

Oceana Lithium Limited

ACN: 654 593 290

Notice of General Meeting

The General Meeting of Oceana Lithium Limited will be held at level 8, 99 St Georges Terrace Perth, Western Australia at 10am (WST) on 3 October 2023.

This notice of General Meeting should be read in its entirety. If Shareholders are in any doubt as to how they should vote, they should seek advice from their professional advisor prior to voting. Please contact the Company Secretary on + 61 417 978 955 or dan.smith@oceanalithium.com.au if you wish to discuss any matter concerning the Meeting.

Oceana Lithium Limited
ACN 654 593 290

Notice of General Meeting

Notice is hereby given that the General Meeting of the Shareholders of Oceana Lithium Limited will be held at level 8, 99 St Georges Terrace Perth, Western Australia at 10am (WST) on 3 October 2023 (**Meeting**).

The Explanatory Statement to this Notice of Meeting provides additional information on matters to be considered at the Meeting. The Explanatory Statement and Proxy Form form part of this Notice of Meeting.

Shareholders can vote by attending the Meeting by returning a completed Proxy Form or attending the Meeting in person. Instructions on how to complete a Proxy Form are set out in the Explanatory Statement.

Proxy Forms must be received by no later than 10am (WST) on 1 October 2023.

Terms and abbreviations used in this Notice and Explanatory Statement are defined in Schedule 1 of the Explanatory Statement.

The business of the Meeting affects your shareholding, and your vote is important. This Notice of Meeting should be read in its entirety. If Shareholders are in doubt as to how they should vote, they should seek advice from their professional advisors prior to voting.

The Directors have determined pursuant to Regulation 7.11.37 of the Corporations Regulations 2001 (Cth) that the persons eligible to vote at the Meeting are those who are registered Shareholders at 7:00pm (EST) on 1 October 2023.

AGENDA

RESOLUTION 1 - RATIFICATION OF PRIOR ISSUE OF SHARES UNDER THE MONARO OPTION

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

“That for the purposes Listing Rule 7.4 and for all other purposes, Shareholders ratify the issue of 1,000,000 Shares to Bullrun Capital Inc and Prospectus Capital Inc, and otherwise on the terms and conditions set out in the Explanatory Statement.”

A voting exclusion statement is set out below.

RESOLUTION 2 - RATIFICATION OF PRIOR ISSUE OF SHARES UNDER THE PLACEMENT

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 12,900,000 Shares at an issue price of \$0.32 per Share to institutional and sophisticated investors under the Placement to raise \$4.128 million, and otherwise on the terms set out in the Explanatory Statement.”

A voting exclusion statement is set out below.

RESOLUTION 3 - APPROVAL TO ISSUE ATTACHING OPTIONS UNDER THE PLACEMENT

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

“That for the purposes of Listing Rule 7.1 and for all other purposes, Shareholders approve the issue of 6,450,000 attaching Placement Options to the participants of the Placement on basis of 1 attaching Placement Option for every 2 Shares issued, and otherwise on the terms set out in the Explanatory Statement.”

A voting exclusion statement is set out below.

RESOLUTION 4 - APPROVAL TO ISSUE PLACEMENT OPTIONS - WESTAR CAPITAL LIMITED

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 3,000,000 Placement Options to Westar Capital Limited or its nominee, and otherwise on the terms set out in the Explanatory Statement.”

A voting exclusion statement is set out below.

RESOLUTION 5 - RATIFICATION OF PRIOR ISSUE OF SHARES FOR THE SOLONÓPOLE EXPLORATION PERMITS

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 agreement to issue 2,200,000 Shares issued or agreed to be issued in consideration to acquire the Solonópole Exploration Permits, and otherwise on the terms set out in the Explanatory Statement.”

A voting exclusion statement is set out below.

RESOLUTION 6 - ISSUE OF OPTIONS TO DIRECTOR JEROME (GINO) VITALE

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

“That for the purposes of Listing Rule 10.11 and for all other purposes, Shareholders approve the issue of 1,000,000 Options (exercise price \$0.50, expiring four years from issue) to Jerome (Gino) Vitale (or his nominee) under the Company’s employee incentive plan, and otherwise on the terms set out in the Explanatory Statement.”

A voting exclusion statement is set out below.

RESOLUTION 7 - APPROVAL TO ISSUE SECURITIES UNDER THE OCEANA INCENTIVE PLAN

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

“That for the purposes of Listing Rule 7.1 and for all other purposes, Shareholders approve the issue of:

(a) *1,000,000 Options (exercise price \$0.50, expiring 4 years from issue); and*

(b) *1,000,000 Performance Rights,*

to employees under the Oceana Incentive Plan, and otherwise on the terms set out in the Explanatory Statement.”

A voting exclusion statement is set out below.

RESOLUTION 8- APPROVAL TO INCREASE LIMIT UNDER THE OCEANA INCENTIVE PLAN

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

“That for the purposes ASX Listing Rule 7.2 exception 13 and for all other purposes, approval is given to increase the maximum number of securities that can be issued under the Company’s employee incentive scheme to 7,500,000 securities 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 1 - ratification of prior issue of Shares under the Monaro Option	The Monaro Vendors or the counterparties to the agreement being approved, or any associate of those persons.
Resolution 2 - ratification of prior issue of Shares under the Placement	Persons who participated in the issue or is a counterparty to the agreement being approved, or any associate of those persons.
Resolution 3 - issue of Placement Options to Placement Participants	A person who is expected to participate in, or who will obtain a material benefit as a result of, the proposed issue (except a benefit solely by reason of

	being a holder of ordinary securities in the entity) or any associate of such person.
Resolution 4 - issue of Placement Options to Westar Capital Limited	Westar Capital Limited and its associates and any person who will obtain a material benefit as a result of the proposed issue (except a benefit solely by reason of being a holder of ordinary securities in the entity).
Resolution 5 - ratification of prior issue of Shares under the N Green acquisition	N Green Minerals or the counterparties to the agreement being approved, or any associate of those persons.
Resolution 6 - issue of Performance Rights to Jerome (Gino) Vitale	Mr Vitale and his associates and any person who will obtain a material benefit as a result of the proposed issue (except a benefit solely by reason of being a holder of ordinary securities in the entity).
Resolution 7 - issue of securities under the Oceana Incentive Plan	A person who is expected to participate in, or who will obtain a material benefit as a result of, the proposed issue (except a benefit solely by reason of being a holder of ordinary securities in the entity) or any associate of such person.
Resolution 8 - increase of limit under the Oceana Incentive Plan	Persons who are eligible to participate in the scheme.

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

- (a) a person as proxy or attorney for a person who is entitled to vote on the resolution, 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
- (c) a holder acting solely as nominee, trustee, custodial or other fiduciary capacity on 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

A handwritten signature in black ink, appearing to read 'Daniel Smith', with a stylized flourish at the end.

