

23 July 2024

DESPATCH OF PROSPECTUS AND INELIGIBLE SHAREHOLDER LETTERS

Further to the announcement by Patagonia Lithium Ltd (**ASX:PL3, Patagonia or Company**) on 12 July 2024, the Company advises that it has today despatched the prospectus (**Prospectus**) in respect of the non-renounceable entitlement offer of one (1) New Share for every three (3) Shares registered as being held, together with one (1) Attaching Option for every two (2) New Shares issued (**Entitlement Offer**), together with a personalised application form to shareholders who are eligible to participate in the Entitlement Offer.

Shareholders who are eligible to participate in the Entitlement Offer (**Eligible Shareholders**) are those persons who:

- (a) as at 5:00pm (Sydney time) on 19 July 2024 (**Record Date**), are registered as a holder of fully paid ordinary shares in Patagonia;
- (b) have an address on the Patagonia register in Australia, New Zealand or the People's Republic of China;
- (c) are not located in the United States of America (**United States**) and are not a person (including a nominee or custodian) acting for the account or benefit of a person in the United States; and
- (d) are eligible under all applicable securities laws to receive an offer under the Entitlement Offer.

A letter to ineligible shareholders notifying them of the Entitlement Offer and their ineligibility to participate (**Ineligible Shareholder Letter**) has also been despatched today. A copy of the Ineligible Shareholder Letter follows this announcement. An electronic version of the Prospectus can be viewed online on Patagonia's website at <https://patagonialithium.com.au/>.

The Entitlement Offer is now open for acceptance by Eligible Shareholders and is expected to close at 5:00pm (Sydney time) on 19 August 2024.

Eligible Shareholders will have the opportunity to acquire fully paid ordinary shares in Patagonia (**New Shares**) at an issue price of A\$0.09 (**Offer Price**) together with attaching options exercisable at A\$0.15 and expiring at 5:00pm on 31 August 2025 (**Attaching Options**).

The Entitlement Offer is non-renounceable, meaning that Eligible Shareholders will not be able to transfer their entitlements pursuant to the Entitlement Offer and if they do

Capital structure

58.6m - PL3 shares

5.5m - unquoted options

14.6m - PL3O quoted options

Patagonia Lithium Ltd

Level 6, 505 Little Collins Street

Melbourne VIC 3000

<https://patagonialithium.com.au/>

Board

Phil Thomas - Exec Chair

Rick Anthon - NED

Sam Qi - NED

Jarek Kopias - Co Sec

not subscribe for their entitlements pursuant to the Entitlement Offer in full, they will be diluted.

Eligible Shareholders who take up their full entitlement may also apply to receive any New Shares and Attaching Options not taken up in accordance with the Entitlement Offer at the Offer Price (**Top-Up Offer**). New Shares and Attaching Options will only be offered in accordance with the Top-Up Offer if the Entitlement Offer is undersubscribed and will only be issued to the extent necessary to make up any shortfall in subscriptions received in accordance with the Entitlement Offer.

Full details of the Entitlement Offer and Top-Up Offer, including the timetable and details for how to accept the Entitlement Offer, are set out in the Prospectus and the personalised application form accompanying the Prospectus. Eligible Shareholders should read the Prospectus in its entirety and consult with their stockbroker, accountant or other professional adviser before making any decision as to whether to subscribe for New Shares.

Any questions concerning the Entitlement Offer should be directed to the Company's share registry on 1300 288 664 (within Australia) or +61 2 9698 5414 (outside Australia) between 8:30am and 7:00pm (Sydney time), Monday to Friday.

Authorised for release by the Board of the Company.

For further information please contact:

Phillip Thomas

Executive Chairman

Patagonia Lithium Ltd

M: +61 433 747 380

E: phil@patagonialithium.com.au

Our socials - twitter X @pataLithium, Instagram, facebook, pinterest and youtube

Patagonia Lithium Ltd

ACN 654 004 403

Prospectus

For a non-renounceable entitlement offer of one (1) New Share for every three (3) Shares registered as being held by Eligible Shareholders, as at the Record Date, at an issue price of \$0.09 per New Share to raise up to approximately \$1.75 million (before expenses), with no minimum subscription, and the issue of one (1) Attaching Option for every two (2) New Shares issued for nil additional consideration (**Entitlement Offer**).

The Attaching Options have an exercise price of \$0.15 and are exercisable at any time prior to 5:00pm (AEST) on 31 August 2025.

This Prospectus has also been prepared for the offer of:

- (a) Attaching Options to participants in the Convertible Note Issue (**Convertible Note Option Offer**); and
- (b) Options to be issued to the Lead Manager (or its nominee) in part consideration for capital raising services provided by the Lead Manager to the Company (**Broker Option Offer**).

NOT FOR RELEASE TO U.S. WIRE SERVICES

IMPORTANT NOTICE

This document is important and should be read in its entirety. If, after reading this Prospectus, you have any questions about the New Shares or Options being offered pursuant to this Prospectus or any other matter, then you should consult with your stockbroker, accountant or other professional adviser.

Neither ASIC nor the ASX, nor any of their respective officers or employees, take any responsibility for this Prospectus or the merits of the investment to which this Prospectus relates.

The New Shares and Options offered in accordance with this Prospectus should be considered as a speculative investment.

Important Notices

This Prospectus is dated 12 July 2024 and was lodged with ASIC on that date. ASIC and its officers take no responsibility for the contents of this Prospectus or the merits of the investment to which this Prospectus relates.

No person is authorised to give information or to make any representation in connection with this Prospectus, which is not contained in the Prospectus. Any information or representation not so contained may not be relied on as having been authorised by the Company in connection with this Prospectus.

It is important that investors read this Prospectus in its entirety and seek professional advice where necessary. The New Shares and Options the subject of this Prospectus should be considered speculative.

This Prospectus is a transaction specific prospectus for an offer of continuously quoted securities (as defined in the Corporations Act) and options to acquire continuously quoted securities and has been prepared in accordance with section 713 of the Corporations Act. It does not contain the same level of disclosure as an initial public offering prospectus. In making the representations contained in this Prospectus, regard has been had to the fact that the Company is a disclosing entity for the purposes of the Corporations Act and that certain matters can reasonably be expected to be known to investors and professional advisers whom they may consult.

No exposure period applies to this Prospectus by operation of the Corporations Act (in respect of the New Shares) and ASIC Corporations (Exposure Period) Instrument 2016/74 (in respect of the Attaching Options).

No New Shares or Options will be issued pursuant to this Prospectus after the date that is 13 months after the date of this Prospectus.

Electronic prospectus

Shareholders can obtain a copy of this Prospectus from the Company's website at <https://patagonialithium.com.au/>. The electronic version of this Prospectus on the Company website will not include an Application Form. Eligible Shareholders will only be entitled to subscribe for New Shares and Attaching Options under the Entitlement Offer and Top-Up Offer in accordance with the instructions in the personalised Application Form which accompanies a paper copy of this

Prospectus. Applicants under the Convertible Note Option Offer who are not Shareholders and Applicants under the Public Shortfall Offer will only be entitled to subscribe for Attaching Options in accordance with the instructions in the Application Form accompanying a copy of this Prospectus that is provided to them by the Company or the Lead Manager.

Financial forecasts

The Directors have considered the matters set out in ASIC Regulatory Guide 170 and do not believe that they have a reasonable basis to forecast future earnings on the basis that the operations of the Company are inherently uncertain. Accordingly, any forecast or projection would contain such a broad range of potential outcomes and possibilities that it is not possible to prepare a reliable best estimate forecast or projection.

Privacy

By submitting an Application, you will be providing personal information to the Company (directly or via the Company's Share Registry). The Company collects, holds and will use that information to assess your Application, service your needs as a holder of Shares and/or Options and facilitate the distribution of payments and corporate communications to you as a Shareholder.

The information may also be used and disclosed to persons inspecting the Company's register, bidders for your Shares in the context of takeovers, regulatory bodies, including the Australian Taxation Office, authorised securities brokers, print service providers, mail houses and the Company's Share Registry.

You can access, correct and update the personal information that we hold about you. Please contact the Company or its Share Registry if you wish to do so at the relevant contact numbers set out in this Prospectus.

Forward Looking Statements

Some of the statements appearing in this Prospectus may be in the nature of forward looking statements, including statements of current intention, statements of opinion and predictions as to possible future events. These may be identified by words such as 'may', 'could', 'believes', 'estimates', 'expects', or 'intends' and other similar such words that involve risks or uncertainties.

You should be aware that such statements are not statements of fact or guarantees and there can be no certainty of outcome in relation to the matters to which the statements relate. Forward looking statements are subject to many inherent risks and uncertainties before actual outcomes are achieved. To the maximum extent permitted by law, none of the Company or any person named in this Prospectus or any person involved in the preparation of this Prospectus makes any representation or warranty (express or implied) as to the accuracy or likelihood of fulfilment of any forward looking statement, or any intentions or outcomes expressed or implied in any forward looking statement and disclaim all responsibility and liability for such forward looking statements (including, without limitation, liability for negligence). The Company has no intention to update or revise forward-looking statements, or to publish prospective financial information in the future, regardless of whether new information, future events or any other factors affect the information contained in this Prospectus, except where required by law. You are cautioned not to place undue reliance on any forward looking statement having regard to the fact that the outcome may not be achieved. For further information, please see the Company's past announcements released to ASX.

Except as required by law, and only then to the extent so required, neither the Company nor any other person warrants or guarantees the future performance of the Company or any return on any investment made pursuant to this Prospectus.

Overseas Shareholders

The offer of New Shares and Options pursuant to this Prospectus does not, and is not intended to, constitute an offer, invitation or issue in any place in which, or to any person to whom, it would be unlawful to make such an offer, invitation or issue. This Prospectus has not been, nor will it be, lodged, filed or registered with any regulatory authority in the securities laws of any country.

No action has been taken to register or qualify the offer of the New Shares or the Options or otherwise to permit an offering of the New Shares or Options in any jurisdiction outside Australia.

The distribution of this Prospectus and the accompanying Application Form outside of Australia or New Zealand may be restricted by law and persons who come into possession of the Prospectus and the accompanying Application Form

should seek advice on and observe those restrictions.

Any failure to comply with those restrictions may constitute a violation of applicable securities laws. The Company reserves the right to treat as invalid any Application which does not comply with the requirements of this Prospectus or the Application Form or which the Company believes has been sent for, or on the account of, a person located in a jurisdiction to whom it would be illegal to make the offer of New Shares and Options pursuant to this Prospectus.

Foreign exchange control restrictions or restrictions on remitting funds from your country to Australia may apply. Your application for New Shares and/ or Options is subject to all requisite authorities and clearances being obtained for the Company to lawfully receive your application monies.

New Zealand

The New Shares and Options are not being offered to the public within New Zealand other than to Eligible Shareholders with registered addresses in New Zealand to whom the offer of New Shares and Options is being made in reliance on the *Financial Markets Conduct (Incidental Offers) Exemption Notice 2021* (New Zealand).

This Prospectus has been prepared in compliance with Australian law and has not been registered, filed with or approved by any New Zealand regulatory authority in accordance with the *Financial Markets Conduct Act 2013* (New Zealand). This Prospectus is not a product disclosure statement under New Zealand law and is not required to, and may not, contain all the information that a product disclosure statement under New Zealand law is required to contain.

China

This Prospectus has not been approved by, nor registered with any competent regulations authority of the PRC (excluding for the purposes of this paragraph, Hong Kong Special Administration Region, Macau Special Administration Region and Taiwan). Accordingly, the New Shares and Options may not be offered or sold, nor may any invitation, advertisement of solicitation for the New Shares or Options be made from within the PRC. This Prospectus does not constitute an offer of securities within the PRC. For further information on Eligible

Shareholders in the PRC please refer to section 4.15.

United States

None of the information in this Prospectus, or the Application Form that will accompany this Prospectus when it is despatched to Eligible Shareholders, constitutes an offer to sell, or the solicitation of an offer to buy, any securities in the United States. Neither this Prospectus (or any part of it), nor the Application Form when that is to be made available, may be released or distributed directly or indirectly, to persons in the United States.

The New Shares and Options have not been, and will not be, registered pursuant to the United States Securities Act of 1933 (as amended) or the securities laws of any state or other jurisdiction of the United States and may not be offered or sold, directly or indirectly, in the United States.

Notice to Nominees and Custodians

Eligible Shareholders that are recorded in the Company's Share Register as having an address in Australia or New Zealand that hold Shares on behalf of persons who are resident in jurisdictions outside

of Australia or New Zealand are responsible for ensuring that subscribing for that Entitlement in accordance with the Entitlement Offer does not breach regulations in the relevant overseas jurisdiction. The return of a duly completed Application will be taken by the Company to constitute a representation that there has been no breach of those regulations.

