

Lithium Power International Limited
ACN 607 260 328

Notice of Annual General Meeting
Explanatory Statement

Date of Meeting

14 November 2022

Time of Meeting

10:00am, Sydney time

Place of Meeting

Level 7, 151 Macquarie Street
Sydney NSW 2000

and via <https://web.lumiagm.com/377015035>

LETTER TO SHAREHOLDERS

Dear Shareholder

I'm pleased to invite you to attend the Annual General Meeting of Lithium Power International Limited (**LPI** or the **Company**) and I enclose the Notice of Meeting, which sets out the items of business, and the Explanatory Statement, which explains each of the resolutions to be considered at the Annual General Meeting.

The Board considers the Annual General Meeting to be an important event on our calendar and we look forward to the opportunity to update you on the Company's recent performance and answer any questions you may have. It will be my fourth Annual General Meeting as Chairman of the Company.

Shareholders not able to attend the Meeting in person are also able to attend and participate in the Meeting via the Lumi platform.

The Company encourages Shareholders to submit written questions in advance of the Annual General Meeting by emailing info@lithiumpowerinternational.com. Information on how to listen to the Annual General Meeting is provided in the Notice of Meeting.

By the time our Annual General Meeting is held, our Shareholders will have voted on the consolidation of 100% of the Maricunga Lithium Brine Project in Chile at an Extraordinary General Meeting of LPI Shareholders to be held on 28 October 2022. The consolidation of Maricunga represents a transformative transaction and strategic milestone for LPI. The Board expects that an enlarged LPI will benefit from enhanced scale and full control of Maricunga, which will significantly increase LPI's attributable production of battery grade lithium carbonate based on the Company's 2022 definitive feasibility study.

The Board also believes that consolidating 100% ownership of Maricunga under LPI provides the optimal structure to oversee the rapid development of the Project by:

- simplifying future decision-making;
- simplifying and de-risking the funding pathway for Maricunga;
- enhancing the Company's ability to source capital from a wider range of providers; and
- creating a clearer and more understandable investment vehicle.

The announced demerger of Western Lithium Limited, which holds the Company's WA hard-rock exploration assets, could not occur until after completion of the Maricunga consolidation transaction. LPI expects to undertake the demerger in the first quarter of CY2023.

If you have questions in relation to the upcoming Annual General Meeting, please contact Andrew Phillips, Director and Company Secretary, on +61 2 9089 8723.

The Board encourages you to complete the enclosed Proxy Form and return it by mail or fax in accordance with the instructions provided, or alternatively to vote via the online voting facility.

As Chairman, I will vote all undirected proxies in favour of all Resolutions (subject to any restrictions or exclusions).

I look forward to welcoming you to the 2022 Annual General Meeting.

Yours faithfully,



David Hannon
Chairman

Lithium Power International Limited ACN 607 260 328 Notice of Annual General Meeting

Notice is given that the Annual General Meeting of the Shareholders of Lithium Power International Limited ACN 607 260 328 (**LPI** or the **Company**) will be held as follows:

Time: 10:00am (Sydney time)

Date: 14 November 2022

Place: Lithium Power International office, Level 7, 151 Macquarie Street, Sydney NSW 2000 and via the Lumi platform using the following URL: <https://web.lumiagm.com/377015035>

The Board encourages Shareholders to submit a directed proxy in advance of the Meeting. Shareholders not able to attend the Meeting in person are also able to attend the Meeting via the Lumi platform.

Voting will only be permitted via a returned proxy form, through the online proxy voting facility or through attendance at the Meeting.

The business to be considered at the Annual General Meeting is set out below.

This Notice of Meeting should be read in its entirety in conjunction with the accompanying Explanatory Statement, which contains information in relation to the following Resolutions. If you are in any doubt as to how you should vote on the proposals set out in this Notice of Meeting, you should consult your financial or other professional adviser.

Capitalised terms used in this Notice of Meeting and Explanatory Statement are defined in the Glossary and throughout this Notice of Meeting and Explanatory Statement.

BUSINESS

Financial Statements and Report

To receive and consider the Company's financial statements and reports of the Directors and auditor for the financial year ended 30 June 2022.

Resolution 1. Remuneration Report

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

"That, in accordance with section 250R(2) of the Corporations Act, the Remuneration Report as set out in the Company's annual report for the financial year ended 30 June 2022 be adopted."

The Chairman intends to vote all undirected proxies in favour of Resolution 1.

Resolution 2. Re-election of Russell Barwick as Director

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

"That Russell Barwick, being a Director who retires by rotation in accordance with clause 4.3(c) of the Constitution, and being eligible for re-election, be re-elected as a Director."

Details of the qualifications and experience of Mr Barwick and the recommendation of the Board in relation to his election are set out in the Explanatory Statement.

The Chairman intends to vote all undirected proxies in favour of Resolution 2.

Resolution 3. Re-election of Martin Borda as Director

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

"That Martin Borda, being a Director who retires by rotation in accordance with clause 4.3(c) of the Constitution, and being eligible for re-election, be re-elected as a Director."

Details of the qualifications and experience of Mr Borda and the recommendation of the Board in relation to his election are set out in the Explanatory Statement.

The Chairman intends to vote all undirected proxies in favour of Resolution 3.

Resolution 4. Ratification of issue of Shares under the Placement

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 ratify the issue of 41,666,667 Shares (at an issue price of \$0.60 per Share) to various sophisticated and professional investors under the Placement, on the terms and conditions set out in the Explanatory Statement."

The Chairman intends to vote all undirected proxies in favour of Resolution 4.

Resolution 5. Ratification of issue of Shares to Lysander Lithium

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 ratify the issue of the Lysander Shares to Lysander Lithium, on the terms and conditions set out in the Explanatory Statement."

The Chairman intends to vote all undirected proxies in favour of Resolution 5.

Resolution 6. Adoption of a New Constitution

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

"That, for the purposes of section 136 and Part 6.5 Division 5 Subdivision C of the Corporations Act and for all other purposes, the Constitution of the Company be repealed and the Company adopt the Proposed Constitution in the form referred to in the Explanatory Statement with effect on the date that this special resolution is passed."

The Chairman intends to vote all undirected proxies in favour of Resolution 6.

VOTING EXCLUSIONS

The Company will disregard any votes cast on Resolution 1 in contravention of sections 250BD or 250R of the Corporations Act.

In accordance with the Listing Rule 14.11, the Company will disregard votes cast in favour of the following Resolutions by or on behalf of:

Resolution	Person excluded from voting
Resolution 4. Ratification of issue of Shares under the Placement	Any person or entity who participated in the issue of Shares under the Placement and any Associates of those persons.
Resolution 5. Ratification of issue of Shares to Lysander Lithium	Lysander Lithium and any other counterparty to the agreement for the acquisition of the Lysander Tenements and any of their Associates.

However, the Company need not disregard on the above Resolution if the vote is cast by:

- (a) a person as proxy or attorney for a person who is entitled to vote on the resolution, in accordance with the directions given to the proxy or attorney to vote on the resolution in that way; or
- (b) the person chairing the Meeting as proxy or attorney for a person who is entitled to vote on the resolution, in accordance with the direction given to the chair to vote 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 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 the directions given by the beneficiary to the holder to vote in that way.

OTHER BUSINESS

To consider any other business which may be properly and lawfully brought before the Annual General Meeting in accordance with the Company's Constitution and the Corporations Act.

