
FIRST LITHIUM LIMITED
ACN 009 081 770
NOTICE OF GENERAL MEETING

Notice is given that the Meeting will be held at:

TIME: 10:00AM (WST)

DATE: Tuesday, 1 October 2024

PLACE: Mining Corporate Boardroom, Level 8, 216 St Georges Terrace Perth WA 6000

The business of the Meeting affects your shareholding and your vote is important.

This Notice of Meeting should be read in its entirety. If Shareholders are in doubt as to how they should vote, they should seek advice from their professional advisers prior to voting.

The Directors have determined pursuant to Regulation 7.11.37 of the Corporations Regulations 2001 (Cth) that the persons eligible to vote at the Meeting are those who are registered Shareholders at 10:00am (WST) on 29 September 2024.

BUSINESS OF THE MEETING

AGENDA

1. RESOLUTION 1 – ISSUE OF NEW OPTIONS

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 7.1 and for all other purposes, approval is given for the Company to issue 7,500,000 New Options on the terms and conditions set out in the Explanatory Statement."

A voting exclusion statement applies to this Resolution. Please see below.

2. RESOLUTION 2 – RATIFICATION OF PRIOR ISSUE OF BROKER OPTIONS

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 5,800,000 Options on the terms and conditions set out in the Explanatory Statement."

A voting exclusion statement applies to this Resolution. Please see below

3. RESOLUTION 3 – ISSUE OF OPTIONS TO SUBSTANTIAL (10%+) HOLDER WITH BOARD REPRESENTATION - INTERMIN MINES CORPORATION

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 10.11 and for all other purposes, approval is given for the Company to issue 2,000,000 Options to Intermin Mines Corporation (or its nominee) on the terms and conditions set out in the Explanatory Statement."

A voting exclusion statement applies to this Resolution. Please see below.

4. RESOLUTION 4 – APPROVAL TO ISSUE PERFORMANCE OPTIONS

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 7.1 and for all other purposes, approval is given for the Company to issue up to 8,000,000 Performance Options on the terms and conditions set out in the Explanatory Statement."

A voting exclusion statement applies to this Resolution. Please see below.

Voting Exclusion Statements

In accordance with Listing Rule 14.11, the Company will disregard any votes cast in favour of the resolution set out below by or on behalf of the following persons:

Resolution 1 – Issue of New Options	A person who is expected to participate in, or 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 Company) or an associate of that person (or those persons).
Resolution 2 - Ratification of prior issue of Broker Options	A person who participated in the issue or is a counterparty to the agreement being approved (namely CPS Capital) or an associate of that person or those persons.
Resolution 3 – Issue of Options to Substantial (10%+) Holder with Board Representation	Intermin Mines Corporation (or their nominee) and any other person who will obtain a material benefit as a result of the issue of the securities (except a benefit solely by reason of being a holder of ordinary securities in the Company) or an associate of that person or those persons.
Resolution 4 - Approval to issue Options	A person who is expected to participate in, or 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 Company) (namely Stratmin Private Limited) or an associate of that person (or those persons).

However, this does not apply to a vote cast in favour of the Resolution by:

- (a) a person as a 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 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.

Voting by proxy

To vote by proxy, please complete and sign the enclosed Proxy Form and return by the time and in accordance with the instructions set out on the Proxy Form.

In accordance with section 249L of the Corporations Act, Shareholders are advised that:

- each Shareholder has a right to appoint a proxy;
- the proxy need not be a Shareholder of the Company; and
- a Shareholder who is entitled to cast two (2) or more votes may appoint two (2) proxies and may specify the proportion or number of votes each proxy is appointed to exercise. If the member appoints two (2) proxies and the appointment does not specify the proportion or number of the member's votes, then in accordance with section 249X(3) of the Corporations Act, each proxy may exercise one-half of the votes.

Shareholders and their proxies should be aware that:

- if proxy holders vote, they must cast all directed proxies as directed; and
- any directed proxies which are not voted will automatically default to the Chair, who must vote the proxies as directed.

Voting in person

To vote in person, attend the Meeting at the time, date and place set out above.

Should you wish to discuss the matters in this Notice of Meeting please do not hesitate to contact the Company Secretary on +61 8 9481 0389.

