



GLOBAL LITHIUM RESOURCES LIMITED

ACN 626 093 150

NOTICE OF GENERAL MEETING

Notice is given that the Meeting will be held at:

TIME: 10.00am
DATE: Monday, 20 December 2021
PLACE: Pan Pacific Hotel, meeting room 5
207 Adelaide 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 on Saturday, 18 December 2021.

BUSINESS OF THE MEETING

AGENDA

1. RESOLUTION 1 – RATIFICATION OF PRIOR ISSUE OF SHARES – LISTING RULE 7.1

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 19,771,250 Shares 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 – APPROVAL TO ISSUE SHARES TO YIBIN TIANYI

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 16,699,794 Shares 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 – RELATED PARTY PARTICIPATION IN PLACEMENT – WARRICK HAZELDINE

To consider and, if thought fit, to pass, 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 135,135 Shares to Warrick Hazeldine (or his nominee) on the terms and conditions set out in the Explanatory Statement.”

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

4. RESOLUTION 4 – RELATED PARTY PARTICIPATION IN PLACEMENT – DIANMIN CHEN

To consider and, if thought fit, to pass, 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 270,270 Shares to Dianmin Chen (or his nominee) on the terms and conditions set out in the Explanatory Statement.”

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

5. **RESOLUTION 5 – ISSUE OF OPTIONS TO RELATED PARTY – WARRICK HAZELDINE**

To consider and, if thought fit, to pass, the following resolution as an **ordinary resolution**:

“That, for the purposes of section 195(4) and section 208 of the Corporations Act, Listing Rule 10.11 and for all other purposes, approval is given for the Company to issue 1,500,000 Options to Warrick Hazeldine (or his nominee) on the terms and conditions set out in the Explanatory Statement.”

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

6. **RESOLUTION 6 – ISSUE OF OPTIONS TO RELATED PARTY – DIANMIN CHEN**

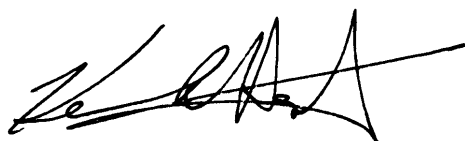
To consider and, if thought fit, to pass, the following resolution as an **ordinary resolution**:

“That, for the purposes of section 195(4) and section 208 of the Corporations Act, Listing Rule 10.11 and for all other purposes, approval is given for the Company to issue 3,000,000 Options to Dianmin Chen (or his nominee) on the terms and conditions set out in the Explanatory Statement.”

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

Dated: 15 November 2021

By order of the Board

A handwritten signature in black ink, appearing to be 'Kevin Hart', written over a horizontal line.

Kevin Hart
Company Secretary

Voting Prohibition Statements

<p>Resolutions 3 and 4 – Related party participation in placement – Warrick Hazeldine and Dianmin Chen</p>	<p>In accordance with section 224 of the Corporations Act, a vote on this Resolution must not be cast (in any capacity) by or on behalf of a related party of the Company to whom the Resolution would permit a financial benefit to be given, or an associate of such a related party (Resolutions 3 and 4 Excluded Party). However, the above prohibition does not apply if the vote is cast by a person as proxy appointed by writing that specifies how the proxy is to vote on the Resolution and it is not cast on behalf of a Resolutions 3 and 4 Excluded Party.</p> <p>In accordance with section 250BD of the Corporations Act, a person appointed as a proxy must not vote, on the basis of that appointment, on this Resolution if:</p> <ul style="list-style-type: none">(a) the proxy is either:<ul style="list-style-type: none">(i) a member of the Key Management Personnel; or(ii) a Closely Related Party of such a member; and(b) the appointment does not specify the way the proxy is to vote on this Resolution. <p>Provided the Chair is not a Resolutions 3 and 4 Excluded Party, the above prohibition does not apply if:</p> <ul style="list-style-type: none">(a) the proxy is the Chair; and(b) the appointment expressly authorises the Chair to exercise the proxy even though this Resolution is connected directly or indirectly with remuneration of a member of the Key Management Personnel.
<p>Resolutions 5 & 6 – Issue of Options to Related Parties</p>	<p>In accordance with section 224 of the Corporations Act, a vote on this Resolution must not be cast (in any capacity) by or on behalf of a related party of the Company to whom the Resolution would permit a financial benefit to be given, or an associate of such a related party (Resolutions 5 & 6 Excluded Party). However, the above prohibition does not apply if the vote is cast by a person as proxy appointed by writing that specifies how the proxy is to vote on the Resolution and it is not cast on behalf of a Resolutions 5 & 6 Excluded Party.</p> <p>In accordance with section 250BD of the Corporations Act, a person appointed as a proxy must not vote, on the basis of that appointment, on this Resolution if:</p> <ul style="list-style-type: none">(a) the proxy is either:<ul style="list-style-type: none">(i) a member of the Key Management Personnel; or(ii) a Closely Related Party of such a member; and(b) the appointment does not specify the way the proxy is to vote on this Resolution. <p>Provided the Chair is not a Resolutions 5 & 6 Excluded Party, the above prohibition does not apply if:</p> <ul style="list-style-type: none">(a) the proxy is the Chair; and(b) the appointment expressly authorises the Chair to exercise the proxy even though this Resolution is connected directly or indirectly with remuneration of a member of the Key Management Personnel.

