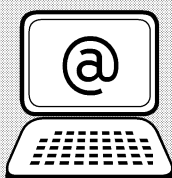


## Form of Proxy - Annual General Meeting to be held on 31 May 2023



**Cast your Proxy online...It's fast, easy and secure!**  
[www.investorcentre.co.uk/eproxy](http://www.investorcentre.co.uk/eproxy)

You will be asked to enter the Control Number, Shareholder Reference Number (SRN) and PIN shown opposite and agree to certain terms and conditions.

**Control Number:** 918540

**SRN:**

**PIN:**



View the Notice of Meeting online: <https://ctlithium.com/investors/circulars-documents/>

Register at [www.investorcentre.co.uk](http://www.investorcentre.co.uk) - elect for electronic communications & manage your shareholding online!

**The Company requests that all proxy appointments be lodged with the Company's Registrars at:**  
 Computershare Investor Services (Jersey) Limited, c/o The Pavilions, Bridgwater Road, Bristol BS99 6ZY by 29 May 2023 at 11.00 am.

### Explanatory Notes:

- Every holder has the right to appoint some other person(s) of their choice, who need not be a shareholder, as his proxy to exercise all or any of his rights, to attend, speak and vote on their behalf at the meeting. If you wish to appoint a person other than the Chairman, please insert the name of your chosen proxy holder in the space provided (see reverse) If the proxy is being appointed in relation to less than your full voting entitlement, please enter in the box next to the proxy holder's name (see reverse) the number of shares in relation to which they are authorised to act as your proxy. If returned without an indication as to how the proxy shall vote on any particular matter, the proxy will exercise his discretion as to whether, and if so how, he votes (or if this proxy form has been issued in respect of a designated account for a shareholder, the proxy will exercise his discretion as to whether, and if so how, he votes).
- To appoint more than one proxy, an additional proxy form(s) may be obtained by contacting the Registrar's helpline on 0370 702 0000 or you may photocopy this form. Please indicate in the box next to the proxy holder's name (see reverse) the number of shares in relation to which they are authorised to act as your proxy. Please also indicate by marking the box provided if the proxy instruction is one of multiple instructions being given. All forms must be signed and should be returned together in the same envelope.
- The 'Vote Withheld' option overleaf is provided to enable you to abstain on any particular resolution. However, it should be noted that a 'Vote Withheld' is not a vote in law and will not be counted in the calculation of the proportion of the votes 'For' and 'Against' a resolution.
- Pursuant to the Companies (Uncertificated Securities) (Jersey) Order 1999 entitlement

to attend and vote at the meeting and the number of votes which may be cast thereat will be determined by reference to the Register of Members of the Company on the date which is 2 days (excluding non-working days) before the day of the meeting (or, if the meeting is adjourned, 2 days (excluding non-working days) before the time fixed for the adjourned meeting). Changes to entries on the Register of Members after that time shall be disregarded in determining the rights of any person to attend and vote at the meeting.

- To appoint one or more proxies or to give an instruction to a proxy (whether previously appointed or otherwise) via the CREST system, CREST messages must be received by the issuer's agent (ID number 3RA50) not later than 48 hours before the time appointed for holding the meeting. For this purpose, the time of receipt (excluding non-working days) will be taken to be the time (as determined by the timestamp generated by the CREST system) from which the issuer's agent is able to retrieve the message. The Company may treat as invalid a proxy appointment sent by CREST in the circumstances set out in Article 34 of the Companies (Uncertificated Securities)(Jersey) Order 1999.
- The above is how your address appears on the Register of Members. If this information is incorrect please ring the Registrar's helpline on 0370 702 0000 to request a change of address form or go to [www.investorcentre.co.uk](http://www.investorcentre.co.uk) to use the online Investor Centre service.
- Any alterations made to this form should be initialled.
- The completion and return of this form will not preclude a member from attending the meeting and voting in person.

**Kindly Note:** This form is issued only to the addressee(s) and is specific to the unique designated account printed hereon. This personalised form is not transferable between different: (i) account holders; or (ii) uniquely designated accounts. The Company and Computershare Investor Services (Jersey) Limited accept no liability for any instruction that does not comply with these conditions.

#### All Named Holders

# Form of Proxy

Please use a **black** pen. Mark with an **X** inside the box as shown in this example.



I/We hereby appoint the Chairman of the Meeting OR the following person

Please leave this box blank if you have selected the Chairman. Do not insert your own name(s).

as my/our proxy to attend, speak and vote in respect of my/our full voting entitlement\* on my/our behalf at the General Meeting of **CleanTech Lithium Plc** to be held at **de Carteret House, 7 Castle Street, St Helier, JE2 3BT** on **31 May 2023** at **11.00 am**, and at any adjourned meeting.

