



11 June 2024

Dear Shareholder

Notice of General Meeting

A General Meeting of shareholders of Galan Lithium Limited (**Galan or the Company**) is scheduled to be held at Hall Chadwick, 283 Rokeby Road, Subiaco WA 6008 on Friday 12 July 2024 at 11.30am (WST) (**Meeting**).

In accordance with the *Corporations Amendment (Meetings & Documents) Act 2022* (Cth), the Company will not dispatch physical copies of the Notice of General Meeting (**Notice**). Instead a copy of the Notice is available to be viewed and/or downloaded on the ASX market announcements platform at <https://www.asx.com.au/markets/trade-our-cash-market/announcements.gln> or on the Company's website at <https://galanlithium.com.au/announcements>.

The Company strongly encourages Shareholders to lodge a directed proxy form (copy attached) prior to the Meeting. Your proxy voting instructions must be received by 11.30am (WST) on 10 July 2024, being not less than 48 hours before the commencement of the Meeting. Any proxies received after that time will not be valid for the Meeting.

Any relevant questions can also be submitted in advance of the Meeting as this will provide management with the best opportunity to prepare for the meeting, by preparing answers in advance to any Shareholder questions. However, votes and questions may also be submitted during the Meeting. In compliance with section 10 of Guidance Note 35, all resolutions presented at the Meeting will be decided by a poll.

If you have nominated an email address and have elected to receive electronic communications from the Company, you will also receive an email to your nominated email address with a link to an electronic copy of the important Meeting documents.

In order to receive electronic communications from the Company in the future, please update your Shareholder details online at www.automicgroup.com.au and Register as a member with your unique shareholder identification number and postcode (or country for overseas residents), which you can find on your enclosed personalised proxy form.

If you are unable to access any of the important Meeting documents online please contact Automic on 1300 288 664 or +61 2 9698 5414 (or via email meetings@automicgroup.com.au) or the Company Secretary, Mike Robbins, on +61 8 9214 2150 (or via email mrobbins@galanlithium.com.au).

The Notice is important and should be read in its entirety. If you are in doubt as to the course of action you should follow, you should consult your financial adviser, lawyer, accountant or other professional adviser.

For and on behalf of the Galan Board

Yours faithfully
Mike Robbins
Company Secretary



GALAN LITHIUM LIMITED

ACN 149 349 646

NOTICE OF GENERAL MEETING

TIME: 11.30am (WST)
DATE: 12 July 2024
PLACE: Hall Chadwick
283 Rokeby Rd
SUBIACO WA 6008

This Notice of General Meeting and Explanatory Statement should be read in its entirety. If Shareholders are in doubt as to how they should vote, they should seek advice from their professional advisers prior to voting.

Should you wish to discuss the matters in this Notice of General Meeting please do not hesitate to contact the Company Secretary on (+61 8) 9214 2150.

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IMPORTANT INFORMATION

TIME AND PLACE OF MEETING

Notice is given that the General Meeting of the Shareholders of Galan Lithium Limited convened by this Notice of Meeting will be held at 11.30am (WST) on 12 July 2024 at:

Hall Chadwick
283 Rokeby Rd SUBIACO WA 6008

YOUR VOTE IS IMPORTANT

The business of the General Meeting affects your Shareholding and your vote is important.

IMPORTANT INFORMATION FOR SHAREHOLDERS

In accordance with the *Corporations Amendment (Meetings & Documents) Act 2022* (Cth), the Company will not dispatch physical copies of the Notice of General Meeting (**Notice**). Instead a copy of the Notice is available to be viewed and/or downloaded on the ASX market announcements platform at <https://www.asx.com.au/markets/trade-our-cash-market/announcements.gln> or on the Company's website at <https://galanlithium.com.au/announcements/>

ATTENDANCE AND VOTING ELIGIBILITY

For the purposes of regulation 7.11.37 of the *Corporations Regulations 2001* (Cth) the Directors have determined that the Shares quoted on the ASX at 5.00pm WST on 10 July 2024 will be taken, for the purposes of this General Meeting, to be held by the persons who held them at that time. Accordingly those persons are entitled to attend and vote (if not excluded) at the Meeting.

VOTING IN PERSON

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

VOTING BY PROXY

To vote by proxy, please complete and sign the Proxy Form enclosed (and any power of attorney under which it is signed). The Proxy Form must be received at an address given below by 11.30am (WST) on 10 July 2024, being not later than 48 hours before the commencement of the Meeting. All enquiries to the Company's share registry, Automic Pty Ltd (**Automic**) 1300 288 664 or +61 2 8072 1400. Proxy Forms received after that time will not be valid for the scheduled Meeting.

Online at	https://investor.automic.com.au/#/loginsah
By mobile	follow the instructions outlined on your proxy form attached
By fax	+61 2 8583 3040
By email	meetings@automicgroup.com.au
By mail	Automic GPO Box 5193 Sydney NSW 2001

NOTICE OF GENERAL MEETING

Notice is given that the General Meeting of Shareholders of Galan Lithium Limited will be held at **Hall Chadwick, 283 Rokeby Rd, Subiaco, Western Australia 6008 at 11.30am (WST) on Friday 12 July 2024.**

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

Terms and abbreviations used in this Notice of Meeting and Explanatory Statement are defined in the Glossary.

AGENDA

RESOLUTION 1 – RATIFICATION OF THE PRIOR ISSUE OF 39,718,322 PLACEMENT SHARES – LISTING RULE 7.1A

To consider and, if thought fit, to pass, with or without amendment, the following resolution as an **ordinary resolution**:

“That, for the purpose of ASX Listing Rule 7.4 and for all other purposes, Shareholders ratify and approve the prior issue of 39,718,322 Placement Shares, on the terms and conditions and in the manner set out in the Explanatory Statement.”

Voting Exclusion Statement

Pursuant to the Listing Rules, the Company will disregard any votes cast in favour of this Resolution by or on behalf of any person who participated in the issue of the Placement Shares, or any of their respective associates.

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

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

RESOLUTION 2 – RATIFICATION OF THE PRIOR ISSUE OF 18,107,766 PLACEMENT SHARES – LISTING RULE 7.1

To consider and, if thought fit, to pass, with or without amendment, the following resolution as an **ordinary resolution**:

“That, for the purpose of ASX Listing Rule 7.4 and for all other purposes, Shareholders ratify and approve the prior issue of 18,107,766 Placement Shares, on the terms and conditions and in the manner set out in the Explanatory Statement.”

Voting Exclusion Statement

Pursuant to the Listing Rules, the Company will disregard any votes cast in favour of this Resolution by or on behalf of any person who participated in the issue of the Placement Shares, or any of their respective associates.

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

- (a) a person as proxy or attorney for a person who is entitled to vote on the Resolution, in accordance with the directions given to the proxy or attorney to vote on the Resolution in that way; or
- (b) the Chair of the Meeting as proxy or attorney for a person who is entitled to vote on the Resolution, in accordance with a direction given to the Chair to vote on the Resolution as the Chair decides; or
- (c) a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:
 - i) the beneficiary provides written confirmation to the holder that the beneficiary is not excluded from voting, and is not an associate of a person excluded from voting, on the Resolution; and

- ii) the holder votes on the Resolution in accordance with directions given by the beneficiary to the holder to vote in that way.

RESOLUTION 3 – APPROVAL OF THE ISSUE OF 28,913,044 PLACEMENT OPTIONS

To consider and, if thought fit, to pass, with or without amendment, the following resolution as an **ordinary resolution**:

“That, for the purpose of ASX Listing Rule 7.1 and for all other purposes, Shareholders approve the issue of 28,913,044 Placement Options, on the terms and conditions and in the manner set out in the Explanatory Statement.”

