

Appendix 2A

Application for quotation of +securities

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

If you are an entity incorporated outside Australia and you are seeking quotation of a new class of +securities other than CDIs, you will need to obtain and provide an International Securities Identification Number (ISIN) for that class. Further information on the requirement for the notification of an ISIN is available from the Create Online Forms page. ASX is unable to create the new ISIN for non-Australian issuers.

**Denotes minimum information required for first lodgement of this form, with exceptions provided in specific notes for certain questions. The balance of the information, where applicable, must be provided as soon as reasonably practicable by the entity.*

Part 1 – Entity and announcement details

Question no	Question	Answer
1.1	*Name of entity We (the entity here named) apply for +quotation of the following +securities and agree to the matters set out in Appendix 2A of the ASX Listing Rules. ¹	Battery Minerals Limited
1.2	*Registration type and number <i>Please supply your ABN, ARSN, ARBN, ACN or another registration type and number (if you supply another registration type, please specify both the type of registration and the registration number).</i>	75 152 071 095
1.3	*ASX issuer code	BAT
1.4	*This announcement is <i>Tick whichever is applicable.</i>	<input checked="" type="checkbox"/> A new announcement
1.4a	*Reason for update	n/a
1.4b	*Date of previous announcement to this update	n/a
1.4c	*Reason for cancellation	n/a
1.4d	*Date of previous announcement to this cancellation.	n/a
1.5	*Date of this announcement	22 October 2020

¹ Appendix 2A of the Listing Rules includes a warranty that an offer of the securities for sale within 12 months after their issue will not require disclosure under section 707(3) or 1012C(6) of the Corporations Act. If the securities to be quoted have been issued by way of a pro rata offer, to give this warranty, you will generally need to have lodged a cleansing notice with ASX under section 708AA(2)(f) or 1012DAA(2)(f) of the Corporations Act within 24 hours before the securities are offered (see ASIC Regulatory Guide 189 *Disclosure relief for rights issues*). If in doubt, please consult your legal adviser.

Part 2 – Type of issue

Question No.	Question	Answer
2.1	<p>*The +securities to be quoted are:</p> <p><i>Select whichever item is applicable.</i></p> <p><i>If you wish to apply for quotation of different types of issues of securities, please complete a separate Appendix 2A for each type of issue.</i></p>	<p><input checked="" type="checkbox"/> Other</p> <p>Issue of 439,363,850 ordinary shares and 70mil unlisted zero exercise price options approved by shareholders on 13 May 2020 at the Company's annual general meeting.</p>
2.2a.1	<p>*Date of Appendix 3B notifying the market of the proposed issue of +securities for which quotation is now being sought</p> <p><i>Answer this question if your response to Q2.1 is "Being issued as part of a transaction or transactions previously announced to the market in an Appendix 3B"</i></p>	n/a
2.2a.2	*Are there any further issues of +securities yet to take place to complete the transaction(s) referred to in the Appendix 3B?	No
2.2a.2.1	*Please provide details of the further issues of +securities yet to take place to complete the transaction(s) referred to in the Appendix 3B	n/a
2.2b.1	*Date of Appendix 3A.1 lodged with ASX in relation to the underlying +dividend or distribution	n/a
2.2b.2	*Does the +dividend or distribution plan meet the requirement of listing rule 7.2 exception 4 that it does not impose a limit on participation?	n/a
2.2c.1	Please state the number and type of options that were exercised or other +convertible securities that were converted (including their ASX security code)	n/a
2.2c.2	And the date the options were exercised or other +convertible securities were converted	n/a
2.2d.1	Please state the number and type of partly paid +securities (including their ASX security code) that were fully paid up	n/a
2.2d.2	And the date the +securities were fully paid up	n/a
2.2e.1	Please state the number and type of +restricted securities (including their ASX security code) where the escrow period has expired or is about to expire	n/a
2.2e.2	And the date the escrow restrictions have ceased or will cease	n/a

2.2f.1	Please state the number and type of +securities (including their ASX security code) previously issued under the +employee incentive scheme where the restrictions on transfer have ceased or are about to cease	n/a						
2.2f.2	And the date the restrictions on transfer have ceased or will cease:	n/a						
2.2g.1	Please state the number and type of +securities (including their ASX security code) issued under an +employee incentive scheme that are not subject to a restriction on transfer or that are to be quoted notwithstanding there is a restriction on transfer	n/a						
2.2g.2	*Please attach a document or provide details of a URL link for a document lodged with ASX detailing the terms of the +employee incentive scheme or a summary of the terms.	n/a						
2.2g.3	*Are any of these +securities being issued to +key management personnel (KMP) or an +associate	No						
2.2g.3.a	*Provide details of the recipients and the number of +securities issued to each of them. <table border="1" data-bbox="338 1025 1364 1122"> <thead> <tr> <th>Name of KMP</th><th>Name of registered holder</th><th>Number of +securities</th></tr> </thead> <tbody> <tr> <td>n/a</td><td></td><td></td></tr> </tbody> </table>		Name of KMP	Name of registered holder	Number of +securities	n/a		
Name of KMP	Name of registered holder	Number of +securities						
n/a								
2.2h.1	*The purpose(s) for which the entity is issuing the +securities is:	<input checked="" type="checkbox"/> To pay for the acquisition of an asset [provide details below]						
2.2h.2	*Please provide any further information needed to understand the circumstances in which you are applying to have these +securities quoted on ASX, including (if applicable) why the issue of the +securities has not been previously announced to the market in an Appendix 3B <i>You must answer this question if your response to Q2.1 is "Other". If there is no other information to provide, please answer "Not applicable" or "N/A".</i>	Issue of 439,363,850 ordinary shares and 70mil unlisted zero exercise price options approved by shareholders on 13 May 2020 at the Company's annual general meeting following satisfaction of the final condition precedent (see ASX announcement dated 16 October 2020)						
2.2i	*Are these +securities being offered under a +disclosure document or +PDS?	No						
2.2i.1	*Date of +disclosure document or +PDS?	n/a						
2.3	*The +securities to be quoted are: <i>Tick whichever is applicable</i>	<input checked="" type="checkbox"/> Additional +securities in a class that is already quoted on ASX ("existing class")						