EXPLANATORY STATEMENT

This Explanatory Statement has been prepared to provide information which the Directors believe to be material to Shareholders in deciding whether or not to pass the Resolutions.

1. BACKGROUND TO RESOLUTIONS 1-2

1.1 Issue of New Options

The FL1OB class of quoted Options (**FL1OB Options**) and the FL1AL class of unquoted Options (**FL1AL Options**) expired on 8 July 2024 (**Expiry Date**).

Subject to Shareholder approval, the Company is proposing to issue up to 7,500,000 Options exercisable at \$0.30 expiring on or before 28 September 2025 (**New Options**) to all Australian and New Zealand resident holders of the FL1OB Options and FL1AL Options on the basis of one (1) New Option for every one (1) FL1OB Option and one (1) New Option for every one (1) FL1AL Option held on the Expiry Date (**Eligible Participants**) at an issue price of \$0.005 (**Options Offer**).

The Company anticipates lodging a prospectus with ASIC in relation to the Option Issue shortly after the date of the Meeting (**Option Issue Prospectus**).

The number of New Options to be offered includes an aggregate of 7,500,000 New Options to be issued to Eligible Participants (or their nominees) for which Shareholder approval is separately sought under ASX Listing Rule 7.1 pursuant to Resolution 1.

The purpose of the issue of the New Options is to enable the holders of the FL1OB Options and FL1AL Options to continue to participate in the ongoing development of the Company.

The Option Issue is to be underwritten by CPS Capital Group (ACN 088 055 636) (**CPS Capital** or **Underwriter**).

1.2 Underwriting Agreement

The Company has entered into an underwriting agreement with CPS Capital pursuant to which CPS has agreed to underwrite the take-up of the underwritten options of up to \$37,500 on any shortfall of the take-up of the Priority Option Offer (**Underwriting Agreement**).

Pursuant to the Underwriting Agreement, the Company has agreed to pay CPS an underwriting fee of 6% (plus any applicable GST) of the underwritten amount as consideration for the underwriting services.

The Underwriting Agreement otherwise contains terms and conditions considered standard for an agreement of its nature including warranties and indemnities in favour of CPS.

1.3 Entitlement Offer

The Company undertook a pro-rata non-renounceable entitlement issue of one (1) new Share for every seven (7) Shares held by eligible shareholders, at an issue price of \$0.225 per Share, to raise up to approximately \$3,184,446 together with one (1) free attaching new Option for every two (2) Shares subscribed for and issued (**Entitlement Offer**).

1.4 Lead Manager

The Company entered into a Lead Manager Mandate with CPS Capital, pursuant to which CPS Capital was engaged by the Company to act as lead manager to the Entitlement Offer (**Lead Manager Mandate**). As part consideration for the services provided by CPS Capital, the Company agreed to issue 7,800,000 Options at a deemed issue price of \$0.00001 per Option (**Broker Options**) to CPS Capital (or its nominee/s), ratification of the issue of 5,800,000 is sought under Resolution 2. CPS Capital nominated the Company's largest shareholder, Intermin Mines Corporation, to receive the remaining 2,000,000 Broker Options, approval for which is sought under Resolution 3. The material terms of the Lead Manager Mandate are set out below:

Fees	The Company agreed to pay the following fees to CPS Capital: (a) a management fee of 6% of the gross proceeds raised under the Entitlement Offer; (b) a fee of 4% of the gross proceeds raised under any shortfall offer; (c) 7,800,000 Broker Options at an issue price at \$0.00001 per Broker Option; and (d) a one-off fee of \$20,000 on completion of the Entitlement Offer.
Termination	The Lead Manager may terminate the Lead Manager Mandate: (a) by fourteen days' notice in writing if (i) The Company commits or allows to be committed a material breach of any of the terms of the Lead Manager Mandate; or (ii) If any warranty or representation given or made by the Company is not complied with or proves to be untrue in any respect; or (b) Immediately by notice in writing to that effect if: (i) The Company becomes insolvent, amongst other things; or (ii) If a court makes an administration order against the Company with respect to its debts of or a scheme of arrangement. (c) the lead manager mandate may be terminated by the Company by seven (7) days written notice.
Right of First Refusal	24 Months.

