

NOTICE OF ANNUAL GENERAL MEETING AND EXPLANATORY STATEMENT

Time and Date of Meeting: 12:30 pm (Perth time)
on Thursday, 12 October 2023

Place of Meeting: Conference Room
The Park Business Centre
45 Ventnor Avenue
West Perth, Western Australia

IMPORTANT NOTICE

It is recommended that shareholders read this Notice of Annual General Meeting and Explanatory Statement in full and if there is any matter that you do not understand, you should contact your financial adviser, stockbroker or solicitor for advice.

The Chairman of the Annual General Meeting intends to vote open proxies received in favour of Resolutions 1 to 4 considered at the Annual General Meeting.

This Notice of Annual General Meeting and Explanatory Statement is dated 12 September 2023.



ASX Code: LEL

LITHIUM ENERGY LIMITED

A.B.N. 94 647 135 108

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CORPORATE DIRECTORY

BOARD

William Johnson	Executive Chairman
Peter Smith	Executive Director
Farooq Khan	Executive Director

COMPANY SECRETARY

Victor Ho	
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STOCK EXCHANGE

Australian Securities Exchange
Perth, Western Australia

ASX CODE

LEL

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NOTICE OF ANNUAL GENERAL MEETING

Notice is given that an Annual General Meeting (**AGM**) of shareholders of Lithium Energy Limited A.B.N. 94 647 135 108 (**Lithium Energy** or **LEL** or **Company**) will be held at the Conference Room, The Park Business Centre, 45 Ventnor Avenue, West Perth, Western Australia, at 12:30 pm (Perth time) on Thursday, 12 October 2023.

AGENDA

ORDINARY BUSINESS

1. 2023 Annual Report

To consider and receive the Directors' Report, Financial Report and Audit Report of the Company for the financial year ended 30 June 2023.

The 2023 Annual Report will be sent to those shareholders who have elected to receive a printed version. Otherwise, an electronic version of the 2023 Annual Report may be viewed and downloaded from the Company's website: www.lithiumenergy.com.au or emailed to shareholders upon request to info@lithiumenergy.com.au, when available.

2. Resolution 1 - Re-election of William Johnson as Director

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

"That Mr William Matthew Johnson, who retires at this Annual General Meeting pursuant to the Constitution of the Company, being eligible, be re-elected as a Director of the Company."

3. Resolution 2 - Adoption of Remuneration Report

To consider, and if thought fit, to pass the following resolution as an advisory, non-binding resolution:

"That the Remuneration Report as detailed in the Directors' Report for the financial year ended 30 June 2023 be adopted."

Note: The vote on this resolution is advisory only and does not bind the Directors or the Company. Shareholders are encouraged to read the Explanatory Statement for further details on the consequences of voting on this resolution.

Voting Exclusion and Restriction: The Company will disregard any votes cast on this resolution (in any capacity, except as specified below) by or on behalf of a member of "Key Management Personnel" (as defined in the Accounting Standards) and their "Closely Related Parties" (as defined in the *Corporations Act 2001 (Cth)* (**Corporations Act**)) (**Closely Related Parties**) (together, the **Restricted Voters**). Key Management Personnel (**KMP**) are the Company's Directors and Executives identified in the Company's Remuneration Report (which is included in the 2023 Annual Report). A Closely Related Party of a KMP means a spouse or child of the KMP, a child of the KMP's spouse, a dependant of the KMP or of the KMP's spouse, anyone else who is one of the KMP's family and may be expected to influence the KMP, or be influenced by the KMP, in the KMP's dealings with the Company or a company the KMP controls.

However, a Restricted Voter may cast a vote on this resolution as a proxy, for a person other than a Restricted Voter, on the basis that either:

- (a) the appointment specifies the way the proxy is to vote on the resolution; or
- (b) the proxy is the Chair of the meeting and the appointment expressly authorises the Chair of the meeting to exercise the same even if the resolution is connected directly or indirectly with the remuneration of a member of the KMP of the Company.

Shareholders should note that if they appoint the Chair as a proxy, or the Chair is appointed by default under the Proxy Form, and the Chair is not directed as to how to vote on the Resolution 2 then, on the poll for that item, the Chair intends to vote any undirected proxies in favour of Resolution 2).

Shareholders may also choose to direct the Chair to vote against the resolution or to abstain from voting on the resolution.

4. Resolution 3 – Approval of Updated Securities Incentive Plan

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

*“That, for the purposes of ASX Listing Rule 7.2 Exception 13(b) and for all other purposes, shareholders approve the updated Lithium Energy Limited Securities Incentive Plan (**Plan**) (in the form tabled at the Annual General Meeting and signed by the Chairman of the Annual General Meeting for the purpose of identification) and the issue of up to 5,000,000 Equity Securities (as defined in the ASX Listing Rules) under the Plan and on the terms and conditions set out in the Explanatory Statement accompanying this Notice.”*

Voting Exclusion: Under the ASX Listing Rules, the Company will disregard any votes cast in favour of Resolution 3 by or on behalf of any person who is eligible to participate in the Plan, or who will obtain a material benefit as a result of, the proposed issue of securities under the Plan, if this resolution is passed, and any person associated with those persons. However, the Company need not disregard a vote in favour of the resolution by:

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

Under the Corporations Act, the Company will disregard any votes cast on this resolution (in any capacity, except as specified below) by or on behalf of a member of KMP and their Closely Related Parties (together, the Restricted Voters). However, a Restricted Voter may cast a vote on this resolution as a proxy, for a person other than a Restricted Voter, on the basis that either:

- (a) the appointment specifies the way the proxy is to vote on the resolution; or
- (b) the proxy is the Chair of the meeting and the appointment expressly authorises the Chair of the meeting to exercise the same even if the resolution is connected directly or indirectly with the remuneration of a member of the KMP of the Company.

5. Resolution 4 - Approval of 10% Placement Facility

To consider, and if thought fit, to pass the following resolution as a special resolution:

“That, for the purpose of ASX Listing Rule 7.1A and for all other purposes, the Company have the additional capacity to issue Equity Securities (as defined in the ASX Listing Rules) in accordance with ASX Listing Rule 7.1A and on the terms and conditions set out in the Explanatory Statement accompanying this Notice.”

No Voting Exclusion: As:

- (a) the Company is not proposing to make an issue of Equity Securities under the 10% Placement Facility; and
- (b) the Company has not approached any existing shareholder or an identifiable class of existing shareholders to participate in any proposed issue of Equity Securities under the 10% Placement Facility,

no voting exclusion statement is required in respect of this resolution.