Public Shortfall Offer and Convertible Note Option Offer

The offer of Shares and Attaching Options pursuant to the Public Shortfall Offer and the Convertible Note Option Offer is being extended to persons who are located in Australia and other persons to whom the Board is satisfied, in its sole discretion, that it would not be unlawful to offer Shares or Attaching Options to, with or without any such conditions as the Board sees fit (in its sole discretion), based on the local laws of the country in which an Applicant may reside.

Capitalised terms

Capitalised terms used in this Prospectus have the same meaning as those given in the Glossary contained in section 10 of this Prospectus.

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2. Indicative Timetable

Event	Date
Lodge prospectus with ASIC and ASX	12 July 2024
Record date for Entitlement Offer (7.00pm (Sydney time)) (Record Date)	19 July 2024
Prospectus and personalised Application Forms despatched to Eligible Shareholders and ineligible Shareholder letters despatched and announcement of despatch	23 July 2024
Entitlement Offer opens	23 July 2024
Last day to extend the Closing Date for the Entitlement Offer (before noon)	6 August 2024
Closing Date for the Entitlement Offer (5.00pm (Sydney time))	19 August 2024
Announcement of results of Entitlement Offer (before noon)	23 August 2024
Issue of New Shares and Attaching Options under the Entitlement Offer	23 August 2024
Quotation of New Shares and Attaching Options issued under the Entitlement Offer	26 August 2024

The above timetable is subject to the ASX Listing Rules and the Corporations Act and the Directors reserve the right to vary these dates. You cannot withdraw an Application once it has been accepted. No cooling-off rights apply to the offers made pursuant to this Prospectus.

3. Chair's Letter

Dear Shareholder,

As valued Shareholders, the Board is pleased to offer all Eligible Shareholders the opportunity to acquire one (1) New Share for every three (3) existing Shares held by Eligible Shareholders as at the Record Date, being 7:00pm (Sydney time) on 19 July 2024, at an issue price of \$0.09 per New Share, together with one (1) Attaching Option for every two (2) New Shares issued, for no additional consideration (**Entitlement Offer**). The Attaching Options have an exercise price of \$0.15 and are exercisable at any time prior to 5:00pm (AEST) on 31 August 2025.

If fully subscribed, the Entitlement Offer will raise approximately \$1.75 million (before expenses).

Eligible Shareholders are also entitled to subscribe for any New Shares and Attaching Options not subscribed for by other Eligible Shareholders in accordance with the Entitlement Offer (**Top-Up Offer**).

In parallel with the Entitlement Offer, the Company has announced the proposed issue of Convertible Notes, comprising:

- (a) the initial issue of \$250,000 worth of Convertible Notes to sophisticated and professional investors, which Convertible Notes bear a 10% coupon and are convertible into 2,777,779 Shares, at an issue price of \$0.09 per Share, being the same issue price as the New Shares offered pursuant to the Entitlement Offer, together with one (1) Attaching Option for every two (2) Shares on the exercise of Convertible Notes; and
- (b) a further proposed issue \$150,000 worth of Convertible Notes to Executive Chairman Phillip Thomas, on the same terms, subject to obtaining Shareholder approval, which approval will be sought at a meeting of shareholders to be convened in the coming weeks,

(together, the **Convertible Note Issue**).

The funds raised pursuant to the Entitlement Offer (after expenses) are planned to complete the current drill program in Argentina and prepare an updated Mineral Resource Estimate, progress the Brazilian exploration program and for general working capital purposes.

As the Entitlement Offer is non-renounceable, your Entitlements will not be tradeable on the ASX or otherwise transferable. Eligible Shareholders who do not take up their Entitlements in full will not receive any value for those Entitlements that they do not take up.

Applicants for New Shares and Options pursuant to this Prospectus should be aware that there are various risks associated with an investment in New Shares and Options and the Company, including those risks summarised in section 8 of this Prospectus. Accordingly, any potential investors should consult with their professional advisers before deciding whether to apply for any New Shares and Options pursuant to this Prospectus.

The Board thanks all Shareholders for their continuing support for the Company and recommends the Entitlement Offer.

Yours sincerely,



Phillip Thomas, Executive Chairman
Patagonia Lithium Ltd

4. Investment Overview

4.1 Entitlement Offer

The Entitlement Offer is being undertaken as a non-renounceable entitlement offer of one (1) New Share for every three (3) existing Shares held by Eligible Shareholders registered as at the Record Date, being 7.00pm (Sydney time) on 19 July 2024, at an issue price of \$0.09 per New Share, together with one (1) Attaching Option for every two (2) New Shares issued (for nil additional consideration) (**Entitlement Offer**). The Attaching Options have an exercise price of \$0.15 and are exercisable at any time prior to 5:00pm (Sydney time) on 31 August 2025.

Eligible Shareholders who wish to accept the Entitlement Offer can do so in accordance with the instructions contained in section 5.1 of this Prospectus.

Eligible Shareholders will receive a personalised Application Form setting out their Entitlement which will accompany a copy of this Prospectus.

Eligible Shareholders may also participate in the Top-Up Offer.

Fractional Entitlements to New Shares will be rounded up to the nearest whole number. Fractional Entitlements to Attaching Options under the Entitlement Offer will be rounded up to the nearest whole number.

The Entitlement Offer is non-renounceable. Accordingly, Entitlements do not trade on the ASX nor can they be sold, transferred or otherwise disposed of.

The purpose of the Entitlement Offer is to provide the Company funds to complete the current drill program in Argentina and prepare an updated Mineral Resource Estimate, progress the Brazilian exploration program and for general working capital purposes.

All New Shares issued pursuant to this Prospectus will rank equally with the existing Shares on issue as at the date of allotment. The rights and liabilities attaching to the New Shares are contained in section 6 of this Prospectus.

The Company intends to offer any New Shares not taken up in accordance with the Entitlement Offer and Top-Up Offer in accordance with the Public Shortfall Offer.

The Attaching Options issued pursuant to this Prospectus have an exercise price of \$0.15 and are exercisable at any time prior to 5:00pm (AEST) on 31 August 2025. Further details regarding the rights and liabilities attaching to the Attaching Options are contained in section 7 of this Prospectus.

Based on the capital structure of the Company as at the date of this Prospectus, up to approximately 19,521,667 New Shares will be issued pursuant to this Prospectus to raise up to approximately \$1.75 million (before expenses).

Eligible Shareholders may subscribe for all or part of their Entitlement.

There is no minimum subscription for the Entitlement Offer.

4.2 Top-Up Offer

In addition to the Entitlement Offer, Eligible Shareholders may apply to receive any New Shares not taken up in accordance with the Entitlement Offer (**Top-Up Shares**) by participating in the Top-Up Offer.

The issue price of Top-Up Shares offered in accordance with the Top-Up Offer is the same as the Entitlement Offer, being \$0.09 per New Share and successful Applicants will also receive one Attaching Option for every New Share issued (for nil additional consideration).

Eligible Shareholders who wish to apply for Top-Up Shares can do so in accordance with the instructions contained in section 5.2 of this Prospectus.

New Shares will only be offered in accordance with the Top-Up Offer if the Entitlement Offer is undersubscribed and will only be issued to the extent necessary to make up any shortfall in subscriptions received in accordance with the Entitlement Offer.

Fractional Entitlements to Attaching Options under the Top-Up Offer will be rounded up to the nearest whole number.

It is possible that, depending on the extent to which Eligible Shareholders participate in the Entitlement Offer or Top-Up Offer, one or more Eligible Shareholders could increase their Shareholding significantly by participating in the Entitlement Offer or Top-Up Offer.

The control effect of the Entitlement Offer and Top-Up Offer is set out in section 4.12 of this Prospectus.

4.3 Convertible Note Option Offer

The Entitlement Offer has been supplemented by the Convertible Note Issue that was announced to the market on 9 July 2024, which is intended to raise up to approximately \$400,000 (before expenses), at an issue price of \$0.09 per New Share, being the same issue price as the New Shares offered pursuant to the Entitlement Offer.

Participants in the Convertible Note Issue are also entitled to apply for one (1) Attaching Options for every two (2) New Shares issued pursuant to the exercise of Convertible Notes (for nil additional consideration) (**Convertible Note Option Offer**), by submitting an Application Form accompanying a copy of this Prospectus in accordance with the instructions provided to them by the Company and/or the Lead Manager. The Attaching Options have an exercise price of \$0.15 and are exercisable at any time prior to 5:00pm (AEST) on 31 August 2025.

The Attaching Options to be issued to participants in the Convertible Note Option Offer are expected to be issued on or about 23 August 2024.

4.4 Public Shortfall Offer

The Directors reserve the right to offer and place the shortfall of any Shares not subscribed for pursuant to the Entitlement Offer and Top-Up Offer, at their discretion, together with one (1) Attaching Option for every two (2) New Shares placed (for no additional consideration), at any time within three months of the Closing Date, which the New Shares will, in no circumstances, be issued at an issue price of less than \$0.09 (**Public Shortfall Offer**). The Attaching Options have an exercise price of \$0.15 and are exercisable at any time prior to 5:00pm (Sydney time) on 31 August 2025.

Any investors who are not currently Eligible Shareholders wishing to participate in the Public Shortfall Offer must submit an Application Form that accompanies this Prospectus and follow the instructions given to them by the Company and/or the Lead Manager. The Directors retain their discretion to refuse to accept applications under the Public Shortfall Offer (in whole or in part).

Fractional Entitlements to Attaching Options under the Public Shortfall Offer will be rounded up to the nearest whole number.

The Public Shortfall Offer, which is a separate offer to the Entitlement Offer and Top-Up Offer, is made under this Prospectus and will remain open for up to three months from the Closing Date. The New Shares and Attaching Options issued in accordance with the Public Shortfall Offer will rank equally with the New Shares and Attaching Options issued pursuant to the Entitlement Offer and Top-Up Offer.

The Directors reserve the right to pay a commission of up to 6% (exclusive of GST) of any amounts subscribed under the Public Shortfall Offer through any licensed securities dealers or Australian financial services licensee holders in respect of any Applications lodged and accepted by the Company.

4.5 Purpose of the Entitlement Offer

The purpose of the Entitlement Offer is to raise up to approximately \$1.75 million (before expenses).

As noted in section 3 of this Prospectus, the funds raised pursuant to the Entitlement Offer, Top-Up Offer and the Public Shortfall Offer are planned to be used to fund completion of the current drill programme, the JORC mineral resource estimate and general working capital purposes.

Please refer to section 4.12 for further details relating to the estimated expenses of the Entitlement Offer.

4.6 Key Risks

There are various risk factors associated with an investment in the New Shares, Options and the Company. Some, but not all, of these risks are summarised in section 8 of this Prospectus. These risks, and others not specifically referred to in section 8, have the potential to materially affect the financial performance and prospects of the Company and the value of the New Shares and Options offered under this Prospectus.

Accordingly, potential investors should consider that an investment in the Company is speculative and should consult with their professional advisers before deciding whether to apply for any New Shares and Options pursuant to this Prospectus.

(a) Funding risk

Exploration and development involve significant financial risk and capital development. The Company may require further capital to achieve its objective of transitioning from explorer to producer. In addition, if the Company acquires any new project, it may need to raise further capital to fund the acquisition or exploration at the project once acquired.

For the foreseeable future, it is expected that this funding will be obtained from equity financing. Any equity financing undertaken will dilute existing Shareholders. There is

no guarantee that the Company will be able to secure any additional funding or will be able to secure funding on terms that are favourable or acceptable to the Company.

See section 8.2(a) for more information.

(b) Outstanding approvals of the Cilon Project

Approvals for the grant of drilling permits remain outstanding from local government authorities in the Jujuy Province of Argentina, where the Cilon Project is entirely based. The Company has been engaging with the Mining Directorate of the Jujuy Province to obtain the only outstanding required drilling permit approvals for its Cilon Project.

See section 8.2(b) for more information.

(c) Sovereign

The business of holding interests in Projects that are located outside of Australia, by its nature, involves significant risks. Sovereign risks associated with operating in Argentina, and investors should understand that no assurance can be given regarding future stability in this jurisdiction or any other country in which the Company may, in the future, have an interest.

See section 8.2(c) for more information.

4.7 Principal effect of the Entitlement Offer

The principal effect of the Entitlement Offer, assuming that the Entitlement Offer is fully subscribed and that no Options are exercised prior to the Record Date, will be to:

- (a) increase the Company's cash position by up to \$1.75 million (before expenses) immediately after Completion of the Entitlement Offer; and
- (b) increase the number of Shares on issue from 58,565,000 at the date of this Prospectus to up to 78,086,667 Shares (with no Options exercised).

