

**THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION.** If you are in any doubt about the contents of this Circular or as to the action you should take, you are recommended to seek your own personal financial advice immediately from your stockbroker, bank manager, solicitor, accountant or other independent financial adviser authorised under the under the Financial Services and Markets Act 2000 (as amended) (“FSMA”) if you are resident in the United Kingdom or, if not, from another appropriately authorised independent financial adviser.

If you have sold or otherwise transferred all of your Ordinary Shares in CleanTech Lithium PLC you should deliver this Circular as soon as possible to the purchaser or transferee or to the stockbroker, bank or other agent through whom the sale or transfer was effected for onward transmission to the purchaser or transferee. However, this Circular should not be forwarded or transmitted in or into any jurisdiction in which such act would constitute a violation of the relevant laws in such jurisdiction. If you sell or otherwise transfer, or have sold or otherwise transferred only part of your holding of Ordinary Shares, please retain these Circulars and consult the stockbroker, banker or other agent through whom the sale or transfer was made. **This Circular should be read in conjunction with the Notice of General Meeting as set out in the Appendix of this Circular. The whole text of this Circular should be read.**

This Circular does not constitute an offer to buy, acquire or subscribe for (or the solicitation of an offer to buy, acquire or subscribe for), Ordinary Shares or an offer to buy, acquire or subscribe for (or the solicitation of an offer to buy, acquire or subscribe for) Ordinary Shares. This Circular does not contain an offer of transferable securities within the meaning of section 102B of FSMA and does not constitute a prospectus within the meaning of section 85 of FSMA. This Circular has not been examined or approved by the Financial Conduct Authority or the London Stock Exchange or any other regulatory authority.

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## **CLEANTECH LITHIUM PLC**

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

### **Proposed Fundraising in connection with the dual listing on ASX and Amendment to the Articles and Notice of General Meeting**

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Your attention is drawn to the letter from the Chairman of the Company set out in Part 1 of this Circular, which includes the recommendation of the Directors that you vote in favour of the Resolutions to be proposed at the General Meeting, described further below. Your attention is also drawn to the section entitled “Action to be taken” on page 10 of this Circular. Defined terms used in this Circular have the meanings ascribed to them in the section headed “Definitions” starting on page 12 of this Circular.

**Notice of a General Meeting of CleanTech Lithium PLC, to be held at the offices of the Company at de Carteret House, 7 Castle Street, St Helier JE2 3BT at 11.00 a.m. on 2 September 2024 is set out in the Appendix to this Circular.**

To be valid, the accompanying Form of Proxy for use in connection with the General Meeting should be completed, signed and returned as soon as possible and, in any event, so as to reach the Company’s registrars, Computershare Investor Services (Jersey) Limited, by not later than 11.00 a.m. on 31 August 2024 (or, if the General Meeting is adjourned, 48 hours (excluding any part of a day that is not a working day) before the time fixed for the adjourned meeting). Completion and return of Forms of Proxy will not preclude Shareholders from attending and voting at the General Meeting should they so wish.

Shareholders are strongly encouraged to use their proxy vote and reminded that their completed Form of Proxy may also be scanned and submitted via email to #UKCSBRS.ExternalProxyQueries@computershare.co.uk. The deadline for submission of proxy votes is 11.00 a.m. on 31 August 2024.

Shareholders who hold their Existing Ordinary Shares in uncertificated form in CREST may alternatively use the CREST Proxy Voting Service in accordance with the procedures set out in the CREST Manual as explained in the notes accompanying the Notice of General Meeting at the end of this Circular. Proxies submitted via CREST must be received by the issuer's agent (ID 3RA50) by no later than 11.00 a.m. on 31 August 2024 (or, if the General Meeting is adjourned, 48 hours (excluding any part of a day that is not a working day) before the time fixed for the adjourned meeting). 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 appointment of a proxy using the CREST Proxy Voting Service will not preclude Shareholders from attending and voting in person at the General Meeting should they so wish

Please refer to the detailed notes contained in the Notice of General Meeting.

