



Share Purchase Plan

Closing time and date:
5pm (AEST) 22 September 2020

Letter from the Chairman

4 September 2020

Dear Shareholder

On behalf of Orocobre Limited (ASX: ORE) (**Orocobre** or **Company**), I am pleased to invite you to participate in a Share Purchase Plan offer (**SPP** or **Offer**) that gives you the opportunity to subscribe for up to A\$30,000 worth of new fully paid ordinary shares issued by the Company (**New Shares**) at an issue price equivalent to the lower of:

- A\$2.52 per New Share, being the issue price of the recently completed fully underwritten placement of Shares to institutional and sophisticated shareholders which raised A\$126 million (**Placement**);
- a 2% discount to the VWAP of Shares traded on ASX over the 5 trading days up to, and including, the Closing Date; and
- a 2% discount to the VWAP of Shares traded on ASX on the Closing Date.

(Issue Price).

On 28 August 2020, the Company announced a capital raising of up to approximately A\$156 million by way of:

- the Placement; and
- a non-underwritten SPP available to all Eligible Shareholders to raise up to A\$30 million.

If the SPP is conducted at A\$2.52 per New Share, being the same issue price as the Placement, the Issue Price will represent a 13.1% discount to the closing price of Shares on 27 August 2020 (being the day prior to announcement of the Placement and SPP), of A\$2.90.

Funds raised under the SPP, together with the funds raised under the Placement, will be used to deliver a balance sheet which can provide sufficient contingencies to fully fund Olaroz Stage 2 and support Olaroz Stage 1 through a range of operating, COVID-19 and pricing environments, as well as capital for future growth initiatives.

The amount to be raised from the SPP is up to A\$30 million. If the Company receives applications in excess of this amount, applications may be accepted or scaled back in accordance with the terms and conditions of the SPP set out in this document, in the Company's discretion.

The SPP will be available to Shareholders who were on Orocobre's share register as at 7:00 pm (AEST) on 27 August 2020 (**Record Date**) and having a registered address in Australia and New Zealand (**Eligible Shareholders**).

There are no transaction costs or brokerage costs to participating Shareholders.

The SPP closes at 5:00 pm (AEST) on 22 September 2020. If you intend to participate, your application and funds must be received by then. The Company reserves the right to close the SPP early or to withdraw the SPP.

This letter and the accompanying material sets out the terms and conditions of the SPP. Additional information about the Company, including all ASX announcements, is available at www.orocobre.com/investor-centre.

If you have any questions about the SPP or on how to complete the enclosed application form, please call the share registry, Computershare, on 1300 850 505 (within Australia) or +61 3 9415 4000 (outside Australia) at any time from 8:30 am to 5:00 pm (AEST) Monday to Friday, or consult your financial or other professional adviser.

On behalf of the Company I look forward to your continued support.

Yours sincerely,



Mr Robert Hubbard
Chairman, Orocobre Limited

Terms and Conditions

Offer Details and Indicative Dates

Issue Price	The lower of: <ul style="list-style-type: none">• A\$2.52 per New Share, the same issue price as the Placement;• a 2% discount to the VWAP of Shares traded on ASX over the 5 trading days up to, and including, the Closing Date; and• a 2% discount to the VWAP of Shares traded on ASX on the Closing Date.
Application amounts	Any amount in multiples of A\$2,500 divisible by the Issue Price between A\$2,500 and A\$30,000.
Record Date	7:00 pm (AEST) on 27 August 2020
Expected despatch of booklet to Eligible Shareholders and opening date of Offer	4 September 2020
Closing Date	5:00 pm (AEST) on 22 September 2020
Allotment Date	1 October 2020
Expected quotation date and trading of New Shares	2 October 2020

Dates are indicative only and subject to change. The Company reserves the right to vary the above dates, subject to the listing rules of the ASX and the *Corporations Act 2001* (Cth) (**Corporations Act**).

How do I Participate?