Other than as noted above, the Lead Manager Mandate contains terms which are standard for an agreement of this type.

1.5 Use of funds

The funds raised under the Entitlement Offer will be used by the Company towards the Blakala & Faraba Lithium Projects, resource definition, and for general working capital requirements of the Company.

2. RESOLUTION 1 – ISSUE OF NEW OPTIONS

2.1 General

Resolution 1 seeks Shareholder approval pursuant to Listing Rule 7.1 to issue 7,500,000 New Options to Eligible Participants in the Options Issue.

2.2 Listing Rule 7.1

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 12 month period.

Under Listing Rule 7.1A, an eligible entity can seek approval from its members, by way of a special resolution passed at its annual general meeting, to increase this 15% limit by an extra 10% to 25%.

The Company obtained approval to increase its limit to 25% at the annual general meeting held on 28 November 2023.

The proposed issue of the New Options falls within exception 17 of Listing Rule 7.2. It therefore requires the approval of Shareholders under Listing Rule 7.1.

2.3 Technical information required by Listing Rule 14.1A

If Resolution 1 is passed, the Company will be able to proceed with the issue of the New Options to Eligible Participants in the Options Issue. In addition, the issue of the New Options will be excluded from the calculation of the number of equity securities that the Company can issue without Shareholder approval under Listing Rule 7.1.

If Resolution 1 is not passed, the Company will not be able to proceed with the issue of the New Options to Eligible Participants in the Options Issue and the Company will not proceed with the Option Issue.

2.4 Technical information required by Listing Rule 7.3

Pursuant to and in accordance with Listing Rule 7.3, the following information is provided in relation to Resolution 1:

- (a) the New Options will be issued to Eligible Participants in the Options Issue. Any New Options not subscribed for by Eligible Participants on the record date will be issued to CPS Capital;
- (b) in accordance with paragraph 7.2 of ASX Guidance Note 21, the Company confirms that none of the recipients will be:
 - (i) related parties of the Company, members of the Company's Key Management Personnel, substantial holders of the Company, advisers of the Company or an associate of any of these parties; and
 - (ii) issued more than 1% of the issued capital of the Company;
- (c) the maximum number of New Options to be issued to Eligible Participants and CPS Capital in the Options Issue is 7,500,000 New Options under Resolution 1. The terms and conditions of the New Options are set out in Schedule 1;
- (d) the New Options will be issued no later than 3 months after the date of the Meeting (or such later date to the extent permitted by any ASX waiver or modification of the Listing Rules) and it is intended that issue of the New Options will occur on the same date;
- (e) the Company will receive up to approximately \$37,500 consideration for the issue of the New Options (and will receive further funds on exercise of the New Options);
- (f) the purpose of the issue of the New Options is to enable the holders of FL1OB Options and FL1AL Options to continue to participate in the ongoing development of the Company;
- (g) the New Options are not being issued under an agreement;
- (h) the New Options are not being issued under, or to fund, a reverse takeover; and
- (i) a voting exclusion statement is included in Resolution 1 of the Notice.

3. RESOLUTION 2 – RATIFICATION OF PRIOR ISSUE OF BROKER OPTIONS

3.1 General

On 23 August 2024, the Company issued 5,800,000 Broker Options in consideration for broker services provided by CPS Capital Group Pty Ltd (ACN 088 055 636) (**Unrelated Broker Options**).

The issue of the Unrelated Broker Options did not breach Listing Rule 7.1 at the time of the issue.

3.2 Listing Rule 7.1

As summarised in Section 2.2 above, 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 shares it had on issue at the start of that period.

Under Listing Rule 7.1A, an eligible entity can seek approval from its members, by way of a special resolution passed at its annual general meeting, to increase this 15% limit by an extra 10% to 25%.

The Company obtained approval to increase its limit to 25% at the annual general meeting held on 28 November 2023.

The issue of the Unrelated Broker Options does not fit within any of the exceptions set out in Listing Rule 7.2 and, as it has not yet been approved by Shareholders, it effectively uses up part of 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 date of issue of the Unrelated Broker Options.

