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**LITHIUM UNIVERSE LIMITED**  
**ACN 148 878 782**  
**NOTICE OF GENERAL MEETING**

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Notice is given that the Meeting will be held at:

**TIME:** 11.00am (WST)

**DATE:** 19 December 2024

**PLACE:** Novotel Hotel, 388 Murray Street Perth 6000 in the Cottesloe North & South,  
located at Level 1

***The business of the Meeting affects your shareholding and your vote is important.***

***This Notice 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.***

***The Directors have determined pursuant to Regulation 7.11.37 of the Corporations Regulations 2001 (Cth) that the persons eligible to vote at the Meeting are those who are registered Shareholders at 11.00am (WST) on 17<sup>th</sup> December 2024.***

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## BUSINESS OF THE MEETING

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### AGENDA

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#### 1. RESOLUTION 1 – RATIFICATION OF PRIOR ISSUE OF TRANCHE 1 PLACEMENT SHARES UNDER 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 purposes of ASX Listing Rule 7.4 and for all other purposes, the previous issue under ASX Listing Rule 7.1 of 122,837,034 Shares at an issue price of \$0.012 to sophisticated investors under tranche 1 of the Placement and described in the Explanatory Statement accompanying this Notice of Meeting, be ratified and approved.”*

**Short Explanation:** On 7 November 2024 the Company announced that it had successfully raised \$1,941,500 (before costs) through the issue of Shares to sophisticated and professional investors under tranche 1 of the Placement (refer to Section 1.1 for further details). The participants were issued Shares at a price of \$0.012 per Share, with:

- 122,837,034 Shares having been placed under the Company's Listing Rule 7.1 capacity (**LR7.1 Shares**); and
- the remainder, being 38,954,633 Shares, issued under the Company's Listing Rule 7.1A capacity.

This resolution is seeking shareholder approval under Listing Rule 7.4 to ratify the issue of the LR7.1 Shares to the participants in tranche 1 of the Placement and thereby retaining the Company's capacity under Listing Rule 7.1.

**Voting Exclusion Statement:** A voting exclusion statement applies to this Resolution. Please see below.

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#### 2. RESOLUTION 2 – RATIFICATION OF PRIOR ISSUE OF TRANCHE 1 PLACEMENT SHARES UNDER 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 purposes of ASX Listing Rule 7.4 and for all other purposes, the previous issue under ASX Listing Rule 7.1A of 38,954,633 Shares at an issue price of \$0.012 to sophisticated investors under tranche 1 of the Placement and described in the Explanatory Statement accompanying this Notice of Meeting, be ratified and approved.”*

**Short Explanation:** On 7 November 2024 the Company announced that it had successfully raised \$1,941,500 (before costs) through the issue of Shares to sophisticated and professional investors under tranche 1 of the Placement (refer to Section 1.1 for further details). The participants were issued Shares at a price of \$0.012 per Share, with:

- 122,837,034 Shares having been placed under the Company's Listing Rule 7.1 capacity; and
- the remainder, being 38,954,633 Shares, issued under the Company's Listing Rule 7.1A capacity (**LR7.1 A Shares**).

This resolution is seeking shareholder approval under Listing Rule 7.4 to ratify the issue of the LR7.1A Shares to participants in tranche 1 of the Placement and thereby retaining the Company's capacity under Listing Rule 7.1A.

**Voting Exclusion Statement:** A voting exclusion statement applies to this Resolution. Please see below.

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### 3. RESOLUTION 3 – APPROVAL TO ISSUE TRANCHE 2 PLACEMENT SHARES

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

*"That, for the purposes of ASX Listing Rule 7.1 and for all other purposes, approval is given for the Company to issue up to 9,166,667 Shares at an issue price of \$0.012 to sophisticated investors under tranche 2 of the Placement on the terms and conditions set out in the Explanatory Statement."*

**Short Explanation:** On 31 October 2024, the Company announced that it had received binding commitments from sophisticated and professional investors to subscribe for 16,666,667 Shares under tranche 2 of the Placement. The Shares under tranche 2 of the Placement have an issue price of \$0.012 per share and are subject to shareholder approval.

Investors participating under tranche 2 of the Placement are summarised into the following groups:

- 9,166,667 Shares to unrelated parties of the Company (**Unrelated Parties**); and
- the remainder, being 7,500,000 Shares, to directors of the Company.