Explanatory Statement

Shareholders are referred to the Explanatory Statement accompanying and forming part of this Notice of Meeting. All Shareholders should read the Explanatory Statement carefully and in its entirety. If you have any questions regarding the matters set out in this Explanatory Statement or the preceding Notice of Meeting, please contact the Company, your accountant or investment adviser.

DATED THIS 10TH DAY OF OCTOBER 2022

By order of the Board of Directors



Andrew Phillips
Director and Company Secretary

Important Information

“Snap-shot” time

In accordance with Regulation 7.11.37 of the *Corporations Regulations 2001* (Cth), the Board has determined that the persons eligible to vote at the Annual General Meeting are those who are registered Shareholders at 7:00pm (Sydney time) on 12 November 2022.

Venue

The Meeting will be held at the Company’ offices, Level 7, 151 Macquarie Street, Sydney NSW 2000, commencing at 10:00am (Sydney time) on 14 November 2022, and via an online platform via the following URL: <https://web.lumiagm.com/377015035>.

How to vote

You may vote by attending the Meeting, by proxy or duly authorised representative.

You may also lodge your vote online by visiting <https://www.votingonline.com.au/lithiumagm2022> and entering your Postcode or Country of Residence (if outside Australia) and your Voting Access Code (VAC), which are provided on your enclosed proxy form.

Voting by proxy

Any Shareholder entitled to attend and vote at this Annual General Meeting is entitled to appoint a proxy to attend and vote instead of that Shareholder. The proxy does not need to be a Shareholder of the Company.

A Shareholder who is entitled to cast 2 or more votes may appoint 2 proxies and may specify the proportion or number of votes each proxy is appointed to exercise. If no proportion or number is specified, each proxy may exercise half of the Shareholder’s votes.

To vote by proxy, please complete and sign the proxy form enclosed with this Notice of Meeting, so that it is received **no later than 10:00am (Sydney time) on 12 November 2022**. Proxy forms received later than this time will be invalid. Proxy forms should be delivered to Boardroom, the Company’s share registry, as follows:

Postal address:	Boardroom Pty Limited GPO Box 3993 Sydney NSW 2001 Australia
In person:	Boardroom Pty Limited Level 12, 225 George Street Sydney NSW 2000 Australia
By Fax:	+61 2 9290 9655

Your proxy form is enclosed

This is an important document. Please read it carefully. If you are unable to attend the Annual General Meeting, please complete the enclosed proxy form and return it in accordance with the instructions set out on that form.

Corporate representative

Any corporate Shareholder who has appointed a person to act as its corporate representative at the Annual General Meeting should provide that person with a certificate or letter executed in accordance with the Corporations Act authorising him or her to act as that corporate Shareholder’s representative.

The authority may be sent to the Company and/or Boardroom (address above) in advance of the Meeting. An "Appointment of Corporate Representative" form is available on request from the Company Secretary.

Express authorisation of the Chairman

If a Shareholder appoints the Chairman as their proxy, or the Chairman is appointed as the Shareholder's proxy by default, and the Shareholder does not mark a voting box for Resolution 1, then by submitting the appointment the Shareholder expressly authorises the Chairman to exercise the proxy in respect of the relevant Resolution as they decide, even though the Resolution is connected with the remuneration of one or more of the Company's Key Management Personnel.

The Chair intends to vote all available proxies in favour of all Resolutions.

Explanatory Statement

This Explanatory Statement and all attachments are important documents. They should be read carefully.

If you have any questions regarding the matters set out in this Explanatory Statement or the preceding Notice, please contact the Company, your stockbroker, lawyer or other professional adviser.

This Explanatory Statement has been prepared for the Shareholders of Lithium Power International Limited ACN 607 260 328 in connection with the Annual General Meeting of the Company to be held on 14 November 2022.

Financial Statements and Reports

The Corporations Act requires that the report of the Directors, the auditor's report and the financial report be laid before the Annual General Meeting. In addition, the Constitution provides for these reports to be received and considered at the Annual General Meeting. Neither the Corporations Act nor the Constitution requires a vote of Shareholders at the Annual General Meeting on these reports or statements. However, Shareholders will be given a reasonable opportunity to raise questions with respect to the auditor's report and the financial report at the Annual General Meeting.

In accordance with the Corporations Act the Company is not required to provide a hard copy of the Company's Annual Report to Shareholders unless a Shareholder has specifically elected to receive a printed copy. Shareholders may view the Company's Annual Report on the Company's website at www.lithiumpowerinternational.com or may request a copy from the Company at any time.

1. Resolution 1 – Adoption of Remuneration Report

Under sections 249L and 250R of the Corporations Act, public companies are required to meet disclosure requirements in respect of Director and executive remuneration, and to include a remuneration report in the Director's Report to Shareholders. The Company's remuneration report for the 12 months ended 30 June 2022 (**Remuneration Report**) is included in the 2022 Annual Report.

Further, the Corporations Act requires that adoption of the remuneration report be included as a resolution on which shareholders are given the opportunity to vote at the annual general meeting of a company.

The vote on Resolution 1 is advisory only and will not be binding on the Board or the Company.

Notwithstanding the non-binding nature of the vote, the Board will take note of the outcome of the vote when considering future remuneration matters.

Under the Corporations Act, if at least 25% of the votes cast on a remuneration report are against the adoption of the relevant remuneration report at two consecutive annual general meetings (with any such potential 25% or more vote 'against' commonly referred to as a "first strike" or "second strike", respectively), the relevant company will be required to put to its shareholders a resolution at the later of those annual general meetings proposing that an extraordinary general meeting (**Spill Meeting**) be called to consider the election of the directors of the company (**Spill Resolution**).

The Spill Meeting must be held within 90 days of the date of the second annual general meeting. For a Spill Resolution to be passed, more than 50% of the votes cast on the resolution must be in favour of it. If a Spill Resolution is passed, all of the directors (other than any managing director) will cease to hold office immediately before the end of the Spill Meeting unless re-elected at that meeting.

At the Company's 2021 Annual General Meeting, a "first strike" was **not** recorded in respect of the Remuneration Report. Accordingly, a Spill Resolution is not relevant for this Annual General Meeting.

The Chairman of the Meeting intends to vote undirected proxies in favour of Resolution 1.

2. Resolution 2 – Re-election of Russell Barwick as Director

Russell Barwick was appointed as a director of the Company on 6 April 2017. He was last re-elected at the Company's 2019 AGM on 27 November 2019.

2.1 Constitution and Listing Rule 14.4

Clause 4.3(c) of the Constitution provides for the retirement of one-third of the Directors (or the whole number nearest to one third) from office at each annual general meeting of the Company, with the Directors to retire being those who have been longest in office since their last election.

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

In accordance with Clause 4.3(c) of the Constitution and Listing Rule 14.4, Russell Barwick retires as Director and offers himself for re-election as a Director at this Annual General Meeting.

2.2 Biography of Russell Barwick

Russell Barwick is a mining engineer with over 43 years' experience globally and a strong development, operating and corporate background, particularly in Latin America. Mr Barwick is a former COO of Wheaton River – Goldcorp when the quickly evolving company grew from a market capitalisation of several hundred million dollars to CAD\$22 billion and became the third largest gold company in the world by market capitalisation. He previously served as CEO of Newcrest Mining and was with Placer Dome Inc. for 16 years.

2.3 Recommendation and undirected proxies

The Directors (other than Mr Barwick) unanimously recommend that Shareholders vote in favour of Resolution 2.

