

Appendix 3B

New issue announcement, application for quotation of additional securities and agreement

Information or documents not available now must be given to ASX as soon as available. Information and documents given to ASX become ASX's property and may be made public.

Introduced 01/07/96 Origin: Appendix 5 Amended 01/07/98, 01/09/99, 01/07/00, 30/09/01, 11/03/02, 01/01/03, 24/10/05, 01/08/12, 04/03/13

Name of entity

Lithium Power International Limited

ABN

73 607 260 328

We (the entity) give ASX the following information.

Part 1 - All issues

You must complete the relevant sections (attach sheets if there is not enough space).

- | | | |
|---|---|---|
| 1 | +Class of +securities issued or to be issued | Quoted Options. |
| 2 | Number of +securities issued or to be issued (if known) or maximum number which may be issued | 37,526,323 Options. |
| 3 | Principal terms of the +securities (e.g. if options, exercise price and expiry date; if partly paid +securities, the amount outstanding and due dates for payment; if +convertible securities, the conversion price and dates for conversion) | Quoted options which have an exercise price of \$0.55 and expire on 24 November 2017, the terms of issue of which are set out in the Company's prospectus dated 31 October 2016 (Options). |

<p>4 Do the +securities rank equally in all respects from the +issue date with an existing +class of quoted +securities?</p> <p>If the additional +securities do not rank equally, please state:</p> <ul style="list-style-type: none"> • the date from which they do • the extent to which they participate for the next dividend, (in the case of a trust, distribution) or interest payment • the extent to which they do not rank equally, other than in relation to the next dividend, distribution or interest payment 	<p>No.</p> <p>The Options are a new class of security and rank equally amongst themselves.</p> <p>Any ordinary shares issued on exercise of the Options will be fully paid and will, on issue, rank equally in all respects with the fully paid ordinary shares issued by the Company.</p> <p>Any Options not exercised before their expiry date will lapse and expire.</p> <p>The Options are not entitled to participate in dividends, distributions or interest payments.</p>
<p>5 Issue price or consideration</p>	<p>No cash consideration was received for the issue of the Options.</p> <p>A total of 35,526,323 Options were issued to subscribers of shares under the Company's recent placement and share purchase plan. Each share issued under the capital raising had an entitlement to subscribe for one free, attaching Option.</p> <p>The remaining 2,000,000 Options were issued as part-payment for services provided by Blue Ocean Equities Pty Ltd in respect of the Company's capital raising.</p>
<p>6 Purpose of the issue (If issued as consideration for the acquisition of assets, clearly identify those assets)</p>	<p>35,526,323 Options were issued as free attaching options in connection with the Company's recent capital raising.</p> <p>The remaining 2,000,000 Options were issued as part-payment for services provided in connection with the Company's recent capital raising.</p>

+ See chapter 19 for defined terms.

6a	Is the entity an *eligible entity that has obtained security holder approval under rule 7.1A? If Yes, complete sections 6b – 6h <i>in relation to the *securities the subject of this Appendix 3B</i> , and comply with section 6i	Yes.
6b	The date the security holder resolution under rule 7.1A was passed	28 November 2016.
6c	Number of *securities issued without security holder approval under rule 7.1	Nil.
6d	Number of *securities issued with security holder approval under rule 7.1A	Nil.
6e	Number of *securities issued with security holder approval under rule 7.3, or another specific security holder approval (specify date of meeting)	The issue of a total of 52,265,790 shares and 37,526,323 Options was ratified or approved at the Company's annual general meeting on 28 November 2016. •
6f	Number of *securities issued under an exception in rule 7.2	260,526 (exception 15).
6g	If *securities issued under rule 7.1A, was issue price at least 75% of 15 day VWAP as calculated under rule 7.1A.3? Include the *issue date and both values. Include the source of the VWAP calculation.	Not applicable.
6h	If *securities were issued under rule 7.1A for non-cash consideration, state date on which valuation of consideration was released to ASX Market Announcements	Not applicable.
6i	Calculate the entity's remaining issue capacity under rule 7.1 and rule 7.1A – complete Annexure 1 and release to ASX Market Announcements	Listing Rule 7.1 – 24,635,379 shares. Listing Rule 7.1A – 16,423,590 shares.

