
BATTERY MINERALS LIMITED

ACN 152 071 095

NOTICE OF GENERAL MEETING

A General Meeting of the Company will be held at the Quest West Perth, 54 Kings Park Road, West Perth, Western Australia 6005 on Friday, 5 January 2018 at 8.30AM (WST).

This Notice of General Meeting should be read in its entirety. If Shareholders are in doubt as to how they should vote, they should seek advice from their accountant, solicitor or other professional adviser prior to voting.

Should you wish to discuss any matter please do not hesitate to contact the Company by telephone on (08) 9322 7600.

BATTERY MINERALS LIMITED

ACN 152 071 095

NOTICE OF GENERAL MEETING

Notice is hereby given that a general meeting of Shareholders of Battery Minerals Limited (**Company**) will be held at the Quest West Perth, 54 Kings Park Road, West Perth, Western Australia 6005 on Friday, 5 January 2018 at 8.30AM (WST) (**Meeting**).

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

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 as Shareholders on Wednesday, 3 January 2018 at 4.00pm (WST).

Terms and abbreviations used in this Notice and Explanatory Memorandum are defined in Section 10.

AGENDA

1. Resolution 1 – Ratification of Tranche 1 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 Listing Rule 7.4 and for all other purposes, Shareholders approve and ratify the prior issue by the Company of 59,403,081 Shares under Listing Rule 7.1 at an issue price of \$0.06 on the terms and conditions set out in the Explanatory Memorandum."

Voting Exclusion

The Company will disregard any votes cast on this Resolution by any person who participated in the issue of these Shares and any of their associates.

However, the Company will not disregard a vote if:

- (a) it is cast by the person as proxy for a person who is entitled to vote, in accordance with directions on the Proxy Form; or
- (b) it is cast by the Chairman as proxy for a person who is entitled to vote, in accordance with a direction on the Proxy Form to vote as the proxy decides.

2. Resolution 2 – Ratification of Tranche 1 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 Listing Rule 7.4 and for all other purposes, Shareholders approve and ratify the prior issue by the Company of 42,562,249 Shares under Listing Rule 7.1A at an issue price of \$0.06 on the terms and conditions set out in the Explanatory Memorandum."

Voting Exclusion

The Company will disregard any votes cast on this Resolution by any person who participated in the issue of these Shares and any of their associates.

However, the Company will not disregard a vote if:

- (a) it is cast by the person as proxy for a person who is entitled to vote, in accordance with directions on the Proxy Form; or
- (b) it is cast by the Chairman as proxy for a person who is entitled to vote, in accordance with a direction on the Proxy Form to vote as the proxy decides.

3. Resolution 3 – Authority to grant Tranche 1 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 Listing Rule 7.1 and for all other purposes, Shareholders approve and authorise the Directors to grant 101,965,330 Placement Options (**Tranche 1 Placement Options**) on the terms and conditions set out in the Explanatory Memorandum."*

Voting Exclusion

The Company will disregard any votes cast on this Resolution by a person who may participate in the grant of the Tranche 1 Placement Options, and a person who might obtain a benefit (except a benefit solely in their capacity as holder of ordinary securities) if the Resolution is passed and any associates of those persons.

However, the Company will not disregard a vote if:

- (a) it is cast by the person as proxy for a person who is entitled to vote, in accordance with directions on the Proxy Form; or
- (b) it is cast by the Chairman as proxy for a person who is entitled to vote, in accordance with a direction on the Proxy Form to vote as the proxy decides.

4. Resolution 4 – Authority to issue Tranche 2 Placement Securities

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

*"That, for the purpose of Listing Rule 7.1 and for all other purposes, Shareholders approve and authorise the Directors to issue up to 231,368,004 Shares and 231,368,004 Placement Options (together, the **Tranche 2 Placement Securities**) on the terms and conditions set out in the Explanatory Memorandum."*

Voting Exclusion

The Company will disregard any votes cast on this Resolution by a person who may participate in the issue of the Tranche 2 Placement Securities, and a person who might obtain a benefit (except a benefit solely in their capacity as holder of ordinary securities) if the Resolution is passed and any associates of those persons.

However, the Company will not disregard a vote if:

- (a) it is cast by the person as proxy for a person who is entitled to vote, in accordance with directions on the Proxy Form; or
- (b) it is cast by the Chairman as proxy for a person who is entitled to vote, in accordance with a direction on the Proxy Form to vote as the proxy decides.

5. Resolution 5 – Authority for Mr. David Flanagan to participate in the Tranche 2 Placement

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

"That, subject to Resolution 4 being passed, for the purpose of Listing Rule 10.11, and for all other purposes, Shareholders approve and authorise Mr. David Flanagan (and/or his nominees) to participate in the Tranche 2 Placement to the extent of up to 2,000,000 Tranche 2 Placement Shares and 2,000,000 Tranche 2 Placement Options on the terms and conditions set out in the Explanatory Memorandum."

Voting Exclusion

The Company will disregard any votes cast on this Resolution by Mr. David Flanagan and his nominees and any associates of those persons.

However, the Company will not disregard a vote if:

- (a) it is cast by the person as proxy for a person who is entitled to vote, in accordance with directions on the Proxy Form; or
- (b) it is cast by the Chairman as proxy for a person who is entitled to vote, in accordance with a direction on the Proxy Form to vote as the proxy decides.

6. Resolution 6 – Authority for Mr. Gilbert George to participate in the Tranche 2 Placement

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

"That, subject to Resolution 4 being passed, for the purpose of Listing Rule 10.11, and for all other purposes, Shareholders approve and authorise Mr. Gilbert George (and/or his nominees) to participate in the Tranche 2 Placement to the extent of up to 1,000,000 Tranche 2 Placement Shares and 1,000,000 Tranche 2 Placement Options on the terms and conditions set out in the Explanatory Memorandum."