The Chairman intends to vote undirected proxies in favour of Resolution 2.

3. Resolution 3 – Re-election of Martin Borda as Director

Martin Borda was appointed as a director of the Company on 3 September 2018. He was last re-elected at the Company's 2020 AGM on 25 November 2020.

3.1 Constitution and Listing Rule 14.4

See Section 2.1 above for a summary of Clause 4.3(c) of the Constitution and Listing Rule 14.4.

In accordance with Clause 4.3(c) of the Constitution and Listing Rule 14.4, Martin Borda retires as Director and offers himself for re-election as a Director at this Annual General Meeting.

3.2 Biography of Martin Borda

Martin Borda is an economist with over 40 years' experience in a range of industries in Chile and internationally. Mr Borda was a major stakeholder in the early development stages of the Maricunga Lithium Brine Project which included the establishment of the joint venture company, Minera Salar Blanco S.A., of which he owns 30.98% through a private investment entity. Mr Borda has served on many boards in Chile, including as a Non-Executive of Banco Scotiabank and Compania Molinera San Cristobal.

3.3 Recommendation and undirected proxies

The Directors (other than Mr Borda) unanimously recommend that Shareholders vote in favour of Resolution 3.

The Chairman intends to vote undirected proxies in favour of Resolution 3.

4. Resolution 4 – Ratification of issue of Shares under the Placement

On 9 September 2022, the Company announced to the ASX the successful closing of a \$25 million Share placement (**Placement**) to new and existing sophisticated and professional investors. The Placement involved the issue of 41,666,667 Shares at the price of \$0.60 per Share with 34,110,679 Shares being issued under Listing Rule 7.1 and 7,555,988 Shares being issued under Listing Rule 7.1A. The price of \$0.60 per Share represented a 13.7% discount to the last closing price of \$0.695 on 7 September 2022 (prior

to announcement of the Placement) and a 5% and 3% discount to the 5-day VWAP and 10 day VWAP respectively up to 7 September 2022.

Shareholder approval of the Placement is sought under Resolution 4 in accordance with Listing Rule 7.4.

4.1 ASX Listing Rules 7.1 and 7.4

Broadly speaking, and subject to a number of exceptions, Listing Rule 7.1 limits the amount of equity securities that a listed company can issue without the approval of its shareholders over any 12 month period to 15% of the fully paid ordinary securities it had on issue at the start of that period.

The Placement does not fit within any of these exceptions and, as it has not yet been approved by the Company's Shareholders, it effectively uses up the 15% limit in Listing Rule 7.1 and part of the 10% limit in Listing Rule 7.1A, reducing the Company's capacity to issue further equity securities without Shareholder approval under Listing Rule 7.1 for the 12 month period following the issue date (which was 16 September 2022).

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 into the future without having to obtain Shareholder approval for such issues under Listing Rule 7.1.

To this end, Resolution 4 seeks Shareholder approval of the Placement under and for the purposes of Listing Rule 7.4.

If Resolution 4 is passed, the Placement will be excluded in calculating the Company's 15% limit in Listing Rule 7.1, effectively increasing the number of equity securities it can issue without Shareholder approval over the 12 month period following the date of the Placement.

If Resolution 5 is not passed, the Placement will be included in calculating the Company's 15% limit in Listing Rule 7.1 (as extended to 25% by approval for the additional 10% limit under Listing Rule 7.1A for so long as that approval is valid), effectively decreasing the number of equity securities it can issue without Shareholder approval over the 12 month period following the date of the Placement.

The Company will not seek Shareholder approval at the Meeting for an additional 10% limit under Listing Rule 7.1A. Accordingly, the approval obtained under Listing Rule 7.1A at the Company's 2021 AGM will expire by no later than the date and time of this Meeting and no such approval will be in force following the Meeting.

4.2 Information required under Listing Rule 7.5

The following information is provided in relation to the issue of Shares under the Placement in accordance with Listing Rule 7.5:

- (a) The number of Shares issued under Listing Rule 7.1 in connection with the Placement was 34,110,679 Shares. The number of Shares issued under Listing Rule 7.1A in connection with the Placement was 7,555,988 Shares.
- (b) The price at which Shares were issued under the Placement was \$0.60 per Share.
- (c) Shares issued under the Placement were fully paid ordinary Shares ranking equally in all respects with the Company's other Shares on issue.
- (d) The allottees of the Shares were sophisticated and institutional investors who were invited to participate in the Placement bookbuild by agreement between the Company and the lead manager of the Placement (Canaccord Genuity (Australia) Limited). Certain of the Placement participants were existing Shareholders and others were new investors who were clients of the lead manager. No related party, member of the Key Management Personnel, substantial holder or adviser to the Company, or any Associate of any of them, was issued 1% or more of the Company's current issued capital under the Placement.
- (e) Shares issued under the Placement were issued on 16 September 2022.
- (f) Funds raised from the Placement will be used for ongoing funding for Minera Salar Blanco in the development of the Maricunga Lithium Brine Project. Specifically,

funds will be applied to the operational and pre-construction costs for the Maricunga Project and the increased operational compliance costs associated with the acquisition of the ownership of the Chilean and Canadian joint venture partners in Maricunga project.

(g) A voting exclusion statement in relation to Resolution 4 is included in the Notice.

4.3 Recommendation and undirected proxies

The Directors unanimously recommend that Shareholders vote in favour of Resolution 4.

The Chairman intends to vote undirected proxies in favour of Resolution 4.

5. Resolution 5 – Ratification of the issue of Shares to Lysander Lithium

On 5 July 2022, the Company announced to the ASX the acquisition of various tenements in Western Australia relevantly including the acquisition by the Company's subsidiary (Western Lithium Limited) of two tenements in the Eastern Goldfields (E15/1772 and E31/1250) (the **Lysander Tenements**) from Lysander Lithium.

The consideration for the acquisition included the issue of Shares to the value of \$150,000 at the closing share price at the date of the execution of the agreement (being \$0.385 per Share). The acquisition (and so the issue of Shares) was subject to ministerial approval of the transfer to Western Lithium Limited, which was granted in August 2022 (as announced to the ASX on 5 August 2022). Accordingly, the Company issued 389,611 Shares (the **Lysander Shares**) to Lysander Lithium on 16 September 2022.

Shareholder approval of the issue of the Lysander Shares to Lysander Lithium is sought under Resolution 5 in accordance with Listing Rule 7.4.

5.1 ASX Listing Rules 7.1 and 7.4

See Section 4.1 for a summary of Listing Rules 7.1 and 7.4.

The issue of Shares to Lysander Lithium does not fit within any of the exceptions to Listing Rule 7.1 and, as it has not yet been approved by the Company's Shareholders, it effectively uses up the 15% limit in Listing Rule 7.1, reducing the Company's capacity to issue further equity securities without Shareholder approval under Listing Rule 7.1 for the 12 month period following the issue date (which was 16 September 2022).

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

To this end, Resolution 5 seeks Shareholder approval of the Placement under and for the purposes of Listing Rule 7.4.

If Resolution 5 is passed, the Lysander Shares will be excluded in calculating the Company's 15% limit in Listing Rule 7.1, effectively increasing the number of equity securities it can issue without Shareholder approval over the 12 month period following the date of the Placement.