## **FORWARD LOOKING STATEMENTS**

This Circular includes statements that are, or may be deemed to be, "forward-looking statements". These forward-looking statements can be identified by the use of forward-looking terminology, including the terms "believes", "estimates", "plans", "projects", "anticipates", "expects", "intends", "may", "will", or "should" or, in each case, their negative or other variations or comparable terminology. These forward-looking statements include matters that are not historical facts. They appear in a number of places throughout this Circular and include statements regarding the Directors' current intentions, beliefs or expectations concerning, among other things, the Group's results of operations, financial condition, liquidity, prospects, growth, strategies and the Group's markets.

By their nature, forward-looking statements involve risk and uncertainty because they relate to future events and circumstances. Actual results and developments could differ materially from those expressed or implied by the forward-looking statements.

Forward-looking statements may and often do differ materially from actual results. Any forward-looking statements in this Circular are based on certain factors and assumptions, including the Directors' current view with respect to future events and are subject to risks relating to future events and other risks, uncertainties and assumptions relating to the Group's operations, results of operations, growth strategy and liquidity. Whilst the Directors consider these assumptions to be reasonable based upon information currently available, they may prove to be incorrect. Save as required by law or by the AIM Rules, the Company undertakes no obligation to publicly release the results of any revisions to any forward-looking statements in this Circular that may occur due to any change in the Directors' expectations or to reflect events or circumstances after the date of this Circular.

Nothing contained herein shall be deemed to be a forecast, projection or estimate of the future financial performance of the Company or any other person following the implementation of the Fundraising or otherwise.

The contents of the Company's website or any hyperlinks accessible from the Company's website do not form part of this Circular and Shareholders should not rely on them.

Copies of this Circular will be available free of charge from the Company's registered office, de Carteret House, 7 Castle Street, St Helier JE2 3BT, during normal business hours and a copy is available on the website of the Company at [www.ctlithium.com](http://www.ctlithium.com).

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## DIRECTORS, SECRETARY AND ADVISERS

<b>Directors</b>	<p>Steve Kesler (<i>Executive Chairman and Interim Chief Executive Officer</i>) Gordon Stein (<i>Chief Financial Officer</i>) Jonathan Morley-Kirk (<i>Senior Independent Non-Executive Director</i>) Maha Daoudi (<i>Independent Non-Executive Director</i>) Tommy McKeith (<i>Independent Non-Executive Director</i>)</p> <p>All of whose business address is at the Company's registered office</p>
<b>Registered Office</b>	<p>de Carteret House 7 Castle Street St Helier JE2 3BT Jersey</p>
<b>Company website</b>	<p><a href="http://www.cctlithium.com">www.cctlithium.com</a></p>
<b>Company Secretary</b>	<p>Oak Group (Jersey) Limited 3rd Floor, IFC5 Castle Street JE2 3BX Jersey</p>
<b>Nominated Adviser</b>	<p>Beaumont Cornish Limited Building 3 566 Chiswick High Road London W4 5YA United Kingdom</p>
<b>UK Joint Broker and Joint Lead Manager</b>	<p>Fox-Davies Capital Limited Level 1 Devonshire House 1 Mayfair Place Mayfair London W1J 8AJ United Kingdom</p>
<b>UK Joint Broker</b>	<p>Canaccord Genuity Limited 88 Wood Street London EC2V 7QR United Kingdom</p>
<b>Joint Lead Manager</b>	<p>CLSA Australia Pty Ltd Level 35, Grosvenor Place 225 George Street Sydney NSW 2000</p>

**UK legal advisers to the Company**

Fieldfisher LLP  
Riverbank House  
2 Swan Lane  
London  
EC4R 3TT  
United Kingdom

**Australian legal advisers to the Company**

Allens  
Level 11, Mia Yellagonga Tower 2  
5 Spring Street  
Perth WA 6000

**Jersey legal advisers to the Company**

Ogier (Jersey) LLP  
3<sup>rd</sup> Floor  
44 Esplanade  
St Helier  
JE4 9WG  
Jersey