Voting Exclusion Statement

Pursuant to the Listing Rules, the Company will disregard any votes cast in favour of this Resolution by or on behalf of any person who is expected to participate in, or who will obtain a material benefit as a result of the proposed issue (except a benefit solely by reason of being a holder of ordinary securities in the Company), or any of their respective associates.

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

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

RESOLUTION 4 – APPROVAL OF DIRECTOR PARTICIPATION IN PLACEMENT – MR JUAN PABLO VARGAS DE LA VEGA

To consider and, if thought fit, to pass, with or without amendment, the following resolution as an **ordinary resolution**:

“That, for the purpose of ASX Listing Rule 10.11 and for all other purposes, Shareholders approve the issue of up to 2,173,914 Placement Shares and up to 1,086,957 Placement Options, to a Director, Mr Juan Pablo Vargas de la Vega (and/or his nominee(s)), as set out, on the terms and conditions and in the manner set out in the Explanatory Statement.”

Voting Exclusion Statement

Pursuant to the Listing Rules, the Company will disregard any votes cast in favour of this Resolution by or on behalf of Mr Juan Pablo Vargas de la Vega or his nominee(s) and any other person who will obtain a material benefit as a result of the proposed issue (except a benefit solely by reason of being a holder of ordinary securities in the Company), or any of their respective associates.

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

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

RESOLUTION 5 – APPROVAL OF DIRECTOR PARTICIPATION IN PLACEMENT – MR RICHARD HOMSANY

To consider and, if thought fit, to pass, with or without amendment, the following resolution as an **ordinary resolution**:

“That, for the purpose of ASX Listing Rule 10.11 and for all other purposes, Shareholders approve the issue of up to 2,000,000 Placement Shares and up to 1,000,000 Placement Options to a Director, Mr Richard Homsany (and/or his nominee(s)), as set out, on the terms and conditions and in the manner set out in the Explanatory Statement.”

Voting Exclusion Statement

Pursuant to the Listing Rules, the Company will disregard any votes cast in favour of this Resolution by or on behalf of Mr Richard Homsany or his nominee(s) and any other person who will obtain a material benefit as a result of the proposed issue (except a benefit solely by reason of being a holder of ordinary securities in the Company), or any of their respective associates.

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

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

RESOLUTION 6 – APPROVAL OF DIRECTOR PARTICIPATION IN PLACEMENT – MR TERRY GARDINER

To consider and, if thought fit, to pass, with or without amendment, the following resolution as an **ordinary resolution**:

“That, for the purpose of ASX Listing Rule 10.11 and for all other purposes, Shareholders approve the issue of up to 400,000 Placement Shares and up to 200,000 Placement Options to a Director, Mr Terry Gardiner (and/or his nominee(s)), as set out, on the terms and conditions and in the manner set out in the Explanatory Statement.”

Voting Exclusion Statement

Pursuant to the Listing Rules, the Company will disregard any votes cast in favour of this Resolution by or on behalf of Mr Terry Gardiner or his nominee(s) and any other person who will obtain a material benefit as a result of the proposed issue (except a benefit solely by reason of being a holder of ordinary securities in the Company), or any of their respective associates.

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

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

RESOLUTION 7 – APPROVAL OF DIRECTOR PARTICIPATION IN PLACEMENT – MR DANIEL JIMENEZ

To consider and, if thought fit, to pass, with or without amendment, the following resolution as an **ordinary resolution**:

“That, for the purpose of ASX Listing Rule 10.11 and for all other purposes, Shareholders approve the issue of up to 347,826 Placement Shares and up to 173,913 Placement Options to a Director, Mr Daniel Jimenez (and/or his nominee(s)), as set out, on the terms and conditions and in the manner set out in the Explanatory Statement.”

Voting Exclusion Statement

Pursuant to the Listing Rules, the Company will disregard any votes cast in favour of this Resolution by or on behalf of Mr Daniel Jimenez or his nominee(s) and any other person who will obtain a material benefit as a result of the proposed issue (except a benefit solely by reason of being a holder of ordinary securities in the Company), or any of their respective associates.

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

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

RESOLUTION 8 – APPROVAL OF DIRECTOR PARTICIPATION IN PLACEMENT – MS CLAUDIA POHL

To consider and, if thought fit, to pass, with or without amendment, the following resolution as an **ordinary resolution**:

“That, for the purpose of ASX Listing Rule 10.11 and for all other purposes, Shareholders approve the issue of up to 43,478 Placement Shares and up to 21,739 Placement Options to a Director, Ms Claudia Pohl (and/or her nominee(s)), as set out, on the terms and conditions and in the manner set out in the Explanatory Statement.”

Voting Exclusion Statement

Pursuant to the Listing Rules, the Company will disregard any votes cast in favour of this Resolution by or on behalf of Ms Claudia Pohl or her nominee(s) and any other person who will obtain a material benefit as a result of the proposed issue (except a benefit solely by reason of being a holder of ordinary securities in the Company), or any of their respective associates.

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

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

RESOLUTION 9 – RATIFICATION OF THE PRIOR ISSUE OF 15,000,000 SHARES, AS COLLATERAL SHARES, TO ACUITY CAPITAL

To consider and, if thought fit, to pass, with or without amendment, the following resolution as an **ordinary resolution**:

“That, for the purpose of ASX Listing Rule 7.4 and for all other purposes, Shareholders ratify and approve the prior issue of 15,000,000 Shares, as collateral shares and security, to Acuity Capital, on the terms and conditions and in the manner set out in the Explanatory Statement.”

Voting Exclusion Statement

Pursuant to the Listing Rules, the Company will disregard any votes cast in favour of this Resolution by or on behalf of Acuity Capital, or any of their respective associates.

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

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

RESOLUTION 10 – APPROVAL OF THE ISSUE OF 7,950,000 SHARES, AS SET-OFF SHARES, TO ACUITY CAPITAL

To consider and, if thought fit, to pass, with or without amendment, the following resolution as an **ordinary resolution**:

“That, for the purpose of ASX Listing Rule 7.1 and for all other purposes, Shareholders approve the issue of 7,950,000 Shares, as set-off shares, to Acuity Capital, on the terms and conditions and in the manner set out in the Explanatory Statement.”

Voting Exclusion Statement

Pursuant to the Listing Rules, the Company will disregard any votes cast in favour of this Resolution by or on behalf of Acuity Capital, or any of their respective associates.

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

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

OTHER BUSINESS

To deal with any business that may be lawfully brought forward.

QUESTIONS AT THE MEETING

Shareholders may submit questions in advance of the Meeting to the Company. Questions must be submitted by emailing the Company Secretary at mrobbins@galanlithium.com.au by 11.30am (WST) by 8 July 2024 and relate to the business of the Meeting only. Shareholders will also have the opportunity to submit questions during the Meeting in respect of the formal items of business.

PROXIES

Voting by proxy

To vote by proxy, please complete and sign the enclosed Proxy Form and return by the time and in accordance with the instructions set out on the Proxy Form.

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

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

Shareholders and their proxies should be aware that:

- if proxy holders vote, they must cast all directed proxies as directed; and
- any directed proxies which are not voted will automatically default to the Chair, who must vote the proxies as directed.

