

Supplementary Prospectus

Lithium Consolidated Mineral Exploration Limited
ACN 612 008 358

Important Information

This is a second supplementary prospectus (**Second Supplementary Prospectus**). This Second Supplementary Prospectus is dated 12 January 2017 and was lodged with the Australian Securities and Investments Commission (**ASIC**) pursuant to Section 719 of the *Corporations Act 2001* (Cth) on that date.

This Second Supplementary Prospectus is intended to be read with the first supplementary prospectus dated 12 December 2016 (**First Supplementary Prospectus**) and the prospectus dated 8 November 2016 (**Prospectus**) issued by Lithium Consolidated Mineral Exploration Pty Ltd (ACN 612 008 358) which has been re-named Lithium Consolidated Mineral Exploration Limited (**Company**).

Other than the changes set out in this Second Supplementary Prospectus, all other details in relation to the Prospectus and the First Supplementary Prospectus remain unchanged. To the extent of any inconsistency between this Second Supplementary Prospectus, the First Supplementary Prospectus and the Prospectus, the provisions of this Second Supplementary Prospectus will prevail. Unless otherwise indicated, terms defined and used in the Prospectus and the First Supplementary Prospectus have the same meaning in this Second Supplementary Prospectus.

ASIC, ASX Limited (**ASX**) and their officers take no responsibility for the content of this Second Supplementary Prospectus.

If you are in any doubt as to the content of this document, you should consult your professional advisers without delay.

1. Second Supplementary Prospectus

1.1 Reasons for this Second Supplementary Prospectus

This Second Supplementary Prospectus has been prepared to provide updated disclosure to investors regarding new developments.

1.2 Update on Teels Project Claims

Section 4.5 of the Prospectus details, amongst others, 737 placer claims covering 62km² which make up the Teels Project. These placer claims have been staked (located) but are pending filing in the Nevada Bureau of Land Management. The 737 Teels Project claims along with a further 1,244 claims, which make up the Tonopah Lithium Project, also detailed in section 4.5 of the Prospectus, are the subject of the Nevada Option Deed between the Company, Big Smokey Exploration LLC and ProspectOre LLC summarised in section 12.2 of the Prospectus.

The 737 Teels Project placer claims must be renewed and re-staked every 90 days. In light of the impending renewal of 315 of these placer claims, the Company re-staked 249 to retain a revised area of interest for an approximate total of 96.7% of all claims previously held.