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 in the future without having to obtain Shareholder approval for such issues under Listing Rule 7.1. Accordingly, the Company is seeking Shareholder ratification pursuant to Listing Rule 7.4 for the issue of the Unrelated Broker Options.

Resolution 2 seeks Shareholder ratification pursuant to Listing Rule 7.4 for the issue of the Unrelated Broker Options.

3.3 Technical information required by Listing Rule 14.1A

If Resolution 2 is passed, the Unrelated Broker Options will be excluded in calculating the Company's combined 25% limit in Listing Rules 7.1 and 7.1A, effectively increasing the number of equity securities the Company can issue without Shareholder approval over the 12 month period following the date of issue of the Unrelated Broker Options.

If Resolution 2 is not passed, the Unrelated Broker Options will be included in calculating the Company's combined 25% limit in Listing Rules 7.1 and 7.1A, effectively decreasing the number of equity securities that the Company can issue without Shareholder approval over the 12 month period following the date of issue of the Unrelated Broker Options.

3.4 Technical information required by Listing Rule 7.5

Pursuant to and in accordance with Listing Rule 7.5, the following information is provided in relation to Resolution 2:

- (a) the Unrelated Broker Options were issued to nominees of CPS Capital Group Pty Ltd. In accordance with paragraph 7.4 of ASX Guidance Note 21, the Company confirms that none of the recipients were:
 - (i) related parties of the Company, members of the Company's Key Management Personnel, substantial holders of the Company, advisers of the Company or an associate of any of these parties; and
 - (ii) issued more than 1% of the issued capital of the Company;
- (b) 5,800,000 Unrelated Broker Options were issued and the Unrelated Broker Options were issued on the terms and conditions set out in Schedule 1;
- (c) The Unrelated Broker Options were issued on 23 August 2024;
- (d) the Unrelated Broker Options were issued at an issue price of \$0.00001 per Option, in consideration for Lead Manager services provided by CPS Capital; and

- (e) the purpose of the issue of the Unrelated Broker Options was to satisfy the Company's obligations under the Lead Manager Mandate. A summary of the material terms of the Lead Manager Mandate is set out in Section 1.4.

4. RESOLUTION 3 – ISSUE OF OPTIONS TO SUBSTANTIAL (10%+) HOLDER WITH BOARD REPRESENTATION - INTERMIN MINES CORPORATION

4.1 General

As noted at section 1.4 above, CPS Capital nominated Intermin Mines Corporation (or its nominee) (**Substantial Holder**) to receive 2,000,000 Broker Options (**Substantial Holder Options**).

The Substantial Holder currently has a relevant interest in 27.76% of the voting shares in the Company and has nominated Venkatesh Padala as a Director of the Company.

Accordingly, Resolution 3 seeks Shareholder approval for the issue of 2,000,000 Options to Intermin Mines Corporation.

4.2 Listing Rule 10.11

Listing Rule 10.11 provides that unless one of the exceptions in Listing Rule 10.12 applies, a listed company must not issue or agree to issue equity securities to:

- 10.11.1 a related party;
- 10.11.2 a person who is, or was at any time in the 6 months before the issue or agreement, a substantial (30%+) holder in the company;
- 10.11.3 a person who is, or was at any time in the 6 months before the issue or agreement, a substantial (10%+) holder in the company and who has nominated a director to the board of the company pursuant to a relevant agreement which gives them a right or expectation to do so;
- 10.11.4 an associate of a person referred to in Listing Rules 10.11.1 to 10.11.3; or
- 10.11.5 a person whose relationship with the company or a person referred to in Listing Rules 10.11.1 to 10.11.4 is such that, in ASX's opinion, the issue or agreement should be approved by its shareholders,

unless it obtains the approval of its shareholders.

The issue of Substantial Holder Options falls within Listing Rule 10.11.3 and does not fall within any of the exceptions in Listing Rule 10.12. It therefore requires the approval of Shareholders under Listing Rule 10.11.

Resolution 3 seeks the required Shareholder approval for the issue of the Substantial Holder Options under and for the purposes of Listing Rule 10.11.