Proxy Forms must be received at an address given below by 11.30am (WST) on 10 July 2024, being not later than 48 hours before the commencement of the Meeting. All enquiries to the Company's share registry, Automic Pty Ltd (**Automic**) 1300 288 664 or +61 2 8072 1400. Proxy Forms received after that time will not be valid for the scheduled Meeting.

Online at	https://investor.automic.com.au/#/loginsah
By mobile	follow the instructions outlined on your proxy form attached
By fax	+61 2 8583 3040
By email	meetings@automicgroup.com.au
By mail	Automic, GPO Box 5193, Sydney NSW 2001

Voting in person

To vote in person, Shareholders are able to attend the Meeting at the time, date and place set out above.

Corporations

If a representative of a nominated corporation is to appointed (in accordance with section 250D of the Corporations Act) to attend the Meeting the appropriate and original "Certificate of Appointment of Corporate Representative" must be lodged with the Company prior to the commencement of the Meeting. A Certificate of Appointment of Corporate Representative form may be obtained from Advanced.

Undirected and Directed Proxies

The Company will not disregard any votes cast on a Resolution by a person if the person is the Chair voting an undirected proxy and their appointment expressly authorises the Chair to exercise the proxy.

If you intend to appoint the Chair as your proxy, you can direct him how to vote by marking the boxes for each resolution (for example, if you wish to vote "For", "Against" or "Abstain"), or you cannot mark any of the boxes and give the Chair your express authority to vote your undirected proxy (in which case the Chair will vote in favour of all Resolutions).

If you mark more than one box on an item your vote will be invalid on that item.

It is the Chair's intention to vote all undirected proxies in favour of all Resolutions. In exceptional circumstances, the Chair may change their voting intention on any Resolution. In the event this occurs, an ASX announcement will be made immediately disclosing the reasons for the change.

DATED: 11 JUNE 2024

BY ORDER OF THE BOARD

MIKE ROBBINS

COMPANY SECRETARY

EXPLANATORY STATEMENT

This Explanatory Statement has been prepared to assist shareholders of Galan Lithium Limited in connection with the business specified to be conducted at the forthcoming General Meeting of Shareholders to be held at **Hall Chadwick, 283 Rokeby Rd, Subiaco, Western Australia 6008 at 11.30am (WST) on Friday 12 July 2024.**

The purpose of this Explanatory Statement is to provide information that the Directors believe to be material to Shareholders in deciding whether or not to pass the Resolutions.

1. BACKGROUND TO PLACEMENT

On 20 May 2024, in the ASX announcement entitled "A\$14m Capital Raise for Continued Ongoing Development of HMW Phase 1", Galan announced a \$13 million equity raising comprising the issue of 56,521,740 fully paid ordinary shares (**Placement Shares**) and free attaching unlisted options (exercisable at \$0.35 with a 2-year exercise period and otherwise on the terms and conditions set out in Annexure A) on a one (1) for two (2) basis (**Placement Options**) to institutional, sophisticated and professional investors (**Placement**). Along with the institutional equity raising, a \$1 Million placement to Directors (pending Shareholder approval), under the same terms and conditions as the Placement, was also announced.

The issue price of A\$0.23 per Share under the Placement represented a 20.7% discount to the last closing price of A\$0.29 on 15 May 2024 and a 23.8% discount to the 10-day VWAP of \$0.3018 as at the same date.

The Placement Shares were to be issued under the Company's existing placement capacity under ASX Listing Rules 7.1 and 7.1A.

The Company intended to raise \$13 million (before costs) under the Placement but post the announcement date, the Placement amount increased to \$13.3 million. Under the revised Placement amount, the Company issued a total of 57,826,088 Placement Shares as follows:

- 54,598,915 Shares on 24 May 2024;
- 2,025,000 Shares on 28 May 2024; and
- 1,202,173 Shares on 11 June 2024.

Under the Placement, the Company was also required to issue free attaching Options, subject to shareholder approval, at a general meeting of the Company to be held in July 2024. A total of 28,913,044 Options have not been issued as at the date of the Notice.

Under Resolutions 4 to 8 (inclusive), approval is also being sought for Directors, being Messrs Vargas de la Vega, Homsany, Gardiner and Jimenez and Ms Pohl, to participate in the Placement on the same terms and conditions as those offered to unrelated investors in the Placement, raising up to \$1.142 million (before costs) by subscribing, in aggregate, for up to 4,965,218 Placement Shares and up to 2,482,609 free attaching Placement Options in aggregate (**Director Placement**). 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 20 May 2024, at which time the Director participation was expected to raise up to \$1 million (before costs).

Funds raised under the Placement and the Director Placement (if approved by Shareholders) will provide working capital headroom and financial flexibility for the ongoing development of the Hombre Muerto West (HMW) Phase 1 construction whilst Galan finalizes negotiations of alternative funding solutions including debt and prepayment facilities that will enable completion of HMW Phase 1. Proceeds from the Placement and the Director Placement (if approved by Shareholders) will be applied to:

- HMW Phase 1 developments costs; and
- Corporate overheads, working capital and transaction costs

Canaccord Genuity (Australia) Limited and Petra Capital Pty Ltd acted as Joint Lead Managers and Bookrunners to the Placement. Lead manager fees were based on Placement proceeds and comprised a 2% management fee and a 4% distribution fee.

The Placement was not underwritten.

Shareholder ratification for the issue of 57,826,088 Placement Shares is sought pursuant to Resolution 1 (39,718,322 Shares issued under Listing Rule 7.1A capacity) and Resolution 2 (18,107,766 Shares issued under Listing Rule 7.1 capacity).

Shareholder approval for the issue of 28,913,044 Placement Options is being sought pursuant to Resolution 3.

Shareholder approval for the issue, in aggregate, of up to 4,965,218 Placement Shares along with up to 2,482,609 Placement Options in the Director Placement, is being sought pursuant to Resolutions 4 to 8 (inclusive).

2. RATIFICATION OF THE PRIOR ISSUE OF 39,718,322 PLACEMENT SHARES – LISTING RULE 7.1A (RESOLUTION 1)

2.1 General

As noted in Section 1, Resolution 1 seeks Shareholder ratification and approval for the prior issue of 39,718,322 Placement Shares issued under the Company's Listing Rule 7.1A capacity, pursuant to Listing Rule 7.4 and on the terms set out below.

The issue of the 39,718,322 Placement Shares did not breach Listing Rule 7.1A at the time of their issue (24 May 2024).

2.2 Listing Rules 7.1 and 7.4

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.

Listing Rule 7.1A provides that certain eligible companies may seek shareholder approval at its AGM to issue up to a further 10% of its fully paid ordinary securities on issue at the start of the 12-month period commencing on the date of the AGM ("10% placement capacity"). The Company is an eligible company and sought and received Shareholder approval to the 10% placement capacity at its Annual General Meeting (**AGM**) on 16 November 2023. The Shareholder approval is valid for 12 months from the date of the last AGM.

ASX Listing Rule 7.4 provides that an issue of securities made without approval under Listing Rules 7.1 and 7.1A will be treated as having been made with Shareholder approval for the purposes of those Listing Rules if shareholders subsequently approve it and the issue did not breach Listing Rules 7.1 or 7.1A.

The Company wishes to retain as much flexibility as possible to issue additional Equity Securities in the future without having to obtain Shareholder approval for such issues under Listing Rules 7.1 and 7.1A.

Accordingly, Resolution 1 seeks Shareholder approval for the prior issue of 39,718,322 Placement Shares issued pursuant to Listing Rule 7.1A, under and for the purpose of Listing Rule 7.4.

