

Form 603

Corporations Act 2001
Section 671B

Notice of initial substantial holder

To Company Name/Scheme Kali Metals Limited

ACN/ARSN ACN 653 279 371

1. Details of substantial holder (1)

Name Karora Resources Pty Ltd (**Karora**) and Karora Resources Inc (**Karora Controller**)

ACN/ARSN (if applicable) ACN 633 381 218

The holder became a substantial holder on 29/12/2023

2. Details of 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 on the date the substantial holder became a substantial holder are as follows:

Class of securities (4)	Number of securities	Person's votes	Voting power (6)
Fully paid ordinary shares	31,863,345	31,863,345	22.10%

3. Details of relevant interests

The nature of the relevant interests the substantial holder or an associate had in the following voting securities on the date the substantial holder became a substantial holder are as follows:

Holder of relevant interest	Nature of relevant interest (7)	Class and number of securities
Karora	Holder of the securities (s608(1)(a) of the Corporations Act 2001 (Cth) (Act)).	31,863,345 ORD
Karora Controller	Relevant interest in the securities in which Karora has a relevant interest as a result of controlling Karora (s608(3) of the Act).	

4. Details of present registered holders

The persons registered as holders of the securities referred to in paragraph 3 above are as follows:

Holder of relevant interest	Registered holder of securities	Person entitled to be registered as holder (8)	Class and number of securities
Karora	Karora	Karora	31,863,345 ORD
Karora Controller	Karora	Karora	31,863,345 ORD

5. Consideration

The consideration paid for each relevant interest referred to in paragraph 3 above, and acquired in the four months prior to the day that the substantial holder became a substantial holder is as follows:

Holder of relevant interest	Date of acquisition	Consideration (9)		Class and number of securities
		Cash	Non-Cash	
Karora	29/12/2023	N/A	All of the shares in Karora (Lithium) Pty Ltd (ACN 671 946 713)	30,797,000 ORD
	29/12/2023	A\$0.25 per share	N/A	66,345 ORD
	22/12/2023	A\$0.05 per share	N/A	1,000,000 ORD

6. Associates

The reasons the persons named in paragraph 3 above are associates of the substantial holder are as follows:

Name and ACN/ARSN (if applicable)	Nature of association
Karora Australia Pty Ltd ACN 651 151 772 Karora (Lakewood) Pty Ltd ACN 659 952 066 Karora (Beta Hunt) Pty Ltd ACN 162 824 473 Hill 51 Pty Ltd ACN 147 473 970 Avoca Resources Pty Ltd ACN 097 083 282 Corona Minerals Pty Ltd ACN 105 161 644 Karora (Higginsville) Pty Ltd ACN 108 547 217 Polar Metals Pty Ltd ACN 149 543 448	Controlled by Karora and Karora Controller (s12(2)(a)(i) of the Act).
VMS Ventures Inc Red Hill Gold USA Corp 2565717 Ontario Inc	Controlled by Karora Controller (s12(2)(a)(i) of the Act) and under common control with Karora by Karora Controller (s12(2)(a)(iii) of the Act).

7. Addresses

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

Name	Address
Karora Karora Australia Pty Ltd Karora (Lakewood) Pty Ltd Karora (Beta Hunt) Pty Ltd Hill 51 Pty Ltd Avoca Resources Pty Ltd Corona Minerals Pty Ltd Karora (Higginsville) Pty Ltd Polar Metals Pty Ltd	Ground Floor, 15-17 Altona Street, West Perth Western Australia 6005
Karora Controller VMS Ventures Inc Red Hill Gold USA Corp 2565717 Ontario Inc	141 Adelaide Street West, Suite 1608, Toronto, ON, Canada M5H 3L5

Signature

print name Laura Noonan-Crowe capacity Secretary

sign here  date 7 January 2024

DIRECTIONS

- (1) If there are a number of substantial holders with similar or related relevant interests (eg. a corporation and its related corporations, or the manager and trustee of an equity trust), the names could be included in an annexure to the form. If the relevant interests of a group of persons are essentially similar, they may be referred to throughout the form as a specifically named group if the membership of each group, with the names and addresses of members is clearly set out in paragraph 7 of the form.
 - (2) See the definition of “associate” in section 9 of the Corporations Act 2001.
 - (3) See the definition of “relevant interest” in sections 608 and 671B(7) of the Corporations Act 2001.
 - (4) The voting shares of a company constitute one class unless divided into separate classes.
 - (5) The total number of votes attached to all the voting shares in the company or voting interests in the scheme (if any) that the person or an associate has a relevant interest in.
 - (6) The person’s votes divided by the total votes in the body corporate or scheme multiplied by 100.
 - (7) Include details of:
 - (a) any relevant agreement or other circumstances by which the relevant interest was acquired. If subsection 671B(4) applies, a copy of any document setting out the terms of any relevant agreement, and a statement by the person giving full and accurate details of any contract, scheme or arrangement, must accompany this form, together with a written statement certifying this contract, scheme or arrangement; and
 - (b) any qualification of the power of a person to exercise, control the exercise of, or influence the exercise of, the voting powers or disposal of the securities to which the relevant interest relates (indicating clearly the particular securities to which the qualification applies).
- See the definition of “relevant agreement” in section 9 of the Corporations Act 2001.
- (8) If the substantial holder is unable to determine the identity of the person (eg. if the relevant interest arises because of an option) write “unknown”.
 - (9) Details of the consideration must include any and all benefits, money and other, that any person from whom a relevant interest was acquired has, or may, become entitled to receive in relation to that acquisition. Details must be included even if the benefit is conditional on the happening or not of a contingency. Details must be included of any benefit paid on behalf of the substantial holder or its associate in relation to the acquisitions, even if they are not paid directly to the person from whom the relevant interest was acquired.