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 – Ratification of prior issue of Shares	A person who participated in the issue or is a counterparty to the agreement being approved (namely those who participated in the Placement) or an associate of that person or those persons.
Resolution 2 – Approval to issue Shares to Yibin Tianyi	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 Yibin Tianyi) or an associate of that person (or those persons).
Resolution 3 – Related party participation in placement – Warrick Hazeldine	Warrick Hazeldine (or his 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 – Related party participation in placement – Dianmin Chen	Dianmin Chen (or his 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 5 – Issue of Options to Related Party – Warrick Hazeldine	Warrick Hazeldine (or his 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 6 – Issue of Options to Related Party – Dianmin Chen	Dianmin Chen (or his 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.

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 9316 9100.

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 TO 4

1.1 General

As announced on 1 November 2021, the Company secured funding of \$13.6 million by a placement of 36,876,449 Shares at an issue price of \$0.37 per Share (**Placement Shares**) to professional and sophisticated investors (**Placement**).

The Company completed the issue of 19,771,250 Placement Shares to institutional and sophisticated investors under the Placement on 8 November 2021 pursuant to its existing placement capacity under Listing Rule 7.1.

As part of the Placement, subject to Shareholder approval, the lithium chemical arm of Contemporary Amperex Technology Co. Limited (the world's largest EV battery producer), Yibin Tianyi, applied for 16,699,794 Placement Shares for a 9.9% interest in Global Lithium. In addition and also subject to Shareholder approval, Company Directors Warrick Hazeldine and Dianmin Chen collectively applied for a total of 405,405 Placement Shares.

The Company is seeking:

- (a) **Resolution 1:** Shareholder ratification for the issue of 19,771,250 Placement Shares issued to institutional and sophisticated investors under the Placement;
- (b) **Resolution 2:** Shareholder approval for the issue of 16,699,794 Placement Shares to Yibin Tianyi (or its nominee) under the Placement;
- (c) **Resolution 3:** Shareholder approval for the issue of 135,135 Placement Shares to Warrick Hazeldine under the Placement; and
- (d) **Resolution 4:** Shareholder approval for the issue of 270,270 Placement Shares to Dianmin Chen under the Placement.

1.2 Use of funds

The Placement funds will be directed towards accelerating exploration activities at the Marble Bar Lithium Project, including:

- (a) further lithium resource extension, targeting and regional exploration drilling;
- (b) initial exploration drilling along the southern extension of the greenstone belt, where historical drilling has identified lithium mineralisation 15km from the Archer deposit;
- (c) further exploration at the Company's under-explored gold prospects, including the emerging Twin Veins project;
- (d) completion of the preliminary metallurgical test work program; and
- (e) potential consideration of additional complimentary growth options.

1.3 Lead Manager

The Company entered into a mandate to engage the services of Argonaut Securities Pty Limited (ACN 108 330 650) (**Argonaut**) and Euroz Hartleys Limited (ACN 104 195 057)(**Joint Lead Managers**), to manage the issue of the Placement Shares (**Mandate**).

Under the Mandate, the Company agreed to pay the Joint Lead Managers:

- (a) a management fee of \$272,886 (being, 2% of the amount raised under the issue of the Placement Shares); and
- (b) a selling fee of \$545,771 (being, 4% of the amount raised under the issue of the Placement Shares) (**Selling Fee**).

The management and selling fees was split equally between the Joint Lead Managers.

Under the Mandate, the Joint Lead Managers were granted a first right of refusal to be appointed by the Company to act as joint lead manager in respect of any equity raising on standard industry terms for 12 months from the date of the announcement of the Placement.

The Mandate otherwise contains provisions considered standard for an agreement of its nature (including representations and warranties and confidentiality provisions).

2. RESOLUTION 1 – RATIFICATION OF PRIOR ISSUE OF SHARES – LISTING RULE 7.1

2.1 General

On 8 November 2021, the Company issued 19,771,250 Placement Shares at an issue price of \$0.37 per Share to raise \$7.3 million (**Tranche 1 Placement Shares**).

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 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 is seeking approval to increase its limit to 25% at the annual general meeting to be held on 25 November 2021 and therefore, the additional 10% capacity was not available at the time of the issue of the Tranche 1 Placement Shares.

The issue of the Placement Shares 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 Placement Shares.

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 Placement Shares.

Resolution 1 seeks Shareholder ratification pursuant to Listing Rule 7.4 for the issue of the Placement Shares.