This resolution is seeking shareholder approval under Listing Rule 7.1 to approve the issue of Shares under tranche 2 of the Placement to Unrelated Parties. If this resolution is not passed, the Company will not be able to proceed with the issue of Shares under Tranche 2 of the Placement to the Unrelated Parties.

**Voting Exclusion Statement:** A voting exclusion statement applies to this Resolution. Please see below.

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### 4. RESOLUTION 4 – APPROVAL TO ISSUE PLACEMENT OPTIONS

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

*"That, for the purposes of Listing Rule 7.1 and for all other purposes, approval is given for the Company to issue up to 170,958,334 Options on the terms and conditions set out in the Explanatory Statement."*

**Short Explanation:** On 31 October 2024, the Company announced that participants under its tranche 1 and tranche 2 of the Placement will be entitled to receive one free attaching listed option in the Company for every Share subscribed for and issued under the Placement. A total of 170,958,334 options are proposed to be issued to the unrelated parties who subscribed for Shares under the Placement. These options have an expiry date of 12 January 2026 and an exercise price of \$0.03 and are otherwise proposed to be issued on the terms set out in Schedule 1 (**Options**).

This resolution is seeking shareholder approval under Listing Rule 7.1 to approve the issue of the Options to the unrelated party participants in the Placement. If this resolution is not passed, the Company will not be able to proceed with the issue of the Options to the unrelated party participants.

**Voting Exclusion Statement:** A voting exclusion statement applies to this Resolution. Please see below.

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**5. RESOLUTION 5 – APPROVAL FOR DIRECTOR PARTICIPATION IN THE PLACEMENT – IGGY TAN**

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

*“That, for the purposes of Listing Rule 10.11 and for all other purposes, approval is given for the Company to issue up to 3,333,333 Shares and 3,333,333 Options to Iggy Tan (or his nominee(s)) on the terms and conditions set out in the Explanatory Statement.”*

**Short Explanation:** On 31 October 2024, the Company announced that it had received binding commitments from sophisticated and professional investors for 16,666,667 Shares under tranche 2 of the Placement. The Shares under tranche 2 of the Placement have an issue price of \$0.012 per Share and are subject to shareholder approval.

Investors participating under tranche 2 of the placement are summarised into the following groups:

- 9,166,667 Shares to unrelated parties of the Company; and
- 7,500,000 Shares to directors of the Company, of which Mr Iggy Tan has subscribed for 3,333,333 Shares.

This resolution is seeking shareholder approval under Listing Rule 10.11 to approve the issue of Shares and attaching Options to Mr Tan (or his nominee/s). If this resolution is not passed, the Company will not be able to proceed with the issue of the Shares and attaching Options to Mr Tan (or his nominee/s).

**Voting Exclusion Statement:** A voting exclusion statement applies to this Resolution. Please see below.

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**6. RESOLUTION 6 – APPROVAL FOR DIRECTOR PARTICIPATION IN THE PLACEMENT – GERNOT ABL**

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

*“That, for the purposes of Listing Rule 10.11 and for all other purposes, approval is given for the Company to issue up to 3,333,333 Shares and 3,333,333 Options to Gernot Abl (or his nominee(s)) on the terms and conditions set out in the Explanatory Statement.”*

**Short Explanation:** On 31 October 2024, the Company announced that it had received binding commitments from sophisticated and professional investors for 16,666,667 Shares under tranche 2 of the Placement. The Shares under the tranche 2 of the Placement have an issue price of \$0.012 per share and are subject to shareholder approval.

Investors participating under tranche 2 of the Placement are summarised into the following groups:

- 9,166,667 Shares to unrelated parties of the Company; and
- 7,500,000 Shares to directors of the Company, of which Mr Gernot Abl has subscribed for 3,333,333 Shares (**Director Participant**).

This resolution is seeking shareholder approval under Listing Rule 10.11 to approve the issue of Shares and attaching Options to Mr Abl (or his nominee/s). If this resolution is not passed, the Company will not be able to proceed with the issue of the Shares and attaching Options to Mr Tan (or his nominee/s).

**Voting Exclusion Statement:** A voting exclusion statement applies to this Resolution. Please see below.

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**7. RESOLUTION 7 – APPROVAL FOR DIRECTOR PARTICIPATION IN THE PLACEMENT – PATRICK SCALLAN**

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

*“That, for the purposes of Listing Rule 10.11 and for all other purposes, approval is given for the Company to issue up to 833,334 Shares and 833,334 Options to Patrick Scallan (or his nominee(s)) on the terms and conditions set out in the Explanatory Statement.”*

**Short Explanation:** On 31 October 2024, the Company announced that it had received binding commitments from sophisticated and professional investors for 16,666,667 Shares under tranche 2 of the Placement. The Shares under the tranche 2 of the Placement have an issue price of \$0.012 per share and are subject to shareholder approval.