DATED THIS 12th DAY OF SEPTEMBER 2023

BY ORDER OF THE BOARD,



VICTOR HO
COMPANY SECRETARY

EXPLANATORY STATEMENT

- This Explanatory Statement is provided to Lithium Energy shareholders pursuant to and in satisfaction of the *Corporations Act 2001 (Cth)* (**Corporations Act**) and the Listing Rules of the Australian Securities Exchange (operated by ASX Limited) (**ASX**).
- This Explanatory Statement is intended to be read in conjunction with the Notice of AGM (**Meeting Document**).
- Shareholders should read this Meeting Document in full to make an informed decision regarding the resolutions considered at this AGM.

1. 2023 ANNUAL REPORT

Section 317 of the Corporations Act requires the Directors of the Company to lay before the AGM the Directors' Report, Financial Report and the Auditor's Report for the last financial year that ended before the AGM. These reports are contained within the Company's 2023 Annual Report.

A copy of the 2023 Annual Report will be sent to those shareholders who have elected to receive a printed version. Otherwise, an electronic version of the 2023 Annual Report may be viewed and downloaded from the Company's website: www.lithiumenergy.com.au or the ASX website (www.asx.com.au) under ASX Code: LEL or emailed to shareholders upon request to info@lithiumenergy.com.au, when available.

Shareholders as a whole will be provided with a reasonable opportunity to ask questions or make statements in relation to these reports and on the business and operations of the Company but no resolution to adopt the reports will be put to shareholders at the AGM.

Shareholders will also be given a reasonable opportunity to ask the Auditor questions about the Auditor's Report and the conduct of the audit of the Financial Report.

2. ORDINARY RESOLUTION 1 – RE-ELECTION OF WILLIAM JOHNSON AS DIRECTOR

Resolution 1 seeks shareholder approval for the re-election of William Johnson as a Director of the Company.

William Johnson was a founding Director on incorporation of the Company on 14 January 2021.

Under the Company's Constitution, there must be an election of directors at each AGM and if no Director has retired (as required under the Constitution) to stand for re-election at the AGM, the Director who has been a Director the longest without re-election must retire and stand for re-election

ASX Listing Rule 14.4 also prevents a Director from holding office (without re-election) past the third annual general meeting following the Director's appointment or 3 years, whichever is longer. This rule does not apply to the Managing Director.

William Johnson has agreed to retire at this AGM under these rules. However, being eligible, he has offered himself for re-election as a Director of the Company.

William Johnson's experience, qualifications and other listed directorships are detailed in the Directors' Report in the Company's 2023 Annual Report.

Directors' Recommendation

The Directors (other than William Johnson, who makes no recommendation in respect of his own re-election as a Director) support the re-election of William Johnson to the Board and unanimously recommend that shareholders vote in favour of Resolution 1.

3. ADVISORY, NON BINDING RESOLUTION 2 – ADOPTION OF REMUNERATION REPORT

Resolution 2 seeks shareholder approval to adopt the Remuneration Report for the financial year ending 30 June 2023 as disclosed in the Company's 2023 Annual Report (refer Section 1 above for information on accessing the report).

Section 250R(2) of the Corporations Act requires the Company to present to its shareholders for adoption the Remuneration Report.

The Remuneration Report explains the Board's policies in relation to the nature and level of remuneration paid to "Key Management Personnel" (being the Company's Directors and Executives identified in the Remuneration Report) (KMP), sets out remuneration details for each KMP, any service agreements and details of any performance-based and equity-based benefits provided to KMP (where applicable).

Shareholders attending the AGM will be given a reasonable opportunity as a whole to ask questions about, or make comments on, the Remuneration Report.

The vote on Resolution 2 is advisory only and does not bind the Directors or the Company.

Directors' Recommendations

Noting that each Director has a personal interest in their own remuneration from the Company (as such interests are described in the Remuneration Report) and, as described in the voting exclusions on this resolution (set out in the Notice of AGM) that each Director (or any Closely Related Parties of a Director) are excluded from voting their shares on this resolution, the Directors unanimously recommend that shareholders vote in favour of Resolution 2 to adopt the Remuneration Report.

Voting Exclusion and Restriction

A voting exclusion applies to Resolution 2 in the terms set out in the Notice of AGM, broadly as follows:

- Restricted Voters may not vote on this resolution and may not cast a vote as proxy, unless the appointment gives a direction on how to vote or the proxy is given to the Chair and the appointment expressly authorises the Chair to exercise the proxy even if the resolution is connected directly or indirectly with the remuneration of a KMP. The Chair will use any undirected/open proxies to vote in favour of Resolution 2.

The Company encourages shareholders to indicate their voting direction FOR or AGAINST, or to ABSTAIN, opposite each resolution, including Resolution 2.

If shareholders have appointed the Chair of the Meeting as their proxy (or the Chair of the Meeting becomes their proxy by default) under the Proxy Form, shareholders can direct the Chair of the Meeting to vote FOR or AGAINST, or to ABSTAIN from voting on Resolution 2 by marking the appropriate Voting Direction box opposite that resolution.

However, if the Chair of the Meeting is proxy under the Proxy Form (including by default) and shareholders do not mark any of the Voting Direction boxes opposite Resolution 2, shareholders are, in effect, directing the Chair to vote "FOR" the resolution as the Chair of the Meeting intends to vote undirected proxies in favour of Resolution 2.

Shareholders are urged to carefully read the Proxy Form and provide a direction to the proxy on how to vote on this resolution.

4. ORDINARY RESOLUTION 3 – APPROVAL OF UPDATED SECURITIES INCENTIVE PLAN

Resolution 3 seeks shareholder approval of the Company's updated Securities Incentive Plan (the **Plan**) and the issue of up to 5,000,000 Equity Securities under the Plan, in accordance with ASX Listing Rule 7.2 Exception 13(b).

The Company's existing Plan¹ was adopted in March 2021 (prior to the Company's admission to ASX). The Company has reviewed and updated the existing Plan in light of recent changes to the Corporations Act and has proposed the updated Plan for adoption, if shareholders approve Resolution 3.

The material changes to the Plan are as follows:

- (a) Alignment with recent changes to the Corporations Act, which has replaced certain regulatory relief (including in relation to disclosure and on-sale requirements) previously offered by ASIC Class Orders;
- (b) Expansion of the persons who are eligible to participate in the Plan to any Director, employee, consultant, contractor, service provider or any other person the Board determines to be eligible (**Eligible Participants**); and
- (c) Removal of the 5% issue limit previously prescribed under ASIC Class Order 14/1000.

The purpose of the Plan is to:

- (a) assist in the reward, retention, and motivation of Eligible Participants;
- (b) link the reward of Eligible Participants to shareholder value creation; and
- (c) align the interests of Eligible Participants with shareholders of the Company by providing an opportunity to Eligible Participants to receive an equity interest in the Company in the form of securities (being a share, option, performance right or other convertible security).