If Resolution 1 is passed, the issue of 39,718,322 Placement Shares will be excluded in calculating the Company's 10% limit under Listing Rule 7.1A effectively increasing the number of Equity Securities it can issue without shareholder approval over the 12 month period following the relevant Placement Shares issue date.

If Resolution 1 is not passed, the issue of 39,718,322 Placement Shares will be included in calculating the Company's 10% limit under Listing Rule 7.1A, effectively decreasing the number of Equity Securities it can issue without Shareholder approval over the 12 month period following the relevant Placement Shares issue date.

2.3 Listing Rule Disclosure Requirements

The following information is provided, in relation to Resolution 1, for the purpose of ASX Listing Rule 7.5:

- (a) *The name of the persons to whom the entity issued the securities or the basis on which those persons were identified or selected*

The 39,718,322 Placement Shares were issued to sophisticated and professional investors who were not related parties of the Company or their associates. The investors were identified by Canaccord Genuity (Australia) Limited and Petra Capital Pty Limited, who acted as Joint Lead Managers and Bookrunners to the Placement.

(b) Number and class of securities issued

A total of 39,718,322 Placement Shares were issued under the Company's placement capacity under Listing Rule 7.1A. The Placement Shares are fully paid ordinary shares and rank pari passu in all respects with the Company's other Shares on issue and are listed on the ASX.

(c) The price or other consideration the entity has received or will receive for the issue

The Placement Shares were issued at a price of \$0.23 per Share.

(d) The date or dates on which the securities were issued

A total of 39,718,322 Placement Shares were issued on 24 May 2024.

(e) The purpose of the issue, including the use (or intended use) of funds raised

The equity raising will provide working capital headroom and financial flexibility for the ongoing development of the HMW Phase 1 construction whilst Galan finalises negotiations of alternative funding solutions including debt and prepayment facilities that will enable completion of HMW Phase 1. Proceeds from the Placement will be applied to HMW Phase 1 development costs, corporate overheads, working capital and transaction costs

(f) Other material terms and conditions

The Placement Shares were not issued under an agreement

(g) A voting exclusion statement

A voting exclusion statement is included in the Notice.

2.4 Directors' Recommendation

The Board recommends Shareholders vote in favour of Resolution 1 as it allows the Company greater flexibility to issue further securities as the issue of 39,718,322 Placement Shares will be excluded from the calculations of the Company's 10% limit under Listing Rule 7.1A.

3. RATIFICATION OF THE PRIOR ISSUE OF 18,107,766 PLACEMENT SHARES – LISTING RULE 7.1 (RESOLUTION 2)

3.1 General

As noted in Section 1, Resolution 2 seeks Shareholder ratification and approval for the prior issue of 18,107,766 Placement Shares issued under the Company's Listing Rule 7.1 capacity, pursuant to Listing Rule 7.4 and on the terms set out below.

The issue of the 18,107,766 Placement Shares did not breach Listing Rule 7.1 at the time of their issue (on 24 May, 28 May and 11 June 2024).

3.2 Listing Rules 7.1 and 7.4

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.

ASX Listing Rule 7.4 provides that an issue of securities made without approval under Listing Rule 7.1 will be treated as having been made with Shareholder approval for the purposes of those Listing Rules if shareholders subsequently approve it and the issue did not breach Listing Rule 7.1.

The Company wishes to retain as much flexibility as possible to issue additional Equity Securities in the future without having to obtain Shareholder approval for such issues under Listing Rule 7.1.

Accordingly, Resolution 2 seeks Shareholder approval for the prior issue of 18,107,766 Placement Shares issued pursuant to Listing Rule 7.1, under and for the purpose of Listing Rule 7.4.

If Resolution 2 is passed, the issue of 18,107,766 Placement Shares will be excluded in calculating the Company's 15% limit under Listing Rule 7.1 effectively increasing the number of Equity Securities it can issue without shareholder approval over the 12 month period following the relevant Placement Shares issue date.

If Resolution 2 is not passed, the issue of 18,107,766 Placement Shares will be included in calculating the Company's 15% limit under Listing Rule 7.1, effectively decreasing the number of Equity Securities it can issue without Shareholder approval over the 12 month period following the relevant Placement Shares issue date.

3.3 Listing Rule Disclosure Requirements

The following information is provided, in relation to Resolution 2, for the purpose of ASX Listing Rule 7.5:

- (a) *The name of the persons to whom the entity issued the securities or the basis on which those persons were identified or selected*
The 18,107,766 Placement Shares were issued to sophisticated and professional investors who were not related parties of the Company or their associates. The investors were identified by Canaccord Genuity (Australia) Limited and Petra Capital Pty Ltd, who acted as Lead Managers to the Placement.
- (b) *Number and class of securities issued*
A total of 18,107,766 Placement Shares were issued under the Company's placement capacity under Listing Rule 7.1. The Placement Shares are fully paid ordinary shares and rank pari passu in all respects with the Company's other Shares on issue and are listed on the ASX.
- (c) *The price or other consideration the entity has received or will receive for the issue*
The Placement Shares were issued at a price of \$0.23 per Share.
- (d) *The date or dates on which the securities were issued*
A total of 18,107,766 Placement Shares were issued on 24 May, 28 May and 11 June 2024.
- (e) *The purpose of the issue, including the use (or intended use) of funds raised*
The equity raising will provide working capital headroom and financial flexibility for the ongoing development of the HMW Phase 1 construction whilst Galan finalises negotiations of alternative funding solutions including debt and prepayment facilities that will enable completion of HMW Phase 1. Proceeds from the Placement will be applied to HMW Phase 1 developments costs, corporate overheads, working capital and transaction costs
- (f) *Other material terms and conditions*
The Placement Shares were not issued under an agreement.
- (g) *A voting exclusion statement*
A voting exclusion statement is included in the Notice.

3.4 Directors' Recommendation

The Board recommends Shareholders vote in favour of Resolution 2 as it allows the Company greater flexibility to issue further securities as the issue of 18,107,766 Placement Shares will be excluded from the calculations of the Company's 15% limit under Listing Rule 7.1.

4. APPROVAL OF THE ISSUE OF 28,913,044 PLACEMENT OPTIONS (RESOLUTION 3)

4.1 General

As noted in Section 1, for the purposes of Listing Rule 7.1 and all other purposes, Resolution 3 seeks Shareholder approval for the issue of 28,913,044 Placement Options on the terms as set out below.

4.2 Listing Rule 7.1

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.

The issue of the Placement Options does not fit within any of the exceptions set out in Listing Rule 7.2. The Company wishes to retain as much flexibility as possible to issue additional Equity Securities in the future without having to obtain Shareholder approval for such issues under Listing Rule 7.1. Accordingly, Resolution 3 seeks Shareholder approval for the issue of 28,913,044 Placement Options, pursuant to Listing Rule 7.1.

If Resolution 3 is passed, the issue of 28,913,044 Placement Options will be excluded in calculating the Company's 15% limit under Listing Rule 7.1 effectively increasing the number of Equity Securities it can issue without shareholder approval over the 12 month period following the Options issue date.

If Resolution 3 is not passed, the issue of 28,913,044 Placement Options will be included in calculating the Company's 15% limit under Listing Rule 7.1, effectively decreasing the number of Equity Securities it can issue without Shareholder approval over the 12 month period following the Options issue date.