**Registrars**

Computershare Investor Services (Jersey)  
Limited  
13 Castle Street  
St Helier  
JE1 1ES  
Jersey

## EXPECTED TIMETABLE OF PRINCIPAL EVENTS

Lodgement of Prospectus with ASIC	13 August 2024
Publication of this Circular	13 August 2024
Requested time and date for receipt of Forms of Proxy	11.00 a.m. on 31 August 2024
General Meeting	11.00 a.m. on 2 September 2024
Result of the General Meeting announced	2 September 2024
Issue of New Securities under the Fundraising	16 September 2024
Expected AIM Admission	16 September 2024
Expected ASX Admission	24 September 2024
Expected commencement of trading on ASX on a normal settlement basis	26 September 2024

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**Notes:**

References to times in this Circular are to London time unless otherwise stated.

*The times and dates set out in the expected timetable of principal events above and mentioned throughout this Circular may be adjusted by the Company in which event the Company will make an appropriate announcement to a Regulatory Information Service giving details of any revised dates and the details of the new times and dates will be notified to the London Stock Exchange and, where appropriate, Members. Members may not receive any further written communication.*

## LETTER FROM THE CHAIRMAN

# CleanTech Lithium PLC

(Incorporated in Jersey with registered number 139640)

*Directors:*

Steve Kesler (Executive Chairman and Interim Chief Executive Officer)  
Gordon Stein (Chief Financial Officer)  
Jonathan Morley-Kirk (Senior Independent Non-Executive Director)  
Maha Daoudi (Independent Non-Executive Director)  
Tommy McKeith (Independent Non-Executive Director)

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

13 August 2024

### **Proposed Fundraising in connection with the dual listing on ASX, amendment to the Articles and Notice of General Meeting**

Dear Shareholder and, for information purposes only, to holders of options and warrants over Ordinary Shares

#### **1. Introduction**

The Company announced on 13 August 2024 that the Company had filed a Prospectus in connection with the Company's dual listing on ASX and its conditional fundraising of up to A\$20,000,000 (before expenses) by way of an issue of CDIs (underpinned by New Ordinary Shares on a 1:1 basis) at a price of A\$0.30 (£0.1579) per CDI. A copy of the Prospectus may be viewed on the Company's website at <https://ctlithium.com/>.

The purpose of this Circular is, amongst other things, to provide you with the background to, and reasons as to why the Board considers that the proposed Fundraising is in the best interests of the Company and its Shareholders as a whole and why the Directors unanimously recommend that, in order to implement the Fundraising, you vote in favour of the Resolutions to be proposed at the General Meeting, notice of which is set out at the end of this Circular.

The Company is also required to make amendments to the Articles as a result of undertaking dual listing on the ASX.

#### **2. Background to and reasons for the dual listing on ASX and Fundraising**

After careful consideration, and further to the announcement made by the Company regarding its intention to dual list on the ASX, the Directors have concluded that it is appropriate for the Company to be admitted to the ASX and that a dual listing on ASX will see a significant value uplift for the Company whilst also providing access to one of the deepest and most active pools of capital for mining companies. In particular, the Directors are of the view that the Company's proposed ASX listing will:

- facilitate additional Australian investors' ability to trade in the Company's securities, broaden the Company's shareholder base, while also building on the strong support received from investors in Europe to date;
- increase the Company's profile in the Australian market with increased analyst and media coverage; and
- expose the Company to the large pool of funds available for investment in Australia, which have a significant appetite for resource companies.

The Prospectus was filed with ASIC on 13 August 2024, and ASX Admission is expected to occur on or around 24 September 2024.

If the ASX does not grant permission for Official Quotation within three months of the Prospectus Date (or within such longer period as may be permitted by ASIC) none of the New Securities offered in connection with the Fundraising will be issued.

In connection with the proposed ASX dual listing, the Company also intends to carry out the Fundraising in order to raise a minimum of A\$10 million and a maximum of A\$20 million (before costs), by the issue of CDIs (each one representing a fully paid Ordinary Share in the capital of the Company) at an issue price of A\$0.30 (£0.1579) per CDI, together with one Attaching Option for every CDI subscribed for and issued.

