

GALAN LITHIUM LIMITED

ACN 149 349 646

PROSPECTUS

For the offer of:

- (a) up to 35,869,565 listed options to institutional, sophisticated and professional investors who participated in the placement as announced by the Company on 31 January 2024, exercisable at \$0.65 on or before 20 March 2029 (**Listed Options**);
- (b) up to 4,782,606 Listed Options to Directors who participate in the placement as announced by the Company on 31 January 2024, subject to Shareholders approving their participation in that placement; and
- (c) up to 8,702,150 Listed Options to existing Shareholders pursuant to the Company's Share Purchase Plan as announced by the Company on 31 January 2024 and 9 February 2024.

No funds will be raised under the Offers.

IMPORTANT NOTICE

This document is important and should be read in its entirety. If after reading this Prospectus you have any questions about the Listed Options being offered under this Prospectus or any other matter, then you should consult your stockbroker, accountant or other professional adviser.

The Listed Options offered under this Prospectus should be considered speculative.

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1. CORPORATE DIRECTORY

Directors

Richard Homsany
Non-Executive Chairman

Juan Pablo Vargas de la Vega
Managing Director

Daniel Jimenez
Non-Executive Director

Terry Gardiner
Non-Executive Director

Claudia Pohl
Non-Executive Director

Company Secretary

Mike Robbins

Share Registry*

Automic
Level 5, 126 Phillip Street
Sydney NSW 2000

Registered Office

Level 1,
50 Kings Park Road
WEST PERTH WA 6005

Telephone: + 61 8 9214 2150

ASX Code

GLN

Auditors*

Hall Chadwick
283 Rokeby Road
SUBIACO WA 6008

* These entities have not been involved in the preparation of this Prospectus and have not consented to being named in this Prospectus. Their names are included for information purposes only.

2. TIMETABLE AND IMPORTANT NOTES

2.1 Timetable

Action	Date
Lodgement of Prospectus with ASIC and ASX	27 March 2024
Opening Date of the Offers	27 March 2024
Placement Offer Closing Date*	28 March 2024
Quotation of Listed Options issued under Placement Offer	2 April 2024
Director Placement Offer Closing Date*	5:00pm WST on 22 May 2024
Quotation of Listed Options issued under Director Placement Offer	23 May 2024
SPP Offer Closing Date*	5:00pm WST on 28 March 2024
Quotation of Listed Options issued under SPP Offer	2 April 2024

* The Directors reserve the right to bring forward or extend the Closing Date(s) at any time after the Opening Date without notice. As such, the date any of the Listed Options are expected to commence trading on ASX may vary with any change in the Closing Date(s).

2.2 Important Notes

This Prospectus is dated 27 March 2024 and was lodged with ASIC on that date. ASIC, ASX and their officers take no responsibility for the contents of this Prospectus or the merits of the investment to which this Prospectus relates.

No Listed Options may be issued on the basis of this Prospectus later than 13 months after the date of this Prospectus.

In accordance with the design and distribution obligations under the Corporations Act, the Company has determined the target market for the offer of the Listed Options issued under this Prospectus. The Company will only distribute this Prospectus to those investors who fall within the target market determination (**TMD**) as set out on the Company's website www.galanlithium.com.au. By making an application under the Offers, you warrant that you have read and understood the TMD and that you fall within the target market set out in the TMD.

This Prospectus is a transaction specific prospectus for an offer of continuously quoted securities (as defined in the Corporations Act) and has been prepared in accordance with section 713 of the Corporations Act. It does not contain the same level of disclosure as an initial public offering prospectus. In making representations in this Prospectus regard has been had to the fact that the Company is a disclosing entity for the purposes of the Corporations Act and certain matters may reasonably be expected to be known to investors and professional advisers whom potential investors may consult.

2.3 Website – Electronic Prospectus

A copy of this Prospectus can be downloaded from the website of the Company at www.galanlithium.com.au. If you are accessing the electronic version of this Prospectus for the purpose of making an investment in the Company, you must be an Australian resident and must only access this Prospectus from within Australia.

The Corporations Act prohibits any person passing onto another person an application form unless it is attached to a hard copy of this Prospectus or it accompanies the complete and unaltered version of this Prospectus. Any person may obtain a hard copy of this Prospectus free of charge by contacting the Company.

The Company reserves the right not to accept an application from a person if it has reason to believe that when that person was given access to the electronic application form, it was not provided together with the electronic Prospectus and any relevant supplementary or replacement prospectus or any of those documents were incomplete or altered.

2.4 Website

No document or information included on our website is incorporated by reference into this Prospectus.

2.5 Risk Factors

Potential investors should be aware that subscribing for Listed Options in the Company involves a number of risks. The key risk factors of which investors should be aware are set out in Section 6 of this Prospectus. These risks together with other general risks applicable to all investments in listed securities not specifically referred to, may affect the value of the Listed Options in the future. Accordingly, an investment in the Company should be considered highly speculative. Investors should consider consulting their professional advisers before deciding whether to apply for Listed Options pursuant to this Prospectus.

2.6 Forward looking statements

This Prospectus contains forward-looking statements which incorporate an element of uncertainty or risk, such as 'intends', 'may', 'could', 'believes', 'estimates', 'targets' or 'expects'. These statements are based on an evaluation of current economic and operating conditions, as well as assumptions regarding future events. These events, as at the date of this Prospectus, are expected to take place, but there is no guarantee that such events will occur as anticipated or at all given that many of the events are outside the Company's control.

Accordingly, the Company cannot and does not give any assurance that the results, performance or achievements expressed or implied by the forward-looking statements contained in this Prospectus will actually occur. Further, the Company may not update or revise any forward-looking statement if events subsequently occur or information subsequently becomes available that affects the original forward-looking statement. Past performance is not a guide to future performance.

2.7 Overseas Investors

The distribution of this Prospectus in jurisdictions outside Australia may be restricted by law and therefore persons into whose possession this document comes should seek advice on and observe any such restrictions. Any failure to comply with these restrictions constitutes a violation of those laws. This Prospectus does not constitute an offer of Listed Options in any jurisdiction where, or to any person to whom, it would be unlawful to issue in this Prospectus.

2.8 Disclaimer

No person is authorised to give any information or to make any representation in connection with the Offers described in this Prospectus which is not contained in this Prospectus. Any information not so contained may not be relied upon as having been authorised by the Company or any other person in connection with the Offers. You should rely only on information in this Prospectus.

3. DETAILS OF THE OFFERS

3.1 Background to the Offers

Placement Offer

On 31 January 2024, the Company announced that it had received commitments in respect of a placement to institutional, sophisticated and professional investors to raise up to \$18 million (before costs) through the issue of up to 35,869,565 Shares at an issue price of \$0.46 per Share (**Placement**).

The Placement Offer is an offer of one (1) Listed Option for every one (1) Share subscribed for and issued under the Placement, exercisable at \$0.65 on or before 20 March 2029, on the terms and conditions set out in Section 5.1 (**Listed Options**). Up to 35,869,565 Listed Options may be issued to institutional, sophisticated and professional investors under the Placement Offer. No funds will be raised from the issue of the Listed Options under the Placement Offer.

Further information in relation to the Placement is set out in the Company's ASX release of 31 January 2024.