4.3 Listing Rule Disclosure Requirements

The following information is provided, in relation to Resolution 3, for the purpose of ASX Listing Rule 7.3

- (a) *The name of the persons to whom the entity intends to issue the securities or the basis on which those persons were identified or selected*
The Placement Options will be issued to sophisticated and professional investors who participated in the Placement and who are not related parties of the Company or their associates. The Company confirms that none of the recipients will be issued more than 1% of the issued capital of the Company. The investors were identified by Canaccord Genuity (Australia) Limited and Petra Capital Pty Ltd, who acted as Lead Managers and Bookrunners to the Placement.
- (b) *The maximum number and class of securities to be issued*
A total of 28,913,044 Placement Options will be issued as free attaching options to Shares issued under the Placement. The Shares issued upon the exercise of the Options will be fully paid ordinary shares and rank pari passu in all respects with the Company's other Shares on issue and are listed on the ASX.
- (c) *The price or other consideration the entity will receive for the issue*
The Placement Options will be issued as free attaching options to Shares issued under the Placement and therefore no consideration will be received by the Company for their issue.
- (d) *The date or dates by which the entity will issue the securities, which must not be more than 3 months after the date of the meeting*
The Placement Options are intended to be issued as soon as is practicable after the date of the Meeting and in any event, will be issued within three months after the date of the Meeting (or such later date as may be permitted by any ASX waiver or modification of the Listing Rules).
- (e) *The purpose of the issue, including the use (or intended use) of funds raised*
As the Placement Options are being issued for no consideration as free attaching options to the Shares issued under the Placement, no funds will be raised by their issue. Any funds received by the Company upon exercise of the Placement Options will be used for general exploration, development and construction work on Galan projects and for working capital purposes.
- (f) *Other material terms and conditions*
The Placement Options are not being issued under an agreement. The terms and conditions of the Options are set out in Annexure A.

- (g) *A voting exclusion statement*
A voting exclusion statement is included in the Notice.

4.4 Directors' Recommendation

The Board recommends Shareholders vote in favour of Resolution 3 as it allows the Company greater flexibility to issue further securities as the issue of 28,913,044 Placement Options will be excluded from the calculations of the Company's 15% limit under Listing Rule 7.1.

5. APPROVAL OF DIRECTOR PARTICIPATION IN PLACEMENT (RESOLUTIONS 4 TO 8 INCLUSIVE)

5.1 General

As noted in Section 1, the Directors (being Messrs Vargas de la Vega, Homsany, Gardiner and Jimenez and Ms Pohl) wish to participate in the Placement on the same terms and conditions as non-related parties in the Placement by subscribing, in aggregate, for up to 4,965,218 Shares (**Director Placement Shares**) along with up to 2,482,609 free attaching Options (**Director Placement Options**).

As Directors Messrs Vargas de la Vega, Homsany, Gardiner, Jimenez and Ms Pohl are each a related party of the Company, the issue of any Director Placement Shares and Director Placement Options is subject to Shareholder approval being obtained under Resolutions 4 to 8 (inclusive), pursuant to Listing Rule 10.11.

Accordingly:

- (a) Resolution 4 seeks Shareholder approval for the issue of up to 2,173,914 Director Placement Shares and up to 1,086,957 free attaching Director Placement Options to Juan Pablo Vargas de la Vega (and/or his nominee(s));
- (b) Resolution 5 seeks Shareholder approval for the issue of up to 2,000,000 Director Placement Shares and up to 1,000,000 free attaching Director Placement Options to Richard Homsany (and/or his nominee(s));
- (c) Resolution 6 seeks Shareholder approval for the issue of up to 400,000 Director Placement Shares and up to 200,000 free attaching Director Placement Options to Terry Gardiner (and/or his nominee(s));
- (d) Resolution 7 seeks Shareholder approval for the issue of up to 347,826 Director Placement Shares and up to 173,913 free attaching Director Placement Options to Daniel Jimenez (and/or his nominee(s)); and
- (e) Resolution 8 seeks Shareholder approval for the issue of up to 43,478 Director Placement Shares and up to 21,739 free attaching Director Placement Options to Claudia Pohl (and/or her nominee(s));

(together, the **Director Placement Securities**) as a result of the Director Placement on the terms set out below.

If Resolutions 4 to 8 are passed, the Company will be able to proceed with the issue of the Director Placement Securities under the Director Placement within one month after the date of the Meeting (or such later date as may be permitted by any ASX waiver or modification of the Listing Rules). As approval pursuant to Listing Rule 7.1 is not required for the issue of the Director Placement Securities (because approval is being obtained under Listing Rule 10.11), the issue of the Director Placement Securities will not use up any of the Company's 15% placement capacity.

If Resolutions 4 to 8 (inclusive) are not passed, the Company will not be able to proceed with the issue of the Director Placement Securities and the corresponding proceeds of up to \$1.142 million will not be raised by the Company.

5.2 Listing Rule 10.11

Listing Rule 10.11 provides that, subject to certain exemptions, a company must not issue or agree to issue Equity Securities to:

- 10.11.1 a related party;
- 10.11.2 a person who is, or was at any time in the 6 months before the issue or agreement, a substantial (30%+) holder in the company;

- 10.11.3 a person who is, or was at any time in the 6 months before the issue or agreement, a substantial (10%+) holder in the company and who has nominated a director to the board of the company pursuant to a relevant agreement which gives them a right or expectation to do so;
- 10.11.4 an associate of a person referred to in Listing Rules 10.11.1 to 10.11.3; or
- 10.11.5 a person whose relationship with the company or a person referred to in Listing Rules 10.11.1 to 10.11.4 is such that, in ASX's opinion, the issue or agreement should be approved by its shareholders (Listing Rule 10.11.5),

unless it obtains the approval of its shareholders.

As the Directors Participation involves the issue of Shares and Options to related parties of the Company, Shareholder approval pursuant to Listing Rule 10.11 is required unless an exception applies. The issue of the Director Placement Securities does not fall within an exception set out in Listing Rule 10.12 and therefore requires the approval of Shareholders. Resolutions 4 to 8 (inclusive) seek the required Shareholder approval for the issue of the Director Placement Securities under and for the purposes of Listing Rule 10.11.

5.3 Listing Rule 10.13

Information required for the purposes of ASX Listing Rule 10.13 in relation to the Shareholder approval sought under ASX Listing Rule 10.11 pursuant to Resolutions 4 to 8 (inclusive) is set out below.

- (a) *The Director Placement Securities will be issued to the following persons:*
 - (i) Mr Juan Pablo Vargas de la Vega (and/or his nominee(s)) pursuant to Resolution 4;
 - (ii) Mr Richard Homsany (and/or his nominee(s)) pursuant to Resolution 5;
 - (iii) Mr Terry Gardiner (and/or his nominee(s)) pursuant to Resolution 6;
 - (iv) Mr Daniel Jimenez (and/or his nominee(s)) pursuant to Resolution 7; and
 - (v) Ms Claudia Pohl (and/or her nominee(s)) pursuant to Resolution 8;
- (b) *Which category in Listing Rules 10.11.1 – 10.11.5 the person falls within and why*
Each of Messrs Vargas de la Vega, Homsany, Gardiner and Jimenez and Ms Pohl is a Director and is therefore a related party of the Company for the purposes of Listing Rule 10.11.1.
- (c) *The maximum number and class of securities to be issued*
 - (i) to Mr Juan Pablo Vargas de la Vega (and/or his nominee(s)) under Resolution 4 is 2,173,914 Director Placement Shares and 1,086,957 Director Placement Options;
 - (ii) to Mr Richard Homsany (and/or his nominee(s)) under Resolution 5 is 2,000,000 Director Placement Shares and 1,000,000 Director Placement Options;
 - (iii) to Mr Terry Gardiner (and/or his nominee(s)) under Resolution 6 is 400,000 Director Placement Shares and 200,000 Director Placement Options;
 - (iv) to Mr Daniel Jimenez (and/or his nominee(s)) under Resolution 7 is 347,826 Director Placement Shares and 173,913 Director Placement Options; and
 - (v) to Ms Claudia Pohl (and/or her nominee(s)) under Resolution 8 is 43,478 Director Placement Shares and 21,739 Director Placement Options;
- (d) *If the securities are not fully paid ordinary securities, a summary of the material terms of the securities*
The Director Placement Shares, and the Shares issued upon the exercise of any Director Placement Options, will be fully paid ordinary shares and will rank pari passu with existing issued Shares from the date of issue. The issue of the Director Placement Shares and Director Placement Options to the Directors Messrs Vargas de la Vega, Homsany, Gardiner and Jimenez and Ms Pohl is not intended to remunerate or incentivise them.

