

LITHIUM UNIVERSE LIMITED

ACN 148 878 782

PROSPECTUS

For the offer of up to 150,000,000 Shares at an issue price of \$0.02 per Share, to Eligible Shareholders under the Company's security purchase plan (**SPP**) to raise up to \$3,000,000 (**Offer**), with the ability to accept oversubscriptions, at the discretion of the Directors, of up to an additional \$675,000 (33,750,000 Shares).

SHARE PURCHASE PLAN INFORMATION

The Offer is currently scheduled to close at 5:00pm (WST) on 3 April 2024. Valid applications must be received by that time. Details of how to apply for Shares are set out in the Application Form accompanying this Prospectus.

IMPORTANT NOTICE

This document is important and should be read in its entirety. If after reading this Prospectus you have any questions about the Shares being offered under this Prospectus or any other matter, then you should consult your stockbroker, accountant or other professional adviser.

The Shares offered by this Prospectus should be considered as highly speculative.

TABLE OF CONTENTS

1.	TIMETABLE AND IMPORTANT NOTES	1
2.	BACKGROUND TO THE OFFER	5
3.	DETAILS OF THE OFFER.....	6
4.	PURPOSE AND EFFECT OF THE OFFER.....	12
5.	RIGHTS AND LIABILITIES ATTACHING TO SHARES	16
6.	RISK FACTORS	18
7.	ADDITIONAL INFORMATION	30
8.	DIRECTORS' AUTHORISATION	40
9.	DEFINITIONS	41

CORPORATE DIRECTORY

Directors

Ignatius (Iggy) Kim-Seng Tan
Non-Executive Chair

Gernot Abl
Executive Director

Fadi Diab
Non-Executive Director

Patrick Scallan
Non-Executive Director

Jingyuan Liu
Non-Executive Director

Joint Company Secretary

Vince Fayad
Kurt Laney

Share Registry*

Automic Registry Services
Level 5
191 St Georges Terrace
PERTH WA 6000
Telephone:
1300 288 664 (in Australia)
+61 (2) 9698 5414 (outside Australia)

ASX Code

LU7

Registered Office

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SUBIACO WA 6008
Telephone: +61 (2) 8046 2799

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Website: www.lithiumuniverse.com

Solicitors

Steinepreis Paganin
Lawyers and Consultants
Level 4
The Read Buildings
16 Milligan Street
PERTH WA 6000

Auditor*

Moore Australia Audit (VIC)
Level 44
600 Burke Street
MELBOURNE VIC 3000

* These entities have not been involved in the preparation of this Prospectus and have not consented to being named in this Prospectus. Their names are included for information purposes only.

1. TIMETABLE AND IMPORTANT NOTES

1.1 Timetable

Action	Date*
Record Date for Offer	5:00pm AWST on 12 March 2024
Announcement of SPP Lodgement of this Prospectus with ASIC	13 March 2024
Opening date of the Offer under the Prospectus	15 March 2024
Closing Date of Offer**	5:00 pm AWST on 3 April 2024
Announcement of results of Offer	8 April 2024
Issue of Shares under Offer	8 April 2024
Quotation of Shares under Offer	8 April 2024

* The above dates are indicative only and may change without prior notice.

** Subscribers under the Offer should ensure that they have lodged their Application Form by this date.

1.2 Important Notes

This Prospectus is dated 13 March 2024 and was lodged with the ASIC on that date. The ASIC, the ASX and their respective officers take no responsibility for the contents of this Prospectus or the merits of the investment to which this Prospectus relates.

No Shares may be issued on the basis of this Prospectus later than 13 months after the date of this Prospectus.

Applications for Shares offered pursuant to this Prospectus can only be submitted on an original Application Form which accompanies this Prospectus.

This Prospectus is a transaction specific prospectus for an offer of continuously quoted securities (as defined in the Corporations Act) and has been prepared in accordance with section 713 of the Corporations Act. It does not contain the same level of disclosure as an initial public offering prospectus. In making representations in this Prospectus regard has been had to the fact that the Company is a disclosing entity for the purposes of the Corporations Act and certain matters may reasonably be expected to be known to investors and professional advisers whom potential investors may consult.

1.3 ASIC Instrument and ASX Listing Rule 7.2, Exception 5

In certain circumstances, a listed company may undertake a share purchase plan in accordance with ASIC Corporations (Share and Interest Purchase Plans) Instrument 2019/547 (**ASIC Instrument**). The ASIC Instrument allows a share purchase plan to be conducted without the use of a prospectus once in any consecutive 12-month period.

The Company is unable to rely on the relief granted by the ASIC Instrument in respect of the SPP on the basis that the Company securities have been suspending from trading on ASX for more than a total of 5 days during the 12 months prior to the date of the Offer. Accordingly, the Company is unable to rely on the relief granted by the ASIC Instrument in respect of the SPP and, therefore, is undertaking the issue of Shares under the SPP pursuant to this Prospectus.

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. The issue of Shares under the SPP is being made in reliance on exception 5 of ASX Listing Rule 7.2, as such, it will not take up any of the Company's placement capacity under ASX Listing Rule 7.1

1.4 Risk factors

Potential investors should be aware that subscribing for Shares in the Company involves a number of risks. The key risk factors of which investors should be aware are set out in Section 6 of this Prospectus. These risks together with other general risks applicable to all investments in listed securities not specifically referred to, may affect the value of the Shares in the future. Accordingly, an investment in the Company should be considered highly speculative. Investors should consider consulting their professional advisers before deciding whether to apply for Shares pursuant to this Prospectus.

1.5 Taxation implications

The Directors do not consider it appropriate to give Shareholder's advice regarding the taxation consequences of applying for Shares under this Prospectus. The Company, its advisers and its officers do not accept any responsibility or liability for any such taxation consequences to Shareholders. As a result, Shareholders should consult their professional tax adviser in connection with applying for Shares under this Prospectus.

1.6 Overseas Investors

The distribution of this Prospectus in jurisdictions outside Australia or New Zealand may be restricted by law and therefore persons into whose possession this document comes should seek advice on and observe any such restrictions. Any failure to comply with these restrictions constitutes a violation of those laws. This Prospectus does not constitute an offer of Shares in any jurisdiction where, or to any person to whom, it would be unlawful to issue in this Prospectus.

1.7 Forward-looking statements

This Prospectus contains forward-looking statements which are identified by words such as 'may', 'could', 'believes', 'estimates', 'targets', 'expects', or 'intends' and other similar words that involve risks and uncertainties.

These statements are based on an assessment of present economic and operating conditions, and on a number of assumptions regarding future events and actions that, as at the date of this Prospectus, are expected to take place.

Such forward-looking statements are not guarantees of future performance and involve known and unknown risks, uncertainties, assumptions and other important factors, many of which are beyond the control of the Company, the Directors and our management.

The Company cannot and does not give any assurance that the results, performance or achievements expressed or implied by the forward-looking statements contained in this prospectus will actually occur and investors are cautioned not to place undue reliance on these forward-looking statements.

The Company has no intention to update or revise forward-looking statements, or to publish prospective financial information in the future, regardless of whether new information, future events or any other factors affect the information contained in this prospectus, except where required by law.

These forward-looking statements are subject to various risk factors that could cause our actual results to differ materially from the results expressed or anticipated in these statements. These risk factors are set out in Section 6.

1.8 Website – Electronic Prospectus

A copy of this Prospectus can be downloaded from the website of the Company at www.lithiumuniverse.com. If you are accessing the electronic version of this Prospectus for the purpose of making an investment in the Company, you must be an Australian or New Zealand resident and must only access this Prospectus from within Australia or New Zealand.

The Corporations Act prohibits any person passing onto another person an Application Form unless it is attached to a hard copy of this Prospectus or it accompanies the complete and unaltered version of this Prospectus. Any person may obtain a hard copy of this Prospectus free of charge by contacting the Company.

The Company reserves the right not to accept an Application Form from a person if it has reason to believe that when that person was given access to the electronic Application Form, it was not provided together with the electronic Prospectus and any relevant supplementary or replacement prospectus or any of those documents were incomplete or altered.

1.9 Disclaimer

No person is authorised to give information or to make any representation in connection with the Offer described in this Prospectus, which is not contained in the Prospectus. Any information or representation not so contained may not be relied on as having been authorised by the Company in connection with the Offer. You should rely only on information in this Prospectus.

1.10 Investment Advice

This Prospectus does not provide investment advice and has been prepared without taking account of your financial objectives, financial situation or particular needs (including financial or taxation issues). You should seek professional investment advice before subscribing for securities under this Prospectus.

2. BACKGROUND TO THE OFFER

On 13 March 2024, the Company announced its proposal to offer all Eligible Shareholders, irrespective of the size of their shareholding, the opportunity to purchase up to \$30,000 worth of Shares at an issue price of \$0.02 per Share pursuant to a Share Purchase Plan (**SPP**).

Under the SPP, Eligible Shareholders (defined in Section 3.2 below), will be entitled to apply for up to \$30,000 in Shares in the Company at \$0.02 per Share to raise up to an aggregate of \$3,000,000 (**Offer**).

The issue price represents a discount of 9.09% from \$0.022 (being the five-day volume weighted average market price (**VWAP**) of the Shares over the last five trading days on which sales in the Shares were recorded before the day on which the SPP was announced).

The Company is seeking to raise up to \$3,000,000 under the Offer, but may accept oversubscriptions, at the discretion of the Directors of up to \$675,000 being 33,750,000 Shares.