Mr Daniel Smith
Company Secretary
31 August 2023 ☐

Explanatory Statement

1 □ INTRODUCTION

This Explanatory Statement has been prepared for the information of Shareholders in connection with the business to be conducted at the Meeting to be held at level 8, 99 St Georges Terrace Perth, Western Australia at 10am (WST) on 3 October 2023. The purpose of this Explanatory Statement is to provide information to Shareholders in deciding how to vote on the Resolutions set out in the Notice.

This Explanatory Statement should be read in conjunction with and forms part of the accompanying Notice, and includes the following:

1	INTRODUCTION	7
2	ACTION TO BE TAKEN BY SHAREHOLDERS	8
3	INTRODUCTION	9
4	RESOLUTION 1 - THE MONARO OPTION	14
5	RESOLUTIONS 2 TO 4 - RATIFICATION AND APPROVAL OF ISSUE OF SECURITIES RELATING TO THE PLACEMENT	15
6	RESOLUTION 5 - RATIFICATION OF AGREEMENT TO ISSUE SHARES TO ACQUIRE THE SOLONÓPOLE PERMITS	18
7	RESOLUTIONS 6 TO 8 - ISSUE OF SECURITIES UNDER THE OCEANA INCENTIVE PLAN	19

A Proxy Form is located at the end of this Explanatory Statement.

Any forward looking statements in this Explanatory Memorandum are based on the Company's current expectations about future events. They are, however, subject to known and unknown risks, uncertainties and assumptions, many of which are outside the control of the Company and its board, which could cause actual results, performance or achievements expressed or implied by forward-looking statements in this Explanatory Memorandum.

This Explanatory Memorandum does not take into account any person's investment objectives, financial situation or particular needs. If you are in any doubt about what to do in relation to the Meeting you should consult your financial or other professional advisor.

This Explanatory Memorandum includes exploration results and resource statements first announced by the Company to ASX on 5 July 2023. The Company confirms that it is not aware of any new information or data that materially affects these exploration results and resource statements.

ASX takes no responsibility for the contents of the Notice or Explanatory Statement.

Please contact the Company Secretary on + 61 417 978 955 or by email at dan.smith@oceanalithium.com.au if you wish to discuss any matter concerning the Meeting.

2 □ ACTION TO BE TAKEN BY SHAREHOLDERS

Shareholders should read the Notice and this Explanatory Statement carefully before deciding how to vote on the Resolutions.

2.1 □ Voting by Proxy

To vote by proxy, please complete and sign and return the Proxy Form (attached to the Notice) to the Company in accordance with the instructions on the Proxy Form.

In accordance with section 249L of the Corporations Act, Shareholders are advised that:

- (a) each Shareholder has the right to appoint a proxy;
- (b) the proxy need not be a Shareholder of the Company; and
- (c) a Shareholder who is entitled to cast 2 or more votes may appoint 2 proxies and may specify the proportion or number of votes each proxy is appointed to exercise. If the member appoints 2 proxies and the appointment does not specify the proportion or number of the member's votes, then in accordance with section 249X(3) of the Corporations Act, each proxy may exercise half of the votes.

The Company encourages Shareholders completing a Proxy Form to direct the proxy how to vote on the Resolutions. The Chair intends to vote all undirected proxies that he holds in favor of all Resolutions.

The Proxy Form must be received no later than 48 hours before the commencement of the Meeting, i.e. by no later than 10am (WST) on 1 October 2023. Any Proxy Form received after that time will not be valid for the Meeting.

Shareholders can appoint the Chair of the Meeting as their proxy. Shareholders can complete the proxy form to provide specific instructions on how a Shareholder's vote is to be cast on each item of business, and the Chair of the Meeting must follow your instructions. Undirected proxies held by the Chair will be cast in favour of all Resolutions.

2.2 □ Voting in person

All Shareholders are invited and encouraged to attend the Meeting.

To vote in person, attend the Meeting at the time, date and place set out in the Notice.

2.3□ Videoconference

The Meeting will be accessible to all Shareholders via videoconference on Teams, an online platform which will allow Shareholders to listen to and observe the Meeting. If you are a Shareholder and you wish to attend the Meeting virtually, you will need to pre-register for the Meeting by emailing the Company Secretary, Dan Smith (dan.smith@oceanalithium.com.au). Shareholders pre-registering will prior to the Meeting be emailed an electronic Teams invitation and poll voting slip. The poll voting slip will need to be completed and emailed back to the Company Secretary when asked to do so by the Meeting's Chair.

You may, if you have completed a Proxy Form, still attend the Meeting via the Teams videoconference facility. Any person you have appointed as proxy will cast your vote on your behalf unless you lodge a poll voting slip, in which case the proxy's appointment is withdrawn.

Please contact the Company Secretary on +61 417 978 955 or dan.smith@oceanalithium.com.au if you have any queries about the videoconference facility.

2.4□ Corporate representatives

Shareholders who are body corporates may appoint a person to act as their corporate representative at the Meeting by providing that person with a certificate or letter executed in accordance with the Corporations Act authorising him or her to act as the body corporate's representative. The authority may be sent to the Company and/or registry in advance of the Meeting.

2.5□ Eligibility to vote

The Directors have determined pursuant to Regulation 7.11.37 of the Corporations Regulations 2001 (Cth) that the persons eligible to vote at the Meeting are those who are registered Shareholders at 7:00pm (EST) on 1 October 2023.

2.6□ Voting by Shareholders at the Meeting

All Resolutions will be determined by a poll at the Meeting.

The Company encourages Shareholders who submit proxies to direct their proxy on how to vote on the Resolutions. As at the date of this Notice the Chairman of the Meeting intends to vote all undirected proxies in favour of each of the Resolutions.

3□ INTRODUCTION

3.1□ Introduction

On 5 July 2023 the Company announced that it had entered into an option (**Monaro Option**) to acquire Monaro Lithium Canada Inc, a Canadian incorporated company

that owns 100% of 207 mineral claims covering an area of 104.35km² in the James Bay lithium province in central Québec, Canada (**Monaro Project**).

Resolution 1 seeks Shareholder ratification of Shares issued to date for the Monaro Option. Shareholder approval to issue the balance of the securities under the Monaro Option will be sought at the Company's forthcoming annual general meeting.

To fund exploration on the Monaro Project, the Company has raised \$4.128m through the issue of 12,900,000 Shares (**Placement Shares**) at an issue price of \$0.32 per Share, together with 1 attaching Option (exercise price \$0.50, expiring 2 years from issue and otherwise on the terms in SCHEDULE 2) (**Placement Option**) for every 2 Share issued (**Placement**). The issue price represented an 17.9% discount to the last market price of the Company's Shares prior to announcing the Placement and a discount of 8.1% to the volume weighted average price in the preceding 15 trading days.

The Placement was undertaken without Shareholder approval using the Company's capacity under Listing Rules 7.1 and 7.1A, and the Shares were issued on 13 and 19 July 2023. **Resolutions 2 and 3** seek Shareholder approval to ratify the issue and approve the issue of attaching Placement Options.

