LEO LITHIUM LTD

Leo Lithium Limited

ACN 638 065 068

Replacement Prospectus

For an initial public offering of Shares to raise up to $100 million, comprising:

(a) a pro-rata priority offer to Eligible Firefinch Shareholders of up to 114.35 million fully paid ordinary shares in Leo Lithium Limited (**Leo Lithium**) (**Shares**) on the basis of 1 Leo Lithium Share for every 10.33 Firefinch Shares held by Eligible Firefinch Shareholders at 5.00pm on 5 May 2022, at an issue price of $0.70 per Share to raise up to $80 million (before expenses) (**Pro-rata Offer**);

(b) an additional offer to Eligible Firefinch Shareholders and Eligible Institutional Investors of Shares from any Shortfall under the Pro-rata Offer at an issue price of $0.70 per Share; and

(c) an offer to Firefinch of up to 28.57 million Shares at an issue price of $0.70 per Share to Firefinch to raise up to $20 million.

IMPORTANT NOTICE

This is a Replacement Prospectus dated 6 May 2022. It replaces a Prospectus dated 29 April 2022 relating to an offer of securities in Leo Lithium Limited. This document is important and requires your immediate attention. It should be read in its entirety. If you do not understand its contents or are in doubt as to the course you should follow, you should consult your stockbroker, accountant or professional adviser before deciding to apply for New Shares under the Offer.

The securities offered by this Replacement Prospectus should be considered as speculative. Not for release or distribution in the United States except by the Company to Eligible Firefinch Shareholders.

Legal adviser to Leo Lithium

GILBERT +TOBIN

Important Notices

The Offer and Ancillary Offer

This Replacement Prospectus is issued by Leo Lithium Limited ACN 638 065 068 (**Leo Lithium** or **Company**) for the purposes of Chapter 6D of the Corporations Act and the ASX Listing Rules. The offers contained in this Prospectus comprise:

- a pro-rata priority offer to Eligible Firefinch Shareholders of up to 114.35 million Shares on the basis of 1 Leo Lithium Share for every 10.33 Firefinch Shares held by Eligible Firefinch Shareholders at 5.00pm on 5 May 2022, at an issue price of $0.70 per Share to raise up to $80 million (before costs) (**Pro-rata Offer**);
- an additional offer to Eligible Firefinch Shareholders and Eligible Institutional Investors of Shares from any Shortfall under the Pro-rata Offer at an issue price of $0.70 per Share (**Shortfall Offer**); and
- an offer to Firefinch of up to 28.57 million Shares at an issue price of $0.70 per Share to Firefinch to raise up to $20 million (**Firefinch Offer**).

This Prospectus also contains an offer of 8,360,000 Options to the Directors of Leo Lithium on and subject to the terms set out in this Prospectus (**Ancillary Offer**).

See Section 6 for further information on the Offer and the Ancillary Offer.

Lodgement and Listing

This Prospectus is dated 6 May 2022 and was lodged with ASIC on that date (**Prospectus Date**). It replaces the original prospectus issued by the Company dated 29 April 2022 and lodged with ASIC on that date.

The Company has applied to the ASX for admission of the Company to the Official List and quotation of the Shares on the ASX (**Listing**).

Neither ASIC nor the ASX takes any responsibility for the content of this Prospectus or for the merits of the investment to which this Prospectus relates.

Expiry date

No Shares will be issued or transferred on the basis of this Prospectus after the expiry date, being 13 months after the Prospectus Date.

Note to Applicants

The information contained in this Prospectus is not financial product advice and does not take into account the investment objectives, financial situation or particular needs (including financial and tax issues) of any prospective investor.

It is important that you read this Prospectus carefully and in its entirety before deciding whether to invest in the Company. In particular, in considering the prospects of the Company, you should consider the risk factors that could affect the performance of the Company. You should carefully consider these risks in light of your investment objectives, financial situation and particular needs (including financial and tax issues) and seek professional guidance from your stockbroker, solicitor, accountant, financial adviser or other independent professional adviser before deciding whether to invest in the Shares. Some of the key risk factors that should be considered by prospective investors are set out in Sections 1.5 and 4. There may be risk factors in addition to these that should be considered in light of your personal circumstances.

No person named in this Prospectus, nor any other person, guarantees the performance of the Company, the repayment of capital by the Company or the payment of a return on the Shares.

Exposure Period

The Corporations Act prohibits the Company from processing applications to subscribe for, or acquire, Shares offered under this Prospectus (**Applications**) in the seven day period after lodgement of the original prospectus with ASIC on 29 April 2022 (**Exposure Period**). This Exposure Period may be extended by ASIC by up to a further seven days.

The purpose of the Exposure Period is to enable this Prospectus to be examined by market participants prior to the raising of funds. The examination may result in the identification of deficiencies in this Prospectus, in which case any Application may need to be dealt with in accordance with section 724 of the Corporations Act.

Applications received during the Exposure Period will not be processed until after the expiry of the Exposure Period. No preference will be conferred on any Applications received during the Exposure Period.

Photographs and diagrams

Photographs and diagrams used in this Prospectus that do not have descriptions are for illustration only and should not be interpreted to mean that any person shown in them endorses this Prospectus or its contents or that the assets shown in them are owned by the Company. Diagrams used in this Prospectus are illustrative only and may not be drawn to scale or accurately represent the technical aspects of the products.

Disclaimer and forward-looking statements

No person is authorised to give any information or make any representation in connection with the Offer which is not contained in this Prospectus. Any information or representation not so contained may not be relied on as having been authorised by the Company or its the Directors, the Joint Lead Arrangers or any other person in connection with the Offer. You should rely only on information in this Prospectus when deciding whether to invest in Shares. Except as required by law, and only to the extent so required, neither the Company nor any other person warrants or guarantees the future performance of the Company, or any return on any investment made pursuant to this Prospectus.

This Prospectus contains forward-looking statements which are statements that may be identified by words such as "may", "will", "would", "should", "could", "believes", "estimates", "expects", "intends", "plans", "anticipates", "predicts", "outlook", "forecasts", "guidance" 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 best estimate assumptions regarding future events and actions that, at the Prospectus Date, are expected to take place.

No person who has made any forward-looking statements in this Prospectus (including the Company) has any 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, other than to the extent required by law.

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 management of the Company. Forward-looking statements should therefore be read in conjunction with, and are qualified by reference to, Sections 3 and 4, and other information in this Prospectus. The Company cannot and do 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, the Company's service provider, Computershare Investor Services Pty Ltd (**Share Registry**) and the Joint Lead Arrangers disclaim all liability, whether in negligence or otherwise, to persons who trade Shares before receiving their holding statement.

The Joint Lead Arrangers to the offer of any Shortfall Shares to new investors under the Shortfall Offer, together with their respective related bodies corporate, shareholders or affiliates and their respective officers, directors, employees, affiliates, agents or advisers (each a **Limited Party**), have not authorised, permitted or caused the issue, lodgement, submission, dispatch or provision of this Prospectus and there is no statement in this Prospectus which is based on any statement made by a Limited Party.

No representation or warranty, express or implied, is made by the Company, its related bodies corporate, any of their respective officers, directors, employees, agents or advisers, nor any Limited Party as to the accuracy, reliability, completeness or fairness of the information, opinions and conclusions contained in this Prospectus. In particular, the Limited Parties have not independently verified such information and take no responsibility for any part of this Prospectus or the Offer.

To the maximum extent permitted by law, each Limited Party expressly disclaims any and all liability including, without limitation, any liability arising out of fault or negligence, for any direct, indirect, consequential or contingent loss or damage arising from the use of information contained in this Prospectus. Statements made in this Prospectus are made only as at the Prospectus Date.

The Limited Parties make no recommendations as to whether you or your related parties should participate in the Offer nor do they make any representations or warranties to you concerning the Offer, and you represent, warrant and agree that you have not relied on any statements made by a Limited Party in relation to the Offer and you further expressly disclaim that you are in a fiduciary relationship with any of them.

Investors acknowledge and agree that determination of eligibility of investors for the purposes of the Offer is determined by reference to a number of matters, including legal and regulatory requirements, logistical and registry constraints and the discretion of the Company and/or the Limited Parties, and each of the Limited Parties disclaim any duty or liability (including for negligence) in respect of that determination and the exercise or otherwise of that discretion, to the maximum extent permitted by law. The Limited Parties may rely on information provided by or on behalf of institutional investors in connection with the offer of Shortfall Shares to Eligible Institutional Investors under the Shortfall Offer and without having independently verified that information and the Limited Parties do not assume any responsibility for the accuracy or completeness of that information.

The Joint Lead Arrangers and their respective affiliates are full service financial institutions engaged in various activities, which may include trading, financing, corporate advisory, financial advisory, investment management, investment research, principal investment, hedging, market making, brokerage and other financial and non-financial activities and services. The Joint Lead Arrangers and their affiliates have provided, and may in the future provide, financial advisory, financing services and other services to the Company and to persons and entities with relationships with the Company, for which they received or will receive customary fees and expenses. In the ordinary course of its various business

activities, the Joint Lead Arrangers and their respective affiliates may purchase, sell or hold a broad array of investments and actively trade securities, derivatives, loans, commodities, currencies, credit default swaps and other financial instruments for their own account and for the accounts of their customers, and such investment and trading activities may involve or relate to assets, securities and/or instruments of the Company, and/or persons and entities with relationships with the Company. The Joint Lead Arrangers and their respective affiliates may also communicate independent investment recommendations, market colour or trading ideas and/or publish or express independent research views in respect of such assets, securities or instruments and may at any time hold, or recommend to clients that they should acquire, long and/or short positions in such assets, securities and instruments.

Statements of past performance

This Prospectus includes information regarding the past performance of the Company. Investors should be aware that past performance should not be relied upon as being indicative of future performance.

Financial information presentation

All references to FY19, FY20 and FY21 appearing in this Prospectus are to the financial years ended or ending 31 December 2019, 31 December 2020 and 31 December 2021, unless otherwise indicated.

All financial amounts contained in this Prospectus are expressed in Australian dollars unless otherwise stated. Any discrepancies between totals and sums and components in tables, figures and diagrams contained in this Prospectus are due to rounding.

Section 3 sets out in detail the Financial Information referred to in this Prospectus. The basis of preparation of the Financial Information is set out in Section 3.2.

The Historical Financial Information has been prepared and presented in accordance with the recognition and measurement principles of Australian Accounting Standards (as adopted by the Australian Accounting Standards Board), which comply with International Financial Reporting Standards and interpretations issued by the International Accounting Standards Board.

The Financial Information in this Prospectus should be read in conjunction with, and it is qualified by reference to, the information contained in Sections 3 and 4.

Market and industry data based primarily on management estimates

This Prospectus contains data relating to the industries, segments, sectors and channels in which the Company operates (**Industry Data**).

Unless otherwise stated, this information has been prepared by the Company using both publicly available data and internally generated data (including industry research and interviews with industry participants). The Company's internally generated data is based on estimates and assumptions that both the Directors and the Company's management believe to be reasonable, as at the Prospectus Date.

The Industry Data has not been independently prepared or verified and none of the Company or the Joint Lead Arrangers can assure you as to its accuracy or the accuracy of the underlying assumptions used to estimate such Industry Data. The Company's estimates involve risks and uncertainties and are subject to change based on various factors, including those described in the risk factors set out in Section 4.

Investors should note that industry and sector data and statistics are inherently predictive and subject to uncertainty and not necessarily reflective of actual industry or market conditions.

Obtaining a copy of this Prospectus

During the Exposure Period, an electronic version of this Prospectus (without an Application Form) will be available in electronic form to Australian residents on the Company's offer website, https://leooffer.thereachagency.com. Application Forms will not be made available until after the Exposure Period has expired.

The Offer constituted by this Prospectus in electronic form is available only to Australian residents accessing the website within Australia and is not available to persons in any other jurisdictions, including the United States.

A hard copy of the Prospectus is available free of charge during the Offer Period to any person in Australia by calling the Offer Information Line on 1300 850 505 (toll free within Australia) or +61 3 9415 4000 (outside Australia) between 8:30am and 5:00pm (Sydney time), Monday to Friday.

Applications for Shares may only be made on the Application Form attached to, or accompanying, this Prospectus in its hard copy form, or in its soft copy form available online at https://leooffer.thereachagency.com, together with an electronic copy of this Prospectus. By making an Application, you declare that you were given access to the Prospectus, together with an Application Form.

Applications for the Ancillary Offer can only be submitted by the Directors.

The Corporations Act prohibits any person from passing the Application Form on to another person unless it is attached to, or accompanied by, this Prospectus in its paper copy form or the complete and unaltered electronic version of this Prospectus.

No cooling off rights

Cooling off rights do not apply to an investment in Shares pursuant to the Offer. This means that, in most circumstances, you cannot withdraw your Application once it has been accepted.

No offering where illegal

This Prospectus does not constitute an offer or invitation in any place in which, or to any person to whom, it would not be lawful to make such an offer or invitation. No action has been taken to register or qualify the Shares or the Offer in any jurisdiction outside Australia. The distribution of this Prospectus (including in electronic form) outside Australia may be restricted by law and persons who come into possession of this Prospectus outside Australia should observe any such restrictions. Any failure to comply with such restrictions may constitute a violation of applicable securities laws.

This Prospectus does not constitute an offer to sell, or a solicitation of any offer to buy, securities in the United States. In particular, the Shares have not been, and will not be, registered under the U.S. Securities Act or the securities laws of any State of the United States, and may not be offered or sold, directly or indirectly, in the United States except in transactions exempt from or not subject to the registration requirements of the US Securities Act and any other applicable US securities laws.

This Prospectus may not be distributed in the United States or elsewhere outside Australia unless it is accompanied by an International Offering Circular. Eligible Firefinch Shareholders outside Australia may subscribe for Shares under the International Offering Circular.

See Section 6.20 for more detail on selling restrictions that apply to the Offer and sale of Shares in jurisdictions outside Australia.

Competent Person statements

The information in this Prospectus that relates to Mineral Resources is based on information compiled by Mr Simon McCracken, a Competent Person who is a member of the Australian Institute of Geoscientists. Mr McCracken is an employee and shareholder of Firefinch. Mr McCracken confirms there is no potential for a conflict of interest in acting as a Competent Person. Mr McCracken has sufficient experience that is relevant to the style of mineralisation and type of deposit under consideration and to the activity being undertaken to qualify as a Competent Person as defined in the 2012 Edition of the “Australasian Code for Reporting of Exploration Results, Mineral Resources and Ore Reserves ('the JORC Code')”. Mr McCracken consents to the inclusion in the Prospectus of the matters based on his information in the form and context in which it appears.

The information in this Prospectus that relates to Ore Reserves is based on information compiled by Mr Quinton de Klerk, who is employed by Cube Consulting. Mr de Klerk is a fellow of the AusIMM and has sufficient experience which is relevant to the style of mineralisation and type of deposit under consideration and the activity he is undertaking to qualify as a Competent Person as defined in the JORC Code. Mr de Klerk consents to the inclusion in the Report of the matters based on his information in the form and context in which it appears.

The information in this Prospectus relating to metallurgical test work is based on technical data compiled or supervised by Mr Walter Mädel, who was formerly a full time employee of Mali Lithium Limited (now Firefinch). Mr Mädel confirms there is no potential for a conflict of interest in acting as a Competent Person. Mr Mädel is a member of the AusIMM and a mineral processing professional with over 27 years of experience in metallurgical process and project development, process design, project implementation and operations. Of his experience, at least 5 years have been specifically focused on hard rock pegmatite lithium processing development. Mr Mädel has sufficient experience which is relevant to the style of activity he is undertaking to qualify as a Competent Person as defined in the JORC Code. Mr Mädel consents to the inclusion in the Report of the matters based on his information in the form and context in which it appears.

Target Market Determination

In accordance with the design and distribution obligations under the Corporations Act, a Target Market Determination (**TMD**) has been prepared by the Company. The TMD determines the target market for the offer of Options under the Ancillary Offer pursuant to this Prospectus. The Company will only distribute this Prospectus, insofar as it relates to the Ancillary Offer, to the Directors. By making an application under the Ancillary Offer, you warrant that you have read and understood the TMD and that you fall within the target market as set out in the TMD on the Company’s website, www.leolithium.com.

Privacy

By completing an Application Form, you are providing personal information to the Company through the Share Registry, which is contracted by the Company to manage Applications. The Company, the Share Registry, Company’s agents and service providers may collect, hold, disclose and use that personal information to process your Application, service your needs as

a Shareholder, provide facilities and services that you request and carry out appropriate administration, and for other purposes related to your investment listed below.

If you do not provide the information requested in the Application Form, the Company and the Share Registry may not be able to process or accept your Application.

Once you become a Shareholder, the Corporations Act and Australian taxation legislation require information about you (including your name, address and details of the Shares you hold) to be included on the Share register. In accordance with the requirements of the Corporations Act, information on the Share register will be accessible by members of the public. The information must continue to be included on the Share register if you cease to be a Shareholder.

The Company and the Share Registry may disclose your personal information for purposes related to your investment to their agents and service providers including those listed below or as otherwise authorised under the *Privacy Act 1988* (Cth):

- the Share Registry for ongoing administration of the Share register;
- (in relation to the offer of Shortfall Shares to Eligible Institutional Investors) the Joint Lead Arrangers to assess your Application;
- printers and other companies for the purposes of preparation and distribution of documents and for handling mail;
- market research companies for analysing the Company's shareholder base; and
- legal and accounting firms, auditors, management consultants and other advisers for administering, and advising on, the Shares and for associated actions.

The Company's agents and service providers may be located outside Australia where your personal information may not receive the same level of protection as that afforded under Australian law.

You may request access to your personal information held by or on behalf of the Company. You may be required to pay a reasonable charge to the Share Registry in order to access your personal information.

You can request access to your personal information or obtain further information about the Company's privacy practices by contacting the Share Registry as follows:

Telephone:

(outside Australia) +61 3 9415 4000

(toll free within Australia) 1300 850 505

Address: 452 Johnston Street, Abbotsford, Victoria 3067

The Company aims to ensure that the personal information it retains about you is accurate, complete and up-to-date. To assist with this, please contact the Company or the Share Registry if any of the details you have provided change.

Financial Services Guide

The provider of the Independent Limited Assurance Report on the Financial Information is required to provide Australian retail clients with a Financial Services Guide in relation to that review under the Corporations Act. The Independent Limited Assurance Report and accompanying Financial Services Guide is provided in Attachment A.

Intellectual Property

This Prospectus may contain trademarks of third parties, which are the property of their respective owners. Third-party trademarks used in this Prospectus belong to the relevant owners and use is not intended to represent sponsorship, approval or association by or with us.

Company website

Any references to documents included on the Company's website are provided for convenience only, and none of the documents or other information on the Company's website, or any other website referred in this Prospectus, is incorporated in this Prospectus by reference.

Defined terms and abbreviations

Defined terms and abbreviations used in this Prospectus, unless specified otherwise, have the meaning given in the glossary in Schedule 1. Unless otherwise stated or implied, references to times in this Prospectus are to Perth time.

Unless otherwise stated or implied, references to dates or years are calendar year references.

Questions

If you have any questions in relation to the Offer, contact the Offer Information Line on 1300 850 505 (toll free within Australia) or +61 3 9415 4000 (outside Australia) between 8:30am and 5:00pm (Sydney time), Monday to Friday.

This document is important and should be read in its entirety.

Replacement Prospectus

This Prospectus is a replacement prospectus and makes changes to the original prospectus dated 29 April 2022. The material changes to the original prospectus comprise the

inclusion of cautionary statements in the Chairman's Letter, Section 1.3 and Section 2.5 regarding the production targets provided by the Company, and confirming that the Company has applied to ASX for admission to the Official List.

Contents

Chairman's Letter

Dear Investor

On behalf of the Board of Directors of Leo Lithium Limited (**Leo Lithium** or **Company**), I am pleased to present you with this Prospectus and to invite you to become a Shareholder in Leo Lithium, a lithium-focussed company that will be listed on the ASX and contain one of the world's largest undeveloped high-quality spodumene (lithium) deposits.

Firefinch plans to demerge its interest in the Goulamina Lithium Project in Mali by making an in-specie distribution of 80% of its shares in its wholly-owned subsidiary, Leo Lithium, to Firefinch shareholders on a pro rata basis (**Demerger**).

The Boards of Firefinch and Leo Lithium believe now is a natural and logical time to execute the Demerger following the completion of the transaction with a subsidiary of Ganfeng (the world's largest lithium chemicals producer by production capacity), to establish an incorporated joint venture to develop the Goulamina Lithium Project. The proposed Demerger follows a successful final investment decision for the Goulamina Lithium Project, meaning the Demerger is expected to deliver shareholders with independent listed exposure to an advanced lithium project which is anticipated to enter production in the first half of 2024.

I am particularly pleased to welcome Mr Simon Hay as the inaugural Managing Director of Leo Lithium. Mr Hay has a proven track record for execution and value creation in the lithium sector, having been the CEO of Galaxy Resources Limited, a $2.7 billion market capitalisation lithium company prior to its merger with Orocobre Limited to form Allkem Limited. The board of Leo Lithium also comprises Mr Mark Hepburn and Mr Brendan Borg as Non-Executive Directors, providing continuity, history and support for the new Leo Lithium Board, given their tenure with Firefinch. In addition, Mr Rod Baxter and Ms Amber Banfield have joined the Leo Lithium Board as Lead Independent Director and Non-Executive Director respectively. Mr Baxter and Ms Banfield have over 20 years' experience in management positions in the mineral exploration and mining industries and bring valuable project development, strategy, transactional and global business experience to the new Leo Lithium Board. The calibre of these appointments is a testament to the quality of Leo Lithium.

This Prospectus refers to the proposed funding to provide Leo Lithium with the capital it requires to continue development of the Goulamina Lithium Project as an independent listed lithium company separate from Firefinch. As an Eligible Firefinch Shareholder, you are offered the exclusive right, but not the obligation, to participate in the raising of capital through the Pro-rata Offer, being a pro-rata priority offer to subscribe for 1 new Leo Lithium Share for every 10.33 Firefinch shares held at the Record Date at an issue price of $0.70 per Share to raise up to $80 million (before costs).

Eligible Firefinch Shareholders may also have the opportunity to increase their exposure to the Company through the Shortfall Offer. Any Shares not taken up under the Pro-rata Offer will form the Shortfall Offer and will be offered to Eligible Firefinch Shareholders and Eligible Institutional Investors in accordance with the terms set out in this Prospectus.

In addition, Firefinch will subscribe for up to 28.57 million Leo Lithium Shares at an issue price of $0.70 per Share to raise up to $20 million, subject to the terms set out in this Prospectus. On Listing, Firefinch will hold a 20% interest in the Company.

The proceeds of the Leo Lithium Offer will be used to (outlined further in Section 6.6):

- fund Stage 1 development capital costs for the Goulamina Lithium Project, being the construction and operation of a plant with a 2.3 million tonne per annum throughput rate for the production of spodumene concentrate, and associated infrastructure;

- repay a loan to Firefinch which was advanced to Leo Lithium to facilitate the implementation of the Goulamina Joint Venture;

- transaction costs associated with the Demerger and Offer; and

- provide working capital, exploration and other expenses.

Macquarie Capital (Australia) Limited, Canaccord Genuity (Australia) Limited and Euroz Hartleys Limited (each acting as Joint Lead Arranger) are joint lead arranging the offer of any Shortfall Shares to Eligible Institutional Investors under the Shortfall Offer (see Section 7.3 for further details).

Overview of the Goulamina Lithium Project

The Goulamina Lithium Project is one of the world's largest undeveloped high quality spodumene deposits.

In partnership with Ganfeng, Leo Lithium has commenced initial development activities to bring the Goulamina Lithium Project into production. Ganfeng has contributed US$130 million in equity funding to the joint venture and will either procure up to US$64 million in external debt, or provide US$40 million of debt itself to fund development of Stage 1 of the project.

All material permits are in place to enable construction to commence. The Updated DFS confirmed the Goulamina Lithium Project as a long life, large scale and low-cost open pit project expected to produce an average of 726,000 tonnes of spodumene concentrate per annum at an average cash cost of US$312 per tonne. An initial mine life of 21 years is underpinned by a high grade, low impurity Ore Reserve of 52 million tonnes at 1.51% Li_2O for 0.79 million tonnes contained Li_2O.

The Goulamina Lithium Project's investment highlights include:

- among the **world's largest spodumene projects**, with anticipated annual spodumene concentrate production of 506,000 tonnes in Stage 1, increasing up to 831,000 tonnes in Stage 2 (subject to ramp up of Stage 1 and a final investment decision);[1]

- a **top 7 global hard rock Mineral Resource** at 108 million tonnes at 1.45% Li_2O and Ore Reserve of 52 million tonnes at 1.51% Li_2O;

- one of the few lithium projects globally where **development is underway and it is substantially funded to production**, with US$130 million in equity funding received from Ganfeng and up to US$64 million in arranged debt by Ganfeng;

- **high quality concentrate**, with test work validating 6% Li_2O grade spodumene concentrate;

- **joint venture with Ganfeng** (a leading producer of lithium chemicals globally), providing funding, offtake and operational support with the aim of de-risking development of the Goulamina Lithium Project;

- **social licence to operate** in Mali and strong relationships with the Malian government; and

[1] Cautionary statement: The production target in respect of (1) Stage 1 comprises Proven Ore Reserves (15.6%) and Probable Ore Reserves (84.4%) and (2) Stage 2 comprises Proven Ore Reserves (9.9%), Probable Ore Reserves (53.6%) and Inferred Mineral Resources (36.5%). The Inferred Mineral Resource included in the Stage 2 production target is 30 million tonnes at 1.3% Li2O. The Inferred Mineral Resource has been scheduled on a preliminary basis with all Inferred material mined after the Ore Reserves. The Inferred Mineral Resource does not have a material effect on the technical and economic viability of the Project. There is a low level of geological confidence associated with Inferred Mineral Resources and there is no certainty that further exploration work will result in the determination of Indicated Mineral Resources or that the Stage 2 production target itself will be realised. The DFS Update revised the Stage 1 process plant engineering design, flowsheet and metallurgical testwork to a definitive feasibility study standard, with the increased plant throughput to 4 million tonnes per annum (Stage 2) to support annual spodumene production of 831,000 tonnes per annum determined at pre-feasibility study standard. Mine planning for the Inferred Mineral Resources included in Stage 2 has been undertaken at a lower level of confidence and is based primarily on Whittle optimisation studies.

- exposure to the **electric vehicle and decarbonisation thematics**, providing critical metals for a clean energy future.

Further details on the Demerger can be found in the Notice of Meeting issued by Firefinch on 29 April 2022, which is available on the ASX Market Announcements Platform. Further details of the Goulamina Lithium Project are set out in Section 2.5 and the Technical Assessment Report in Attachment B.

I encourage you to read this Prospectus in its entirety before making your investment decision. Details on potential risks associated with the Offer are set out in Section 4 of this Prospectus. Before making a decision to invest, Leo Lithium recommends that you also seek professional investment advice.

On behalf of the Leo Lithium Board, we look forward to welcoming you as a Shareholder and participating in the exciting future ahead for Leo Lithium.

Yours sincerely,

Dr Alistair Cowden
Chairman
Leo Lithium Limited

Important dates

Lodgement of original prospectus with ASIC	Friday, 29 April 2022
Record date for the Pro-rata Offer	5.00pm on Thursday, 5 May 2022
Prospectus Date	Friday, 6 May 2022
Pro-rata Offer, Shortfall Offer and Firefinch Offer opens	Monday, 9 May 2022
Pro-rata Offer closes	Wednesday, 25 May 2022
Shortfall Offer closes	Friday, 27 May 2022
Firefinch Offer closes	Monday, 30 May 2022
General meeting of Firefinch Shareholders to approve the Demerger	Tuesday, 31 May 2022
In-Specie Distribution of Shares to eligible Firefinch Shareholders	Thursday, 9 June 2022
Issue of New Shares under the Offer	Thursday, 9 June 2022
Expected despatch of holding statements for Shares issued under the Offer and distributed under the Demerger	Friday, 10 June 2022
Expected commencement of trading on ASX	Thursday, 16 June 2022

The dates above are indicative only and may change without notice. The Company, in consultation with the Joint Lead Arrangers, reserves the right to vary the times and dates of the Offer including to close the Offer early, extend the Offer or to accept late Applications or bids, either generally or in particular cases, or to cancel or withdraw the Offer before settlement, in each case without notification to any recipient of this Prospectus or any Applicants. Applications received under the Offer are irrevocable and may not be varied or withdrawn except as required by law. If the Offer is cancelled or withdrawn before the issue of Shares, then all Application Monies will be refunded in full (without interest) as soon as possible in accordance with the requirements of the Corporations Act. Investors are encouraged to submit their Applications as soon as possible after the Offer opens. All times and dates are in reference to Perth, Australia time.

Key Offer statistics

Existing Shares on issue	1,054.7 million
Shares to be distributed to eligible Firefinch Shareholders under the In-Specie Distribution	843.7 million
Total number of New Shares offered under the Offer	
Minimum Subscription	71.4 million
Maximum Subscription	142.9 million
Total number of Shares on issue at Completion of the Offer and implementation of the Demerger	
Minimum Subscription	1,126.1 million
Maximum Subscription	1,197.6 million
Leo Lithium implied market capitalisation on Completion of the Offer and implementation of the Demerger[2]	
Minimum Subscription	$788.3 million
Maximum Subscription	$838.3 million

How to accept the Offer

Applications for Shares under the Offer can only be made by completing and lodging the Application Form (other than as expressly provided in this Prospectus).

Instructions on how to apply for Shares under the Offer are set out in Section 6 and on the back of the Application Form.

Questions

If you have any questions in relation to the Offer, contact the Offer Information Line on 1300 850 505 (toll free within Australia) or +61 3 9415 4000 (outside Australia) between 8:30am and 5:00pm (Sydney time), Monday to Friday.

If you are unclear in relation to any matter, or you are uncertain as to whether the Company is a suitable investment for you, you should seek professional guidance from your solicitor, stockbroker, accountant or other independent and qualified professional adviser before deciding whether to invest.

[2] Based on an Offer Price of $0.70

1 Investment overview

This information contains a summary of what the Directors consider to be the key information with respect to the Company and the Offer. It is not a summary of this Prospectus. Prospective investors should read the Prospectus in full, including the reports attached to this Prospectus, before deciding to invest in Shares.

Topic	Summary	Further information
1.1 Introduction		
Who is the issuer of this Prospectus?	Leo Lithium Limited ACN 638 065 068	Section 2.1
What does the Company do?	The Company is focused on the development of the Goulamina Lithium Project through its interest in the Goulamina Joint Venture.	Section 2.1
What is the Goulamina Lithium Project?	The Goulamina Lithium Project comprises a land holding of 100 square kilometres covering highly prospective hard rock lithium pegmatites in the Bougouni Region of southern Mali, approximately 150 kilometres by road from Mali's capital, Bamako.	Section 2.5
What is the Goulamina Joint Venture?	Leo Lithium and Ganfeng have established the Goulamina Joint Venture, which is an incorporated joint venture in relation to the Goulamina Lithium Project. Ganfeng is a leading lithium chemical producer who in turn supplies tier 1 battery makers and EV makers. As at 26 April 2022, Ganfeng has a market capitalisation of approximately US$19 billion. Each of the Company and Ganfeng hold a 50% interest in MLB. MLB currently wholly owns LMSA, which in turn owns the Goulamina Lithium Project. Refer to Section 2.4 for further information on the Company's corporate structure. The State of Mali has the right to acquire an up to 20% interest in LMSA. The State of Mali will be free-carried by the Goulamina Joint Venture on its initial 10% interest in LMSA, and has an option to subscribe for an additional 10% interest in LMSA at fair market value via the LMSA Option. As at the date of this Prospectus, the State of Mali is yet to acquire its initial 10% free carried interest in LMSA. It is not currently known whether the State of Mali will exercise its rights under the LMSA Option to hold a 20% interest in LMSA.	Section 2.3 and 2.4
What is the purpose of this Prospectus and the Offer?	The principal purposes of the Offer are to: • raise funds for the purposes set out in Section 6.6 (including, amongst other purposes, Stage 1 development capital costs for the Goulamina Lithium Project); • satisfy the requirements for admission of the Company to the Official List, which will provide the Company with access to equity capital	Section 6.5

Topic	Summary	Further information
	markets and a liquid market for its Shares; and • provide the Company's business with the benefits of an increased profile that arises from being a listed entity.	
What is the Demerger?	On 29 April 2022, Firefinch announced that it would undertake, subject to Firefinch Shareholder approval, the demerger of Leo Lithium to be carried out by way of an equal capital reduction and in-specie distribution of 843,745,158 Shares to eligible Firefinch Shareholders (**Demerger**). The general meeting of Firefinch Shareholders to consider and approve the Demerger is scheduled to be held on 31 May 2022. Under the Demerger, eligible Firefinch Shareholders will receive (for no consideration) their pro-rata distribution of 1 Leo Lithium Share for every 1.4 Firefinch Shares held on the Demerger Record Date. These Shares are in addition to any applied for under the Offer.	Section 2.2
What is the effect of the Demerger?	On implementation of the Demerger, 843,745,158 Shares will be distributed to eligible Firefinch Shareholders on a pro-rata basis, representing approximately 80% of the Company's total issued Share capital. Subject to ASX approving the admission of the Company to the Official List and quotation of all the Shares, the Shares will be quoted on ASX.	Section 2.2
1.2 Key features of the Company's business model		
What is Leo Lithium's business model?	Following Listing, the Company intends, through the Goulamina Joint Venture, to continue to progress the development of the Goulamina Lithium Project to achieve first production in the first half of 2024. The Company's primary objective following Listing is to execute the construction and operation of Stage 1 on schedule and bring spodumene product to market in time to meet surging demand driven by the electric vehicle market. To the extent funds raised through the Offer are not sufficient for that purpose, the Company expects to source additional equity and debt, with the funding mix and amount to be determined at the appropriate time. During this period, Company will also: • consider downstream processing opportunities with Ganfeng; • pursue other opportunities that the Board considers appropriate; and • work with Firefinch on a transitional basis with a view to developing its own individual corporate and administrative capabilities (see Section 7.3 for a summary of the Transitional Services Agreement between Firefinch and Leo Lithium). If Stage 1 is technically and commercially proven, the Company plans to commence Stage 2.	Section 2.6
What are the key dependencies to Leo Lithium's	The key dependencies for the Company to meet its objectives are: • ongoing access to capital for Goulamina Lithium Project	Section 2.7

Topic	Summary	Further information
business model?	development and exploration; • retaining competent operational management and prudent financial administration, including the availability and reliability of appropriately skilled and experienced employees, contractors and consultants; • continuing demand growth in the clean energy and electric vehicle sectors driving upstream demand for spodumene concentrate; • the Goulamina Joint Venture subsisting in accordance with the arrangements described in Section 7.3; • securing appropriate contractors for key services including road transportation and shiploading; and • should Ganfeng not arrange the Ganfeng Direct Debt or the Ganfeng Arranged Debt, the Company will need to secure additional customers for its spodumene concentrate product. If Ganfeng provides or procures the Ganfeng Direct Debt or the Ganfeng Arranged Debt, Ganfeng is obliged to acquire 100% of spodumene concentrate product from Goulamina in accordance with the terms of the Offtake Agreement.	
How does Leo Lithium manage risk?	The Board has adopted a set of corporate governance policies, each having been prepared with regard to the ASX Recommendations and which will be available from Listing at www.leolithium.com. The Company will endeavour to take appropriate action to mitigate risks (including by ensuring legislative compliance and adopting industry best practice policies) or to ensure against them where appropriate.	Section 5.10
1.3 Investment highlights		
What are Leo Lithium's key investment highlights?	Leo Lithium offers shareholders exposure to a lithium-focussed company that will be listed on the ASX and contain one of the world's largest undeveloped high-quality spodumene deposits. The key investment highlights of Leo Lithium, and its Goulamina Lithium Project, include: • among the **world's largest spodumene projects**, with anticipated annual spodumene concentrate production of 506,000 tonnes in	Chairman's letter; Section 2.5

<table>
<tr><th>Topic</th><th>Summary</th><th>Further information</th></tr>
<tr><td></td><td>Stage 1, increasing up to 831,000 tonnes in Stage 2 (subject to ramp up of Stage 1 and a final investment decision);[3]

• a top 7 global hard rock Mineral Resource at 108 million tonnes at 1.45% Li_2O and Ore Reserve of 52 million tonnes at 1.51% Li_2O;

• one of the few lithium projects globally where development is underway and it is substantially funded to production, with US$130 million in equity funding received from Ganfeng and up to US$64 million in arranged debt by Ganfeng;

• high quality concentrate, with test work validating 6% Li_2O grade spodumene concentrate;

• joint venture with Ganfeng (a leading producer of lithium chemicals globally), providing funding, offtake and operational support with the aim of de-risking development of the Goulamina Lithium Project;

• social licence to operate in Mali and strong relationships with the Malian government; and

• exposure to the electric vehicle and decarbonisation thematics, providing critical metals for a clean energy future.</td><td></td></tr>
<tr><td colspan="3">1.4 Key financial information</td></tr>
<tr><td>What is Leo Lithium's financial position?</td><td>At Completion of the Offer, the Company's pro forma financial position will be as follows:

<table><tr><th>Item</th><th>Minimum Subscription</th><th>Maximum Subscription</th></tr><tr><td>Cash balance</td><td>$35,433,670</td><td>$84,611,670</td></tr><tr><td>Total assets</td><td>$135,319,487</td><td>$184,497,487</td></tr><tr><td>Total liabilities</td><td>-</td><td>-</td></tr><tr><td>Net assets</td><td>$135,319,487</td><td>$184,497,487</td></tr><tr><td>Total equity</td><td>$135,319,487</td><td>$184,497,487</td></tr></table></td><td>Section 3; Attachment A</td></tr>
<tr><td>Will the Company have sufficient funds for its</td><td>The Company will have sufficient working capital at the time of Listing to carry out its stated objectives.</td><td>Section 6.11</td></tr>
</table>

[3] Cautionary statement: The production target in respect of (1) Stage 1 comprises Proven Ore Reserves (15.6%) and Probable Ore Reserves (84.4%) and (2) Stage 2 comprises Proven Ore Reserves (9.9%), Probable Ore Reserves (53.6%) and Inferred Mineral Resources (36.5%). The Inferred Mineral Resource included in the Stage 2 production target is 30 million tonnes at 1.3% Li2O. The Inferred Mineral Resource has been scheduled on a preliminary basis with all Inferred material mined after the Ore Reserves. The Inferred Mineral Resource does not have a material effect on the technical and economic viability of the Project. There is a low level of geological confidence associated with Inferred Mineral Resources and there is no certainty that further exploration work will result in the determination of Indicated Mineral Resources or that the Stage 2 production target itself will be realised. The DFS Update revised the Stage 1 process plant engineering design, flowsheet and metallurgical testwork to a definitive feasibility study standard, with the increased plant throughput to 4 million tonnes per annum (Stage 2) to support annual spodumene production of 831,000 tonnes per annum determined at pre-feasibility study standard. Mine planning for the Inferred Mineral Resources included in Stage 2 has been undertaken at a lower level of confidence and is based primarily on Whittle optimisation studies.

Topic	Summary	Further information
stated objectives?		
Will Leo Lithium pay a dividend?	As an exploration and development company funded by shareholders, Leo Lithium currently does not pay dividends. Payments of dividends on Shares is within the discretion of the Board and will depend on Leo Lithium's future earnings, its capital requirements, financial performance, and other relevant factors. As outlined in Section 7.3, in connection with the Goulamina Joint Venture, Ganfeng will provide or arrange debt funding for LMSA. LMSA may not be able to make any distributions to its shareholders, including the Company, until such debt funding has been repaid. If this was to occur, it would impact the Company's ability to declare and pay dividends.	Sections 3.9, 4.2(z) and 7.4(d)
1.5 Key risks		
The key risks of investing in the Company are set out below. These risks are in summary form and are not exhaustive. Refer to Section 4 for further details of specific and general investment risks. Prospectus investors must make their own assessment of the likely risks and determine whether an investment in the Company is appropriate to their own circumstances.		
Goulamina Joint Venture	The joint venture with Ganfeng will be subject to the risks normally associated with the conduct of joint ventures, including an inability to exert influence over certain strategic decisions made in respect of the joint venture; disagreement with Ganfeng on how to develop or operate the Goulamina Lithium Project; inability of participants to meet their obligations to the joint venture or third parties; and litigation between participants regarding joint venture matters.	Section 4.2(a)
Offtake	Pursuant to the Offtake Agreement, Ganfeng has the right to receive 50% of Goulamina's life of mine spodumene concentrate and will receive rights to the remaining 50% of the Goulamina Lithium Project's life of mine spodumene concentrate on: • provision of the Ganfeng Arranged Debt or the Ganfeng Direct Debt; and • the Goulamina Lithium Project reaching commercial production within four years from completion of the Ganfeng transaction, unless commercial production is delayed for reasons outside its control. The Offtake Agreement requires a minimum product specification for product grade and maximum impurity levels. There is no certainty that LMSA will be able to continuously meet the product specifications required under the Offtake Agreement.	Section 4.2(b)
Political and security instability in Mali	Leo Lithium's assets in Mali may be subject to the effects of political changes, war and civil conflict, changes in government policy, lack of law enforcement, labour unrest and the creation of new laws, which may impact the profitability and viability of its projects. The effect of unrest and instability on political, social or economic conditions in Mali could result in the impairment of exploration, development and mining operations. Any	Section 4.2(c)

Topic	Summary	Further information
	such changes are beyond the control of Leo Lithium. Local governmental and traditional authorities in Mali may influence local land use, labour and security. Various international governments, albeit not in any jurisdictions in which Leo Lithium at the relevant time had operations, have intervened in the export of mineral products. No assurances can be given that the co-operation of such authorities, if sought by Leo Lithium, will be obtained, and if obtained, maintained. In the event of a dispute arising from foreign operations, Leo Lithium may be subject to the exclusive jurisdiction of foreign courts or may not be successful in subjecting foreign persons to the jurisdiction of Australian or international courts.	
Risks of sanctions and resulting business impact	The recent political instability of Mali has made it vulnerable to unilateral or multilateral sanctions by foreign governments or agencies. Following the May 2021 military coup: • Mali has been suspended from the African Union until February 2022 and from ECOWAS; • ECOWAS has placed further sanctions on Mali, including closure of land and air borders; suspension of all commercial and financial transactions except for certain and equipment; freezing of Malian assets in ECOWAS central banks; and the suspension of all financial assistance and transactions; and • the World Bank has temporarily paused disbursements on its operations in Mali. Although the above have not had any material impact on Leo Lithium's current mining operations in Mali, any new or increased sanctions applicable to Mali may adversely affect its assets, business and operations.	Section 4.2(d)
Tax	There is a risk LMSA will be liable for capital gains tax in Mali as a result of the in-specie distribution of Shares by Firefinch and the reorganisation of the Goulamina Lithium Project assets prior to the Prospectus Date. Under the Demerger Deed, Leo Lithium will indemnify Firefinch for any loss or damage (including tax liabilities) incurred in connection with the reorganisation of assets and liabilities required to implement the Demerger, and any other loss or damage incurred by Firefinch (including tax liabilities) relating to the Leo Lithium business.	Section 4.2(e)
State of Mali interest in LMSA	Pursuant to Malian law, the State of Mali is entitled to a free carried 10% equity interest in LMSA with an option to acquire an additional 10% equity interest at fair market value via the LMSA Option. If the State of Mali exercises the LMSA Option: • the funds required to exercise the LMSA Option will be provided by way of a loan from Leo Lithium and Ganfeng to the Government of Mali, reducing Leo Lithium's funds; and	Section 4.2(f)

Topic	Summary	Further information
	• the interests of Leo Lithium and Ganfeng in the Goulamina Lithium Project will be diluted.	
Development and operational risk	Mineral development and production are high-risk activities which depend on, among other things, successful mining, maintaining title and obtaining all necessary consents and approvals. While the Goulamina Lithium Project has already been identified as a commercially viable lithium deposit, there is no guarantee that it can be profitability exploited. Economical exploitation depends on factors including the specific attributes of the deposit, proximity to infrastructure, commodity prices and government regulations.	Section 4.2(g)
Commodity prices	The Goulamina Lithium Project does not yet produce spodumene concentrate. Demand for spodumene concentrate and its market price is sensitive to a variety of external factors, most of which are beyond Leo Lithium's control. There is a risk that the growth in electric vehicle production and battery storage technology may not proceed at a sufficient or similar rate to support future growth in spodumene concentrate supply. Conducting feasibility reassessments because of changing circumstances may cause substantial delays or interrupt operations or proposed expansions. Spodumene concentrate is not a commodity for which hedging or derivative transactions can be used to manage commodity price risk.	Section 4.2(h)
Future capital needs and additional funding	As the Offer is not underwritten, there is a risk that the Company will raise less than the Maximum Subscription under the Offer. If the Company raises less than the Maximum Subscription, or any of the material risks in this Section 4 eventuate, there is a risk that the Company may need to seek further funding in addition to the amount raised under the Offer in the near future. Any further capital raising by Leo Lithium may be dilutive to shareholders, be undertaken at a lower share price, or involve restrictive covenants which if breached, could entitle debt providers to accelerate repayments or take enforcement actions, requiring further debt or equity raising. No assurances can be made that appropriate funding, if and when needed, will be available on favourable terms or at all. Any inability to obtain sufficient financing for Leo Lithium's activities and future projects may result in the delay or cancellation of certain activities or projects, which would likely adversely affect the potential growth of Leo Lithium.	Section 4.2(i)
Non-completion of the Demerger	The Offer is conditional on (amongst other conditions) the Demerger being implemented in accordance with the Notice of Meeting. The Demerger in turn is conditional on a number of conditions (including approval of Firefinch Shareholders and Firefinch receiving a favourable draft class ruling or other ATO confirmation (to the satisfaction of Firefinch)). There is no certainty that these conditions will be satisfied and, if these conditions are not satisfied, the Demerger and the Offer will not proceed.	Section 4.3(a)
Market index risk	Firefinch was admitted to the S&P/ASX 300 index on 22 March 2022. There is a risk that Leo Lithium may not be included in the S&P/ASX 300	Section 4.3(b)

Topic	Summary	Further information
	following its admission to the Official List. This will prevent certain institutional investors buying Leo Lithium shares under their investment mandates and may have an adverse impact on Leo Lithium's share price and liquidity.	
COVID-19	Leo Lithium's share price may be adversely affected by ongoing economic uncertainty, capital markets volatility or specific impacts on Leo Lithium and its operations that may arise in response to or otherwise as a result of COVID-19. Measures enforced to limit the transmission of the virus may also adversely impact Leo Lithium's operations and financial position.	Section 4.4(a)
Key personnel	A number of key personnel are important to attaining the business goals of Leo Lithium. Difficulties attracting and retaining key personnel may adversely affect the ability of Leo Lithium to conduct its business, its financial performance and its Share price.	Section 4.4(b)
1.6 Board and key management		
Who are the Directors and senior managers of the Company?	The Board of the Company comprises of the following Directors: • Alistair Cowden - Chairman • Simon Hay - Managing Director • Rod Baxter - Lead Independent Director • Amber Banfield - Non-Executive Director • Brendan Borg - Non-Executive Director • Mark Hepburn - Non-Executive Director The Company's senior management team will comprise of Simon Hay as Managing Director and Alan Rule as Acting Chief Financial Officer.	Sections 5.1 and 5.2
What are the interests of the Directors and their related parties in the Company?	As at the Prospectus Date, Firefinch owns 100% of the issued share capital of the Company. Based on the intentions of and the number of Firefinch Shares held by the Directors as at the Prospectus Date, the Directors and their related entities will have the following interests in the Company on Listing:	Section 5.4(b)

Director	Shares[1]		Options[2]
	In-Specie Distribution	Pro-rata Offer	Ancillary Offer
Alistair Cowden	6,502,463	881,263	1,000,000
Simon Hay	285,714	38,722	5,000,000
Amber Banfield	288,970	39,163	590,000
Rod Baxter	-	-	590,000
Brendan Borg	8,571,429	1,161,665	590,000

Topic	Summary	Further information

Mark Hepburn	1,492,303	202,248	590,000

1 These Shares represent the Shares expected to be distributed pursuant to the In-Specie Distribution and the maximum number of Shares that may be issued to the Directors under the Pro-rata Offer by reference to the number of Firefinch Shares held by the Directors as at the Prospectus Date. As at the Prospectus Date, the Directors have indicated they intend to take up some or all of their Allocation under the Pro-rata Offer. The Directors may also participate in the Shortfall Offer. However, the table above does not take into account any Shortfall Shares that the Directors may apply for and are issued under the Shortfall Offer.

2 Assumes the Directors apply for and are issued all of the Options offered to them under the Ancillary Offer. See Section 6.7 for further detail regarding the Options.

Further details of the personal interests of each of the Directors in the securities of the Company as well as their respective remuneration is set out in Section 5.

What are the remuneration arrangements and benefits of the Directors?

On and from Listing, the Directors will receive the following fixed annual remuneration:

Person	Annual remuneration (excl superannuation)	Total committee fees (excl superannuation)
Alistair Cowden	$160,000	$5,000
Simon Hay	$625,000	Nil
Amber Banfield	$95,000	$10,000
Rod Baxter	$95,000	$15,000
Brendan Borg	$95,000	$5,000
Mark Hepburn	$95,000	$5,000

See Sections 5.4 and 5.5 for further details of the executive service agreements or appointment terms (as applicable).

The Directors may participate in the Company's Awards Plan, subject to the receipt of any required Shareholder approvals.

Sections 5.4 and 5.5

1.7 Overview of the Offer

What is the Pro-rata Offer?

The Pro-rata Offer is a pro-rata offer to Eligible Firefinch Shareholders of up to 114.35 million Shares on the basis of 1 Leo Lithium Share for every 10.33 Firefinch Shares held at 5.00pm (Perth time) on the Record Date at an issue price of $0.70 per Share to raise up to $80 million (before costs).

Section 6.1(a)

What is the Shortfall Offer?

Any Shares not taken up under the Pro-rata Offer will form the Shortfall Offer.

Under the Shortfall Offer, Eligible Firefinch Shareholders, together with Eligible Institutional Investors, may apply for additional Shares that were not subscribed for under the Pro-rata Offer, subject to such Applications being received by the Shortfall Offer Closing Date.

Section 6.1(b)

Topic	Summary	Further information
	The issue price for each new Share to be issued under the Shortfall Offer is $0.70 per Share, being the same issue price as the issue price under the Pro-rata Offer. The allocation policy for the Shortfall Offer is outlined in 6.1(b). There is no guarantee Eligible Firefinch Shareholders or Eligible Institutional Investors will receive all or any Shares applied for under the Shortfall Offer.	
What is the Firefinch Offer?	The Firefinch Offer is an offer of up to 28.57 million Shares at an issue price of $0.70 per Share to raise up to $20 million (before costs). Firefinch will subscribe for such number of Shares under the Firefinch Offer that will result in it holding a 20% interest in the Company on Listing, having regard to the number of Shares applied for under the Pro-rata Offer and the Shortfall Offer, and taking into account the Shares that Firefinch will retain in the Company following the Demerger. The issue price for each new Share to be issued under the Firefinch Offer is $0.70 per Share, being the same issue price as the issue price under the Pro-rata Offer. If the Company raises: • the Minimum Subscription, Firefinch will be issued 14.29 million Shares under the Firefinch Offer for $10 million; and • the Maximum Subscription, Firefinch will be issued 28.57 million Shares under the Firefinch Offer for $20 million. The Firefinch Offer closes on the Firefinch Offer Closing Date.	Section 6.1(c)
Who is an Eligible Firefinch Shareholder?	Eligible Firefinch Shareholders are those Firefinch Shareholders who: • are the registered holder of Firefinch Shares as at 5.00pm (Perth time) on the Record Date; and • have a registered address in an Eligible Country.	Section 6.2(a)
Is there a Minimum Subscription?	Yes, the minimum subscription is $50 million (before costs) (being the issue of 71.43 million Shares) (**Minimum Subscription**). If the Minimum Subscription is not raised within four months of the Prospectus Date (or such period as varied by ASIC), the Company will not proceed with the Offer and will either repay the Application Monies (without interest) to Applicants or issue a supplementary prospectus or replacement prospectus and allow Applicants one month to withdraw their Applications and have their Application Monies returned to them (without interest).	Section 6.4
Is the Offer underwritten?	No.	Section 6.13
What are the conditions to the	Completion of the Offer is subject to, amongst other things:	Section 6.3

<table>
<tr><th>Topic</th><th>Summary</th><th>Further information</th></tr>
<tr><td>Offer?</td><td>• the Company raising the Minimum Subscription;

• implementation of the Demerger (which in turn is conditional of Firefinch shareholder approval and Firefinch receiving a favourable draft class ruling or other ATO confirmation (to the satisfaction of Firefinch));

• ASX granting conditional approval for the Company's Listing (on conditions satisfactory to the Company); and

• to the extent required by ASX or the ASX Listing Rules, certain persons entering into a restriction agreement imposing such restrictions on trading on the Company's securities as required by the ASX Listing Rules.

If any of the conditions outlined above are not satisfied or waived, the Company will not proceed with the Offer.</td><td></td></tr>
<tr><td>What is the effect of the Offer on the capital structure of the Company?</td><td>The Company's capital structure on Listing will be as follows:

Event — Shares
Existing Shares on issue — 1,054.7 million
Shares to be issued under the Offer
Minimum Subscription — 71.43 million
Maximum Subscription — 142.92 million
Total Shares on issue on Listing
Minimum Subscription — 1,126.1 million
Maximum Subscription — 1,197.6 million

The Company also expects it will have a total of 8,360,000 Options on issue on Listing, assuming all Directors apply for all Options offered under the Ancillary Offer.</td><td>Sections 6.7 and 6.8</td></tr>
<tr><td>Will the Shares be quoted on ASX?</td><td>The Company has applied to the ASX for its admission to the Official List and quotation of Shares on the ASX under the code "LLL".

If approval is not given by ASX within three months after the Company's application to ASX for admission to the Official List is made (or any longer period permitted by law), the Offer will be withdrawn and all Application Monies will be refunded without interest as soon as practicable in accordance with the requirements of the Corporations Act.</td><td>Section 6.19(a)</td></tr>
<tr><td>When can I sell my Shares on ASX?</td><td>It is expected that despatch of holding statements will occur on or about Friday, 10 June 2022 and that the Shares will commence trading on ASX on or about Thursday, 16 June 2022.

It is the responsibility of each Applicant to confirm their holding before trading in Shares. Applicants who sell Shares before they receive an initial holding statement do so at their own risk.

The Company, the Share Registry and the Joint Lead Arrangers disclaim all liability, whether in negligence or otherwise, to persons who sell Shares</td><td>Section 6.14</td></tr>
</table>

Topic	Summary	Further information
	before receiving their initial holding statement, whether on the basis of a confirmation of allocation provided by any of them, by the Offer Information Line, by a Broker or otherwise.	
Is there any brokerage or commission payable by Applicants?	No brokerage or commission is payable by Applicants on acquisition of Shares under the Offer.	Section 6.14
What are the tax and stamp duty implications for investing in Shares?	The tax consequences of any investment in Shares will depend on an investor's particular circumstances. Applicants should obtain their own tax advice prior to deciding whether to invest.	Section 7.10
When will I receive confirmation that my Application has been successful?	It is expected that despatch of holding statements by post will occur on or about Friday, 10 June 2022.	Section 6.14
How can I apply?	Applications for Shares under the Pro-rata Offer can only be made using the personalised Application Form provided to Eligible Firefinch Shareholders accompanying this Prospectus. The Application Form will include an option to apply for additional Shares under the Shortfall Offer. Shareholders can also apply online via the Company's offer website: https://leooffer.thereachagency.com. All Application Forms must be completed in accordance with their instructions and must be accompanied by payment in Australian dollars for the full amount of the Application at $0.70 per Share in accordance with the instructions set out in Section 6.15.	Section 6.15; definition of "Eligible Firefinch Shareholder"
Can the Offer be withdrawn?	The Company may withdraw the Offer at any time before the issue of Shares to Successful Applicants under the Offer. If the Offer, or any part of it, does not proceed, all relevant Application Monies will be refunded (without interest).	Section 6.18
What is the Ancillary Offer?	The Ancillary Offer is an offer of a total of 8,360,000 unlisted Options to the Directors on and subject to the terms set out in Section 6.7, Attachment D and Attachment E. The Ancillary Offer is an offer to the Directors only and only the Directors may accept the Ancillary Offer. A personalised Ancillary Offer Application Form will be issued to the Directors, together with a copy of this Prospectus.	Section 6.7, Attachment D and Attachment E

Topic	Summary	Further information
1.8 Restrictions on dealings		
Will any Shares or Options be subject to restrictions on disposal and other dealings following their issue?	Yes. Certain Shares and Options will be subject to escrow arrangements for 24 months following Listing.	Section 6.22
1.9 Further information		
Where can I find out more information about the Offer and this Prospectus?	If you have any questions in relation to the Offer, contact the Offer Information Line on • 1300 850 505 (toll free within Australia) or • + 61 3 9415 4000 (outside Australia) between 8:30am and 5:00pm (Sydney time), Monday to Friday, during the Offer Period. If you have any questions about whether to invest in the Company, you should seek professional advice from your accountant, financial adviser, stockbroker, lawyer or other professional adviser before deciding whether to invest.	Important Notices

2 Company overview

2.1 Introduction

The Company was incorporated in Australia on 16 December 2019.

The Company is focused on the development of the Goulamina Lithium Project. A detailed overview of the project is set out in Section 2.5 below. Refer also to the Technical Assessment Report contained in Attachment B and the Solicitor's Tenement Report contained in Attachment C for further information on the Goulamina Lithium Project.

The Goulamina Lithium Project comprises a land holding of 100 square kilometres covering highly prospective hard rock lithium pegmatites in the Bougouni Region of southern Mali, approximately 150 kilometres by road from Mali's capital, Bamako.

The Updated DFS described a compelling long life, large-scale, hard rock open pit lithium mine in Mali, West Africa. It confirms that the project is one of the world's best hard rock lithium assets, especially in terms of scale and cost of production when compared to current operations and prospective projects, with a post-tax NPV of US$2.95 billion (100% project basis for Stage 1 and 2) based on a spodumene price of US$1,250/tonne for the first 5 years and US$900/tonne thereafter.

A key advantage is the quality of the 6% Li_2O spodumene concentrate product, being high in grade and low in iron and mica impurities.

The Goulamina Lithium Project is a simple and robust mining and processing operation, with a high ore grade and low strip ratio enhancing financial performance. It is not dependant on credits from other minerals.

There is further potential to increase the size of open pit Mineral Resources and Ore Reserves through infill and extension drilling. These characteristics make the Goulamina Lithium Project an important strategic asset for the world's growing demand for lithium.

2.2 Demerger

On 29 April 2022, Firefinch released the Notice of Meeting, which convenes a general meeting of Firefinch Shareholders to be held on 31 May 2022 at which Firefinch will seek approval for the Demerger of the Company from Firefinch. Under the Demerger, eligible Firefinch Shareholders at the Demerger Record Date will retain their Firefinch Shares and will also receive Leo Lithium Shares on a 1 for 1.4 basis at no cost.

The primary purpose of the Demerger and the Offer is to allow the Company to be independently managed and funded to carry out its stated objectives set out in Section 2.6. The Company believes the Goulamina Lithium Project may not be fully valued within the current Firefinch group structure and accordingly the Demerger is being undertaken to unlock the value of the Goulamina Lithium Project for the benefit of Shareholders.

The Offer under this Prospectus is conditional on (amongst other conditions) the Demerger being implemented by Firefinch. If approved by Firefinch Shareholders, the Demerger of the Company from Firefinch is expected to be implemented on 9 June 2022.

Firefinch will retain a 20% interest in the total issued share capital of the Company on implementation of the Demerger. Firefinch's retained interest in the Company will be subject to mandatory escrow restrictions as described in Section 6.22.

Firefinch will subscribe for such number of Shares under the Firefinch Offer that will result in it holding a 20% interest in the Company on Listing, having regard to the number of Shares applied for under the Pro-rata Offer and Shortfall Offer, and taking into account the Shares that Firefinch will retain in the Company following the Demerger. The New Shares issued to Firefinch under the Firefinch Offer will not be subject to escrow restrictions.

2.3 Goulamina Joint Venture

Leo Lithium and Ganfeng have established a 50:50 incorporated joint venture in relation to the Goulamina Lithium Project through their respective 50% interests in MLB (**Goulamina Joint Venture**). MLB currently wholly owns LMSA, which in turn owns the Goulamina Lithium Project. Leo Lithium and Ganfeng are party to a Shareholders' Deed which regulates their rights in relation to the management of MLB.

The State of Mali has the right to acquire an up to 20% interest in LMSA. The State of Mali will be free-carried by the Goulamina Joint Venture on its initial 10% interest in LMSA and has an option to subscribe for an additional 10% interest in LMSA at fair market value via the LMSA Option. As at the date of this Prospectus, the State of Mali has yet to acquire its initial 10% free carried interest in LMSA. It is not currently known whether the State of Mali will exercise its rights under the LMSA Option to hold a 20% interest in LMSA. If the State of Mali:

- does not exercise the LMSA Option, Leo Lithium will hold an indirect interest of 45% in LMSA and the Goulamina Lithium Project; and
- exercises the LMSA Option, Leo Lithium will hold an indirect interest of 40% in LMSA and the Goulamina Lithium Project.

Ganfeng has also committed to initially purchase 50% of the lithium spodumene produced at Goulamina under an offtake agreement with LMSA. Ganfeng has the right to increase its offtake to 100% of that product in certain circumstances.

For the purposes of funding the Goulamina Lithium Project, Ganfeng has contributed US$130 million in equity funding and will either procure the Ganfeng Arranged Debt or provide the Ganfeng Direct Debt itself on the terms set out in section 7.3.

Leo Lithium will be responsible for the management of the day-to-day activities of LMSA (being the entity holding the Goulamina Lithium Project).

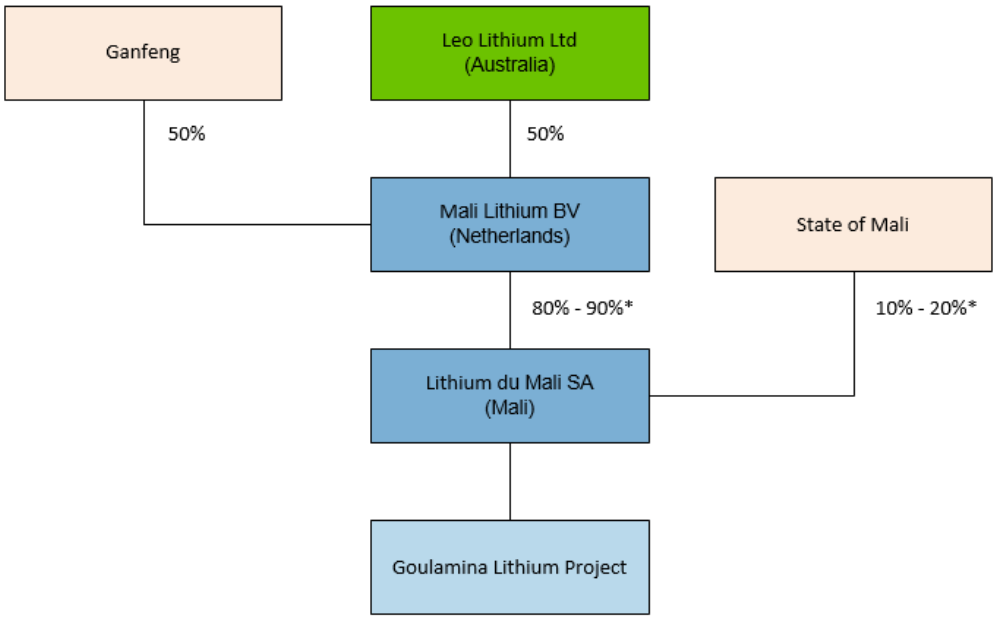
As announced on 4 January 2022, Leo Lithium and Ganfeng have made a final investment decision in relation to the Goulamina Lithium Project, which was further ratified on 22 March 2022.

Further details regarding the Goulamina Joint Venture are outlined in Section 7.3.

2.4 Corporate structure

As at the Prospectus Date, Firefinch holds 100% of the issued capital of the Company.

On Listing of the Company, the corporate structure of the Group will be as follows:



*MLB currently wholly owns LMSA. The State of Mali will be free-carried on its first 10%, with an option to subscribe for an additional 10% at fair market value via the LMSA Option. As at the date of this Prospectus, the State of Mali is yet to acquire its initial 10% free carried interest in LMSA. It is not currently known whether the State of Mali will exercise its rights under the LMSA Option.

2.5 Goulamina Lithium Project

Following Firefinch and Ganfeng agreeing to form the Goulamina Joint Venture, both companies sought to update the definitive feasibility study published by Firefinch on 20 October 2020 in respect of the Goulamina Lithium Project (**Original DFS**). On 6 December 2021, Firefinch announced the results of the update to the Original DFS (**Updated DFS**). An overview of the Goulamina Lithium Project as outlined in the Updated DFS is set out below.

Location

The Goulamina Lithium Project is in southern Mali approximately 195 kilometres by road south of Bamako (150 kilometres direct distance) and 50 kilometres west of the town of Bougouni. The Goulamina Lithium Project site lies between the villages of Mafèlè (3.5 kilometres south) and Goulamina (1 kilometre north). A sealed road extends to within 27 kilometres of the Goulamina Lithium Project and connects the town of Bougouni to Yanfolila.

Figure 1: Location Plan of the Goulamina Lithium Goulamina Lithium Project

Climate and environment

The Goulamina Lithium Project area has a tropical climate with a dry season from November to April and a wet season in May to October. Average annual rainfall is approximately 1,120 millimetres. The topography is relatively flat, and elevation is 405 metres above mean sea level at site.

Soils are typically indurated ferricrete and laterite is common on elevated areas. On lower ground, poor fertility soils generally consist of loamy sand with gravel.

The Goulamina Lithium Project area is covered by Savannah woodland with a wood cover of 80-100% interspersed by cleared areas where subsistence farming is practised.

The Goulamina Lithium Project is in the Sankarani River catchment within the Niger River basin. The Goulamina Lithium Project is drained in a westerly direction towards the Sélingué Hydroelectric Dam by three ephemeral streams which flow only during the wet season. Surface water is mostly used for agricultural and livestock watering. Goulamina Lithium Project water needs will be met by pumping water from the Sélingué Dam augmented by harvesting rainwater, process water recycling, tailings water recovery and limited groundwater extraction.

Mining tenure

The Exploitation Permit (equivalent to a mining licence) for the Goulamina Lithium Project was granted on 23 August 2019 and has a 30-year validity, renewable in intervals of 10 years, until depletion of Ore Reserves. It covers an area of 100 square kilometres and has been granted for lithium and other minerals.

Geology

The Goulamina Lithium Project is located within broadly north-south trending belts of Birimian (Paleoproterozoic) metavolcanic and metasedimentary rocks which are intruded by syn and post-orogenic granitoids which host an array of spodumene bearing pegmatite dykes and sills. Outcrop is limited and geology is interpreted from mapping, drilling, and geophysics. Northeast striking metapelite and metagreywacke rocks in the north and east of the property are intruded by granodiorites and pegmatite dykes and sills in the south. Regolith is up to 10 metres thick and comprises a surficial transported gravel horizon overlying a thin laterite weathering profile. Weathering varies from less than a metre to up to 70 metres depth.

The Goulamina deposit consists of a swarm of sub-parallel spodumene bearing pegmatite dykes which intrude the granodiorite. They strike NE-NNE, dip between 50 and 70 degrees to the east, are between 1 and 2 kilometres in length and between 5 metres and 100 metres thick. From east to west the major pegmatite dykes are named; Main, West, Sangar I, Sangar II and Danaya. At Danaya, the pegmatites are variously oriented.

Pegmatite contains between 0.5% and 25% of the lithium bearing pyroxene mineral spodumene, resulting in grades between 0.1% Li_2O and 6% Li_2O. The major minerals are quartz and feldspar (albite and microcline) with minor muscovite. The pegmatites are comprised of both coarse-grained pegmatite (up to >10 centimetre spodumene blades) and white fine-grained (<1 millimetre) aplite or albitite. The logged ratio of coarse grained to fine-grained material is about 3:1. Albitite contains only minor spodumene.

Mineral Resource Estimate

A Measured, Indicated and Inferred Mineral Resource Estimate for Goulamina of 108.5 million tonnes at 1.45% Li_2O was published in an ASX release dated 8 July 2020. The company can confirm that there is no new information or data that materially changes that estimate.

Estimate	Classification	Tonnes (Millions)	Contained Tonnes (Li_2O)	Li_2O(%)
July 2020	Measured	8.4	133,000	1.57
	Indicated	56.2	832,000	1.48
	Inferred	43.9	606,000	1.38
	Total	**108.5**	**1,570,000**	**1.45**

Table 1: Goulamina Mineral Resource Estimate - July 2020

Ore Reserves

Proven and Probable Ore Reserves have been derived from Measured and Indicated Mineral Resources and are contained within the final pit design and scheduled to be processed through the planned processing facility. The Ore Reserves do not include any material classified as Inferred.

Category	Cut-off grade (Li_2O%)	Tonnes (millions)	Grade (Li_2O%)	Tonnes (Li_2O)
Proven	0.00	8.1	1.55	125,000
Probable	0.00	44.0	1.50	660,000
Total	**0.00**	**52.0**	**1.51**	**785,000**

Table 2: Goulamina Open Pit Ore Reserve Estimate – October 2020

The Ore Reserve is contained within an open pit containing 169 million tonnes of waste resulting in a waste to ore strip ratio of 3.26:1 with a total of 222 million tonnes of ore plus waste mined over the life of mine. Included in the waste material is 1.8 million tonnes of Inferred Mineral Resource which is not reported to Ore Reserves and is an opportunity to provide additional reserves with further drilling.

Mining

A standard open-pit mining operation of drill, blast, excavation, and truck haulage will be employed for the Goulamina Lithium Project. Contractors will be employed for mining operations. Given the nature of the deposit, the pegmatites will be mined from footwall to hanging wall, rather than selectively using a cutoff grade, hence a zero cutoff grade applies.