The terms and condition of the Placement Options are contained in Annexure A.
- (e) *The date or dates by which the entity will issue the securities, which must not be more than 1 month after the date of the meeting*

The Director Placement Securities will be issued within one month after the date of the Meeting (or such later date as may be permitted by any ASX waiver or modification of the Listing Rules).

(f) *The price or other consideration the entity will receive for the issue*

Each Director Placement Share will be issued at a price of \$0.23 (being the same issue price as all other Shares issued to other participants in the Placement). The Director Placement Options are proposed to be free attaching options on the same basis as offered to participants in the Placement. As such, the total maximum the Company may receive is \$1,142,000 if Shareholders approve the issue of, and the Directors subscribe for, the maximum number of Director Placement Securities.

(g) *The purpose of the issue, including the use (or intended use) of funds raised.*

The equity raising will provide working capital headroom and financial flexibility for the ongoing development of the HMW Phase 1 construction whilst Galan finalises negotiations of alternative funding solutions including debt and prepayment facilities that will enable completion of HMW Phase 1. Proceeds from the Placement will be applied to HMW Phase 1 developments costs, corporate overheads, working capital and transaction costs

(h) *Other material terms and conditions*

The Director Placement Securities are not being issued under an agreement.

(i) *A voting exclusion statement*

A voting exclusion statement is included in the Notice.

5.4 Chapter 2E of the Corporations Act

Chapter 2E of the Corporations Act regulates the provision of financial benefits to related parties by a public company. The issue of Director Placement Securities under Resolutions 4 to 8 (inclusive), constitutes the provision of a financial benefit to related parties.

It is the view of the Directors that the issue of Director Placement Securities falls within the arm's length exception under section 210 of the Corporations Act. In forming this view, the Directors consider the issue of Director Placement Securities:

- were negotiated at arm's length;
- are issued on the same terms and conditions as those for the other participants in the Placement; and
- are reasonable in the circumstances at the time if the Company were dealing at arm's length.

Accordingly, the Directors have determined that Shareholder approval under section 208 of the Corporations Act is not required for the issue of Director Placement Securities pursuant to Resolutions 4 to 8 (inclusive).

Director Equity Holdings (Pre and Post Shareholder approval)

Director (1)	Shares Held Pre Shareholder Approval	Performance Rights Held Pre Shareholder Approval	Listed Options Held Pre Shareholder Approval	Unlisted Options Held Pre Shareholder Approval	Shares Held Post Shareholder Approval (2)	Performance Rights Held Post Shareholder Approval	Listed Options Held Post Shareholder Approval	Unlisted Options Held Post Shareholder Approval (2)
Mr Vargas de la Vega	20,450,741	6,000,000	2,239,129	-	22,624,655	6,000,000	2,239,129	1,086,957
Mr Homsany	2,024,284	3,000,000	65,217	-	4,024,284	3,000,000	65,217	1,000,000
Mr Gardiner	7,845,704	3,000,000	1,215,217	-	8,245,704	3,000,000	1,215,217	200,000
Mr Jimenez	3,447,713	3,000,000	-	-	3,795,539	3,000,000	-	173,913
Ms Pohl	-	-	-	-	43,478	-	-	21,739

(1) Holdings are represented by individual Director and their associates

(2) Reflects Shareholder approval (if granted) of Director Placement Securities pursuant to Resolutions 4 to 8 (inclusive)

The latest available price of Shares quoted on the ASX prior to the date of this Notice of Meeting on 10 June 2024 was \$0.21. The highest price for Shares trading on the ASX over the last 12 months was \$0.99 and the lowest price in that period was \$0.205.

In addition, the Directors believe that there are benefits to the Company in Directors holding Securities as this helps to incentivise the performance of those Directors and, in doing so, further aligns the interests of those Directors with those of Shareholders.

6. BACKGROUND TO ACUITY CAPITAL AT THE MARKET (ATM) SUBSCRIPTION DEED

On 12 April 2024, the Company announced that it had entered into an At-the-Market Subscription Deed (**ATM**) with Acuity Capital Investment Management Pty Ltd (**Acuity Capital**). The ATM provides Galan with up to \$15,000,000 of standby equity capital until 31 January 2029.

Importantly, Galan has full discretion as to whether or not to utilise the ATM, the maximum number of shares to be issued, the minimum issue price of shares and the timing of each subscription (if any). There are no requirements on Galan to utilise the ATM and Galan may terminate the ATM at any time, without cost or penalty. Acuity Capital and the ATM do not place any restrictions at any time on Galan raising capital through other methods.

If Galan does decide to utilise the ATM, Galan is able to set an issue price floor at its sole discretion, with the final issue price being calculated as the greater of the nominated floor price and up to a 10% discount to a Volume Weighted Average Price (VWAP) over a period of Galan's choosing (again at its sole discretion).

As security for the ATM, on 12 April 2024, Galan issued 15,000,000 Shares, as collateral shares, from its capacity under ASX Listing Rule 7.1, at nil cash consideration to Acuity Capital. Upon early termination or maturity of the ATM, the Company may buy back (and cancel) the shares placed as security for no cash consideration (subject to shareholder approval).

Resolution 9 seeks shareholder ratification and approval for the prior issue of the 15,000,000 Shares, as collateral shares and security, as required under the terms and conditions of the ATM.

On 14 May 2024, the Company announced that it had utilised the ATM through the set-off of 7,950,000 Shares to raise \$2,250,000. The Shares had a deemed issue price of \$0.283 per share, being a 5.7% discount to the last closing Share price of \$0.30 on 14 May 2024.

Resolution 10 seeks Shareholder approval for the issue of 7,950,000 Shares, as set-off shares, to be issued to Acuity Capital under the ATM. The issue of the 7,950,000 set-off shares will replenish the collateral shares required for security under the terms and conditions of the ATM.

7. RATIFICATION OF THE PRIOR ISSUE OF 15,000,000 SHARES, AS COLLATERAL SHARES, TO ACUITY CAPITAL (RESOLUTION 9)

7.1 General

As noted in Section 6, Resolution 9 seeks Shareholder ratification and approval for the prior issue of 15,000,000 Shares, as collateral shares and security, under the Company's Listing Rule 7.1 capacity, pursuant to Listing Rule 7.4 and on the terms set out below.

The issue of the 15,000,000 Shares, as collateral shares and security, did not breach Listing Rule 7.1 at the time of their issue (12 April 2024).

7.2 Listing Rules 7.1 and 7.4

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.

ASX Listing Rule 7.4 provides that an issue of securities made without approval under Listing Rule 7.1 will be treated as having been made with Shareholder approval for the purposes of those Listing Rules if shareholders subsequently approve it and the issue did not breach Listing Rule 7.1.

