



**ASX ANNOUNCEMENT**

**FOR IMMEDIATE RELEASE TO THE MARKET**

**Li-S Energy Limited – ASX Code: LIS**

**Tuesday, 8 October 2024**

**Notice of Annual General Meeting and Proxy Form**

Li-S Energy Limited (ASX: LIS) (“LIS” or “the Company”) is pleased to provide its Notice of Annual General Meeting which is to be held on Monday 11 November 2024.

As set out in the Notice of Meeting, the CEO will conduct a tour of the Company’s new Phase 3 facility prior to the AGM. The nature of the Phase 3 facility means that the number of attendees is necessarily limited. Shareholders wishing to attend this tour should first register their interest via the Company Secretary at [co.sec@lis.energy](mailto:co.sec@lis.energy).

This announcement has been authorised by the Board.

For further information contact:

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Chief Executive Officer  
Li-S Energy Limited  
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**LI-S ENERGY LIMITED**

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Li-S Energy Limited  
ACN 634 839 857

## Notice of Annual General Meeting and Explanatory Statement

### 2024 Annual Report:

<https://www.lis.energy/site/investors/reports>

**THIS IS AN IMPORTANT DOCUMENT  
AND REQUIRES YOUR ATTENTION**

This Notice of Meeting and the accompanying Explanatory Statement should be read in their entirety.

If, as a Shareholder, you are in doubt as to the course you should follow, please consult your financial or professional adviser prior to voting.

## NOTICE OF ANNUAL GENERAL MEETING

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NOTICE is given that the annual general meeting (**AGM**) of Li-S Energy Limited (the **Company**) will be held at 2:00 pm (AEDT) on **Monday 11 November 2024** as a hybrid meeting. The physical component of the AGM will be held at:

Harold Mitchell Performance Space  
NIKERI Institute (Building KC)  
Deakin University  
75 Pigdons Roads  
Waurin Ponds, VIC 3216

The CEO will conduct a tour of the Company's new Phase 3 facility at 12:00 pm (AEDT), prior to the AGM. The Phase 3 facility is located in the NP building, which is a short walk from the NIKERI Institute. The nature of the Phase 3 facility means that the number of attendees is necessarily limited. Shareholders wishing to attend this tour should first register their interest via the Company Secretary at [co.sec@lis.energy](mailto:co.sec@lis.energy).

### IMPORTANT INFORMATION ABOUT THE ANNUAL GENERAL MEETING

The AGM will be conducted as a hybrid meeting, accessible both in person and through an online meeting platform powered by Automic. Shareholders will be able to watch, listen and vote online at the virtual meeting.

Shareholders are also encouraged to submit questions to the Company in advance of the meeting. Questions must relate to the resolutions to be considered at the meeting and must be submitted by email to the Company Secretary at [co.sec@lis.energy](mailto:co.sec@lis.energy). All questions for the Company (other than those for the Auditor, discussed further below) must be received by no later than 5.00 pm (AEDT) on **Thursday 7 November 2024**.

The Chairman or Chief Executive Officer will endeavour to present answers to these questions at the meeting. In the alternative, the Company Secretary will respond directly to your questions by email.

To access the virtual meeting on the day:

1. Open your internet browser and go to [investor.automic.com.au](https://investor.automic.com.au)
2. Login with your **username** and **password** or click "**register**" if you haven't already created an account. **Shareholders are encouraged to create an account prior to the start of the meeting to ensure there is no delay in attending the virtual meeting**
3. After logging in, a banner will display at the bottom of your screen to indicate that the meeting is open for registration, click on "Register" when this appears. Alternatively, click on "Meetings" on the left hand menu bar to access registration
4. Click on "**Register**" and follow the steps
5. Click on the URL to join the webcast where you can view and listen to the virtual meeting
6. Once the Chair of the Meeting has declared the poll open for voting click on "**Refresh**" to be taken to the voting screen
7. Select your voting direction and click "**confirm**" to submit your vote. **Note that you cannot amend your vote after it has been submitted**
8. The Company will also provide Shareholders with the opportunity to ask questions during the meeting in respect of the formal items of business as well as general questions in respect to the Company and its operations.

Shareholders who do not have an account with Automic are strongly encouraged to register for an account **as soon as possible and well in advance of the meeting** to avoid any delays on the day of the meeting. To create an account with Automic, please go to the Automic website <https://investor.automic.com.au/#/home> click on "register" and follow the steps. Shareholders will require their holder number (Securityholder Reference Number (SRN) or Holder Identification Number (HIN) to create an account with Automic.