Under the Plan, the Board may offer to eligible persons the opportunity to subscribe for such number of securities in the Company on such terms and conditions as the Board may decide and otherwise pursuant to the rules of the Plan.

A summary of the Plan is in Annexure A to this Explanatory Statement.

4.1. Application of ASX Listing Rules

Shareholder approval is generally not required for the adoption of the Plan.

The Company may also generally issue Equity Securities under the Plan (without prior shareholder approval), within its general 15% Placement Capacity under Listing 7.1.

Under Listing Rule 7.2 Exception 13(b), the issue of securities under an 'employee incentive scheme' will not utilise a company's 15% Placement Capacity if the scheme was approved by shareholders – this exception is applicable only for a period of 3 years after the receipt of shareholder approval; thereafter, it is necessary to obtain a further shareholders' approval for the scheme to provide another 3 years' validity for this purpose.

That is, if Resolution 3 is passed, the Company will generally be able to issue Equity Securities under the Plan to Eligible Participants over a period of 3 years without any impact on the Company's 15% Placement Capacity under Listing Rule 7.1 during this period.

However, under Listing Rule 10.14, prior shareholder approval is required to issue Equity Securities under the Plan to a director or their associate, or a person whose relationship with the Company or the director/associate is such that, in ASX's opinion, approval should be obtained.

¹ Refer LEL Announcement dated 17 May 2021: Securities Incentive Plan Terms; a summary of the Plan is also in Section 16.4 (Securities Incentive Plan) of the Lithium Energy Prospectus (dated 30 March 2021).

If shareholders do not approve Resolution 3, the Company can generally still proceed to issue Equity Securities under the Plan (without prior shareholder approval) but any such issue will utilise (and reduce) its 15% Placement Capacity.

4.2. Additional Specific Information Required by Listing Rule 7.2 Exception 13(b)

- (a) The material terms of the Plan are summarised in Annexure A to this Explanatory Statement.
- (b) The Plan is a proposed updated 'employee incentive scheme' (which will be adopted only upon shareholder approval of Resolution 3).

The Company's existing Plan was adopted in March 2021. Options have been issued to employees of the Company under the existing Plan, as follows:

Class of Unlisted Options	Issue Date	Exercise Price	Expiry Date	Number of Options
SIP Options (\$1.595, 15 Feb 2025) ⁷	16 Feb 2022	\$1.595	15 Feb 2025	100,000
SIP Options (\$1.32, 30 November 2025) ⁸	5 Dec 2022	\$1.32	30 Nov 2025	400,000
SIP Options (\$0.935, 10 August 2026) ⁹	14 Aug 2023	\$0.935	10 Aug 2026	250,000

- (c) The maximum number of Equity Securities proposed to be issued under the Plan (following shareholder approval of Resolution 3) is 5,000,000 (excluding issues under the existing Plan), for the purposes of shareholder approval pursuant to Listing Rule 7.2 Exception 13(b).

The Company currently has the following securities on issue:

Class of Security	Quoted on ASX	Unlisted	Total
Fully paid ordinary shares	103,010,000	-	103,010,000
Executive Options (\$0.30, 18 Mar 2024) ²	-	10,000,000	10,000,000
Broker Options (\$0.30, 4 May 2024) ³	-	4,000,000	4,000,000
Executive Options (\$1.39, 29 Nov 2024) ⁴	-	3,500,000	3,500,000
SIP Options (\$1.595, 15 February 2025) ⁵	-	100,000	100,000
Broker Options (\$1.50, 20 September 2025) ⁶	-	750,000	750,000
Executive Options (\$1.06, 4 October 2025) ⁷	-	17,500,000	17,500,000
SIP Options (\$1.32, 30 November 2025) ⁸	-	400,000	400,000
SIP Options (\$0.935, 10 August 2026) ⁹	-	250,000	250,000
TOTAL	103,010,000	36,500,000	139,510,000

The Company notes that the Executive Options ((\$1.39, 29 Nov 2024) and (\$1.06, 4 October 2025)) were issued to Directors and the Company Secretary (being also Key Management Personnel) following shareholder approval and not pursuant to the existing Plan.

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- 2 Refer Section 16.3 (Rights Attaching to Executive Options) of the Company's Prospectus (dated 30 March 2021) for terms and conditions of the Executive Options
- 3 Refer Section 16.2 (Rights Attaching to Broker's Options) of the Company's Prospectus (dated 30 March 2021) for terms and conditions of the Broker Options
- 4 Refer LEL Announcement dated 2 December 2021: Notification regarding unquoted securities – LEL and Annexure B (Terms and Conditions of New Executive Options) of LEL's Notice of Annual General Meeting and Explanatory Statement dated 18 October 2021 and released on ASX on 28 October 2021
- 5 Refer LEL Announcement dated 18 February 2022: Notification regarding unquoted securities – LEL
- 6 Refer LEL Announcement dated 21 September 2022: Notification regarding unquoted securities – LEL
- 7 Refer LEL Announcement dated 5 October 2022: Notification regarding unquoted securities – LEL and Annexure B (Terms and Conditions of Executive Options) of LEL's Notice of Annual General Meeting and Explanatory Statement dated 22 August 2022 and released on ASX on 2 September 2022
- 8 Refer LEL Announcement dated 5 December 2022: Notification regarding unquoted securities – LEL
- 9 Refer LEL Announcement dated 16 August 2023: Notification regarding unquoted securities – LEL

4.3. Directors' Recommendation

The Directors believe that allowing the Company the flexibility and timeliness to issue Equity Securities under the Plan during the 3 year period after the AGM, without using up the Company's 15% Placement Capacity or without seeking prior shareholder approval (save in the case of proposed issues to Directors or their associates) is in the best interests of the Company.

Noting that each Director is a potential eligible participant in the Plan and, as described in the voting exclusions on this resolution (set out in the Notice of AGM) that each Director (or any Closely Related Parties of a Director) are excluded from voting their shares on this resolution, the Directors unanimously recommend that shareholders vote in favour of Resolution 3 to approve the Plan.

4.4. Voting Exclusions

A voting exclusion applies to Resolution 3 in the terms set out in the Notice of AGM.

The Company encourages shareholders to indicate their voting direction FOR or AGAINST, or to ABSTAIN, opposite each resolution, including Resolution 3.

If shareholders have appointed the Chair of the Meeting as their proxy (or the Chair of the Meeting becomes their proxy by default) under the Proxy Form, shareholders can direct the Chair of the Meeting to vote FOR or AGAINST, or to ABSTAIN from voting on Resolution 3 by marking the appropriate Voting Direction box opposite that resolution.

However, if the Chair of the Meeting is proxy under the Proxy Form (including by default) and shareholders do not mark any of the Voting Direction boxes opposite Resolution 3, shareholders are, in effect, directing the Chair to vote "FOR" the resolution as the Chair of the Meeting intends to vote undirected proxies in favour of Resolution 3.