In consideration for the Placement, the Company agreed to pay the Placement lead manager, Westar Capital Limited, a cash fee of 6% of the amount raised and, subject to Shareholder approval, 3 million Placement Options. **Resolution 4** seeks Shareholder approval to issue the Placement Options to Westar Capital.

On 16 January 2023 the Company announced an option agreement to acquire 2 advanced lithium exploration permits in the Solonópole area in the State of Ceara Brazil (Solonópole Permits). The total purchase price (option and exercise fees) was A\$150,000 and the issue of 1.6 million Shares, which has been paid, and a further \$50,000 and 600,000 Shares upon announcing a mineral resource of at least 2 million tonnes with a minimum grade of 1.2% Li₂O from the permits within 3 years. The agreement was made without Shareholder approval and using the Company's capacity under Listing Rule 7.1. **Resolution 5** seeks Shareholder approval to ratify the agreement and issue.

In partial recognition of work performed for the Company, including securing the Monaro Option, the Company seeks Shareholder approval to issue the Company's executive Chair, Mr Jerome (Gino) Vitale 1 million Options. **Resolution 6** seeks that approval.

Under the terms of the Company's employee incentive plan that was disclosed in the Company's IPO prospectus, up to 3,220,000 equity securities could be issued without Shareholder approval. To date the Company has issued 1,500,000 convertible securities, leaving it the capacity to issue up to a further 1,720,000 convertible securities without Shareholder approval. **Resolution 7** seeks Shareholder approval to issue 1 million Options and 1 million Performance Rights to employees.

Resolution 8 seeks Shareholder approval to increase the number of securities that can be issued under the plan to 7,500,000 equity securities.

The Directors recommend Shareholders vote for each Resolution save:

- (a) with respect to Mr Vitale, Resolutions 6 and 8; and
 - (b) with respect to Mr Zeng, Resolution 8; and
 - (c) with respect to Mr Mottram, Resolution 8,
- as they have an interest in those Resolutions.

3.2 ☐ **Monaro Project**

Information on the Monaro Project and the Monaro Option are set out in the Company's announcements to ASX on 5 July 2023 and 17 August 2023.

Under the terms of the Monaro Option, the Company has until 31 December 2023 to complete due diligence and exercise the Monaro Option. The option may be extended by 3 months by paying Noranda and the Connector Vendors C\$25,000 each or in the event of a force majeure.

Shareholder approval to exercise the Monaro Option will be sought at the Company's forthcoming annual general meeting, at which time the Company hopes to have completed a substantial portion of its due diligence to exercise the option.

3.3 ☐ **Placement**

On 5 July 2023 the Company announced the Placement, with the issue of 12,009,375 Shares completed on 13 July 2023 and a further 890,625 completed on 19 July 2023. Funds raised under the Placement will be used to conduct due diligence and fund an exploration program on the Monaro Project. In the event that the Monaro Option is not exercised, funds raised will be used for general working capital purposes.

Shareholder approval is sought under **Resolutions 2 and 3** to ratify the issue and approve the issue of attaching Placement Options, and **Resolution 4** seeks Shareholder approval to issue Placement Options to Westar Capital, the broker to the Placement.

3.4 ☐ **Solonópole Project**

On 16 January 2023 the Company announced an option to acquire exploration licences 800306/2020 and 800307/2020 (**Solonópole Permits**) prospective for lithium in the Solonópole area in the State of Ceara, Brazil from N Green Minerais Ltda.

The purchase price was \$150,000 in cash, 1.6 million Shares issued upon exercising the option and a further \$50,000 and 600,000 Shares issued if minimum JORC classified Mineral Resource of 2 million tonnes or more with a minimum grade of 1.2% Li₂O is announced on the Solonópole Permits within 3 years of the permits being acquired (i.e. 3 May 2026). The agreement to issue the Shares was made using the Company's 15% capacity under Listing Rule 7.1 and without Shareholder approval.

The 1.6 million Shares are subject to 12 months escrow from issue and the 600,000 Shares subject to 3 months escrow from issue.

The option was exercised on 3 May 2023, and 1.6 million Shares were issued on that date.

Further information on the Solonópole Permits is set out in the Company's announcements to ASX on 16 January 2023, 4 May 2023, 21 June 2023 and 7 August 2023.

Resolution 5 seeks Shareholder approval to ratify the agreement to issue 2,200,000 Shares issued to N Green.

3.5□ Issue of securities to Mr Vitale, ratification of issue of securities under the Oceana Incentive Plan and amendments to the Company's Employee Incentive Plan

On 7 October 2022 the Company announced the resignation of its executive Director, Mr Sebastian Kneer. Following this, the Company's Chair, Mr Jerome (Gino) Vitale temporarily assumed executive responsibilities with respect to the Company's existing activities and asset portfolio including management of the day-to-day affairs of the Company, as reported by the Company in its Quarterly Reports for 31 December 2022, 31 March 2023, 30 June 2023 and in its announcement of 5 July 2023. This has included recruiting a senior exploration geologist to provide technical oversight of the Company's exploration activities, expansion of the Company's exploration team in Brazil, recruiting and managing a corporate administration team in Brazil, internal and external reporting functions, implementation of internal systems and controls, investor relations and communications generally and sourcing, evaluating and negotiating potential project acquisitions considered to be complementary to the Company's exploration portfolio.

Mr Vitale was responsible for identifying the Monaro Project opportunity and conducted extensive negotiations with the vendors and third parties to bring the multiple blocs of permits previously held by a number of separate parties together under one ownership structure to form what is now known as the Monaro Project. Mr Vitale will continue in an executive role for the purpose of completing the acquisition and coordination of the 2023 summer field season as part of due diligence during the Monaro Option period, as well as advancing the Solonópole project, where an inaugural drilling program was recently commenced (refer ASX announcements 4 May 2023, 21 June 2023 and 7 August 2023).

In recognition of Mr Vitale's work at an executive level and subject to Shareholder approval, Oceana intends to issue 1 million Options (\$0.50 expiring 4 years from issue) to Mr Vitale (the **Vitale Securities**):

Resolution 6 seeks Shareholder approval to issue the Vitale Securities to Mr Vitale.

Prior to its listing on ASX in July 2022 the Company adopted an employee incentive plan to recruit, remunerate and incentivise senior staff (**Oceana Incentive Plan**). At the time of adoption, the maximum number of securities that could be issued under

the plan was 3,220,000 equity securities, or what was then 5% of the Company's issued Shares.

Oceana has to date issued 1.5 million securities under the Oceana Incentive Plan. The Company proposes to issue an additional 2 million equity securities under the Plan, which given this will exceed the maximum number of securities that can presently be issued under the Plan, requires Shareholder approval. **Resolution 7** seeks that approval.

Resolution 8 seeks Shareholder approval to increase the number of equity securities that can be issued under the Oceana Incentive Plan to 7,500,000.

3.6□ Effect on the capital structure of the Company and dilution

The effect of the various issues on the capital structure of the Company is, assuming all Resolutions are passed and no other securities are issued, as set out in the table in SCHEDULE 4. The table shows the following capital structures:

- (a) Current securities on issue, showing both the number of Shares currently on issue, and assuming that all existing Options and Performance Rights on issue are converted to Shares (i.e. a fully diluted basis).
- (b) Assuming the issue of all equity securities under the Resolutions, and assuming that all Options and Performance Rights are converted (i.e. a fully diluted basis).