7	<p>+Issue dates</p> <p>Note: The issue date may be prescribed by ASX (refer to the definition of issue date in rule 19.12). For example, the issue date for a pro rata entitlement issue must comply with the applicable timetable in Appendix 7A.</p> <p>Cross reference: item 33 of Appendix 3B.</p>	6 December 2016.
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8	Number and ⁺ class of all ⁺ securities quoted on ASX (including the ⁺ securities in section 2 if applicable)	<table><tr><th>Number</th><th>⁺Class</th></tr><tr><td>96,029,180</td><td>Ordinary shares.</td></tr><tr><td>37,526,316</td><td>Listed options exercisable at \$0.55, expiring 24 November 2017</td></tr></table>	Number	⁺ Class	96,029,180	Ordinary shares.	37,526,316	Listed options exercisable at \$0.55, expiring 24 November 2017				
Number	⁺ Class											
96,029,180	Ordinary shares.											
37,526,316	Listed options exercisable at \$0.55, expiring 24 November 2017											
9	Number and ⁺ class of all ⁺ securities not quoted on ASX (including the ⁺ securities in section 2 if applicable)	<table><tr><th>Number</th><th>⁺Class</th></tr><tr><td>68,206,725</td><td>Fully paid ordinary shares (escrowed)</td></tr><tr><td>29,140,001</td><td>Unlisted options exercisable at \$0.20, expiring 24 June 2021</td></tr><tr><td>250,000</td><td>Unlisted options exercisable at \$0.40, expiring 24 June 2021</td></tr><tr><td>166,667</td><td>Unlisted options exercisable at \$0.60, expiring 24 June 2021</td></tr></table>	Number	⁺ Class	68,206,725	Fully paid ordinary shares (escrowed)	29,140,001	Unlisted options exercisable at \$0.20, expiring 24 June 2021	250,000	Unlisted options exercisable at \$0.40, expiring 24 June 2021	166,667	Unlisted options exercisable at \$0.60, expiring 24 June 2021
Number	⁺ Class											
68,206,725	Fully paid ordinary shares (escrowed)											
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250,000	Unlisted options exercisable at \$0.40, expiring 24 June 2021											
166,667	Unlisted options exercisable at \$0.60, expiring 24 June 2021											
10	Dividend policy (in the case of a trust, distribution policy) on the increased capital (interests)	Same dividend policy for all shares.										

Part 2 - Pro rata issue

11	Is security holder approval required?	N/A
12	Is the issue renounceable or non-renounceable?	N/A
13	Ratio in which the ⁺ securities will be offered	N/A

+ See chapter 19 for defined terms.

14	+Class of +securities to which the offer relates	N/A
15	+Record date to determine entitlements	N/A
16	Will holdings on different registers (or subregisters) be aggregated for calculating entitlements?	N/A
17	Policy for deciding entitlements in relation to fractions	N/A
18	Names of countries in which the entity has security holders who will not be sent new offer documents <small>Note: Security holders must be told how their entitlements are to be dealt with. Cross reference: rule 7.7.</small>	N/A
19	Closing date for receipt of acceptances or renunciations	N/A
20	Names of any underwriters	N/A
21	Amount of any underwriting fee or commission	N/A
22	Names of any brokers to the issue	N/A
23	Fee or commission payable to the broker to the issue	N/A
24	Amount of any handling fee payable to brokers who lodge acceptances or renunciations on behalf of security holders	N/A
25	If the issue is contingent on security holders' approval, the date of the meeting	N/A
26	Date entitlement and acceptance form and offer documents will be sent to persons entitled	N/A