Voting Exclusion

The Company will disregard any votes cast on this Resolution by Mr. Gilbert George and his nominees and any associates of those persons.

However, the Company will not disregard a vote if:

- (a) it is cast by the person as proxy for a person who is entitled to vote, in accordance with directions on the Proxy Form; or
- (b) it is cast by the Chairman as proxy for a person who is entitled to vote, in accordance with a direction on the Proxy Form to vote as the proxy decides.

7. Resolution 7 – Authority to grant the JLM Options to the Joint Lead Managers

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

"That, subject to Resolution 4 being passed, for the purposes of Listing Rule 7.1, and for all other purposes, approval is given for the Company to grant up to 15,600,000 JLM Options to Hartleys Limited and Morgans Corporate Limited (and/or their nominees) on the terms and conditions set out in the Explanatory Memorandum."

Voting Exclusion

The Company will disregard any votes cast on this Resolution by Hartleys Limited, Morgans Corporate Limited and their nominees and any of their associates.

However, the Company will not disregard a vote if:

- (a) it is cast by the person as proxy for a person who is entitled to vote, in accordance with directions on the Proxy Form; or
- (b) it is cast by the person chairing the Meeting as proxy for a person who is entitled to vote, in accordance with a direction on the Proxy Form to vote as the proxy decides.

8. Resolution 8 – Authority issue the Mitchell Securities to Mitchell Group Holdings Pty Ltd

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

"That, for the purpose of Listing Rule 7.1, and for all other purposes, Shareholders approve and authorise the Directors to issue up to 8,333,334 Shares and grant up to 8,333,334 options exercisable at \$0.10 on or before 31 July 2018 on the terms and conditions set out in the Explanatory Memorandum to Mitchell Group Holdings Pty Ltd (and/or its nominees) in consideration for drilling services provided and invoiced to the Company."

Voting Exclusion

The Company will disregard any votes cast on this Resolution by Mitchell Group Holdings Pty Ltd and its nominees and any associates of those persons.

However, the Company will not disregard a vote if:

- (a) it is cast by the person as proxy for a person who is entitled to vote, in accordance with directions on the Proxy Form; or
- (b) it is cast by the Chairman as proxy for a person who is entitled to vote, in accordance with a direction on the Proxy Form to vote as the proxy decides.

Chairman voting intentions

The Chairman of the Meeting (where appropriately authorised) intends to vote all available undirected proxies in favour of Resolutions 1 to 8 (inclusive).

Dated 29 November 2017

BY ORDER OF THE BOARD

Tony Walsh
Company Secretary

BATTERY MINERALS LIMITED

ACN 152 071 095

EXPLANATORY MEMORANDUM

1. Introduction

This Explanatory Memorandum has been prepared for the information of Shareholders in connection with the business to be conducted at the Meeting to be held at the Quest West Perth, 54 Kings Park Road, West Perth, Western Australia on Friday, 5 January 2018 at 8.30am (WST).

This Explanatory Memorandum should be read in conjunction with and forms part of the accompanying Notice. The purpose of this Explanatory Memorandum is to provide information to Shareholders in deciding whether or not to pass the Resolutions set out in the Notice.

A Proxy Form is located at the end of the Explanatory Memorandum.

2. Action to be taken by Shareholders

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

2.1 Proxies

A Proxy Form is attached to the Notice. This is to be used by Shareholders if they wish to appoint a representative (a 'proxy') to vote in their place. All Shareholders are invited and encouraged to attend the Meeting or, if they are unable to attend in person, sign and return the Proxy Form to the Company in accordance with the instructions thereon. Lodgment of a Proxy Form will not preclude a Shareholder from attending and voting at the Meeting in person.

Please note that:

- (a) a member of the Company entitled to attend and vote at the General meeting is entitled to appoint a proxy;
- (b) a proxy need not be a member of the Company; and
- (c) a member of the Company entitled to cast two or more votes may appoint two proxies and may specify the proportion or number of votes each proxy is appointed to exercise, but where the proportion or number is not specified, each proxy may exercise half of the votes.

Proxy Forms must be received by the Company no later than 8.30am (WST) on Wednesday, 3 January 2018, being at least 48 hours before the Meeting.

The enclosed Proxy Form provides further details on appointing proxies and lodging Proxy Forms.

3. Background to Resolutions 1 to 7 (inclusive)

3.1 General

On 22 November 2017, the Company announced it had received commitments for a two-tranche placement to sophisticated and professional investors to raise in aggregate a total of approximately \$20,000,000 (before costs) through the issue of approximately 333,333,333 Shares at an issue price of \$0.06 per Share together with the grant of approximately 333,333,333 free attaching unquoted options exercisable at \$0.10 on or before 31 July 2018 (**Placement Options**) (together, the **Placement**).

The funds raised from the Placement will be used as follows:

Use of funds	A(\$)
Early works for development of Montepuez graphite project	\$12,900,000
Grade control drilling at Montepuez graphite project	\$1,100,000
Balama Feasibility Study, approvals and diamond drilling	\$1,600,000
Working capital (including sales and marketing for offtake arrangements)	\$2,700,000
Drilling services (drill for equity: see Resolution 8)	\$500,000
Costs of the fund raising	\$1,200,000
TOTAL	\$20,000,000
Notes: This table is a statement of the Board's current intention as at the date of this Notice. However, Shareholders should note that, as with any budget, the allocation of funds set out in the above table may change depending on a number of factors, including the outcome of operational and development activities, regulatory developments, market and general economic conditions and environmental factors. In light of this, the Board reserves the right to alter the way the funds are applied.	