Shareholders are urged to carefully read the Proxy Form and provide a direction to the proxy on how to vote on this resolution.

5. SPECIAL RESOLUTION 4 – APPROVAL OF 10% PLACEMENT FACILITY

Resolution 4 seeks shareholder approval to issue Equity Securities (in the case of the Company, being shares only) under a 10% Placement Facility over a 12 month period following the AGM, for the purposes of ASX Listing Rule 7.1A.

Broadly speaking, and subject to a number of exceptions, Listing Rule 7.1 limits the amount of Equity Securities that a listed company can issue without the approval of its shareholders over any 12 month period to 15% of the fully paid ordinary securities it had on issue at the start of that period (**15% Placement Capacity**).

Under Listing Rule 7.1A, however, an eligible entity can seek approval from its members, by way of a special resolution passed at its annual general meeting, to increase this 15% limit by an extra 10% to 25% (**10% Placement Facility**).

An 'eligible entity' means an entity which is not included in the S&P/ASX 300 Index and which has a market capitalisation of \$300 million or less. The Company is an eligible entity for these purposes.

Resolution 4 seeks shareholder approval by way of special resolution for the Company to have the additional 10% capacity provided for in Listing Rule 7.1A to issue Equity Securities without shareholder approval.

If Resolution 4 is passed, the Company will be able to issue Equity Securities up to the combined 25% limit in Listing Rules 7.1 and 7.1A without any further shareholder approval.

If Resolution 4 is not passed, the Company will not be able to access the additional 10% capacity to issue Equity Securities without shareholder approval provided for in Listing Rule 7.1A and will remain subject to the 15% limit on issuing Equity Securities without shareholder approval set out in Listing Rule 7.1.

5.1. Specific Information Required by Listing Rule 7.3A

Pursuant to and in accordance with Listing Rule 7.3A, the following information is provided in relation to Resolution 4 and the 10% Placement Facility, as follows:

(a) 10% Placement Facility Period

Shareholder approval of the 10% Placement Facility under Listing Rule 7.1A is valid from the date of the AGM until the earlier of:

- (i) the date of the Company's next AGM;
- (ii) the first anniversary of the AGM; or
- (iii) the date of approval by shareholders of a transaction under Listing Rules 11.1.2 (a significant change to the nature or scale of activities) or 11.2 (disposal of main undertaking).

(b) Minimum Issue Price

The Equity Securities will be issued (under Listing Rule 7.1A) at an issue price of not less than 75% of the volume-weighted average price (**VWAP**) for the Company's Equity Securities in the same class calculated over the 15 trading days on which days trades in those securities were recorded immediately before:

- (i) the date on which the price at which the Equity Securities are to be issued is agreed; or
- (ii) if the Equity Securities are not issued within 10 trading days of the date in Section 5.1(b)(i) above, the date on which the Equity Securities are actually issued.

(c) Use of Funds Raised

The Company may issue Equity Securities under the 10% Placement Facility for the following purpose:

- (i) To raise additional cash funds. In such circumstances, the Company may use the funds raised for continued exploration, evaluation and development expenditure on the Company's resource projects), towards potential transactions deemed by the Board to be in the best interests of the Company and/or for general working capital.

(d) Risk of Economic and Voting Dilution to Existing Shareholders

If the Company issues Equity Securities under the 10% Placement Facility, existing shareholders' voting power in the Company may be diluted as shown in the below table. There is a risk that:

- (i) the market price for the Company's Equity Securities may be significantly lower on the date of the issue of the Equity Securities than on the date of the AGM; and
- (ii) the Equity Securities may be issued at a price that is at a discount to the market price for the Company's Equity Securities on the issue date,

which may have an effect on the amount of funds raised by the issue of the Equity Securities.

The table below shows the dilution of existing shareholders' voting power on the basis of the market price of shares and the current number of Equity Securities for Variable "A" calculated in accordance with the formula in Listing Rule 7.1A.2, as at 6 September 2023.

The table also shows:

- (i) two other examples where the Company's current total shares on issue (ie. Variable "A") has increased, by 50% and 100%. Variable "A" is based on the number of Equity Securities the Company has on issue (as contemplated under the formula in Listing Rule 7.1A.2). The number of Equity Securities on issue may increase as a result of issues of Equity Securities that do not require shareholder approval (for example, a pro rata entitlements issue) or future specific placements under Listing Rule 7.1 that are approved at a future shareholders' meeting; and

- (ii) two other examples where the issue price of the Equity Securities has decreased by 50% and increased by 50% as against the current market price.

Scenarios – Shares Issued Outside Rule 7.1A	Number of Shares			Funds Raised on Assumed Issue Price:			Dilution from Current Shares
				50% Decrease in Issue Price	Issue Price	50% Increase in Issue Price	
	Pre 10% Placement	10% Placement	Post 10% Placement	\$0.3300	\$0.660	\$0.9900	
(1) Current Shares (Variable 'A')	103,010,000	10,301,000	113,311,000	\$3,399,330	\$6,798,660	\$10,197,990	9.09%
(2) 50% Increase in Current Shares	154,515,000	15,451,500	169,966,500	\$5,098,995	\$10,197,990	\$15,296,985	39.39%
(3) 100% Increase in Current Shares	206,020,000	20,602,000	226,622,000	\$6,798,660	\$13,597,320	\$20,395,980	54.55%

Notes:

- (i) **Current Shares (Variable 'A')** (in Scenario (1)) is based on the Company's total shares on issue as at 6 September 2023.
- (ii) **10% Placement** is from the Company issuing the maximum number of Equity Securities available under the 10% Placement Facility – this is assumed to consist only of shares.
- (iii) **Issue Price** is \$0.66, being the closing price of the Company's shares on ASX on 6 September 2023.
- (iv) **Dilution from Current Shares** shows the existing shareholders' percentage dilution in total voting power as a consequence of the completion of a 10% Placement (in which the existing shareholders do not participate) under each of the 3 (Pre 10% Placement Total Shares) Scenarios – this does not alter based on the Issue Price/funds raised:
- A. Under Scenario (1), existing shareholders will have an aggregate 103,010,000 voting shares out of a Post 10% Placement total of 113,311,000 voting shares, being a 9.09% dilution in their voting power;
- B. Under Scenario (2) (which assumes a 50% increase in the Pre 10% Placement Current Shares, in which the existing shareholders do not participate), existing shareholders will have an aggregate 103,010,000 voting shares out of a Post 10% Placement total of 169,966,500 voting shares, being a 39.39% dilution in their voting power; and
- C. Under Scenario (3) (which assumes a 100% increase in the Pre 10% Placement Current Shares, in which the existing shareholders do not participate), existing shareholders will have an aggregate 103,010,000 voting shares out of a Post 10% Placement total of 226,622,000 voting shares, being a 54.55% dilution in their voting power.
- (v) The table shows only the effect of issues of Equity Securities under Listing Rule 7.1A and no other issues of Equity Securities (including issues under the 15% Placement Capacity pursuant to Listing Rule 7.1). The table does, however, include scenarios in which there has been a 50% (in Scenario (2)) and 100% (in Scenario (3)) increase in the number of current total shares on issue before a new issue under the 10% Placement Facility. Any prior issue or issues resulting in that hypothetical 50% or 100% increase could include an issue under the 15% Placement Capacity under Listing Rule 7.1.

