

# Notice of Annual General Meeting and Explanatory Memorandum

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Lithium Consolidated Mineral Exploration Ltd ACN 612 008 358

Date of Meeting: 21 November 2017

Time of Meeting: 9.00am (Brisbane time)

Place of Meeting: Level 7 Waterfront Place 1 Eagle Street Brisbane QLD 4000

This is an important document and requires your attention

If you are in any doubt about how to deal with this document, please consult your legal, financial or other professional advisor.

# Notice of Annual General Meeting

Notice is given that the Annual General Meeting of Shareholders of Lithium Consolidated Mineral Exploration Ltd ACN 612 008 358 (**Company**) will be held at Level 7 Waterfront Place 1 Eagle Street Brisbane QLD 4000 on 21 November 2017 at 9.00am (Brisbane time).

Terms used in this Notice of Meeting are defined in Section 10 "Interpretation" of the accompanying Explanatory Memorandum.

## AGENDA

### ORDINARY BUSINESS

#### Financial Statements

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To receive and consider the financial statements of the Company and its controlled entities for the period ended 30 June 2017 and the related Directors' Report, Directors' Declaration and Auditor's report.

#### Resolution 1 – Adoption of Remuneration Report (advisory Resolution)

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To consider and, if thought fit, pass the following Resolution as an advisory Resolution, without amendment:

*"That for the purposes of section 250R(2) of the Corporations Act, and for all other purposes, the Remuneration Report for the year ended 30 June 2017 (as set out on pages 18 to 22 of the Directors' Report) is adopted."*

The vote on this Resolution 1 is advisory only and does not bind the Directors or the Company.

#### Voting restriction pursuant to section 250R(4) of the Corporations Act

A vote on this Resolution 1 must not be cast (in any capacity) by or on behalf of either of the following persons:

- (a) a member of the Key Management Personnel details of whose remuneration are included in the Remuneration Report; and
- (b) a Closely Related Party of such a member.

However, the above persons may cast a vote on Resolution 1 if:

- (a) the person does so as a proxy; and
- (b) the vote is not cast on behalf of a member of the Key Management Personnel details of whose remuneration are included in the Remuneration Report or a Closely Related Party of such a member; and
- (c) either:
  - (1) the voter is appointed as a proxy by writing that specifies the way the proxy is to vote on the Resolution; or
  - (2) the voter is the Chairman of the Meeting and the appointment of the Chairman as proxy:
    - A. does not specify the way the proxy is to vote on the Resolution; and
    - B. expressly authorises the Chairman to exercise the proxy even if the Resolution is connected directly or indirectly with the remuneration of a member of the Key Management Personnel for the Company or, if the Company is part of a consolidated entity, for the entity.

# Notice of Annual General Meeting

## **Voting Intentions of the Chairman**

Shareholders should be aware that any undirected proxies given to the Chairman will be cast by the Chairman and counted in favour of the Resolutions the subject of this Meeting, including Resolution 1, subject to compliance with the Corporations Act. In exceptional circumstances, the Chair of the Meeting may change his/her voting intention on any Resolution, in which case an ASX announcement will be made.

Further details, in relation to the ability of the Chairman to vote on undirected proxies are set out in the accompanying proxy form.

## **Resolution 2 – Election of Shanthar Pathmanathan as a Director of the Company**

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To consider and, if though fit, pass the following Resolution with or without amendment, as an Ordinary Resolution:

*“That, for the purposes of rule 36 of the Company’s Constitution and for all other purposes, Shanthar Pathmanathan, a Director who was appointed on 13 October 2016, retires, and being eligible, offers himself for election, is elected as a Director of the Company.”*

## **Resolution 3 – Election of James McKerlie as a Director of the Company**

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To consider and, if though fit, pass the following Resolution with or without amendment, as an Ordinary Resolution:

*“That, for the purposes of rule 36 of the Company’s Constitution and for all other purposes, James McKerlie, a Director who was appointed on 2 November 2016, retires, and being eligible, offers himself for election, is elected as a Director of the Company.”*

## **Resolution 4 – Election of Vincent Mascolo as a Director of the Company**

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To consider and, if though fit, pass the following Resolution with or without amendment, as an Ordinary Resolution:

*“That, for the purposes of rule 36 of the Company’s Constitution and for all other purposes, Vincent Mascolo, a Director who was appointed on 19 May 2016, retires, and being eligible, offers himself for election, is elected as a Director of the Company.”*

## **Resolution 5 – Election of Brian Moller as a Director of the Company**

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To consider and, if though fit, pass the following Resolution with or without amendment, as an Ordinary Resolution:

*“That, for the purposes of rule 36 of the Company’s Constitution and for all other purposes, Brian Moller, a Director who was appointed on 13 October 2016, retires, and being eligible, offers himself for election, is elected as a Director of the Company.”*

## **Resolution 6 – Appointment of Auditor**

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To consider and, if though fit, pass the following Resolution with or without amendment, as an Ordinary Resolution:

*“That, for the purposes of section 327B of the Corporations Act and for all other purposes, BDO Audit Pty Ltd, having been nominated by a Shareholder and having consented in writing to act in the capacity of auditor, be appointed as auditor of the Company with effect from the close of the Meeting.”*

# Notice of Annual General Meeting

## SPECIAL BUSINESS

### **Resolution 7 – Approval to issue an additional 10% of the issued capital of the Company over a 12 month period pursuant to Listing Rule 7.1A**

To consider and, if thought fit, pass the following Resolution, as a Special Resolution, without amendment:

*“That, pursuant to and in accordance with Listing Rule 7.1A, and for all other purposes, the Shareholders approve the issue of Equity Securities of up to 10% of the issued capital of the Company (at the time of issue) calculated in accordance with the formula prescribed in Listing Rule 7.1A.2, over a 12 month period from the date of the Meeting, at a price not less than that determined pursuant to Listing Rule 7.1A.3 and otherwise on the terms and conditions described in the Explanatory Memorandum (**Placement Securities**).”*

#### **Voting Exclusion Statement**

The Company will disregard any votes cast on this Resolution 7 by:

- (a) a person who may participate in the issue of the Placement Securities; and
- (b) a person who might obtain a benefit if this Resolution 7 is passed, except a benefit solely in their capacity as a holder of Shares if the Resolution is passed.; and
- (c) an associate of that person (or those persons) in (a) and (b) above.