Part 3A – number and type of +securities to be quoted (existing class or new class) where issue has previously been notified to ASX in an Appendix 3B

Answer the questions in this Part if your response to Q2.1 is “Being issued as part of a transaction or transactions previously announced to the market in an Appendix 3B” and your response to Q2.3 is “existing class” or “new class”.

Question No.	Question	Answer
3A.1	*ASX security code & description	n/a
3A.2	*Number of +securities to be quoted	n/a

Part 3B – number and type of +securities to be quoted (existing class) where issue has not previously been notified to ASX in an Appendix 3B

Answer the questions in this Part if your response to Q2.1 is anything other than “Being issued as part of a transaction or transactions previously announced to the market in an Appendix 3B” and your response to Q2.3 is “existing class”.

Question No.	Question	Answer
3B.1	*ASX security code & description	BAT
3B.2	*Number of +securities to be quoted	439,363,850 ordinary shares fully paid
3B.3a	*Will the +securities to be quoted rank equally in all respects from their issue date with the existing issued +securities in that class?	Yes
3B.3b	*Is the actual date from which the +securities will rank equally (non-ranking end date) known?	Yes
3B.3c	*Provide the actual non-ranking end date	22 October 2020
3B.3d	*Provide the estimated non-ranking end period	n/a
3B.3e	*Please state the extent to which the +securities do not rank equally: <ul style="list-style-type: none"> • in relation to the next dividend, distribution or interest payment; or • for any other reason 	n/a

Part 3C – number and type of +securities to be quoted (new class) where issue has not previously been notified to ASX in an Appendix 3B

Part 4 – Issue details

Question No.	Question	Answer
4.1	*Have the +securities to be quoted been issued yet?	Yes
4.1a	*What was their date of issue?	22 October 2020

4.1b	*What is their proposed date of issue? <i>Answer this question if your response to Q4.1 is "No".</i>	n/a
4.2	*Are the +securities to be quoted being issued for a cash consideration?	No
4.2a	*In what currency is the cash consideration being paid	n/a
4.2b	*What is the issue price per +security	n/a
4.2c	Please describe the consideration being provided for the +securities to be quoted	All the shares in Gippsland Prospecting Pty Ltd the holder of tenement EL006871 in Victoria pursuant to a sale agreement set out in the Notice of AGM for the meeting on 13 May 2020
4.2d	Please provide an estimate (in AUD) of the value of the consideration being provided per +security for the +securities to be quoted".	Deemed issued price of AUD \$0.007065 as set out in the Notice of AGM for the meeting on 13 May 2020
4.3	Any other information the entity wishes to provide about the issue	n/a

Part 5 – Issued capital following quotation

Following the quotation of the +securities the subject of this application, the issued capital of the entity will comprise:		
5.1	* Quoted +securities (total number of each +class of +securities quoted on ASX following the +quotation of the +securities the subject of this application)	
	ASX security code and description	Total number of +securities on issue
	Ordinary Shares fully paid (BAT)	1,757,455,399
	Options exercisable at 10 cents expiring on 31 July 2023	274,484,066
5.2	* Unquoted +securities (total number of each +class of +securities issued but not quoted on ASX):	
	ASX security code and description	Total number of +securities on issue
	See attached the "Listing of Unquoted securities on Issue" which includes the new issue of 70,000,000 Unquoted ZEPO Options expiring 19/08/2024 NIL EXERCISE subject to performance milestones outlined in the Notice of AGM for the 13 May 2020 AGM	

Part 6 – Other Listing Rule requirements

The questions in this Part should only be answered if you are an ASX Listing (ASX Foreign Exempt Listings and ASX Debt Listings do not need to complete this Part) and:

- your response to Q2.1 is “Being issued under a dividend/distribution plan” and the response to Q2.2b.2 is “No”; or
- your response to Q2.1 is “Other”.

Note that if your response to Q2.1 is “Being issued as part of a transaction or transactions previously announced to the market in an Appendix 3B”, it is assumed that you will have provided the information referred to in this Part in the Appendix 3B.