(e) Allocation Policy

The Company's allocation policy will depend on prevailing market conditions at the time of any proposed issue pursuant to the 10% Placement Facility.

The identity of the allottees of Equity Securities will be determined on a case-by-case basis having regard to various factors, including but not limited to the following:

- (i) the purpose of the issue;

- (ii) alternative methods for raising funds available to the Company at that time;
- (iii) the effect of the issue of the Equity Securities on the control of the Company;
- (iv) the circumstances of the Company, including but not limited to the financial position of the Company;
- (v) prevailing market conditions; and
- (vi) advice from professional and corporate advisers.

Allottees under the 10% Placement Facility have not been determined as at the date of this Notice of AGM and Explanatory Statement but may include existing shareholders and/or new shareholders who are not related parties or associates of a related party of the Company.

(f) Previous Approval and Issues under Listing 7.1A

The Company has issued Equity Securities under Listing Rule 7.1A.2 in the 12 months preceding the date of this AGM, as follows:

- (a) In June 2023: The issue of 8,000,000 shares under a placement (to new and existing institutional and sophisticated and professional shareholders/investors) at an issue price of \$0.80 per share, raising \$6.4 million (before costs)¹⁰ – which was completed within the Company’s additional 10% placement capacity (approved at the 5 October 2022 AGM¹¹); and
- (b) In September 2022: The issue of 3,748,500 shares under a placement (to new and existing institutional and sophisticated and professional shareholders/investors) at an issue price of \$1.00 per share, raising \$3.7485 million (before costs)¹² – which was completed within the Company’s additional 10% placement capacity (approved at the 30 November 2021 AGM¹³); this placement was part of an overall issue of 15,000,000 shares, raising \$15 million (before costs), with 11,251,500 shares issued within the Company’s general 15% Placement Capacity.

5.2. Directors’ Recommendations

The Directors believe that the 10% Placement Facility is beneficial for the Company as it will give the Company flexibility to issue further securities representing up to 10% of the Company’s share capital during the next 12 months. The Directors believe that providing the Company with a 10% Placement Facility (in addition to the Company’s 15% Placement Capacity under the ASX Listing Rules) under ASX Listing Rule 7.1A is in the best interests of the Company and unanimously recommend that shareholders vote in favour of Resolution 4.

5.3. No Voting Exclusion

At the date of this Notice of AGM and Explanatory Statement:

- (a) The Company is not proposing to make an issue of Equity Securities under the 10% Placement Facility; and
- (b) The Company has not approached any existing shareholder or an identifiable class of existing shareholders to participate in any proposed issue of Equity Securities under the 10% Placement Facility.

As such, no voting exclusion statement is required in respect of Resolution 4.

10 Refer LEL Announcements dated 23 June 2023: Completion of Oversubscribed Capital Raising for Development of Lithium and Graphite Projects and 29 June 2023: Application for quotation of securities – LEL

11 Refer LEL ASX Announcement dated 5 October 2022: Results of 2022 Annual General Meeting

12 Refer LEL Announcements dated 15 September 2022: 15 Million Capital Raising to Accelerate Drilling at Solaroz Lithium Brine Project in Argentina and 21 September 2022: Application for quotation of securities – LEL

13 Refer LEL ASX Announcement dated 30 November 2021: Results of 2021 Annual General Meeting

ANNEXURE A**Summary of Updated Securities Incentive Plan**

1. **(Eligible Participant):** Eligible Participant means a person that:
 - (a) is a Director, employee, consultant, contractor, service provider of the Company or member of the Group; or
 - (b) any other person who the Board determines in its sole and absolute discretion to be eligible to participate in the Plan,
 and has been determined by the Board to be eligible to participate in the Plan from time to time.
2. **(Purpose):** The purpose of the Plan is to:
 - (a) assist in the reward, retention, and motivation of Eligible Participants;
 - (b) link the reward of Eligible Participants to Shareholder value creation; and
 - (c) align the interests of Eligible Participants with shareholders of the Group (being the Company and each of its Associated Bodies Corporate), by providing an opportunity to Eligible Participants to receive an equity interest in the Company in the form of securities (being a Share, Option, Performance Right or other Convertible Security).
3. **(Plan administration):** The Plan will be administered by the Board. The Board may exercise any power or discretion conferred on it by the Plan rules in its sole and absolute discretion. The Board may delegate its powers and discretion.
4. **(Eligibility, invitation and application):** The Board may from time to time determine that an Eligible Participant may participate in the Plan and make an invitation to that Eligible Participant to apply for securities on such terms and conditions as the Board decides. On receipt of an invitation, an Eligible Participant may apply for the securities the subject of the invitation by sending a completed application form to the Company. The Board may accept an application from an Eligible Participant in whole or in part. If an Eligible Participant is permitted in the invitation, the Eligible Participant may, by notice in writing to the Board, nominate a party in whose favour the Eligible Participant wishes to renounce the invitation.
5. **(Grant of Securities):** The Company will, to the extent that it has accepted a duly completed application, grant the Eligible Participant the relevant number of securities, subject to the terms and conditions set out in the invitation, the Plan rules and any ancillary documentation required.
6. **(Terms of Convertible Securities):** Each 'Convertible Security' represents a right to acquire one or more Shares (for example, under an option or performance right), subject to the terms and conditions of the Plan. Prior to a Convertible Security being exercised, an Eligible Participant does not have any interest (legal, equitable or otherwise) in any Share the subject of the Convertible Security by virtue of holding the Convertible Security. An Eligible Participant may not sell, assign, transfer, grant a security interest over or otherwise deal with a Convertible Security that has been granted to them. An Eligible Participant must not enter into any arrangement for the purpose of hedging their economic exposure to a Convertible Security that has been granted to them.
7. **(Vesting of Convertible Securities):** Any vesting conditions applicable to the grant of Convertible Securities will be described in the invitation. If all the vesting conditions are satisfied and/or otherwise waived by the Board, a vesting notice will be sent to the Eligible Participant by the Company informing them that the relevant Convertible Securities have vested. Unless and until the vesting notice is issued by the Company, the Convertible Securities will not be considered to have vested. For the avoidance of doubt, if the vesting conditions relevant to a Convertible Security are not satisfied and/or otherwise waived by the Board, that Convertible Security will lapse.
8. **(Exercise of Convertible Securities and cashless exercise):** To exercise a Convertible Security, the Eligible Participant must deliver a signed notice of exercise and, subject to a cashless exercise of Convertible Securities (see below), pay the exercise price (if any) to or as directed by the Company, at any time prior to the earlier of any date specified in the vesting notice and the expiry date as set out in the invitation.