However the Company need not disregard a vote if:

- (a) it is cast by a person as proxy for a person who is entitled to vote, in accordance with the directions on the proxy form; or
- (b) it is cast by the person chairing the Meeting as proxy for a person who is entitled to vote, in accordance with the direction on the proxy form to vote as the proxy decides.

#### **Important Note (in relation to Resolution 7)**

The proposed allottees of any Placement Securities are not as yet known or identified. In these circumstances (and in accordance with the note set out in Listing Rule 14.11.1 relating to Listing Rules 7.1 and 7.1A), for a person's vote to be excluded, it must be known that that person will participate in the proposed issue. Where it is not known who will participate in the proposed issue (as is the case in respect of the Placement Securities), Shareholders must consider the proposal on the basis that they may or may not get a benefit and that it is possible that their holding will be diluted and there is no reason to exclude their votes.

## GENERAL BUSINESS

To consider any other business as may be lawfully put forward in accordance with the Constitution of the Company.

By order of the Board  
DP Cornish  
Company Secretary  
11 October 2017

# Explanatory Memorandum

## 1. Introduction

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This Explanatory Memorandum is provided to Shareholders of Lithium Consolidated Mineral Exploration Ltd ACN 612 008 358 (**Company**) to explain the resolutions to be put to Shareholders at the Annual General Meeting to be held at Level 7 Waterfront Place 1 Eagle Street Brisbane QLD 4000 on 21 November 2017 commencing at 9.00am (Brisbane time).

The Directors recommend shareholders read the accompanying Notice of Meeting and this Explanatory Memorandum in full before making any decision in relation to the resolutions.

Terms used in this Explanatory Memorandum are defined in Section 10 "Interpretation".

## 2. Financial Statements

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The Corporations Act requires that the Company's Annual Financial Report for the period ending 30 June 2017 (including the Directors' Report, Financial Statements and the Audit Report) be laid before the Annual General Meeting for discussion. Although not requiring a vote of members, an opportunity will be provided for members to ask questions on the Annual Financial Report.

The Company will not provide a hard copy of the Company's Annual Financial Report to Shareholders unless specifically requested to do so. The Company's Annual Financial Report is available on its website at [www.lithiumconsolidated.com](http://www.lithiumconsolidated.com).

## 3. Resolution 1 – Adoption of Remuneration Report

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### 3.1 Remuneration Report

The Board has submitted its Remuneration Report to Shareholders for consideration and adoption by way of a non-binding advisory Resolution in accordance with section 250R of the *Corporations Act*.

The Remuneration Report is set out on pages 18 to 22 of the Directors' Report section of the Annual Financial Report for the period ending 30 June 2017. The Report:

- (a) explains the Board's policy for determining the nature and amount of remuneration of Key Management Personnel of the Company;
- (b) explains the relationship between the Board's remuneration policy and the Company's performance;
- (c) sets out remuneration details for each Key Management Personnel of the Company including details of performance related remuneration and performance rights and options granted as part of remuneration; and
- (d) details and explains any performance conditions applicable to the remuneration of Key Management Personnel of the Company.

A reasonable opportunity will be provided for discussion of the Remuneration Report at the Meeting.

### 3.2 Recommendation

The Directors unanimously recommend that Shareholders vote in favour of adopting the Remuneration Report. A vote on this resolution is advisory only and does not bind the Directors or the Company.

# Explanatory Memorandum

## 3.3 Voting restrictions on Key Management Personnel and their Closely Related Parties and their proxies

As set out in the notes to Resolution 1, a voting restriction applies with respect to the voting on this Resolution by members of the Key Management Personnel and their Closely Related Parties and their proxies voting (in any capacity) (**Voting Restriction**). Key Management Personnel are those persons having authority and responsibility for planning, directing and controlling the activities of the entity, directly or indirectly, including any director (whether executive or otherwise) of that entity.

The Voting Restriction does not apply where:

- (a) the Chairman or any other member of the Key Management Personnel is appointed in writing (by a Shareholder who is not a member of the Key Management Personnel or a Closely Related Party of the Key Management Personnel) as a proxy (**Management Proxy**) with specific instructions on how to vote on a resolution to adopt the remuneration report of the Company; or
- (b) the Chairman is appointed in writing (by a Shareholder who is not a member of the Key Management Personnel or a Closely Related Party of the Key Management Personnel) as a proxy with no specific instructions on how to vote on a non-binding Shareholder vote on remuneration, where the Shareholder provides express authorisation for the Chairman to do so.

Shareholders should be aware that any undirected proxies given to the Chairman will be cast by the Chairman and counted in favour of the Resolutions the subject of this Meeting, including this Resolution 1, subject to compliance with the Corporations Act. In exceptional circumstances, the Chairman of the Meeting may change his/her voting intention on any resolution, in which case an ASX announcement will be made.

## 4. Resolution 2 – Election of Shanthar Pathmanathan as a Director of the Company

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Rule 36 of the Constitution allows the Directors to appoint at any time a person to be a Director either to fill a casual vacancy or as an addition to the existing Directors, but only where the total number of Directors does not at any time exceed the maximum number specified by the Constitution.

In accordance with rule 36 of the Constitution, any Director so appointed holds office only until the next following annual general meeting and is then eligible for election by Shareholders but shall not be taken into account in determining the Directors who are to retire by rotation (if any) at that meeting.

Shanthar Pathmanathan, Managing Director of the Company, was appointed on 13 October 2016 and retires in accordance with clause 36 of the Constitution and being eligible, seeks election from Shareholders. Mr Pathmanathan has 14 years corporate finance experience. He was most recently with Deutsche Bank's investment banking division and prior to that has held corporate finance and principal investment roles with Macquarie Group's investment banking division in Australia and New York. He has a Bachelor of Laws from the University of Western Australia.

Mr Pathmanathan has not held any directorships in other listed companies in the last three years.

In accordance with the Company's Corporate Governance Charter that has been drafted with consideration of the ASX Corporate Governance Council's "Corporate Governance Principles and Recommendations, 3rd Edition", Mr Pathmanathan is not considered independent as he holds an executive position in the Company.