## ITEMS OF BUSINESS

### **1. Receipt of the Financial Report for the year ended 30 June 2024**

Receipt of the Company's Financial Report, the Directors' Report and the Auditor's Report for the year ended 30 June 2024.

### **2. Remuneration Report**

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

“That the Remuneration Report for the year ended 30 June 2024 be adopted.”

### **3. Re-elect Mr Benjamin Spincer as a Director of the Company**

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

“That Mr Benjamin Spincer, who retires in accordance with the Constitution of the Company and, being eligible, offers himself for re-election, be re-elected as a Director of the Company.”

### **4. Elect Mr Marc Fenton as a Director of the Company**

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

“That Mr Marc Fenton, who retires in accordance with the Constitution of the Company and, being eligible, offers himself for election, be elected as a Director of the Company.”

## VOTING EXCLUSIONS

**Shareholders are strongly encouraged to vote by submitting their proxy prior to the meeting as set out in more detail in the attached Notice of Meeting and Proxy Form.**

The Company will disregard any votes cast in favour of the resolution (as set out in the table below) by or on behalf of:

- the named person or class of persons excluded from voting (as set out in the table below); or
- an associate of that person or those 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;
- 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:
  - 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
  - the holder votes on the resolution in accordance with directions given by the beneficiary to the holder to vote in that way.

Item	The named person or class of persons excluded from voting
2. Remuneration Report	<p>The Company will disregard any votes cast on Item 2:</p> <ul style="list-style-type: none"><li>• by or on behalf of a member of the key management personnel of the Company (<b>KMP</b>) (as defined in section 9 of the Corporations Act) details of whose remuneration are included in the Remuneration Report; or</li><li>• by or on behalf of a closely related party (as defined in section 9 of the Corporations Act) of a member of the KMP; or</li><li>• as a proxy or attorney by a member of the KMP or a KMP's closely related party.</li></ul> <p>However, a vote may be cast by a KMP or closely related party of the KMP if the proxy or attorney appointment is in writing and either:</p> <ul style="list-style-type: none"><li>• it is cast by a person as proxy or attorney for a person who is entitled to vote, in accordance with the directions on the proxy form; or</li><li>• it is cast by the Chair as proxy for a person who is entitled to vote, and the appointment does not specify the way the proxy is to vote on Item 2 and expressly authorises the Chairman to exercise the proxy, even though the resolution is connected directly or indirectly with the remuneration of the KMP for the Company.</li></ul> <p>The Chairman intends to vote undirected proxies in accordance with the Director's recommendation on this resolution set out below.</p>
3. Re-elect Mr Benjamin Spincer as a Director of the Company	That Director or his associates.
4. Elect Mr Marc Fenton as a Director of the Company	That Director or his associates.

Dated at Brisbane, on the 8<sup>th</sup> day of October 2024.

A handwritten signature in blue ink, appearing to read 'W. Shiel', written in a cursive style.

**By order of the Board**  
**Will Shiel**  
**Company Secretary**

## **SHAREHOLDERS WHO ARE ENTITLED TO VOTE**

In accordance with the Corporations Act, the Directors have determined that a person's entitlement to vote at the meeting will be the entitlement of that person set out in the register of members as at 48 hours prior to the AGM.

Voting on all resolutions will be conducted by a poll.

Resolutions will only be passed if the relevant percentage of votes cast by Shareholders entitled to vote on the resolution are cast in favour of the resolution, namely:

- in the case of ordinary resolutions, 50% of votes cast; or
- in the case of special resolutions only, 75% of votes cast.

Unless expressly stated, all resolution are ordinary resolutions.

Shareholders may vote at the AGM in one of three ways:

- in advance of the AGM, by appointing a proxy (preferably the Chairman) no later than 48 hours prior to the AGM. The Company recommends that Shareholders do this in case of technical difficulties at the AGM;
- in person at the AGM; or
- live and online during the AGM, using the Automic platform.