\* For the appointment of more than one proxy, please refer to Explanatory Note 2 (see front).

Please tick here to indicate that this proxy appointment is one of multiple appointments being made.

## Ordinary Resolutions

	For	Against	Vote Withheld
1. To receive the audited financial statements of the Company, the strategic report, the directors' report and the auditor's report for the financial year ended 31 December 2022.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
2. To reappoint Steve Kesler, who retires and offers himself for reappointment in accordance with the Company's articles of association, as a director of the Company.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
3. To reappoint Aldo Boitano, who retires and offers himself for reappointment in accordance with the Company's articles of association, as a director of the Company.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
4. To reappoint Gordon Stein, who retires and offers himself for reappointment in accordance with the Company's articles of association, as a director of the Company.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
5. To reappoint Maha Daoudi, who retires and offers herself for reappointment in accordance with the Company's articles of association, as a director of the Company.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
6. To reappoint Jonathan Morley-Kirk, who retires and offers himself for reappointment in accordance with the Company's articles of association, as a director of the Company.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
7. To reappoint Crowe U.K. LLP as auditors of the Company, to hold office from the conclusion of this meeting until the conclusion of the next general meeting at which audited financial statements of the Company are laid before the Company.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
8. To authorise the directors to determine the remuneration of the Company's auditors.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
9. Authority to allot shares.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
<b>Special Resolutions</b>			
10. Dissipation of pre-emption rights.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

I/We instruct my/our proxy as indicated on this form. Unless otherwise instructed the proxy may vote as he or she sees fit or abstain in relation to any business of the meeting.

## Signature

## Date

DD / MM / YY

In the case of a corporation, this proxy must be given under its common seal or be signed on its behalf by an attorney or officer duly authorised, stating their capacity (e.g. director, secretary).



**THIS DOCUMENT IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION. If you are in any doubt about the contents of this document or as to what action you should take, you should immediately consult your stockbroker, bank manager, solicitor, accountant or other independent financial adviser duly authorised under the Financial Services and Markets Act 2000 (as amended) if you are a resident of the United Kingdom or, if not, another appropriately authorised independent professional adviser.**

If you have sold or otherwise transferred all of your ordinary shares in the Company, please send this document and the accompanying proxy form as soon as possible to the purchaser or transferee, or to the stockbroker or other agent through whom the sale or transfer was effected for transmission to the purchaser or transferee. If you have sold or otherwise transferred some (but not all) of your ordinary shares in the Company, please retain these documents and consult the stockbroker or other agent through whom the sale or transfer was effected.

# **CLEANTECH LITHIUM PLC**

*(a company incorporated in Jersey under the Companies (Jersey) Law 1991 (as amended) and with registration number 139640)*

## **Notice of Annual General Meeting**

On 31 May 2023 at 11:00 a.m.

This document should be read as a whole. In particular, your attention is drawn to the letter from the Chairman of the Company, which contains the recommendation by the Directors of the Company to shareholders to vote in favour of the resolutions to be proposed at the Annual General Meeting ("AGM").

**Notice of the AGM (the "AGM Notice"), which will take place at de Carteret House, 7 Castle Street, St Helier JE2 3BT on 31 May 2023 at 11:00 a.m., is set out on pages 2 to 4 of this document.**

**Whether or not you propose to attend the AGM, you are strongly encouraged to register a proxy vote by completing, signing and returning the Form of Proxy as soon as possible. The use of a proxy will enable your vote to be counted at the AGM in the event of your absence. The completion and return of the Form of Proxy will not prevent you from attending and voting at the AGM, or any adjournment of the AGM, in person should you wish to do so. A proxy can also be appointed by using the paper copy Form of Proxy enclosed and by returning it, in accordance with the instructions printed on it, by post (or during normal business hours only, by hand) to Computershare Investor Services (Jersey) Limited, c/o The Pavilions, Bridgwater Road, Bristol BS99 6ZY. Forms of Proxy can be completed electronically by following the instructions on the paper copy Form of Proxy. If you hold your Shares in uncertificated form in CREST, you may vote using the CREST proxy voting service in accordance with the procedures set out in the CREST manual. Forms of Proxy should be completed and returned by 11.00 a.m. on 29 May 2023 or votes submitted via CREST to be received by the issuer's agent (ID 3RA50) as soon as possible and in any event no later than 11.00 a.m. on 29 May 2023, or 48 hours before the time of any adjourned meeting (excluding any part of a day that is not a working day).**

Appointment of a proxy will not preclude shareholders from attending and voting at the AGM should they choose to do so.

