

Dear Shareholders

Galaxy Resources Limited 2020 Annual General Meeting

We are pleased to provide the Notice of Meeting for the Galaxy Resources Limited 2020 Annual General Meeting (**Meeting**) a copy of which accompanies this letter.

Whilst Galaxy recognises and respects the importance of the Meeting to shareholders, the health and wellbeing of shareholders, our staff and the community in general is of the utmost importance. Given the current constraints on gatherings and travel imposed by governments as a consequence of the COVID-19 virus, this year Galaxy has amended its approach to the Meeting as follows:

- Physical attendance at the Meeting by shareholders and hence voting in person will not be permitted. Attendance will
 only be available to shareholders by way of a live webcast and voting will only be conducted by proxy.
- Galaxy welcomes the participation of shareholders in the Meeting. Details on how to participate in the webcast will be
 made available on the Galaxy website at www.gxy.com prior to the Meeting. Shareholders are invited to lodge
 questions in advance of the Meeting by sending an email containing their question(s) to info@gxy.com by 5pm (WST)
 on Friday 15 May 2020. As many of the emailed questions as possible will be addressed during the Meeting. The live
 webcast will also include a facility for shareholders to ask questions during the Meeting.
- As all resolutions at the Meeting will be decided on a poll, shareholders are encouraged to appoint a directed proxy by completing and submitting their Proxy Form which accompanies the Notice of Meeting.
- If a shareholder appoints someone other than the Chairman as their proxy:
 - as that proxy will not be able to attend the meeting or vote, under the Corporations Act the Chairman of the meeting will be taken to have been appointed as the proxy for the purpose of voting on the relevant resolutions at the meeting in respect of all directed proxies; and
 - where the Proxy Form does not direct the proxy how to vote on a resolution, that shareholder's votes will not be counted for that resolution.
- For these reasons shareholders are encouraged to consider appointing the Chairman as their directed proxy for this Meeting, or otherwise complete the directions for each resolution on the Proxy Form. You can direct your proxy to vote for or against, or abstain from voting on, a resolution by marking the appropriate box in the enclosed Proxy Form.
- Shareholders should consider lodging their Proxy Form electronically on the website of Galaxy's share registry at <u>www.investorvote.com.au</u>. In order to be valid, all proxy appointments must be received by 2pm (WST) on Tuesday 19 May 2020.
- Subject to any ongoing COVID-19 restrictions Galaxy is currently planning to hold a Strategy Briefing Day in Perth
 during Q4 of this year. This Strategy Briefing Day will give retail investors an opportunity to meet Galaxy's executive
 team, receive an update on the Company's strategy and to ask questions. Further details will be provided in due
 course.
- As the situation regarding the management of COVID-19 is evolving rapidly, shareholders are encouraged to monitor
 the Galaxy website for any further updates in relation to the arrangements for the Meeting. Galaxy appreciates the
 understanding of shareholders during this difficult time.

Yours sincerely

Martin Rowley Chairman

Galaxy Resources Limited



GALAXY RESOURCES LIMITED ABN 11 071 976 442 NOTICE OF ANNUAL GENERAL MEETING

Notice is given that the Meeting will be held at:

TIME: 2.00pm (WST)

DATE: Thursday 21 May 2020

PLACE: By live webcast which will be available to view via the Galaxy website at www.gxy.com

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

This Notice of Meeting 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 5.00pm (WST) on Tuesday 19 May 2020.

BUSINESS OF THE MEETING

AGENDA

FINANCIAL STATEMENTS AND REPORTS

To receive and consider the annual financial report of the Company for the financial year ended 31 December 2019 together with the declaration of the Directors, the Directors' report, the Remuneration Report and the auditor's report.

RESOLUTION 1 – ADOPTION OF REMUNERATION REPORT

To consider and, if thought fit, to pass, with or without amendment, the following resolution as a non-binding resolution:

"That, for the purposes of section 250R(2) of the Corporations Act and for all other purposes, approval is given for the adoption of the Remuneration Report as contained in the Company's annual financial report for the financial year ended 31 December 2019."

Note: the vote on this Resolution is advisory only and does not bind the Directors or the Company.

Voting Prohibition Statement:

A vote on this Resolution must not be cast (in any capacity) by or on behalf of either of the following persons:

- (a) a member of the Key Management Personnel, details of whose remuneration are included in the Remuneration Report; or
- (b) a Closely Related Party of such a member.