The Listed Options offered under the Placement Offer will be issued on the terms and conditions set out in Section 5.1. All the Shares issued upon exercise of the Listed Options will rank equally with Shares on issue at the date of this Prospectus. No funds will be raised from the issue of Listed Options pursuant to the Placement Offer.

Director Placement Offer

All Directors have requested to participate in the Placement on the same terms as the institutional, sophisticated and professional investors who participated in the Placement, subject to the Company receiving all required Shareholder and other approvals for such participation, including pursuant to the ASX Listing Rules.

Accordingly the offer to Directors under this Prospectus is an offer of one (1) Listed Option for every one (1) Share subscribed for and issued by related parties of the Company on the same terms as those offered under the Placement, subject to the receipt of Shareholder approval for their participation (**Director Placement Offer**). Up to 4,782,606 Listed Options may be issued under the Director Placement Offer. No funds will be raised from the issue of the Listed Options under the Director Placement Offer.

Further information in relation to the Placement is set out in the Company's ASX release of 31 January 2024. It is noted that the maximum amount that may be subscribed for under the Director Placement has increased from the amount initially set out in the Company's ASX announcement dated 31 January 2024, at which time the Director participation in the Placement (if approved by Shareholders) was expected to raise up to \$1,500,000 (before costs). The Director Placement Offer (if approved by Shareholders) may now raise up to \$2,200,000 (before costs).

Shareholder approval for Director participation in the Placement will be sought at a general meeting of the Company to be held on 22 April 2024.

The Listed Options offered under the Director Participation Offer will be issued on the terms and conditions set out in Section 5.1. All the Shares issued upon exercise of the Listed Options will rank equally with Shares on issue at the date of this Prospectus. No funds will be raised from the issue of Listed Options pursuant to the Director Participation Offer.

SPP Offer

As announced by the Company on 31 January 2024 and 9 February 2024, the Company is offering all eligible existing Australian and New Zealand Shareholders (including retail Shareholders) the opportunity to apply for new Shares and free attaching Listed Options at the same issue price and on the same terms and conditions as the Placement. The free

attaching Listed Options under the Share Purchase Plan are offered pursuant to this Prospectus (**SPP Offer**).

The Company initially intended to raise up to \$1.5 million and retains discretion over the allocation of Shares and free attaching Listed Options per investor. The Board, in its absolute discretion, reserved its right to accept additional applications subject to Shareholder demand. As announced on 13 March 2024, the SPP Offer Closing Date was extended to 22 March 2024. As per the ASX announcement dated 27 March 2024 and at the date of this Prospectus the Company raised \$4,003,000 under the Share Purchase Plan. As such, 8,702,150 Listed Options may be issued under the SPP. No funds will be raised from the issue of the Listed Options under the SPP.

The terms and conditions of the Share Purchase Plan and the SPP Offer are contained in the booklet for the Share Purchase Plan released by the Company on 9 February 2024.

3.2 Application for Listed Options under the Offers

The Placement Offer will only be extended to the Placement Participants.

The Director Participation Offer will only be extended to those Directors who have requested to participate in the Placement, subject to Shareholder approval, on the same terms as those offered to the Placement Participants. In the event that Shareholder approval for Director participation in the Placement is not received, the Director Participation Offer will not proceed.

The SPP Offer is only be extended to the participants in the Share Purchase Plan.

No subscription monies are payable for the Listed Options offered under the Placement Offer, the Director Participation Offer or the SPP Offer as the Listed Options are being issued on the basis of one (1) Placement Option for every one (1) Share subscribed for and issued under the Placement, or in the case of the SPP Offer, under the Share Purchase Plan.

3.3 Minimum subscription

There is no minimum subscription in respect of the Offers.

3.4 Issue of Securities

The Listed Options issued pursuant to the Offers will be issued in accordance with the ASX Listing Rules and timetable set out at Section 2.1. Holding statements for the Listed Options issued under the Offers will be mailed as soon as practicable after the issue of the relevant Listed Options.

3.5 ASX listing

Application for Official Quotation of the Listed Options offered pursuant to this Prospectus will be made within 7 days of the date of this Prospectus. If ASX does not grant Official Quotation of the Listed Options offered pursuant to this Prospectus before the expiration of 3 months after the date of issue of the Prospectus, (or such period as varied by ASIC), the Company will not issue any Listed Options under the Offers.

The fact that ASX may grant Official Quotation to the Listed Options is not to be taken in any way as an indication of the merits of the Company or the Listed Options now offered for subscription.

3.6 Restrictions on the distribution of the Prospectus

The distribution of this Prospectus outside the Commonwealth of Australia may be restricted by law. The Offers do not, and are not intended to, constitute an offer in any place or jurisdiction in which, or to any person to whom, it would not be lawful to make

such an offer or to issue this Prospectus.

Residents of countries outside Australia should consult their professional advisers as to whether any government or other consents are required, or whether any formalities need to be observed should they wish to make an application to take up Listed Options on the basis of this Prospectus. The return of a duly completed application will be taken to constitute a representation and warranty that there has been no breach of such laws and that all approvals and consents have been obtained.

3.7 Enquiries

Any questions concerning the Offers should be directed to Mike Robbins, Company Secretary, on +61 8 9214 2150.

4. PURPOSE AND EFFECT OF THE OFFERS

4.1 Purpose of the Offers

The Offers are being made such that the relief provided under *ASIC Corporations (Sale Offers That Do Not Need Disclosure) Instrument 2016/80* with respect to the on-sale provisions of section 707 of the Corporations Act is available.

Specifically, if the Listed Options are issued with disclosure under this Prospectus, then the Shares issued upon the exercise of any of the Listed Options can be on-sold within 12 months of their issue, without a disclosure document for the on-sale offer.

No funds will be raised under the Offers as the Listed Options are being issued as free attaching securities on the basis of one Listed Option for every one Share subscribed for and issued under the Placement (in the case of the Placement Offer and the Director Participation Offer) or the Share Purchase Plan (in the case of the SPP Offer).

4.2 Principal Effect of the Offers

The principal effect of the Offers, assuming that all Listed Options offered under this Prospectus are issued and no other Securities are issued, exercised or converted, will be to:

- (a) increase the number of Options on issue from 500,000 Options as at the date of this Prospectus to 49,854,321 Options following completion of the Offer (assuming that 35,869,565 Listed Options are issued pursuant to the Placement Offer, 4,782,606 Listed Options are issued pursuant to the Director Participation Offer and 8,702,150 Listed Options are issued pursuant to the SPP Offer); and
- (b) remove any trading restrictions for 12 months attaching to Shares issued on exercise of the Listed Options issued under this Prospectus.

4.3 Effect of the Offers on capital structure

The effect of the Offers on the Company's capital structure is set out below and relates only to the number of Options in issue.

Options

Options	Number
Options currently on issue ¹	500,000
Maximum Options to be issued under the Placement Offer	35,869,565
Maximum Options to be issued under Director Participation Offer ²	4,782,606
Maximum Options to be issued under the SPP Offer	8,702,150
Total Options on issue on full subscription to the Offers³	49,854,321

Notes:

1. 500,000 unlisted Options exercisable at \$1.30 on or before 24 December 2024
2. Subject to the receipt of Shareholder approval for Director participation in the Placement.
3. The Company also has on issue 18,850,000 performance rights issued on various terms and conditions.