4.3 Technical Information required by Listing Rule 10.13

Pursuant to and in accordance with Listing Rule 10.13, the following information is provided in relation to Resolution 3:

- (a) the Substantial Holder Options will be issued to Intermin Mines Corporation (or their nominee), who falls within the category set out in Listing Rule 10.11.3 by virtue of Intermin Mines Corporation being an entity who is a substantial (10%+) holder in the Company and who has nominated Venkatesh Padala as a Director pursuant to a relevant agreement which gives Intermin Mines Corporation a right or expectation to do so;
- (b) the maximum number of Substantial Holder Options to be issued is 2,000,000;
- (c) the terms and conditions of the Substantial Holder Options are set out in Schedule 1;
- (d) the Substantial Holder Options will be issued no later than 1 month after the date of the Meeting (or such later date to the extent permitted by any ASX

waiver or modification of the Listing Rules) and it is intended that issue of the Substantial Holder Options will occur on the same date;

- (e) the issue price of the Substantial Holder Options will be nil. The Company will not receive any other consideration in respect of the issue of the Substantial Holder Options (other than in respect of funds received on exercise of the Substantial Holder Options);
- (f) the purpose of the issue of the Substantial Holder Options is to satisfy the Company's obligations under the Lead Manager Mandate;
- (g) the Substantial Holder is not a Director but is an entity connected with Venkatesh Padala, a Director, under Listing Rules 10.11.4 or 10.11.5, however the issue of the Substantial Holder Options to the Substantial Holder is not intended to remunerate or incentivise Venkatesh Padala; and
- (a) the Substantial Holder Options are being issued to Intermin Mines Corporation under the Lead Manager Mandate. A summary of the material terms of the Lead Manager Mandate is set out in Section 1.4.

5. RESOLUTION 4 – APPROVAL TO ISSUE PERFORMANCE OPTIONS

5.1 General

On 9 August 2024, the Company entered into an agreement with Stratmin Private Limited (**PMC**) and P.V Ramesh Babu (**Nominated Person**) (together, the **Consultant**) to provide in-country project and exploration management services for the Company's Mali Lithium Project (**Consultancy Agreement**).

The Company has agreed to issue to PMC, subject to shareholder approval, non-cash consideration of up to 8,000,000 options exercisable at \$0.30 and expiring 4 years after the date of grant (**Performance Options**) for the consultancy services.

Details of the Performance Options proposed to be issued to the consultant, including their vesting conditions, are set out in the table below:

	TRANCHE	QUANTITY	VESTING CONDITION	EXPIRY DATE
PMC	1	6,000,000	The achievement of an official JORC 2012 compliant Resource of the Inferred classification or higher for a minimum of 50 million tonnes of lithium ore at a grade of at least 1.1% or equivalent being obtained within 12 months of the Commencement Date	4 years after the date of grant or on termination by the Company without just cause or where this Agreement is terminated by the PMC or the Nominated Person without having first complied with all the relevant provisions of this Agreement
	2	2,000,000	The achievement of an official JORC 2012 compliant Resource of the Inferred classification or higher for a minimum of 100 million tonnes of lithium ore at a grade of at least 1.1% or equivalent being obtained within 18 months of the Commencement Date.	4 years after the date of grant or on termination by the Company without just cause or where this Agreement is terminated by the PMC or the Nominated Person without having first complied with all the relevant provisions of this Agreement.

As summarised in Section 2.2 above, 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 shares it had on issue at the start of that period.

The proposed issue of the Performance Options falls within exception 17 of Listing Rule 7.2. It therefore requires the approval of Shareholders under Listing Rule 7.1.

5.2 Technical information required by Listing Rule 14.1A

If Resolution 4 is passed, the Company will be able to proceed with the issue of the Performance Options. In addition, the issue of the Performance Options will be excluded from the calculation of the number of equity securities that the Company can issue without Shareholder approval under Listing Rule 7.1.

If Resolution 4 is not passed, the Company will not be able to proceed with the issue of the Performance Options. In such circumstances the Company may be required to re-negotiate payment terms under the Consultancy Agreement which may require the Company to pay PMC additional cash fees.