A review of equipment selection and pit designs for the Original DFS has determined that there are no mining constraints to increasing throughput from the 2.3 million tonnes per annum proposed in the Original DFS to 4.0 million tonnes per annum as specified in the Updated DFS. Work is continuing to identify economies of scale, and it is expected to see a decrease in the average unit cost for mining per ore tonne. The unit costs for the Original DFS have been retained in the Updated DFS.

Process selection and testwork

Under the Updated DFS, the revised process flowsheet will comprise the following unit processes:

- Three-stage crushing with a fine ore bin and overflow dead stockpile.
- Closed circuit ball milling and screening.
- Two-stage magnetic separation.
- Three stage flotation (roughing, cleaning and recleaning).
- Concentrate dewatering, filtration and storage.
- Separate flotation and process tailings thickening with common tailings pumping to a Tailings Storage Facility.
- Reagent mixing and distribution.
- Separate flotation and process water circuits.
- Air services.

A testwork program has verified the changes to the process flow sheet. Recoveries in locked cycle testwork (see tabulation below) have matched or exceeded the Original DFS testwork, and as a result, the predicted recoveries have been increased to 80%.

Losses due to desliming in the testwork using wet screening were 5%. However, the desliming circuit in the plant will use hydrocyclones and losses in desliming are assumed at 10%.

The reagent suite used in the Updated DFS testwork was different from that used in the Original DFS testwork and facilitated the removal of the mica flotation circuit and the recovery losses associated with that circuit.

A coarser grinding size was used in testwork, P_{80} = 180 µm compared to 106 µm used in the Original DFS testwork.

The coarser grinding size creates less slimes and thus reduces desliming losses. Following flotation testwork, concentrate was then successfully converted into battery grade lithium hydroxide at 99.5% purity to a specification that meets the requirements of Ganfeng's Tier 1 customers.

	Mass (%)	Grade (Li_2O%)	Recovery (Li_2O%)
Concentrate	20.6	6.1	80.34
Tailing	62.1	0.14	5.56
Mags	4.3	1.5	4.12
Desliming	13	1.2	9.97
Feed	100	1.56	100

Table 3: Locked Cycle Testwork (Adjusted)

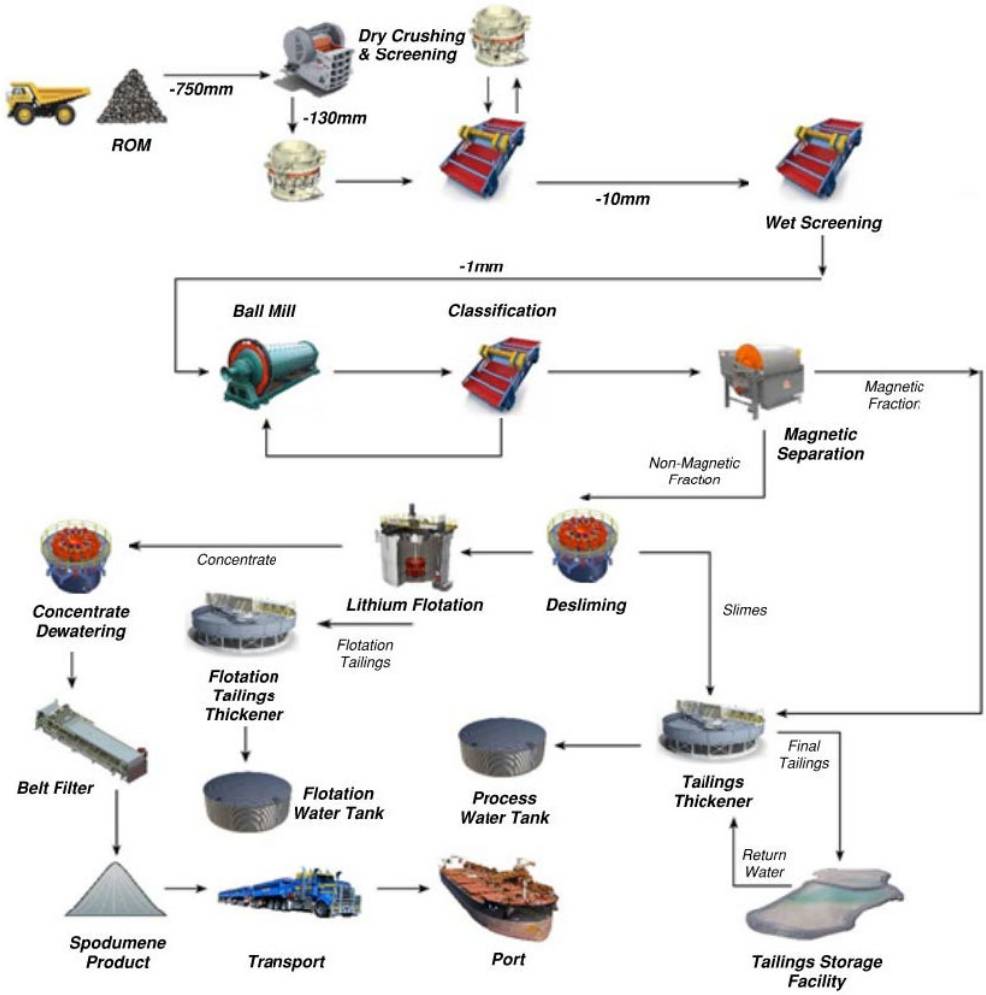


Figure 2: Simplified Process Flow Diagram

Plant design

The Updated DFS envisages building a 2.3 million tonne per annum throughput plant in Stage 1. Design work for that plant includes the infrastructure and equipment to accommodate the construction of a Stage 2 expansion to increase plant throughput to 4.0 million tonnes per annum. The expansion of the plant is likely to commence after Stage 1 has been commissioned and ramped up to full capacity and the project proven technically and commercially. This is likely to be approximately 18 months after commissioning of Stage 1. The staged approach allows the process flow sheet to be optimised for Stage 2 full production based on operating experience from Stage 1. An additional US$15 million in capital cost has been included in the Stage 1 capex estimate to facilitate the optionality to readily expand to Stage 2 operations.

Due to the difficulty in changing out, or adding jaw crushing capacity once in production, the design and cost estimate is based on installing a larger single jaw crusher in Stage 1 that can accommodate 4.0 million tonnes per annum throughput.

The relatively low incremental cost and the major operational impact of upgrading conveyors for a higher capacity, allows for conveyors that can run at 4.0 million tonnes per annum throughput to be included in the Stage 1 design.

The surge bin above the secondary cone crusher will be designed to feed two units.

The conveying layout from the fine ore storage to the milling circuit includes a splitter bin before milling rather than conveying direct from the bin to the mill feed. This feature enables a future feeder and conveyor to be installed to feed the second mill train without a major shutdown and capital intensive project to modify the mill feed.

The plant layout has been designed with a central services spine of structural steel supports, to accommodate the installation of Stage 1 and Stage 2 pipework, electrical, controls and instrumentation infrastructure and enable a linear flow of process plant infrastructure. This design enables Stage 2 infrastructure and services to be mirrored on the opposite side to the Stage 1 equivalents for the milling, magnetic separation, and flotation areas with minimal impact on operations.

The Stage 2 milling and classification plant will replicate the Stage 1 plant unless operations highlight that changes are required to grind size. This will provide valuable operational redundancy and commonality to the operation.

When Stage 2 is completed, the two-train milling and processing circuit will have increased operational flexibility enabling a 2.3 million tonne per annum throughput rate to continue during milling circuit maintenance outages. There are also potential synergies with spares holdings due to commonality of spares.

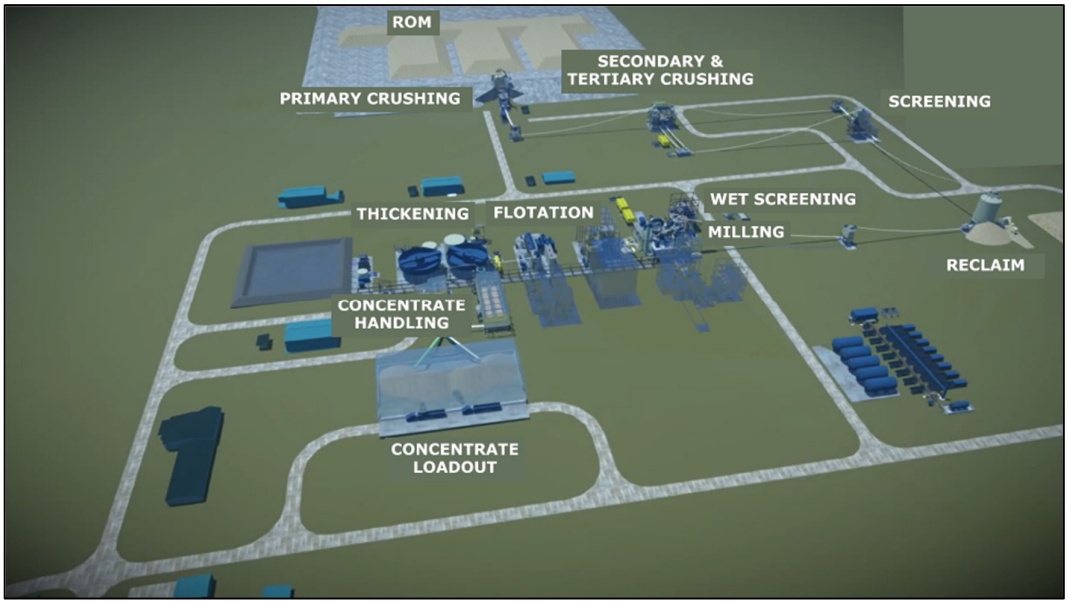


Figure 3: Process Plant Layout

Tailings storage facility

Work has commenced to revise the design of the tailing storage facility (**TSF**) to accommodate the increased throughput and required life of mine volumes. This cost has not been included in estimates.

Power

The Original DFS envisaged that power would be supplied from a 15 megawatts on-site power station fuelled by diesel or LNG. A build own operate (**BOO**) contracting strategy was selected for that study and continues to be the preferred option.

The demand for power in Stage 2 will increase to approximately 25 megawatts and the Company expects to pursue a staged hybrid solution for the Goulamina Lithium Project incorporating a solar photo voltaic (**PV**) plant, and bulk energy storage systems (batteries), combined with high-speed diesel generators. The inclusion of PV power generation will substantially reduce the greenhouse gas emissions from the Goulamina Lithium Project.

Water supply

The bulk of the water supply will be sourced from the Sélingué Dam, pumped via a 29 kilometre pipeline. The Company has received approval to extract water and will seek to amend these approvals to include the volumes required for Stage 2.

The TSF will capture rainfall and runoff from the plant site and waste dumps will also be harvested to the TSF. It is estimated that 2.6 million cubic metres of rainfall will be harvested on an annual basis. This will be a major contributor to the overall water balance.

There is potential to the north west and south west of the mine site for development of surface water run-off facilities to provide a buffer in the event of disruption to supply from the Sélingué Dam.

Groundwater exploration is currently being carried out on site.

Communications

Internal communications and IT services will be via a site wide fibre optic network. A local service provider will be contracted to install facilities on site and provide a link into the local, national, and international telecommunication network. A radio network will be established to cover the mine, process plant and infrastructure services. A local ground station will be installed to provide global satellite voice and data connection.

Camp

Accommodation for the Goulamina Lithium Project comprises of a 200-person permanent camp which will be used for operations personnel. This has increased from 150 in the Original DFS to cater for an expansion. Temporary accommodation has been allowed for construction. The majority of the operations workforce are expected to reside in local towns and villages.

Plant buildings

Layouts for site buildings were developed for scope definition and cost estimation. Allowance has been made for the workshops, offices, and other support service buildings common to mine sites.

The mine services area will have offices, workshops, and other facilities to support the mining operation and will be supplied, constructed, and maintained by the Mining Contractor.

Transportation and logistics

Mali is a landlocked country with most of its imports coming by road from the ports of Abidjan in Côte d'Ivoire or Dakar in Senegal. Significant investment has been made by development agencies in road infrastructure in both Mali and Côte d'Ivoire. It is expected that concentrates

will be loaded onto trucks by the haulage contractor's front-end loader. The payload is limited to 38 tonnes of concentrate per truck. A weighbridge will be installed and maintained by the haulage contractor.

It is expected that trucks will haul the product to a shed at Abidjan port supplied and managed by a terminal operator. Mali and Côte d'Ivoire are part of the Africa Continental Free Trade Area which means that tariffs are not applicable. The round trip to Abidjan will take 6 to 7 days requiring a truck fleet of between 220 and 250.

Work continues interacting with local and international logistics providers and on evaluating back loading options.

Community and environment

An Environmental and Social Impact Assessment (**ESIA**) was completed by Digby Wells Environmental (Mali). The ESIA contains both an Environmental and Social Management Plan (**ESMP**) and a Community Development Program (**CDP**).

The ESMP describes the framework for the monitoring, evaluation and reporting of environmental and social performance and ensures that environmental risks and liabilities are identified, mitigated, and managed. Mitigation measures minimise negative impacts and enhance positive impacts of the Goulamina Lithium Project.

The ESMP will continue to develop during the life of the Goulamina Lithium Project with continuous improvement of the Goulamina Lithium Project's social and environmental performance.

A scoping study has recently been carried out to incorporate changes to the mine layout into the livelihood restoration plan required under the ESIA.

Government and fiscal regime

Mali has an established Mining Code and a track record for facilitating and rapidly permitting mineral development and production. Under Article 65 of the Mining Code, on issue of the Exploitation Permit (granted in August 2019), the Government of Mali is entitled to receive a 10% free carried interest in the mining company, with an option to purchase an additional 10% via the LMSA Option. "Lithium du Mali S.A." was created in March 2020 and serves as the exploitation company for the Goulamina Lithium Project.

Mali has been suffering from political instability in recent months. For further information, please see the sections entitled "Political and security instability in Mali" and "Risk of sanctions and resulting business impact" in Section 4.2.

Capital cost

The Updated DFS capital cost estimate for Stage 1 of the Goulamina Lithium Project is to +15%/- 5% and Stage 2 to +15%/-10%.

Capital Cost (US$ millions, real terms)	Stage 1	Stage 2	Total
Mine Development	9	-	9
Process Plant	113	48	151
Non-Process Infrastructure	56	-	56
Management	22	10	32

Capital Cost (US$ millions, real terms)	Stage 1	Stage 2	Total
Owners Costs	28	5	33
Contingency	28	7	35
Total	**255**	**70**	**325**

Table 4: Capital Costs

Operating Costs

The table below summarises the Updated DFS average life of Mine operating costs per tonne of concentrate.

Costs (Life of Mine average, real terms)	US$/tonne concentrate
C1 Costs	
Mining	87.9
Processing	112.3
SGA	12.9
Road Transport & Port Handling	99.0
Total C1 Costs	**312.1**
C2 Costs	
C1 Costs	312.1
Initial Capital Depreciation	13.7
Sustaining Capital Depreciation	5.4
Total C2 Costs	**331.1**
C3 Costs	
C2 Costs	331.1
Site Closure & Rehabilitation	0.8
Royalties	46.3
C3 Costs	**378.2**
All-in-Sustaining Cost (AISC)	
C3 Costs	378.2
Initial Capital Depreciation	(13.7)
All-in-Sustaining Cost (AISC)	**364.6**

The process plant operating cost estimate has been prepared with contributions as follows:

- Power consumption for the plant has been calculated from the comminution characteristics of the ore and similar ore types and from installed equipment vendors and engineering estimates.
- Power costs are based on a firm proposal for on-site power generation.

- Workforce levels and salaries are benchmarked against similar projects to Goulamina Lithium Project located in West Africa.
- Reagent consumption based on testwork results, vendor advice and operational experience.
- Consumable prices from supplier budget quotations or third party data.
- Crushing and grinding consumables, using ore characteristics.

Mining costs were derived from tender submissions for the mining services contract. The costs for road transport and port operations were derived from firm proposals from logistics contractors experienced in the region. The costs for storage and stevedoring were provided by a major operator at the Port of Abidjan.

Financial analysis

Under the Updated DFS, total earnings before interest, tax, depreciation, and amortisation (**EBITDA**) over the 21.5-year Goulamina Lithium Project life are estimated at US$9,651 million (real terms). The table below presents the key financial performance metrics for the Goulamina Lithium Project as estimated in the Updated DFS. Tax has been calculated based on the current tax regime in Mali: corporate tax is 30%, VAT 17% and royalties are 6%.

Goulamina Lithium Project economics (100% project basis)	Units[4]	
Pre-tax NPV (8% real discount rate)	US$ (millions)	3,994
Post-tax NPV (8% real discount rate)	US$ (millions)	2,946
Post-tax IRR (Real)	%	83.0%
Life of Mine Revenue	US$ (millions)	15,255
Goulamina Lithium Project EBITDA	US$ (millions)	9,651
Average Goulamina Lithium Project Annual EBITDA	US$ (millions)	448
Life of Mine Post-Tax cashflow	US$ (millions)	6,834
Payback period from first production	Years	1.5
Price for spodumene concentrate first 5 years	US$/tonne	1,250
Price for spodumene concentrate years 6 to 22 years	US$/tonne	900
Mineral Resources and Ore Reserves		
Proved and Probable Ore Reserves	Million tonnes	52
Inferred Resource included in Life of Mine production target	Million tonnes	30
Average Resource Grade	% Li_2O	1.45%
Production Summary		
Mine Life	Years	21.5
Strip ratio	Waste to ore	3.3:1

[4] Notes: All dollar figures in real terms. Operating costs includes all mining, processing, transport, freight to port, port costs and site administration/overhead costs royalties. All Costs expressed in US Dollars unless otherwise noted, A$1 = US$0.71. All in Sustaining Costs (AISC), are operating costs including all mining, processing, transport, port costs, site administration costs, royalties, sustaining capital and mine closure costs. Project totals exclude working capital, finance costs, and corporate costs associated with project development. All financial metrics are on a 100% project level basis including both Stage 1 and Stage 2 production capacity.

Goulamina Lithium Project economics (100% project basis)	Units[4]	
Annual Crusher Feed Stage 1	Million tonnes	2.3
Annual Crusher Feed Stage 2	Million tonnes	4
Lithium Recovery	%	80
Average annual spodumene concentrate production (Life of Mine)	Tonnes	726,000
Annual spodumene production Stage 1	Tonnes	506,000
Annual spodumene production Stage 2	Tonnes	831,000
Costs		
Capital Cost for Stage 1	US$ (millions)	225
Capital Cost for Stage 2 Expansion	US$ (millions)	70
Life of Mine Operating Costs spodumene Concentrate	US$/tonne	312
All-in Sustaining Costs (AISC) Spodumene Concentrate	US$/tonne	365

Table 6: Economic Results

Cautionary statement: The production target and forecast financial information in respect of (1) Stage 1 comprises Proven Ore Reserves (15.6%) and Probable Ore Reserves (84.4%) and (2) Stage 2 comprises Proven Ore Reserves (9.9%), Probable Ore Reserves (53.6%) and Inferred Mineral Resources (36.5%). The Inferred Mineral Resource included in the Stage 2 production target is 30 million tonnes at 1.3% Li2O. The Inferred Mineral Resource has been scheduled on a preliminary basis with all Inferred material mined after the Ore Reserves. The Inferred Mineral Resource does not have a material effect on the technical and economic viability of the Project. There is a low level of geological confidence associated with Inferred Mineral Resources and there is no certainty that further exploration work will result in the determination of Indicated Mineral Resources or that the Stage 2 production target itself will be realised. The DFS Update revised the Stage 1 process plant engineering design, flowsheet and metallurgical testwork to a definitive feasibility study standard, with the increased plant throughput to 4 million tonnes per annum (Stage 2) to support annual spodumene production of 831,000 tonnes per annum determined at pre-feasibility study standard. Mine planning for the Inferred Mineral Resources included in Stage 2 has been undertaken at a lower level of confidence and is based primarily on Whittle optimisation studies.

A sensitivity analysis of key parameters and assumptions has been performed using the Updated DFS NPV result of US$3,994 million (discounted at 8% pre-tax, real) as the baseline.

	Downside		Upside	
Variable	**Pre-tax NPV US$ (millions)**	**Sensitivity**	**Pre-tax NPV US$ (millions)**	**Sensitivity**
Price	(1,240)	-20%	1,240	+20%
Volume Mined	(985)	-20%	985	+20%
Operating Costs	(378)	+20%	378	-20%
Recovery	(715)	-10%	358	+5%
Feed Grade	(759)	-0.2%	760	+0.2%
Discount Rate	(648)	+10%	831	+6%
Concentrate Target Grade (target 6%)	(184)	6.2%	513	5.5%
Capex	(46)	+20%	46	-20%

Sustaining Capex	(13)	+20%	13	-20%

Table 8: Analysis of Sensitivity of NPV to major variables

Spodumene price and marketing

In the Updated DFS, a spodumene concentrate price of US$1,250 per tonne real has been adopted for the first five years of the Goulamina Lithium Project when it is expected that spodumene supply response will be unable to match demand growth. The balance of mine life uses a US$900 per tonne spodumene concentrate price as the long-term real price. As at the Prospectus Date, spot spodumene concentrate prices are in the range of US$4,000 to US$5,000. Long term prices adopted by others industry analysts and market watchers range up to US$1,250 per tonne. Market commentary is bullish for lithium with the well-known EV thematic resulting in estimates of exceptional growth in demand for the next two decades as the world shifts to a lower intensity of carbon usage.

Ganfeng has the right to receive 50% of the Goulamina Lithium Projects's life of mine spodumene concentrate and will receive rights to the remaining 50% of the Goulamina Lithium Project's life of mine spodumene concentrate on:

- provision of the Ganfeng Arranged Debt or the Ganfeng Direct Debt; and
- the Goulamina Lithium Project reaching commercial production within four years from completion of the Ganfeng transaction, unless commercial production is delayed for reasons outside its control.

As at 26 April 2022, Ganfeng has a market capitalisation of approximately US$19 billion. Ganfeng is a leading lithium chemical producer who in turn supplies tier 1 battery makers and EV makers. Secure offtake de-risks the Goulamina Lithium Project. For more information regarding the Goulamina Joint Venture, please refer to in Section 4.2(a).

Offtake pricing is determined via a formula which is documented in the Ganfeng Offtake Agreement. For further information regarding the Offtake Agreement, please refer to Section 4.2(b).

Project status and schedule

Procurement of long lead items is underway, with the ball mill tender completed and issued to vendors. Site works have commenced and early works contract mobilisation was completed during the end of March, with road upgrades underway and construction of the first camp building progressing well.

Sterilisation drilling of the waste rock facility is now complete and pegmatites have been encountered in numerous holes with follow-up holes on best hits completed with assays pending. An extensive drilling programme has been planned for 2022, including infill drilling, resource upgrade and extension along strike.

Socialisation with local communities continues to be well advanced and recruiting of Perth corporate and Mali projects teams is underway.

Implementation is forecast to take 28 months from award of the Engineering, Procurement and Construction Management contract to practical completion. Efforts are underway to shorten this schedule although there is no guarantee that this will be successful.

Opportunities

There remains potential to further increase resources at Goulamina in the Danaya zone and at depth in the Sangar zones.

Early engineering works have already commenced to finalise data sheets and specifications for the long lead time equipment. The supply and installation of the ball mill is on the Goulamina Lithium Project critical path so expediting the procurement can potentially reduce the schedule. As at the Prospectus Date, quotes have been received for the ball mill and are being evaluated.

Work is continuing to firm up operating cost estimates for both processing and mining. The increased throughput to 4.0 million tonnes per annum is expected to realise economies of scale, particularly on fixed costs.

Note regarding forecast financial information

The financial analysis in relation to the Goulamina Lithium Project presented in this Section 2.5 is provided to meet the requirements of ASX Listing Rule 5.9.1 in relation to the statement of Ore Reserves for the project contained in this Section 2.5. It is based on estimations of capital and operating costs prepared to definitive feasibility standards within the meaning of the JORC Code, and also makes certain long-term assumptions regarding matters such as the lithium prices and foreign exchange. While the Directors consider they have a reasonable basis for the presentation of this information, it should not be considered as a forecast of the earnings of Leo Lithium over the duration of the forward-looking period.

2.6 Strategy, plan and objectives

Following Listing, the Company intends, through the Goulamina Joint Venture, to continue to progress the development of the Goulamina Lithium Project to achieve first production in the first half of 2024. The Company's primary objective following Listing is to execute the construction and operation of a plant with a 2.3 million tonne per annum throughput rate for the production of spodumene concentrate, and associated infrastructure (being Stage 1) on schedule and bring spodumene product to market in time to meet surging demand driven by the electric vehicle market. To the extent funds raised through the Offer are not sufficient for that purpose, the Company expects to source additional equity and debt, with the funding mix and amount to be determined at the appropriate time.

The Company's proposed program of expenditure for the first two years following Listing is set out in section 7 of the Technical Assessment Report contained in Attachment B.

Following Listing, the Company will also:

- consider downstream opportunities with Ganfeng;
- pursue other opportunities that the Board considers appropriate; and
- work with Firefinch on a transitional basis with a view to developing its own individual corporate and administrative capabilities (see Section 7.3 for a summary of the Transitional Services Agreement between Firefinch and Leo Lithium).

If Stage 1 is technically and commercially proven, the Company plans to build Stage 2 (being a plant with a 4.0 million tonne per annum throughput rate for the production of spodumene concentrate, and associated infrastructure).

2.7 Key business model dependencies

The key dependencies for the Company to meet its objectives are:

- ongoing access to capital for Goulamina Lithium Project development and exploration;
- retaining competent operational management and prudent financial administration, including the availability and reliability of appropriately skilled and experienced employees, contractors and consultants;
- continuing demand growth in the clean energy and electric vehicle sectors driving upstream demand for spodumene concentrate;
- the Goulamina Joint Venture subsisting in accordance with the arrangements described in Section 7.3;
- securing appropriate contractors for key services including road transportation and shiploading; and
- should Ganfeng not arrange the Ganfeng Direct Debt or the Ganfeng Arranged Debt, the Company will need to secure additional customers for its spodumene concentrate product. If Ganfeng provides or procures the Ganfeng Direct Debt or the Ganfeng Arranged Debt, Ganfeng is obliged to acquire 100% of spodumene concentrate product from Goulamina in accordance with the terms of the Offtake Agreement.

3 Financial Information

3.1 Introduction

This Section sets out the Financial Information for the Group.

The Investigating Accountant has prepared an Independent Limited Assurance Report in respect of the Financial Information. A copy the Independent Limited Assurance Report is set out in Attachment A.

The information in this Section 3 should also be read in conjunction with the key risk factors set out in Section 4 and other information contained in this Prospectus, including the Independent Limited Assurance Report set out in Attachment A.

3.2 Basis of preparation of Financial Information

(a) Overview

The financial information contained in this Section 3 includes:

- historical financial information for the Group comprising:
  - audited historical consolidated income statements for the financial years ended 31 December 2019 (**FY19**), 31 December 2020 (**FY20**) and 31 December 2021 (**FY21**) (**Historical Results**);
  - audited historical consolidated cash flow statements for FY19, FY20, and FY21 (**Historical Cash Flows**); and
  - audited historical consolidated balance sheet as at 31 December 2021 (**Historical Balance Sheet**),

  (together, the **Historical Financial Information**); and
- pro forma historical financial information for the Group comprising a pro forma historical consolidated balance sheet as at 31 December 2021 (**Pro Forma Historical Financial Information**),

The Historical Financial Information and Pro Forma Historical Financial Information together form the **Historical Financial Information** or **Financial Information**.

The Group's proposed dividend policy is set out in Section 3.9.

All amounts disclosed in the tables in this Section 3 are presented in Australian dollars and, unless otherwise noted, are rounded to the nearest dollar. Some numerical figures included in this Prospectus have been subject to rounding adjustments. Any discrepancies between totals and sum of components in figures contained in this Prospectus are due to rounding.

The financial information in this Section 3 has been prepared in accordance with the recognition and measurement requirements of the Australian Accounting Standards and the accounting policies adopted by the Company set out in Appendix 1 of the Independent Limited Assurance Report contained in Attachment A. Accordingly, the financial information in this Section 3 should be read in conjunction with those accounting policies, the basis of preparation and notes in Appendix 1 of the Independent Limited Assurance Report.

Past performance of the Company is not a guide for future performance.

(b) Preparation of Pro Forma Historical Information

The Pro Forma Historical Financial Information has been derived from the Historical Financial Information and assumes the completion of the subsequent event adjustments as set out in Section 3.6 and the pro forma adjustments as set out in Section 3.7 as if those adjustments had occurred as at 31 December 2021.

3.3 Historical Results

Historical Results	Year ended 31 December 2021 ($)	Year ended 31 December 2020 ($)	Year ended 31 December 2019 ($)
Other income	25,840	-	-
Administrative expenses	(479)	(1,157)	(935)
Foreign exchange gain/(loss)	(26)	236	-
Profit/(Loss) before tax	**25,335**	**(921)**	**(935)**
Income tax expense	-	-	-
Profit/(Loss) after tax	**25,335**	**(921)**	**(935)**
Total comprehensive profit/(loss)	**25,335**	**(921)**	**(935)**

3.4 Historical Cash Flows

Historical Cash Flows	Year ended 31 December 2021 ($)	Year ended 31 December 2020 ($)	Year ended 31 December 2019 ($)
Cash flows from operating activities			
Payments to suppliers and employees	(253)	(88)	-
Net cash (outflow) from operating activities	**(253)**	**(88)**	**-**
Cash flows from investing activities			
Net cash (outflow) from investing activities	**-**	**-**	**-**
Cash flows from financing activities			
Proceeds from borrowings	-	26,944	-
Proceeds from issue of capital	-	-	-
Net cash (outflow) from financing activities	**-**	**26,944**	**-**
Net increase/(decrease) in cash and cash equivalents	(253)	26,856	-
Cash and cash equivalents at the beginning of the financial period	24,431	-	-
Change in foreign currency held	(697)	(2,425)	-
Cash and cash equivalents at the end of the financial period	**23,481**	**24,431**	**-**

3.5 Historical Balance Sheet

Historical Balance Sheet	As at 31 December 2021 ($)
CURRENT ASSETS	
Cash and cash equivalents	23,481
TOTAL CURRENT ASSETS	**23,481**
TOTAL ASSETS	**23,481**
TOTAL LIABILITIES	**-**
NET ASSETS	**23,481**
EQUITY	
Issued capital	2
Accumulated losses	(1,856)
Current year earnings/(losses)	25,335
TOTAL EQUITY	**23,481**

3.6 Subsequent events

The Pro Forma Balance Sheet reflects the following events that will occur subsequent to 31 December 2021:

- As part of an internal reorganisation to implement the Goulamina Joint Venture, Firefinch transferred the ownership and intellectual property of both the Original DFS and the Updated DFS for the Goulamina Lithium Project to Leo Lithium, these assets have a carrying value of $5,399,819. In addition, Firefinch transferred its 359 shares in MLB to Leo Lithium, which had a carrying value of $13,816,260. Consideration for these transfers comprised a loan of $9,945,000 payable to Firefinch and the issue of 4,635,540 new ordinary fully paid shares in Leo Lithium to Firefinch, valued at $9,271,079. As this transaction is an internal restructure with the transfer of these assets between wholly-owned Firefinch subsidiaries, it is appropriate to use the existing book values in the recognition and measurement of the exchange.

- The ownership and intellectual property of both the Original DFS and the Updated DFS for the Goulamina Lithium Project was subsequently transferred by Leo Lithium to MLB. Consideration for this transfer was $5,399,819 which was satisfied by MLB issuing 140 shares in itself to Leo Lithium.

- The completion of the Goulamina Joint Venture resulted in a gain to reflect the uplift in carrying value of Leo Lithium's interest in the Goulamina Joint Venture. The carrying value comprised the implied fair value of a 50% interest in the Goulamina Joint Venture based on Ganfeng's US$130 million Ganfeng equity investment in MLB (the Goulamina Joint Venture company) less Leo Lithium's existing cost base of the Goulamina Joint Venture.

- The Company has undertaken a share split such that 4,635,541 Shares will subdivided into 1,054,681,447 Shares.

- Total cash costs in relation to the formation of the Goulamina Joint Venture are estimated to be approximately $810,811 representing the Macquarie Capital (Australia) Limited (**Macquarie**) advisory success fee in relation to the Ganfeng Direct Debt of US$40 million. These costs were incurred by Firefinch but have been assigned to Leo Lithium via a Letter of Assignment signed by Firefinch, Leo Lithium and Macquarie prior to the Demerger. This is reflected as a trade and other payable in Leo Lithium and will be paid out of proceeds from the Offer.

3.7 Assumptions adopted in compiling the Pro Forma Balance Sheet

The Pro Forma Balance Sheet has been prepared based on the audited financial statements of the Company as at 31 December 2021, the subsequent events set out in Section 3.6 and the following events and transactions:

- The issue of 71.43 million Shares at an issue price of $0.70 to raise approximately $50 million before expenses pursuant to the Offer, based on the Minimum Subscription.

- The issue of 142.92 million Shares at an issue price of $0.70 to raise approximately $100 million before expenses pursuant to the Offer, based on the Maximum Subscription.

- Total cash costs of the Offer are estimated to be $2,084,000 and $2,906,000 under the Minimum Subscription and Maximum Subscription respectively. The costs of the Offer that are directly attributable to the Offer, being $850,000 and $1,690,000 under the Minimum Subscription and Maximum Subscription respectively, are offset against issued capital, with the remaining costs of the Offer expensed through accumulated losses.

- Repayment of the loan payable to Firefinch of $9,945,000 million following Leo Lithium's admission on the Official List.

- Payment of a proportion of the Macquarie demerger incentive fee which is payable two months following completion of the Demerger. The demerger incentive fee is determined based on the uplift in combined equity value of Firefinch and Leo Lithium over the two months following completion of the Demerger and is subject to an overall maximum of $2,000,000. Leo Lithium has estimated the maximum demerger incentive fee will be payable of which $250,000 has been assumed by Firefinch. The net demerger incentive fee that Leo Lithium expects to pay is $1,750,000.

- Payment of the payable of $810,811 in relation to the Macquarie advisory success fee for the Ganfeng Direct Debt, following receipt of the funds from the Offer.

- It is noted that pursuant to Malian law, the State of Mali is entitled to a free carried 10% equity interest in LMSA (the operating entity and the holder of the exploitation permit for the Goulamina Lithium Project) and holds the LMSA Option to subscribe for an additional 10% equity interest in LMSA at fair market value. As at the date of the Prospectus, the State of Mali has not been issued its initial 10% free carried interest in LMSA. Further, Leo Lithium is not yet aware whether the State of Mali will exercise the LMSA Option. If it does so:

  - the funds required to exercise the LMSA Option will be provided by way of an interest free loan from Leo Lithium and Ganfeng to the State of Mali, thereby reducing Leo Lithium's funds;

  - "fair market value" will be determined by an independent firm; and

  - the interests of Leo Lithium and Ganfeng in the Goulamina Lithium Project will be diluted.

- Given that the State of Mali has not yet been issued its initial 10% free carried interest in LMSA, no adjustment to the Pro Forma Balance Sheet has been made to reflect this transfer and the resulting dilution. At the time this transfer is made, the impact of the transfer will be reflected in Leo Lithium by a reduction in the Investment in Joint Venture and a share based payment expense, as the balance currently reflects the Company's 50% interest. This will be reduced to 45% following the Company's share of the free carried interest being transferred to the State of Mali.

- The issue of 5,000,000 options to Managing Director, Mr. Simon Hay, exercisable at a 30% premium to the 20-day VWAP of Leo Lithium shares commencing on the date of quotation of Leo Lithium shares on the ASX, with an expiry date of 36 months from the date of issue (**Managing Director Options**). The Managing Director Options are also subject to various non-market related vesting conditions which are further detailed in Attachment D. The Managing Director Options have been valued at $2,020,000 using the Black-Scholes option pricing model, which is further detailed in Appendix 1 of the Independent Limited Assurance Report. In accordance with AASB 2 *Share-based Payment*, the value of the options are expensed over the vesting period and as such, as at the pro forma date, there is no financial adjustment required to reflect the issue of the Managing Director Options as the options will be expensed at the end of the next reporting period; and

- The issue of 3,360,000 options to the remaining Directors exercisable at a 30% premium to the 20-day VWAP of Leo Lithium shares commencing on the date of quotation of Leo Lithium shares on the ASX, with an expiry date of 36 months from the date of issue (**Company Options**). The Company Options are subject to continuous service condition of 30 months following the date of issue. Further details of the Company Options can be found in Attachment E. The Company Options have been valued at $1,357,440 using the Black-Scholes option pricing model, which is further detailed in Appendix 1 of the Independent Limited Assurance Report. In accordance with AASB 2 *Share-based Payment*, the value of the options are expensed over the vesting period and as such, as at the pro forma date, there is no financial adjustment required to reflect the issue of the Company Options as the options will be expensed at the end of the next reporting period.

3.8 Pro Forma Historical Financial Information

The Pro Forma Balance Sheet is to be read in conjunction with the notes to and forming part of the Historical Financial Information as set out in Appendix 1 of the Independent Limited Assurance Report, which is contained in Attachment A.

	ILAR note ref.	Audited as at 31 December 2021 ($)	Subsequent events ($)	Pro forma adjustments Min ($)	Pro forma adjustments Max ($)	Pro forma after Offer Min ($)	Pro forma after Offer Max ($)
CURRENT ASSETS							
Cash and cash equivalents	4	23,481	-	35,410,189	84,588,189	35,433,670	84,611,670
TOTAL CURRENT ASSETS		**23,481**	**-**	**35,410,189**	**84,588,189**	**35,433,670**	**84,611,670**
NON-CURRENT ASSETS							
Investment in Joint Venture - MLB	5	-	99,885,817	-	-	99,885,817	99,885,817
Exploration and evaluation expenditure	6	-	-	-	-	-	-
TOTAL NON-CURRENT ASSETS		**-**	**99,885,817**	**-**	**-**	**99,885,817**	**99,885,817**
TOTAL ASSETS		**23,481**	**99,885,817**	**35,410,189**	**84,588,189**	**135,319,487**	**184,497,487**
CURRENT LIABILITIES							
Trade and other payables	7	-	810,811	(810,811)	(810,811)	-	-
Borrowings	8	-	9,945,000	(9,945,000)	(9,945,000)	-	-
TOTAL CURRENT LIABILITIES		**-**	**10,755,811**	**(10,755,811)**	**(10,755,811)**	**-**	**-**
TOTAL LIABILITIES		**-**	**10,755,811**	**(10,755,811)**	**(10,755,811)**	**-**	**-**
NET ASSETS		**23,481**	**89,130,006**	**46,166,000**	**95,344,000**	**135,319,487**	**184,497,487**
EQUITY							
Issued capital	9	2	9,271,079	49,150,000	98,310,000	58,421,081	107,581,081
Retained earnings	10	23,479	79,858,927	(2,984,000)	(2,966,000)	76,898,406	76,916,406
TOTAL EQUITY		**23,481**	**89,130,006**	**46,166,000**	**95,344,000**	**135,319,487**	**184,497,487**

The cash and cash equivalents balance above does not account for working capital movements over the period from 1 January 2022 until Completion.

3.9 Dividend policy

As at the Prospectus Date, the Company does not have a dividend policy.

Any future determination as to the payment of dividends by the Company will be at the discretion of the Directors and will depend on matters such as the availability of distributable earnings, the operating results and financial condition of the Company, future capital requirements and general business and other factors considered relevant by the Directors.

As an exploration and development company funded by shareholders, Leo Lithium currently does not pay dividends. Payments of dividends on Leo Lithium Shares is within the discretion of the Leo Lithium Board and will depend upon Leo Lithium's future earnings, its capital requirements, financial performance, and other relevant factors. In connection with the Goulamina Joint Venture, Ganfeng will provide or arrange debt funding for LMSA. LMSA may not be able to make any distributions to its shareholders, including Leo Lithium, until such debt funding has been repaid. If this was to occur, it would impact Leo Lithium's ability to declare and pay dividends.

4 Risk Factors

4.1 Introduction

This Section describes some of the potential risks associated with the Company's business and the industry and markets in which the Company operates and risks associated with an investment in Shares. The Company is subject to a number of risks both specific to the Company's business activities and of a general nature, which may, either individually or in combination, adversely impact the Company's future operating and financial performance and the value of the Company's Shares. This Section does not purport to list every risk faced by the Company now or in the future. Many of these risks, or the consequences of such risks, are outside the control of the Company, the Directors and management. If one or more of these risks eventuates, then the future operating and financial performance of the Company and the value of your investment in Shares may be adversely affected.

The selection of risks outlined in this Section is based on an assessment of the probability of the risk occurring, the impact of the risk on the Company should the risk materialise and the Company's ability to mitigate the risk. This assessment is based on the knowledge of Directors and management as at the Prospectus Date. There is no guarantee or assurance that the importance of the risks will not change or other risks that may adversely impact the Company will not emerge.

There can be no guarantee that the Company will achieve its stated objectives, successfully implement its business strategy, or that any forward-looking statement contained in this Prospectus will be achieved or eventuate. You should note that past performance may not be a reliable indicator of future performance.

An investment in the Company is not risk free. Before applying for Shares, you should be satisfied that you have a sufficient understanding of the risks involved in making an investment in the Company and whether the Shares are a suitable investment for you having regard to your investment objectives, financial circumstances and taxation position. Before deciding whether to apply for Shares, you should read this Prospectus in its entirety and seek professional guidance from your accountant, financial adviser, stockbroker, lawyer or other professional advisor.

4.2 Leo Lithium specific risks

(a) Goulamina Joint Venture

The Goulamina Joint Venture will be subject to the risks normally associated with the conduct of joint ventures, which in turn could have a material impact on the viability of Leo Lithium's interest in the joint venture and on Leo Lithium's financial results or condition. Such risks may include inability to exert influence over certain strategic decisions made in respect of the joint venture; disagreement with Ganfeng on how to develop or operate the Goulamina Lithium Project; inability of participants to meet their obligations to the joint venture or third parties; and litigation between participants regarding joint venture matters.

Pursuant to the Shareholders' Deed in respect of MLB, each shareholder has one vote for each share it holds. Each of Leo Lithium and Ganfeng shall have an equal number of directors and the board structure must ensure proportional representation from each shareholder.

(b) Offtake

Pursuant to the Offtake Agreement, Ganfeng has the right to receive 50% of Goulamina's life of mine spodumene concentrate. Ganfeng will receive rights to the remaining 50% of the Goulamina Lithium Project's life of mine spodumene concentrate on:

- the arrangement of the Ganfeng Arranged Debt, or if the Ganfeng Arranged Debt is deemed uncommercial by Leo Lithium or Ganfeng is unsuccessful in obtaining the Ganfeng Arranged Debt, Ganfeng must provide the Ganfeng Direct Debt; and

- the Goulamina Lithium Project reaching commercial production within four years from completion of the Ganfeng transaction.

If events outside of Ganfeng's control delay commercial production beyond four years, then Ganfeng will still be eligible to receive 100% of the offtake.

Offtake pricing is determined via a formula, which is linked to the prevailing price of downstream lithium products. In addition, several offtake protection mechanisms have been added for Leo Lithium's benefit, including a floor price during the term of the Ganfeng Arranged Debt or the Ganfeng Direct Debt (as the case may be), a letter of credit in place for the value of a shipment prior to the shipment, and the right to terminate and sell Goulamina product to third parties in the event of non-performance.

If Ganfeng does not take its obligated quantities of product, or seek to renegotiate the price or quantity of product, the Company's profitability could be adversely affected. The risk of non-performance or attempted renegotiation of terms of the offtake arrangements will be enhanced by the prevailing demand and pricing sensitivities currently impacting the global market for lithium products.

Furthermore, the offtake agreement requires a minimum product specification for product grade and maximum impurity levels. If LMSA is not able to achieve the required product specification, there is no guarantee LMSA will be able to sell its product or if it is saleable, then it may be subject to a substantial discount due to the product not being to specification. There is no certainty or assurance that LMSA will be able to continuously meet product specifications particularly on account of the inherent risks associated with the extraction and processing of ore.

(c) Political and security instability in Mali

Leo Lithium's properties in Mali may be subject to the effects of political changes, war and civil conflict, changes in government policy, lack of law enforcement, labour unrest and the creation of new laws. These changes (which may include new or modified taxes or other government levies as well as other legislation) may impact the profitability and viability of its projects. The effect of unrest and instability on political, social or economic conditions in Mali could result in the impairment of exploration, development and mining operations. Any such changes are beyond the control of Leo Lithium and may adversely affect its business.

Mali was the subject of a military coup in August 2020, followed by another coup in May 2021 where the interim President and Interim Prime Minster were removed from office. Both events were conducted without violence. The actions of the military government across 2021 and 2022 have not resulted in any impact to current mining operations in Mali.

The President and the Prime Minister of the transitional government previously said that they would respect a transitional calendar which had called for elections by February 2022. However, prior to the proposed date for elections, the Government communicated it was unable to organise elections by the indicative date, due to security and governance challenges. This failure to organise the elections within the agreed deadlines (by February 2022), combined with

a proposed five year extension of the transition period, resulted in sanctions by ECOWAS and West African Economic and Monetary Union, with the closure of Mali borders with ECOWAS countries (except Guinea), and financial sanctions. To date, these factors have not had a material impact on Firefinch's operations or financial results, although any substantial escalation of or prolongation of the current sanctions regime may do so.

Security, which is critical for ensuring economic recovery and poverty reduction, remains fragile, with continuing attacks on the UN force, the Malian army and other third parties by terrorist groups, mainly again in northern regions of Mali. Isolated terrorist attacks have also been recorded in the capital, Bamako although none of the gold mining and exploration areas have been the subject of attacks. Terrorist actions and conflict in Mali and the Sahel region could negatively impact Leo Lithium's people, operations, and broader supply chain. A significant and sustained escalation of terrorist activity in the region may negatively affect Leo Lithium's business and impact the profitability and viability of its properties.

In addition, local governmental and traditional authorities in Mali may exercise significant influence with respect to local land use, land labour and local security. From time to time, various governments around the world, albeit not in any jurisdictions in which Leo Lithium at the relevant time had operations, have intervened in the export of mineral products in response to concerns about the validity of export rights and payment of royalties. No assurances can be given that the co-operation of such authorities, if sought by Leo Lithium, will be obtained, and if obtained, maintained, which could have a material adverse effect on Leo Lithium's business, prospects, financial condition and results of operations.

In the event of a dispute arising from foreign operations, Leo Lithium may be subject to the exclusive jurisdiction of foreign courts or may not be successful in subjecting foreign persons to the jurisdiction of Australian or international courts. Leo Lithium also may be hindered or prevented from enforcing its rights with respect to a governmental instrumentality because of the doctrine of sovereign immunity. Any such dispute or restrictions on Leo Lithium's rights could have a material adverse effect on Leo Lithium's business, prospects, financial condition and results of operations.

(d) Risk of sanctions and resulting business impact

The political instability which has afflicted Mali in recent years has also contributed to a heightened risk of the imposition of multilateral or unilateral actions by foreign governments or agencies. In 2017, the United Nations Security Council (**UNSC**) imposed sanctions in relation to Mali in response to continued hostilities in Mali in breach of the Agreement on Peace and Reconciliation in Mali. Under the UNSC sanctions it is prohibited to:

- directly or indirectly make an asset available to (or for the benefit of) a "designated person or entity"; and

- use or deal with an asset, or allow or facilitate another person to use or deal with an asset, if the asset is directly or indirectly owned or controlled by a designated person or entity (these assets are 'frozen' and cannot be used or dealt with).

The UNSC has currently designated eight individuals for the Mali sanctions regime, none of whom are associated with Leo Lithium. Accordingly, Leo Lithium is unlikely to be affected by the UNSC Mali sanctions regime. The UNSC passed a resolution on 30 August 2021 extending the 2017 sanctions until 31 August 2022.

As a result of the military coup which took place in May 2021, Mali has been suspended from the African Union until February 2022 (when civilian elections are expected to take place) and from the ECOWAS. As a result of the failure to hold presidential elections before 27 February 2022, ECOWAS has placed additional sanctions on Mali, including the recall of ECOWAS member states ambassadors accredited to Mali; closure of land and air borders; suspension of

all commercial and financial transactions except for food products, pharmaceutical products, medical supplies, and equipment, including materials for the control of COVID-19, petroleum products and electricity; freezing of Malian assets in ECOWAS central banks; and the suspension of all financial assistance and transactions. In addition, as a result of the May 2021 coup (and in accordance with the World Bank policy applicable to similar situations), the World Bank has temporarily paused disbursements on its operations in Mali, with the bank noting it closely monitors and assesses the situation.

The UNSC sanctions and the actions of the Africa Union, ECOWAS and the World Bank have not resulted in any impact on Leo Lithium's current operations in Mali. Any new or increased sanctions applicable to Mali are beyond the control of Leo Lithium and may adversely affect its assets, business and operations.

There are currently no autonomous sanctions imposed on Mali by the Australian Government.

(e) Tax

Pursuant to the Malian Mining Code, the Government has the right to collect tax on a direct or indirect change in control of tenements in Mali. By virtue of the existing stabilisation regime that applies to the Goulamina Lithium Project, the Company does not consider that any capital gains tax liability arises as a result of the Demerger or the reorganisation of the Goulamina Lithium Project assets to facilitate the establishment of the Goulamina Joint Venture. However, there is a risk that Malian tax authorities will take a contrary view. In those circumstances, there is a risk that LMSA will be liable for capital gains tax in Mali, which liability may be material and adversely affect the financial position of the Company.

Under the Demerger Deed, Leo Lithium will indemnify Firefinch for any loss or damage (including tax liabilities) incurred in connection with the change of control in in the Company as a result of the Demerger and the reorganisation of assets and liabilities required to implement the Goulamina Joint Venture, and any other loss or damage incurred by Firefinch (including tax liabilities) relating to the Leo Lithium business. Leo Lithium is also required to indemnify Ganfeng for similar liabilities.

The Company may be subject to withholding tax on (i) dividends derived from LMSA or other income it receives in Mali, (ii) interest payments paid to non-Mali residents and (iii) certain services provided to the Group. In addition, while the stabilisation regime mentioned above provides that no Value Added Tax is payable by LMSA for a period of up to 3 years following the commencement of production at the Goulamina Lithium Project, after that period LMSA may be required to pay Value Added Tax on capital and operating costs. These taxes may have an adverse effect on the financial position of the Company.

(f) State of Mali interest in LMSA

Pursuant to Malian law, the State of Mali is entitled to a free carried 10% equity interest in LMSA (the operating entity and the holder of the exploitation permit for the Goulamina Lithium Project), together with an option to acquire an additional 10% equity interest under the LMSA Option. As at the date of this Prospectus, the State of Mali is yet to acquire its initial 10% free carried interest in LMSA. Leo Lithium is not yet aware whether the State of Mali will exercise the LMSA Option.

If the State of Mali exercises the LMSA Option:

- the funds required to exercise the LMSA Option will be provided by way of a loan from Leo Lithium and Ganfeng to the Government of Mali, thereby reducing Leo Lithium's funds;

- "fair market value" will be determined by an independent firm; and

- the interests of Leo Lithium and Ganfeng in the Goulamina Lithium Project will be diluted.

(g) Development and operational risk

Mineral development and production are high-risk activities. The ability of the Goulamina Joint Venture to commercially exploit the Goulamina Lithium Project depends, among other things, on successful mining, maintaining title to the exploitation permit, obtaining all necessary consents and approvals, successful design, construction, commissioning and operating of mining and processing infrastructure, logistics (including road haulage) and effective management of operations. Mineral development and production activities may be affected by force majeure (being catastrophic events beyond the control of Leo Lithium) and other unforeseen risks.

While the Goulamina Lithium Project has already been identified as a commercially viable lithium deposit, there is no guarantee that it can be profitability exploited. Economical exploitation depends on a number of factors including, among others, the specific attributes of the deposit (such as size and grade), proximity to infrastructure, commodity prices and government regulations (including in relation to taxes, royalties, land tenure, land use, exploiting minerals and environmental protection).

Leo Lithium has relied on and may continue to rely on consultants and others for mineral development and exploitation expertise. Leo Lithium believes that those consultants and others are competent and have carried out their work in accordance with recognised industry standards. However, if the work conducted by those consultants and others is ultimately found to be incorrect or inadequate in any material respect, there may delays and increased costs in furthering the commercialisation of the Goulamina Lithium Project.

(h) Commodity prices

The Goulamina Lithium Project does not yet produce spodumene concentrate. Demand for, and pricing of, spodumene concentrate is sensitive to a variety of external factors, most of which are beyond Leo Lithium's control. In particular, the supply and demand of spodumene concentrate is changing rapidly in response to the growth in manufacturing of electric vehicles and battery storage technology more generally. There is a risk that the growth in electric vehicle production and battery storage technology more generally does not proceed at a sufficient or similar rate to support future growth in spodumene concentrate supply. Declining commodity prices can impact operations by requiring a reassessment of the feasibility of a particular project or expansion. Even if a project is ultimately determined to be economically viable, the need to conduct such a reassessment may cause substantial delays or may interrupt operations or proposed expansions until the reassessment can be completed. Spodumene concentrate is not a commodity for which hedging or derivative transactions can be used to manage commodity price risk.

A decline in the market price of spodumene concentrate may have a material adverse impact on Leo Lithium's projects and anticipated future operations. Such a decline could also have a material adverse impact on the ability of Leo Lithium to finance the exploration, mining and development of its existing and future mineral projects and may also impact operations by requiring a reassessment on the feasibility of a particular project. Even if a project is determined to be economically viable, the need to conduct a reassessment following an adverse spodumene concentrate or lithium chemicals price movement may cause substantial delays or may interrupt operations until the reassessment can be completed.

(i) Future capital needs and additional funding

As the Offer is not underwritten, there is a risk that the Company will raise less than the Maximum Subscription under the Offer. If the Company raises less than the Maximum Subscription, or any of the material risks in this Section 4 eventuate, there is a risk that the

Company may need to seek further funding in addition to the amount raised under the Offer in the near future.

If Leo Lithium requires future capital in addition to the Offer, such additional equity or debt financing may be dilutive to shareholders, may be undertaken at lower prices than the current market price (or the offer price), or may involve restrictive covenants which limit Leo Lithium's operations and business strategy. Any breach of such covenants may entitle the debt providers to accelerate repayment of the debt or take other enforcement action, which may give rise to a requirement to raise further equity.

No assurances can be made that appropriate funding, if and when needed, will be available on terms favourable to Leo Lithium or at all. Any inability to obtain sufficient financing for Leo Lithium's activities and future projects may result in the delay or cancellation of certain activities or projects, which would likely adversely affect the potential growth of Leo Lithium.

(j) Foreign exchange movements

If the Goulamina Lithium Project is successfully developed, Leo Lithium's revenue will be derived from in United States dollars. Costs will mainly be incurred by its business in Australian dollars, United States dollars and West African CFA Francs. As revenue and costs will be incurred in multiple currencies, Leo Lithium is exposed to foreign exchange risk. Therefore, movements in the AUD:USD and AUD:XOF exchange rates may adversely or beneficially affect Leo Lithium's results of operations and cash flows.

(k) Mineral Resource and Ore Reserves Estimates

Ore Reserve and Mineral Resource assessments involve elements of estimation and judgement. The preparation of these estimates involves application of significant judgement and no assurance of mineral recovery levels or the commercial viability of deposits can be provided. The actual quality and characteristics of mineral deposits cannot be known until mining takes place and will almost always differ from the assumptions used to develop resources. Further, ore reserves are valued based on future costs and future prices and, consequently, the value of actual ore reserves and mineral resources may differ from those estimated, which may result in either a positive or negative effect on operations.

(l) Supply chain

The Company relies on a limited number of suppliers for the materials, goods and services required to develop and operate the Goulamina Lithium Project. In addition, given Mali is a land locked country, the Goulamina Lithium Project is reliant on port access in other African countries for the supply of materials and other goods, and for the sale of products from the Goulamina Lithium Project. Any disruptions or restrictions in that supply chain may adversely affect the development of the Goulamina Lithium Project, the ability of LMSA to satisfy its lithium spodumene supply requirements under the Offtake Agreement or otherwise, and the financial performance of the Company.

(m) Production, capital and operating costs

The value of Leo Lithium today, and the future financial performance and position of Leo Lithium, is dependent on estimates of future production and capital and operating costs. Leo Lithium's main operating expenses are expected to be contractor costs, materials and reagents, personnel costs and energy. Leo Lithium's main capital costs will be the development capital expenditure for the Goulamina Lithium Project and for any future expansions contemplated. Leo Lithium expects that certain costs may be incurred in foreign currencies. While due care has been taken in estimating the production and capital and operating costs, changes in the costs of Leo Lithium's mining and processing operations as well as its capital and operating costs could occur as a result of unforeseen events, including international and local economic

and political events, and could result in changes in reserve estimates. Certain materials and reagents that will be required for the processing operations are specialist items and may become difficult to procure and/or the price of these specialist materials and reagents may increase as a result of increased future demand. Many of these factors are beyond Leo Lithium's control. In addition, capital cost estimates are based on conceptual engineering designs and certain assumptions around the processing plant recommissioning, construction approaches and procurement strategies. There may be a material change to the estimates once the estimates are updated to reflect the requirements of any project financiers or the finalisation of construction approaches and procurement strategies. In past resources cycles, operating and capital costs have tended to increase as commodity prices have increased. Therefore, Leo Lithium may be faced with higher than currently expected production and operating costs in the future.

(n) Licences, permits and approvals

Companies engaged in the development and operation of mines and related facilities are subject to increased costs, and delays in production and other schedules as a result of the need to comply with applicable environment and planning laws, regulations and permitting requirements.

There can be no assurance that LMSA will be able to obtain or maintain all necessary licences, approvals and permits that may be required to commence construction, development or operation of the Goulamina Lithium Project promptly to avoid delays or on terms which enable operations to be conducted at economically justifiable costs.

No assurance can be given that new laws or regulations will not be enacted or that existing laws and regulations will not be applied in a manner which could limit or curtail Leo Lithium's activities and ultimate future development or operation of the Goulamina Lithium Project.

(o) General risks associated with mining

When compared with many industrial and commercial operations, mining and mineral processing projects are relatively high risk. This is particularly so where new technologies are employed. Each orebody is unique. The nature of mineralisation, the occurrence and grade of the ore, as well as its behaviour during mining and processing can never be wholly predicted. Estimations of the tonnes, grade and overall mineral content of a deposit are not precise calculations but are based on interpretation and samples from drilling, which, even at close drill hole spacing, represent a very small sample of the entire orebody.

(p) Exploration

Mineral exploration and project development are high risk undertakings. There can be no assurance that further exploration on the Goulamina Lithium Project will result in the discovery of additional economic ore reserves. Even if an apparently viable deposit is identified, there is no guarantee that it can be economically exploited. Until the Company is able to realise value from its mineral projects, it is likely to incur ongoing operating losses.

(q) Ability to exploit successful discoveries

It may not always be possible for Leo Lithium to exploit successful discoveries which may be made on tenements in which Leo Lithium has an interest. Such exploitation would involve obtaining the necessary licences, clearances and/or approvals from relevant authorities that may require conditions to be satisfied and/or the exercise of discretions by such authorities. It may or may not be possible for such conditions to be satisfied. Further, the decision to proceed to further exploitation may require participation of other companies whose interests and objectives may not be the same as the Company's.

(r) Labour and employment

Relations between Leo Lithium and its employees may be affected by changes in the scheme of labour relations that may be introduced by the relevant governmental authorities in whose jurisdictions Leo Lithium carries on business. Changes in such legislation or in the relationship between Leo Lithium and its employees may have a material adverse effect on Leo Lithium's business, results of operations and financial condition.

As Leo Lithium's business grows, it may require additional key financial, administrative, mining, marketing and public relations personnel as well as additional staff for operations. In addition, given the remote location of the Goulamina Lithium Project, the lack of infrastructure in the nearby surrounding areas, and the shortage of a readily available labour force in the mining industry, Leo Lithium may experience difficulties retaining the requisite skilled employees in Mali. While Leo Lithium believes that it will be successful in attracting and retaining qualified personnel and employees, there can be no assurance of such success.

(s) Legal systems in Mali

The legal system operating in Mali may be less developed than more established countries, which may result in risk such as:

- political difficulties in obtaining effective legal redress in the courts whether in respect of a breach of law or regulation, or in an ownership dispute;
- a higher degree of discretion on the part of governmental agencies;
- the lack of political or administrative guidance on implementing applicable rules and regulations including, in particular, as regards local taxation and property rights;
- inconsistencies or conflicts between and within various laws, regulations, decrees, orders and resolutions; or
- relative inexperience of the judiciary and court in such matter.

The commitment by local business people, government officials and agencies and the judicial system to abide by legal requirements and negotiated agreements may be more uncertain, creating particular concerns with respect to licences and agreements for business. These may be susceptible to revision or cancellation and legal redress may be uncertain or delayed. There can be no assurance that joint ventures, licences, license application or other legal arrangements will not be adversely affected by the actions of the government authorities or others and the effectiveness of, and enforcement of such arrangements cannot be assured which may have a material adverse effect on the business, results of operations, financial condition and prospects of Leo Lithium.

(t) Changes in legislation regarding repatriation of earnings

Leo Lithium conducts a significant portion of its operations through subsidiaries incorporated in Mali and the Netherlands and holds significant assets in such subsidiaries. Accordingly, any limitation on the transfer of cash or other assets between Leo Lithium and its subsidiaries could restrict Leo Lithium's ability to fund its operations efficiently. Any such limitations, or the perception that such limitations may exist now or in the future, could have an adverse impact on Leo Lithium's valuation and stock price. Moreover, there is no assurance that Mali or the Netherlands, or any other foreign country in which Leo Lithium may operate in the future will not impose restrictions on the repatriation of earnings to foreign entities. Although Leo Lithium has not experienced and is not currently experiencing any issues in relation to the transfer of cash or other assets between the Company and its subsidiaries, if such issues materialised they could

have a material adverse effect on Leo Lithium's business, prospects, financial condition and results of operations.

(u) Crime and corruption

Countries in Africa can experience higher levels of criminal activity and governmental and business corruption. Exploration and mining companies operating in certain areas of Africa may be particular targets of criminal actions. Criminal or corrupt action against Leo Lithium could have a material adverse effect on Leo Lithium's business, operations, financial performance, cash flow and future prospects. In addition, the fear of criminal or corrupt actions against Leo Lithium could have an adverse effect on the ability of Leo Lithium to adequately staff and/or manage its operations or could substantially increase the costs of doing so.

By doing business in Mali, Leo Lithium could face, directly or indirectly, corrupt demands by officials, militant groups or private entities. Consequently, Leo Lithium faces the risk that one or more of its employees, agents, intermediaries or consultants may make or receive unauthorised payments given that such persons may not always be subject to its control. Although Leo Lithium has policies and procedures designed to ensure that Leo Lithium's employees, agents, intermediaries and consultants comply with anti-corruption legislation, there is no assurance that such policies or procedures will work effectively all of the time or protect Leo Lithium against liability under any such legislation for actions taken by its agents, employees, intermediaries and consultants with respect to its business.

Furthermore, any remediation measures taken in response to potential or alleged violations of anti-corruption or anti-bribery laws, including any necessary changes or enhancements to Leo Lithium's procedures, policies and controls and potential personnel changes and/or disciplinary actions, may result in increased compliance costs.

Any such findings, or any alleged or actual involvement in corrupt practices or other illegal activities by Leo Lithium or its commercial partners or anyone with whom it conducts business could damage its reputation and its ability to do business, including by affecting its rights and title to assets or by the loss of key personnel, and together with any increased compliance costs, could adversely affect its business, operations, financial performance, cash flow and future prospects.

(v) Adverse sovereign action

Leo Lithium is exposed to the risk of adverse sovereign action by the government of Mali. The mining industry is important to Mali's economy and thus can be expected to be the focus of continuing attention and debate. In similar circumstances in other developing countries, mining companies have faced the risks of expropriation and/or renationalisation, breach or abrogation of project agreements, application to such companies of laws and regulations from which they were intended to be exempt, denials of required permits and approvals, increases in royalty rates and taxes that were intended to be stable, application of exchange or capital controls, and other risks which may have a material adverse effect on the business, results of operations, financial condition and prospects of Leo Lithium.

(w) Deposits of strategic importance

There can be no assurance that industries deemed of national or strategic importance to Mali such as mineral production will not be nationalised. Government policy may change to discourage foreign investment, re-nationalisation of mining industries may occur and other government limitations, restrictions or requirements not currently foreseen may be implemented. There can be no assurance that Leo Lithium's assets in Mali will not be subject to nationalisation, requisition or confiscation, whether legitimate or not, by any authority or body. Similarly, Leo Lithium's operations may be affected in varying degrees by government regulations with respect to restrictions on production, price controls, export controls, income

taxes, expropriation of property, environmental legislation, mine safety and annual payments to maintain mineral properties in good standing. There can be no assurance that the laws of Mali protecting foreign investments, will not be amended or abolished or that these existing laws will be enforced or interpreted to provide adequate protection against any or all of the risks detailed above. There can be no assurance that any agreements with the government of Mali will prove to be enforceable or provide adequate protection against any or all of the risks described above which may have a material adverse effect on the business, results of operations, financial condition and prospects of Leo Lithium.

(x) Climate change

The impact of potential change in climate on Mali is unclear. The current harsh and variable climate existing in Mali and the surrounding region, which is marked by extreme weather at times (very hot dry summers and a hot and humid wet season), any impact in changes in weather may not affect Leo Lithium's operations more than the current climate.

(y) Climate and ESG reporting risk

The Company may be subject to or required to comply with extensive reporting requirements under climate and environmental, social and governance standards. While compliance with climate-related disclosure recommendations, such as those contained in the Taskforce for Climate-related Financial Disclosures (**TCFD**), is not mandatory for Australian companies, other jurisdictions and global regulators (including the United States Securities and Exchange Commission) have indicated that disclosure standards similar to the TCFD may be mandatory for market participants in the future. While the Board considers corporate governance and the management of climate risk to be important to the effective operations of the Company, there is no guarantee that the Company will be able to comply with these reporting and disclosure standards if they are made mandatory. This may affect the Company's ability to raise capital or conduct business with entities in certain jurisdictions. In those circumstances, the financial position and performance of the Company may be adversely affected.

(z) Dividend risk

As an exploration and development company funded by shareholders, Leo Lithium currently does not pay dividends. Payments of dividends on Shares is within the discretion of the Leo Lithium Board and will depend upon Leo Lithium's future earnings, its capital requirements, financial performance, and other relevant factors. As outlined in Section 7.3, in connection with the Goulamina Joint Venture, Ganfeng will provide or arrange debt funding for LMSA may not be able to make any distributions to its shareholders, including the Company, until such debt funding has been repaid. If this was to occur, it would impact the Company's ability to declare and pay dividends.

(aa) Debtors

There is a risk that Leo Lithium may be unable to recover amounts owed to it (or which may be owed to it in the future) by debtors, which may have an adverse effect on the financial performance of the Company.

4.3 Risks associated with the Offer

(a) Non-completion of the Demerger

The Offer is conditional on (amongst other conditions) the Demerger being implemented in accordance with the Notice of Meeting. The Demerger in turn is conditional on a number of conditions (including approval of Firefinch Shareholders and Firefinch receiving a favourable draft class ruling or other ATO confirmation (to the satisfaction of Firefinch)). There is no

certainty that these conditions will be satisfied and, if these conditions are not satisfied, the Demerger and the Offer will not proceed.

(b) Market index risk

Firefinch was admitted to the S&P/ASX 300 index on 22 March 2022. Following implementation of the Demerger and its admission to the Official List, there is a risk that Leo Lithium may not be included in the S&P/ASX 300 index due to its anticipated lower market capitalisation (compared to the market capitalisation of Firefinch as at the Prospectus Date). Consequently, certain institutional investors may not be permitted to buy Shares under the terms of their investment mandate. This may result in lower institutional investor interest in Leo Lithium relative to that for Firefinch prior to the Demerger, which may have an adverse impact on the price at which Shares trade and their liquidity.

(c) Currently no market

As there is currently no public market for Shares, the price of Shares is subject to uncertainty, and there can be no assurance that an active market for Shares will develop or continue after the Offer. The price at which Shares trade on ASX after listing may be higher or lower than the issue price of Shares offered under the Offer and could be subject to fluctuations in response to variations in operating performance and general operations and business risk, as well as external operating factors over which Leo Lithium and the Leo Lithium Board have no control, such as movements in mineral prices and exchange rates, changes to government policy, legislation or regulation and other events or factors. There can be no guarantee that an active market in Shares will develop or that the price of Shares will increase. There may be relatively few or many potential buyers or sellers of the Shares on ASX at any given time. This may increase the volatility of the market price of Shares. It may also affect the prevailing market price at which Shareholders are able to sell their Shares. This may result in Shareholders receiving a market price for their Shares that is above or below the price that Shareholders paid.

(d) Share market conditions

If Leo Lithium is admitted to the Official List, as with all share market investments, there are risks associated with an investment in Leo Lithium. General factors that may affect the market price of Shares include economic conditions in both Australia and internationally, investor sentiment and local and international share market conditions, changes in interest rates and the rate of inflation, variations in commodity process, the global security situation and the possibility of terrorist disturbances, changes to government regulation, policy or legislation, changes which may occur to the taxation of companies as a result of changes in Australian and foreign taxation laws, changes to the system of dividend imputation in Australia, and changes in exchange rates.

(e) Shareholder dilution

In the future, Leo Lithium may elect to issue Shares to fund or raise proceeds for working capital, growth, acquisitions, to repay debt, or for any other reason. If Leo Lithium is admitted to the Official List, it will be subject to the ASX Listing Rules. While Leo Lithium will be subject to the constraints of the Listing Rules regarding the percentage of its capital that it is able to issue within a 12 month period (other than where exceptions apply) following admission to the Official List, Shareholder interests may be diluted and Shareholders may experience a loss in value of their equity as a result of such issues of Shares and fundraisings.

