

9 October 2020

Addendum to Notice of Annual General Meeting

European Lithium Limited (ASX:EUR, FRA:PF8, NEX:EUR, VSE:ELI) (EUR or the Company) advises that enclosed with this announcement is an addendum (Addendum) to the Notice of Annual General Meeting dated 25 September 2020 (Notice of Meeting) to include two additional resolutions being Resolution 21 and Resolution 22. Also attached to this announcement is a letter sent to all shareholders advising them of the Addendum.

New Proxy Form

A new Proxy Form accompanies the Addendum and will be provided to all shareholders. Shareholders are advised that:

- 1. If you have already voted online and wish to vote on the Additional Resolutions, or otherwise wish to change your proxy vote, please vote online www.investorvote.com.au. You must do so by no later than 9:00 AM (AWST) on Wednesday, 28 October 2020.
- 2. If you have already voted and do not wish to vote on the Additional Resolutions, you do not need to take any action. The Proxy votes you have previously submitted remain valid.
- 3. If you wish to vote by proxy we encourage you to vote online, or please complete and return the new Proxy Form no later than 9:00 AM (AWST) on Wednesday, 28 October 2020 in one of the ways specified in the Notice of Meeting

This announcement has been authorised for release to the ASX by the Board of the Company.

Tony Sage Non-Executive Chairman European Lithium Limited

-END-

Visit the Company's website to find out more about the advanced Wolfsberg Lithium Project located in Austria.

For further information please contact: **European Lithium Ltd**

+61 861 819 792

ir@europeanlithium.com



9 October 2020

Addendum to the Notice of Meeting for the Annual General Meeting of European Lithium Limited to be held on 30 October 2020 at 9:00am (WST)

Dear Shareholder.

As announced on 30 September 2020, European Lithium Limited (**Company**) (ASX: EUR) is holding its annual general meeting (**AGM**) of the shareholders at:

- a) 9:00am (WST)on 30 October 2020 at; and
- b) 32 Harrogate Street, West Leederville, Western Australia 6007.

In accordance with section 5(1)(f) of the Corporations (Coronavirus Economic Response) Determination (No. 1) 2020 made by the Commonwealth Treasurer on 5 May 2020 (**Determination**), the notice of meeting, accompanying explanatory statement, and annexures for the AGM (the **Meeting Materials**) were made available to shareholders electronically. You should have received a letter from the Company advising you where to download the Meeting Materials.

Since the announcement of Meeting Materials on 30 September 2020 and to minimize administrative costs, the Company proposes to put two additional resolutions (**Additional Resolutions**) for Shareholders to consider and approve at the AGM. The Company has prepared an addendum to the Notice of Meeting for the AGM to set out the Additional Resolutions, related explanatory statement and updated proxy form (the **Addendum**).

The Addendum forms part of the Meeting Materials and will be made available online to Shareholders in accordance with the Determination, and can be downloaded at the Company's website: www.europeanlithium.com and on the Company's ASX market announcements page.

New Proxy Form

A new Proxy Form incorporating the Additional Resolutions accompanies this letter.

Shareholders are advised that:

- a) If you have already voted online and wish to vote on the Additional Resolutions, or otherwise wish to change your proxy vote, please vote online at www.investorvote.com.au.
- b) If you have already voted and do not wish to vote on the Additional Resolutions, you do not need to take any action. The Proxy votes you have previously submitted remain valid.
- c) If you wish to vote by proxy we encourage you to vote online, or please complete and return the new Proxy Form no later than 9:00 AM (AWST) on Wednesday, 28 October 2020 in one of the ways specified in the Notice of Meeting.

If you are unable to access the Meeting Materials online please contact the Company Secretary on +61 9380 9555 or MelissaC@europeanlithium.com between 9:00am and 5:00pm (WST) Monday to Friday, to arrange a copy.