5.3 Technical information required by Listing Rule 7.1

Pursuant to and in accordance with Listing Rule 7.3, the following information is provided in relation to Resolution 4:

- (a) the Performance Options will be issued to PMC;
- (b) in accordance with paragraph 7.2 of ASX Guidance Note 21, the Company confirms that none of the recipients will be:
 - (i) related parties of the Company, members of the Company's Key Management Personnel, substantial holders of the Company, advisers of the Company or an associate of any of these parties; and
 - (ii) issued more than 1% of the issued capital of the Company;
- (c) the maximum number of Performance Options to be issued is 8,000,000. The terms and conditions of the Performance Options are set out in Schedule 2;
- (d) the Performance Options will be issued no later than 3 months after the date of the Meeting (or such later date to the extent permitted by any ASX waiver or modification of the Listing Rules) and it is intended that issue of the Performance Options will occur progressively;
- (e) the Performance Options will be issued at a nil issue price, in consideration for consulting services provided by PMC;
- (f) the purpose of the issue of the Performance Options is to satisfy the Company's obligations under the Consultancy Agreement;
- (g) the Performance Options are not being issued under, or to fund, a reverse takeover; and
- (h) the performance Options are being issued to PMC under the Consultancy Agreement. A summary of the material terms of the Consultancy Agreement is set out below:
 - (i) Term: The engagement commenced on 1 March 2024 and will continue until publication of a JORC Code (2012) compliant Lithium resource which is deemed final by the Company or after 24 months from the Commencement date, whichever is the latter .
 - (ii) Services: the Consultant will provide in-country project exploration management for the Company's Mali Lithium Project including overall project management, technical and field work, health and safety resourcing, office management and administration, professional and statutory representation.
 - (iii) Remuneration: The fee for the performance of services provided pursuant to the Consultancy Agreement will be a total of 8,000,000 options exercisable into fully paid shares in the Company by paying the exercise price of \$0.30 and expiring 4 years after the date of the grant and subject to the vesting conditions, unless otherwise waived by the Company's board in its absolute discretion.

- (iv) Expenses: The Company will reimburse the Consultant for all reasonable out of pocket expenses incurred by the Consultant providing the services under the Consultancy Agreement. Reimbursement is conditional on, and subject to, the Consultant providing documentary evidence reasonably required to verify the applicable costs, expenses or disbursements were reasonably, duly and validly incurred in connection with the performance of services.
- (v) Termination: The Consultancy Agreement may be terminated by either party giving written notice to the other party.
- (i) The Company may terminate the Consultancy Agreement at any time where the Consultant has materially breached the Consultancy Agreement by giving notice in writing setting out the material breach and the Consultant having not remedied the breach within 7 days of receiving such notice.

The Consultancy Agreement otherwise contains terms and conditions considered standard for an agreement of its nature.

GLOSSARY

\$ means Australian dollars.

ASIC means the Australian Securities & Investments Commission.

ASX means ASX Limited (ACN 008 624 691) or the financial market operated by ASX Limited, as the context requires.

Board means the current board of directors of the Company.

Broker Options means

Business Day means Monday to Friday inclusive, except New Year's Day, Good Friday, Easter Monday, Christmas Day, Boxing Day, and any other day that ASX declares is not a business day.

Chair means the chair of the Meeting.

Company means First Lithium Limited (ACN 009 081 770).

Constitution means the Company's constitution.

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

Directors means the current directors of the Company.

Eligible Participants has the meaning given in Section 1.1.

Entitlement Offer has the meaning given in Section 1.3.

Explanatory Statement means the explanatory statement accompanying the Notice.

Expiry Date has the meaning given in Section 1.1.

General Meeting or **Meeting** means the meeting convened by the Notice.

Key Management Personnel has the same meaning as in the accounting standards issued by the Australian Accounting Standards Board and means those persons having authority and responsibility for planning, directing and controlling the activities of the Company, or if the Company is part of a consolidated entity, of the consolidated entity, directly or indirectly, including any director (whether executive or otherwise) of the Company, or if the Company is part of a consolidated entity, of an entity within the consolidated group.

Lead Manager means CPS Capital Group Pty Ltd (ACN 088 055 636)

Lead Manager Mandate has the meaning given in Section 1.4.