## **2024 ANNUAL REPORT:**

The 2024 Annual Report is available on the Company's website: [www.lis.energy](http://www.lis.energy)

## **PROXIES:**

- Shareholders wishing to appoint a proxy are encouraged to do so electronically by following the steps set out on the Proxy Form attached.
- A Shareholder entitled to attend and vote at the AGM is entitled to appoint a proxy or not more than two proxies to attend and vote instead of the Shareholder.
- Where two proxies are appointed:
  - (i) a separate Proxy Form, should be used to appoint each proxy; and
  - (ii) the Proxy Form may specify the proportion, or the number, of votes that the proxy may exercise, and if it does not do so the proxy may exercise half of the votes.
- A Shareholder can appoint any other person to be their proxy. A proxy need not be a Shareholder of the Company. The proxy appointed can be described in the Proxy Form by an office held e.g. "the Chair of the Meeting".
- If a Shareholder's appointed proxy does not attend the AGM, then the proxy appointment will automatically default to the Chairman. In addition, any directed proxy appointments that do not vote on a poll will automatically default to the Chairman, who is required to exercise the relevant votes as directed on the poll (subject to any applicable voting exclusions).
- In the case of Shareholders who are individuals, the Proxy Form must be signed:

- (i) if the Shares are held by one individual, by that Shareholder; or
  - (ii) if the Shares are held in joint names, by any one of them.
- In the case of Shareholders who are companies, the Proxy Form must be signed:
    - (i) if it has a sole director who is also sole secretary, by that director (and stating the fact next to, or under the signature on the Proxy Form);
    - (ii) in the case of any other company by either two directors or a director and secretary.
 The use of the common seal of the company, in addition to those required signatures, is optional.
  - If the person signing the Proxy Form is doing so under a power of attorney, or is an officer of a company outside those referred to above but authorised to sign the Proxy Form, the power of attorney or other authorisation (or a certified copy of it), as well as the Proxy Form, must be received by the Company by the time and at the place specified below.
  - A Proxy Form accompanies this notice. To be effective, your proxy must be received by the Company no later than 48 hours prior to the AGM. Proxy forms and appointments received later than the above time will be invalid.

You may make your proxy appointment **on-line** at <https://investor.automic.com.au/#/home>

If you have any problems accessing the on-line service, please contact the Company's Share Registry, Automic Group on 1300 288 664 within Australia or +61 2 9698 5414 from overseas.

Alternatively, you may complete and sign a proxy form and return by:

- (a) post to Automic, GPO Box 5193, Sydney NSW 2001;
- (b) facsimile on facsimile number +61 2 8583 3040; or
- (c) hand or courier delivery to:  
Automic Group, Level 5, 126 Phillip Street, Sydney NSW 2000
- (d) email: [meetings@automicgroup.com.au](mailto:meetings@automicgroup.com.au)

Your proxy must be received by 2:00 pm (AEDT) on **Saturday 9 November 2024**. Proxy forms and appointments received later than the above time will be invalid.



## EXPLANATORY STATEMENT

This Explanatory Statement forms part of the Notice of Meeting and has been prepared to provide Shareholders with material information to enable them to make an informed decision on the business to be conducted at the AGM.

### **ITEM 1: Financial Report – Year ended 30 June 2024**

The Corporations Act requires the Financial Report (which includes the financial statements and the Directors' Declaration), the Directors' Report and the Auditor's Report to be tabled for discussion at the AGM. There is no requirement either in the Corporations Act or in the Constitution of the Company for Shareholders to approve the Financial Report, the Directors' Report or the Auditor's Report. Shareholders attending the AGM will be given a reasonable opportunity to ask questions about, or make comments on, the Financial Report.

This item of business provides Shareholders with an opportunity to ask questions concerning or make comments on the Company's financial statements and reports for the year ended 30 June 2024 and the Company's performance generally.

A representative of the Auditor (Ernst & Young) will be attending the AGM.

As a Shareholder, you are entitled to submit a written question to the Auditor prior to the AGM provided that the question relates to:

- the content of the Auditor's Report; or
- the conduct of the audit in relation to the Financial Report.

All questions must be sent by email to the Company Secretary at [co.sec@lis.energy](mailto:co.sec@lis.energy) and must not be sent directly to the Auditor. The Company will then forward all questions to the Auditor. All questions must be received by no later than 5.00 pm (AEDT) on **Friday 1 November 2024**.

The Auditor will answer written questions submitted prior to the AGM.

The Auditor will also answer questions at the meeting from Shareholders relevant to:

- the conduct of the audit;
- the preparation and content of the Auditor's Report;
- the accounting policies adopted by the Company in relation to the preparation of the financial statements; and
- the independence of the Auditor in relation to the conduct of the audit.

### **ITEM 2: Remuneration Report**

The Directors' Report for the year ended 30 June 2024 contains a Remuneration Report which sets out the policy on remuneration of the Directors of the Company and specified executives of the Company.

The Corporations Act requires that a resolution be put to the vote that the Remuneration Report be adopted. The Corporations Act expressly provides that the vote is advisory and does not bind the Directors of the Company. However, if at least 25% of the votes cast are against the adoption of the Remuneration Report, the Company's next Remuneration Report must explain the Board's proposed action in response or explain why no action has been taken.