27	If the entity has issued options, and the terms entitle option holders to participate on exercise, the date on which notices will be sent to option holders	N/A
28	Date rights trading will begin (if applicable)	N/A
29	Date rights trading will end (if applicable)	N/A
30	How do security holders sell their entitlements <i>in full</i> through a broker?	N/A
31	How do security holders sell <i>part</i> of their entitlements through a broker and accept for the balance?	N/A
32	How do security holders dispose of their entitlements (except by sale through a broker)?	N/A
33	⁺ Issue date	N/A

⁺ See chapter 19 for defined terms.

Part 3 - Quotation of securities

You need only complete this section if you are applying for quotation of securities

34 Type of ⁺securities
(tick one)

(a) ☒ ⁺Securities described in Part 1

(b) ☐ All other ⁺securities

Example: restricted securities at the end of the escrowed period, partly paid securities that become fully paid, employee incentive share securities when restriction ends, securities issued on expiry or conversion of convertible securities

Entities that have ticked box 34(a)

Additional securities forming a new class of securities

Tick to indicate you are providing the information or documents

35 ☒ If the ⁺securities are ⁺equity securities, the names of the 20 largest holders of the additional ⁺securities, and the number and percentage of additional ⁺securities held by those holders

36 ☒ If the ⁺securities are ⁺equity securities, a distribution schedule of the additional ⁺securities setting out the number of holders in the categories

1 - 1,000
1,001 - 5,000
5,001 - 10,000
10,001 - 100,000
100,001 and over

37 ☐ A copy of any trust deed for the additional ⁺securities

Entities that have ticked box 34(b)

38 Number of ⁺securities for which ⁺quotation is sought

N/A

39 ⁺Class of ⁺securities for which quotation is sought

N/A

40	<p>Do the +securities rank equally in all respects from the +issue date with an existing +class of quoted +securities?</p> <p>If the additional +securities do not rank equally, please state:</p> <ul style="list-style-type: none">• the date from which they do• the extent to which they participate for the next dividend, (in the case of a trust, distribution) or interest payment• the extent to which they do not rank equally, other than in relation to the next dividend, distribution or interest payment	N/A					
41	<p>Reason for request for quotation now</p> <p>Example: In the case of restricted securities, end of restriction period</p> <p>(if issued upon conversion of another +security, clearly identify that other +security)</p>	N/A					
42	<p>Number and +class of all +securities quoted on ASX (including the +securities in clause 38)</p>	<table><tr><th>Number</th><th>+Class</th></tr><tr><td>N/A</td><td></td></tr></table>	Number	+Class	N/A		
Number	+Class						
N/A							

+ See chapter 19 for defined terms.

Quotation agreement

- 1 +Quotation of our additional +securities is in ASX's absolute discretion. ASX may quote the +securities on any conditions it decides.
- 2 We warrant the following to ASX.
 - The issue of the +securities to be quoted complies with the law and is not for an illegal purpose.
 - There is no reason why those +securities should not be granted +quotation.
 - An offer of the +securities for sale within 12 months after their issue will not require disclosure under section 707(3) or section 1012C(6) of the Corporations Act.

Note: An entity may need to obtain appropriate warranties from subscribers for the securities in order to be able to give this warranty
 - Section 724 or section 1016E of the Corporations Act does not apply to any applications received by us in relation to any +securities to be quoted and that no-one has any right to return any +securities to be quoted under sections 737, 738 or 1016F of the Corporations Act at the time that we request that the +securities be quoted.
 - If we are a trust, we warrant that no person has the right to return the +securities to be quoted under section 1019B of the Corporations Act at the time that we request that the +securities be quoted.
- 3 We will indemnify ASX to the fullest extent permitted by law in respect of any claim, action or expense arising from or connected with any breach of the warranties in this agreement.
- 4 We give ASX the information and documents required by this form. If any information or document is not available now, we will give it to ASX before +quotation of the +securities begins. We acknowledge that ASX is relying on the information and documents. We warrant that they are (will be) true and complete.