### 3. Use of Proceeds

The proceeds of the Fundraising are intended to be applied towards:

- completion of the PFS, drilling and hydrogeology works at the Laguna Verde Project;
- hydrological and metallurgical studies and further DLE pilot plant testing;
- community relations programme;
- Laguna Verde Project licence payment to LV Vendors; and
- operational and corporate costs and costs of the Fundraising.

For more information, please refer to section 1.11 of the Prospectus.

### 4. The Fundraising

The Fundraising is being conducted by way of an offering of up to 66,666,667 CDIs (equivalent to 66,666,667 New Ordinary Shares) at an issue price of A\$0.30 (£0.1579) per CDI to raise a minimum of A\$10 million (before costs) and a maximum of A\$20 million (before costs). Investors will also be issued with one Attaching Option for every CDI subscribed for and issued. The Fundraising is not underwritten.

The Fundraising will be open to institutional investors in various jurisdictions (including Australia and the United Kingdom) and to members of the public generally in Australia.

The total number of Ordinary Shares in issue following completion of the Fundraising on an undiluted basis is expected to be between 178,495,660 and 211,828,993 Ordinary Shares (depending on the level of take up under the Fundraising). Further details of the rights attaching to CDIs and Ordinary Shares is set out in Section 7.2 of the Prospectus, and the terms and conditions of the Attaching Options are set out in Section 7.10 of the Prospectus.

The Company has appointed Fox-Davies and CLSA as joint lead managers in connection with the Fundraising. The Joint Lead Managers will be paid certain fees and commissions in connection with the Fundraising and Fox-Davies will be issued with the Fox-Davies Options (see Section 5.3 of the Prospectus for further details).

#### *Conditions to the Fundraising*

The Fundraising is conditional upon the following events occurring:

- the Company raising the Minimum Subscription;
- ASX granting conditional approval for the Company to be admitted to the Official List of ASX (subject to such conditions as are acceptable to the Company);
- AIM Admission;
- Shareholder approval for (i) the issue of the New Securities under the Fundraising at the General Meeting; and (ii) the amendment of the Articles to extend the exempt transfer provision (for the purposes of the disclosure of interests in Ordinary Shares) to transfers of CDIs on ASX; and
- the Jersey Financial Services Commission granting its consents under (i) Article 2 of the Control of Borrowing (Jersey) Order 1958 to the issue of the Ordinary Shares underlying the CDIs; and (ii) Article 4 of the Control of Borrowing (Jersey) Order 1958 to the issue of the Attaching Options and the Fox-Davies Options ("**COBO Consent**").

If these conditions are not satisfied, the Fundraising will not proceed. As at the date of this Circular, the COBO Consent has been granted.

### *Settlement and dealings*

Application will be made to AIM for the New Ordinary Shares to be admitted to trading on AIM. It is expected that AIM Admission will become effective at 8.00 a.m. on 16 September 2024.

The New Ordinary Shares will, when issued and fully paid, rank *pari passu* in all respects with the Existing Ordinary Shares including the right to receive dividends and other distributions declared, made or paid after the date of their issue.

## **5. Proposed amendments to the Articles**

In connection with the proposed dual listing on ASX and in accordance with the terms and conditions set out in the Prospectus, the Fundraising is conditional upon the Shareholders approving an amendment of the Articles to extend the exempt transfer provisions (for the purposes of the disclosure of interests in Shares) to transfers of CDIs on ASX along with various consequential amendments related to such an extension. As such, the Resolutions include a resolution to amend the Articles and further detail can be found in the Notice of General Meeting.

## **6. General Meeting**

The General Meeting of the Company is to be held at 11.00 a.m. on 2 September 2024 at the Company's registered office, de Carteret House, 7 Castle Street, St Helier JE2 3BT.