However, a person (the **voter**) described above may cast a vote on this Resolution 1 as a proxy if the vote is not cast on behalf of a person described above and either:

- (a) the voter is appointed as a proxy by writing that specifies the way the proxy is to vote on this Resolution; or
- (b) the voter is the Chair and the appointment of the Chair as proxy:
 - (i) does not specify the way the proxy is to vote on this Resolution 1; and
 - (ii) expressly authorises the Chair to exercise the proxy even though this Resolution is connected directly or indirectly with the remuneration of a member of the Key Management Personnel.

RESOLUTION 2 - RE-ELECTION OF DIRECTOR - MR MARTIN ROWLEY

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

"That, for the purpose of clause 10.3 of the Constitution, ASX Listing Rule 14.4 and for all other purposes, Mr Martin Rowley, a Director, retires by rotation, and being eligible, is re-elected as a Director."

RESOLUTION 3 - RE-ELECTION OF DIRECTOR - MR ANTHONY TSE

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

"That, for the purpose of clause 10.3 of the Constitution, ASX Listing Rule 14.4 and for all other purposes, Mr Anthony Tse, a Director, retires by rotation, and being eligible, is re-elected as a Director."

RESOLUTION 4 - RE-ELECTION OF DIRECTOR - MR JOHN TURNER

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

"That, for the purpose of clause 10.3 of the Constitution, ASX Listing Rule 14.4 and for all other purposes, Mr John Turner, a Director, retires by rotation, and being eligible, is re-elected as a Director."

RESOLUTION 5 - RE-ELECTION OF DIRECTOR - MR PETER BACCHUS

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

"That, for the purpose of clause 10.3 of the Constitution, ASX Listing Rule 14.4 and for all other purposes, Mr Peter Bacchus, a Director, retires by rotation, and being eligible, is re-elected as a Director."

By order of the Board

John Sanders Company Secretary 1 April 2020

Attendance and Voting Instructions

Due to health concerns and government imposed restrictions on public gatherings arising from the COVID-19 pandemic, Shareholders will not be able to attend the Meeting in person. Shareholders are encouraged to participate in the Meeting by way of the live webcast which will be available to view via the Galaxy website at www.gxy.com. Details on how to participate in the webcast will be made available on the Galaxy website prior to the Meeting.

Galaxy welcomes the participation of shareholders in the Meeting. Shareholders are invited to lodge questions in advance of the Meeting by sending an email containing their question(s) to info@gxy.com by 5pm (WST) on Friday 15 May 2020. As many of the emailed questions as possible will be addressed during the Meeting.

The live webcast will also include a facility for Shareholders to ask questions during the Meeting. Details on how to ask questions during the webcast will be made available on the Galaxy website prior to the Meeting.

All resolutions at the Meeting will be decided on a poll. Shareholders are therefore strongly encouraged to lodge directed proxies in advance of the Meeting.

As proxies will not be able to physically attend the Meeting, Shareholders may only appoint the Chairman as their proxy for this Meeting. You can direct the Chairman to vote for or against, or abstain from voting on, a Resolution by marking the appropriate box in Step 2 of the enclosed Proxy Form.

The Chairman of the Meeting intends to vote undirected proxies in favour of each item of business. In exceptional circumstances, the Chairman of the Meeting may change his voting intention on any resolution, in which case an ASX announcement will be made.

To vote by proxy, please complete and sign the enclosed Proxy Form and return in accordance with the instructions set out on the Proxy Form. Completed Proxy Forms must be received by the Company's share registry by 2.00pm (WST) on Tuesday, 19 May 2020.

Should you wish to discuss the matters in this Notice of Meeting please contact our office on +61 8 9215 1700.

ASIC guidance on holding Annual General Meetings (AGMs)

On 20 March 2020 the Australian Securities and Investments Commission (ASIC) released new guidelines for meeting upcoming AGM and financial reporting requirements. In these guidelines ASIC recognised that entities with a financial year end of 31 December 2019 may find it difficult to hold their AGM by the deadline of 31 May 2020 due to the restrictions on large gatherings, travel restrictions and concerns from members about attending large-group meetings in the COVID-19 situation.

ASIC has advised that it intends to take a no action position on non-compliance with provisions of the Corporations Act that may restrict the holding of virtual AGMs where an entity elects to hold a virtual AGM in order to comply with the statutory 31 May 2020 deadline. This 'no-action' position on virtual AGMs is conditional on the Company's virtual AGM technology providing members as a whole a reasonable opportunity to participate in the AGM. In ASIC's view, this would include members being able to ask questions of the auditor and about management and voting occurring by a poll rather than a show of hands.

To meet these conditions on holding a virtual AGM Galaxy will hold a poll on all Resolutions and will enable shareholders to lodge questions of the auditor and about management in advance of the Meeting (by email to info@gxy.com) or during the live webcast (details to be provided on Galaxy's website at www.gxy.com).