4.8 Effect on capital structure

The effect of the Entitlement Offer on the Company's capital structure, assuming that all Entitlements are accepted and that no Options are exercised prior to the Record Date, is set out below:

Shares

Description	Number
Ordinary Shares on issue before the date of this Prospectus:	
(a) PL3: Quoted Shares: PL3	49,128,500
(b) PL3AB: Restricted Shares	9,436,500
New Shares offered pursuant to the Entitlement Offer:	19,521,667
Total Shares on issue after Completion:	78,086,667
Shares to be issued pursuant to the Convertible Note Issue (if exercised):	4,444,446

Options

Description	Number
Options on issue before the date of this Prospectus:	
(a) PL3O: \$0.30 exercise price and 15 December 2025 expiry	14,641,250
(b) PLAC: \$0.27 exercise price and 5 October 2025 expiry (restricted)	1,500,000
(c) PLAD: \$0.27 exercise price and 10 October 2025 expiry (restricted)	2,000,000
(d) PLAE: \$0.27 exercise price and 24 March 2026 expiry (restricted)	2,000,000
(e) PL3AG: \$0.27 exercise price and 10 October 2025 expiry	1,000,000
Attaching Options offered pursuant to the Entitlement Offer (Expiring on 31 August 2025 and having an exercise price of \$0.15):	9,760,834
Broker Options offered pursuant to this Prospectus:	694,445
Options offered pursuant to the Convertible Note Option Offer:	2,222,225
Total Options on completion of the offers under this Prospectus:	33,818,754

A further 12,677,504 Shares may also be issued in the event that the Entitlement Offer is fully subscribed and all of the Attaching Options are subsequently exercised. If all Attaching Options are exercised, the Company will also receive a further \$1,901,626 on the exercise of the Attaching Options.

4.9 Dilution of Eligible Shareholders that do not accept their Entitlement

As the Entitlement Offer is an offer of one New Share for every three Shares held by Eligible Shareholders, the maximum dilution that will be experienced by any Eligible Shareholder that fails to subscribe for any Entitlement is approximately 25% of its existing Shareholding.

Eligible Shareholders should note that if they do not accept their Entitlements in full, their Shareholdings are likely to be diluted as follows:

Example Shareholder	Total Share Holding as at the date of this Prospectus	% as at the date of this Prospectus	Entitlement	Holding if Entitlement not taken up	% following allotment of New Shares
Shareholder 1	1,000,000	1.71%	333,333	1,000,000	1.21%
Shareholder 2	2,500,000	4.27%	833,333	2,500,000	3.03%
Shareholder 3	5,000,000	8.54%	1,666,667	5,000,000	6.06%
Shareholder 4	10,000,000	17.08%	3,333,333	10,000,000	12.12%

4.10 Effect on relevant interest of substantial security holders

As at 12 July 2024, the following persons were believed to have a relevant interest of 5% or more of the Company's Shares:

Substantial Holder	Shares	% ¹
10 Bolivianos Pty Ltd, Freedom Trader Pty Ltd and Niv Dagan (together, the Bolivianos Investors)	12,880,541	21.99
Fuyang Mingjin New Energy Development Co Ltd (Fuyang)	10,000,000	17.08
Southeast Mingqing Supply Chain (Fuyang) Co Ltd (Southeast)	3,750,000	6.40
TOTAL	26,630,541	45.47

Southeast has committed to subscribe for its full entitlement under the Entitlement Offer and to subscribe for an additional \$1,500,000 under the Top-Up Offer. However, that commitment is subject to Chinese Overseas Direct Investment Approval and, as such, there is a risk that this approval may not be obtained, or may not be obtained in time, in order to participate in the Entitlement Offer and the Top-Up Offer.

As at the date of this Prospectus, the Company has not received any commitment from any of the above persons as to whether it intends to subscribe for its Entitlement under the Entitlement Offer or participate in the Top-Up Offer except as set out above.

If the Entitlement Offer is fully subscribed and each of the above Shareholders subscribe for their full Entitlement, there will be no change to their relevant interests in the Company's Shares.

If the Entitlement Offer is not fully subscribed, the above parties may increase their relevant interest in the Company's Shares.

The extent to which each of the above may increase their respective relevant interest in the Company's Shares is dependent upon the extent of applications received under the Top-Up Offer by both those and other Shareholders.

4.11 Effect of Entitlement Offer on Control

As the Entitlement Offer, Top-Up Offer and the Public Shortfall Offer do not satisfy the requirements of exception 10 of section 611 of the Corporations Act, no person, including the major Shareholders, shall be entitled to acquire New Shares or Attaching Options pursuant to the Entitlement Offer or the Top-Up Offer if to do so would result in their, or another person's, Voting Power increasing from 20% or below to more than 20%, or from a starting point above 20% to below 90%, unless a separate exception to the restrictions contained in section 606 of the Corporations Act applies. The only two such exceptions that may apply are:

- (a) exception 9 of section 611 of the Corporations Act (i.e. the "3% creep" exception); and
- (b) exception 13 of section 611 of the Corporations Act (i.e. the "underwriter" exception).

¹ Based on 58,565,000 total Shares on issue and the substantial holder notices lodged.

As noted above, Southeast has agreed to subscribe for its entitlement and an additional \$1,500,000 under the Top-Up Offer. However, that commitment is subject to Chinese Overseas Direct Investment Approval and, as such, it is highly likely that this approval will not be obtained in time to participate in the Entitlement Offer and Top-Up Offer and, therefore, no reliance should be placed on this commitment.

Accordingly, this is not an 'underwriting' and Southeast will be limited to acquiring Voting Power of not more than 20% under the Top-Up Offer.

The table below sets out the number of Shares and voting power that Southeast may have after the completion of the Entitlement Offer and Top-Up Offer under several scenarios:

Shortfall	Shares held	Voting Power
0% acceptance of all Entitlements under Entitlement Offer (excluding Southeast)	13,703,700	20%
25% acceptance of all Entitlements under Entitlement Offer (excluding Southeast)	14,845,700	20%
50% acceptance of all Entitlements under Entitlement Offer (excluding Southeast)	12,885,833	16.77%
75% acceptance of all Entitlements under Entitlement Offer (excluding Southeast)	8,317,917	10.83%
100% acceptance of all Entitlements under Entitlement Offer	5,000,000	6.40%

Given the current Voting Power of each of the three largest Shareholders, and the expected participation of those Shareholders, the Entitlement Offer and Top-Up Offer are not expected to have any potential effect on the control of the Company.

4.12 Expenses of the Entitlement Offer

The total expenses of the Entitlement Offer, Top-Up Offer and Public Shortfall Offer are estimated to be approximately \$61,122 (excluding GST), which are expected to be applied towards the items set out in the table below:

Expense	Amount (\$)
ASIC fees	\$3,206
ASX fees	\$12,916
Legal fees	\$20,000
Printing, registry and distribution	\$25,000
TOTAL	\$61,122

4.14 Broker Option Offer

The Company has agreed to offer Options to the Lead Manager, Copeak Pty Ltd ACN 607 161 900 (or its nominees), for capital raising services provided to the Company.

This Prospectus includes a separate Broker Option Offer of 694,445 Options exercisable at \$0.15 each and exercisable prior to 5:00pm (Sydney time) on 31 August 2025 on the terms set out in Section 7. No application monies are payable pursuant to the Broker Option Offer.

Only the Lead Manager (or its nominees) may accept the Broker Option Offer. The relevant Application Form will be issued to the Lead Manager (or its nominees) together with a copy of this Prospectus.

4.15 Overseas shareholders

The offer of New Shares and Options pursuant to this Prospectus does not, and is not intended to, constitute an offer or invitation in any place or jurisdiction in which, or to any person to whom, it would be unlawful to make such an offer or to issue this Prospectus.

It is not reasonable for the Company to comply with the securities laws of all overseas jurisdictions in which Shareholders are resident having regard to the number of overseas Shareholders and the number and value of Shares these Shareholders would be offered and the cost of complying with the regulatory requirements in each relevant jurisdiction.

The Entitlement Offer and Top-Up Offer is not being extended to Shareholders that are recorded in the Company's share register as having an address that is outside Australia, New Zealand or the PRC.

Where the Convertible Note Option Offer, Broker Option Offer or Public Shortfall Offer is extended to non-Shareholders, it will only be extended to persons who are Australian residents and other persons to whom the Board is satisfied, in its sole discretion, that it would not be unlawful to offer Attaching Options to, with or without any such conditions as the Board sees fit (in its sole discretion), based on the local laws of the country in which an applicant may reside.

New Zealand

This Prospectus is prepared under Australian law and is not a product disclosure statement prepared under New Zealand law. New Zealand law normally requires people who offer financial products to give information to investors before they invest. This requires those offering financial products to have disclosed information that is important for investors to make an informed decision.

No New Zealand product disclosure statement is being prepared and the offer of New Shares and Attaching Options is being extended to Eligible Shareholders that were recorded in the Company's share register as having an address in New Zealand in reliance on the *Financial Markets Conduct (Incidental Offers) Exemption Notice 2021 (New Zealand)*.

As a result, Eligible Shareholders that were recorded in the Company's share register as having an address in New Zealand may not be given all the information usually required under New Zealand law and will also have fewer other legal protections for this investment. The taxation treatment of Australian financial products is not the same as for New Zealand financial products.

If you are uncertain about whether this investment is appropriate for you, you should seek the advice of an appropriately qualified financial adviser. The Entitlement Offer may involve a

currency exchange risk. The currency for the financial products is not New Zealand dollars. The value of the financial products will go up or down according to changes in the exchange rate between that currency and New Zealand dollars. These changes may be significant.

Any amounts paid on the financial products will be in Australian dollars and not New Zealand dollars. You may incur significant fees in having any such Australian dollar funds credited to a bank account in New Zealand in New Zealand dollars.

If the financial products are able to be traded on a financial product market and you wish to trade the financial products through that market, you will have to make arrangements for a participant in that market to sell the financial products on your behalf. The financial products are not currently traded on any financial product market in New Zealand. The way in which any financial product trading market operates, the regulation of participants in that market, and the information available to you about the financial products and trading may differ from the financial product trading markets that operate in New Zealand.

Eligible Shareholders that are resident in Australia or New Zealand that hold Shares on behalf of persons who are resident in jurisdictions other than Australia and New Zealand are responsible for ensuring that taking up any Entitlement pursuant to the Entitlement Offer does not breach regulations in the relevant overseas jurisdiction. The return of a duly completed Application will be taken by the Company to constitute a representation that there has been no breach of those regulations.

People's Republic of China

This Prospectus has not been approved by, nor registered with, any competent regulations authority of the PRC (excluding for the purposes of this paragraph, Hong Kong Special Administration Region, Macau Special Administration Region and Taiwan). Accordingly, the New Shares and Attaching Options may not be offered or sold, nor may any invitation, advertisement or solicitation for the New Shares and Attaching Options be made from within the PRC. This Prospectus does not constitute an offer of securities within the PRC.

The New Shares and Attaching Options may not be offered to legal or natural persons in the PRC other than to:

- (a) "qualified domestic institutional investor" as approved by the relevant PRC regulatory authorities to invest in overseas capital markets;
- (b) sovereign wealth fund or quasi-government investment fund that has the authorisation to make overseas investment; or
- (c) other type of qualified investor that has obtained all necessary PRC governmental approvals, registrations and/or filings (whether statutory or otherwise).

Furthermore, the offer of Options pursuant to the Convertible Note Option Offer, Broker Option Offer and Public Shortfall Offer is only being extended to persons who are Australian residents and other persons to whom the Board (in consultation with the Lead Manager) is satisfied, in its sole discretion, that it would not be unlawful (with or without such conditions as the Board sees fit) based on the local laws of the country in which an Applicant may reside to offer Options.

4.16 Lead Manager Engagement

The Company and the Lead Manager are party to a letter of engagement pursuant to which the Lead Manager has agreed to lead manage the Capital Raising (**Mandate**).

The Company must pay the Lead Manager a Top-Up Offer Fee of 6% cash fee (plus GST if applicable) on the gross proceeds raised under the Top-Up Offer.

In addition to the above cash fee, upon a successful placement and Top-Up Offer, subject to a minimum of \$400,000 raised, the Company must issue to the Lead Manager (or its nominees) 694,445 Broker Options, with an exercise price of \$0.15 and exercisable prior to 5:00pm (Sydney time) on 31 August 2025. Further details regarding the rights and liabilities attaching to the Broker Options are contained in section 7 of this Prospectus.

Subject to certain exclusions relating to fraud, wilful misconduct or negligence, the Company indemnifies the Lead Manager against certain liabilities and losses incurred or sustained in connection with the services provided by the Lead Manager.

The Mandate is for an initial term from 27 June 2024 to 24 December 2024 and may be extended by the Company.

The Mandate contains various indemnities and undertakings in favour of the Lead Manager that are usual for an arrangement of this sort. In particular, the Mandate contains provisions relating to the disclosure of information to the Lead Manager.

5. Acceptance of Entitlement Offer, Top-Up Offer and Public Shortfall Offer

5.1 Acceptance of Entitlement Offer

Your acceptance of the Entitlement Offer must be made in accordance with the instructions contained in your personalised Application Form accompanying this Prospectus. Your acceptance must not exceed your Entitlement as shown on that form. If it does, your acceptance will be deemed to be for your maximum Entitlement.