As the only securities to be issued under the Resolutions are convertible securities, Shareholders will not, as a result of the Resolutions being approved, be diluted. However, on a fully diluted basis, existing Shareholders will be diluted from holding 60.57% of the Company's Shares to 54.33% - a dilution of 6.24%.

3.7□ 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.

ASX Listing Rule 7.1A provides that in addition to issues permitted without prior shareholder approval under ASX Listing Rule 7.1, an entity that is eligible and obtains shareholder approval under ASX Listing Rule 7.1A may issue or agree to issue during the period for which the approval is valid a number of Equity Securities which represents 10% of the fully paid ordinary securities on issue at the commencement of that 12 month period as calculated in accordance with the formula in ASX Listing Rule 7.1A.

Where an eligible entity obtains shareholder approval of its placement capacity under ASX Listing Rule 7.1A, then any ordinary securities issued under that additional placement capacity:

- (a) will not be counted in variable “A” in the formula in ASX Listing Rule 7.1A; and
- (b) are counted in variable “E”,

until their issues have been ratified under ASX Listing Rule 7.4 (and provided that the previous issue did not breach ASX Listing Rule 7.1A) or 12 months has passed since their issues.

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

Securities issues that are ratified by Shareholders under Listing Rule 7.4 are not included in calculating an entity’s 15% capacity under Listing Rule 7.1 or 10% capacity under Listing Rule 7.1A.

4 □ RESOLUTION 1 - THE MONARO OPTION

The background to the Monaro Option is set out in section 3.2 above.

Resolution 1 seeks Shareholder approval to ratify the issue of 1,000,000 Shares already issued as part consideration for the grant of the Monaro Option. Approval to issue the balance of the securities to be issued under the Monaro Option will be sought at the Company’s forthcoming annual general meeting.

The effect on the capital structure of the Company and dilution effect from the issue under Resolution 1 are set out in section 3.5.

4.1 □ Resolution 1 - Technical information required by ASX Listing Rule 7.5

For the purposes of Listing Rule 7.5, the following information is provided in relation to Resolution 1:

- (a) The Shares were issued to a nominee of Bullrun Capital Inc and Prospectus Capital Inc, persons to whom Listing Rule 10.11 does not apply.
- (b) 1,000,000 Shares were issued pursuant to ASX Listing Rule 7.1.
- (c) The Shares are ordinary fully paid shares in the capital of the Company and rank equally in all respects with the existing Shares on issue.
- (d) The Shares were issued on 5 July 2023.
- (e) The deemed issue price of the Shares was \$0.32 per Share.
- (f) The Shares were issued as part consideration for the option fee under the Monaro Option, and no funds were raised from the issue.

(g) Other than as set out in section 3 and this section, there are no other material terms in relation to the issue.

(h) A voting exclusion statement is included in the Notice.

If Resolution 1 is passed, the 1,000,000 Shares will be excluded in calculating the Company's 15% limit in Listing Rule 7.1, effectively increasing the number of equity securities the Company can issue without shareholder approval over the 12-month period following the issue date.

If Resolution 1 is not passed, the issue will be included in calculating the Company's 15% limit in Listing Rule 7.1, effectively limiting the number of equity securities the Company can issue without shareholder approval over the 12-month period following the issue date.

4.2□ Directors' recommendation

The Directors unanimously recommend that Shareholders vote in favour of Resolution 1. These will refresh the Company's capacity to issue equity securities under Listing Rule 7.1.

5□ RESOLUTIONS 2 TO 4 - RATIFICATION AND APPROVAL OF ISSUE OF SECURITIES RELATING TO THE PLACEMENT

5.1□ Introduction

The background to the Placement is set out in sections 3.1 and 3.3 above.

Resolution 2 seeks Shareholder approval to ratify the issue of 12,900,000 Shares under the Placement.

Resolution 3 seeks Shareholder approval to issue investors under the Placement one attaching Placement Option for every two Shares issued under the Placement, or 6,450,000 Placement Options.

Resolution 4 seeks Shareholder approval to issue 3,000,000 Placement Options to Westar Capital, as part consideration for acting as lead manager to the Placement.

The effect on the capital structure of the Company and dilution effect from the issue and the proposed issues under Resolutions 2 to 4 are set out in section 3.5.

5.2□ ASX Listing Rules 7.1 and 7.1A

ASX Listing Rules 7.1 and 7.1A are set out above.

5.3□ Resolution 2 - 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 Placement Shares:

- (a) The securities were issued to institutional and sophisticated investors lead-managed by Westar Capital Limited, who are not related parties to the Company or otherwise persons to whom Listing Rule 10.11 applies.
- (b) The number of securities issued by the Company is 12,900,000 Placement Shares.
- (c) The Placement Shares are fully paid ordinary shares in the capital of the Company, ranking equally with existing Shares on issue.
- (d) The Placement Shares were issued on:
 - (i) 12,009,375 Shares were issued on 13 July 2023; and
 - (ii) 890,625 Shares were issued on 19 July 2023.
- (e) The Placement Shares were issued at an issue price of \$0.32 per Share.
- (f) The Placement Shares were issued to raise \$4,128,000 (before costs). The intended use of funds is set out in section 3.3.
- (g) Other than those set out in section 3.3 and this section 5, there are no other material terms in relation to the issue.
- (h) A voting exclusion statement is included in the Notice.

If Resolution 2 is passed, the issue will be excluded in calculating the Company's 15% and 10% limit under Listing Rules 7.1 and 7.1A, effectively increasing the number of equity securities it can issue without Shareholder approval over the 12 months following the issues.

If Resolution 2 is not passed, the issues will be included in calculating the Company's 15% and 10% limit under Listing Rules 7.1 and 7.1A, effectively limiting the number of equity securities it can issue without Shareholder approval under Listing Rule 7.1 and 7.1A over the 12 months following the issue.

5.4 □ Resolution 3 - 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 Placement Options:

- (a) The Placement Options will be issued to participants of the Placement, who are not related parties to the Company or otherwise persons to whom Listing Rule 10.11 applies.
- (b) The number of securities to be issued is 6,450,000 Placement Options.
- (c) The securities to be issued are Options which have an exercisable price of \$0.50 each and an expiry date of 2 years from issue, and otherwise are on the terms and condition set out in SCHEDULE 2.
- (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 Placement Options will be issued as attaching Options to the participants under the Placement for nil cash consideration.
- (f) No Funds will be raised from the issue of the Placement Options as they are issued as attaching Options. Funds raised from the exercise of the Placement Options will be used towards working capital of the Company.
- (g) As of the date of this Notice, other than those set out in section 3.3, this section 5 and SCHEDULE 2, there are no other material terms relating to the proposed issue.
- (h) A voting exclusion statement is included in the Notice.