At the time of exercise of the Convertible Securities, subject to Board approval at that time, the Eligible Participant may elect not to be required to provide payment of the exercise price for the number of Convertible Securities specified in a notice of exercise, but that on exercise of those Convertible Securities the Company will transfer or issue to the Eligible Participant that number of Shares equal in value to the positive difference between the Market Value of the Shares at the time of exercise and the exercise price that would otherwise be payable to exercise those Convertible Securities.

'Market Value' means, at any given date, the volume weighted average price per Share traded on the ASX over the five trading days immediately preceding that given date, unless otherwise specified in an invitation.

A Convertible Security may not be exercised unless and until that Convertible Security has vested in accordance with the Plan rules, or such earlier date as set out in the Plan rules.

9. **(Delivery of Shares on exercise of Convertible Securities):** As soon as practicable after the valid exercise of a Convertible Security by an Eligible Participant, the Company will issue or cause to be transferred to that Eligible Participant the number of Shares to which the Eligible Participant is entitled under the Plan rules and issue a substitute certificate for any remaining unexercised Convertible Securities held by that Eligible Participant.

10. **(Forfeiture of Convertible Securities):** Where an Eligible Participant who holds Convertible Securities ceases to be an Eligible Participant or becomes insolvent, all unvested Convertible Securities will automatically be forfeited by the Participant, unless the Board otherwise determines in its discretion to permit some or all of the Convertible Securities to vest. Where the Board determines that an Eligible Participant has acted fraudulently or dishonestly, or willfully breached his or her duties to the Group, the Board may in its discretion deem all unvested Convertible Securities held by that Participant to have been forfeited.

Unless the Board otherwise determines, or as otherwise set out in the Plan rules:

- (a) any Convertible Securities which have not yet vested will be forfeited immediately on the date that the Board determines (acting reasonably and in good faith) that any applicable vesting conditions have not been met or cannot be met by the relevant date; and
- (b) any Convertible Securities which have not yet vested will be automatically forfeited on the expiry date specified in the invitation.

11. **(Change of control):** If a change of control event occurs in relation to the Company, or the Board determines that such an event is likely to occur, the Board may in its discretion determine the manner in which any or all of the Eligible Participant's Convertible Securities will be dealt with, including, without limitation, in a manner that allows the Eligible Participant to participate in and/or benefit from any transaction arising from or in connection with the change of control event.

12. **(Rights attaching to Plan Shares):** All Shares issued under the Plan, or issued or transferred to an Eligible Participant upon the valid exercise of a Convertible Security, (Plan Shares) will rank pari passu in all respects with the Shares of the same class. An Eligible Participant will be entitled to any dividends declared and distributed by the Company on the Plan Shares and may participate in any dividend reinvestment plan operated by the Company in respect of Plan Shares. An Eligible Participant may exercise any voting rights attaching to Plan Shares.

13. **(Disposal restrictions on Plan Shares):** If the invitation provides that any Plan Shares are subject to any restrictions as to the disposal or other dealing by an Eligible Participant for a period, the Board may implement any procedure it deems appropriate to ensure the compliance by the Eligible Participant with this restriction.

For so long as a Plan Share is subject to any disposal restrictions under the Plan, the Participant will not:

- (a) transfer, encumber or otherwise dispose of, or have a security interest granted over that Plan Share; or
- (b) take any action or permit another person to take any action to remove or circumvent the disposal restrictions without the express written consent of the Company.

14. **(Adjustment of Convertible Securities):** If there is a reorganisation of the issued share capital of the Company (including any subdivision, consolidation, reduction, return or cancellation of such issued capital of the Company), the rights of each Participant holding Convertible Securities will be changed to the extent necessary to comply with the Listing Rules applicable to a reorganisation of capital at the time of the reorganisation. If Shares are issued by the Company by way of bonus issue (other than an issue in lieu of dividends or by way of dividend reinvestment), the holder of Convertible Securities is entitled, upon exercise of the Convertible Securities, to receive an allotment of as many additional Shares as would have been issued to the holder if the holder held Shares equal in number to the Shares in respect of which the Convertible Securities are exercised. Unless otherwise determined by the Board, a holder of Convertible Securities does not have the right to participate in a pro rata issue of Shares made by the Company or sell renounceable rights.

15. **(Participation in new issues):** There are no participation rights or entitlements inherent in the Convertible Securities and holders are not entitled to participate in any new issue of Shares of the Company during the currency of the Convertible Securities without exercising the Convertible Securities.

16. **(Amendment of Plan):** Subject to the following paragraph, the Board may at any time amend any provisions of the Plan rules, including (without limitation) the terms and conditions upon which any Securities have been granted under the Plan and determine that any amendments to the Plan rules be given retrospective effect, immediate effect or future effect.

No amendment to any provision of the Plan rules may be made if the amendment materially reduces the rights of any Participant as they existed before the date of the amendment, other than an amendment introduced primarily for the purpose of complying with legislation or to correct manifest error or mistake, amongst other things, or is agreed to in writing by all Participants.

17. **(Plan duration):** The Plan continues in operation until the Board decides to end it. The Board may from time to time suspend the operation of the Plan for a fixed period or indefinitely and may end any suspension. If the Plan is terminated or suspended for any reason, that termination or suspension must not prejudice the accrued rights of the Eligible Participants.

If an Eligible Participant and the Company (acting by the Board) agree in writing that some or all of the securities granted to that Participant are to be cancelled on a specified date or on the occurrence of a particular event, then those Securities may be cancelled in the manner agreed between the Company and the Participant.

TIME AND PLACE OF AGM AND HOW TO VOTE

Venue

The Annual General Meeting of the shareholders of Lithium Energy Limited will be held at:

Conference Room	commencing	12:30 pm (Perth time)
The Park Business Centre		Thursday, 12 October 2023
45 Ventnor Avenue		
West Perth, Western Australia		

Voting Rights (subject to the voting exclusion and restriction noted in the Notice of AGM)

- At any meeting of the shareholders, each shareholder entitled to vote may vote in person or by proxy or by power of attorney or, in the case of a shareholder which is a corporation, by representative.
- Every person who is present in the capacity of shareholder or the representative of a corporate shareholder shall, on a show of hands, have one vote.
- Every shareholder who is present in person, by proxy, by power of attorney or by corporate representative shall, on a poll, have one vote in respect of every fully paid share held by him or her.

