

Form 604Corporations Act 2001
Section 671B**Notice of change of interests of substantial holder**To Company Name/Scheme **Lithium Power International Ltd**ACN/ARSN **607 260 328****1. Details of substantial holder (1)**Name **Holland International Pty Ltd ATF Holland Family Trust**ACN/ARSN (if applicable) **149 338 090**There was a change in the interests of the substantial holder on **22/08/2018**The previous notice was given to the company on **30/08/2018**The previous notice was dated **30/07/2018****2. Previous and present voting power**

The total number of votes attached to all the voting shares in the company or voting interests in the scheme that the substantial holder or an associate (2) had a relevant interest (3) in when last required, and when now required, to give a substantial holding notice to the company or scheme, are as follows:

Class of securities (4)	Previous notice		Present notice	
	Person's votes	Voting power (5)	Person's votes	Voting power (5)
Ordinary shares	10,000,001	3.84%	18,000,001	6.90%

3. Changes in relevant interests

Particulars of each change in, or change in the nature of, a relevant interest of the substantial holder or an associate in voting securities of the company or scheme, since the substantial holder was last required to give a substantial holding notice to the company or scheme are as follows:

Date of change	Person whose relevant interest changed	Nature of change (6)	Consideration given in relation to change (7)	Class and number of securities affected	Person's votes affected
22/08/18	Holland International Pty Ltd ATF Holland Family Trust	No beneficial ownership change - See Annexure 1	Removal of Non-recourse, 2.75 year term loan	8,000,000 ordinary shares	8,000,000
22/08/18	Martin Christopher Holland	Change for Holland International Pty Ltd of which person is sole shareholder	Removal of Non-recourse, 2.75 year term loan	8,000,000 ordinary shares	8,000,000
See Annexure 1					

4. Present relevant interests

Particulars of each relevant interest of the substantial holder in voting securities after the change are as follows:

Holder of relevant interest	Registered holder of securities	Person entitled to be registered as holder	Nature of relevant interest (6)	Class and number of	Person's votes
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		(8)		securities	
Holland International Pty Ltd ATF Holland Family Trust	Holland International Pty Ltd ATF Holland Family Trust	Holland International Pty Ltd ATF Holland Family Trust	Relevant interest pursuant to section 608(1) of the Corporations Act - holder of the securities	18,000,001 ordinary shares	18,000,001
Martin Christopher Holland	Martin Christopher Holland	Martin Christopher Holland	Relevant interest pursuant to section 608(3) of the Corporations Act - Sole shareholder of Holland International Pty Ltd	18,000,001 ordinary shares	18,000,001
See Annexure 1					

5. Changes in association

The persons who have become associates (2) of, ceased to be associates of, or have changed the nature of their association (9) with, the substantial holder in relation to voting interests in the company or scheme are as follows:

Name and ACN/ARSN (if applicable)	Nature of association
N/A	N/A

6. Addresses

The addresses of persons named in this form are as follows:

Name	Address
Holland International Pty Ltd ATF Holland Family Trust	77 The Esplanade, Mosman 2088
Martin Christopher Holland	77 The Esplanade, Mosman 2088

Signature

print name **Martin Holland**

capacity **Director**

sign here



date **24/08/2018**

DIRECTIONS

- (1) If there are a number of substantial holders with similar or related relevant interests (eg. a corporation and its related corporations, or the manager and trustee of an equity trust), the names could be included in an annexure to the form. If the relevant interests of a group of persons are essentially similar, they may be referred to throughout the form as a specifically named group if the membership of each group, with the names and addresses of members is clearly set out in paragraph 6 of the form.
- (2) See the definition of "associate" in section 9 of the Corporations Act 2001.
- (3) See the definition of "relevant interest" in sections 608 and 671B(7) of the Corporations Act 2001.
- (4) The voting shares of a company constitute one class unless divided into separate classes.