The Directors (with Mr Pathmanathan abstaining) recommend that you vote in favour of this ordinary resolution.

# Explanatory Memorandum

## **5. Resolution 3 – Election of James McKerlie as a Director of the Company**

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Rule 36 of the Constitution allows the Directors to appoint at any time a person to be a Director either to fill a casual vacancy or as an addition to the existing Directors, but only where the total number of Directors does not at any time exceed the maximum number specified by the Constitution.

In accordance with rule 36 of the Constitution, any Director so appointed holds office only until the next following annual general meeting and is then eligible for election by Shareholders but shall not be taken into account in determining the Directors who are to retire by rotation (if any) at that meeting.

James McKerlie, Non-Executive Chairman of the Company, was appointed on 2 November 2016 and retires in accordance with clause 36 of the Constitution and being eligible, seeks election from Shareholders.

Mr McKerlie is a senior director with many years' experience on public company boards in Australia and overseas. He is a Chartered Accountant and business consultant and has been extensively involved in shareholder management, capital and equity markets, M&A activities, takeover panel reviews, high growth companies and corporate governance matters.

Mr McKerlie is experienced in the role of the chair of boards and committees having been chairman of Drillsearch Energy for eight years whilst the company enjoyed significant growth before merging with Beach Energy where he continues as a director. He is also currently chairman of Manalto Limited and Elmo Software Ltd and has previously chaired the boards of inthehouse.com Ltd, Two Way TV Ltd, Circumpacific Ltd (TSXV) and several other public oil and gas ASX listed entities.

In addition to working extensively in the energy sector, Mr McKerlie has extensive experience in technology companies and has worked extensively in innovative and disruptive environments. For three years he was a judge on the Ernst & Young Entrepreneur of the Year. He has worked throughout Asia Pacific, North America, UK, Europe and South Africa. He has also had 25 years of media presentation experience in radio, television and the print media, is a regular speaker and writer.

During the past three years, Mr McKerlie has served as a director of the following listed companies:

- Beach Energy Limited\*
  - Manalto Limited\*
  - Elmo Software Limited\*
  - Drillsearch Energy Ltd (from August 2008 to February 2016)
- \*denotes current directorship

Mr McKerlie is a member of the Audit & Risk Management Committee.

In accordance with the Company's Corporate Governance Charter that has been drafted with consideration of the ASX Corporate Governance Council's "Corporate Governance Principles and Recommendations, 3rd Edition", Mr McKerlie is considered independent.

The Directors (with Mr McKerlie abstaining) recommend that you vote in favour of this ordinary resolution.

## **6. Resolution 4 – Election of Vincent Mascolo as a Director of the Company**

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Rule 36 of the Constitution allows the Directors to appoint at any time a person to be a Director either to fill a casual vacancy or as an addition to the existing Directors, but only where the total number of Directors does not at any time exceed the maximum number specified by the Constitution.

In accordance with rule 36 of the Constitution, any Director so appointed holds office only until the next following annual general meeting and is then eligible for election by Shareholders but shall not be taken into account in determining the Directors who are to retire by rotation (if any) at that meeting.

Vincent Mascolo, a Non-Executive Director of the Company, was appointed on 19 May 2016 and retires in accordance with clause 36 of the Constitution and being eligible, seeks election from Shareholders.

# Explanatory Memorandum

Mr Mascolo is a qualified mining engineer with extensive experience in gold and coal mining, quarrying and civilworks. He has been a director of various public and private companies over the past 25 years and is currently Chief Executive Officer and Managing Director of AIMlisted IronRidge Resources Ltd.

During the past three years, Mr Mascolo has also served as a director of the following listed companies:

- DGR Global Ltd\*
- Ironridge Resources Limited\*^

\*denotes current directorship

^denotes listed on the Alternative Investment Market of the London Stock Exchange

Mr Mascolo is a member of the Audit & Risk Management Committee.

In accordance with the Company's Corporate Governance Charter that has been drafted with consideration of the ASX Corporate Governance Council's "Corporate Governance Principles and Recommendations, 3rd Edition", Mr Mascolo is considered independent.

The Directors (with Mr Mascolo abstaining) recommend that you vote in favour of this ordinary resolution.

## **7. Resolution 5 – Election of Brian Moller as a Director of the Company**

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Rule 36 of the Constitution allows the Directors to appoint at any time a person to be a Director either to fill a casual vacancy or as an addition to the existing Directors, but only where the total number of Directors does not at any time exceed the maximum number specified by the Constitution.

In accordance with rule 36 of the Constitution, any Director so appointed holds office only until the next following annual general meeting and is then eligible for election by Shareholders but shall not be taken into account in determining the Directors who are to retire by rotation (if any) at that meeting.

Brian Moller, a Non-Executive Director of the Company, was appointed on 13 October 2016 and retires in accordance with clause 36 of the Constitution and being eligible, seeks election from Shareholders.

Mr Moller specialises in capital markets, mergers and acquisitions and corporate restructuring, and has acted in numerous transactions and capital raisings in the industrial, resources and energy sectors. He has been a partner at the legal firm, HopgoodGanim for 30 years and leads the Corporate Advisory and Governance practice. Mr Moller acts for many publicly listed companies in Australia and regularly advises boards of directors on corporate governance and related issues.

Mr Moller is a solicitor of the Supreme Court of Queensland and Solicitor and Barrister of the Supreme Court of Western Australia.

Mr Moller is a Non-Executive Director of ASX listed Agua Resources Ltd, DGR Global Ltd, Platina Resources Ltd, Dark Horse Resources Ltd (formerly Navaho Gold Limited) and chairman of ASX listed AusTin Limited and the dual TSX and AIM-listed SolGold plc.

During the past three years, Mr Moller has also served as a director of the following listed companies:

- DGR Global Ltd\*
- Aus Tin Mining Limited\*
- Dark Horse Resources Limited\*
- Agua Resources Limited\*
- Buccaneer Energy Ltd (from July 2013 to November 2013)
- Platina Resources Ltd\*
- Solgold PLC\*^

\*denotes current directorship

^denotes listed on the Toronto Stock Exchange and the Alternative Investment Market of the London Stock Exchange

Mr Moller is a member of the Audit & Risk Management Committee.