2.2 Technical information required by Listing Rule 14.1A

If Resolution 1 is passed, the Placement Shares will be excluded in calculating the Company's 15% limit in Listing Rule 7.1, 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 Placement Shares.

If Resolution 1 is not passed, the Placement Shares will be included in calculating the Company's 15% limit in Listing Rule 7.1, 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 Placement Shares.

2.3 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 1:

- (a) The Tranche 1 Placement Shares were issued to professional and sophisticated investors who are clients of the Joint Lead Managers. The recipients were identified through a bookbuild process, which involved the Joint Lead Managers seeking expressions of interest to participate in the capital raising from non-related parties of the Company.
- (b) 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;
- (c) 19,771,250 Tranche 1 Placement Shares were issued and the Tranche 1 Placement Shares issued were all fully paid ordinary shares in the capital of the Company issued on the same terms and conditions as the Company's existing Shares;
- (d) the Tranche 1 Placement Shares were issued on 8 November 2021;
- (e) the issue price was \$0.37 per Tranche 1 Placement Shares. The Company has not and will not receive any other consideration for the issue of the Placement Shares;
- (f) the purpose of the issue of the Tranche 1 Placement Shares was to raise funds to be applied for the purposes identified in Section 1.2; and

- (g) the Tranche 1 Placement Shares were not issued under an agreement.

3. RESOLUTION 2 – APPROVAL TO ISSUE SHARES TO YIBIN TIANYI

3.1 General

As noted at Section 1.1 above, the Company is seeking Shareholder approval to issue up to 16,699,794 Shares to Yibin Tianyi (or its Nominee) at an issue price of \$0.37 per Share to raise up to \$6,178,924 (**Tianyi Placement Shares**).

As summarised in Section 2.1 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 Tianyi Placement Shares falls within exception 17 of Listing Rule 7.2. It therefore requires the approval of Shareholders under Listing Rule 7.1.

3.2 Technical information required by Listing Rule 14.1A

If Resolution 2 is passed, the Company will be able to proceed with the issue of the Tianyi Placement Shares. In addition, the issue of the Tianyi Placement Shares 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 2 is not passed, the Company will not be able to proceed with the issue of the Tianyi Placement Shares. In addition, the Company will not be able to raise the \$6.1 million that Yibin Tianyi has committed, which means the Company will have to find additional sources of capital for the expenditure detailed in Section 1.2.

Resolution 2 seeks Shareholder approval for the purposes of Listing Rule 7.1 for the issue of the Tianyi Placement Shares.

3.3 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 2:

- (a) the Tianyi Placement Shares will be issued to Yibin Tianyi (or its Nominee);
- (b) in accordance with paragraph 7.2 of ASX Guidance Note 21, the Company confirms following the issue of the Tianyi Placement Shares, Yibin Tianyi will be a substantial holder of the Company who will hold 9.9% of the issued capital of the Company;
- (c) the maximum number of Tianyi Placement Shares to be issued is 16,699,794. The Tianyi Placement Shares issued will be fully paid ordinary shares in the capital of the Company issued on the same terms and conditions as the Company's existing Shares;
- (d) the Tianyi Placement Shares 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 Tianyi Placement Shares will occur on the same date;

- (e) the issue price of the Tianyi Placement Shares will be \$0.37 per Tianyi Placement Share. The Company will not receive any other consideration for the issue of the Tianyi Placement Shares;
- (f) the purpose of the issue of the Tianyi Placement Shares is to raise capital, which the Company intends to apply as detailed in Section 1.2;
- (g) the Tianyi Placement Shares are not being issued under an agreement; and
- (h) the Tianyi Placement Shares are not being issued under, or to fund, a reverse takeover.

4. RESOLUTIONS 3 AND 4 – ISSUE OF SHARES TO RELATED PARTIES – WARRICK HAZELDINE AND DIANMIN CHEN

4.1 General

As set out in Section 1.1 above, Directors Warrick Hazeldine and Dianmin Chen wish to participate in the Placement on the same terms as unrelated participants in the Capital Raising (**Participation**).

Accordingly, Resolution 3 seeks Shareholder approval for the issue of 135,135 Shares to Warrick Hazeldine and Resolution 4 seeks Shareholder approval for the issue of 270,270 Shares to Dianmin Chen.

4.2 Chapter 2E of the Corporations Act

For a public company, or an entity that the public company controls, to give a financial benefit to a related party of the public company, the public company or entity must:

- (a) obtain the approval of the public company's members in the manner set out in sections 217 to 227 of the Corporations Act; and
- (b) give the benefit within 15 months following such approval,

unless the giving of the financial benefit falls within an exception set out in sections 210 to 216 of the Corporations Act.

The Participation will result in the issue of Shares which constitutes giving a financial benefit and Warrick Hazeldine and Dianmin Chen are related parties of the Company by virtue of being Directors.