You may participate in the Entitlement Offer as follows:

- (a) if you wish to accept your full Entitlement, you must either
- (1) pay your application monies via BPAY® in accordance with the instructions, and for the amount indicated, on the Application Form. Please refer to section 5.4 for further information regarding payment via BPAY®; or
 - (2) if you are unable to pay via BPAY® (for example, because you are a New Zealand shareholder who does not have an Australian bank account) you can make a payment by Electronic Funds Transfer (**EFT**). To do this, you must use the unique EFT Reference Number shown on your Personalised Application Form. **If you make your payment via BPAY or EFT you do not need to return your Application Form,**

in each case, by no later than 5.00pm (Sydney time) on the Closing Date;

- (b) if you only wish to accept part of your Entitlement, you must either:
- (1) pay the appropriate application monies for the relevant part via BPAY® or EFT in accordance with the instructions on Application Form. Please refer to section 5.4 for further information regarding payment via BPAY® and EFT; or
 - (2) if you are unable to pay via BPAY® (for example, because you are a New Zealand Shareholder who does not have an Australian bank account), you can make a payment by Electronic Funds Transfer (EFT). To do this, you must use the unique EFT Reference Number shown on your Personalised Application Form. **If you make your payment via BPAY or EFT you do not need to return your Application Form,**

in each case, by no later than 5.00pm (Sydney time) on the Closing Date; or

- (c) if you do not wish to accept any part of your Entitlement, you are not obliged to do anything.

Eligible Shareholders who do not take up their Entitlement in full will not receive any payment or value for any part of their Entitlement that they do not take up and their Shareholding in the Company will be diluted.

The Directors retain the discretion to refuse to accept applications for New Shares (in whole or in part) where the effect of issuing New Shares to the Applicant will result in the Applicant's, or another person's, Voting Power in the Company increasing from 20% or below to more than 20%, or from a starting point above 20% to below 90%.

5.2 Application for Top-Up Shares

If you wish to apply for Top-Up Shares in excess of your Entitlement under the Top-Up Offer, you may do so in accordance with the instructions referred to in the Application Form. Please read the instructions carefully. Any Top-Up Shares applied for in excess of your Entitlement will be issued from the excess of any New Shares not applied for in accordance with the Entitlement Offer (if any) and there is no guarantee that you will receive all, or any, of the amount of the Top-Up Shares applied for pursuant to the Top-Up Offer.

Application monies received by the Company in excess of the amount in respect of your Entitlement will be treated as an application to apply for as many New Shares as that excess amount will pay for, in full, at the issue price of \$0.09 per New Share (up to the maximum number of New Shares available as per the discretion in 5.1 above).

For payment methods, please refer to section 5.6.

5.3 Allocation of Top-Up Shares

Subject to the Directors retaining discretion to refuse to accept applications (in whole or in part) for Top-Up Shares under the Top-Up Offer where the effect of issuing Top-Up Shares to the Applicant will result in the Company breaching the ASX Listing Rules or the Applicant's, or another person's, Voting Power in the Company increasing from 20% or below to more than 20%, or from a starting point above 20% to below 90%, applicants under the Top-Up Offer will be allocated the lesser of:

- (a) the number of Top-Up Shares applied for by the Applicant; and
- (a) if the number of Top-Up Shares available for subscription is less than the aggregate number of Top-Up Shares applied for by all unsatisfied Applicants, the number of Top-Up Shares applied for, scaled on a pro rata basis according to all unsatisfied Applicants' respective Shareholdings in the Company as at the Closing Date for the Entitlement Offer.

If, following the allocation process referred to in paragraphs (a) and (b) immediately above, there are any remaining Top-Up Shares and Top-Up Options, that allocation process will be repeated continuously until all applications for Top-Up Shares have been satisfied in full or there are no further Top-Up Shares.

The Directors intend to place the shortfall of any Shares not subscribed for pursuant to the Entitlement Offer or Top-Up Offer, within three months following the Closing Date, and to carry out additional capital raising activities if necessary.

5.4 Application for Attaching Options under Convertible Note Option Offer

Participants in the Convertible Note Issue can apply for Attaching Options on the basis of one (1) Attaching Options for every two (2) New Shares issued pursuant to the exercise of Convertible Notes, in accordance with the Application Form accompanying a copy of this Prospectus and the instructions provided to them by the Company and/or Lead Manager.

5.5 Application and allocation of Public Shortfall Offer

Following completion of the process set out in section 5.3, the Directors reserve the right to offer and place the shortfall of any New Shares or Attaching Options not subscribed for pursuant to the Entitlement Offer or Top-Up Offer, at their discretion, together with one (1) Attaching Option for every two (2) New Shares placed (for no additional consideration), at any time within three months of the Closing Date, which New Shares will, in no circumstances, be issued at an issue price of less than \$0.09.

Applicants may apply for New Shares and Attaching Options pursuant to the Public Shortfall Offer by completing an Application Form accompanying a copy of this Prospectus and following the instructions contained in the Application Form and otherwise given to them by the Company.

New Shares and Attaching Options issued pursuant to the Public Shortfall Offer will be issued on a progressive basis. Where the number of New Shares and Attaching Options issued is less than the number applied for, or where no issue is made, surplus application money will be refunded, without any interest, to the Applicant as soon as practicable.

The Directors retain absolute discretion as to who may receive New Shares and Attaching Options pursuant to the Public Shortfall Offer and/ or to proceed with the Public Shortfall Offer at all. Accordingly, there is no guarantee that an Applicant under the Public Shortfall Offer will receive all or any New Shares applied for pursuant to an Application lodged in accordance with the Public Shortfall Offer.

Applicants under the Public Shortfall Offer may only pay the relevant application money by cheque, electronic funds transfer or bank draft and cannot do so via BPAY.

5.6 Payment Methods

Eligible Shareholders may make payment of your application monies in the following ways:

- (a) by BPAY® and EFT; or
- (b) if you are unable to pay via BPAY® (for example, because you are a New Zealand Shareholder who does not have an Australian bank account), you can make a payment by Electronic Funds Transfer (EFT). To do this, you must use the unique EFT Reference Number shown on your Personalised Application Form.

Cash and cheque payments will not be accepted. Receipts for payment will not be issued. Any application monies received for more than your final allocation of New Shares and Attaching Options (only where the amount is \$1.00 or greater) will be refunded as soon as practicable. No interest will be paid on any application monies received or refunded.

By making payment by BPAY® or EFT:

- (a) you are taken to have made the declarations on that Application Form; and
- (b) if you do not pay for your Entitlement in full, you are deemed to have taken up your Entitlement in respect of such whole number of New Shares and Attaching Options which is covered in full by your application monies.

It is your responsibility to ensure that your BPAY® or EFT payment is received by the Share Registry by no later than 5.00pm (Sydney time) on the Closing Date. You should

be aware that your financial institution may implement cut-off times with regards to electronic payment and you should therefore take this into consideration when making payment.

Any application monies received for more than your final allocation of New Shares and Attaching Options (only where the amount is \$1.00 or greater) will be refunded. No interest will be paid on any application monies received or refunded.

5.7 Representations you will be taken to make by acceptance

A payment of application monies made through BPAY® and EFT or otherwise constitutes a binding offer to acquire New Shares and Attaching Options on the terms and conditions set out in this Prospectus and, once paid, cannot be withdrawn. The Company's decision whether to treat an Application as valid is final.

By making a payment of application monies by BPAY® and EFT or otherwise, you will be deemed to have:

- (a) acknowledged that you have fully read and understood this Prospectus and the Application Form in their entirety and you acknowledge the matters and make the warranties and representations and agreements contained in this Prospectus and the Application Form;
- (b) agreed to be bound by the terms of the Entitlement Offer, the Top-Up Offer, Convertible Note Option Offer, Public Shortfall Offer or Broker Option Offer (as applicable), the provisions of this Prospectus and the Company's Constitution;
- (c) authorised the Company to register you as the holder of the New Shares and Attaching Options allotted to you;
- (d) declared you are over 18 years of age and have full legal capacity and power to perform all of your rights and obligations pursuant to the personalised Application Form;
- (e) warranted that you are an Eligible Shareholder (in respect of the Entitlement Offer and the Top-Up Offer) and that you are not a resident in the United States and are not a person (including nominees or custodians) acting for the account or benefit of a person resident in the United States and are not otherwise a person to whom it would be illegal to make an offer or issue of New Shares and/ or Attaching Options pursuant to this Prospectus;
- (f) in respect of the Entitlement Offer or the Top-Up Offer (as applicable), declared that you were the registered holder as at the Record Date of the Shares indicated in the Application Form as being held by you on the Record Date;
- (g) agreed to apply for and be issued up to the number of New Shares and Attaching Options specified in the Application Form, or for which you have submitted payment of any application monies via BPAY® or EFT or otherwise at the issue price of \$0.09 per New Share;
- (h) authorised the Company, the Share Registry and their respective officers, employees or agents to do anything on your behalf necessary for New Shares and Attaching Options to be issued to you;

- (i) acknowledged and agreed that:
 - (1) determination of eligibility of investors for the purpose of the Entitlement Offer is determined by reference to a number of matters, including legal and regulatory requirements, logistical and registry constraints and the discretion of the Company; and
 - (2) the Company, and each of its Affiliates, disclaim any duty or liability (including for negligence) in respect of that determination and the exercise or otherwise of that discretion, to the maximum extent permitted by law;
- (j) acknowledged that the information contained in this Prospectus and your Application Form is not investment advice nor a recommendation that the New Shares and Attaching Options are suitable for you given your investment objectives, financial situation or particular needs;
- (k) acknowledged that this Prospectus does not contain all of the information that you may require in order to assess an investment in the Company and is given in the context of the Company's past and ongoing continuous disclosure announcements to the ASX;
- (l) acknowledged the statement of risks in the 'Risks' section of this Prospectus, contained in section 8, and that investments in the Company are subject to risk;
- (m) acknowledged that none of the Company or its Related Bodies Corporate and Affiliates and none of its or their respective directors, officers, partners, employees, representatives, agents, consultants or advisers, guarantees the performance of the Company, nor do they guarantee the repayment of capital; and
- (n) authorised the Company to correct any errors in your Application Form.

The Directors' (or their delegates') decision as to whether to treat an Application as valid and how to construe, amend or complete the Application is final and binding.

5.8 Enquiries concerning your Entitlement

If you have any queries concerning your Entitlement please contact the Company's Share Registry on 1300 288 664 (within Australia) or +61 2 9698 5414 (outside Australia).

5.9 No Cooling-Off Rights

Cooling-off rights do not apply to an investment in New Shares and Options. You cannot, in most circumstances, withdraw your application once it has been accepted.

6. Rights and liabilities attaching to Shares

Shares issued pursuant to this Prospectus (including the Shares underlying the Attaching Options) will have the same rights and liabilities as the Company's existing Shares on issue as at the date of this Prospectus. The full details of the rights attaching to Shares are set out in the Constitution, a copy of which is available on the Company's website www.patagonialithium.com.au and may also be inspected at the Company's registered office. A summary of the rights and liabilities attaching to the Shares is set out below. This summary is not exhaustive, nor does it constitute a definitive statement of a Shareholder's rights and obligations.

6.1 General meetings

- (a) Shareholders are entitled to be present in person, or by proxy, attorney or representative to attend and vote at general meetings of the Company.
- (b) Shareholders may requisition meetings in accordance with section 249D of the Corporations Act and the Constitution.

6.2 Voting rights

Subject to any rights or restrictions for the time being attached to any class or classes of Shares, at general meetings of Shareholders or classes of Shareholders, each Shareholder entitled to vote may vote in person or by proxy, attorney or representative;

- (a) on a show of hands, every person present who is a Shareholder or a proxy, attorney or representative of a Shareholder has one vote; and
- (b) on a poll, every person present who is a Shareholder or a proxy, attorney or representative of a Shareholder shall, in respect of each fully paid Share held by him, or in respect of which he is appointed a proxy, attorney or representative, have one vote for the Share, but in respect of partly paid Shares shall have such number of votes as bears the same proportion to the total of such Shares registered in the Shareholder's name as the amount paid (not credited) bears to the total amounts paid and payable (excluding amounts credited).

6.3 Dividend Rights

Subject to the rights of any preference Shareholders and to the rights of the holders of any shares created or raised under any special arrangement as to dividend, the Directors may from time to time declare a dividend to be paid to the Shareholders entitled to the dividend which shall be payable on all Shares according to the proportion that the amount paid (not credited) is of the total amounts paid and payable (excluding amounts credited) in respect of such Shares.

The Directors may from time to time pay to the Shareholders any interim dividends as they may determine. No dividend shall carry interest as against the Company. The Directors may set aside out of the profits of the Company any amounts that they may determine as reserves, to be applied at the discretion of the Directors, for any purpose for which the profits of the Company may be properly applied.