4.4 Financial effect of the Offers

After expenses of the Offers of approximately \$25,000, there will be no proceeds from the Offers. The expenses of the Offers will be met from the Company's existing cash reserves.

5. RIGHTS AND LIABILITIES ATTACHING TO SECURITIES

5.1 Terms and Conditions of the Listed Options

The terms and conditions of the Listed Options are as follows:

(a) Entitlement

Each Listed Option entitles the holder to subscribe for one Share upon exercise of the Listed Option.

(b) Exercise Price

Subject to paragraph (i), the amount payable upon exercise of each Listed Option will be \$0.65 (**Exercise Price**).

(c) Expiry Date

Each Listed Option will expire at 5:00pm (WST) on or before 20 March 2029 (**Expiry Date**). A Listed Option not exercised before the Expiry Date will automatically lapse on the Expiry Date.

(d) Exercise Period

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

(e) Notice of Exercise

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

(f) Exercise Date

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

(g) Timing of issue of Shares on exercise

Within five (5) Business Days after the Exercise Date, the Company will:

- (i) issue the number of Shares required under these terms and conditions in respect of the number of Listed Options specified in the Notice of Exercise and for which cleared funds have been received by the Company;
- (ii) if required, give ASX a notice that complies with section 708A(5)(e) of the Corporations Act, or, if the Company is unable to issue such a notice, lodge with ASIC a prospectus prepared in accordance with the Corporations Act and do all such things necessary to satisfy section 708A(11) of the Corporations Act to ensure that an offer for sale of the Shares does not require disclosure to investors; and
- (iii) if admitted to the official list of ASX at the time, apply for official quotation on ASX of Shares issued pursuant to the exercise of the Listed Options.

(h) Shares issued on exercise

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

(i) Reconstruction, bonus issues, rights issues etc.

- (i) If at any time the issued share capital of the Company is reconstructed (including by way of consolidation or share-split), then, subject to the Corporations Act and the ASX Listing Rules, the Listed Options shall be reconstructed (including by way of consolidation or option-split) on the same basis so that the Listed Option holder is not prejudiced by such reconstruction of the Company's issued share capital.
- (ii) If the Company conducts a pro rata issue (except a bonus issue) of securities to its shareholders after the date of issue of the Listed Options, the exercise price of the Listed Options will be reduced in accordance with the formula set out in ASX Listing Rule 6.22.2. This clause is only applicable if the Company's shares are quoted on the ASX.
- (iii) If the Company conducts a bonus issue of securities to its shareholders after the date of issue of the Listed Options, the number of securities over which a Placement Option is exercisable will be increased by the number of securities which the Listed Option holder would have received if the Listed Option had been exercised before the record date for the bonus issue. This clause is only applicable if the Company's shares are quoted on the ASX.

(j) Participation in new issues

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

(k) Change in exercise price

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

(l) Transferability

The Listed Options are transferable subject to any restriction or escrow arrangements imposed by ASX or under applicable Australian securities laws.

(m) Quotation

The Company will apply for quotation of the Listed Options on the ASX.

5.2 Shares

The following is a summary of the more significant rights and liabilities attaching to Shares that will be issued on the exercise of the Listed Options offered pursuant to this Prospectus. This summary is not exhaustive and does not constitute a definitive statement of the rights and liabilities of Shareholders. To obtain such a statement, persons should seek independent legal advice.

Full details of the rights and liabilities attaching to Shares are set out in the Constitution, a copy of which is available for inspection at the Company's registered office during normal business hours.

(a) General meetings

Shareholders are entitled to be present in person, or by proxy, attorney or representative to attend and vote at general meetings of the Company. Shareholders may requisition meetings in accordance with section 249D of the Corporations Act and the Constitution of the Company.

(b) Voting rights

Subject to any rights or restrictions for the time being attached to any class or classes of shares, at general meetings of shareholders or classes of shareholders:

- (i) each Shareholder entitled to vote may vote in person or by proxy, attorney or representative;
- (ii) on a show of hands, every person present who is a Shareholder or a proxy, attorney or representative of a Shareholder has one vote; and
- (iii) on a poll, every person present who is a Shareholder or a proxy, attorney or representative of a Shareholder shall, in respect of each fully paid Share held by him, or in respect of which he is appointed a proxy, attorney or representative, have one vote for each Share held, but in respect of partly paid shares shall have such number of votes as bears the same proportion to the total of such Shares registered in the Shareholder's name as the amount paid (not credited) bears to the total amounts paid and payable (excluding amounts credited).

(c) Dividend rights

Subject to the rights of any preference Shareholders and to the rights of the holders of any shares created or raised under any special arrangement as to dividend, the Directors may from time to time declare a dividend to be paid to the Shareholders entitled to the dividend which shall be payable on all Shares according to the proportion that the amount paid (not credited) is of the total amounts paid and payable (excluding amounts credited) in respect of such Shares.

The Directors may from time to time pay to the Shareholders any interim dividends as they may determine. No dividend shall carry interest as against the Company. The Directors may set aside out of the profits of the Company any amounts that they may determine as reserves, to be applied at the discretion of the Directors, for any purpose for which the profits of the Company may be properly applied.

Subject to the ASX Listing Rules and the Corporations Act, the Company may, by resolution of the Directors, implement a dividend reinvestment plan on such terms and conditions as the Directors think fit and which provides for any dividend which the Directors may declare from time to time payable on Shares which are participating Shares in the dividend reinvestment plan, less any amount which the Company shall either pursuant to the Constitution or any law be entitled or obliged to retain, be applied by the Company to the payment of the subscription price of Shares.

(d) Winding-up

If the Company is wound up, the liquidator may, with the authority of a special resolution, divide among the Shareholders in kind the whole or any part of the property of the Company, and may for that purpose set such value as he considers fair upon any property to be so divided, and may determine how the division is to be carried out as between the Shareholders or different classes of Shareholders.

The liquidator may, with the authority of a special resolution, vest the whole or any part of any such property in trustees upon such trusts for the benefit of the contributories as the liquidator thinks fit, but so that no Shareholder is compelled to accept any shares or other securities in respect of which there is any liability.

(e) Shareholder liability

As the Shares issued will be fully paid shares, they will not be subject to any calls for money by the Directors and will therefore not become liable for forfeiture.

(f) Transfer of shares

Generally, shares in the Company are freely transferable, subject to formal requirements, the registration of the transfer not resulting in a contravention of or failure to observe the provisions of a law of Australia and the transfer not being in breach of the Corporations Act and the ASX Listing Rules.

(g) Future increase in capital

The issue of any new Shares is under the control of the Directors of the Company. Subject to restrictions on the issue or grant of Securities contained in the ASX Listing Rules, the Constitution and the Corporations Act (and without affecting any special right previously conferred on the holder of an existing share or class of shares), the Directors may issue Shares as they shall, in their absolute discretion, determine.

(h) Variation of rights

Under section 246B of the Corporations Act, the Company may, with the sanction of a special resolution passed at a meeting of Shareholders vary or abrogate the rights attaching to shares. If at any time the share capital is divided into different classes of shares, the rights attached to any class (unless otherwise provided by the terms of issue of the shares of that class), whether or not the Company is being wound up, may be varied or abrogated with the consent in writing of the holders of three quarters of the issued shares of that class, or if authorised by a special resolution passed at a separate meeting of the holders of the shares of that class.