The Directors consider that Shareholder approval pursuant to Chapter 2E of the Corporations Act is not required in respect of the Director Participation because the Shares will be issued to Messrs Warrick Hazeldine and Dianmin Chen on the same terms as Shares will be issued to non-related party participants in the Public Offer and as such the giving of the financial benefit is on arm's length terms.

4.3 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.

As the Participation involves the issue of Shares to related parties of the Company, Shareholder approval pursuant to ASX Listing Rule 10.11 is required unless an exception applies. It is the view of the Directors that the exceptions set out in ASX Listing Rule 10.12 do not apply in the current circumstances.

Resolutions 3 to 4 seek the required Shareholder approval for the issue of the Shares under Listing Rule 10.11.

4.4 Technical information required by Listing Rule 14.1A

If Resolutions 3 and 4 are passed, the Company will be able to proceed with the issue of Shares to Warrick Hazeldine and Dianmin Chen under the Placement within one month after the date of the Meeting (or such later date as permitted by any ASX waiver or modification of the Listing Rules). As approval pursuant to Listing Rule 7.1 is not required for the issue of the Shares (because approval is being obtained under Listing Rule 10.11), the issue of the Shares will not use up any of the Company's 15% annual placement capacity.

If Resolutions 3 and 4 are not passed, the Company will not be able to proceed with the issue of the Shares to Warrick Hazeldine and Dianmin Chen and the Company will not raise the \$150,000 from Warrick Hazeldine and Dianmin Chen to apply towards the planned expenditure outlined in Section 1.2.

4.5 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 Resolutions 3 and 4:

- (a) the Shares will be issued to the following persons:
- (i) Warrick Hazeldine (or their nominee) pursuant to Resolution 3; and
 - (ii) Dianmin Chen (or their nominee) pursuant to Resolution 4;
- each of whom falls within the category set out in Listing Rule 10.11.1 by virtue of being a Director;
- (b) the maximum number of Shares to be issued is 405,405 comprising:

- (i) 135,135 Shares to Warrick Hazeldine (or his nominee) pursuant to Resolution 3; and
 - (ii) 270,270 Shares to Dianmin Chen (or his nominee) pursuant to Resolution 4;
- (c) the Shares 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 Shares will occur on the same date;
 - (d) the issue price will be \$0.37 per Share, being the same as all other Shares issued under the Placement, with all funds raised under the Placement to be spent in accordance with the use of funds detailed at Section 1.2;
 - (e) the Shares issued will be fully paid ordinary shares in the capital of the Company issued on the same terms and conditions as the Company's existing Shares; and
 - (f) the funds raised will be used for the same purposes as all other funds raised under the Placement as set out in Section 1.2 of this Explanatory Statement.

5. RESOLUTIONS 5 & 6 – ISSUE OF OPTIONS TO RELATED PARTIES – WARRICK HAZELDINE AND DIANMIN CHEN

5.1 General

The Company has agreed, subject to obtaining Shareholder approval, to issue an aggregate of 6,700,000 Options (**Options**) to Warrick Hazeldine and Dianmin Chen (or their nominees) (**Related Parties**) on the terms and conditions set out below.

Resolutions 5 and 6 seek Shareholder approval for the issue of the Options to the Related Parties.

5.2 Chapter 2E of the Corporations Act

A summary of Chapter 2E of the Corporations Act is set out in Section 4.2 above.

The issue of Options to the Related Parties constitutes giving a financial benefit and each of the Related Parties is a related party of the Company by virtue of being a Director.

As the Options are proposed to be issued to all of the Directors other than Jamie Wright who is not receiving Options, the "non-interested director", the Directors are unable to form a quorum to consider whether one of the exceptions set out in sections 210 to 216 of the Corporations Act applies to the issue of the Options. Accordingly, Shareholder approval for the issue of Options to the Related Parties is sought in accordance with Chapter 2E of the Corporations Act.

5.3 Listing Rule 10.11

A summary of Listing Rule 10.11 is set out in Section 4.3 above.

The issue of Options falls within Listing Rule 10.11.1 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.

Resolutions 5 & 6 seek the required Shareholder approval for the issue of the Options under and for the purposes of Chapter 2E of the Corporations Act and Listing Rule 10.11.

5.4 Technical information required by Listing Rule 14.1A

If Resolutions 5 & 6 are passed, the Company will be able to proceed with the issue of the Options to the Related Parties within one month after the date of the Meeting (or such later date as permitted by any ASX waiver or modification of the Listing Rules). As approval pursuant to Listing Rule 7.1 is not required for the issue of the Options (because approval is being obtained under Listing Rule 10.11), the issue of the Options will not use up any of the Company's 15% annual placement capacity.

If Resolutions 5 & 6 are not passed, the Company will not be able to proceed with the issue of the Options and will consider alternative means of remuneration for the Directors, including by the payment of cash.