In accordance with the Company's Corporate Governance Charter that has been drafted with consideration of the ASX Corporate Governance Council's "Corporate Governance Principles and

# Explanatory Memorandum

Recommendations, 3rd Edition", Mr Moller is not considered independent as he is a principal of Hopgood Ganim Lawyers, a material professional advisor to the Company.

The Directors (with Mr Moller abstaining) recommend that you vote in favour of this ordinary resolution.

## **8. Resolution 6 – Appointment of Auditor**

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In accordance with section 327B(1)(a) of the Corporations Act, a public company must appoint an auditor at its first AGM. As the Company converted to a public company on 18 November 2016, this is the Company's first AGM.

In accordance with section 328B(1) of the Corporations Act, the Company has sought and obtained a nomination from a Shareholder for BDO Audit Pty Ltd to be appointed as the Company's auditor. A copy of this nomination is attached to this Explanatory Statement as Annexure A.

In accordance with section 328A(1) of the Corporations Act, BDO Audit Pty Ltd has given its written consent to act as the Company's auditor, subject to Shareholder approval.

If Resolution 6 is passed, the appointment of BDO Audit Pty Ltd as the Company's auditors will take effect from the close of the Annual General Meeting.

The Directors recommend that you vote in favour of this ordinary resolution.

## **9. Resolution 7 – Approval to issue an additional 10% of the issued capital of the Company over a 12 month period pursuant to Listing Rule 7.1A**

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### **9.1 Introduction**

Pursuant to Resolution 7, the Company is seeking Shareholder approval to issue an additional 10% of its issued capital over a 12 month period pursuant to Listing Rule 7.1A. If passed, this Resolution will allow the Company to allot and issue up to the number of new Equity Securities calculated in accordance with Listing Rule 7.1A.2 (**Placement Securities**) each at an issue price of at least 75% of the volume weighted average price (**VWAP**) for the Company's Equity Securities in that class (calculated over the last 15 days on which trades in the Equity Securities are recorded immediately before the date on which the price at which the Placement Securities are to be issued is agreed, or if the Placement Securities are not issued within five trading days of that date, the date on which the Placement Securities are issued) (**Issue Price**).

This approval is sought pursuant to Listing Rule 7.1A. Under Listing Rule 7.1A, small and mid-cap listed entities that meet the eligibility threshold and have obtained the approval of their ordinary shareholders by special resolution at the annual general meeting, are permitted to issue an additional 10% of issued capital over a 12 month period from the date of the annual general meeting (**Additional 10% Placement**). The Additional 10% Placement under Listing Rule 7.1A is in addition to the ability of the Company to issue 15% of its issued capital without shareholder approval over a 12 month period pursuant to Listing Rule 7.1. The Company may issue the Placement Securities to raise funds for the Company and as non-cash consideration (further details of which are set out below).

Funds raised from the issue of Placement Securities, if undertaken, would be applied towards the continued growth of the Company's business operations (including client growth) and general working capital.

The Directors unanimously recommend that Shareholders vote in favour of Resolution 7.

# Explanatory Memorandum

## 9.2 Listing Rule 7.1A

### (a) General

#### (1) Eligibility

An entity is eligible to undertake an Additional 10% Placement if at the time of its annual general meeting it has a market capitalisation of \$300 million or less and it is not included in the S&P/ASX300 Index.

As required by the Listing Rules, the Company's market capitalisation will be based on the closing price on the Trading Day before the Meeting. The calculation of market capitalisation will be based on the Closing Price of Shares on the last Trading Day on which trades in the Shares were recorded before the date of the AGM, multiplied by the number of Shares on issue (in that main class, but excluding restricted securities and securities quoted on a deferred settlement basis).

For illustrative purposes only, on 10 October 2017 (being the last trading day prior the date of this AGM Notice), the Company's market capitalisation was approximately \$10.3 million based on the closing trading price on that date. The Company is not included in the S&P/ASX300 Index as at the time of issue of this Notice of Meeting and the Company does not expect that it will be included in the S&P/ASX300 Index at the date of the AGM.

The Company is therefore an eligible entity and able to undertake an Additional 10% Placement under Listing Rule 7.1A. In the event that the Company is no longer an eligible entity to undertake an Additional 10% Placement after the Company has already obtained Shareholder approval, the approval obtained will not lapse and the Company will still be entitled to issue the Placement Securities.

#### (2) Special Resolution

Listing Rule 7.1A requires this Resolution 7 to be passed as a Special Resolution, which means that it must be passed by at least 75% of the votes cast by members entitled to vote on the Resolution. Pursuant to Listing Rule 7.1A, no Placement Securities will be issued until and unless this Special Resolution is passed at the Meeting.

#### (3) Shareholder Approval

The ability to issue the Placement Securities is conditional upon the Company obtaining Shareholder approval by way of a Special Resolution at the Meeting.

### (b) 10% Placement Period - Listing Rule 7.1A.1

Assuming Resolution 7 is passed, shareholder approval of the Additional 10% Placement under Listing Rule 7.1A is valid from the date of the AGM and expires on the earlier to occur of:

- (a) the date that is 12 months after the date of the AGM; or
- (b) the date of the approval by shareholders of a transaction under Listing Rule 11.1.2 (a significant change to the nature or scale of activities) or 11.2 (disposal of main undertaking),

or such longer period if allowed by ASX.

If approval is given for the issue of the Placement Securities then the approval will expire, on 21 November 2018, unless shareholder approval is granted pursuant to Listing Rules 11.1.2 or 11.2 prior to that date.

# Explanatory Memorandum

## (c) Formula for calculating Additional 10% Placement

Listing Rule 7.1A.2 provides that Eligible Entities that have obtained shareholder approval at an annual general meeting may issue or agree to issue, during the 12 month period after the date of the annual general meeting, a number of Equity Securities calculated in accordance with the following formula:

$$(A \times D) - E$$

Where:

**A** is the number of ordinary securities on issue 12 months before the date of issue or agreement:

- (1) plus the number of fully paid ordinary securities issued in the 12 months under an exception in Listing Rule 7.2;
- (2) plus the number of partly paid ordinary securities that became fully paid in the 12 months;
- (3) plus the number of fully paid ordinary securities issued in the 12 months with approval of holders of ordinary securities under Listing Rules 7.1 or 7.4 (but note that this does not include an issue of fully paid ordinary securities under the entity's 15% placement capacity without shareholder approval); and
- (4) less the number of fully paid ordinary securities cancelled in the 12 months.