Investors participating under tranche 2 of the Placement are summarised into the following groups:

- 9,166,667 Shares to unrelated parties of the Company; and
- 7,500,000 Shares to directors of the Company, of which Mr Patrick Scallan has subscribed for 833,334 Shares.

This resolution is seeking shareholder approval under Listing Rule 10.11 to approve the issue of the Shares and attaching Options to Mr Scallan (or his nominee/s). If this resolution is not passed, the Company will not be able to proceed with the issue of the Shares and attaching Options to Mr Scallan (or his nominee/s).

**Voting Exclusion Statement:** A voting exclusion statement applies to this Resolution. Please see below.

## Voting Exclusion Statements

In accordance with Listing Rule 14.11, the Company will disregard any votes cast in favour of the Resolution set out below by or on behalf of the following persons:

<b>Resolution 1 – Ratification of Prior Issue of Tranche 1 Placement Shares Under Listing Rule 7.1</b>	A person who participated in the issue or is a counterparty to the agreement being approved (namely the Tranche 1 Placement Participants) or an associate of that person or those persons.
<b>Resolution 2 – Ratification of Prior Issue of Tranche 1 Placement Shares Under Listing Rule 7.1A</b>	A person who participated in the issue or is a counterparty to the agreement being approved (namely the Tranche 1 Placement Participants) or an associate of that person or those persons.
<b>Resolution 3 – Approval to Issue Tranche 2 Placement Shares</b>	A person who is expected to participate in, or who will obtain a material benefit as a result of, the proposed issue (except a benefit solely by reason of being a holder of ordinary securities in the Company) (namely the Tranche 2 Placement Participants) or an associate of that person (or those persons).
<b>Resolution 4 – Approval to Issue Placement Options</b>	A person who is expected to participate in, or who will obtain a material benefit as a result of, the proposed issue (except a benefit solely by reason of being a holder of ordinary securities in the Company) (namely the Tranche 1 Placement Participants and Tranche 2 Placement Participants) or an associate of that person (or those persons).
<b>Resolution 5 – Approval for Director Participation in the Placement – Iggy Tan</b>	Iggy Tan (or his nominee(s)) and any other person who will obtain a material benefit as a result of the issue of the securities (except a benefit solely by reason of being a holder of ordinary securities in the Company) or an associate of that person or those persons.
<b>Resolution 6 – Approval for Director Participation in the Placement – Gernot Abl</b>	Gernot Abl (or his nominee(s)) and any other person who will obtain a material benefit as a result of the issue of the securities (except a benefit solely by reason of being a holder of ordinary securities in the Company) or an associate of that person or those persons.
<b>Resolution 7 – Approval for Director Participation in the Placement – Patrick Scallan</b>	Patrick Scallan (or his nominee(s)) and any other person who will obtain a material benefit as a result of the issue of the securities (except a benefit solely by reason of being a holder of ordinary securities in the Company) or an associate of that person or those persons.

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

- (a) a person as a 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 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.

## 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 proxies and may specify the proportion or number of votes each proxy is appointed to exercise. If the Shareholder appoints two 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.

#### **Voting in person**

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

***Should you wish to discuss the matters in this Notice please do not hesitate to contact the Company Secretary on +61 (2) 8046 2799.***

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## EXPLANATORY STATEMENT

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This Explanatory Statement has been prepared to provide information which the Directors believe to be material to Shareholders in deciding whether or not to pass the Resolutions.

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### 1. BACKGROUND TO RESOLUTIONS 1 TO 7

#### 1.1 Placement

As announced on 31 October 2024, the Company received binding commitments from sophisticated and professional investors to subscribe for a total of 178,458,334 Shares via a two-tranche placement, at an issue price of \$0.012 per Share, to raise a total of \$2,141,500 (before expenses), together with one free attaching Option for every one Share subscribed for an issued (**Placement**).