(f) Economic factors

The operating and financial performance of Leo Lithium is influenced by a variety of general economic and business conditions, including levels of consumer spending, oil prices, inflation, interest rates and exchange rates, supply and demand, industrial disruption, access to debt and capital markets and government fiscal, monetary and regulatory policies. Changes in general

economic conditions may result from many factors including government policy, international economic conditions, significant acts of terrorism, hostilities or war or natural disasters. A prolonged deterioration in general economic conditions, including an increase in interest rates or a decrease in consumer and business demand, could be expected to have an adverse impact on Leo Lithium's operating and financial performance and financial position. Leo Lithium's future possible revenues and share price can be affected by these factors, which are beyond the control of Leo Lithium.

4.4 General risks

(a) COVID-19

The global pandemic arising from the outbreak and spread of coronavirus (COVID-19) is having a material effect on global economic markets and the operation of a wide variety of businesses, including those in the mining industry and particularly in developing countries such as Mali. The global economic outlook is facing unprecedented uncertainty due to the pandemic, which has had and may continue to have a significant impact on the industry dynamics to which Leo Lithium is subject, the macro-economic environment in which it operates, and capital markets generally. Leo Lithium's share price may be adversely affected by ongoing economic uncertainty, capital markets volatility or specific impacts on Leo Lithium and its operations that may arise in response to or otherwise as a result of COVID-19. Further, any measures to limit the transmission of the virus implemented by national, state and local governments around the world (such as travel bans and quarantining) or deemed necessary by Leo Lithium to protect the health of its workforce may adversely impact Leo Lithium's financial position and its operations.

(b) Key personnel

A number of key personnel are important to attaining the business goals of Leo Lithium. One or more of these key employees could leave their employment, and this may adversely affect the ability of Leo Lithium to conduct its business and, accordingly, affect the financial performance of Leo Lithium and its Share price. Difficulties attracting and retaining such personnel may adversely affect the ability of Leo Lithium to conduct its business.

(c) Uninsured or uninsurable risks

Leo Lithium will be undertaking complex and large scale operations and will face operating hazards associated with these activities.

There is a risk that operating equipment, facilities and systems may not operate as intended or may not be available from time to time as a result of operator error or unanticipated failures or other events outside of Leo Lithium's control, such as fires, catastrophic breakdowns, unforeseen geological impacts, deliberate acts of destruction, interference, terrorism, natural disasters or extreme weather events, which may reduce profitability and the ability of Leo Lithium to operate in the future.

In accordance with customary industry practices, Leo Lithium will maintain insurance coverage limiting financial loss resulting from certain operating hazards and perform cost/benefit analysis to determine insurance coverage. However, not all risks inherent to Leo Lithium's operations can be insured economically or at all. Losses, liabilities and delays arising from uninsured or underinsured events could reduce Leo Lithium's revenue or increase costs or cause a decline in the value of the securities of Leo Lithium.

(d) Changes in taxation laws and their interpretation

The tax information provided in the Prospectus is based on current taxation law in Australia as at the date of the Prospectus.

Tax laws in Australia, Mali and the Netherlands are complex and are subject to change periodically as is their interpretation by the relevant courts and the tax revenue authorities. Changes in tax law (including transfer pricing, GST, stamp duties and employment taxes), or changes in the way tax laws are interpreted may impact the tax liabilities of Leo Lithium, Shareholder returns, the level of dividend imputation or franking, or the tax treatment of a Shareholder's investment. In particular, both the level and basis of taxation may change. Tax law is frequently being changed, both prospectively and retrospectively. In addition, tax authorities may review the tax treatment of transactions entered into by Leo Lithium. Any actual or alleged failure to comply with, or any change in the application or interpretation of, tax rules applied in respect of such transactions may increase Leo Lithium's tax liabilities or expose it to legal, regulatory or other actions. An interpretation of the taxation laws by Leo Lithium that is contrary to that of a revenue authority in Australia may give rise to additional tax payable. In order to minimise this risk, Leo Lithium obtains external expert advice on the application of the tax laws to its operations (as applicable).

(e) Litigation

Leo Lithium like many companies in the mining industry, is subject to legal claims in the ordinary course of its corporate and operational activities, with and without merit. Due to the inherent uncertainty of the litigation and dispute process, there can be no assurance that the resolution of any particular legal proceeding or dispute will not have an adverse effect on Leo Lithium's future cash flow, results of operations or financial condition.

(f) Liquidity

There can be no guarantee that there will continue to be an active market for Shares or that the price of Shares will increase. There may be relatively few buyers or sellers of Shares on ASX at any given time. This may affect the volatility of the market price of Shares. It may also affect the prevailing market price at which Shareholders are able to sell their Shares. This may result in Shareholders receiving a market price for their Shares that is less or more than the price paid under the offer.

(g) Health and safety regulations

Mining operations are inherently hazardous workplaces. Leo Lithium's mining operations will place its employees and contractors in proximity with mechanised equipment, moving vehicles, mining processes, regulated materials and other hazardous conditions, including commuting and haulage operations to and from site. As a result, Leo Lithium is subject to a variety of health and safety laws and regulations dealing with occupational health and safety. Additionally, Leo Lithium's safety record can impact Leo Lithium's reputation. Any failure to maintain safe work sites could expose the group to significant financial losses as well as civil and criminal liabilities, any of which could have a material adverse effect on Leo Lithium's business, financial condition, results of operations and prospects.

Also, HIV/AIDS, malaria and other diseases represent a serious threat to maintaining a skilled workforce in the mining industry in Mali. There can be no assurance that Leo Lithium will not lose members of its workforce or workforce man-hours or incur increased medical costs which may have a material adverse effect on the business, results of operations, financial condition and prospects of Leo Lithium.

(h) War and terrorist attacks

War or terrorist attacks anywhere in the world could result in a decline in economic conditions worldwide or in a particular region. The current Russian invasion of Ukraine is having a significant disruptive effect on global markets. There could also be a consequential effect on Leo Lithium's financial performance.

(i) Competition

The mineral resource industry is competitive in all of its phases. Leo Lithium competes with other companies, including major mining companies. Some of these companies have greater financial and other resources than Leo Lithium and, as a result, may be in a better position to compete for future business opportunities. Leo Lithium competes with other mining companies for the acquisition of leases and other mineral interests as well as for the recruitment and retention of qualified employees and other personnel. Specifically, Leo Lithium also competes with many other companies in Australia and Mali. There can be no assurance that Leo Lithium can compete effectively with these companies.

(j) Environment

All phases of Leo Lithium's operations are subject to environmental regulation in the various jurisdictions in which it operates. These regulations mandate, among other things, the maintenance of air and water quality standards and land reclamation. They also set limitations on the generation, transportation, storage and disposal of solid and hazardous waste. Environmental legislation is evolving in a manner which will require stricter standards and enforcement, increased fines and penalties for non-compliance, more stringent environmental assessments of proposed projects, and a heightened degree of responsibility for companies and their officers, directors and employees. There is no assurance that future changes in environmental regulation, if any, will not adversely affect Leo Lithium's operations. Environmental hazards may exist on the properties on which Leo Lithium holds interests which are unknown to Leo Lithium at present and which have been caused by previous or existing owners or operators of the properties.

(k) Weather and climate

The future operations of Leo Lithium's Goulamina Lithium Project may be affected by restrictions on activities due to seasonal weather patterns, flooding and storm activity.

5 Key individuals, interests and benefits

5.1 Board of Directors

The Board of the Company is comprised of the Directors outlined in the table below.

The Directors bring to the Board relevant experience and skills, including sector and business knowledge, financial management and corporate governance experience. Profiles of each existing and proposed member of the Board are set out in the table below.

Director	Experience and background
Dr Alistair Cowden Chairman	Dr Cowden has 42 years' experience in the mining industry in Australia, Africa, Asia and Europe. He has founded, listed, managed, and acted as Chairman or Director of numerous mining and exploration companies over 28 years. He is Chairman of Firefinch Limited. Dr Cowden has been instrumental in a number of major mining transactions that have delivered shareholder value; the acquisition of the Morila gold mine from Barrick and Anglogold, the Goulamina Joint Venture with Ganfeng of China, the takeover of Echo Resources by Northern Star, the merger of TSX listed Copper Mountain with Altona Mining, the sale of the Kylylahti mine in Finland to Boliden and the merger of Vulcan Resources and Universal Resources. Dr Cowden has been part of the discovery, financing, development, and operation of mines including the Kanowna Belle and Sunrise Dam gold mines in Western Australia, the Hartley Platinum mine in Zimbabwe, the Kylylahti copper-gold mine in Finland, the Nimbus silver mine in Western Australia, the Eva Copper Project in Queensland and the Morila mine and Goulamina lithium project in Mali. Dr Cowden is a Geologist with a BSc from Edinburgh University and a PhD on the Kambalda nickel deposits from the University of London and has received a number of industry awards in his career including Diggers and Dealers Junior Explorer of the Year in 1995 and Mining Journal Outstanding Achievement Award 2014, Small and mid-cap deal of the year at Mines and Money in 2014.
Mr Simon Hay Managing Director	Mr Hay is a high achieving minerals professional with extensive management and technical experience built up over a career spanning 30 years in Australia and internationally. Most recently, Mr Hay was Chief Executive Officer of ASX-listed lithium company, Galaxy Resources Limited. The culmination of his role as CEO was the recent $5 billion merger of equals with Orocobre Limited (ASX: ORE), to create the fifth largest lithium producer globally. Under Mr Hay's leadership the company's hard rock spodumene mine in Western Australia achieved consistent and record production rates, and the Sal de Vida lithium brine project in Argentina advanced from feasibility into construction. Mr Hay has an astute knowledge of the lithium market and is well regarded in the capital markets for having created value at Galaxy. Prior to this, as Head of Resource Development for Iluka Resources Limited (ASX: ILU; approximately $5 billion market capitalisation), Mr Hay was responsible for exploration and geology, mine planning and development, major projects and engineering, technology and innovation functions for Iluka's portfolio of projects. This included building two mineral sands concentrators in Sierra Leone, West

Director	Experience and background
	Africa, managing a capital budget of ~$400 million per annum and a workforce of approximately 200. During his 10-year tenure at Iluka, Mr Hay gained considerable Chinese metals market experience, having managed Asian and then global zircon sales and marketing from Shanghai and Singapore. In addition to his broad functional experience in executive and management roles, Mr Hay's technical experience covers functions of smelting, refining, project commissioning and life cycle of capital works across various commodities. Mr Hay holds a Bachelor of Science with Honours (Chemistry), a Master of Applied Science (Metallurgy) from the University of Melbourne and a Graduate Diploma of Business from the Australian Graduate School of Management.
Mr Rod Baxter Lead Independent Director	Mr Baxter is an experienced director and business executive with extensive international and multi-sector experience in the mining and resources, engineering and construction, and manufacturing sectors in Australia and overseas. He brings valuable global business experience, strong commercial acumen, and a wide contact network. He has been managing director of listed as well as private companies, and he has operated and led businesses across a number of different industry sectors, both in Australia and internationally. Mr Baxter's career has included business turnarounds as well as the delivery of substantial company growth and transformation strategies. He has been involved in IPO's and a number of transactions including acquisitions, takeovers, joint ventures, and strategic investments. Mr Baxter has also held non-executive director and chair positions on public company boards and is an experienced chair and member of board subcommittees. Mr Baxter is currently a non-executive director of Podium Minerals Limited, Trigg Mining Limited, and WA Kaolin Limited. Mr Baxter holds Bachelor of Science (Hons) and a PhD (Thermodynamics) from Rhodes University and a Master of Business Administration from University of the Witwatersrand.
Ms Amber Banfield Non-Executive Director	Ms Banfield has more than 20 years' experience in management positions with Worley Limited (ASX: WOR), supporting its growth to become the world's largest energy and resources engineering services provider. Ms Banfield's roles at Worley Limited related to operations, strategy, sustainability, mergers and acquisitions, servicing the sectors of mining, infrastructure, oil and gas, hydrogen, solar and wind power. Ms Banfield has consulted to leading resource and energy companies providing strategy and project development support to energy transition, decarbonisation and sustainability-related investments. Ms Banfield is currently a Non-Executive Director of Perseus Mining Ltd and SRG Global Limited. Ms Banfield holds a Bachelor of Engineering (Environmental) degree and a Master of Business Administration, both from the University of Western Australia.

Director	Experience and background
Mr Brendan Borg Non-Executive Director	Mr Borg is a consultant geologist who has specialised in the "battery materials" sector including lithium, graphite, cobalt and copper mineralisation, participating in numerous successful projects, in an investment and/or operational capacity. Mr Borg has 25 years' experience gained working in management, operational and project development roles in the mineral exploration and mining industries, with companies including Rio Tinto Iron Ore, Magnis Resources Limited, IronClad Mining Limited, Lithex Resources Limited and Sibelco Australia Limited. More recently he was a co-founder and Managing Director of ASX and TSXV listed gold explorer, Tempus Resources Limited (ASX/TSXV:TMR/TMRR). Mr Borg is currently a Non-executive Director of Firefinch and Kuniko Limited (ASX:KNI). He is also a Director of geological consultancy Borg Geoscience Pty Ltd. Mr Borg holds a Master of Science in Hydrogeology and Groundwater Management (University of Technology Sydney), a Bachelor of Science in Geology/Environmental Science (Monash University) and is a member of the AusIMM and the IAH.
Mr Mark Hepburn Non-Executive Director	Mr Hepburn has a degree in Economics and Finance (B.Econ. & Fin 1992 UWA) and has been a member of the Australian Institute of Company Directors since 2008. He has significant experience in the management and corporate development of public companies, their interaction with small, institutional investors and their servicing through communication, promotion and management. Mr Hepburn brings substantial market aptitude and the critical marriage between the risk aspects of exploration and development, with the intricacies of capital markets. Mr Hepburn is also Managing Director of ASX listed Castile Resources Ltd and Non-Executive Director of Firefinch. He was also on the board of ASX listed Indonesian gold developer Sihayo Resources until November 2018.

The composition of the Board committees and a summary of its key corporate governance policies are set out in Sections 5.9 and 5.10.

Each Director above has confirmed to the Company that they anticipate being able to perform their duties as a non-executive director or executive director, as the case may be, without constraint having regard to their other commitments.

5.2 Executive management

Profiles of the key members of the Company's executive management team are set out in the table below.

Executive	Experience and background
Mr Simon Hay Managing Director	See section 5.1 above.

Executive	Experience and background
Mr Alan Rule Acting Chief Financial Officer	Mr Rule has more than 24 years' experience as Chief Financial Officer and Company Secretary in the mining industry in Australia and Africa. He has considerable experience in international debt and equity financing of mining projects, implementation of accounting controls and systems, governance and regulatory requirements, and in mergers and acquisitions. He is a Chartered Accountant and holds a Bachelor of Commerce and a Bachelor of Accounting degree. Prior to joining Leo Lithium, Alan was CFO at Galaxy Resources since 2017. His previous positions included CFO of Sundance Resources Limited, Paladin Energy Limited, Mount Gibson Limited, St Barbara Mines Limited and Western Metals Limited. Mr Rule's appointment as Acting Chief Financial Officer of Leo Lithium ends on 8 July 2022.

5.3 Director disclosures

No Director has been the subject of any disciplinary action, criminal conviction, personal bankruptcy or disqualification in Australia or elsewhere in the last 10 years which is relevant or material to the performance of their duties as a Director of the Company, or which is relevant to an investor's decision as to whether to subscribe for Shares.

No Director has been an officer of a company that has entered into any form of external administration as a result of insolvency during the time that they were an officer or within a 12 month period after they ceased to be an officer, other than Dr Alistair Cowden, who was formerly a director of Deep Yellow Limited which entered administration in 2004, and Mr Rod Baxter, who was formerly a director of MZI Resources Ltd, which entered administration in 2019.

5.4 Interests and benefits

This Section 5.4 sets out the nature and extent of the interests and fees of certain persons involved in the Offer. Other than as set out below or elsewhere in this Prospectus, no:

- Director of the Company;
- person named in this Prospectus and who has performed a function in a professional, advisory or other capacity in connection with the preparation or distribution of this Prospectus;
- promoter of the Company; or
- underwriter to the Offer or financial services licensee named in this Prospectus as a financial services licensee involved in the Offer,

holds as at the time of lodgement of this Prospectus with ASIC, or has held in the two years before lodgement of this Prospectus with ASIC, an interest in:

- the formation or promotion of the Company;
- property acquired or proposed to be acquired by the Company in connection with its formation or promotion or in connection with the Offer; or
- the Offer,

and no amount (whether in cash, Shares or otherwise) has been paid or agreed to be paid, nor has any benefit been given or agreed to be given, to any such person for services in connection with the formation or promotion of the Company or the Offer or to any Director to induce them to become, or qualify as, a Director of the Company.

(a) **Interests of advisers**

The Company has engaged the following professional advisers in relation to the Offer:

- Macquarie Capital (Australia) Limited has acted as financial adviser to the Company and Joint Lead Arranger to the offer of any Shortfall Shares to Eligible Institutional Investors under the Shortfall Offer and the fees payable to Macquarie Capital (Australia) Limited pursuant to the Arranger Agreement are described in Section 7.3;

- Canaccord Genuity (Australia) Limited has acted as Joint Lead Arranger to the offer of any Shortfall Shares to Eligible Institutional Investors under the Shortfall Offer and the fees payable to Canaccord Genuity (Australia) Limited pursuant to the Arranger Agreement are described in Section 7.3;

- Euroz Hartleys Limited has acted as Joint Lead Arranger to the offer of any Shortfall Shares to Eligible Institutional Investors under the Shortfall Offer and the fees payable to Euroz Hartleys Limited pursuant to the Arranger Agreement are described in Section 7.3;

- Gilbert + Tobin has acted as Australian legal adviser to the Company in relation to the Offer. The Company has paid, or agreed to pay, approximately $360,000 (excluding disbursements and GST) for these services up until the Prospectus Date. Further amounts may be paid to Gilbert + Tobin in accordance with its normal time-based charges;

- BDO Corporate Finance (WA) Pty Ltd has acted as the Investigating Accountant in connection with the Offer and has performed work in relation to the Independent Limited Assurance Report included in Attachment A of this Prospectus. The Company has paid, or agreed to pay, approximately $115,000 (excluding disbursements and GST) for these services up until the Prospectus Date. Further amounts may be paid to BDO Corporate Finance (WA) Pty Ltd in accordance with its normal time-based charges;

- Valuation and Resource Management Pty Ltd has performed work in relation to the Technical Assessment Report included in Attachment B of this Prospectus. The Company has paid, or agreed to pay, approximately $65,000 (excluding disbursements and GST) for these services up until the Prospectus Date. Further amounts may be paid to Valuation and Resource Management Pty Ltd in accordance with its normal time-based charges;

- Satis Partners has performed work in relation to the Solicitor's Tenement Report included in Attachment C of this Prospectus. The Company has paid, or agreed to pay, approximately $56,000 for these services up until the Prospectus Date. Further amounts may be paid to Satis Partners in accordance with its normal time-based charges; and

- PricewaterhouseCoopers has acted as auditor to the Company. The Company has paid, or agreed to pay, approximately $66,300 (excluding disbursements and GST) for these services up and until the Prospectus Date. Further amounts may be paid to PricewaterhouseCoopers in accordance with its normal time-based charges.

These amounts, and other expenses of the Offer, will be paid by the Company out of funds raised under the Offer or available cash. Further information on the use of proceeds and payment of expenses of the Offer is set out in Section 6.6.

(b) **Directors' interests and remuneration**

(i) Managing Director

Simon Hay is employed as Managing Director. See Section 5.5 for further details.

(ii) Directors' appointment letters

Prior to the Prospectus Date, each of the Non-Executive Directors has entered into appointment letters with the Company, confirming the terms of the appointments, their roles and responsibilities and the Company expectations of them as Directors.

(iii) Non-Executive Directors remuneration

Under the Constitution, the Company in general meeting may determine the maximum aggregate remuneration to be provided to or for the benefit of the Non-Executive Directors as remuneration for their services as a Director. Further, under the ASX Listing Rules, the total amount of directors fees paid to the Directors (subject to certain exceptions) must not exceed in aggregate in any financial year the amount fixed by the Company's members in general meeting.

Initially, and until a different amount is determined, the maximum aggregate Directors' remuneration for the purposes of the ASX Listing Rules and the Constitution is $800,000 per annum. This amount excludes, among other things, amounts payable to any executive Director under any executive services agreement with the Group or any special remuneration which the Board may granted to the Directors for special exertions or additional services performed by a Director for or at the request of the Company.

The following annual base fees are payable to Directors (with effect from Completion).

Director fees (excluding superannuation entitlements or potential committee fees)	$
Chairman	160,000
Non-Executive Director	95,000

The following annual committee fees are payable to the members and Chairman of the Committees (with effect from Completion).

Committee fees	Member fee ($)	Chairman fee ($)
Audit and Risk Committee	5,000	10,000
Remuneration & Nomination Committee	5,000	10,000

(iv) Deeds of access, insurance and indemnity

The Company will enter into a deed of access, indemnity and insurance with each Director with effect from the date of implementation of the Demerger. Each deed

contains the Director's right of access to certain books and records of the Company or Group Company for the period from the date of the deed until the later of:

- seven years after the Director ceases to hold office of the Company or Group Company (Seven Year Anniversary); or
- the date of final determination (including all appeals) of any action or proceeding commenced against the Director (which was commenced on or before the Seven Year Anniversary).

Pursuant to the Constitution, the Company may purchase and use reasonable endeavours to maintain insurance for the current and former Directors, alternate Directors or executive officers of the Company, and such other officers or former officers and the current auditor or former auditors of the Company or its related bodies corporate as the Directors in each case determine to the extent permitted by law. The Company will be required to maintain such insurance so far as it is available at a reasonable cost which contains the kinds of cover, terms and conditions, exclusions and additional cover commonly included in a "D&O Policy" (as defined in the deeds of access, insurance and indemnity) for a company operating the sorts of businesses that are carried on by Leo Lithium and having regard to Leo Lithium's circumstances at the time.

Pursuant to the Constitution, the Company may purchase and maintain insurance for the current and former Directors, alternate Directors or executive officers of the Company, and such other officers or former officers and the current auditor or former auditors of the Company or its Related Bodies Corporate as the Directors in each case determine to the extent permitted by law. Under the deed of access, insurance and indemnity, the Company must maintain such insurance for the period from the date of the deed until seven years after the Director ceases to hold office of the Company or Group Company. This seven-year period can be extended where certain proceedings or investigations commence before the seven-year period expires.

In this summary, "Group Company" means the Company, a subsidiary of the Company, any companies which are 50% or more owned directly or indirectly by any other Group Company, or any partnership or unincorporated joint venture in which any Group Company or a related body corporate of the Company has an interest of 50% or more.

(v) Directors' interests in Shares and other securities

The Directors are not required by the Constitution to hold any Shares.

As at the Prospectus Date, Firefinch owns 100% of the issued share capital of the Company.

Based on the intentions of and the number of Firefinch Shares held by the Directors as at the Prospectus Date, the Directors and their related entities will have the following interests in securities in the Company on admission:

Director	Shares		Voting power		Options
	In-Specie Distribution	Pro-rata Offer	Minimum Subscription	Maximum Subscription	
Alistair Cowden	6,502,463	881,263	0.66%	0.62%	1,000,000
Simon Hay	285,714	38,722	0.03%	0.03%	5,000,000
Amber Banfield	288,970	39,163	0.03%	0.03%	590,000
Rod Baxter	-	-	-	-	590,000
Brendan Borg	8,571,429	1,161,665	0.86%	0.81%	590,000
Mark Hepburn	1,492,303	202,248	0.15%	0.14%	590,000

**And/or their associated entities*

The number of:

- Shares set out in the table above represent the Shares expected to be distributed pursuant to the In-Specie Distribution and the maximum number of Shares that may be issued to the Directors under the Pro-rata Offer by reference to the number of Firefinch Shares held by the Directors as at the Prospectus Date. As at the Prospectus Date, the Directors have indicated they intend to take up some or all of their Allocation under the Pro-rata Offer. The Directors may also participate in the Shortfall Offer. However, the table above does not take into account any Shares that the Directors apply for and are issued under the Shortfall Offer.

- Options set out in the table above reflects the total amount of Options each Director has been invited to apply for under the Ancillary Offer. No amount is payable by the Directors for these Options. The terms of these Options are set out in Section 6.7, Attachment D and Attachment E.

Final shareholdings held directly or indirectly by the Directors (and their associated entities) will be notified to ASX following Listing.

(vi) Other information about Directors' interests and benefits

Directors may also be reimbursed travel and other expenses incurred in attending to company affairs, including attending and returning from general meetings or meetings of the Board or committees of the Board. A Director who performs additional or special duties for the Company at the request of the Board may be paid such additional or special remuneration (as determined by the Board).

There are no retirement benefit schemes for Directors, other than statutory superannuation contributions.

5.5 Executive remuneration

They key management personnel of the Company are Simon Hay (Managing Director) and Alan Rule (Acting Chief Financial Officer). Their employment arrangements are set out below.

(a) Managing Director

Term	Description
Employer	Leo Lithium Limited
Remuneration and other benefits	$625,000 per annum plus statutory superannuation Short term Incentive (**STI**) comprising 30% of fixed annual remuneration with a stretch target of 50% of fixed annual remuneration. The STI will be tested annually against financial and project development performance, environmental, social, safety and governance targets. The STI will be cash based. Mr Hay will be invited to apply for 5,000,000 Leo Lithium Options under the Ancillary Offer (further details of which are contained in Section 6.7).
Termination	Termination by either party by giving six months' notice
Restraints	Restrictive covenants for up to 6 months following termination on ordinary market terms for a managing director services agreement.

(b) Acting Chief Financial Officer

Term	Description
Employer	Leo Lithium Limited
Remuneration and other benefits	$370,000 per annum plus statutory superannuation
Termination	Mr Rule's employment ends on 8 July 2022, unless terminated before that date by either party giving four weeks' notice or with immediate effect for cause.
Restraints	6 months from the date of termination.

5.6 Awards Plan

Prior to the Prospectus Date, the Company has established the Leo Lithium Limited Awards Plan (**Awards Plan**) to assist in the motivation, retention and reward of certain employees and Executive Directors engaged by the Company or any of its subsidiaries. The Awards Plan is designed to align the interests of participants more closely with the interests of Shareholders. All awards granted under the Awards Plan to participants will be Performance Rights or Options.

Under the Awards Plan, the Board may offer the opportunity to full-time or part-time employees, certain contractors or Directors of a Group Company or their eligible nominees to participate in

the Awards Plan and subscribe for such number of Awards as the Board may decide and on the terms set out in the rules of the Awards Plan. Awards issued under the Awards Plan will be offered on the basis of the Board's view of the contribution of the Eligible Person to a Group Company.

Awards may be issued subject to exercise conditions or performance hurdles, which must be satisfied (or waived) before either the Options can be exercised or the Performance Rights vest.

The Company will make offers of Options under the Ancillary Offer on and subject to terms of the Awards Plan of Options to the Directors on or around Completion, as described in Section 6.7.

A summary of the key terms of the Awards Plan are as follows:

Term	Description
Eligibility	Under the Awards Plan, the Board may offer the opportunity to full-time or part-time employees, certain contractors or Directors of a relevant Leo Lithium group member (Group Company) (**Eligible Employees**) or their eligible nominees to participate in the Awards Plan and subscribe for such number of Awards (as defined below) as the Board may decide and on the terms set out in the rules of the Awards Plan. Where such person accepts the invitation, he or she will become a participant under the Awards Plan (**Participant**). Awards issued under the Awards Plan will be offered on the basis of the Board's view of the contribution of the Eligible Employee to a Group Company.
Awards	The Company may offer or issue to Eligible Employees of the Company (or their nominated party): • Options – an option granted pursuant to the rules of the Awards Plan to subscribe for one Share upon and subject to the rules of the Awards Plan and the terms of the offer; • Performance Rights – conditional right issued to a participating Eligible Employee under the Awards Plan to receive a Share, subject to the terms of the offer and the rules of the Awards Plan; or • Shares – fully paid ordinary shares in the Company, together, the **Awards**.
Purpose	The purpose of the Awards Plan is to: • assist in the award, retention and motivation of Eligible Employees; • link the reward of Eligible Employees to performance and the creation of Shareholder value; • align the interests of Eligible Employees more closely with the interests of Shareholders by providing an opportunity for Eligible Employees to receive an equity interest in the form of Awards; • provide Eligible Employees with the opportunity to share in any future growth in the value of the Company; and

Term	Description
	• provide greater incentive for Eligible Employees to focus on the Company's long term goals.
Price	The Board has discretion to determine the issue price and / or exercise price of the Awards.
Plan administration	The Board may appoint for the proper administration and management of the Awards Plan such persons it considers desirable as may be necessary. The Board may make regulations and establish procedures for the administration and management of the Awards Plan.
Vesting and exercise of Awards	Awards may be issued subject to exercise conditions or performance hurdles, which must be satisfied (or waived) before either the Options can be exercised or the Performance Rights vest. The Awards held by a participating Eligible Employee will vest in and become exercisable upon satisfaction of the vesting conditions specified in the offer and in accordance with the rules of the Awards Plan. Vesting conditions may be waived at the discretion of the Board.
Adjustment to terms of exercise	The Board will have the power to make adjustments to or vary the terms of exercise of an Option or a Performance Right, including reducing or waiving the vesting conditions in whole or part at any time and in any particular case. All variations or adjustments will be subject to the requirements of the Corporations Act and/or the Listing Rules (including shareholder approval). No adjustment or variation to the terms of exercise of an Option or Performance Right will be made without the consent of the Participant who holds the relevant Option or Performance Right if such adjustment or variation would have a materially prejudicial effect upon the Participant, other than an adjustment or variation introduced primarily: • for the purpose of complying with or conforming to present or future applicable laws governing or regulating the maintenance or operation of the Awards Plan or like plans; • to correct any manifest error or mistake; or • to enable a member of the Group to comply with the Corporations Act, the Listing Rules, applicable foreign law, or a requirement, policy or practice of the ASIC or other foreign or Australian regulatory body.
No hedging	A Participant may not enter into any arrangement for the purpose of hedging or otherwise affecting their economic exposure to any unvested Shares.
Lapse of Performance Rights	A Performance Right will not vest and will lapse if: • the vesting conditions attaching the Performance Rights have not been satisfied, reached or met in accordance with its terms or is not capable of being satisfied, reached or met; or • the person ceases to be employed by the Company or ceases to hold office

Term	Description
	in the Company, subject to certain exceptions.
Ranking of Shares	Unless otherwise determined by the Board at the time of an offer, all Shares issued pursuant to the offer will rank equally with existing Shares on and from their date of issue.
Transfer restrictions	Subject to the Listing Rules, the Company must refuse to register a paper-based transfer, and must apply or cause to be applied a holding lock to prevent a transfer, of any Shares to which share vesting conditions attach, and the Board on behalf of the Company may take any other steps that it considers necessary or appropriate, to enforce and give effect to any dealing restrictions under the share vesting conditions.
Change of control	In the event a takeover bid is made to acquire all of the issued Shares, or a scheme or arrangement, selective capital reduction or other transaction is initiated which has an effect similar to a full takeover bid, all unvested Shares, Options and Performance Rights will vest and become immediately exercisable with such vesting deemed to have taken place immediately prior to the effective date of the change of control event, regardless of whether or not the employment, engagement or office of the Participant is terminated or ceases in connection with the change of control event.
Cashless exercise	In lieu of paying the aggregate exercise price to purchase Shares, the board may permit a Participant to elect to receive, without payment of cash or other consideration, upon surrender of the applicable portion of exercisable Options or Performance Rights to the Company, a number of Shares determined in accordance with the following formula: $A = \frac{B(C - D)}{C}$ where: A = the number of Shares (rounded down to the nearest whole number) to be issued to the Participant; B = the number of Shares otherwise issuable upon the exercise of the Option or Performance Right (as applicable) or portion of the Option or Performance Right (as applicable) being exercised; C = the market value of one Share determined as of the date of delivery to the Company secretary of: • the certificate of the Options of Performances Rights; • a notice of exercise of an Option or Performance Right signed by the Participant; and D = the exercise price.
Appointment of	The Board may at any time:

Term	Description
trustee	• appoint a trustee on any terms and conditions to do all such things and perform all such functions to operate and administer the Awards Plan, including to acquire and hold Shares on behalf of Participants, for transfer to future Participants or otherwise for the purposes of the Awards Plan; and • establish a trust for the above purpose.
Adjustments	If there is a reorganisation of the issued share capital of the Company (including a consolidation, sub-division or reduction of capital or return of capital to Shareholders), then the rights of the Participant will be adjusted in a manner required by the Listing Rules.
Variation of Share Capital	If there is a reorganisation of the issued capital of the Company (including a consolidation, subdivision, reduction or return) then the rights of a Participant (including the number of Options or Performance Rights to which each Participant is entitled and the exercise price of the Option or Performance Right) will be changed to the extent necessary to comply with the Listing Rules applying to a reorganisation of capital at the time of the reorganisation.
Amendments to the Plan	Subject to the Listing Rules, the Board may amend all or any provisions of the rules in the Awards Plan, by an instrument in writing, provided that rights or entitlements in respect of any Share, Option or Performance Right granted before the date of amendment will not be reduced or adversely affected unless prior written approval from the affected Participant(s) is obtained.

5.7 Related party transactions

Other than the Managing Director employment agreement, director appointment letters, deeds of access, insurance and indemnity, the Demerger Deed, the Transitional Services Agreement, the Loan Agreement, and the offer of Options under the Ancillary Offer, details of which are outlined in this Section 5, Section 6.7 and Section 7.3, the Company is not party to any related party transactions.

The Company considers that the related party transactions outlined above have either proceeded on an “arm’s length” basis or constitute reasonable remuneration.

5.8 Corporate governance

This Section 5.8 explains how the Board oversees the management of the Company’s business. The Board is responsible for the overall corporate governance of the Company, including establishing and monitoring key performance goals. The Board monitors the operational and financial position and performance of the Company and oversees its business strategy, including approving the strategic goals of the Company.

The Board is committed to maximising performance, generating appropriate levels of Shareholder value and financial return, and sustaining the growth and success of the Company. In conducting the Company’s business with these objectives, the Board seeks to ensure that the Company is properly managed to protect and enhance Shareholder interests, and that the Company and its Directors, officers and personnel operate in an appropriate environment of corporate governance. Accordingly, the Board has created a framework for managing the Company, including adopting relevant internal controls, risk management processes and

corporate governance policies and practices which it believes are appropriate for the Company's business and which are designed to promote the responsible management and conduct of the Company.

The Company is seeking a listing on the ASX. The ASX Corporate Governance Council has developed and released its fourth edition of the Corporate Governance Principles and Recommendations for Australian listed entities in order to promote investor confidence and to assist companies in meeting stakeholder expectations. The ASX Recommendations are not prescriptions, but guidelines. Under the ASX Listing Rules, the Company will be required to provide a statement in its annual report disclosing the extent to which it has followed the ASX Recommendations in the reporting period. Where the Company does not follow a recommendation, it must identify the recommendation that has not been followed and give reasons for not following it and must also disclose what (if any) alternative governance practices it adopted in lieu of the recommendation during that period.

Prior to Completion, copies of the Company's Corporate Governance Statement, key policies and practices and the charters for the Board and each of its committees will (where applicable) be released to ASX or otherwise made available at www.leolithium.com.

5.9 The Board of Directors

The name and biographical details of the Board of Directors are contained in Section 5.1.

Each Director has confirmed to the Company that he or she anticipates being available to perform his or her duties as a Non-Executive Director or Executive Director without constraint having regard to their other commitments.

The Board considers an independent Director to be a Non-Executive Director who is free of any interest, position, association or relationship that might influence, or reasonably be perceived to influence, his or her capacity to bring an independent judgement to bear on issues before the Board and to act in the best interests of the Company and its security holders generally. The Board will consider the materiality of any given relationship on a case-by-case basis and has adopted guidelines to assist in this regard. The Board reviews the independence of each Director in light of interests disclosed to the Board from time to time. In assessing independence, the Board will have regard to the ASX Recommendations.

The Board Charter sets out guidelines of materiality for the purpose of determining independence of Directors in accordance with the ASX Recommendations and has adopted a definition of independence that is based on that set out in the ASX Recommendations.

The Board considers that each of Amber Banfield, Rod Baxter and Brendan Borg is free from any interest, position, association or relationship that might influence, or reasonably be perceived to influence, the independent exercise of the Director's judgement and that each of them is able to fulfil the role of independent Director for the purpose of the ASX Recommendations.

The Board considers each of Alistair Cowden and Mark Hepburn not to be independent due to their current directorships with Firefinch (being a substantial holder of Leo). Mr Simon Hay is currently considered by the Board not to be independent due to his role as Managing Director of the Company.

Accordingly, as at Listing, the Board will not consist of a majority of independent Directors as recommended in Recommendation 2.4 of the ASX Recommendations, with three Directors considered independent and three directors not considered independent. Despite this, the Board has considered the Company's immediate requirements as it transitions to an ASX listed company and is satisfied that the composition of the Board reflects an appropriate range of corporate memory, independence, skills and experience for the Company after Listing.

(a) Board charter

The Board Charter adopted by the Board sets out the responsibilities of the Board in greater detail. It provides that the Board should comprise Directors with the appropriate mix of skills, experience and expertise which are relevant to the Company's businesses and the Board's responsibilities. The Board Charter allows the Board to delegate powers and responsibilities to committees established by the Board. The Board retains ultimate accountability to Shareholders in discharging its duties.

(b) Board committees

The Board may from time to time establish appropriate committees to assist in the discharge of its responsibilities. The Board has established an Audit and Risk Committee, and a Remuneration and Nomination Committee. Other committees may be established by the Board as and when required. Membership of Board committees will be based on the needs of the Company, relevant legislative and other requirements, and the skills and experience of individual Directors.

(i) Audit and Risk Committee

The role of the Audit and Risk Committee is to assist the Board in fulfilling its responsibilities for corporate governance and overseeing the Company's financial reporting, internal control structure, risk management systems and internal and external audit functions. This includes confirming the quality and reliability of the financial information prepared by the Company, working with the external auditor on behalf of the Board and reviewing non-audit services provided by the external auditor to confirm they are consistent with maintaining external audit independence.

The Audit and Risk Committee oversees the establishment and approval of the Company's risk management framework for both financial and non-financial risks, including its strategy, procedures and system. The Audit and Risk Committee advice to the Board and reports on the status and management of the risks to the Company. The purpose of the Committee's risk management process is to assist the Board in relation to risk management policies, procedures and systems and ensure that risks are identified, assessed and appropriately managed.

At Listing, the Committee will comprise Amber Banfield (Chair), Mark Hepburn and Rod Baxter.

If the Company is included in the S&P/ASX300 Index on Listing, the Company will comply with the ASX Principles in relation to the composition and operation of the Audit and Risk Committee.

(ii) Remuneration and Nomination Committee

The role of the Remuneration and Nomination Committee is to assist the Board in fulfilling its responsibilities for corporate governance and overseeing the Company's nomination and remuneration policies and practices. This includes reviewing and making recommendations to the Board on remuneration packages and policies related to the Directors and senior executives.

The Remuneration and Nomination Committee is also responsible for reviewing and making recommendations to the Board in relation to incentive plans (including any equity plans). In addition, the Committee is responsible for reviewing and making recommendations in relation to the composition and performance of the Board and its committees and ensuring that adequate succession plans are in

place (including for the recruitment and appointment of Directors and senior management). Independent advice will be sought where appropriate.

At Listing, the Committee will comprise Rod Baxter (Chair), Brendan Borg and Alistair Cowden.

If the Company is included in the S&P/ASX300 Index on Listing, the Company will have a Remuneration and Nomination Committee comprised solely of non-executive directors.

5.10 Corporate governance policies

The Board has adopted the following corporate governance policies, each of which has been prepared having regard to the ASX Principles (where applicable).

(a) Disclosure Policy

Once listed, the Company will be required to comply with the continuous disclosure requirements of the ASX Listing Rules and the Corporations Act. Subject to the exceptions contained in the ASX Listing Rules, the Company will be required to immediately advise ASX of any information concerning the Company that a reasonable person would expect to have a material effect on the price or value of the Shares.

The Company has adopted a Disclosure Policy to take effect from Listing, which reinforces the Company's commitment to its continuous disclosure obligations, and describes the processes in place that enable the Company to provide Shareholders with timely disclosure in accordance with those obligations. Information will be communicated to Shareholders through the lodgement of all relevant financial and other information with ASX, and copies of the Company's announcements to ASX will be available on the Company's website.

(b) Shareholder Communication Policy

The Company aims to keep Shareholders informed of major developments affecting the Company. The Company recognises that potential investors and other interested stakeholders may wish to obtain information about the Company from time to time. To achieve this, the Company will communicate information regularly to Shareholders and other stakeholders through a range of forums and publications, including the Company's website, at the Company's Annual General Meeting and through the Company's Annual Report and ASX announcements.

(c) Securities Trading Policy

The Company has adopted a Securities Trading Policy that is intended to explain the types of conduct in relation to dealing in securities that are prohibited by law and establish procedures for the buying and selling of securities to ensure that public confidence is maintained in the reputation of the Company and the Company's Directors and employees, and in the trading of the Company's securities.

The Securities Trading Policy applies to the following people:

- key management personnel of the Company;
- other persons nominated by the Board; and
- connected persons of those persons noted in (i) and (ii) above. A connected person includes spouses, minor children/step-children, parent, unlisted entities of which the person is a director, trusts of which the person is a trustee and the person or a person

noted in (i) and (ii) is a beneficiary or any other person over whom those persons noted in (i) and (ii) above have significant influence or control,

(each a **Restricted Person**).

A Restricted Person must not deal in the Company's securities when they are aware of "inside" information. A Restricted Person must not deal in the Company's securities during any of the following blackout periods:

- commencing on the end of each financial quarter and ending on the next trading day after the date the Company's quarterly activity and cash flow reports have been released to ASX;
- commencing seven calendar days prior to the release of the half year and full year financial statements and ending on the next trading day after the date the Company's half year and full year financial statements have been released to ASX; and
- any other period that the Board specifies from time to time.

The Company may also impose ad-hoc restrictions to trading as it considers appropriate.

Restricted Persons must receive prior approval for any proposed dealing in the Company's securities outside of the above blackout periods (including any proposed dealing by one of their connected persons).

(d) Code of Conduct

The Company is committed to a high level of integrity and ethical standards in all business practices. Accordingly, the Board has adopted a formal Code of Conduct that outlines how it expects its representatives to behave and conduct business in the workplace and includes legal compliance and guidelines on appropriate ethical standards.

The Code of Conduct is designed to provide a benchmark for professional behaviour throughout the Company's business, support its business reputation and corporate image within the community and make the Company's Directors and employees aware of the consequences if they breach this policy.

(e) Confidentiality and Conflict of Interest Policy

The Company is committed to a high standard of corporate conduct and governance, which includes consideration of confidentiality and disclosure of conflicts of interest. Accordingly, the Board has adopted a Policy supplementary to the Code of Conduct which is intended to ensure this high standard of confidentiality and management of conflicts of interest. To achieve this, the Board will ensure that Directors maintain a high ongoing level of disclosure of real or potential conflicts of interest, with the ability to make disclosures in writing or in person at a Board meeting. These conflicts will then be assessed by the Board, Chairman or Lead Independent Director (as appropriate), who will then determine whether there is actual or perceived conflict and what measures need to be taken accordingly, or alternatively establish a committee consisting of Directors who are not associated with potentially conflicted shareholders. In addition the Policy also provides for records to be kept of all notifiable conflicts of interest which, in addition to these protocols, will be provided to new directors of the Company.

(f) Diversity and Inclusion Policy

The Board has approved a Diversity Policy, which sets out the Company's commitment to an inclusive and diverse workforce. The Board may set measurable objectives for achieving

gender diversity that are appropriate for the Company. If measurable objectives are established they, will be disclosed in the Company's corporate governance statement prepared in accordance with ASX Listing Rule 4.10.3.

(g) Whistleblower Protection Policy

The Company is committed to the highest standards of conduct and ethical behaviour in all of its business activities and to promoting and supporting a culture of honest and ethical behaviour, corporate compliance and good corporate governance. This policy has been adopted to provide a safe and confidential environment where concerns can be raised by whistleblowers without fear of reprisal or detrimental treatment.

(h) Anti-bribery and Corruption Policy

The Company is committed to complying with all laws of the jurisdictions in which it operates, including those relating to bribery and corruption. The Anti-Bribery and Corruption Policy sets out the responsibilities of the Company's personnel, including in their dealings with, and through, third parties. It addresses protection of the Company's personnel in seeking to comply with this policy and outlines the obligations of the Company's personnel with respect to bribes, contact with Government officials, gifts and hospitality, political and charitable contributions and facilitation payments.

6 Details of the Offer

6.1 The Offer

(a) Pro-rata Offer

This Prospectus invites Eligible Firefinch Shareholders to apply for up to 114.35 million Shares at an issue price of $0.70 per Share to raise up to $80 million (before costs) under the Pro-rata Offer.

The Pro-rata Offer is an offer to Eligible Firefinch Shareholders on the basis of 1 Leo Lithium Share for every 10.33 Firefinch Shares held at 5.00pm on the Record Date. Fractional allocations will be rounded down to the nearest whole number.

The Shares to be issued under the Pro-rata Offer are of the same class and will rank equally with the existing Shares on issue. The rights and liabilities attached to the Shares are further described in Section 7.4.

Applications for Shares under the Pro-rata Offer must be made on the personalised Application Form or via the Company's offer website at https://leooffer.thereachagency.com. Applications for Shares under the under the Pro-rata Offer must be received by the Company on or before the Closing Date. Persons wishing to apply for Shares under the Pro-rata Offer should refer to Section 6.14 for further details and instructions.

(b) Shortfall Offer

Shares not taken up by Eligible Firefinch Shareholders under the Pro-rata Offer will form the Shortfall Offer.

The Shortfall Offer is a separate offer made under this Prospectus. The issue price of any Shares offered under the Shortfall Offer will be $0.70 per Share, being the issue price at which Shares have been offered to Eligible Firefinch Shareholders under the Pro-rata Offer.

Shares will only be issued under the Shortfall Offer if the Pro-rata Offer is undersubscribed and will only be issued to the extent necessary to make up any Shortfall.

The Shortfall Offer will remain open until the Shortfall Offer Closing Date (or such shorter period as determined by the Directors).

Shares not subscribed for under the Pro-rata Offer may be allocated to Eligible Firefinch Shareholders or Eligible Institutional Investors who subscribe for Shares under the Shortfall Offer subject to the following allocation policy:

- The Company will give Eligible Firefinch Shareholders priority over the allocation of any Shortfall up to a maximum of 14.29 million Shortfall Shares.
- The Board, in agreement with the Joint Lead Arrangers, otherwise reserves full discretion to allocate the Shortfall to Eligible Firefinch Shareholders or Eligible Institutional Investors. In exercising its discretion to issue any Shortfall Shares to Eligible Institutional Investors, the Board will take into account a number of factors, including:
  - recommendations of the Joint Lead Arrangers to place the Shortfall; and

- ensuring the Company has an appropriate and optimal Shareholder base, which may be achieved through the introduction of new investors.

- The Board may elect to cap the number of Shares that are allotted to participants under the Shortfall Offer, having regard to:
  - the number of Shares that an Eligible Firefinch Shareholder is entitled to subscribe for pursuant to its Allocation under the Pro-rata Offer relative to the number of Shares that it has applied for under the Shortfall Offer;
  - the total number of Shares available for subscription under the Shortfall Offer; and
  - the number of Shares held by an Eligible Firefinch Shareholder after completion of the Pro-rata Offer.
- The number of Shares available under the Shortfall Offer will not exceed the Shortfall under the Pro-rata Offer.
- No Shares will be issued to an Eligible Firefinch Shareholder or new investor under the Shortfall Offer which would, if issued, result in them increasing their voting power in the Company above 20%.
- No Shares will be issued under the Shortfall Offer if their issue would contravene any applicable law or Listing Rule.

There is no guarantee of any allocation of Shares under the Shortfall Offer, or that applications for Shares under the Shortfall Offer will be satisfied in full. Excess Applications Monies for the Shortfall Offer will be refunded without interest.

It is a term of the Shortfall Offer that, if the Company scales back applications for Shares under the Shortfall Offer in accordance with the allocation policy described above, the Applicant will be bound to accept such lesser number allocated to them.

Subject to the above, the Directors reserve the right to issue the Shares under the Shortfall Offer at their discretion.

The Shares to be issued under the Shortfall Offer are of the same class and will rank equally with the existing Shares on issue. The rights and liabilities attached to the Shares are further described in Section 7.4.

(c) Firefinch Offer

The Firefinch Offer is a separate offer under this Prospectus. It is an offer to Firefinch only of up to 28.57 million Shares at an issue price of $0.70 per Share (being the same issue price for the Pro-rata Offer) to raise up to $20 million.

Firefinch will subscribe for such number of Shares under the Firefinch Offer that will result in it holding a 20% interest in the Company on Listing, having regard to the number of Shares applied for under the Pro-rata Offer and the Shortfall Offer, and taking into account the Shares that Firefinch will retain in the Company following the Demerger.

For example, if the Company raises:

- the Minimum Subscription, Firefinch will subscribe for and be issued 14.29 million Shares under the Firefinch Offer for $10 million; and

- the Maximum Subscription, Firefinch will subscribe for and be issued 28.57 million Shares under the Firefinch Offer for $20 million.

The Firefinch Offer opens on the Opening Date and closes on the Firefinch Offer Closing Date. In order to apply for Shares under the Firefinch Offer, Firefinch must complete and return the personalised Application Form to the Share Registry before the Firefinch Offer Closing Date.

The Shares to be issued under the Firefinch Offer are of the same class and will rank equally with the existing Shares on issue. The rights and liabilities attached to the Shares are further described in Section 7.4.

6.2 Eligibility to participate in the Offer

(a) Eligible Firefinch Shareholders

The Pro-rata Offer and Shortfall Offer are open to Eligible Firefinch Shareholders, being those persons who:

- are registered as a holder of Firefinch Shares at 5.00pm (Perth time) on the Record Date; and
- have a registered address in an Eligible Country.

The Offer is not being extended to any Firefinch Shareholder with a registered address outside of an Eligible Country (**Ineligible Firefinch Shareholder**). The Company has determined that making the Offer to Ineligible Firefinch Shareholders is not reasonable in the circumstances, taking into account the small number of Ineligible Firefinch Shareholders and the number and value of New Shares that would have been offered to those Ineligible Firefinch Shareholders.

The number of Shares to which an Ineligible Firefinch Shareholder would otherwise be entitled to apply for under the Pro-rata Offer will not be issued to such Firefinch Shareholder and, instead, will form the Shortfall Offer.

(b) Eligible Institutional Investors

Any Shortfall Shares that are not placed to Eligible Firefinch Shareholders under the Shortfall Offer in accordance with the Shortfall Offer allocation policy outlined in Section 6.1(b) will be offered to new Eligible Institutional Investors, being an investor to whom the Joint Lead Arrangers believe offers and issues of Shortfall Shares may lawfully be made without the need for disclosure to investors under Chapter 6D of the Corporations Act (including, in Australia, wholesale clients (under Section 761G of the Corporations Act) who are also either professional investors or sophisticated investors within the meaning in the Corporations Act) or, if that person is outside of Australia, an institutional or professional investor in Canada (British Columbia, Ontario and Quebec provinces only), Hong Kong, New Zealand, Mauritius, Singapore or the United Kingdom under the laws of that jurisdiction without need for any lodgement, registration, approval or filing with a Government Agency (except Canada, where a notice reporting any sales of securities must be filed with the relevant provincial securities regulator).

6.3 Conditions to the Offer

Completion of the Offer is subject to the following conditions:

(a) the Company raising the Minimum Subscription;

(b) implementation of the Demerger in accordance with the Notice of Meeting, which includes, amongst other things, a requirement for Firefinch to obtain shareholder approval

to undertake the In-Specie Distribution and Firefinch receiving a favourable draft class ruling or other ATO confirmation (to the satisfaction of Firefinch));

(c) ASX granting conditional approval for the Company's Listing on conditions satisfactory to the Company; and

(d) to the extent required by ASX or the ASX Listing Rules, certain persons entering into a restriction agreement imposing such restrictions on trading on the Company's securities as required by the ASX Listing Rules.

If any of these conditions are not satisfied or waived (as applicable), the Company will not proceed with the Offer and the Company will repay all Application Monies received under the Offer to the Applicants (without interest) in accordance with the Corporations Act.

6.4 Minimum Subscription

The minimum subscription under the Offer is $50 million (before costs) (being the issue of 71.43 million Shares) (**Minimum Subscription**).

If the Minimum Subscription is not raised within four months of the Prospectus Date (or such period as varied by ASIC), the Company will not proceed with the Offer and will either repay the Application Monies (without interest) to Applicants or issue a supplementary prospectus or replacement prospectus and allow Applicants one month to withdraw their Applications and have their Application Monies returned to them (without interest).

6.5 Purpose of the Offer

The principal purposes of the Offer are to:

- raise funds for the purposes set out in Section 6.6;
- satisfy the requirements for the admission of the Company to the Official List, which in turn will provide the Company with access to equity capital markets and a liquid market for its Shares; and
- provide the Company's business with the benefits of an increased profile that arises from being a listed entity.

6.6 Proposed use of proceeds of the Offer

The proceeds of the Offer will be received by the Company and applied as set out in the table below.

Item	Minimum Subscription	Maximum Subscription
Source of funds		
Proceeds from the Offer	$50 million	$100 million
Total sources	**$50 million**	**$100 million**

Item	Minimum Subscription	Maximum Subscription
Use of funds		
Stage 1 development capital costs for the Goulamina Lithium Project	$18 million	$60 million
Transaction costs associated with the Offer, formation of the Goulamina Joint Venture and the Demerger	$5 million	$5 million
Repayment of amounts payable under the Loan Agreement	$10 million	$10 million
Working capital, exploration and other expenses	$17 million	$25 million
Total uses	**$50 million**	**$100 million**

If the Company raises more than the Minimum Subscription but less than the Maximum Subscription, priority will be given to development capital costs for Stage 1 of the Goulamina Lithium Project.

The above table is a statement of current intentions as at the Prospectus Date. Investors should note that, as with any budget, the allocation of funds set out in the above table may change depending on a number of factors, including market conditions, the development of new opportunities and/or any number of other factors (including the risk factors outlined in Section 4), and actual expenditure levels may differ significantly from the above estimates. The use of further debt or equity funding may be considered by the Board where appropriate.

To the extent funds raised through the Offer are not sufficient for the Company's objectives, the Company expects to source additional equity and debt, with the funding mix and amount to be determined at the appropriate time.

No additional funds will be raised from the Ancillary Offer.

6.7 Ancillary Offer

Pursuant to this Prospectus, the Company also offers the following Options under the Ancillary Offer:

(a) Simon Hay, Managing Director, will be offered 5,000,000 Managing Director Options.

(b) The Directors (other than Simon Hay) will be offered a total of 3,360,000 Company Options, as set out in the following table:

Proposed Option holder	Number of Company Options
Alistair Cowden	1,000,000
Amber Banfield	590,000
Rod Baxter	590,000
Brendan Borg	590,000
Mark Hepburn	590,000
Total	**3,360,000**

Attachment D and Attachment E of this Prospectus set out the terms of the Managing Director Options and Company Options (respectively) to be issued under the Ancillary Offer.

The Board intends to apply any funds received on the exercise of the Options towards the cost of its intended activities and general working capital purposes.

The Ancillary Offer is an offer to Directors only. Only the Directors may apply for the Options under the Ancillary Offer.

Completion of the Ancillary Offer is conditional on satisfaction or waiver (as applicable) of the conditions to the Offer. If that condition is not satisfied, the Company will not proceed with the Ancillary Offer.

A personalised application form will be issued to the Directors together with a copy of this Prospectus (**Ancillary Offer Application Form**). The Company will only provide Ancillary Offer Application Forms to the Directors.

The Ancillary Offer opens on the Opening Date. In order to apply for the issue of Options under the Ancillary Offer, each Director (or its nominee) must complete and return the personalised Ancillary Offer Application Form to:

Company Secretary
Leo Lithium Limited
Level 3, 31 Ventnor Avenue
West Perth, Western Australia 6005
Australia

All completed Ancillary Offer Application Forms must be returned so that it is received by the Company by no later than 5.00pm (Perth time) on the Closing Date. If the Ancillary Offer Application Form is not returned by an applicant by this time and date, then the Ancillary Offer with respect to that applicant will lapse.

As noted below in Section 6.22, the Options to be issued to the Directors under the Ancillary Offer will be subject to mandatory escrow restrictions for 24 months following Listing.

6.8 Capital structure

The table below provides a summary of the capital structure of the Company as at the Prospectus Date and on Listing. It assumes all Directors subscribe for all Options offered to them under the Ancillary Offer.

Capital structure	Shares	Options
Existing securities on issue	1,054,681,447	-
Shares to be issued under the Offer		
Minimum Subscription	71,433,426	-
Maximum Subscription	142,922,175	-
Options to be issued under the Ancillary Offer	-	8,360,000
Total number of securities on issue on Listing		
Minimum Subscription	1,126,114,873	8,360,000
Maximum Subscription	1,197,603,622	8,360,000

In the opinion of the Company, the free float of Shares at the time of Listing on the Official List will be no less than 20% of the Shares on issue at that time.

6.9 Substantial shareholders

Based on the information known as at the Prospectus Date, on Listing the following entity will have an interest in 5% or more of the Shares on issue:

Name	Number of Shares		Proportion of Shares on issue	
	Minimum Subscription	Maximum Subscription	Minimum Subscription	Maximum Subscription
Firefinch[5]	14,285,714	28,571,428	20%	20%

6.10 Control implications of the Offer

The Directors do not expect any Shareholder to control (as defined in section 50AA of the Corporations Act) the Company on Completion.

[5] See Section 6.1(c) for further information.

6.11 Working capital

Assuming the Minimum Subscription is raised, the Directors believe that the Company will have sufficient working capital available at the time of its admission to the Official List to fulfil the purposes of the Offer and carry out its stated objectives.

To the extent funds raised through the Offer are not sufficient for the Company's objectives, the Company expects to source additional equity and debt, with the funding mix and amount to be determined at the appropriate time.

6.12 Joint Lead Arrangers

Macquarie Capital (Australia) Limited, Canaccord Genuity (Australia) Limited and Euroz Hartleys Limited are acting as Joint Lead Arrangers to the offer of any Shortfall Shares to Eligible Institutional Investors under the Shortfall Offer. A summary of the Arranger Agreement is set out in Section 7.3.

6.13 Underwriting

The Offer is not underwritten.

6.14 Terms and conditions of the Offer

Topic	Summary
What is the type of security being offered?	Shares (being fully paid ordinary shares in the Company).
What are the rights and liabilities attached to the security being offered?	A description of the Shares, including the rights and liabilities attaching to them, is set out in Section 7.4 below.
What is the consideration payable for each security being offered?	The Offer Price is $0.70 per Share.
What is the Offer Period?	The key dates, including details of the Offer Period, are set out in the "Important Dates" section on page 5. The important dates are indicative only and may change. Unless otherwise indicated, all times are stated in Perth time. The Company, in consultation with the Joint Lead Arrangers, reserves the right to vary any and all of the times and dates without notice (including, subject to the ASX Listing Rules and the Corporations Act, to close the Offer early, to extend the Offer Period relating to any component of the Offer, or to accept late Applications, either generally or in particular cases, or to cancel or withdraw the Offer before Completion, in each case without notifying any recipient of this Prospectus or any Applicant. If the Offer is cancelled or withdrawn before Completion, then all Application Monies will be refunded in full (without interest) as soon as possible in accordance with the requirements of the Corporations Act.

Topic	Summary
	No securities will be issued on the basis of this Prospectus later than the expiry date of 13 months after the Prospectus Date.
What are the cash proceeds to be raised?	The proceeds to be raised from investors under the Offer is the Minimum Subscription of $50 million and the Maximum Subscription of $100 million.
Is the Offer underwritten?	No
Conditions of the Offer	The conditions of the Offer are as follows: • the Company raising the Minimum Subscription; • implementation of the Demerger in accordance with the Notice of Meeting, which includes, amongst other things, a requirement for Firefinch to obtain shareholder approval to undertake the In-Specie Distribution and Firefinch receiving a favourable draft class ruling or other ATO confirmation (to the satisfaction of Firefinch); • ASX granting conditional approval for the Company's Listing on conditions satisfactory to the Company; and • to the extent required by ASX or the ASX Listing Rules, certain persons entering into a restriction agreement imposing such restrictions on trading on the Company's securities as required by the ASX Listing Rules. If any of these conditions are not satisfied or waived (as applicable), the Company will not proceed with the Offer and the Company will repay all Application Monies received under the Offer to the Applicants (without interest) in accordance with the Corporations Act.
Will the securities be quoted on the ASX?	The Company has applied to ASX for admission to the Official List of, and quotation of its Shares by, ASX under the code "LLL". Completion is subject to ASX approving this application on conditions satisfactory to the Company. If approval is not given by ASX within three months after such application is made (or any longer period permitted by law), the Offer will be withdrawn and all Application Monies received will be refunded without interest as soon as practicable in accordance with the requirements of the Corporations Act. The Company will be required to comply with the Listing Rules, subject to any waivers obtained by the Company from time to time. ASX takes no responsibility for the contents of this Prospectus or the investment to which it relates. The fact that ASX may admit the Company to the Official List is not to be taken as an indication of the merits of the Company or the Shares offered under the Offer.
When are the securities expected to commence	It is expected that trading of the Shares on ASX will commence on or

Topic	Summary
trading?	about 16 June 2022. It is the responsibility of each Applicant to confirm their holding before trading in Shares. Applicants who sell Shares before they receive an initial holding statement do so at their own risk. The Company and the Joint Lead Arrangers disclaim all liability, whether in negligence or otherwise, to persons who sell Shares before receiving their initial holding statement, whether on the basis of a confirmation of allocation provided by any of them, by the Offer Information Line, by a Broker or otherwise.
When will I receive confirmation of whether my Application has been successful?	It is expected that initial holding statements will be sent to Successful Applicants on or about 10 June 2022. Refunds (without interest) to Applicants who make an Application and receive an allocation of Shares, the value of which is smaller than the amount of the Application Monies, will be made as soon as practicable after Completion.
Are there any escrow arrangements?	Yes. Details are provided in Section 6.22
Has any ASIC relief or ASX waiver or modification been obtained or been relied on?	Yes. Details are provided in Section 7.9.
Are there any taxation considerations?	Yes. Details are provided in Section 7.10. Given the taxation and stamp duty consequences of an investment will depend upon the investor's particular circumstances, it is the obligation of each investor to make their own enquiries (including consulting independent tax advisers) concerning the taxation and stamp duty consequences of an investment in Shares. If you are in doubt as to the course you should follow, you should consult your stockbroker, solicitor, accountant, tax adviser or other independent and qualified professional investor.
Are there any brokerage, commission or stamp duty considerations?	No brokerage, commission or stamp duty is payable by Applicants on the acquisition of Shares under the Offer. See Sections 5.4(a) and 7.3 for details of fees payable by the Company to the Joint Lead Arrangers.
Do I need to provide anything in addition to the Application Form?	All Application Forms must be completed in accordance with their instructions and must be accompanied by payment in Australian dollars for the full amount of the Application at $0.70 per Share in accordance with the instructions set out in Section 6.15.
Do any representations or warranties apply?	Yes. Each Applicant will be taken to have agreed to or otherwise given the applicable declarations, acknowledgments, representations and warranties contained in Section 6.16.
What should you do with any	If you have any questions in relation to the Offer, contact the Offer Information Line on 1300 850 505 (toll free within Australia) or +61 3

Topic	Summary
enquiries?	9415 4000 (outside Australia) between 8:30am and 5:00pm (Sydney time), Monday to Friday, during the Offer Period. If you have any questions about whether to invest in the Company, you should seek professional advice from your accountant, financial adviser, stockbroker, lawyer or other professional adviser before deciding whether to invest.

6.15 How to apply

A copy of this Prospectus along with information about how to apply under the Offer is available online on the offer website at the Company's offer website https://leooffer.thereachagency.com. The Company encourages you to carefully read the Prospectus before making your investment decision, noting you will be bound by the terms and conditions in the Prospectus if you choose to participate.

If you are an Eligible Firefinch Shareholder and wish to acquire Shares under the Offer, you may either:

- take up all of your Allocation under the Pro-rata Offer;
- take up part of your Allocation under the Pro-rata Offer; or
- take up all of your Allocation under the Pro-rata Offer and also apply for Shares under the Shortfall Offer.

If you seek to take up part of your Allocation under the Pro-rata Offer, and your Allocation is greater than 2,000 Shares, applications by Eligible Firefinch Shareholders under the Pro-rata Offer must be for a minimum for 2,000 Shares and then in increments of 1,000 Shares.

Applications under the Shortfall Offer by Eligible Firefinch Shareholders and new investors must be for a minimum of 2,000 Shares ($1,400).

Eligible Firefinch Shareholders are under no obligation to:

- take up all or part of their Allocation under the Pro-rata Offer; or
- apply for any Shares under the Shortfall Offer.

Applicants can apply for Shares under the Offer online via the Company's offer website at https://leooffer.thereachagency.com and pay directly via BPAY®. This is the fastest and easiest way to apply.

If you are unable to pay via BPAY® or access the Company's website to complete the online Application Form, please contact the Offer Information Line on 1300 850 505 (toll free within Australia) or +61 3 9415 4000 (outside Australia) between 8:30am and 5:00pm (Sydney time), Monday to Friday, during the Offer Period.

If you make a payment by BPAY® or direct transfer (as applicable), you are taken to make the certifications, representations and warranties described in this Prospectus.

Please note that your financial institution may apply limits on the use of your BPAY® or direct transfers (as applicable) and that you should make enquiry about the limits that apply in your personal circumstances.

If you do not provide the exact amount, the Company reserves the right to issue you a lesser number of Shares and (if necessary) return a portion of your funds. No interest will be paid on money returned.

No brokerage, stamp duty or other costs are payable by Applicants.

The Application Form and related payment must be completed and received by no later than the Closing Date for the Pro-rata Offer, the Shortfall Offer Closing Date for the Shortfall Offer, or the Firefinch Offer Closing Date for the Firefinch Offer. The Offer may be closed at an earlier date and time at the discretion of the Directors, without prior notice. Applicants are therefore encouraged to submit their Application Forms and payment as early as possible. However, the Company reserves the right to extend the Offer or accept late Applications.

6.16 Acknowledgements

Each Applicant under the Offer will be deemed to have:

- agreed to become a member of the Company and to be bound by the terms of the Constitution and the terms and conditions of the Offer;
- acknowledged having personally received a printed or electronic copy of the Prospectus (and any supplementary or replacement prospectus) including or accompanied by the Application Form and having read them all in full;
- declared that all details and statements in their Application Form are complete and accurate;
- declared that the Applicant(s), if a natural person, is/are over 18 years of age;
- acknowledged that, once the Company, the Share Registry or a Broker receives an Application Form (including electronically), it may not be withdrawn;
- applied for the number of Shares at the Australian dollar amount shown on the front of the Application Form;
- agreed to being allocated and issued the number of Shares applied for (or a lower number allocated in a way described in this Prospectus), or no Shares at all;
- authorised the Company and the Joint Lead Arrangers and their respective officers or agents, to do anything on behalf of the Applicant(s) necessary for Shares to be allocated to the Applicant(s), including to act on instructions received by the Share Registry upon using the contact details in the Application Form;
- acknowledged that, in some circumstances, the Company may not pay dividends, or that any dividends paid may not be franked;
- acknowledged that the information contained in this Prospectus (or any supplementary or replacement prospectus) is not financial product advice or a recommendation that Shares are suitable for the Applicant(s), given the investment objectives, financial situation or particular needs (including financial and tax issues) of the Applicant(s);
- declared that the Applicant(s) is/are a resident or domiciled in Australia or, if outside Australia, is an Eligible Firefinch Shareholder in another Eligible Country;

- acknowledged and agreed that the Offer may be withdrawn by the Company or may otherwise not proceed in the circumstances described in this Prospectus; and

- acknowledged and agreed that if Listing does not occur for any reason, the Offer will not proceed.

Each Applicant under this Prospectus or the International Offering Circular will be taken to have represented, warranted and agreed as follows:

- it understands that the Shares have not been, and will not be, registered under the US Securities Act or the securities laws of any State of the United States and may not be offered, sold or resold, pledged, transferred in the United States, except in accordance with US Securities Act regulation requirements or in a transaction exempt from, or not subject to, registration under the US Securities Act and any other applicable state securities laws;

- is resident or domiciled in Australia or, if outside Australia, is an Eligible Firefinch Shareholder in another Eligible Country; and

- it has not sent and will not send the Prospectus or any other material relating to the Offer to any person in the United States or elsewhere outside Australia.

6.17 Restrictions on distributions

No action has been taken to register or qualify this Prospectus, the Shares, the Options to be issued under the Ancillary Offer or the Offer or otherwise to permit an offering of the Shares in any jurisdiction outside Australia.

This Prospectus does not constitute an offer or invitation to apply for securities in the Company in any jurisdiction in which, or to any person to whom, it would not be lawful to make such an offer or invitation or issue under this Prospectus.

This Prospectus may not be released or distributed in the United States, except by the Company to Eligible Firefinch Shareholders, and may only be distributed to persons in other countries to whom the Offer may lawfully be made in accordance with the laws of any applicable jurisdiction.

This Prospectus does not constitute an offer to sell, or a solicitation of an offer to buy, securities in the United States. The Shares have not been, and will not be, registered under the US Securities Act or the securities laws of any state of the United States and may not be offered or sold in the United States except in accordance with an exemption from, or in a transaction not subject to, the registration requirements of the Securities Act and applicable US state securities laws.

6.18 Discretion regarding Offer

The Company may withdraw the Offer at any time before the issue of Shares to Successful Applicants under the Offer. If the Offer, or any part of the Offer, does not proceed, all relevant Application Monies will be refunded (without interest).

The Company, in consultation with the Joint Lead Arrangers, also reserves the right, subject to the Corporations Act, to extend the Offer or any part of it, accept late Applications or bids either generally or in particular cases, reject any Application or bid.