(i) Alteration of constitution

In accordance with the Corporations Act, the Constitution can only be amended by a special resolution passed by at least three quarters of Shareholders present and voting at the general meeting. In addition, at least 28 days written notice specifying the intention to propose the resolution as a special resolution must be given.

6. RISK FACTORS

6.1 Introduction

Subscribing for Securities involves a number of risks. Prospective investors in the Company should consider the risk factors described below, together with information contained elsewhere in this Prospectus.

You should consider that an investment in the Company is highly speculative. The risk factors set out below and others not specifically referred to below must not be taken as exhaustive of the risks faced by the Company or by investors in the Company.

These risk factors may materially affect the financial performance of the Company and the value of the Listed Options offered under this Prospectus, and of Shares issued upon exercise of the Listed Options. Accordingly the Listed Options offered under this Prospectus, and Shares issued upon exercise of the Listed Options, carry no guarantee with respect to the payment of dividends, returns of capital or the market value of those Securities. Some risks can be mitigated by the use of appropriate safeguards and appropriate systems and controls by the Company, however some are unpredictable and outside the control of the Company and the extent to which they can be mitigated or managed is very limited or not possible.

None of the Directors or any person associated with the Company guarantee the Company's performance, the performance of the Securities the subject of the Offers or the market price at which the Listed Options and/or Shares will trade.

6.2 Key Risks Specific to the Company

The key risks which the Directors consider are associated with an investment in the Company are:

(a) Tenure, access and grant of applications

Mining and exploration tenements are subject to periodic renewal. There is no guarantee that the Company's tenements will be renewed (nor that any future tenement applications will be granted).

The Company's projects are subject to relevant mining legislation. The renewal of the term of a granted tenement is also subject to government discretion and the Company's ability to meet the conditions imposed by relevant authorities, including compliance with the Company's work program requirements, is not certain. Renewal conditions may include increased expenditure and work commitments or compulsory relinquishment of areas of the tenements comprising the Company's projects. The imposition of new conditions or the inability to meet those conditions may adversely affect the operations, financial position and/or performance of the Company.

There is no assurance that such renewals will be given as a matter of course and there is no assurance that new conditions will not be imposed by the relevant granting authority. The consequence of forfeiture or involuntary surrender of a granted tenement for reasons beyond the control of the Company could be significant.

In addition, the Company may be subject to payment and other obligations. In particular, tenement holders may be required to expend the funds necessary to meet the minimum work commitments attaching to the tenements. Failure to meet these work commitments may render the tenement liable to be cancelled or its size reduced.

If a tenement is not renewed or an area of any tenement is relinquished, the Company may suffer significant damage through the loss of the opportunity to develop and discover any resource on that tenement. As at the date of the Offers, the Directors are not aware of any relinquishment of its tenements or any reason why the renewal of any tenement will not be given.

Further, if any contractual obligations are not complied with when due, in addition to any other remedies that may be available to other parties, this could result in dilution or forfeiture of the Company's interest in its projects.

There is also a risk of inability to access the land required for operations on tenements. This may, for example, be as a result of weather, environmental restraints, native title, landholder's activities, regulatory or third-party objections or other factors. Such difficulties may cause delays and cost overruns (and may prevent the carrying out of activities on tenements).

Interests in tenure may also be compromised or lost due to third party interests or claims.

(b) Future capital requirements

The Company's capital requirements depend on numerous factors. Additional funding may be required and may be raised by the Company via the issues of equity, debt or a combination of debt and equity or asset sales. Any additional equity financing will dilute shareholdings, and debt financing, if available, may involve restrictions on financing and operating activities. If the Company is unable to obtain additional financing as needed, it may be required to reduce the scope of its proposed operations and scale back its exploration, studies and development programmes as the case may be. There is no guarantee that the Company will be able to secure any additional funding or be able to secure funding on terms favourable to the Company.

If the Company is unable to obtain additional financing as needed, it may be required to reduce, delay or suspend its operations and this could have a material adverse effect on the Company's activities and could affect the Company's ability to continue as a going concern or remain solvent.

The Company will require significant additional funding to complete Phase 1 construction for its Hombre Muerto West project.

(c) Reliance on key personnel

The Company is reliant on a number of key personnel and consultants. The loss of one or more of these key contributors could have an adverse impact on the business of the Company. It may be difficult for the Company to continue to attract and retain suitable qualified and experienced people.

(d) New projects and acquisitions

The Company may make acquisitions in the future as part of future growth plans. In this regard, the Directors will use their expertise and experience in the resources sector to assess the value of potential projects that have characteristics that the Directors consider are likely to provide returns to Shareholders.

There can be no guarantee that any new project acquisition or investment will eventuate from these pursuits, or that any acquisitions will result in a return for Shareholders. Such acquisitions may result in use of the Company's cash resources and/or the issuance of equity securities, which will dilute shareholdings.

Furthermore, any new project or business acquisition may change the risk profile of the Company, particularly if the new project is located in another jurisdiction, involves a new commodity and/or changes the Company's capital/funding requirements.

(e) Native title, cultural heritage and sacred sites

Mining tenements in Australia are subject to native title laws and may be subject to future native title applications. Native title may preclude or delay granting of exploration and mining tenements or the ability of the Company to explore, develop and/or commercialise the mining tenements. Considerable expenses may be incurred negotiating and resolving issues, including any compensation agreements reached in settling native title claims lodged over any of the mining tenements held or acquired by the Company.

The presence of Aboriginal sacred sites and cultural heritage artefacts on mining tenements is protected by Western Australian and Commonwealth laws. Any destruction or harming of such sites and artefacts may result in the Company incurring significant fines and court injunctions. The existence of such sites may limit or preclude exploration or mining activities on those sites, which

may cause delays and additional expenses for the Company in obtaining clearances.

(f) Sovereign and Political Risk

The Company has interests in exploration licences in Argentina and Canada. Mineral exploration tenure in both countries are governed by their own legislation.

Its interests in Argentina and Canada will be subject to the risks associated with operating in a foreign country. These risks may include economic, social or political instability or change, hyperinflation, currency non-convertibility or instability and changes of law affecting foreign ownership, heritage and native title laws, exchange control, exploration licensing, export duties, investment into a foreign country and repatriation of income or return of capital, environmental protection, land access and environmental regulation, mine safety, labour relations as well as government control over petroleum properties or government regulations that require the employment of local staff or contractors or require other benefits be provided to local residents.

The Company may also be hindered or prevented from enforcing its rights with respect to government instrumentalities because of the doctrine of sovereign immunity.

Any future material adverse changes in government policies or legislation in Argentina or Canada that affect ownership, mineral exploration, development or mining activities, may affect the viability and profitability of the Company.

6.3 Industry Specific Risks

(a) Nature of mineral exploration and mining

The business of mineral exploration, development and production is subject to risk by its nature. Shareholders should understand that mineral exploration, development and mining are high-risk enterprises, only occasionally providing high rewards (with no guarantee of ever becoming producing assets).

The success of the Company depends, among other things, on successful exploration, feasibility of the projects, securing and maintaining title to tenements and consents, successful design, construction, commissioning and operating of mining and processing facilities, successful development and production in accordance with forecasts and successful management of the operations. Exploration and mining activities may also be hampered by force majeure circumstances, land claims and unforeseen mining problems.