Listing Rules means the Listing Rules of ASX.

New Options has the meaning given in Section 1.1 with the terms and conditions set out in Schedule 1.

Notice or **Notice of Meeting** means this notice of meeting including the Explanatory Statement and the Proxy Form.

Option means an option to acquire a Share.

Optionholder means a holder of an Option.

Option Issue means has the meaning given in Section 1.1.

Option Issue Prospectus has the meaning given in Section 1.1.

Performance Options has the meaning given in Section 1.4.

Proxy Form means the proxy form accompanying the Notice.

Resolutions means the resolutions set out in the Notice, or any one of them, as the context requires.

Section means a section of the Explanatory Statement.

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

Shareholder means a registered holder of a Share.

WST means Western Standard Time as observed in Perth, Western Australia.

SCHEDULE 1 – TERMS AND CONDITIONS OF NEW OPTIONS AND BROKER OPTIONS

(a) **Entitlement**

Each Option entitles the holder to subscribe for one Share upon exercise of the Option.

(b) **Exercise Price**

Subject to paragraph (j), the amount payable upon exercise of each Option will be \$0.30 (**Exercise Price**).

(c) **Expiry Date**

The Options will expire at 5:00 pm (WST) on the following dates (each, an **Expiry Date**):

(i) New Options: 28 September 2025; and

(ii) Broker Options: 4 September 2026.

An Option not exercised before the Expiry Date will automatically lapse on the Expiry Date.

(d) **Exercise Period**

The Options are exercisable at any time on or prior to the Expiry Date (**Exercise Period**).

(e) **Notice of Exercise**

The Options may be exercised during the Exercise Period by notice in writing to the Company in the manner specified on the Option certificate (**Notice of Exercise**) and payment of the Exercise Price for each Option being exercised in Australian currency by electronic funds transfer or other means of payment acceptable to the Company.

(f) **Exercise Date**

A Notice of Exercise is only effective on and from the later of the date of receipt of the Notice of Exercise and the date of receipt of the payment of the Exercise Price for each Option being exercised in cleared funds (**Exercise Date**).

(g) **Timing of issue of Shares on exercise**

Within five Business Days after the Exercise Date, the Company will:

(i) issue the number of Shares required under these terms and conditions in respect of the number of Options specified in the Notice of Exercise and for which cleared funds have been received by the Company;

(ii) if required, give ASX a notice that complies with section 708A(5)(e) of the Corporations Act, or, if the Company is unable to issue such a notice, lodge with ASIC a prospectus prepared in accordance with the Corporations Act and do all such things necessary to satisfy section 708A(11) of the Corporations Act to ensure that an offer for sale of the Shares does not require disclosure to investors; and

(iii) if admitted to the official list of ASX at the time, apply for official quotation on ASX of Shares issued pursuant to the exercise of the Options.

If a notice delivered under (g)(ii) for any reason is not effective to ensure that an offer for sale of the Shares does not require disclosure to investors, the Company must, no later than 20 Business Days after becoming aware of such notice being ineffective, lodge with ASIC a prospectus prepared in accordance with the Corporations Act and do all such things necessary to satisfy section 708A(11) of the Corporations Act to ensure that an offer for sale of the Shares does not require disclosure to investors.

(h) **Shares issued on exercise**

Shares issued on exercise of the Options rank equally with the then issued shares of the Company.

(i) **Quotation of Shares issued on exercise**

Application will be made by the Company to ASX for quotation of the Shares issued upon exercise of the Options.

(j) **Reconstruction of capital**

If at any time the issued capital of the Company is reconstructed, all rights of an Optionholder are to be changed in a manner consistent with the Corporations Act and the ASX Listing Rules at the time of the reconstruction.

(k) **Participation in new issues**

There are no participation rights or entitlements inherent in the Options and holders will not be entitled to participate in new issues of capital offered to Shareholders during the currency of the Options without exercising the Options.

(l) **Change in exercise price**

An Option does not confer the right to a change in Exercise Price or a change in the number of underlying securities over which the Option can be exercised.

(m) **Transferability**

The Options are transferable subject to any restriction or escrow arrangements imposed by ASX or under applicable Australian securities laws.