Notice to Canadian Security Holders

As required under Section 5.2 of National Instrument 71-102 - Continuous Disclosure and Other Exemptions Relating to Foreign Issuers (**NI 71-102**), Galaxy Resources Ltd (**Galaxy**) hereby confirms the following to its Canadian security holders:

- (a) Galaxy is a "designated foreign issuer" as defined in NI 71-102; and
- (b) Galaxy is subject to the foreign regulatory requirements of a foreign regulatory authority, being the Australian Securities & Investments Commission and the ASX.

EXPLANATORY STATEMENT

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.

FINANCIAL STATEMENTS AND REPORTS

In accordance with the Constitution, the business of the Meeting will include receipt and consideration of the annual financial report of the Company for the financial year ended 31 December 2019 together with the declaration of the Directors, the Directors' report, the Remuneration Report and the auditor's report.

The Company will not provide a hard copy of the Company's annual financial report to Shareholders unless specifically requested to do so. The Company's annual financial report is available on its website at www.gxy.com.

RESOLUTION 1 – ADOPTION OF REMUNERATION REPORT

The Corporations Act requires that at a listed company's annual general meeting, a resolution that the Remuneration Report be adopted must be put to the shareholders. However, such a resolution is advisory only and does not bind the Company or the Directors of the Company.

The Remuneration Report sets out the Company's remuneration arrangements for the Directors and senior management of the Company. The Remuneration Report is part of the Directors' report contained in the annual financial report of the Company for a financial year.

The Chair of the meeting must allow a reasonable opportunity for its shareholders to ask questions about or make comments on the Remuneration Report at the Annual General Meeting. The auditor will be present and available to answer questions relevant to the audit.

RESOLUTIONS 2 TO 5 – RE-ELECTION OF DIRECTORS

General

ASX Listing Rule 14.4 provides that, other than a managing director, a director of an entity must not hold office (without re-election) past the third annual general meeting following the director's appointment or 3 years, whichever is the longer.

The Constitution provides that a Director must not hold office without re-election past the third annual general meeting following the Director's appointment or last election or for more than three years, whichever is the longer. The Constitution also provides that a Managing Director is, while holding that office, exempt from the requirement to retire by rotation.

Mr Rowley was last re-elected, and Mr Bacchus and Mr Turner were each elected, at the Company's Annual General Meeting held on 18 May 2017. They each therefore retire by rotation and seek re-election at this Meeting.

Mr Tse was first appointed as an Executive Director on 13 October 2010 and was elected by Shareholders on 13 May 2011. On 11 June 2013 he was appointed Managing Director and held this position until 30 June 2019. During his time as Managing Director Mr Tse was not required to retire by rotation (**MD Exemption**). As Mr Tse is no longer able to rely on the MD Exemption he retires by rotation and seeks re-election at this Meeting.

Qualifications and other material directorships

A description of the experience and qualifications of each Director seeking re-election is set out below.

Resolution 2 - Martin	Experience/qualifications		
Rowley	Mr Rowley was a co-founder of TSX listed First Quantum Minerals Ltd and until June 2017 was that		
Chairman, Independent Non-Executive Director since 28 November 2013	company's Executive Director, Business Development. First Quantum Minerals Ltd is one of the world's largest copper production companies. He was previously non-executive Chairman and director of Lithium One Inc., which was acquired by the Company by way of a Plan of Arrangement in July 2012.		
	Mr Rowley holds a Bachelor of Commerce from the University of Western Australia.		
	Special Responsibilities		
	Chairman of the Board of Directors		
	Member of the Audit & Risk Committee		
	Member of the Remuneration & Nomination Committee		
	Directorships of other listed companies		
	Mr Rowley is non-executive Chairman and a director of Forsys Metals Corp, a TSX-listed company in the uranium sector.		
Resolution 3 - Anthony	Experience/qualifications		
Tse	Mr Tse has over 20 years of corporate experience in numerous high-growth industries such as technology,		
Executive Director *	media, and in resources and commodities – primarily in senior management, corporate finance and M&A		
* Mr Tse was appointed as Executive Director on 13 October 2010 and as Managing	roles across Greater China and Asia Pacific. His previous management roles include various positions in the STAR Group (News Corporation), the Deputy General Manager of TOM Online, Director of Corporate		