Yours sincerely,

Melissa Chapman Company Secretary European Lithium Limited

European Lithium Limited ACN 141 450 624

Addendum to the Notice of Annual General Meeting

This addendum (Addendum) forms part of the European Lithium Limited (Company) 2020 Notice of Annual General Meeting dated 25 September 2020 (and released to the ASX and placed on the Company's website on 30 September 2020) (Notice of Annual General Meeting). It is in relation to the inclusion of two additional Resolutions with Resolution 21 seeking ratification by Shareholders of an issue of securities by the Company and Resolution 22 seeking shareholder approval to issue securities.

Capitalized terms not defined in this Addendum have the same meaning as those defined in the Notice of Annual General Meeting.

RESOLUTION 21 - RATIFICATION OF PRIOR ISSUE OF ADVSIORY SHARES - EMPIRE CAPITAL PARTNERS

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

"That, for the purposes of Listing Rule 7.4 and for all other purposes, Shareholders ratify the issue of 1,000,000 Shares to Empire Capital Partners or its nominee on the terms set out in the Explanatory Statement."

A voting exclusion statement is set out below.

RESOLUTION 22 - APPROVAL TO ISSUE ADVISORY OPTIONS - EVOLUTION

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

"That, for the purposes ASX Listing Rule 7.1 and for all other purposes, approval is given for the Company to issue 21,000,000 Advisory Options to Evolution Capital Advisors Pty Ltd or its nominee, and otherwise on the terms set out in the Explanatory Statement."

A voting exclusion statement is set out below.

VOTING PROHIBITION AND EXCLUSION STATEMENTS

ASX Listing Rules

Under Listing Rule 14.11, the Company will disregard any votes cast in favour of a resolution by or on behalf of:

- (a) the below named person or class of persons excluded from voting; or
- (b) an associate of that person or those persons:

Resolution Persons excluded from voting

Resolution 21 - Ratification of prior Empire Capital Partners and its associates. issue of Advisory Shares - Empire Capital Partners

Advisory Options - Evolution

Resolution 22 - Approval to issue Evolution Capital Advisors Pty Ltd and its associates and any person who will obtain a material benefit as a result of the proposed issue.

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

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

By order of the Board of Directors

Ms Melissa Chapman Company Secretary 9 October 2020

Explanatory Statement to the additional Resolutions 21 and 22

1 RESOLUTIONS 21 AND 22

1.1 Introduction

As announced on 6 October and 9 October 2020, the Company issued 1,000,000 Shares (**Advisory Shares**) to Empire Capital Partners pursuant to a mandate between the Company and Empire Capital Partners for corporate advisor services.

The Advisory Shares were issued using the Company's 15% capacity under Listing Rule 7.1 and without Shareholder approval. Resolution 21 seeks shareholder approval under Listing Rule 7.4 to ratify the issue of the 1,000,000 Advisory Shares.

As announced on 5 October 2020, the Company and Evolution Capital Advisors Pty Ltd (**Evolution**) entered into a corporate advisory mandate for Evolution to provide the Company with corporate advisory services (**Evolution Mandate**). Pursuant to the Evolution Mandate, Evolution will provide the Company with advisory services (**Advisory Services**) including:

- (a) monitoring on trading and market movements;
- (b) determining key investor issues and co-ordinating appropriate responses/information in order to mitigate these issues;
- (c) assisting with the coordination of any marketing roadshows including premarketing and assistance in the preparation of the marketing presentation;
- (d) identifying the key selling messages and marketing to investors; and
- (e) providing other such assistance to the Company as agreed from time to time.

For the Advisory Services, the Company will issue Evolution 21 million Options (Advisory Options) as follows:

Number of Advisory Options	Exercise Price	Expiration Date
7,000,000	higher of (a) 10-day VWAP of the Company's Shares on ASX prior to issue; and (b) \$0.06 each	
7,000,000	higher of (a) 10-day VWAP of the Company's Shares on ASX prior to issue; and (b) \$0.08 each	

7,000,000	higher	of	(a)	10-day	VWAP	of	the	36	months	from
	-	nigher of (a) 10-day VWAP of the Company's Shares on ASX prior to issue; and (b) \$0.10 each					issu	e		

The Advisory Options are otherwise on the terms set out in Schedule 6.