## CLEANTECH LITHIUM PLC

*(a company incorporated in Jersey under the Companies (Jersey) Law 1991 (as amended) and with registration number 139640)*

### NOTICE OF ANNUAL GENERAL MEETING

**NOTICE IS HEREBY GIVEN** that the Annual General Meeting of CleanTech Lithium PLC (the "**Company**") will be held on 31 May 2023 at 11:00 a.m. at de Carteret House, 7 Castle Street, St Helier JE2 3BT. The business of the meeting will be to consider and, if thought fit, to pass the following ordinary and special resolutions:

#### ORDINARY RESOLUTIONS

1. To receive the audited financial statements of the Company, the strategic report, the directors' report and the auditor's report for the financial year ended 31 December 2022.
2. To reappoint Steve Kesler, who retires and offers himself for reappointment in accordance with the Company's articles of association, as a director of the Company.
3. To reappoint Aldo Boitano, who retires and offers himself for reappointment in accordance with the Company's articles of association, as a director of the Company.
4. To reappoint Gordon Stein, who retires and offers himself for reappointment in accordance with the Company's articles of association, as a director of the Company.
5. To reappoint Maha Daoudi, who retires and offers herself for reappointment in accordance with the Company's articles of association, as a director of the Company.
6. To reappoint Jonathan Morley-Kirk, who retires and offers himself for reappointment in accordance with the Company's articles of association, as a director of the Company.
7. To reappoint Crowe U.K. LLP as auditors of the Company, to hold office from the conclusion of this meeting until the conclusion of the next general meeting at which audited financial statements of the Company are laid before the Company.
8. To authorise the directors to determine the remuneration of the Company's auditors.
9. **THAT** the directors of the Company (the "**Directors**") are generally and unconditionally authorised pursuant to Article 2.3 of the articles of association ("**Articles**"), in substitution for all previous authorisations, to exercise all or any of the powers of the Company pursuant to the Articles to allot Relevant Shares (as that term is defined in the Articles) in the Company up to an aggregate nominal amount of £354,778.33.

This authorisation shall, unless previously revoked by resolution of the Company, expire on 31 August 2024 or, if earlier, at the conclusion of the annual general meeting of the Company to be held in 2024. The Company may, at any time before such expiry, make offers or enter into agreements which would or might require Relevant Shares to be allotted or rights to be granted after such expiry and the Directors may allot Relevant Shares or grant rights in pursuance of any such offer or agreement as if this authorisation had not expired.

## SPECIAL RESOLUTIONS

10. **THAT**, subject to the passing of Resolution 9 above, pursuant to Article 2.11 of the Articles the rights of pre-emption on the issue of Equity Securities (as such term is defined in the Articles) set out in Article 2.4 of the Articles are hereby waived in their entirety to the fullest extent possible, such authority to be limited:

- (a) to the allotment of Equity Securities or sale of treasury shares made in connection with an offer by way of rights issue:
  - (i) to holders of Relevant Shares in the Company in proportion (as nearly as may be practicable) to the respective numbers of Relevant Shares held by them on the record date for such offer; and
  - (ii) to holders of other equity securities as may be required by the rights attached to those securities or, if the Directors consider it desirable, as may be permitted by such rights,

but subject in each case to such exclusions or other arrangements as the Directors may deem necessary or expedient in relation to treasury shares, fractional entitlements, record dates, legal or practical problems in or under the laws of any territory or the requirements of any regulatory body or stock exchange; and

- (b) to the allotment of Equity Securities or sale of treasury shares (otherwise than under paragraph (a) above) up to a nominal amount of £212,867,

such authority to expire at the end of the next annual general meeting of the Company (or, if earlier, at the close of business on the date falling 15 months from the date of this annual general meeting) but, in each case, prior to its expiry the Company may make offers, and enter into agreements, which would, or might, require Equity Securities to be allotted (and treasury shares to be sold) after the authority expires and the Directors may allot Equity Securities (and sell treasury shares) under any such offer or agreement as if the authority had not expired.