To participate, you should either:

- return your Application Form, together with a "cheque made payable to "Orocobre Limited" and crossed "Not Negotiable";
- pay the application amount via BPAY, so that payment is received by **5:00 pm (AEST) on 22 September 2020**, or
- apply online at www.orocobrespp.com

BPAY instructions are set out on the Application Form. If you use BPAY, you do not need to return your Application Form. Please make sure you use

the specific Biller Code and unique Reference Number on your personalised Application Form. Your financial institution may implement earlier cut-off times with regard to electronic payment. You should take this into consideration when making payment.

If paying by cheque, use the reply-paid envelope or deliver it to the address set out on the Application Form. Applications received after the Closing Date will not be accepted.

Funds received for applications by cheque or BPAY will be regarded as applications for the maximum number of Shares that those funds will pay for in full. Do not forward cash. Receipts for payment will not be issued.

If you require an Application Form, please call the share registry, Computershare, on 1300 850 505 (within Australia) or +61 3 9415 4000 (outside Australia) at any time from 8:30 am to 5:00 pm (AEST) Monday to Friday.

Applications cannot be withdrawn.

Risks

The Company's market price may vary at any time during the Offer period and Shares may trade at a price that is lower than the Issue Price.

Accordingly, you accept the risk that the market price of Shares may fall below the Issue Price between the date of this Offer and the Allotment Date, in which case you may have been able to buy the Shares on-market at a lower price than the Issue Price.

There are also a number of other risks associated with an investment in Shares under the offer. Further details about these risks and Orocobre generally are included in the 'Key Risks' section of the investor presentation released to ASX on 28 August 2020, which you are encouraged to read.

The Offer is being made in reliance on *ASIC Corporations (Share and Interest Purchase Plans) Instrument 2019/547*. This document is not a prospectus and therefore does not contain all of the information that is usually prescribed by the Corporations Act in a prospectus. You should consult your professional advisers before deciding whether to participate in the SPP.

By making an application, you represent to the Company the matters set out under the heading 'Your Representations' in this document and in the Application Form.

Do I Have to Participate?

No, participation is optional.

Is the SPP Underwritten?

No, the SPP is not underwritten.

How Many Shares can I Apply for?

Eligible Shareholders will receive the number of Shares equal to the application amount (subject to any scale-back) divided by the Issue Price.

Fractions will be rounded down, and the difference (being any amount less than the Issue Price) may be retained by the Company. For example, assuming the Issue Price is A\$2.52 per New Share:

Application Amount (A\$)	Shares issued (subject to scale-back)
2,500	992
5,000	1,984
7,500	2,976
10,000	3,968
12,500	4,960
15,000	5,952
17,500	6,944
20,000	7,936
22,500	8,928
25,000	9,920
27,500	10,912
30,000	11,904

Eligibility to Participate

Participation is open to Shareholders of the Company who, as at 7:00 pm (AEST) on 27 August 2020 (**Record Date**), were shareholders with a registered address in Australia and New Zealand (**Eligible Shareholders**).

Eligible Shareholders may not acquire Shares under the SPP (or another Share purchase plan conducted by the Company) to a value exceeding A\$30,000 in any 12 month period.

Maximum subscription

The maximum amount you can apply for is A\$30,000 worth of Shares.

Multiple holdings

If you are the only registered holder of Shares, but you receive more than one offer under the SPP (for example, due to multiple registered holdings), you may only apply in aggregate for a maximum of A\$30,000 worth of Shares.

Joint holders

If you are a joint holder of Shares, that joint holding is considered to be a single registered holding for the purpose of the SPP, and you are entitled to participate in the SPP in respect of that single holding only. If you are a joint holder and you receive more than one offer under the SPP, you may only apply in aggregate for a maximum of A\$30,000 worth of Shares.

Trustee or nominee

If you are expressly noted on the Company's share register as a trustee or nominee for a named beneficiary, you may only apply for one maximum parcel of Shares for each named beneficiary. If the Company's share registry does not record a named beneficiary in respect of your trustee or nominee holding, the rules for multiple holdings apply.