On 7 November 2024, the Company issued an aggregate of 161,791,667 Shares under tranche 1 of the Placement to unrelated sophisticated and professional investors who were clients of SP Corporate Advisory (ABN 67 669 429 092) (**SP Corporate**) and 180 Markets Pty Ltd (ACN 638 381 129) (**180 Markets**) (**Tranche 1 Placement Participants**) as follows:

- (a) 122,837,034 Shares pursuant to the Company's placement capacity under Listing Rule 7.1 (the subject of Resolution 1); and
- (b) 38,954,633 Shares pursuant to the Company's placement capacity under Listing Rule 7.1A (the subject of Resolution 2).

A further 16,666,667 Shares are proposed to be issued under tranche 2 of the Placement, comprising:

- (a) 9,166,667 Shares to unrelated sophisticated and professional investors who were clients of SP Corporate and 180 Markets (**Tranche 2 Placement Participants**), subject to the passing of Resolution 3;
- (b) 3,333,333 Shares to Director, Iggy Tan (or his nominee(s)), subject to the passing of Resolution 5;
- (c) 3,333,333 Shares to Director, Gernot Abl (or his nominee(s)), subject to the passing of Resolution 6; and
- (d) 833,334 Shares to Director, Patrick Scallan (or his nominee(s)), subject to the passing of Resolution 7.

Additionally, each participant in the Placement is proposed to be issued one free attaching Option (on the terms and conditions set out in Schedule 1) for every one Share subscribed for and issued under the Placement. A total of 178,458,334 Options are therefore proposed to be issued, comprising:

- (a) 170,958,334 Options to the unrelated sophisticated and professional investor participants in tranches 1 and 2 of the Placement, subject to the passing of Resolution 4;
- (b) 3,333,333 Options to Director, Iggy Tan (or his nominee(s)), subject to the passing of Resolution 5;
- (c) 3,333,333 Options to Director, Gernot Abl (or his nominee(s)), subject to the passing of Resolution 6; and



- (d) 833,334 Options to Director, Patrick Scallan (or his nominee(s)), subject to the passing of Resolution 7.

## 1.2 Use of funds

Funds raised under the Placement will be applied towards:

- (a) advancing the Company's definitive feasibility costs for the design of a lithium carbonate refinery, which is to be located within the world class James Bay region of Québec, Canada;
- (b) conducting a strategic review of the Company's current exploration portfolio, as well as assessing new exploration opportunities;
- (c) option fees in relation to the Bécancour, Canada property; and
- (d) meetings the working capital requirements of the Company and Placement-related costs.

Further details in respect of the Placement are set out in the announcement released on 31 October 2024.

## 1.3 Lead Manager

The Company appointed SP Corporate and 180 Markets as the joint lead managers and brokers to the Placement (**Joint Managers**). Pursuant to a lead manager mandate (**Mandate**), the Company has agreed to pay / issue the following to the Joint Managers:

- (a) an offer management fee of 2% (plus GST) of funds raised under the Placement, with the Joint Managers sharing the fee equally;
- (b) a placement fee of 4% (plus GST) of funds raised under the Placement, except for investors named on the chairman's list, with the fee calculated based on the funds introduced by each Joint Manager; and
- (c) a fee of \$7,500 (plus GST) payable to SP Corporate for managing the DVP settlement component of the Placement, which will be managed by SP Corporate's licensee.

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## 2. RESOLUTIONS 1 AND 2 – RATIFICATION OF PRIOR ISSUE OF TRANCHE 1 PLACEMENT SHARES – LISTING RULES 7.1 AND 7.1A

### 2.1 General

On 7 November 2024, the Company issued 161,791,667 Shares at an issue price of \$0.012 each pursuant to the Placement, summarised in Section 1.1 above.

122,837,034 Shares were issued pursuant to the Company's capacity under Listing Rule 7.1 (being, the subject of Resolution 1) and 38,954,633 Shares were issued pursuant to the Company's 7.1A mandate (being, the subject of Resolution 2) which was approved by Shareholders at the annual general meeting held on 14 June 2024.

### 2.2 Listing Rules 7.1 and 7.1A

Broadly speaking and subject to a number of exceptions, Listing Rule 7.1 limits the amount of equity securities that a listed company can issue without the approval

of its shareholders over any 12 month period to 15% of the fully paid ordinary securities it had on issue at the start of that 12 month period.

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

The Company obtained approval to increase its limit to 25% at the annual general meeting held on 14 June 2024.