By approving the issue of attaching Placement Options under Resolution 3, the Company can issue Placement Options to participants under the Placement. Shares issued on exercise of the Placement Options will also be included in calculating the number of Shares on issue to determine the Company's 15% and 10% limits in Listing Rules 7.1 and 7.1A, effectively increasing the number of equity securities the Company can issue without shareholder approval over the 12-month period following the issue.

If Shareholder approval is not obtained, the Company must pay investors participating in the Placement the cash value of the Placement Options.

5.5□ Resolution 4 - 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 Placement Options to Westar Capital Limited:

- (a) The Placement Options will be issued to the lead manager of the Placement, Westar Capital Limited (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 3,000,000 Placement Options.
- (c) The securities to be issued are Options which have an exercisable price of \$0.50 each and an expiry date of 2 years from issue, and otherwise are on the terms and condition set out SCHEDULE 2.
- (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 Placement Options will be issued for nil cash consideration but as part of the remuneration for Westar Capital Limited acting as the lead manager of the Placement.
- (f) No Funds will be raised from the issue of the Placement Options as they are issued to remunerate Westar Capital Limited for acting as the lead manager of the Placement. Funds raised from the exercise of the Placement Options will be used towards working capital of the Company.

- (g) As of the date of this Notice, other than those set out in section 3.3, this section 5 and SCHEDULE 2, there are no other material terms relating to the proposed issue.
- (h) A voting exclusion statement is included in the Notice.

By approving the issue of Placement Options under Resolution 4, the Company can issue Placement Options to Westar Capital. Shares issued on exercise of the Placement Options will also be included in calculating the number of Shares on issue to determine the Company's 15% and 10% limits in Listing Rules 7.1 and 7.1A, effectively increasing the number of equity securities the Company can issue without shareholder approval over the 12-month period following the issue.

If Shareholder approval is not obtained, the Company must pay Westar Capital the cash value of the Placement Options.

5.6□ Directors' recommendation

The Directors unanimously recommends that Shareholders vote in favour of Resolutions 2 to 4 for the reasons set out above.

6□ RESOLUTION 5 - RATIFICATION OF AGREEMENT TO ISSUE SHARES TO ACQUIRE THE SOLONÓPOLE PERMITS

6.1□ Introduction

The background to Resolution 5 is set out in section 3.4 above.

Resolution 5 seeks Shareholder approval to ratify the agreement to issue of 2.2 million Shares to acquire the Solonópole Permits, of which 1.6 million Shares have been issued and a further 600,000 Shares may be issued as deferred consideration upon announcing a mineral resource on the Solonópole Permits.

The effect on the capital structure of the Company and dilution effect from agreement under Resolution 5 is set out in section 3.5.

6.2□ ASX Listing Rules 7.1

ASX Listing Rule 7.1 is set out above.

6.3□ Resolution 5 -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, and the agreement to issue, Shares to acquire the Solonópole Permits.

- (a) The agreement to issue the securities is with N Green Minerais Ltda, who is not a related party to the Company or otherwise persons to whom Listing Rule 10.11 applies.

- (b) The number of securities agreed to be issued by the Company is 2,200,000 Shares.
- (c) The Shares issued and to be issued are fully paid ordinary shares in the capital of the Company, ranking equally with existing Shares on issue.
- (d) The agreement to issue the Shares was entered into on or about 16 January 2023, with 1,600,000 Shares being issued on 3 May 2023 and a further 600,000 Shares to be issued if a mineral resource with a minimum grade of 1.2% Li₂O is announced on the Solonópole Permits within 3 years of the permits being acquired (i.e. by 3 May 2026).
- (e) The Shares were issued at a deemed issue price of \$0.32 per Share, being the closing price on that date.
- (f) The Shares were issued as part consideration to acquire the Solonópole Permits, and no funds will be raised from the issue.
- (g) Other than those set out in section 3.4 and this section 6, there are no other material terms in relation to the issue.
- (h) A voting exclusion statement is included in the Notice.

If Resolution 5 is passed, the Shares issued under the Solonópole Acquisition will be excluded in calculating the Company's 15% under Listing Rules 7.1, effectively increasing the number of equity securities it can issue without Shareholder approval over the 12 months following the agreement.

If Resolution 5 is not passed, the issues will be included in calculating the Company's 15% limit under Listing Rules 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 agreement.

7 ☐ RESOLUTIONS 6 TO 8 - ISSUE OF SECURITIES UNDER THE OCEANA INCENTIVE PLAN

7.1 ☐ Introduction

The background to Resolutions 6 to 8 is set out in section 3.5 above.

Resolution 6 seeks Shareholder approval to issue 1 million Options to Mr Vitale

Resolution 7 seeks Shareholder approval to issue 1 million Placement Options and 1 million Performance Rights to the Company's employees and consultants.

Resolution 8 seeks Shareholder approval to increase the number of securities that can be issued under the Oceana Incentive Plan in accordance with Listing Rule 7.2 exception 13(b).

A Summary of the Plan is set out in SCHEDULE 3. The effect of the proposed issues on the capital structure of the Company is set out in section 3.6.

7.2 Regulatory requirements

ASX Listing Rule 10.11 provides that unless one of the exceptions in Listing Rule 10.12 applies, a listed company must not issue or agree to issue equity securities to a related party unless it obtains the approval of its shareholders.

The proposed issue to Mr Vitale falls within Listing Rule 10.11.1 and none of the exceptions in Listing Rule 10.12 apply. Shareholder approval is therefore required under Listing Rule 10.11 for the proposed issue.

If approval is given under Listing Rule 10.11, Shareholder approval is not required under Listing Rule 7.1 and the Company can 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 6 is not passed, the Vitale Securities will not be issued and the Company will need to consider other ways to remunerate Mr Vitale. This is likely to have an adverse impact on the Company's cash position.

Chapter 2E of the Corporations Act prohibits a public company from giving a financial benefit to a related party of the company unless either:

- (a) the giving of the financial benefit falls within one of the exceptions to the provision, such if the benefit is reasonable remuneration having regard to the company and related party's circumstances; or
- (b) prior shareholder approval is obtained to the giving of the financial benefit.

Related party is widely defined under the Corporations Act, and includes a company's directors. Financial benefit is defined broadly and includes issuing securities. The Corporations Act requires that any consideration that is given is disregarded, even if the consideration is adequate.

The proposed issue to Mr Vitale constitutes giving a financial benefit and Mr Vitale is a related party of the Company by virtue of being a Director.

The Directors (other than Mr Vitale who has a material personal interest in the Resolution) consider that the Vitale Securities - to be issued to reward and incentivise Mr Vitale - to be reasonable remuneration in the Company and Mr Vitale's circumstances, so that Shareholder approval under Chapter 2E of the Corporations Act is not required.

7.3 Resolution 6 - Information required by Listing Rule 10.13

For the purposes of Listing Rule 10.13, the following information is provided about the proposed issue of securities:

- (a) The Vitale Securities will be issued to Mr Jerome (Gino) Vitale, the Company's Executive Chair, or his nominee, who is a related party of the Company.
- (b) By virtual of being a Director, Listing Rule 10.11.1 applies.
- (c) The number of securities to be issued 1 million Options.