1.3 Progress on negotiations with Indigenous groups

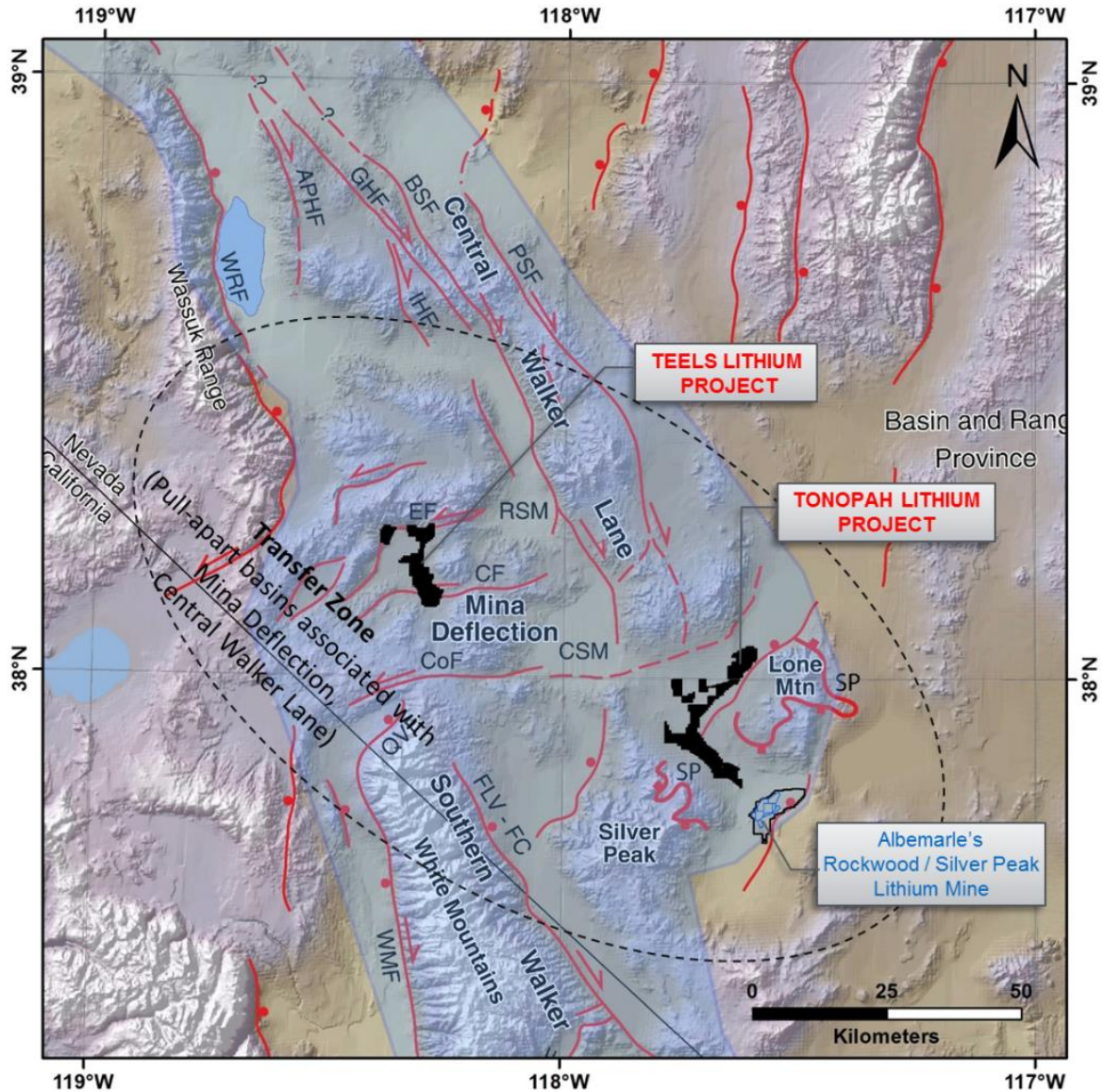
Section 4.6 of the Prospectus details the Company's Yilgarn Project in Western Australia. As noted in the Prospectus, part of the process for the grant of those tenements making up the Yilgarn Project may require compliance with processes under the *Native Title Act 1993* (Cth). As noted in the Prospectus, six of the WA tenement applications have been referred to the Native Title process.

The Company is pleased to inform investors that it has engaged constructively with interested native title claimants. In particular, a draft heritage protection agreement is currently being negotiated by the parties. The Company is optimistic that it will obtain agreement with the native title party regarding heritage protection in the first quarter of 2017.

