



Atlantic Lithium Limited
ACN 127 215 132

Need assistance?



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THE SAMPLE HILL
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SAMPLEVILLE VIC 3030

Atlantic Lithium Limited Annual General Meeting

The Atlantic Lithium Limited Annual General Meeting will be held on Wednesday, 30 November 2022 at 9:00am (Brisbane time). You are encouraged to participate in the meeting using the following options:



MAKE YOUR VOTE COUNT

To lodge a proxy, access the Notice of Meeting and other meeting documentation visit www.investorvote.com.au and use the below information:



Control Number: 999999
SRN/HIN: I9999999999
PIN: 99999

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

For your proxy appointment to be effective it must be received by 9:00am (Brisbane time) Monday, 28 November 2022.



ATTENDING THE MEETING IN PERSON

The meeting will be held at:
HopgoodGanim Lawyers, Level 8, Waterfront Place, 1 Eagle Street Brisbane QLD 4000

You may elect to receive meeting-related documents, or request a particular one, in electronic or physical form and may elect not to receive annual reports. To do so, contact Computershare.

Notice of Annual General Meeting and Explanatory Memorandum

Atlantic Lithium Limited ACN 127 215 132

Date of Meeting: 30 November 2022

Time of Meeting: 9:00am (Brisbane time)

Venue: HopgoodGanim Lawyers, Level 8, Waterfront Place, 1 Eagle Street Brisbane QLD 4000

If you are unable to attend the Meeting, please complete the proxy form enclosed and return it in accordance with the instructions set out on that form.

Notice of Annual General Meeting

Notice is given that Atlantic Lithium Limited ACN 127 215 132 (**Company**) will hold its Annual General Meeting (**AGM**) of Shareholders at HopgoodGanim Lawyers, Level 8, Waterfront Place, 1 Eagle Street Brisbane QLD 4000 on **Wednesday 30 November 2022 at 9:00am** (Brisbane time).

Shareholders may submit questions in advance of the AGM. Questions may be submitted by email to info@atlanticlithium.com.au. More frequently asked questions will be attempted to be addressed in the Chairman's address at the AGM.

If you are unable to attend the AGM in person, you are encouraged to complete and return the proxy form accompanying this Notice. You can lodge your completed proxy form with the Company's Share Registry manager, Computershare by:

- (a) mailing it to Computershare using the reply paid envelope;
- (b) posting it to GPO Box 242, Melbourne VIC 3001 Australia;
- (c) lodging it online at Computershare's website investorvote.com.au and logging in using the control number found on the front of the accompanying proxy form, or scanning the QR code on the front of the accompanying proxy form with your mobile device and inserting your postcode;
- (d) faxing it to 1800 783 447 (within Australia) or +61 3 9473 2555 (outside Australia); or
- (e) Intermediary Online subscribers (Institutions/Custodians) may lodge their proxy instruction online by visiting: intermediaryonline.com.

The completed proxy form must be received by Computershare no later than 9:00am (Brisbane time) on Monday 28 November 2022.

If you appoint a proxy the Company encourages you to direct your proxy how to vote on each item, by marking the appropriate box on the proxy form.

The Notice is important and should be read in its entirety. If you are in doubt as to the course of action you should follow, you should consult your financial adviser or other professional adviser. If you have any difficulties obtaining a copy of the Notice of Meeting please contact the Company's share registry, Computershare Investor Services Pty Limited on 1300 850 505 (within Australia) or +61 (3) 9415 4000 (overseas).

Terms used in this Notice of Meeting are defined in section 11 (Interpretation) of the accompanying Explanatory Memorandum.

Agenda

Ordinary business

Financial Reports

To receive and consider the Company's Annual Report comprising the Directors' Report and Auditors' Report, Directors' Declaration, Consolidated Statement of Comprehensive Income, Consolidated Statement of Financial Position, Consolidated Statement of Changes in Equity, Consolidated Statement of Cash Flows and notes to and forming part of the financial statements for the Company and its controlled entities for the financial year ended 30 June 2022.

Notice of Annual General Meeting

1. Remuneration Report

To consider and, if thought fit, pass the following Resolution, with or without amendment, as an Advisory Resolution of the Company:

“That the Remuneration Report for the year ended 30 June 2022 (as set out in 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 member of the Key Management Personnel (**KMP**) details of whose remuneration are included in the Remuneration Report; and
- a Closely Related Party of such a member.