BY ORDER OF THE BOARD

**Steve Kesler**, Chairman, 9 May 2023,

**Registered office:** de Carteret House, 7 Castle Street, St Helier, JE2 3BT

## **Notes to the Notice of Meeting:**

1. *A member entitled to attend and vote at the meeting convened by this Notice (or any adjournment thereof) is entitled to appoint one or more proxies to exercise all or any of that member's rights to attend and to speak and vote instead of him or her provided that if two or more proxies are to be appointed, each proxy must be appointed to exercise the rights attaching to different shares. When two or more valid proxy appointments are delivered or received in respect of the same Shares, the one which was last delivered or received shall be treated as replacing or revoking the others as regards such Shares, provided that if the Company determines that it has insufficient evidence to decide whether or not a proxy appointment is in respect of the same share or which was last delivered or received, it shall be entitled to determine which proxy appointment (if any) is to be treated as valid. A proxy need not be a member of the Company but if you appoint the chairman of the meeting as your proxy, this will ensure that your votes are cast in accordance with your wishes. To appoint a proxy you may:*
  - a. *use the Form of Proxy that accompanies this document or the notification of this document (as applicable). The Form of Proxy should be completed and signed in accordance with the instructions thereon and returned to the Company's registrars, Computershare Investor Services (Jersey) Limited, c/o The Pavilions, Bridgwater Road, Bristol BS99 6ZY. You are requested to submit your vote by no later than 11.00 a.m. on 29 May 2023;*
  - b. *follow the instructions on the Form of Proxy to submit it electronically by accessing the shareholder portal at [www.investorcentre.co.uk/eproxy](http://www.investorcentre.co.uk/eproxy). You will require your username and password in order to log in and vote, which can be found on the hard copy Form of Proxy. You are requested to submit your vote by no later than 11.00 a.m. on 29 May 2023; or*
  - c. *if you hold your shares in uncertified form, use the CREST electronic proxy appointment service in accordance with the procedures set out in the CREST manual using CREST ID: 3RA50. The latest time by which an instruction must be validly entered through the CREST electronic proxy appointment service is 11.00 a.m. on 29 May 2023 (or, if the Meeting is adjourned, not less than 48 hours (excluding non-working days) before the time fixed for the adjourned meeting).*

*Completion of the form of proxy or the appointment of a proxy electronically through CREST in the way aforementioned will not prevent a member from attending and voting in person at the Meeting should the situation and the applicable restrictions change such that you are permitted to, and you subsequently wish to, do so. The Company may treat as invalid any CREST electronic proxy instruction as set out in Article 34 of the Companies (Uncertificated Securities) (Jersey) Order 1999 (as amended).*

2. *The Company, pursuant to the Companies (Uncertificated Securities) (Jersey) Order 1999 (as amended), specifies that only those members entered on the register of members of the Company as at close of business on 26 May 2023 shall be entitled to attend or vote at the Meeting in respect of shares registered in their name at that time. Changes to entries on the register after close of business on 26 May 2023 shall be disregarded in determining the rights of any person to attend or vote at the Meeting. If the Meeting is adjourned, the time by which a person must be entered on the register of members in order to have the right to attend or vote at the adjourned meeting is 48 hours (excluding non-working days) before the date fixed for the adjourned meeting. Changes to entries on the register of members after such times shall be disregarded in determining the rights of any person to attend or vote at the Meeting.*
3. *In the case of joint holders, the vote of the senior holder who tenders a vote whether in person or by proxy shall be accepted to the exclusion of the votes of the other joint holders and, for this purpose, seniority shall be determined by the order in which the names stand in the register of members of the Company in respect of the relevant joint holding.*
4. *The Notice sets out the resolutions to be proposed at the Meeting.*
5. *The quorum for a meeting of shareholders is two qualifying persons present and entitled to vote on the business to be dealt with at the meeting, unless:*
  - a. *each is a qualifying person only because he is authorised under the Companies Law to act as a representative of a corporation in relation to the meeting, and they are representatives of the same corporation; or*

- b. *each is a qualifying person only because he is appointed as proxy of a member in relation to the meeting, and they are proxies of the same member.*

*For these purposes, a "qualifying person" means: (i) an individual who is a member of the Company; (ii) a person authorised under the Companies Law to act as a representative of the corporation in relation to the meeting; or (iii) a person appointed as proxy of a member in relation to the meeting. To allow effective constitution of the Meeting, if it is apparent to the Chairman that no shareholders will be present in person or by proxy, other than by proxy in the Chairman's favour, then the Chairman may appoint a substitute to act as proxy in his stead for any shareholder, provided that such substitute proxy shall vote on the same basis as the Chairman.*