5.5 Technical Information required by Listing Rule 10.13 and section 219 of the Corporations Act

Pursuant to and in accordance with Listing Rule 10.13 and section 219 of the Corporations Act, the following information is provided in relation to Resolutions 5 & 6:

- (a) the Options will be issued to the following persons:
 - (i) Warrick Hazeldine (or his nominee) pursuant to Resolution 5; and
 - (ii) Dianmin Chen (or his nominee) pursuant to Resolution 6,each of whom falls within the category set out in Listing Rule 10.11.1 by virtue of being a Director;
- (b) the maximum number of Options to be issued to the Related Parties (being the nature of the financial benefit proposed to be given) is 4,500,000 comprising:
 - (i) 1,500,000 Options to Warrick Hazeldine (or his nominee) pursuant to Resolution 5; and
 - (ii) 3,000,000 Options to Dianmin Chen (or his nominee) pursuant to Resolution 6;
- (c) the terms and conditions of the Options being issued to Warrick Hazeldine and Dianmin Chen are set out in Schedule 1;
- (d) the 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 Options will occur on the same date;
- (e) the issue price of the Options will be nil. The Company will not receive any other consideration in respect of the issue of the Options (other than in respect of funds received on exercise of the Options);
- (f) the purpose of the issue of the Options is to provide a performance linked incentive component in the remuneration package for the

Related Parties to align the interests of the Related Parties with those of Shareholders, to motivate and reward the performance of the Related Parties in their roles as Directors and to provide a cost effective way from the Company to remunerate the Related Parties, which will allow the Company to spend a greater proportion of its cash reserves on its operations than it would if alternative cash forms of remuneration were given to the Related Parties;

(g) the Options are unquoted Options. The Company has agreed to issue the Options to the Related Parties subject to Shareholder for the following reasons:

- (i) the Options are unquoted; therefore, the issue of the Options has no immediate dilutionary impact on Shareholders;
- (ii) the deferred taxation benefit which is available to the Related Parties in respect of an issue of Options is also beneficial to the Company as it means the Related Parties are not required to immediately sell the Options to fund a tax liability (as would be the case in an issue of Shares where the tax liability arises upon issue of the Shares) and will instead, continue to hold an interest in the Company; and
- (iii) it is not considered that there are any significant opportunity costs to the Company or benefits foregone by the Company in issuing the Options on the terms proposed;

(h) the number of Options to be issued to each of the Related Parties has been determined based upon a consideration of:

- (i) current market standards and/or practices of other ASX listed companies of a similar size and stage of development to the Company;
- (ii) the remuneration of the Related Parties and with respect to Dianmin Chen his role in securing Yibin Tianyi as a cornerstone investor in the Company; and
- (iii) incentives to attract and retain the service of the Related Parties who have appropriate knowledge and expertise, while maintaining the Company's cash reserves.

The Company does not consider that there are any significant opportunity costs to the Company or benefits foregone by the Company in issuing the Options upon the terms proposed;

(i) the total remuneration package for each of the Related Parties for the previous financial year and the proposed total remuneration package for the current financial year are set out below:

Related Party	Current Financial Year	Previous Financial Year
Warrick Hazeldine	577,573 ¹	\$53,359
Dianmin Chen	1,010,108 ²	\$170,251

Notes:

1. Comprising Directors' fees of \$92,000, a superannuation payment of \$nil and share-based payments of \$485,573 (including an increase of \$464,535, being the value of the Options).
 2. Comprising Directors' fees of \$60,000, a superannuation payment of \$nil and share-based payments of \$950,108 (including an increase of \$929,070, being the value of the Options).
- (j) the value of the Options and the pricing methodology is set out in Schedule 2;
- (k) the Options are not being issued under an agreement;
- (l) the relevant interests of the Related Parties in securities of the Company as at the date of this Notice are set out below:

Related Party	Shares ¹	Options	Performance Rights
Warrick Hazeldine	260,135 ²	Nil	1,000,000
Dianmin Chen	9,386,937 ³	Nil	1,000,000

Notes:

1. Fully paid ordinary shares in the capital of the Company (ASX:GL1).
 2. Comprising 125,000 Shares currently held and 135,135 Shares subject to the passing of Resolution 3.
 3. Comprising 9,116,667 Shares currently held and 270,270 Shares subject to the passing of Resolution 4.
 4. With respect to one third of the performance rights for each Director (1,666,666 rights in total) for the tranche 3 performance rights hurdle being the achievement of a vwap over 30 consecutive trading days of at least 40 cents has been met and the rights vested.
- (m) if the Options issued to the Related Parties are exercised, a total of 4,500,000 Shares would be issued. This will increase the number of Shares on issue from 151,579,589 being the total number of Shares on issue as at the date of this Notice) to 156,079,589 (assuming that no Shares are issued and no convertible securities vest or are exercised) with the effect that the shareholding of existing Shareholders would be diluted by an aggregate of 2.88%, comprising 0.96% by Warrick Hazeldine and 1.92% by Dianmin Chen;

The market price for Shares during the term of the Options would normally determine whether the Options are exercised. If, at any time any of the Options are exercised and the Shares are trading on ASX at a price that is higher than the exercise price of the Options, there may be a perceived cost to the Company.