The issue of the Shares does not fit within any of the exceptions set out in Listing Rule 7.2 and, as it has not yet been approved by Shareholders, it effectively uses up part of the 25% limit in Listing Rules 7.1 and 7.1A, reducing the Company's capacity to issue further equity securities without Shareholder approval under Listing Rule 7.1 and 7.1A for the 12 month period following the date of issue of the Shares.

## **2.3 Listing Rule 7.4**

Listing Rule 7.4 allows the shareholders of a listed company to approve an issue of equity securities after it has been made or agreed to be made. If they do, the issue is taken to have been approved under Listing Rule 7.1 and so does not reduce the company's capacity to issue further equity securities without shareholder approval under that rule.

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, the Company is seeking Shareholder ratification pursuant to Listing Rule 7.4 for the issue of the Tranche 1 Placement Shares.

Resolutions 1 and 2 seek Shareholder ratification pursuant to Listing Rule 7.4 for the issue of the Shares.

## **2.4 Technical information required by Listing Rule 14.1A**

If Resolutions 1 and 2 are passed, the Shares will be excluded in calculating the Company's combined 25% limit in Listing Rules 7.1 and 7.1A, effectively increasing the number of equity securities the Company can issue without Shareholder approval over the 12 month period following the date of issue of the Shares.

If Resolutions 1 and 2 are not passed, the Shares will be included in calculating the Company's combined 25% limit in Listing Rules 7.1 and 7.1A, effectively decreasing the number of equity securities the Company can issue without Shareholder approval over the 12 month period following the date of issue of the Shares.

## **2.5 Technical information required by Listing Rule 7.5**

Pursuant to and in accordance with Listing Rule 7.5, the following information is provided in relation to Resolutions 1 and 2:

- (a) the Shares were issued to the Tranche 1 Placement Participants. The recipients were identified through a bookbuild process, which involved the Joint Managers seeking expressions of interest to participate in the capital raising from non-related parties of the Company;

- (b) in accordance with paragraph 7.4 of ASX Guidance Note 21, the Company confirms that none of the recipients were:
  - (i) related parties of the Company, members of the Company's Key Management Personnel, substantial holders of the Company, advisers of the Company or an associate of any of these parties; and
  - (ii) issued more than 1% of the issued capital of the Company;
- (c) 161,791,667 Shares were issued on the following basis:
  - (i) 122,837,034 Shares issued pursuant to Listing Rule 7.1 (ratification of which is sought under Resolution 1); and
  - (ii) 38,954,633 Shares issued pursuant to Listing Rule 7.1A (ratification of which is sought under Resolution 2);
- (d) the Shares issued were all fully paid ordinary shares in the capital of the Company issued on the same terms and conditions as the Company's existing Shares;
- (e) the Shares were issued on 7 November 2024;
- (f) the issue price was \$0.012 per Share under both the issue of Shares pursuant to Listing Rule 7.1 and Listing Rule 7.1A. The Company has not and will not receive any other consideration for the issue of the Shares;
- (g) the purpose of the issue of the Shares and proposed use of funds is set out in Section 1 above; and
- (h) the Shares were not issued under an agreement.

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### **3. RESOLUTION 3 – APPROVAL TO ISSUE TRANCHE 2 PLACEMENT SHARES**

#### **3.1 General**

The Company is proposing to issue up to 9,166,667 Shares at an issue price of \$0.012 each, pursuant to tranche 2 of the Placement summarised in Section 1.1 above.

#### **3.2 Listing Rule 7.1**

A summary of Listing Rule 7.1 is set out in Section 2.2 above.

The proposed issue of the Shares does not fall within any of the exceptions set out in Listing Rule 7.2 and exceeds the 15% limit in Listing Rule 7.1. It therefore requires the approval of Shareholders under Listing Rule 7.1.

#### **3.3 Technical information required by Listing Rule 14.1A**

If Resolution 3 is passed, the Company will be able to proceed with the issue of the Shares. In addition, the issue of the Shares will be excluded from the calculation of the number of equity securities that the Company can issue without Shareholder approval under Listing Rule 7.1.

If Resolution 3 is not passed, the Company will not be able to proceed with the issue which may impact the proposed use of funds set out in Section 1.2.

Resolution 3 seeks Shareholder approval for the purposes of Listing Rule 7.1 for the issue of the Shares.