Subject to the ASX Listing Rules and the Corporations Act, the Company may, by resolution of the Directors, implement a dividend reinvestment plan on such terms and conditions as the Directors think fit and which provides for any dividend which the Directors may declare from time to time payable on Shares which are participating Shares in the dividend reinvestment plan, less any amount which the Company shall either pursuant to the Constitution or any law be entitled or obliged to retain, be applied by the Company to the payment of the subscription price of Shares.

6.4 Winding-up

(a) Distribution of assets

If the Company is wound up, the liquidator may, with the authority of a special resolution of the Company, divide among the Shareholders in kind the whole or any part of the property of the Company, and may for that purpose set such value as he considers fair upon any property to be so divided, and may determine how the division is to be carried out as between the Shareholders or different classes of Shareholders.

(b) Powers of liquidator to vest property

The liquidator may, with the authority of a special resolution of the Company, vest the whole or any part of any such property in trustees upon such trusts for the benefit of the contributories as the liquidator thinks fit, but so that no Shareholder is compelled to accept any Shares or other securities in respect of which there is any liability.

6.5 Shareholder liability

As the Shares issued will be fully paid shares, they will not be subject to any calls for money by the Directors and will therefore not become liable for forfeiture.

6.6 Transfer of Shares

Generally, Shares are freely transferable, subject to formal requirements, the registration of the transfer not resulting in a contravention of or failure to observe the provisions of a law of Australia and the transfer not being in breach of the Corporations Act or the ASX Listing Rules.

6.7 Future Increase in Capital

The issue of any new Shares is under the control of the Directors. Subject to restrictions on the issue or grant of securities contained in the ASX Listing Rules, the Constitution and the Corporations Act (and without affecting any special right previously conferred on the holder of an existing share or class of shares), the Directors may issue Shares as they shall, in their absolute discretion, determine.

6.8 Variation of rights

Pursuant to section 246B of the Corporations Act, the Company may, with the sanction of a special resolution passed at a meeting of Shareholders vary or abrogate the rights attaching to Shares.

If at any time the share capital is divided into different classes of Shares, the rights attached to any class (unless otherwise provided by the terms of issue of the shares of that class), whether or not the Company is being wound up, may be varied or abrogated with the consent in writing of the holders of three-quarters of the issued shares of that class, or if authorised by a special resolution passed at a separate meeting of the holders of the shares of that class.

6.9 Alteration of Constitution

The Constitution can only be amended by a special resolution passed by at least three quarters of Shareholders present and voting at the general meeting. In addition, at least 28 days written notice specifying the intention to propose the resolution as a special resolution must be given.

7. Rights and liabilities of Options

Options issued in accordance with this Prospectus will be issued on the following terms and conditions.

7.1 Exercise Period and Expiry Date

The Options are exercisable at any time on a Business Day prior to 5:00pm (Sydney time) on 31 August 2025 (**Expiry Date**). Options not exercised by that date will lapse.

7.2 Exercise Price

Each Option entitles the holder with the right to be issued one Share on payment of the sum of \$0.15 per Option (**Exercise Price**) to the Company.

7.3 Notice of Exercise

Option holders will receive an exercise notice at the same time that they receive a holding statement in respect of the Options (**Exercise Notice**).

Option holders may not exercise less than 100,000 Options at any one time, unless the Option holder has less than 100,000 Options, in which case they may do so provided they exercise all Options then held.

Options may be exercised at any time prior to 5:00pm (Sydney time) on the Expiry Date by delivering a duly executed Exercise Notice to the Company, together with payment for the aggregate Exercise Price for the Options being exercised.

Options will be deemed to have been exercised on the date that the Company has received the aggregate Exercise Price (in cleared funds) in respect of the Options exercised in accordance with the Exercise Notice.

7.4 Shares Issued on Exercise of Options

Shares to be issued pursuant to the exercise of Options will be issued following receipt of all the relevant documents and payments (in cleared funds) and will rank equally with the then issued Shares.

Shares issued pursuant to the exercise of Options will have the same rights and liabilities as the Company's existing Shares on issue as at the date of the exercise of the Options. The full details of the rights attaching to Shares are set out in the Company's Constitution. A summary of the rights and liabilities attaching to the Shares as at the date of this Prospectus is set out in section 6 of this Prospectus.

If the holder of any Options exercises less than the total number of Options registered in their name, the Company will provide the holder of any Options with a new holding statement stating the remaining number of Options registered in that holder's name, together with a new exercise notice.

7.5 Quotation of Options and Shares on Exercise

The Company has applied to the ASX for Quotation of the Options. However, the Company cannot guarantee that ASX will accept Quotation of the Options in which case they will remain

unlisted. Accordingly, Option holders should be aware that there is unlikely to be a viable market for them and a sale or transfer of the Options will be difficult.

An Application will also be made at the time of the exercise of any Options for Quotation of the Shares to be issued upon exercise of Options.

The holder of any Options may transfer some or all of their Options in any manner authorised by the ASX or the Corporations Act.

7.6 Participation or Entitlements

There are no participating rights or entitlements inherent in the Options and holders will not be entitled to participate in new issues of securities offered to Shareholders during the term of the Options, except in their capacity as existing Shareholders.

7.7 Bonus Issues

If, prior to the expiry of the Options, the Company makes a bonus issue of Shares to Shareholders for no consideration, the number of Shares over which an Option is exercisable will be increased by the number of Shares which the holder would have received if the Option had been exercised before the relevant record date for the bonus issue.

7.8 Pro-Rata Issue

If, from time to time, before the expiry of the Options, the Company makes a pro-rata issue of Shares to shareholders, the exercise price of the Options may be amended in accordance with ASX Listing Rule 6.22.2.

7.9 Capital reorganisation

If there is a reorganisation of the issued capital of the Company (including any consolidation, subdivision, reduction, or return of capital), the rights of the Option holders shall be changed to the extent necessary to comply with the ASX Listing Rules at the time of the reorganisation.

8. Risks

8.1 Introduction

The New Shares and Options offered in accordance with this Prospectus are considered highly speculative. An investment in the Company is not risk free and the Directors strongly recommend that potential investors consider the risk factors described below, together with information contained elsewhere in this Prospectus and otherwise disclosed to the ASX, and consult their professional advisers before deciding whether to apply for New Shares or Options pursuant to this Prospectus.

In addition to the specific risks that relate directly to the Company, there are also other general risks, many of which are largely beyond the control of the Company and the Directors, that investors should consider. The risks identified in this section, or other risk factors, may have a material impact on the financial performance of the Company and the market price of any New Shares and/or Options issued pursuant to this Prospectus.

8.2 Business specific and industry risks

(a) Funding risk

The Company's capital requirements depend on numerous factors, including the success of its planned exploration programs, the future exploration programs for its Projects, the Company's ability to generate income from its operations and possible acquisitions or other corporate opportunities. The Company may require further capital to achieve its objective of transitioning from explorer to producer. If the Company acquires any new Project it may need to raise further capital to fund the acquisition or the project once acquired.

For the foreseeable future, it is expected that this funding will be obtained from equity financing. Any equity financing undertaken will dilute existing Shareholders.

There is no guarantee that the Company will be able to secure any additional funding or will be able to secure funding on terms that are favourable or acceptable to the Company.

This may require that the Company reduce the scope of its operations or, if necessary, surrender or dispose of some of its interest in one or more of its Projects to a third party.

There is a risk that the Company will not be able to meet the work commitments or satisfy the required licence fees, which may result in one or more of its Tenements being forfeited.

Similarly, while debt financing is unlikely to be available to the Company for the foreseeable future, any debt financing, if available, may involve restrictions on financing and operating activities.

(b) Outstanding approvals of the Cilon Project

The grant of the drilling permit approvals for the Cilon Project have not yet been granted by the local government authority.

In Argentina, each province is the owner of the natural resources located in their respective territories and permitting is managed by both the mining and environmental departments of each province. The Cilon Project is entirely located in the Jujuy Province of Argentina.

The Company has been engaging with the Mining Directorate of the Jujuy Province to obtain the required drilling permit approvals for its Cilon Project.

As at the date of this Prospectus, the Company has been advised that the only outstanding approval that is required to be for the Company to commence drilling at the Cilon Project is the approval of a drilling program and environmental impact assessment at the Cilon Project. The grant of these approvals is out of the control of the Company and there is no guarantee that it will occur.

(c) Sovereign

The Company currently holds interests in Projects that are located in Argentina and Brazil.

Possible sovereign risks associated with operating in this jurisdiction include, without limitation, changes in the terms of mining legislation, changes to royalty arrangements, changes to taxation rates and concessions and changes in the ability to enforce legal rights. Any of these factors may, in the future, adversely affect the financial performance of the Company and the market price of its shares.

No assurance can be given regarding future stability in this jurisdiction or any other country in which the Company may, in the future, have an interest.

Specifically, it is possible that the current system of exploration and mine permitting may change, resulting in impairment of rights and possibly expropriation of the Company's properties without adequate compensation.

(d) Exchange rate volatility and inflation

The Company's revenue and expenditure will be taken into account in Australian dollars. The Company's operating and exploration expenses may be incurred in United States Dollars, Argentinian Peso and Brazilian Real.

Furthermore, international prices of various commodities are denominated in United States dollars and, if the Company achieves success leading to mineral production, the revenue it will derive through the sale of commodities exposes the potential income of the Company to United States.

Therefore, the Company is exposed to fluctuations and volatility in the United States dollar, the Australian dollar and the Argentinian Peso and Brazilian Real exchange rates.

Furthermore, the Argentinian Peso is subject to strict foreign export control laws which often mean that the official rate of exchange is not reflective of the actual rate of exchange and the Argentinian Peso is exposed to a high rate of inflation.

Movements in these exchange rates, inflation and the actual rates at which the Company is able to convert USD to Argentinian Peso and/ or Brazilian Real may adversely or beneficially affect the Company's results or operations and cash flows.

(e) Operational and exploration risk

The tenements comprising the Projects are at various stages of exploration, and potential investors should understand that mineral exploration and development are high-risk undertakings.

There can be no assurance that exploration of the Tenements, or any other tenements that may be acquired in the future, will result in the discovery of an economic ore deposit. Even if an apparently viable deposit is identified, there is no guarantee that it can be economically exploited.

The future exploration activities of the Company may be affected by a range of factors including geological conditions, limitations on activities due to seasonal weather patterns or adverse weather conditions, unanticipated operational and technical difficulties, difficulties in commissioning and operating plant and equipment, mechanical failure or plant breakdown, unanticipated metallurgical problems which may affect extraction costs, industrial and environmental accidents, industrial disputes, unexpected shortages and increases in the costs of consumables, spare parts, plant, equipment and staff, native title process and Indigenous heritage factors, changing government regulations and many other factors beyond the control of the Company.

The success of the Company will also depend upon the Company being able to maintain title to the mineral exploration tenements forming its Projects and obtaining all required approvals for their contemplated activities. In the event that exploration programs prove to be unsuccessful this could lead to a diminution in the value of its Projects, a reduction in the cash reserves of the Company and possible relinquishment of one or more of the mineral exploration tenements forming its Projects.

(f) Access and infrastructure

Access on and to tenements may be subject to the availability of appropriate infrastructure or the consent of third parties.

There is no guarantee that agreement can be reached with interested third parties or that the necessary infrastructure required to access or develop the tenements will be available or viable.

The Company's Projects are and may be further affected by legitimate native title rights of Indigenous peoples as discussed in the native title section below.

(g) Native title

In relation to tenements which the Company has an interest in or will in the future acquire such an interest, there may be areas of indigenous owned land exist. Where such rights exist, the ability of the Company to gain access to tenements (through obtaining consent of any relevant landowner), or to progress from the exploration phase to the development and mining phases of operations may be adversely affected.

The Company understands the importance of establishing and maintaining positive relationships with all affected by any future exploration activities, particularly with the Indigenous peoples whose lands we may operate on.

The Directors will closely monitor the potential effect of native title processes, determinations and claims and Indigenous heritage matters involving tenements in which the Company has or may have an interest and will undertake such heritage surveys and seek such consents as are required to comply with these obligations.

(h) Tenure and title risk

Mining and exploration tenements are subject to periodic renewal. There is no guarantee that current or future tenements or future applications for production tenements will be approved. Tenements are subject to the applicable mining acts and regulations of the relevant jurisdiction. The renewal of the term of a granted tenement is also subject to the discretion of the relevant minister. Renewal or conversion conditions may include increased expenditure and work commitments or compulsory relinquishment of areas of the tenements comprising the Company's Projects. The imposition of new conditions or the inability to meet those conditions may adversely affect the operations, financial position and/or performance of the Company.

Irrespective of the Company's compliance with the conditions of the tenements, and applicable mining acts and regulations, there is no guarantee that applications for forfeiture or cancellation will not be made against the tenements. If any application for forfeiture or objection to the grant of an exemption is lodged, the Company may be required to defend such applications or objections and incur significant costs.

(i) Grant and renewal of permits

The Company's mineral exploration activities are dependent upon the granting and maintenance (including renewal) of the Tenements or other tenements in which the Company acquires an interest.