If Resolution 5 is not passed, the Lysander Shares will be included in calculating the Company's 15% limit in Listing Rule 7.1 (as extended to 25% by approval for the additional 10% limit under Listing Rule 7.1A for so long as that approval is valid), effectively decreasing the number of equity securities it can issue without Shareholder approval over the 12 month period following the date of the Placement.

The Company will not seek Shareholder approval at the Meeting for an additional 10% limit under Listing Rule 7.1A. Accordingly, the approval obtained under Listing Rule 7.1A at the Company's 2021 AGM will expire by no later than the date and time of this Meeting and no such approval will be in force following the Meeting.

5.2 Information required under Listing Rule 7.5

The following information is provided in relation to the issue of the Lysander Shares in accordance with Listing Rule 7.5:

- (a) The Lysander Shares were issued to Lysander Lithium.
- (b) 389,611 Shares were issued to Lysander Lithium under Listing Rule 7.1.
- (c) The Lysander Shares are fully paid ordinary Shares ranking equally in all respects with the Company's other Shares on issue.

- (d) The Lysander Shares were issued on 16 September 2022.
- (e) The Lysander Shares were issued for nil cash consideration.
- (f) The Lysander Shares were issued as partial consideration for the acquisition by the Company's wholly-owned subsidiary (Western Lithium Limited) of the Lysander Tenements from Lysander Lithium. No cash funds were raised from the issue of the Lysander Shares.
- (g) The material terms of the agreement with Lysander Lithium for the acquisition of the Lysander Tenements included the following:
 - (i) The acquisition of the Lysander Tenements by the Company's subsidiary (Western Lithium Pty Ltd) was subject to Ministerial approval of the transfer, which was granted in August 2022.
 - (ii) The consideration payable for the acquisition consisted of:
 - (A) \$75,000 in cash paid by Western Lithium Limited;
 - (B) Shares to the value of \$150,000 at the closing share price on the day of signing of the agreement (being \$0.385 per Share), satisfied by the issue by the Company of the Lysander Shares; and
 - (C) a 1.5% net smelter return royalty for any minerals produced from the Lysander Tenements, payable by Western Lithium Pty Ltd.
- (h) A voting exclusion statement in relation to Resolution 5 is included in the Notice.

5.3 Recommendation and undirected proxies

The Directors unanimously recommend that Shareholders vote in favour of Resolution 5. The Chairman intends to vote undirected proxies in favour of Resolution 5.

6. Resolution 6 – Adoption of a New Constitution

A company may modify or repeal its constitution or a provision of its constitution by special resolution of its shareholders under section 136(2) of the Corporations Act.

Resolution 6 is a special resolution which will enable the Company to repeal its existing Constitution and adopt a new constitution (**Proposed Constitution**) which reflects the current provisions of the Corporations Act and Listing Rules.

The Company's Constitution in its current form was adopted at the Company's inception in July 2015 and has not been changed since then. The Board considers it is desirable to modernise parts of the Company's Constitution due in part to amendments to the Corporations Act and Listing Rules since 2015. The Directors believe that it is preferable in the circumstances to replace the existing Constitution with the Proposed Constitution rather than to amend a multitude of specific provisions.

The Proposed Constitution is broadly consistent with the provisions of the existing Constitution. Many of the proposed changes are administrative or minor in nature.

The Directors believe these amendments are not material nor will they have any significant impact on Shareholders. It is not practicable to list all of the changes to the Constitution in detail in this Explanatory Statement, however, a summary of the proposed material changes is set out below.

A copy of the Proposed Constitution is available for review by Shareholders on the Company's website at www.lithiumpowerinternational.com/corporate-governance/ and at the office of the Company.

A copy of the Proposed Constitution can also be sent to Shareholders upon request to the Company Secretary. Shareholders are invited to contact the Company if they have any queries or concerns.

6.1 Summary of material proposed changes

Restricted Securities (clause 2.8)

The Proposed Constitution complies with the changes to Listing Rule 15.12 which took effect from 1 December 2019. As a result of these changes, ASX will require certain more significant holders of restricted securities and their controllers (such as related parties,

promoters, substantial holders, service providers and their associates) to execute a formal escrow agreement in the form Appendix 9A, as is currently the case. However, for less significant holdings (such as non-related parties and non-promoters), ASX will permit the Company to issue restriction notices to holders of restricted securities in the form of the new Appendix 9C advising them of the restriction rather than requiring signed restriction agreements.

Joint Holders (clause 2.6)

CHESS is currently being replaced by ASX with a projected go-live date of April 2023. As part of the CHESS replacement, the registration system will be modernised to record holder registration details in a structured format that will allow up to four joint holders of a security. Clause 2.6 of the Proposed Constitution provides that the number of registered joint holders of securities shall be as permitted under the Listing Rules and the ASX Settlement Operating Rules.

Direct Voting (clause 7.12)

The Proposed Constitution includes a new provision which allows Shareholders to exercise their voting rights through direct voting (in addition to exercising their existing rights to appoint a proxy). Direct voting is a mechanism by which Shareholders can vote directly on resolutions which are to be determined by poll. Votes cast by direct vote by a Shareholder are taken to have been cast on the poll as if the Shareholder had cast the votes on the poll at the meeting.

In order for direct voting to be available, Directors must elect that votes can be cast via direct vote for all or any Resolutions and determine the manner appropriate for the casting of direct votes. If such a determination is made by the Directors, the notice of meeting will include information on the application of direct voting.

Use of technology (clauses 7.2, 7.4 and 7.6)

The Proposed Constitution includes new provisions to permit the use of technology at general meetings (including wholly virtual meetings) to the extent permitted under the Corporations Act, Listing Rules and applicable law.

6.2 Proportional takeover provisions (clause 6)

A proportional takeover bid is an off-market takeover offer sent to all Shareholders, but only in respect of a specified portion of each Shareholder's Shares in the Company (i.e. less than 100%). Accordingly, if a Shareholder accepts in full the offer under a proportional takeover bid, the Shareholder will dispose of the specified portion of the Shareholders Shares and retain the balance of the Shares.

Under section 648D of the Corporations Act, a company may include provisions in its constitution to the effect that the registration of a transfer giving effect to a takeover contract for a proportional takeover bid is prohibited unless a resolution to approve the bid is passed by shareholders in accordance with the requirements of the Corporations Act. These provisions cease to apply at the end of three years after they were inserted into the constitution or last renewed by shareholders.

Clause 6 of the Proposed Constitution sets out the mechanism permitted by section 648D of the Corporations Act and which is governed by its related provisions (sections 648D to 648H of the Corporations Act). Accordingly, Resolution 6 would include the adoption of the proportional takeover provisions for the purpose of 648D of the Corporations Act. The provisions would be in force for three years from the date of the Meeting unless removed sooner or otherwise renewed by shareholders. The provisions are renewed in the same manner in which the constitution is altered to insert the provisions (i.e. by special resolution).

6.3 Information provided in accordance with section 648G(5) of the Corporations Act

For the purpose of Resolution 6, the following information is provided in relation to the proposed adoption of Clause 6 of the Constitution in accordance with section 648G(5) of the Corporations Act.

Effect of Clause 6 of the Constitution

The effect of Clause 6 of the Constitution is that, if a proportional takeover bid is made to Shareholders, the Directors are obliged to convene a general meeting of Shareholders to be held 15 days or more before the offer closes. The purpose of the meeting is to vote on a resolution to approve the proportional takeover bid.