There is no assurance that exploration and development of the mineral tenement interests currently owned by the Company, or any other projects that may be acquired in the future, will result in the discovery of mineral deposits which are capable of being exploited economically. Even if an apparently viable deposit is identified, there is no guarantee that it can be profitably exploited. If such commercial viability is never attained, the Company may seek to transfer its property interests or otherwise realise value, or the Company may even be required to abandon its business and fail as a "going concern".

Whether a mineral deposit will be commercially viable depends on a number of factors, which include, without limitation, the particular attributes of the deposit, such as size, grade and proximity to infrastructure, metal prices, which fluctuate widely, and government regulations, including, without limitation, regulations relating to prices, taxes, royalties, land tenure, land use, exporting of minerals and environmental protection. The combination of these factors may result in the Company expending significant resources (financial and otherwise) on tenements without receiving a return. There is no certainty that expenditures made by the Company towards the search and evaluation of mineral deposits will result in discoveries of an economically viable mineral deposit.

The Company has relied on and may continue to rely on consultants and others for mineral exploration and exploitation expertise. The Company believes that those consultants and others are competent and that they have carried out their work in accordance with internationally recognised industry standards. However, if the work conducted by those consultants or others is

ultimately found to be incorrect or inadequate in any material respect, the Company may experience delays or increased costs in exploring or developing its tenements.

(b) Results of Studies

Subject to the results of any future exploration and testing programs, the Company may progressively undertake a number of studies in respect to the Company's current projects or any new projects. These studies may include scoping studies, pre-feasibility studies and bankable feasibility studies.

These studies may not occur, but if they are completed, they would be prepared within certain parameters designed to determine the economic feasibility of the relevant project within certain limits. There can be no guarantee that any of the studies will confirm the economic viability of the Company's projects or the results of other studies undertaken by the Company (e.g. the results of a feasibility study may materially differ to the results of a scoping study).

Further, even if a study determines the economics of the Company's projects, there can be no guarantee that the projects will be successfully brought into production as assumed or within the estimated parameters in the feasibility study, once production commences including but not limited to operating costs, mineral recoveries and commodity prices.

In addition, the ability of the Company to complete a study would be dependent on the Company's ability to raise further funds to complete the study as required.

(c) Resource and Reserve estimates

Ore reserve and mineral resource estimates are expressions of judgment based on drilling results, past experience with mining properties, knowledge, experience, industry practice and many other factors. Estimates which are valid when made may change substantially when new information becomes available. Mineral resource and ore reserve estimation is an interpretive process based on available data and interpretations and thus estimations may prove to be inaccurate. There is no guarantee that any of the Company's projects will become feasible and consequently no forecast is made of whether or not any ore reserve will be defined in future.

The actual quality and characteristics of mineral deposits cannot be known until mining takes place and will almost always differ from the assumptions used to develop resources. Further, ore reserves are valued based on future costs and future prices and, consequently, the actual ore reserves and mineral resources may differ from those estimated, which may result in either a positive or negative effect on operations.

Should the Company encounter mineralisation or formations different from those predicted by past drilling, sampling and similar examinations, resource estimates may have to be adjusted and mining plans may have to be altered in a way which could adversely affect the Company's operations.

(d) Operational Risks

The operations of the Company may be affected by various factors which are beyond the control of the Company, such as failure to locate or identify mineral deposits, failure to achieve predicted grades in exploration or mining, operational and technical difficulties encountered in exploration and mining, difficulties in commissioning and operating plant and equipment, mechanical failure or plant breakdown, unanticipated metallurgical problems which may affect extraction costs, adverse weather conditions, industrial and environmental accidents, industrial disputes and unexpected shortages, delays in procuring, or increases in the costs of consumables, spare parts, plant and equipment, fire, explosions and other incidents beyond the control of the Company. The operations of the Company may also be affected by various other factors, including failures in internal controls and financial fraud.

These risks and hazards could also result in damage to, or destruction of, production facilities, personal injury, environmental damage, business interruption, monetary losses and possible legal liability. While the Company currently intends to maintain insurance within ranges of coverage

consistent with industry practice, no assurance can be given that the Company will be able to obtain such insurance coverage at reasonable rates (or at all), or that any coverage it obtains will be adequate and available to cover any such claims.

(e) Environmental regulation risk

The Company's projects are subject to country specific Provincial, State and Federal laws and regulations regarding environmental matters. The governments and other authorities that administer and enforce environmental laws and regulations determine these requirements. As with all exploration projects and mining operations, the Company's activities are expected to have an impact on the environment, particularly if they result in mine development.

The cost and complexity of complying with the applicable environmental laws and regulations may prevent the Company from being able to develop mineral deposits. There are also risks that the Company may breach environmental laws and regulations, with consequential adverse effects on the financial position and performance of the Company.

Further, the Company will require approvals from relevant authorities before it can undertake activities that are likely to impact the environment. Failure to obtain such approvals will prevent the Company from undertaking its desired activities. The Company is unable to predict the effect of additional environmental laws and regulations which may be adopted in the future, including whether any such laws or regulations would materially increase the Company's cost of doing business or affect its operations in any area.

There can be no assurances that new environmental laws, regulations or stricter enforcement policies, once implemented, will not oblige the Company to incur significant expenses and undertake significant investments which could have a material adverse effect on the Company's business, financial condition and results of operations.

(f) Environmental liabilities risk

The Company's activities are subject to potential risks and liabilities associated with (without limitation) the potential pollution of the environment and the necessary disposal of mining waste products resulting from mineral exploration and production. Insurance against environmental risk (including potential liability for pollution or other hazards as a result of the disposal of waste products occurring from exploration and production) is not generally available to the Company (or to other companies in the minerals industry) at a reasonable price. To the extent that the Company becomes subject to environmental liabilities, the satisfaction of any such liabilities would reduce funds otherwise available to the Company and could have a material adverse effect on the Company. Laws and regulations intended to ensure the protection of the environment are constantly changing and are generally becoming more restrictive.

(g) Change in regulations and regulatory risk

Any material adverse changes in government policies, legislation or shifts in political attitude in Australia and overseas that affect mineral mining and exploration activities, tax laws, royalty regulations, government subsidies and environmental issues may affect the viability of a project or the Company. No assurance can be given that amendments to current laws and regulations or new rules and regulations will not be enacted, or that existing rules and regulations will not be applied in a manner which could substantially limit or affect the Company's business.

The Company's activities are subject to extensive laws and regulations relating to numerous matters such as regulatory and third-party consents, conditions including environmental compliance and rehabilitation, taxation, employee relations, health and worker safety, waste disposal, protection of the environment, Native Title and heritage matters, protection of endangered and protected species and other matters. The Company requires permits from regulatory authorities to authorise the Company's operations. These permits relate to matters such as exploration, development, production and rehabilitation activities.

Obtaining necessary permits can be a time consuming process and there is a risk that the Company will not obtain these permits on acceptable terms, in a timely manner or at all. The costs

and delays associated with obtaining necessary permits and complying with these permits and applicable laws and regulations could materially delay or restrict the Company from proceeding with the exploration or development of a project or the operation or development of a mine. Any failure to comply with applicable laws and regulations or permits, even if inadvertent, could result in material fines, penalties or other liabilities. In extreme cases, failure could result in suspension of the Company's activities or forfeiture of one or more tenements.