- (d) The terms of the securities to be issued are Options with an exercise price of \$0.50, expiry date of 4 years from issue and otherwise on the terms in SCHEDULE 2.
- (e) The securities will be issued no later than 1 month after the date of the meeting (or such later date to the extent permitted by any ASX waiver or modification of the Listing Rules) and it is intended that issue will occur on the same date.
- (f) The Vitale Securities will be issued for nil cash consideration as part of the remuneration package for Mr Vitale.
- (g) The securities are issued as part of Mr Vitale's remuneration package, and no funds will be raised through the issues.
- (h) The current total remuneration package of Mr Vitale consists of:
 - (i) Director's fees of \$84,000 per annum plus applicable superannuation.
 - (ii) consulting fees paid or accrued for the year to 30 June 2023 of \$135,000 plus applicable superannuation.
 - (iii) the Vitale Securities (the subject of Resolution 6).
- (i) Other than those set out in this section, there are no other material terms in relation to the issues.
- (j) A voting exclusion statement is included in the Notice.

Mr Vitale's current holding of the Company's securities is as follows:

- (a) 7,764,000 Shares (which are escrowed until 1 July 2024);
- (b) 340,000 Performance Rights; and
- (c) 500,000 Options (with an exercise price of \$0.30 and expiry date of 1 April 2026).

7.4 Regulatory requirements

As set out in section 3.7 above, 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.

Shareholder approval is not required under the Corporations Act or the Listing Rules for the operation of the Oceana Incentive Plan. However, Shareholder approval is being sought to allow the Company to rely on an exception to the calculation of the Listing Rules 7.1 and 7.1A on the number of securities that may be issued without Shareholder Approval. Listing Rule 7.2 exception 13(b) provides that Listing Rules 7.1 and 7.1A do not apply to an issue of securities under an employee incentive scheme that has been approved by Shareholders, where the issue of securities is within 3 years from that date of Shareholder approval of the issue of securities under the employee incentive scheme.

Participation under the Oceana Incentive Plan is limited to Directors, employees and service providers of the Company. As noted above, if an issue is to be made to Directors, then separate Shareholder approval will need to be obtained.

7.5□ Resolution 7 - 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 Placement Options and Performance Rights to employees:

- (a) The Placement Options and Performance Rights will be issued to the Company's employees, who are not related parties to the Company or otherwise persons to whom Listing Rule 10.11 applies.
- (b) The number of securities to be issued is 1,000,000 Placement Options and 1,000,000 Performance Rights.
- (c) The securities to be issued are:
 - (i) Options which have an exercisable price of \$0.50 each and an expiry date of 4 years from issue, and otherwise are on the terms and condition set out in SCHEDULE 2.
 - (ii) Performance Rights which have the terms as set out in the Oceana Incentive Plan.
- (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 securities will be issued to reward and incentivize the Company's employees, and for nil cash consideration.
- (f) No Funds will be raised from the issue of the securities as they are issued as remuneration. Funds raised from the exercise of the Placement Options will be used towards working capital of the Company.
- (g) As of the date of this Notice, other than those set out in section 3.5, this section 7.5 and SCHEDULE 3, there are no other material terms relating to the proposed issue.
- (h) A voting exclusion statement is included in the Notice.

By approving the issue of securities under Resolution 7, the Company can issue 2 million equity securities to the Company's employees. Shares issued on conversion of the securities will also be included in calculating the number of Shares on issue to determine the Company's 15% and 10% limits in Listing Rules 7.1 and 7.1A, effectively increasing the number of equity securities the Company can issue without shareholder approval over the 12-month period following the issue.

If Shareholder approval is not obtained, the Company must remunerate employees in cash.

7.6 ☐ Resolution 8 - Information required by Listing Rule 7.3

For the purposes of Listing Rule 7.2 exception 13, the following information is provided about the scheme:

- (a) A summary of the terms of the Plan is set out in SCHEDULE 3.
- (b) The Company included the terms of its employee incentive scheme in the Company's prospectus dated 4 April 2022.
- (c) The maximum number of securities that can be issued under the Plan following Shareholder approval is 7,500,000.
- (d) A voting exclusion statement is included in the Notice.

The Directors remuneration for the period 1 July 2022 to 30 June 2023 is as follows:

	Director Fees (excluding applicable superannuation)	Other (excluding applicable superannuation)
Jerome (Gino) Vitale	\$84,000	- \$135,000 consulting fees for executive services - Subject to Shareholder approval, 1 million Options (Resolution 7)
Qingtao Zeng	\$60,000	\$45,500
Simon Mottram	\$60,000	-

Passing Resolution 8 will allow the Company to issue securities for the benefit of participants of the Plan whilst preserving the Company's placement limits for issuing securities and provide flexibility in the manner in which the Plan is managed.

If Resolution 8 is not passed, the Company may still issue securities to key personnel other than Directors on the terms as set out in SCHEDULE 3, however those securities will count towards the Company's 15% placement capacity under Listing Rule 7.1.

7.7 ☐ Directors recommendation

The Directors (other than Mr Vitale who has a personal interest in the matter) recommend that Shareholders vote in favour of Resolution 6. These will allow the Company to issue securities to remunerate for performance to date and incentivise Mr Vitale for future services to the Company.

The Directors recommend that Shareholders approve Resolution 7 as it will better incentivize employees and consultants.

The Directors refrain from making a recommendation in relation to Resolution 8 as they are (subject to Shareholder approval) eligible to participate in the Oceana Incentive Plan, and have a personal interest in the Resolution.

SCHEDULE 1 □ GLOSSARY

\$ or A\$ means Australian dollars.

ASX Listing Rules means the Listing Rules of ASX.

ASX means ASX Limited (ACN 008 624 691) or the financial market operated by ASX Limited, as the context requires.

Board means the current board of directors of the Company.

Broker Options means Placement Options to be issued to Westar Capital Limited.

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.

Chair means the chair of the Meeting.

Company or Oceana means Oceana Lithium Limited (ACN 654 593 290).

Connector Vendors means Bullrun Capital Inc. and Prospectus Capital Inc., companies incorporated in Canada.

Constitution means the Company's constitution.

Corporations Act means the *Corporations Act 2001* (Cth).

Directors means the current directors of the Company.

Explanatory Statement means the explanatory statement accompanying the Notice.

Meeting or **General Meeting** means the meeting convened by the Notice.

Monaro Licences means those permits set out in the Company's announcement of 5 July 2023, at Annexure A, under heading "Monaro".

Monaro Option has the meaning given in section 3.1.

Monaro Project has the meaning given in section 3.1.

Monaro Vendors means Noranda and the Connector Vendors.

N Green means N Green Minerais Ltda, a company incorporated in Brazil.

Noranda means Noranda Royalties Inc., a company incorporated in Canada.

Notice or **Notice of Meeting** means this notice of meeting including the Explanatory Statement and the Proxy Form.