- (5) The person's votes divided by the total votes in the body corporate or scheme multiplied by 100.
- (6) Include details of:
- (a) any relevant agreement or other circumstances because of which the change in relevant interest occurred. If subsection 671B(4) applies, a copy of any document setting out the terms of any relevant agreement, and a statement by the person giving full and accurate details of any contract, scheme or arrangement, must accompany this form, together with a written statement certifying this contract, scheme or arrangement; and
 - (b) any qualification of the power of a person to exercise, control the exercise of, or influence the exercise of, the voting powers or disposal of the securities to which the relevant interest relates (indicating clearly the particular securities to which the qualification applies).

See the definition of "relevant agreement" in section 9 of the Corporations Act 2001.

- (7) Details of the consideration must include any and all benefits, money and other, that any person from whom a relevant interest was acquired has, or may, become entitled to receive in relation to that acquisition. Details must be included even if the benefit is conditional on the happening or not of a contingency. Details must be included of any benefit paid on behalf of the substantial holder or its associate in relation to the acquisitions, even if they are not paid directly to the person from whom the relevant interest was acquired.
- (8) If the substantial holder is unable to determine the identity of the person (eg. if the relevant interest arises because of an option) write "unknown".
- (9) Give details, if appropriate, of the present association and any change in that association since the last substantial holding notice.
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Annexure 1

This is annexure 1 of 1 page referred to in form 604 Notice of change of interests of substantial holder

RE: Lithium Power International Ltd

ACN 607 260 328

3. Changes in relevant interests (continued)

Nature of change: Transfer of shares to a custodian for security purposes pursuant to a Master Loan Agreement and Deed of Security. No change in beneficial ownership.

Date of Change	Person whose relevant interest changed	Nature of change	Consideration given in relation to change	Class and number of securities affected	Person's votes affected
22/08/2018	HSBC Custody Nominees (Australia) Pty Ltd	See above	Removal of non-recourse, 2.75 year term loan	8,000,000 ordinary shares	8,000,000
22/08/2018	HSBC Custody Nominees (Australia) Pty Ltd	See above	Removal of non-recourse, 2.75 year term loan	8,000,000 ordinary shares	8,000,000

4. Present relevant interests (continued)

Holder of relevant interest	Registered holder of securities	Person entitled to be registered as holder	Nature of relevant interest	Class and number of securities	Person's votes
Holland International Pty Ltd ATF Holland Family Trust	HSBC Custody Nominees (Australia) Pty Ltd	HSBC Custody Nominees (Australia) Pty Ltd	Beneficial ownership - See below (1)	2,500,000 ordinary shares	2,500,000
Martin Christopher Holland	HSBC Custody Nominees (Australia) Pty Ltd	HSBC Custody Nominees (Australia) Pty Ltd	Relevant interest pursuant to section 608(3) - Sole shareholder of Holland International Pty Ltd	2,500,000 ordinary shares	2,500,000
Holland International Pty Ltd ATF Holland Family Trust	Holland International Pty Ltd ATF Holland Family Trust	Holland International Pty Ltd ATF Holland Family Trust	Relevant interest pursuant to section 608(1)	10,000,001 ordinary share options with a 20 cent per share exercise	0

			- holder of the securities	price, expiring 24 June 2021	
Martin Christopher Holland	Martin Christopher Holland	Martin Christopher Holland	Relevant interest pursuant to section 608(3) - Sole shareholder of Holland International Pty Ltd	10,000,001 ordinary share options with a 20 cent per share exercise price, expiring 24 June 2021	0

(1) **Nature of relevant interest:** Holland International Pty Ltd ATF Holland Family Trust has entered into a Master Loan Agreement and Deed of Security in respect of a portion of its holding in Lithium Power International Limited.

The loan facility provides Holland International Pty Ltd ATF Holland Family Trust with an ability to borrow against the value of the Lithium Power International Limited shares held as collateral pursuant to the Deed of Security. Voting rights, attributable to the transferred shares, are transferred to the Custodian.

Print name: Martin Holland Capacity: Director

Sign here:  Date: 24 August 2018