Director on 11 June 2013. On 1 July 2019 he reverted to an	Development at the TOM Group (CK Hutchison Group), President of China Entertainment Television (a joint venture between TOM and Time Warner), and CEO of CSN Corp.			
Executive Director.	Special Responsibilities Executive Director Directorships of other listed companies			
	Nil			
Resolution 4 - John	Experience/qualifications			
Turner Independent Non- Executive Director since 3 January 2017	Mr Turner is the leader of Fasken Martineau DuMoulin's Global Mining Group. Fasken Martineau DuMoulin is a leading international business law and litigation firm with eight offices with more than 700 lawyers across Canada, the UK and South Africa.			
	Mr Turner has been involved in many of the leading corporate finance and merger and acquisition deals in the resources sector primarily through companies active in Africa, Latin America, Eastern Europe, Canada and Australia. Mr Turner has also successfully acted for the financial arranger or sponsor of several global major resource projects.			
	Mr Turner is a recipient of the Queen's Golden Jubilee Medal for his services in the autism sector.			
	Mr Turner holds an LLM from Cambridge University, United Kingdom.			
	Special Responsibilities			
	Chair of the Remuneration & Nomination Committee			
	Member of the Audit & Risk Committee			
	Directorships of other listed companies			
	Mr Turner is non-executive Chairman of GoGold Resources Inc., a TSX listed company.			
Resolution 5 - Peter	Experience/qualifications			
Bacchus Independent Non- Executive Director since 3 January 2017	Mr Bacchus is Chairman and Chief Executive Officer of Bacchus Capital Advisers Ltd, an M&A and merchant banking boutique based in London. Prior to establishing Bacchus Capital, he served as European Head of Investment Banking at US investment bank Jefferies, Global Head of Mining & Metals at Morgan Stanley, and Head of Investment Banking, Industrials and Natural Resources at Citigroup, in Asia and Australia.			
	Mr Bacchus has over 20 years' experience in investment banking with a focus on the global natural resources sector and has, over this period, led a large proportion of the transformational transactions in the industry.			
	He is a member of the Institute of Chartered Accountants, England & Wales and holds an MA in Economics from Cambridge University, United Kingdom.			
	Special Responsibilities			
	Chair of the Audit & Risk Committee			
	Member of the Health, Safety, Environment & Community Committee			
	Directorships of other listed companies			
	Mr Bacchus is a non-executive director of Gold Fields Limited and Kenmare Resources plc.			

Independence

Mr Tse is not regarded as independent due to his role as Executive Director.

The Board has determined that, if re-elected, each of Mr Rowley, Mr Bacchus and Mr Turner will be an independent Director.

Board recommendation

The Board supports the re-election of Mr Rowley, Mr Tse, Mr Bacchus and Mr Turner and recommends that Shareholders vote in favour of their re-election as Directors. Reasons for the recommendations include:

- (a) the positive contributions made by each of these Directors to the governance, oversight and strategic direction of the Company during their previous tenure;
- (b) the range of skills that each Director brings to the Board, which collectively ensures an appropriately diverse skills matrix for the Board:
- (c) the continuity benefits arising from the re-election of incumbent Directors, including the ability of those Directors to oversee the implementation by the Company of the recently adopted Company Strategy; and
- (d) in Mr Tse's case, the ability for the Board to continue to access Mr Tse's extensive knowledge of the lithium industry and the management of the Company developed during his six years as Managing Director.

GLOSSARY

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

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

ASX Listing Rules means the Listing Rules of ASX.

Board means the current board of Directors of the Company.

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 or Galaxy means Galaxy Resources Limited (ABN 11 071 976 442).

Constitution means the Company's constitution.

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.

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

Proxy Form means the proxy form accompanying the Notice.

Remuneration Report means the remuneration report set out in the Director's report section of the Company's annual financial report for the year ended 31 December 2019.

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

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

Shareholder means a registered holder of a Share.

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





Need assistance?



Phone:

1300 850 505 (within Australia) +61 3 9415 4000 (outside Australia)



www.investorcentre.com/contact

YOUR VOTE IS IMPORTANT



The only way shareholders will be able to vote at the meeting is by lodging a Proxy Form. Accordingly you are encouraged to complete and return this Proxy Form prior to the meeting.

For your proxy appointment to be effective it must be received by 2:00pm (WST) **Tuesday, 19 May 2020**

Proxy Form

GXY

FLAT 123

How to Vote on Items of Business

MR SAM SAMPLE

THE SAMPLE HILL SAMPLE ESTATE

123 SAMPLE STREET

SAMPLEVILLE VIC 3030

All your securities will be voted in accordance with your directions.

APPOINTMENT OF PROXY

Voting 100% of your holding: Direct your proxy how to vote by marking one of the boxes opposite each item of business. If you do not mark a box your proxy may vote or abstain as they choose (to the extent permitted by law). If you mark more than one box on an item your vote will be invalid on that item.