The Directors do not currently have authority within the Articles to issue the New Securities on a non-pre-emptive basis. Accordingly, the Board is seeking the approval of Shareholders at the General Meeting to authorise the Directors to issue the New Securities and disapply the pre-emption rights set out in the Articles in connection with the Fundraising. The Company is also seeking to renew its existing general authorities until these are renewed at the next annual general meeting.

The following Resolutions will be proposed at the General Meeting:

**Resolution 1** which is an ordinary resolution to authorise Directors to allot New Securities up to an aggregate nominal amount of £1,376,666.67 (being equal to 137,666,667 New Securities) comprising:

- a. up to an aggregate nominal amount of £666,666.67 in connection with the issue of the New Ordinary Shares;
- b. up to an aggregate nominal amount of £666,666.67 in connection with the Attaching Options; and
- c. up to an aggregate nominal amount of £43,333.33 in connection with the Fox-Davies Options.

**Resolution 2** which is an ordinary resolution to authorise Directors to allot Ordinary Shares or securities convertible into Ordinary Shares, otherwise than in connection with the matters set out in Resolution 1, up to an aggregate nominal amount of £706,096 (being equal to 70,609,600 Ordinary Shares) (being equal to one third of the Company's Enlarged Share Capital (assuming full take up of the Fundraising)),

**Resolution 3** which is conditional on the passing of Resolution 1, and is a special resolution, to authorise the Directors to allot New Securities up to an aggregate nominal amount of £1,376,666.67 (being equal to 137,666,667 New Securities) on a non-pre-emptive basis, comprising:

- a. up to an aggregate nominal amount of £666,666.67 in connection with the issue of the New Ordinary Shares;
- b. up to an aggregate nominal amount of £666,666.67 in connection with the Attaching Options; and
- c. up to an aggregate nominal amount of £43,333.33 in connection with the Fox-Davies Options,

**Resolution 4** which is conditional on the passing of Resolution 2, and is a special resolution, to authorise the Directors to allot Ordinary Shares or securities convertible into Ordinary Shares up to an aggregate amount of £423,657 (being equal to 42,365,700 Ordinary Shares) (equal to 20 per cent. of the aggregate nominal amount of the Company's Enlarged Share Capital (assuming full take up of the Fundraising)),

**Resolution 5** which is conditional on ASX Admission, is a special resolution to grant the Directors the authority to amend the Articles.

The full text of the Resolutions is set out in the Notice of General Meeting and a Form of Proxy to be used in connection with the General Meeting is enclosed.

The authority and the power described in Resolutions 2 and 4 replaces any like authority or power previously conferred on the Directors.

For a Resolution proposed as an ordinary resolution to be passed, a simple majority of Shareholders entitled to vote and present in person or by proxy must cast their votes in favour. For a Resolution proposed as a special resolution to be passed, a majority of at least 75 per cent. of Shareholders entitled to vote and present in person or by proxy must cast their votes in favour.

The authority conferred pursuant to Resolutions 1 to 4 (unless previously revoked or varied by the Company in general meeting) will expire at the earlier of the date falling 15 months following the passing of such Resolution or the conclusion of the Company's annual general meeting for 2024.

## **7. Action to be taken by Shareholders in respect of the General Meeting**

Shareholders are strongly encouraged to exercise their vote on the Resolutions by submitting a proxy appointment and giving voting instructions.

Shareholders are invited to submit any questions they would otherwise have asked at the General Meeting to [info@ctlithium.com](mailto:info@ctlithium.com). Such questions will be considered by the Board. The Company will respond to any relevant questions that are received, and may also, if the Board so determines, and subject to any regulatory restrictions, publish on our website a summary of responses to questions received.

You can submit your proxy vote by:-

- returning the Form of Proxy that accompanies this Circular or the notification of this Circular (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 proxy so as to be received by no later than 11.00 a.m. on 31 August 2024; or
- following the instructions on the hard copy 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 must be requested to submit your vote by no later than 11.00 a.m. on 31 August 2024; or
- 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 31 August 2024 (or, if the meeting is adjourned, not less than 48 hours (excluding non-working days) before the time fixed for the adjourned meeting).

