

Form 604
Corporations Act 2001
Section 671B

Notice of change of interests of substantial holder

To Company Name/Scheme Lithium Power International Limited

ACN/ARSN 607 260 328

1. Details of substantial holder (1)

Name Great Southern Holdings Pty Ltd ATF Great Southern Holding Trust
ACN/ARSN (if applicable) 166 210 868

There was a change in the interests of the substantial holder on

02 / 12 / 2016

The previous notice was given to the company on

22 / 06 / 2016

The previous notice was dated

22 / 06 / 2016

2. Previous and present voting power

The total number of votes attached to all the voting shares in the company or voting interests in the scheme that the substantial holder or an associate (2) had a relevant interest (3) in when last required, and when now required, to give a substantial holding notice to the company or scheme, are as follows:

| Class of securities (4) | Previous notice | | Present notice | |
|-------------------------|-----------------|------------------|----------------|------------------|
| | Person's votes | Voting power (5) | Person's votes | Voting power (5) |
| Ordinary Shares | 16,585,715 | 14.85% | 17,638,347 | 10.74% |

3. Changes in relevant interests

Particulars of each change in, or change in the nature of, a relevant interest of the substantial holder or an associate in voting securities of the company or scheme, since the substantial holder was last required to give a substantial holding notice to the company or scheme are as follows:

| Date of change | Person whose relevant interest changed | Nature of change (6) | Consideration given in relation to change (7) | Class and number of securities affected | Person's votes affected |
|----------------|--|-----------------------|---|---|-------------------------|
| 02/12/16 | Great Southern Holdings Pty Ltd ATF Great Southern Holding Trust | Dilution | Nil | Nil | Reduced by 4.10% |
| 02/12/16 | Diamond Edge Business Opportunities Ltd | Purchase and dilution | \$400,000 | 1,052,632 fully paid ordinary shares acquired | Reduced by 0.01% |
| 02/12/16 | Reccared Fertig | Dilution | Nil | Nil | Reduced by 4.11% |

4. Present relevant interests

Particulars of each relevant interest of the substantial holder in voting securities after the change are as follows:

| Holder of relevant interest | Registered holder of securities | Person entitled to be registered as holder (8) | Nature of relevant interest (6) | Class and number of securities | Person's votes |
|--|--|--|---|---------------------------------------|----------------|
| Great Southern Holdings Pty Ltd ATF Great Southern Holding Trust | Great Southern Holdings Pty Ltd ATF Great Southern Holding Trust | Great Southern Holdings Pty Ltd ATF Great Southern Holding Trust | Relevant interest pursuant to section 608(1) of the Corporations Act - holder of the securities | 14,300,000 fully paid ordinary shares | 8.71% |

| | | | | | |
|---|---|--|---|---------------------------------------|--------|
| Reccared Fertig | Reccared Fertig | Great Southern Holdings Pty Ltd ATF Great Southern Holding Trust and Diamond Edge Business Opportunities Ltd | Relevant interest pursuant to section 608(1) and 608(3) of the Corporations Act - Reccared Fertig has the power to control the exercise of a right to vote attached to the securities held by Great Southern Holdings Pty Ltd and has an association with Diamond Edge Business Opportunities Pty Ltd, and is the sole shareholder of Great Southern Holdings Pty Ltd | 17,638,347 fully paid ordinary shares | 10.74% |
| Diamond Edge Business Opportunities Ltd | Diamond Edge Business Opportunities Ltd | Diamond Edge Business Opportunities Ltd | Relevant interest pursuant to section 608(1) of the Corporations Act - holder of the securities | 3,338,347 fully paid ordinary shares | 2.03% |

5. Changes in association

The persons who have become associates (2) of, ceased to be associates of, or have changed the nature of their association (9) with, the substantial holder in relation to voting interests in the company or scheme are as follows:

| Name and ACN/ARSN (if applicable) | Nature of association |
|-----------------------------------|-----------------------|
| N/A | N/A |

6. Addresses

The addresses of persons named in this form are as follows:

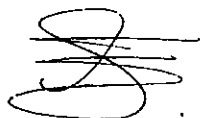
| Name | Address |
|---|--|
| Great Southern Holdings Pty Ltd ATF Great Southern Holding Trust | Suite 1, Level 1, 97 Grafton Street, Bondi Junction NSW 2022 |
| Reccared Fertig | 7 Laura Street, Seaforth NSW 2092 |
| Diamond Edge Business Opportunities Ltd | 1 Castle Street, Castletown, Isle of Man, British Isles |

Signature

print name Reccared Fertig

capacity Director

sign here



date 7/12/2016