For the resolution on the proposed proportional takeover bid to be approved, it must be passed by a simple majority of votes at the meeting, excluding votes of the bidder and its associates. If no such resolution is voted on within the required timeframe, the resolution is deemed to have been approved. This, in effect, means that Shareholders as a body may only prohibit a proportional takeover bid by rejecting such a resolution.

If the resolution on the proposed proportional takeover bid is approved or deemed to have been approved, transfers of Shares under that proportional takeover bid (provided they are in all other respects in order for registration) must be registered.

If the resolution on the proposed proportional takeover bid is rejected, registration of any transfer of Shares resulting from that proportional takeover bid is prohibited and the offer is deemed by the Corporations Act to have been withdrawn.

Clause 6 will expire three years after the date of the Meeting unless renewed by a further special resolution of Shareholders.

Clause 6 does not apply to full takeover bids.

Reasons for including Clause 6 in the Proposed Constitution

The reason for proposing the inclusion of Clause 6 in the Proposed is that the Directors consider that Shareholders should have the opportunity to vote on a proposed proportional takeover bid. If the Clause is adopted, the benefit is that Shareholders will be able to collectively decide on whether a proportional takeover bid is permitted to succeed having weighed up whether the advantages outweigh the disadvantages in the particular circumstances of the bid, or vice versa.

Awareness of Directors of proposal to acquire or increase a substantial interest in the Company

At the date this Notice of Meeting was approved by Directors before despatch to Shareholders, no Director is aware of a proposal by a person to acquire, or to increase the extent of, a substantial interest in the Company.

Potential advantages and disadvantages of Clause 6 of the Constitution to the Directors and to Shareholders

The Directors consider that the adoption of Clause 6 would have no advantage or disadvantage for them other than the advantage of enabling them to formally ascertain the views of Shareholders in relation to any proportional takeover bid. The Directors remain free to make a recommendation in relation to whether a proportional takeover bid for the Company should be recommended or rejected.

The potential advantages for Shareholders of the proportional takeover bid provisions include that:

- (a) Shareholders will have the right to decide by majority vote whether a proportional takeover bid should proceed.
- (b) The provisions may help prevent Shareholders being locked in as minority shareholders; and
- (c) The provisions may improve the bargaining power of Shareholders and therefore may result in any proportional takeover bid being adequately priced.

The potential disadvantages for Shareholders of the proportional takeover bid provisions include that:

- (a) The provisions may discourage a proportional takeover bid being made, which may be the only takeover offer to be made for the Company;
- (b) Shareholders may lose an opportunity to sell a portion of their Shares in the Company at a premium; and
- (c) The chance that a proportional takeover bid is successful may be reduced.

6.4 Recommendations

Resolution 6 is a special resolution, requiring approval of 75% of the votes cast by Shareholders present and eligible to vote (in person, by proxy, by attorney or, in the case of a corporate Shareholder, by a corporate representative) in order to be passed.

The Board considers that the potential advantages to Shareholders of having the proportional takeover provisions in place outweigh the potential disadvantages.

The Directors unanimously recommend that Shareholders vote in favour of Resolution 6.
The Chairman intends to vote undirected proxies in favour of Resolution 6.

Schedule 1 – Glossary

In the Notice of Meeting and this Explanatory Statement the following defined terms have the following meanings:

Annual General Meeting or **Meeting** means the annual general meeting of Shareholders convened by this Notice of Meeting.

ASIC means Australian Securities and Investments Commission.

Associate has the meaning given in the Listing Rules.

ASX means ASX Limited or the securities exchange market operated by it, as the context requires.

ASX Listing Rules or **Listing Rules** means the official listing rules of ASX.

Board means the board of Directors of the Company.

Business Days means a day that is not a Saturday, Sunday, bank holiday or public holiday in Sydney, Australia.

Chair or **Chairman** means the chairman of the Annual General 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 members' 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 dealings with the Company;
- (e) a company the member controls; or
- (f) a person prescribed by the *Corporations Regulations 2001* (Cth).

Company and **LPI** means Lithium Power International Limited ACN 607 260 328.

Constitution means the Company's constitution.

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

Director means a director of the Company.

Equity Securities has the meaning given in the Listing Rules.

Explanatory Statement means this explanatory statement.

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

Lysander Lithium means Lysander Lithium Pty Ltd.

Lysander Shares has the meaning given to that term in Section 5 of the Explanatory Statement.

Lysander Tenements has the meaning given to that term in Section 5 of the Explanatory Statement.

Notice of Meeting or **Notice** means the notice of Annual General Meeting, which accompanies this Explanatory Statement.

Placement has the meaning given to that term in Section 4 of the Explanatory Statement.

Proposed Constitution has the meaning given to that term in Section 6 of the Explanatory Statement.

Related Party has the meaning given in the Listing Rules.

Remuneration Report has the meaning given to that term in Section 1 of the Explanatory Statement.

Resolution means a resolution contained in the Notice of Meeting.

Section means a section in the Explanatory Statement.

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

Shareholder means a holder of a Share.

Trading Day means a day determined by ASX to be a trading day in accordance with the Listing Rules.

VWAP means volume weighted average market price.

PROXY FORM

All Correspondence to:

-  **By Mail** Boardroom Pty Limited
GPO Box 3993
Sydney NSW 2001 Australia
-  **By Fax:** +61 2 9290 9655
-  **Online:** www.boardroomlimited.com.au
-  **By Phone:** (within Australia) 1300 737 760
(outside Australia) +61 2 9290 9600

Return by 10:00am AEDT (Sydney Time) on Saturday, 12 November 2022.

YOUR VOTE IS IMPORTANT

For your vote to be effective it must be recorded **before 10:00am AEDT (Sydney Time) on Saturday, 12 November 2022.**

TO VOTE ONLINE

BY SMARTPHONE

- STEP 1: VISIT** <https://www.votingonline.com.au/lithiumagm2022>
- STEP 2: Enter your Postcode OR Country of Residence (if outside Australia)**
- STEP 3: Enter your Voting Access Code (VAC):**



Scan QR Code using smartphone
QR Reader App

TO VOTE BY COMPLETING THE PROXY FORM

STEP 1 APPOINTMENT OF PROXY

Indicate who you want to appoint as your Proxy.

If you wish to appoint the Chair of the Meeting as your proxy, mark the box. If you wish to appoint someone other than the Chair of the Meeting as your proxy please write the full name of that individual or body corporate. If you leave this section blank, or your named proxy does not attend the meeting, the Chair of the Meeting will be your proxy. A proxy need not be a securityholder of the company. Do not write the name of the issuer company or the registered securityholder in the space.

Appointment of a Second Proxy

You are entitled to appoint up to two proxies to attend the meeting and vote. If you wish to appoint a second proxy, an additional Proxy Form may be obtained by contacting the company's securities registry or you may copy this form.

To appoint a second proxy you must:

- (a) complete two Proxy Forms. On each Proxy Form state the percentage of your voting rights or the number of securities applicable to that form. If the appointments do not specify the percentage or number of votes that each proxy may exercise, each proxy may exercise half your votes. Fractions of votes will be disregarded.
- (b) return both forms together in the same envelope.

STEP 2 VOTING DIRECTIONS TO YOUR PROXY

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

Proxy which is a Body Corporate

Where a body corporate is appointed as your proxy, the representative of that body corporate attending the meeting must have provided an "Appointment of Corporate Representative" prior to admission. An Appointment of Corporate Representative form can be obtained from the company's securities registry.