- (n) the trading history of the Shares on ASX in the 12 months before the date of this Notice is set out below:

	Price	Date
Highest	\$0.81	2 November 2021
Lowest	\$0.24	21 May 2021

	Price	Date
Last	\$0.625	12 November 2021

- (o) Jamie Wright acknowledges that the issue of the Options to the non-executive Directors of the Company, Warrick Hazeldine and Dianmin Chen (**Non-Executive Directors**), is contrary to Recommendation 8.2 of the 4th edition of the ASX Corporate Governance Council's Corporate Governance Principles and Recommendations. However, Jamie Wright considers the issue of Options to the Non-Executive Directors to be reasonable in the circumstances for the reasons set out in Sections 5.5(f) and 5.5(g);
- (p) Jamie Wright recommends that Shareholders vote in favour of Resolutions 5 to 6 for the reasons set out in Sections 5.5(f) and 5.5(g). In forming their recommendation, Jamie Wright considered the experience of the Related Parties, the current market price of Shares, the current market standards and practices when determining the number of Options to be issued to each of the Related Parties, as well as the exercise price and expiry date of those Options;
- (q) each Director (other than Jamie Wright) has a material personal interest in the outcome of Resolutions 5 to 6 on the basis that the Directors (other than Jamie Wright) (or their nominees) are to be issued Options on the same terms and conditions should Resolutions 5 to 6 be passed. For this reason, the Directors (other than Jamie Wright) do not believe that it is appropriate to make a recommendation on Resolutions 5 and 6 of this Notice; and
- (r) the Board is not aware of any other information that is reasonably required by Shareholders to allow them to decide whether it is in the best interests of the Company to pass Resolutions 5 and 6.

GLOSSARY

\$ means Australian dollars.

Argonaut means Argonaut Securities Pty Limited (ACN 108 330 650).

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.

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.

Closely Related Party of a member of the Key Management Personnel means:

- (a) a spouse or child of the member;
- (b) a child of the member's spouse;
- (c) a dependent of the member or the member's spouse;
- (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 dealing with the entity;
- (e) a company the member controls; or
- (f) a person prescribed by the Corporations Regulations 2001 (Cth) for the purposes of the definition of 'closely related party' in the Corporations Act.

Company means Global Lithium Resources Limited (ACN 626 093 150).

Constitution means the Company's constitution.

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

Directors means the current directors of the Company.

Explanatory Statement means the explanatory statement accompanying the Notice.

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

Joint Lead Managers means Argonaut Securities Pty Limited (ACN 108 330 650) and Euroz Hartleys Limited (ACN 104 195 057)

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.

Listing Rules means the Listing Rules of ASX.

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 with the terms and conditions set out in Schedule 1.

Optionholder means a holder of an Option.

Participation means the Participation of Warrick Hazeldine and Dianmin Chen in the Placement.

Placement has the meaning given in Section 1.1.

Placement Shares mean Shares issued under the Placement.

Proxy Form means the proxy form accompanying the Notice.

Related Parties means Warrick Hazeldine and Dianmin Chen (or their nominees).

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.

Tianyi Placement Shares means the 16,699,794 Shares proposed to be issued to Yibin Tianyi under the Placement.

Tranche 1 Placement Shares means the Shares issued to professional and sophisticated investors under the Placement on 8 November 2021.

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

SCHEDULE 1 – TERMS AND CONDITIONS OF OPTIONS

The terms of the Options are as follows:

1. **Entitlement**

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

2. **Issue Price**

No cash consideration is payable for the issue of the Options.

3. **Exercise Price**

The Options will have an exercise price of \$1.00 per Option (Exercise Price).

4. **Expiry Date**

The Options expire at 5.00 pm (WST) on the date that is 3 years after the date of acceptance of the offer of Options (**Expiry Date**). An Option not exercised before the Expiry Date will automatically lapse on the Expiry Date.

5. **Vesting**

Subject to these terms and conditions, the Options will vest on issue.

6. **Exercise Period**

The Options are exercisable at any time and from time to time on or prior to the Expiry Date.

The Company will not apply for quotation of the Options on ASX.

7. **Transferability of the Options**

The Options are not transferable, except with the prior written approval of the Company.

8. **Notice of Exercise**

The Options may be exercised 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.

Any Notice of Exercise of an Option received by the Company will be deemed to be a notice of the exercise of that Option as at 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**), unless the Optionholder intends to rely on the cashless exercise facility as described in paragraph 10. If the Optionholder intends to rely on the cashless exercise facility, this must be stated in the Exercise Notice.