Resolution 22 seeks Shareholder approval under Listing Rule 7.1 for the Company to issue the Advisory Options.

A summary of Listing Rule 7.1 is set out in section 1.3.

If Resolution 21 is passed, the issue will be excluded in calculating the Company's 15% limit under Listing Rule 7.1, effectively increasing the number of equity securities it can issue without Shareholder approval over the 12 months following the issue. If Resolution 21 is not passed, the issue will be included in calculating the Company's 15% limit under Listing Rule 7.1, effectively decreasing the number of equity securities it can issue without Shareholder approval under Listing Rule 7.1 over the 12 months following the issue.

If Resolution 22 is passed, the Company will be able to proceed with the issue. In addition, the issue will be excluded from the calculation of the number of equity securities that the Company can issue without shareholder approval under Listing Rule 7.1. If Resolution 22 is not passed, the Company will not be able to proceed with the issue and will have to negotiate on alternative arrangement to compensate Evolution, for not issuing the Advisory Options

The Company's capital structure and dilutive effect of the issue of the securities the subject of the Resolutions under the Notice of Annual General Meeting and this Addendum on existing Shareholders are set out in section 1.2 below.

1.2 Effect on the capital structure of the Company and dilution

The effect of the various issues on the capital structure of the Company is as follows (assuming no other Shares are issued):

	Resolution 6		Resolution 6 approved		
Items	Number	%	Number	%	
Shares currently on issue (excluding Shares issued under Resolutions 7, 8, 13, 14, 15, 19 and 21)	638,981,866	80.04	638,981,866	79.36	
Maximum number of Shares can be issued under the Remaining Winance Notes (Resolution 6)	18,181,818	2.28	25,000,000	3.11	

Shares issued under Winance debt conversion 1 (Resolution 7)	3,712,122	0.46	3,712,122	0.46
Shares issued under Winance debt conversion 2(Resolution 8)	3,030,303	0.38	3,030,303	0.38
Maximum number of Shares to be issued under the Winance Options (Resolution 9)	500,000	0.06	500,000	0.06
Directors Debt Conversion Shares (Resolutions 10 -12)	1,643,288	0.21	1,643,288	0.20
Maximum number of Shares to be issued under the Directors Debt Conversion Options (Resolution 10 -12)	1,643,288	0.21	1,643,288	0.20
Unrelated Debt Conversion Shares (Resolution 13)	16,235,584	2.03	16,235,584	2.02
Maximum number of Shares to be issued under the Unrelated Debt Conversion Options (Resolution 13)	16,235,584	2.03	16,235,584	2.02
Shares issued under the 2019 Placement (Resolution 14)	5,000,000	0.63	5,000,000	0.62
Corporate Advisor Shares (Resolution 15)	2,000,000	0.25	2,000,000	0.25
Maximum number of Shares to be issued under the Corporate Advisor Options (Resolution 15)	2,000,000	0.25	2,000,000	0.25
Shares issued under the Placement (Resolution 16)	46,363,643	5.81	46,363,643	5.76
Maximum number of Shares to be issued under the Placement Options (Resolution 17)	11,590,911	1.45	11,590,911	1.44
Maximum number of Shares to be issued under the Placement	2,400,000	0.30	2,400,000	0.30

Options to Empire Capital Partners (Resolution 18)				
Lead Manager Shares issued under Resolution 19	1,800,000	0.23	1,800,000	0.22
Maximum number of Shares to be issued under the Placement Options to Kapital Global (Resolution 20)	5,000,000	0.63	5,000,000	0.62
Advisory Shares issued to Empire Capital Partners Resolution 21)	1,000,000	0.13	1,000,000	0.12
Maximum number of Shares to be issued under the Advisory Options to Evolution (Resolution 22)	21,000,000	2.63	21,000,000	2.61
Total	798,318,407	100	805,136,589	100

1.3 Listing Rules

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

Listing Rule 7.4 allows shareholders to ratify an issue of equity securities after it has been made or agreed to be made. If they do, the issue is taken to have been approved under Listing Rule 7.1, and so does not reduce the company's capacity to issue further equity securities without shareholder approval under that rule.