To read how Eligible Shareholders can subscribe under the Offer, refer to Section 3.6 below.

The Company intends to apply the funds raised under the SPP as set out in Section 4.2.

3. DETAILS OF THE OFFER

3.1 Offer

The Offer is an offer to each Eligible Shareholder to subscribe for new Shares up to a maximum value of \$30,000 at an issue price of \$0.02 per Share.

The issue of Shares under the SPP is being made in reliance on ASX Listing Rule 7.2 Exception 5.

All of the Shares offered under the Offer pursuant to this Prospectus will rank equally with the Shares on issue at the date of this Prospectus. Please refer to Section 5 for further information regarding the rights and liabilities attaching to the Shares. Cooling off rights do not apply to an investment in the Offer. You cannot withdraw your Application once it has been received.

The purpose of the Offer is set out in Section 4.1. The Offer is non-renounceable, meaning that Eligible Shareholders may not transfer their rights to any Shares offered under the Offer.

3.2 Eligibility to participate in Offer

Only Eligible Shareholders may participate in the Offer. 'Eligible Shareholders' for the purpose of the Offer are Shareholders:

- (a) who were registered holders of Shares on the Record Date; and
- (b) whose registered address is in Australia or New Zealand.

If you are the only registered Shareholder of a holding of Shares, but you receive more than one Offer (for example because you hold Shares in more than one capacity), you may only apply for one parcel of Shares with a value of up to \$30,000. The Company reserves the right to reject any application for Shares under this Prospectus to the extent it considers that the application (whether alone or in conjunction with other applications) does not comply with these requirements.

In the event of oversubscriptions by the Closing Date, the Directors may, in their absolute discretion, scale-back applications on an equitable basis. Directors may also, in their absolute discretion, decide to increase acceptances in the event of oversubscriptions. Participation in the Offer is optional and is subject to the terms and conditions set out in this Prospectus.

3.3 Custodians, trustees and nominees

If you are an Eligible Shareholder and hold Shares as a custodian (as defined in ASIC Corporations (Share and Interest Purchase Plans) Instrument 2019/547 (**ASIC CI 2019/547**) (refer below) (**Custodian**) or in any more specific ASIC relief granted to the Company in relation to the SPP), you may apply for up to \$30,000 worth of new Shares for each beneficiary for whom you act as custodian provided you complete and submit, together with an Application Form, a certificate (**Custodian Certificate**) with the following information:

- (a) that you held Shares on behalf of:
 - (i) one or more other persons that are not custodians; and/or
 - (ii) another custodian (**Downstream Custodian**) that holds beneficial interests in Shares on behalf of one or more other persons who are resident in Australia or New Zealand, to which those beneficial interests relate,

(each a **Participating Beneficiary**) at the Record Date who have subsequently instructed you, and/or the Downstream Custodian, to apply for Shares under the SPP on their behalf;
- (b) the number of Participating Beneficiaries and their names and addresses;
- (c) the number of Shares that you hold on behalf of each Participating Beneficiary;
- (d) the number or dollar amount of Shares that each Participating Beneficiary has instructed you, either directly or indirectly through a Downstream Custodian, to apply for on their behalf;
- (e) that the application price for Shares applied under the Offer for each Participating Beneficiary for whom you act in addition to the application price for any other Shares issued to you as custodian (as a result of instruction given to you as Custodian or a Downstream Custodian) for that Participating Beneficiary under any arrangement similar to the SPP in the prior 12 months does not exceed \$30,000;
- (f) that a copy of the Prospectus was given to each Participating Beneficiary; and
- (g) where you hold Shares on behalf of a Participating Beneficiary indirectly, through one or more Downstream Custodians, the name and address of each Downstream Custodian.

For the purposes of ASIC CI 2019/547 you are a '**Custodian**' if you provide a custodial or depository service in relation to shares of a body or interests in a registered scheme and you:

- (a) hold an Australian financial services licence covering the provision of a custodial or depository service;
- (b) are exempt from the requirement to hold an Australian financial services licence covering the provision of a custodial or depository service;
- (c) hold an Australian financial services licence covering the operation of an IDPS or is a responsible entity of an IDPS-like scheme;

- (d) are a trustee of a self-managed superannuation fund or a superannuation master trust; or
- (e) are a registered holder of shares or interests in the class and are noted on the register of members of the body or scheme as holding the shares or interests on account of another person.

If you hold Shares as a trustee or nominee for another person or persons but are not a Custodian as defined above, you cannot participate for beneficiaries in the manner described above. In this case, the rules for multiple single holdings (above) apply.

Custodians should request a Custodian Certificate when making an application on behalf of Participating Beneficiaries. To request a Custodian Certificate and if you would like further information on how to apply, you should contact the Company's share registry at any time from 8.30am to 5.00pm (WST) Monday to Friday during the Offer period.

The Company reserves the right to reject any application to the extent it considers that the application (whether alone or in conjunction with other applications) does not comply with these requirements.

3.4 Minimum subscription

There is no minimum subscription to the Offer, but there is a minimum parcel size for each Eligible Shareholder or other investor accepting either the Offer of \$2,000

3.5 Not underwritten

The Offer is not underwritten.

3.6 Applications

Eligible Shareholders may apply under the Offer by completing the Application Form accompanying this Prospectus in accordance with the instructions outlined on the Application Form.

Pursuant to the Offer, Eligible Shareholders may apply for Shares with a maximum value of \$30,000. Eligible Shareholders may participate by selecting one of the following options to purchase Shares under the Offer:

	SPP Application Amount	Number of Shares which may be purchased
Offer A	\$2,000	100,000
Offer B	\$5,000	250,000
Offer C	\$10,000	500,000
Offer D	\$15,000	750,000
Offer E	\$20,000	1,000,000
Offer F	\$30,000	1,500,000

Where the amount applied for results in a fraction of a Share the number of Shares issued will be rounded down to the nearest whole Share.

To participate in the Offer, payment of the application moneys must be made per the instructions set out on the Application Form, with sufficient time to be received by or on behalf of the Company by **no later than 5.00pm (WST) on the Closing Date**.

The Company reserves the absolute discretion to scale back applications under the Offer to the extent and in the manner it sees fit. If the Company undertakes a scale back, you will receive the number of Shares determined by the Company in its absolute discretion which may be less than the number of Shares applied for. In this case, the difference between the application moneys received and the number of Shares allocated to you multiplied by the issue price per Share may be refunded to you by direct credit (to your nominated account recorded on the Company's share register) as soon as practicable, without interest.

If you require assistance in accepting the Offer, please contact the Company on +61 (2) 8046 2799.

3.7 Payment

For payment by EFT or BPAY®, please follow the instructions on the Application Form.

You can only make a payment via:

- (a) EFT if you are a holder of an account that supports EFT transactions to an Australian bank account; or
- (b) BPAY® if you are the holder of an account with an Australian financial institution that supports BPAY® transactions.

Please note that should you choose to pay by EFT or BPAY®:

- (a) you do not need to submit the Application Form but are taken to have made the declarations on that Application Form; and
- (b) you will be deemed to have applied for such whole number of Shares which is covered in full by your application monies.

It is your responsibility to ensure that your EFT or BPAY® payment is received by the share registry by no later than 5:00pm (WST) on the Closing Date. You should be aware that your financial institution may implement earlier cut-off times with regards to electronic payment and you should therefore take this into consideration when making payment. Any application monies received for more than your final allocation of Shares (only where the amount is \$1.00 or greater) will be refunded. No interest will be paid on any application monies received or refunded.

3.8 Issue of Shares

Shares issued under the Offer will be issued in accordance with the ASX Listing Rules and the timetable set out in Section 1.1. Application moneys will be held in a separate subscription account until the Shares are issued. This account will be established and kept by the Company in trust for each Applicant, as required by the Corporations Act. Any interest earned on the application moneys will be for the benefit of the Company and will be retained by the Company irrespective of whether any Shares are issued, and each Applicant waives the right to claim any interest.

The Directors will determine the recipients of all the Shares and/or the number of Shares issued under the Offer. The Directors reserve the right to reject any application or to allocate any Applicant fewer Shares than the number applied for.

Where the number of Shares issued is less than the number applied for, the surplus moneys will be returned by direct credit to your nominated bank account as soon as practicable after the Closing Date. Where no issue of Shares is made, the amount tendered on application will be returned in full by direct credit to your nominated bank account as soon as practicable after the Closing Date. Interest will not be paid on moneys refunded.

3.9 ASX listing

Application for Official Quotation of the Shares offered pursuant to this Prospectus will be made in accordance with the timetable set out in Section 1.1.

If ASX does not grant Official Quotation of the Shares offered pursuant to this Prospectus before the expiration of 3 months after the date of issue of the Prospectus, (or such period as varied by the ASIC), the Company will not issue any Shares and will repay all application monies for the Shares offered under this Prospectus within the time prescribed under the Corporations Act, without interest.

The fact that ASX may grant Official Quotation to the Shares is not to be taken in any way as an indication of the merits of the Company or the Shares now offered.

3.10 Restrictions on the distribution of the Prospectus

The Offer do not, and are not intended to, constitute an offer in any place or jurisdiction in which, or to any person to whom, it would not be lawful to make such an offer or to issue this Prospectus.