Subject to the allocation policy outlined in Section 6.1(b), the Directors will allocate Shortfall Shares at their sole discretion. There is no assurance that any Applicant will be allocated any Shortfall Shares, or the number of Shortfall Shares for which it has applied. The Company also

reserves the right to reject any Application or to issue a lesser number of Shortfall Shares than those applied for. Where the number of Shortfall Shares issued is less than the number applied for, surplus Application Monies will be refunded (without interest) as soon as reasonably practicable after the Shortfall Offer Closing Date.

6.19 ASX listing, registers and holding statements and deferred settlement

(a) Application for ASX listing and quotation of Shares

The Company has applied to ASX for admission to the Official List and quotation of the Shares on ASX under the code "LLL".

The ASX takes no responsibility for this Prospectus or the investment to which it relates. The fact that ASX may admit the Company to the Official List is not to be taken as an indication of the merits of the Company or the Shares offered for subscription.

If approval is not given within three months after such application is made (or any longer period permitted by law), the Offer will be withdrawn and all Application Monies received will be refunded without interest, as soon as practicable in accordance with the requirements of the Corporations Act.

Upon Listing, the Company will be required to comply with the Listing Rules, subject to any waivers obtained by the Company from time to time.

(b) CHESS and issuer sponsored holdings

The Company will apply to participate in ASX's Clearing House Electronic Subregister System (**CHESS**) and will comply with the Listing Rules and ASX Settlement Operating Rules. CHESS is an electronic transfer and settlement system for transactions in securities quoted on ASX under which transfers are effected in an electronic form.

When the Shares become approved financial products (as defined in ASX Settlement Operating Rules), holdings will be registered in one of two sub-registers, being an electronic CHESS sub-register or an issuer sponsored sub-register. For all Successful Applicants, the Shares of a Shareholder who is a participant in CHESS or a Shareholder sponsored by a participant in CHESS will be registered on the CHESS sub-register. All other Shares will be registered on the issuer sponsored sub-register.

Following Completion, Shareholders will be sent a holding statement that sets out the number of Shares that have been allocated to them. This statement will also provide details of a Shareholder's Holder Identification Number (**HIN**) for CHESS holders or, where applicable, the Securityholder Reference Number (**SRN**) of issuer sponsored holders. Shareholders will subsequently receive statements showing any changes to their Shareholding. Certificates will not be issued.

Shareholders will receive subsequent statements during the first week of the following month if there has been a change to their holding on the register and as otherwise required under the Listing Rules and the Corporations Act. Additional statements may be requested at any other time either directly through the Shareholder's sponsoring broker in the case of a holding on the CHESS sub-register or through the Share Registry in the case of a holding on the issuer sponsored sub-register. The Company and the Share Registry may charge a fee for these additional issuer sponsored statements.

6.20 Selling restrictions

This Prospectus does not constitute an offer of Shares in any jurisdiction in which it would be unlawful. In particular, this Prospectus may not be distributed to any person, and the Shares

may not be offered or sold, in any country outside Australia except to the extent permitted in the International Offering Circular. Eligible Firefinch Shareholders outside Australia may subscribe for Shares under the International Offering Circular.

6.21 Distribution of this Prospectus by nominees and custodians

Nominees and custodians may not distribute this document, and may not permit any beneficial shareholder to participate in the Offer, in any country outside Australia except, with the consent of the Company, to beneficial shareholders resident in certain other countries where the Company may determine it is lawful and practical to make the Offer.

6.22 Escrow arrangements

In connection with the Company's Listing, ASX will classify certain Shares and Options as "restricted securities" and impose mandatory escrow on these Shares and Options.

The tables below set out the number of Shares and Options that the Company expects will be subject to ASX imposed escrow and the corresponding escrow period. These figures remain subject to ASX's approval as part of the Company's application for Listing.

Shares

	Shares held on Completion	Shares held subject to escrow	Percentage of Shareholding subject to escrow[1]	Percentage of total Shares on issue subject to escrow	Escrow period from quotation
Firefinch					
Minimum Subscription	225,222,003 Shares	210,936,289 Shares	93.66%	18.73%	24 months
Maximum Subscription	239,507,717 Shares	210,936,289 Shares	88.07%	17.61%	24 months

1. The New Shares issued to Firefinch under the Firefinch Offer will not be subject to escrow restrictions.

Options

Director	Options held on Completion[1]	Options subject to mandatory escrow	Escrow period from quotation
Alistair Cowden	1,000,000	1,000,000	24 months
Simon Hay	5,000,000	5,000,000	24 months
Amber Banfield	590,000	590,000	24 months
Rod Baxter	590,000	590,000	24 months
Brendan Borg	590,000	590,000	24 months

Director	Options held on Completion[1]	Options subject to mandatory escrow	Escrow period from quotation
Mark Hepburn	590,000	590,000	24 months

1. Assumes all Options offered under the Ancillary Offer are applied for by the relevant Director

As a result of these mandatory escrow requirements, prior to Listing, Firefinch and the Directors will be required to enter into restriction agreements with the Company in relation to the Shares or Options held by them (as the case may be).

The mandatory escrow arrangements contain restrictions on dealing that are broadly defined and include, among other things, selling, transferring or otherwise disposing of any interest in the relevant Shares or Options, doing, or omitting to do, any act that would have the effect of transferring effective ownership or control of any of the Shares or Options or agreeing to do any of those things.

There are limited exceptions to these escrow restrictions, being:

- to allow the Shareholder or Option holder to accept an offer under a bona fide third party takeover bid made in relation to the Company in accordance with the Corporations Act, provided that the holders of at least half of the Shares the subject of the bid that are not subject to escrow have accepted the takeover bid; or
- to allow the Shares or Options the subject of escrow to be transferred or cancelled as part of a merger by a scheme of arrangement under Part 5.1 of the Corporations Act,

  provided that, in each case, if for any reason any or all those escrowed Shares or Options are not transferred or cancelled in accordance with such a takeover bid or scheme of arrangement, then the holder of such Shares or Options agrees that the restrictions applying to those escrow Shares or Options will continue to apply; or
- as required by applicable law.

7 Additional Information

7.1 Registration

The Company was registered in Western Australia, Australia on 16 December 2019 as a proprietary company limited by shares and was converted into a public company limited by shares on 26 November 2021.

7.2 Company tax status and financial year

The Company will be subject to tax at the Australian corporate tax rate.

The Company's financial year for taxation purposes ends on 31 December.

7.3 Material Contracts

The Directors consider that the material contracts described below are those which an investor would reasonably regard as material (or potentially material) and which investors and their professional advisers would reasonably expect to find in this Prospectus for the purpose of making an informed assessment of an investment in the Company under the Offer.

This section contains a general summary of the material contracts and their substantive terms which are not otherwise disclosed elsewhere in this Prospectus.

Contract name	Summary
Demerger	
Demerger Deed	Under the Demerger Deed, the parties intend that following the Demerger, as a fundamental Demerger Principle: • Leo Lithium will have the entire economic benefit (including the profits of Leo Lithium on and from the Implementation Date) and risk of the Leo Lithium business as if it had owned and operated that business at all times, and none of the economic benefit or risk of Firefinch's (post Demerger) business; and • Firefinch will have the entire economic benefit (including the profits of Firefinch on and from the Implementation Date) and risk of the Firefinch business (post Demerger) as if it had owned and operated that business at all times and none of the economic benefit or risk of the Leo Lithium business, other than as a result of its shareholding in Leo Lithium. The key terms of the Demerger Deed are as follows: • Leo Lithium will be responsible for certain costs and liabilities associated with the Demerger (including any liabilities arising as a result of the reorganisation of certain assets and liabilities of Firefinch Group prior to the Demerger), and will repay those costs to Firefinch following the Demerger; • the parties agree to the Demerger Principle described above and to the releases and indemnities required to give effect to that principle; • Leo Lithium and Firefinch indemnify each other against all claims and liabilities for which the indemnifying party is responsible under the Demerger Principle;

Contract name	Summary
	• in accordance with the Demerger Principle, the parties agree to ensure that the assets required for Leo Lithium to own or operate the Leo Lithium business are held by or transferred to Leo, and that all assets and corporate entities required for Firefinch to own or operate the Firefinch business (post Demerger) are held by or transferred to Firefinch; and • Firefinch and Leo Lithium agree, in accordance with the Demerger Principle, to assign or novate each Leo Lithium contract that relates exclusively to Leo Lithium's business which has not already been assigned or novated to which Firefinch is a party to Leo Lithium for a 12 month period from the Implementation Date.
Transitional Services Agreement	The purpose of the Transitional Services Agreement is to set out the terms on which Firefinch will provide certain services to Leo Lithium for a transitional period pending migration of those services to or the replication of those services by Leo Lithium. The services to be provided by Firefinch to Leo Lithium under the Transitional Services Agreement include: • IT systems and services; • provision of office space and associated shared facilities; • accounting services (including general accounting, accounts payable and accounts receivable) and payroll services; • geological and mining engineering expertise; and • "in country" support in Mali, including government and stakeholder relations. Leo Lithium is required to pay Firefinch's fees for the services, on a "cost plus 10%" basis. The Transitional Services Agreement will commence on the Implementation Date and will continue until the date that is 12 months after the Implementation Date unless terminated earlier in accordance with its terms. The agreement can be terminated by each of Leo Lithium and Firefinch for convenience, by written notice of two months.
Goulamina Joint Venture	
Shareholders' Deed	Leo Lithium and Ganfeng (**MLB Shareholders**) have entered into the Shareholders' Deed to govern their rights in relation to the management of MLB and the incorporated joint venture represented by MLB. Each MLB Shareholder will have: • one vote for each share it holds in MLB; and • an equal number of directors and the board structure must ensure proportional representation from each MLB Shareholder in respect of MLB and LMSA.
Offtake Agreement	Pursuant to an offtake agreement dated 13 August 2021 between LMSA as the seller and Ganfeng as the buyer (**Offtake Agreement**), Ganfeng has agreed to purchase from LMSA, on market terms, up to 100% of the production of lithium spodumene from the Goulamina Lithium Project for the life of mine.

Contract name	Summary
	The key terms of the Offtake Agreement are as follows: *Term*: Life of mine *Quantity*: Initially Ganfeng has the obligation to acquire 50% of the production but in the event: • Ganfeng arranges third party debt funding of up to US$64 million (**Ganfeng Arranged Debt**) or provides US$40 million in debt funding itself (**Ganfeng Direct Debt**); and • commercial production from the Goulamina Lithium Project commences within four years, then Ganfeng has the obligation to acquire 100% of the production. *Reduction in quantity*: If Ganfeng decreases its equity in MLB, the volume of product that it is obligated to acquire will reduce in proportion to the percentage decline in that equity interest, unless prior to the dilution, Ganfeng obtained LMSA's consent (which LMSA may withhold in its absolute discretion) in order to continue to hold its offtake right. Each of Leo Lithium and Ganfeng hold a 50% interest in MLB. MLB currently wholly owns LMSA, which in turn owns the Goulamina Lithium Project. *Product*: Lithium spodumene Li_2O – 6% minimum *Increased Production Capacity*: If the capacity of Goulamina Lithium Project is expanded as a result of an expansion project, then Ganfeng shall have a one-off option to purchase such proportionate share of the increased production on the same terms as it is paying at the time of the exercise of the option and the first right of refusal to purchase the remaining portion of such increased production. *Form of Product*: The Product will be shipped in bulk and is to be sold by LMSA to Ganfeng on CIF Port of Discharge China basis. *Respective Obligations*: Ganfeng has an obligation to purchase the production which LMSA has an obligation to produce to the extent the production is within the agreed specification. These respective obligations relate to the quantity of production referred to above. If there is a failure of either party to meet their respective obligations, then there is a compensation mechanism which is intended to ensure the party not in breach does not suffer a loss. *Termination*: If either LMSA or Ganfeng is in breach of its obligations which constitutes a material breach under the Offtake Agreement within a rolling 12 month period, the other party will have a right to terminate the Offtake Agreement. *Pricing*: Offtake pricing is a market based price, which is linked to the prevailing price of downstream lithium products, ensuring the Goulamina Lithium Project captures a competitive market-based margin among the lithium miners. The pricing also includes a floor price during the term of the Ganfeng Direct Debt or Ganfeng Arranged Debt (as applicable). The market based price, before being linked to the prevailing price of downstream lithium products, is calculated by reference to an average of the prices for battery grade lithium

Contract name	Summary
	carbonate and lithium hydroxide, using various indexes and delivery ports and a fixed conversion cost. These averages are calculated over quarterly pricing periods and take account of average exchange rates for those periods. The price to be paid is subject to Li_2O being within agreed limits, otherwise adjustments will apply.
Management Agreement	Under the Management Agreement, Leo Lithium will be responsible for the management of the day-to-day activities of LMSA. LMSA may reduce the scope of services to the extent it develops its own corporate capacity. The term of the Management Agreement is four years. Leo Lithium is entitled to charge for its direct, reasonable and verifiable costs and a management fee.
Funding arrangements with Ganfeng	Under the Shareholders Deed between Leo Lithium and Ganfeng, within four months of the final investment decision in respect of the Goulamina Lithium Project being ratified by Leo Lithium and Ganfeng (that is, by 22 July 2022), Ganfeng must use its reasonable endeavours to secure for LMSA a third-party bank or other loan for the amount of up to US$64 million or, if this arrangement is deemed uncommercial by Leo Lithium or Ganfeng is unsuccessful in obtaining the third-party debt, enter into a debt facility with LMSA (**Ganfeng Direct Debt Facility**). The provision of the US$64 million in third-party debt or the Ganfeng Direct Debt Facility is not dependent on the completion of the Demerger or the Leo Lithium Offer. The Ganfeng Direct Debt Facility is subject to a binding term sheet on the following terms: • *Ranking*: senior secured financing facility. • *Parties*: Ganfeng is the lender, LMSA is the borrower and MLB will act as guarantor. • *Facility limit*: US$40 million. • *Interest rate*: no more than the Secured Overnight Financing Rate plus 6%. • *Capitalisation of interest*: interest shall be capitalised until the earlier of the date that the Goulamina Lithium Project has achieved its name plate through put or two years from the date of the first drawdown under the Ganfeng Direct Debt Facility. • *Availability period*: the availability period is a period of 18 months commencing from the date which is four months after the final investment decision in respect of the Goulamina Lithium Project being ratified by Leo Lithium and Ganfeng (being 22 July 2022). • *Maturity date*: the maturity date is five years from the first drawing of the Ganfeng Direct Debt Facility. • *Conditions precedent*: the Ganfeng Direct Debt Facility contains conditions precedent to initial drawdown that are customary for a corporate and/or project financing of this nature and size. • *Review events*: the Ganfeng Direct Debt Facility contains review events that are customary for a corporate and/or project financing of this nature and size. • *Events of default*: the Ganfeng Direct Debt Facility contains events of default that are customary for a corporate and/or project financing of this nature and size.

Contract name	Summary
	• *Undertakings*: the Ganfeng Direct Debt Facility contains undertakings that are customary for a corporate and/or project financing of this nature and size. • *Purpose*: the loan amounts under the Ganfeng Direct Debt Facility must be applied towards the Goulamina Lithium Project. As at the Prospectus Date, the parties have not executed a facility agreement reflecting the terms of the term sheet.
Other agreements	
Loan Agreement	Firefinch and Leo Lithium are party to a loan agreement dated 1 February 2022 (**Loan Agreement**). The key terms of the Loan Agreement between Firefinch and Leo Lithium are as follows: • In connection with the Demerger, Firefinch assigned intellectual property rights associated with the definitive feasibility studies undertaken for the Goulamina Lithium Project to Leo Lithium in exchange for the creation of a loan from Firefinch to Leo Lithium for principal amount of $9,945,000 (**Loan Amount**). • In addition, Firefinch has also made available a $1 million facility to the Company which the Company may draw down on and apply those drawn funds towards the Company's working capital expenses (**Facility**). • Interest on the Loan Amount and the Facility is calculated at an interest rate of 8% on daily balances (in case of the Loan Agreement) from 1 February 2022 (**Effective Date**) and (in the case of the Facility) from the date of draw down until the prepayment or repayment of the Loan Amount or the Facility (as applicable). Interest is to be paid quarterly while any part of the Loan Amount or any amounts drawn under the Facility remain outstanding. • If Leo Lithium fails to pay any amount payable under the Loan Agreement, interest shall accrue on the overdue amount from the due date up to the date of actual payment at a rate of 2% per annum. Default interest (if unpaid) arising on an overdue amount will be compounded with the overdue amount at the end of each applicable quarterly interest period to that overdue amount but will remain immediately due and payable. • Leo Lithium is to pay the Loan Amount and any amounts drawn under the Facility (plus interest accrued) on the earlier of 1 February 2023 or within 10 business days of Leo Lithium listing on the ASX. • Leo Lithium may prepay in part or in whole the Loan Amount or any amounts drawn under the Facility (plus interest accrued).
Arranger Agreement	The Company and the Joint Lead Arrangers are party to an Arranger Agreement dated 28 April 2022 in relation to the Offer. Under the Arranger Agreement, the Company appoints the Joint Lead Arrangers on an exclusive basis to act as joint lead bookrunners and joint lead arrangers in relation to the offer of any Shortfall Shares to Eligible Institutional Investors under the Shortfall Offer. Under the Arranger Agreement, the Joint Lead Arrangers agree to use best endeavours

Contract name	Summary
	to procure subscriptions of any Shortfall Shares offered to Eligible Institutional Investors under the Shortfall Offer by way of a bookbuild process. Under the Arranger Agreement, the Company agrees to pay the following fees, subject to the successful completion of the Offer: • to the Joint Lead Arrangers, a fee of 3% of the proceeds raised under the Shortfall Offer, provided that the fee payable to each of Euroz Hartleys Limited and Canaccord Genuity (Australia) Limited is no less than $450,000; and • to Macquarie Capital (Australia) Limited only, a structuring and advisory fee of 1.25% of the gross proceeds of the Leo Lithium Offer (less any amount contributed by Firefinch under the Firefinch Offer). The Arranger Agreement contains additional provisions considered standard for agreements of this nature, including those relating to conditions precedent, representations and warranties, undertakings, termination events and indemnities.

7.4 Summary of rights and liabilities attaching to Shares and other material provisions of the Constitution

(a) Introduction

The rights and liabilities attaching to ownership of Shares are:

- detailed in the Constitution which may be inspected during normal business hours at the registered office of the Company; and
- in certain circumstances, regulated by the Corporations Act, the ASX Listing Rules, the ASX Settlement Operating Rules and all other applicable laws and regulations.

A summary of the significant rights, liabilities and obligations attaching to the Shares and a description of other material provisions of the Constitution are set out below. This summary is not intended to be exhaustive and is qualified by the fuller terms of the Constitution. This summary does not constitute a definitive statement of the rights and liabilities of Shareholders.

The summary assumes that the Company is admitted to the Official List of the ASX.

(b) Meeting of members

Each Shareholder is entitled to receive notice of and, except in certain circumstances, to attend and vote at general meetings of the Company and receive all financial statements, notices and other documents required to be sent to shareholders under the Constitution, the Corporations Act and the ASX Listing Rules. At least 28 days' notice of a meeting must be given to shareholders.

(c) Voting at a general meeting

At a general meeting of the Company, every Shareholder present in person or by proxy, attorney or representative has (a) on a show of hands, one vote and (b) on a poll, one vote for each fully paid Share held.

On a poll, every member (or his or her proxy, attorney or representative) is entitled to vote for each fully paid share held (with adjusted voting rights for partially paid shares). The Chairman does not have a casting vote.

(d) Dividends

Subject to the Corporations Act, the Constitution and any special terms and conditions of issue, the Directors may, from time to time, pay, resolve to pay, or declare any interim, special or final dividend as, in their judgement, the financial position of the Company justifies.

The Directors may fix the amount, time and method of payment of the dividends. The payment, resolution to pay, or declaration of a dividend does not require any confirmation by a general meeting.

(e) Transfer of Shares

Subject to the Constitution and to the rights or restrictions attached to any shares or class of shares, a member may transfer all or any of the member's shares by:

- a Proper ASTC transfer (as that term is defined in the Corporations Regulations); or
- an instrument in writing in any usual form or in any other form that the Directors approve, as permitted by the Corporations Act and ASX Listing Rules.

The Company may, in circumstances permitted under the ASX Listing Rules or ASX Settlement Rules and in the additional specific circumstances specified in the Constitution, decline to register a transfer of Shares or apply a holding lock to prevent a transfer of Shares.

If the Directors decline to register a transfer or apply a holding lock, the Company must give the party lodging the transfer (if the Company declines to register a transfer) or the holder of the Shares (if the Directors apply a holding lock) written notice of the refusal or holding lock and the reason for refusal or holding lock.

(f) Issue of further Shares

Subject to the Constitution, the ASX Listing Rules, the ASX Settlement Operating Rules and the Corporations Act, the Directors may issue shares or grant options over unissued shares to any person and they may do so at such times and on the conditions they think fit. The shares may be issued with preferred, deferred or special rights, or special restrictions about dividends, voting, return of capital, participation in the property of the Company on a winding up or otherwise as the Directors see fit.

(g) Preference shares

The Company may issue preference shares including preference shares which are liable to be redeemed or convertible to another class of security. The rights attaching to preference shares are those set out in the Constitution unless other rights have been approved in accordance with the Constitution

(h) Winding up

If the Company is wound up, then subject to the Constitution and to the rights or restrictions attached to a class of shares, any surplus assets must be divided among the Company's members in proportion to the shares held by them (irrespective of the amounts paid or credited as paid on the shares), less any amounts which remain unpaid on these shares at the time of distribution.

(i) Sale of non-marketable parcels

Provided that the procedures set out in the Constitution are followed, the Company may sell the shares of a Shareholder who holds less than a marketable parcel of those shares. A marketable parcel of shares is defined in the ASX Listing Rules and is, generally, a holding of shares with a market value of less than $500.

(j) Share buy-backs

The Company may buy back shares in itself in accordance with the provisions of the Corporations Act and, where applicable, the ASX Listing Rules.

(k) Variation of class rights

Subject to the Corporations Act and the terms of issue of a class of shares, wherever the capital of the Company is divided into different classes of shares, the rights attached to any class of shares may be varied with:

- the written consent of the holders of at least three quarters of the issued shares in the particular class; or
- the sanction of a special resolution passed at a separate meeting of the holders of shares in that class.

(l) Reduction of share capital

Subject to the Constitution, Corporations Act and ASX Listing Rules, the Company may reduce its share capital in any way permissible by the Corporations Act.

(m) Proportional takeover provisions

The Constitution contains provisions requiring Shareholder approval before any proportional takeover bid can proceed. The provision will cease to have effect three years from the date of adoption of the Constitution unless it is renewed by special resolution of Shareholders in a general meeting.

(n) Dividend reinvestment plan

The Constitution contains a provision allowing Directors, on the terms and conditions they think fit, to implement a dividend reinvestment plan (under which any Shareholder or any class of Shareholders may elect that the dividends payable by the Company be reinvested by a subscription for Shares in the Company or a related body corporate).

(o) Directors – appointment and removal

Under the Constitution, the minimum number of Directors is 3 and the maximum is 10 or such lower number as the Directors determine, provided the proposed lower number has been authorised by general meeting of the Company's members if required under the Corporations Act.

Directors are elected or re-elected by resolution at a general meeting of Shareholders. The Directors may also appoint a Director to fill a casual vacancy on the Board or in addition to the existing Directors, who (other than the managing director) will then hold office until the next annual general meeting of the Company and is then eligible for election at that meeting.

No Director (other than the managing director) may hold office without re-election after three years or beyond the third annual general meeting following the meeting at which the Director was last elected or re-elected.

(p) Directors – voting

Questions arising at a meeting of Directors will be decided by a majority of votes of the Directors present at the meeting and entitled to vote on the matter.

In the case of an equality of votes on a resolution, the chair of the meeting has a casting vote, unless there are only two Directors present or qualified to vote, in which case the proposed resolution is taken as having been lost.

(q) Variation of the Constitution

The Constitution can only be amended by a special resolution passed by at least three quarters of members present and voting at a general meeting of the Company. The Company must give at least 28 days' written notice of its intention to propose a resolution as a special resolution.

(r) Directors' and officers' indemnity

The Company, to the extent permitted by law, may indemnify each person who is a current or former Director, alternate Director, executive officer of the Company, and such other officers or former officers and the current auditor or former auditors of the Company or its Related Bodies Corporate as the Directors in each case determine, against any losses or liability incurred by that person as an officer or auditor of the Company or of a related body corporate of the Company including, but not limited to, a liability for negligence or for reasonable legal costs on a full indemnity basis.

The Company, to the extent permitted by law, may enter into and pay premiums on a contract insuring any person who is a current or former Director, alternate Director or executive officer of the Company, and such other officers or former officers or the current auditor or former auditors of the Company or its Related Bodies Corporate as the Directors in each case determine, against any liability incurred by the person as an officer or auditor of the Company or of a related body corporate of the Company including, but not limited to, a liability for negligence or for legal costs.

7.5 Finance arrangements

Please refer to Section 7.3 for information regarding the Company's funding arrangements with Ganfeng and the Loan Agreement with Firefinch.

7.6 Litigation and claims

The Company may, from time to time, be party to litigation and other claims and disputes incidental to the conduct of its business, including employment disputes, contractual disputes, indemnity claims and occupational and personal claims. Such litigation, claims and disputes, including the costs of settling claims and operational impacts, could materially adversely affect the Company's business, operating and financial performance.

As far as the Directors are aware, however, there is no current or threatened civil litigation, arbitration proceeding or administrative appeal, or criminal or Governmental prosecution of a material nature in which the Company is directly or indirectly concerned which is likely to have a material adverse impact on the business or financial position of the Company.

7.7 Ownership restrictions

The sale and purchase of Shares in Australia are regulated by a number of laws that restrict the level of ownership or control by any one person (either alone or in combination with others). This Section 7.7 contains a general description of these laws.

(a) Corporations Act

The takeover provisions in Chapter 6 of the Corporations Act restrict acquisitions of shares in listed companies, and unlisted companies with more than 50 members, if the acquirer's (or another party's) voting power would increase to above 20%, or would increase from a starting point that is above 20% and below 90%, unless certain exceptions apply. The Corporations Act also imposes notification requirements on persons having voting power of 5% or more in the Company either themselves or through an associate.

(b) *Foreign Acquisitions and Takeovers Act 1975* (Cth) and Federal Government Foreign Investment Policy

Generally, the *Foreign Acquisitions and Takeovers Act 1975* (Cth) (**FATA**) applies to acquisition of shares and voting power in a company of 20% or more by a single foreign person and its associates (**Substantial Interest**), or 40% or more by two or more unassociated foreign persons and their associates (**Aggregate Substantial Interest**), where the acquisition meets a threshold value (which varies by investor type and industry). Where a foreign person holds a Substantial Interest in the Company or foreign persons hold an Aggregate Substantial Interest in the Company, the Company will be a "foreign person" for the purposes of FATA.

In addition, FATA applies to acquisitions of a direct interest in an Australian company by foreign governments and their related entities irrespective of the acquisition value. A "direct interest" is an interest of 10% in the entity but may also include an interest of less than 10% where the investor has entered into business arrangements with the entity or the investor in in a position to influence or participate in the management and control or policy of the entity. There are exemptions which can apply to certain acquisitions.

Where FATA applies to the acquisition, the acquisition may not occur unless notice of it has been given to the Federal Treasurer and the Federal Treasurer has either notified that there is no objection to the proposed acquisition (with or without conditions) or a statutory period has expired without the Federal Treasurer objecting.

An acquisition to which the FATA applies may be the subject of a divestment order by the Federal Treasurer unless the process of notification, and either a non-objection notification or expiry of a statutory period without objection, has occurred. Criminal offences and civil penalties can apply to failing to give notification of certain acquisitions, undertaking certain acquisitions without no objection notification or contravening a condition in a no objection notification.

7.8 Expenses of the Offer

The estimated costs of the Offer and the Ancillary Offer are as follows (exclusive of GST):

Item of expenditure	Minimum Subscription ($)	Maximum Subscription ($)
ASIC and ASX fees	$487,000	$509,000
Joint Lead Arranger fees	$800,000	$1,600,000
Investigating Accountant Fees	$115,000	$115,000
Technical expert fees	$65,000	$65,000
Legal fees	$506,000	$506,000
Audit fees	$66,000	$66,000
Design, printing, share registry and other Offer expenses	$45,000	$45,000
Total	**$2,084,000**	**$2,906,000**

7.9 Regulatory relief

ASX has provided in-principle advice that the Shares distributed and transferred under the In-Specie Distribution to eligible Firefinch Shareholders will not be subject to the escrow requirements in ASX Listing Rule 9.1.

7.10 Taxation considerations

The acquisition of Shares or Options pursuant to this Prospectus may 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 or Options from a taxation perspective and generally.

The Company's officers and each of their respective advisers accept no liability or responsibility with respect to the taxation consequences for applying for Shares or Options under this Prospectus.

7.11 Consents to be named and disclaimers of responsibility

Each of the parties listed below in this Section 7.11 each a consenting party, to the maximum extent permitted by law, expressly disclaims all liabilities in respect of, makes no representations regarding and takes no responsibility, for any statements in or omissions from this Prospectus, other than the reference to its name in the form and context in which it is named and a statement or report included in this Prospectus with its consent as specified below.

Each of the parties listed below has given and has not, at the time of lodgement of this Prospectus with ASIC, withdrawn its written consent to the inclusion of statements in this Prospectus that are specified below in the form and context in which the statements appear:

- Macquarie Capital (Australia) Limited has given, and has not withdrawn prior to the lodgement of this Prospectus with ASIC, its written consent to be named in this Prospectus as Joint Lead Arranger to the offer of any Shortfall Shares to Eligible Institutional Investors under the Shortfall Offer in the form and context in which it is named;

- Canaccord Genuity (Australia) Limited has given, and has not withdrawn prior to the lodgement of this Prospectus with ASIC, its written consent to be named in this Prospectus as Joint Lead Arranger to the offer of any Shortfall Shares to Eligible Institutional Investors under the Shortfall Offer in the form and context in which it is named;

- Euroz Hartleys Limited has given, and has not withdrawn prior to the lodgement of this Prospectus with ASIC, its written consent to be named in this Prospectus as Joint Lead Arranger to the offer of any Shortfall Shares to Eligible Institutional Investors under the Shortfall Offer in the form and context in which it is named;

- Gilbert + Tobin has given, and has not withdrawn prior to the lodgement of this Prospectus with ASIC, its written consent to be named in this Prospectus as Australian legal adviser (other than in relation to taxation matters) to the Company in relation to the Offer in the form and context in which it is named;

- BDO Corporate Finance (WA) Pty Ltd has given, and has not withdrawn prior to the lodgement of this Prospectus with ASIC, its written consent to be named in this Prospectus as Investigating Accountant to the Company in relation to the Financial Information in the form and context in which it is named and to the inclusion of its Independent Limited Assurance Report on the Financial Information set out in Attachment A in the form and context in which it appears in this Prospectus;

- Valuation and Resource Management Pty Ltd has given, and has not withdrawn prior to the lodgement of this Prospectus with ASIC, its written consent to be named in this Prospectus in the form and context in which it is named and to the inclusion of its Technical Assessment Report set out in Attachment B in the form and context in which it appears in this Prospectus;

- Satis Partners has given, and has not withdrawn prior to the lodgement of this Prospectus with ASIC, its written consent to be named in this Prospectus in the form and context in which it is named and to the inclusion of its Solicitor's Tenement Report set out in Attachment C in the form and context in which it appears in this Prospectus;

- PricewaterhouseCoopers has given, and has not withdrawn prior to the lodgement of this Prospectus with ASIC, its written consent to be named in this Prospectus as auditor to the Company in the form and context in which it is so named; and

- Computershare Investor Services Pty Limited has given, and has not withdrawn prior to the lodgement of this Prospectus with ASIC, its written consent to be named in this Prospectus as Share Registry of the Company in the form and context in which it is named.

No consenting party referred to in this Section 7.11 has made any statement that is included in this Prospectus or any statement on which a statement made in this Prospectus is based, except as stated above. Each consenting party referred to in this Section 7.11 has not authorised or caused the issue of this Prospectus, does not make any offer of Shares and expressly disclaims and takes no responsibility for any statements in or omissions from this Prospectus, except as stated above in this Section 7.11.

7.12 Governing law

This Prospectus and the contracts that arise from the acceptance of the Applications and bids under the Prospectus are governed by the laws applicable in Western Australia and each Applicant under this Prospectus submits to the exclusive jurisdiction of the courts of Western Australia and the courts of appeal from them.

7.13 Statement of directors

This Prospectus is authorised by each director of the Company who consents to its lodgement with ASIC and its issue.

This Prospectus is signed for and on behalf of the Company pursuant to a resolution of the Board by:

Simon Hay
Managing Director

Schedule 1 Glossary

Term	Meaning
AASB	Australian Accounting Standards Board
Allocation	An Eligible Firefinch Shareholder's allocation of New Shares under the Pro-rata Offer
Ancillary Offer	The offer of Options under this Prospectus to the Directors, as described in Section 6.7
Ancillary Offer Application Form	Has the meaning given in Section 6.7
Applicant	A person who submits an Application
Application	An application made to subscribe for Shares offered under this Prospectus
Application Form	The application form related to the Offer attached to or accompanying this Prospectus (including the electronic form provided by an online application facility)
Application Monies	The amount of money accompanying an Application Form submitted by an Applicant
Arranger Agreement	The agreement dated on or about 29 April 2022 between the Company and the Joint Lead Arrangers as described in Section 7.3
ASIC	Australian Securities and Investments Commission
ASX	ASX Limited ABN 98 008 624 691 or the Australian Securities Exchange that it operates, as the context requires
ASX Listing Rules or **Listing Rules**	The rules of the ASX that govern the admission, quotation and removal of securities from the ASX official list
ASX Recommendations	The fourth edition ASX Corporate Governance Council's Corporate Governance Principles and Recommendations
ASX Settlement Operating Rules	The settlement rules of ASX as amended, varied or waived from time to time
Audit and Risk Committee	The committee described in Section 5.9(b)(i)
Australian Accounting Standards	Australian Accounting Standards and other authoritative pronouncements issued by the Australian Accounting Standards Board and Urgent Issues Group interpretations

Term	Meaning
Awards Plan	The awards plan described in Section 5.6
Board	The board of directors of the Company
Broker	Any ASX participating organisation selected by the Company to act as a Broker to the Offer
Business Day	A day on which ASX is open for trading securities, and banks are open for general banking business in Perth
CHESS	Clearing House Electronic Subregister System, operated in accordance with the ASX Listing Rules and the ASX Settlement Operating Rules
Closing Date	The date on which the Pro-rata Offer is expected to close, being 25 May 2022
Company or **Leo Lithium**	Leo Lithium Limited ABN 70 638 065 068
Company Options	The Options to be issued to the Directors (other than Simon Hay) pursuant to the Ancillary Offer, the terms of which are contained in Attachment E
Completion	The completion of the Offer, being the date upon which Shares are issued or transferred to Successful Applicants in accordance with the terms of the Offer
Constitution	The constitution of the Company
Corporations Act	*Corporations Act 2001* (Cth)
Demerger	The demerger by Firefinch of the Company pursuant to a capital reduction and in-specie distribution of Shares to eligible Firefinch Shareholders as described in the Notice of Meeting
Demerger Record Date	Monday, 6 June 2022
Directors	Each of the directors of the Company from time to time
EBITDA	Earnings before interest, tax, depreciation and amortisation
ECOWAS	Economic Community of West African States
Eligible Country	Australia, Canada (British Columbia and Ontario), China, European Union (excluding Austria and France), France, Hong Kong, Indonesia, Israel, Japan, Korea, Liechtenstein, Malaysia, Mali, Mauritius, Mongolia, New Zealand, Norway, Singapore, South Africa, Switzerland, Thailand, United Arab Emirates, United Kingdom and the United States
Eligible Firefinch Shareholder	A Firefinch Shareholder on the Record Date with a registered address in an Eligible Country and in addition:

Term	Meaning
	• if in **Canada (British Columbia and Ontario provinces only)**, it is an "accredited investor" as defined in National Instrument 45-106 – Prospectus Exemptions ("NI 45-106"); • if in **China**, it is either a (i) "qualified domestic institutional investor" as approved by the relevant PRC regulatory authorities to invest in overseas capital markets; (ii) sovereign wealth fund or quasi-government investment fund that has the authorization to make overseas investment; or (iii) other type of qualified investor that has obtained all necessary PRC governmental approvals, registrations and/or filings (whether statutorily or otherwise); • if in **France**, it is a "qualified investor" (as defined in Article 2(e) of the Regulation (EU) 2017/1129 of the European Parliament and the Council of the European Union); • if in **Malaysia**, it is a person prescribed under Schedule 6 and Schedule 7 of the Malaysian Capital Markets and Services Act 2007; • if in **Mauritius**, it is a "sophisticated investor" (as defined in section 2 of the Securities Act 2005 of Mauritius); • if in the **United Arab Emirates**, (a) if in the Abu Dhabi Global Market, it is a "professional client" (as defined in the Conduct of Business Rules, as issued by the Abu Dhabi Financial Services Regulatory Authority); (b) if in the Dubai International Financial Centre, it is a "professional client" (as defined in the Conduct of Business Module, as issued by the Dubai Financial Services Authority); or (c) if elsewhere in the United Arab Emirates, you (and any such person) acknowledge that any communications received in relation to the Offer occurred from outside the United Arab Emirates; and • if in the **United States**, it is a “qualified institutional buyer” within the meaning of Rule 144A under the US Securities Act.
Eligible Institutional Investor	An investor to whom the Joint Lead Arrangers believe offers and issues of Shortfall Shares may lawfully be made without the need for disclosure to investors under Chapter 6D of the Corporations Act (including, in Australia, wholesale clients (under Section 761G of the Corporations Act) who are also either professional investors or sophisticated investors (within the meaning of the Corporations Act) or, if that investor is outside of Australia, an institutional or professional investor in Canada (British Columbia, Ontario and Quebec provinces only), Hong Kong, New Zealand, Mauritius, Singapore or the United Kingdom under the laws of that jurisdiction without need for any lodgement, registration, approval or filing with a Government Agency (except Canada, where a notice reporting any sales of securities must be filed with the relevant provincial securities regulator by the Issuer).
Exposure Period	The seven day period commencing after lodgement of the Prospectus with ASIC during which no Applications may be accepted, which may be extended by ASIC for up to an additional seven days

Term	Meaning
Financial Information	Has the meaning given in Section 3.2
Firefinch	Firefinch Limited ABN 11 113 931 105
Firefinch Offer	The offer to Firefinch of up to 28.57 million Shares at an issue price of $0.70 per Share to raise up to $20 million (before costs)
Firefinch Offer Closing Date	The date that the Firefinch Offer closes, which is 5.00pm (Perth time) on Monday, 30 May 2022
Firefinch Share	A fully paid ordinary share in the capital of Firefinch
Firefinch Shareholder	A holder of a Firefinch Share
FY	Year to 31 December
Ganfeng	Jiangxi Ganfeng Lithium Co. Ltd
Ganfeng Arranged Debt	Has the meaning given in Section 7.3
Ganfeng Direct Debt	Has the meaning given in Section 7.3
Goulamina or the **Goulamina Lithium Project**	The project known as the "Goulamina Lithium Project", comprising a land holding of 100 square kilometres covering highly prospective hard rock lithium pegmatites in the Bougouni Region of southern Mali, approximately 150 kilometres by road from Mali's capital, Bamako
Goulamina Joint Venture	Has the meaning given in Section 2.3
Group	The Company and each of its subsidiaries
Group Company	A member of the Group
GST	Goods and services tax imposed in Australia
Historical Balance Sheet	Has the meaning given in Section 3.2
Historical Cash Flows	Has the meaning given in Section 3.2
Historical Financial Information	Has the meaning given in Section 3.2
Historical Results	Has the meaning given in Section 3.2
In-Specie Distribution	The distribution of Shares to eligible Firefinch Shareholders under the Demerger

Term	Meaning
International Offering Circular	Means the offering circular that must accompany any distribution of this Prospectus outside Australia (i) by Leo Lithium to Eligible Firefinch Shareholders or (ii) by the Joint Lead Arrangers to Eligible Institutional Investors in the Shortfall Offer
Investigating Accountant	BDO Corporate Finance (WA) Pty Ltd
Joint Lead Arrangers	Macquarie Capital (Australia) Limited, Canaccord Genuity (Australia) Limited and Euroz Hartleys Limited, each being a **Joint Lead Arranger**
LMSA	Lithium du Mali S.A., a company incorporated in Mali with registration number MA.BKO.2020.B.3252
LMSA Option	The State of Mali's option, under Malian law, to acquire a 10% equity interest in LMSA at fair market value (which is in addition to its statutory entitlement to a free carried 10% equity interest in LMSA)
Listing	Admission of the Company to the Official List of the ASX and the quotation of the Shares
Managing Director Options	The Options to be issued to Simon Hay pursuant to the Ancillary Offer, the terms of which are contained in Attachment D
Maximum Subscription	The issue of 142,922,175 Shares under the Leo Lithium Offer to raise $100 million (before costs)
Minimum Subscription	The issue of 71,433,426 Shares under the Leo Lithium Offer to raise $50 million (before costs)
MLB	Mali Lithium BV, a company incorporated in the Netherlands with registration number (RSIN) 863017149
New Shares	The new Shares to be issued by the Company under the Offer
New Shareholders	Persons acquiring Shares under the Offer (excluding any Existing Shareholders who acquire Shares under the Offer)
Nomination and Remuneration and Committee	The committee described in Section 5.9(b)
Notice of Meeting	The notice of meeting and explanatory memorandum in relation to (amongst other things) the Demerger released by Firefinch on 29 April 2022
Offer	The Pro-rata Offer, the Shortfall Offer and the Firefinch Offer
Offer Period	The period from the Opening Date, and ending on: • in respect of the Pro-rata Offer, the Closing Date;

Term	Meaning
	• in respect of the Shortfall Offer, the Shortfall Offer Closing Date; and • in respect of the Firefinch Offer, the Firefinch Offer Closing Date
Offer Price	$0.70 per New Share
Official List	The official list of the ASX
Offtake Agreement	Has the meaning given in Section 7.3
Opening Date	The date on which the Offer opens, being 9 May 2022
Option	An option to acquire a Share
Original DFS	Has the meaning given in Section 2.5.
Participant	Certain employees and Executive Directors of the Company entitled to participate in the Awards Plan as described in Section 5.6
Performance Rights	Rights to acquire Shares in the Company offered to Participants under the terms and conditions of the Awards Plan as described in Section 5.6
Pro-rata Offer	The pro-rata priority offer to Eligible Firefinch Shareholders of up to 114.35 million Shares on the basis of 1 Share for every 10.33 Firefinch Shares held by Eligible Firefinch Shareholders at 5.00pm on the Record Date, at an issue price of $0.70 per Share to raise up to $80 million (before expenses)
Pro Forma Historical Financial Information	Has the meaning given in Section 3.2
Proper ASTC transfer	Has the meaning given in the Corporations Regulations 2001 (Cth) reg 1.0.02
Prospectus	This document (including the electronic form of this Prospectus) and any supplementary or replacement prospectus in relation to this document
Prospectus Date	The date on which a copy of this Prospectus was lodged with ASIC, being 6 May 2022
Record Date	5 May 2022
Share	A fully paid ordinary share in the capital of the Company
Shareholder	A holder of a Share in the Company
Share Registry	Computershare Investor Services Pty Ltd
Shortfall	Any Allocation not validly applied for under the Pro-rata Offer

Term	Meaning
Shortfall Offer	An offer of Shares to Eligible Firefinch Shareholders and Eligible Institutional Investors to the extent of any Shortfall
Shortfall Offer Closing Date	The date that the Shortfall Offer closes, which is 5.00pm (Perth time) on Friday, 27 May 2022
Shortfall Shares	The number of Shares not validly applied for by Eligible Firefinch Shareholders under the Pro-rata Offer
Stage 1	In connection with the Goulamina Lithium Project, the construction and operation of a plant with a 2.3 million tonne per annum throughput rate for the production of spodumene concentrate, and associated infrastructure
Stage 2	In connection with the Goulamina Lithium Project, the construction and operation of a plant with a 4.0 million tonne per annum throughput rate for the production of spodumene concentrate, and associated infrastructure.
Successful Applicant	An Applicant who is issued or transferred Shares under the Offer
Updated DFS	Has the meaning given in Section 2.5.
U.S. Person	Has the meaning given in Rule 902(k) of Regulation S under the U.S. Securities Act
U.S. Securities Act	U.S. Securities Act of 1933, as amended
VWAP	Volume weighted average price

Attachment A Independent Limited Assurance Report

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LEO LITHIUM LIMITED

Independent Limited Assurance Report

29 April 2022

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Perth, WA 6000
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Australia

29 April 2022

The Directors
Leo Lithium Limited
Level 3, 31 Ventnor Avenue
West Perth WA 6005

Dear Directors

INDEPENDENT LIMITED ASSURANCE REPORT

1. INTRODUCTION

BDO Corporate Finance (WA) Pty Ltd (**'BDO'**) has been engaged by Leo Lithium Limited (**'Leo Lithium'** or **'the Company'**) to prepare this Independent Limited Assurance Report (**'Report'**) for inclusion in the Prospectus for the following offers:

- a pro-rata priority offer to eligible shareholders of Firefinch Limited (**'Firefinch'**) of up to approximately 114.35 million fully paid ordinary shares in Leo Lithium on the basis of 1 Leo Lithium share for every 10.33 Firefinch shares held at an issue price of $0.70 per share to raise up to approximately $80 million (before costs) (**'Pro-rata Offer'**);
- an additional offer to shareholders of Firefinch and new investors from any shortfall under the Pro-rata Offer at an issue price of $0.70 per share; and
- an offer to Firefinch of up to approximately 28.57 million shares at an issue price of $0.70 per share to raise up to approximately $20 million (before costs),

  together (**'the Offer'**).

The Offer is subject to a maximum subscription level of approximately 142.9 million shares to raise up to approximately $100 million before costs and a minimum subscription level of approximately 71.4 million shares to raise approximately $50 million before costs.

Expressions defined in the Prospectus have the same meaning in this Report. BDO holds an Australian Financial Services Licence (AFS Licence Number 316158) and our Financial Services Guide (**'FSG'**) has been included in this report in the event you are a retail investor. Our FSG provides you with information on how to contact us, our services, remuneration, associations, and relationships.

This Report has been prepared for inclusion in the Prospectus. We disclaim any assumption of responsibility for any reliance on this Report or on the Financial Information to which it relates for any purpose other than that for which it was prepared.

2. SCOPE

You have requested BDO to perform a limited assurance engagement in relation to the historical and pro forma historical financial information described below and disclosed in Section 3 of the Prospectus.

The historical and pro forma historical financial information are presented in Section 3 of the Prospectus in an abbreviated form, insofar as it does not include all of the presentation and disclosures required by Australian Accounting Standards and other mandatory professional reporting requirements applicable to general purpose financial reports prepared in accordance with the Corporations Act 2001.

Historical Financial Information

You have requested BDO to review the following historical financial information (together the **'Historical Financial Information'**) of Leo Lithium included in Section 3 of the Prospectus:

- the audited historical Statements of Profit or Loss and Other Comprehensive Income for the period from incorporation (16 December 2019) to 31 December 2019, the year ended 31 December 2020 and the year ended 31 December 2021;
- the audited historical Statements of Cash Flows for the period from incorporation (16 December 2019) to 31 December 2019, the year ended 31 December 2020 and the year ended 31 December 2021; and
- the audited Statement of Financial Position as at 31 December 2021.

The Historical Financial Information has been prepared in accordance with the stated basis of preparation, being the recognition and measurement principles contained in Australian Accounting Standards and the Company's adopted accounting policies.

The Historical Financial Information has been extracted from the financial reports of Leo Lithium for the period from incorporation (16 December 2019) to 31 December 2019 and the years ended 31 December 2020 and 31 December 2021, which were audited by PricewaterhouseCoopers Securities Ltd (**'PwC'**) in accordance with the Australian Auditing Standards. PwC issued unmodified opinions on the financial reports.

In each of the audit conclusions, PwC included an emphasis of matter, being the basis of accounting and restriction of use. However, the audit opinions were not modified in respect of this matter.

Pro Forma Historical Financial Information

You have requested BDO to review the following pro forma historical financial information (the **'Pro Forma Historical Financial Information'**) of Leo Lithium included in Section 3 of the Prospectus:

- the pro forma historical Statement of Financial Position as at 31 December 2021.

The Pro Forma Historical Financial Information has been derived from the historical financial information of Leo Lithium, after adjusting for the effects of the subsequent events and the pro forma adjustments described in Section 3 of the Prospectus. The stated basis of preparation is the recognition and measurement principles contained in Australian Accounting Standards applied to the historical financial information and the events or transactions to which the pro forma adjustments relate, as described in Section 3 of the Prospectus, as if those events or transactions had occurred as at the date of the historical financial information. Due to its

nature, the Pro Forma Historical Financial Information does not represent the Company's actual or prospective financial position or financial performance.

The Pro Forma Historical Financial Information has been compiled by Leo Lithium to illustrate the impact of the events or transactions described in Section 3 of the Prospectus on Leo Lithium's financial position as at 31 December 2021. As part of this process, information about Leo Lithium's financial position has been extracted by Leo Lithium from the Company's financial statements for the year ended 31 December 2021.

3. DIRECTORS' RESPONSIBILITY

The directors of Leo Lithium are responsible for the preparation and presentation of the Historical Financial Information and Pro Forma Historical Financial Information, including the selection and determination of pro forma adjustments made to the Historical Financial Information and included in the Pro Forma Historical Financial Information. This includes responsibility for such internal controls as the directors determine are necessary to enable the preparation of Historical Financial Information and Pro Forma Historical Financial Information that are free from material misstatement, whether due to fraud or error.

4. OUR RESPONSIBILITY

Our responsibility is to express limited assurance conclusions on the Historical Financial Information and the Pro Forma Historical Financial Information. We have conducted our engagement in accordance with the Standard on Assurance Engagement ASAE 3450 *Assurance Engagements involving Corporate Fundraisings and/or Prospective Financial Information*.

Our limited assurance procedures consisted of making enquiries, primarily of persons responsible for financial and accounting matters, and applying analytical and other review procedures. A limited assurance engagement is substantially less in scope than an audit conducted in accordance with Australian Auditing Standards and consequently does not enable us to obtain reasonable assurance that we would become aware of all significant matters that might be identified in a reasonable assurance engagement. Accordingly, we do not express an audit opinion.

Our engagement did not involve updating or re-issuing any previously issued audit or limited assurance reports on any financial information used as a source of the financial information.

5. CONCLUSION

Historical Financial Information

Based on our limited assurance engagement, which is not an audit, nothing has come to our attention that causes us to believe that the Historical Financial Information, as set out in Section 3 of the Prospectus and in the Appendices to this Report, and comprising:

- the audited historical Statements of Profit or Loss and Other Comprehensive Income for the period from incorporation (16 December 2019) to 31 December 2019, the year ended 31 December 2020 and the year ended 31 December 2021;
- the audited historical Statements of Cash Flows for the period from incorporation (16 December 2019) to 31 December 2019, the year ended 31 December 2020 and the year ended 31 December 2021; and
- the audited Statement of Financial Position as at 31 December 2021.

is not presented fairly, in all material respects, in accordance with the stated basis of preparation, as described in Section 2 of this Report.

Pro Forma Historical Financial information

Based on our limited assurance engagement, which is not an audit, nothing has come to our attention that causes us to believe that the Pro Forma Historical Financial Information as set out in Section 3 of the Prospectus and in the Appendices to this Report, and comprising:

- the pro forma historical Statement of Financial Position of Leo Lithium as at 31 December 2021,

is not presented fairly, in all material respects, in accordance with the stated basis of preparation, as described in Section 2 of this Report.

6. INDEPENDENCE

BDO is a member of BDO International Ltd. BDO does not have any interest in the outcome of the Offer other than in connection with the preparation of this Report and participation in due diligence procedures, for which professional fees will be received. BDO provides Leo Lithium with certain other professional services for which normal professional fees are received.

7. DISCLOSURES

This Report has been prepared, and included in the Prospectus, to provide investors with general information only and does not take into account the objectives, financial situation or needs of any specific investor. It is not intended to be a substitute for professional advice and potential investors should not make specific investment decisions in reliance on the information contained in this Report. Before acting or relying on any information, potential investors should consider whether it is appropriate for their objectives, financial situation or needs.

Without modifying our conclusions, we draw attention to Section 2 of this Report, which describes the purpose of the financial information, being for inclusion in the Prospectus. As a result, the financial information may not be suitable for use for another purpose.

BDO has consented to the inclusion of this Report in the Prospectus in the form and context in which it is included. At the date of this Report this consent has not been withdrawn. However, BDO has not authorised the issue of the Prospectus. Accordingly, BDO makes no representation regarding, and takes no responsibility for, any other statements or material in or omissions from the Prospectus.

Yours faithfully

BDO Corporate Finance (WA) Pty Ltd

Peter Toll
Director

APPENDIX 1 — NOTES TO AND FORMING PART OF THE HISTORICAL FINANCIAL INFORMATION AND PRO FORMA HISTORICAL FINANCIAL INFORMATION

NOTE 1: SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

The significant accounting policies adopted in the preparation of the Historical Financial Information included in the Prospectus have been set out below.

a) Basis of preparation

The Historical Financial Information has been prepared on an accruals basis and are based on historical costs modified by the revaluation of selected non-current assets and financial instruments for which the fair value basis of accounting has been applied.

b) Functional and presentation currency

Items included in the Historical Financial Information are measured using the currency of the primary economic environment in which the company operates. The Historical Financial Information is presented in Australian Dollars (AUD), which is the functional currency and presentation currency of the Company.

c) Foreign Currency Transactions

Transactions in a currency other than the functional currency are translated into the functional currency using the exchange rates at the dates of the transactions. Currency translation differences from the settlement of such transactions and from the translation of monetary assets and liabilities denominated in foreign currencies at the closing rates at the end of reporting date are recognised in the profit or loss. Non-monetary items measured at fair values in foreign currencies are translated using the exchange rates at the date when the fair values are determined. Foreign exchange differences arising from the translation are recognised in the statement of profit or loss and other comprehensive income.

d) Principles of Consolidation

The Historical Financial Information consolidates the Company and all of its subsidiaries. The Company controls a subsidiary if it is exposed, or has rights, to variable returns from its involvement with the subsidiary and has the ability to affect those returns through its power over the activities of the subsidiary.

All transactions and balances between the Company and its subsidiaries are eliminated on consolidation, including unrealised gains and losses on transactions between companies. Where unrealised losses on intra-group asset sales are reversed on consolidation, the underlying asset is also tested for impairment from a group perspective. Amounts reported in the subsidiaries have been adjusted where necessary to ensure consistency with the accounting policies adopted by the Company.

Profit or loss and other comprehensive income of subsidiaries acquired or disposed of during the period are recognised from the effective date of acquisition, or up to the effective date of disposal, as applicable.

e) Plant and Equipment

Measurement

Plant and equipment are initially recognised at cost and subsequently carried at cost less accumulated depreciation and any impairment losses.

Components of costs

The cost of an item of plant and equipment initially recognised includes its purchase price and any cost that is directly attributable to bringing the asset to the location and condition necessary for it to be capable of operating in the manner intended by management.

Depreciation

Depreciation on plant and equipment is calculated using the straight-line method to allocate their depreciable amounts over their estimated useful lives as follows:

The residual values, estimated useful lives and depreciation method of plant and equipment are reviewed, and adjusted as appropriate, at each balance sheet date. The effects of any revision are recognised in the statement of profit or loss and other comprehensive income when changes arise. Fully depreciated plant and equipment still in use are retained in the Historical Financial Information.

Subsequent expenditure

Subsequent expenditure relating to plant and equipment that has already been recognised is added to the carrying amount of the asset only when it is probable that future economic benefits associated with the item will flow to the Company and the cost of the item can be measured reliably. All other repair and maintenance expenses are recognised in the profit or loss when incurred.

Disposal

On disposal of an item of plant and equipment, the difference between the disposal proceeds and its carrying amount is recognised in the statement of profit or loss and other comprehensive income.

f) Impairment of Non-Financial Assets

The Company assesses at each reporting date whether there is an indication that an asset might be impaired. If an indication exists or when annual impairment testing is required, the Company makes an estimate of the asset's recoverable amount.

For the purpose of impairment testing, the recoverable amount (i.e. the higher of the fair value less cost to sell or the value-in-use) is determined on an individual asset basis unless the asset does not generate cash flows that are largely independent of those from other assets. If this is the case, the recoverable amount is determined for the cash generating units (**CGU**) to which the asset belongs.

If the recoverable amount of the asset (or CGU) is estimated to be less than its carrying amount, the carrying amount of the asset (or CGU) is reduced to its recoverable amount. The difference between the carrying amount and the recoverable amount is recognised as an impairment loss in the statement of profit or loss and other comprehensive income.

An impairment loss for an asset is reversed if, and only if, there has been a change in the estimates used to determine the asset's recoverable amount since the last impairment loss was recognised. The carrying amount of an asset is increased to its revised recoverable amount, provided that this amount does not exceed the carrying amount that would have been determined (net of any accumulated depreciation) had no impairment loss been recognised for the asset in prior years. A reversal of impairment loss for an asset is recognised in the statement of profit or loss and other comprehensive income.

g) Cash and Cash Equivalents

Cash and cash equivalents include cash on hand, bank accounts balances, bank overdrafts, deposits with financial institutions and short term highly liquid investments, which are readily convertible to known amounts of cash and which are subject to an insignificant risk of change in value.

h) Trade and Other Payables

Trade and other payables are obligations on the basis of normal credit terms and do not bear interest. Trade and other payables are initially recognised at fair value, and subsequently carried at amortised cost using the effective interest method.

i) Provisions

Provisions are recognised when the Company has a present legal or constructive obligation as a result of past events, it is more likely than not that an outflow of resources will be required to settle the obligation, and the amount has been reliably estimated. Provisions are not recognised for future operating losses.

Other provisions are measured at the present value of the expenditure expected to be required to settle the obligation using a pre-tax discount rate that reflects the current market assessment of the time value of money and the risks specific to the obligation. The increase in the provision due to the passage of time is recognised in the profit or loss as finance expense.

j) Borrowings

Borrowings are presented as current liabilities unless the Company has an unconditional right to defer settlement for at least 12 months after the end of the financial reporting date.

Borrowings are initially recognised at fair value (net of transaction costs) and subsequently carried at amortised cost. Any difference between the proceeds (net of transaction costs) and the redemption value is recognised in profit or loss over the period of the borrowings using the effective interest method.

k) Share Capital

Proceeds from issuance of ordinary shares are recognised as share capital in equity. Incremental costs directly attributable to the issuance of new ordinary shares are deducted against the share capital account.

l) Dividends

Dividends to the Company's shareholders are recognised when the dividends are approved for payment.

m) Income Taxes

Income tax expense represents the sum of the current income tax and deferred tax liabilities.

Current income tax for the current period is recognised at the amount expected to be paid to or recovered from the tax authorities, using the tax rates and tax laws that have been enacted or substantively enacted by the end of the reporting date.

Deferred income tax is recognised for all temporary differences arising between the tax bases of assets and liabilities and their carrying amounts. A deferred income tax asset is recognised to the extent that it is probable that future taxable profit will be available against which the deductible temporary differences and tax losses can be utilised.

Deferred income tax is measured:

- at the tax rates that are expected to apply when the related deferred income tax asset is realised, or the deferred income tax liability is settled, based on tax rates and tax laws that have been enacted or substantively enacted by the statement of financial position date; and

- based on the tax consequence that will follow from the manner in which the Company expects, at the reporting date, to recover or settle the carrying amounts of its assets and liabilities.

Current and deferred income taxes are recognised as income or expense in the profit or loss.

n) Related Parties

A related party is defined as follows:

a) A person or a close member of that person's family is related to the Company if that person:

(i) has control or joint control over the Company;

(ii) has significant influence over the Company; or

(iii) is a member of the key management personnel of the Company.

b) An entity is related to the Company if any of the following conditions applies:

(i) The entity and the Company are members of the same group where each parent, subsidiary and fellow subsidiary is related to each other;

(ii) The entity is an associate or joint venture of the other entity;

(iii) Both entities are joint ventures of the same third party;

(iv) One entity is a joint venture of a third party and the other entity is an associate of the third party;

(v) The entity is a post-employment benefit plan for the benefit of employees of either the Company or an entity related to the Company. If the Company is itself such a plan, the sponsoring employees are also related to the Company;

(vi) The entity is controlled or jointly controlled by a person identified in section (a);

(vii) A person identified in section (a) (i) has significant influence over the entity or is a member of the key management personnel of the entity or its parent; or

(viii) The entity or any member of a group of which it is a part, provides key management personnel services to the Company or to the parent of the Company.

o) Investment in Joint Venture

A joint venture (JV) is a type of joint arrangement in which the parties with joint control of the arrangement have rights to the net assets of the arrangement. A separate vehicle (not the parties) will have the rights to the assets and obligations for the liabilities, relating to the arrangement. Investments in joint ventures are accounted for using the equity method. Under the equity method, the share of the profits or losses of the joint venture is recognised in profit or loss and the share of the movements in equity is recognised in other comprehensive income. Investments in joint ventures are carried in the statement of financial position at cost plus post-acquisition changes in the Company's share of net assets of the joint venture. Goodwill relating to the joint venture is included in the carrying amount of the investment and is neither amortised nor individually tested for impairment. Dividends received or receivable from the joint venture reduce the carrying amount of the investment. After application of the equity method, the Company determines whether it is necessary to recognise any additional impairment loss with respect to the Company's net investment in the joint venture.

The Company's share of the joint venture post-acquisition profits or losses is recognised in the statement of profit or loss and other comprehensive income. The cumulative post-acquisition movements are adjusted against the carrying amount of the investment. When the Company's share of losses in a joint

venture equals or exceeds its interest in the joint venture, including any unsecured long-term receivable, the Company does not recognise further losses, unless it has incurred obligations or made payments on behalf of the joint venture.

The Company discontinues the use of the equity method upon the loss of joint control over the joint venture and recognises any retained investment at its fair value.

p) Share based payment

Under AASB 2 Share-based Payment, the Company must recognise the fair value of shares and options granted to directors, employees and consultants as remuneration as an expense on a pro-rata basis over the vesting period in the Statement of Profit or Loss and Other Comprehensive Income with a corresponding adjustment to equity.

Non-market vesting conditions are included in assumptions about the number of options that are expected to vest. The total expense is recognised over the vesting period, which is the period over which all of the specified vesting conditions are to be satisfied. At the end of each period, the Company revises its estimates of the number of options that are expected to vest based on the non-market vesting conditions. It recognises the impact of the revision to original estimates, if any, in profit or loss, with a corresponding adjustment to equity. No revision to original estimates is made in respect of options issued with market based conditions.

The Company provides benefits to employees (including directors) of the Group in the form of share based payment transactions, whereby employees render services in exchange for shares or rights over shares (including options) (equity-settled transactions). The cost of these equity-settled transactions with employees (including directors) is measured by reference to fair value at the date they are granted. The fair value is determined using an appropriate option pricing model.

In relation to the valuation of the share-based payments, these are valued using an appropriate option valuation method. Once a valuation is obtained management use an assessment as to the probability of meeting non-market based conditions. Market conditions are vested over the period in which management assess it will take for these conditions to be satisfied.

q) Significant Accounting Estimates and Judgements

Estimates, assumptions and judgements are continually evaluated and are based on historical experience and other factors, including expectations of future events that are believed to be reasonable under the circumstances. Actual results may differ from these estimates.

Impairment of *capitalised exploration and evaluation expenditure*

The future recoverability of capitalised exploration and evaluation expenditure is dependent on a number of factors, including:

(i) Whether the Company decides to exploit the related lease itself or, if not, whether it successfully recovers the related exploration and evaluation asset through sale; and

(ii) The Company's ability to obtain all regulatory approvals required.

Exploration and evaluation is capitalised if activities in the area of interest have not reached a stage that permits a reasonable assessment of the existence or otherwise of economically recoverable reserves. To the extent it is determined in the future that this capitalised expenditure should be written off, profits and net assets will be reduced in the period in which this determination is made.

The Company follows the guidance of AASB *Exploration for and Evaluation of Mineral Resources* to determine when capitalised exploration and evaluation expenditure is impaired.

Valuation of share based payment transactions

The valuation of share-based payment transactions is measured by reference to the fair value of the equity instruments at the date at which they are granted. The fair value is determined using option pricing models (as appropriate) taking into account the terms and conditions upon which the instruments were granted.

Income tax

The Company is subject to income taxes in the jurisdictions in which it operates. Significant judgement is required in determining the provision for income tax. There are many transactions and calculations undertaken during the ordinary course of business for which the ultimate tax determination is uncertain. The consolidated entity recognises liabilities for anticipated tax audit issues based on the consolidated entity's current understanding of the tax law. Where the final tax outcome of these matters is different from the carrying amounts, such differences will impact the current and deferred tax provisions in the period in which such determination is made.

Recovery of deferred tax assets

Deferred tax assets are recognised for deductible temporary differences only if the consolidated entity considers it is probable that future taxable amounts will be available to utilise those temporary differences and losses.

Accounting for formation of joint venture

The Company considers the substance of the arrangement to be the contribution of a non-monetary asset, being the exploration assets, into a joint venture, in exchange for an equity interest in that joint venture. Where an owner or seller contributes an asset to a joint venture, AASB 128 Investments in Associates and Joint Ventures requires that a gain can only be recognised to the extent of external ownership in the entity. Accordingly, the Company can only recognise 50% of the gain generated from the contribution of the asset to the joint venture.

In the absence of a liquid market, the Company considers the purchase price paid by Ganfeng to be the best indicator of fair value of the exploration assets and of a 50% interest in the entity. The gain on formation of the joint venture reflects the value of the Company's 50% interest in the entity implied by Ganfeng, less the total cost base of the joint venture. The gain is recognised only to the extent of the 50% ownership.

r) Going Concern

The Historical Financial Information has been prepared on a going concern basis, which contemplates the continuity of normal business activity and the realisation of assets and the settlement of liabilities in the normal course of business.

The Directors believe that the Company will continue as a going concern. As a result the financial information has been prepared on a going concern basis. However should the fundraising under the Prospectus be unsuccessful, the entity may not be able to continue as a going concern. No adjustments have been made relating to the recoverability and classification of liabilities that might be necessary should the Company not continue as a going concern.

NOTE 2: RELATED PARTY DISCLOSURES

Transactions with related parties and Directors' interests are disclosed separately in the Prospectus.

NOTE 3: COMMITMENTS AND CONTINGENCIES

Other than the material contracts detailed in Section 7.3 of the Prospectus, the Company does not have any material commitments or contingencies.

NOTE 4: CASH AND CASH EQUIVALENTS

NOTE 4. CASH AND CASH EQUIVALENTS	Audited as at 31-Dec-21 $	Pro forma after Offer Min $	Pro forma after Offer Max $
Cash and cash equivalents	23,481	35,433,670	84,611,670
Audited balance of Leo Lithium as at 31 December 2021		23,481	23,481
		23,481	23,481
Pro forma adjustments:			
Proceeds from shares issued under the Offer		50,000,000	100,000,000
Costs of the Offer		(2,084,000)	(2,906,000)
Repayment of payable in relation to costs connected with the formation of the Goulamina Joint Venture		(810,811)	(810,811)
Costs of the Demerger		(1,750,000)	(1,750,000)
Repayment of the loan from Firefinch		(9,945,000)	(9,945,000)
		35,410,189	84,588,189
Pro forma balance		35,433,670	84,611,670

NOTE 5: INVESTMENT IN JOINT VENTURE – MLB

NOTE 5: INVESTMENT IN JOINT VENTURE - MLB	Audited as at 31-Dec-21 $	Pro forma after Offer $
Investment in Joint Venture - MLB	-	99,885,817
Audited balance of Leo Lithium as at 31 December 2021		-
		-
Subsequent events:		
Receipt of MLB shares from Firefinch		13,816,260
Transfer of Original DFS and Updated DFS to MLB		5,399,819
Gain on formation of the Goulamina Joint Venture		80,669,738
		99,885,817
Pro forma balance		99,885,817

NOTE 6: EXPLORATION AND EVALUATION EXPENDITURE

NOTE 6: EXPLORATION AND EVALUATION EXPENDITURE	Audited as at 31-Dec-21 $	Pro forma after Offer $
Exploration and evaluation expenditure	-	-
Audited balance of Leo Lithium as at 31 December 2021		-
		-
Subsequent events:		
Receipt of Original DFS and Updated DFS from Firefinch		5,399,819
Transfer of Original DFS and Updated DFS to MLB		(5,399,819)
		-
Pro forma balance		-

NOTE 7: TRADE AND OTHER PAYABLES

NOTE 7. TRADE AND OTHER PAYABLES	Audited as at 31-Dec-21 $	Pro forma after Offer $
Trade and other payables	-	-
Audited balance of Leo Lithium as at 31 December 2021		-
		-
Subsequent event:		
Assignment of the Macquarie success fee payable from Firefinch to Leo Lithium		810,811
		810,811
Pro forma adjustment:		
Repayment of success fee to Macquarie that was assigned from Firefinch		(810,811)
		(810,811)
Pro forma balance		-

NOTE 8: BORROWINGS

NOTE 8. BORROWINGS	Audited as at 31-Dec-21 $	Pro forma after Offer $
Borrowings	-	-
Audited balance of Leo Lithium as at 31 December 2021		-
		-
Subsequent event:		
Loan from Firefinch		9,945,000
		9,945,000
Pro forma adjustments:		
Repayment of loan from Firefinch		(9,945,000)
		(9,945,000)
Pro forma balance		-

NOTE 9: ISSUED CAPITAL

NOTE 9. ISSUED CAPITAL		Audited as at 31-Dec-21 $	Pro forma after Offer Min $	Pro forma after Offer Max $
Issued capital		2	58,421,081	107,581,081
	Number of shares (Min)	**Number of shares (Max)**	**$**	**$**
Fully paid ordinary share capital of Leo Lithium as at 31 December 2021	1	1	2	2
	1	1	2	2
Subsequent events:				
Issue of shares to Firefinch for transfer of Original and Updated DFS and shares in MLB	4,635,540	4,635,540	9,271,079	9,271,079
Share capital reorganisation	1,050,045,906	1,050,045,906	-	-
	1,054,681,446	1,054,681,446	9,271,079	9,271,079
Pro forma adjustments:				
Issue of shares pursuant to the Offer	71,433,426	142,922,175	50,000,000	100,000,000
Costs of the Offer directly attributable to the capital raising	-	-	(850,000)	(1,690,000)
	71,433,426	142,922,175	49,150,000	98,310,000
Pro forma balance	1,126,114,873	1,197,603,622	58,421,081	107,581,081

For the purpose of the Pro Forma Historical Financial Information, we note that the total amount raised pursuant to the Offer has been rounded.

