



**LOYAL LITHIUM LIMITED**  
**(ACN 644 564 241)**

## **ADDENDUM TO THE NOTICE OF EXTRAORDINARY GENERAL MEETING, EXPLANATORY STATEMENT AND PROXY FORM**

Dear Shareholder

Loyal Lithium Limited (ASX: LLI) (**Company**) gives notice to Shareholders that in relation to the Notice of Extraordinary General Meeting dated 14 November 2022 (**Notice**) in respect of the Company's Extraordinary General Meeting of members to be held at 9:00am (AWST) on Monday, 12 December 2022 via a virtual meeting (**EGM**), the Company wishes to advise that it has amended the Notice in relation to Resolutions 3 and 5 in the manner set out below.

### **1. RESOLUTION 3**

#### **Amendment to Explanatory Statement - Resolution 3**

The Company amends the Explanatory Statement with respect to Resolution 3 (Approval to Issue Broker Options to Canaccord Genuity (Australia) Limited) to reflect the fact that the exercise price of the Broker Options is \$0.60 per Option, as announced by the Company in its *Appendix 3B – Proposed issue of securities* announced on 23 October 2022, instead of \$0.20 as described in the Notice.

Accordingly, any reference in the Explanatory Statement, including at clause (b) of Schedule 1, to the exercise price of the Broker Options being \$0.20 should be replaced with \$0.60.

Otherwise, the terms of the Broker Options remain unchanged and Resolution 3 remains unchanged.

### **2. RESOLUTION 5**

#### **Amendment to Special Business - Resolution 5**

The Company amends Resolution 5 (Approval to Issue Shares to Martin Dallaire) to reflect the fact that the 200,000 Shares proposed to be issued under Resolution 5 are to be issued to Noranda Royalties Inc not Martin Dallaire.

Accordingly, in the Special Business section of the Notice the amended Resolution 5 should read:

#### **“RESOLUTION 5 – APPROVAL TO ISSUE SHARES TO NORANDA ROYALTIES INC**

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

*“That for the purpose of Listing Rule 7.1 and for all other purposes, Shareholders approve the issue under Listing Rule 7.1 of 200,000 Shares in the Company to Noranda Royalties Inc., for the purpose and on the terms set out in the Explanatory Statement accompanying this Notice of Extraordinary General Meeting.”*

**Voting Exclusion:** The Company will disregard any votes cast in favour of this Resolution by or on behalf of Noranda Royalties Inc, or any person who will obtain a material benefit as a result of, the proposed issue (except a benefit solely by reason of being a holder of ordinary securities in the entity) or any Associate of those persons. However, this does not apply to a vote cast in favour of this Resolution 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 Chair acting as proxy or attorney for a person who is entitled to vote on the Resolution, in accordance with a direction given to the Chair to vote on the Resolution 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 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 directions given by the beneficiary to the holder to vote in that way.

### **Amendment to Explanatory Statement - Resolution 5**

As a result of the amendment to Resolution 5, the Explanatory Statement is amended as follows:

- (a) All references to "Martin Dallaire" in section 6 and Schedule 4 are replaced with "Noranda Royalties Inc.";
- (b) The references in section 6.2(a) to "Martin Dallaire" are replaced with "Noranda Royalties Inc." and the Company confirms that Noranda Royalties Inc. is not a Material Investor (as defined in the Notice) in the Company; and
- (c) The reference to "Martin Dallaire" in the definition of "Term Sheet" in the Glossary (page 19) is replaced with "Noranda Royalties Inc".

### **3. FURTHER INFORMATION**

The location, time and date of the EGM remains unchanged. If you wish to virtually attend the EGM, please pre-register in advance for the virtual meeting here:

[https://us02web.zoom.us/webinar/register/WN\\_zzhTSXXBSbCK3W-4E1BV8Q](https://us02web.zoom.us/webinar/register/WN_zzhTSXXBSbCK3W-4E1BV8Q)

After registering, you will receive a confirmation containing information on how to attend the virtual meeting on the day of the EGM.

The Company respects the rights of shareholders to participate in the EGM and understands the importance of the meeting to shareholders. The Company is continuing to monitor the impact of the COVID-19 virus in Western Australia and, having considered the current circumstances, the directors of the Company have made the decision that a virtual meeting, rather than a physical meeting will be held.

In accordance with the *Corporations Act 2001 (Cth)*, the Company will not be sending hard copies of the Notice to shareholders unless a shareholder requests a hard copy.

All resolutions will be decided on a poll. The poll will be conducted based on votes submitted by proxy and at the meeting by shareholders who can vote in accordance with the instructions set out below.

A replacement Proxy Form (**Replacement Proxy Form**) is attached to this addendum, which replaces the Proxy Form that was attached to the Notice (**Original Proxy Form**). Shareholders are advised to follow the below instructions if you have already submitted a proxy vote:

1. if you wish to change your vote on Resolutions 3 and 5, you can submit your proxy either using the Replacement Proxy Form or online.
2. if you do not wish to change your vote on Resolutions 3 and 5, you do not need to take any action. The Original Proxy Form that you have already returned will remain valid for Resolutions 3 and 5 (unless you issue a Replacement Proxy Form).