Custodians

If you are a custodian within the definition of 'custodian' in *ASIC Corporations (Share and Interest Purchase Plans) Instrument 2019/547 (Custodian)* and hold Shares on behalf of one or more persons (each a **Participating Beneficiary**), or on behalf of another Custodian of Shares, you may apply for up to a maximum of A\$30,000 worth of Shares for each Participating Beneficiary, subject to providing the Company with a 'custodian certificate' in addition to the Application Form, which certifies matters required by *ASIC Corporations (Share and Interest Purchase Plans) Instrument 2019/547*. Please contact the share registry, Computershare, on 1300 850 505 (within Australia) or +61 3 9415 4000 (outside Australia) at any time from 8:30 am to 5:00 pm (AEST) Monday to Friday to obtain the custodian certificate.

Directors

Directors of the Company (and any entities controlled by the Company) who are Eligible Shareholders may participate in the SPP.

Can I Transfer my Entitlements?

The Offer is non-renounceable, which means that you cannot transfer your right to purchase Shares under the SPP to anyone else.

Scale-back

The amount raised under the SPP will be up to A\$30 million. If applications from Eligible Shareholders in aggregate exceed this limit or any lower limit determined by the Company, the Company may accept such applications or scale-back applications, in its discretion. Any scale back arrangements will be made on a pro rata basis having regard to the shareholding of Eligible Shareholders as at the Record Date and compliance with regulatory requirements. The Company may also scale-back applications to prevent Shareholders from splitting holdings to obtain a larger offer under the SPP.

In any scale-back, the difference between the value of the Shares allotted at the Issue Price and the application amount paid to the Company will be refunded to you as soon as practicable following the Allotment Date. Any scale-back will be announced on the Allotment Date. No interest will be paid on any application amount received or refunded.

ASX Quotation

Following the issue and allotment of Shares under the SPP, the Company will apply to ASX for quotation of the Shares and send holding statements/confirmation advices to Eligible Shareholders' registered address.

Other Information

Shares issued under the SPP will rank equally in all respects with existing fully paid Shares.

Brokerage

Eligible Shareholders may subscribe without incurring brokerage costs, commission or other transaction costs.

The Company's Rights

The Company may reject any application for Shares under the SPP, which it believes does not comply with the terms and conditions of this document, including where it appears that you are not an Eligible Shareholder, if a cheque is returned unpaid, an Application Form has not been properly completed, or where there are grounds for believing that the applicant is not acting in good faith. The Company may modify, suspend or cancel the SPP at any time. If the Company does this, it will notify the ASX. If the SPP is cancelled all application money will be refunded to Shareholders without interest.

The Company may settle, in any manner it deems fit, any anomalies or disputes in connection with the SPP and such decision shall be conclusive and binding on all applicants. The Company reserves the right to waive strict compliance with the terms and conditions in this document.

Your Representations

By completing and returning the Application Form or by making a BPAY payment:

- you represent and warrant to the Company that you are:
 - an Eligible Shareholder;
 - eligible under all applicable securities laws to receive an offer under the SPP;
 - you are not a US Person (as defined in Regulation S of the US Securities Act), and you are not applying under the Offer for, or on behalf of, a US Person;
- you acknowledge that the Shares to be issued under the SPP have not been and will not be registered under the US Securities Act or the securities laws of any jurisdiction and may not be offered, sold, transferred or disposed of except in accordance with an available exemption from, or in a transaction not subject to, the registration requirements of the US Securities Act and other applicable securities laws;
- you authorise the Company (and its officers and agents) to correct any error in, or omission from, your Application Form and to complete an incomplete Application Form;
- you accept the risks associated with any refund that may be sent to your address or to your nominated bank account as shown on the Company's share register;
- you certify the total application amount does not exceed A\$30,000;
- you acknowledge that the Company may at any time determine that your Application Form is valid, even if the Application Form is invalid;
- acknowledge that the market price of Shares may rise or fall between the date of this offer and the Allotment Date and that the Issue Price may exceed the market price of Shares on the Allotment Date;
- you irrevocably and unconditionally agree to be bound by the terms and conditions in this document and the constitution of the Company; and
- you acknowledge that the Company is not liable for any exercise of its discretions set out in this document.