Note that "A" has the same meaning in Listing Rule 7.1 when calculating an entity's 15% placement capacity.

**D** is 10%.

**E** is the number of Equity Securities issued or agreed to be issued under Listing Rule 7.1A.2 in the 12 months before the date of the issue or agreement to issue that are not issued with the approval of shareholders under Listing Rules 7.1 or 7.4.

## (d) Listing Rule 7.1A.3

### (1) Equity Securities

Any Equity Securities issued under the Additional 10% Placement must be in the same class as an existing quoted class of Equity Securities of the Company.

As at the date of this notice of meeting, the only class of Equity Securities in the Company quoted on the ASX are ordinary shares. The Company presently has 89,972,122 shares on issue at the date of this Notice of Meeting.

### (2) Minimum Issue Price

The issue price for the Placement Securities issued under Listing Rule 7.1A must be not less than 75% of the VWAP of Equity Securities in the same class calculated over the 15 trading days immediately before:

- (a) the date on which the price at which the relevant Placement Securities are to be issued is agreed; or
- (b) if the relevant Placement Securities are not issued within five trading days of the date in paragraph (A) above, the date on which the relevant Placement Securities are issued.

# Explanatory Memorandum

## **(e) Information to be given to ASX – Listing Rule 7.1A.4**

If Resolution 7 is passed and the Company issues any Placement Securities under Listing Rule 7.1A, the Company will give to ASX:

- (a) a list of allottees of the Placement Securities and the number of Placement Securities allotted to each (this list will not be released to the market); and
- (b) the following information required by rule 3.10.5A, will be released to the market on the date of issue:
  - (1) details of the dilution to the existing holders of Shares caused by the issue;
  - (2) where the Shares are issued for cash consideration, a statement of the reasons why the Company issued the Shares as a placement under rule 7.1A and not as (or in addition to) a pro rata issue or other type of issue in which existing Shareholders would have been eligible to participate;
  - (3) details of any underwriting arrangements, including any fees payable to the underwriter; and
  - (4) any other fees or costs incurred in connection with the issue.

## **(f) Listing Rules 7.1 and 7.1A**

The ability of an entity to issue Equity Securities under Listing Rule 7.1A is in addition to the entity's 15% capacity under Listing Rule 7.1.

At the date of this Notice, the Company has on issue 89,972,122 Shares, and therefore has the capacity to issue:

- (a) 13,495,818 Equity Securities under Listing Rule 7.1; and
- (b) 8,997,212 Equity Securities under Listing Rule 7.1A.

The actual number of Placement Securities that the Company will have the capacity to issue under Listing Rule 7.1A will be calculated at the date of issue of the Placement Securities in accordance with the formula prescribed in Listing Rule 7.1A.2 (as described above).

## **9.3 Specific information required by Listing Rule 7.3A**

### **(a) Minimum price of securities issued under Listing Rule 7.1A - Listing Rule 7.3A.1**

Pursuant to and in accordance with Listing Rule 7.1A.3, the Placement Securities issued pursuant to approval under Listing Rule 7.1A must have an issue price of not less than 75% of the VWAP for the Equity Securities over the 15 trading days immediately before:

- (a) the date on which the price at which the Placement Securities are to be issued is agreed; or
- (b) if the Placement Securities are not issued within five trading days of the date in paragraph (1) above, the date on which the Placement Securities are issued.

The Company will disclose to the ASX the issue price on the date of issue of the Placement Securities.

### **(b) Risk of economic and voting dilution - Listing Rule 7.3A.2**

As provided by Listing Rule 7.3A.2, if Resolution 7 is passed and the Company issues the Placement Securities, there is a risk of economic and voting dilution to the existing Shareholders. The Company currently has on issue 89,972,122 Shares, 5,500,000 Options and 7,500,000 Performance Rights. On this basis, following approval of the Additional 10% Placement, the Company will have approval to issue an additional 8,997,212 Equity Securities.

## Explanatory Memorandum

The exact number of Placement Shares to be issued under the Additional 10% Placement will be calculated in accordance with the formula contained in Listing Rule 7.1A.2 and set out above. Any issue of Placement Securities will have a dilutive effect on existing Shareholders.

There is a specific risk that:

- (a) the Market Price for the Company's Equity Securities may be significantly lower on the date of the issue of any Placement Securities than it is on the date of the Meeting; and
- (b) the Placement Securities may be issued at a price that is at a discount to the Market Price for the Company's Equity Securities on the issue date,

which may have an effect on the amount of funds raised by the issue or the value of the Placement Securities.

As required by Listing Rule 7.3A.2, Table 1 below shows the potential economic and voting dilution effect, in circumstances where the issued share capital has doubled and the Market Price of the shares has halved. Table 1 also shows additional scenarios in which the issued share capital has increased (by both 50% and 100%) and the Market Price of the shares has:

- (a) decreased by 50%; and
- (b) increased by 100%.

**TABLE 1**

| Issued Share Capital                                       | 50% decrease in Market Price \$0.0575 |               | Current Market Price \$0.115 |               | 100% Increase in Market Price \$0.230 |               |
|------------------------------------------------------------|---------------------------------------|---------------|------------------------------|---------------|---------------------------------------|---------------|
|                                                            | 10% Voting Dilution                   | Capital Raise | 10% Voting Dilution          | Capital Raise | 10% Voting Dilution                   | Capital Raise |
| <b>Present Issued Share Capital = 89,972,122 Shares</b>    | 8,997,212                             | \$517,340     | 8,997,212                    | \$1,034,679   | 8,997,212                             | \$2,069,359   |
| <b>50% Increase in Share Capital = 134,958,183 Shares</b>  | 13,495,818                            | \$776,010     | 13,495,818                   | \$1,552,019   | 13,495,818                            | \$3,104,038   |
| <b>100% Increase in Share Capital = 179,944,244 Shares</b> | 17,994,424                            | \$1,034,679   | 17,994,424                   | \$2,069,359   | 17,994,424                            | \$4,138,718   |

### Assumptions and explanations

- The Market Price is \$0.115, based on the closing price of the shares on ASX on 10 October 2017 (being the last trading day prior to the date of this AGM Notice).
- The above table only shows the dilutionary effect based on the issue of the Placement Securities (assuming only Shares are issued), and no any Shares issued under the 15% capacity under Listing Rule 7.1.