Maintenance of the Company's Tenements is dependent on, among other things, its ability to meet the licence conditions imposed by relevant authorities including minimum annual expenditure requirements which, in turn, is dependent on it being sufficiently funded to meet those expenditure requirements. The extent of work performed on each Tenement may vary depending upon the results of the exploration programme which will determine the prospectivity of the relevant area of interest. There is a risk that if the Company fails to satisfy these minimum expenditure requirements at the time of expiry of the granted Tenements, the Company may be required to relinquish part or all its interests in these granted Tenements. As at the date of this Prospectus, the Company is not in breach of its minimum expenditure commitments.

8.3 Industry Specific Risks

There are a number of industry specific risks associated with the Company which have a reasonable likelihood of occurring, are difficult to mitigate, and if they do eventuate, would have a significant effect on the Company's financial position, prospects or the price of its Shares and are, therefore, key risks. These risks include:

(a) Commodity price fluctuations

It is anticipated that any future revenues derived from mining will primarily be derived from the sale of minerals. Consequently, any future earnings are likely to be closely related to the price of lithium and other mined commodities. Similarly, prior to production, the Company's Share price will also be affected by these prices and investor outlook and sentiment in respect of these prices.

The prices of minerals are influenced by numerous variable factors beyond the control of the Company, including laws and regulations, economic conditions and trading demand and supply. Fluctuations in mineral prices may, positively or negatively, influence the operating and financial performance of projects and businesses in which the Company has an interest or proposes to have an interest.

Even if this is not the case, general sentiment towards one or more minerals may have a significant adverse affect on the price of Shares.

(b) Land access

The Company will be required to negotiate access arrangements and pay compensation to land owners, local authorities, traditional land users and others who may have an interest in the area covered by the Tenements. The Company's ability to resolve access and compensation issues will have an impact on the future success and financial performance of the Company's operations.

In addition, where the relevant part of the Tenements is not accessible without crossing land which is not owned by the Company, the Company may be required to obtain the consent of owners and occupiers of land within the Tenements to carry out its planned activities on such land or otherwise pass through such land. Compensation may be required to be paid to the owners and occupiers of land in order for exploration and development activities to be carried out.

Negotiations with land owners, local authorities, traditional land users and others may therefore be required before the Company can access land for exploration or mining activities. Inability to access, or delays experienced in accessing, the land may impact on the Company's activities. Special conditions may also attach to exploration (if permitted) in special locations within the Tenements, including those of environmental or heritage significance. There may be delays experienced in negotiating these conditions, and there is a risk that the parties cannot reach agreement and the matter could result in the Company not being able to conduct the exploration or production activities on terms acceptable to the Company (or at all).

Access is critical for exploration and development to succeed and the ability to be able to negotiate satisfactory commercial arrangements with land owners, local authorities, traditional land users and occupiers is often essential.

(c) Exploration costs

The exploration costs of the Company are based on certain assumptions with respect to the method and timing of exploration. By their nature, these estimates and assumptions are subject to significant uncertainties and, accordingly, the actual costs may materially differ from these estimates and assumptions. Accordingly, no assurance can be given that the cost estimates and the underlying assumptions will be realised in practice, which may materially and adversely affect the Company's viability.

(d) Potential acquisitions and investments

The Company may pursue and assess other new business opportunities in the resource sector in order to realise benefits including complementary revenue streams and future platforms for growth. The identification, evaluation and negotiation of these opportunities may require significant time and effort from key management and employees, and may result in disruptions to the business.

These new business opportunities may take the form of direct project acquisitions, investments, joint ventures, farm-ins, acquisition of tenements and permits, and/or direct equity participation. Such transactions (whether completed or not) may require the payment of monies (as a deposit and/or exclusivity fee) after only limited due diligence or prior to the completion of comprehensive due diligence. There can be no guarantee that any proposed acquisition will be completed or be successful. If the proposed acquisition is not completed, monies advanced may not be recoverable, which may have a material adverse effect on the Company.

If an acquisition is undertaken, the Directors will need to reassess at that time, the funding allocated to current projects and new projects, which may result in the Company reallocating funds from other projects and/or raising additional capital (if available). There is also a risk that the Company is unsuccessful in integrating new businesses or assets into its existing operations in a timely manner, or that the new businesses or assets do not result in the benefits anticipated. The Company cannot guarantee that every acquisition or partnership that it makes or enters into will result in favourable outcomes for the business. In addition, the process of integrating new businesses or assets may require significantly more financial and management resources, or time to complete, than originally planned.

(e) Mineral Resource estimates

Mineral resource estimates are expressions of judgement and are estimates based on knowledge, experience and industry practice. While these estimates may be appropriate when made, they may change significantly when new information or techniques become available.

Estimates are a necessary practice and may change significantly or cease to be accurate when new information or techniques become available through additional fieldwork and analysis. Mineral Resource estimates are, by their nature, imprecise and, to an extent, depend on interpretation, which may result in inaccuracies. Should the Company encounter mineralisation or formations different from those predicted by past drilling, sampling and similar examinations, resource estimates may have to be adjusted and mining plans may have to be altered in a way which could adversely affect the Company's operations. New information, practices or techniques may result

in the Company revising any initial estimates of its Mineral Resources or Ore Reserves, which may could adversely affect the Company's operations.

(f) Native Title risk

In relation to tenements which the Company has an interest in or will in the future acquire such an interest, there may be areas of indigenous owned land exist. Where such rights exist, the ability of the Company to gain access to tenements (through obtaining consent of any relevant landowner), or to progress from the exploration phase to the development and mining phases of operations may be adversely affected.

The Company understands the importance of establishing and maintaining positive relationships with all affected by any future exploration activities, particularly with the Indigenous peoples whose lands we may operate on.

The Directors will closely monitor the potential effect of native title processes, determinations and claims and Indigenous heritage matters involving tenements in which the Company has or may have an interest and will undertake such heritage surveys and seek such consents as are required to comply with these obligations.

(g) Joint venture parties, agents and contractors

There is a risk of financial failure or default by a participant in any joint venture to which the Company is, or may in the future become, a party, or the insolvency or managerial failure by any service provider used by the Company for any activity.

Any failure by any of the Company's existing or future joint venture partners could result in the Company being required to expend significant time and monetary resources, for which it may not have made provision, requiring it to raise additional funds and direct its energies and/ or reallocate budgeted expenditure.

(h) Environmental

The operations and proposed activities of the Company are subject to laws and regulations concerning the environment. As with most exploration projects and mining operations, the Company's activities are expected to have an impact on the environment, particularly if advanced exploration or mine development proceeds.

Mining operations have inherent risks and liabilities associated with safety and damage to the environment and the disposal of waste products occurring as a result of mineral exploration and production. The occurrence of any such safety or environmental incident could delay production or increase production costs. Events, such as unpredictable rainfall or bushfires may impact on the Company's ongoing compliance with environmental legislation, regulations and licences. Significant liabilities could be imposed on the Company for damages, clean-up costs or penalties in the event of certain discharges into the environment, environmental damage caused by current, future or previous operations or non-compliance with environmental laws or regulations.

It is the Company's intention to conduct its activities to the highest standard of its environmental obligations, including by complying with all environmental laws and regulations.

(i) Metallurgy

Metal and/or mineral recoveries are dependent upon metallurgical processes and, by their nature, contain elements of significant risk such as:

- (1) identifying a metallurgical process through test work to produce a saleable metal and/or concentrate;
- (2) developing an economic process route to produce a metal and/or concentrate; and
- (3) changes in the mineralogy of the ore deposit can result in inconsistent metal recovery, affecting the economic viability of the Company's Projects.

(j) Competition risk

The industry in which the Company will be involved is subject to domestic and global competition. Although the Company will undertake all reasonable due diligence in its business decisions and operations, the Company will have no influence or control over the activities or actions of its competitors, which activities or actions may, positively or negatively, affect the operating and financial performance of the Company's Projects and business.

In particular, the Company's ability to undertake exploration and mining activities is dependent upon its ability to source and acquire appropriate mining equipment and personnel. Equipment and personnel are not always readily available and the market for mining equipment and personnel experiences fluctuations in supply and demand. Increases in worldwide mining activities may create cost pressures for services and skilled personnel in the resources industry, which may affect the ability to purchase or hire equipment, supplies, and services and to recruit skilled personnel in relation to the Projects. In addition, the availability of drilling rigs and other equipment and services is affected by the level and location of drilling activity around the world. An increase in drilling activity in Australia may reduce the availability of equipment and services to the Company. In addition, an increased demand for mineral commodities may significantly increase the demand for many mining and processing inputs, which has resulted in shortages, as well as longer lead times for delivery and increases in pricing, of mining equipment and metallurgical plant, strategic spares and critical consumables. The reduced availability of equipment, services and skilled personnel may delay the planned exploration, development, and production activities at the projects. A shortage of skilled labour in the Australian mining industry could result in the Company having insufficient employees or contractors to operate its business, which could adversely affect the Company's business, results of operations and financial condition.

8.4 General Investment Risks**(a) Regulatory risks and Government Policy changes**

The Company's exploration and development activities are subject to extensive laws and regulations relating to numerous matters including resource licence consents, conditions including environmental compliance and rehabilitation, taxation, employee relations, health and worker safety, waste disposal, protection of the environment, native title and heritage matters, protection of endangered and protected species and other matters. Changes in government policies or legislation may affect ownership of mineral interests, taxation, royalties, land access, labour relations, and mining and exploration activities of the Company.

The Company requires permits from regulatory authorities to authorise the Company's operations. These permits relate to exploration, development, production, and rehabilitation activities. Obtaining necessary permits can be a time consuming process and there is a risk that the Company may not obtain these permits on acceptable terms, in a timely manner, or at all. Any costs or delays associated with obtaining necessary permits and complying with these permits and applicable laws and regulations could materially delay or restrict the Company from proceeding with the development of a Project or the operation or development of a mine. Any failure to comply with applicable laws and regulations or permits, even if inadvertent, could result in material fines, penalties or other liabilities. In extreme cases, failure could result in suspension of the Company's activities or forfeiture of one or more of the Company's Tenements.

(b) Economic and market conditions

General economic conditions, movements in interest and inflation rates and currency exchange rates may have an adverse effect on the Company's ability to fund its operations. Share market conditions may affect the value of the Company's Equity Securities regardless of the Company's operating performance. Share market conditions are affected by many factors such as:

- (1) general economic outlook;
- (2) commodity prices;
- (3) interest rates and inflation rates;
- (4) changes in investor sentiment toward particular market sectors and commodity types;
- (5) the demand for, and supply of, capital; and
- (6) terrorism or other hostilities.

The market price of Equity Securities can fall as well as rise and may be subject to varied and unpredictable influences on the market for securities in general. Neither the Company nor the Directors warrant the future performance of the Company or any return on an investment in the Company.

(c) Taxation

The acquisition and disposal of Equity Securities will have tax consequences, which will differ depending on the individual financial affairs of each investor. All potential investors in the Company are urged to obtain independent financial advice about the consequences of acquiring Equity Securities from a taxation viewpoint and generally.

To the maximum extent permitted by law, the Company, its officers and each of their respective advisors accept no liability and responsibility with respect to the taxation consequences of subscribing for Equity Securities in accordance with this Prospectus.

(d) Liquidity risk

An application will be made to ASX for Quotation of the New Shares and the Options offered pursuant to this Prospectus within 7 days of the date of this Prospectus. The

Company will also apply for Quotation of any Shares issued on the exercise of the Options if quoted by the ASX at that time.

However, no assurance can be given of the price at which New Shares or the Options will trade or that they will trade at all. Potential Applicants should, therefore, be prepared to hold their New Shares or Options for extended periods pending the development of the Company's Projects and potential opportunities emerging in the future. The market price of Equity Securities can fall, as well as rise, and may be subject to varied and unpredictable influences on the market for equities and, in particular, resources entities. Neither the Company nor the Directors provide any warranty as to the future performance of the Company or any return on an investment in the Company.

This may affect the liquidity of trading in the Company's Shares, which may result in a lower volume of Shares being traded than would otherwise have been the case, potentially making it difficult to realise any return on your investment.

If the Options are not accepted for Quotation, the Entitlement Offer and Top-Up Offer will proceed, but Applicants should be aware that there is unlikely to be a viable market for the Options in those circumstances and a sale or transfer of the Options may be difficult.

(e) Reliance on key personnel

The Directors are primarily responsible for overseeing the operations and the strategic management of the Company. The day-to-day operations of the Company are the responsibility of the Executive Chairman. There can be no assurance that there will be no detrimental impact on the Company if one or more of the Directors, particularly the Executive Chairman, no longer act as Directors.

(f) Information technology/privacy

The Company relies heavily on its own computer systems and those of third party service providers to store and manage private and confidential information. A malicious attack on the Company's systems, processes or people from external or internal sources could put the integrity and privacy of the Company's data at risk. If the Company's efforts to combat any malicious attack are unsuccessful or the Company has actual or perceived vulnerabilities, the Company's business reputation and brand name may be harmed, potentially having a material adverse effect on the Company's operations and financial position.