In the event that Shareholders do not approve Resolution 4, the Company will apply the funds raise pursuant to the Tranche 1 Placement (defined below) in accordance with the above table, on a pro rata basis.

Hartleys Limited and Morgans Corporate Limited are acting as joint lead manager to the Placement (**Joint Lead Managers**). In consideration for these services and subject to Shareholder approval, the Company will issue the Joint Lead Managers 15,600,000 JLM Options (refer to Section 8 for further information).

3.2 Tranche 1 Placement

The Company completed the first tranche of the Placement on 29 November 2017 by issuing 101,965,330 Shares (**Tranche 1 Placement Shares**), to raise approximately A\$6,117,920 (before costs) (**Tranche 1 Placement**). The Tranche 1 Placement Shares were issued pursuant to the Company's Listing Rule 7.1 and 7.1A placement capacities. Resolutions 1 and 2 seek Shareholder approval for the ratification of the issue of the Tranche 1 Shares pursuant to the Tranche 1 Placement.

Resolution 3 seeks shareholder approval for the grant of 101,956,330 Placement Options to the participants in the Tranche 1 Placement.

3.3 Tranche 2 Placement

Resolution 4 seeks Shareholder approval for the issue of 231,368,004 Shares (**Tranche 2 Placement Shares**) and the grant of 231,368,004 Placement Options (**Tranche 2 Placement Options**) to the participants in the Tranche 2 Placement (**Tranche 2 Placement**).

Two of the Company's Director's, Mr. David Flanagan and Mr. Gilbert George wish to participate in the Tranche 2 Placement. Resolutions 5 and 6 seek shareholder approval for their participation in the Tranche 2 Placement as follows:

Director	Tranche 2 Placement Shares	Tranche 2 Placement Options
Mr. David Flanagan	2,000,000	2,000,000
Mr. Gilbert George	1,000,000	1,000,000

Further information on each of these Resolutions is set out below.

4. Resolutions 1 and 2– Ratification of Tranche 1 Placement Shares

4.1 General

On 22 November 2017, the Company announced that it had completed the first tranche of the Placement by issuing the Tranche 1 Placement Shares to raise approximately \$6,117,920 (before costs).

The funds raised from the issue of the Tranche 1 Placement Shares will be used for the purposes set out in Section 3.1.

The Tranche 1 Placement Shares were issued within the Company's 15% annual limit permitted under Listing Rule 7.1, together with the Company's additional 10% placement capacity approved by Shareholders under Listing Rule 7.1A at the Company's 2017 annual general meeting, without the need for Shareholder approval.

Listing Rule 7.1 provides that a company must not (subject to specified exceptions), without the approval of shareholders, issue or agree to issue during any 12 month period any equity securities, or other securities with rights to conversion to equity (such as an option), if the number of those securities exceeds 15% of the number of fully paid ordinary securities on issue at the commencement of that 12 month period.

Listing Rule 7.1A enables eligible entities to issue equity securities up to 10% of its issued share capital through placements over a 12 month period after the annual general meeting at which the Shareholders approve the 10% placement capacity. The 10% placement capacity is in addition to the Company's 15% placement capacity under Listing Rule 7.1.

Listing Rule 7.4 provides that where a company in general meeting ratifies a previous issue of securities made pursuant to Listing Rule 7.1 (including the additional 10% capacity under Listing Rule 7.1A), provided that the previous issue did not breach Listing Rule 7.1, the issue of those securities will be deemed to have been with shareholder approval for the purpose of Listing Rule 7.1.

Resolutions 1 and 2 seek Shareholder approval for the ratification of the issue of the Tranche 1 Placement Shares pursuant to Listing Rule 7.4. The effect of Shareholders passing Resolutions 1 and 2 will be to restore the Company's ability to issue securities within:

- (a) the 15% placement capacity under Listing Rule 7.1 during the next 12 months; and

- (b) the additional 10% placement capacity under Listing Rule 7.1A during the balance of the 12 months from the date of the Company's 2017 annual general meeting, without obtaining prior Shareholder approval.

Resolutions 1 and 2 are ordinary resolutions.

4.2 Information required by Listing Rule 7.5

For the purposes of Listing Rule 7.5, information regarding the issue of the Tranche 1 Placement Shares is provided as follows:

- (a) 101,965,330 Shares were issued by the Company under the Tranche 1 Placement on 29 November 2017, as follows:
- (i) 59,403,081 Shares were issued pursuant to Listing Rule 7.1; and
 - (ii) 42,562,249 Shares were issued pursuant to Listing Rule 7.1A.
- (b) The Tranche 1 Placement Shares were issued at an issue price of \$0.06 each to raise approximately \$6,117,920 in total (before costs).
- (c) The Tranche 1 Placement Shares comprise fully paid ordinary shares of the Company ranking equally with all other fully paid ordinary shares of the Company.
- (d) The Tranche 1 Placement Shares were issued to clients of the Joint Lead Managers and sophisticated and professional investors none of whom are related parties or associates of related parties of the Company.
- (e) The funds raised from the issue of the Tranche 1 Placement Shares will be used for the purposes set out in Section 3.1.
- (f) A voting exclusion statement is included in the Notice.

4.3 Board Recommendation

The Directors recommend that Shareholders approve Resolutions 1 and 2.

5. Resolution 3 – Authority to grant Tranche 1 Placement Options

5.1 General

On 28 November 2017, the Company completed the issue of the Tranche 1 Placement Shares as part of the Tranche 1 Placement.