## Explanatory Memorandum

- The 10% voting dilution reflects the aggregate percentage dilution against the issued Share capital at the time of issue.
- The Company issues the maximum number of Placement Securities.
- The issued share capital has been calculated in accordance with the formula in Listing Rule 7.1A(2) as at 10 October 2017.
- The issue price of the Placement Securities used in the table is the same as the Market Price and does not take into account the discount to the Market Price (if any).

### **(c) Final date for issue – Listing Rule 7.3A.3**

As required by Listing Rule 7.3A.3, the Company will only issue and allot the Placement Securities during the 12 months after the date of this Meeting which the Company anticipates will end on 21 November 2018. The approval under Resolution 7 for the issue of the Placement Securities will cease to be valid in the event that Shareholders approve a transaction under Listing Rule 11.1.2 (a significant change to the nature or scale of activities of the Company) or Listing Rule 11.2 (the disposal of the main undertaking of the Company) before the anniversary of the Annual General Meeting.

### **(d) Purpose – Listing Rule 7.3A.4**

As noted above, the purpose for which the Placement Securities may be issued include to raise funds for the Company and as non-cash consideration (further details of which are set out below). Funds raised from the issue of Placement Securities, if undertaken, would be applied towards the continued growth of the Company's business operations (including client growth) and general working capital.

### **(e) Shares issued for non-cash consideration - Listing Rule 7.3A.4**

The Company may issue Placement Securities for non-cash consideration, such as the acquisition of new assets or investments. If the Company issues Placement Securities for non-cash consideration, the Company will release to the market a valuation of the non-cash consideration that demonstrates that the issue price of the Placement Securities complies with Listing Rule 7.1A.3.

### **(f) Company's allocation policy - Listing Rule 7.3A.5**

The Company's allocation policy is dependent on the prevailing market conditions at the time of any proposed issue of the Placement Securities. The identity of the allottees of Placement Securities will be determined on a case-by-case basis having regard to a number of factors including but not limited to the following:

- (a) the methods of raising funds that are available to the Company including, but not limited to, rights issue or other issue in which existing shareholders can participate;
- (b) the effect of the issue of the Placement Securities on the control of the Company;
- (c) the financial situation and solvency of the Company; and
- (d) advice from corporate, financial and broking advisers (if applicable).

The allottees of the Placement Securities have not been determined as at the date of this Notice but may include existing substantial Shareholders and/or new Shareholders who are not related parties or associates of a related party of the Company.

Furthermore, if the Company is successful in acquiring new assets or investments for which Placement Securities are issued as consideration, it is likely that the allottees of some of the Placement Securities will be the vendors of the new assets or investments.

# Explanatory Memorandum

**(g) Company not previously obtained shareholder approval under listing rule 7.1A**

The Company has not previously obtained Shareholder approval under Listing Rule 7.1A.

**(h) Voting Exclusion Statement**

A voting exclusion statement is included in this Notice. At the date of the Notice, the proposed allottees of any 10% Securities are not as yet known or identified. In these circumstances (and in accordance with the note set out in Listing Rule 14.11.1 relating to Listing Rules 7.1 and 7.1A), for a person's vote to be excluded, it must be known that that person will participate in the proposed issue. Where it is not known who will participate in the proposed issue (as is the case in respect of the 10% Securities), Shareholders must consider the proposal on the basis that they may or may not get a benefit and that it is possible that their holding will be diluted and there is no reason to exclude their votes.

## 10. Interpretation

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**Annual General Meeting or Meeting** means the Annual General Meeting of the Company to be held on 21 November 2017.

**ASIC** means the Australian Securities and Investments Commission.

**ASX** means the ASX Limited ACN 008 624 691.

**Board** means the board of directors of the Company.

**Closely Related Party** (as defined in the Corporations Act) of a member of the Key Management Personnel for an entity means:

- (a) a spouse or child of the member; or
- (b) a child of the member's spouse; or
- (c) a dependent of the member or the member's spouse; or
- (d) anyone else who is one of the member's family and may be expected to influence the member, or be influenced by the member, in the member's dealings with the entity; or
- (e) a company the member controls; or
- (f) a person prescribed by the regulations for the purposes of this paragraph.

**Company** means Lithium Consolidated Mineral Exploration Ltd ACN 612 008 358.

**Constitution** means the constitution of the Company, as amended from time to time.

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

**Directors** means the directors of the Company.

**Equity Securities** has the meaning give to that term in the Listing Rules.

**Explanatory Memorandum** means the explanatory statement accompanying this Notice.

**Key Management Personnel** has the definition given in the accounting standards as those persons having authority and responsibility for planning, directing and controlling the activities of the entity, directly and indirectly, including any director (whether executive or otherwise) of that entity.

**Listing Rules** means the listing rules of the ASX.

**Market Price** has the meaning given to that term in the Listing Rules.

**Notice of Meeting or Notice** means this notice of meeting.

# Explanatory Memorandum

**Options** means an option to subscribe for a Share in the Company.

**Ordinary Resolution** means a resolution passed by more than 50% of the votes cast by members entitled to vote on the Resolution.

**Placement Securities** means the Equity Securities that may be issued if Resolution 6 is passed, representing up to 10% of the issued capital of the Company (at the time of issue) and calculated in accordance with the formula prescribed in Listing Rule 7.1A.2, over a 12 month period from the date of the Meeting, at a price not less than that determined pursuant to Listing Rule 7.1A.3, and otherwise on the terms and conditions described in the Explanatory Memorandum.

**Resolution** means a resolution to be proposed at the Meeting.

**Shares** means ordinary fully paid shares in the issued capital of the Company

**Special Resolution** means a resolution:

- (a) of which notice has been given as set out in paragraph 249L(1)(c) of the Corporations Act; and
- (b) passed by at least 75% of the votes cast by members entitled to vote on the Resolution.