The Company wishes to retain as much flexibility as possible to issue additional Equity Securities in the future without having to obtain Shareholder approval for such issues under Listing Rule 7.1.

Accordingly, Resolution 9 seeks Shareholder ratification and approval for the prior issue of 15,000,000 Shares, as collateral shares and security, issued pursuant to Listing Rule 7.1, under and for the purpose of Listing Rule 7.4.

If Resolution 9 is passed, the issue of 15,000,000 Shares, as collateral shares and security, will be excluded in calculating the Company's 15% limit under Listing Rule 7.1 effectively increasing the number of Equity Securities it can issue without shareholder approval over the 12 month period following the relevant Shares issue date.

If Resolution 9 is not passed, the issue of 15,000,000 Shares, as collateral shares and security, will be included in calculating the Company's 15% limit under Listing Rule 7.1, effectively decreasing the number of Equity Securities it can issue without Shareholder approval over the 12 month period following the relevant Shares issue date.

7.3 Listing Rule Disclosure Requirements

The following information is provided, in relation to Resolution 9, for the purpose of ASX Listing Rule 7.5:

- (a) *The name of the persons to whom the entity issued the securities or the basis on which those persons were identified or selected*
Acuity Capital Investment Management Pty Ltd
- (b) *Number and class of securities issued*
A total of 15,000,000 Shares were issued, as collateral shares and security, under the Company's placement capacity under Listing Rule 7.1. The Shares are fully paid ordinary shares and rank pari passu in all respects with the Company's other Shares on issue and are listed on the ASX.
- (c) *The price or other consideration the entity has received or will receive for the issue*
The Shares were issued as security under the ATM for nil consideration.
- (d) *The date or dates on which the securities were issued*
12 April 2024.
- (e) *The purpose of the issue, including the use (or intended use) of funds raised*
As security for the ATM, 15,000,000 Shares were issued as collateral shares, under the terms and condition of the ATM.
- (f) *Other material terms and conditions*
The Shares were issued under the terms of an agreement as summarised in Section 6.
- (g) *A voting exclusion statement*
A voting exclusion statement is included in the Notice.

7.4 Directors' Recommendation

The Board recommends Shareholders vote in favour of Resolution 9 as it allows the Company greater flexibility to issue further securities as the issue of 15,000,000 Shares, as collateral shares and security, will be excluded from the calculations of the Company's 15% limit under Listing Rule 7.1.

8. APPROVAL OF THE ISSUE OF 7,950,000 SHARES, AS SET-OFF SHARES, TO ACUITY CAPITAL (RESOLUTION 10)

8.1 General

As noted in Section 6, for the purposes of Listing Rule 7.1 and all other purposes, Resolution 10 seeks Shareholder approval to issue 7,950,000 Shares, as set-off shares, to Acuity Capital under the terms and conditions of the ATM.

8.2 Listing Rules 7.1 and 7.4

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.

The issue of the 7,950,000 Shares, as set-off shares, does not fit within any exceptions set out in Listing Rule 7.2. The Company wishes to retain as much flexibility as possible to issue additional Equity Securities in the future without having to obtain Shareholder approval for such issues under Listing Rule 7.1. Accordingly, Resolution 10 seeks Shareholder approval for the issue of 7,950,000 Shares, as set-off shares, pursuant to Listing Rule 7.1.

If Resolution 10 is passed, the issue of 7,950,000 Shares, as set-off shares, will be excluded in calculating the Company's 15% limit under Listing Rule 7.1 effectively increasing the number of Equity Securities it can issue without shareholder approval over the 12 month period following the relevant Shares issue date.

If Resolution 10 is not passed, the issue of 7,950,000 Shares, as set-off shares, will be included in calculating the Company's 15% limit under Listing Rule 7.1, effectively decreasing the number of Equity Securities it can issue without Shareholder approval over the 12 month period following the relevant Shares issue date.

8.3 Listing Rule Disclosure Requirements

The following information is provided, in relation to Resolution 10, for the purpose of ASX Listing Rule 7.3:

- (a) *The name of the persons to whom the entity intends to issue the securities or the basis on which those persons were identified or selected*
Acuity Capital Investment Management Pty Ltd. Acuity Capital Investment Management Pty Ltd is not a related party of the Company or their associates and will not be issued more than 1% of the issued capital of the Company.
- (b) *The maximum number and class of securities to be issued*
A total of 7,950,000 Shares, as set-off shares, will be issued. The Shares will be fully paid ordinary shares and rank pari passu in all respects with the Company's other Shares on issue and are listed on the ASX.
- (c) *The price or other consideration the entity has received or will receive for the issue*
The Shares were subscribed for at an issue price of \$0.283 per Share. All funds have been received.
- (d) *The date or dates by which the entity will issue the securities, which must not be more than 3 months after the date of the meeting*
The Shares are intended to be issued as soon as is practicable after the date of the Meeting and in any event, will be issued within three months after the date of the Meeting (or such later date as may be permitted by any ASX waiver or modification of the Listing Rules).
- (e) *The purpose of the issue, including the use (or intended use) of funds raised*
The funds received by the Company will be used for general exploration, development and construction work on Galan projects and for working capital purposes.
- (f) *Other material terms and conditions*
The Shares, as set-off shares, are to be issued under the terms of an agreement as summarised in Section 6.

- (g) *A voting exclusion statement*
A voting exclusion statement is included in the Notice.

8.4 Directors' Recommendation

The Board recommends Shareholders vote in favour of Resolution 10 as it allows the Company greater flexibility to issue further securities as the issue of 7,950,000 Shares, as set-off shares, will be excluded from the calculations of the Company's 15% limit under Listing Rule 7.1.

GLOSSARY

In the Notice of Meeting (including the Annexures thereto) and the Proxy Form, the following terms have the following meanings unless they are otherwise defined or the context otherwise requires:

\$ means Australian dollars.

Acuity means Acuity Capital Investment Management Pty Ltd.

AGM means the Annual General Meeting held on 16 November 2023.

ASIC means the Australian Securities and Investments Commission.

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

ASX Listing Rules or **Listing Rules** means the Listing Rules of ASX and any other rules of ASX which are applicable while the Company is admitted to the official list of ASX, each as amended or replaced from time to time, except to the extent of any express written waiver by ASX.

ATM means At-the-Market Subscription Deed with Acuity.

Automic means Automic Pty Ltd, the Company's share registry.

Board means the current board of directors of the Company.

Business Day means Monday to Friday inclusive, except New Year's Day, Good Friday, Easter Monday, Christmas Day, Boxing Day, and any other day that ASX declares is not a business day.

Chair means the chair of the Meeting.

Closely Related Party of a member of the Key Management Personnel means:

- (a) a spouse or child of the member;
- (b) a child of the member's spouse;
- (c) a dependent of the member or the member's spouse;
- (d) anyone else who is one of the member's family and may be expected to influence the member, or be influenced by the member, in the member's dealing with the Company;
- (e) a company the member controls; or
- (f) a person prescribed by the *Corporations Regulations 2001* (Cth) that may be made for this purpose.

Company or **Galan** means Galan Lithium Limited ACN 149 349 646.

Constitution means the Company's constitution.

Corporations Act or **Act** means the *Corporations Act 2001* (Cth) and any regulations made under it, each as amended from time to time.

Director means a current director of the Company.

Director Placement is defined in Section 1.

Director Placement Options means free attaching Options under the Directors Placement, the issue of which is the subject of Resolutions 4 to 8 (inclusive).