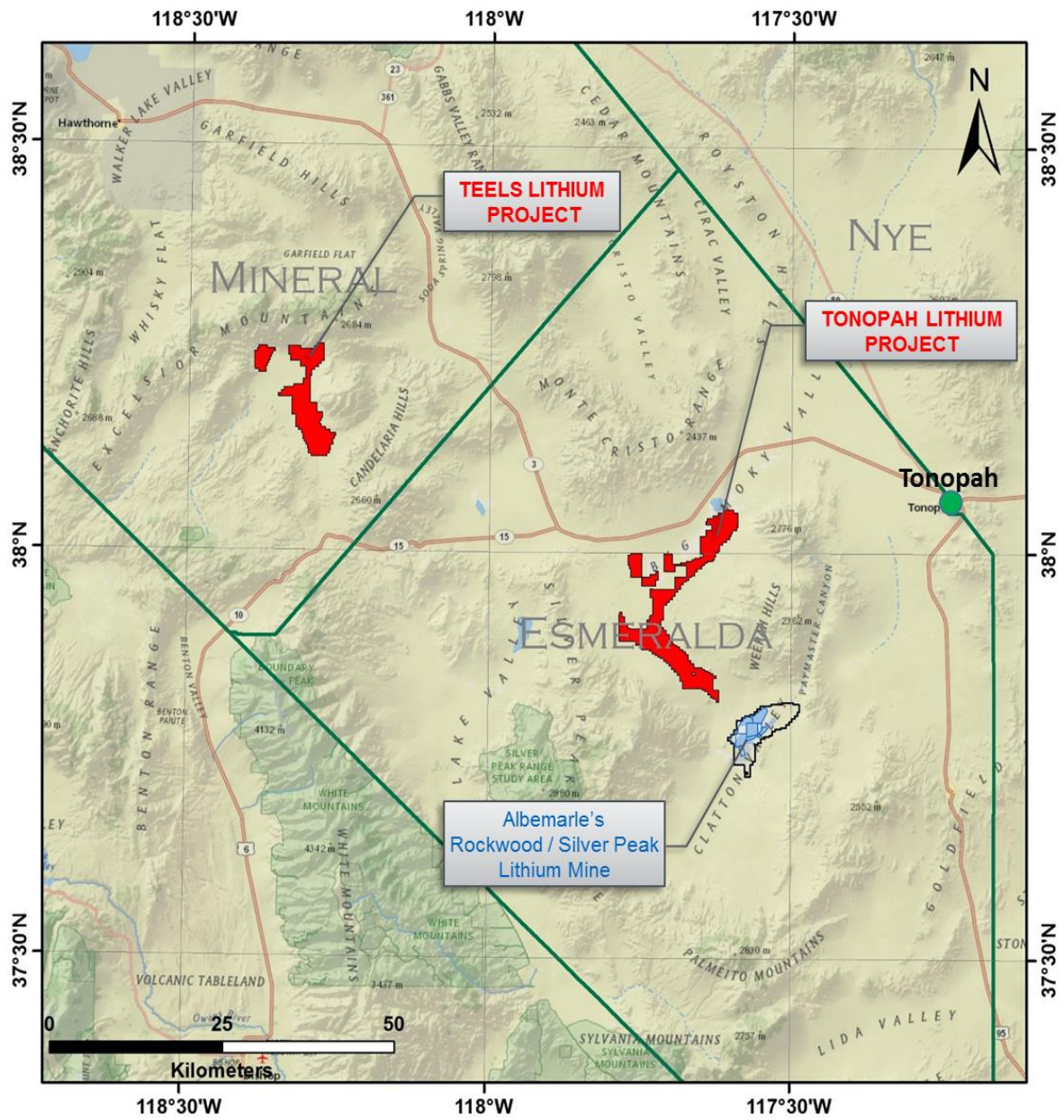
1.4 Graphic Updates

The maps on pages 54, 64 to 66 and 113 to 115 of the Prospectus are replaced with the following maps to more accurately reflect the Teels Project as updated in paragraph 1.2 of this Second Supplementary Prospectus.