**VWAP** means the volume weighted average market price of the Shares.

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Any inquiries in relation to the Resolutions or the Explanatory Memorandum should be directed to Duncan Cornish:

**Phone:** +61 7 3212 6299

**Email:** [info@lithiumconsolidated.com](mailto:info@lithiumconsolidated.com)

# Explanatory Memorandum

## Annexure A – Nomination of Auditor Letter

*Albiano Holdings Pty Ltd  
ACN 135 383 283  
11 Elizabeth Street  
Paddington QLD 4064*

23 September 2016

The Board of Directors  
Lithium Consolidated Mineral Exploration Limited  
Level 10, 110 Mary Street  
Brisbane QLD 4000

Dear Sirs

Albiano Holdings Pty Ltd, being a member of Lithium Consolidated Mineral Exploration Limited ACN 612 008 358 (Company), hereby nominate, in accordance with section 328B(1) of the Corporations Act 2001 (Cth), BDO Audit Pty Ltd to fill the office of auditor of the Company

Signed for Albiano Holdings Pty Ltd



Duncan Cornish  
Sole Director & Company Secretary

# Proxy, representative and voting entitlement instructions

## PROXIES AND REPRESENTATIVES

Shareholders are entitled to appoint a proxy to attend and vote on their behalf. Where a shareholder is entitled to cast two or more votes at the meeting, they may appoint two proxies. Where more than one proxy is appointed, each proxy may be appointed to represent a specific proportion or number of votes the shareholder may exercise. If the appointment does not specify the proportion or number of votes each proxy may exercise, each proxy may exercise half of the votes. The proxy may, but need not, be a shareholder of the Company.

Shareholders who are a body corporate are able to appoint representatives to attend and vote at the meeting under section 250D of the *Corporations Act*. The proxy form must be signed by the shareholder or his/her attorney duly authorised in writing or, if the shareholder is a corporation, in a manner permitted by the *Corporations Act*.

This proxy form (and the power of attorney or other authority, if any, under which the proxy form is signed) or a copy or facsimile which appears on its face to be an authentic copy of the proxy form (and the power of attorney or other authority) must be **deposited at, posted to, scanned and emailed or sent by facsimile transmission to the address listed below**, not less than 48 hours before the time for holding the meeting, or adjourned meeting as the case may be, at which the individual named in the proxy form proposes to vote.

|                                                                                                                                                             |                                                                                          |
|-------------------------------------------------------------------------------------------------------------------------------------------------------------|------------------------------------------------------------------------------------------|
| <b>ONLINE</b><br>www.linkmarketservices.com.au                                                                                                              | <b>BY FAX</b><br>+61 2 9287 0309                                                         |
| <b>BY MAIL</b><br>Lithium Consolidated Mineral Exploration Limited<br>C/- Link Market Services Limited<br>Locked Bag A14<br>Sydney South NSW 1235 Australia | <b>BY HAND</b><br>Link Market Services Limited<br>1A Homebush Bay Drive, Rhodes NSW 2138 |
|                                                                                                                                                             | <b>ALL ENQUIRIES TO</b><br>Telephone: +61 1300 554 474                                   |

If a representative of the corporation is to attend the meeting the appropriate "Certificate of Appointment of Corporate Representative" should be produced prior to admission. A form of the certificate may be obtained from the Company.

A proxy form is attached to this Notice.

## VOTING ENTITLEMENT

For the purposes of determining voting entitlements at the Meeting, shares will be taken to be held by the persons who are registered as holding the shares at 7.00pm (Sydney time) on 19 November 2017. Accordingly, transactions registered after that time will be disregarded in determining entitlements to attend and vote at the Meeting.

## SIGNING INSTRUCTIONS

You must sign the proxy form as follows in the spaces provided:

|                           |                                                                                                                                                                                                                                                                                                                                                                                                                                                                   |
|---------------------------|-------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| <b>Individual:</b>        | Where the holding is in one name, the holder must sign.                                                                                                                                                                                                                                                                                                                                                                                                           |
| <b>Joint Holding:</b>     | Where the holding is in more than one name, both holders must sign.                                                                                                                                                                                                                                                                                                                                                                                               |
| <b>Power of Attorney:</b> | To sign under Power of Attorney, please attach a certified photocopy of the Power of Attorney to this form when you return it.                                                                                                                                                                                                                                                                                                                                    |
| <b>Companies:</b>         | Where the company has a Sole Director who is also the Sole Company Secretary, this form must be signed by that person. If the company (pursuant to section 204A of the <i>Corporations Act 2001</i> ) does not have a Company Secretary, a Sole Director can sign alone.<br>Otherwise this form must be signed by a Director jointly with either another Director or a Company Secretary.<br>Please indicate the office held by signing in the appropriate place. |

## LODGE YOUR VOTE



### ONLINE

[www.linkmarketservices.com.au](http://www.linkmarketservices.com.au)



### BY MAIL

Lithium Consolidated Mineral Exploration Limited  
C/- Link Market Services Limited  
Locked Bag A14  
Sydney South NSW 1235 Australia



### BY FAX

+61 2 9287 0309



### BY HAND

Link Market Services Limited  
1A Homebush Bay Drive, Rhodes NSW 2138



### ALL ENQUIRIES TO

Telephone: +61 1300 554 474



X99999999999

## PROXY FORM

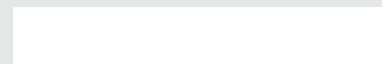
I/We being a member(s) of Lithium Consolidated Mineral Exploration Limited and entitled to attend and vote hereby appoint:

### APPOINT A PROXY



the Chairman of the Meeting (mark box)

**OR** if you are **NOT** appointing the Chairman of the Meeting as your proxy, please write the name of the person or body corporate you are appointing as your proxy



or failing the person or body corporate named, or if no person or body corporate is named, the Chairman of the Meeting, as my/our proxy to act on my/our behalf (including to vote in accordance with the following directions or, if no directions have been given and to the extent permitted by the law, as the proxy sees fit) at the Annual General Meeting of the Company to be held at **9:00am on Tuesday, 21 November 2017 at Level 7 Waterfront Place 1 Eagle Street Brisbane QLD 4000** (the **Meeting**) and at any postponement or adjournment of the Meeting.

**Important for Resolution 1:** If the Chairman of the Meeting is your proxy, either by appointment or by default, and you have not indicated your voting intention below, you expressly authorise the Chairman of the Meeting to exercise the proxy in respect of Resolution 1, even though the Resolution is connected directly or indirectly with the remuneration of a member of the Company's Key Management Personnel (**KMP**).