The Offer is not being extended and Shares will not be issued to investors with a registered address which is outside Australia or New Zealand. This Prospectus does not constitute an offer to sell, or a solicitation of an offer to buy, securities in any other country. In particular, any securities described in this Prospectus have not been, and will not be, registered under the US Securities Act of 1933 (as amended) and may not be offered or sold in the United States except in transactions exempt from, or not subject to, registration under the US Securities Act and applicable US state securities laws.

Residents of countries outside Australia or New Zealand should consult their professional advisers as to whether any government or other consents are required, or whether any formalities need to be observed should they wish to make an application to take up Shares on the basis of this Prospectus. The return of a duly completed Application Form will be taken to constitute a representation and warranty that there has been no breach of such laws and that all approvals and consents have been obtained.

New Zealand

The Shares offered under the Offer are not being offered or sold to the public within New Zealand other than to existing shareholders of the Company with registered addresses in New Zealand and to whom the Offer is being made in reliance on the *Financial Markets Conduct (Incidental Offers) Exemption Notice 2021 (as amended)* (New Zealand).

This document has not been registered, filed with or approved by any New Zealand regulatory authority under the *Financial Markets Conduct Act 2013* (New Zealand). This document is not an investment statement or prospectus under New Zealand law and is not required to, and may not, contain all the information that an investment statement or prospectus under New Zealand law is required to contain.

3.11 Withdrawal

The Company reserves its right to withdraw the Offer at any time, subject to applicable laws.

Should the Company withdraw the Offer, all application monies will be returned, without the payment of any interest that may have accrued.

3.12 Enquiries

Any questions concerning the Offer should be directed to the Company on +61 (2) 8046 2799.

4. PURPOSE AND EFFECT OF THE OFFER

4.1 Purpose of the Offer

4.1.1 Offer

The Company is seeking to raise up to \$3,000,000 from Eligible Shareholders under the Offer, but may accept oversubscriptions, at the discretion of the Directors, of up to \$675,000 (33,750,000 Shares).

4.2 Use of funds

Proceeds of the SPP ¹	\$	%
Meet the ongoing engineering study related costs in respect to the design of a: (i) standalone, 1 million tonnes per annum multipurpose spodumene concentrator, which is proposed to be located within the world class James Bay region of Quebec, Canada; and (ii) 16,000 tonnes per annum, multi-purpose battery grade lithium carbonate refinery, which is proposed to be located within the up-and-coming battery valley, in Bécancour, Canada.	\$2,072,000	69.1
Payment of March 2024 trade creditors within agreed terms	\$310,000	10.3
Working capital ²	\$532,952	17.8
Expenses of the Offer ³	\$85,048	2.8
Total	\$3,000,000	100.00%

Notes:

1. In the event the Directors (at their discretion) decide to accept oversubscriptions of up to \$675,000, the additional funds will be applied towards working capital.
2. Working capital costs include the general costs associated with the management and operation of the Company's business including administration expenses, management salaries, Director fees, rent, insurance and other associated costs.
3. Refer to Section 7.8 for further details relating to the estimated expenses of the Offer.

The above table is a statement of current intentions as of the date of this Prospectus. As with any budget, intervening events and new circumstances have the potential to affect the manner in which the funds are ultimately applied. The Board reserves the right to alter the way funds are applied on this basis. The amounts and timing of the actual expenditures and investments may vary significantly and will depend on numerous factors including the efficiency of government departments, efficiency of lead contractors, access agreements and any changes in the business and economic environment.

On completion of the Offer, the Board believes the Company will have sufficient working capital to achieve the above objectives. However, to the extent the Offer is not fully subscribed, then after payment of the expenses of the Offer, the Company will reduce the amounts of funds allocated to the other items of expenditure noted in the table above, with the expenses of the Offer, working capital and payment of the March 2024 trade creditors to be prioritised. This may result in delays or substantial changes to the Company's future plans.

4.3 Effect of the SPP

The principal effect of the SPP, assuming the Company raises \$3 million under the Offer, will be to:

- (a) increase the cash reserves by \$3,000,000 (before deducting the estimated expenses of the Offer) immediately after completion of the Offer; and
- (b) increase the number of Shares on issue from 613,521,897 Shares to 763,521,897 Shares following completion of the Offer (subject to rounding).

4.4 Effect of the Offer on capital structure

The effect of the Offer on the Company's capital structure is set out below, which assumes that a total of \$3 million is raised under the Offer.

Shares	Number
Shares currently on issue ¹	613,521,897
Shares to be issued under the Offer	150,000,000
Total Shares on issue on completion of the Offer	763,521,897

Notes:

1. The rights and liabilities attaching to the Shares are summarised in Section 5.
2. The Board reserves the right to accept oversubscriptions under the Offer up to an additional \$675,000 (33,750,000 Shares). If the full oversubscription amount is raised, a total of 183,750,000 Shares would be issued under the Offer resulting in 797,271,897 Shares on issue on completion of the Offer.

Options	Number
Options currently on issue ¹	119,500,000
Options to be issued under the Offer	Nil
Total Options on issue on completion of the Offer²	119,500,000

Notes:

1. Comprising:
 - (a) 108,500,000 unquoted Options exercisable at \$0.03 each on or before 8 August 2026; and
 - (b) 9,000,000 unquoted Options exercisable at \$0.03 each on or before 22 August 2026.
 - (c) 2,000,000 unquoted Options exercisable at \$0.03 each on or before 11 March 2027
2. This assumes that no Options are exercised prior to completion of the Offer.

Performance Rights	Number
Performance Rights currently on issue ¹	60,738,623
Performance Rights offered under the Offer	Nil
Total Performance Rights on issue on completion of the Offer¹	60,738,623

Notes:

1. This assumes that no Performance Rights vest and are exercised prior to completion of the Offer.

4.5 Pro-forma balance sheet

The unaudited balance sheet as at 31 December 2023 and the pro-forma balance sheet as at 31 December 2023 shown below have been prepared on the basis of the accounting policies normally adopted by the Company and reflect the changes to its financial position.

The pro-forma balance sheet has been prepared to provide investors with information on the assets and liabilities of the Company and pro-forma assets and liabilities of the Company as noted above. The historical and pro-forma financial information is presented in an abbreviated form, insofar as it does not include all of the disclosures required by Australian Accounting Standards applicable to annual financial statements.

	Unaudited Financial Statements - 31 December 2023	Bank Transactions 1 Jan 2024 to 29 Feb 2024	SPP Raise	Pro Forma Balance Sheet 31 December 2023
CURRENT ASSETS				
Cash and cash equivalents	1,361,590	(1,281,511)	2,914,952	2,995,030
Trade and other receivables [GST]	205,110	(92,413)	-	112,697
Other assets	401,042	3,943	-	404,985
	1,967,741	(1,369,981)	2,914,952	3,512,712
NON CURRENT ASSETS				
Exploration and evaluation exploration	7,481,680	7,642	-	7,489,322
Right of Use Assets	23,380	-	-	23,380
Property, plant and equipment	-	3,000	-	3,000
	7,505,060	10,642	-	7,515,702
TOTAL ASSETS	9,472,801	(1,359,339)	2,914,952	11,028,415
CURRENT LIABILITIES				
Trade and other payables	113,241	180,755	-	293,996
Other creditors	330,134	(109,776)	-	220,358
Employee Provisions	160,088	-	-	160,088
Lease Liabilities	11,690	-	-	11,690
	615,153	70,979	-	686,132
NON CURRENT LIABILITIES				
Lease Liabilities	11,690	-	-	11,690
	11,690	-	-	11,690
TOTAL LIABILITIES	626,843	70,979	-	697,821
NET ASSETS	8,845,959	(1,430,317)	2,914,952	10,330,593
Issued capital	55,971,491	-	2,914,952	58,886,443
Reserves	14,149,849	-	-	14,149,849
Accumulated losses	(61,275,381)	(1,430,317)	-	(62,705,699)
TOTAL EQUITY	8,845,958	(1,430,317)	2,914,952	10,330,593

Notes to the pro-forma balance sheet

The following assumptions and disclosures have been used in preparing the above pro forma statement:

1. The unaudited pro forma statement of financial position has been prepared by the Company in an abbreviated form. The pro forma statement does not include disclosures that would otherwise be required under the International Accounting Standards that are used in preparing audited financial statements.
2. The pro-forma balance sheet has been prepared assuming 150,000,000 Shares offered under this Prospectus are issued (i.e. \$3,000,000 is raised under the Offer), no existing Options are exercised and including expenses of the Offer. It is noted that the Directors reserve the right to accept oversubscriptions of up to an additional \$675,000 (33,750,000 Shares).
3. No existing performance rights or options are vested or exercised.
4. Does not include any adjustments for the "Use of Funds" as described under Clause 4.2 of this document.
5. Takes into account all transactions that have occurred between 1 January 2024 to 8 March 2024. There may, however, be additional information received subsequently by the Company that will affect this information.

5. RIGHTS AND LIABILITIES ATTACHING TO SHARES

The following is a summary of the more significant rights and liabilities attaching to the Shares being offered pursuant to this Prospectus. This summary is not exhaustive and does not constitute a definitive statement of the rights and liabilities of Shareholders. To obtain such a statement, persons should seek independent legal advice.

Full details of the rights and liabilities attaching to Shares are set out in the Constitution, a copy of which is available for inspection at the Company's registered office during normal business hours.