Sign here:
(Director and Company secretary)

Print name: Andrew Phillips

Date: 7 December 2016

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+ See chapter 19 for defined terms.

Appendix 3B – Annexure 1

Calculation of placement capacity under rule 7.1 and rule 7.1A for eligible entities

Introduced 01/08/12 Amended 04/03/13

Part 1

Rule 7.1 – Issues exceeding 15% of capital	
Step 1: Calculate “A”, the base figure from which the placement capacity is calculated	
Insert number of fully paid +ordinary securities on issue 12 months before the +issue date or date of agreement to issue	111,709,582
Add the following: <ul style="list-style-type: none"> • Number of fully paid +ordinary securities issued in that 12 month period under an exception in rule 7.2 • Number of fully paid +ordinary securities issued in that 12 month period with shareholder approval • Number of partly paid +ordinary securities that became fully paid in that 12 month period <p><i>Note:</i></p> <ul style="list-style-type: none"> • <i>Include only ordinary securities here – other classes of equity securities cannot be added</i> • <i>Include here (if applicable) the securities the subject of the Appendix 3B to which this form is annexed</i> • <i>It may be useful to set out issues of securities on different dates as separate line items</i> 	260,526 + 52,265,790 = 52,526,316
Subtract the number of fully paid +ordinary securities cancelled during that 12 month period	Nil
“A”	164,235,898

+ See chapter 19 for defined terms.

Step 2: Calculate 15% of “A”	
“B”	0.15 <i>[Note: this value cannot be changed]</i>
Multiply “A” by 0.15	24,635,386
Step 3: Calculate “C”, the amount of placement capacity under rule 7.1 that has already been used	
<p>Insert number of +equity securities issued or agreed to be issued in that 12 month period <i>not counting</i> those issued:</p> <ul style="list-style-type: none"> • Under an exception in rule 7.2 • Under rule 7.1A • With security holder approval under rule 7.1 or rule 7.4 <p><i>Note:</i></p> <ul style="list-style-type: none"> • <i>This applies to equity securities, unless specifically excluded – not just ordinary securities</i> • <i>Include here (if applicable) the securities the subject of the Appendix 3B to which this form is annexed</i> • <i>It may be useful to set out issues of securities on different dates as separate line items</i> 	7 shares
“C”	7
Step 4: Subtract “C” from [“A” x “B”] to calculate remaining placement capacity under rule 7.1	
<p>“A” x 0.15</p> <p><i>Note: number must be same as shown in Step 2</i></p>	24,635,386
<p>Subtract “C”</p> <p><i>Note: number must be same as shown in Step 3</i></p>	7
Total [“A” x 0.15] – “C”	<p>24,635,379</p> <p><i>[Note: this is the remaining placement capacity under rule 7.1]</i></p>

+ See chapter 19 for defined terms.

Part 2

Rule 7.1A – Additional placement capacity for eligible entities	
Step 1: Calculate “A”, the base figure from which the placement capacity is calculated	
“A” <i>Note: number must be same as shown in Step 1 of Part 1</i>	164,235,905
Step 2: Calculate 10% of “A”	
“D”	0.10 <i>Note: this value cannot be changed</i>
Multiply “A” by 0.10	16,423,590
Step 3: Calculate “E”, the amount of placement capacity under rule 7.1A that has already been used	
Insert number of +equity securities issued or agreed to be issued in that 12 month period under rule 7.1A Notes: <ul style="list-style-type: none"> • <i>This applies to equity securities – not just ordinary securities</i> • <i>Include here – if applicable – the securities the subject of the Appendix 3B to which this form is annexed</i> • <i>Do not include equity securities issued under rule 7.1 (they must be dealt with in Part 1), or for which specific security holder approval has been obtained</i> • <i>It may be useful to set out issues of securities on different dates as separate line items</i> 	Nil
“E”	Nil

+ See chapter 19 for defined terms.