### **3.4 Technical information required by Listing Rule 7.3**

Pursuant to and in accordance with Listing Rule 7.3, the following information is provided in relation to Resolution 3:

- (a) the Shares will be issued to the Tranche 2 Placement Participants. The recipients were identified through a bookbuild process, which involved the Joint Managers seeking expressions of interest to participate in the capital raising from non-related parties of the Company.
- (b) in accordance with paragraph 7.2 of ASX Guidance Note 21, the Company confirms that none of the recipients will be:
  - (i) related parties of the Company, members of the Company's Key Management Personnel, substantial holders of the Company, advisers of the Company or an associate of any of these parties; and
  - (ii) issued more than 1% of the issued capital of the Company;
- (c) the maximum number of Shares to be issued is 9,166,667. The Shares issued will be fully paid ordinary shares in the capital of the Company issued on the same terms and conditions as the Company's existing Shares;
- (d) the Shares will be issued no later than 3 months after the date of the Meeting (or such later date to the extent permitted by any ASX waiver or modification of the Listing Rules) and it is intended that issue of the Shares will occur on the same date;
- (e) the issue price of the Shares will be \$0.012 per Share. The Company will not receive any other consideration for the issue of the Shares;
- (f) the purpose of the issue of the Shares and the proposed use of funds is set out in Section 1 above;
- (g) the Shares are not being issued under an agreement; and
- (h) the Shares are not being issued under, or to fund, a reverse takeover.

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## **4. RESOLUTION 4 – APPROVAL TO ISSUE PLACEMENT OPTIONS**

### **4.1 General**

As set out in Section 1, the Company is proposing to issue 170,958,334 free-attaching Options to the Placement Participants, subject to obtaining Shareholder approval.

### **4.2 Listing Rule 7.1**

A summary of Listing Rule 7.1 is set out in Section 2.2 above.

The proposed issue of the Options is subject to shareholder approval as a term of the Placement. This issue therefore requires the approval of Shareholders under Listing Rule 7.1.

#### **4.3 Technical information required by Listing Rule 14.1A**

If Resolution 4 is passed, the Company will be able to proceed with the issue of the Options. In addition, the issue of the Options will be excluded from the calculation of the number of equity securities that the Company can issue without Shareholder approval under Listing Rule 7.1.

If Resolution 4 is not passed, the Company will not be able to proceed with the issue. Should this occur, the Company will likely seek to negotiate an alternative form of compensation for the Placement Participants, which may involve the payment of cash, which would deplete the Company's cash reserves.

Resolution 4 seeks Shareholder approval for the purposes of Listing Rule 7.1 for the issue of the Options to the Placement Participants.

#### **4.4 Technical information required by Listing Rule 7.3**

Pursuant to and in accordance with Listing Rule 7.3, the following information is provided in relation to Resolution 4:

- (a) the Options will be issued to the Placement Participants;
- (b) in accordance with paragraph 7.2 of ASX Guidance Note 21, the Company confirms that none of the Placement Participants will be:
  - (i) related parties of the Company, members of the Company's Key Management Personnel, substantial holders of the Company, advisers of the Company or an associate of any of these parties; and
  - (ii) issued more than 1% of the issued capital of the Company;
- (c) the maximum number of Options to be issued is 170,958,334;
- (d) the terms and conditions of the Options are set out in Schedule 1;
- (e) the Options will be issued no later than 3 months after the date of the Meeting (or such later date to the extent permitted by any ASX waiver or modification of the Listing Rules) and it is intended that issue of the Options will occur on the same date;
- (f) the issue price of the Options will be nil as they will be issued free attaching with the Placement Shares on a 1 for 1 basis. The Company will not receive any other consideration for the issue of the Options (other than in respect of funds received on exercise of the Options);
- (a) the issue of the Options is part of the Placement, which is to raise funds, which will be utilised as set out in Section 1.2;
- (g) the Options are not being issued under an agreement; and
- (h) the Options are not being issued under, or to fund, a reverse takeover.

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## **5. RESOLUTIONS 5 TO 7 – APPROVAL FOR DIRECTOR PARTICIPATION IN THE PLACEMENT**

### **5.1 General**

These Resolutions seek Shareholder approval for the purposes of Listing Rule 10.11 for the issue of an aggregate of up to 7,500,000 Shares and 7,500,000 Options to Directors of the Company, comprising:

- (a) 3,333,333 Shares and 3,333,334 Options to Iggy Tan (or his nominee(s)), the subject of Resolution 5;
- (b) 3,333,333 Shares and 3,333,334 Options to Gernot Abl (or his nominee(s)), the subject of Resolution 6; and
- (c) 833,334 Shares and 833,334 Options to Patrick Scallan (or his nominee(s)), the subject of Resolution 7,

to enable their participation in the Placement on the same terms as unrelated Placement Participants.