STEP 3 SIGN THE FORM

The form **must** be signed as follows:

Individual: This form is to be signed by the securityholder.

Joint Holding: where the holding is in more than one name, all the securityholders should sign.

Power of Attorney: to sign under a Power of Attorney, you must have already lodged it with the registry. Alternatively, attach a certified photocopy of the Power of Attorney to this form when you return it.

Companies: this form must be signed by a Director jointly with either another Director or a Company Secretary. Where the company has a Sole Director who is also the Sole Company Secretary, this form should be signed by that person. **Please indicate the office held by signing in the appropriate place.**

STEP 4 LODGEMENT

Proxy forms (and any Power of Attorney under which it is signed) must be received no later than 48 hours before the commencement of the meeting, therefore by **10:00am AEDT (Sydney Time) on Saturday, 12 November 2022.** Any Proxy Form received after that time will not be valid for the scheduled meeting.

Proxy forms may be lodged using the enclosed Reply Paid Envelope or:

-  **Online** <https://www.votingonline.com.au/lithiumagm2022>
-  **By Fax** + 61 2 9290 9655
-  **By Mail**

Boardroom Pty Limited
GPO Box 3993,
Sydney NSW 2001 Australia

Until 28 October 2022
Boardroom Pty Limited
Level 12, 225 George Street,
Sydney NSW 2000 Australia

From 31 October 2022
Boardroom Pty Limited
Level 8, 210 George Street
Sydney NSW 2000 Australia

Attending the Meeting

If you wish to attend the physical component of the meeting please bring this form with you to assist registration.

Lithium Power International Limited

ACN 607 260 328

Your Address

This is your address as it appears on the company's share register. If this is incorrect, please mark the box with an "X" and make the correction in the space to the left. Securityholders sponsored by a broker should advise their broker of any changes.

Please note, you cannot change ownership of your securities using this form.

PROXY FORM

STEP 1 APPOINT A PROXY

I/We being a member/s of Lithium Power International Limited (Company) and entitled to attend and vote hereby appoint:

the Chair of the Meeting (mark box)

OR if you are **NOT** appointing the Chair of the Meeting as your proxy, please write the name of the person or body corporate (excluding the registered securityholder) you are appointing as your proxy below

or failing the individual or body corporate named, or if no individual or body corporate is named, the Chair of the Meeting as my/our proxy at the Annual General Meeting of the Company to be held simultaneously on the Lumi platform at <https://web.lumiagm.com/377015035> and at **Level 7, 151 Macquarie Street, Sydney NSW 2000 on Monday, 14 November 2022 at 10:00am AEDT (Sydney Time)** and at any adjournment of that meeting, to act on my/our behalf and to vote in accordance with the following directions or if no directions have been given, as the proxy sees fit.

Chair of the Meeting authorized to exercise undirected proxies on remuneration related matters: If I/we have appointed the Chair of the Meeting as my/our proxy or the Chair of the Meeting becomes my/our proxy by default and I/we have not directed my/our proxy how to vote in respect of Resolution 1, I/we expressly authorize the Chair of the Meeting to exercise my/our proxy in respect of this Resolution even though Resolution 1 is connected with the remuneration of a member of the key management personnel for the Company.

The Chair of the Meeting will vote all undirected proxies in favour of all Items of business (including Resolution 1). If you wish to appoint the Chair of the Meeting as your proxy with a direction to vote against, or to abstain from voting on an item, you must provide a direction by marking the 'Against' or 'Abstain' box opposite that resolution.

STEP 2 VOTING DIRECTIONS

* If you mark the Abstain box for a particular item, you are directing your proxy not to vote on your behalf and your vote will not be counted in calculating the required majority.

		For	Against	Abstain*
Resolution 1	Remuneration Report	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 2	Re-election of Russell Barwick as Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 3	Re-election of Martin Borda as Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 4	Ratification of issue of Shares under the Placement	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 5	Ratification of issue of Shares to Lysander Lithium	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 6	Adoption of a New Constitution (Special Resolution)	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

STEP 3 SIGNATURE OF SECURITYHOLDERS

This form must be signed to enable your directions to be implemented.

Individual or Securityholder 1

Sole Director and Sole Company Secretary

Securityholder 2

Director

Securityholder 3

Director / Company Secretary

Contact Name.....

Contact Daytime Telephone.....

Date / / 2022

ONLINE SHAREHOLDERS' MEETING GUIDE 2022

Attending the AGM virtually

If you choose to participate online, you will be able to view a live webcast of the meeting, ask questions and submit your votes in real time.

To access the meeting:

Visit web.lumiagm.com/377015035 on your computer, tablet or smartphone. You will need the latest version of Chrome, Safari, Edge or Firefox. Please ensure your browser is compatible.

Meeting ID: 377-015-035

To login you must have your **Voting Access Code (VAC)** and **Postcode or Country Code**

The website will be open and available for log in from 9:00am (AEDT), 14th November 2022

Using the Lumi platform:

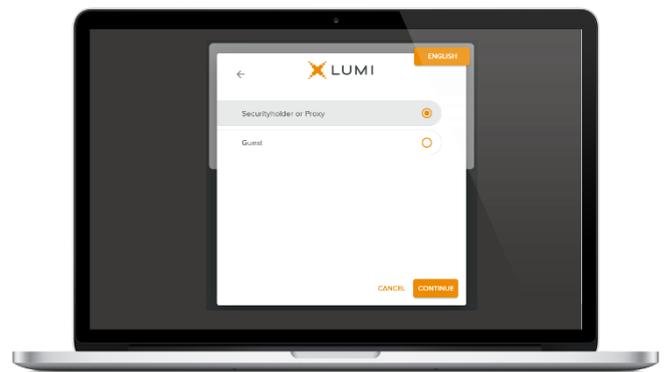
ACCESS

The 1st page of the platform will ask in what capacity you are joining the meeting.

Shareholders or appointed proxies should select

“Shareholder or Proxyholder”

Guests should select **“Guest”**

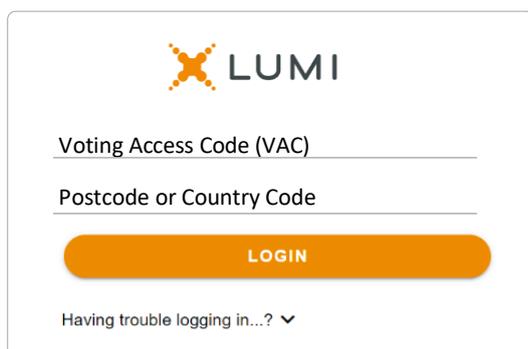


CREDENTIALS

Shareholders/Proxys

Your username is your **Voting Access Code** and your password is your **Postcode or Country Code**, or, for Non-Australian residents, your **3-letter country code**.

Proxy holders should obtain their log in credentials from the registrar by calling 1300 737 760 or +61 2 9290 9600 outside Australia

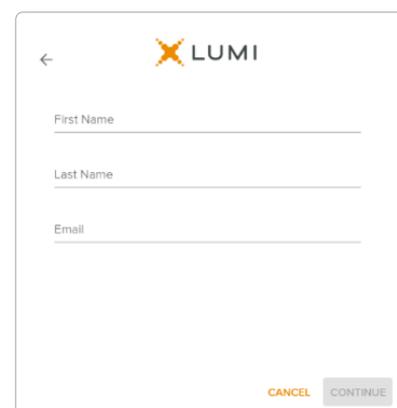


The screenshot shows the Lumi login interface for Shareholders/Proxys. It features the Lumi logo at the top, followed by two input fields: "Voting Access Code (VAC)" and "Postcode or Country Code". Below these fields is a prominent orange "LOGIN" button. At the bottom, there is a link that says "Having trouble logging in...?" with a dropdown arrow.