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

- the person does so as a proxy;
- the vote is not cast on behalf of a member of the KMP details of whose remuneration are included in the Remuneration Report or a Closely Related Party of such a member; and
- either:
 - the voter is appointed as a proxy by writing that specifies the way the proxy is to vote on the Resolution; or
 - the voter is the chair of the meeting and the appointment of the chair as proxy:
 - does not specify the way the proxy is to vote on the Resolution; and
 - expressly authorises the chair to exercise the proxy even if the Resolution is connected directly or indirectly with the remuneration of a member of the KMP for the Company or, if the Company is part of a consolidated entity, for the entity.

Voting intention of the Chair

Shareholders should be aware that any undirected proxies given to the Chair will be cast by the Chair 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 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 Chair to vote on undirected proxies are set out in the accompanying proxy form.

2. Election of Amanda Harsas as a Director

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

Notice of Annual General Meeting

“That Amanda Harsas, having been appointed as a Director by the Board on 11 March 2022 under Rule 38.1 of the Company’s Constitution and having offered herself for election as required under Rule 38.2 of the Company’s Constitution, be elected as a Director of the Company.”

3. Election of Lennard Kolff Van Oosterwijk as a Director

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

“That Lenard Kolff Van Oosterwijk, having been appointed as a Director by the Board on 29 March 2022 under Rule 38.1 of the Company’s Constitution and having offered himself for election as required under Rule 38.2 of the Company’s Constitution, be elected as a Director of the Company.”

4. Re-election of Kieran Daly as a Director

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

“That Kieran Daly, who retires in accordance with Rule 40.1(a) of the Company’s Constitution and, being eligible, offers himself for re-election, be re-elected as a Non-Executive Director.”

5. Re-election of Stuart Crow as a Director

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

“That Stuart Crow, who retires in accordance with Rule 40.1(c) of the Company’s Constitution and, being eligible, offers himself for re-election, be re-elected as a Non-Executive Director.”

6. Authority to issue shares for cash

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

“That, the Directors be authorised pursuant to Rule 6.3 of the Company’s Constitution to allot and issue Equity Securities for cash as if Rule 6.1 did not apply to any such allotment provided that this authority shall be limited to the allotment and issue of up to a maximum of 15% of the issued share capital of the Company as at the date of the Meeting, with such authority to be valid from the date of approval until the date of the Company’s next Annual General Meeting.”

7. Authority to issue shares for non-cash consideration purposes

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

“That, the Directors be authorised pursuant to Rule 6.2(a) of the Company’s Constitution to allot and issue Equity Securities up to a maximum of 15% of the issued share capital of the Company as at the date of the Meeting, to be used for non-cash consideration purposes. Such authority to be valid from the date of approval until the date of the Company’s next Annual General Meeting.”

Notice of Annual General Meeting

Special business

8. Amendment to Constitution

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

“That, with effect from the close of this Meeting, for the purposes of section 136(2) of the Corporations Act and for all other purposes, the Constitution of the Company be repealed and replaced in accordance with, and as explained in, the Explanatory Statement.”

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

Amanda Harsas
Finance Director and Company Secretary

31 October 2022

Explanatory Memorandum

1. Introduction

This Explanatory Memorandum is provided to Shareholders of Atlantic Lithium Limited ACN 127 215 132 (**Company**) to explain the Resolutions to be put to Shareholders at the annual general meeting to be held as at HopgoodGanim Lawyers, Level 8, Waterfront Place, 1 Eagle Street Brisbane QLD 4000 on Wednesday 30 November 2022 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 11.

2. Consider the Company's Annual Report

The Company's Annual Report comprising the Directors' Report and Auditors' Report, Directors' Declaration, Consolidated Statement of Comprehensive Income, Consolidated Statement of Financial Position, Consolidated Statement of Changes in Equity, Consolidated Statement of Cash Flows and notes to and forming part of the financial statements for the Company and its controlled entities for the financial year ended 30 June 2022 was released to the ASX Limited on 30 September 2022 and subsequently dispatched to shareholders as required.

Shareholders can access a copy of the Company's Annual Report at <https://www.atlanticlithium.com.au/reports-presentations>. The Company will not provide a hard copy of the Company's Annual Report to Shareholders unless specifically requested to do so.

The Company's Annual Report is placed before the Shareholders for discussion. No voting is required for this item.