- (a) **(Ranking of Shares):** At the date of this Prospectus, all Shares are of the same class and rank equally in all respects. Specifically, the Shares issued pursuant to this Prospectus will rank equally with existing Shares.
- (b) **(Voting rights):** Subject to any rights or restrictions, at general meetings:
 - (i) every Shareholder present and entitled to vote may vote in person or by attorney, proxy or representative;
 - (ii) has one vote on a show of hands; and
 - (iii) has one vote for every Share held, upon a poll.
- (c) **(Dividend rights):** Shareholders will be entitled to dividends, distributed among members in proportion to the capital paid up, from the date of payment. No dividend carries interest against the Company and the declaration of Directors as to the amount to be distributed is conclusive.

Shareholders may be paid interim dividends or bonuses at the discretion of the Directors. The Company must not pay a dividend unless the Company's assets exceed its liabilities immediately before the dividend is declared and the excess is sufficient for the payment of the dividend.

- (d) **(Variation of rights):** The rights attaching to the Shares may only be varied by the consent in writing of the holders of three-quarters of the Shares, or with the sanction of a special resolution passed at a general meeting.
- (e) **(Transfer of Shares):** Shares can be transferred upon delivery of a proper instrument of transfer to the Company or by a transfer in accordance with the ASX Settlement Operating Rules. The instrument of transfer must be in writing, in the approved form, and signed by the transferor and the transferee. Until the transferee has been registered, the transferor is deemed to remain the holder, even after signing the instrument of transfer.

In some circumstances, the Directors may refuse to register a transfer if upon registration the transferee will hold less than a marketable parcel. The Board may refuse to register a transfer of Shares upon which the Company has a lien.

- (f) **(General meetings):** Shareholders are entitled to be present in person, or by proxy, attorney or representative to attend and vote at general meetings of the Company.

The Directors may convene a general meeting at their discretion. General meetings shall also be convened on requisition as provided for by the Corporations Act.

- (g) **(Unmarketable parcels)**: The Company's Constitution provides for the sale of unmarketable parcels subject to any applicable laws and provided a notice is given to the minority Shareholders stating that the Company intends to sell their relevant Shares unless an exemption notice is received by a specified date.
- (h) **(Rights on winding up)**: If the Company is wound up, the liquidator may with the sanction of special resolution, divide the assets of the Company amongst members as the liquidator sees fit. If the assets are insufficient to repay the whole of the paid up capital of members, they will be distributed in such a way that the losses borne by members are in proportion to the capital paid up.
- (i) **(Restricted Securities)**: A holder of Restricted Securities (as defined in the ASX Listing Rules) must comply with the requirements imposed by the ASX Listing Rules in respect of Restricted Securities.

6. RISK FACTORS

6.1 Introduction

The Shares offered under this Prospectus are considered highly speculative. An investment in the Company is not risk free and the Directors strongly recommend potential investors to consider the risk factors described below, together with information contained elsewhere in this Prospectus and to consult their professional advisers before deciding whether to apply for Shares pursuant to this Prospectus.

There are specific risks which relate directly to the Company's business. In addition, there are other general risks, many of which are largely beyond the control of the Company and the Directors. The risks identified in this Section, or other risk factors, may have a material impact on the financial performance of the Company and the market price of the Shares.

The following is not intended to be an exhaustive list of the risk factors to which the Company is exposed.

6.2 General Company Specific Risks

(a) Future capital requirements

The Company's business model comprises a dual focus on (1) the exploration of its suite of lithium and rare earth assets, predominately in Canada and to a lesser extent in Australia (**Projects**) and (2) the pursuit of its Quebec lithium processing hub (**QLPH**) strategy, comprising the proposal to build a lithium concentrator and lithium refinery facility in Canada, with the goal of providing critical materials for batteries in the North American market.

The Company is unlikely to generate any operating revenue unless and until the Projects are successfully developed and production commences, or such time as the QLPH lithium concentrator or lithium refinery are operational. As such, the Company will require additional financing to continue its operations and fund exploration on the Projects and design and construction activities for the QLPH.

The future capital requirements of the Company will depend on many factors including the strength of the economy, general economic factors and its business development activities. The Company believes its available cash and the net proceeds of the Offer should be adequate to fund its business objectives in the short term, as disclosed in this Prospectus and the Company's announcements released to the ASX. However, within the next 6 to 12 months, the Company will likely need to raise additional capital in order to progress and complete the engineering studies for the QLPH. In the event that the Company completes the definitive feasibility studies for the QLPH concentrator and carbonate refinery, and proceeds to make a final investment decision with respect to the construction of the QLPH, the Company would be required to raise significant additional capital in order to fund, amongst other things, the detailed design (issued for construction) for the QLPH concentrator and carbonate refiner, procurement for long lead items for the QLPH concentrator and carbonate refinery and paying the final purchase price for the acquisition of industrial land for the QLPH refinery (currently under option, refer to the Company's ASX announcement dated 21 February 2024 for further details).

Global financial conditions continue to be subject to volatility arising from international geopolitical developments and global economic phenomenon, as well as general financial market turbulence. Access to public financing and credit can be negatively impacted by the effect of these events on global credit markets. There can be no assurance that the Company will be able to obtain adequate financing in the future, or that the terms of such financing will be favourable. Failure to obtain such additional financing could result in delay or indefinite postponement of the Company's business objectives.

Any additional equity financing may be dilutive to Shareholders, may be undertaken at lower prices than the then market price (having a depressive effect on the price of Shares) or may involve restrictive covenants which limit the Company's operations and business strategy. Debt financing, if available, may involve restrictions on financing and operating activities or the registering of security interests over the Company's assets.

Although the Directors believe that additional capital can be obtained, no assurances can be made that appropriate capital or funding, if and when needed, will be available on terms favourable to the Company or at all. If the Company is unable to obtain additional financing as needed, it may be required to reduce the scope of its activities, and this could have a material adverse effect on the Company's activities and could affect the Company's ability to continue as a going concern.

(b) **Reliance on key personnel**

The Company is reliant on a number of key personnel and consultants, including members of the Board and its experienced management team. The loss of one or more of these key contributors could have an adverse impact on the business of the Company.

It may be particularly difficult for the Company to attract and retain suitably qualified and experienced people given the current high demand in the industry and relatively small size of the Company, compared with other industry participants.

(c) **Reliance on contractors and experts**

In various aspects of its operations, the Company relies on the services, expertise and recommendations of service providers and their employees and contractors, whom often are engaged at significant expense to the Company. The Company cannot exercise complete control over third parties providing services to the Company.

6.3 Risks relating to the Company's QLPH strategy

(a) **Securing future run of mine (ROM) and/or spodumene offtake agreements**

The QLPH engineering studies assume the Company will secure offtake agreements. Such success will depend on a number of factors, including, but not limited to:

- (i) negotiating acceptable terms; and
- (ii) obtaining approval from regulatory authorities, implementing the Company's standards, controls, procedures and policies within the potential agreement.

This strategy includes engagement with third parties and identification of potential partnerships, joint ventures or joint development opportunities. The Company advises that there are no legally binding proposals at this stage. There is no guarantee that any proposed partnership, joint venture or joint development opportunities will be completed or will be successful.

(b) **Risk in ability to enter into and deliver product under sales agreements**

The Company may encounter difficulty entering and fulfilling sales agreements for its products. The Company may fail to deliver the product required by such agreements or may experience production costs more than the prevailing market price to be paid to the Company under such agreements.

The Company is competing with other companies in its development activities and there are no assurances that the Company can compete effectively with these companies.

(c) **Contractual, legal and financial risks**

The Company may have difficulties in respect to contract terms, specifications or scope changes with contractors and suppliers in respect to the construction of the QLPH plant.

It is noted that the majority of the parts required for construction of the QLPH plant will likely be sourced from overseas jurisdictions and therefore, currency exchange rates fluctuations may impact project costs.

(d) **Bécancour Option Agreement**

Acquisition of Lot 22 in the Bécancour Waterfront Industrial Park (**Property**) will be subject to the Company's ability to secure finance.

It is noted that the acquisition price for the Property is under an option agreement until December 2026, where at such time the Company will be required to pay the balance between the expected purchase price (\$CAD 12.60 million) less option fees paid by the Company up to December 2026 (approximately \$CAD 1.89 million). Refer to the Company's ASX announcement dated 21 February 2024 for further details.

6.4 Risks relating to the Company's mineral exploration assets (Projects)

(a) Exploration and development risks

No reported exploration target, mineral resource or reserve has been defined on any of the Project areas. The Company announced on 29 December 2023 (*ASX:LU7 Apollo Lithium Project Summer/Fall Exploration Completed*) that priority drill targets have been identified as its flagship exploration licence – the Apollo Project.

Investors are cautioned that the tenements that comprise the Projects (**Tenements**) being in proximity to other occurrences of mineralisation is no guarantee that the Tenements will be prospective for an economic reserve. Whilst the Company intends to undertake exploration activities with the aim of defining a resource, no assurances can be given that the exploration will result in the determination of a resource. Even if a resource is identified, no assurance can be provided that this can be economically extracted. Mineral exploration and development involve substantial expenses related to locating and establishing mineral reserves, developing metallurgical processes, and constructing mining and processing facilities at a particular site. Until a deposit is actually mined and processed, the quantity of mineral resources and grades must be considered as estimates only, and are expressions of judgment based on knowledge, mining experience, analysis of drilling results and industry best practices.