(h) Climate change risk

There are a number of climate-related factors that may affect the operations and financial position of the Company. Climate change or prolonged periods of adverse weather and climatic conditions (including rising sea levels, floods, hail, drought, water, scarcity, temperature extremes and earthquakes) may have an adverse effect of the Company's operations and/or the Company's future financial performance.

Changes in policy, technological innovation and/or consumer/investor preferences may also adversely impact the operations and financial position of the Company or may result in less favourable pricing for its product, particular in the event of a transition to a lower carbon economy.

(i) Inclement weather and natural disasters

The Company's operational and exploration activities are subject to a variety of risks and hazards which are beyond its control, including adverse weather conditions such as excessive rain, flooding and/or fires. Unexpected or seasonal weather patterns may delay or adversely impact the Company's drilling and exploration activities and may have an adverse effect of the Company's operations and/or the Company's future financial performance.

(j) Occupational Health and Safety Risk

The Company is committed to providing a healthy and safe environment for its personnel, contractors and visitors. However, exploration, development and other mining industry activities have inherent risks and hazards. While the Company provides appropriate instructions, equipment, preventative measures, first aid information and training to all stakeholders through its occupational, health and safety management systems, health and safety incidents may nevertheless occur. Any illness, personal injury, death or damage to property resulting from the Company's activities may lead to a claim against the Company.

6.4 General Risks

The general risks which the Directors consider are associated with an investment in the Company are:

(a) Securities investments

There is no guarantee that an active trading market in the Shares will continue or that the price of Shares will increase. The prices at which Shares trade may fluctuate in response to a number of factors.

Further, the stock market is prone to price and volume fluctuations. There can be no guarantee that trading prices will be sustained. These factors may materially affect the market price of the Shares, regardless of the Company's operational performance.

Neither the Company nor the Directors warrant the future performance of the Company or any return on an investment in the Company.

(b) Economic risk

Changes in the general economic climate in which the Company operates may adversely affect the financial performance of the Company. Similarly, share market conditions may affect the value of the Company's quoted securities regardless of the Company's operating performance. Factors that may contribute to that general economic climate and the market price of Shares include, but

are not limited to:

- (i) changes in government policies, taxation and other laws;
- (ii) the strength of the equity and share markets in Australia and overseas;
- (iii) movement in, or outlook on, exchange rates, interest rates and inflation rates;
- (iv) industrial disputes in Australia and overseas;
- (v) changes in investor sentiment toward particular market sectors or commodities;
- (vi) financial failure or default by an entity with which the Company may become involved in a contractual relationship; and
- (vii) natural disasters, social upheaval, war and conflicts (or impacts of war or conflicts) or acts of terrorism.

(c) Commodity price volatility and exchange rate risks

As the Company's flagship project currently under development is located in Argentina, the Company is exposed to the risks of commodity price volatility and exchange rate fluctuations increasing the Company's costs.

Also, if the Company achieves success leading to production (which may never occur), the revenue it will derive through the sale of product will expose the potential income of the Company to commodity price and exchange rate risks.

Commodity prices and exchange rates fluctuate and are affected by numerous factors beyond the control of the Company.

(d) Dilution

In certain circumstances, the Directors may issue securities without any vote or action by Shareholders. When the Company issues equity securities, the percentage of ownership of Shareholders may be reduced and diluted.

(e) Competition

Like many industries, the resources industry is subject to domestic and global competition. The Company has no influence or control over the activities or actions of its competitors and these activities or actions may positively or negatively affect the operating and financial performance of the Company's Projects and business.

Many of these companies have greater financial and other resources than the Company and, as a result, may be in a better position to compete for future business opportunities. Many of the Company's competitors not only explore for and produce minerals, but also carry out refining operations and produce other products on a worldwide basis. There can be no assurance that the Company can compete effectively with these companies.

(f) Litigation risks

Legal proceedings may arise from time to time in the course of the Company's activities. Legal proceedings brought by third parties including but not limited to joint venture partners or employees could negatively impact the Company.

(g) Unforeseen expenses

The Company may incur unforeseen expenses. In those circumstances, the expenditure proposals of the Company may be adversely affected

(h) Insurance

The Company insures its operations in accordance with industry practice. However, insurance of all risks associated with exploration, development and mining activities is not always available and, where it is available, the cost may be prohibitively high. The occurrence of an event that is not covered or fully covered by insurance could have a material adverse effect on the business,

financial condition and results of the Company.

(i) Accounting Standards

Australian Accounting Standards (**AAS**) are adopted by the Australian Accounting Standards Board (**AASB**) and are not within the control of the Company and its Directors. The AASB may, from time to time, introduce new or refined AAS, which may affect the future measurement and recognition of key statement of profit or loss and statement of financial position items. There is also a risk that interpretation of existing AAS, including those relating to the measurement and recognition of key statement of profit or loss or statement of financial position items may differ. Any changes to the AAS or to the interpretation of those standards may have an adverse effect on the reported financial performance and position of the Company.

(j) Expected future events may not occur

Certain statements in this presentation may constitute forward looking statements. Such forward looking statements involve known and unknown risks, uncertainties and other factors which may cause the actual results, performants and achievements of the Company to be materially different from any future results, performance or achievements, expressed or implied by such forward looking statements. Given these uncertainties, Shareholders should not place undue reliance on such forward-looking statements. In addition, under no circumstances should forward looking statements be regarded as a representation or warranty by the Company, or any other person referred to in this document, that a particular outcome or future event is guaranteed.

(k) Trading in securities of the Company may not be liquid

There is no guarantee that there will be an ongoing liquid market for securities of the Company. Accordingly, there is a risk that, should the market or Company's securities become illiquid, the Shareholders will be unable to realise their investment in the Company.

7. ADDITIONAL INFORMATION

7.1 Litigation

As at the date of this Prospectus, the Company is not involved in any legal proceedings and the Directors are not aware of any legal proceedings pending or threatened against the Company.

7.2 Continuous disclosure obligations

The Company is a “disclosing entity” (as defined in section 111AC of the Corporations Act) for the purposes of section 713 of the Corporations Act and, as such, is subject to regular reporting and disclosure obligations. Specifically, like all listed companies, the Company is required to continuously disclose any information it has to the market which a reasonable person would expect to have a material effect on the price or the value of the Company’s securities.

This Prospectus is a “transaction specific prospectus”. In general terms a “transaction specific prospectus” is only required to contain information in relation to the effect of the issue of securities on the Company and the rights attaching to the securities. It is not necessary to include general information in relation to all of the assets and liabilities, financial position, profits and losses or prospects of the issuing company.

This Prospectus is intended to be read in conjunction with the publicly available information in relation to the Company which has been notified to ASX and does not include all of the information that would be included in a prospectus for an initial public offering of securities in an entity that is not already listed on a stock exchange. Investors should therefore have regard to the other publicly available information in relation to the Company before making a decision whether or not to invest.

Having taken such precautions and having made such enquires as are reasonable, the Company believes that it has complied with the general and specific requirements of ASX as applicable from time to time throughout the 3 months before the issue of this Prospectus which required the Company to notify ASX of information about specified events or matters as they arise for the purpose of ASX making that information available to the stock market conducted by ASX.

Information that is already in the public domain has not been reported in this Prospectus other than that which is considered necessary to make this Prospectus complete.