9. **Cashless Exercise of Options**

The Optionholder may elect not to be required to provide payment of the Exercise Price for the number of Options specified in an Exercise Notice but that on exercise of those Options the Company will transfer or issue to the Optionholder that number of Shares equal in value to the positive difference between the then Market Value of the Shares at the date of the Exercise Notice and the Exercise Price that would otherwise be payable to exercise those Options (with the number of Shares rounded down to the nearest whole Share).

Where **Market Value** means the volume weighted average price per Share traded on the ASX over the five (5) trading days immediately preceding the date of the Exercise Notice.

10. **Timing of issue of Shares on exercise**

Within 5 Business Days after the Exercise Date the Company will:

- (a) allot and 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;
- (b) if required, give ASX a notice that complies with section 708A(5)(e) of the Corporations Act; and
- (c) 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.

11. **Restrictions on transfer of Shares**

If the Company is required but unable to give ASX a notice under paragraph 5.5(b), or such a notice for any reason is not effective to ensure that an offer for sale of the Shares does not require disclosure to investors, Shares issued on exercise of Options may not be traded and will be subject to a holding lock until 12 months after their issue unless the Company, at its sole discretion, elects to issue a prospectus pursuant to section 708A(11) of the Corporations Act.

12. **Shares issued on exercise**

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

13. **Quotation of Shares on exercise**

If admitted to the official list of ASX at the time, application will be made by the Company to ASX for quotation of the Shares issued upon the exercise of the Options in accordance with the Listing Rules.

14. **Reconstruction of capital**

If at any time the issued capital of the Company is reconstructed, all rights of an Option holder are to be changed in a manner consistent with the Corporations Act and the Listing Rules at the time of the reconstruction. Whenever the number of Shares to be issued on exercise of an Option or the Exercise Price is adjusted pursuant to these terms and conditions, the Company will give notice of the

adjustment to the Option holder and ASX together with calculations on which the adjustment is based.

15. **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. An Option does not confer the right to a change in Exercise Price or in the number of underlying Shares over which the Option can be exercised. The Company will ensure that, for the purposes of determining entitlements to any such issue, the record date will be the minimum period required by the Listing Rules after the issue is announced. This will give Option holders the opportunity to exercise their Options prior to the date for determining entitlements to participate in any such issue.

16. **Adjustment for bonus issues of Shares**

If the Company makes a bonus issue of Shares or other securities to existing Shareholders (other than an issue in lieu or in satisfaction of dividends or by way of dividend reinvestment):

- (a) the number of Shares which must be issued on the exercise of an Option will be increased by the number of Shares which the Option holder would have received if the Option holder had exercised the Option before the record date for the bonus issue; and
- (b) no change will be made to the Exercise Price.

17. **Cessation of employment**

Where the holder (or the person who is entitled to be registered as the holder) of the Options is no longer employed, or their engagement is discontinued (for whatever reason), with the Company

- (a) any unexercised Options that have vested as at the date of cessation of employment or engagement with the Company (Cessation Date) shall lapse if the holder does not exercise the Options within a period of 1 month after the Cessation date; and
- (b) any unexercised Options that have not vested as at the Cessation Date shall immediately lapse upon the Cessation Date.

18. **Change of Control**

Upon the occurrence of:

- (a) a takeover bid under Chapter 6 of the Corporations Act having been made in respect of the Company and:
 - (i) having received acceptances for greater than 50% of the Company's shares on issue; and
 - (ii) having been declared unconditional by the bidder;
- (b) any person acquires a Relevant Interest (as defined in the Corporations Act) more than 50% of the Shares by any other means; or

- (c) any merger transaction or scheme of arrangement is recommended by the Board and where such transaction would have the effect contemplated in paragraph 5.5(b) above,

19. **Change of Control Event**

Or the Board determines that such an event is likely to occur, the Board may in its discretion determine the manner in which any or all of the Options will be dealt with, including, without limitation, in a manner that allows the holder of the Options to participate in and/or benefit from any transaction arising from or in connection with the Change of Control Event.

SCHEDULE 2 – VALUATION OF OPTIONS

The Options to be issued to the Related Parties pursuant to Resolutions 5 to 6 have been independently valued.

Using the Hoadleys ESO Model, a binomial options pricing model, and based on the assumptions set out below, the Options were ascribed the following value:

Assumptions:	
Valuation date	10 November 2021
Market price of Shares	\$0.60
Exercise price	\$1.00
Expiry date (length of time from the date of acceptance of the offer)	3 years
Risk free interest rate	0.866%
Volatility (discount)	100%
Indicative value per Related Party Option	30.969 cents
Total Value of Options	\$1,393,605
- Warrick Hazeldine (Resolution 5)	\$464,535
- Dianmin Chen (Resolution 6)	\$929,070

Note: The valuation noted above is not necessarily the market price that the Options could be traded at and is not automatically the market price for taxation purposes.



ABN 58 626 093 150

Need assistance?