Prior to the Demerger, the Company underwent a share split such that the 4,635,541 shares on issue following the transfer by Firefinch to Leo Lithium of the ownership and intellectual property of both the

Original DFS and the Updated DFS and the shares it held in MLB increased to 1,054,681,447 shares (inclusive of the 1 share on issue at 31 December 2021).

NOTE 10: RETAINED EARNINGS

NOTE 10. RETAINED EARNINGS	Audited as at 31-Dec-21 $	Pro forma after Offer Min $	Pro forma after Offer Max $
Retained earnings	23,479	76,898,406	76,916,406
Audited balance of Leo Lithium as at 31 December 2021		23,479	23,479
		23,479	23,479
Subsequent events:			
Gain on formation of the Goulamina Joint Venture		80,669,738	80,669,738
Payable in relation to costs connected with the formation of the Goulamina Joint Venture that were assigned by Firefinch to Leo Lithium		(810,811)	(810,811)
		79,858,927	79,858,927
Pro forma adjustment:			
Costs of the Demerger		(1,750,000)	(1,750,000)
Costs of the Offer not directly attributable to the capital raising		(1,234,000)	(1,216,000)
		(2,984,000)	(2,966,000)
Pro forma balance		76,898,406	76,916,406

The completion of the Goulamina Joint Venture resulted in a gain to reflect the uplift in carrying value of Leo Lithium's interest in the Goulamina Joint Venture. The carrying value comprised the implied fair value of a 50% interest in the Goulamina Joint Venture based on Ganfeng's US$130 million equity investment in MLB less Leo Lithium's existing cost base of the Goulamina Joint Venture.

Total cash costs in relation to the formation of the Goulamina Joint Venture are estimated to be approximately $810,811 representing the Macquarie advisory success fee in relation to the Ganfeng Direct Debt of US$40 million.

Total cash costs of the Demerger are estimated to be $1,750,000 which represents the Macquarie incentive fee.

NOTE 11: OPTIONS

The Managing Director Options and the Company Options have been valued using the Black-Scholes option pricing model. The key inputs used and conclusion as to the value of the options are set out in the table below:

	Managing Director Options	Company Options
Number of options	5,000,000	3,360,000
Underlying share price	$0.700	$0.700
Exercise price	$0.910	$0.910
Expected share price volatility	100%	100%
Life of the options (years)	3.00	3.00
Expected dividends	Nil	Nil
Risk-free rate	2.590%	2.590%
Value per option	$0.404	$0.404
Value per tranche	$2,020,000	$1,357,440

In accordance with AASB 2 *Share-based Payment*, the value of the Managing Director Options and the Company Options will be expensed over the respective vesting periods, and as such, as at the pro forma date, there is no financial adjustment required to reflect the issue of the options as the options will be expensed at the end of the next reporting period.

APPENDIX 2 — FINANCIAL SERVICES GUIDE

BDO Corporate Finance (WA) Pty Ltd ABN 27 124 031 045 (**'we'** or **'us'** or **'ours'** as appropriate) has been engaged by Leo Lithium Limited (**'Leo Lithium'**) to provide an Independent Limited Assurance Report for inclusion in the Prospectus.

Financial Services Guide
In the above circumstances we are required to issue to you, as a retail client, a Financial Services Guide (**'FSG'**). This FSG is designed to help retail clients make a decision as to their use of the general financial product advice and to ensure that we comply with our obligations as a financial services licensee.

This FSG includes information about:

- who we are and how we can be contacted;
- the services we are authorised to provide under our Australian Financial Services Licence, Licence No. 316158;
- remuneration that we and/or our staff and any associates receive in connection with the general financial product advice;
- any relevant associations or relationships we have; and
- our internal and external complaints handling procedures and how you may access them.

Information about us
BDO Corporate Finance (WA) Pty Ltd is a member firm of the BDO network in Australia, a national association of separate entities (each of which has appointed BDO (Australia) Limited ACN 050 110 275 to represent it in BDO International). The financial product advice in our Report is provided by BDO Corporate Finance (WA) Pty Ltd and not by BDO or its related entities. BDO and its related entities provide services primarily in the areas of audit, tax, consulting and financial advisory services.

We do not have any formal associations or relationships with any entities that are issuers of financial products. However, you should note that we and BDO (and its related entities) might from time to time provide professional services to financial product issuers in the ordinary course of business.

Financial services we are licensed to provide
We hold an Australian Financial Services Licence that authorises us to provide general financial product advice for securities to retail and wholesale clients.

When we provide the authorised financial services we are engaged to provide an ILAR in connection with the financial product of another entity. Our Report indicates who has engaged us and the nature of the report we have been engaged to provide. When we provide the authorised services we are not acting for you.

General Financial Product Advice
We only provide general financial product advice, not personal financial product advice. Our Report does not take into account your personal objectives, financial situation or needs. You should consider the appropriateness of this general advice having regard to your own objectives, financial situation and needs before you act on the advice.

Fees, commissions and other benefits that we may receive
We charge fees for providing reports, including this Report. These fees are negotiated and agreed with the client who engages us to provide the report. Fees are agreed on an hourly basis or as a fixed amount depending on the terms of the agreement. The fee payable to BDO Corporate Finance (WA) Pty Ltd for this engagement is approximately $115,000 (exclusive of GST).

Except for the fees referred to above, neither BDO, nor any of its directors, employees or related entities, receive any pecuniary benefit or other benefit, directly or indirectly, for or in connection with the provision of the Report.

Remuneration or other benefits received by our employees
All our employees receive a salary. Our employees are eligible for bonuses based on overall productivity but not directly in connection with any engagement for the provision of a report. We have received a fee from Leo Lithium for

our professional services in providing this Report. That fee is not linked in any way with our opinion as expressed in this Report.

Referrals
We do not pay commissions or provide any other benefits to any person for referring customers to us in connection with the reports that we are licensed to provide.

Complaints resolution
Internal complaints resolution process
As the holder of an Australian Financial Services Licence, we are required to have a system for handling complaints from persons to whom we provide financial product advice. Complaints can be in writing addressed to The Complaints Officer, BDO Corporate Finance (WA) Pty Ltd, Level 9, Mia Yellagonga Tower 2, 5 Spring Street, Perth WA 6000 or, by telephone or email using the contact details within our report.

When we receive a complaint we will record the complaint, acknowledge receipt of the complaint in writing within one business day or, if the timeline cannot be met, then as soon as practicable and investigate the issues raised. As soon as practical, and not more than 30 days after receiving the complaint, we will advise the complainant in writing of our determination.

Referral to External Dispute Resolution Scheme
If a complaint is made and the complainant is dissatisfied with the outcome of the above process, or our determination, the complainant has the right to refer the matter to the Australian Financial Complaints Authority Limited ('**AFCA**').

AFCA is an independent company that has been established to impartially resolve disputes between consumers and participating financial services providers.

Our AFCA Membership Number is 12561. Further details about AFCA are available on its website www.afca.org.au or by contacting it directly via the details set out below:

Australian Financial Complaints Authority Limited
GPO Box 3
Melbourne VIC 3001
Toll free: 1300 931 678
Website: www.afca.org.au

Contact details
You may contact us using the details set out on page 1 of our Report.

1300 138 991

www.bdo.com.au

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Attachment B Technical Assessment Report

Valuation & Resource Management

TECHNICAL ASSESSMENT REPORT

Presented To:
Leo Lithium Limited

Date Issued:

27 April 2022

Document Reference	Leo Lithium TAR April 2022 Rev5
Distribution	Leo Lithium Limited
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	Walter Mädel, M AusIMM (Metallurgy CP)
Peer Reviewer	Deborah Lord F AusIMM, M AIG
Report Date	27 April 2022

Executive Summary

Leo Lithium Limited (Leo Lithium or the Company) commissioned Valuation and Resource Management Pty Ltd (VRM) to prepare a Technical Assessment Report (TAR or the Report) of the mineral assets owned by Leo Lithium, currently a wholly owned subsidiary of Firefinch Limited (ASX: FFX) (Firefinch). The Goulamina Lithium Project (Goulamina or Project) was initially 100% owned by Firefinch; however, an incorporated Joint Venture (JV) has been formed when Firefinch divested 50% of the JV to Jiangxi Ganfeng Lithium Co Ltd (Ganfeng). Leo Lithium currently holds a 50% interest in the Project. Once development of the Project is undertaken, the State of Mali will hold a free carried 10% interest in the Project and the right to acquire, on commercial terms, up to an additional 10% of the Project. It is uncertain if the State of Mali will acquire the additional 10% of the Project. Details of the project ownership and contracts are detailed in the Leo Lithium prospectus (Prospectus) to which this Report is appended. Pursuant to the prospectus, Leo Lithium seeks to raise a minimum of $50 million and a maximum of $100 million by way of the issue of fully paid ordinary shares in Leo Lithium (Offer).

The Project, located in Mali, West Africa, is the focus of the TAR. The TAR is intended for inclusion in a Prospectus to be prepared by Leo Lithium in conjunction with an application to seek admission to the Official List of the Australian Securities Exchange (ASX).

This Report has been prepared as a public document, in the format of a Specialist Report and in accordance with the guidelines of the *Australasian Code for Public Reporting of Technical Assessments and Valuations of Mineral Assets* – the 2015 VALMIN Code (VALMIN) and the *Australasian Code for Reporting of Exploration Results, Mineral Resources and Ore Reserves* – the 2012 JORC Code (JORC).

The focus of Leo Lithium and the JV will be the development and eventual operation of the Project. The development of the project is underway. The Project has Mineral Resource and Ore Reserve estimates that were undertaken in accordance with the JORC Code (Table 1 and Table 2). The estimates are reported in detail within this Report, with the required JORC Code Table 1 Sections 1–4 appended to this Report.

Table 1 – Goulamina Mineral Resource estimate – June 2020

Classification	Cut-off grade (Li_2O%)	Tonnes (Millions)	Contained Tonnes Li_2O	Li_2O (%)
Measured	0.00	8.4	133,000	1.57
Indicated	0.00	56.2	832,000	1.48
Inferred	0.00	43.9	606,000	1.38
Total	**0.00**	**108.5**	**1,570,000**	**1.45**

Source: Leo Lithium

Table 2 – Goulamina Open Pit Ore Reserve estimate – October 2020

Category	Cut-off grade (Li_2O%)	Tonnes (Millions)	Grade (Li_2O%)	Tonnes Li_2O
Proven	0.00	8.1	1.55	125,000
Probable	0.00	44.0	1.50	660,000
Total	**0.00**	52.0	1.51	785,000

Source: Leo Lithium

Multiple studies on the Project have been undertaken, with the most recent updated Definitive Feasibility Study (DFS), lodged with ASX by Firefinch on 6 December 2021 (DFS Update), detailed in this Report. The DFS outlines a compelling development project. While there are risks associated with the Project, these have been studied and in VRM's opinion the main risk outside the resource and development risks is associated with the transport of the concentrates to an export port and then the potential delays and timing of suitable concentrate vessels to transport the concentrates to China – currently the expected customer for the lithium concentrates.

Leo Lithium has proposed a budget of US$263.2 million (see Section 7), assuming sufficient funds are raised to develop the Project and test the targets outlined within the Project area. The development represents the primary use of funds from the proposed capital raising. The JV's total budget consists of US$148.3 million in the first year and US$114.9 million in the second year. Funds are available to the JV by way of the initial investment by Ganfeng of US$130 million. In addition, Ganfeng will provide a debt facility of US$40 million and then Leo Lithium and Ganfeng will share the balance of the funding requirements 50:50. Leo Lithium will source its share of the additional funding requirements from the Offer.

VRM has reviewed the budget and work program. VRM considers the outlined work and targets justify additional work at the proposed budget levels, which are appropriate and in line with the current costs. It is VRM's opinion that ongoing, targeted, and modern exploration activities would further extend known mineralisation and lead to identification of additional mineralisation. Subject to Leo Lithium obtaining sufficient funding, it is VRM's recommendation that the proposed work programs be carried out.

A summary of the Company's exploration budget is presented in Section 7. Should the minimum subscription be raised under the Offer, VRM considers that the Company will have sufficient working capital to carry out its stated objectives, maintain the tenements in good standing by meeting or exceeding tenement expenditure commitments, and satisfy the requirements of the ASX Listing Rules.

The Company has prepared staged exploration programs and budgets, specific to the Project, which are consistent with the findings of this Report. VRM considers that the identified targets have sufficient technical merit to justify the proposed programs and associated expenditure.

Conclusions

The Project is an advanced development ready lithium project with a globally significant high-grade lithium Mineral Resource and Ore Reserve. The work conducted by the Project's previous owner, Firefinch, and the ongoing work by the JV has significantly de-risked the Project and the JV partners have made a final investment decision on the Project.

In VRM's opinion, and supported by the feasibility studies, the Project should, provided sufficient funding is secured to ensure the capital expenditure and working capital is attained, be advanced to development. The current lithium market fundamentals indicate that the current spodumene concentrate prices are significantly higher than the prices assumed in the updated DFS.

The current Mineral Resources, Ore Reserves and Feasibility Study which were the basis for confirming a final investment decision, provide a robust development opportunity for a long life, high margin lithium operation. Should the lithium concentrate prices remain elevated, compared to the price assumed in the DFS, there would be a material positive difference to the economic returns for the Project.

Contents

List of Figures

List of Tables

1. Introduction

Valuation and Resource Management Pty Ltd (VRM) was engaged by Leo Lithium Limited (Leo Lithium or the Company) to prepare a Technical Assessment Report (Report or TAR) on the mineral assets owned by Leo Lithium, currently a wholly owned subsidiary of Firefinch Limited (ASX: FFX) (Firefinch). The Goulamina Lithium Project (Goulamina or Project) was initially 100% owned by Firefinch; however, an incorporated joint venture (JV) has been established whereby Jiangxi Ganfeng Lithium Co Ltd (Ganfeng) subscribed for 50% of the shares in the JV for a total investment of US$130 million. Leo Lithium currently holds a 50% interest in the Project. This Report is to be included in a prospectus to be issued by the Company for an initial public offer to raise between a total of AUD$100 million with a minimum subscription of AUD$50 million (before costs) (Prospectus). The mineral assets comprise the Project (Figure 1).

Figure 1 – Location of the Project in Mali, West Africa

Source Leo Lithium Limited

1.1. Compliance with the JORC and VALMIN Codes and ASIC Regulatory Guides

In preparing the Report, VRM has applied the guidelines and principles of the *Australasian Code for Public Reporting of Technical Assessments and Valuations of Mineral Assets* – 2015 VALMIN Code (VALMIN) and the *Australasian Code for Reporting of Exploration Results, Mineral Resources and Ore Reserves* – the 2012 JORC Code (JORC). Both industry codes are mandatory for all members of the Australasian Institute of Mining and Metallurgy (AusIMM) and the Australian Institute of Geoscientists (AIG). These codes are also requirements

under Australian Securities and Investments Commission (ASIC) rules and guidelines and the Listing Rules of the Australian Securities Exchange (ASX).

This Report is a Public Report as described in the VALMIN Code (Clause 5) and the JORC Code (Clause 9). It is based on, and fairly reflects, the information and supporting documentation provided by Leo Lithium and Firefinch, as well as previous owners and associated Competent Persons as referenced in this Report and additional publicly available information.

1.2. Scope of Work

VRM's primary obligation in preparing this Report is to independently describe the Project, applying the guidelines of the JORC and VALMIN Codes. These require that the Report contains all the relevant information at the date of disclosure, which investors and their professional advisors would reasonably require in making a reasoned and balanced judgement regarding the Project.

VRM has compiled the Report based on the principle of reviewing and interrogating both the documentation of Leo Lithium and its consultants, and documentation on other previous exploration within the area. This Report is a summary of the work conducted, completed, and reported by Firefinch from discovery of the Project to February 2022, based on information supplied to VRM by Leo Lithium and other information sourced in the public domain, to the extent required by the VALMIN and JORC Codes.

VRM understands that its review and Report will be included in the Prospectus, and as such, it is understood that VRM's review will be a public document. Accordingly, this Report has been prepared in accordance with the requirements of the 2015 VALMIN Code.

1.3. Statement of Independence

VRM was engaged to undertake a report of the Project. This work was conducted applying the principles of the JORC and VALMIN Codes, which in turn reference ASIC Regulatory guide 111 Content of expert reports (RG111) and ASIC Regulatory guide 112 Independence of Experts (RG112).

Mr Paul Dunbar and Dr Louis Bucci of VRM have not had any association with Leo Lithium, its individual employees, or any interest in the securities of the Company or potential interest, nor are they expected to be employed by the Company after the initial public offering (IPO), which could be regarded as affecting their ability to give an independent, objective, and unbiased opinion. VRM will be paid a fee for this work based on standard commercial rates for professional services. The fee is not contingent on the results of this review and is estimated to be approximately AUD$65,000 (excl. GST).

The competent person who has undertaken the Mineral Resource estimates that have been incorporated into this Report is a current employee of Leo Lithium and a shareholder of Firefinch and is therefore not considered by VRM to be independent.

1.4. Competent Persons Declaration and Qualifications

This Report was prepared by Mr Paul Dunbar as the primary author with significant contributions from Dr Louis Bucci of VRM, Mr Quinton de Klerk of Cube Consulting and having relied on work undertaken by Mr Simon McCracken of Leo Lithium.

The Report and information that relates to geology, exploration and the assessment of planned exploration programs is based on information compiled by Dr Louis Bucci, PhD, BSc (Hons), a Competent Person who is a member of the AIG. Dr Bucci is an associate of VRM and has sufficient experience which is relevant to the style of mineralisation, geology, and type of deposit under consideration and to the activity being undertaken to qualify as a Competent Person under the JORC Code. Dr Bucci consents to the inclusion in the Report of the matters based on his information in the form and context in which it appears.

The reporting of the previous exploration, exploration potential, geology, exploration, the assessment of planned exploration programs and budget along with the compilation of the Mineral Resources and Ore Reserves was completed by Mr Paul Dunbar, BSc (Hons), MSc, a Competent Person who is a member of the AusIMM and the AIG. Mr Dunbar is a Principal of VRM and has sufficient experience, which is relevant to the style of mineralisation, geology, and type of deposit under consideration and to the activity being undertaken to qualify as a Competent Person under the 2012 JORC Code and a Specialist under the 2015 VALMIN Code. Mr Dunbar consents to the inclusion in the Report of the matters based on his information in the form and context in which it appears.

The information in this Report that relates to Mineral Resources and technical studies is based on information compiled by Mr Simon McCracken, who is Firefinch's Geology Manager and a shareholder in Firefinch. Mr McCracken is a member of the AIG. Mr McCracken has sufficient experience which is relevant to the style of mineralisation and type of deposit under consideration and the activity he is undertaking to qualify as a Competent Person as defined in the JORC Code. Mr McCracken consents to the inclusion in the Report of the matters based on his information in the form and context in which it appears.

The information in this Report that relates to Ore Reserves is based on information compiled by Mr Quinton de Klerk, who is employed by Cube Consulting. Mr de Klerk is a fellow of the AusIMM and has sufficient experience which is relevant to the style of mineralisation and type of deposit under consideration and the activity he is undertaking to qualify as a Competent Person as defined in the JORC Code. Mr de Klerk consents to the inclusion in the Report of the matters based on his information in the form and context in which it appears.

Information in this Report relating to the metallurgical test work is based on technical data compiled or supervised by Mr Walter Mädel, who at the time of the DFS was a full-time employee of Mali Lithium Limited (now Firefinch and Leo Lithium). Mr Mädel is a member of the AusIMM and a mineral processing professional with over 27 years of experience in metallurgical process and project development, process design, project implementation and operations. Of his experience, at least 5 years have been specifically focused on hard rock pegmatite lithium processing development. Mr Mädel consents to the inclusion in the Report of the matters based on his information in the form and context in which it appears.

1.5. Reliance on Experts

The authors of this Report are not qualified to provide extensive commentary on the legal aspects of the tenure of the mineral properties or the compliance with the legislative environment and permitting in Mali. In relation to the tenement standing, VRM has relied on information provided by the Company which confirms the Project tenement is current and in good standing. Regarding the legal standing of the tenement that constitutes the Project VRM directs the reader to the Solicitor's Report included in the Prospectus to which this Report is appended.

In respect of the information contained in this Report, VRM has relied on:

- Information and reports obtained from Leo Lithium or the public domain including but not limited to:
  - Presentation material including several cross sections and plans
  - Feasibility Study technical reports for the Project
  - Mineral Resource estimate report and previous Mineral Resource reports
  - Firefinch's internal reports
- Various ASX releases, including from previous owners and other companies with projects in the region
- Publicly available information, including several publications on the regional geology and tectonic evolution of the region
- Government regional datasets, including geological mapping and reports.

All information and conclusions in this Report are based on information Leo Lithium made available to VRM to assist with this Report, and other relevant publicly available data to 10 April 2022. VRM has reviewed the DFS Update, the original DFS and the Mineral Resource and the Ore Reserves estimates.

Reference has been made to other sources of information, published and unpublished, including government reports and reports prepared by previous interested parties and joint venturers to the areas, where it has been considered necessary. VRM has, as far as possible and making all reasonable enquiries, attempted to confirm the authenticity and completeness of the technical data used in the preparation of this Report and to ensure that it had access to all relevant technical information. VRM has relied on the information contained within the reports, articles and databases provided by Leo Lithium and Firefinch as detailed in the reference list. A draft of this Report was provided to Leo Lithium for the purpose of identifying and addressing any factual errors or omissions prior to finalisation of the Report.

This Report contains statements attributable to third parties. These statements are made or based on statements made in previous technical reports that are publicly available from either government departments or the ASX. The authors of these previous reports have not consented to the statements' use in this Report, and these statements are included in accordance with ASIC Corporations (Consent to Statements) Instrument 2016/72.

1.6. Site visit

VRM has not conducted a site visit to the Project as a part of this assignment. Site visits have been undertaken by the Competent Persons responsible for the Mineral Resource and Ore Reserve estimates. As VRM is

relying on those Competent Persons for the material and critical aspects of the Report, the requirement for a site visit is minimised in VRM's professional judgement, sufficient information is available and VRM considered that a site visit would likely not provide any additional information that would make a material difference to the findings or results of this Report. In addition to the site visits being conducted by the Competent Persons for Mineral Resource and Ore Reserve estimates, the COVID-19 travel restrictions during the early preparation of the Report also prohibited VRM undertaking a visit to the site.

2. Mineral Assets

The Mineral Assets in this review include one project in Mali, West Africa, being the Project. The location of the Project is shown in Figure 1.

2.1. Mineral Tenure

The exploitation permit (equivalent to a mining licence) for the Project was granted on 23 August 2019 and has a 30-year validity, renewable in intervals of 10 years, until depletion of Ore Reserves. It covers an area of 100km^2 and has been granted for lithium and other minerals defined by Article 8 of the Malian Mining Code as Group 2 minerals. Group 2 minerals include gold, silver, platinoid minerals (platinum group elements, PGEs), copper, lead, molybdenum, zinc, titanium, vanadium, zirconium, niobium, tantalite, tungsten, rare earths, lithium, tin, cobalt, and nickel.

The tenement schedule pertaining to the mineral assets is shown in Table 1, and has been validated via checking with the National Directorate of Geology and Mines (Mali) via a subscription-based project database. A detailed tenement plan and description of the Project area is included in Section 3.

VRM has made all reasonable enquiries regarding the status of this tenement and confirms that to the best of VRM's knowledge it remains in good standing with all statutory filings, reports and documentation supplied to the various government departments. As VRM and the authors of this Report are not experts in the mining acts applicable in West Africa, no warranty or guarantee, be it expressed or implied, is made by VRM with respect to the completeness or accuracy of the legal aspects regarding the security of the tenure. VRM relies on the various government databases and websites which confirm Leo Lithium's tenement is, at the time of this Report, in good standing. Further information is provided in the Solicitor's Report in this Prospectus.

Table 3 – Tenement schedule as at 28 March 2022

Project	Tenement	Area (ha)	Status	Grant/Application Date	Expiry Date	Holder/Applicant
Goulamina	PE2040/19	10,067.8	Active	23/08/2019	22/08/2049	Lithium du Mali S.A.

See Solicitor's Report on Tenements (annexed to the Prospectus) for details on tenure related agreements.

VRM understands that the tenement was formally transferred from Timbuktu Resources SARL to the Project's mining company officially created under the name 'Lithium du Mali S.A.' on 24 March 2022

3. The Project

The Project (to be 50% owned by Leo Lithium upon demerger of Leo Lithium from Firefinch) is located in southern Mali, West Africa (Figure 2). It consists of a single exploitation permit.

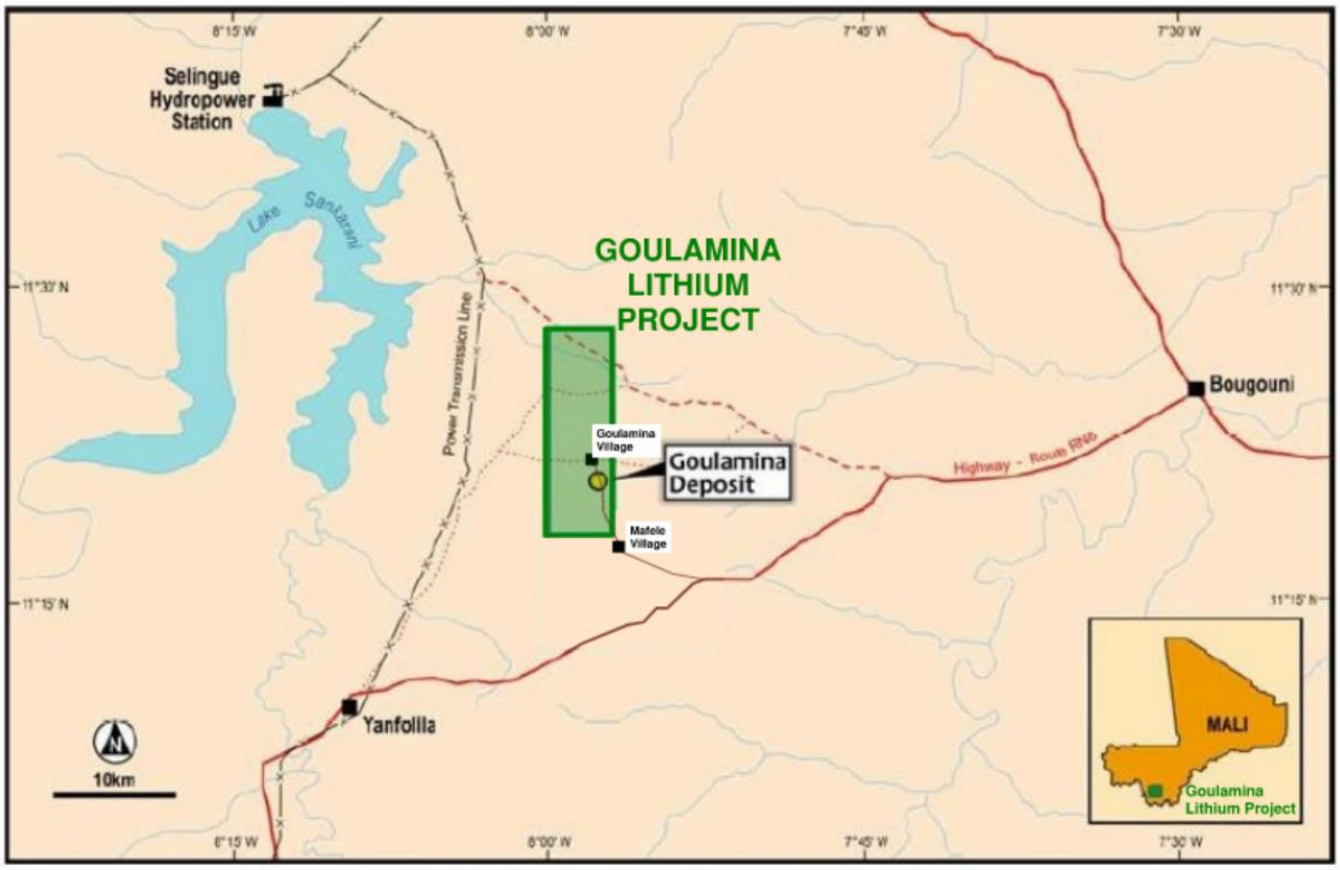

Figure 2 – Location and access to the Project

Source: Leo Lithium Limited

3.1. Location and Access

The Project is in southern Mali approximately 195km (by road) south of Bamako (150km direct distance) and 50km west of the town of Bougouni (Figure 2). The Project lies between the villages of Mafélé (3.5km south) and Goulamina (1km north). A sealed road extends to within 15km of the Project and connects the town of Bougouni to Yanfolila.

3.2. Climate and Local Environment

The Project area has a tropical climate with a dry season from November to April and a wet season from May to October. Average annual rainfall is approximately 1,120mm. The topography is relatively flat, and the site elevation is 405m above mean sea level.

Soils are typically Indurated ferricrete and laterite is common on elevated areas. On lower ground, poor fertility soils generally consist of loamy sand with gravel.

The Project area is covered by Savannah woodland with a wood cover of 80–100% interspersed by cleared areas where subsistence farming is practised. Wildlife habitats have been influenced by human activities and large mammals are rare due to exploitation by local villagers for bush meat; small mammals are more common. Bird species are common, particularly in wetland and wooded areas.

The Project is in the Sankarani River catchment within the Niger River basin. The Project is drained in a westerly direction towards the Sélingué Hydroelectric Dam by three ephemeral streams which flow only during the wet season. Surface water is mostly used for agricultural and livestock watering. Project water needs will be met by pumping water from the Sélingué Dam, augmented by harvesting rainwater and limited groundwater extraction.

3.3. Regional Geology

The Project is located within the Goulamina spodumene pegmatite field (GPF), situated within the Proterozoic Baoulé-Mossi Domain of the Leo Lithium-Man shield of the West African Craton (Figure 3; Baratoux et al., 2011). Outcrop in the region is poor due to intense lateritic weathering and substantial thicknesses of transported gravels, and Proterozoic sub crop is therefore largely inferred from airborne magnetic imagery. The following description of the regional geological setting has been taken from Wilde et al. (in press, 2021).

The oldest units of the Baoulé-Mossi Domain are north–south trending belts of Birimian (Paleoproterozoic) metavolcanic and metasedimentary rocks, with tholeiitic and calc-alkaline geochemistry attributed to the metavolcanics, which are commonly referred to as greenstones owing to greenschist facies metamorphism (Baratoux et al., 2011). Radiometric dates derived from zircons from meta-rhyolite units within the greenstone belts range from 2.16 to 2.19 Ga (Baratoux et al., 2011). Although detrital zircons within the metasedimentary sequence have yielded ages as young as 2.13 Ga, the relative age of the greenstone and metasedimentary sequences remains uncertain and controversial (Baratoux et al., 2011). The chemical composition of the volcano-sedimentary rocks is consistent with generation in an arc environment (Parra-Avila et al., 2017), with some workers also suggesting an oceanic plateau or rift origin (see references in Baratoux et al., 2011).

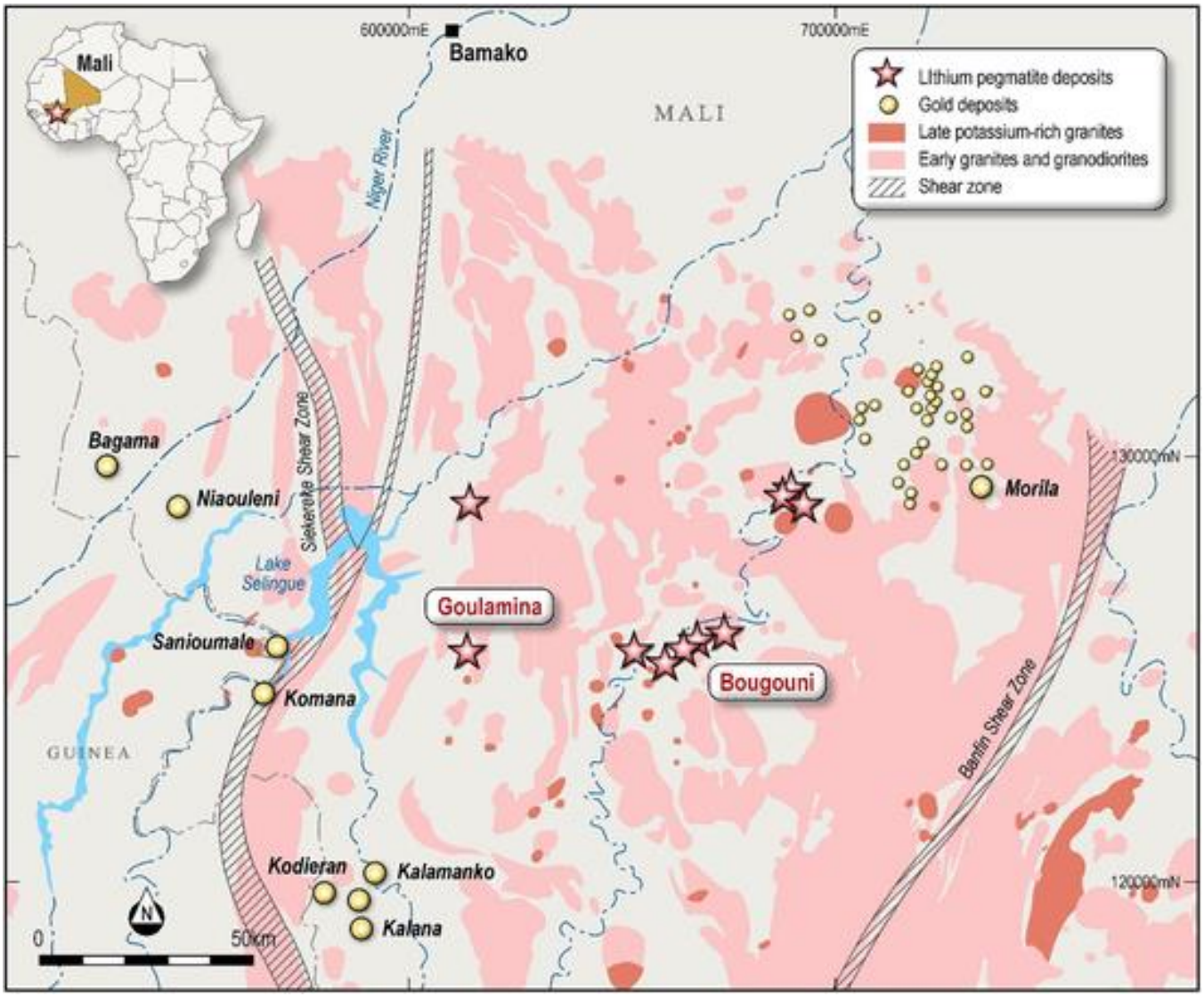

Figure 3 – Regional geological setting of the Project within the Goulamina and Bougouni pegmatite fields

Source: Modified from Wilde et al., 2021. Extracted from WAXI Geological Map of southern West African Craton. 2018. Miller, J M and Baratoux, L and WAXI Team in AMIRA 934B Final Report, Jessell, M W and WAXI team.

The volcano-sedimentary sequence was intruded by a large volume of granitoid plutons ranging in age and composition. Early intrusions (>2.1 Ga) have previously been classified as tonalite-trondjemite-granodiorite (TTG), although Parra-Avila et al. (2019) re-classified the TTG intrusions as magnesian, alkali-calcic to calc-alkalic and metaluminous to peraluminous based on the criteria of Frost et al. (2001). Younger intrusions (<2.1 Ga) present as more potassic biotite-bearing granites and locally syenites (Baratoux et al., 2011). Parra-Avila et al. (2017) interpret the two distinctive suites of intrusions to indicate an early arc setting between 2.1 and 2.25 Ga, evolving to a collisional setting after 2.1 Ga.

In summary, the evolution of the Baoulé-Mossi Domain is currently interpreted to have involved a combination of juvenile crust formation and reworking of older Archean crust between 2.3 and 1.9 Ga (Parra-Avila et al., 2016). A combination of geochronological and geochemical evidence suggests evolution from a westward retreating arc associated with an accretionary front at 2.10–2.05 Ga into a collisional orogen, driven

by the collision and amalgamation of the Baoulé-Mossi and Archean Kénéma-Man domains at approximately 2.03 Ga (Wilde et al., 2021).

Mineralisation

The Baoulé-Mossi Domain contains a number of significant gold mines and deposits, including the major deposits of Morila and Syama (Figure 3). These gold systems are typically associated with major north–south to northeast–southwest trending shear zones, with Morila (8Moz Au; see www.firefinch.com) described as a reduced intrusion-related gold system (RIRG; see Lawrence et al., 2016). Hydrothermal alteration associated with gold mineralisation includes albitisation, titanite development and arsenopyrite-loellingite (Lawrence et al., 2016). Dating of titanite indicates formation at approximately 2.08 Ga, potentially contemporaneous with collisional potassic granitoid intrusion (McFarlane et al., 2011).

3.4. Local Geology

The Project is located within broadly north–south trending belts of Paleoproterozoic metavolcanic and metasedimentary rocks which are intruded by syn- and post-orogenic granitoids, and which host an array of spodumene-bearing pegmatite dykes and sills. Northeast striking metapelite and metagreywacke rocks in the north and east of the Project area are intruded by granodiorites and pegmatite dykes and sills in the south. Outcrop is limited, and geology is interpreted from mapping, drilling and geophysics. Regolith is up to 10m thick and comprises a surficial transported gravel horizon overlying a thin laterite weathering profile. Depth of weathering varies from less than 1m to 70m.

The Goulamina deposit itself consists of a swarm of sub-parallel spodumene-bearing pegmatite dykes which intrude the granodiorite (Wilde et al., 2021). They strike NE–NNE, dip between 50° and 70° to the east, are between 1km and 2km in length and between 5m and 100m thick. From east to west the major pegmatite dykes are Main, West I, West II, Sangar I, Sangar II, and Danaya (Figure 4). At Danaya, the pegmatites have various orientations. Interpretation of magnetic data indicates that the area may be underlain by a large intrusion/intrusive complex (referred to as the Goulamina Granite), which gives rise to a distinctly elongate low susceptibility magnetic signature that extends over 20km (north–south orientation) and up to 8km in an east–west direction (see inset of Figure 4).

The Goulamina pegmatite field extends over approximately 3km^2, with its areal extent not yet defined due to a lack of drilling outside of the Mineral Resource area. The pegmatite field is entirely hosted within the inferred extent of the Goulamina Granite and consists of numerous individual composites and steeply dipping spodumene-bearing pegmatitic intrusions which have been constrained through drilling down to 200mRL below the current land surface (Figure 5).

From exploration and resource delineation drilling the pegmatite contains between 0.5% and 25% of the lithium-bearing pyroxene mineral spodumene, resulting in lithium grades between 0.1% Li_2O and 6% Li_2O. The major minerals are quartz and feldspar (albite and microcline) with minor muscovite. The pegmatites are comprised of both coarse-grained pegmatite (up to >10cm spodumene blades) and white, fine-grained (<1mm) aplite or albitite. The logged ratio of coarse-grained to fine-grained material is about 3:1 and can be

used as a proxy to determine the modal mineralogy of spodumene. The finer-grained pegmatites contain only minor spodumene.

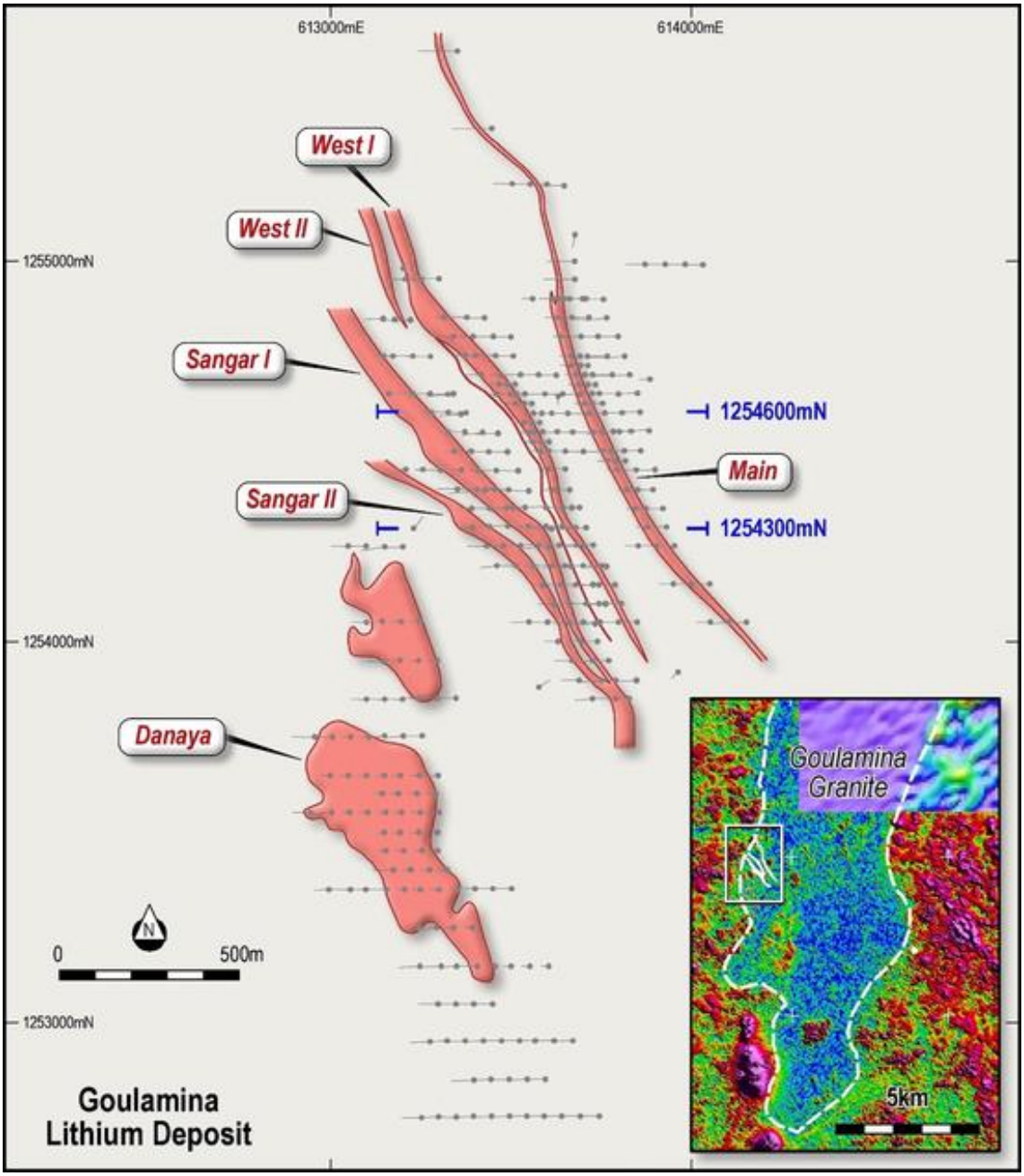

Figure 4 – Local distribution of spodumene-bearing pegmatite dykes of the Project

Source: Modified from Wilde et al., 2021; inset shows extent of the Goulamina Granite inferred from airborne magnetic imagery.

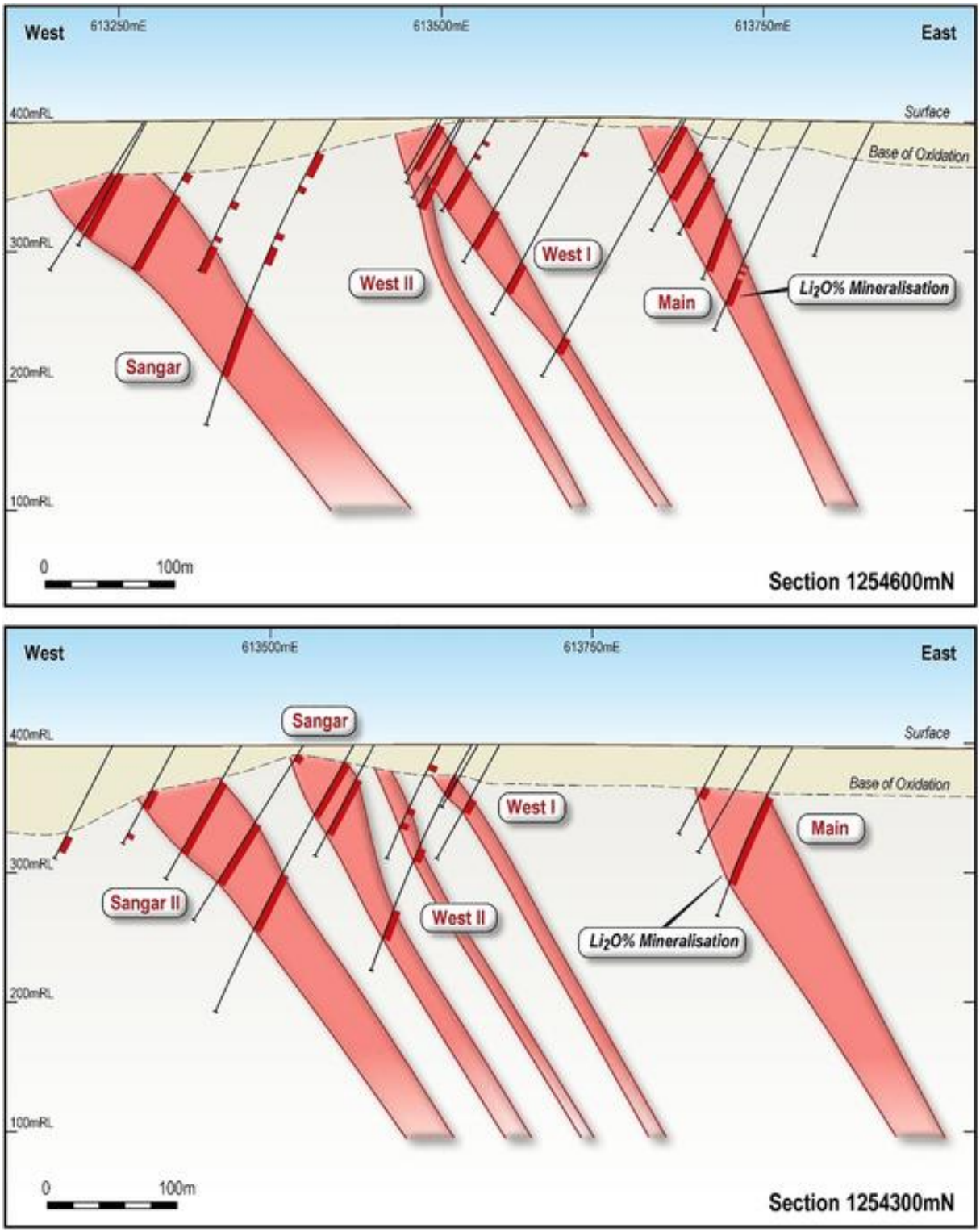

Figure 5 – Steeply dipping nature of spodumene-bearing pegmatite dykes as constrained by Mineral Resource drilling

Source: Modified from Wilde et al., 2021; see Figure 4 for location of section lines within the Project area.

3.5. Previous Exploration

Previous exploration within the Project area included surface sampling and regional-scale geophysical surveying primarily for gold. Pegmatite occurrences were identified during broad-scale country-wide development mapping programs undertaken sporadically from the 1950s to 1990s; however, there appears to have been no systematic reconnaissance exploration or drilling targeting lithium pegmatites within the Project area.

The Goulamina pegmatite outcrops shown in Figure 6 occur as a low hill extending over ~700m of strike and is up to 55m wide (Figure 4). The entire outcropping hill is comprised of spodumene- (lithium) bearing pegmatite. Additional small, scattered outcrops along strike and parallel to the main hill suggested significant mineralised extensions may occur beyond the limits of currently visible pegmatite body. Bulk sampling of outcropping pegmatite rock defined an average grade of 2.2% Li_2O with iron oxide contents between 0.5% and 0.8% Fe, confirming Goulamina is a high-grade lithium deposit by world standards. In 2008, a detailed evaluation of the commercial potential at Goulamina was undertaken by CSA Global. The work was commissioned and funded by the World Bank as part of the SYSMIN economic development program. CSA Global undertook systematic sampling of outcropping material at Goulamina to collect a representative bulk sample comprising 3,150kg of material which was subsequently crushed and split to 750kg for detailed processing test work. This work included evaluations of screen sizing to optimise spodumene (lithium) recoveries and preliminary dense media separation tests. The results are summarised in Table 4.

Table 4 – Goulamina screened -4 +0.075mm fraction by dense media separation

Fractions	Mass (%)	Li_2O Grade	Li_2O Recovery
δ >2.84	31.5	**6.69**	**84.7**
δ <2.84	64.1	0.42	10.9
Recalc.	95.6	2.49	95.6

Test work undertaken by Centre Technologique International de la Terre et de la Peirre

These results confirmed good spodumene (lithium) recoveries (84.7%) and high mass yield to produce a high-quality chemical grade (6.7%) spodumene concentrate. As shown in Figure 5 the pegmatite bodies at Goulamina dip steeply to the east.

Reverse circulation (RC) drilling by Birimian Gold Limited (later Mali Lithium and now Firefinch) commenced in May 2016, with a total of 46 holes drilled for a total of 3639m. Given the encouraging initial drilling, a 700m diamond drilling program commenced in July 2016. The first assay results from the RC drilling were announced in July 2016. Figure 7 shows the early exploration results from the initial 2016 exploration drilling.

Figure 6 – Coarse-grained 'crowded' spodumene rock at Goulamina

A maiden Mineral Resource estimate for the Project was reported on 27 October 2016. The initial Mineral Resource estimate, undertaken by Cube Consulting (Cube) an independent consulting group, totalled 15.5Mt at 1.84% Li_2O for 229,000t Li_2O, with 6.2Mt at 1.4% Li_2O for 87,000t Li_2O classified as Indicated and 9.3Mt at 1.53% Li_2O for 142,000t Li_2O classified as Inferred. Figure 7 shows the spatial extent of drilling included in the Maiden Mineral Resource estimate from October 2016.

Cube undertook a site visit in May 2016 while the drilling was being conducted and provided minor recommendations to slightly modify the drilling activities.

Subsequent to the initial Mineral Resource estimate, the majority of the exploration work on the Project has focused on additional resource extension and infill drilling. The details and updates to the initial Mineral Resource estimate are documented in Section 3.6.

Since the initial Mineral Resource estimate was completed, additional regional exploration on the surrounding mineral occurrences has resulted in the expanded resource with only minor regional exploration occurring in the tenement.

The RC and diamond drilling total 438 holes for 51,382m. Geotechnical metallurgical and hydrology drilling is excluded from the drilling summary in this Report. As at the date of this Report, the drilling consists of 52 diamond drill holes, 386 RC drill holes and 2,044 auger samples. Table 5 details the breakdown of hole numbers, depth and metres drilled and the targets or objectives for the drilling.

There has been minimal regional exploration away from the Goulamina Mineral Resources. The initial focus was to drill test beneath the easily identifiable outcropping spodumene-bearing pegmatites and the lateral extents of the outcropping pegmatites. There has been negligible regional exploration; in VRM's opinion, this is a high priority for additional work.

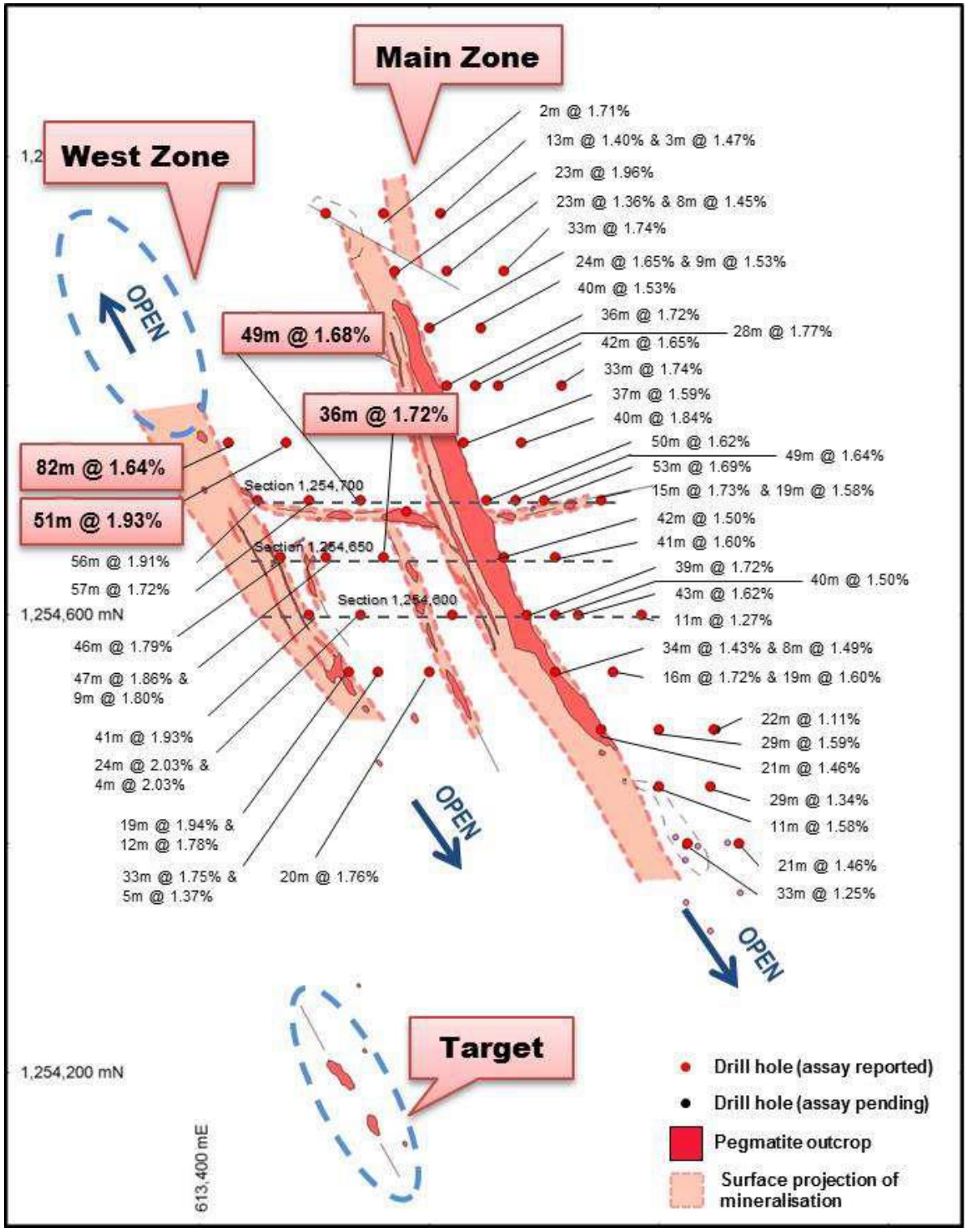

Figure 7 – Early exploration results from the Project area

Source: Firefinch ASX release 27/10/2016

Table 5 – Project – drilling summary

Hole type	Number of holes	Total metres drilled	Average hole depth (m)	Target	Comments
Diamond - Resource	10*	1,632.7	163.27	Resource drilling with significant intersections	
Diamond - Geotech	18	795.7	44.2	Main Zone, Plant area, TSF area	
Diamond/RC - Resource	39*	7,197.2	184.5	Resource drilling with significant intersections	
Diamond/RC - Metallurgical	26	2,130.1	81.93	All Zones	
Diamond/RC - Exploration	3	390.2	130.07	Yando	Exploration
RC - Resource	311*	30,344	118.5	Resource drilling with significant intersections	
RC - Hydro	18	1,818.9	101.05	Water bores	
RC - Exploration	75	7,704	102.72	Various targets	Outside Resources
Auger samples	2,044	17,989	8.8	Regional exploration	

Note the details within this table are determined by VRM from extracts from the Goulamina drilling database and provided to VRM by Leo Lithium.

3.6. Mineral Resources

A Mineral Resource estimate following the guidelines of the JORC Code (2012) has previously been reported for the Project by Mali Lithium (now Firefinch) (Firefinch ASX release dated 8 July 2020). As this Report is the first time Leo Lithium has reported the Mineral Resource estimate, this Report documents the Mineral Resource estimate, with most of the Mineral Resource section of the Report extracted from the Firefinch ASX release of 8 July 2020. A summary of the Mineral Resource estimate (at a 0% Li_2O cut-off) is shown in Table 6 with the detailed breakdown of the estimates shown in Table 7. The Competent Person for the Firefinch ASX release, Mr Simon McCracken, remains the Competent Person for the Mineral Resources detailed in this Report. The JORC Code Table 1 for the Mineral Resource estimate is appended to this Report.

VRM considers the Mineral Resource estimate is current and contains reasonable assumptions, and that it has been completed competently following standard industry practice relative to the mineralisation and type of deposit under consideration.

Table 6 – Goulamina Mineral Resource estimate – June 2020

Classification	Tonnes (Millions)	Contained Tonnes Li_2O	Li_2O (%)
Measured	8.4	133,000	1.57
Indicated	56.2	832,000	1.48
Inferred	43.9	606,000	1.38
Total	108.5	1,570,000	1.45

Source: Firefinch Limited ASX announcement 08/07/2020

Key criteria pertaining to the Mineral Resources are outlined below.

3.6.1. Drilling Techniques and Hole Spacing

Drill holes were completed in several contiguous phases from May 2016 to March 2020. RC drilling was completed by Foraco Sahel (Foraco), International Drilling Company (IDC), AMCO Drilling S.A.R.L. (AMCO), and Capital Drilling (Mali) S.A.R.L. (Capital), using nominally 5.5-inch diameter equipment, with a face sampling downhole hammer.

Core drilling was completed using equipment supplied and operated by Foraco, IDC and AMCO. Drillholes are standard HQ-sized holes (core diameter 64mm) and were variably completed as a combination of drilled from surface and some as diamond tails on RC holes. Drill core was oriented down hole so that structural measurements could be taken.

The June 2020 Mineral Resource estimate incorporated data from a total of 445 RC and diamond drill holes for 52,012m. These holes were drilled for consideration of the Mineral Resource estimate, metallurgical test work, ascertaining geotechnical ground conditions and water exploration purposes. The most recent drilling considered in the Mineral Resource estimate was completed during the 2019–2020 dry season, with 36 RC drill holes for 6,842m completed.

The drill hole locations and significant intersections from this campaign have been reported in the following ASX announcements:

- 23 January 2020 (ASX: Additional High-Grade Mineralisation Discovered at Goulamina)
- 19 March 2020 (ASX: Further High-Grade Results from the Goulamina Drilling Program)
- 9 June 2020 (ASX: Outstanding Drilling Results from the Goulamina Lithium Project).

Figure 8 shows collar locations for drilling that supports the June 2020 Mineral Resource estimate.

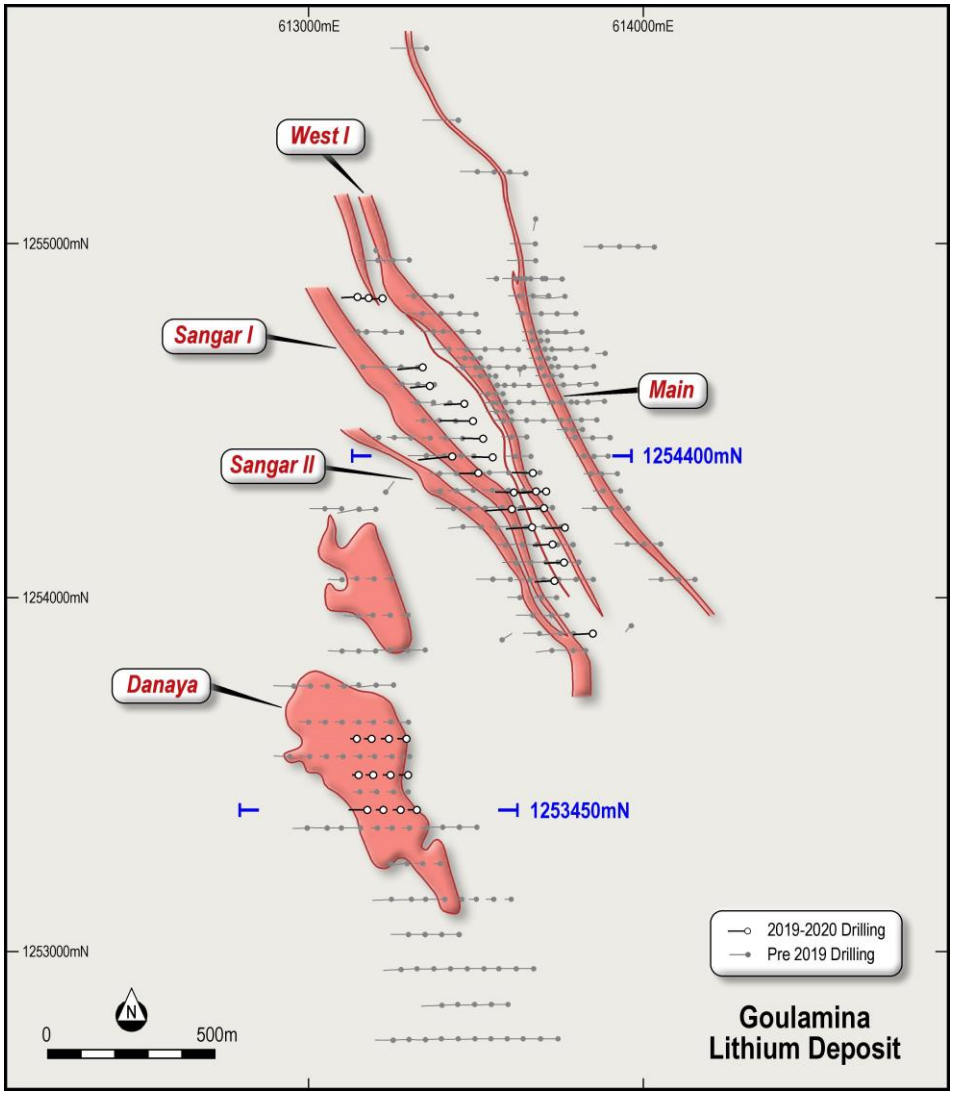

Figure 8 – Drilling at the Project supporting the June 2020 Mineral Resource estimate

Source: Firefinch Limited ASX announcement 08/07/2020

3.6.2. Sampling of Drilling Spoils and Core

All samples collected from the RC rig by Foraco, and IDC were collected at 1m downhole intervals and split into pre-numbered calico bags at the rig, using a three-stage riffle splitter yielding samples of 3–5kg for each interval. All samples collected from the rig by AMCO were collected at 1m downhole intervals, using a rotary cone splitter combined with the cyclone, yielding a sample nominally 1–4kg for each interval. Capital collected the entire sample return in large PVC bags that usually weigh 10–15kg. The sample was manually split through a standalone two-stage splitter close to the rig, and while the rig was drilling the hole, to obtain samples in calico bags that weighed 2–3kg. In addition to the 1m sample, duplicate samples were taken every 20m down hole. Blanks and certified reference standards were inserted at a minimum rate of 1:40 for blanks and 1:40 for standards.

For some deeper diamond holes, RC pre-collars were sampled using 4m composites, following similar sampling protocols. Drill core was sawn in half along its long axis, and one half of the drill core was taken for geochemical analysis. All samples were collected at 1m intervals down hole. Core recoveries of 100% were commonly achieved.

All data are documented in a sampling ledger, including hole number, date drilled, sample identification number, depth from, depth to, sample condition, sample type, percentage sample return, and all standards, blank and duplicate samples.

3.6.3. Sample Analysis

Drilling samples collected in the 2017/2018 campaign were prepared by ALS Mali S.A.R.L. (ALS) in Bamako, Mali. Samples prior to that were sent to Ouagadougou, Burkina Faso. Representative sub-samples prepared by ALS in Bamako in prior programs were sent to the ALS laboratory in Perth for assay. Analysis for lithium and a suite of other elements was undertaken by inductively coupled plasma atomic emission spectroscopy (ICP-AES), after a sodium peroxide fusion (ALS methods ME-ICP89 and ME-MS91). The sodium peroxide fusion method is a total dissolution technique for lithium-bearing silicate minerals. Detection limits for lithium are 0.01–10%.

Recent sample preparation work was conducted by SGS Mali S.A.R.L. (SGS) in Bamako, Mali. Samples were weighed, dried, and pulverised in a jaw crusher to -2mm. A representative 1kg split of the crushed sample was subsequently pulverised in a tungsten carbide ring mill to achieve a nominal particle size of 85% passing 75µm. Representative sub-samples of the pulverised material were sent to the SGS laboratory in Randfontein, South Africa, for assay. Analysis for lithium and a suite of other elements was undertaken by ICP-AES, after a sodium peroxide fusion (SGS method ICP90A).

3.6.4. Geological Modelling and Domain Generation

Main, West I, West II, Sangar I, and Sangar II domains

Interpreted cross sections were wireframed using Micromine version 2020 software to create 3D solids for each of the pegmatite domains. The drill hole data were sliced on every drilled section for modelling the geology, mineralised envelopes, and subsequently the Mineral Resource classification envelopes. Solids were created for each of the five domains. Digital terrain models (DTMs) were created to represent the Surface, Base of laterite/transported material, Base of Complete Oxidation (BOCO) and Top of Fresh Rock (TOFR).

Figure 9 shows a cross section through north-eastern mineralised domains at 1254400mN, showing TOFR and the US$750 pit shell that was used to constrain the resources to those that have *reasonable prospects of eventual economic extraction* (RPEEE). From right to left, the domains are Main, West I, West II, Sangar I and Sangar II.

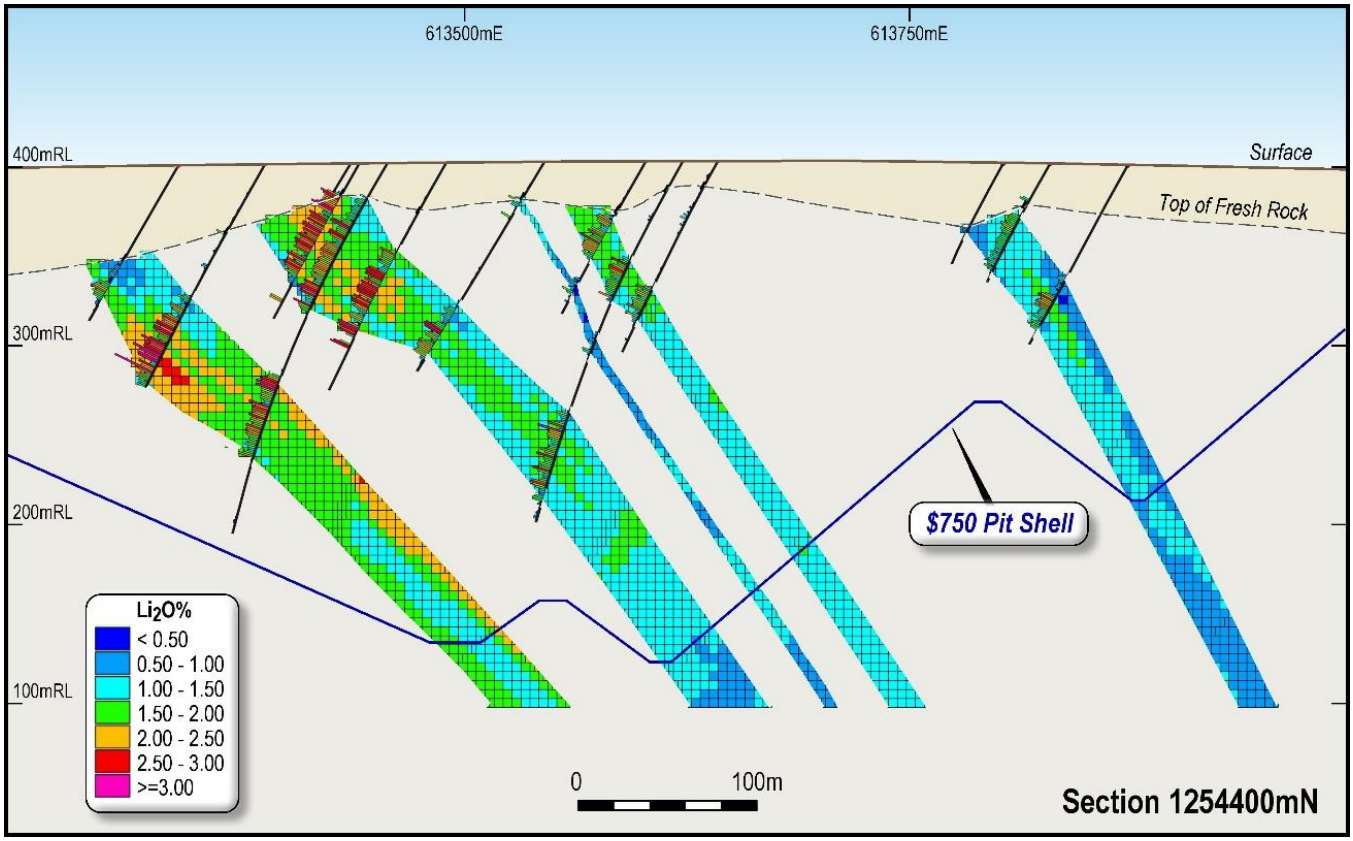

Figure 9 – Cross section looking north through north-eastern domains – 1254400mN

Source: Firefinch Limited ASX announcement 08/07/2020

Domain wireframes are subset by the TOFR into oxidised and fresh wireframes. Oxidised pegmatite material does not currently meet the RPEEE requirement, and only the fresh pegmatite wireframes were modelled for the purposes of reporting a Mineral Resource estimate.