Voting in Person

To vote in person, attend the Annual General Meeting on the date and at the venue set out above.

Voting by Proxy

To vote by proxy, please lodge your vote online via the Internet or complete and sign the Proxy Form enclosed with this Notice of AGM and return it as soon as possible:

 **Online** - <https://www.advancedshare.com.au/Investor-Login>: Log on to the Share Registry website with your Holder Reference Number (Securityholder Reference Number (**SRN**) or Holder Identification Number (**HIN**)) as shown on your Proxy Form

 **By Facsimile:** (08) 6370 4203 (Advanced Share Registry)

 **By Mail:** Advanced Share Registry, PO Box 1156, Nedlands Western Australia 6909

 **By Hand Delivery:** Advanced Share Registry at either:

- Perth Office: 110 Stirling Highway, Nedlands, Western Australia; or
- Sydney Office: Suite 8H, 325 Pitt Street, Sydney, New South Wales,

so that it is received not later than 12:30 pm (Perth time) on Tuesday, 10 October 2023.

Proxy Forms received after that time will not be effective. Proxy Forms received by Email will be disregarded by the Company.

Bodies Corporate

A body corporate may appoint an individual as its authorised corporate representative to exercise any of the powers the body may exercise at meetings of a company's shareholders. A properly executed original (or certified copy) of the appropriate "Certificate of Appointment of Corporate Representative" should be produced for admission to the Annual General Meeting. Previously-lodged "Certificates of Appointment of Corporate Representative" will be disregarded by the Company.

Voting by Attorney

A shareholder may appoint an attorney to vote on his or her behalf. For an appointment to be effective for the Annual General Meeting, the instrument effecting the appointment (or a certified copy of it) must be received by the Company at its Registered Office or one of the addresses listed above for the receipt of proxy appointments at least 48 hours before the Annual General Meeting. Previously lodged Powers of Attorney will be disregarded by the Company.

Voting Entitlement

In accordance with section 1074E(2)(g)(i) of the Corporations Act and regulation 7.11.37 of the *Corporations Regulations*, the Company has determined that for the purposes of the Annual General Meeting all shares in the Company will be taken to be held by the persons who held them as registered shareholders at midnight (Perth time) on 10 October 2023 (**Voting Entitlement Time**). Accordingly, share transfers registered after that time will be disregarded in determining entitlements to attend and vote at the meeting. Subject to the voting exclusions noted earlier in the Notice of AGM, each shareholder present has one vote on a show of hands, and one vote for every fully paid ordinary share held on a poll.

PROXY FORM Annual General Meeting

Lithium Energy Limited A.B.N. 94 647 135 108 (ASX:LEL)

Web: www.lithiumenergy.com.au
Telephone: (08) 9214 9737 Email: cosec@lithiumenergy.com.au

SHARE REGISTRY ENQUIRIES: 1300 113 258 or (08) 9389 8033 or (02) 8096 3502 or admin@advancedshare.com.au

LODGE YOUR VOTE – PLEASE RETURN FORM

Online: <https://www.advancedshare.com.au/investors/>

By Mail: Advanced Share Registry,
PO Box 1156, Nedlands WA 6909

By Facsimile: (08) 6370 4203

Our Reference: LEL / {}

Shareholding as at [] September 2023: {}

Current Election to Receive Hard Copy Annual Report: {}

Current Election to Receive Notice of Meeting: {}

Inactive Status: {}

A copy of the Notice of AGM and Explanatory Statement may be downloaded from the Company's website: <http://lithiumenergy.com.au/> or via the Advanced Share Registry Investor Portal: <https://www.advancedshare.com.au/Investor-Login> or emailed upon request to cosec@lithiumenergy.com.au (see Note 1 overleaf)

A. Appointment of Proxy

I/we being a shareholder/s of Lithium Energy Limited and entitled to attend and vote hereby appoint

The Chair of the Meeting

OR

Write here the name of the person you are appointing if this person is **someone other than the** Chair of the Meeting.

or failing the person named, or if no person is named, the Chair of the Meeting (by default), 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, as the proxy sees fit) at the Annual General Meeting of Lithium Energy Limited to be held at **12:30 pm (Perth time) on Thursday, 12 October 2023 at Conference Room, The Park Business Centre, 45 Ventnor Avenue, West Perth, Western Australia**, and at any adjournment of such Annual General Meeting.

IMPORTANT:

The Company encourages shareholders to indicate their voting direction FOR or AGAINST, or to ABSTAIN, against each resolution in Section B.

If you leave Section A blank, or your named proxy does not attend the meeting, the Chair of the Meeting will be your proxy by default.

If the Chair of the Meeting becomes your proxy (by specific appointment or by default) you can direct the Chair of the Meeting to vote FOR or AGAINST, or to ABSTAIN from voting on the Resolutions by marking the appropriate Voting Direction boxes in Section B below. However, note that under Section A, if the Chair of the Meeting is your proxy and you do not mark any of the Voting Direction boxes in Section B below you are, in effect, directing the Chair to vote "FOR" Resolutions 1 to 4 as the Chair of the Meeting intends to vote undirected proxies in favour of Resolutions 1 to 4. If you mark the ABSTAIN box for a particular resolution, you are directing your proxy not to vote on your behalf on a show of hands or on a poll and your votes will not be counted in computing the required majority on a poll on that resolution.

YOUR ACKNOWLEDGEMENTS ON THE REMUNERATION-RELATED RESOLUTION

Chair to vote undirected proxies in favour of Resolutions 2 and 3: I/We acknowledge that the Chair of the Meeting intends to vote undirected proxies in favour of Resolutions 2 and 3.

Direction to Chair for voting on Resolutions 2 and 3: Where I/we have appointed the Chair of the Meeting as my/our proxy (or the Chair of the Meeting becomes my/our proxy by default) but I/we have not marked any of the boxes opposite Resolutions 2 or 3 in Section B below, I/we expressly authorise the Chair of the Meeting to exercise my/our proxy in respect of Resolutions 2 and 3 even though the Chair is, and those items are connected directly or indirectly with the remuneration of, a member of Key Management Personnel of the Company.

B. Voting Directions to Your Proxy – please mark to indicate your direction

RESOLUTIONS

1. Re-Elect William Johnson as Director

For

Against

Abstain

2. Adopt Remuneration Report

3. Approve of Updated Securities Incentive Plan

4. Approve 10% Placement Facility

If two proxies are being appointed, the proportion of voting rights this proxy represents is:

%

* If you mark the abstain box for a particular item, you are directing your proxy not to vote on that item on a show of hands or on a poll and that your shares are not to be counted in computing the required majority on a poll.