## **8. Recommendation**

**The Directors consider that each of the proposed dual listing on the ASX and the proposed Fundraising are in the best interests of the Company and its Shareholders as a whole and accordingly recommend unanimously that Shareholders vote in favour of the Resolutions to be proposed at the General Meeting, as they intend to do in respect of their aggregate holdings of 2,627,133 Ordinary Shares.**

Yours faithfully

Mr Steve Kesler  
**Chairman**

## DEFINITIONS

The following definitions apply throughout this Circular unless the context otherwise requires:

<b>£ or GBP</b>	means pounds sterling
<b>A\$</b>	means Australian dollars
<b>AIM</b>	AIM, a market operated by the London Stock Exchange
<b>AIM Admission</b>	means the admission of the New Ordinary Shares to trading on AIM becoming effective in accordance with the AIM Rules
<b>AIM Rules</b>	the AIM Rules for Companies as published by the London Stock Exchange as amended from time to time
<b>Arenas Blancas Project</b>	the Group's lithium prospective greenfield project located in the Salar de Atacama Basin, east of the city of Calama, Antofagasta Region, Chile, pursuant to which the Group holds title to certain licences
<b>Articles</b>	the current articles of association of the Company
<b>ASIC</b>	means the Australian Securities and Investments Commission
<b>ASX</b>	means the Australian Securities Exchange Limited (ACN 008 624 691) or, where the context requires, the financial market operated by it
<b>ASX Admission</b>	means admission of the Company to the Official List
<b>ASX Settlement Rules</b>	means the Settlement Operating Rules of ASX Settlement Pty Ltd (ACN 008 504 532)
<b>Atacama</b>	Atacama Salt Lakes SpA, a Group company incorporated in Chile, a wholly owned subsidiary of CleanTech Lithium Ltd
<b>Attaching Options</b>	means up to 66,666,667 options to subscribe for CDIs on the terms and conditions set out in Section 7.10 of the Prospectus
<b>CDIs</b>	means CHESS Depository Interests issued by CDN, where one CDI represents a beneficial interest in one New Ordinary Share
<b>CDN</b>	means CHESS Depository Nominees Pty Ltd (ACN 071 346 506) (AFSL 254514), in its capacity as depository of the CDIs under the ASX Settlement Rules
<b>certificated form or in certificated form</b>	an Ordinary Share recorded on a company's share register as being held in certificated form (namely, not in CREST)
<b>CHESS</b>	means the Clearing House Electronic Subregister System
<b>Circular</b>	this Circular
<b>CLSA</b>	means CLSA Australia Pty Ltd (ACN 139 992 331#)
<b>Company or CleanTech Lithium</b>	CleanTech Lithium PLC
<b>CREST</b>	the relevant system in respect of which Euroclear is the approved operator (as defined in the CREST Regulations)
<b>CREST Regulations</b>	the Companies (Uncertificated Securities) (Jersey) Order 1999
<b>Directors or Board</b>	the members of the board of the Company from time to time
<b>DLE</b>	direct lithium extraction
<b>Enlarged Share Capital</b>	the issued Ordinary Shares immediately following the Fundraising
<b>Euroclear</b>	Euroclear UK & International Limited, the operator of CREST
<b>Existing Ordinary Shares</b>	the existing Ordinary Shares in the capital of the Company in issue as at the date of this Circular