Most of the samples (except for some RC pre-collars) were taken from 1m drilled intervals. Assays in the mineralised domains are composited to 1m intervals.

Danaya domain

At Danaya, infill drilling on three sections (12 drill holes) and interpretation of downhole acoustic imaging data enabled the geology and orientation of pegmatites in that area to be reinterpreted. Individual dykes and sills of mineralised pegmatites are now interpreted to be oriented in a less organised way. Non-parametric methods were used to model the pegmatites in three dimensions. Blocks with a probability of being pegmatite (>50%) were assigned a lithium grade, whereas blocks with a lower probability of being pegmatite were not assigned a lithium grade. Figure 10 shows a cross section through the Danaya domain at 1253450mN, showing the TOFR and the US$750 pit shell used to constrain the Mineral Resource. Pegmatite distribution was modelled probabilistically, and grade was modelled into cells where pegmatite is modelled.

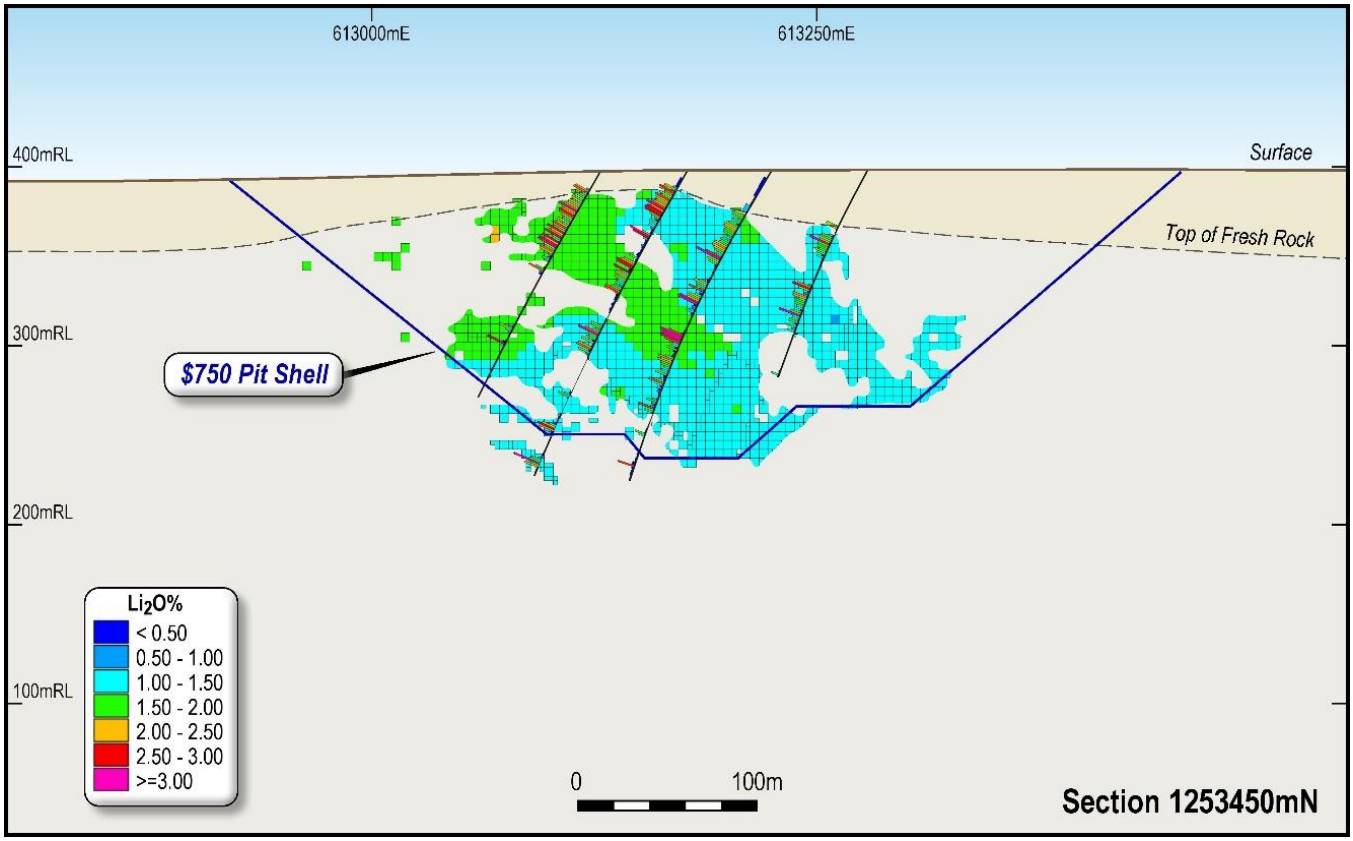

Figure 10 – Cross section through Danaya domain – 1253450mN

Source: Firefinch Limited ASX announcement 08/07/2020

3.6.5. Mineral Resource Estimation Parameters

Main, West l, West ll, Sangar l, and Sangar ll domains

Micromine version 2020 software was used for the modelling and estimation of Mineral Resources. Trend surfaces were modelled for each domain to control search ellipse orientations. A single model that covered the entire Goulamina resource area was created, and blocks were informed by the various DTMS and wireframes to assign oxidation state, geology, domain and subsequently Mineral Resource classification. Models for each domain were created from the common base model using the domain wireframes. The lithium and iron oxide grades were estimated into the block models for each of the domains using ordinary kriging.

The Mineral Resources in these five domains were classified according to a range of criteria, including geological continuity, true width and drill spacing, which were informed by various estimation parameters such as estimation run number, number of samples used, distance to nearest sample, average distance to samples, and kriging quality parameters. Blocks have been classified into Measured, Indicated and Inferred Mineral Resources based mainly on drill density and width of resources informed by these parameters.

Danaya domain

The resources that report to the Mineral Resource estimate are constrained above by the TOFR, and below by the US$750 optimised pit shell. Coloured blocks represent modelled pegmatites for which lithia grades were modelled using conventional ordinary kriging.

In the areas of infill drilling, the geology and grade model adequately represent the drilled geology and grade, whereas in areas where drilling is limited to 100m spacings, there is less continuity of modelled pegmatites than the interpreted continuity of individual pegmatites. This means that infill drilling is very likely to provide significant increases in the amount of pegmatite available to the lithium estimation process and subsequent Mineral Resource estimation process.

The Mineral Resource estimate for the Danaya area has been tightly constrained to ensure that the resulting tonnes and grade are realistic in the areas of detailed drilling. These areas are allocated to Indicated Mineral Resources. Other areas where the drilling is sparse are either allocated to Inferred Mineral Resources or are not allocated.

Table 7 – Goulamina Lithium Mineral Resource estimate – July 2020

Classification	2020-June	Tonnes (kt)	Li_2O (kt)	Li_2O (%)	Fe_2O_3 (%)	SG
Measured	Main	4,300	62	1.47	0.98	2.75
	West I	3,500	59	1.67	1.01	2.75
	Sangar II	600	11	1.69	0.79	2.75
	Subtotal	**8,400**	**133**	**1.57**	**0.98**	**2.75**
Indicated	Main	7,200	87	1.21	1.00	2.75
	West I	9,900	141	1.43	1.01	2.75
	West II	1,900	30	1.43	0.63	2.75
	Sangar I	19,300	311	1.61	0.69	2.75
	Sangar II	10,100	156	1.54	0.71	2.75
	Danaya	7,800	112	1.43	0.63	2.75
	Subtotal	**56,200**	**832**	**1.48**	**0.80**	**2.75**
Inferred	Main	2,600	28	1.05	1.03	2.75
	West I	6,600	97	1.48	0.89	2.75
	Sangar I	11,900	183	1.54	0.29	2.75
	Sangar II	4,800	70	1.45	0.27	2.75
	Danaya	14,500	188	1.30	0.86	2.75
	Subtotal	**43,900**	**606**	**1.38**	**0.65**	**2.75**
Total		**108,500**	**1,570**	**1.45**	**0.75**	**2.75**

Note: Tonnes are rounded to nearest 100kt; some rounding errors may occur. SG – specific gravity.

Source: Firefinch Limited ASX announcement 08/07/2020

Cut-off Grade

Leo Lithium intends to mine the spodumene pegmatites from footwall to hanging wall as they are generally mineralised throughout. This approach is based on preliminary economic considerations and the ability to make a saleable lithium concentrate from mining the entire pegmatite rather than defining internal lower-grade components. The cut-off grade has been set to 0% Li_2O for this purpose. Figure 11 shows a grade-tonnage curve for the Measured and Indicated Mineral Resources that suggests there is approximately a 10% loss in tonnes if a cut-off grade of 0.9% Li_2O is adopted.

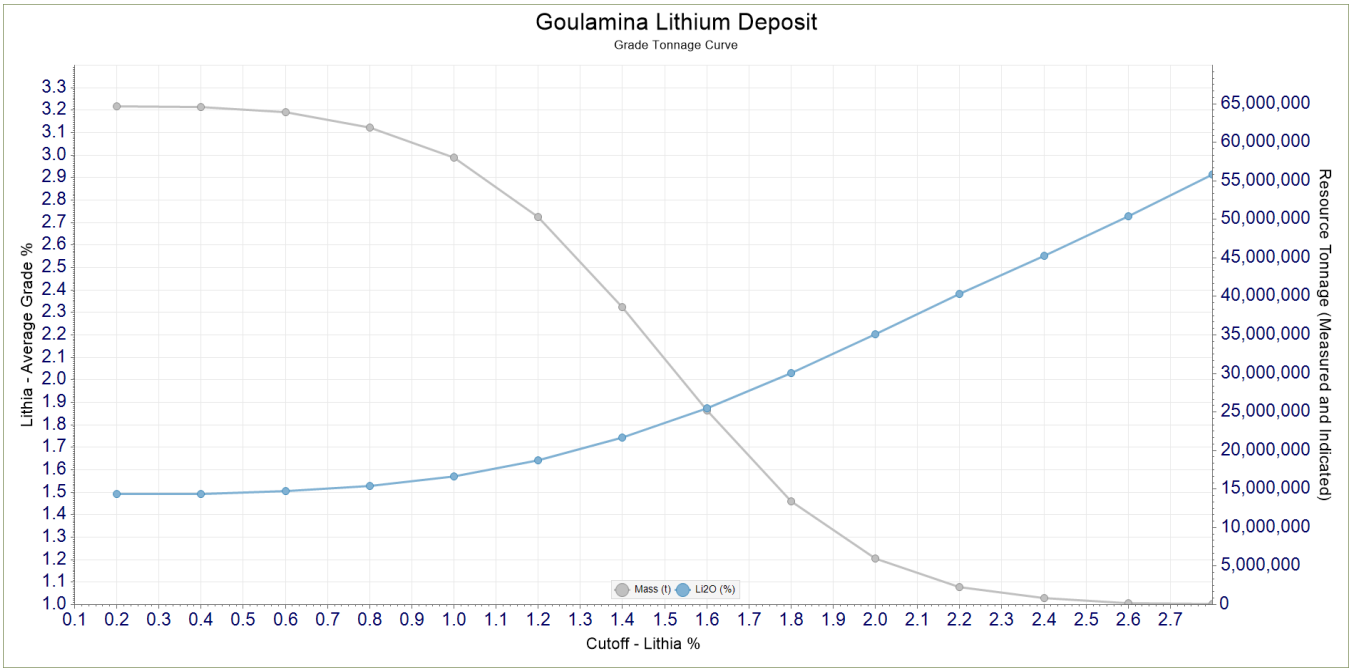

Figure 11 – Grade-tonnage curve for Measured and Indicated Mineral Resources

Source: Firefinch Limited ASX announcement 08/07/2020

Ongoing mining studies at DFS level are based on open cut mining methods, using a contract mining fleet and conventional drill and blast methods. Inspection of core and review of physical discontinuities identified in downhole acoustic imaging suggests that ground conditions are generally excellent and suitable for this mining method.

The Measured, Indicated, and Inferred mineralisation reported in this Mineral Resource estimate has reasonable prospects of eventual economic extraction. This has been determined by reporting only blocks that lie above a US$750 Whittle pit optimisation developed using the same parameters as were used in the DFS (detailed below).

The Mineral Resource estimate is supported by metallurgical test work undertaken between 2017 and 2020, by specialist metallurgical laboratories, ALS, Nagrom and others, reported in various Firefinch ASX releases, including 27 November 2019 (Goulamina Metallurgy Test Work Surpasses Expectations), 17 September 2019 (Excellent Metallurgical Test Work Results) and 4 July 2018 (Goulamina Updated PFS Delivers Strong Project Outcomes). The test work programs included comminution test work, mineralogy using QEMSCAN, reflux

classification, heavy liquid separation and dense media separation (DMS) test work, flotation, and magnetic separation test work. A process flowsheet was developed based on the metallurgical test work programs. These resulted in achieving 87% Li_2O recovery in flotation, and overall recovery of >76% Li_2O, producing a high-quality chemical grade spodumene concentrate at >6% Li_2O. The results of the test work programs support the DFS.

3.7. Ore Reserves

Cube Consulting (Cube) undertook studies for open pit optimisation, open pit designs, production scheduling and reporting of an Ore Reserve estimate in accordance with the JORC Code. Proven and Probable Ore Reserves have been derived from Measured and Indicated Mineral Resources, respectively, and are contained in the proposed final pit design and scheduled to be processed through the planned processing facility (Table 8). The Ore Reserves do not include any material classified as Inferred and they are not included in the economic analysis (see Firefinch ASX releases of 20 October 2020 and 6 December 2021).

Table 8 – Goulamina Open Pit Ore Reserve estimate – October 2020

Classification	Cut-off grade (Li_2O%)	Tonnes (Millions)	Grade (Li_2O%)	Contained Tonnes Li_2O
Proven	0.00	8.1	1.55	125,000
Probable	0.00	44.0	1.50	660,000
Total	0.00	52.0	1.51	785,000

Source: Firefinch Limited ASX announcement 20/10/2020

The Ore Reserve is contained within a proposed open pit containing 169Mt of waste resulting in a waste to ore stripping ratio of 3.26:1 with a total of 222Mt of ore plus waste mined over the life of mine. The waste material includes 1.8Mt of Inferred Mineral Resource which cannot be converted to the Ore Reserves. This is an opportunity to provide additional future reserves with further drilling. Following the pit optimisation and selection of a pit shell, a final pit design and internal staged pit designs were completed.

A quarterly pit production schedule models a 23-year life of mine (LOM), exclusive of two quarters of pre-production in which waste stripping is conducted and a run of mine (ROM) stockpile is built. The schedule proposes a consistent process feed rate of 2.3Mtpa which was assumed in the 2020 DFS (Firefinch ASX release 20 October 2020).

3.8. Project Development Studies

The Firefinch released the results of an updated DFS in late 2021 (Firefinch ASX release 6 December 2021) (Updated DFS) and the original DFS released in 2020 (Firefinch, 2021 and 2020), which has included technical analysis and provision of capital and operating cost estimates for construction, commissioning, and operation of the Project. Contributors/ consultants responsible for technical aspects studied are listed in Table 9. VRM has undertaken a high-level review of the reasonableness of the inputs and assumptions which

form the basis of the DFS Update and also the original DSF. That high level review did not identify any significant concerns regarding the technical aspects of the DFS Update. Competent Person responsibility for each discipline is outlined in Mali Lithium Limited (2020) and Section 1.4 of this Report.

Table 9 – DFS update and DFS Contributors

Technical Discipline	Study Contributor/Consultant
Mining & Ore Reserve	Cube Consulting Pty Ltd
Mining Costs	Majesso Consulting Pty Ltd
Metallurgical Test work	Nagrom / Ganfeng
Tailings Storage Facility	Land & Marine Geological Services (L&MGSPL)
Geotechnical Engineering	Peter O'Bryan & Associates
Process and Non-Process Infrastructure	Lycopodium Ltd / Ganfeng
Surface Hydrology	AQ2 Pty Ltd
Process Design	DRA Global/Lycopodium Ltd / Ganfeng
Capital and Operating Costs	Lycopodium Ltd
Financial Modelling	Model Answer

Source: Firefinch Limited ASX announcement 20/10/2020

3.8.1. Mining

A standard open pit mining operation of drill, blast, excavation, and truck haulage is proposed for the Project, with contractors employed for mining operations. Given the nature of the deposit, the pegmatites are planned to be mined from footwall to hanging wall, rather than selectively using a cut-off grade.

The shape and geometry of the final and internal designs proposes the main pit be mined in four successive stages (Figure 12). A starter pit will be developed on each of the Main and Sangar domains, followed by a cutback to fully exploit Sangar. A further cutback of the Sangar pit is planned to exploit the Main and West domains. A satellite pit at Danaya forms a fifth stage independent to Main and Sangar.

Planned mining will create flat, 5m high working benches to allow geological mapping and grade control via RC and blast hole drilling. Where possible, waste will be blasted separately from ore. Blasting is primarily via 5m bench heights using bulk emulsion explosives and non-electric initiation. There will be some bulk waste areas where higher 10m benches are proposed.

Excavation of the ore and waste is proposed to be undertaken with 2 × 120–150 tonne excavators. Haulage of ore and waste will be undertaken using up to 10 × 90 tonne dump trucks operating on two-way haul roads with a maximum gradient of 10%. The ore will be hauled to the ROM pad and tipped onto finger

stockpiles of low-, medium- and high-grade ore. A front-end loader will feed a blend of ore to the primary crusher to keep the feed grade consistent with the mine production schedule, which seeks to optimise both recovery and concentrate grade.

A review of equipment selection and pit designs for the original DFS has determined that there are no mining constraints to increasing throughput to 4.0Mtpa. Work to identify economies of scale is being continued, and it is likely that a decrease in the average mining unit cost can be achieved. The unit costs for the original DFS have been retained in the December 2021 DFS Update (DFS Update).

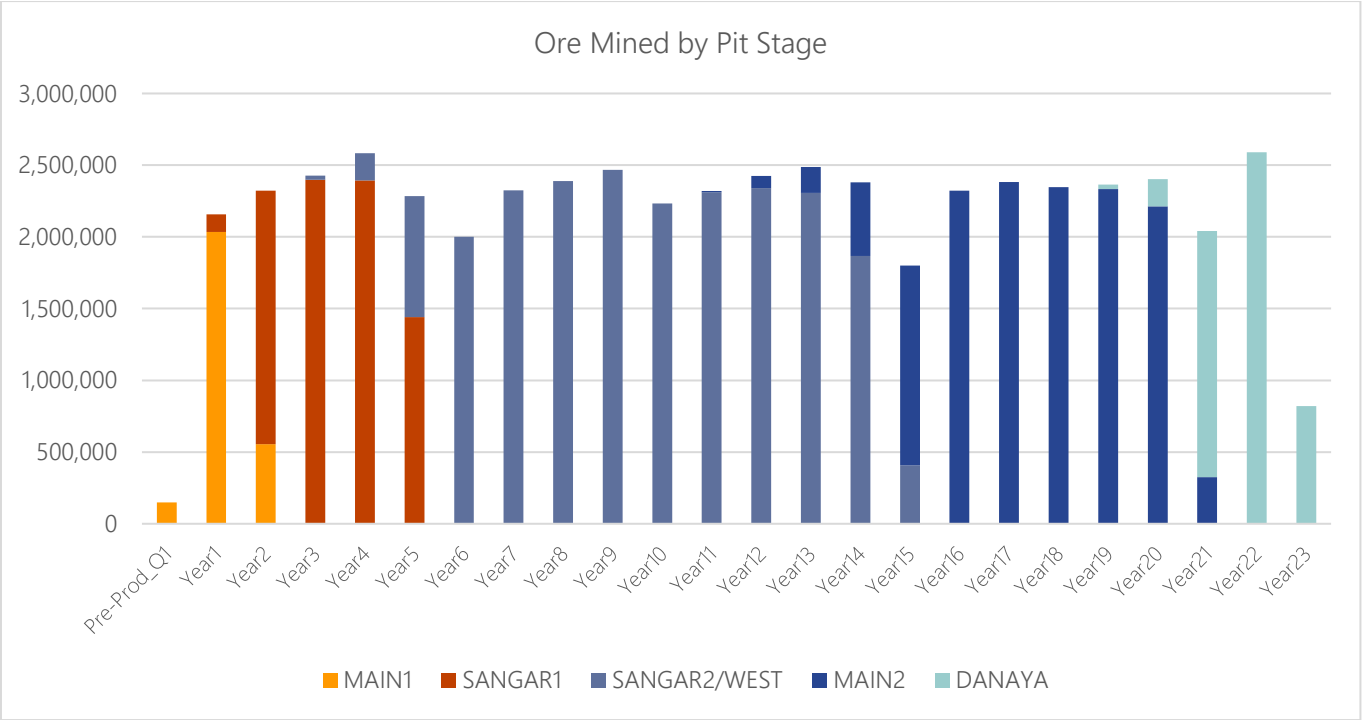

Figure 12 – Ore mined by proposed pit stage

Source: Firefinch Limited ASX announcement 20/10/2020

3.8.2. Metallurgy and Mineral Processing

The processing plant design has been amended on advice of Ganfeng and its experience in similar operations around the globe and Ganfeng-managed test work conducted as part of the DFS Update. The revised process flowsheet as shown in Figure 14 will comprise the following unit processes:

- Three-stage crushing to a P80 of 6.2mm with a fine ore bin and overflow dead stockpile
- Closed circuit ball milling and screening to an estimated P80 of 180µm based on a closing screen P100 of 212µm
- Two-stage magnetic separation
- Three-stage flotation (roughing, cleaning and recleaning)
- Concentrate dewatering, filtration, and storage

- Separate flotation and process tailings thickening with common tailings pumping to a tailings storage facility (TSF)
- Reagent mixing and distribution
- Separate flotation and process water circuits
- Air services.

Ganfeng has undertaken a test work program that verified the changes to the process flowsheet. Recoveries in locked cycle test work (Table 10) have matched or exceeded the original DFS test work, and as a result, the predicted recoveries have been increased to 80%.

Test work returned recoveries in the high 80%'s, but these values are not reflective of real plant performance. Losses due to desliming in the test work using wet screening were 5%, but the desliming circuit in the plant will use hydrocyclones and losses in desliming are assumed at 10%.

The reagent suite used in this DFS Update test work was different from that used in the original DFS test work and facilitated the removal of the mica flotation circuit and the losses associated with that circuit.

A coarser grinding size was used in test work – P80 of 180µm compared to 106µm used in the original DFS test work. The coarser grinding size creates less slimes and thus reduces desliming losses.

Following flotation test work, the concentrate was then successfully converted into battery grade lithium hydroxide at 99.5% purity to a specification that meets the requirements of Ganfeng's Tier 1 customers.

Table 10 – Flotation recoveries in locked cycle test work (adjusted)

	Mass (%)	Grade (% Li_2O)	Recovery (%)
Concentrate	20.6	6.1	80.34
Tailings	62.1	0.14	5.56
Mags	4.3	1.5	4.12
Desliming	13	1.2	9.97
Feed	100	1.56	100

Source: Firefinch Limited ASX announcement 06/12/2021

3.8.3. Plant Design

The DFS Update includes construction of a 2.3Mtpa throughput plant, accommodating in the design the infrastructure and equipment to allow construction of a Stage 2 expansion to increase plant throughput to 4.0Mtpa. The expansion of the plant is proposed to be built approximately 18 months after commissioning of Stage 1. The staged approach allows the process flowsheet to be optimised for full production based on operating experience. An additional US$15 million in capital cost has been included in the Stage 1 capital expenditure estimate to facilitate the optionality to readily expand to Stage 2 operations.

Due to the difficulty in changing out, or adding jaw crushing capacity once in production, the design and cost estimate is based on installing a large, single jaw crusher in Stage 1 that can accommodate 4.0Mtpa throughput.

The relatively low incremental cost and the major operational impact of upgrading conveyors for a higher capacity allows for conveyors that can run at 4.0Mtpa throughput to be included in the Stage 1 design.

The surge bin above the secondary cone crusher will be designed to feed two units, although Stage 1 (2.3Mtpa) only requires one unit. This will allow a second feeder and cone crusher to be installed as part of Stage 2 (4.0Mtpa) without requiring a lengthy shutdown. The concrete and steelwork in the secondary and tertiary crushing building has been designed and will be installed as part of Stage 1 to allow for Stage 2 equipment.

The conveying layout from the fine ore storage to the milling circuit includes a splitter bin before milling rather than conveying direct from the bin to the mill feed. This feature enables a future feeder and conveyor to be installed to feed the second mill train without requiring a major shutdown and capital-intensive project to modify the mill feed.

The plant layout has been designed with a central services spine of structural steel supports to accommodate the installation of Stage 1 and Stage 2 pipework, electrical, controls and instrumentation infrastructure and enable a linear flow of processing plant infrastructure. Figure 13 shows a schematic of the plant layout. This design enables Stage 2 infrastructure and services to be mirrored on the opposite side to the Stage 1 equivalents for the milling, magnetic separation, and flotation areas with minimal impact on operations.

The Stage 2 milling and classification plant will replicate the Stage 1 plant unless operations highlight that changes to grind size are required. This will provide valuable operational redundancy and commonality to the operation.

When Stage 2 is completed, the milling (two trains) and processing circuit will enable increased operational flexibility enabling a 2.3Mtpa throughput rate to continue during milling circuit maintenance outages. There are also potential synergies with spares holdings due to commonality of spares.

3.8.4. Tailings Storage Facility

The proposed tailings storage facility (TSF) will be a valley-type storage design constructed using a staged approach. The embankment on Stage 1 will be raised by 5–10m to a final height of 385mRL. Embankment raising will be by downstream construction. Initially, compacted fill borrowed from within the facility will be used for the starter embankments. Future embankment lifts will then source material externally. Traffic-compacted mine waste rock will be placed on the downstream embankment with an armour layer placed on the outer slope to reduce the potential for erosion. A rock ring filter decant will enable supernatant water to be recovered and returned to the processing plant for re-use.

Work has commenced to revise the design of the TSF to accommodate the increased throughput and required LOM volumes. This cost has not been included in estimates.

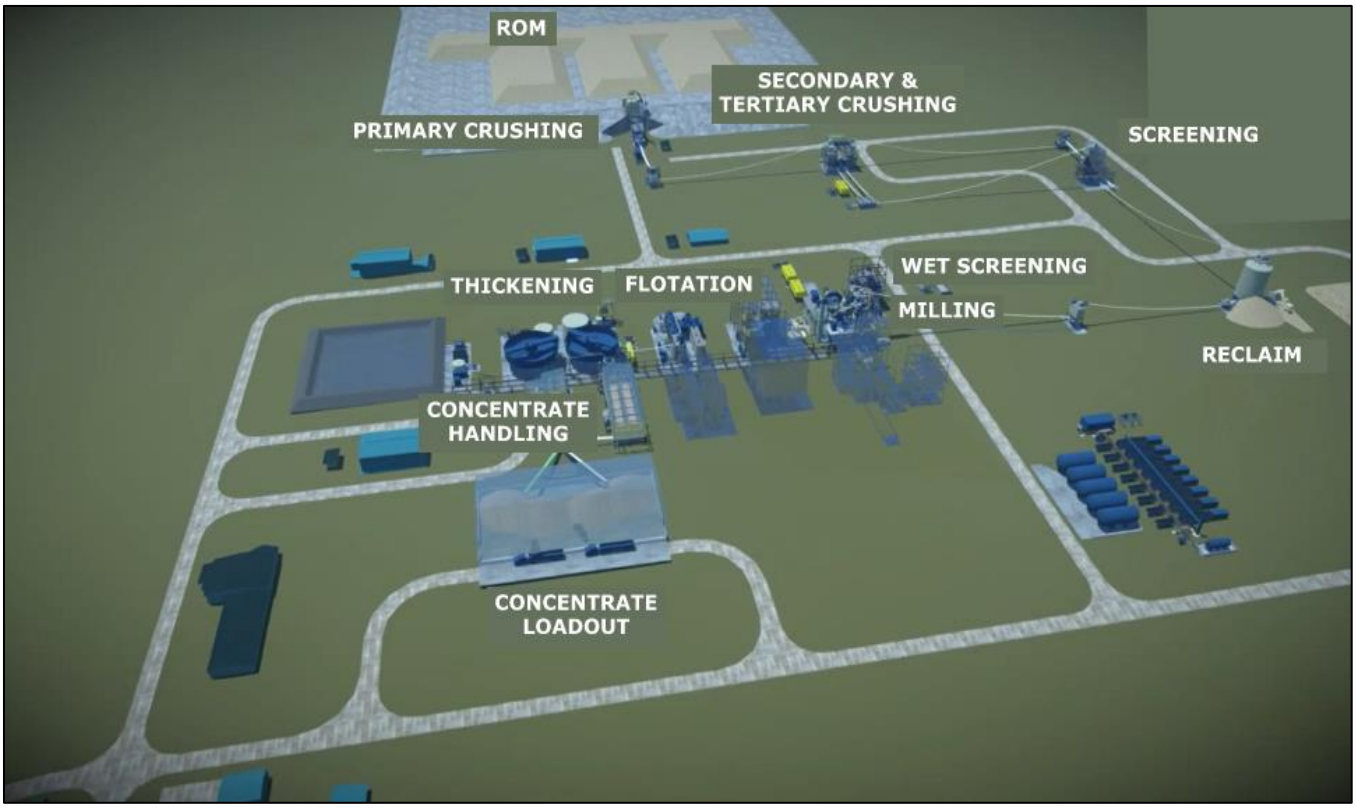

Figure 13 – Proposed processing plant layout

Source: Firefinch Limited ASX announcement 06/12/2021

3.8.5. Non-processing Infrastructure

Power

The original DFS envisaged that power would be supplied from a 15MW on-site power station fuelled by diesel or LNG (liquefied natural gas). A build-own-operate (BOO) contracting strategy was selected for the original DFS and continues to be the preferred option. At Morila, Firefinch is in the process of replacing the existing diesel power station with a new hybrid solution incorporating a solar photovoltaic plant, and bulk energy storage systems (batteries), combined with high-speed diesel generators. Firefinch has had numerous expressions of interest and initial costings for such plants on a BOO basis.

The inclusion of photovoltaic power generation will substantially reduce the greenhouse gas emissions from the Project.

The demand for power in Stage 2 will increase to approximately 25MW. When the development of Stage 2 is evaluated, the JV may select a staged hybrid solution for Goulamina. At this stage, the unit cost of power assumed is unchanged, but the final hybrid power solution is expected to bring significant cost savings through reduced diesel consumption.

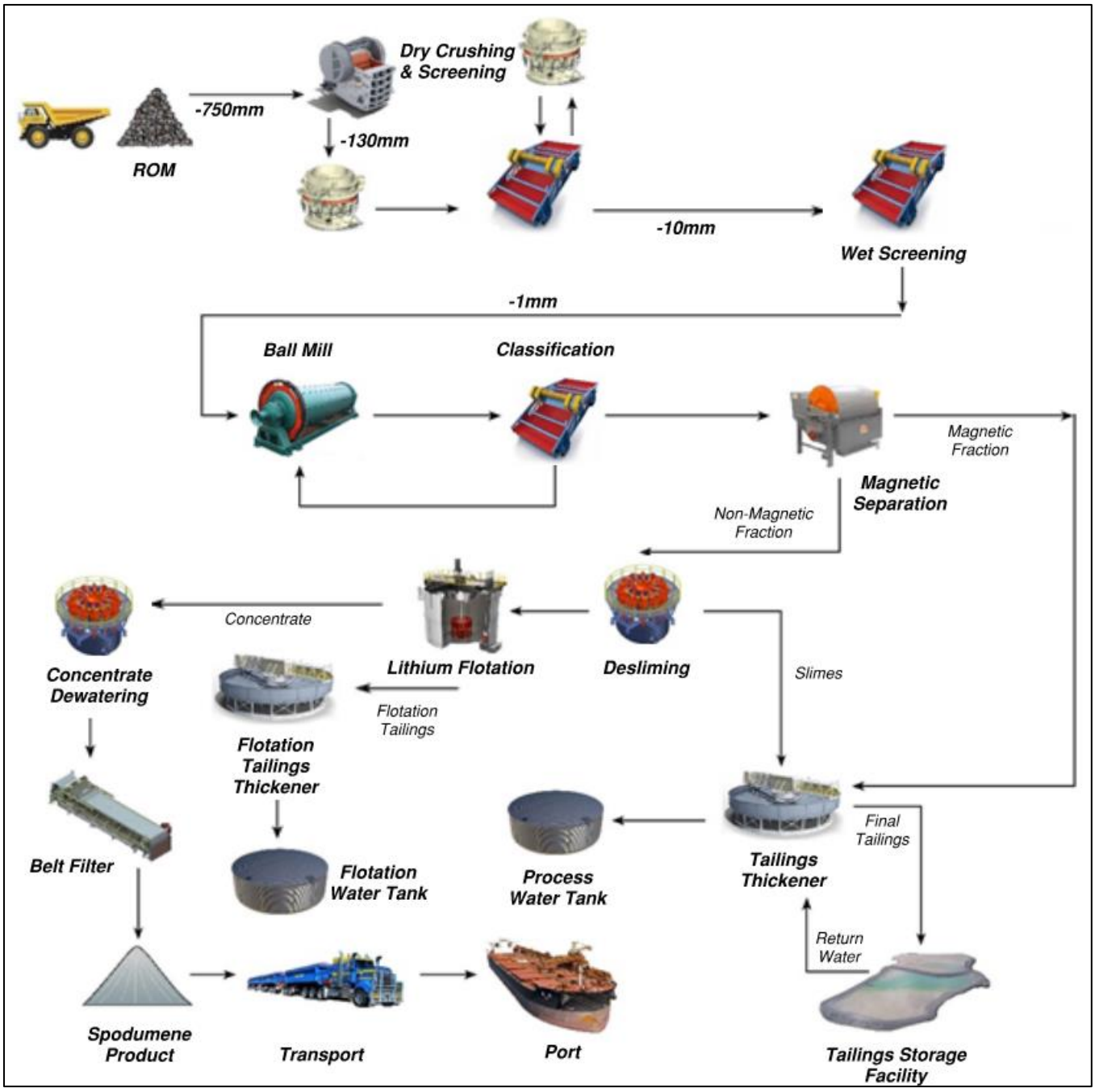

Figure 14 – Simplified process flow diagram

Source: Firefinch Limited ASX announcement 06/12/2021

Water Supply

The bulk of the water supply will be sourced from the Sélingué Dam, pumped via a 29km pipeline. The Company has received approval to extract water.

The TSF will capture rainfall, and runoff from the plant site and waste dumps will also be harvested to the TSF. It is estimated that 2.6Mm^3 of rainfall will be harvested on an annual basis. This will be a major contributor to the overall water balance.

There is potential to the northwest and southwest of the mine site for development of surface water runoff facilities to provide a buffer in the event of disruption to supply from the Sélingué Dam.

Groundwater studies indicate that only minor water volumes can be sourced from bores, but these will be sufficient to facilitate construction. A total of 18 holes targeting potential process water for 1818.9m have been drilled in the Project area.

Communications

Internal communications and IT services will be via a site-wide fibre optic network. A local service provider will be contracted to install facilities on site and provide a link into the local, national, and international telecommunication network. A radio network will be established to cover the mine, processing plant and infrastructure services. A local ground station will be installed to provide global satellite voice and data connection.

Camp

Accommodation for the Project comprises a 200-person permanent camp which will be used for operations personnel. This has been increased from 150-person camp in the original 2020 DFS to allow for the Stage 2 expansion. Temporary accommodation to be used during construction of the processing plant has been included in the capital costs and work programs detailed in the Updated DFS. The majority of the workforce is expected to reside in local towns and villages.

Plant Buildings

Layouts for site buildings were developed for scope definition and cost estimation. Allowance has been made for the workshops, offices, and other support service buildings common to mine sites.

The mine services area will have offices, workshops, and other facilities to support the mining operation and will be supplied, constructed, and maintained by the mining contractor.

Diesel fuel storage will consist of self-bunded tanks providing a total storage of 440,000 litres. Diesel fuel infrastructure will be suitable for refuelling of light vehicles and heavy equipment. Total fuel usage is estimated to be 6 million litres per annum.

Transportation and Logistics

Mali is a landlocked country with most of its imports coming by road from the ports of Abidjan in Côte d'Ivoire or Dakar in Senegal. Significant investment has been made by development agencies in road infrastructure in both Mali and Côte d'Ivoire. Concentrates will be loaded onto trucks by the haulage contractor's front-end loader. The payload is limited to 38 tonnes of concentrate per truck. A weighbridge will be installed and maintained by the haulage contractor.

Trucks will haul the product to a shed at Abidjan port supplied and managed by a terminal operator. Mali and Côte d'Ivoire are part of the Africa Continental Free Trade Area which means that tariffs are not applicable. The round trip to Abidjan will take 6–7 days, requiring a truck fleet of between 220 and 250 units. Two alternative routes – Route 1 and Route 2 – were considered and are shown in Figure 15.

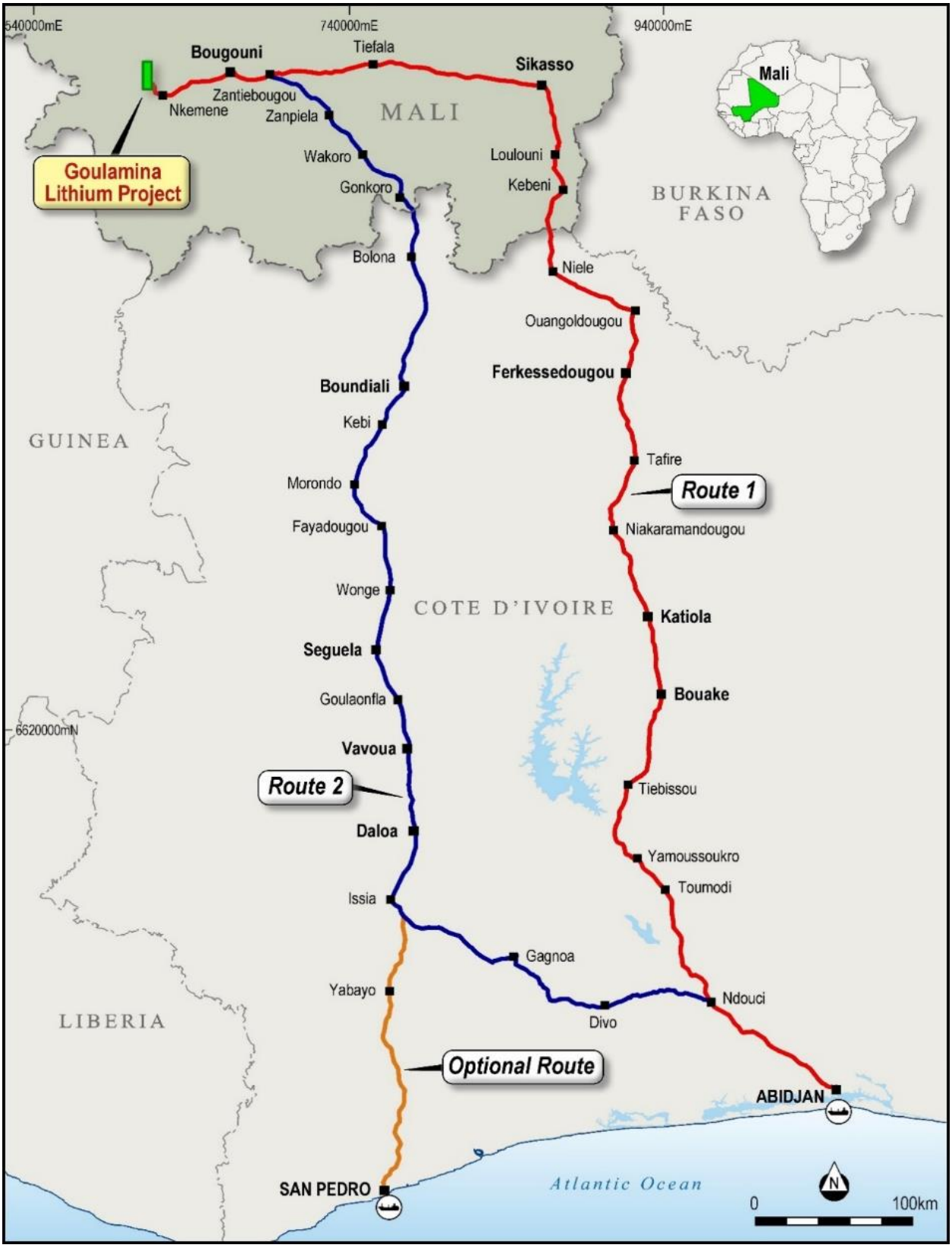

Figure 15 – Potential transport routes

Source: Firefinch Limited ASX announcement 20/10/2020

Community and Environment

An Environmental and Social Impact Assessment (ESIA) was completed by Digby Wells Environmental (Mali). The ESIA contains both an Environmental and Social Management Plan and a Community Development Program.

A study has recently been carried out to incorporate changes to the mine layout into the livelihood restoration plan required under the ESIA. Work on executing the plan commenced in December 2021.

It should be noted that no dwellings need to be relocated as part of the project development, and compensation will largely be based on the acquisition of cleared farmland.

Government and Fiscal Regime

Mali has an established Mining Code and a track record for facilitating and rapidly permitting mineral development and production. Under Article 65 of the Mining Code, on issue of the Exploitation Permit (granted in August 2019), the State of Mali receives a 10% free carried interest in the mining company, with an option to purchase an additional 10%. Lithium du Mali S.A. was created in March 2020 and serves as the exploitation company for the Project.

The fiscal regime in the country consists of a 30% corporate tax and a 6% revenue-based royalty. Allowances made for royalties payable to the State of Mali are based on an independent legal review of the statutory and regulatory environment in Mali.

Mali has suffered political instability in recent times; however, all current mines (including Firefinch's Morila gold mine) report there have not been interruptions to normal operations, the country is operating as normal, an interim Government has been appointed and democratic elections are due to be held in 2022.

The DFS Update was completed in December 2021 (Firefinch ASX release 6/12/2021). The key outcomes of the update were:

- Throughput to be increased from 2.3Mtpa to 4.0Mtpa 18 months after commissioning of the Stage 1 processing circuit. Expansion involves the addition of a duplicate milling and flotation train.
- A staged expansion allows operational flexibility in duplicate circuits and for lessons learned from Stage 1 operations to be incorporated in Stage 2.
- Spodumene production of 506,000 tonnes per annum for the first 18 months of production increasing to an annual production of 831,000 tonnes (based on first 5 years of Stage 2 steady-state operations), one of the largest production profiles for any spodumene mine. (Firefinch presentation, ASX release 7 April 2022)
- The LOM production target detailed in the updated DFS includes 30Mt of Inferred Mineral Resource at 1.3% Li_2O. The company considers this to be a conservative estimate of the conversation rate from Inferred Mineral Resources to Ore Reserves. The production target is indicative, pending a revised mining schedule and design.

- The operating costs used in financial modelling are considered conservative. Unit rates for mining and processing costs are both expected to reduce once optimisation and economies of scale have been fully assessed and incorporated.
- Relative to spot pricing and recent price forecasts, a conservative spodumene concentrate price of US$1,250/tonne real is applied for the first 5 years of production, and a long-term weighted average of US$900/tonne real applied for the balance of mine life. The LOM average price is US$978/tonne.

3.8.6. Capital and Operating Costs

Capital Costs

The capital cost estimate for the Project has been compiled by Lycopodium Ltd with input from the Company on mining costs and owner's costs. Key capital costs are presented in Table 11.

Table 11 – Estimated Capital Costs (US$ millions)

Capital Cost	Stage 1 (US$ millions)	Stage 2 (US$ millions)	Total (US$ millions)
Mine Development	9	-	9
Process Plant	113	48	151
Non-Process Infrastructure	56	-	56
Management	22	10	32
Owner's Costs	28	5	33
Contingency	28	7	32
Total	**255**	**70**	**325**

Source: Firefinch Limited ASX announcement 06/12/2021

General arrangement drawings and a 3D model have been produced to determine engineering quantities for earthworks, concrete, steelwork, mechanical and electrical for the infrastructure. Unit rates have been established for bulk materials, capital equipment and labour from project-specific budget quotation requests and from similar projects currently under construction.

Labour rates from the market have been benchmarked against in-house labour gang rates and indirect cost modelling to ensure consistency with the current project market. Budget pricing for equipment, spares and infrastructure facilities were obtained from suitable suppliers and contractors. The estimate for Engineering, Procurement and Construction Management (EPCM) services costs is based on a preliminary staffing schedule for project delivery. The Company will provide the owner's project management team, and all government taxes and duties have been excluded.

A contingency analysis has been applied to the estimate that considers scope definition, materials/equipment pricing and installation costs. Contingency applicable to various owner's inputs have been specified by the Company. The resultant contingency for the Project is 11.3%

The estimated capital cost of Stage 1 of the project has increased in line with expectations, primarily driven by general cost escalation (which has been recently report across the industry) and incremental capital associated with providing the flexibility to readily move to a Stage 2 operation.

The key contributors to this increase are as follows:

- Global increases in commodity prices such as steel and copper
- Increases in global transportation costs
- Increase in labour rates
- Foreign exchange fluctuations
- Redesign of process plant infrastructure to facilitate the rapid installation of a second milling and flotation circuit, without impacting on production at a cost of approximately US$15 million
- Upgraded water and road infrastructure to support increase usage and traffic volumes to allow for the increased production throughput.

Operating Costs

Estimated operating costs per tonne of concentrate as determined in the DFS Update are presented in, Table 13 following the Brook Hunt definition. Table 12 details the difference between the original 2020 DFS study and the DFS Update that was completed in December 2021.

Table 12 – Estimated operating costs US$/t concentrate –Initial 2020 DFS vs 2021 DFS Update

Operating Costs by Area	DFS	Updated	Change
Mining	87	84	-3
Transport	99	99	0
Processing – Power	39	39	1
Processing – Consumables	29	46	17
Processing – Maintenance	4	8	40
Processing – Assay	2	4	24
Processing – Mobile Equipment	1	4	3
Labour	8	10	2
General & Administration	16	18	2
Total	**285**	**312**	**27**

Note change in costs per tonne may not add due to rounding
Source: Firefinch Limited ASX announcement 06/12/2021

Table 13 – Estimated average LOM operating costs

		US$ per tonne concentrate
C1 Costs (LOM average, real terms)	Mining	87.9
	Processing	112.3
	SGA	12.9
	Road Transport & Handling	99.0
	Subtotal – C1 Costs	**312.1**
C2 Costs	C1 Costs	312.1
	Initial Capital Depreciation	13.7
	Sustaining Capital Depreciation	5.4
	Subtotal – C2 Costs	**331.1**
C3 Costs	C2 Costs	331.1
	Site Closure & Rehabilitation	0.8
	Royalties	46.3
	Subtotal – C3 Costs	**378.2**
All-in Sustaining Cost (AISC)	C3 Costs	378.2
	Initial Capital Depreciation	(13.7)
	All-in Sustaining Cost (AISC)	**364.6**

Source: Firefinch ASX announcement 06/12/2021

The process plant operating cost estimate was initially prepared with contributions as follows:

- Power consumption for the plant was calculated from the comminution characteristics of the ore and similar ore types and installed equipment and estimates.
- Power costs were based on a firm proposal for on-site power generation.
- General and Administration (G&A) costs were based on Lycopodium experience.
- Manning levels and salaries were benchmarked against similar projects in West Africa.
- Reagent consumption was based on test work results, vendor advice and operational experience.
- Consumable prices were from supplier budget quotations or the Lycopodium database.
- Crushing and grinding consumables, using ore characteristics.
- Mining costs were derived from tender submissions for the mining services contract. The costs for road transport and port operations are derived from firm proposals from logistics contractors who are experienced in the region.
- The costs for storage and stevedoring were provided by a major operator at the Port of Abidjan.

The key contributors to the changes in operational costs between the 2020 DFS and the December 2021 DFS Update are:

- Increase in fuel price impacted on the unit rate for power, although usage has decreased due to reduced grinding requirement; there is potential for further reduction when hybrid solar/diesel plant costs are better understood
- Global increases in commodity prices such as steel and copper has impacted the price of consumables such as grinding media
- Increases in global transportation costs

- Increase in labour rates, particularly expatriates
- Assay costs have increased based on Firefinch's experience at their Morila Gold mine
- Foreign exchange fluctuations
- Operating costs estimates are to +15%/-5% confidence for both Stage 1 and Stage 2.

VRM has as a part of its review of the DFS update reviewed the Capital and Operating costs and considers that they are reasonable and within the expected range of costs when compared to similar stage feasibility studies for other lithium projects. There are however additional risks associated with the cost of shipping both components to site during construction and product from the site after commissioning due to the increases in global shipping costs experienced due to COVID related logistical difficulties. These cost increases are higher for sea container transport and lower for bulk concentrate transport and it is expected that the transport costs will likely revert to pre COVID costs levels prior to construction being completed on the project.

3.8.7. Project Economics

Based on the DFS Update (Firefinch ASX release 6 December 2021) total earnings before interest, tax, depreciation, and amortisation (EBITDA) over the 21.5-year project life are US$9,651 million. Key financial performance metrics, tax has been calculated based on the current tax regime in Mali are shown in Table 14. Corporate tax is 30%, VAT (value added tax) is 17% and royalties are 6%.

Table 14 and Figure 16 below present the financial analysis outcomes from the DFS Update (Firefinch ASX release 6/12/2021) and illustrate annual and cumulative pre-tax ungeared free cashflow generated by the Project.

DFS Update Key Metrics

Table 14 – Project economics

Project Economics	Units	
Post-tax NPV (8% real discount rate)	AUD$ (millions)	4,150
Post-tax NPV (8% real discount rate)	US$ (millions)	2,946
Post-tax IRR (Real)	%	83.0%
LOM Revenue	US$ (millions)	15,255
Project EBITDA	US$ (millions)	9,651
Average Project Annual EBITDA	US$ (millions)	448
LOM Post-Tax cashflow	US$ (millions)	6,834
Payback period from first production	Years	1.5
Price for spodumene concentrate – first 5 years	US$/tonne	1,250
Price for spodumene concentrate – years 6 to 22	US$/tonne	900
Mineral Resources and Ore Reserves		
Proved and Probable Ore Reserves	Million tonnes	52
Inferred Mineral Resource included in LOM production target	Million tonnes	30
Average Grade	% LiO_2	1.43%
Production Summary		
Mine Life	Years	21.5
Stripping ratio		3.3:1
Annual Crusher Feed – Stage 1	Million tonnes	2.3
Annual Crusher Feed – Stage 2	Million tonnes	4
Lithium Recovery	%	80%
Average annual spodumene concentrate production (LOM)	Tonnes	726,000
Annual spodumene production – Stage 1	Tonnes	506,000
Annual spodumene production – Stage 2	Tonnes	831,000
Costs		
Capital Cost – Stage 1	US$	255
Capital Cost –Stage 2 Expansion	US$	70
LOM Operating Costs – Spodumene Concentrate	US$/tonne	312
All-in Sustaining Costs (AISC) – Spodumene Concentrate	US$/tonne	365

Notes: All dollar figures in real terms. Operating costs include all mining, processing, transport, freight to port, port costs and site administration/overhead costs royalties. All costs expressed in US dollars unless otherwise noted (exchange rate of AUD$1 = US$0.71 used). All-in sustaining costs (AISC) are operating costs, including all mining, processing, transport, port costs, site administration costs, royalties, sustaining capital and mine closure costs. Project totals exclude working capital, finance costs, and corporate costs associated with project development.

Source: Firefinch Limited ASX announcement 06/12/2021

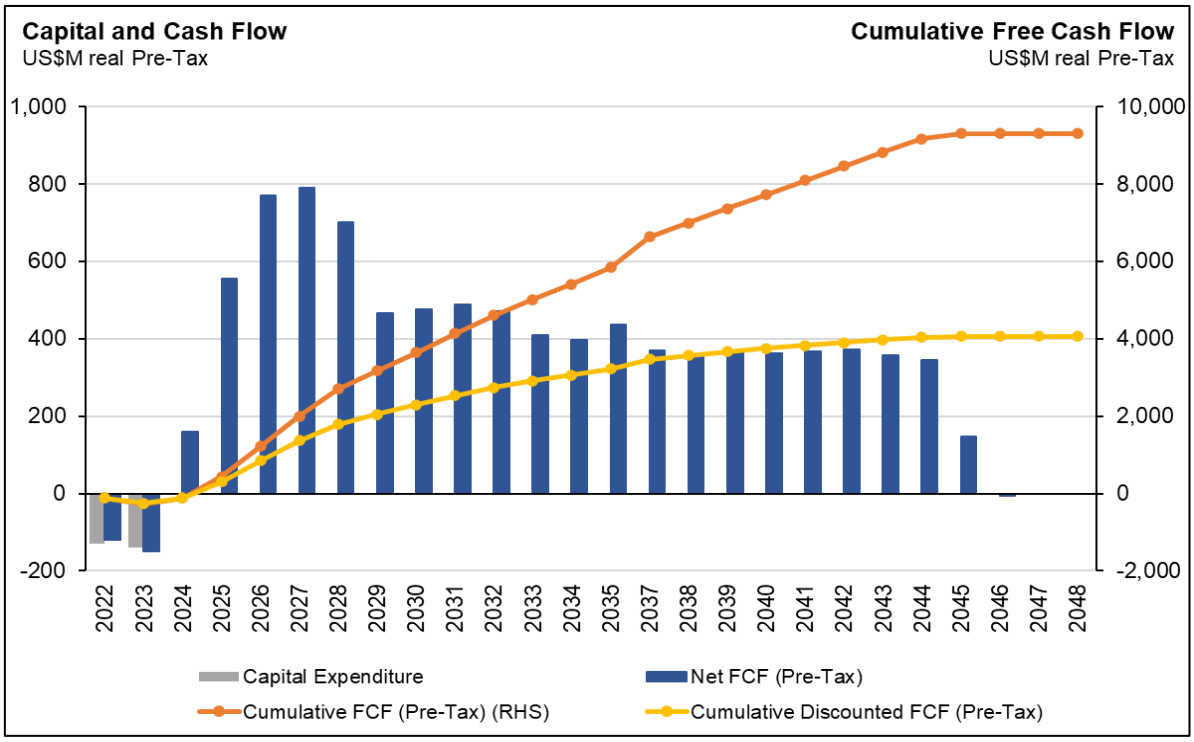

Figure 16 – LOM cashflow

Source: Firefinch Limited ASX announcement 06/12/2021

A sensitivity analysis of the key parameters and assumptions was undertaken as a part of the DFS Update in December 2021 and has been performed using the net present value (NPV) result of US$3,994 million (discounted at 8% pre-tax, real) as the baseline. The results of this sensitivity analysis are detailed in Table 15 below.

Table 15 – Project Sensitivity Analysis

Variable	NPV Change (US$ millions)			
	Downside		Upside	
Price	(1,239.7)	-20%	1,239.7	+20%
Volume Mined	(984.7)	-20%	985.4	+20%
Operating Costs	(378.3)	+20%	378.3	-20%
Recovery	(714.7)	-10%	357.8	+5%
Feed Grade	(758.8)	-0.2%	759.6	+0.2%
Discount Rate	(647.5)	+10%	830.6	+6%
Concentrate Target Grade (target 6%)	(183.8)	6.2%	513.4	5.5%
Capex	(45.7)	+20%	45.7	-20%
Sustaining Capex	(13.4)	+20%	13.4	-20%

Source: Firefinch Limited ASX announcement 06/12/2021

Spodumene Price and Marketing

As shown in Table 15 the project is most sensitive to the spodumene concentrate price. The original DFS from 2020 used an LOM spodumene concentrate price of US$666/tonne. For the DFS Update, a price of US$1,250/tonne real has been adopted for the first 5 years when it is expected that spodumene supply response will be unable to match demand growth. The balance of mine life uses a US$900/tonne price as the long-term real price.

The spot 6% Li_2O spodumene concentrate price (CIF China) from early 2022 to the end of February 2022 has been in the range of US$2,500 to US$2,700 per tonne. Long-term prices adopted by other spodumene developers range up to US$1,400/tonne. Market commentary is 'bullish' for lithium, with the well-known electric vehicle thematic resulting in estimates of exceptional growth in demand.

LOM offtake has been secured through the JV with Ganfeng. Secure offtake helps to de-risk the Project. Ganfeng received 50% of offtake rights on subscription of US$130 million cash and will receive the right to the remaining 50% of Goulamina's LOM offtake on provision of the Ganfeng debt and assuming Goulamina reaches commercial production within 4 years from completion of the Ganfeng transaction.

Offtake pricing is determined via a formula which is linked to the prevailing price of downstream lithium products and the agreement contains a numbers of offtake protection mechanisms relating to shipping, floor price during the debt period and non-performance.

Based on the current prices, the assumed concentrate prices used in the DFS Update and the expected market conditions for lithium and demand for battery storage of energy, especially in the electrical vehicle markets, VRM considers that the assumed concentrate price is reasonable.

Schedule

Implementation is forecast to take 28 months from award of the Engineering, Procurement and Construction Management (EPCM) contract to practical completion. Firefinch announced the final investment decision to proceed with the Goulamina project on 4 January 2022.

3.9. Exploration Potential

As noted, there is potential to expand the current Mineral Resources for both the Danaya and Sangar domains, and additional exploration drilling in these zones is proposed and budgeted for. There is also potential to increase the confidence in the Mineral Resources at both Sangar and Danaya zones.

In addition to the near-mine exploration potential, there is also potential for discovery of additional spodumene-bearing pegmatites in the existing exploitation permit.

Exploration targeting away from the currently defined mineralisation will be largely based on an LCT (lithium-caesium-tantalum) pegmatite exploration model with proximity to highly fractionated granitic intrusions a key to the location of prospective lithium bearing pegmatites.

Additional work should include regional mapping, prospecting and rock chip sampling, and regional exploration drilling to target these as-yet-undefined or poorly defined targets. Additional collection of auger samples on a regional basis is recommended to identify additional targets, potentially below thin, transported regolith. There is minimal exploration targeting new zones of mineralisation within the 100km^2 tenement, with almost all the exploration being below or adjacent to outcropping pegmatites. VRM acknowledges that the focus of the Company for the next 2 years will be the construction and development of the Project, with the regional exploration activities having minimal near-term impact on the viability or scale of the currently proposed development.

4. Corporate Strategy

The Company's strategy and objectives are summarised below.

4.1. Strategy

- Advance the Project to production in conjunction with Ganfeng, the JV partner, by using best practice construction, development and management techniques, and personnel, while considering the environmental, social and governance aspects of the Project. This will be achieved by:
  - Detailed engineering and construction of the Stage 1 processing plant.
  - Commissioning and commercial production from Goulamina to concentrate specifications as required by offtake agreements.
  - Evaluation of the market fundamentals for expansion of the Project under the Stage 2 expanded project.
  - Use cashflow from Stage 1, or secure additional funding to allow for the potential Stage 2 expansion should the market fundamentals support additional production.
  - Examine opportunities for downstream processing opportunities both within the region and internationally in conjunction with Ganfeng.
- Undertake exploration adjacent to and within the current Mineral Resource and Ore Reserve areas to improve confidence in the current Mineral Resource and provide support for potential LOM extension.
- Exploration targeting away from the currently defined mineralisation will be largely based on an LCT (lithium-caesium-tantalum) pegmatite exploration model. Regional exploration should, in addition to evaluating the lithium potential, consider the potential of other mineralised systems based on ongoing and iterative analysis of exploration results. Leo Lithium has an experienced team with experience in multiple commodities and deposit types.
- Identify strategic partnerships with mid-tier/major mining companies to explore and develop commodities other than the currently identified Goulamina lithium mineralisation in Leo Lithium's ground holding or adjacent areas.
- Develop and execute well-structured, practical, and achievable exploration objectives.
- Undertake ongoing refinement and testing of key growth opportunities, to realise value by exploration discovery, JV, farm-out and/or partial/full sale. The business is well positioned to achieve this based on the extensive corporate experience of its senior management.

4.2. Objectives

- Systematically improve the understanding of engineering, production, operations, and logistics required for the Project, in order to complete the construction and commissioning phases of development
- Further explore existing targets and develop new prospects
- Determine the potential for other mineralisation styles within the broader Goulamina region.

5. Risks and Opportunities

5.1. General Risks and Opportunities

A Measured, Indicated and Inferred Mineral Resource estimate is reported for Goulamina, and on the basis of open pit optimisation, open pit designs, production scheduling and application of modifying factors.

Proven and Probable Ore Reserves have been derived from the Measured and Indicated Mineral Resources, respectively. These are contained within a proposed final pit design and scheduled to be processed through a planned processing facility.

Notwithstanding the level of study at the deposit, there are environmental, safety and regulatory risks associated with mine development. These may include, but are not limited to, factors such as community consultation and agreements, as well as environmental considerations. The Company has completed an Environmental and Social Impact Assessment (ESIA) by an external local environmental consultancy. The ESIA was developed in 2020 and is based on the initial DFS. The DFS Update has a slightly different mine layout and as such there are modifications to the ESIA that are currently being developed. To date, risks associated with mining, metallurgical and processing facilities requirements, ability to develop infrastructure appropriately, and mine closure processes have been addressed to a DFS level.

The data included in this Report and the basis of the interpretations herein have been derived from a compilation of data included in annual and quarterly technical reports as released by Firefinch on the ASX. This includes the results of a DFS and a DFS Update (ASX releases 20 October 2020 and 6 December 2021). In addition, Company presentations and academic literature has been used to evaluate the historical exploration data, and to ascertain the prospectivity potential and possible mineralisation systems present within the tenement holdings.

Global economics, such as changes to commodity prices and access to capital to fund exploration, can be considered as both risks and opportunities. These are factors that are outside of the control of the Company, as are broader societal and political issues. For example, at the time of drafting this Report, the conflict in Ukraine has impacted market supply concerns and high price volatility for some commodities. The impact of COVID-19 pandemic continues to be felt globally, especially with renewed lockdowns in China. A third and in some countries a fourth wave of infections is causing renewed lockdowns and restrictions in many parts of the world. While to date the mining industry and resources sector has adapted quickly and largely continued business activities throughout this time, the potential risks for future exploration and project development in the near future remains unclear.

5.2. Project-Specific Risks and Opportunities

The results of the DFS and DFS Update provide the Company with a recent technical view on the economics of the Project and indicate that it should be developed.

Opportunities

- There is exploration potential to increase resources at Goulamina, especially in the Danaya zone and at depth in the Sangar zones and along strike of the other domains.
- Capital and operating costs have been updated using Q4 2021 pricing. It is widely acknowledged that there will be market corrections in some areas as the global supply chain recovers from the impacts of the COVID-19 pandemic. In addition to commodity prices, it is noted that both the cost and reliability of seaborne transport are expected to see a marked improvement in the next 12–18 months, which will have a positive effect on the Project's outcomes.
- Early engineering works have already commenced to finalise data sheets and specifications for the long lead time equipment. The supply and installation of the ball mill is on the project critical path so expediting the procurement can potentially reduce the schedule.
- Work to firm up operating cost estimates for mining and processing is continuing. The increased throughput to 4.0Mtpa is expected to realise economies of scale, particularly on fixed costs.
- Significantly, the Mineral Resource estimate was conducted using a US$750/tonne for 6% spodumene concentrates, as discussed in the DFS Update above, spot prices in 2022 up to the end of February have reached ~US$2,700/tonne CIF China. Re-estimating the Mineral Resources at a higher price would likely increase the overall Mineral Resource estimate significantly but would also likely have a significant impact on the overall pit designs and therefore change the projected mine life, mining schedule and economics of the Project.

Risks

- As outlined above, there are inherent risks (as with all resource projects) in the Mineral Resource estimates. There is a risk that the estimation of the geological and grade continuity does not accurately reflect the actual grade and geological continuity when the deposit is exploited, and additional risks are associated with the Ore Reserves where the dilution to the mineralisation and ore losses assumed in the mining studies are not attainable. While these risks have been identified and the level of study should mitigate some or all of the risks until a deposit is developed, there is always a risk that the modifying factors have been inaccurately applied.
- Once the Project is operational, some of the exploration risks are mitigated by smaller satellite occurrences potentially being economic, although the potential for smaller satellite lithium deposits is currently unknown.
- As with all projects, there is a risk that additional exploration does not lead to delineation of additional mineralisation that has the potential to be economically exploited. Additionally, there is a risk that the targets for additional exploration adjacent to the Sangar and Danaya deposits do not result in additional mineralisation being identified (noting that additional volumes from potential exploration success are not contemplated in the current mine plan).
- There are project development risks associated with the implementation, construction, and commissioning of the Project. Some of these risks are outside of the Company's control, while others are a direct result of the Company's actions. These include:
    - Increases in construction costs, including steel, concrete and associated raw materials that are used in the construction

  - Increases in the construction costs associated with additional specialist staff for specific aspects of the construction.
- As all mineral projects are, by their very nature, unable to be relocated, other than after mining having been undertaken, there are always inherent risks associated with the political, social, and economic aspects of the jurisdiction of the project. These geo-political risks are usually included in a financial analysis by determining the likely rate of return required by an individual or class of investor. The specific risks associated with the Project are mitigated by the state ownership of at least 10% of the Project. In VRM's opinion, while there are geo-political risks, these are largely outside of Leo Lithium's control.
- While the DFS Update has a significant local workforce being sourced from Mali, there are risks associated with securing an appropriately qualified and skilled workforce for specific tasks – this includes multiple aspects of the required workforce. This risk can be mitigated by ensuring there are sufficient training and support services to ensure the Company is an employer of choice in the region by providing training and additional educational support for the local communities.
- One operational risk is associated with the transport of the lithium concentrates to an export port. The DFS proposed to truck the concentrate to an export port with a long trucking distance and intensive trucking fleet for transport of the concentrate to the export port. In VRM's opinion, the time to transport the concentrate to port and the costs due to fuel prices remains a risk however it is difficult to quantify.
- Given risks associated with transporting the concentrates to port, there are technical risks associated with ensuring sufficient concentrates remain in storage at the port to ensure that there is optimal logistical flexibility and reliability of suitable bulk concentrate ships to transport the concentrates to the customer. These shipping risks are currently elevated due to the impacts of the COVID-19 pandemic and the increased shipping costs. Due to these transport risks, there are flow-on financial and operational risks where the Company would need to ensure that there is sufficient working capital to account for the potential delays associated with bulk transport of the concentrates initially to port and then finally from port to the end user customers.

6. Proposed Activities

To achieve the Company's strategy, it is expected that Leo Lithium will undertake different activities on the Project. These activities are summarised as follows:

- Construction and commissioning the Project, including:
  - Engineering, design, and procurement
  - The procurement and tendering of long lead items for the Project is already underway to accelerate the commencement of construction. Tenders for the ball mill and crushing equipment are expected to be released to providers in the coming months
  - Site earthworks
  - Non process infrastructure construction (accommodation, offices, road construction, power supply etc)
  - Plant Civil works (including processing plant foundations, tailings dam construction)
  - Water pipeline
  - Construction of the processing facility (Structural, Mechanical and Platework installation)
  - Electrical equipment installation
  - Pre-stripping the proposed open pit.
- A systematic field mapping campaign ground-truthing recent interpretations of the geological setting as based on reprocessed geophysical datasets
- RC and diamond drilling to test the resource extension and Danaya and Sangar domains and infilling the existing resource domains

7. Proposed Budget

The development and exploration strategy are discussed in more detail in the section 3.8 of the report. Table 16 summarises expenditure by activity. The costs are shown as an all-in cost. All costs are expressed in US dollars (US$) other than the total which is given in Australian dollars (A$).

In VRM's opinion, the proposed budget and work programs are valid, consistent with the DFS development costs and required exploration activities.

The budget, as presented, includes exploration drilling; however, the main focus of the budget is the development of the Project. Both JV parties have made the Final Investment Decision to proceed with the Project. VRM understands that the development activities on site are progressing within the schedule outlined in the DFS Update.

Table 16 – Summary of development and exploration expenditure in US$ assuming the Maximum subscription of A$100 million is raised

Project	Expenditure (US$)		
	Year 1	Year 2	Total
Construction Costs (from DFS Update)			
Mine Development		9.0	9.0
Process Plant	67.8	45.2	113.0
Non-Process Infrastructure	33.6	22.4	56.0
Operational Management	13.2	8.8	22.0
Owner's Costs	28.0		28.0
Contingency		28.0	28.0
Development Related Drilling			
Waste Dump Sterilisation	1.9		1.9
Resource Upgrade - Infill			
Sangar	2.6		2.6
Danaya	1.7		1.7
Exploration Drilling			
Danaya - Sangar		0.5	0.5
Danaya SE		0.6	0.6
Sangar Deeps		0.4	0.4
Total JV Expenditure			**US$263.2**
Less Initial Ganfeng JV Contribution (US$ million)			US$-130.0
Less Debt (US$ million)			US$-40.0
Total (US$ million) – Rounded			**US$93.2**
Leo Lithium's 50% JV Contribution			**US$46.6**
Total A$ (0.71 Exchange Rate) – Rounded			**A$65.6**
Percentage of Funds Raised Committed			65%

Source: Leo Lithium

VRM has reviewed the budget and the supporting DFS reports and studies and considers that the budget is reasonable and broadly within the expected expenditure to undertake the construction of the Stage 1 Project.

8. References

The reference list below includes public domain and unpublished company reports obtained either directly from the Company or ASX releases of previous Joint Venture holders or previous holders of the tenements.

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8.2. Project Specific References

Only reports which reported drilling on the Project and/or digital data that were uploaded to the digital database are included.

9. Glossary

Below are brief descriptions of some terms used in this report. For further information or for terms that are not described here, please refer to internet sources such as Webmineral www.webmineral.com, Wikipedia www.wikipedia.org. Some of the following terms are taken from the 2015 VALMIN Code.

Annual Report means a document published by public corporations on a yearly basis to provide shareholders, the public and the government with financial data, a summary of ownership and the accounting practices used to prepare the report.

Australasian means Australia, New Zealand, Papua New Guinea, and their off-shore territories.

Code of Ethics means the Code of Ethics of the relevant Professional Organisation or Recognised Professional Organisations.