SCHEDULE 2 – TERMS AND CONDITIONS OF PERFORMANCE OPTIONS

(a) **Entitlement**

Each Option entitles the holder to subscribe for one Share upon exercise of the Option.

(b) **Exercise Price**

Subject to paragraph (j), the amount payable upon exercise of each Option will be \$0.30 (**Exercise Price**).

(c) **Expiry Date**

The Options will expire at 5:00 pm (WST) 4 years after the date of issue (**Expiry Date**) and subject to the following vesting conditions unless otherwise waived by the Company's board (in its absolute discretion):

(j) As to 6,000,000 of the options, subject to the achievement of an official JORC 2012 complaint Resource of the Inferred classification or higher for a minimum of 50 million tonnes of lithium ore at a grade of at least 1.1% or equivalent being obtained within 12 months of the Commencement Date;

(k) With respect to the remaining 2,000,000 options, subject to the achievement of an official JORC 2012 complaint Resource of the Inferred classification or higher for a minimum of 100 million tonnes of lithium ore at a grade of at least 1.1% or equivalent being obtained within 18 months of the Commencement Date.

An Option not exercised before the Expiry Date will automatically lapse on the Expiry Date.

(d) **Exercise Period**

The Options are exercisable at any time on or prior to the Expiry Date (**Exercise Period**).

(e) **Notice of Exercise**

The Options may be exercised during the Exercise Period by notice in writing to the Company in the manner specified on the Option certificate (**Notice of Exercise**) and payment of the Exercise Price for each Option being exercised in Australian currency by electronic funds transfer or other means of payment acceptable to the Company.

(f) **Exercise Date**

A Notice of Exercise is only effective on and from the later of the date of receipt of the Notice of Exercise and the date of receipt of the payment of the Exercise Price for each Option being exercised in cleared funds (**Exercise Date**).

(g) **Timing of issue of Shares on exercise**

Within five Business Days after the Exercise Date, the Company will:

(i) issue the number of Shares required under these terms and conditions in respect of the number of Options specified in the Notice of Exercise and for which cleared funds have been received by the Company;

(ii) if required, give ASX a notice that complies with section 708A(5)(e) of the Corporations Act, or, if the Company is unable to issue such a notice, lodge with ASIC a prospectus prepared in accordance with the Corporations Act and do all such things necessary to satisfy section 708A(11) of the Corporations Act to ensure that an offer for sale of the Shares does not require disclosure to investors; and

(iii) if admitted to the official list of ASX at the time, apply for official quotation on ASX of Shares issued pursuant to the exercise of the Options.

If a notice delivered under (g)(g)(ii) for any reason is not effective to ensure that an offer for sale of the Shares does not require disclosure to investors, the Company must, no later than 20 Business Days after becoming aware of such notice being ineffective, lodge with ASIC a prospectus prepared in accordance with the Corporations Act and do all such things necessary to satisfy section 708A(11) of the Corporations Act to ensure that an offer for sale of the Shares does not require disclosure to investors.

(h) **Shares issued on exercise**

Shares issued on exercise of the Options rank equally with the then issued shares of the Company.

(i) **Quotation of Shares issued on exercise**

Application will be made by the Company to ASX for quotation of the Shares issued upon exercise of the Options.

(j) **Reconstruction of capital**

If at any time the issued capital of the Company is reconstructed, all rights of an Optionholder are to be changed in a manner consistent with the Corporations Act and the ASX Listing Rules at the time of the reconstruction.

(k) **Participation in new issues**

There are no participation rights or entitlements inherent in the Options and holders will not be entitled to participate in new issues of capital offered to Shareholders during the currency of the Options without exercising the Options.

(l) **Change in exercise price**

An Option does not confer the right to a change in Exercise Price or a change in the number of underlying securities over which the Option can be exercised.

(m) **Transferability**

The Options are transferable subject to any restriction or escrow arrangements imposed by ASX or under applicable Australian securities laws.

Your proxy voting instruction must be received by **10.00am (AWST) on Sunday, 29 September 2024**, 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 Key Management Personnel.

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/#/loginsah> 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

BY FACSIMILE:

+61 2 8583 3040

All enquiries to Automic:

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