Director Placement Securities means up to 4,965,218 Director Placement Shares and up to 2,482,609 free attaching Director Placement Options.

Director Placement Shares means Placement Shares proposed to be issued to the Directors under the Directors Placement, the issue of which is the subject of Resolutions 4 to 8 (inclusive).

Equity Securities has the same meaning as in the Listing Rules.

Explanatory Statement means the explanatory statement accompanying and forming part of the Notice.

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

Key Management Personnel has the same meaning as in the accounting standards and broadly includes those persons having authority and responsibility for planning, directing and controlling the activities of the Company, directly or indirectly, including any director (whether executive or otherwise) of the Company.

Notice or **Notice of Meeting** or **Notice of General Meeting** means this notice of general meeting including the Explanatory Statement.

Option means an unlisted option to acquire a Share with summary terms and conditions set out in Annexure A.

Placement means the placement described in Section 1 and ASX announcement dated 20 May 2024.

Placement Options means the free attaching Options issued or to be issued under the Placement.

Placement Shares means the Shares issued or to be issued under the Placement at an issue price of \$0.23 per Share.

Proxy Form means the proxy form accompanying and forming part of the Notice.

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

Section means a section of the Explanatory Statement.

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

Shareholder means a holder of a Share.

Trading Day means a day determined by ASX to be a trading day and notified to market participants being:

- (a) a day other than:
 - (i) a Saturday, Sunday, New Year's Day, Good Friday, Easter Monday, Christmas Day, Boxing Day; and
 - (ii) any other day which ASX declares and publishes is not a trading day; and
- (b) notwithstanding (a), a day which for the purposes of settlement, ASX declares is a trading day notwithstanding that dealings between market participants are suspended on that day.

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

Where a word or phrase is given a defined meaning, another part of speech or other grammatical form in respect of that word or phrase has a corresponding meaning.

ANNEXURE A – SUMMARY OF THE GENERAL TERMS AND CONDITIONS OF THE \$0.35 UNLISTED OPTIONS

Entitlement

- (a) Each Option entitles the holder to subscribe for one Share upon exercise of the Option.

Exercise Price

- (b) Subject to paragraph (i), the amount payable upon exercise of each Option will be \$0.35 (**Exercise Price**).

Expiry Date

- (c) Each Option will expire at 5:00pm (WST) two years after their issue date (**Expiry Date**). An Option not exercised before the Expiry Date will automatically lapse on the Expiry Date.

Exercise Period

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

Notice of Exercise

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

Exercise Date

- (f) 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 Option being exercised in cleared funds (**Exercise Date**).

Timing of issue of Shares on exercise

- (g) Within five (5) Business Days after the Exercise Date, the Company will:
1. issue the number of Shares required under these terms and conditions in respect of the number of Options specified in the Notice of Exercise and for which cleared funds have been received by the Company;
 2. 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
 3. 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 Options.

Shares issued on exercise

- (h) Shares issued on exercise of the Options rank equally with the then issued shares of the Company.

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 Options shall be reconstructed (including by way of consolidation or option-split) on the same basis so that the Option holder is not prejudiced by such reconstruction of the Company's issued share capital.
- (j) If the Company conducts a pro rata issue (except a bonus issue) of securities to its shareholders after the date of issue of the Options, the exercise price of the 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.
- (k) If the Company conducts a bonus issue of securities to its shareholders after the date of issue of the Options, the number of securities over which an Option is exercisable will be increased by the number of securities

which the Option holder would have received if the 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.

Participation in new issues

- (l) 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 Options without exercising the Options.

Change in exercise price

- (m) An Option does not confer the right to a change in Exercise Price or a change in the number of underlying securities over which the Option can be exercised.

Transferability

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

Quotation

- (o) The Company will not apply for quotation of the Options on the ASX.

Proxy Voting Form

If you are attending the Meeting in person, please bring this with you for Securityholder registration.

Your proxy voting instruction must be received by **11.30am (AWST) on Wednesday, 10 July 2024**, being **not later than 48 hours** before the commencement of the Meeting. Any Proxy Voting instructions received after that time will not be valid for the scheduled Meeting.

SUBMIT YOUR PROXY

Complete the form overleaf in accordance with the instructions set out below.

YOUR NAME AND ADDRESS

The name and address shown above is as it appears on the Company's share register. If this information is incorrect, and you have an Issuer Sponsored holding, you can update your address through the investor portal: <https://investor.automic.com.au/#/home> Shareholders sponsored by a broker should advise their broker of any changes.

STEP 1 – APPOINT A PROXY

If you wish to appoint someone other than the Chair of the Meeting as your proxy, please write the name of that Individual or body corporate. A proxy need not be a Shareholder of the Company. Otherwise if you leave this box blank, the Chair of the Meeting will be appointed as your proxy by default.

DEFAULT TO THE CHAIR OF THE MEETING

Any directed proxies that are not voted on a poll at the Meeting will default to the Chair of the Meeting, who is required to vote these proxies as directed. Any undirected proxies that default to the Chair of the Meeting will be voted according to the instructions set out in this Proxy Voting Form, including where the Resolutions are connected directly or indirectly with the remuneration of Key Management Personnel.

STEP 2 - VOTES ON ITEMS OF BUSINESS

You may direct your proxy how to vote by marking one of the boxes opposite each item of business. All your shares will be voted in accordance with such a direction unless you indicate only a portion of voting rights are to be voted on any item by inserting the percentage or number of shares you wish to vote in the appropriate box or boxes. If you do not mark any of the boxes on the items of business, your proxy may vote as he or she chooses. If you mark more than one box on an item your vote on that item will be invalid.

APPOINTMENT OF SECOND PROXY

You may appoint up to two proxies. If you appoint two proxies, you should complete two separate Proxy Voting Forms and specify the percentage or number each proxy may exercise. If you do not specify a percentage or number, each proxy may exercise half the votes. You must return both Proxy Voting Forms together. If you require an additional Proxy Voting Form, contact Automic Registry Services.

SIGNING INSTRUCTIONS

Individual: Where the holding is in one name, the Shareholder must sign.

Joint holding: Where the holding is in more than one name, all Shareholders should sign.

Power of attorney: If you have not already lodged the power of attorney with the registry, please attach a certified photocopy of the power of attorney to this Proxy Voting Form when you return it.

Companies: To be signed in accordance with your Constitution. Please sign in the appropriate box which indicates the office held by you.

Email Address: Please provide your email address in the space provided.

By providing your email address, you elect to receive all communications despatched by the Company electronically (where legally permissible) such as a Notice of Meeting, Proxy Voting Form and Annual Report via email.

CORPORATE REPRESENTATIVES

If a representative of the corporation is to attend the Meeting the appropriate 'Appointment of Corporate Representative' should be produced prior to admission. A form may be obtained from the Company's share registry online at <https://automic.com.au>.

Lodging your Proxy Voting Form:

Online

Use your computer or smartphone to appoint a proxy at <https://investor.automic.com.au/#/loginsah> or scan the QR code below using your smartphone

Login & Click on 'Meetings'. Use the Holder Number as shown at the top of this Proxy Voting Form.



BY MAIL:

Automic
GPO Box 5193
Sydney NSW 2001

IN PERSON:

Automic
Level 5, 126 Phillip Street
Sydney NSW 2000

BY EMAIL:

meetings@automicgroup.com.au

BY FACSIMILE:

+61 2 8583 3040

All enquiries to Automic:

WEBSITE:

<https://automicgroup.com.au/>

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1300 288 664 (Within Australia)
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