3. Resolution 1 - Remuneration Report

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 in the Directors' Report section of the Annual Report. The Report, amongst other things:

- (a) explains the Board's policy for determining the nature and amount of remuneration of Key Management Personnel of the consolidated entity;
- (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 consolidated entity including details of performance related remuneration and any options or other securities granted as part of remuneration; and
- (d) details and explains any performance conditions applicable to the remuneration of Key Management Personnel of the Company.

Explanatory Memorandum

The Board believes the Company's remuneration policies and structures as outlined in the Remuneration Report are appropriate relative to the size of the Company, its business and strategic objectives and current and emerging market practices.

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

The Directors abstain, in the interests of corporate governance, from making a recommendation in relation to this Resolution. In accordance with the Corporations Act, a vote on this Resolution is advisory only and does not bind the Directors or the Company.

There are restrictions on members of the Key Management Personnel and their Closely Related Parties and their proxies voting (in any capacity) on Resolution 1, details of which are set out in the voting restriction statement included in Resolution 1 of the Notice of Meeting.

Shareholders should be aware that any undirected proxies given to the Chair will be cast by the chair 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 may change his/her voting intention on any Resolution, in which case an ASX announcement will be made.

4. Resolution 2 - Election of Amanda Harsas as a Director

The Company's Constitution and ASX Listing Rule 14.4 provide that any Director appointed in addition to the existing Directors will hold office until the next following annual general meeting and is then eligible for re-election.

Amanda Harsas was appointed as an additional Director of the Company on 11 March 2022 and has since served as a Director of the Company.

Ms Harsas graduated from the University of Technology, Sydney with a Bachelor of Business. She is a member of Chartered Accountants Australia and New Zealand and the Australian Institute of Company Directors.

Ms Harsas has over 25 years' experience in strategic finance, business transformation, commercial finance, customer and supplier negotiations and company secretarial and capital management across various firms including PwC, Healius, Law Society of Australia and Atlantic Lithium Limited. With extensive experience in mining and exploration, healthcare, retail, and professional services sectors throughout Australia, Asia, Europe and the USA, Ms Harsas brings a unique perspective to the Board.

Ms Harsas joined the Company in November 2020 as Chief Financial Officer and was subsequently appointed as Company Secretary in January 2021. In March 2022, Mrs Harsas was promoted to Finance Director.

Further details of Ms Harsas' qualifications and experience are set out in the Company's Annual Report, which was released to ASX on 30 September 2022.

The Directors (with Amanda Harsas abstaining) recommend that you vote in favour of this Ordinary Resolution.

5. Resolution 3 - Election of Lennard Kolff Van Oosterwijk as a Director

The Company's Constitution and ASX Listing Rule 14.4 provide that any Director appointed in addition to the existing Directors will hold office until the next following annual general meeting and is then eligible for re-election.

Explanatory Memorandum

Lennard Kolff Van Oosterwijk was appointed as an additional Director of the Company on 29 March 2022 and has since served as a Director of the Company.

Mr Kolff holds a Bachelor of Science (Honours) degree from the Royal School of Mines, Imperial College, London and a Masters of Economic Geology from CODES, University of Tasmania. Mr Kolff brings with him over 25 years of mining industry experience in the design, implementation and execution of exploration activities, resource evaluation and project studies and appraisals within the major and junior resources sector. Mr Kolff has a proven track record in deposit discovery across a wide variety of jurisdictions, with a particular focus on Africa.

Mr Kolff has most recently worked in West Africa and was instrumental in the discovery and evaluation of Atlantic Lithium Limited's Ewoyaa Lithium Project in Ghana, as well as the discovery and evaluation of the Mofe Creek iron ore project in Liberia during his time working with Tawana Resources. Prior to this, Mr Kolff worked with Rio Tinto for 16 years and was involved in several high-profile projects, including the Simandou iron ore project in Guinea and the Northparkes CopperGold mine in Australia.

Mr Kolff joined the Company in 2015 as a Country & Technical Manager and, in 2019, was promoted to Chief Operating Officer. In March 2022, Mr Kolff was appointed as Interim Chief Executive Officer.

Further details of Mr Kolff's qualifications and experience are set out in the Company's Annual Report, which was released to ASX on 30 September 2022.

The Directors (with Lennard Kolff abstaining) recommend that you vote in favour of this Ordinary Resolution.

6. Resolution 4 - Re-election of Kieran Daly as a Director

Rule 40.6 of the Constitution states that no director who is not the managing director may hold office without re-election beyond the third AGM following the meeting at which the director was last elected or re-elected.