Guests

Please enter your name and email address to be admitted into the meeting.

Please note, guests will not be able to ask questions or vote at the meeting.



The screenshot shows the Lumi registration interface for Guests. It features the Lumi logo at the top, followed by three input fields: "First Name", "Last Name", and "Email". At the bottom right, there are two buttons: "CANCEL" and "CONTINUE".

NAVIGATION

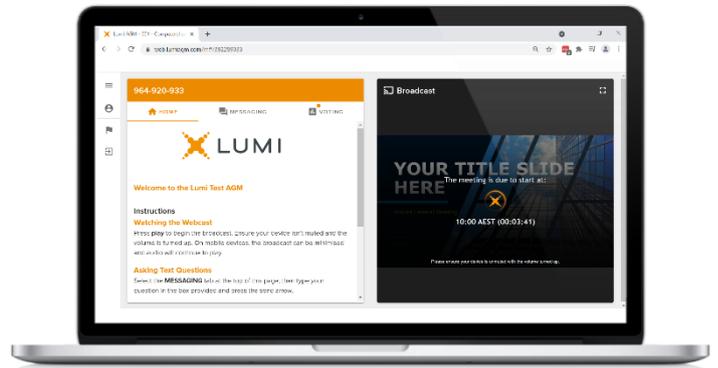
Once successfully authenticated, the home page will appear. You can view meeting instructions, ask questions and watch the webcast.

If viewing on a computer the webcast will appear at the side automatically once the meeting has started.

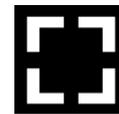
On a mobile device, select the broadcast icon at the bottom of the screen to watch the webcast.



During the meeting, mobile users can minimise the webcast at any time by selecting the arrow by the broadcast icon. You will still be able to hear the meeting. Selecting the broadcast icon again will reopen the webcast.



Desktop / Laptop users can watch the webcast full screen, by selecting the full screen icon.



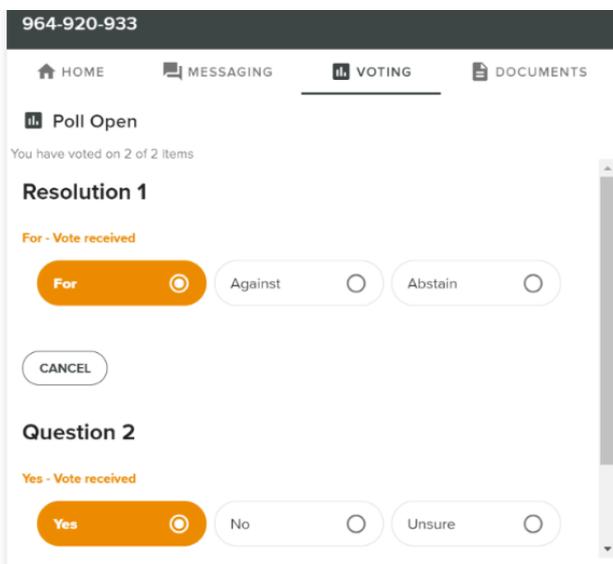
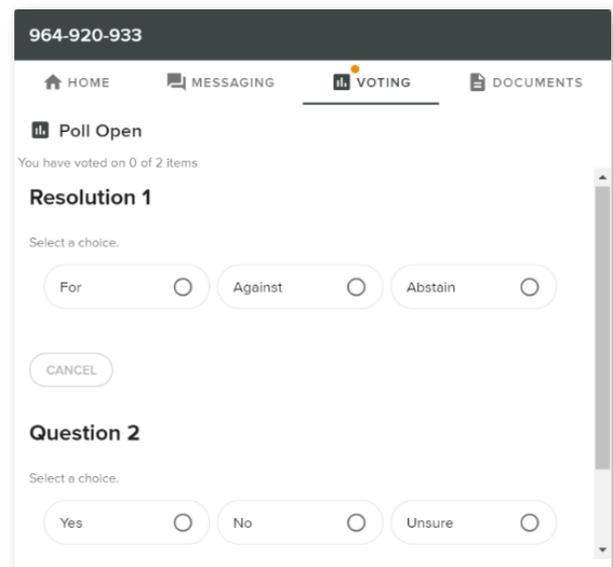
To reduce the webcast to its original size, select the X at the top of the broadcast window.

VOTING

The Chair will open voting on all resolutions at the start of the meeting. Once voting has opened, the voting tab will appear on the navigation bar.



Selecting this tab will open a list of all resolutions and their voting options.



To vote, simply select your voting direction from the options displayed on screen. Your selection will change colour and a confirmation message will appear.

To change your vote, simply select another option. If you wish to cancel your vote, please press cancel.

There is no need to press a submit or send button. Your vote is automatically counted.

Voting can be performed at any time during the meeting until the Chair closes the poll.

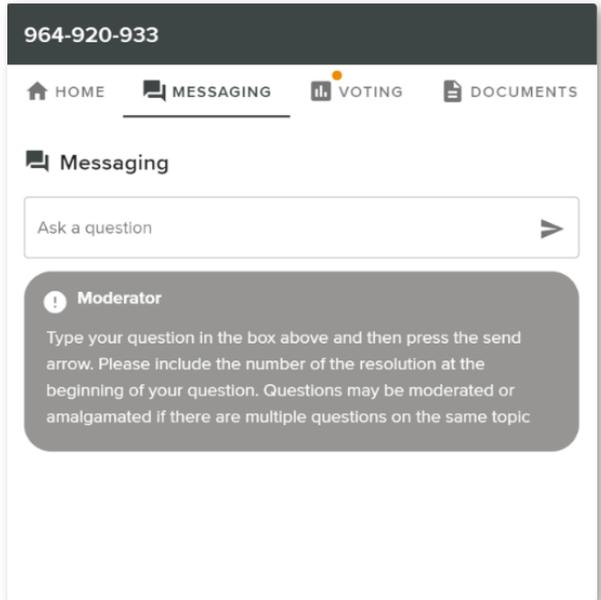
QUESTIONS

Any shareholder or appointed proxy is eligible to ask questions.

If you would like to ask a question. Select the messaging tab.



Messages can be submitted at any time from the start of the meeting, up until the Chair closes the Q&A session.

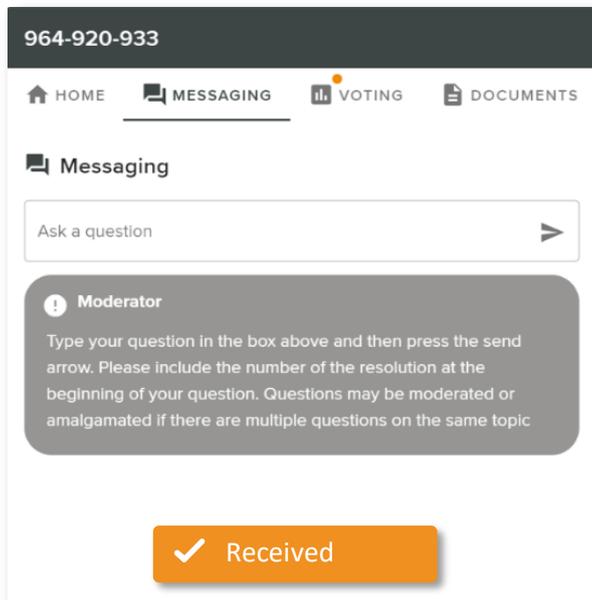


Select the “Ask a Question” box and type in your message.