Question No.	Question	Answer
6.1	*Has the entity obtained, or is it obtaining, +security holder approval for the issue under listing rule 7.1?	Yes
6.1a	*Date of meeting or proposed meeting to approve the issue under listing rule 7.1 <i>Answer this question if the response to Q6.1 is “Yes”.</i>	13 May 2020 (waiver granted by ASX to extend the 3 month requirement until 13 November 2020)
6.1b	*Are any of the +securities being issued without +security holder approval using the entity’s 15% placement capacity under listing rule 7.1?	No
6.1b.1	*How many +securities are being issued without +security holder approval using the entity’s 15% placement capacity under listing rule 7.1?	NIL
6.1c	*Are any of the +securities being issued without +security holder approval using the entity’s additional 10% placement capacity under listing rule 7.1A (if applicable)?	No
6.1c.1	*How many +securities are being issued without +security holder approval using the entity’s additional 10% placement capacity under listing rule 7.1A?	NIL

Introduced 01/12/19, amended 31/01/20

Listing of Unquoted securities on Issue

Number	+Class
Expired and lapsed	Unquoted Options (\$0.092, 31/5/20)
5,000,000	Unquoted options (\$0.10, 23 Dec 2021)
28,900,000	Unquoted options (\$0.15, 23 Dec 2021)
5,000,000	Unquoted options (\$0.20, 23 Dec 2021)
5,000,000	Unquoted options (\$0.25, 23 Dec 2021)
3,000,000	Unquoted options (\$0.13, 21 June 2022)
5,000,000	Unquoted options (\$0.20, 21 June 2022)
10,000,000	Unquoted options (\$0.094, 21 June 2022)
3,500,000	Unquoted options (\$0.20, 22 May 2022)
7,800,000	Unquoted Options (\$0.1125, 12 Jan 2021) vested
7,800,000	Unquoted Options (\$0.15, 12 Jan 2021)
20,000,000	Unquoted ZEPO Options expiring 03/07/2023 NIL EXERCISE subject to performance milestones
7,500,000	Sign-on Options (\$0.13, 30 June 2023)
<u>ESOP</u>	
1,000,000	Unquoted Options expiring 16/07/2023 @ \$0.20 – vested
1,000,000	Unquoted Options expiring 16/07/2023 @ \$0.20 – vested
500,000	Unquoted Options expiring 16/07/2023 @ \$0.20 - vested
500,000	Unquoted Options expiring 16/07/2023 @ \$0.20 - vested
200,000	Unquoted Options 16/07/2023 @ \$0.20 - vested
75,000	Unquoted Options expiring 16/07/2023 @ \$0.15 - vested
7,900,000	Unquoted Options expiring 16/07/2023 @ \$0.20 - vest on Montepuez commercial prod'n
75,000	Unquoted Options expiring 16/07/2023 @ \$0.15 - Vest on Montepuez commercial prod'n
24,400,000	Unquoted ZEPO Options expiring 13/07/2023 NIL EXERCISE subject to performance milestones
15,500,000	Unquoted ZEPO Options expiring 20/06/2024 NIL EXERCISE subject to performance milestones. <u>Note</u> 50,000,000 lapsed unexercised on 22 October 2020 on resignation of J Sinclair
72,850,000	Unquoted ZEPO Options expiring 19/08/2024 NIL EXERCISE subject to performance milestones
70,000,000	Unquoted ZEPO Options expiring 19/08/2024 NIL EXERCISE subject to performance milestones outlined in the Notice of AGM for the 13 May 2020 AGM

ASX Announcement

22 October 2020

ASX Announcements Platform
Bridge Street
Sydney NSW 2001

CLEANSING NOTICE - s708A(5)(e) of the Corporations Act 2001

Battery Minerals Limited (ASX: BAT) (“**Battery Minerals**” or the “**Company**”) is pleased to confirm that it has issued 439,363,850 fully paid ordinary shares (**Shares**) at a deemed issue price of \$0.007065 per Share pursuant to the acquisition of Gippsland Prospecting Pty Ltd (as approved by shareholders on 13 May 2020) on 22 October 2020 (please refer to the Company's Notice of AGM released to ASX for further details).

In accordance with s708A(5)(e) of the *Corporations Act 2001* (**Act**) the Company provides notice to ASX that:

- (a) the Company issued the Tranche 2 Shares without disclosures to investors under Part 6D.2 of the Act;
- (b) as at the date of this notice, the Company has complied with the provisions of Chapter 2M of the Act, as they apply to the Company and section 674 of the Act; and
- (c) as at the date of this notice, there is no information:
 - (i) that has been excluded from a continuous disclosure notice in accordance with the ASX Listing Rules; and
 - (ii) that investors and their professional advisors would reasonably require for the purpose of making an informed assessment of:
 - (A) the assets and liabilities, financial position and performance, profits and losses and prospects of the Company; or
 - (B) the rights and liabilities attaching to the Tranche 2 Shares.

Yours faithfully,



Tony Walsh
Company Secretary