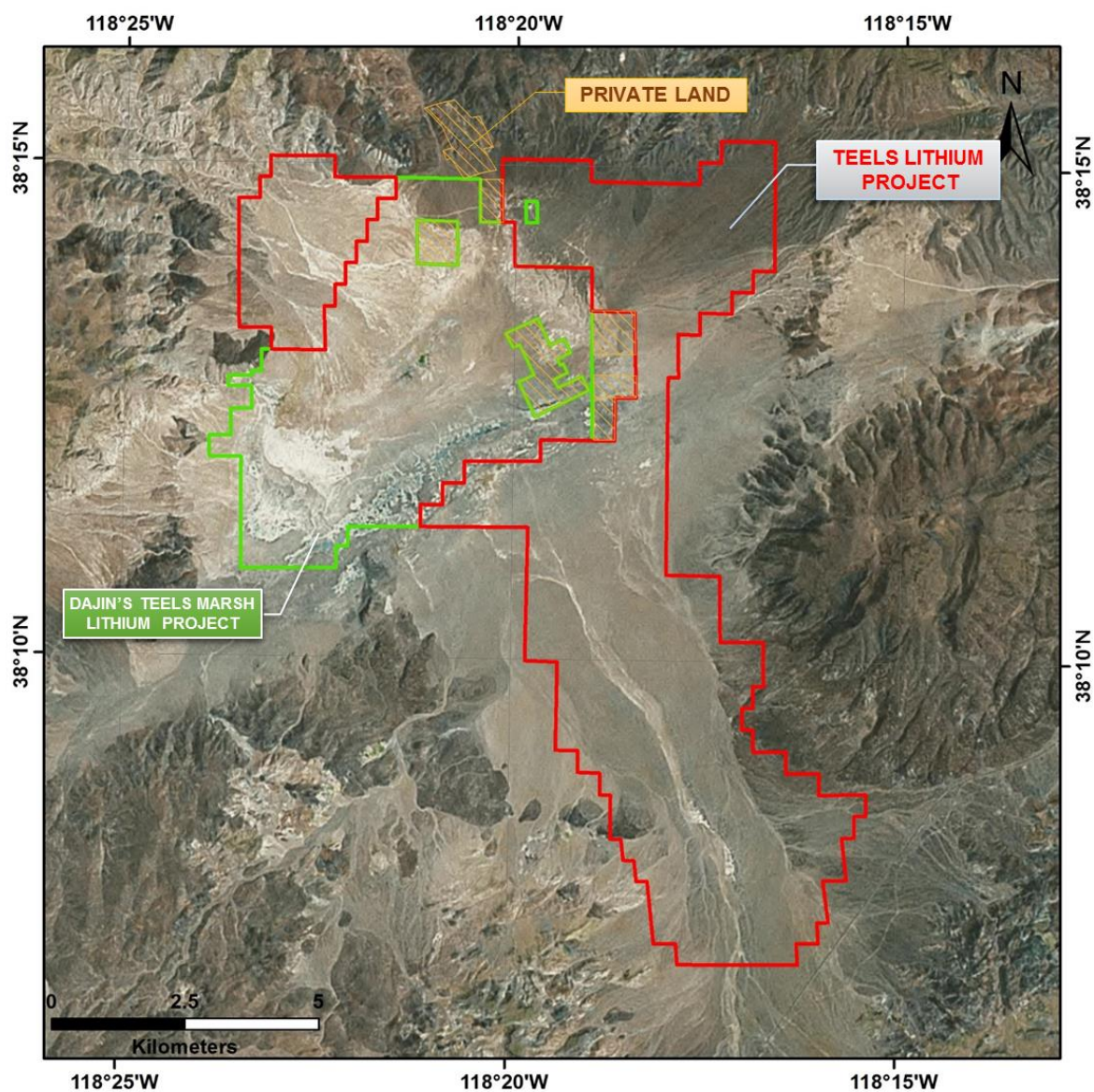
The map on pages 54 and 103 is to be replaced with the following map:



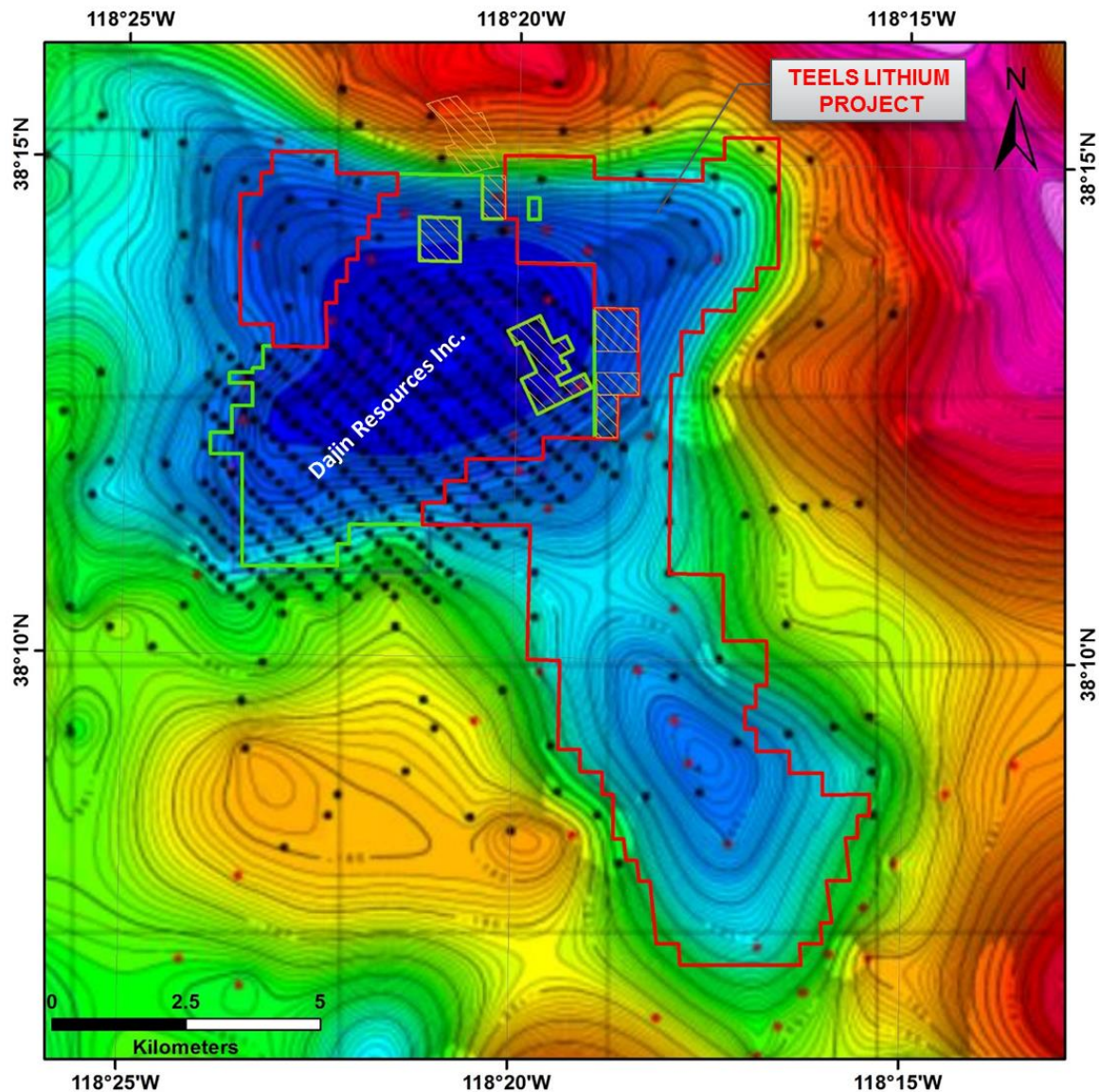
The map on pages 64 and 113 is to be replaced with the following map:



The map on pages 65 and 114 is to be replaced with the following map:



The map on pages 66 and 115 is to be replaced with the following map:



2. Other Material Information

The Directors of the Company are not aware of any acts, matters or things (not already described in the Prospectus and the First Supplementary Prospectus) which may be material to the making of an informed assessment of:

- (a) the effect of the Offer on the Company; or
- (b) the rights attaching to the Shares.

This Second Supplementary Prospectus has been signed by a Director of **Lithium Consolidated Mineral Exploration Limited ACN 612 008 358** with the authority and consent of each of the Directors and is dated 12 January 2017.

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Director