Foreign Selling Restrictions

New Zealand

The Shares under the Offer are not being offered or sold to the public within New Zealand other than to existing Shareholders of the Company with registered addresses in New Zealand to whom the Offer is being made in reliance on the Financial Markets Conduct Act 2013 and the Financial Markets Conduct (Incidental Offers) Exemption Notice 2016.

This document has not been registered, filed with or approved by any New Zealand regulatory authority. This document is not a product disclosure statement under New Zealand law and is not required to, and may not, contain all the information that a product disclosure statement under New Zealand law is required to contain.

Privacy

By submitting an Application Form, you will be providing personal information to the Company (directly or through its share registry). The Company collects, holds and will use that information to assess your application. The Company collects your personal information to process and administer your shareholding in the Company and to provide related services to you. The Company may disclose your personal information for purposes related to your shareholding in the Company, including to its share registry, the Company's related bodies corporate, agents, contractors and third party service providers, including mailing houses and professional advisers, and to ASX and regulatory bodies. You can obtain access to personal information that the Company holds about you. To make a request for access to your personal information held by (or on behalf of) the Company, please contact the Company through its share registry.

Other Important Information

This document is not an offer of securities in any place outside Australia and does not take into account your individual investment objectives, financial situation or particular needs. The Company encourages you to obtain independent financial and taxation advice before making an investment decision.

The Shares have not been, and will not be, registered under the US Securities Act, the securities laws of any state or other jurisdictions in the US or in any other jurisdiction outside Australia and, accordingly, the Shares issued under the SPP may not be offered, sold or otherwise transferred except in accordance with an available exemption from, or in a transaction not subject to, the registration requirements of the US Securities Act or any other applicable securities laws.

Governing Law

The SPP and the contracts formed on acceptance of the Application Forms are governed by the law applicable in Queensland. Each applicant submits to the exclusive jurisdiction of the Queensland courts and courts competent to hear appeals from those courts.

No Representations

No person is authorised to give any information, or to make any representation, in connection with the SPP which is not contained in this document. Any information or representation in connection with the SPP not contained in this document may not be relied upon as having been authorised by the Company or any of its officers. Except as required by law, and only to the extent so required, neither the Company, nor any other person, warrants or guarantees the future performance of the Company or any return on any investment made pursuant to this document.

Glossary

Unless the context requires otherwise, capitalised terms used in this document have the meanings given below:

Allotment Date means 1 October 2020.

Application Form means the application form attached to or accompanying this document.

ASX means ASX Limited (ABN 98 008 624 691) or the securities exchange operated by it, as the context requires.

Closing Date means 5:00 pm (AEST) on 22 September 2020.

Company or **Orocobre** means Orocobre Limited ACN 112 589 910.

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

Custodian has the meaning given in *ASIC Corporations (Share and Interest Purchase Plans) Instrument 2019/547*.

Eligible Shareholders means Shareholders who had a registered address in Australia and New Zealand as recorded on the Company's share register on the Record Date.

Issue Price means the issue price per New Share under the Offer, being the lower of:

- A. A\$2.52 per New Share;
- B. a 2% discount to the VWAP of Shares traded on ASX over the 5 trading days up to, and including, the Closing Date; and
- C. a 2% discount to the VWAP of Shares traded on ASX on the Closing Date.

New Shares means the new Shares to be issued under the SPP.

Record Date means 7:00 pm (AEST) on 27 August 2020.

Shareholder means a person who holds one or more Shares.

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

SPP or **Offer** means the offer of New Shares at the Issue Price to raise up to A\$30 million (capped at A\$30,000 per Eligible Shareholder), in accordance with the terms and conditions in this document.

US Securities Act means the U.S. Securities Act of 1933.

VWAP means volume weighted average price.