Resolution 3 seeks Shareholder approval to grant 101,965,330 free attaching Placement Options to the participants in the Tranche 1 Placement (**Tranche 1 Placement Options**).

None of the subscribers under the Tranche 1 Placement or the recipients of the Tranche 1 Placement Options are related parties or an associate of a related party of the Company.

Resolution 3 is an ordinary resolution.

5.2 Listing Rule 7.1

A summary of Listing Rule 7.1 is set out in Section 4.1.

The effect of Resolution 3 will be to allow the Directors to issue the Tranche 1 Placement Options during the period of 3 months after the Meeting (or such longer period of time as ASX may in its discretion allow), without using the Company's 15% annual placement capacity.

5.3 Information required by Listing Rule 7.3

For the purposes of Listing Rule 7.3, information regarding the issue of the Tranche 1 Placement Options is provided as follows:

- (a) The maximum number of Tranche 1 Placement Options that the Company may grant is 101,965,330.
- (b) The Tranche 1 Placement Options will be issued no later than three months after the date of the Meeting (or such later date to the extent permitted by an ASX waiver or modification of the Listing Rules).
- (c) The Tranche 1 Placement Options will be issued for nil cash consideration but as free-attaching options to the Tranche 1 Placement Shares.
- (d) The Tranche 1 Placement Options will be issued to recipients of the Tranche 1 Placement Shares, being clients of the Joint Lead Managers and sophisticated and professional investors, none of whom are related parties or associates of related parties of the Company.
- (e) The Tranche 1 Placement Options will be granted on the terms and conditions set out in Schedule 1 of this Notice.
- (f) No funds will be raised from the issue of the Tranche 1 Placement Options.
- (g) It is expected that the Tranche 1 Placement Options will be granted on one date as soon as reasonably practical following the Meeting.
- (h) A voting exclusion statement is included in the Notice.

5.4 Board Recommendation

The Directors recommend that Shareholders approve Resolutions 3

6. Resolution 4 – Authority to issue Tranche 2 Placement Securities

6.1 General

Pursuant to the Tranche 2 Placement, and subject to Shareholder approval, the Company intends to issue the Tranche 2 Placement Shares and grant the Tranche 2 Placement Options, to raise approximately \$13,882,080 (before costs) (together, the **Tranche 2 Placement Securities**).

The funds raised from the issue of the Tranche 2 Placement Securities will be used for the purposes set out in Section 3.1.

Resolution 4 is an ordinary resolution.

6.2 Listing Rule 7.1

A summary of Listing Rule 7.1 is set out in Section 4.1.

The effect of Resolution 4 will be to allow the Directors to issue the Tranche 2 Placement Securities the period of 3 months after the Meeting (or such longer period of time as ASX may in its discretion allow), without using the Company's 15% annual placement capacity.

6.3 Information required by Listing Rule 7.3

For the purposes of Listing Rule 7.3, information regarding the issue of the Tranche 2 Placement Securities is provided as follows:

- (a) The maximum number of securities that the Company may issue under the Tranche 2 Placement is:
 - (i) 231,368,004 Shares; and
 - (ii) 231,368,004 Placement Options.
- (b) The Tranche 2 Placement Securities will be issued no later than three months after the date of the Meeting (or such later date to the extent permitted by an ASX waiver or modification of the Listing Rules).
- (c) The Tranche 2 Placement Shares will be issued at an issue price of \$0.06 per Share to raise approximately \$13,882,080 in total (before costs). The Tranche 2 Placement Options will be granted for nil consideration but as free-attaching options to the Tranche 2 Placement Shares.
- (d) The Tranche 2 Placement Securities will be issued to clients of the Joint Lead Managers and sophisticated and professional investors, none of whom are related parties or associates of related parties of the Company (other than Directors, Mr. David Flanagan and Mr Gilbert George, who are proposing to participate in the Tranche 2 Placement subject to Shareholder approval under Resolutions 5 and 6 – see Section 7).
- (e) The Tranche 2 Placement Shares will comprise fully paid ordinary shares of the Company ranking equally with all other fully paid ordinary shares of the Company. The Tranche 2 Placement Options will be granted on the terms and conditions set out in Schedule 1 of this Notice.
- (f) The funds raised from the issue of the Tranche 2 Placement Shares will be used for the purposes set out in Section 3. No funds will be raised from the issue of the Tranche 1 Placement Options.
- (g) It is expected that the Tranche 2 Placement Securities will be issued on one date as soon as reasonably practical after the Meeting.
- (h) A voting exclusion statement is included in the Notice.

6.4 Board Recommendation

The Directors recommend that Shareholders approve Resolution 4.

7. Resolutions 5 and 6 – Authority for Director Participation in the Tranche 2 Placement

7.1 Background

Directors Mr David Flanagan and Mr Gilbert George and/or their nominees wish to participate in the Tranche 2 Placement.

Resolutions 5 and 6 seek shareholder approval for the issue of the following securities to Mr Flanagan and Mr George (and/or their nominees):

Director	Tranche 2 Placement Shares	Value of Tranche 2 Placement Shares	Placement Options
Mr. David Flanagan	2,000,000	\$180,000	2,000,000

Mr. Gilbert George	1,000,000	\$60,000	1,000,000
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(together, the **Director Placement Securities**).

Further details of the Tranche 2 Placement are set out in Section 3.3.

Resolutions 5 and 6 seek Shareholder approval pursuant to Listing Rule 10.11 for the issue of the Director Placement Securities to Mr Flanagan and Mr George (and/or their nominees). If approval is given under Listing Rule 10.11, Shareholder approval is not required under Listing Rule 7.1 (although approval for 100% of the Tranche 2 Placement Securities is being sought under Listing Rule 7.1 under Resolution 4). Shareholder approval of the issue of the Director Placement Securities means that this issue will not reduce the Company's 15% placement capacity under Listing Rule 7.1 or 7.1A.