### **5.2 Chapter 2E of the Corporations Act**

Chapter 2E of the Corporations Act requires that for a public company, or an entity that the public company controls, to give a financial benefit to a related party of the public company, the public company or entity must:

- (a) obtain the approval of the public company's members in the manner set out in sections 217 to 227 of the Corporations Act; and
- (b) give the benefit within 15 months following such approval,

unless the giving of the financial benefit falls within an exception set out in sections 210 to 216 of the Corporations Act.

The issue constitutes giving a financial benefit and Iggy Tan, Gernot Abl and Patrick Scallan are each a related party of the Company by virtue of being Directors.

The Directors (other than Iggy Tan who has a material personal interest in Resolution 5) consider that Shareholder approval pursuant to Chapter 2E of the Corporations Act is not required in respect of Resolution 5 because the Securities will be issued to Iggy Tan on the same terms as Securities issued to other investors in the Placement, and as such the giving of the financial benefit is on arm's length terms.

The Directors (other than Gernot Abl who has a material personal interest in Resolution 6) consider that Shareholder approval pursuant to Chapter 2E of the Corporations Act is not required in respect of Resolution 6 because the Securities will be issued to Gernot Abl on the same terms as Securities issued to other investors in the Placement and as such the giving of the financial benefit is on arm's length terms.

The Directors (other than Patrick Scallan who has a material personal interest in Resolution 7) consider that Shareholder approval pursuant to Chapter 2E of the Corporations Act is not required in respect of Resolution 7 because the Securities will be issued to Patrick Scallan on the same terms as Securities issued to other investors in the Placement and as such the giving of the financial benefit is on arm's length terms.

### 5.3 Listing Rule 10.11

Listing Rule 10.11 provides that unless one of the exceptions in Listing Rule 10.12 applies, a listed company must not issue or agree to issue equity securities to:

- 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,

unless it obtains the approval of its shareholders.

The issue falls within Listing Rule 10.11.1 and does not fall within any of the exceptions in Listing Rule 10.12. It therefore requires the approval of Shareholders under Listing Rule 10.11.

### 5.4 Technical information required by Listing Rule 14.1A

If these Resolutions are passed, the Company will be able to proceed with the issue within one month after the date of the Meeting (or such later date as permitted by any ASX waiver or modification of the Listing Rules) and will raise additional funds which will be used in the manner set out in Section 1.2. As approval pursuant to Listing Rule 7.1 is not required for the issue (because approval is being obtained under Listing Rule 10.11), the issue will not use up any of the Company's 15% annual placement capacity.

If these Resolutions are not passed, the Company will not be able to proceed with the issue and no further funds will be raised, meaning the Company will not benefit from a further \$90,000 investment from the Directors' participation in the Placement.

### 5.5 Technical Information required by Listing Rule 10.13

REQUIRED INFORMATION	DETAILS
<b>Name of the person to whom Securities will be issued</b>	Iggy Tan, Gernot Abl and Patrick Scallan (or their nominee(s)).
<b>Categorisation under Listing Rule 10.11</b>	Each Director fall within the category set out in Listing Rule 10.11.1 as they are a related party of the Company by virtue of being Directors.  Any nominee(s) of Iggy Tan, Gernot Abl and Patrick Scallan who receive Securities may constitute 'associates' for the purposes of Listing Rule 10.11.4.