Phone:

1300 850 505 (within Australia)
+61 3 9415 4000 (outside Australia)



Online:

www.investorcentre.com/contact



YOUR VOTE IS IMPORTANT

For your proxy appointment to be effective it must be received by **10:00am (AWST) on Saturday, 18 December 2021.**

Proxy Form

How to Vote on Items of Business

All your securities will be voted in accordance with your directions.

APPOINTMENT OF PROXY

Voting 100% of your holding: Direct your proxy how to vote by marking one of the boxes opposite each item of business. If you do not mark a box your proxy may vote or abstain as they choose (to the extent permitted by law). If you mark more than one box on an item your vote will be invalid on that item.

Voting a portion of your holding: Indicate a portion of your voting rights by inserting the percentage or number of securities you wish to vote in the For, Against or Abstain box or boxes. The sum of the votes cast must not exceed your voting entitlement or 100%.

Appointing a second proxy: You are entitled to appoint up to two proxies to attend the meeting and vote on a poll. If you appoint two proxies you must specify the percentage of votes or number of securities for each proxy, otherwise each proxy may exercise half of the votes. When appointing a second proxy write both names and the percentage of votes or number of securities for each in Step 1 overleaf.

A proxy need not be a securityholder of the Company.

SIGNING INSTRUCTIONS FOR POSTAL FORMS

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

Joint Holding: Where the holding is in more than one name, all of the securityholders 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 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 sign in the appropriate place to indicate the office held. Delete titles as applicable.

PARTICIPATING IN THE MEETING

Corporate Representative

If a representative of a corporate securityholder or proxy is to participate in the meeting you will need to provide the appropriate "Appointment of Corporate Representative". A form may be obtained from Computershare or online at www.investorcentre.com/au and select "Printable Forms".

Lodge your Proxy Form:

Online:

Lodge your vote online at www.investorvote.com.au using your secure access information or use your mobile device to scan the personalised QR code.

Your secure access information is



Control Number: 186373

SRN/HIN:

For Intermediary Online subscribers (custodians) go to www.intermediaryonline.com

By Mail:

Computershare Investor Services Pty Limited
GPO Box 242
Melbourne VIC 3001
Australia

By Fax:

1800 783 447 within Australia or
+61 3 9473 2555 outside Australia



PLEASE NOTE: For security reasons it is important that you keep your SRN/HIN confidential.

Change of address. If incorrect, mark this box and make the correction in the space to the left. Securityholders sponsored by a broker (reference number commences with 'X') should advise your broker of any changes.

Proxy Form

Please mark to indicate your directions

Step 1 Appoint a Proxy to Vote on Your Behalf

I/We being a member/s of Global Lithium Resources Limited hereby appoint

the Chairman of the Meeting **OR**

PLEASE NOTE: Leave this box blank if you have selected the Chairman of the Meeting. Do not insert your own name(s).

or failing the individual or body corporate named, or if no individual or body corporate is named, the Chairman of the Meeting, as my/our proxy to act generally at the meeting on my/our behalf and to vote in accordance with the following directions (or if no directions have been given, and to the extent permitted by law, as the proxy sees fit) at the General Meeting of Global Lithium Resources Limited to be held at Pan Pacific Hotel, meeting room 5, 207 Adelaide Terrace, Perth WA 6000 on Monday, 20 December 2021 at 10:00am (AWST) and at any adjournment or postponement of that meeting.

Chairman authorised to exercise undirected proxies on remuneration related resolutions: Where I/we have appointed the Chairman of the Meeting as my/our proxy (or the Chairman becomes my/our proxy by default), I/we expressly authorise the Chairman to exercise my/our proxy on Resolutions 5 and 6 (except where I/we have indicated a different voting intention in step 2) even though Resolutions 5 and 6 are connected directly or indirectly with the remuneration of a member of key management personnel, which includes the Chairman.

Important Note: If the Chairman of the Meeting is (or becomes) your proxy you can direct the Chairman to vote for or against or abstain from voting on Resolutions 5 and 6 by marking the appropriate box in step 2.

Step 2 Items of Business

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

		For	Against	Abstain
Resolution 1	Ratification of prior issue of Shares – Listing Rule 7.1	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 2	Approval to issue Shares to Yibin Tianyi	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 3	Related party participation in placement – Warrick Hazeldine	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 4	Related party participation in placement – Dianmin Chen	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 5	Issue of Options to Related Party – Warrick Hazeldine	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 6	Issue of Options to Related Party – Dianmin Chen	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

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

Step 3 Signature of Securityholder(s) *This section must be completed.*

Individual or Securityholder 1 Securityholder 2 Securityholder 3 / /
 Sole Director & Sole Company Secretary Director Director/Company Secretary Date

Update your communication details (Optional)

Mobile Number Email Address
 By providing your email address, you consent to receive future Notice of Meeting & Proxy communications electronically