C. Change of Address and Annual Report & Notice of Meeting Communication Preferences

Mark if you want to make any changes to your address details (see Note 2 overleaf)

Mark if you wish to receive a printed Annual Report by post (see Note 3 overleaf)

Mark if you wish to receive a printed Notice of Meeting by post

Mark if you wish to receive your Notice of Meeting & Annual Report by Email and specify your Email below

D. Please Sign Here

This section *must* be signed in accordance with the instructions overleaf to enable your directions to be implemented.

Individual Shareholder / Joint Shareholder 1

Joint Shareholder 2

Joint Shareholder 3

Sole Director and Sole Company Secretary or
Power of Attorney or Executor

Director

Director / Company Secretary

(Companies: Please sign in the appropriate place to indicate the office held)

{ / { / }

Contact Name

Contact Daytime Telephone

Date

Email:

{

NOTES AND INSTRUCTIONS FOR COMPLETING PROXY FORM

- Accessing Notice of AGM and Explanatory Statement:** A copy of the Notice of AGM and Explanatory Statement can be accessed via the Advanced Share Registry Investor Portal (where you can also vote online) (<https://www.advancedshare.com.au/Investor-Login>), the Company's website (<http://lithiumenergy.com.au/>) or posted/emailed to you upon request (cosec@lithiumenergy.com.au or (08) 9214 9737).
- Change of Address:** Your pre-printed name and address is as it appears on the share register of the Company. If this information is incorrect, please mark the box at **Section C** of the proxy form and make the correction at the top of the form. Shareholders sponsored by a broker should advise their broker of any changes. Please note that you cannot change ownership of your shares using this form.
- Receipt of Annual Reports and Notice of Meetings:** Companies are no longer required to mail out printed annual reports and notice of meetings to shareholders. Instead, shareholders can now make an election as follows:
 - make a written request for a hard copy annual report and or notice of meeting to be mailed to you; or
 - make a written request for an electronic copy of the annual report and or notice of meeting to be emailed to you.If you wish to update your annual report and notice of meeting communication preference, please complete **Section C** of the Proxy Form or update via the Advanced Share Registry website: <https://www.advancedshare.com.au/Dashboard/Company-Communication-Update?Conum=256>
- Voting on Remuneration Matters:** The Company will disregard any votes cast on Resolution 2 (Adopt Remuneration Report) and Resolution 3 (Approve of Updated Securities Incentive Plan) by or on behalf of a "Key Management Personnel" (as defined in the Accounting Standards) and their "Closely Related Parties" (as defined in the *Corporations Act 2001*) (**Restricted Voter**). Key Management Personnel (**KMP**) are the Company's Directors and Executives identified in the Company's Remuneration Report. A Closely Related Party of a KMP means a spouse or child of the KMP, a child of the KMP's spouse, a dependant of the KMP or of the KMP's spouse, anyone else who is one of the KMP's family and may be expected to influence the KMP, or be influenced by the KMP, in the KMP's dealings with the Company or a company the KMP controls. The Company need not disregard a vote if a vote is cast by a KMP on Resolution 2 or 3 as a proxy, for a person other than a Restricted Voter, and either:
 - you direct the KMP the way they are to vote on Resolutions 2 and 3; or
 - if the Chair is your proxy, you expressly authorise him to vote as he sees fit on Resolutions 2 and 3 under the appointment, even though the resolutions are connected directly or indirectly with the remuneration of a member of the KMP.Shareholders may also choose to direct the Chair to vote against the resolutions or to abstain from voting.
- You may direct your proxy how to vote by marking one of the voting direction boxes opposition each resolution. If you do not mark a voting direction box your proxy may, to the extent permitted by law, vote as they choose. If you mark more than one voting direction box on a resolution your vote will be invalid on that resolution.
- Completion of a proxy form will not prevent individual shareholders from attending the meeting in person if they wish. Where a shareholder completes and lodges a valid proxy form and attends the meeting in person, then the proxy's authority to speak and vote for that shareholder is suspended while the shareholder is present at the meeting.
- A shareholder of the Company entitled to attend and vote is entitled to appoint not more than two proxies. Where more than one proxy is appointed, each proxy must be appointed to represent a specified proportion of the shareholder's voting rights. If the shareholder appoints two proxies and the appointment does not specify this proportion, each proxy may exercise half of the votes.
- A proxy need not be a shareholder of the Company.
- If you mark the abstain box for a particular item, you are directing your proxy not to vote on that item on a show of hands or on a poll and that your shares are not to be counted in computing the required majority on a poll.
- If a representative of a company shareholder is to attend the meeting, a properly executed original (or certified copy) of the appropriate 'Appointment of Corporate Representative' should be produced for admission to the meeting. Previously lodged Appointments of Corporate Representative will be disregarded by the Company.
- Signing Instructions :** You must sign this form as follows in the spaces provided at **Section D**:
 - Individual:** Where the holding is in one name, the shareholder must sign.
 - Joint Holding:** Where the holding is in more than one name, all of the shareholders must sign.
 - Companies:** This form must be signed in accordance with the Corporations Act, either as:
 - a Sole Director and Sole Company Secretary OR a Sole Director (if no Company Secretary exists);
 - two Directors; or
 - a Director or a Company Secretary.Please also sign in the appropriate place to indicate the office held.
 - Power of Attorney:** If you are signing under a Power of Attorney, you declare that you have had no notice of revocation of the Power or the death or liquidation of the donor of the Power. The original Power of Attorney (or a certified copy) must accompany the Proxy Form or must be received by the Company at its registered office or one of the Share Registry's addresses listed below for the receipt of proxy appointments at least 48 hours before the General Meeting. Previously lodged Powers of Attorney will be disregarded by the Company.
 - Deceased Estates:** All Executors must sign and a certified copy of a Grant of Probate or Letters of Administration must accompany the form.
-  **Online Voting - <https://www.advancedshare.com.au/Investor-Login>:** Log on to the Share Registry website with your Holder Reference Number (Securityholder Reference Number (**SRN**) or Holder Identification Number (**HIN**)) as shown on your Proxy Form by the deadline specified below.
- Lodgement of Proxy Form:** This Proxy Form (and any Power of Attorney under which it is signed) must be received at the address/fax number below **not later than 12:30 pm (Perth time) on Tuesday, 10 October 2023** (48 hours before the commencement of the meeting). Any Proxy Form received after that time will not be valid for the scheduled meeting. **Proxy Forms may be lodged** by posting, delivery or facsimile to the Share Registry's address below:



By Mail

Advanced Share Registry
PO Box 1156
Nedlands WA 6909



By Hand Delivery

Advanced Share Registry
110 Stirling Highway Nedlands
Western Australia



By Facsimile

Advanced Share Registry
(08) 6370 4203

or
Suite 8H, 325 Pitt Street
Sydney
New South Wales