**The Chairman of the Meeting intends to vote undirected proxies in favour of each item of business.**

### VOTING DIRECTIONS

Proxies will only be valid and accepted by the Company if they are signed and received no later than 48 hours before the Meeting.

Please read the voting instructions overleaf before marking any boxes with an ☒

#### Resolutions

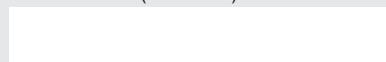
|                                                                  | For                      | Against                  | Abstain*                 |                                                                            | For                      | Against                  | Abstain*                 |
|------------------------------------------------------------------|--------------------------|--------------------------|--------------------------|----------------------------------------------------------------------------|--------------------------|--------------------------|--------------------------|
| 1 Adoption of Remuneration Report                                | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> | 5 Election of Brian Moller as a Director of the Company                    | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| 2 Election of Shanthar Pathmanathan as a Director of the Company | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> | 6 Appointment of Auditor                                                   | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| 3 Election of James McKerlie as a Director of the Company        | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> | 7 Approval to issue an additional 10% of the issued capital of the Company | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| 4 Election of Vincent Mascolo as a Director of the Company       | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |                                                                            |                          |                          |                          |



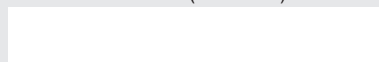
\* If you mark the Abstain box for a particular Item, you are directing your proxy not to vote on your behalf on a show of hands or on a poll and your votes will not be counted in computing the required majority on a poll.

### SIGNATURE OF SHAREHOLDERS – THIS MUST BE COMPLETED

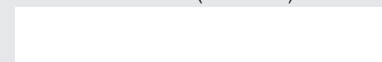
Shareholder 1 (Individual)



Joint Shareholder 2 (Individual)



Joint Shareholder 3 (Individual)



Sole Director and Sole Company Secretary

Director/Company Secretary (Delete one)

Director

This form should be signed by the shareholder. If a joint holding, either shareholder may sign. If signed by the shareholder's attorney, the power of attorney must have been previously noted by the registry or a certified copy attached to this form. If executed by a company, the form must be executed in accordance with the company's constitution and the *Corporations Act 2001* (Cth).

## HOW TO COMPLETE THIS SHAREHOLDER PROXY FORM

### YOUR NAME AND ADDRESS

This is your name and address as it appears on the Company's share register. If this information is incorrect, please make the correction on the form. Shareholders sponsored by a broker should advise their broker of any changes. **Please note: you cannot change ownership of your shares using this form.**

### APPOINTMENT OF PROXY

If you wish to appoint the Chairman of the Meeting as your proxy, mark the box in Step 1. If you wish to appoint someone other than the Chairman of the Meeting as your proxy, please write the name of that individual or body corporate in Step 1. A proxy need not be a shareholder of the Company.

### DEFAULT TO CHAIRMAN OF THE MEETING

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

### VOTES ON ITEMS OF BUSINESS – PROXY APPOINTMENT

You may direct your proxy how to vote by placing a mark in 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 A SECOND PROXY

You are entitled to appoint up to two persons as proxies to attend the Meeting and vote on a poll. If you wish to appoint a second proxy, an additional Proxy Form may be obtained by telephoning the Company's share registry or you may copy this form and return them both together.

To appoint a second proxy you must:

- (a) on each of the first Proxy Form and the second Proxy Form state the percentage of your voting rights or number of shares applicable to that form. If the appointments do not specify the percentage or number of votes that each proxy may exercise, each proxy may exercise half your votes. Fractions of votes will be disregarded; and
- (b) return both forms together.

### SIGNING INSTRUCTIONS

You must sign this form as follows in the spaces provided:

**Individual:** where the holding is in one name, the holder must sign.

**Joint Holding:** where the holding is in more than one name, either shareholder may sign.

**Power of Attorney:** to sign under Power of Attorney, you must lodge the Power of Attorney with the registry. If you have not previously lodged this document for notation, please attach a certified photocopy of the Power of Attorney to this form when you return it.

**Companies:** where the company has a Sole Director who is also the Sole Company Secretary, this form must be signed by that person. If the company (pursuant to section 204A of the *Corporations Act 2001*) does not have a Company Secretary, a Sole Director can also sign alone. Otherwise this form must be signed by a Director jointly with either another Director or a Company Secretary. Please indicate the office held by signing in the appropriate place.

### CORPORATE REPRESENTATIVES

If a representative of the corporation is to attend the Meeting the appropriate "Certificate of Appointment of Corporate Representative" should be produced prior to admission in accordance with the Notice of Meeting. A form of the certificate may be obtained from the Company's share registry or online at [www.linkmarketservices.com.au](http://www.linkmarketservices.com.au).

### LODGEMENT OF A PROXY FORM

This Proxy Form (and any Power of Attorney under which it is signed) must be received at an address given below by **9:00am on Sunday, 19 November 2017**, being not later than 48 hours before the commencement of the Meeting. Any Proxy Form received after that time will not be valid for the scheduled Meeting.

Proxy Forms may be lodged using the reply paid envelope or:



#### ONLINE

[www.linkmarketservices.com.au](http://www.linkmarketservices.com.au)

Login to the Link website using the holding details as shown on the Proxy Form. Select 'Voting' and follow the prompts to lodge your vote. To use the online lodgement facility, shareholders will need their "Holder Identifier" (Securityholder Reference Number (SRN) or Holder Identification Number (HIN) as shown on the front of the Proxy Form).



#### BY MAIL

Lithium Consolidated Mineral Exploration Limited  
C/- Link Market Services Limited  
Locked Bag A14  
Sydney South NSW 1235  
Australia



#### BY FAX

+61 2 9287 0309



#### BY HAND

delivering it to Link Market Services Limited\*  
1A Homebush Bay Drive  
Rhodes NSW 2138

\* During business hours (Monday to Friday, 9:00am–5:00pm)

**IF YOU WOULD LIKE TO ATTEND AND VOTE AT THE ANNUAL GENERAL MEETING, PLEASE BRING THIS FORM WITH YOU.  
THIS WILL ASSIST IN REGISTERING YOUR ATTENDANCE.**