Once you are happy with your message, select the send icon.



Questions sent via the Lumi platform may be moderated before being sent to the Chair. This is to avoid repetition and remove any inappropriate language.



Asking Audio Questions

If you are a shareholder or proxy you can ask a verbal question. Dial by your location below:

+61 7 3185 3730 Australia
+61 8 6119 3900 Australia
+61 8 7150 1149 Australia
+61 2 8015 6011 Australia
+61 3 7018 2005 Australia

Find your local number:

<https://us06web.zoom.us/j/kbuBC7fhOb>

Once dialled in you will be asked to enter a meeting ID. Please ensure your webcast is muted before joining the call.

You will be asked for a participant pin however simply press # to join the meeting. You will be muted upon entry. To ask a question press *9 to signal the moderator. Once your question has been answered your line will be muted. Feel free to either hang up or stay on the line. For additional questions press *9 to signal the operator.

Meeting ID: 377-015-035

To login you must have your **Voting Access Code (VAC)** and **Postcode or Country Code**

The website will be open and available for log in from 9:00am (AEDT), 14th November 2022

Country Codes

For overseas shareholders, select your country code from the list below and enter it into the password field.

ABW Aruba	DZA Algeria	LBR Liberia	ROU Romania
AFG Afghanistan	ECU Ecuador	LBY Libyan Arab Jamahiriya	RUS Russian Federation
AGO Angola	EGY Egypt	LCA St Lucia	RWA Rwanda
AIA Anguilla	ERI Eritrea	LIE Liechtenstein	SAU Saudi Arabia Kingdom Of
ALA Aland Islands	ESH Western Sahara	LKA Sri Lanka	SDN Sudan
ALB Albania	ESP Spain	LSO Lesotho	SEN Senegal
AND Andorra	EST Estonia	LTU Lithuania	SGP Singapore
ANT Netherlands Antilles	ETH Ethiopia	LUX Luxembourg	SGS Sth Georgia & Sth Sandwich Isl
ARE United Arab Emirates	FIN Finland	LVA Latvia	SHN St Helena
ARG Argentina	FJI Fiji	MAC Macao	SJM Svalbard & Jan Mayen
ARM Armenia	FLK Falkland Islands (Malvinas)	MAF St Martin	SLB Solomon Islands
ASM American Samoa	FRA France	MAR Morocco	SLC Serbia & Outlying
ATA Antarctica	FRO Faroe Islands	MCO Monaco	SLE Sierra Leone
ATF French Southern	FSM Micronesia	MDA Republic Of Moldova	SLV El Salvador
ATG Antigua & Barbuda	GAB Gabon	MDG Madagascar	SMR San Marino
AUS Australia	GBR United Kingdom	MDV Maldives	SOM Somalia
AUT Austria	GEO Georgia	MEX Mexico	SPM St Pierre And Miquelon
AZE Azerbaijan	GGY Guernsey	MHL Marshall Islands	SRB Serbia
BDI Burundi	GHA Ghana	MKD Macedonia Former Yugoslav Rep	STP Sao Tome And Principe
BEL Belgium	GIB Gibraltar	MLI Mali	SUR Suriname
BEN Benin	GIN Guinea	MLT Mauritania	SVK Slovakia
BFA Burkina Faso	GLP Guadeloupe	MMR Myanmar	SVN Slovenia
BGD Bangladesh	GMB Gambia	MNE Montenegro	SWE Sweden
BGR Bulgaria	GNB Guinea-Bissau	MNG Mongolia	SWZ Swaziland
BHR Bahrain	GNQ Equatorial Guinea	MNP Northern Mariana Islands	SYC Seychelles
BHS Bahamas	GRC Greece	MOZ Mozambique	SYR Syrian Arab Republic
BIH Bosnia & Herzegovina	GRD Grenada	MRT Mauritania	TCA Turks & Caicos Islands
BLM St Barthelemy	GRL Greenland	MSR Montserrat	TCO Chad
BLR Belarus	GTM Guatemala	MTQ Martinique	TGO Togo
BLZ Belize	GUF French Guiana	MUS Mauritius	THA Thailand
BMU Bermuda	GUM Guam	MWI Malawi	TJK Tajikistan
BOL Bolivia	GUY Guyana	MYS Malaysia	TKL Tokelau
BRA Brazil	HKG Hong Kong	MYT Mayotte	TKM Turkmenistan
BRB Barbados	HMD Heard & Mcdonald Islands	NAM Namibia	TLS Timor-Leste
BRN Brunei Darussalam	HND Honduras	NCL New Caledonia	TMP East Timor
BTN Bhutan	HRV Croatia	NER Niger	TON Tonga
BUR Burma	HTI Haiti	NFK Norfolk Island	TTO Trinidad & Tobago
BVT Bouvet Island	HUN Hungary	NGA Nigeria	TUN Tunisia
BWA Botswana	IDN Indonesia	NIC Nicaragua	TUR Turkey
CAF Central African Republic	IMN Isle Of Man	NIU Niue	TUV Tuvalu
CAN Canada	IND India	NLD Netherlands	TWN Taiwan
CCK Cocos (Keeling) Islands	IoT British Indian Ocean Territory	NOR Norway Montenegro	TZA Tanzania United Republic of
CHE Switzerland	IRL Ireland	NPL Nepal	UGA Uganda
CHL Chile	IRN Iran Islamic Republic of	NRU Nauru	UKR Ukraine
CHN China	IRQ Iraq	NZL New Zealand	UMI United States Minor
CIV Cote D'ivoire	ISM Isle of Man	OMN Oman	URY Uruguay
CMR Cameroon	ISL Iceland	PAK Pakistan	USA United States of America
COD Democratic Republic of Congo	ISR Israel	PAN Panama	UZB Uzbekistan
COK Cook Islands	ITA Italy	PCN Pitcairn Islands	VNM Vietnam
COL Colombia	JAM Jamaica	PER Peru	VUT Vanuatu
COM Comoros	JEY Jersey	PHL Philippines	WLF Wallis & Futuna
CPV Cape Verde	JOR Jordan	PLW Palau	WSM Samoa
CRI Costa Rica	JPN Japan	PNG Papua New Guinea	YEM Yemen
CUB Cuba	KAZ Kazakhstan	POL Poland	YMD Yemen Democratic
CYM Cayman Islands	KEN Kenya	PRI Puerto Rico	YUG Yugoslavia Socialist Fed Rep
CYP Cyprus	KGZ Kyrgyzstan	PRK Korea Dem Peoples Republic of	ZAF South Africa
CXR Christmas Island	KHM Cambodia	PRT Portugal	ZAR Zaire
CZE Czech Republic	KIR Kiribati	PRY Paraguay	ZMB Zambia
DEU Germany	KNA St Kitts And Nevis	PSE Palestinian Territory Occupied	ZWE Zimbabwe
DJI Djibouti	KOR Korea Republic of	PYF French Polynesia	
DMA Dominica	KWT Kuwait	QAT Qatar	
DNK Denmark	LAO Laos	REU Reunion	
DOM Dominican Republic	LBN Lebanon		