Kieran Daly was last re-elected as a Director of the Company at the 2019 AGM. Accordingly, Mr Daly retires in accordance with Rule 40.1(a) of the Company's Constitution and, being eligible, offers himself for re-election as a Non-Executive Director.

Mr Daly has extensive experience working in investment banking/equity research and is the Executive for Growth & Strategic Development at Assore. Prior to joining Assore in 2018, Mr Daly worked for firms such as UBS Group AG, Macquarie Group Limited and Investec Limited. During the first 15 years of his mining career, Mr Daly worked in the coal division of Anglo American plc (Anglo Coal) in a number of international roles including operations, sales & marketing, strategy and business development. His key roles included leading and developing Anglo Coal's marketing efforts across Asia acting as the global Head of Strategy for Anglo Coal.

Further details of Mr Daly's qualifications and experience are set out in the Company's Annual Report, which was released to ASX on 30 September 2022.

The Directors (with Kieran Daly abstaining) recommend that you vote in favour of this Ordinary Resolution.

7. Resolution 5 - Re-election of Stuart Crow as a Director

Stuart Crow retires in accordance with Rule 40.1(c) of the Company's Constitution (which provides that at each AGM one-third of the Directors for the time being must retire excluding

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any Director already required to submit for election or re-election under Rule 40 and any Managing Director). Being eligible, Mr Crow offers himself for re-election as a Director.

Stuart Crow has more than 35 years' experience in all aspects of corporate finance and investor relations across Australian and international markets. Mr Crow has worked for some of the world's largest broking firms throughout his career to assist companies of varying sizes to raise funds in both Australian and international capital markets whilst serving on the boards of numerous public and unlisted companies. In April 2022, Mr Crow was appointed Senior Non-Executive Director of Atlantic and brings his extensive working knowledge of global capital markets and investor relations to the Board.

Further details of Mr Crow's qualifications and experience are set out in the Company's Annual Report, which was released to ASX on 30 September 2022.

The Directors (with Stuart Crow abstaining) recommend that you vote in favour of this Ordinary Resolution.

8. Resolution 6 - Authority to issue shares for cash

Under Rule 6.1 of the Company's Constitution, prior to issuing Equity Securities (meaning shares (including preference shares), stock, stock units and rights or options to subscribe for any of the foregoing) the Company is required to make an offer of Equity Securities first to Shareholders pro rata to their existing holdings. Rule 6.3 then allows the Company to resolve, by Ordinary Resolution, that the Directors are authorised to issue and allot Equity Securities for up to 15% of the Company's issued share capital for cash as if the pre-emption rights did not apply (a **Disapplication Resolution**).

It is the Company's view that it can raise capital in a cost efficient and timely manner by carrying out a private placement of its shares instead of an offer of Equity Securities to all existing Shareholders where the costs of compliance with relevant securities laws would be much greater.

Accordingly, Resolution 5 seeks Shareholder approval under Rule 6.3 of the Company's Constitution to authorise the Directors to issue up to 15% of the Company's issued share capital at the time of the Meeting, as if the pre-emption rights in Rule 6.1 of the Company's Constitution did not apply. By way of example, and using the issued share capital of the Company at the date of this Notice of Meeting, approval to issue 15% of the Company's capital pursuant to this Resolution would represent 90,861,249 shares.

The Directors will be authorised to issue Equity Securities for cash without first offering them to all Shareholders of the Company on a pro rata basis which is equal to 15% of the Company's issued share capital as at the date the resolution is approved.

An authority given under this Resolution will expire at the earlier of the conclusion of the next Annual General Meeting, or the date twelve (12) months from the date of the Resolution or revocation of the authority by the Company.

For completeness, the Company notes that Resolution 6 is not authorising a specific issue of shares for the purposes of Listing Rule 7.1 and any future issue of shares will be required to be issued in accordance with the Listing Rules, including without limitation Listing Rule 7.1. The Atlantic Directors strongly support this Resolution and recommend all shareholders vote in favour.

9. Resolution 7 - Authority to issue shares for non-cash consideration purposes

Resolution 7 seeks shareholder approval for the purposes of Rule 6.2(a) of the Company's Constitution to specifically authorise the Directors to issue and allot up to a maximum of 15%

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of the Company's Issued Share Capital (at the time of the Meeting) to be used at the discretion of the Board as consideration to key suppliers for services rendered and / or capital expenditure (eg. project-related equity) for the period through to the Company's next Annual General Meeting, in order to assist with the preservation of the Company's treasury.