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

Experts are persons defined in the Corporations Act whose profession or reputation gives authority to a statement made by him or her in relation to a matter. A Practitioner may be an Expert. Also see Clause 2.1.

Exploration Results is defined in the current version of the Australasian Code for the Reporting of Exploration Results, Mineral Resources and Ore Reserves (the JORC Code). Refer to http://www.jorc.org for further information.

Feasibility Study means a comprehensive technical and economic study of the selected development option for a mineral project that includes appropriately detailed assessments of applicable Modifying Factors together with any other relevant operational factors and detailed financial analysis that are necessary to demonstrate at the time of reporting that extraction is reasonably justified (economically mineable). The results of the study may reasonably serve as the basis for a final decision by a proponent or financial institution to proceed with, or finance, the development of the project. The confidence level of the study will be higher than that of a Pre-feasibility Study.

Financial Reporting Standards means Australian statements of generally accepted accounting practice in the relevant jurisdiction in accordance with the Australian Accounting Standards Board (AASB) and the Corporations Act.

Independent Expert's Report means a Public Report as may be required by the Corporations Act, the Listing Rules of the ASX or other security exchanges prepared by a Practitioner who is acknowledged as being independent of the Commissioning Entity. Also see ASIC Regulatory Guides RG 111 and RG 112 as well as Clause 5.5 of the VALMIN Code for guidance on Independent Expert Reports.

Information Memoranda means documents used in financing of projects detailing the project and financing arrangements.

Investment Value means the benefit of an asset to the owner or prospective owner for individual investment or operational objectives.

Life-of-Mine Plan means a design and costing study of an existing or proposed mining operation where all Modifying Factors have been considered in sufficient detail to demonstrate at the time of reporting that extraction is reasonably justified. Such a study should be inclusive of all development and mining activities proposed through to the effective closure of the existing or proposed mining operation.

Market Value means the estimated amount of money (or the cash equivalent of some other consideration) for which the Mineral Asset should exchange on the date of Valuation between a willing buyer and a willing seller in an arm's length transaction after appropriate marketing wherein the parties each acted knowledgeably, prudently and without compulsion. Also see Clause 8.1 for guidance on Market Value.

Materiality or being Material requires that a Public Report contains all the relevant information that investors and their professional advisors would reasonably require, and reasonably expect to find in the report, for the purpose of making a reasoned and balanced judgement regarding the Technical Assessment or Mineral Asset Valuation being reported. Where relevant information is not supplied, an explanation must be provided to justify its exclusion. Also see Clause 3.2 for guidance on what is Material.

Member means a person who has been accepted and entitled to the post-nominals associated with the AIG or the AusIMM or both. Alternatively, it may be a person who is a member of a Recognised Professional Organisation included in a list promulgated from time to time.

Mineable means those parts of the mineralised body, both economic and uneconomic, that are extracted or to be extracted during the normal course of mining.

Mineral Asset means all property including (but not limited to) tangible property, intellectual property, mining and exploration Tenure and other rights held or acquired in connection with the exploration, development of and production from those Tenures. This may include the plant, equipment, and infrastructure owned or acquired for the development, extraction, and processing of Minerals in connection with that Tenure.

Most Mineral Assets can be classified as either:

(a) Early-stage Exploration Projects – Tenure holdings where mineralisation may or may not have been identified, but where Mineral Resources have not been identified.

(b) Advanced Exploration Projects – Tenure holdings where considerable exploration has been undertaken and specific targets identified that warrant further detailed evaluation, usually by drill testing, trenching or some other form of detailed geological sampling. A Mineral Resource estimate may or may not have been made, but sufficient work will have been undertaken on at least one prospect to provide both a good understanding of the type of mineralisation present and encouragement that further work will elevate one or more of the prospects to the Mineral Resources category.

(c) Pre-Development Projects – Tenure holdings where Mineral Resources have been identified and their extent estimated (possibly incompletely), but where a decision to proceed with development has not been

made. Properties at the early assessment stage, properties for which a decision has been made not to proceed with development, properties on care and maintenance and properties held on retention titles are included in this category if Mineral Resources have been identified, even if no further work is being undertaken.

(d) Development Projects – Tenure holdings for which a decision has been made to proceed with construction or production or both, but which are not yet commissioned or operating at design levels. Economic viability of Development Projects will be proven by at least a Pre-Feasibility Study.

(e) Production Projects – Tenure holdings – particularly mines, wellfields, and processing plants – that have been commissioned and are in production.

Mine Design means a framework of mining components and processes taking into account mining methods, access to the Mineralisation, personnel, material handling, ventilation, water, power, and other technical requirements spanning commissioning, operation, and closure so that mine planning can be undertaken.

Mine Planning includes production planning, scheduling and economic studies within the Mine Design taking into account geological structures and mineralisation, associated infrastructure and constraints, and other relevant aspects that span commissioning, operation, and closure.

Mineral means any naturally occurring material found in or on the Earth's crust that is either useful to or has a value placed on it by humankind, or both. This excludes hydrocarbons, which are classified as Petroleum.

Mineralisation means any single mineral or combination of minerals occurring in a mass, or deposit, of economic interest. The term is intended to cover all forms in which mineralisation might occur, whether by class of deposit, mode of occurrence, genesis, or composition.

Mineral Project means any exploration, development, or production activity, including a royalty or similar interest in these activities, in respect of Minerals.

Mineral Securities means those Securities issued by a body corporate or an unincorporated body whose business includes exploration, development or extraction and processing of Minerals.

Mineral Resources is defined in the current version of the Australasian Code for the Reporting of Exploration Results, Mineral Resources and Ore Reserves (the JORC Code). Refer to http://www.jorc.org for further information.

Mining means all activities related to extraction of Minerals by any method (e.g., quarries, open cast, open cut, solution mining, dredging etc).

Mining Industry means the business of exploring for, extracting, processing, and marketing Minerals.

Modifying Factors is defined in the current version of the Australasian Code for the Reporting of Exploration Results, Mineral Resources and Ore Reserves (the JORC Code). Refer to http://www.jorc.org for further information.

Ore Reserves is defined in the current version of the Australasian Code for the Reporting of Exploration Results, Mineral Resources and Ore Reserves (the JORC Code). Refer to http://www.jorc.org for further information.

Petroleum means any naturally occurring hydrocarbon in a gaseous or liquid state, including coal-based methane, tar sands and oil-shale.

Petroleum Resource and Petroleum Reserve are defined in the current version of the Petroleum Resources Management System (PRMS) published by the Society of Petroleum Engineers, the American Association of Petroleum Geologists, the World Petroleum Council, and the Society of Petroleum Evaluation Engineers. Refer to http://www.spe.org for further information.

Practitioner is an Expert as defined in the Corporations Act, who prepares a Public Report on a Technical Assessment or Valuation Report for Mineral Assets. This collective term includes Specialists and Securities Experts.

Preliminary Feasibility Study (Pre-Feasibility Study) means a comprehensive study of a range of options for the technical and economic viability of a mineral project that has advanced to a stage where a preferred mining method, in the case of underground mining, or the pit configuration, in the case of an open pit, is established and an effective method of mineral processing is determined. It includes a financial analysis based on reasonable assumptions on the Modifying Factors and the evaluation of any other relevant factors that are sufficient for a Competent Person, acting reasonably, to determine if all or part of the Mineral Resources may be converted to an Ore Reserve at the time of reporting. A Pre-Feasibility Study is at a lower confidence level than a Feasibility Study.

Professional Organisation means a self-regulating body, such as one of engineers or geoscientists or of both, that:

(a) admits members primarily on the basis of their academic qualifications and professional experience.

(b) requires compliance with professional standards of expertise and behaviour according to a Code of Ethics established by the organisation; and

(c) has enforceable disciplinary powers, including that of suspension or expulsion of a member, should its Code of Ethics be breached.

Public Presentation means the process of presenting a topic or project to a public audience. It may include, but not be limited to, a demonstration, lecture or speech meant to inform, persuade, or build good will.

Public Report means a report prepared for the purpose of informing investors or potential investors and their advisers when making investment decisions, or to satisfy regulatory requirements. It includes, but is not limited to, Annual Reports, Quarterly Reports, press releases, Information Memoranda, Technical Assessment Reports, Valuation Reports, Independent Expert Reports, website postings and Public Presentations. Also see Clause 5 for guidance on Public Reports.

Quarterly Report means a document published by public corporations on a quarterly basis to provide shareholders, the public and the government with financial data, a summary of ownership and the accounting practices used to prepare the report.

Reasonableness implies that an assessment which is impartial, rational, realistic, and logical in its treatment of the inputs to a Valuation or Technical Assessment has been used, to the extent that another Practitioner with the same information would make a similar Technical Assessment or Valuation.

Royalty or Royalty Interest means the amount of benefit accruing to the royalty owner from the royalty share of production.

Securities has the meaning as defined in the Corporations Act.

Securities Expert are persons whose profession, reputation or experience provides them with the authority to assess or value Securities in compliance with the requirements of the Corporations Act, ASIC Regulatory Guides and ASX Listing Rules.

Scoping Study means an order of magnitude technical and economic study of the potential viability of Mineral Resources. It includes appropriate assessments of realistically assumed Modifying Factors together with any other relevant operational factors that are necessary to demonstrate at the time of reporting that progress to a Pre-Feasibility Study can be reasonably justified.

Specialist are persons whose profession, reputation, or relevant industry experience in a technical discipline (such as geology, mine engineering or metallurgy) provides them with the authority to assess or value Mineral Assets.

Status in relation to Tenure means an assessment of the security of title to the Tenure.

Technical Assessment is an evaluation prepared by a Specialist of the technical aspects of a Mineral Asset. Depending on the development status of the Mineral Asset, a Technical Assessment may include the review of geology, mining methods, metallurgical processes and recoveries, provision of infrastructure and environmental aspects.

Technical Assessment Report involves the Technical Assessment of elements that may affect the economic benefit of a Mineral Asset.

Technical Value is an assessment of a Mineral Asset's future net economic benefit at the Valuation Date under a set of assumptions deemed most appropriate by a Practitioner, excluding any premium or discount to account for market considerations.

Tenure is any form of title, right, licence, permit or lease granted by the responsible government in accordance with its mining legislation that confers on the holder certain rights to explore for and/or extract agreed minerals that may be (or is known to be) contained. Tenure can include third-party ownership of the Minerals (for example, a royalty stream). Tenure and Title have the same connotation as Tenement.

Transparency or being Transparent requires that the reader of a Public Report is provided with sufficient information, the presentation of which is clear and unambiguous, to understand the report and not be misled by this information or by omission of Material information that is known to the Practitioner.

Valuation is the process of determining the monetary Value of a Mineral Asset at a set Valuation Date.

Valuation Approach means a grouping of valuation methods for which there is a common underlying rationale or basis.

Valuation Date means the reference date on which the monetary amount of a Valuation in real (dollars of the day) terms is current. This date could be different from the dates of finalisation of the Public Report or the cut-off date of available data. The Valuation Date and date of finalisation of the Public Report must not be more than 12 months apart.

Valuation Methods means a subset of Valuation Approaches and may represent variations on a common rationale or basis.

Valuation Report expresses an opinion as to monetary Value of a Mineral Asset but specifically excludes commentary on the value of any related Securities.

Value means the Market Value of a Mineral Asset.

Appendix A - Significant Drill Intersections

Note significant drill intersections using a 0.5% Li_2O cut-off, no external dilution, and a minimum thickness of 5m for all drilling included in the Mineral Resource estimate (holes prior to 25 June 2020).

Easting and Northing rounded to nearest metre, elevation rounded to nearest 0.1m, dip and azimuth rounded to nearest degree.

Hole ID	Collar Easting	Collar Northing	Collar RL	Dip (deg)	Azimuth (deg)	From (m)	To (m)	Interval (m)	Li_2O (%)
GMDD001	613,645	1,254,802	400.9	-62	279	43	68	25	1.88
GMDD001	613,645	1,254,802	400.9	-62	279	72	83	11	1.19
GMDD002	613,678	1,254,704	401.9	-61	278	40	73	33	1.78
GMDD002	613,678	1,254,704	401.9	-61	278	74	81	7	1.62
GMDD002	613,678	1,254,704	401.9	-61	278	82	89	7	1.29
GMDD003	613,712	1,254,601	401.3	-60	264	27	54	27	1.65
GMDD003	613,712	1,254,601	401.3	-60	264	55	65	10	1.34
GMDD004	613,849	1,254,502	398.6	-60	265	126	133	7	1.47
GMDD004	613,849	1,254,502	398.6	-60	265	145	151	6	1.34
GMDD005	613,426	1,254,752	401.6	-63	269	18	43	25	1.73
GMDD005	613,426	1,254,752	401.6	-63	269	44	77	33	1.69
GMDD005	613,426	1,254,752	401.6	-63	269	79	100	21	1.66
GMDD006	613,561	1,254,652	402.2	-61	264	90	127	37	1.68
GMDD006	613,561	1,254,652	402.2	-61	264	149	157	8	1.50
GMDD007	613,542	1,254,701	402.2	-61	266	89	95	6	1.59
GMDD007	613,542	1,254,701	402.2	-61	266	96	138	42	1.72
GMDD007	613,542	1,254,701	402.2	-61	266	153	160	7	1.69
GMDD008	613,476	1,254,752	401.8	-61	264	72	123	51	1.93
GMDD009	613,649	1,254,700	403.1	-60	266	8	21	13	2.40
GMDD009	613,649	1,254,700	403.1	-60	266	22	31	9	1.69
GMDD009	613,649	1,254,700	403.1	-60	266	36	59	23	1.86
GMDD009	613,649	1,254,700	403.1	-60	266	196	213	17	1.66
GMDD010	613,669	1,254,650	402.7	-60	267	7	32	25	1.99
GMDD010	613,669	1,254,650	402.7	-60	267	33	50	17	1.12
GMDD010	613,669	1,254,650	402.7	-60	267	198	205	7	1.72
GMRC001	613,632	1,254,750	402.7	-60	266	10	50	40	1.84
GMRC002	613,682	1,254,751	401.4	-60	268	69	106	37	1.59
GMRC003	613,617	1,254,801	401.4	-58	266	12	48	36	1.72
GMRC004	613,662	1,254,803	400.7	-61	266	65	108	43	1.64
GMRC005	613,603	1,254,852	400.7	-60	268	7	48	41	1.51
GMRC006	613,648	1,254,851	400.3	-61	267	64	90	26	1.57
GMRC006	613,648	1,254,851	400.3	-61	267	91	103	12	1.35
GMRC007	613,575	1,254,903	400.1	-60	265	20	43	23	1.96
GMRC008	613,617	1,254,903	399.9	-61	266	41	47	6	1.14
GMRC008	613,617	1,254,903	399.9	-61	266	50	74	24	1.33
GMRC008	613,617	1,254,903	399.9	-61	266	80	89	9	1.57
GMRC010	613,613	1,254,951	399.5	-60	267	45	50	5	1.17
GMRC010	613,613	1,254,951	399.5	-60	267	57	66	9	1.31
GMRC011	613,651	1,254,700	402.9	-61	267	11	33	22	2.00
GMRC011	613,651	1,254,700	402.9	-61	267	39	58	19	1.48
GMRC012D	613,696	1,254,704	401.5	-61	267	60	97	37	1.81
GMRC012D	613,696	1,254,704	401.5	-61	267	98	113	15	1.48
GMRC013	613,669	1,254,650	402.5	-61	272	7	47	40	1.53
GMRC014	613,712	1,254,653	401.1	-60	267	53	97	44	1.54
GMRC015D	613,690	1,254,602	401.7	-61	268	6	32	26	1.91

Hole ID	Collar Easting	Collar Northing	Collar RL	Dip (deg)	Azimuth (deg)	From (m)	To (m)	Interval (m)	Li_2O (%)
GMRC015D	613,690	1,254,602	401.7	-61	268	33	46	13	1.38
GMRC015D	613,690	1,254,602	401.7	-61	268	194	206	12	1.72
GMRC016	613,733	1,254,603	400.8	-60	266	52	93	41	1.69
GMRC017D	613,714	1,254,551	401.1	-61	269	1	40	39	1.45
GMRC017D	613,714	1,254,551	401.1	-61	269	41	48	7	1.05
GMRC017D	613,714	1,254,551	401.1	-61	269	189	195	6	1.22
GMRC018	613,763	1,254,551	400.2	-62	268	53	72	19	1.55
GMRC018	613,763	1,254,551	400.2	-62	268	76	93	17	1.63
GMRC019	613,752	1,254,501	400.2	-60	267	29	53	24	1.39
GMRC020	613,802	1,254,501	399.4	-60	266	70	75	5	2.35
GMRC021	613,801	1,254,501	399.4	-61	266	67	93	26	1.69
GMRC021D	613,801	1,254,501	399.4	-61	266	67	85	18	1.85
GMRC021D	613,801	1,254,501	399.4	-61	266	86	97	11	1.49
GMRC021D	613,801	1,254,501	399.4	-61	266	98	103	5	1.28
GMRC022	613,803	1,254,452	399.3	-61	268	37	69	32	1.29
GMRC022	613,803	1,254,452	399.3	-61	268	74	83	9	1.49
GMRC023	613,848	1,254,452	398.5	-61	267	93	106	13	1.44
GMRC024	613,828	1,254,401	398.6	-60	264	34	65	31	1.26
GMRC025	613,871	1,254,400	397.8	-61	267	70	75	5	0.83
GMRC025	613,871	1,254,400	397.8	-61	267	83	105	22	1.42
GMRC027D	613,667	1,254,903	399.6	-61	269	103	120	17	1.85
GMRC027D	613,667	1,254,903	399.6	-61	269	121	141	20	1.50
GMRC028D	613,718	1,254,802	399.9	-60	267	28	36	8	1.42
GMRC028D	613,718	1,254,802	399.9	-60	267	138	151	13	1.84
GMRC028D	613,718	1,254,802	399.9	-60	267	152	172	20	1.69
GMRC029D	613,751	1,254,701	399.6	-61	268	64	72	8	0.79
GMRC029D	613,751	1,254,701	399.6	-61	268	132	148	16	1.68
GMRC029D	613,751	1,254,701	399.6	-61	268	150	166	16	1.55
GMRC032	613,473	1,254,653	402.0	-59	268	5	52	47	1.78
GMRC033	613,513	1,254,655	402.3	-61	266	27	39	12	1.59
GMRC033	613,513	1,254,655	402.3	-61	266	48	96	48	1.83
GMRC034	613,584	1,254,694	402.5	-61	180	4	10	6	1.32
GMRC034	613,584	1,254,694	402.5	-61	180	22	28	6	1.78
GMRC035D	613,623	1,254,601	401.9	-62	267	125	143	18	1.57
GMRC036	613,532	1,254,551	401.8	-59	266	1	22	21	1.83
GMRC036	613,532	1,254,551	401.8	-59	266	24	37	13	1.68
GMRC037	613,558	1,254,551	401.9	-60	268	32	56	24	1.89
GMRC037	613,558	1,254,551	401.9	-60	268	58	66	8	1.59
GMRC038	613,500	1,254,601	402.1	-60	266	3	45	42	1.90
GMRC039	613,542	1,254,601	402.0	-60	265	45	71	26	1.94
GMRC040	613,455	1,254,702	402.0	-58	266	14	29	15	1.90
GMRC040	613,455	1,254,702	402.0	-58	266	30	39	9	2.15
GMRC040	613,455	1,254,702	402.0	-58	266	40	71	31	1.91
GMRC041	613,498	1,254,701	402.1	-59	267	19	26	7	1.70
GMRC041	613,498	1,254,701	402.1	-59	267	56	77	21	1.77
GMRC041	613,498	1,254,701	402.1	-59	267	82	115	33	1.70
GMRC042	613,603	1,254,553	401.8	-61	266	85	92	7	1.16
GMRC042	613,603	1,254,553	401.8	-61	266	94	100	6	1.77
GMRC042	613,603	1,254,553	401.8	-61	266	103	114	11	2.11
GMRC043D	613,526	1,254,752	401.9	-58	261	101	107	6	0.99
GMRC043D	613,526	1,254,752	401.9	-58	261	120	132	12	1.86
GMRC043D	613,526	1,254,752	401.9	-58	261	133	155	22	1.84
GMRC043D	613,526	1,254,752	401.9	-58	261	159	165	6	1.15
GMRC044D	613,579	1,254,753	402.0	-60	263	20	28	8	0.65

Hole ID	Collar Easting	Collar Northing	Collar RL	Dip (deg)	Azimuth (deg)	From (m)	To (m)	Interval (m)	Li_2O (%)
GMRC044D	613,579	1,254,753	402.0	-60	263	155	188	33	1.75
GMRC045D	613,590	1,254,703	403.0	-65	263	64	72	8	0.71
GMRC045D	613,590	1,254,703	403.0	-65	263	159	183	24	1.61
GMRC046D	613,607	1,254,653	402.6	-65	263	143	167	24	1.49
GMRC047D	613,653	1,254,552	401.7	-60	261	36	41	5	0.63
GMRC047D	613,653	1,254,552	401.7	-60	261	137	145	8	1.22
GMRC048	613,661	1,254,953	399.0	-60	264	114	120	6	2.03
GMRC049D	613,713	1,254,953	398.2	-61	261	173	188	15	1.37
GMRC049D	613,713	1,254,953	398.2	-61	261	191	202	11	1.81
GMRC050D	613,716	1,254,903	398.6	-60	264	36	47	11	0.82
GMRC050D	613,716	1,254,903	398.6	-60	264	173	196	23	2.04
GMRC050D	613,716	1,254,903	398.6	-60	264	197	207	10	1.93
GMRC051D	613,698	1,254,853	399.5	-60	265	125	146	21	1.68
GMRC051D	613,698	1,254,853	399.5	-60	265	148	156	8	1.48
GMRC052D	613,747	1,254,853	398.8	-60	264	187	214	27	1.66
GMRC053D	613,767	1,254,803	398.4	-59	264	92	100	8	0.82
GMRC053D	613,767	1,254,803	398.4	-59	264	184	192	8	1.94
GMRC053D	613,767	1,254,803	398.4	-59	264	197	212	15	1.62
GMRC054D	613,730	1,254,754	399.5	-60	264	127	136	9	1.51
GMRC054D	613,730	1,254,754	399.5	-60	264	145	161	16	1.57
GMRC056	613,411	1,254,701	401.5	-61	266	4	10	6	1.58
GMRC056	613,411	1,254,701	401.5	-61	266	11	16	5	1.36
GMRC057	613,381	1,254,749	401.3	-60	270	19	28	9	0.96
GMRC057	613,381	1,254,749	401.3	-60	270	30	40	10	1.66
GMRC057	613,381	1,254,749	401.3	-60	270	45	50	5	1.52
GMRC057	613,381	1,254,749	401.3	-60	270	82	87	5	1.53
GMRC058	613,357	1,254,801	401.0	-61	266	44	63	19	1.78
GMRC058	613,357	1,254,801	401.0	-61	266	77	88	11	1.56
GMRC059D	613,407	1,254,802	401.2	-61	265	51	70	19	1.51
GMRC059D	613,407	1,254,802	401.2	-61	265	71	111	40	1.69
GMRC060D	613,348	1,254,856	400.5	-60	260	41	98	57	1.55
GMRC060D	613,348	1,254,856	400.5	-60	260	99	130	31	1.41
GMRC061D	613,398	1,254,853	400.7	-60	264	82	127	45	1.73
GMRC061D	613,398	1,254,853	400.7	-60	264	128	152	24	1.92
GMRC062	613,561	1,254,504	401.6	-60	265	12	21	9	1.99
GMRC062	613,561	1,254,504	401.6	-60	265	22	36	14	1.78
GMRC063	613,602	1,254,504	401.7	-60	267	57	70	13	1.90
GMRC063	613,602	1,254,504	401.7	-60	267	71	81	10	1.77
GMRC064	613,581	1,254,452	401.2	-61	263	32	56	24	1.48
GMRC065	613,621	1,254,452	401.1	-61	264	68	90	22	1.61
GMRC066	613,603	1,254,403	400.6	-60	265	39	64	25	1.67
GMRC067	613,643	1,254,403	400.7	-60	264	81	96	15	1.60
GMRC068	613,540	1,254,202	398.6	-60	263	16	21	5	1.80
GMRC068	613,540	1,254,202	398.6	-60	263	25	50	25	1.45
GMRC068	613,540	1,254,202	398.6	-60	263	51	58	7	0.91
GMRC069	613,588	1,254,201	398.6	-61	266	13	45	32	1.58
GMRC069	613,588	1,254,201	398.6	-61	266	62	105	43	1.68
GMRC070	613,573	1,254,152	398.2	-60	264	13	22	9	1.19
GMRC070	613,573	1,254,152	398.2	-60	264	27	50	23	1.58
GMRC070	613,573	1,254,152	398.2	-60	264	51	62	11	1.12
GMRC071	613,614	1,254,153	398.1	-61	264	25	53	28	1.80
GMRC071	613,614	1,254,153	398.1	-61	264	63	96	33	1.37
GMRC071	613,614	1,254,153	398.1	-61	264	97	102	5	0.90
GMRC072	613,613	1,254,101	397.6	-60	266	35	55	20	1.28

Hole ID	Collar Easting	Collar Northing	Collar RL	Dip (deg)	Azimuth (deg)	From (m)	To (m)	Interval (m)	Li_2O (%)
GMRC072	613,613	1,254,101	397.6	-60	266	56	61	5	0.78
GMRC073	613,652	1,254,104	397.6	-60	264	45	78	33	1.82
GMRC073	613,652	1,254,104	397.6	-60	264	79	91	12	2.21
GMRC073	613,652	1,254,104	397.6	-60	264	92	97	5	1.73
GMRC073	613,652	1,254,104	397.6	-60	264	98	107	9	1.87
GMRC075	613,633	1,255,003	398.6	-60	265	69	83	14	1.58
GMRC077	613,631	1,255,053	397.5	-60	266	82	87	5	1.65
GMRC077	613,631	1,255,053	397.5	-60	266	88	95	7	1.86
GMRC078D	613,802	1,254,703	398.3	-60	265	212	217	5	0.89
GMRC079D	613,761	1,254,653	399.6	-60	265	76	84	8	0.90
GMRC079D	613,761	1,254,653	399.6	-60	265	123	130	7	0.79
GMRC079D	613,761	1,254,653	399.6	-60	265	138	144	6	0.99
GMRC080D	613,812	1,254,654	398.7	-60	265	210	215	5	1.08
GMRC083D	613,457	1,254,803	401.6	-61	266	20	28	8	1.47
GMRC083D	613,457	1,254,803	401.6	-61	266	64	76	12	1.19
GMRC083D	613,457	1,254,803	401.6	-61	266	100	134	34	1.75
GMRC083D	613,457	1,254,803	401.6	-61	266	135	150	15	1.73
GMRC083D	613,457	1,254,803	401.6	-61	266	189	194	5	1.28
GMRC084D	613,447	1,254,853	400.9	-61	266	28	40	12	1.08
GMRC084D	613,447	1,254,853	400.9	-61	266	88	96	8	1.61
GMRC084D	613,447	1,254,853	400.9	-61	266	112	142	30	1.68
GMRC084D	613,447	1,254,853	400.9	-61	266	143	149	6	1.73
GMRC084D	613,447	1,254,853	400.9	-61	266	150	157	7	1.71
GMRC084D	613,447	1,254,853	400.9	-61	266	159	176	17	1.97
GMRC085	613,297	1,254,853	400.3	-60	266	65	76	11	1.30
GMRC086	613,328	1,254,902	399.9	-61	266	73	81	8	1.42
GMRC086	613,328	1,254,902	399.9	-61	266	82	102	20	1.27
GMRC086	613,328	1,254,902	399.9	-61	266	103	129	26	1.54
GMRC087D	613,377	1,254,902	400.1	-61	265	116	126	10	1.09
GMRC087D	613,377	1,254,902	400.1	-61	265	131	147	16	1.23
GMRC087D	613,377	1,254,902	400.1	-61	265	148	190	42	1.84
GMRC087D	613,377	1,254,902	400.1	-61	265	191	198	7	1.41
GMRC089	613,882	1,254,352	397.4	-60	263	62	77	15	1.05
GMRC089	613,882	1,254,352	397.4	-60	263	78	95	17	1.18
GMRC089	613,882	1,254,352	397.4	-60	263	96	105	9	1.37
GMRC089	613,882	1,254,352	397.4	-60	263	118	148	30	1.62
GMRC092	613,903	1,254,300	396.7	-61	264	43	55	12	1.39
GMRC092	613,903	1,254,300	396.7	-61	264	92	104	12	1.99
GMRC092	613,903	1,254,300	396.7	-61	264	110	116	6	1.67
GMRC095	613,738	1,254,551	400.7	-61	264	23	38	15	1.55
GMRC095	613,738	1,254,551	400.7	-61	264	40	73	33	1.48
GMRC096	613,722	1,254,526	400.7	-61	264	6	12	6	1.07
GMRC096	613,722	1,254,526	400.7	-61	264	21	36	15	1.47
GMRC097	613,747	1,254,527	400.5	-60	264	22	33	11	1.75
GMRC097	613,747	1,254,527	400.5	-60	264	34	61	27	1.61
GMRC098	613,769	1,254,528	400.0	-60	264	44	86	42	1.60
GMRC099	613,702	1,254,577	401.4	-61	263	4	49	45	1.55
GMRC100	613,726	1,254,577	401.0	-60	263	30	54	24	1.43
GMRC100	613,726	1,254,577	401.0	-60	263	55	71	16	1.38
GMRC101	613,753	1,254,577	400.4	-61	264	67	72	5	0.86
GMRC101	613,753	1,254,577	400.4	-61	264	74	83	9	1.50
GMRC101	613,753	1,254,577	400.4	-61	264	89	96	7	1.24
GMRC102	613,757	1,254,601	400.4	-61	273	81	99	18	1.48
GMRC102	613,757	1,254,601	400.4	-61	273	104	127	23	1.47

Hole ID	Collar Easting	Collar Northing	Collar RL	Dip (deg)	Azimuth (deg)	From (m)	To (m)	Interval (m)	Li_2O (%)
GMRC103	613,658	1,254,676	402.7	-61	262	10	46	36	1.86
GMRC104	613,681	1,254,677	402.0	-60	263	36	73	37	1.50
GMRC105	613,707	1,254,678	401.3	-60	264	61	112	51	1.57
GMRC106	613,638	1,254,726	403.1	-60	263	8	46	38	1.81
GMRC107	613,662	1,254,727	402.0	-61	263	35	76	41	1.82
GMRC108	613,687	1,254,728	401.5	-60	264	62	108	46	1.49
GMRC109	613,659	1,254,751	401.9	-60	265	41	79	38	1.70
GMRC110	613,618	1,254,777	401.8	-61	263	7	43	36	1.73
GMRC111	613,642	1,254,778	401.6	-60	264	32	49	17	1.98
GMRC111	613,642	1,254,778	401.6	-60	264	50	70	20	1.42
GMRC112	613,667	1,254,778	401.1	-61	264	61	104	43	1.65
GMRC114	613,416	1,254,726	401.5	-60	264	1	12	11	0.82
GMRC114	613,416	1,254,726	401.5	-60	264	13	26	13	1.67
GMRC114	613,416	1,254,726	401.5	-60	264	27	54	27	1.89
GMRC114	613,416	1,254,726	401.5	-60	264	55	61	6	1.52
GMRC115	613,442	1,254,727	401.8	-60	264	14	44	30	1.69
GMRC115	613,442	1,254,727	401.8	-60	264	45	93	48	1.93
GMRC115	613,442	1,254,727	401.8	-60	264	103	109	6	1.79
GMRC116	613,467	1,254,728	401.8	-60	265	44	71	27	1.90
GMRC116	613,467	1,254,728	401.8	-60	265	80	109	29	1.88
GMRC117	613,471	1,254,702	402.0	-60	266	29	61	32	1.63
GMRC117	613,471	1,254,702	402.0	-60	266	66	98	32	1.54
GMRC118	613,463	1,254,676	402.1	-60	264	6	13	7	1.27
GMRC118	613,463	1,254,676	402.1	-60	264	14	32	18	2.08
GMRC118	613,463	1,254,676	402.1	-60	264	34	63	29	1.87
GMRC119	613,487	1,254,677	402.0	-61	264	23	87	64	1.68
GMRC120	613,512	1,254,678	402.1	-61	263	50	82	32	1.80
GMRC120	613,512	1,254,678	402.1	-61	263	83	110	27	1.79
GMRC121	613,492	1,254,653	402.1	-60	265	22	71	49	1.79
GMRC122	613,481	1,254,626	402.0	-59	265	2	33	31	2.07
GMRC122	613,481	1,254,626	402.0	-59	265	34	42	8	1.76
GMRC123	613,508	1,254,627	402.1	-60	263	0	12	12	1.43
GMRC123	613,508	1,254,627	402.1	-60	263	23	71	48	1.85
GMRC124	613,532	1,254,627	402.1	-60	264	44	83	39	1.73
GMRC124	613,532	1,254,627	402.1	-60	264	97	109	12	2.00
GMRC125	613,518	1,254,601	402.0	-61	263	21	48	27	1.81
GMRC125	613,518	1,254,601	402.0	-61	263	58	72	14	1.48
GMRC126	613,512	1,254,577	401.9	-60	265	0	24	24	1.75
GMRC126	613,512	1,254,577	401.9	-60	265	29	45	16	1.86
GMRC126	613,512	1,254,577	401.9	-60	265	48	54	6	1.74
GMRC127	613,536	1,254,577	401.9	-60	264	22	48	26	1.84
GMRC127	613,536	1,254,577	401.9	-60	264	49	59	10	1.53
GMRC127	613,536	1,254,577	401.9	-60	264	77	87	10	1.56
GMRC128	613,560	1,254,578	401.9	-60	267	50	67	17	1.96
GMRC128	613,560	1,254,578	401.9	-60	267	68	78	10	1.59
GMRC129	613,581	1,254,601	401.9	-60	265	81	109	28	1.78
GMRC130	613,269	1,254,902	399.8	-61	266	66	75	9	1.31
GMRC130	613,269	1,254,902	399.8	-61	266	87	103	16	1.28
GMRC130	613,269	1,254,902	399.8	-61	266	104	109	5	1.52
GMRC131	613,652	1,254,952	399.2	-61	265	95	111	16	1.45
GMRC131	613,652	1,254,952	399.2	-61	265	127	153	26	1.53
GMRC132	613,542	1,252,803	389.5	-60	269	7	20	13	1.93
GMRC132	613,542	1,252,803	389.5	-60	269	74	79	5	1.86
GMRC133	613,593	1,252,803	388.6	-61	270	6	16	10	1.32

Hole ID	Collar Easting	Collar Northing	Collar RL	Dip (deg)	Azimuth (deg)	From (m)	To (m)	Interval (m)	Li_2O (%)
GMRC133	613,593	1,252,803	388.6	-61	270	81	90	9	1.62
GMRC134	613,641	1,252,802	387.7	-59	268	93	98	5	1.23
GMRC141	613,455	1,252,803	391.6	-60	266	7	16	9	1.34
GMRC146	613,376	1,253,003	392.7	-60	268	96	113	17	1.96
GMRC148	613,478	1,253,003	391.0	-60	267	13	18	5	0.99
GMRC148	613,478	1,253,003	391.0	-60	267	30	39	9	1.52
GMRC149	613,525	1,253,002	390.1	-61	269	53	60	7	1.80
GMRC150	613,575	1,253,002	389.2	-59	267	26	31	5	1.40
GMRC150	613,575	1,253,002	389.2	-59	267	110	115	5	1.73
GMRC152	612,951	1,253,400	392.0	-60	267	48	57	9	1.77
GMRC153	613,002	1,253,401	393.1	-60	267	42	49	7	1.79
GMRC156	613,153	1,253,402	396.0	-60	257	12	55	43	1.89
GMRC156	613,153	1,253,402	396.0	-60	257	70	85	15	1.50
GMRC157	613,204	1,253,402	396.5	-61	270	32	57	25	1.65
GMRC157	613,204	1,253,402	396.5	-61	270	82	91	9	1.91
GMRC157	613,204	1,253,402	396.5	-61	270	108	118	10	1.32
GMRC157	613,204	1,253,402	396.5	-61	270	119	126	7	1.30
GMRC158	613,252	1,253,402	396.7	-60	264	44	59	15	1.59
GMRC158	613,252	1,253,402	396.7	-60	264	108	114	6	1.83
GMRC159	613,303	1,253,402	396.5	-60	267	43	49	6	1.46
GMRC159	613,303	1,253,402	396.5	-60	267	58	64	6	1.18
GMRC160	613,351	1,253,400	396.7	-61	265	38	43	5	1.40
GMRC160	613,351	1,253,400	396.7	-61	265	84	89	5	1.28
GMRC160	613,351	1,253,400	396.7	-61	265	119	124	5	1.83
GMRC164	612,952	1,253,603	392.9	-59	267	97	105	8	1.77
GMRC165	613,000	1,253,602	394.0	-60	267	39	47	8	2.03
GMRC165	613,000	1,253,602	394.0	-60	267	62	68	6	1.68
GMRC166	613,050	1,253,601	395.0	-60	268	26	51	25	1.98
GMRC168	613,154	1,253,602	396.3	-60	268	48	58	10	2.22
GMRC168	613,154	1,253,602	396.3	-60	268	59	81	22	1.74
GMRC168	613,154	1,253,602	396.3	-60	268	82	88	6	1.79
GMRC168	613,154	1,253,602	396.3	-60	268	108	116	8	1.59
GMRC169	613,202	1,253,602	397.4	-60	267	16	21	5	0.93
GMRC169	613,202	1,253,602	397.4	-60	267	42	49	7	1.31
GMRC169	613,202	1,253,602	397.4	-60	267	55	60	5	1.16
GMRC170	613,253	1,253,601	397.6	-60	272	72	77	5	1.75
GMRC170	613,253	1,253,601	397.6	-60	272	78	83	5	1.34
GMRC171	613,052	1,254,101	391.3	-61	270	78	84	6	1.49
GMRC173	613,151	1,254,102	393.2	-61	269	60	96	36	1.59
GMRC173	613,151	1,254,102	393.2	-61	269	101	138	37	1.75
GMRC174	613,202	1,254,101	393.9	-60	268	52	78	26	1.48
GMRC174	613,202	1,254,101	393.9	-60	268	85	107	22	1.88
GMRC174	613,202	1,254,101	393.9	-60	268	114	126	12	2.42
GMRC174	613,202	1,254,101	393.9	-60	268	132	143	11	2.14
GMRC177	613,102	1,254,300	392.0	-61	265	92	138	46	1.47
GMRC178	613,378	1,254,301	398.0	-61	266	79	91	12	1.11
GMRC179	613,427	1,254,302	398.4	-61	266	48	54	6	0.92
GMRC180	613,478	1,254,301	399.0	-60	269	34	40	6	2.12
GMRC180	613,478	1,254,301	399.0	-60	269	43	94	51	1.80
GMRC180	613,478	1,254,301	399.0	-60	269	95	105	10	0.80
GMRC181D	613,526	1,254,301	399.4	-61	266	72	127	55	1.98
GMRC186	613,341	1,254,402	397.8	-60	270	65	72	7	0.71
GMRC186	613,341	1,254,402	397.8	-60	270	76	87	11	1.49
GMRC187	613,390	1,254,402	398.8	-60	267	92	114	22	1.91

Hole ID	Collar Easting	Collar Northing	Collar RL	Dip (deg)	Azimuth (deg)	From (m)	To (m)	Interval (m)	Li_2O (%)
GMRC187	613,390	1,254,402	398.8	-60	267	115	138	23	2.51
GMRC188	613,443	1,254,403	399.6	-60	264	20	35	15	1.99
GMRC188	613,443	1,254,403	399.6	-60	264	36	60	24	2.23
GMRC188	613,443	1,254,403	399.6	-60	264	61	78	17	1.64
GMRC189D	613,491	1,254,404	400.3	-60	267	59	97	38	1.95
GMRC189D	613,491	1,254,404	400.3	-60	267	104	111	7	2.37
GMRC190	613,581	1,254,301	399.8	-60	264	32	76	44	1.90
GMRC193	613,672	1,253,999	396.2	-60	270	53	65	12	1.14
GMRC194	613,723	1,254,002	395.9	-60	270	118	135	17	1.35
GMRC195	613,271	1,254,600	399.0	-60	266	49	96	47	1.93
GMRC196	613,324	1,254,600	400.0	-60	268	68	85	17	1.60
GMRC196	613,324	1,254,600	400.0	-60	268	86	132	46	2.30
GMRC197	613,371	1,254,601	400.4	-60	258	109	117	8	1.70
GMRC197	613,371	1,254,601	400.4	-60	258	119	133	14	1.80
GMRC198	613,312	1,254,500	398.3	-60	267	64	71	7	1.26
GMRC199	613,363	1,254,501	399.5	-61	269	47	93	46	2.19
GMRC199	613,363	1,254,501	399.5	-61	269	94	99	5	1.54
GMRC199	613,363	1,254,501	399.5	-61	269	104	109	5	1.32
GMRC200	613,410	1,254,501	400.4	-60	262	67	127	60	2.17
GMRC201	613,401	1,254,352	398.5	-59	268	49	74	25	1.79
GMRC201	613,401	1,254,352	398.5	-59	268	75	100	25	2.36
GMRC201	613,401	1,254,352	398.5	-59	268	103	108	5	1.94
GMRC202D	613,454	1,254,352	399.3	-62	265	20	25	5	1.41
GMRC202D	613,454	1,254,352	399.3	-62	265	36	44	8	1.89
GMRC202D	613,454	1,254,352	399.3	-62	265	85	121	36	1.88
GMRC202D	613,454	1,254,352	399.3	-62	265	124	131	7	1.49
GMRC203	613,503	1,254,356	399.9	-60	264	23	65	42	1.69
GMRC203	613,503	1,254,356	399.9	-60	264	80	90	10	1.66
GMRC205	613,412	1,254,252	397.8	-62	261	79	85	6	1.75
GMRC207	613,515	1,254,254	398.8	-61	264	23	61	38	1.79
GMRC207	613,515	1,254,254	398.8	-61	264	62	69	7	1.15
GMRC207	613,515	1,254,254	398.8	-61	264	72	78	6	1.57
GMRC208	613,562	1,254,253	399.1	-60	267	15	31	16	2.33
GMRC208	613,562	1,254,253	399.1	-60	267	75	107	32	2.05
GMRC212	613,640	1,254,051	396.9	-61	267	40	46	6	2.89
GMRC212	613,640	1,254,051	396.9	-61	267	47	66	19	2.05
GMRC213D	613,692	1,254,052	396.6	-60	271	72	90	18	1.72
GMRC213D	613,692	1,254,052	396.6	-60	271	95	130	35	1.68
GMRC217	613,902	1,254,203	395.8	-59	269	81	86	5	1.05
GMRC219	614,002	1,254,203	394.6	-60	267	54	63	9	1.41
GMRC219	614,002	1,254,203	394.6	-60	267	72	78	6	0.81
GMRC219	614,002	1,254,203	394.6	-60	267	80	88	8	1.33
GMRC220	613,546	1,254,403	400.8	-59	272	26	31	5	1.14
GMRC220	613,546	1,254,403	400.8	-59	272	97	119	22	1.34
GMRC220	613,546	1,254,403	400.8	-59	272	120	131	11	1.66
GMRC221	613,151	1,255,000	397.3	-59	270	63	73	10	1.44
GMRC221	613,151	1,255,000	397.3	-59	270	74	93	19	1.06
GMRC222	613,200	1,255,002	398.4	-59	268	115	143	28	1.24
GMRC222	613,200	1,255,002	398.4	-59	268	144	150	6	1.53
GMRC223	613,251	1,255,002	398.3	-61	272	79	87	8	1.01
GMRC223	613,251	1,255,002	398.3	-61	272	96	113	17	1.57
GMRC224	613,177	1,254,702	399.4	-59	265	18	23	5	1.35
GMRC224	613,177	1,254,702	399.4	-59	265	73	110	37	1.51
GMRC224	613,177	1,254,702	399.4	-59	265	116	128	12	1.52

Hole ID	Collar Easting	Collar Northing	Collar RL	Dip (deg)	Azimuth (deg)	From (m)	To (m)	Interval (m)	Li_2O (%)
GMRC224	613,177	1,254,702	399.4	-59	265	143	149	6	1.34
GMRC225D	613,226	1,254,701	399.5	-58	270	75	137	62	1.90
GMRC225D	613,226	1,254,701	399.5	-58	270	138	158	20	1.81
GMRC225D	613,226	1,254,701	399.5	-58	270	159	195	36	1.77
GMRC227	613,301	1,254,452	397.5	-60	267	83	89	6	1.00
GMRC227	613,301	1,254,452	397.5	-60	267	100	120	20	1.28
GMRC229D	613,586	1,254,200	398.5	-59	269	22	27	5	1.74
GMRC234	613,351	1,254,451	398.6	-60	264	103	112	9	1.17
GMRC237D	613,452	1,254,701	401.7	-60	266	39	45	6	1.11
GMRC242	613,401	1,254,452	399.6	-59	266	32	45	13	2.50
GMRC242	613,401	1,254,452	399.6	-59	266	47	74	27	1.95
GMRC242	613,401	1,254,452	399.6	-59	266	77	85	8	1.18
GMRC243	613,449	1,254,452	400.5	-60	268	62	72	10	1.51
GMRC243	613,449	1,254,452	400.5	-60	268	73	109	36	2.14
GMRC243	613,449	1,254,452	400.5	-60	268	111	118	7	1.35
GMRC250	613,553	1,254,352	400.2	-57	269	27	37	10	1.47
GMRC250	613,553	1,254,352	400.2	-57	269	40	73	33	1.68
GMRC251	613,600	1,254,351	400.3	-61	268	106	122	16	1.86
GMRC251	613,600	1,254,351	400.3	-61	268	127	134	7	1.63
GMRC252	613,601	1,254,251	399.2	-59	270	41	78	37	1.73
GMRC253	613,651	1,254,253	398.9	-60	266	56	63	7	1.50
GMRC253	613,651	1,254,253	398.9	-60	266	107	133	26	2.14
GMRC254	613,631	1,254,203	398.6	-60	269	60	77	17	1.39
GMRC254	613,631	1,254,203	398.6	-60	269	78	92	14	1.52
GMRC255D	613,661	1,254,152	398.0	-59	268	80	108	28	1.75
GMRC255D	613,661	1,254,152	398.0	-59	268	124	151	27	2.33
GMRC259	613,740	1,253,953	395.5	-59	270	72	77	5	0.79
GMRC262	614,102	1,254,102	393.9	-62	264	50	57	7	0.88
GMRC263	613,292	1,254,551	398.8	-58	269	58	72	14	1.17
GMRC263	613,292	1,254,551	398.8	-58	269	85	90	5	1.05
GMRC263	613,292	1,254,551	398.8	-58	269	93	117	24	1.43
GMRC263	613,292	1,254,551	398.8	-58	269	118	127	9	1.08
GMRC264	613,340	1,254,551	399.6	-60	269	50	57	7	0.72
GMRC264	613,340	1,254,551	399.6	-60	269	59	73	14	1.02
GMRC264	613,340	1,254,551	399.6	-60	269	77	90	13	1.84
GMRC264	613,340	1,254,551	399.6	-60	269	96	107	11	1.90
GMRC264	613,340	1,254,551	399.6	-60	269	109	120	11	1.54
GMRC264	613,340	1,254,551	399.6	-60	269	123	136	13	1.27
GMRC265	613,393	1,254,552	400.6	-60	269	89	100	11	1.09
GMRC265	613,393	1,254,552	400.6	-60	269	107	129	22	1.83
GMRC265	613,393	1,254,552	400.6	-60	269	131	150	19	1.96
GMRC266	613,229	1,254,652	399.5	-62	269	53	70	17	1.54
GMRC266	613,229	1,254,652	399.5	-62	269	71	110	39	1.84
GMRC266	613,229	1,254,652	399.5	-62	269	113	139	26	2.18
GMRC266	613,229	1,254,652	399.5	-62	269	140	148	8	1.56
GMRC267	613,277	1,254,653	400.0	-59	268	71	95	24	1.46
GMRC269	613,127	1,254,801	399.3	-60	265	61	71	10	1.28
GMRC269	613,127	1,254,801	399.3	-60	265	82	87	5	1.64
GMRC269	613,127	1,254,801	399.3	-60	265	88	114	26	1.19
GMRC270	613,175	1,254,801	400.1	-59	268	92	98	6	1.13
GMRC275	613,601	1,255,252	393.0	-60	266	112	121	9	1.83
GMRC276	613,351	1,255,401	384.2	-60	265	100	109	9	2.27
GMRC276	613,351	1,255,401	384.2	-60	265	110	118	8	1.37
GMRC277	613,401	1,255,402	384.2	-62	266	63	68	5	1.94

Hole ID	Collar Easting	Collar Northing	Collar RL	Dip (deg)	Azimuth (deg)	From (m)	To (m)	Interval (m)	Li_2O (%)
GMRC277	613,401	1,255,402	384.2	-62	266	69	80	11	2.41
GMRC278	613,253	1,255,603	379.7	-60	268	96	101	5	1.76
GMRC279	613,303	1,255,603	379.7	-61	266	61	76	15	1.87
GMRC280	613,160	1,254,502	395.9	-61	261	84	96	12	1.35
GMRC280	613,160	1,254,502	395.9	-61	261	134	143	9	1.16
GMRC281	613,202	1,254,502	396.7	-60	267	81	116	35	0.90
GMRC281	613,202	1,254,502	396.7	-60	267	137	150	13	2.36
GMRC282	613,254	1,254,502	397.5	-60	266	95	111	16	1.69
GMRC283	613,677	1,254,303	399.4	-59	266	48	59	11	1.70
GMRC285	613,691	1,254,202	398.3	-60	266	72	80	8	1.65
GMRC286	613,742	1,254,201	397.6	-60	271	48	60	12	1.84
GMRC287	613,700	1,254,150	397.6	-60	268	57	64	7	2.02
GMRC290	613,801	1,254,102	396.2	-60	268	60	72	12	1.68
GMRC291	613,151	1,254,302	392.9	-59	271	81	93	12	0.93
GMRC291	613,151	1,254,302	392.9	-59	271	95	102	7	1.18
GMRC291	613,151	1,254,302	392.9	-59	271	106	119	13	1.57
GMRC292	613,100	1,254,002	393.9	-60	269	56	63	7	1.16
GMRC293	613,151	1,254,002	394.5	-59	268	69	85	16	1.45
GMRC293	613,151	1,254,002	394.5	-59	268	97	102	5	1.16
GMRC293	613,151	1,254,002	394.5	-59	268	110	116	6	1.24
GMRC294	613,200	1,254,002	395.2	-60	268	46	117	71	1.82
GMRC295	613,251	1,254,003	395.5	-59	269	81	86	5	1.01
GMRC295	613,251	1,254,003	395.5	-59	269	88	103	15	0.96
GMRC295	613,251	1,254,003	395.5	-59	269	111	118	7	1.37
GMRC295	613,251	1,254,003	395.5	-59	269	120	150	30	2.34
GMRC299	613,099	1,253,902	395.0	-60	267	75	90	15	1.75
GMRC300	613,151	1,253,902	395.5	-58	270	64	85	21	0.92
GMRC300	613,151	1,253,902	395.5	-58	270	90	95	5	1.93
GMRC302	613,252	1,253,903	396.3	-59	271	54	60	6	0.88
GMRC302	613,252	1,253,903	396.3	-59	271	67	84	17	1.27
GMRC302	613,252	1,253,903	396.3	-59	271	90	96	6	1.20
GMRC302	613,252	1,253,903	396.3	-59	271	133	139	6	1.80
GMRC304D	613,149	1,255,001	397.2	-61	266	61	67	6	2.33
GMRC309	613,301	1,253,903	396.7	-58	270	109	114	5	0.93
GMRC309	613,301	1,253,903	396.7	-58	270	141	147	6	1.68
GMRC311	612,950	1,253,802	392.6	-60	270	33	43	10	1.84
GMRC312	613,000	1,253,801	394.1	-60	269	77	97	20	1.79
GMRC312	613,000	1,253,801	394.1	-60	269	98	115	17	1.96
GMRC313	613,052	1,253,803	395.1	-61	268	44	63	19	1.95
GMRC313	613,052	1,253,803	395.1	-61	268	64	69	5	1.89
GMRC313	613,052	1,253,803	395.1	-61	268	111	116	5	1.69
GMRC314	613,102	1,253,803	395.5	-60	265	55	61	6	1.13
GMRC314	613,102	1,253,803	395.5	-60	265	67	76	9	1.37
GMRC314	613,102	1,253,803	395.5	-60	265	110	115	5	1.41
GMRC314	613,102	1,253,803	395.5	-60	265	116	122	6	1.04
GMRC316	613,203	1,253,802	396.3	-59	268	82	92	10	0.84
GMRC317	612,951	1,253,701	393.1	-62	270	64	84	20	1.85
GMRC318	613,002	1,253,701	394.5	-60	266	28	34	6	1.60
GMRC318	613,002	1,253,701	394.5	-60	266	73	92	19	1.90
GMRC319	613,051	1,253,703	395.0	-60	266	44	49	5	1.53
GMRC319	613,051	1,253,703	395.0	-60	266	75	83	8	1.27
GMRC320	613,102	1,253,703	395.7	-59	267	42	48	6	2.50
GMRC320	613,102	1,253,703	395.7	-59	267	49	63	14	2.11
GMRC321	613,153	1,253,702	396.4	-60	268	84	89	5	1.84

Hole ID	Collar Easting	Collar Northing	Collar RL	Dip (deg)	Azimuth (deg)	From (m)	To (m)	Interval (m)	Li_2O (%)
GMRC321	613,153	1,253,702	396.4	-60	268	100	116	16	2.56
GMRC321	613,153	1,253,702	396.4	-60	268	123	141	18	2.78
GMRC321	613,153	1,253,702	396.4	-60	268	142	150	8	1.51
GMRC322	613,203	1,253,702	396.8	-60	268	47	70	23	1.48
GMRC322	613,203	1,253,702	396.8	-60	268	71	87	16	1.62
GMRC323	613,102	1,253,502	395.6	-61	265	44	64	20	2.29
GMRC323	613,102	1,253,502	395.6	-61	265	78	86	8	1.84
GMRC324	613,150	1,253,502	396.2	-60	267	17	30	13	1.72
GMRC324	613,150	1,253,502	396.2	-60	267	31	37	6	1.55
GMRC324	613,150	1,253,502	396.2	-60	267	46	58	12	1.95
GMRC324	613,150	1,253,502	396.2	-60	267	66	74	8	2.37
GMRC324	613,150	1,253,502	396.2	-60	267	75	80	5	2.23
GMRC325	613,203	1,253,501	397.5	-60	267	6	13	7	1.03
GMRC325	613,203	1,253,501	397.5	-60	267	29	34	5	0.73
GMRC325	613,203	1,253,501	397.5	-60	267	66	75	9	1.90
GMRC325	613,203	1,253,501	397.5	-60	267	91	111	20	1.74
GMRC325	613,203	1,253,501	397.5	-60	267	117	127	10	1.63
GMRC325	613,203	1,253,501	397.5	-60	267	128	135	7	1.87
GMRC326	613,252	1,253,501	397.5	-60	266	50	67	17	2.01
GMRC326	613,252	1,253,501	397.5	-60	266	74	79	5	1.07
GMRC326	613,252	1,253,501	397.5	-60	266	84	94	10	1.18
GMRC327	613,200	1,253,300	405.0	-60	266	20	27	7	2.63
GMRC327	613,200	1,253,300	405.0	-60	266	28	35	7	1.83
GMRC327	613,200	1,253,300	405.0	-60	266	36	47	11	2.21
GMRC327	613,200	1,253,300	405.0	-60	266	48	53	5	1.86
GMRC328	613,250	1,253,300	405.0	-60	266	39	49	10	1.39
GMRC328	613,250	1,253,300	405.0	-60	266	75	95	20	1.49
GMRC328	613,250	1,253,300	405.0	-60	266	96	104	8	1.03
GMRC328	613,250	1,253,300	405.0	-60	266	106	113	7	1.68
GMRC329	613,300	1,253,300	405.0	-60	267	43	48	5	1.58
GMRC329	613,300	1,253,300	405.0	-60	267	80	90	10	1.13
GMRC330	613,350	1,253,300	405.0	-60	268	47	54	7	2.58
GMRC330	613,350	1,253,300	405.0	-60	268	57	64	7	1.75
GMRC330	613,350	1,253,300	405.0	-60	268	85	94	9	2.10
GMRC332	613,250	1,253,200	405.0	-61	272	80	90	10	1.99
GMRC334	613,350	1,253,200	405.0	-60	267	35	40	5	1.16
GMRC334	613,350	1,253,200	405.0	-60	267	65	76	11	1.93
GMRC334	613,350	1,253,200	405.0	-60	267	86	92	6	1.78
GMRC335	613,450	1,253,200	405.0	-59	271	86	104	18	1.95
GMRC335	613,450	1,253,200	405.0	-59	271	105	110	5	2.81
GMRC341	613,250	1,253,100	405.0	-60	267	54	62	8	1.74
GMRC343	613,350	1,253,100	405.0	-60	268	63	68	5	1.55
GMRC348	613,500	1,252,900	405.0	-58	266	3	8	5	0.84
GMRC348	613,500	1,252,900	405.0	-58	266	57	63	6	1.67
GMRC349	613,550	1,252,900	405.0	-61	268	71	77	6	1.81
GMRC352	613,201	1,253,200	405.0	-80	88	46	52	6	0.76
GMRC352	613,201	1,253,200	405.0	-80	88	59	64	5	1.07
GMRC352	613,201	1,253,200	405.0	-80	88	85	91	6	0.61
GMRC353	613,150	1,253,400	405.0	-70	87	61	74	13	1.80
GMRC353	613,150	1,253,400	405.0	-70	87	85	120	35	1.68
GMRC354	613,100	1,253,500	405.0	-70	85	24	30	6	1.61
GMRC354	613,100	1,253,500	405.0	-70	85	52	73	21	2.01
GMRC354	613,100	1,253,500	405.0	-70	85	84	103	19	1.97
GMRC354	613,100	1,253,500	405.0	-70	85	104	115	11	1.75

Hole ID	Collar Easting	Collar Northing	Collar RL	Dip (deg)	Azimuth (deg)	From (m)	To (m)	Interval (m)	Li_2O (%)
GMRC354	613,100	1,253,500	405.0	-70	85	116	127	11	0.90
GMRC354	613,100	1,253,500	405.0	-70	85	138	144	6	1.44
GMRC355	613,250	1,253,700	405.0	-59	266	85	90	5	1.92
GMRC358	613,173	1,254,899	404.5	-60	266	58	66	8	1.67
GMRC358	613,173	1,254,899	404.5	-60	266	231	239	8	1.59
GMRC359	613,292	1,254,700	405.3	-59	266	119	125	6	0.89
GMRC359	613,292	1,254,700	405.3	-59	266	136	150	14	1.37
GMRC360	613,313	1,254,649	405.3	-60	266	78	83	5	1.24
GMRC360	613,313	1,254,649	405.3	-60	266	105	119	14	1.23
GMRC361	613,418	1,254,600	406.3	-60	266	29	49	20	1.67
GMRC361	613,418	1,254,600	406.3	-60	266	58	63	5	1.96
GMRC361	613,418	1,254,600	406.3	-60	266	98	104	6	1.82
GMRC361	613,418	1,254,600	406.3	-60	266	110	116	6	1.39
GMRC361	613,418	1,254,600	406.3	-60	266	159	203	44	1.76
GMRC362	613,442	1,254,550	406.1	-61	267	29	35	6	1.01
GMRC362	613,442	1,254,550	406.1	-61	267	139	166	27	1.91
GMRC362	613,442	1,254,550	406.1	-61	267	167	186	19	1.40
GMRC363	613,503	1,254,449	405.7	-60	266	33	40	7	1.47
GMRC363	613,503	1,254,449	405.7	-60	266	59	71	12	1.39
GMRC363	613,503	1,254,449	405.7	-60	266	76	83	7	1.48
GMRC363	613,503	1,254,449	405.7	-60	266	124	164	40	1.86
GMRC364	613,381	1,254,450	404.1	-60	264	36	75	39	1.85
GMRC364	613,381	1,254,450	404.1	-60	264	133	153	20	1.82
GMRC364	613,381	1,254,450	404.1	-60	264	161	183	22	1.85
GMRC364	613,381	1,254,450	404.1	-60	264	184	196	12	1.17
GMRC365	613,458	1,254,400	405.2	-59	266	23	38	15	1.12
GMRC365	613,458	1,254,400	405.2	-59	266	39	87	48	1.91
GMRC365	613,458	1,254,400	405.2	-59	266	90	95	5	1.72
GMRC365	613,458	1,254,400	405.2	-59	266	134	182	48	1.84
GMRC366	613,625	1,254,348	404.9	-60	265	28	49	21	1.36
GMRC366	613,625	1,254,348	404.9	-60	265	142	173	31	1.77
GMRC367	613,661	1,254,350	405.2	-60	267	177	185	8	1.26
GMRC368	613,623	1,254,401	405.9	-61	266	66	85	19	1.64
GMRC368	613,623	1,254,401	405.9	-61	266	155	207	52	1.44
GMRC369	613,565	1,254,300	404.7	-60	265	17	65	48	1.82
GMRC369	613,565	1,254,300	404.7	-60	265	115	164	49	1.82
GMRC370	613,656	1,254,300	404.4	-61	265	29	35	6	1.90
GMRC370	613,656	1,254,300	404.4	-61	265	36	44	8	1.22
GMRC370	613,656	1,254,300	404.4	-61	265	142	165	23	2.02
GMRC371	613,620	1,254,250	403.9	-60	266	24	30	6	1.06
GMRC371	613,620	1,254,250	403.9	-60	266	74	110	36	1.86
GMRC371	613,620	1,254,250	403.9	-60	266	136	157	21	2.05
GMRC371	613,620	1,254,250	403.9	-60	266	158	170	12	1.49
GMRC373	613,640	1,254,200	403.6	-61	267	20	27	7	1.64
GMRC373	613,640	1,254,200	403.6	-61	267	75	115	40	1.72
GMRC373	613,640	1,254,200	403.6	-61	267	130	168	38	1.73
GMRC374	613,682	1,254,200	403.3	-60	265	67	73	6	1.76
GMRC374	613,682	1,254,200	403.3	-60	265	139	154	15	1.33
GMRC374	613,682	1,254,200	403.3	-60	265	155	163	8	1.25
GMRC375	613,711	1,254,150	402.2	-59	267	162	170	8	0.85
GMRC376	613,687	1,254,100	402.1	-60	267	91	150	59	1.95
GMRC376	613,687	1,254,100	402.1	-60	267	155	161	6	1.68
GMRC377	613,800	1,253,949	399.9	-60	263	85	93	8	2.09
GMRC377	613,800	1,253,949	399.9	-60	263	95	104	9	1.51

Hole ID	Collar Easting	Collar Northing	Collar RL	Dip (deg)	Azimuth (deg)	From (m)	To (m)	Interval (m)	Li_2O (%)
GMRC378	613,471	1,254,499	406.1	-59	264	47	57	10	1.93
GMRC378	613,471	1,254,499	406.1	-59	264	126	137	11	1.41
GMRC378	613,471	1,254,499	406.1	-59	264	138	171	33	2.40
GMRC378	613,471	1,254,499	406.1	-59	264	175	181	6	2.42
GMRC380	613,131	1,254,900	403.2	-61	265	110	117	7	1.64
GMRC381	613,139	1,253,651	400.9	-60	270	63	78	15	2.30
GMRC381	613,139	1,253,651	400.9	-60	270	85	90	5	1.39
GMRC381	613,139	1,253,651	400.9	-60	270	96	117	21	2.10
GMRC381	613,139	1,253,651	400.9	-60	270	139	144	5	1.68
GMRC382	613,097	1,253,652	400.5	-61	266	141	151	10	1.96
GMRC383	613,187	1,253,650	401.7	-60	269	24	42	18	1.38
GMRC383	613,187	1,253,650	401.7	-60	269	126	131	5	1.42
GMRC383	613,187	1,253,650	401.7	-60	269	135	143	8	1.38
GMRC383	613,187	1,253,650	401.7	-60	269	144	171	27	2.32
GMRC383	613,187	1,253,650	401.7	-60	269	173	178	5	1.32
GMRC383	613,187	1,253,650	401.7	-60	269	184	197	13	2.20
GMRC384	613,241	1,253,648	402.1	-60	268	74	80	6	1.45
GMRC384	613,241	1,253,648	402.1	-60	268	81	99	18	1.44
GMRC384	613,241	1,253,648	402.1	-60	268	100	117	17	2.07
GMRC384	613,241	1,253,648	402.1	-60	268	168	197	29	1.65
GMRC386	613,148	1,253,550	401.5	-60	267	12	18	6	0.65
GMRC386	613,148	1,253,550	401.5	-60	267	28	37	9	1.55
GMRC386	613,148	1,253,550	401.5	-60	267	46	57	11	1.29
GMRC386	613,148	1,253,550	401.5	-60	267	72	93	21	2.11
GMRC386	613,148	1,253,550	401.5	-60	267	159	165	6	1.53
GMRC386	613,148	1,253,550	401.5	-60	267	175	180	5	2.01
GMRC387	613,199	1,253,550	402.3	-60	266	12	18	6	0.76
GMRC387	613,199	1,253,550	402.3	-60	266	22	33	11	1.22
GMRC387	613,199	1,253,550	402.3	-60	266	39	44	5	1.93
GMRC387	613,199	1,253,550	402.3	-60	266	74	93	19	2.24
GMRC387	613,199	1,253,550	402.3	-60	266	96	112	16	2.05
GMRC387	613,199	1,253,550	402.3	-60	266	129	135	6	1.39
GMRC387	613,199	1,253,550	402.3	-60	266	147	155	8	1.81
GMRC388	613,251	1,253,549	402.2	-60	264	99	114	15	1.89
GMRC388	613,251	1,253,549	402.2	-60	264	115	121	6	1.46
GMRC388	613,251	1,253,549	402.2	-60	264	155	166	11	1.83
GMRC389	613,129	1,253,450	400.9	-60	267	12	55	43	1.91
GMRC390	613,178	1,253,450	401.3	-60	267	12	33	21	1.98
GMRC390	613,178	1,253,450	401.3	-60	267	34	39	5	0.99
GMRC390	613,178	1,253,450	401.3	-60	267	66	80	14	1.61
GMRC390	613,178	1,253,450	401.3	-60	267	100	109	9	1.62
GMRC390	613,178	1,253,450	401.3	-60	267	181	187	6	1.79
GMRC391	613,225	1,253,450	401.9	-59	267	24	36	12	1.12
GMRC391	613,225	1,253,450	401.9	-59	267	37	62	25	1.63
GMRC391	613,225	1,253,450	401.9	-59	267	73	80	7	1.34
GMRC391	613,225	1,253,450	401.9	-59	267	81	87	6	2.09
GMRC391	613,225	1,253,450	401.9	-59	267	105	113	8	2.38
GMRC391	613,225	1,253,450	401.9	-59	267	119	130	11	1.45
GMRC392	613,278	1,253,450	402.0	-61	267	43	54	11	1.69
GMRC392	613,278	1,253,450	402.0	-61	267	77	87	10	1.31
GMRC392	613,278	1,253,450	402.0	-61	267	88	95	7	1.56
GMRC393	613,520	1,254,350	405.2	-59	267	28	65	37	1.86
GMRC393	613,520	1,254,350	405.2	-59	267	120	127	7	2.28
GMRC393	613,520	1,254,350	405.2	-59	267	139	176	37	2.03

Appendix B - JORC Code Table 1

Mr Simon McCracken, CP for the Mineral Resource estimates, has compiled Sections 1, 2 and 3 of these JORC tables while Mr Quinton de Klerk, CP for the Ore Reserve estimates has compiled the information contained in Section 4 of these JORC tables.

Section 1 Sampling Techniques and Data

Criteria	JORC Code explanation	Commentary
Sampling techniques	• *Nature and quality of sampling (e.g., cut channels, random chips, or specific specialised industry standard measurement tools appropriate to the minerals under investigation, such as down hole gamma sondes, or handheld XRF instruments, etc). These examples should not be taken as limiting the broad meaning of sampling.* • *Include reference to measures taken to ensure sample representivity and the appropriate calibration of any measurement tools or systems used.* • *Aspects of the determination of mineralisation that are Material to the Public Report.* • *In cases where 'industry standard' work has been done this would be relatively simple (e.g., 'reverse circulation drilling was used to obtain 1 m samples from which 3 kg was pulverised to produce a 30 g charge for fire assay'). In other cases, more explanation may be required, such as where there is coarse gold that has inherent sampling problems. Unusual commodities or mineralisation types (e.g., submarine nodules) may warrant disclosure of detailed information.*	• 1m samples were collected using RC drilling with a ~140mm bit. • The entire sample is collected from the cyclone on the rig in plastic bags and then split by hand using a riffle splitter to collect a nominal 2kg sample in a pre-numbered calico sample bag. • The entire sample is dried, then is crushed to 75% passing 2mm in a jaw crusher. • A 1.5kg sample is split using a riffle splitter. • The 1.5kg split is pulverised in a tungsten carbide ring and puck pulveriser to 80% passing 75µm. • Only samples that are not granitic material are prepared for assay. • To ensure that short mineralised intervals in granitic rock are recognised, 6m composite samples are split from the collected granitic material. • In the case of diamond core drilled for resource purposes, the core is split longitudinally with a core saw, with half being retained in core trays at site or sent to Perth, Western Australia (mineralised material only) to support metallurgical testing, and the remaining material being split into 1m (dominantly) samples and assayed using the same process as for RC samples. • In the case of core drilled entirely for metallurgical testing, the intact mineralised core is sent to Australia to provide sample for metallurgical testing. Over 10 tonnes of core sample were sent to Perth.
Drilling techniques	• *Drill type (e.g., core, reverse circulation, open-hole hammer, rotary air blast, auger, Bangka, sonic, etc) and details (e.g., core diameter, triple or standard tube, depth of diamond tails, face-sampling bit, or other type,*	• All samples in the current campaign were collected using RC drilling. • Previous campaigns included HQ and HQ3 diamond core collected for resource purposes as well as HQ core collected for metallurgical studies.