Step 4: Subtract “E” from [“A” x “D”] to calculate remaining placement capacity under rule 7.1A	
“A” x 0.10 <i>Note: number must be same as shown in Step 2</i>	16,423,590
Subtract “E” <i>Note: number must be same as shown in Step 3</i>	Nil
Total [“A” x 0.10] – “E”	16,423,590 <i>Note: this is the remaining placement capacity under rule 7.1A</i>

+ See chapter 19 for defined terms.

Analysis of Holdings as at 06-12-2016

Lithium Power International Limited

Securities:

WORKING CLASS FOR OPTIONS ALLOTMENT

Holdings Ranges	Holders	Total Units	%
1-1,000	0	0	0.000
1,001-5,000	8	25,791	0.069
5,001-10,000	14	82,534	0.220
10,001-100,000	91	4,404,058	11.736
100,001-99,999,999,999	74	33,013,940	87.975
Totals	187	37,526,323	100.000

Top 20 Holdings as at 06-12-2016

Lithium Power International Limited

ABN: 73607260328

Security classes selected for this report:

WORKING CLASS FOR OPTIONS ALLOTMENT

Holder Name	06-12-2016	%
PERSHING AUSTRALIA NOMINEES PTY LTD <PLACEMENT A/C>	3,659,737	9.752%
Group - JP MORGAN NOMINEES AUSTRALIA LIMITED LOCKED BAG 20049	2,236,842	5.961%
CS FOURTH NOMINEES PTY LIMITED <HSBC CUST NOM AU LTD 11 A/C>	2,083,333	5.552%
MERRILL LYNCH (AUSTRALIA) NOMINEES PTY LTD <NOM1 A/C>	1,700,000	4.530%
NATIONAL NOMINEES LIMITED <DB A/C>	1,578,947	4.208%
UBS NOMINEES PTY LTD	1,276,663	3.402%
HSBC CUSTODY NOMINEES (AUSTRALIA) LIMITED - A/C 3	1,113,686	2.968%
DIAMOND EDGE BUSINESS OPPORTUNITIES LTD	1,052,632	2.805%
CHIFLEY PORTFOLIOS PTY LIMITED <DAVID HANNON RETIREMENT A/C>	900,000	2.398%
CITICORP NOMINEES PTY LIMITED	837,822	2.233%
PERSHING AUSTRALIA NOMINEES PTY LTD <ACCUM A/C>	771,713	2.056%
DRM TECHNOLOGIES PTY LTD	757,894	2.020%

Top 20 Holdings as at 06-12-2016

Lithium Power International Limited

ABN: 73607260328

Security classes selected for this report:

WORKING CLASS FOR OPTIONS ALLOTMENT

Holder Name	06-12-2016	%
HSBC CUSTODY NOMINEES (AUSTRALIA) LIMITED-GSCO ECA	741,125	1.975%
MR MICHAEL JAMES SPENCER	711,316	1.896%
SUBURBAN HOLDINGS PTY LIMITED <SUBURBAN SUPER FUND A/C>	657,894	1.753%
QUOTIDIAN NO 2 PTY LTD	657,894	1.753%
MR PETER CHARLES PRITCHARD FARRIS & MRS SUSAN MARY PATRICIA FARRIS <THE PETER FARRIS S/F A/C>	600,000	1.599%
BNP PARIBAS NOMINEES PTY LTD <GLOBAL PRIME OMNI DRP>	560,526	1.494%
BB CAPITAL PTY LTD	526,315	1.403%
JINDABYNE CAPITAL PTY LTD <PROVIDENCE EQUITY A/C>	425,000	1.133%
Total Securities of Top 20 Holdings	22,849,339	60.889%
Total of Securities	37,526,323	