Under Rule 6.1 of the Constitution, the Company is required to make an offer of equity securities first to existing Shareholders pro rata to their existing holdings (the "Pre-emption Rights"). Rule 6.2(a) enables the issue of equity securities which are wholly paid up otherwise than in cash free of such Pre-emption Rights where this is approved by an Ordinary Resolution of the Company's Shareholders. By way of example, and using the issued share capital of the Company at the date of this Notice of Meeting, approval to issue 15% of the Company's capital pursuant to this Resolution would represent 90,861,249 shares.

For completeness, the Company notes that Resolution 7 is not authorising a specific issue of shares for the purposes of Listing Rule 7.1 and any future issue of shares will be required to be issued in accordance with the Listing Rules, including without limitation Listing Rule 7.1.

The Atlantic Directors strongly support this Resolution and recommend all shareholders vote in favour.

10. Resolution 8 – Amendment to Constitution

10.1 General

Under section 136(2) of the Corporations Act, a company may modify or repeal its constitution, or a provision of its constitution by special resolution. This requires approval of 75% or more of all votes cast by Shareholders present and eligible to vote (in person, by proxy, by attorney or, in the case of a member which is a corporation, a representative).

The Company seeks to repeal and replace its Constitution to capture amendments with respect to:

- (a) updating the restricted securities provisions in a manner to allow the Constitution to meet the relevant requirements under the ASX Listing Rules; and
- (b) facilitating the Company's ability to hold general meetings of Shareholders utilising virtual meeting technology.

The Company's current Constitution was approved by Shareholders on 29 November 2017. Since that time, there have been amendments to the Corporations Act, the Listing Rules and other applicable laws and rules which are not reflected in the current Constitution.

The Board considers now is an ideal opportunity to bring the Constitution into line with current requirements around:

- (a) restricted securities, to reflect amendments to the Listing Rules which require particular provisions to be included in a company's constitution where it issues restricted securities; and
- (b) virtual shareholder meetings, to reflect amendments to the Corporations Act introduced earlier this year permitting meetings to be held using virtual technology.

A summary of the proposed changes is set out below.

A copy of the proposed amended Constitution (and a comparison between the current Constitution and the proposed amended Constitution) is available for review by Shareholders at the Company's website (<https://www.atlanticlithium.com.au/corporate-governance>). A copy

Explanatory Memorandum

of the proposed amended Constitution can also be sent to Shareholders upon request to the Company Secretary (aharsas@atlanticlithium.com.au).

Shareholders are invited to contact the Company if they have any queries or concerns regarding the proposed amendments to the Constitution.

10.2 Summary of material proposed changes

(a) Restricted Securities

Background

On 2 December 2019, amendments to the Listing Rules came into effect. Specifically, amendments to Listing Rule 15.12 relate to new requirements for listed entities' constitutions in respect of restricted securities.

Restricted securities are securities which are subject to escrow requirements, meaning they are restricted from being traded for a period of time. Whether securities are treated as restricted securities is determined on a case-by-case basis.

The updated Listing Rules require listed entities to include specific wording in their constituent documents regarding treatment of restricted securities – that they be subject to mandatory escrow restrictions, must be held on the issuer sponsored subregister, and be subject to a holding lock.

Proposed Amendments

The Company intends, subject to Shareholder approval, to amend Rule 83 of the Constitution in accordance with section 136(2) of the Corporations Act to expressly reflect the language contained in Listing Rule 15.12.

The Company notes that there are presently no restricted securities on issue. The proposed amendments are intended to ensure the Constitution complies with the Listing Rules should any restricted securities be issued in the future.

(b) General Meetings of Shareholders

Background

The *Corporations Amendment (Meeting and Documents) Act 2022* (Cth) (Act) was given royal assent on 22 February 2022 and makes amendments to the Corporations Act which allow for general meetings using virtual technology. The Act made permanent certain temporary relief which permitted the holding of virtual shareholder meetings during 2020 and 2021 as a result of the COVID-19 pandemic.

Section 249R of the Corporations Act now provides that a company may hold a meeting of its members:

- (a) at one or more physical venues; or
- (b) at one or more physical venues and using virtual meeting technology; or
- (c) using virtual meeting technology only, if this is required or permitted by the company's constitution expressly.

The Company seeks to amend the Constitution (such amendments to be captured by the repeal and replacement of the Constitution under Resolution 8) to provide for greater flexibility in holding meetings using technology, in accordance with the Corporations Act.