(b) Title and grant risk (Australia)

Interests in all tenements in Australia are governed by state legislation and are evidenced by the granting of licences or leases. Each licence or lease is for a specific term and carries with it work program, annual expenditure and reporting commitments, as well as other conditions requiring compliance. Consequently, the Company could be exposed to additional costs, have its ability to explore or mine the Projects located in Australia reduced or lose title to or its interest in the tenements if licence conditions are not met or if sufficient funds are unavailable to meet expenditure commitments.

If in the future, the term of any of the tenements are not renewed or extended, the Company may suffer damage through loss of the opportunity to discover and/or develop any mineral resources on these tenements.

(c) Title and grant risk (Canada)

The Company's operations are subject to receiving and maintaining licences and permits from appropriate governmental authorities. There is no assurance that delays will not occur in connection with obtaining all necessary grants or renewals of licences/permits for the proposed operations, additional licences/permits for any possible future changes to operations, or additional permits associated with new legislation. Prior to any development on any of its properties, subsidiaries of the Company must receive licences/permits from appropriate governmental authorities. There is no certainty that the Company will hold all licences/permits necessary to develop or continue operating at any particular property.

Furthermore, while the Company has investigated its title to the Tenements and believes the Tenements are in good standing, there can be no assurance that the Company's rights with respect to the Tenements will not be challenged or impugned by third parties, or that the Tenements will be subject to unregistered encumbrances or interests of third parties.

(d) **Landowner and access risk (Australia)**

Several of the tenements and tenement applications comprising the Lefroy Project and Voyager Project overlap with certain third-party interests that may limit or impose conditions on the Company's ability to access the Tenements to conduct exploration and mining activities or that may cause delays in the Company's activities.

In particular, under Western Australian, Tasmanian and Commonwealth legislation, the Company may be required to obtain the consent of and/or pay compensation to the holders of third-party interests, including pastoral leases, petroleum tenure and other mining tenure which overlay areas within the tenements in respect of any proposed exploration or mining activities on the tenements. The Company is also required to obtain the consent of the relevant Minister in relation to activities on certain areas of the tenements.

All of the tenements comprising the Lefroy Project either partially or wholly overlap the Madoonia Downs (in the case of E15/1876 and E15/1877 and Mt Monger pastoral leases (in the case of E15/1877)). As at the date of the Prospectus, the Company has not commenced discussions with the relevant leaseholders in respect of obtaining the required consents to undertake exploration activities on these pastoral leases. For further information, please refer to Sections 4.2(a) and 9.1 of the Australian Solicitor's Report in Annexure B of the Company's prospectus dated 21 June 2023 (**Recompliance Prospectus**).

All of the tenement applications comprising the Voyager Project in Tasmania overlap with certain third-party interests that may limit or impose conditions on the Company's ability to access the tenement applications (if and when granted) to conduct exploration and mining activities or that may cause delays in the Company's activities. For further information, please refer to Sections 4.3(a) and 9.2 of the Australian Solicitor's Report in Annexure B of the Recompliance Prospectus.

Whilst the Company does not presently consider this to be a material risk to its planned exploration, there is a risk that any delays or costs in respect of conflicting third party rights, obtaining necessary consents, or compensation obligations, may adversely impact the Company's ability to carry out exploration or mining activities within the affected areas.

(e) **Landowner and access risk (Canada)**

Land access is critical for exploration and/or exploitation to succeed. It requires both access to the mineral rights and access to the surface rights.

Mineral rights may be negotiated and acquired. In all cases the acquisition of prospective exploration and mining licences is a competitive business, in which proprietary knowledge or information is critical and the ability to negotiate satisfactory commercial arrangements with other parties is often essential. The Company may not be successful in acquiring or obtaining the necessary licences to conduct exploration or evaluation activities outside of the mineral claims that it already owns.

Access to land for exploration and evaluation purposes can be obtained by private access and compensation agreement with the landowner; purchase of surface rights; or through judicial rulings. However, access rights to the licences can be affected by many factors including:

- (i) regional restrictions on mineral exploration as a result of land use agreements with local communities and First Nations, or infrastructure works such as hydroelectric installations;
- (ii) surface title land ownership negotiations, which are required before ground disturbing exploration activities can commence within the jurisdiction where the Company operates;
- (iii) permitting for exploration activities, which are required in order to undertake most exploration and exploitation activities within the jurisdictions where the Company operates; and
- (iv) natural occurrences including inclement weather, volcanic eruptions, lahars and earthquakes.

All of these issues have the potential to delay, curtail and preclude the Company's operations. Whilst the Company will have the potential to influence some of these access issues, and retain staff to manage those instances where negotiations are required to gain access, is not possible for the Company to predict the extent to which the abovementioned risks and uncertainties may adversely impact on the Company's operations.

(f) **Integration risk**

Acquisitions of mining assets and businesses may be difficult to integrate with the Company's ongoing business and management may be unable to realize anticipated synergies. Any such acquisitions may be significant in size, may change the scale of the Company's business, may require additional capital, and/or may expose the Company to new geographic, political, operating, financial and geological risks.

(g) **Joint venture risk**

The Company's interests in a number of the Projects are subject to joint venture arrangements. As with any joint venture, it is subject to various counterparty risks including failure by the joint venture counterparty, to act in the best interests of the joint venture. Any failure by the counterparty to act in the best interests of the joint venture may or may not give the Company contractual remedies, however, even if such remedies are available, they may be costly and time consuming to pursue.

(h) **Sovereign risk**

The majority of the Projects will be located in Canada and will be subject to the risks associated in operating in a foreign country. These risks may include economic, social or political instability or change, hyperinflation, currency non-convertibility or instability and changes of law affecting foreign ownership, government participation, taxation, working conditions, rates of exchange, exchange control, exploration licensing, export duties, repatriation of income or return of capital, environmental protection, labour relations as well as government control over natural resources or government regulations that require the employment of local staff or contractors or require other benefits to be provided to local residents.

Any future material adverse changes in government policies or legislation in foreign jurisdictions in which the Company has projects that affect foreign ownership, exploration, development or activities of companies involved in exploration and production, may affect the viability and profitability of the Company.

(i) **First Nations risk (Canada)**

Certain of the Projects may now or in the future be the subject of First Nations land claims. The legal nature of First Nations land claims is a matter of considerable complexity. The impact of any such claim on the Company's material interest in the Projects and/or potential ownership interest in the Projects in the future, cannot be predicted with any degree of certainty and no assurance can be given that a broad recognition of First Nations rights in the areas in which the Projects are located, by way of negotiated settlements or judicial pronouncements, would not have an adverse effect on the Company's activities. Even in the absence of such recognition, the Company may at some point be required to negotiate with and seek the approval of holders of First Nations interests in order to facilitate exploration and development work on the Company's mineral properties, and there is no assurance that the Company will be able to establish practical working relationships with the First Nations in the area which would allow it to ultimately develop the Company's mineral properties.

(j) **Native title risk (Australia)**

The tenements comprising the Lefroy Project in Western Australia overlap with an existing registered native title determination, being the Ngadju native title determination (WCD2014/004).

Native Title is not a large part of the legal and policy landscape in Tasmania. In Tasmania, Aboriginal claims to land and waters are managed via the return of land or collaborative management processes. Aboriginal heritage searches have not been conducted in respect to the Company's tenements which are located in Tasmania as the Aboriginal Heritage Register in Tasmania is not publicly accessible. There remains a risk that additional Aboriginal sites or places may exist on the land the subject of the Tenements. The existence of such sites may preclude or limit mining activities in certain areas of the Tenements or cause delays in the progression of the development of a mine.

There is a risk that, in the engagement required with native title parties, there are delays and/or increased costs incurred by the Company that adversely impact the ability of the Company to carry out exploration or mining activities within the affected areas in the manner that it desires.

(k) **Heritage and sociological risk (Australia)**

The tenements comprising the Lefroy Project are not subject to any Aboriginal heritage sites and/or 'other heritage places'. Searches have not been conducted in relation to the Voyager Project as the Aboriginal Heritage Register in Tasmania is not publicly accessible.

There remains a risk that additional Aboriginal sites may exist on the land the subject of the Tenements. The existence of such sites may preclude or limit mining activities in certain areas of the Tenements.

(l) **Royalties**

Many of the Projects are subject to a 1.5% net smelter returns royalty payable on minerals extracted and sold from the relevant Project. Additionally, if any joint venture party elects to dilute down to less than a 10% interest in any of the joint ventures, the Company will acquire that interest in exchange for the grant of a 1% net smelter returns royalty, payable on minerals extracted and sold from the relevant Project.

The Margot Lake Project is subject to an additional 1.5% net smelter returns royalty payable on minerals extracted and sold from Margot Lake Project.

The payment of these royalties may affect the economics of a project progressing to development and production.

(m) **Minerals and currency price volatility**

The Company's ability to proceed with the development of its Projects and benefit from any future mining operations will depend on market factors, some of which may be beyond its control.

Any future earnings are likely to be closely related to the price of base metals and the terms of any off-take agreements that the Company enters into. The world market for minerals is subject to many variables and may fluctuate markedly. The price of minerals varies on a daily basis and there is no reliable way to predict future prices.

Mineral prices are also affected by macroeconomic factors such as general global economic conditions and expectations regarding inflation and interest rates. These factors may have an adverse effect on the Company's exploration, development and production activities, as well as on its ability to fund those activities.

Minerals are principally sold throughout the world in US dollars. The Company's cost base will be payable in various currencies including Australian dollars and US dollars. As a result, any significant and/or sustained fluctuations in the exchange rate between the Australian dollar and the US dollar could have a materially adverse effect on the Company's operations, financial position (including revenue and profitability) and performance. The Company may undertake measures, where deemed necessary by the Board to mitigate such risks.