Voting a portion of your holding: Indicate a portion of your voting rights by inserting the percentage or number of securities you wish to vote in the For, Against or Abstain box or boxes. The sum of the votes cast must not exceed your voting entitlement or 100%.

Appointing a second proxy: You are entitled to appoint up to two proxies to attend the meeting and vote on a poll. If you appoint two proxies you must specify the percentage of votes or number of securities for each proxy, otherwise each proxy may exercise half of the votes. When appointing a second proxy write both names and the percentage of votes or number of securities for each in Step 1 overleaf.

A proxy need not be a securityholder of the Company.

Under section 250BC of the Corporations Act if:

- (a) an appointment of a proxy specifies the way the proxy is to vote on a particular resolution at a meeting of the company's members; and
- (b) the appointed proxy is not the chair of the meeting; and
- (c) at the meeting, a poll is duly demanded on the question that the resolution be passed; and (d) either of the following apply:
- (i) if a record of attendance is made for the meeting-the proxy is not recorded as attending;
- (ii) the proxy does not vote on the resolution;

the chair of the meeting is taken, before voting on the resolution closes, to have been appointed as the proxy for the purposes of voting on the resolution at that meeting.

SIGNING INSTRUCTIONS FOR POSTAL FORMS

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

Joint Holding: Where the holding is in more than one name, all of the securityholders 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 form when you return it.

Companies: Where the company has a Sole Director who is also the Sole Company Secretary, this form must be signed by that person. If the company (pursuant to section 204A of the Corporations Act 2001) does not have a Company Secretary, a Sole Director can also sign alone. Otherwise this form must be signed by a Director jointly with either another Director or a Company Secretary. Please sign in the appropriate place to indicate the office held. Delete titles as applicable.

ATTENDING THE MEETING

Shareholders and proxies will not be able to attend the meeting in person. Shareholders may participate in the meeting by way of a live webcast which can be viewed via the Galaxy website at www.gxy.com.

Lodge your Proxy Form:



Online:

Lodge your vote online at www.investorvote.com.au using your secure access information or use your mobile device to scan the personalised QR code.

Your secure access information is



Control Number: 999999 SRN/HIN: 19999999999

PIN: 99999

For Intermediary Online subscribers (custodians) go to www.intermediaryonline.com

By Mail:

Computershare Investor Services Pty Limited GPO Box 242 Melbourne VIC 3001 Australia

By Fax:

1800 783 447 within Australia or +61 3 9473 2555 outside Australia



PLEASE NOTE: For security reasons it is important that you keep your SRN/HIN confidential

MR SAM SAMPLE FLAT 123 123 SAMPLE STREET THE SAMPLE HILL SAMPLE ESTATE SAMPLEVILLE VIC 3030

1	Change of address. If incorrect,
	mark this box and make the
	correction in the space to the left.
	Securityholders sponsored by a
	broker (reference number
	commences with 'X') should advise
	your broker of any changes.



I 999999999

■ Proxy	Form
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Step 1 Appoint a Pr	oxy to Vote on Your	r Behalf	>
I/We being a member/s of Galaxy R	Resources Limited hereby app	point	
the Chairman of the Meeting			PLEASE NOTE: Leave this box blar you have selected the Chairman of t Meeting. Do not insert your own nam
	ur behalf and to vote in accordar oxy sees fit) at the Annual Gene	nce with the following directions eral Meeting of Galaxy Resource	Chairman of the Meeting, as my/our prox (or if no directions have been given, and es Limited to be held by webcast on
Meeting as my/our proxy (or the Chai	irman becomes my/our proxy by have indicated a different voting	default), I/we expressly authori intention in step 2) even though	ere I/we have appointed the Chairman o ise the Chairman to exercise my/our prox Resolution 1 is connected directly or irman.
Important Note: If the Chairman of the voting on Resolution 1 by marking the		r proxy you can direct the Chair	man to vote for or against or abstain fron
Step 2 Items of Bus			you are directing your proxy not to vote on you be counted in computing the required majority
			For Against Abs
1 Adoption of Remuneration Report	rt		
2 Re-election of Director - Mr Marti	n Rowley		
3 Re-election of Director - Mr Antho	ony Tse		
4 Re-election of Director - Mr John	Turner		
5 Re-election of Director - Mr Peter	r Bacchus		
			n exceptional circumstances, the Chairm
of the Meeting may change his/her vo	oting intention on any resolution		cement will be made.



Director/Company Secretary

By providing your email address, you consent to receive future Notice of Meeting & Proxy communications electronically





Mobile Number

Sole Director & Sole Company Secretary Director

Update your communication details (Optional)

Email Address