Securities issues that are approved by Shareholders under Listing Rule 7.4 are not included in calculating an entity's 15% capacity under Listing Rule 7.1.

1.4 Resolution 21 - Information required by Listing Rule 7.5

For the purposes of Listing Rule 7.5, the following information is provided for the ratification of the issue of the Advisory Shares:

- (a) The securities were issued to Empire Capital Partners, who is not a related party to the Company or otherwise a person to whom Listing Rule 10.11 applies.
- (b) The number of securities issued by the Company was 1,000,000 Advisory Shares.

- (c) The Advisory Shares are fully paid ordinary shares in the capital of the Company, ranking equally with existing Shares on issue.
- (d) The issue was made on 9 October 2020.
- (e) The Shares were issued for nil cash consideration but pursuant to a mandate between the Company and Empire Capital Partners for corporate advisory services.
- (f) The Advisory Share were issued pursuant to a mandate between the Company and Empire Capital Partners for corporate advisory services. No funds were raised from the issue.
- (g) Other than those set out in this section 1, there are no other material terms in relation to the issue.
- (h) A voting exclusion statement is included in the Notice.

1.5 Resolution 22 - Information required by Listing Rule 7.3

For the purposes of Listing Rule 7.3, the following information is provided about the proposed issue of Advisory Options to Evolution:

- (a) The Advisory Options will be issued to Evolution (or its nominee), who is not a related party to the Company or otherwise a person to whom Listing Rule 10.11 applies.
- (b) The number of securities to be issued is 21,000,000 Advisory Options with details as set out in section 1.1.
- (c) The securities to be issued are Options with the terms of the Options as set out in section 1.1 and Schedule 6.
- (d) The securities will be issued no later than 3 months after the date of the Meeting (or such later date to the extent permitted by any ASX waiver or modification of the Listing Rules).
- (e) The Advisory Options will be issued for nil cash consideration but as part of the remunerations for Evolution for its corporate advisory services under the Evolution Mandate.
- (f) No Funds will be raised from the issue of the Advisory Options as they are issued to remunerate Evolution for its corporate advisory services under the Evolution Mandate. Funds raised from the exercise of the Advisory Options will be used towards working capital of the Company.
- (g) As of the date of this Notice, other than set out in this section 1 and Schedule 6, there are no other terms relating to the proposed issue.
- (h) A voting exclusion statement is included in the Notice.

1.6 Directors' recommendation

The Directors unanimously recommends that Shareholders vote in favour of Resolution 21. These will restore the Company's 15% annual limit permitted by Listing Rule 7.1 and allow the Company to issue further securities as permitted by Listing Rule 7.1 without Shareholder approval.

The Directors unanimously recommends that Shareholders vote in favour of Resolution 22. These will allow the Company to issue securities while preserving the Company's 15% annual limit permitted by Listing Rule 7.1.

SCHEDULE 6 OPTION TERMS AND CONDITIONS

(a) Entitlement

Each Option entitles the holder to subscribe for one Share upon exercise of the Option. The details of the Options are as follows:

Number of Advisory Options	Exercise Price	Expiration Date
7,000,000	higher of (a) 10-day VWAP of the Company's Shares on ASX prior to issue; and (b) \$0.06 each	
7,000,000	higher of (a) 10-day VWAP of the Company's Shares on ASX prior to issue; and (b) \$0.08 each	
7,000,000	higher of (a) 10-day VWAP of the Company's Shares on ASX prior to issue; and (b) \$0.10 each	36 months from issue

(b) Exercise Price

The amount payable upon exercise of each Option will be the price set out above in paragraph 1 (Exercise Price).

(c) Expiry Date

Each Option will expire on a date that is 36 months from issue (**Expiry Date**). An Option not exercised before the Expiry Date will automatically lapse on the Expiry Date.

(d) Exercise Period

The Options are exercisable at any time on or prior to the Expiry Date (Exercise Period).