6.5 General risks

(a) **Investment risk**

There are a number of risks associated with any stock market investment. The market price of Shares can be expected to rise and fall in accordance with general market conditions and factors.

The value of the Shares will be determined by the stock market and will be subject to a range of factors beyond the control of the Company or its Directors. These factors include movements in local and international stock exchanges, local interest rates and exchange rates, domestic and international economic and political conditions, government taxation, market supply, competition and demand and other legal, regulatory or policy changes.

The trading price after listing may also be affected by the financial and operating performance of the Company.

(b) **Changes in government policies and legislation**

Any material adverse changes in government policies or legislation of Australia, Canada or any other country that the Company may acquire economic interests in may affect the viability and profitability of the Company.

(c) **Unforeseen expenditure risk**

Expenditure may need to be incurred that has not been taken into account in the preparation of this Prospectus. Although the Company is not aware of any such additional expenditure requirements, if such expenditure is subsequently incurred, this may adversely affect the expenditure proposals of the Company.

(d) **Climate change risk**

The climate change risks particularly attributable to the Company include:

- (i) the emergence of new or expanded regulations associated with the transitioning to a lower-carbon economy and market changes related to climate change mitigation. The Company may be impacted by changes to local or international compliance regulations related to climate change mitigation efforts, or by specific taxation or penalties for carbon emissions or environmental damage. These examples sit amongst an array of possible restraints on industry that may further impact the Company and its profitability. While the Company will endeavour to manage these risks and limit any consequential impacts, there can be no guarantee that the Company will not be impacted by these occurrences; and
- (ii) climate change may cause certain physical and environmental risks that cannot be predicted by the Company, including events such as increased severity of weather patterns and incidence of extreme weather events and longer term physical risks such as shifting climate patterns. All these risks associated with climate change may significantly change the industry in which the Company operates.

(e) **Insurance risk**

The Company is subject to a number of operational risks and may not be adequately insured for certain risks, including industrial and transportation accidents, catastrophic accidents, changes in the regulatory environment, natural occurrences or technical failures.

(f) **Environmental and regulatory risk**

All phases of the Company's operations are subject to treaty provision and federal, provincial and local environmental laws and regulations. These provisions, laws and regulations address, among other things, the maintenance of air and water quality standards, land reclamation, the generation, transportation, storage and disposal of solid and hazardous waste, and the protection of natural resources and endangered species. Environmental hazards may exist on the Company's properties which are unknown to the Company at present and were caused by previous or existing owners or operators of the properties, for which the Company could be held liable.

Although the Company believes its operations are in compliance, in all material respects, with all relevant permits, licenses and regulations involving worker health and safety as well as the environment, there can be no assurance regarding continued compliance or ability of the Company to meet potentially stricter environmental regulation, which may also require the expenditure of significant additional financial and managerial resources. The Company cannot be certain that all environmental permits, licenses and approvals which it may require for its future operations will be obtainable on reasonable terms or that such laws and regulations would not have an adverse effect on any mining project that it might undertake. To the extent such permits, licenses and approvals are required and are not obtained, the Company may be delayed or prohibited from proceeding with planned exploration or development of its projects, which would adversely affect its business, prospects and operations.

Failure to comply with applicable laws, regulations and permitting requirements may result in enforcement actions including orders issued by governmental, regulatory or judicial authorities causing operations to cease or be curtailed, and may include corrective measures requiring capital expenditures, installation of additional equipment or remedial actions. Parties engaged in mining operations may be required to compensate those suffering loss or damage by reason of the mining activities and may have civil or criminal fines or penalties imposed upon them for violation of applicable laws or regulations. Amendments to current provisions, laws and regulations and permits governing operations and activities of mining companies, or more stringent implementation thereof, could have a material adverse impact on the Company and cause increases in capital expenditures or exploration costs, reduction in levels of exploration or abandonment or delays in the development of mining properties.

(g) **Litigation risk**

The Company is exposed to possible litigation risks including native title claims, tenure disputes, environmental claims, occupational health and safety claims and employee claims. Further, the Company may be involved in disputes with other parties in the future which may result in litigation. Any such claim or dispute if proven, may impact adversely on the Company's operations, financial performance and financial position. The Company is not currently engaged in any active litigation and is not aware of any threatened litigation. However, the Company is exposed to possible litigation risks including native title claims, tenure disputes, environmental claims, occupational health and safety claims and employee claims.

(h) **Taxation**

The acquisition and disposal of Shares will have tax consequences, which will differ depending on the individual financial affairs of each investor. All potential investors in the Company are urged to obtain independent financial advice about the consequences of acquiring Shares from a taxation point of view and generally.

To the maximum extent permitted by law, the Company, its officers and each of their respective advisers accept no liability and responsibility with respect to the taxation consequences of applying for Shares under this Prospectus.

(i) **Economic**

General economic conditions, movements in interest and inflation rates and currency exchange rates may have an adverse effect on the Company's research, development and platform promotion activities, as well as on its ability to fund those activities.

Further, share market conditions may affect the value of the Company's quoted securities regardless of the Company's operating performance. Share market conditions are affected by many factors such as:

- (i) general economic outlook;
- (ii) introduction of tax reform or other new legislation;
- (iii) interest rates and inflation rates;
- (iv) changes in investor sentiment toward particular market sectors;
- (v) the demand for, and supply of, capital; and
- (vi) terrorism or other hostilities.

The market price of securities can fall as well as rise and may be subject to varied and unpredictable influences on the market. Neither the Company nor the Directors warrant the future performance of the Company or any return on an investment in the Company.

(j) **Legislative**

Changes in relevant taxes, legal and administration regimes, accounting practice and government policies may adversely affect the financial performance of the Company.

(k) **Dividends**

Any future determination as to the payment of dividends by the Company will be at the discretion of the Directors and will depend on the financial condition of the Company, future capital requirements and general business and other factors considered relevant by the Directors. No assurance in relation to the payment of dividends or franking credits attaching to dividends can be given by the Company.

6.6 Speculative investment

The above list of risk factors ought not to be taken as exhaustive of the risks faced by the Company or by investors in the Company. The above factors, and others not specifically referred to above, may in the future materially affect the financial performance of the Company and the value of the Shares offered under this Prospectus.

Therefore, the Shares to be issued pursuant to this Prospectus carry no guarantee with respect to the payment of dividends, returns of capital or the market value of those Shares.

Potential investors should consider that the investment in the Company is highly speculative and should consult their professional advisers before deciding whether to apply for Shares pursuant to this Prospectus.

7. ADDITIONAL INFORMATION

7.1 Litigation

As at the date of this Prospectus, the Company is not involved in any legal proceedings and the Directors are not aware of any legal proceedings pending or threatened against the Company.

7.2 Continuous disclosure obligations

The Company is a “disclosing entity” (as defined in section 111AC of the Corporations Act) for the purposes of section 713 of the Corporations Act and, as such, is subject to regular reporting and disclosure obligations. Specifically, like all listed companies, the Company is required to continuously disclose any information it has to the market which a reasonable person would expect to have a material effect on the price or the value of the Company's securities.

This Prospectus is a “transaction specific prospectus”. In general terms a “transaction specific prospectus” is only required to contain information in relation to the effect of the issue of securities on the Company and the rights attaching to the securities. It is not necessary to include general information in relation to all of the assets and liabilities, financial position, profits and losses or prospects of the issuing company.

This Prospectus is intended to be read in conjunction with the publicly available information in relation to the Company which has been notified to ASX and does not include all of the information that would be included in a prospectus for an initial public offering of securities in an entity that is not already listed on a stock exchange. Investors should therefore have regard to the other publicly available information in relation to the Company before making a decision whether or not to invest.

Having taken such precautions and having made such enquires as are reasonable, the Company believes that it has complied with the general and specific requirements of ASX as applicable from time to time throughout the 3 months before the issue of this Prospectus which required the Company to notify ASX of information about specified events or matters as they arise for the purpose of ASX making that information available to the stock market conducted by ASX.

Information that is already in the public domain has not been reported in this Prospectus other than that which is considered necessary to make this Prospectus complete.

The Company, as a disclosing entity under the Corporations Act states that:

- (a) it is subject to regular reporting and disclosure obligations;

- (b) copies of documents lodged with the ASIC in relation to the Company (not being documents referred to in section 1274(2)(a) of the Corporations Act) may be obtained from, or inspected at, the offices of the ASIC; and
- (c) it will provide a copy of each of the following documents, free of charge, to any person on request between the date of issue of this Prospectus and the relevant Closing Date:
- (i) the annual financial report most recently lodged by the Company with the ASIC;
 - (ii) any half-year financial report lodged by the Company with the ASIC after the lodgement of the annual financial report referred to in (i) and before the lodgement of this Prospectus with the ASIC; and
 - (iii) any continuous disclosure documents given by the Company to ASX in accordance with the ASX Listing Rules as referred to in section 674(1) of the Corporations Act after the lodgement of the annual financial report referred to in (i) and before the lodgement of this Prospectus with the ASIC.

Copies of all documents lodged with the ASIC in relation to the Company can be inspected at the registered office of the Company or an ASIC office during normal office hours.