Oceana Incentive Plan or Plan has the meaning given in section 3.5.

Option means an option to be issued a Share.

Performance Hurdle means, with respect to a Performance Right, the condition that must be satisfied for the Performance Right to convert to Shares.

Performance Rights means a right to be issued a Share upon the occurrence of a Performance Hurdle.

Placement has the meaning given in section 3.1.

Placement Option has the meaning given in section 3.1.

Placement Shares has the meaning given in section 3.1.

Proxy Form means the proxy form accompanying the Notice.

Resolutions means the resolutions set out in the Notice, or any one of them, as the context requires.

Section means a section of the Explanatory Statement.

Share means a fully paid ordinary share in the capital of the Company.

Shareholder means a registered holder of a Share.

Solonópole Permits has the meaning given in section 3.1.

Vitale Securities has the meaning given in section 3.5.

VWAP has the meaning given in the Listing Rules.

WST means Western Australian Standard Time.

SCHEDULE 2 - PLACEMENT OPTIONS

- (a) Each Placement Option entitles the holder to, upon exercise, be issued one Share.
- (b) The exercise price of the Options is \$0.50 each.
- (c) The expiry date of a Placement Option is 2 years from issue.
- (d) The Placement Options may be exercised at any time prior to the expiry date, in whole or in part, upon payment of the exercise price per Placement Option.
- (e) The Placement Options are freely transferable subject to any restriction or escrow arrangements imposed by the Corporations Act and the ASX Listing Rules.
- (f) The holder of a Placement Option may not exercise less than 1,000 Placement Options at any one time unless the holder has less than 1,000 Options in which event the Holder must exercise all of the Placement Options together.
- (g) The Company will provide to each Placement Option holder a notice that is to be completed when exercising the Placement Options (Notice of Exercise). Placement Options may be exercised by the Placement Option holder in whole or in part by completing the Notice of Exercise and forwarding the same to the Share Registry to be received prior to the expiry date. The Notice of Exercise must state the number of Placement Options exercised, the consequent number of Shares to be issued and the identity of the proposed subscribers. The Notice of Exercise by a Placement Option holder must be accompanied by payment in full for the relevant number of Placement Options being exercised, being an amount of the exercise price per Placement Option.
- (h) All Shares issued upon the exercise of the Placement Options will rank equally in all respects with the Company's then issued Shares. The Company must apply to the ASX in accordance with the Listing Rules for all Shares pursuant to the exercise of Placement Options to be admitted to quotation.
- (i) There are no participating rights or entitlements inherent in the Placement Options and the holders will not be entitled to participate in new issues or pro-rata issues of capital to Shareholders during the term of the Placement Options. Thereby, the Option holder has no rights to a change in:
 - (i) the exercise price of the Placement Option; or
 - (ii) period of exercise of the Placement Option; or
 - (iii) except in the event of a Bonus Issue (defined below), a change to the number of underlying securities over which the Placement Option can be exercised.
- (j) The Company will ensure, for the purposes of determining entitlements to any issue, that Placement Option holder will be notified of a proposed issue after the issue is announced. This will give Placement Option holders the

opportunity to exercise their Placement Options prior to the date for determining entitlements to participate in such issues.

- (k) If from time to time on or prior to the Expiry Date the Company makes a bonus issue of securities to holders of Shares in the Company (Bonus Issue), then upon exercise of his or her Placement Options a holder will be entitled to have issued to him or her (in addition to the Shares which he or she is otherwise entitled to have issued to him or her upon such exercise) the number of securities which would have been issued to him or her under that Bonus Issue if the Placement Options had been exercised before the record date for the Bonus Issue.
- (l) In the event of any reconstruction (including consolidation, subdivisions, reduction or return) of the authorised or issued capital of the Company, all rights of the Placement Option holder shall be reconstructed (as appropriate) in accordance with the ASX Listing Rules.

SCHEDULE 3 □ DIRECTOR AND EMPLOYEE INCENTIVE PLAN

The Company has established an employee incentive scheme (Incentive Plan), the material terms of which are as follows:

3.1 □ Purpose of the Plan

- (a) provide an incentive for Eligible Participants to participate in the future growth of the Company and, upon becoming shareholders, to participate in the Company's profits and development; and
- (b) ensure that securities issued under the Equity Incentive Plan are issued in accordance with the Corporations Act and the Listing Rules.

3.2 □ Participants in the Plan

The Board may offer Options and/or Performance Rights (Incentive Securities) to persons (Plan Participants) who are Directors, employees or consultants of the Company based on a number of criteria including potential contribution to the Company in the future and other factors the Board considers relevant and on such issue terms as the Directors see fit.

Upon receipt of such an offer, the Plan Participant may nominate a nominee acceptable to the Board to be issued with the Incentive Securities.

3.3 □ Number of Incentive Securities

The maximum number of Incentive Securities issued under the Plan over a 3 year period is 5% of the total number of fully paid ordinary shares on issue in the Company.

3.4 □ Terms of Incentive Securities

- (a) An uncertified holding statement will be issued for the Incentive Securities;
- (b) The Incentive Securities shall lapse on the earliest of the relevant dates set out below (Expiry Date):
 - (i) the date on which the Plan Participant's appointment with the Company is terminated for cause;
 - (ii) unless the Board agrees otherwise, the Participant's resignation or employment or engagement with the Company or an associated body corporate is terminated;
 - (iii) the date specified by the Board upon the grant of an Incentive Securities.
- (c) Incentive Securities shall be issued subject to such vesting conditions as the Board determines.
- (d) Each Incentive Security shall carry the right in favour of the Plan Participant to be issued one (1) Share upon:

- (i) in the case of Options, vesting of the Option and (if applicable) payment of the Option exercise price determined by the Board in its discretion (Exercise Price); and
 - (ii) In the case of Performance Rights, vesting of the Performance Rights.
- (e) The Option Exercise Price shall be payable in full on exercise of the Options.
- (f) The Options held by each Option holder may be exercised in whole or in part, at any time upon any vesting conditions being satisfied, up to and including the Expiry Date by the delivery to the registered office of the Company of a notice in writing stating the intention of the Plan Participant to:
 - (i) exercise all or a specified number of Options; and
 - (ii) pay the Exercise Price by way of subscription monies in full for the exercise of each Option.

The notice must be accompanied by a cheque made payable to the Company for the subscription monies for the shares. An exercise of only some Options shall not affect the rights of the Plan Participant to the balance of the Options held by the Plan Participant, subject to any vesting conditions.