(e) Notice of Exercise

The Options may be exercised during the Exercise Period by notice in writing to the Company in the manner specified on the Option certificate (**Notice of Exercise**) and payment of the Exercise Price for each Option being exercised in Australian currency by electronic funds transfer or other means of payment acceptable to the Company.

(f) Exercise Date

A Notice of Exercise is only effective on and from the later of the date of receipt of the Notice of Exercise and the date of receipt of the payment of the Exercise Price for each Option being exercised in cleared funds (Exercise Date).

(g) Timing of issue of Shares on exercise

Within 15 Business Days after the Exercise Date, the Company will:

- (i) issue the number of Shares required under these terms and conditions in respect of the number of Options specified in the Notice of Exercise and for which cleared funds have been received by the Company; and
- (ii) if admitted to the official list of ASX at the time, apply for official quotation on ASX of Shares issued pursuant to the exercise of the Options.

(h) Shares issued on exercise

Shares issued on exercise of the Options rank equally with the then issued Shares of the Company.

(i) Reconstruction of capital

If at any time the issued capital of the Company is reconstructed, all rights of an Option holder are to be changed in a manner consistent with the Corporations Act and the ASX Listing Rules at the time of the reconstruction.

(j) Participation in new issues

There are no participation rights or entitlements inherent in the Options and holders will not be entitled to participate in new issues of capital offered to Shareholders during the currency of the Options without exercising the Options.

(k) Change in exercise price

An Option does not confer the right to a change in Exercise Price or a change in the number of underlying securities over which the Option can be exercised.

(l) Transferability

The Options are not transferable without consent of the Board.





Need assistance?



Phone:

1300 850 505 (within Australia) +61 3 9415 4000 (outside Australia)



Online:

www.investorcentre.com/contact



YOUR VOTE IS IMPORTANT

For your proxy appointment to be effective it must be received by 9:00 AM (AWST) on Wednesday, 28 October 2020.

Proxy Form

How to Vote on Items of Business

All your securities will be voted in accordance with your directions.

APPOINTMENT OF PROXY

Voting 100% of your holding: Direct your proxy how to vote by marking one of the boxes opposite each item of business. If you do not mark a box your proxy may vote or abstain as they choose (to the extent permitted by law). If you mark more than one box on an item your vote will be invalid on that item.

Voting a portion of your holding: Indicate a portion of your voting rights by inserting the percentage or number of securities you wish to vote in the For, Against or Abstain box or boxes. The sum of the votes cast must not exceed your voting entitlement or 100%.

Appointing a second proxy: You are entitled to appoint up to two proxies to attend the meeting and vote on a poll. If you appoint two proxies you must specify the percentage of votes or number of securities for each proxy, otherwise each proxy may exercise half of the votes. When appointing a second proxy write both names and the percentage of votes or number of securities for each in Step 1 overleaf.

A proxy need not be a securityholder of the Company.

SIGNING INSTRUCTIONS FOR POSTAL FORMS

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

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

Power of Attorney: If you have not already lodged the Power of Attorney with the registry, please attach a certified photocopy of the Power of Attorney to this form when you return it.

Companies: Where the company has a Sole Director who is also the Sole Company Secretary, this form must be signed by that person. If the company (pursuant to section 204A of the Corporations Act 2001) does not have a Company Secretary, a Sole Director can also sign alone. Otherwise this form must be signed by a Director jointly with either another Director or a Company Secretary. Please sign in the appropriate place to indicate the office held. Delete titles as applicable.

PARTICIPATING IN THE MEETING

Corporate Representative

If a representative of a corporate securityholder or proxy is to participate in the meeting you will need to provide the appropriate "Appointment of Corporate Representative". A form may be obtained from Computershare or online at www.investorcentre.com under the help tab, "Printable Forms".

Lodge your Proxy Form:



Online:

Lodge your vote online at www.investorvote.com.au using your secure access information or use your mobile device to scan the personalised QR code.