Details of documents lodged with ASX since the date of lodgement of the Company's latest annual financial report and before the lodgement of this Prospectus with the ASIC are set out in the table below:

Date	Announcement
7/03/2024	Lithium Universe Corporate Presentation
21/02/2024	Quebec Prime Industrial Land Secured for Lithium Refinery
13/02/2024	Test Program for Lithium Carbonate Refinery Underway
29/01/2024	Quarterly Activities/Appendix 5B Cash Flow Report
25/01/2024	Appointment of Chief Financial Officer
29/12/2023	Completion of Field Program at Apollo Project
19/12/2023	Excellent Progress made in Lithium Carbonate Refinery Study
13/12/2023	Meeting with Quebec Government Official
5/12/2023	Montreal Office Establishment
1/12/2023	Notification of cessation of securities - LU7
28/11/2023	Notification of Expiry of Unlisted Options
28/11/2023	Outstanding Progress made on Concentrator Engineering Study
24/11/2023	Market Presentation
14/11/2023	LU7 Bolsters its North American Operational Experience
9/11/2023	Completion of Location Study for Lithium Carbonate Refinery
30/10/2023	Quarterly Activities/Appendix 5B Cash Flow Report

3/10/2023	Appointment of Engineering Study Manager
28/09/2023	Commencement of Concentrator Engineering Study
20/09/2023	Launch of Investor Hub
19/09/2023	Appointments to Management Team
12/09/2023	Updated Investor Presentation
11/09/2023	Appendix 3X (Jingyuan Liu)
11/09/2023	Non-Executive Director Appointment
8/09/2023	Letter to Shareholders from the Chairman
5/09/2023	Investor Presentation
4/09/2023	Exploration Commences at the Apollo Lithium Project
1/09/2023	Appendix 3Z (Ross Cotton)
30/08/2023	Appendix 3X (Patrick Scallan)
30/08/2023	Non-Executive Director Appointment and Resignation
29/08/2023	Appendix 4D & Half Yearly Report
28/08/2023	Investor Webinar
23/08/2023	Notification regarding unquoted securities - LU7
23/08/2023	LU7 Lithium Inventory and Opportunities
21/08/2023	Change of Registered Address
18/08/2023	Webinar Presentation
17/08/2023	Final Director's Interest Notice
17/08/2023	Apollo Exploration Strategy Using AI Technology
16/08/2023	Director and Company Secretary Resignation
16/08/2023	Appointment of Joint Company Secretaries and CFO
16/08/2023	Final Director's Interest Notice
14/08/2023	Lithium Universe to commence trading on ASX
14/08/2023	Becoming a substantial holder
14/08/2023	Becoming a substantial holder
11/08/2023	Reinstatement to Official Quotation
11/08/2023	Becoming a substantial holder
10/08/2023	Initial Director's Interest Notice x 2
10/08/2023	Pre-reinstatement Disclosures
10/08/2023	Top 20 Holders
10/08/2023	Distribution Schedule
10/08/2023	Trading Policy
10/08/2023	Corporate Governance Statement
10/08/2023	Employee Securities Incentive Plan
10/08/2023	Constitution

10/08/2023	Prospectus
10/08/2023	Information Form and Checklist Annexure 1 (Mining Entities)
10/08/2023	Information Form and Checklist
10/08/2023	Appendix 1A
10/08/2023	ASX Market Release - Anticipated Reinstatement to Quotation
9/08/2023	Change of Director's Interest Notice x 2
9/08/2023	Letter to Shareholders
28/07/2023	Quarterly Activities & Cashflow Report
18/07/2023	Results of General Meeting
22/06/2023	Lodgement of Prospectus
21/06/2023	Prospectus
16/06/2023	Consolidation/Split - MGG
16/06/2023	Letter to Shareholders with respect to Notice of Meeting
16/06/2023	Notice of General Meeting/Proxy Form
16/06/2023	Dispatch of Notice of General Meeting
30/05/2023	Results of Annual General Meeting
29/05/2023	Proposed issue of securities - MGG
29/05/2023	Mogul to Acquire Lithium & Rare Earth Exploration Projects
27/04/2023	Letter to Shareholders with respect to Notice of Meeting
27/04/2023	Notice of Annual General Meeting/Proxy Form
24/04/2023	Quarterly Activities & Cashflow Report
19/04/2023	Amendment to Date of AGM
31/03/2023	Date of AGM and Closing Date for Director Nominations
31/03/2023	Final Director's Interest Notice
31/03/2023	Initial Director's Interest Notice
31/03/2023	Board Changes
29/03/2023	Suspension from Official Quotation
24/03/2023	Application for quotation of securities - MGG
7/03/2023	Change of Company Details
22/02/2023	Appendix 4G & Corporate Governance Statement
22/02/2023	Appendix 4E & Annual Report

ASX maintains files containing publicly available information for all listed companies. The Company's file is available for inspection at ASX during normal office hours.

The announcements are also available through the Company's website (www.lithiumuniverse.com).

7.3 Market price of Shares

The Company is a disclosing entity for the purposes of the Corporations Act and its Shares are enhanced disclosure securities quoted on ASX.

The highest, lowest and last market sale prices of the Shares on ASX during the three months immediately preceding the date of lodgement of this Prospectus with the ASIC and the most recent dates of those sales were:

	Price	Date
Highest	\$0.036	29/12/2023
Lowest	\$0.020	27/02/2024
Last	\$0.022	12/03/2024

7.4 Details of substantial holders

Based on publicly available information as at the date of this Prospectus, the following persons (together with their associates) have a relevant interest in 5% or more of the Shares on issue in the Company:

Shareholder	Shares	% ¹
Agha Shahzad Pervez	50,772,819	8.28%
Bilal Ahmad	51,000,000	8.31%
David Pevcic	183,670,250	29.94%

Notes:

1. Based on the total issued capital of 613,521,897 Shares prior to the issue of Shares under the SPP.
2. These parties may participate in the Offer up to an amount of \$30,000.

The Company confirms that no existing Shareholder (other than David Pevcic) will increase its Shareholding to above 19.9% as a result of the SPP. Any increase in David Pevcic's voting power as a result of the Offer would fall within the "3% creep" exception in item 9 of section 611 of the Corporations Act.

7.5 Directors' Interests

Other than as set out below or elsewhere in this Prospectus, no Director nor any firm in which such a Director is a partner, has or had within 2 years before the lodgement of this Prospectus with the ASIC, any interest in:

- (a) the formation or promotion of the Company;
- (b) property acquired or proposed to be acquired by the Company in connection with its formation or promotion or the Offer pursuant to this Prospectus; or
- (c) the Offer,

and no amounts have been paid or agreed to be paid (in cash or Shares or otherwise) to any Director or to any firm in which any such Director is a partner or director, either to induce them to become, or to qualify them as, a Director or otherwise for services rendered by them or by the firm in connection with the formation or promotion of the Company or the Offer.

Security holdings

The relevant interest of each of the Directors in the securities of the Company as at the date of this Prospectus and following completion of the Offer is set out in the table below.

Date of this Prospectus and on completion of the Offer

Director	Shares	Options ²	Performance Rights
Iggy Kim-Seng Tan	4,000,000 ¹	20,000,000 ²	Nil
Gernot Abl	4,414,063 ³	10,000,000 ⁴	Nil
Fadi Diab	2,500,000 ⁵	1,000,000 ⁵	Nil
Patrick Scallan	Nil	1,000,000 ⁶	Nil
Jingyuan Liu	100,000 ⁷	1,000,000 ⁷	Nil

Notes:

1. Held indirectly by Mrs Judith Melissa Tan <Tan Family A/C>.
2. Comprising 17,000,000 Options exercisable at \$0.03 on or before 8 August 2026 held indirectly by Mrs Judith Melissa Tan <Tan Family A/C>, 7,500,000 Options exercisable at \$0.03 on or before 8 August 2026 held indirectly by Emma Tan (Mr Tan's daughter), 7,500,000 Options exercisable at \$0.03 on or before 8 August 2026 held indirectly by Jayden Tan (Mr Tan's son), 7,500,000 Options exercisable at \$0.03 on or before 8 August 2026 held indirectly by Georgia Tan (Mr Tan's daughter) and 7,500,000 Options exercisable at \$0.03 on or before 8 August 2026 held indirectly by Nathan Tan (Mr Tan's son).
3. Comprising 750,000 Shares held indirectly through CSNA Pty Ltd <ATF CGL Trust> (an entity which Mr Abl is a director and beneficiary), 250,000 Shares held indirectly through CSNA Pty Ltd <Abl Family Super Fund> (an entity which Mr Abl is a director and beneficiary) and 3,414,063 Shares held indirectly through KG Venture Holdings Pty Ltd <KG Venture Holdings A/C> (an entity which Mr Abl is a director and beneficiary).
4. Options exercisable at \$0.03 on or before 8 August 2026 held indirectly through KG Venture Holdings Pty Ltd <KG Venture Holdings A/C> (an entity which Mr Abl is a director and beneficiary).
5. Share and Options exercisable at \$0.03 on or before 8 August 2026 held directly by Mr Diab.
6. Options exercisable at \$0.03 on or before 22 August 2026 held directly by Mr Scallan.
7. Options exercisable at \$0.03 on or before 22 August 2026 held directly by Mr Liu and Shares held indirectly by Mr Jingyuan Liu and Mrs Cheng Huang <J Liu and C Huang Family Trust>.

The directors of the Company, as Eligible Shareholders, may participate in the Offer (without having to obtain Shareholder approval), on the same terms as all other Shareholders in the Company, in reliance on ASX Listing Rule 10.12 (Exception 4).