Resolutions 5 and 6 are ordinary resolutions and are subject to Resolution 4 being passed.

7.2 Section 208 of the Corporations Act

In accordance with section 208 of the Corporations Act, to give a financial benefit to a related party, the Company must obtain Shareholder approval unless the giving of the financial benefit falls within an exception in sections 210 to 216 of the Corporations Act.

The Board considers that Shareholder approval under section 208 of the Corporations Act is not required as the exception in section 210 of the Corporations Act applies. The Director Placement Securities will be issued to the Directors on exactly the same terms as the Tranche 2 Placement Securities being issued to non-related party participants in the Tranche 2 Placement and as such the giving of the financial benefit to the Directors will be on arm's length terms.

7.3 Listing Rule 10.11

Listing Rule 10.11 provides that a company must not (subject to specified exceptions) issue or agree to issue equity securities to a related party without the approval of shareholders. Each of Mr Flanagan and Mr George is a related party of the Company by virtue of being a Director. Therefore, approval is required under Listing Rule 10.11 for the issue of the Director Placement Securities to Mr Flanagan and Mr George.

Pursuant to Listing Rule 7.2, exception 14, the effect of passing Resolutions 5 and 6 will be to allow the Company to issue the Director Placement Securities to Mr Flanagan and Mr George (and/or their nominees) without using up the Company's 15% placement capacity under Listing Rule 7.1.

If Shareholders do not approve Resolution 5 and 6, the Company will not issue the Director Placement Securities.

7.4 Specific information required by Listing Rule 10.13

For the purposes of Listing Rule 10.13, information regarding the issue of the Director Placement Securities is provided as follows:

- (a) The maximum number and Director Placement Securities to be issued to Mr David Flanagan and Mr Gilbert George (and/or their nominees) is up to 3,000,000 Tranche 2 Placement Shares (**Director Placement Shares**) and 3,000,000 Tranche 2 Placement Options (**Director Placement Options**) on the following basis:
 - (i) Mr David Flanagan – 2,000,000 Director Placement Shares and 2,000,000 Director Placement Options; and

- (ii) Mr Gilbert George – 1,000,000 Director Placement Shares and 1,000,000 Director Placement Options.
- (b) The Company will issue the Director Placement Securities no 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), and it is intended that all of the Director Placement Securities will be issued on the same date (being the completion date of the Tranche 2 Placement).
- (c) Each of Mr Flanagan and Mr George is a related party of the Company by virtue of being a Director.
- (d) The Director Placement Shares will be issued at an issue price of \$0.06 per Share (being the same price as the Tranche 2 Placement). The Director Placement Options will be granted for nil consideration.
- (e) The Director Placement Shares will comprise fully paid ordinary shares of the Company ranking equally with all other fully paid ordinary shares of the Company. The Director Placement Options will be granted on the terms and conditions as the Placement Options, as set out in Schedule 1 of this Notice. On exercise of the Director Placement Options, the resulting fully paid ordinary shares of the Company will rank equally with all other fully paid ordinary shares of the Company.
- (f) The funds raised from the issue of the Director Placement Shares will be aggregated with and used for the same purpose as the funds raised from the Tranche 2 Placement. See Section 3.1 for further details. No funds are being raised from the grant of the Director Placement Options.
- (g) A voting exclusion statement is included in the Notice.

7.5 Board Recommendation

The Directors recommend that Shareholders approve Resolutions 5 and 6.

8. Resolution 7 – Authority to grant the JLM Options to the Joint Lead Managers

8.1 General

Hartleys Limited and Morgans Corporate Limited are acting at the joint lead managers to the Placement. In order to preserve cash and keep fund raising costs to a minimum, the Company and the Joint Lead Managers have agreed that, subject to shareholder approval, the Company will grant up to 15,600,000 unquoted options to the Joint Lead Managers (or their nominees) in consideration for the provision of these services, as follows:

Number	Vesting Date	Exercise Price	Expiry Date
7,800,000	6 months following date of grant	\$0.1125	3 years from the date of grant
7,800,000	18 months following date of grant	\$0.15	

(together, the **JLM Options**).

No funds will be raised from the grant of the JLM Options as they are being issued in consideration for services provided by the Joint Lead Managers in connection with the Placement.

Resolution 7 is an ordinary resolution.

8.2 Listing Rule 7.3

A summary of Listing Rule 7.1 is set out in Section 4.1.

The effect of Resolution 7 will be to allow the Directors to issue the JLM Options during the period of 3 months after the Meeting (or such longer period of time as ASX may in its discretion allow), without using the Company's 15% annual placement capacity.

8.3 Information required by Listing Rule 7.3

For the purposes of Listing Rule 7.3, information regarding the grant of the JLM Options:

- (a) The maximum number of JLM Options that the Company may grant under this resolution is 15,600,000.
- (b) The JLM Options will be issued no later than three months after the date of the Meeting (or such later date to the extent permitted by an ASX waiver or modification of the Listing Rules).
- (c) The JLM Options will be granted for nil cash consideration but as consideration for the provision of joint lead manager services in connection with the Placement.
- (d) The JLM Options will be granted to Hartleys Limited and Morgans Corporate Limited (and/or their nominees).
- (e) The JLM Options to be granted will have terms and conditions as set out in Schedule 2 of this Notice. On exercise of the JLM Options the resulting fully paid ordinary shares of the Company will rank equally with all other fully paid ordinary shares of the Company.
- (f) No funds will be raised from the grant of the JLM Options.
- (g) It is expected that the JLM Options will be granted on one date upon completion of the Placement.
- (h) A voting exclusion statement is included in the Notice.