In the following year, if at least 25% of the votes cast on the resolution that the Remuneration Report be adopted are against adoption, Shareholders will then vote to determine whether the Directors, excluding the CEO, will need to stand for re-election (a “**Spill Resolution**”). If more than 50% of the votes cast on the Spill Resolution are in favour, a separate re-election meeting must be held within 90 days.

At the Company's 2023 Annual General Meeting, the votes cast against the Remuneration Report considered at that meeting were less than 25%.

Members attending the AGM will be given a reasonable opportunity to ask questions about, or make comments on, the Remuneration Report.

#### Directors' recommendation

The Board unanimously recommends that Shareholders vote in favour of this resolution.

Subject to the voting exclusions set out in the Notice of Meeting, the Chairman intends to vote undirected proxies in favour of this resolution.

### **ITEM 3: Re-election of Mr Benjamin Spincer as a Director**

Dr Ben Spincer MA, PhD, GAICD. Non-Executive Director and Chairman

*Appointed as a Non-Executive Independent Director on 18 March 2021*

Ben has extensive experience supporting and developing businesses and applied research. For six years he was the Executive Director of Deakin Research Innovations, responsible for Deakin's commercial research partnerships, as well as the commercialisation and translation of the University's research and oversight of the ManuFutures advanced manufacturing scale-up facility. He was a member of the Victorian Government Innovation Taskforce in 2020 and represented Deakin on a number of research centre and institutes Boards.

Prior to joining Deakin in 2015, Ben was Director of Technology Strategy and Innovation at Telstra, working with the Chief Technology Officer to oversee the long-term technology strategy of the company and to instil a culture of innovation in the company. From 2007 to 2013, Ben was the Director of Investor Relations for Telstra, managing relationships between the company and its shareholders after its full privatisation.

Previously, Ben was Vice President and financial analyst at Credit Suisse in London covering the European telecom industry.

#### Directors' recommendation

The Board (other than Mr Spincer) recommends that Shareholders vote in favour of Mr Spincer's re-election as a Director.

The Chairman of the meeting for this item of business intends to vote undirected proxies in favour of this resolution.

### **ITEM 4 Election of Mr Marc Fenton as a Director**

Mr Marc Fenton B.SC. Computer Applications, Graduate Diploma in Business

*Appointed as a Non-Executive Director on 1 February 2024*

Marc was the Head of Technology with Australian Agricultural Company (ASX: AAC) and held various General Manager technology roles with Rio Tinto (ASX: RIO) across technology strategy, organization design, technology governance, outsourcing and cost reduction. Prior to that Marc worked in Deloitte across a broad range of industries and projects, both locally and internationally.

Marc holds a Bachelor of Science (Hons) from Dublin City University, Ireland and a Graduate Diploma in Business from the AGSM, Sydney.

#### Directors' recommendation

The Board (other than Mr Fenton) recommends that Shareholders vote in favour of Mr Fenton's election as a Director.

The Chairman of the meeting for this item of business intends to vote undirected proxies in favour of this resolution.

## GLOSSARY

**Board** means the Board of Directors of the Company unless the context indicates otherwise.

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

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

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

**Notice of Meeting** means this Notice of Annual General Meeting and Explanatory Statement.

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

**Shareholder** means a registered holder of a Share.

**Share Registry or Automic** means Automic Group.

Your proxy voting instruction must be received by **02.00pm (AEDT) on Saturday, 09 November 2024**, 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

**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.

### STEP 1 – APPOINT A PROXY

If you wish to appoint someone other than the Chair 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 Chair of the Meeting will be appointed as your proxy by default.

### DEFAULT TO THE CHAIR OF THE MEETING

Any directed proxies that are not voted on a poll at the Meeting will default to the Chair of the Meeting, who is required to vote these proxies as directed. Any undirected proxies that default to the Chair 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 Key Management Personnel.

### STEP 2 - VOTES ON ITEMS OF BUSINESS

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

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

**Joint holding:** Where the holding is in more than one name, all 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://automicgroup.com.au>.

### Lodging your Proxy Voting Form:

#### Online

Use your computer or smartphone to appoint a proxy at <https://investor.automic.com.au/#/loginsah> or scan the QR code below using your smartphone

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



#### BY MAIL:

Automic  
GPO Box 5193  
Sydney NSW 2001

#### IN PERSON:

Automic  
Level 5, 126 Phillip Street  
Sydney NSW 2000

#### BY EMAIL:

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+61 2 8583 3040

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