Remuneration

The remuneration of an executive Director is decided by the Board, without the affected executive Director participating in that decision-making process. The total maximum remuneration of non-executive Directors is initially set by the Constitution and subsequent variation is by ordinary resolution of Shareholders in general meeting in accordance with the Constitution, the Corporations Act and the ASX Listing Rules, as applicable. The determination of non-executive Directors' remuneration within that maximum will be made by the Board having regard to the inputs and value to the Company of the respective contributions by each non-executive Director.

A Director may be paid fees or other amounts (ie non-cash performance incentives such as Options, subject to any necessary Shareholder approval) as the other Directors determine where a Director performs special duties or otherwise performs services outside the scope of the ordinary duties of a Director.

In addition, Directors are also entitled to be paid reasonable travelling, hotel and other expenses incurred by them respectively in or about the performance of their duties as Directors.

The following table shows the total (and proposed) annual remuneration paid to both executive and non-executive directors.

Director	Proposed Remuneration for Current Financial Year (31 December 2024)	Remuneration for Previous Financial Year (31 December 2023) ⁴	Remuneration for Previous Financial Year (31 December 2022)
Iggy Kim-Seng Tan ¹	\$216,000	\$83,612	-
Gernot Abl	\$160,000	\$111,528	\$212,710
Fadi Diab ²	\$70,000	\$43,333	-
Patrick Scallan ³	\$70,000	\$23,333	-
Jingyuan Liu ⁴	\$70,000	\$21,667	-

Notes:

1. Mr Tan was appointed as a director on 10 August 2023.
2. Mr Diab was appointed as a director on 31 March 2023.
3. Mr Scallan was appointed as a director on 30 August 2023.
4. Mr Liu was appointed as a director on 11 September 2023.
5. Amounts are exclusive of any superannuation benefits that may accrue to directors.

7.6 Interests of experts and advisers

Other than as set out below or elsewhere in this Prospectus, no:

- (a) person named in this Prospectus as performing a function in a professional, advisory or other capacity in connection with the preparation or distribution of this Prospectus;
- (b) promoter of the Company; or
- (c) underwriter (but not a sub-underwriter) to the issue or a financial services licensee named in this Prospectus as a financial services licensee involved in the issue,

holds, or has held within the 2 years preceding lodgement of this Prospectus with the ASIC, any interest in:

- (a) the formation or promotion of the Company;
- (b) any property acquired or proposed to be acquired by the Company in connection with:
 - (i) its formation or promotion; or
 - (ii) the Offer; or
- (c) the Offer,

and no amounts have been paid or agreed to be paid and no benefits have been given or agreed to be given to any of these persons for services provided in connection with:

- (d) the formation or promotion of the Company; or
- (e) the Offer.

Steinepreis Paganin has acted as the solicitors to the Company in relation to the Offer. The Company estimates it will pay Steinepreis Paganin \$15,000 (excluding GST and disbursements) for these services. During the 24 months preceding lodgement of this Prospectus with the ASIC, Steinepreis Paganin has been paid fees totalling \$85,956 (excluding GST and disbursements) for legal services provided to the Company.

7.7 Consents

Chapter 6D of the Corporations Act imposes a liability regime on the Company (as the offeror of the Shares), the Directors, the persons named in the Prospectus with their consent as Proposed Directors, any underwriters, persons named in the Prospectus with their consent having made a statement in the Prospectus and persons involved in a contravention in relation to the Prospectus, with regard to misleading and deceptive statements made in the Prospectus. Although the Company bears primary responsibility for the Prospectus, the other parties involved in the preparation of the Prospectus can also be responsible for certain statements made in it.

Each of the parties referred to in this Section:

- (a) does not make, or purport to make, any statement in this Prospectus other than those referred to in this Section; and
- (b) in light of the above, only to the maximum extent permitted by law, expressly disclaims and takes no responsibility for any part of this Prospectus other than a reference to its name and a statement included in this Prospectus with the consent of that party as specified in this Section.

Steinepreis Paganin has given its written consent to being named as the solicitors to the Company in this Prospectus. Steinepreis Paganin has not withdrawn its consent prior to the lodgement of this Prospectus with the ASIC.

7.8 Estimated expenses of Offer

The total expenses of the Offer is estimated to be approximately \$85,048 as follows:

Expense	(\$)
ASIC Fees	3,206
ASX Fees	11,842
Legal Fees	15,000
Miscellaneous, printing and other expenses	55,000
Total	\$85,048

7.9 Electronic Prospectus

ASIC has exempted compliance with certain provisions of the Corporations Act to allow distribution of an electronic prospectus and electronic application form on the basis of a paper prospectus lodged with the ASIC, and the publication of notices referring to an electronic prospectus or electronic application form, subject to compliance with certain conditions.

If you have received this Prospectus as an electronic Prospectus, please ensure that you have received the entire Prospectus accompanied by the Application Form. If you have not, please phone the Company on +61 (2) 8046 2799 and the Company will send you, for free, either a hard copy or a further electronic copy of the Prospectus, or both.

The Company reserves the right not to accept an Application Form from a person if it has reason to believe that when that person was given access to the electronic Application Form, it was not provided together with the electronic Prospectus and any relevant supplementary or Prospectus or any of those documents were incomplete or altered.

7.10 Clearing House Electronic Sub-Register System (CHES) and Issuer Sponsorship

The Company will not be issuing Option certificates. The Company is a participant in CHES, for those investors who have, or wish to have, a sponsoring stockbroker. Investors who do not wish to participate through CHES will be issuer sponsored by the Company. Because the sub-registers are electronic, ownership of securities can be transferred without having to rely upon paper documentation.

Electronic registers mean that the Company will not be issuing certificates to investors. Instead, investors will be provided with a statement (similar to a bank account statement) that sets out the number of Shares issued to them under this Prospectus. The notice will also advise holders of their Holder Identification Number or Security Holder Reference Number and explain, for future reference, the sale and purchase procedures under CHES and issuer sponsorship.

Further monthly statements will be provided to holders if there have been any changes in their security holding in the Company during the preceding month.

7.11 Privacy Act

If you complete an application for Shares, you will be providing personal information to the Company. The Company collects, holds and will use that information to assess your application, service your needs as a Shareholder, facilitate distribution payments and corporate communications to you as a Shareholder and carry out administration.

The information may also be used from time to time and disclosed to persons inspecting the register, bidders for your securities in the context of takeovers, regulatory bodies, including the Australian Taxation Office, authorised securities brokers, print service providers, mail houses and the Company's Share Registry.

You can access, correct and update the personal information that we hold about you. Please contact the Company if you wish to do so at the relevant contact numbers set out in this Prospectus.

Collection, maintenance and disclosure of certain personal information is governed by legislation including the *Privacy Act 1988 (Cth)* (as amended), the Corporations Act and certain rules such as the ASX Settlement Operating Rules. You should note that if you do not provide the information required on the application for Shares, the Company may not be able to accept or process your application.

8. DIRECTORS' AUTHORISATION

This Prospectus is issued by the Company and its issue has been authorised by a resolution of the Directors.

In accordance with section 720 of the Corporations Act, each Director has consented to the lodgement of this Prospectus with the ASIC.

**For and on behalf of
Lithium Universe Limited**

9. DEFINITIONS

\$ means Australian dollars.

Application Form means an application form accompanying this Prospectus in respect of the Offer, as the context requires.

ASIC means the Australian Securities and Investments Commission.

ASX means ASX Limited (ACN 008 624 691) or the financial market operated by it, as the context requires.

ASX Listing Rules means the listing rules of the ASX.

ASX Settlement Operating Rules means the settlement rules of the securities clearing house which operates CHESSE.

Board means the board of Directors unless the context indicates otherwise.

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.

Closing Date means the closing date for the Offer as specified in the timetable set out in Section 1.1

Company means Lithium Universe Limited (ACN 148 878 782).

Constitution means the constitution of the Company as at the date of this Prospectus.

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

Directors means the directors of the Company as at the date of this Prospectus.

Eligible Shareholders are Shareholders with a registered address in Australia or New Zealand who were registered holders of Shares on the Record Date.

Lefroy Project means, collectively, exploration licences E15/1877 and E15/1876, each consisting of 7 blocks (being approximately 21km²) for a total area of approximately 42km² located approximately 20-30km southeast of Kambalda in Western Australia, Australia.

Margot Lake Project means the 32 claims covering a combined area of approximately 19.8km² in the Red Lake Mining District in north-western Ontario, Canada.

Offer has the meaning given to that term on the cover page of this prospectus.

Official Quotation means official quotation on ASX.

Opening Date means the opening date of the Offer as specified in the timetable set out in Section 1.1 of this Prospectus (unless varied).

Option means an option to acquire a Share.

Projects has the meaning given in Section 6.2(a).

Prospectus means this prospectus.

Record Date means the date specified in the timetable set out in Section 1.1.

Section means a section of this Prospectus.

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

Shareholder means a shareholder of the Company.

SPP means the security purchase plan the subject of this Prospectus.

Tenements has the meaning given in Section 6.4(a).

Voyager Project means, collectively:

- (a) exploration license application ELA32/2022, covering an area of approximately 187km² located towards the southeast of Launceston in Tasmania, Australia; and
- (b) exploration license application ELA40/2022, covering an area of approximately 198km² located approximately 30km inland from the town of Swansea on the east coast of Tasmania, Australia.

WST means Western standard time as observed in Perth, Western Australia.