8.4 Board Recommendation

The Directors recommend that Shareholders approve Resolution 7.

9. Resolution 8 – Authority issue the Mitchell Securities to Mitchell Group Holdings Pty Ltd

9.1 General

The Company intends to issue up to 8,333,334 Shares (**Mitchell Shares**) and grant up to 8,333,333 unquoted options exercisable at \$0.10 on or before 31 July 2018 (**Mitchell Options**), to Mitchell Group Holdings Pty Ltd (**Mitchell Group**) (and/or its nominees) in consideration for drilling services provided and invoiced to the Company up a value of approximately \$500,000 (**Mitchell Securities**).

The Mitchell Securities will be issued in consideration for drilling services provided and invoiced to the Company up a value of approximately \$500,000.

Resolution 8 is an ordinary resolution.

9.2 Listing Rule 7.3

A summary of Listing Rule 7.1 is set out in Section 4.1.

The effect of Resolution 8 will be to allow the Directors to issue the Mitchell Securities during the period of 3 months after the Meeting (or such longer period of time as ASX may in its discretion allow), without using the Company's 15% annual placement capacity.

9.3 Information required by Listing Rule 7.3

For the purposes of Listing Rule 7.3, information regarding the issue of the Mitchell Securities is provided as follows:

- (a) The maximum number of securities that the Company may issue to Mitchell Group is:
 - (i) 8,333,334 Shares; and
 - (ii) 8,333,334 options.
- (b) The Mitchell Securities will be issued no later than three months after the date of the Meeting (or such later date to the extent permitted by an ASX waiver or modification of the Listing Rules).
- (c) The Mitchell Shares will be issued at a deemed issue price of \$0.06 per Share in consideration for drilling services provided and invoiced to the Company up a value of approximately \$500,000. The Mitchell Options will be issued for nil cash consideration.
- (d) The Mitchell Securities will be issued to Mitchell Group (and/or its nominees), none of whom are related parties or associates of related parties of the Company.
- (e) The Mitchell Shares will comprise fully paid ordinary shares of the Company ranking equally with all other fully paid ordinary shares of the Company. The Mitchell Options will be granted on the terms and conditions set out in Schedule 1 of this Notice.
- (f) No funds are being raised from the issue of the Mitchell Securities. The Mitchell Securities are being issued in lieu of cash for the provision of drilling services to the Company.
- (g) It is expected that the Mitchell Securities will be issued on one date as soon as reasonably practical after the Meeting.
- (h) A voting exclusion statement is included in the Notice.

9.4 Board Recommendation

The Directors recommend that Shareholders approve Resolution 8.

10. Definitions

ASX means ASX Limited (ACN 008 624 691) and, where the context permits, the Australian Securities Exchange operated by ASX.

Board means the board of Directors.

Chairman means the person appointed to chair the Meeting.

Company or **Battery Minerals** means Battery Minerals Limited ACN 152 071 095.

Constitution means the constitution of the Company.

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

Director means a director of the Company.

Director Placement Options has the meaning given to that term in Section 7.4.

Director Placement Securities has the meaning given to that term in Section 7.1.

Director Placement Shares has the meaning given to that term in Section 7.4.

Explanatory Memorandum means the explanatory memorandum attached to the Notice.

JLM Options has the meaning given to that term in Section 8.1.

Joint Lead Managers means Hartleys Limited and Morgans Corporate Limited.

Listing Rules means the listing rules of ASX.

Meeting has the meaning in the introductory paragraph of the Notice.

Mitchell Group means Mitchell Group Holdings Pty Ltd.

Mitchell Securities has the meaning given to that term in Section 9.1.

Mitchell Share has the meaning given to that term in Section 9.1.

Mitchell Option has the meaning given to that term in Section 9.1.

Notice means this notice of meeting.

Option means a Placement Option or a Mitchell Option (as the context requires).

Placement has the meaning given to that term in Section 3.1.

Placement Option has the meaning given to that term in Section 3.1.

Proxy Form means the proxy form attached to the Notice.

Resolution means a resolution contained in this Notice.

Schedule means a schedule to this Notice.

Section means a section contained in this Explanatory Memorandum.

Security means a Share or an Option.

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

Shareholder means a shareholder of the Company.

Tranche 1 Placement has the meaning given to that term in Section 3.2.

Tranche 1 Placement Option has the meaning given to that term in Section 5.1.

Tranche 1 Placement Share has the meaning given to that term in Section 3.2.

Tranche 2 Placement has the meaning given to that term in Section 3.3.

Tranche 2 Placement Option has the meaning given to that term in Section 3.3.

Tranche 2 Placement Securities has the meaning given to that term in Section 6.1.

Tranche 2 Placement Share has the meaning given to that term in Section 3.3.

WST means Western Standard Time, being the time in Perth, Western Australia.

In this Notice, words importing the singular include the plural and vice versa.

Schedule 1 – Terms and Conditions of Placement Options and Mitchell Options

(a) **Entitlement**

The unlisted Placement Options and Mitchell Options (**Options**) entitle the holder to subscribe for one Share upon the exercise of each Option.

(b) **Exercise Price, Vesting Date and Expiry Date**

The **Vesting Date**, **Exercise Price** and **Expiry Date** of each Option will be as followings:

Tranche	Vesting Date	Exercise Price	Expiry Date
100%	Immediately	\$0.10	31 July 2018

The **Expiry Date** for each Option will be 31 July 2018.

(c) **Exercise period**

An Option may be exercised at any time prior to the applicable Expiry Date, in the table in item (b) above.