Other than the above, the information about the Original Proxy Form will apply to the Replacement Proxy Form.

Replacement Proxy Forms must be received by 9.00am (AWST) on Sunday, 10 December 2022, being not later than 48 hours before the commencement of the meeting. Proxy votes may also be lodged online by using the link below:

<https://investor.automic.com.au/#/loginsah>

(Login and click on '**Meetings**'. Use the Holder Number shown at the top of your Proxy Form.)

Other than the above, the information about Original Proxy Forms in the Notice will apply to the Replacement Proxy Forms.

Shareholders will be able to vote and ask questions at the virtual meeting. Shareholders are also encouraged to submit questions in advance of the meeting to the Company. Questions must be submitted in writing to [ipamensky@loyallithium.com](mailto:ipamensky@loyallithium.com) at least 48 hours before the AGM.

If you have any difficulties obtaining a copy of the Notice please contact the Company's share registry, Automic Group Pty Ltd on 1300 288 664 (within Australia) or +61 2 9698 5414 (Overseas).

Yours sincerely

A handwritten signature in blue ink, appearing to read 'Ian Pamensky', with a stylized flourish at the end.

**Ian Pamensky – Company Secretary**  
**16 November 2022**

# Proxy Voting Form

If you are attending the virtual Meeting  
please retain this Proxy Voting Form  
for online Securityholder registration.

[EntityRegistrationDetailsLine1Envelope]  
[EntityRegistrationDetailsLine2Envelope]  
[EntityRegistrationDetailsLine3Envelope]  
[EntityRegistrationDetailsLine4Envelope]  
[EntityRegistrationDetailsLine5Envelope]  
[EntityRegistrationDetailsLine6Envelope]

## [HolderNumber]

Holder Number:  
[HolderNumber]

Your proxy voting instruction must be received by **9.00am (AWST) on Saturday, 10 December 2022**, being **not later than 48 hours** before the commencement of the Meeting. Any Proxy Voting instructions received after that time will not be valid for the scheduled Meeting.

### SUBMIT YOUR PROXY

Complete the form overleaf in accordance with the instructions set out below.

#### YOUR NAME AND ADDRESS

The name and address shown above is as it appears on the Company's share register. If this information is incorrect, and you have an Issuer Sponsored holding, you can update your address through the investor portal: <https://investor.automic.com.au/#/home> Shareholders sponsored by a broker should advise their broker of any changes.

#### STEP 1 – APPOINT A PROXY

If you wish to appoint someone other than the Chair of the Meeting as your proxy, please write the name of that Individual or body corporate. A proxy need not be a Shareholder of the Company. Otherwise if you leave this box blank, the Chair of the Meeting will be appointed as your proxy by default.

#### DEFAULT TO THE CHAIR OF THE MEETING

Any directed proxies that are not voted on a poll at the Meeting will default to the Chair of the Meeting, who is required to vote these proxies as directed. Any undirected proxies that default to the Chair of the Meeting will be voted according to the instructions set out in this Proxy Voting Form, including where the Resolutions are connected directly or indirectly with the remuneration of KMP.

#### STEP 2 - VOTES ON ITEMS OF BUSINESS

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

#### APPOINTMENT OF SECOND PROXY

You may appoint up to two proxies. If you appoint two proxies, you should complete two separate Proxy Voting Forms and specify the percentage or number each proxy may exercise. If you do not specify a percentage or number, each proxy may exercise half the votes. You must return both Proxy Voting Forms together. If you require an additional Proxy Voting Form, contact Automic Registry Services.

#### SIGNING INSTRUCTIONS

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

**Joint holding:** Where the holding is in more than one name, all Shareholders should sign.

**Power of attorney:** If you have not already lodged the power of attorney with the registry, please attach a certified photocopy of the power of attorney to this Proxy Voting Form when you return it.

**Companies:** To be signed in accordance with your Constitution. Please sign in the appropriate box which indicates the office held by you.

**Email Address:** Please provide your email address in the space provided.

**By providing your email address, you elect to receive all communications despatched by the Company electronically (where legally permissible) such as a Notice of Meeting, Proxy Voting Form and Annual Report via email.**

#### CORPORATE REPRESENTATIVES

If a representative of the corporation is to attend the Meeting the appropriate 'Appointment of Corporate Representative' should be produced prior to admission. A form may be obtained from the Company's share registry online at <https://automic.com.au>.

#### Lodging your Proxy Voting Form:

##### Online:

Use your computer or smartphone to appoint a proxy at

<https://investor.automic.com.au/#/login>

or scan the QR code below using your smartphone

**Login & Click on 'Meetings'. Use the Holder Number as shown at the top of this Proxy Voting Form.**



##### BY MAIL:

Automic  
GPO Box 5193  
Sydney NSW 2001

##### IN PERSON:

Automic  
Level 5, 126 Phillip Street  
Sydney NSW 2000

##### BY EMAIL:

[meetings@automicgroup.com.au](mailto:meetings@automicgroup.com.au)

##### BY FACSIMILE:

+61 2 8583 3040

**All enquiries to Automic:**

**WEBSITE:** <https://automicgroup.com.au/>

**PHONE:** 1300 288 664 (Within Australia)  
+61 2 9698 5414 (Overseas)