Your secure access information is



Control Number: 184482

For Intermediary Online subscribers (custodians) go to www.intermediaryonline.com

By Mail:

Computershare Investor Services Pty Limited GPO Box 242 Melbourne VIC 3001 Australia

By Fax:

1800 783 447 within Australia or +61 3 9473 2555 outside Australia



PLEASE NOTE: For security reasons it is important that you keep your SRN/HIN confidential.

our l	Behalf	XX
	Please mark X to i	ndicate your directions
	Change of address. If incorrect, mark this box and make the correction in the space to the left. Securityholders sponsored by a broker (reference number commences with 'X') should advise your broker of any changes.	

■ Proxy Form
STEP 1 Appoint a Proxy to Vote on Your
I/We being a member/s of European Lithium Limited hereb

	the Chairman of the Meeting	anopoun Ennum Ennuou noros) appoint				PLEASE NOTE: Leave selected the Chairman your own name(s).	PLEASE NOTE: Leave this box blank if you have selected the Chairman of the Meeting. Do not insert your own name(s).				
ge W/ Cl as an wi Im	or failing the individual or body corporate named, or if no individual or body corporate is named, the Chairman of the Meeting, as my/our proxy to act generally at the meeting on my/our behalf and to vote in accordance with the following directions (or if no directions have been given, and to the extent permitted by law, as the proxy sees fit) at the Annual General Meeting of European Lithium Limited to be held at 32 Harrogate Street, West Leederville, WA 6007 on Friday, 30 October 2020 at 9:00AM (AWST) and at any adjournment or postponement of that meeting. Chairman authorised to exercise undirected proxies on remuneration related resolutions: Where I/we have appointed the Chairman of the Meeting as my/our proxy (or the Chairman becomes my/our proxy by default), I/we expressly authorise the Chairman to exercise my/our proxy on Items 1, 10, 11 and 12 (except where I/we have indicated a different voting intention in step 2) even though Items 1, 10, 11 and 12 are connected directly or indirectly with the remuneration of a member of key management personnel, which includes the Chairman. Important Note: If the Chairman of the Meeting is (or becomes) your proxy you can direct the Chairman to vote for or against or abstain from voting on Items 1, 10 11 and 12 by marking the appropriate box in step 2.										
	STEP 2 Items of	Business	babali	fan a ahaw af b		the Abstain box for an item, you are directing your pri a poll and your votes will not be counted in computing	the required	l majority	<u> </u>		
OF	RDINARY BUSINESS	€0 ^t	Again	Abstain		Ç O	Agains	Abstair			
1	Remuneration Report (NonB				12	Issue of Shares and Options to CRMS					
2	Re-election of Director - Mr	Γony Sage			13	Ratification of prior issue of Shares and Option to unrelated Creditors	าร				
3	Re-election of Director - Mr & Gkomozias	Kimon			14	Ratification of prior issue of Shares under the 2019 Placement					
4	Approval of 10% Placement	Facility			15	Ratification of prior issue of Corporate Advisor Shares and Options					
5	Ratification of prior issue of S Winance facility	Securities under			16	Ratification of prior issue of Shares under the Placement					
6	Approval to reduce the floor remaining Winance Notes	price for the			17	Approval to issue free attaching Options unde the Placement					
7	Ratification of prior issue of S Winance debt conversion 1	Shares -			18	Approval to Issue Placement Options - Empire Capital Partners	:				
8	Ratification of prior issue of S Winance debt conversion 2	Shares -			19	Ratification of prior issue of Shares - Empire Capital Partners					
9	Ratification of prior issue of \Options	Winance			20	Approval to Issue Placement Options - Kapita Global					
10	Issue of Shares and Options	to Okewood			21	Ratification of prior issue of Advisory Shares - Empire Capital Partners					
11	Issue of Shares and Options	to Hollywood			22	Approval to Issue Advisory Options - Evolutio	1				
	The Chairman of the Meetir change his/her voting intent					em of business. In exceptional circumstances, the Ch nent will be made.	airman of the	· Meeting n	nay		

SIGN Signature of Securityholder(s) This section must be completed. Individual or Securityholder 1 Securityholder 2 Securityholder 3 **Director/Company Secretary Sole Director and Sole Company Secretary** Director Contact Contact Daytime Name Telephone