REQUIRED INFORMATION	DETAILS
<b>Number of Securities and class to be issued</b>	<p>Up to 7,500,000 Shares and 7,500,000 Options will be issued, comprising:</p> <ul style="list-style-type: none"> <li>(a) 3,333,333 Shares and 3,333,333 Options to Iggy Tan (or his nominee(s)), pursuant to Resolution 5;</li> <li>(b) 3,333,333 Shares and 3,333,333 Options to Gernot Able (or his nominee(s)), pursuant to Resolution 6; and</li> <li>(c) 833,334 Shares and 833,334 Options to Patrick Scallan (or his nominee(s)), pursuant to Resolution 7.</li> </ul>
<b>Terms of Securities</b>	<p>The Shares will be fully paid ordinary shares in the capital of the Company issued on the same terms and conditions as the Company's existing Shares.</p> <p>The Options will be issued on the terms and conditions set out in Schedule 1.</p>
<b>Date(s) on or by which the Securities will be issued</b>	<p>The Company expects to issue the Securities within 5 Business Days of the Meeting. In any event, the Company will not issue any Securities later than one month after the date of the Meeting (or such later date to the extent permitted by any ASX waiver or modification of the Listing Rules).</p>
<b>Price or other consideration the Company will receive for the Securities</b>	<p>\$0.012 per Share and nil per Option as the Options will be issued free attaching with the Shares on a 1 for 1 basis.</p>
<b>Purpose of the issue, including the intended use of any funds raised by the issue</b>	<p>The purpose of the issue is to raise capital and allow the Directors to participate in the Placement on the same terms as the Placement Participants. The Placement is summarised in Section 1.1.</p>
<b>Summary of material terms of agreement to issue</b>	<p>The Securities are not being issued under an agreement.</p>
<b>Voting exclusion statement</b>	<p>A voting exclusion statement applies to this Resolution.</p>



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## GLOSSARY

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**\$** means Australian dollars.

**7.1A Mandate** has the meaning given in Section 2.2.

**ASIC** means the Australian Securities & Investments Commission.

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

**Board** means the current board of directors of the Company.

**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 entity;
- (e) a company the member controls; or
- (f) a person prescribed by the Corporations Regulations 2001 (Cth) for the purposes of the definition of 'closely related party' in the Corporations Act.

**Company** means Lithium Universe Limited (ACN 148 878 782).

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

**Directors** means the current directors of the Company.

**Explanatory Statement** means the explanatory statement accompanying the Notice.

**Key Management Personnel** has the same meaning as in the accounting standards issued by the Australian Accounting Standards Board and means those persons having authority and responsibility for planning, directing and controlling the activities of the Company, or if the Company is part of a consolidated entity, of the consolidated entity, directly or indirectly, including any director (whether executive or otherwise) of the Company, or if the Company is part of a consolidated entity, of an entity within the consolidated group.

**Listing Rules** means the Listing Rules of ASX.

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

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

**Placement** has the meaning given in Section 1.1.

**Placement Participants** means the Tranche 1 Placement Participants and Tranche 2 Placement Participants.

**Placement Shares** has the meaning given in Section 1.1.

**Proxy Form** means the proxy form accompanying the Notice.

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

**Section** means a section of the Explanatory Statement.

**Security** means a Share, Option, Performance Right or Performance Share (as applicable).

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

**Shareholder** means a registered holder of a Share.

**Tranche 1 Placement Participants** has the meaning given in Section 1.1.

**Tranche 2 Placement Participants** has the meaning given in Section 1.1.

**Variable A** means "A" as set out in the formula in Listing Rule 7.1A.2.

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

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**SCHEDULE 1 – TERMS AND CONDITIONS OF PLACEMENT OPTIONS**

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(a) **Entitlement**

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

(b) **Exercise Price**

Subject to paragraph (i), the amount payable upon exercise of each Option will be \$0.03 (**Exercise Price**).

(c) **Expiry Date**

Each Option will expire at 5:00 pm (WST) on 12 January 2026 (**Expiry Date**). An Option not exercised before the Expiry Date will automatically lapse on the Expiry Date.

(d) **Exercise Period**

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

(e) **Notice of Exercise**

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.

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

(g) **Timing of issue of Shares on exercise**

Within five 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 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 Options.

If a notice delivered under (g)(ii) for any reason is not effective to ensure that an offer for sale of the Shares does not require disclosure to investors, the Company must, no later than 20 Business Days after becoming aware of such notice being

ineffective, 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.

(h) **Shares issued on exercise**

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

(i) **Reconstruction of capital**

If at any time the issued capital of the Company is reconstructed, all rights of an Optionholder are to be changed in a manner consistent with the Corporations Act and the ASX Listing Rules at the time of the reconstruction.

(j) **Participation in new issues**

There are no participation rights or entitlements inherent in the 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.

(k) **Change in exercise price**

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.

(l) **Transferability**

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



Your proxy voting instruction must be received by **11.00am (AWST) on Tuesday, 17 December 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://automicgroup.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](mailto:meetings@automicgroup.com.au)

#### BY FACSIMILE:

+61 2 8583 3040

#### All enquiries to Automic:

##### WEBSITE:

<https://automicgroup.com.au>

##### PHONE:

1300 288 664 (Within Australia)  
+61 2 9698 5414 (Overseas)