(g) Insurance

The Company insures its operations in accordance with industry practice. However, in certain circumstances the Company's insurance may not be of a nature or level to provide adequate insurance cover. The occurrence of an event that is not covered or fully covered by insurance could have a material adverse effect on the business, financial condition and results of the Company.

Insurance of all risks associated with mineral exploration and production is not always available and where available the costs can be prohibitive.

(h) Climate change

There are a number of climate-related factors that may affect the operations and proposed activities of the Company.

Climate change may be said to cause certain physical and environmental risks that cannot be predicted by the Company, including events such as increased severity of weather patterns and incidence of extreme weather events and longer-term physical risks such as shifting climate patterns. These risks said to be associated with climate change may have a direct impact on Company's ability to perform its mining operations, and may significantly change the industry in which the Company operates.

In addition, changing investor sentiment towards climate change, including a view that all mining should be avoided due to its contribution to greenhouse gas emissions (despite the reliance on the various metals by the renewables sector) and, thus, cause investors to cease investing in mining and exploration entities, may have a significant adverse effect on the Company's ability to secure additional funding and other ancillary products and services (including, for example, appropriate insurance at affordable prices).

(i) Occupational health and safety

There is an inherent risk of workplace accidents occurring during the conduct of mining activity. Hazardous activities are avoided wherever possible, but when necessary, all employees and contractors are required to conduct themselves in accordance with all applicable laws and policies in force from time to time in respect of occupational health and safety.

8.5 Speculative investment

The above risk factors ought not to be taken as exhaustive of the risks faced by the Company or by investors in the Company. The above factors, and others not specifically referred to above, may in the future materially effect the financial performance of the Company and the value of the New Shares and Options offered under this Prospectus.

Therefore, the New Shares and Options to be issued pursuant to this Prospectus carry no guarantee with respect to the payment of dividends, returns of capital or the market value of those New Shares or Options.

Potential investors should consider that the investment in the Company is speculative and should consult their professional advisers before deciding whether to apply for any New Shares and Options pursuant to this Prospectus.

9. Additional information

9.1 Director interests

Other than as set out below or elsewhere in this Prospectus, no Director or proposed Director holds, or has held within the two years preceding lodgement of this Prospectus with ASIC, any interest in:

- (a) the formation or promotion of the Company;
- (b) any property acquired or proposed to be acquired by the Company in connection with:
 - (1) its formation or promotion; or
 - (2) the offer of New Shares or Options pursuant to this Prospectus; or
- (c) the offer of New Shares or Options pursuant to this Prospectus,

and no amounts have been paid or agreed to be paid and no benefits have been given or agreed to be given to a Director or proposed Director:

- (d) as an inducement to become, or to qualify as, a Director; or
- (e) for services provided in connection with:
 - (1) the formation or promotion of the Company; or
 - (2) the offer of New Shares or Options pursuant to this Prospectus.

The relevant interest of each of the Directors in the Company's Shares as at the date of this Prospectus, together with their respective Entitlements in accordance with the Entitlement Offer, is set out in the table below:

Director	Shares	Entitlement to New Shares under the Entitlement Offer	Entitlement to Attaching Options under the Entitlement Offer
Phillip Thomas	1,140,000	380,000	190,000
Feiyu Qi – Non-Executive Director	Nil	Nil	Nil
Richard Anthon	Nil	Nil	Nil

The remuneration of an executive Director is decided by the Board, without the affected executive Director participating in that decision-making process. The total maximum remuneration of non-executive Directors is initially set by the Constitution and subsequent variation with the Constitution, the Corporations Act and the ASX Listing Rules, as applicable. The total aggregate amount of remuneration for non-executive directors approved by Shareholders as at the date of this Prospectus is \$500,000 per annum. The determination of non-executive Directors' remuneration within that maximum will be made by the Board having regard to the inputs and value to the Company of the respective contributions by each non-executive Director.

A Director may be paid fees or other amounts (i.e. non-cash performance incentives such as Options, subject to any necessary Shareholder approval) as the other Directors determine where a Director performs special duties or otherwise performs services outside the scope of the ordinary duties of a Director. In addition, Directors are also entitled to be paid reasonable travelling, hotel and other expenses incurred by them respectively in or about the performance of their duties as Directors.

Details of the remuneration paid and payable to each Director of the Company are set out in the Company's annual report for the financial year ending 31 December 2023. A copy of this report can be accessed on the Company's website <https://patagonialithium.com.au/> or on ASX webpage for the Company (ASX Code: PL3).

The following table details the total compensation each Director received for the financial years ending 31 December 2022 and 31 December 2023 (including allowances and share based payments):

Director	Directors' Fees (including superannuation)	
	2022	2023
	\$	\$
Phillip Thomas – Executive Chairman	\$228,067	\$96,999
Richard Anthon – Non-Executive Director ²	-	-
Feiyu Qi – Non-Executive Director	-	\$21,197

The above figures do not include any New Shares or Attaching Options that the Directors may acquire pursuant to the Entitlement Offer.

9.2 Market price of Shares

The Company's Shares are Quoted on the ASX (ASX Code: PL3).

In the three (3) months prior to 5 July 2024 the highest and lowest market sale prices of Shares on the ASX and the respective dates of those sales were:

	Date	Price
Lowest Price	24 June 2024	\$0.095
Highest Price	3 May 2024	\$0.135

9.3 Continuous disclosure obligations

The Company is a "disclosing entity" (as defined in section 111AC of the Corporations Act) for the purposes of section 713 of the Corporations Act and, as such, is subject to regular reporting and disclosure obligations. Specifically, like all ASX listed companies, the Company is required to immediately disclose to the market any information that a reasonable person would expect to have a material effect on the price or the value of the Company's securities.

² Appointed 20 February 2024. Mr Anthon is entitled to receive a non-executive director fee of \$60,000 plus statutory superannuation per annum.

The Company ensures compliance with these obligations through the establishment of a formal 'Continuous Disclosure Policy', which establishes formal protocols for the notification and disclosure of information by the Company's Directors, employees, consultants and contractors that may potentially be material. This Prospectus is a "transaction specific prospectus". In general terms a "transaction specific prospectus" is only required to contain information in relation to the effect of the issue of securities on a company and the rights attaching to the securities. It is not necessary to include general information in relation to all of the assets and liabilities, financial position, profits and losses or prospects of the issuing company.

As such, this Prospectus should be read in conjunction with the publicly available information in relation to the Company which has been notified to ASX and does not include all of the information that would be included in a prospectus prepared in accordance with the Corporations Act for the initial public offering of securities in an entity that is not already listed on a securities exchange. Investors should therefore have regard to the other publicly available information in relation to the Company before making a decision as to whether or not to invest.

Information that is already in the public domain has not been reported in this Prospectus other than that which is considered necessary to make this Prospectus complete.

The Company, as a disclosing entity under the Corporations Act, advises that:

- (a) it is subject to regular reporting and disclosure obligations;
- (b) copies of documents lodged with ASIC in relation to the Company (not being documents referred to in section 1274(2)(a) of the Corporations Act) may be obtained from, or inspected at, the offices of ASIC; and
- (c) it will provide a copy of each of the following documents, free of charge, to any person on request between the date of issue of this Prospectus and the Closing Date:
 - (1) the annual financial report most recently lodged by the Company with ASIC;
 - (2) any half-year financial report lodged by the Company with ASIC after the lodgement of the annual financial report referred to in (1) and before the lodgement of this Prospectus with ASIC; and
 - (3) any documents lodged by the Company with ASX under the continuous disclosure reporting requirements from 26 March 2024 to the day prior to the date of this Prospectus.

Copies of all documents lodged with ASIC in relation to the Company can be inspected at the registered office of the Company during normal office hours.

Details of documents lodged by the Company with ASX since the date of the lodgement of the Company's latest annual financial report and before the date of the lodgement of this Prospectus with ASIC are set out in the table below.

Date	Description of announcement
26 Mar 2024	Appendix 4G and Corporate Governance Statement
5 Apr 2024	Completion of First Hole at Formentera Lithium Project
8 Apr 2024	Exploration Application Granted for REE Project in Brazil
9 Apr 2024	Exploration Application Granted for REE Project Updated
10 Apr 2024	Significant Geophysics REE Anomaly in Brazilian Application
16 Apr 2024	Completion of First Hole at the Formentera Lithium Project
22 Apr 2024	High Priority REE and Pegmatite Targets Identified in Brazil
22 Apr 2024	Notice of 2024 AGM and Proxy Form
24 Apr 2024	Quarterly Activities and Cashflow Report 31 March 2024
24 Apr 2024	Successful Pump Test at Maiden Formentera Project Well
26 Apr 2024	High Priority REE Concessions Granted in Brazil
3 May 2024	Outstanding Assay Results from First Drilling in Argentina
3 May 2024	Notice of change of interests of substantial holder
13 May 2024	Initial Exploration Completed in Brazil
15 May 2024	Assay Results from Drilling in Argentina
17 May 2024	High Priority REE and Lithium Concessions Granted in Brazil
24 May 2024	2024 AGM Chairman's Address
24 May 2024	Results of 2024 Annual General Meeting
24 May 2024	Notification regarding unquoted securities - PL3
24 May 2024	Change of Director's Interest Notice - R Anthon
27 May 2024	Significant Pegmatite Swarms Sampled in Brazil
29 May 2024	Second Well at Formentera Completed
18 Jun 2024	Exceptional Results Achieved from Well Two at Formentera
19 Jun 2024	Patagonia Lithium Investor Presentation
5 Jul 2024	Pause in Trading
5 Jul 2024	Trading Halt
9 Jul 2024	Capital Raising for Exploration in Brazil and Argentina MRE
9 Jul 2024	Proposed issue of securities - PL3

ASX maintains files containing publicly available information for all listed companies. The Company's file is available for inspection at ASX during normal office hours.

The Company's announcements are also available through the Company's website located at <https://patagonialithium.com.au/>.

9.4 Not financial product or investment advice

This Prospectus and the accompanying Application Form is for information purposes only and is not financial product or investment advice or a recommendation to acquire New Shares and Options and has been prepared without taking into account your objectives, financial circumstances or particular needs. This Prospectus should not be considered to be comprehensive and does not purport to contain all the information that you may require to make a decision about whether to apply for any New Shares and Options. This Prospectus should be read in conjunction with the Company's other periodic statements and continuous

disclosure announcements lodged with ASX and available through the Company's website located at <https://patagonialithium.com.au/>.

Before making an investment decision, you should consider the appropriateness of the information in this Prospectus having regard to your own objectives, financial situation and needs and seek legal and taxation advice appropriate to your jurisdiction. If you have any questions about whether you should participate in any of the offers under this Prospectus, you should seek professional advice before making any investment decision. The Company is not licensed to provide financial product advice in respect of the New Shares and Options.

9.5 Allotment

New Shares and Options issued pursuant to the Entitlement Offer and Top-Up Offer will be allotted in accordance with ASX Listing Rules and the timetable set out in this Prospectus.

New Shares and Options issued pursuant to the Public Shortfall Offer will be allotted on a progressive basis within three months of the Closing Date.

Attaching Options issued pursuant to the Convertible Note Option Offer will be allotted on a progressive basis within thirteen months of the date of this Prospectus.

Where the number of New Shares and Options issued is less than the number applied for, or where no allotment is made, any surplus application money received by the Company will be refunded to the Applicant in full as soon as practicable after the Closing Date of the Entitlement Offer. No interest will be paid on any application money refunded to Applicants.

Pending the allotment and issue of New Shares and Options or payment of refunds pursuant to this Prospectus, all application money will be held by the Company on trust for the Applicants in a separate bank account as required by the Corporations Act. The Company will, however, be entitled to retain all interest that accrues on the bank account and each Applicant waives the right to claim interest.

Holding statements for New Shares and Options issued pursuant to the Entitlement Offer and Top-Up Offer will be mailed to Applicants in accordance with the ASX Listing Rules and timetable set out at the commencement of this Prospectus and for Shares and Attaching Options issued under the Public Shortfall Offer as soon as practicable after their issue.

9.6 Brokerage and Stamp Duty

No brokerage fee is payable by Eligible Shareholders who accept their Entitlement. No stamp duty is payable for applying for New Shares and Options pursuant to the Entitlement Offer.

9.7 ASX listing

An application will be made for Quotation of the New Shares and Options offered pursuant to this Prospectus within 7 days of the date of this Prospectus. If ASX does not grant Quotation of the New Shares offered pursuant to this Prospectus, before the expiration of three months after the date of this Prospectus (or such period as varied by ASIC), the Company will not issue any New Shares or Options and will repay all application money for the Shares and Options within the time prescribed under the Corporations Act, without interest.

If the Options are not accepted for Quotation, the Entitlement Offer, Broker Option Offer and Convertible Note Option Offer will proceed, but Applicants should be aware that there is

unlikely to be a viable market for the Options in those circumstances and a sale or transfer of the Options may be difficult.