(d) **Notice of exercise**

The Options may be exercised by notice in writing to the Company (**Notice of Exercise**) and payment of the Exercise Price for each Option being exercised. Any Notice of Exercise of an Option received by the Company will be deemed to be a notice of the exercise of that Option as at the date of receipt. A minimum of 5,000 Options must be exercised at any one time.

(e) **Shares issued on exercise**

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

(f) **Options not quoted**

The Company will not apply to ASX for quotation of the Options.

(g) **Quotation of Shares on exercise**

Application will be made by the Company to ASX for official quotation of the Shares issued upon the exercise of the Options.

(h) **Timing of issue of Shares**

After an Option is validly exercised, the Company must as soon as possible:

- (i) issue the Share; and
- (ii) do all such acts, matters and things to obtain:
 - (A) the grant of quotation for the Share on ASX no later than 5 days from the date of exercise of the Option; and
 - (B) receipt of cleared funds equal to the sum payable on the exercise of the Option.

(i) **Participation in new issues**

There are no participation rights or entitlements inherent in the Options and the holder will not be entitled to participate in new issues of capital offered to Shareholders during the currency of the Options.

However, the Company will ensure that for the purposes of determining entitlements to any such issue, the record date will be at least ten business days after the issue is announced. This will give the holders of Options the opportunity to exercise their Options prior to the date for determining entitlements to participate in any such issue.

(j) **Adjustment for bonus issues of Shares**

If the Company makes a bonus issue of Shares or other Securities to existing Shareholders (other than an issue in lieu or in satisfaction of dividends or by way of dividend reinvestment):

- (i) the number of Shares which must be issued on the exercise of an Option will be increased by the number of Shares which the option holder would have received if the Option holder had exercised the Option before the record date for the bonus issue; and
- (ii) no change will be made to the Exercise Price.

(k) **Adjustment for rights issue**

If the Company makes an issue of Shares pro rata to existing Shareholders, there will be no adjustment of the Exercise Price of an Option.

(l) **Adjustments for reorganisation**

If there is any reconstruction of the issued share capital of the Company, the rights of the Option holder may be varied to comply with the Listing Rules which apply to the reconstruction at the time of the reconstruction.

(m) **Options not transferable**

The Options are not transferable without the prior written approval of the Board and provided that the transfer complies with the Corporations Act.

(n) **Lodgement instructions**

Cheques shall be in Australian currency made payable to the Company and crossed "Not Negotiable". The application for Shares on exercise of the Options with the appropriate remittance should be lodged at the Company's share registry.

Schedule 2 – Terms and Conditions of JLM Options

(a) **Entitlement**

The unlisted JLM Options (**JLM Options**) entitle the holder to subscribe for one Share upon the exercise of each Option.

(b) **Exercise Price, Vesting Date and Expiry Date**

The **Vesting Date** and **Exercise Price** of each JLM Option will be as set out in the following table:

Tranche	Vesting Date	Exercise Price
50%	6 months after grant.	\$0.1125
50%	18 months after grant.	\$0.15

The **Expiry Date** for each JLM Option will be the date which is 3 years from the date of grant.

(c) **Exercise period**

Subject to paragraph (d), a JLM Option may only be exercised at any time after the applicable Vesting Date, and prior to the applicable Expiry Date, in the table in item (b) above (subject to satisfaction of the applicable service condition set out in that table).

(d) **Vesting on change of control**

Any JLM Options that have not yet vested will automatically vest upon one or more of the following events occurring (subject to the applicable service condition set out in the table in item (b) being satisfied up until the date of the relevant event):

- (i) the bidder under a takeover bid in respect of all Shares has achieved acceptances in respect of more than 50.01% of Shares and that takeover bid has become unconditional;
- (ii) the announcement by the Company that its Shareholders have, at a court convened meeting of Shareholders, voted in favour, by the necessary majority, of a proposed scheme of arrangement under which all securities of the Company are to be either:
 - (A) cancelled; or
 - (B) transferred to a third party,and the court, by order, approves the proposed scheme of arrangement; or
- (iii) any person, individually or together with their associates, acquires a relevant interest in 50.01% or more of the total number of Shares on issue by any other means.

(e) **Notice of exercise**

The JLM Options may be exercised by notice in writing to the Company (**Notice of Exercise**) and payment of the Exercise Price for each JLM Option being exercised. Any Notice of Exercise of a JLM Option received by the Company will be deemed to be a notice of the exercise of that JLM Option as at the date of receipt. A minimum of 5,000 JLM Options must be exercised at any one time.

(f) **Shares issued on exercise**

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

(g) **Options not quoted**

The Company will not apply to ASX for quotation of the JLM Options.

(h) **Quotation of Shares on exercise**

Application will be made by the Company to ASX for official quotation of the Shares issued upon the exercise of the JLM Options.

(i) **Timing of issue of Shares**

After a JLM Option is validly exercised, the Company must as soon as possible:

- (i) issue the Share; and
- (ii) do all such acts, matters and things to obtain:
 - (A) the grant of quotation for the Share on ASX no later than 5 days from the date of exercise of the Option; and
 - (B) receipt of cleared funds equal to the sum payable on the exercise of the JLM Option.

(j) **Participation in new issues**

There are no participation rights or entitlements inherent in the JLM Options and the holder will not be entitled to participate in new issues of capital offered to Shareholders during the currency of the JLM Options.

However, the Company will ensure that for the purposes of determining entitlements to any such issue, the record date will be at least ten business days after the issue is announced. This will give the holders of JLM Options the opportunity to exercise their JLM Options prior to the date for determining entitlements to participate in any such issue.

