTE ONLINE

#### Vote online at <https://investor.automic.com.au/#/loginsah>

Login & Click on 'Meetings'. Use the Holder Number as shown at the top of this Proxy Voting form.

- ✓ **Save Money:** help minimise unnecessary print and mail costs for the Company.
- ✓ **It's Quick and Secure:** provides you with greater privacy, eliminates any postal delays and the risk of potentially getting lost in transit.
- ✓ **Receive Vote Confirmation:** instant confirmation that your vote has been processed. It also allows you to amend your vote if required.



### SUBMIT YOUR PROXY VOTE BY PAPER

Complete the form overleaf in accordance with the instructions set out below.

#### YOUR NAME AND ADDRESS

The name and address shown above is as it appears on the Company's share register. If this information is incorrect, and you have an Issuer Sponsored holding, you can update your address through the investor portal: <https://investor.automic.com.au/#/home> Shareholders sponsored by a broker should advise their broker of any changes.

#### VOTING UNDER STEP 1 - APPOINTING A PROXY

If you wish to appoint someone other than the Chairman of the Meeting as your proxy, please write the name of that Individual or body corporate. A proxy need not be a Shareholder of the Company. Otherwise if you leave this box blank, the Chairman of the Meeting will be appointed as your proxy by default.

#### DEFAULT TO THE CHAIRMAN OF THE MEETING

Any directed proxies that are not voted on a poll at the Meeting will default to the Chairman of the Meeting, who is required to vote these proxies as directed. Any undirected proxies that default to the Chairman of the Meeting will be voted according to the instructions set out in this Proxy Voting Form, including where the Resolutions are connected directly or indirectly with the remuneration of KMP

#### VOTES ON ITEMS OF BUSINESS – PROXY APPOINTMENT

You may direct your proxy how to vote by marking one of the boxes opposite each item of business. All your shares will be voted in accordance with such a direction unless you indicate only a portion of voting rights are to be voted on any item by inserting the percentage or number of shares you wish to vote in the appropriate box or boxes. If you do not mark any of the boxes on the items of business, your proxy may vote as he or she chooses. If you mark more than one box on an item your vote on that item will be invalid.

#### APPOINTMENT OF SECOND PROXY

You may appoint up to two proxies. If you appoint two proxies, you should complete two separate Proxy Voting Forms and specify the percentage or number each proxy may exercise. If you do not specify a percentage or number, each proxy may exercise half the votes. You must return both Proxy Voting Forms together. If you require an additional Proxy Voting Form, contact Automic Registry Services.

#### SIGNING INSTRUCTIONS

You must sign this form as follows in the spaces provided

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

**Joint holding:** Where the holding is in more than one name, all of the Shareholders should sign.

**Power of attorney:** If you have not already lodged the power of attorney with the registry, please attach a certified photocopy of the power of attorney to this Proxy Voting Form when you return it.

**Companies:** To be signed in accordance with your Constitution. Please sign in the appropriate box which indicates the office held by you.

**Email Address:** Please provide your email address in the space provided.

**By providing your email address, you elect to receive all communications despatched by the Company electronically (where legally permissible) such as a Notice of Meeting, Proxy Voting Form and Annual Report via email.**

#### CORPORATE REPRESENTATIVES

If a representative of the corporation is to attend the Meeting the appropriate 'Appointment of Corporate Representative' should be produced prior to admission. A form may be obtained from the Company's share registry online at <https://automic.com.au>.

#### ATTENDING THE MEETING

Completion of a Proxy Voting Form will not prevent individual Shareholders from attending the Meeting in person if they wish. Where a Shareholder completes and lodges a valid Proxy Voting Form and attends the Meeting in person, then the proxy's authority to speak and vote for that Shareholder is suspended while the Shareholder is present at the Meeting.

#### POWER OF ATTORNEY

If a representative as power of attorney of a Shareholder of the Company is to attend the Meeting, a certified copy of the Power of Attorney, or the original Power of Attorney, must be received by the Company in the same manner, and by the same time as outlined for proxy forms.