The fact that ASX may grant Quotation of the Shares offered pursuant to this Prospectus is not to be taken in any way as an indication of the merits of the Company or the New Shares or Options offered for subscription.

9.8 Clearing House Electronic Sub Register System (CHES) and Issuer Sponsorship

The Company will not be issuing share certificates. The Company is a participant in CHES, for those investors who have, or wish to have, a sponsoring stockbroker. Investors who do not wish to participate through CHES will be issuer sponsored by the Company. Because the sub registers are electronic, ownership of securities can be transferred without having to rely upon paper documentation.

Electronic registers mean that the Company will not be issuing certificates to investors. Instead, investors will be provided with a statement (similar to a bank account statement) that sets out the number of Shares allotted to them in accordance with this Prospectus. The notice will also advise holders of their Holder Identification Number or Security Holder Reference Number and explain, for future reference, the sale and purchase procedures pursuant to CHES and issuer sponsorship.

Further monthly statements will be provided to holders if there have been any changes in their security holding in the Company during the preceding month.

9.9 Information Availability

Eligible Shareholders in Australia and New Zealand can obtain a copy of this Prospectus during the period of the Entitlement Offer on the Company's website at <https://patagonialithium.com.au/> or by calling the Company's Share Registry on 1300 228 664 (within Australia) or +61 2 9698 5414 (outside Australia) at any time from 9.00am to 5.00pm (Sydney time) Monday to Friday during the offer period for the Entitlement Offer. Persons who access the electronic version of this Prospectus should ensure that they download and read the entire Prospectus.

The electronic version of this Prospectus on the Company's website will not include an Application Form. Applicants will only be entitled to apply for New Shares and Options pursuant to the Entitlement Offer in accordance with the instructions in the personalised Application Form which accompanies a complete and unaltered copy of this Prospectus. A replacement Application Form can be requested by calling the Company's Share Registry on 1300 288 664 (within Australia) or +61 2 9698 5414 (outside Australia) at any time from 9.00am to 5.00pm (Sydney Time).

9.10 Taxation

The taxation consequences arising from an investment in any New Shares or Options will depend on the particular circumstances of each Applicant and it is the responsibility of all Applicants to satisfy themselves of the taxation treatment that applies to them by consulting their own professional tax advisers.

9.11 Disclaimer of representations

No person is authorised to give any information, or to make any representation, in connection with this Prospectus, that is not contained in this Prospectus.

Any information or representation that is not in this Prospectus may not be relied on as having been authorised by the Company, or its Related Bodies Corporate, in connection with this Prospectus. Except as required by law, and only to the extent so required, none of the Company, nor any other person, warrants or guarantees the future performance of the Company or any return on any investment made pursuant to this Prospectus or its contents.

9.12 Withdrawal of Entitlement Offer

The Company reserves the right to withdraw all or part of the Entitlement Offer at any time, subject to applicable laws, in which case the Company will refund application monies in relation to New Shares and Options not already issued in accordance with the Corporations Act and without payment of interest.

To the fullest extent permitted by law, you agree that any application monies paid by you to the Company will not entitle you to receive any interest and that any interest earned in respect of application monies will belong to the Company.

9.13 Interests of experts and advisers

Other than as set out below or elsewhere in this Prospectus, no:

- (a) person named in this Prospectus as performing a function in a professional, advisory or other capacity in connection with the preparation or distribution of this Prospectus;
- (b) promoter of the Company; or
- (c) underwriter to the issue or a financial services licensee named in this Prospectus as a financial services licensee involved in the issue,

holds, or has held within the 2 years preceding lodgement of this Prospectus with ASIC, any interest in:

- (a) the formation or promotion of the Company;
- (b) any property acquired or proposed to be acquired by the Company in connection with:
 - (1) its formation or promotion; or
 - (2) the offer of New Shares or Options pursuant to this Prospectus,

and no amounts have been paid or agreed to be paid and no benefits have been given or agreed to be given to any of these persons for services provided in connection with:

- (a) the formation or promotion of the Company; or
- (b) the offer of New Shares or Options pursuant to this Prospectus.

9.14 Consents

Each of the persons referred to in this section:

- (a) does not make, or purport to make, any statement in this Prospectus other than those referred to in this section; and
- (b) to the maximum extent permitted by law, expressly disclaim and take no responsibility for any part of this Prospectus other than a reference to its name and a statement included in this Prospectus with the consent of that party as specified in this section.

Automic Pty Ltd ACN 152 260 814 has given its written consent to being named as the Company's Share registrar in this Prospectus. Automic Pty Ltd has not withdrawn its consent prior to the lodgement of this Prospectus with ASIC.

Copeak Pty Ltd ACN 607 161 900 has given its written consent to being named as the Lead Manager of the offers under this Prospectus. Copeak Pty Ltd ACN 607 161 900 has not withdrawn its consent prior to the lodgement of this Prospectus with ASIC.

Southeast Mingqing Supply Chain (Fuyang) Co Ltd (**Southeast**) has given its written consent to being named in this Prospectus and the inclusion in this Prospectus of the statements regarding its intentions in respect of its participation in the Entitlement Offer in the form and context in which those statements are included. Southeast has not withdrawn its consent prior to the lodgement of this Prospectus with ASIC.

9.15 Governing Law

This Prospectus and the contracts formed on acceptance of an Application are governed by the laws of Victoria, Australia. Each Applicant submits to the non-exclusive jurisdiction of the courts of Victoria, Australia.

9.16 Enquiries

Any questions concerning the Entitlement Offer should be directed to the Company's Share Registry on 1300 288 664 (within Australia) or +61 2 9698 5414 (outside Australia).

9.17 Authorisation

This Prospectus is issued by the Company.

The lodgement of this Prospectus with ASIC was consented to by every Director of the Company.



Phillip Thomas
Executive Chairman

10. Glossary

\$	means the lawful currency of the Commonwealth of Australia.
Affiliates	has the meaning given in the Corporations Act.
Applicant	means a person who applies for Shares and/or Attaching Options pursuant to this Prospectus.
Application	means an application for New Shares and / or Attaching Options pursuant to this Prospectus in accordance with the instructions in this Prospectus and any applicable Application Form.
Application Form	means an application form in the form accompanying this Prospectus, pursuant to which Eligible Shareholders may apply for New Shares and Attaching Options pursuant to the Entitlement Offer or the Top-Up Offer, participants in the Convertible Note Issue may apply for Attaching Options in accordance with the Convertible Note Option Offer and the Lead Manager (or its nominee) may apply for Broker Options pursuant to the Broker Option Offer and other persons may apply for Shares and Attaching Options pursuant to the Public Shortfall Offer.
ASIC	means the Australian Securities and Investments Commission.
ASX	means ASX Limited ACN 008 624 691 or the financial market operated by it (as the context requires).
ASX Listing Rules	means the listing rules of ASX.
ASX Settlement Operating Rules	means the settlement rules of the securities clearing house which operates CHES.
Attaching Options	means Options to subscribe for Shares on the payment of the exercise price of \$0.15 at any time prior to 5:00pm (Sydney time) on 31 August 2025 on the terms contained in section 7 of this Prospectus.
Automic Pty Ltd	means Automic Pty Ltd ACN 152 260 814.
Board	means the board of Directors unless the context indicates otherwise.
Broker Option Offer	means the offer by the Company, pursuant to this Prospectus, of 694,445 Options, on the terms and conditions set out at Section 7, to the Lead Manager (or its nominees) in consideration for capital raising services provided to the Company.
Broker Options	means the Options to be issued to the Lead Manager, the terms of which are contained in sections 0 and 7 of this Prospectus.
Business Day	means Monday to Friday inclusive, except New Year's Day, Good Friday, Easter Monday, Christmas Day, Boxing Day and any other day that ASX declares is not a business day.
Capital Raising	means, together, the Convertible Note Issue, the Entitlement Offer and the Public Shortfall Offer.
CHES	means the ASX's clearing house electronic subregister system.
Cilon Project	means the tenement known as "Cilon" (in which the Company holds a 100% interest) (File No. 121-I-1983 in the Administrative Court of Mines of Jujuy) covering approximately 199 hectares of land located in the Province of Jujuy, Argentina.

Closing Date	means the date specified in the timetable set out at the commencement of this Prospectus (unless extended).
Company	means Patagonia Lithium Ltd Limited ABN 37 654 004 403
Completion	means the completion of the issue of New Shares and Attaching Options pursuant to the Entitlement Offer.
Convertible Notes	means the convertible notes issued, or to be issued, by the Company which entitle the holder to acquire Shares in the Company at an issue price of \$0.09, and bear a coupon rate of 10% per annum.
Convertible Note Issue	means the proposed issue of Convertible Notes announced to the ASX on 9 July 2024.
Convertible Note Option Offer	means the offer by the Company, pursuant to this Prospectus, of one (1) Attaching Option for every two (2) Shares issued pursuant to the exercise of Convertible Notes, subject to conversion of Convertible Notes, to participants in the Convertible Note Issue.
Constitution	means the constitution of the Company.
Corporations Act	means the <i>Corporations Act 2001</i> (Cth).
Directors	means the directors of the Company as at the date of this Prospectus.
Eligible Shareholder	means a Shareholder, as at the Record Date, who: <ul style="list-style-type: none"> (a) is recorded in the Company's register of members as having a registered address in Australia, New Zealand and, subject to the Company being satisfied that certain qualified investors for whom it would not be unlawful to offer and issue New Shares and Attaching Options pursuant to this Prospectus, the PRC; (b) as far as the Company is aware, is not located in the United States and are not a person (including a nominee or custodian) acting for the account or benefit of a person in the United States; and (c) is not otherwise ineligible under all applicable securities laws to receive an offer under the Entitlement Offer.
Entitlement	means the entitlement of an Eligible Shareholder pursuant to the Entitlement Offer.
Entitlement Offer	means the non-renounceable entitlement offer to Eligible Shareholders in accordance with this Prospectus, including the Top-Up Offer.
Equity Securities	means the same as defined by the ASX Listing Rules.
Executive Chairman	means Phillip Thomas.
Formentera Project	means the tenement known as "Formentera" (in which the Company holds a 100% interest) (File Nos. 815/9/2006 and 857/P/2007 in the Administrative Court of Mines of Jujuy) covering approximately 1,752.52 hectares of land located in the Province of Jujuy, Argentina.
Lead Manager	means Copeak Pty Ltd ACN 607 161 900.
New Share	means any Shares to be issued pursuant to this Prospectus.
Option	means an option to acquire a Share.
Projects	means the Cilon Project, the Formentera Project and the Tomas III Project.

Prospectus	means this prospectus, as supplemented or amended from time to time in accordance with the Corporations Act.
PRC	means People's Republic of China.
Public Shortfall Offer	means the offer and placement of any Shares not subscribed for pursuant to the Entitlement Offer or Top-Up Offer within three months of the Closing Date, as described in section 4.4 of this Prospectus.
Quotation	means official quotation of Equity Securities on the ASX. The term Quoted has a corresponding meaning.
Record Date	means 7.00pm (Sydney time) on the date specified in the timetable set out at the commencement of this Prospectus.
Related Bodies Corporate	has the meaning given in the Corporations Act.
Share	means a fully paid ordinary share in the capital of the Company.
Shareholder	means a holder of a Share.
Share Registry	means Automic Pty Ltd ABN 27 152 260 814 of Level 5, 126 Phillip Street Sydney NSW 2000.
Tenements	means the mineral exploration tenements where the Company has a legal or beneficial interest, and mineral exploration tenements that the Company may, in future, have a legal or beneficial interest.
Tomas III Project	means the tenement known as "Tomas III" (in which the Company holds a 100% interest) (File No. 24,142 in the Mining Court of Salta) covering approximately 571,54 hectares of land located in the Province of Salta, Argentina
Top-Up Offer	means the offer to Eligible Shareholders acquire any New Shares not applied for in accordance with the Entitlement Offer on the terms and conditions set out in section 4.2 of this Prospectus.
Top-Up Options	means the Attaching Options offered pursuant to the Top-Up Offer.
Top-Up Shares	means the New Shares offered pursuant to the Top-Up Offer.
Voting Power	has the meaning given to that term in the Corporations Act.
United States	means the United States of America.

11. Corporate Directory

Directors

Mr Phillip Thomas	Executive Chairman
Mr Richard Anthon	Non-Executive Director
Mr Feiyu Qi	Non-Executive Director

Registered office

Level 6
505 Little Collins Street
Melbourne VIC 3000

Telephone: + 61 7 433 747 380

Email: phil@patagonialithium.com.au

Website: <https://patagonialithium.com.au/>

Company secretary

Mr Jarek Kopias

Share Registry

Automic Pty Ltd
Level 5, 126 Phillip Street
Sydney NSW 2000

Telephone: 1300 288 664 (within Australia) or
+61 2 9698 5414 (outside Australia)

Website: <https://www.automicgroup.com.au/>