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Proposed Amendments

The Company intends to better facilitate the Company's ability to hold a general meeting of Shareholders utilising technology, subject to Shareholder approval, by amending Rule 24 of the Constitution in accordance with section 136(2) of the Corporations Act.

The amendments to Rule 24 of the Constitution will allow the Company to hold hybrid meetings (being a meeting held in both a physical and virtual location), or wholly virtual meetings (being a meeting facilitated entirely by virtual meeting technology), so long as Shareholders are given a reasonable opportunity to participate in the business of the meeting.

Furthermore, the amendments to Rule 24 also allow a Shareholder attending a virtual or hybrid meeting using virtual meeting technology to be "present" for quorum purposes, if the technology allows the Shareholder a reasonable opportunity to participate in the business of the general meeting and vote on a show of hands or a poll.

10.3 **Directors' Recommendation**

Resolution 8 is a Special Resolution. Accordingly, at least 75% of the votes cast by Shareholders present and eligible to vote at the Meeting must vote in favour of Resolution 8 for it to be passed.

The Directors recommend that Shareholders vote in favour of Resolution 8. Any undirected proxies held by the Chairperson will be voted in favour of Resolution 8.

11. **Interpretation**

Advisory Resolution means a Resolution which, the result of voting by Shareholders, does not bind the Company.

AGM means annual general meeting.

Annual Report means the annual report for the Company released to the ASX on 30 September 2022.

ASIC means the Australian Securities and Investments Commission.

ASX means ASX Limited ACN 008 624 691 or the Australian Securities Exchange (as applicable).

Board means the board of directors of the Company.

Chair means the person who chairs the Meeting.

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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;
- (b) a child of the member's spouse;
- (c) a dependant 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 dealings with the entity;
- (e) a company the member controls; or
- (f) a person prescribed by the regulations for the purposes of this definition.

Company means Atlantic Lithium Limited ACN 127 215 132.

Constitution means the constitution of the Company from time to time.

Corporations Act means the *Corporations Act 2001* (Cth) as amended, varied or replaced from time to time.

Director means a director of the Company.

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

Explanatory Memorandum means this explanatory memorandum accompanying the Notice of Meeting.

Key Management Personnel or **KMP** has the definition given in *Accounting Standards AASB 124 Related Party Disclosure* 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 Rule means the official listing rules of the ASX as amended from time to time.

Meeting means the annual general meeting to be held at HopgoodGanim Lawyers, Level 8, Waterfront Place, 1 Eagle Street Brisbane QLD 4000 on Wednesday 30 November 2022 at 9am (Brisbane time).

Notice of Meeting or **Notice** means the notice of meeting giving notice to Shareholders of the Meeting, accompanying this Explanatory Memorandum.

Ordinary Resolution means a resolution passed by more than 50% of the votes cast at a general meeting of shareholders.

Option means an option to subscribe for Shares.

Related Party has the meaning in section 228 of the Corporations Act.

Remuneration Report means the remuneration report as contained in the annual Directors Report of the Company for the financial year ending 30 June 2022.

Resolution means a resolution as set out in the Notice of Meeting.

Securities has the meaning in section 92(1) of the Corporations Act.

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

Shareholder means a holder of Shares in 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) that has been passed by at least 75% of the votes cast by members entitled to vote on the resolution.

Any inquiries in relation to the Resolutions or the Explanatory Memorandum should be directed to the Company Secretary at info@atlanticlithium.com.au.



Atlantic Lithium Limited
ACN 127 215 132

Need assistance?



Phone:
1300 552 270 (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 **9:00am (Brisbane time) on Monday, 28 November 2022.**

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: 181962

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.

You may elect to receive meeting-related documents, or request a particular one, in electronic or physical form and may elect not to receive annual reports. To do so, contact Computershare.

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 Atlantic Lithium 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 Annual General Meeting of Atlantic Lithium Limited to be held at HopgoodGanim Lawyers, Level 8, Waterfront Place, 1 Eagle Street, Brisbane, QLD 4000 on Wednesday, 30 November 2022 at 9:00am (Brisbane time) 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 Resolution 1 (except where I/we have indicated a different voting intention in step 2) even though Resolution 1 is 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 Resolution 1 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 Remuneration Report	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 2 Election of Amanda Harsas as a Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 3 Election of Lennard Kolff Van Oosterwijk as a Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 4 Re-election of Kieran Daly as a Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 5 Re-election of Stuart Crow as a Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 6 Authority to issue shares for cash	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 7 Authority to issue shares for non-cash consideration purposes	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 8 Amendment to Constitution	<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