(k) **Adjustment for bonus issues of Shares**

If the Company makes a bonus issue of Shares or other Securities to existing Shareholders (other than an issue in lieu or in satisfaction of dividends or by way of dividend reinvestment):

- (i) the number of Shares which must be issued on the exercise of a JLM Option will be increased by the number of Shares which the option holder would have received if the JLM Option holder had exercised the JLM Option before the record date for the bonus issue; and
- (ii) no change will be made to the Exercise Price.

(l) **Adjustment for rights issue**

If the Company makes an issue of Shares pro rata to existing Shareholders, there will be no adjustment of the Exercise Price of a JLM Option.

(m) **Adjustments for reorganisation**

If there is any reconstruction of the issued share capital of the Company, the rights of the JLM Option holder may be varied to comply with the Listing Rules which apply to the reconstruction at the time of the reconstruction.

(n) **Options not transferable**

The JLM Options are not transferable unless vested and with the prior written approval of the Board and provided that the transfer complies with the Corporations Act.

(o) **Lodgement instructions**

Cheques shall be in Australian currency made payable to the Company and crossed "Not Negotiable". The application for Shares on exercise of the JLM Options with the appropriate remittance should be lodged at the Company's share registry.

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

Holder Number:

Vote by Proxy: BAT

Your proxy voting instruction must be received by **8.30am (WST) on Wednesday 3 January 2018**, 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 VOTE ONLINE

Vote online at <https://investor.automic.com.au/#/loginsah>

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

- ✓ **Save Money:** help minimise unnecessary print and mail costs for the Company.
- ✓ **It's Quick and Secure:** provides you with greater privacy, eliminates any postal delays and the risk of potentially getting lost in transit.
- ✓ **Receive Vote Confirmation:** instant confirmation that your vote has been processed. It also allows you to amend your vote if required.



SUBMIT YOUR PROXY VOTE BY PAPER

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.

VOTING UNDER STEP 1 - APPOINTING A PROXY

If you wish to appoint someone other than the Chairman 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 Chairman of the Meeting will be appointed as your proxy by default.

DEFAULT TO THE CHAIRMAN OF THE MEETING

Any directed proxies that are not voted on a poll at the Meeting will default to the Chairman of the Meeting, who is required to vote these proxies as directed. Any undirected proxies that default to the Chairman 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 KMP

VOTES ON ITEMS OF BUSINESS – PROXY APPOINTMENT

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

You must sign this form as follows in the spaces provided

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

Joint holding: Where the holding is in more than one name, all of the Shareholders 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>.

ATTENDING THE MEETING

Completion of a Proxy Voting Form will not prevent individual Shareholders from attending the Meeting in person if they wish. Where a Shareholder completes and lodges a valid Proxy Voting Form and attends the Meeting in person, then the proxy's authority to speak and vote for that Shareholder is suspended while the Shareholder is present at the Meeting.

POWER OF ATTORNEY

If a representative as power of attorney of a Shareholder of the Company is to attend the Meeting, a certified copy of the Power of Attorney, or the original Power of Attorney, must be received by the Company in the same manner, and by the same time as outlined for proxy forms.

CONTACT

Return your completed form:



BY MAIL

Automic Registry Services
PO Box 2226
Strawberry Hills NSW 2012



IN PERSON

Automic Registry Services
Level 3, 50 Holt Street,
Surry Hills NSW 2010

Contact us – All enquiries to Automic:



WEBCHAT

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



EMAIL

hello@automic.com.au



PHONE

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

STEP 1: Please appoint a Proxy

Complete and return this form as instructed only if you do not vote online

I/We being a Shareholder entitled to attend and vote at the General Meeting of Battery Minerals Limited, to be held at **8.30 am (WST) on Friday 5 January 2018 at Quest West Perth, 54 Kings Park Road, West Perth, WA 6005** hereby:

Appoint the Chairman of the Meeting (Chair) OR if you are not appointing the Chairman of the Meeting as your proxy, please write the name of the person or body corporate you are appointing as your proxy or failing the person so named or, if no person is named, the Chair, or the Chair's nominee, to vote in accordance with the following directions, or, if no directions have been given, and subject to the relevant laws as the proxy sees fit and at any adjournment thereof.

The Chair intends to vote undirected proxies in favour of all Resolutions in which the Chair is entitled to vote.

Unless indicated otherwise by ticking the "for," "against" or "abstain" box you will be authorising the Chair to vote in accordance with the Chair's voting intention.

STEP 2: Your Voting Direction

Resolutions

1. Ratification of Tranche 1 Placement Shares
2. Ratification of Tranche 1 Placement Shares
3. Authority to grant Tranche 1 Placement Options
4. Authority to issue Tranche 2 Placement Securities
5. Authority for Mr David Flanagan to participate in the Tranche 2 Placement
6. Authority for Mr Gilbert George to participate in the Tranche 2 Placement
7. Authority to grant the JLM Options to the Joint Lead Managers
8. Authority to issue the Mitchell Securities to Mitchell Group Holdings Pty Ltd

For

Against

Abstain

<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

Please note: If you mark the abstain box for a particular Resolution, you are directing your proxy not to vote on that Resolution on a show of hands or on a poll and your votes will not be counted in computing the required majority on a poll.

STEP 3: Sign

SIGNATURE OF SHAREHOLDERS – THIS MUST BE COMPLETED

Individual or Securityholder 1

Securityholder 2

Securityholder 3

Sole Director and Sole Company Secretary

Director

Director / Company Secretary

Contact Name..... Contact Daytime Telephone..... Date ____/____/____

Email Address

By providing your email address, you elect to receive all of your communications despatched by the Company electronically (where legally permissible).