6. *If, within 15 minutes from the appointed time for the Meeting, a quorum is not present, the Meeting if convened by or upon a requisition shall be dissolved. If otherwise convened it shall stand adjourned for seven days at the same time and place or to such other day and at such other time and place as the Board may determine and no notice of adjournment need be given. The adjourned meeting shall be dissolved if a quorum is not present within 15 minutes after the time appointed for holding the adjourned meeting.*
7. *A majority of not less than three-quarters of the total number of votes cast is required to pass the special resolutions.*
8. *To appoint more than one proxy you may photocopy the form of proxy. Please indicate the proxy holder's name and number of shares in relation to which they are authorised to act as your proxy (which, in aggregate, should not exceed the number of shares held by you). Please also indicate if the proxy instruction is one of multiple instructions being given. All forms of proxy must be signed and should be returned together in the same envelope.*
9. *Computershare Investor Services (Jersey) Limited can be contacted by email at [ExternalProxyQueries@computershare.co.uk](mailto:ExternalProxyQueries@computershare.co.uk). Please note that Computershare Investor Services (Jersey) Limited cannot provide any financial, legal or tax advice.*

## **Explanatory Notes to the Resolutions**

An explanation of each of the resolutions contained in the notice of meeting is set out below.

Resolutions 1 to 9 (inclusive) will be proposed as ordinary resolutions. For an ordinary resolution to be passed, more than half of the votes cast must be in favour of the resolution.

Resolution 10 will be proposed as a special resolution. For a special resolution to be passed, at least three quarters of the votes cast must be in favour of the resolution.

### **Resolution 1: Annual financial statements and reports**

The directors of the Company ("**Directors**") are required to lay before the Company in general meeting copies of its audited financial statements, the strategic report, the Directors' report and the auditor's report for the financial year ended 31 December 2022.

### **Resolutions 2 to 6 inclusive: Retirement and reappointment of Directors**

The Company's articles of association provide that at the first annual general meeting of the Company, all of the Directors shall retire from office and may seek reappointment. All of the Directors are therefore standing for reappointment.

### **Resolution 7 and 8: Reappointment and remuneration of auditors**

At each general meeting at which financial statements are laid before the shareholders, the Company is required to appoint an auditor to hold office until the next such meeting. Crowe U.K. LLP is willing to continue in office and resolution 7 will reappoint them. Resolution 8 will authorise the Directors to determine the auditor's remuneration.

### **Resolution 9: Authority to allot shares**

Under the Articles, the Directors may allot shares and grant rights to subscribe for or convert any securities into shares if they are authorised to do so by shareholders in general meeting. The authorisations being sought will permit the Directors to allot shares or grant rights to subscribe for or convert any securities into shares up to an aggregate nominal amount of £354,788.33, representing approximately one third of the issued ordinary share capital of the Company as at the date of the notice of meeting.

As at the date of the notice of meeting, the Company does not hold any treasury shares.

The authorisations sought under this resolution will expire on the date falling 15 months from the passing of the resolution or, if earlier, at the conclusion of the next annual general meeting of the Company.

### **Resolution 10: Disapplication of pre-emption rights**

This resolution, subject to the passing of Resolution 9, disapplies the pre-emption rights under the Articles which would otherwise apply on an allotment of Relevant Securities and the grant of rights to subscribe for or convert any securities into ordinary shares. It is limited to allotments and grants of rights:

- made in connection with rights issues or other pre-emptive offers where the ordinary shares or rights are offered first to existing shareholders in proportion (as nearly as may be practicable) to their existing holdings of ordinary shares; and

- otherwise, up to an aggregate nominal amount of £212,867, representing 20 per cent. of the issued ordinary share capital of the Company as at the date of the notice of meeting.

The power sought under this resolution will expire on the date falling 15 months from the passing of the resolution or, if earlier, at the conclusion of the next annual general meeting of the Company.





## CleanTech Lithium plc

9 May 2023

Dear Shareholder,

### ***CLEANTECH LITHIUM PLC – AGM NOTICE***

We are pleased to notify you that CleanTech Lithium Plc will be holding its inaugural Annual General Meeting on May 31<sup>st</sup>, 2023 at 11:00 at our offices on the Island of Jersey.

You are encouraged to vote on the ten resolutions being put to shareholders, including the receipt of annual financial statements and reports, the reappointment of Directors, the reappointment of auditors, and the granting of authority to allot shares and disapply pre-emption rights. The Board and executive, who hold approximately 19.45% of the Company's shares, will be voting in favour of the resolutions and I encourage all shareholders to do the same.

This year, we have enabled an online voting portal for shareholders who hold their shares in certificated form; for shareholders who hold their shares via their broker in CREST you will need to contact your broker to inform them of your voting preferences. In any event, please feel free to email [info@ctlithium.com](mailto:info@ctlithium.com) should you have any queries about how you can register your vote.

Finally, I would like to thank you for your continued support of CleanTech Lithium Plc. Your commitment to the Company is greatly appreciated.

Yours sincerely,

**Steve Kesler**, Chairman, CleanTech Lithium Plc