The Company, as a disclosing entity under the Corporations Act states that:

- (a) it is subject to regular reporting and disclosure obligations;
- (b) copies of documents lodged with the ASIC in relation to the Company (not being documents referred to in section 1274(2)(a) of the Corporations Act) may be obtained from, or inspected at, the offices of the ASIC; and
- (c) it will provide a copy of each of the following documents, free of charge, to any person on request between the date of issue of this Prospectus and the Closing Date:
 - (i) the annual financial report most recently lodged by the Company with the ASIC;
 - (ii) any half-year financial report lodged by the Company with the ASIC after the lodgement of the annual financial report referred to in (i) and before the lodgement of this Prospectus with the ASIC; and
 - (iii) any continuous disclosure documents given by the Company to ASX in accordance with the ASX Listing Rules as referred to in section 674(1) of the Corporations Act after the lodgement of the annual financial report referred to in (i) and before the lodgement of this Prospectus with the ASIC.

Copies of all documents lodged with the ASIC in relation to the Company can be inspected at the registered office of the Company or an ASIC office during normal office hours.

Details of documents lodged with ASX since the date of lodgement of the Company's latest annual financial report and before the lodgement of this Prospectus with the ASIC are set out in the table below:

Date	Name of Announcement
27/03/24	Galan Investor Presentation Singapore March 2024
27/03/24	Shareholders Resoundingly Support SPP
27/03/24	Galan Increases Resource by 18% to 8.6Mt LCE @ 859mg/l Li
20/03/24	Notice of General Meeting & Letter to Shareholders
19/03/24	Filling of HMW Pond 2 Commences
18/03/24	HMW Phase 1 & 2 Unaffected by Provincial Court Ruling
15/03/24	Half Year Financials
13/03/24	Extension to SPP Closing Date
11/03/24	Grant of Highly Prospective Greenbushes Tenement
29/02/24	Change of Share Registry Details
27/02/24	HMW Pond 1 Evaporation Process Commenced
13/02/24	Presentation – RIU Fremantle
09/02/24	Ceasing to be a Substantial Holder
09/02/24	Update – Proposed Issue of Securities
09/02/24	Share Purchase Plan Offer
08/02/24	Change of Director's Interest Notice
06/02/24	Secondary Trading Notice
06/02/24	Notification of Cessation of Securities
06/02/24	Application for Quotation of Securities
31/01/24	Quarterly Activities and Cash Flow Report
31/01/24	Proposed Issue of Securities
31/01/24	Proposed issue of Securities
31/01/24	\$19.5m Raising to Fund Ongoing Development of HMW Phase 1
29/01/24	Trading Halt
23/01/24	Maiden Filling of Pond 1 Commences at Hombre Muerto West
10/01/24	Correction to ASX Announcement
09/01/24	HMW Project Update – Pond 1 Liner Installation Underway
22/12/23	Secondary Trading Notice
22/12/23	Application for Quotation of Securities
21/12/23	HMW Phase 1 Construction Targets Maiden Production H1 2025
13/12/23	Change of Director's Interest Notice
13/12/23	Change of Director's Interest Notice
06/12/23	HMW Phase 1 Construction on Schedule for Production H1 2025
01/12/23	Investor Presentation – Mines and Money London

29/11/23	Phase 2 HMW Offtake Process Advances
16/11/23	Results of Annual General Meeting 2023
16/11/23	Galan secures Glencore Agreement for Offtake and Financing
31/10/23	Quarterly Activities and Cash Flow Report
12/10/23	Notice of Annual General Meeting and Letter to Shareholders
12/10/23	Change of Director's Interest Notice
12/10/23	Change of Director's Interest Notice
12/10/23	Change of Director's Interest Notice
12/10/23	Secondary Trading Notice
12/10/23	Notification of Cessation of Securities
12/10/23	Application for Quotation of Securities
09/10/23	Investor Webinar
04/10/23	Secondary Trading Notice
04/10/23	Application Form Quotation of Securities
04/10/23	Proposed Issue of Securities
04/10/23	Key Canadian Lithium Project Acquisitions
04/10/23	Redstone Expands Canadian Footprint with Galan Lithium JV
03/10/23	Results of Meeting
03/10/23	Phase 2 DFS Confirms Tier One Status of HMW Project
29/09/23	Appendix 4G and Corporate Governance Statement 30 June 2023
29/09/23	Annual Report 30 June 2023

ASX maintains files containing publicly available information for all listed companies. The Company's file is available for inspection at ASX during normal office hours.

7.3 Market price of Shares

The Company is a disclosing entity for the purposes of the Corporations Act and its Shares are enhanced disclosure securities quoted on ASX.

The highest, lowest and last market sale prices of the Shares on ASX during the three months immediately preceding the of this Prospectus and the most recent dates of those sales were:

	Price	Date
Highest	\$0.73	2 January 2024
Lowest	\$0.285	14 February 2024
Last	\$0.385	26 March 2024

7.4 Details of substantial holders

Based on publicly available information, those persons which (together with their associates) have a relevant interest in 5% or more of the Shares on issue as are set out below. There will be no change to the substantial holders on completion of the Offers.

Shareholder	Shares	%
Havelock Mining Investment Ltd/Hongze Group Ltd	18,054,432	6.25% (*)

* as per Form 604 lodged 21/10/21

7.5 Directors' Interests

Other than as set out below or elsewhere in this Prospectus, no Director nor any firm in which such a Director is a partner, has or had within 2 years before the lodgement of this Prospectus with the ASIC, any interest in:

- (a) the formation or promotion of the Company;
- (b) property acquired or proposed to be acquired by the Company in connection with its formation or promotion or the Offers pursuant to this Prospectus; or
- (c) the Offers,

and no amounts have been paid or agreed to be paid (in cash or Securities or otherwise) to any Director or to any firm in which any such Director is a partner or director, either to induce them to become, or to qualify them as, a Director or otherwise for services rendered by them or by the firm in connection with the formation or promotion of the Company or the Offers.

Security holdings

The relevant interest of each of the Directors in the securities of the Company as at the date of this Prospectus is set out in the table below.

Director	Shares	Performance Rights	Options
Mr Vargas de la Vega	18,211,612	6,000,000	-
Mr Homsany	1,959,067	3,000,000	-
Mr Gardiner	6,780,487	3,000,000	-
Mr Jimenez	3,447,713	3,000,000	-
Ms Pohl	-	-	-

Remuneration

The remuneration of an executive Director is decided by the Board, without the affected executive Director participating in that decision-making process. The total maximum remuneration of non-executive Directors is initially set by the Constitution and subsequent variation is by ordinary resolution of Shareholders in general meeting in accordance with the Constitution, the Corporations Act and the ASX Listing Rules, as applicable. The determination of non-executive Directors' remuneration within that maximum will be made by the Board having regard to the inputs and value to the Company of the respective contributions by each non-executive Director. A Director may be paid fees or other amounts (ie non-cash performance incentives such as Options, subject to any necessary Shareholder approval) as the other Directors determine where a Director performs special duties or otherwise performs services outside the scope of the ordinary duties of a Director. In addition, Directors are also entitled to be paid reasonable travelling, hotel and other expenses incurred by them respectively in or about the performance of their duties as Directors. The remuneration for each Director for the financial year to 29 February 2024 and the financial years ended 30 June 2023 and 2022 is set out below. Each of these figures comprises cash salary and fees, and superannuation.