Criteria	JORC Code explanation	Commentary
	whether core is oriented and if so, by what method, etc).	
Drill sample recovery	• *Method of recording and assessing core and chip sample recoveries and results assessed.* • *Measures taken to maximise sample recovery and ensure representative nature of the samples.* • *Whether a relationship exists between sample recovery and grade and whether sample bias may have occurred due to preferential loss/gain of fine/coarse material.*	• The entire sample was collected from the cyclone and subsequently split by hand in a riffle splitter. • Condition of the sample is recorded (i.e., dry, moist, or wet) • Where samples were wet (due to groundwater, there is a possibility that the assay result could be biased through loss of fine material. • Core recovery from diamond core is excellent with only minor (<1%) amounts of core lost.
Logging	• *Whether core and chip samples have been geologically and geotechnically logged to a level of detail to support appropriate Mineral Resource estimation, mining studies and metallurgical studies.* • *Whether logging is qualitative or quantitative in nature. Core (or costean, channel, etc) photography.* • *The total length and percentage of the relevant intersections logged.*	• Chips or core were geologically logged at site in their entirety. A representative fraction of RC material is collected in a chip tray. The logs are sufficiently detailed to support Mineral Resource estimation. Logged criteria included lithology, weathering, alteration, mineralisation, veining, and sample condition. • Geological logging is qualitative in nature, although percentages of different lithologies, sulphides and veining are estimated.

Sub-sampling techniques and sample preparation	• *If core, whether cut or sawn and whether quarter, half or all core taken.*
	• *If non-core, whether riffled, tube sampled, rotary split, etc and whether sampled wet or dry.*
	• *For all sample types, the nature, quality, and appropriateness of the sample preparation technique.*
	• *Quality control procedures adopted for all sub-sampling stages to maximise representivity of samples.*
	• *Measures taken to ensure that the sampling is representative of the in-situ material collected, including for instance results for field duplicate/second-half sampling.*
	• *Whether sample sizes are appropriate to the grain size of the material being sampled.*
		• All core is split longitudinally using a core saw, or in some cases a hammer and bolster. Half-core is taken for analytical purposes.
		• All RC samples are riffle split by hand using a stand-alone splitter. This technique is appropriate for collecting statistically unbiased samples. The riffle splitter is cleaned between each sample using compressed air and soft brushes.
		• Samples are weighed to ensure a sample weight between 2kg and 3kg. This weight is considered appropriate for determination of contained lithium and other elements using the sodium peroxide fusion process.
		• Certified reference standards, blanks and duplicates are inserted into the sample stream as the samples are collected at a rate of 10%:
		  ○ Field duplicates are inserted every 20 samples.
		  ○ Blanks (derived from unmineralised river sand)
		  ○ Certified reference material standards (CRMs) are inserted alternately every 20 samples.

Criteria	JORC Code explanation	Commentary

Quality of assay data and laboratory tests	• *The nature, quality and appropriateness of the assaying and laboratory procedures used and whether the technique is considered partial or total.*
	• *For geophysical tools, spectrometers, handheld XRF instruments, etc, the parameters used in determining the analysis including instrument make and model, reading times, calibrations factors applied and their derivation, etc.*
	• *Nature of quality control procedures adopted (e.g., standards, blanks, duplicates, external laboratory checks) and whether acceptable levels of accuracy (i.e., lack of bias) and precision have been established.*
		• Samples are analysed for lithium using an industry standard technique (SGS method ICP90A) by:
		  ○ Drying the sample
		  ○ Crushing the sample to 75% passing -2mm
		  ○ 1.5kg split by riffle splitter
		  ○ Pulverising to 85% passing 75µm in a tungsten-carbide ring and puck pulveriser
		  ○ Analysing samples for lithium and other elements by ICP-OES after a sodium peroxide fusion.
		• Laboratory checks include:
		  ○ Every 50th sample is screened to confirm percentage passing 2mm and 75µm
		  ○ 1 reagent blank every 84 samples
		  ○ 1 preparation blank every 84 samples
		  ○ 2 weighed replicates every 84 samples
		  ○ 1 preparation duplicate (re split) every 84 samples
		  ○ 3 Standard Reference Materials (standards) every 84 samples.
		• Certified reference standards, blanks and duplicates are inserted into the sample stream as the samples are collected at a rate of 10%.
		  ○ Field duplicates are inserted every 20 samples
		  ○ Blanks (derived from unmineralised river sand) and certified reference standards (CRMs) are inserted alternately every 20 samples.

Verification of sampling and assaying	• *The verification of significant intersections by either independent or alternative company personnel.* • *The use of twinned holes.* • *Documentation of primary data, data entry procedures, data verification, data storage (physical and electronic) protocols.* • *Discuss any adjustment to assay data.*	• All drilling and exploration data are stored in the Company database which is hosted by an independent geological database consultant. • Drilling and sampling procedures have been developed to ensure site personnel are using consistent sampling practices. • Logging and sampling data are collected on a Toughbook PC at the drill site and provided directly to the database consultant, to limit the chance of transcription errors. • Where duplicate assays are measured, the value is taken as the first value,

Criteria	JORC Code explanation	Commentary
		and not averaged with other values for the same sample. • QAQC reports are generated regularly by the database consultant to allow ongoing reviews of sample quality.
Location of data points	• *Accuracy and quality of surveys used to locate drill holes (collar and down-hole surveys), trenches, mine workings and other locations used in Mineral Resource estimation.* • *Specification of the grid system used.* • *Quality and adequacy of topographic control.*	• Drill hole collars are initially located using GPS. They are subsequently surveyed using RTK DGPS systems. • Downhole dip and azimuth are collected using a gyroscope measuring every 20–50m for RC drilling. • Coordinates are recorded in UTM WGS94 29N. • Topographic control is considered adequate for the current drill spacing.
Data spacing and distribution	• *Data spacing for reporting of Exploration Results.* • *Whether the data spacing, and distribution is sufficient to establish the degree of geological and grade continuity appropriate for the Mineral Resource and Ore Reserve estimation procedure(s) and classifications applied.* • *Whether sample compositing has been applied.*	• Drill holes are spaced approximately 30–50m apart on 25m, 50m or 100m spaced sections. • The spacing is sufficient to establish grade and geological continuity and is appropriate for Mineral Resource and Ore Reserve estimation and the Mineral Resource classifications applied. • Samples from pegmatite rocks are collected every metre and are not composited into longer lengths. Samples in unmineralised granites are collected every metre but are composited to 6m prior to assay.
Orientation of data in relation to geological structure	• *Whether the orientation of sampling achieves unbiased sampling of possible structures and the extent to which this is known, considering the deposit type.* • *If the relationship between the drilling orientation and the orientation of key mineralised structures is considered to have introduced a sampling bias, this should be assessed and reported if material.*	• Mineralised zones in the north-eastern domains are interpreted to dip moderately to the northeast. Drilling is generally oriented -60° due west. Intersection angles on the mineralised zone are between 35° and 65° – depending on the local strike of the mineralised pegmatite. True widths of mineralisation are between about 75% and 40% of downhole widths. • Mineralised zones in the Danaya resource area are hosted in intersecting dykes and sills that are shown to be variously oriented. RC drilling does not allow orientations of contacts to be measured directly, but subsequent use of acoustic imaging of some boreholes has pointed to the complex nature of the distribution of pegmatites.

Criteria	JORC Code explanation	Commentary
		• The relationship between drilling orientation and structural orientation is not thought to have introduced a sampling bias.
Sample security	• *The measures taken to ensure sample security.*	• Samples are delivered from the drilling site in batches of 300 to the SGS laboratory in Bamako with appropriate paperwork to ensure the chain-of-custody is recorded. • Prepared pulps are shipped by SGS using DHL (courier) from Bamako to its South African facility in Randfontein for assay determination.
Audits or reviews	• *The results of any audits or reviews of sampling techniques and data.*	• QAQC checks of individual assay files are routinely made when the results are issued. • QAQC reports are prepared monthly by Firefinch's database contractors. Any issues attributable to the assay laboratory, such as standards reporting out of specification, are queried with the laboratory directly. These queries have resulted in explanations being provided to Firefinch, and in various re-assaying campaigns by SGS to the satisfaction of Firefinch. • QAQC reports are generated for the entire program at the end of the program, to support the Mineral Resource estimate.

Section 2 Reporting of Exploration Results

Criteria	JORC Code explanation	Commentary
Mineral tenement and land tenure status	• *Type, reference name/number, location and ownership including agreements or material issues with third parties such as joint ventures, partnerships, overriding royalties, native title interests, historical sites, wilderness or national park and environmental settings.* • *The security of the tenure held at the time of reporting along with any known impediments to obtaining a licence to operate in the area.*	• The Project is entirely within the Torakoro Exploitation Permit PE 19/25 in Mali. PE19/25 is 100% held Lithium du Mali S.A..
Exploration done by other parties	• *Acknowledgment and appraisal of exploration by other parties.*	• Mali Lithium (formerly Birimian Gold) completed substantial exploration in the area, including soil sampling, auger drilling, air-core drilling, and RC drilling as well as limited diamond drilling. • The current program was designed to infill areas of broad-spaced (100m sections) drilling and extend the depth potential of the Goulamina deposit.
Geology	• *Deposit type, geological setting, and style of mineralisation.*	• The deposit is a pegmatite-hosted spodumene lithium deposit. The pegmatites are hosted entirely within granitic rocks.

Drill hole Information	• *A summary of all information material to the understanding of the exploration results including a tabulation of the following information for all Material drill holes:*
	  ○ *easting and northing of the drill hole collar*
	  ○ *elevation or RL (Reduced Level – elevation above sea level in metres) of the drill hole collar*
	  ○ *dip and azimuth of the hole*
	  ○ *down hole length and interception depth*
	  ○ *hole length.*
	• *If the exclusion of this information is justified on the basis that the information is not Material and this exclusion does not detract from the understanding of the report, the Competent Person should clearly explain why this is the case.*
		• Drilling completed by Birimian Gold in the period from 2015 to 2018 has been reported in various market updates on the Goulamina lithium deposit which are available on Mali Lithium's website.
		• Drill hole collar information for all drilling in the Goulamina area is tabulated elsewhere in this Report.

Criteria	JORC Code explanation	Commentary
Data aggregation methods	• *In reporting Exploration Results, weighting averaging techniques, maximum and/or minimum grade truncations (e.g., cutting of high grades) and cut-off grades are usually Material and should be stated.* • *Where aggregate intercepts incorporate short lengths of high-grade results and longer lengths of low-grade results, the procedure used for such aggregation should be stated and some typical examples of such aggregations should be shown in detail.* • *The assumptions used for any reporting of metal equivalent values should be clearly stated.*	• All sample lengths are 1m. A weighting of 1 has been applied to all samples. • Top-cuts have not been used. • Metal equivalent grades have not been reported or used.
Relationship between mineralisation widths and intercept lengths	• *These relationships are particularly important in the reporting of Exploration Results.* • *If the geometry of the mineralisation with respect to the drill hole angle is known, its nature should be reported.* • *If it is not known and only the down hole lengths are reported, there should be a clear statement to this effect (e.g., 'down hole length, true width not known').*	• In the northeast part of the deposit, five main north–northwest to south–southeast striking pegmatites are interpreted to dip moderately to the east–northeast. Drilling is generally oriented -60°due west. Intersection angles on the northeast mineralised pegmatites vary between 35° and 75°. True widths of mineralisation vary depending on the local strike and dip of the pegmatite. • In the Danaya area, pegmatite dykes and sills are variously oriented. Drilling is generally oriented 60°towards the west, and in a few cases 70°towards the east. The true width of any intersection at Danaya is not generally known and depends on the actual orientation of the pegmatite dyke or sill.
Diagrams	• *Appropriate maps and sections (with scales) and tabulations of intercepts should be included for any significant discovery being reported These should include, but not be limited to a plan view of drill hole collar locations and appropriate sectional views.*	• Appropriate maps and sections (with scales) and tabulations of intercepts are provided elsewhere in this Report.
Balanced reporting	• *Where comprehensive reporting of all Exploration Results is not practicable, representative reporting of both low and high grades and/or widths should be practiced to avoid misleading reporting of Exploration Results.*	• It is deemed impractical to report all mineralised intercepts in this Report; they have been presented in previous ASX releases. Intercepts that are not reported in previous releases can generally be assumed to contain insignificant or no spodumene pegmatite associated lithium mineralisation.

Criteria	JORC Code explanation	Commentary
Other substantive exploration data	• *Other exploration data, if meaningful and material, should be reported including (but not limited to): geological observations; geophysical survey results; geochemical survey results; bulk samples – size and method of treatment; metallurgical test results; bulk density, groundwater, geotechnical and rock characteristics; potential deleterious or contaminating substances.*	• Other exploration information is not meaningful or material to this Report or has been reported previously. • An update about metallurgical test work was released to the market on 27 November 2019. https://malilithium.com/pdfs/GoulaminaMetallurgyTestworkSurpassesExpectations27Nov19.pdf
Further work	• *The nature and scale of planned further work (e.g., tests for lateral extensions or depth extensions or large-scale step-out drilling).* • *Diagrams clearly highlighting the areas of possible extensions, including the main geological interpretations and future drilling areas, provided this information is not commercially sensitive.*	• Further drilling to infill areas of the Danaya resource where the drilling is limited to 100m sections, and where the Danaya pegmatites are thought to intersect the Sangar II domain will be planned and scheduled – dependent on the results of the DFS. • Diagrams showing areas of high potential are presented elsewhere in this Report.

Section 3 Estimation and Reporting of Mineral Resources

Criteria	JORC Code explanation	Commentary
Database integrity	• *Measures taken to ensure that data has not been corrupted by, for example, transcription or keying errors, between its initial collection and its use for Mineral Resource estimation purposes.* • *Data validation procedures used.*	• The drilling database is maintained by Mali Lithium's database consultant (Rock Solid Data Consultancy) using DataShed software. Look-up tables and fixed formatting are used for entering logging, spatial and sampling data for the deposit databases. Sample numbers are uniquely coded and pre-numbered bags are used. Lithology, collar and downhole survey, and sampling and assay data are transferred to the database consultant from Mali Lithium's offices in Mali electronically (via email).
Site visits	• *Comment on any site visits undertaken by the Competent Person and the outcome of those visits.* • *If no site visits have been undertaken indicate why this is the case.*	• Two site visits have been made to the Project prior to and while drilling was being undertaken by Mr Simon McCracken, the Competent Person. Local geology, and general site set-up as well as the sample preparation laboratory were observed on the first visit and drilling and sampling practices and procedures were reviewed while drilling was underway, on the second visit. • The sample preparation laboratory was changed to SGS as it could offer pulverisers made of tungsten carbide, which result in lower iron contamination. The SGS laboratory sample preparation facility was observed to be clean, tidy, and well organised. • Drilling and sampling practices were found to be industry standard, and no deleterious issues were noted.
Geological interpretation	• *Confidence in (or conversely, the uncertainty of) the geological interpretation of the mineral deposit.* • *Nature of the data used and of any assumptions made.* • *The effect, if any, of alternative interpretations on Mineral Resource estimation.* • *The use of geology in guiding and controlling Mineral Resource estimation.*	• The geological interpretation of the northern part of the resource encompassing the Main, West I, West II, Sangar I and Sangar II domains is well understood. The recent drilling campaign has confirmed the interpretation of these zones. • The geological confidence in the interpretation of the Danaya has been increased by using optical and acoustic sounding techniques to measure the orientation of some of the geological contacts and foliations.

Criteria	JORC Code explanation	Commentary
	• *The factors affecting continuity both of grade and geology.*	However, the orientation and structural relationships of the dykes and sills remain uncertain and can only be resolved with further diamond drilling. • There is a strong correlation between pegmatites and lithium mineralisation. There is usually a sharp cut-off in mineralisation at the contact between the lithium-bearing pegmatites and the host granitic material. The boundaries of the pegmatites are in most cases used as a de facto grade boundary. In some instances, where it appears that the contact has not been interpreted correctly, possibly due to metasomatic or metamorphic alteration at the boundary, the grade boundary is based on the grade distribution.
Dimensions	• *The extent and variability of the Mineral Resource expressed as length (along strike or otherwise), plan width, and depth below surface to the upper and lower limits of the Mineral Resource.*	• The Goulamina Mineral Resource has an overall strike extent of 2.9km N–S, and 1.5km E–W. Mineralisation is exposed at surface in the central portion of the Main Zone. The remaining mineralisation domains are buried below laterite and weathered saprolite, and saprock. Weathering and laterisation processes have removed most of the Li_2O from the pegmatites between the surface and the base of complete oxidation. No resources have been defined in the weathered part of the resource as this clay-rich material is deleterious to the process and cannot be economically beneficiated. • The deepest drilling extends to 230m below surface and the deepest known mineralisation is at 220m below surface. The Inferred Mineral Resource extends to 300m below surface. The interpreted mineralisation has not been closed off at depth, although in a few areas, deep watercourses appear to have preferentially eroded spodumene (and Li_2O) from the pegmatite host.

Criteria	JORC Code explanation	Commentary
Estimation and modelling techniques	• *The nature and appropriateness of the estimation technique(s) applied and key assumptions, including treatment of extreme grade values, domaining, interpolation parameters and maximum distance of extrapolation from data points. If a computer assisted estimation method was chosen include a description of computer software and parameters used.* • *The availability of check estimates, previous estimates and/or mine production records and whether the Mineral Resource estimate takes appropriate account of such data.* • *The assumptions made regarding recovery of by-products.* • *Estimation of deleterious elements or other non-grade variables of economic significance (e.g., sulphur for acid mine drainage characterisation).* • *In the case of block model interpolation, the block size in relation to the average sample spacing and the search employed.* • *Any assumptions behind modelling of selective mining units.* • *Any assumptions about correlation between variables.* • *Description of how the geological interpretation was used to control the resource estimates.* • *Discussion of basis for using or not using grade cutting or capping.* • *The process of validation, the checking process used, the comparison of model data to drill hole data, and use of reconciliation data if available.*	• The continuous and consistent nature of the mineralised northern domains (Main, West I, West II, Sangar I and Sangar II) allows a range of estimation techniques to be used. In the north-eastern domains, where geostatistical studies (variography) can be used to develop weighting parameters for kriging, ordinary kriging has been used. • In the Danaya zone where the distribution and orientation of spodumene pegmatites is uncertain, a probabilistic approach to modelling the pegmatites has been taken. • Previous estimates completed by Cube Consulting in 2018 have used ordinary kriging based on 3m composites, and uniform conditioning. Uniform conditioning provides a view as to the local variation of block grades and is important for defining selective mining units. At Goulamina, economic pegmatites are strongly spatially associated with economic spodumene mineralisation. Firefinch plans to mine and process the pegmatites from footwall to hanging wall, which removes the need for pattern grade control drilling. Block selectivity is relatively unimportant except in the context of where the pegmatites pinch out, so it is not considered necessary to pursue uniform conditioning. • High-grade lithia values were reviewed, and the application of top-cuts is not considered necessary. In the north-eastern domains: • Mineralised domains for all mineralised pegmatites (except for several insignificant narrow structures of uncertain orientation), were digitised on cross sections and wireframed into three dimensional shapes. five domains are identified in the north-eastern part of the resource (Main, West I, West II, Sangar I and Sangar II). While the Danaya resource was wireframed separately. • Drill hole sample data were flagged using domain codes generated

Criteria	JORC Code explanation	Commentary
		within each of the mineralised domain wireframes. • Following creation of a blank block model, each block is assigned a domain number, a lithology code, a weathering code, and subsequently a Mineral Resource classification code. • Anisotropic search directions are used by digitising a trend surface, which is then added to the block model and used to inform the search ellipsoid orientation for each block. • Three separate estimation runs are completed for each lode with increasing search ellipse sizes (75m, 150m, 400m). The largest size search ellipsoid is used so that blocks distal from drilling, for example at depth, are informed with a grade. This allows a scoping-level optimisation to be undertaken to define areas that have reasonable prospects of eventual economic extraction and to ensure that placement of processing plant elements does not compromise the resource potential. • The number of drill holes and individual samples required to inform a block varies with each estimation run. The 75m sized search ellipsoid required a minimum of 4 samples from each of 4 drill holes and a maximum of 20 samples. The 150m sized search ellipsoid requires at least 4 samples from a minimum of 3 drill holes, and the 400m search ellipsoid requires a minimum of 4 samples from each of 2 drill holes. In the Danaya domain: • A single domain of crisscrossed pegmatite sills and dykes is recognised in the Danaya area. It has not been possible to develop a set of 3D wireframes that represent the pegmatites. A probabilistic approach has been taken to modelling the pegmatites. • Based on the sectional interpretation of pegmatites and mineralisation and the orientations of contacts suggested by acoustic imaging of various RC holes, a trend surface was developed to describe in 3D the

Criteria	JORC Code explanation	Commentary
		generalised orientations of the pegmatites, and to provide a variable search ellipsoid orientation. ○ The distribution of pegmatite at Danaya is modelled using ordinary kriging based on logged pegmatite percentage of each sample (usually 0% or 100%). ○ Variable search ellipsoid directions are controlled by the trend surface. ○ Li_2O and Fe_2O_3 are modelled using ordinary kriging throughout the Danaya deposit area using a similar approach. ○ Where a block has a probability of being pegmatite less than 0.5, the Li_2O and Fe_2O_3 grades are re-set to zero. • The method was checked using swath plots to confirm that the grade of the resulting model is similar the grade of the input data. Although the geological interpretation is uncertain, Indicated Mineral Resources are defined where sufficient drilling has provided a good correlation between the boundaries of known and modelled pegmatites. • Computer software used for all aspects of the Mineral Resource estimate is Micromine version 2020. • No by-product recoveries were considered. Fe_2O_3, which is deleterious to the beneficiation process, was estimated using ordinary kriging and the same parameters as Li_2O • The parent block sized used in the north-eastern model was 5mN × 5mE × 5mRL • The parent block size used at Danaya was 5m X, 10m Y and 5m Z. • Sub-blocking is allowed, to better follow the domain boundaries which are often oblique to the model orientation • No assumptions about selective mining units were made. • In the north-eastern part of the resource, wireframed mineralised domains acted as hard boundaries within which to estimate resources.

Criteria	JORC Code explanation	Commentary

		• Model validation was carried out by:
		  ○ Visually comparing block grades with surrounding drill hole grades
		  ○ Using swath plots to compare sectional drill hole and block grades as well as grades from previous models
		  ○ Volume comparisons between domain wireframes and contained blocks
		  ○ Global comparison between input grades and block grades.
		• No mining has taken place and so no reconciliation data are available.

Moisture	• *Whether the tonnages are estimated on a dry basis or with natural moisture, and the method of determination of the moisture content.*	• Tonnages are based on a dry basis.
Cut-off parameters	• *The basis of the adopted cut-off grade(s) or quality parameters applied.*	• No cut-off is applied to reporting. The pegmatites generally have mineralisation from footwall to hanging wall and will be mined in their entirety using visual geological control to avoid dilution at the contacts of the pegmatite.
Mining factors or assumptions	• *Assumptions made regarding possible mining methods, minimum mining dimensions and internal (or, if applicable, external) mining dilution. It is always necessary as part of the process of determining reasonable prospects for eventual economic extraction to consider potential mining methods, but the assumptions made regarding mining methods and parameters when estimating Mineral Resources may not always be rigorous. Where this is the case, this should be reported with an explanation of the basis of the mining assumptions made.*	• Open cut mining using contract mining fleet and conventional drill and blast mining methods are envisaged in the DFS completed in 2020. • A scoping level optimised pit shell (at US$650) was developed to determine the extent of resources that have reasonable prospects of eventual economic extraction.
Metallurgical factors or assumptions	• *The basis for assumptions or predictions regarding metallurgical amenability. It is always necessary as part of the process of determining reasonable prospects for eventual economic extraction to consider potential metallurgical methods, but the assumptions regarding metallurgical treatment processes and parameters made when*	• The Mineral Resource estimate is supported by metallurgical test work undertaken between 2017 and 2020, by ALS, Nagrom and others, reported to the ASX on 27 November 2019 (Goulamina Metallurgy Test Work Surpasses Expectations), 17 September 2019 (Excellent Metallurgical Test Work Results) and 4 July 2018 (Goulamina Updated

Criteria	JORC Code explanation	Commentary
	reporting Mineral Resources may not always be rigorous. Where this is the case, this should be reported with an explanation of the basis of the metallurgical assumptions made.	PFS Delivers Strong Project Outcomes). The test work programs included comminution test work, mineralogy using QEMSCAN, reflux classification, heavy liquid separation and DMS test work, flotation, and magnetic separation test work. A process flowsheet was developed based on the metallurgical test work programs. These resulted in achieving an average of 86.1% Li_2O recovery in flotation, and overall average recovery of 78.2% Li_2O, producing a high-quality chemical grade spodumene concentrate at >6% Li_2O. The results of the test work programs support the DFS released in 2020 and the DFS Update which was released in 2021.
Environmental factors or assumptions	• *Assumptions made regarding possible waste and process residue disposal options. It is always necessary as part of the process of determining reasonable prospects for eventual economic extraction to consider the potential environmental impacts of the mining and processing operation. While at this stage the determination of potential environmental impacts, particularly for a greenfields project, may not always be well advanced, the status of early consideration of these potential environmental impacts should be reported. Where these aspects have not been considered this should be reported with an explanation of the environmental assumptions made.*	• Environmental factors and assumptions have been studied as part of the Preliminary Feasibility Study (PFS) completed in 2019 and are reported there.
Bulk density	• *Whether assumed or determined. If assumed, the basis for the assumptions. If determined, the method used, whether wet or dry, the frequency of the measurements, the nature, size, and representativeness of the samples.* • *The bulk density for bulk material must have been measured by methods that adequately account for void spaces (vugs, porosity, etc), moisture and differences between rock and alteration zones within the deposit.* • *Discuss assumptions for bulk density estimates used in the evaluation*	• Bulk density determination for unweathered material is derived from an analysis of dry density measurements of drill core from 14 diamond drill holes. • Whole core was used, but neither coated nor waxed. The rock material is not generally porous and does not have visible voids. The application of wax or other coating would not have a significant impact on the estimated density of the Mineral Resource. • Weathered material is not considered as part of this Mineral Resource estimate. Bulk density is assumed, based on data from other equivalent

Criteria	JORC Code explanation	Commentary
	process of the different materials.	granite-hosted deposits. • Density is assigned in the model according to weathering horizons and rock types.
Classification	• *The basis for the classification of the Mineral Resources into varying confidence categories.* • *Whether appropriate account has been taken of all relevant factors (i.e., relative confidence in tonnage/grade estimations, reliability of input data, confidence in continuity of geology and metal values, quality, quantity, and distribution of the data).* • *Whether the result appropriately reflects the Competent Person's view of the deposit.*	• Blocks have been classified as Measured, Indicated, or Inferred based on visual inspection of a combination of parameters such as mineralised width, data spacing, interpolation metadata, such as. number of samples used, kriging efficiency, slope of regression and geological understanding. Classification wireframes have been smoothed so that they do not appear as 'pods' around drill holes. • Measured Mineral Resources are defined where drill hole spacing is nominally 25m × 25m, Indicated Mineral Resources where drill hole spacing is nominally 50m × 50m, or up to 100m × 100m where the domain is wide, and Inferred Mineral Resources have limited or sporadic drilling and are generally extrapolated from Indicated Mineral Resources. • At Danaya, Indicated Mineral Resources are defined where the density of drilling is sufficient such that the probabilistic method of predicting the presence of pegmatite or granite is visually consistent with the presence of actual pegmatite and granites intersected in drill holes. • The Competent Person, Mr Simon McCracken, has prepared this Mineral Resource estimate and statement and it reflects his view of the deposit.

Audits or reviews	• *The results of any audits or reviews of Mineral Resource estimates.*	• Two third-party reviews have been undertaken by Mr Roland Bartsch, who is independent from Mali Lithium.
		• As a result of those reviews:
		  ○ The resource model was rebuilt from the ground up to eliminate some issues with search ellipsoids
		  ○ The resource classification wireframes have been reduced in size and made smoother (less jagged in long section).
		• A separate review of the Danaya Mineral Resource estimate was

Criteria	JORC Code explanation	Commentary
		completed by Mr Bill Oliver, who is independent from Mali Lithium. • As a result of this review: ○ The resource classification wireframes were made to project a consistent distance on section from the drilling. Generally, this is 25m from drilling for Indicated material, and 50m from drilling for Inferred material.
Discussion of relative accuracy/ confidence	• *Where appropriate a statement of the relative accuracy and confidence level in the Mineral Resource estimate using an approach or procedure deemed appropriate by the Competent Person. For example, the application of statistical or geostatistical procedures to quantify the relative accuracy of the resource within stated confidence limits, or, if such an approach is not deemed appropriate, a qualitative discussion of the factors that could affect the relative accuracy and confidence of the estimate.* • *The statement should specify whether it relates to global or local estimates, and, if local, state the relevant tonnages, which should be relevant to technical and economic evaluation. Documentation should include assumptions made and the procedures used.* • *These statements of relative accuracy and confidence of the estimate should be compared with production data, where available.*	• The relative accuracy of this Mineral Resource estimate is reflected in the reporting of the estimate as Measured, Indicated and Inferred Mineral Resources in accordance with the guidelines of the JORC Code. • The statement relates to a local estimate of tonnes and grade but does not reflect a particular sized selective mining unit. • The model should not be used as a grade control model without addition of pit floor mapping to assist with determining actual pegmatite contacts as opposed to interpreted ones.

Section 4: Estimation and Reporting of Ore Reserves

Criteria	JORC Code explanation	Commentary
Mineral Resource estimate for conversion to Ore Reserves	• *Description of the Mineral Resource estimate used as a basis for the conversion to an Ore Reserve.* • *Clear statement as to whether the Mineral Resources are reported additional to, or inclusive of, the Ore reserves.*	• The resource models used as the basis for this Ore Reserve update was compiled by Mali Lithium's Geology Manager, Mr Simon McCracken, based on the latest available drilling information. Models for each domain were created from the common base model using the domain wireframes. The lithium and iron oxide grades were estimated into the block models for each of the domains using ordinary kriging. Estimation of the resource model is discussed in detail in Section 3 of this Table. • The Mineral Resources reported are inclusive of the Ore Reserves reported here.
Site visits	• *Comment on any site visits undertaken by the Competent Person and the outcome of those visits.* • *If no site visits undertaken indicate why this is the case.*	• The Competent Person has not attended a site visit and has relied on the reporting from Mr Matt Bampton, Principal Consultant at Cube Consulting, who attended a site visit in May 2016 as Competent Person for the now-superseded Mineral Resource estimation undertaken at that time.
Study status	• *The type and level of study undertaken to enable Mineral Resources to be converted to Ore Reserves.* • *The Code requires that a study to at least Pre-Feasibility Study level has been undertaken to convert Mineral Resources to Ore Reserves. Such studies will have been carried out and will have determined a mine plan that is technically achievable and economically viable, and that material Modifying Factors have been considered.*	• This Ore Reserve estimate is based on a DFS that demonstrated the Project is economically viable, considering all relevant modifying factors.
Cut-off parameters	• *The basis of the adopted cut-off grade(s) or quality parameters applied.*	• Central to the estimation of these Ore Reserves is that a 'whole-of-ore' mining assumption has been made, which means mining at a zero-cut-off grade within the pegmatite ore zones, thereby reducing the reliance on selective mining practices within the ore zones and visually controlled mining at the edges.

Criteria	JORC Code explanation	Commentary

Mining factors or assumptions	• *The method and assumptions used as reported in the Pre-Feasibility or Feasibility Study to convert the Mineral Resource to an Ore Reserve (i.e., either by application of appropriate factors by optimization or by preliminary or detailed design).*
	• *The choice, nature and appropriateness of the selected mining method (s) and other mining parameters including associated design issues such as pre-strip, access, etc.*
	• *The assumptions made regarding geotechnical parameters (e.g., pit slopes, stope sizes, etc), grade control and pre-production drilling.*
	• *The major assumptions made, and Mineral Resource model used for pit and stope optimization (if appropriate).*
	• *The mining dilution factors used.*
	• *The mining recovery factors used.*
	• *Any minimum mining widths used.*
	• *The manner in which Inferred Mineral Resources are utilized in mining studies and the sensitivity of the outcome to their inclusion.*
	• *The infrastructure requirements of the selected mining methods.*
		• Mining factors and assumptions are based on the DFS and are summarised as follows:
		  ○ An open pit optimisation was completed. Slope design criteria, processing recoveries were applied in the pit optimisation process, together with mining, processing, transport and sales cost estimates, and revenue projections to form the basis for pit designs and subsequent mining and processing schedules.
		  ○ Mining is to take place using conventional open pit mining methods of truck and excavator in back-hoe configuration.
		  ○ A small-scale mining fleet, using 120–150t excavators matched with 90 tonne rear dump trucks, was selected using contract mining services.
		  ○ Open pit wall slope angles were based on a geotechnical assessment. A ramp width of 25m based on the selected truck size. The resulting overall slope angles on the final pit approximate 46° in fresh rock and 36° in weathered material, depending on ramp location.
		• The shell selection for pit design from the open pit optimisation was based on key assumptions, including 77% recovery of Li_2O as a 6% spodumene concentrate, an average spodumene concentrate selling price of US$650/t concentrate, with a planned feed throughput of 2.3 Mtpa.
		• Mine design criteria used for detailed pit design include:
		  ○ 5m blast bench height mined in 2 × 2.5m flitches
		  ○ Pit stages are large enough to negate any minimum mining width issues
		  ○ ramp width of 25m and 10% gradient.
		• Mining infrastructure was limited to ROM pad, haul roads, workshops, and other buildings for a contract mining operation.
		• The original resource block model was re-blocked into regular block sizes

Criteria	JORC Code explanation	Commentary
		which adequately account for the practicalities of mining dilution and ore losses within the operations. • Due to the inherent mining dilution in the re-blocking, no further dilution and ore loss assumptions or factors have been applied for mine planning purposes.
Metallurgical factors or assumptions	• *The metallurgical process proposed and the appropriateness of that process to the style of mineralisation.* • *Whether the metallurgical process is well-tested technology or novel in nature.* • *The nature, amount, and representativeness of metallurgical test work undertaken, the nature of the metallurgical domaining applied and the corresponding metallurgical recovery factors applied.* • *Any assumptions or allowances made for deleterious elements.* • *The existence of any bulk sample or pilot scale test work and the degree to which such samples are considered representative of the orebody as a whole.* • *For minerals that are defined by specification, has the ore reserve estimation been based on the appropriate mineralogy to meet the specifications?*	• The metallurgical process selected for Goulamina is a proven contemporary process for the beneficiation of spodumene-containing ores to saleable spodumene concentrates. • The process is standard practice and involves crushing, grinding, desliming, magnetic separation, multi-stage flotation, concentrate filtration and bulk transport to consumer. • Metallurgical test work was undertaken on composite samples from 33 HQ drill holes. The composites were developed to represent the potential spatial variability of the ore across the three known ore zones (Main, West, and Sangar) and biased toward the first 3 years of anticipated ore supply. These composites were used for characterisation, comminution, heavy liquid separation and variability test work. A Master Composite, representing the first 3 years of anticipated ore supply from the Main and West orebodies, was used for high pressure grinding rolls, and the main body of flotation test work. The technology used in the metallurgical test work is well tested and established. Parameters were customised to optimise the processes, specifically to suit the characteristics of Goulamina ore and to produce the desired results. Reagents used in the test work are commercially available and commonly used in the flotation of spodumene. • Bulk flotation tests were completed on HQ core samples. Pilot test work will be undertaken in future during a trial mining campaign. • The metallurgical test work conducted to date has indicated that the

Criteria	JORC Code explanation	Commentary
		Goulamina Ore Reserve may be processed using froth flotation after comminution to produce a spodumene concentrate of saleable grade. Test work conducted on the samples described above demonstrated that a spodumene concentrate with average Li_2O grade of >6% and average Fe_2O_3 grade of 0.56% may be produced. The average flotation recovery of Li_2O in the test work was 86.1% and average overall recovery of Li_2O achieved in all flotation test work was 78.2%.
Environmental	• *The status of studies of potential environmental impacts of the mining and processing operation. Details of waste rock characterization and the consideration of potential sites, status of design options considered and, where applicable, the status of approvals for process residue storage and waste dumps should be reported.*	• Environmental consultancy, Digby Wells, was engaged to undertake a formal Environmental and Social Impact Statement (ESIA) of the Project. • Digby Wells completed biodiversity, wetlands, soils, and heritage field work in early June 2017. Digby Wells advised the Company that it did not find areas of significant concern. • Formal public consultation meetings for the ESIA were completed successfully. • The ESIA was submitted as part of the application for an Exploitation Permit. The Exploitation or Mining Permit was granted on 23 August 2019 for the Torakoro tenement for a period of 30 years.
Infrastructure	• *The existence of appropriate infrastructure: availability of land for plant development, power, water, transportation (particularly for bulk commodities), labour, accommodation; or the ease with which the infrastructure can be provided or accessed.*	• No appropriate infrastructure is available at the Project site, but there is sufficient available land to develop such required infrastructure on the permit held by Lithium du Mali S.A.. An existing major highway within 20km of the identified Ore Reserve is suitable for the transport needs of the Project. The establishment costs of all other infrastructure required for the Project (including an access road to the highway described above) have been included in the capital cost estimate and no material obstructions to their development have been identified.
Costs	• *The derivation of, or assumptions made, regarding projected capital costs in the study.*	• Capital cost estimates for the DFS have been developed by Lycopodium based on supplier quotations for major equipment items and factored

Criteria	JORC Code explanation	Commentary

	• *The methodology used to estimate operating costs.*
	• *Allowances made for the content of deleterious elements*
	• *The derivation of assumptions made of metal or commodity price(s), for the principal minerals and co-products.*
	• *The source of exchange rates used in the study*
	• *Derivation of transportation charges.*
	• *The basis for forecasting or source of treatment and refining charges, penalties for failure to meet specification, etc.*
	• *The allowances made for royalties payable, both Government and private.*
		estimates using in-house databases.
		• Operating costs have been estimated by Lycopodium based on:
		  ○ supplier quotes for reagents and consumables
		  ○ derived local rates for labour costs and their on-costs
		  ○ a derived power cost based on a firm proposal from an Independent Power Producer (IPP) and equipment supplier quoted consumption rates
		  ○ a proposal from an internationally recognised freight logistics management company for concentrate transport and logistics.
		• A tender was issued for contract mining services and costs were derived from tender submissions.
		• LOM C1 cash operating cost for the mine is US$281/t of concentrate, including transport to port and loading to ship.
		• No allowances have been made for deleterious elements as indicated above.
		• Long-term pricing for 6% spodumene concentrate (FOB Abidjan) was based on the pricing outlook by peer hard rock lithium operating and development companies.
		• Exchange rates used for estimation purposes in the study are:
		  ○ US$1.00 = AUD$1.45 (Australian dollar)
		  ○ US$1.00 = 591 XOF (CFA franc)
		  ○ US$1.00 = 14.45 ZAR (South African rand)
		  ○ US$1.00 = 0.90 € (Euro).
		• Transportation charges are based on a proposal from an internationally recognised transport and logistics management service provider.
		• No penalties have been assumed for failure to meet product specification.
		• Allowances made for royalties payable to the State of Mali are based on an independent legal review of the statutory and regulatory environment

Criteria	JORC Code explanation	Commentary
		in Mali.
Revenue factors	• *The derivation of, or assumptions made regarding revenue factors including head grade, metal or commodity price(s) exchange rates, transportation and treatment charges, penalties, net smelter returns, etc.* • *The derivation of assumptions made of metal or commodity price(s), for the principal metals, minerals, and co-products.*	• A planned average head grade of 1.51% Li_2O with quarterly fluctuations ranging from 1.30% to 1.69% Li_2O • An average concentrate price of US$666/t (FOB Abidjan) • Concentrate transport costs of US$98/t concentrate, inclusive of port charges • Royalties of 4.3% of gross revenue, or 6% of royalty price base.

Market assessment	• *The demand, supply and stock situation for the particular commodity, consumption trends and factors likely to affect supply and demand into the future.*
	• *A customer and competitor analysis along with the identification of likely market windows for the product.*
	• *Price and volume forecasts and the basis for these forecasts.*
	• *For industrial minerals the customer specification, testing, and acceptance requirements prior to a supply contract.*
		• The demand, supply, and stock situation for spodumene concentrate consumption trends and factors likely to affect supply and demand into the future were assessed based on:
		  ○ The current and near- to mid-term primary lithium supply/demand dynamics available in the market
		  ○ Pricing outlook by peer lithium operational and development companies.
		• A customer and competitor analysis was not formally undertaken; however, the identification of likely market windows for spodumene concentrate was undertaken based on demand and pricing outlooks by peer lithium operational and development companies.
		• Price forecasts were developed as described above and volume forecasts were developed based on the forecast monthly ore treatment rate, lithia grade and derived metallurgical recovery.
		• The assumed customer specification assumed for spodumene concentrate is 6% Li_2O.

Economic	• *The inputs to the economic analysis to produce the net present value (NPV) in the study, the source and confidence of these economic inputs including estimated inflation, discount rate, etc.* • *NPV ranges and sensitivity to variations in the significant assumptions*	• Results of the DFS were analysed by an independent financial modeler, taking relevant inflation and discount rates into account. • The financial analysis returned a robust result on all key valuation metrics. • Sensitivity analyses were conducted within this financial model across

Criteria	JORC Code explanation	Commentary
	and inputs.	seven key categories in 10% increments, with concentrate price proving to be the most sensitive, but still returning a positive NPV at a 40% decrease of the base price.
Social	• *The status of agreements with key stakeholders and matters leading to social license to operate.*	• A Mining Permit was issued in August 2019 by the State of Mali.
Other	• *To the extent relevant, the impact of the following on the project and/or on the estimation and classification of the Ore Reserves:* • *Any identified material naturally occurring risks.* • *The status of material legal agreements and marketing arrangements.* • *The status of governmental agreements and approvals critical to the viability of the project, such as mineral tenement status, and government and statutory approvals. There must be reasonable grounds to expect that all necessary Government approvals will be received within the timeframes anticipated in the Pre-Feasibility or Feasibility study. Highlight and discuss the materiality of any unresolved matter that is dependent on a third party on which extraction of the reserve is contingent.*	• None identified to date. • None identified to date. • No marketing agreements have yet been established for the Project. • All necessary permits have been received.
Classification	• *The basis for the classification of the Ore Reserves into varying confidence categories.* • *Whether the result appropriately reflects the Competent Person's view of the deposit.* • *The proportion of Probable Ore Reserves that have been derived from Measured Mineral Resources (if any).*	• Proved and Probable Ore Reserves were determined from Measured and Indicated Mineral Resources as per the guidelines. • These results reflect the Competent Person's view of the deposit. • The proportion of Probable Ore Reserves that have been derived from Measured Mineral Resources is less than 1%.
Audits or reviews	• *The results of any audits or reviews of Ore Reserve estimates.*	• No third-party reviews or audits have as yet been completed on the Ore Reserve estimate.
Discussion of relative accuracy/confidence	• *Where appropriate a statement of the relative accuracy and confidence level in the Ore Reserve estimate using an approach or procedure deemed appropriate by the Competent Person. For example, the*	• The Ore Reserve estimate is the outcome of an updated Mineral Resource estimate (July 2020) and subsequent DFS which has considered detailed geological, metallurgical, geotechnical, process engineering and

Criteria	JORC Code explanation	Commentary
	application of statistical or geostatistical procedures to quantify the relative accuracy of the reserve within stated confidence limits, or, if such an approach is not deemed appropriate, a qualitative discussion of the factors which could affect the relative accuracy and confidence of the estimate. • *The statement should specify whether it relates to global or local estimates, and, if local, state the relevant tonnages, which should be relevant to technical and economic evaluation. Documentation should include assumptions made and the procedures used.* • *Accuracy and confidence discussions should extend to specific discussions of any applied Modifying Factors that may have a material impact on Ore Reserve viability, or for which there are remaining areas of uncertainty at the current study stage.* • *It is recognized that this may not be possible or appropriate in all circumstances. These statements of relative accuracy and confidence of the estimate should be compared with production data, where available.*	mining engineering studies. • The Project has a robust NPV which remains positive up to 40% sensitivity for concentrate selling price, being the most sensitive high-level item. • The study was undertaken in US dollars, with exchange rates applied as discussed above where applicable. • There are no known undisclosed areas of uncertainty. • There has been no production to date, so no comparison or reconciliation of data can be made. Standard industry practices have been used in the estimation process. • In the opinion of the Competent Person, the material costs and modifying factors used in the generation of the Ore Reserves are reasonable.

Attachment C Solicitor's Tenement Report

Satis Partners
PANAFRICAN LAW FIRM

29 April 2022

The Directors
Leo Lithium Limited
Level 3, 31 Ventor Avenue
West Perth WA 6005
Australia

Dear Directors

Solicitor's report on tenement

We have been requested by Leo Lithium Limited ACN 638 065 068 (**Leo Lithium**) to issue a tenement report (**Report**) for the purpose of inclusion in a prospectus (**Prospectus**) to be issued by Leo Lithium dated on or about 29 April 2022, which relates to the offer of shares in Leo Lithium as set out in the Prospectus, to facilitate the quotation of Leo Lithium shares on the official list of the Australian Securities Exchange.

1 Qualifications

We are a law firm registered with the Bar of Mali and we are qualified to issue a legal opinion on the laws of Mali. Our Report is limited to the laws of the Republic of Mali.

2 Background

(a) On 23 February 2016, Timbuktu Ressources SARL (**Timbuktu**) was granted an exploration authorisation in respect of the area known as Torakoro (or Cercle de Bougouni) (**Timbuktu Authorisation**).

(b) Following the expiration of the Timbuktu Authorisation on 23 May 2016, Timbuktu applied for an exploration permit in respect of the area, the subject of the Timbuktu Authorisation. That application was approved and resulted in the granting of the Torakoro exploration permit by Ministerial Order N°2016-4763/MM-SG dated 29 December 2016 (**Exploration Permit**).

(c) Before the Exploration Permit expired, Timbuktu applied for an exploitation licence for the Torakoro perimeter, which resulted in the grant of the PE 19/25 exploitation licence by Decree N°2019-0642/PM-RM of 23 August 2019, for lithium and Group 2 mineral substances, to Timbuktu (**Exploitation Licence**).

(d) On 24 March 2022, the Exploitation Licence was authorized to be transferred from Timbuktu to Lithium du Mali S.A. (**LMSA**) (a subsidiary of Leo Lithium) by way of Decree (as defined below) in accordance with the laws of Mali.

(e) The Exploitation Licence held by LMSA is the subject of this Report.

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BAMAKO MALI

3 Review of relevant laws and documents

3.1 Relevant laws

In issuing this Report, we referred to the following laws and decrees:

(a) Ordinance N°2019-022/P-RM of September 27, 2019, on the Mining Code in the Republic of Mali and associated regulations (**2019 Mining Code**);

(b) Act N°2012-015/ of February 27, 2012, on the Mining Code) and associated regulations (**2012 Mining Code**);

(c) Decree N° 2012-311/P-RM of June 21, 2012, setting the Conditions and Modalities of Application of the Mining Code Act; and

(d) Decree n°85-275/PG-RM of November 4, 1985, which regulates archaeological excavations.

3.2 Documents

For the purpose of this Report, we have examined and relied on the following documents only:

(a) searches of the Commercial Court and the General Directorate of Geology and Mines (**DNGM**) regarding the status of LMSA and the Exploitation Licence;

(b) a copy of Decree N°2019-0642/PM-RM dated 23 August 2019, granting an exploitation licence of lithium and mineral substances of Group 2, to Timbuktu in Torakoro (Cercle de Bougouni);

(c) a copy of an establishment agreement between the Government of the Republic of Mali and Timbuktu for the research and exploitation of gold and mineral substances of Group 2 (Sector of Torakoro, Circle of Bougouni, Region of Sikasso) signed on 27 October 2016 (**Establishment Agreement**);

(d) a copy of a letter dated 18 February 2022 from DNGM, confirming the status of the Exploitation Licence and which states that the Exploitation Licence for lithium and certain “Group 2 minerals” remains valid and does not suffer from any irregularity with respect to the mining regulations in force; and

(e) a copy of Decree N°2022-0199/PM-RM dated 24 March 2022, granting the formal transfer of the Exploitation Licence from Timbuktu to LMSA (**Decree**).

4 Opinion

After conducting our review of the relevant laws and documents outlined above in paragraph 3, we believe that:

(a) the Exploitation Licence is validly held by LMSA, which has good and valid title to the Exploitation Licence it holds;

(b) the Exploitation Licence has been validly granted pursuant to the 2012 Mining Code, is in good standing and has not been cancelled or suspended, in whole or in part;

(c) the Exploitation Licence was granted by decree under the 2012 Mining Code for a period of 30 years, renewable in increments of 10 years until the mineral reserves within the Exploitation Licence are exhausted;

(d) the 2012 Mining Code (under which the Exploitation Licence was granted) has been replaced by the 2019 Mining Code. The 2019 Mining Code provides that the stability of the tax and customs regime granted under the Mining Code 2012 is guaranteed to those holders of mining titles during the period of validity of their titles. With respect to the Exploitation Licence, it will remain subject to the tax and customs regime specified in the 2012 Mining Code and, on renewal, the Exploitation Licence will be subject to the 2019 Mining Code in its entirety. Other than in relation to the tax and customs regime of the 2012 Mining Code, the 2019 Mining Code applies to the Exploitation Licence;

(e) the Exploitation Licence is free and clear of all charges, liens, encumbrances, and security interests of any kind;

(f) all fees due in relation to the Exploitation Licence are up to date;

(g) the Exploitation Licence confers on LMSA, within the limits of its perimeter and indefinitely in depth, the exclusive right of prospecting, research and exploitation of lithium and Group 2 minerals (as described in Schedule 1) for which the exploration permit or the exploration authorisation from which it is derived is valid, and for which the proof of an exploitable deposit has been provided to DNGM by submission of a feasibility study approved by the latter, of a community development plan and of a closure plan. It also confers on its holder the right to carry out all processing and marketing operations on the concentrates marketing of the concentrates;

(h) the key obligations and rights applicable to the Exploitation Licence are those stated in Schedule 2;

(i) the Exploitation Licence is capable of transfer lease in accordance with Article 70 of the 2019 Mining Code. The transfer or lease of the Exploitation Licence takes effect only if it has been authorised by decree. The application for transfer or lease must be made by the assignee or leaseholder within thirty (30) days of the signing of the transfer or lease deed, which must have been executed under the suspensive condition of the decree;

(j) after due enquiry, we are not aware of any material adverse change has taken place since the issue of the Exploitation Licence which would affect, undermine or otherwise alter its validity; and

(k) so far as we are aware, having made reasonable enquiries, there are no disputes, or litigation, actual or pending, over the Exploitation Licence with any government, regional authority or any unrelated third party.

A summary of the key details regarding the Exploitation Licence are set out in Schedule 1 for ease of reference.

5 Assumptions

For the purpose of this Report, we have made the following assumptions:

(a) in so far as we examined original documents, we assume that these have been correctly executed and in respect of the copies of such originals we assume that such copies are true and accurate copies;

(b) that the parties took steps by resolution or otherwise to ensure that the execution of the documents during the course of the transaction constitute a valid, legally binding and enforceable obligation under the laws by which each is expressed to be governed; and

(c) that no material adverse change has taken place since the execution of the documents reviewed, which would affect, undermine, or otherwise alter their validity.

6 Consents

(a) Satis Partners consents to:

(i) the inclusion of this Report in the Prospectus and published in the form Leo Lithium considers appropriate for the purpose mentioned above; and

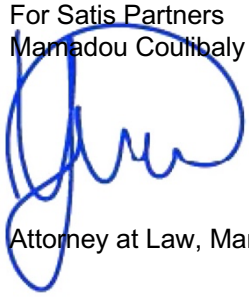
(ii) being named in the Prospectus as the author of this Report in the form and context in which it appears.

(b) Satis Partners has given, and not before the lodgement of the Prospectus withdrawn its consent to the inclusion of this Report in the Prospectus.

7 Reliance

Investors are entitled to rely on the contents of this Report until the close of the offer under the Prospectus. If a material adverse event occurs in relation to the subject matter of the Report prior to the close of the offer under the Prospectus, the Report will be updated.

For Satis Partners
Mamadou Coulibaly



Attorney at Law, Managing Partner

Satis Partners
Panafrican Law Firm

SCHEDULE 1

KEY DETAILS OF THE EXPLOITATION LICENCE

Type and name of Licence	Licence Number	DNGM Number	Area	Holder of the Mining Right	Substances	Date Issued	First Renewal	Status	Conditions
Torakora Exploitation Licence	Decree N°2019-0642/PM-RM of 23 August 2019	PE 19/25 Permis D'exploitation De Torakoro (Cercle De Bougouni)	100 km^2	Lithium du Mali S.A. (registered number MA.BKO.2020.B.3252)	Lithium and Group 2 minerals (being gold, silver, platinum, copper, lead, molybdenum, zinc, titanium, vanadium, zirconium, niobium, tantalum, tungsten, rare earths, lithium, tin, cobalt, nickel)	23 August 2019	23 August 2029	Valid	No special conditions applicable to the Exploitation Licence

Notes:

1 It should be noted that the holder of an exploitation licence must start exploitation within three years from the granting of the Exploitation Licence. If not, it must submit a new feasibility study. The holder of the Exploitation Licence is required to carry out an archaeological study within the exploitation perimeter in accordance with the legislation in force prior to any opening of operations. The applicable legislation on archaeological excavations is Decree n°85-275/PG-RM of November 4, 1985, which regulates archaeological excavations.

SCHEDULE 2

OVERVIEW OF THE APPLICABLE LEGAL REGIME

1 Overview of the 2019 Mining Code and its application to the Exploitation Licence

Mining law in Mali is governed by Ordinance N°2019-022/P-RM of 27 September 2019 on the Mining Code and its Decree N°2020-0177/PT-RM of 12 November 2020 (together, the **2019 Mining Code**) setting the conditions and modalities of the application of the 2019 Mining Code. The 2019 Mining Code replaced the 2012 Mining Code.

On 23 August 2019 (being prior to the enactment of the 2019 Mining Code), the Exploitation Licence was granted under the 2012 Mining Code. Until the enactment of the 2019 Mining Code on 27 September 2019, the Exploitation Licence was subject to the 2012 Mining Code. Article 205 of the 2019 Mining Code provides that:

> *mining titles and authorizations valid before the date of entry into force of this Code, remain valid for their remaining duration and for the substances for which they are issued. Establishment agreements valid before the date of entry into force of this Code remain valid for their remaining term and benefit from the stability of their tax and customs regimes, contained in the establishment agreements* [...] *Apart from the benefit of the above-mentioned stability conditions, holders of mining titles and authorizations must comply with all the provisions of this Code*.

Accordingly, the tax and customs regime contained in the 2012 Mining Code will apply to the Exploitation Licence until renewal of the Exploitation Licence in accordance with the 2019 Mining Code, after which the Exploitation Licence will be entirely subject to the 2019 Mining Code. In addition, the stability of the tax and customs regime is guaranteed for the duration of the Establishment Agreement.

Under Article 19 of the 2019 Mining Code, various types of mining title can be issued, including:

- exploration authorisations;
- exploration permits;
- small mine exploitation licences; and
- large mine exploitation licences.

The Exploitation Licence is a large mine exploitation licence.

2 Key rights and obligations of large mine exploitation licences

The following key rights and obligations of large mine exploitation licences under the 2012 Mining Code and 2019 Mining Code (as applicable) are set out below:

- **Grant**: the granting of exploration and mining permits falls under the jurisdiction of the Minister of Mines and Energy following an examination of the application filed in accordance with the provisions of the applicable Mining Code. The holder of an exploration permit who intends to exploit, in the form of a large-scale mine, a deposit discovered within the perimeter of his permit, shall submit to the Minister of Mines, no later than six months before the expiry date of his exploration permit, an application for the granting of a large mine exploitation licence.
- **Application**: an application for a large mine exploitation licence consists of several documents, including the following:
  - a feasibility study of the targeted deposit;

- an environmental permit, based on the Environmental and Social Impact Assessment of its project, accompanied by an Environmental and Social Management Plan for the project;

- a plan for the closure and rehabilitation of the site, with details of its financing, in accordance with the relevant provisions of the Mining Code; and

- a community development plan in accordance with the relevant provisions of the Mining Code.

A large mine exploitation licence is granted by decree of the Prime Minister within a maximum period of three months from the date of transmission of the draft decree by the Minister of Mines.

- **Term**: the Exploitation Licence has been granted by decree for a period of 30 years, renewable in increments of 10 years until the mineral reserves of the licence are exhausted.

- **Exclusive rights**: an exploitation licence grants its holder, within the licence perimeter, above ground or at depth, the exclusive right to exploit lithium and Group 2 minerals (gold, silver, platinum, copper, lead, molybdenum, zinc, titanium, vanadium, zirconium, niobium, tantalum, tungsten, rare earths, lithium, tin, cobalt, nickel).

- **Exploitation program**: the holder of an exploitation licence must start exploitation within three years of grant. Otherwise, it is required to submit a new feasibility study.

- **State interest**: the holder of an exploitation licence must allocate to the Malian State free of all charges 10% of the shares of the company holding the exploitation licence. In addition, the State has an option to acquire an additional interest of up to 10% in cash, which will not be considered for the determination of a priority dividend. The amount, the subscription price and the date of exercise of this option will be determined by agreement of the parties on the basis of a valuation of the project.

- **Taxes and customs**: the holder of a large exploitation licence granted under the 2012 Mining Code will continue to benefit from and be subject to the stability of the tax and customs regime contained in the 2012 Mining Code until it is renewed under the 2019 Mining Code.

  Fees: the fees applicable to an exploitation licence are as follows:

Mining substances	Issuance fee of the Exploitation Licence (Francs)	Renewal fee of the Exploitation Licence (Francs)	Transfer tax of the Exploitation Licence (Francs)
Large Mine Exploitation Licence - Group 2	100 000 000	100 000 000	100 000 000

- **Transferability**: the right to transfer an exploitation licence is subject to the authorisation of the head of government by decree. The transfer of an exploitation licence only takes effect if it has been authorised by such decree. The request for transfer must be made by the holder of the title within 30 days of the signing of the transfer deed, which must have been concluded under the suspensive condition of the decree.

- **End of the large mine exploitation licence**: an exploitation licence is terminated by the definitive cessation of work before the end of the term, by total or partial renunciation by the holder, with due notification to the DNGM, or by cancellation or withdrawal.

- **Termination**: a large mine exploitation licence may be cancelled without compensation or indemnity for any of the following reasons:

- failure to start construction of the mine within three years of the date of granting of the permit without valid reason and without authorization from the DNGM;

- non-payment of the surface royalty (*redevance superficiaire*);

- suspension of mining operations by the holder for more than two years, without the authorisation of the DNGM and for reasons other than the conditions of the contract; and

- non-payment of any amounts payable under the relevant Mining Code.

- **Withdrawal**: The total or partial renunciation of a large mine exploitation licence becomes final only after it has been accepted by the Minister of Mines. The permit then lapses in whole or in part.

Attachment D Terms of the Managing Director Options

The terms and conditions of the Managing Director Options to be issued to Mr Simon Hay are as follows:

(a) Each Managing Director Option entitles the holder to subscribe for and be issued one Share.

(b) On issue of the Managing Director Options a holding statement or certificate will be issued by the Company for the Managing Director Options.

(c) The exercise price payable for each Managing Director Option is the higher of:

(i) such amount that represents a 30% premium to the 20 day VWAP of Shares commencing on the date of quotation of Shares on ASX; and

(ii) $0.20,

(**Exercise Price**).

(d) The Exercise Price is payable in cash.

(e) The Managing Director Options are capable of vesting on the date that represents 30 months of continuous service by the Managing Director following the date of issue of the Managing Director Options and will vest on satisfaction of the following:

(i) 3,000,000 Managing Director Options vest on declaration of commercial production at the Goulamina Lithium Project, with project delivery in accordance with Board approved budget and schedule. Board discretion of external factors.

(ii) 1,000,000 Managing Director Options vest if there are no fatalities and Leo Lithium's total recordable injury frequency rate is in the lowest quartile for similar construction operations in Africa.

(iii) 1,000,000 Managing Director Options vest if the Board approves production growth or associated opportunity beyond Stage 1 of the Goulamina Lithium Project,

(**Vesting Date**).

(f) The Managing Director Options shall expire at 5.00pm (AWST) on the day which is the earlier of the following:

(i) three years after the date of issue of the Managing Director Options; or

(ii) prior to the Vesting Date the day the Managing Director ceases his employment with the Company without the prior approval of the Board,

(**Expiry Date**).

(g) The Managing Director Options may be exercised, in whole or in part, at any time after the Vesting Date and on or before the Expiry Date by:

(i) lodging with the Company a notice of exercise signed by the holder (**Notice of Exercise**) for a parcel of not less than one thousand (1,000) Managing Director Options except that if the holder holds less than one thousand (1,000) Managing Director Options then such Managing Director Options may be exercised; and

(ii) paying the Company the Exercise Price in respect of the Managing Director Options specified in the Notice of Exercise.

(h) An exercise of Managing Director Options will only be valid and effective once the Company has received, in cleared funds, the full amount of the Exercise Price payable and after the other matters have been complied with pursuant to this clause.

(i) A Notice of Exercise, once lodged with the Company, is irrevocable and by giving a Notice of Exercise the holder agrees:

(i) to subscribe for that number of Shares equivalent to the number of Managing Director Options exercised in the Notice of Exercise; and

(ii) to be bound by the Company's constitution on the issue of Shares.

(j) The Company must:

(i) issue the Shares pursuant to the exercise of Managing Director Options;

(ii) apply for official quotation on ASX of all Shares issued pursuant to the exercise of any Managing Director Options,

within five (5) business days after the valid exercise of the Managing Director Options.

(k) All Shares issued pursuant to the exercise of any Managing Director Options will rank *pari passu* in all respects with the Company's then existing Shares.

(l) On a Managing Director Option expiring, all rights of the holder in respect of the Managing Director Option cease and no consideration or compensation will be payable for or in relation to that expired Managing Director Option.

(m) If the holder exercises only some of the Managing Director Options held, the Company must issue (or cause to be issued) a holding statement or certificate or other appropriate evidence of title for each remaining Managing Director Option held by the holder.

(n) The Managing Director Options will not be listed on the ASX.

(o) There are no participating rights or entitlements inherent in the Managing Director Options and holders will not be entitled to participate in new issues of capital offered to Shareholders prior to the Expiry Date. However, if from time to time on or prior to the Expiry Date the Company makes an issue of new Shares to Shareholders, the Company will announce the issue to ASX prior to the record date in accordance with the requirements of the ASX Listing Rules. This will give holders the opportunity to exercise their Managing Director Options prior to the date for determining entitlements to participate in any such issue.

(p) If the Company makes a pro rata issue (except a bonus issue), and that pro rata offer is announced by the Company after the date of issue of the Managing Director Options, the Exercise Price of the Managing Director Options will be reduced in accordance with the ASX Listing Rules according to the formula in Listing Rule 6.22.2 as follows:

$$O' = O - \frac{E[P - (S + D)]}{N + 1}$$

Where:

O' = the new exercise price of the Managing Director Option;

O = the old exercise price of the Managing Director Option;

E = the number of underlying securities into which one Managing Director Option is exercisable;

P = the volume weighted average market price per security of the underlying securities during the five trading days ending on the day before the ex-right date or the ex-entitlements date for the relevant pro rata offer;

S = the subscription price for new Shares issued under the pro rata issue;

D = any dividends due but not yet paid on the existing Shares (except those to be issued under the pro rata issue); and

N = the number of securities with rights or entitlements that must be held to receive a right to one new security.

(q) There is no right to a change in the Exercise Price or to the number of Shares over which the Managing Director Options are exercisable in the event of a bonus issue to shareholders prior to the Expiry Date.

(r) In the event of any reconstruction (including consolidation, subdivision, reduction or return) of the issued capital of the Company, the rights of the holder will be treated in the manner prescribed by the ASX Listing Rules applying to reconstructions at that time.

(s) Managing Director Options are not transferable.

(t) The Managing Director Options are otherwise issued in accordance with the terms of the Awards Plan. To the extent there is any inconsistency with the terms of the Managing Director Options and the terms of the Awards Plan, the terms of the Awards Plan will prevail.

Attachment E Terms of the Company Options

The terms and conditions of the Company Options to be issued to the Directors (other than Mr Simon Hay) are as follows:

(a) Each Company Option entitles the holder to subscribe for and be issued one Share.

(b) On issue of the Company Options a holding statement or certificate will be issued by the Company for the Company Options.

(c) The exercise price payable for each Company Option is the higher of:

(i) such amount that represents a 30% premium to the 20 day VWAP of Shares commencing on the date of quotation of Shares on ASX; and

(ii) $0.20,

(**Exercise Price**).

(d) The Exercise Price is payable in cash.

(e) The Company Options held by a holder of Company Options will vest on the date that represents 30 months of continuous service by the relevant holder of Company Options following the date of issue of the Company Options (**Vesting Date**).

(f) The Company Options shall expire at 5.00pm (AWST) on the day which is the earlier of the following:

(i) three years after the date of issue of the Company Options; or

(ii) prior to the Vesting Date the day the holder of Company Options:

(A) ceases their employment with the Company without the prior approval of the Board; or

(B) resigns as a director of the Company (1) without the prior approval of the Board or (2) as a consequence of being a casual appointment and does not seek re-election as a director,

(**Expiry Date**).

(g) The Company Options may be exercised, in whole or in part, at any time after the Vesting Date and on or before the Expiry Date by:

(i) lodging with the Company a notice of exercise signed by the holder (**Notice of Exercise**) for a parcel of not less than one thousand (1,000) Company Options except that if the holder holds less than one thousand (1,000) Company Options then such Company Options may be exercised; and

(ii) paying the Company the Exercise Price in respect of the Company Options specified in the Notice of Exercise.

(h) An exercise of Company Options will only be valid and effective once the Company has received, in cleared funds, the full amount of the Exercise Price payable and after the other matters have been complied with pursuant to this clause.

(i) A Notice of Exercise, once lodged with the Company, is irrevocable and by giving a Notice of Exercise the holder agrees:

(i) to subscribe for that number of Shares equivalent to the number of Company Options exercised in the Notice of Exercise; and

(ii) to be bound by the Company's constitution on the issue of Shares.

(j) The Company must:

(i) issue the Shares pursuant to the exercise of Company Options;

(ii) apply for official quotation on ASX of all Shares issued pursuant to the exercise of any Company Options,

within five (5) business days after the valid exercise of the Company Options.

(k) All Shares issued pursuant to the exercise of any Company Options will rank *pari passu* in all respects with the Company's then existing Shares.

(l) On a Company Option expiring, all rights of the holder in respect of the Company Option cease and no consideration or compensation will be payable for or in relation to that expired Company Option.

(m) If the holder exercises only some of the Company Options held, the Company must issue (or cause to be issued) a holding statement or certificate or other appropriate evidence of title for each remaining Company Option held by the holder.

(n) The Company Options will not be listed on the ASX.

(o) There are no participating rights or entitlements inherent in the Company Options and holders will not be entitled to participate in new issues of capital offered to Shareholders prior to the Expiry Date. However, if from time to time on or prior to the Expiry Date the Company makes an issue of new Shares to Shareholders, the Company will announce the issue to ASX prior to the record date in accordance with the requirements of the ASX Listing Rules. This will give holders the opportunity to exercise their Company Options prior to the date for determining entitlements to participate in any such issue.

(p) If the Company makes a pro rata issue (except a bonus issue), and that pro rata offer is announced by the Company after the date of issue of the Company Options, the Exercise Price of the Company Options will be reduced in accordance with the ASX Listing Rules according to the formula in Listing Rule 6.22.2 as follows:

$$O' = O - \frac{E[P - (S + D)]}{N + 1}$$

Where:

O' = the new exercise price of the Company Option;

O = the old exercise price of the Company Option;

E = the number of underlying securities into which one Company Option is exercisable;

P = the volume weighted average market price per security of the underlying securities during the five trading days ending on the day before the ex-right date or the ex-entitlements date for the relevant pro rata offer;

S = the subscription price for new Shares issued under the pro rata issue;

D = any dividends due but not yet paid on the existing Shares (except those to be issued under the pro rata issue); and

N = the number of securities with rights or entitlements that must be held to receive a right to one new security.

(q) There is no right to a change in the Exercise Price or to the number of Shares over which the Company Options are exercisable in the event of a bonus issue to shareholders prior to the Expiry Date.

(r) In the event of any reconstruction (including consolidation, subdivision, reduction or return) of the issued capital of the Company, the rights of the holder will be treated in the manner prescribed by the ASX Listing Rules applying to reconstructions at that time.

(s) Company Options are not transferable.

(t) The Company Options are otherwise issued in accordance with the terms of the Awards Plan. To the extent there is any inconsistency with the terms of the Company Options and the terms of the Awards Plan, the terms of the Awards Plan will prevail.

Corporate directory

Company

Leo Lithium Limited

Company's registered office

Level 3, 31 Ventnor Avenue
West Perth WA 6005

Directors

Alistair Cowden	Chairman
Simon Hay	Managing Director
Rod Baxter	Lead Independent Director
Amber Banfield	Non-Executive Director
Brendan Borg	Non-Executive Director
Mark Hepburn	Non-Executive Director

Joint Lead Arrangers

Macquarie Capital (Australia) Limited
Level 4, 50 Martin Place
Sydney NSW 2000

Canaccord Genuity (Australia) Limited
Level 32, 360 Collins Street
Melbourne Victoria 3000

Euroz Hartleys Limited
Level 6, 141 St Georges Terrace
Perth WA 600

Investigating Accountant

BDO Corporate Finance (WA) Pty Ltd
Level 9, Mia Yellagonga Tower 2
5 Spring Street
Perth WA 6000

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Offer website

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123 Georges Terrace
Perth WA 6000

Auditor

PricewaterhouseCoopers
Brookfield Place
125 St Georges Terrace
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