- (g) The Company shall allot the resultant shares and deliver the share certificate or uncertified holding statement within 5 business days of the exercise of the Options or vesting of Performance Rights (as the case may be).
- (h) Incentive Securities shall not be listed for Official Quotation on ASX.
- (i) The Incentive Securities are not transferable except to an associate (as defined in the Corporations Act) of the Plan Participant or nominee approved by the Board in its discretion.
- (j) Shares allotted pursuant to an exercise of the Options or vesting of Performance Rights shall rank from the date of allotment, equally with existing fully paid ordinary shares in all respects.
- (k) The Company shall, in accordance with the Listing Rules, make application to have Shares allotted pursuant to an exercise of Options or vesting of Performance Rights listed for Official Quotation on ASX.
- (l) In the event of a reconstruction (including consolidation, subdivision, reduction or return of the issued capital of the Company), all rights of the Plan Participant shall be reconstructed in accordance with the Listing Rules.
- (m) (xiii) Subject to paragraph (xii), the Plan Participant shall have no rights to a change in the Exercise Price of an Option or a change to the number of Shares over which an Option can be exercised.
- (n) (xiv) If the Company enters into a scheme of arrangement, a takeover bid is made for the Company's shares, or a party acquires a sufficient interest in the Company to enable them to replace the Board (or the Board forms the view that one of those events is likely to occur) then the Board may declare

an Option to be free of any conditions of exercise. Options which are so declared may be exercised at any time on or before they lapse.

- (o) (xv) There are no participating rights or entitlement inherent in the Incentive Securities and Plan Participants will not be entitled to participate in new issues of securities offered to Shareholders of the Company during the currency of the Incentive Securities.

3.5□ Taxation

Under current taxation laws any taxation liability in relation to the Incentive Securities, or the Shares issued on exercise of the Options or vesting of Performance Rights, will fall on the Plan Participants.

3.6□ Lapse

If at any time before the exercise of an Incentive Securities, the holder of the Incentive Securities ceases to be an Eligible Employee, all Incentive Securities held by the Eligible Employee will automatically lapse unless the Board otherwise determines.

3.7□ Participation by Directors

Although Directors are eligible to be offered Incentive Securities under the Plan, this requires specific shareholder approval due to the requirements of the ASX Listing Rules and the Corporations Act.

3.8□ Administration of the Plan

The Incentive Plan will be administered under the directions of the Board and the Board may make regulations and establish procedures for the administration and management of the Incentive Plan as it considers appropriate.

3.9□ Operation

The operation of the Incentive Plan is subject to the ASX Listing Rules and the Corporations Act.

SCHEDULE 4 CAPITAL STRUCTURE AND DILUTION

	Current ¹				Following approval of all Resolutions ²			
	Undiluted		Fully Diluted		Undiluted		Fully Diluted	
	Shares	%	Shares	%	Shares	%	Shares	%
Existing Shares on issue (excluding Shares the subject of Resolution 1 (1m Shares issued as Option Fee to the Connector Vendors), 2 (placement of 12.9m Shares) and 5 (1.6m Shares already issued to N Green))	65,998,000	80.98	65,998,000	60.57	65,998,000	80.39	65,998,000	55.24
Existing Options on issue (from Appendix 2A 19 July 2023)			16,000,000	14.68			16,000,000	13.39
Existing Performance Rights on issue (from Appendix 2A 19 July 2023)			1,420,000	1.30			1,420,000	1.19
Resolution 1 (1.0m Shares already issued to the Connector Vendors as Option Fee under the Monaro Option) ³	1,000,000	1.23	1,000,000	0.92	1,000,000	1.22	1,000,000	0.84

	Current ¹				Following approval of all Resolutions ²			
	Undiluted		Fully Diluted		Undiluted		Fully Diluted	
	Shares	%	Shares	%	Shares	%	Shares	%
Resolution 2 (Placement Shares, completed 19 July 2023)	12,900,000	15.83	12,900,000	11.84	12,900,000	15.71%	12,900,000	10.80
Resolution 3 (Placement Options)			6,450,000	5.92			6,450,000	5.40
Resolution 4 (Broker Options)			3,000,000	2.75			3,000,000	2.51
Resolution 5 (Solonópole Permit Shares, including 0.6m Performance Shares)	1,600,000	1.96	2,200,000	2.02	2,200,000	2.68	2,200,000	1.84
Resolution 6 (1.0m Options)							1,000,000	0.84
Resolution 7 (issue under the Oceana Incentive Plan)							2,000,000	1.67%
Resolution 8 (increase in maximum number of securities to be issued under the Oceana Incentive Plan)							7,500,000	6.28
Total	81,498,000	100	108,968,000	100	82,098,000	100	119,468,000	100

1 This is the existing securities on issue, with the diluted basis showing all existing convertible securities having been converted to ordinary shares in accordance with their terms.

- 2 This is the securities on issue assuming all Resolutions are passed and securities issued, with the diluted basis showing all convertible securities having been converted to ordinary shares in accordance with their terms.
- 3 Shares issued to date under the Monaro Option. Approval to issue the balance of the securities to be issued under the Monaro Option will be sought at the Company's forthcoming annual general meeting.

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 **10:00am (AWST) on Sunday, 1 October 2023**.

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/au and select "Printable Forms".

Lodge your Proxy Form:

XX

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: 182848

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.

You may elect to receive meeting-related documents, or request a particular one, in electronic or physical form and may elect not to receive annual reports. To do so, contact Computershare.

☐ **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

Please mark ☒ to indicate your directions

Step 1 Appoint a Proxy to Vote on Your Behalf

XX

I/We being a member/s of Oceana Lithium Limited hereby appoint

☐ the Chairman of the Meeting **OR**

PLEASE NOTE: Leave this box blank if you have selected the Chairman of the Meeting. Do not insert your own name(s).

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 General Meeting of Oceana Lithium Limited to be held at Level 8, 99 St Georges Terrace, Perth, WA 6000 on Tuesday, 3 October 2023 at 10:00am (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 Resolutions 6, 7 and 8 (except where I/we have indicated a different voting intention in step 2) even though Resolutions 6, 7 and 8 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 Resolutions 6, 7 and 8 by marking the appropriate box in step 2.

Step 2 Items of Business

PLEASE NOTE: If you mark the **Abstain** box for an item, you are directing your proxy not to vote on your behalf on a show of hands or a poll and your votes will not be counted in computing the required majority.

	For	Against	Abstain
1 Ratification of prior issue of Shares under the Monaro option	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
2 Ratification of prior issue of Shares under the Placement	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
3 Approval to issue attaching Options under the Placement	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
4 Approval to issue Placement Options - Westar Capital Limited	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
5 Ratification of prior issue of Shares for the Solonopole Exploration Permits	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
6 Issue of Options to Director Jerome (Gino) Vitale	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
7 Approval to issue Securities under the Oceana Incentive Plan	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
8 Approval to increase limit under the Oceana Incentive Plan	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

The Chairman of the Meeting intends to vote undirected proxies in favour of each item of business. In exceptional circumstances, the Chairman of the Meeting may change his/her voting intention on any resolution, in which case an ASX announcement will be made.

Step 3 Signature of Securityholder(s) *This section must be completed.*

Individual or Securityholder 1

Sole Director & Sole Company Secretary

Securityholder 2

Director

Securityholder 3

Director/Company Secretary

/ /

Date

Update your communication details (Optional)

Mobile Number

Email Address

By providing your email address, you consent to receive future Notice of Meeting & Proxy communications electronically

