

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	23 November 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"/> Being issued as part of a transaction or transactions previously announced to the market in an Appendix 3B</p> <p>Placement: Issue of 250,000,000 ordinary shares at 2.2 cents per share as announced on 13 November 2020.</p>
2.2a.1	*Date of Appendix 3B notifying the market of the proposed issue of +securities for which quotation is now being sought	13 November 2020
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?	Yes
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	Share Purchase Plan – up to 45,454,545 ordinary shares at 2.2 expected to be issued on 22 December 2020
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	n/a						
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	BAT
3A.2	*Number of +securities to be quoted	250,000,000 ordinary shares fully paid

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

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

n/a

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?	23 November 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?	Yes
4.2a	*In what currency is the cash consideration being paid	AUD
4.2b	*What is the issue price per +security	2.2 cents per share
4.2c	Please describe the consideration being provided for the +securities to be quoted	n/a
4.2d	Please provide an estimate (in AUD) of the value of the consideration being provided per +security for the +securities to be quoted”.	n/a
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)	2,007,455,399
	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"	

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?	No
6.1a	*Date of meeting or proposed meeting to approve the issue under listing rule 7.1	n/a
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?	Yes
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?	250,000,000 ordinary shares fully paid
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

+ See chapter 19 for defined terms
31 January 2020

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. Note 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

23 November 2020

ASX Announcements Platform
Bridge Street
Sydney NSW 2001

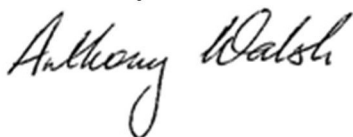
CLEANSING NOTICE - s708A(5)(e) of the Corporations Act 2001

Battery Minerals Limited (ASX: BAT) (“**Battery Minerals**” or the “**Company**”) is pleased to confirm that it has issued 250,000,000 fully paid ordinary shares at \$0.022 per Share on 23 November 2020 pursuant to a placement to sophisticated, professional and institutional investors (the **Shares**), made up of 250,000,000 fully paid ordinary shares from the Company’s Listing Rule 7.1 capacity (refer to the Company’s ASX announcement of 13 November 2020 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 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 Shares.

Yours faithfully,



Tony Walsh
Company Secretary