Director	Remuneration 29 February 2024	Remuneration 30 June 2023	Remuneration 30 June 2022
Mr Vargas de la Vega	351,500	475,150	363,000
Mr Homsany	71,040	101,388	66,000
Mr Gardiner	53,280	79,560	55,000
Mr Jimenez	147,547	213,188	99,391
Ms Pohl	36,672	14,341	-

7.6 Interests of experts and advisers

Other than as set out below or elsewhere in this Prospectus, no:

- (a) person named in this Prospectus as performing a function in a professional, advisory or other capacity in connection with the preparation or distribution of this Prospectus;
- (b) promoter of the Company; or
- (c) underwriter (but not a sub-underwriter) to the issue or a financial services licensee named in this Prospectus as a financial services licensee involved in the issue,

holds, or has held within the 2 years preceding lodgement of this Prospectus with the ASIC, any interest in:

- (d) the formation or promotion of the Company;
- (e) any property acquired or proposed to be acquired by the Company in connection with:
 - (i) its formation or promotion; or
 - (ii) the Offers; or
- (f) the Offers,

and no amounts have been paid or agreed to be paid and no benefits have been given or agreed to be given to any of these persons for services provided in connection with:

- (g) the formation or promotion of the Company; or
- (h) the Offers.

7.7 Consents

Chapter 6D of the Corporations Act imposes a liability regime on the Company (as the offeror of the Securities), the Directors, the persons named in the Prospectus with their consent as Proposed Directors, any underwriters, persons named in the Prospectus with their consent having made a statement in the Prospectus and persons involved in a contravention in relation to the Prospectus, with regard to misleading and deceptive statements made in the Prospectus. Although the Company bears primary responsibility for the Prospectus, the other parties involved in the preparation of the Prospectus can also be responsible for certain statements made in it.

Each of the parties referred to in this Section:

- (a) does not make, or purport to make, any statement in this Prospectus other than those referred to in this Section; and
- (b) in light of the above, only to the maximum extent permitted by law, expressly disclaims and takes no responsibility for any part of this Prospectus other than a reference to its name and a statement included in this Prospectus with the consent of that party as specified in this Section.

7.8 Estimated expenses of Offers

The estimated expenses of the Offers are estimated to be approximately \$25,000 (excluding GST) being for administrative expenses, including ASIC fees. The estimated expenses will be paid out of the Company's existing working capital.

7.9 Electronic Prospectus

ASIC has exempted compliance with certain provisions of the Corporations Act to allow distribution of an electronic prospectus and electronic application form on the basis of a paper prospectus lodged with the ASIC, and the publication of notices referring to an

electronic prospectus or electronic application form, subject to compliance with certain conditions.

If you have received this Prospectus as an electronic Prospectus, please ensure that you have received the entire Prospectus accompanied by the application form. If you have not, please phone the Company on + 61 8 9214 2150 and the Company will send you, for free, either a hard copy or a further electronic copy of the Prospectus, or both.

The Company reserves the right not to accept an application from a person if it has reason to believe that when that person was given access to the electronic application form, it was not provided together with the electronic Prospectus and any relevant supplementary or Prospectus or any of those documents were incomplete or altered.

7.10 Clearing House Electronic Sub-Register System (CHES) and Issuer Sponsorship

The Company will not be issuing certificates for the Listed Options. The Company is a participant in CHES, for those investors who have, or wish to have, a sponsoring stockbroker. Investors who do not wish to participate through CHES will be issuer sponsored by the Company. Because the sub-registers are electronic, ownership of securities can be transferred without having to rely upon paper documentation.

Electronic registers mean that the Company will not be issuing certificates to investors. Instead, investors will be provided with a statement (similar to a bank account statement) that sets out the number of Listed Options issued to them under this Prospectus. The notice will also advise holders of their Holder Identification Number or Security Holder Reference Number and explain, for future reference, the sale and purchase procedures under CHES and issuer sponsorship.

Further monthly statements will be provided to holders if there have been any changes in their security holding in the Company during the preceding month.

7.11 Privacy Act

If you complete an application for Listed Options, you will be providing personal information to the Company. The Company collects, holds and will use that information to assess your application, service your needs as a Security holder, facilitate distribution payments and corporate communications to you as a Security holder and carry out administration.

The information may also be used from time to time and disclosed to persons inspecting the register, bidders for your securities in the context of takeovers, regulatory bodies, including the Australian Taxation Office, authorised securities brokers, print service providers, mail houses and the Company's Share Registry.

You can access, correct and update the personal information that we hold about you. Please contact the Company if you wish to do so at the relevant contact numbers set out in this Prospectus.

Collection, maintenance and disclosure of certain personal information is governed by legislation including the *Privacy Act 1988* (Cth) (as amended), the Corporations Act and certain rules such as the ASX Settlement Operating Rules..

8. DIRECTORS' AUTHORISATION

This Prospectus is issued by the Company and its issue has been authorised by a resolution of the Directors.

In accordance with section 720 of the Corporations Act, each Director has consented to the lodgement of this Prospectus with the ASIC.

A handwritten signature in black ink, appearing to read "Richard Homsany". The signature is written in a cursive style with a large, looping final flourish.

Richard Homsany
Chairman
For and on behalf of Galan Lithium Limited

9. DEFINITIONS

\$ means Australian dollars.

ASIC means the Australian Securities and Investments Commission.

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

ASX Listing Rules means the listing rules of the ASX.

ASX Settlement Operating Rules means the settlement rules of the securities clearing house which operates CHESS.

Board means the board of Directors unless the context indicates otherwise.

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.

Closing Dates means the Additional Offer Closing Date and the Placement Offer Closing Date, or either one of them as the context requires.

Company means Galan Lithium Limited (ACN 149 349 646).

Constitution means the constitution of the Company as at the date of this Prospectus.

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

Director Participation Offer is defined in Section 3.1.

Director Participation Offer Closing Date means the date specified in the timetable in Section 2.1 of this Prospectus in respect of the Placement Offer (unless extended or brought forward).

Directors means the directors of the Company as at the date of this Prospectus.

Listed Options is defined in Section 3.1.

Offers means the Placement Offer, the Director Participation Offer and the SPP Offer.

Official Quotation means official quotation on ASX.

Opening Date means the opening date of the Offers as specified in the timetable set out in Section 2.1 of this Prospectus (unless varied).

Option means an option to acquire a Share.

Placement is defined in Section 3.1.

Placement Offer means the offer of up to 35,869,565 Listed Options to sophisticated and professional investors who participated in the Placement as announced by the Company on 31 January 2024 made pursuant to this Prospectus.

Placement Offer Closing Date means the date specified in the timetable in Section 2.1 in respect of the Placement Offer (unless extended or brought forward).

Placement Participants means those sophisticated, professional or institutional investors who were issued Shares under the Placement.

Prospectus means this prospectus.

Section means a section of this Prospectus.

Securities means Shares and Options.

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

Shareholder means a holder of a Share.

Share Purchase Plan means the Company's share purchase plan detailed in its announcement of 9 February 2024.

Share Registry means Automic Pty Ltd.

SPP Offer is defined in Section 3.1.

SPP Offer Closing Date means the date specified in the timetable in Section 2.1 in respect of the SPP Offer (unless extended or brought forward).

WST means Western Standard Time as observed in Perth, Western Australia.