<b>Form of Proxy</b>	the form of proxy for use in connection with the General Meeting which accompanies this Circular
<b>Fox-Davies</b>	means Fox-Davies Capital Pty Ltd (ACN 675 021 360) AFSL 001309314
<b>Fox-Davies Options</b>	means up to 4,333,333 options to subscribe for CDIs on the terms and conditions set out in Section 7.11 of the Prospectus
<b>FSMA</b>	the Financial Services and Markets Act 2000 (as amended)
<b>Fundraising</b>	means the fundraising to raise up to A\$20,000,000 to be conducted by way of an offer of CDIs (and Attaching Options) further details of which are set out in the Prospectus and this Circular
<b>General Meeting, General Meeting, GM or Meeting</b>	the general meeting of the Company (or any adjournment thereof) to be held on 2 September 2024, notice of which is set out at the Appendix to this Circular
<b>Group</b>	the Company and its subsidiaries
<b>Joint Lead Managers</b>	means Fox-Davies and CLSA
<b>Laguna Verde Option Agreement</b>	the option agreement entered into by Atacama and certain vendors dated 23 April 2021, and amended on 1 April 2024
<b>Laguna Verde Project</b>	the Group's lithium exploration and mining project based in the Laguna Verde area of Chile, pursuant to which the Group holds title to certain licences (including under LV Option)
<b>Llamara Project</b>	the Group's lithium prospective greenfield project located within the Lithium Triangle in northern Chile, pursuant to which the Group holds title to certain licences
<b>London Stock Exchange</b>	London Stock Exchange plc
<b>LV Option</b>	the option granted to Atacama to acquire the concessions pursuant to the Laguna Verde Option Agreement
<b>LV Vendors</b>	means: <ul style="list-style-type: none"> <li>a) Sociedad Legal Minera Bella Pinta Una Sierra La Paloma;</li> <li>b) Sociedad Legal Minera Esquinazo Una Sierra La Paloma;</li> <li>c) Sociedad Legal Minera Esquinazo Una Sierra La Paloma;</li> <li>d) Sociedad Legal Minera Esquinazo Una Sierra La Paloma;</li> <li>e) Sociedad Legal Minera Estribillo Una Sierra La Paloma;</li> <li>f) Sociedad Legal Minera Estribillo Una Sierra La Paloma;</li> <li>g) Sociedad Legal Minera Estribillo Una Sierra La Paloma;</li> <li>h) Sociedad Legal Minera Franchesca Una Sierra La Paloma;</li> <li>i) Sociedad Legal Minera Laguna Dos Una del Sector Laguna Verde;</li> <li>j) Sociedad Legal Minera Laguna Tres Una del Sector Laguna Verde;</li> <li>k) Sociedad Legal Minera Laguna Cuatro Una del Sector Laguna Verde;</li> <li>l) Sociedad Legal Minera Laguna Cinco Una del Sector Laguna Verde;</li> <li>m) Sociedad Legal Minera Laguna I Una del Sector Laguna Verde;</li> </ul>

	n) Sociedad Legal Minera Máximo Una Sierra La Paloma;
	o) Sociedad Legal Minera Máximo Una Sierra La Paloma;
	p) Sociedad Legal Minera Máximo Una Sierra La Paloma;
	q) Sociedad Legal Minera Primor Una Sierra La Paloma;
	r) Sociedad Legal Minera Riguroso Una Sierra La Paloma;
	s) Sociedad Legal Minera Riguroso Una Sierra La Paloma
	t) Sociedad Legal Minera Rigurozo Una Sierra La Paloma;
	u) Sociedad Legal Minera Ximena Una Sierra La Paloma;
	v) Sociedad Legal Minera Ximena Una Sierra La Paloma;
	w) Sociedad Legal Minera Ximena Una Sierra La Paloma
<b>Maximum Subscription</b>	means A\$20 million (representing 66,666,667 CDIs)
<b>Minimum Subscription</b>	means A\$10 million (representing 33,333,334 CDIs)
<b>New Ordinary Shares</b>	means up to 66,666,667 new Ordinary Shares which will be issued pursuant to the Fundraising
<b>New Securities</b>	means the CDIs (representing the New Ordinary Shares), the Attaching Options and the Fox-Davies Options to be issued pursuant to or as part of the Fundraising
<b>Notice of GM or Notice of General Meeting</b>	the notice of general meeting set out at the Appendix to this Circular
<b>Official List</b>	means the official list of the ASX
<b>Official Quotation</b>	means official quotation by ASX in accordance with the ASX Listing Rules
<b>Ordinary Resolution</b>	ordinary resolution of the Company set out in the Notice of General Meeting which appears in the Appendix to this Circular
<b>Ordinary Shares</b>	ordinary shares of £0.01 each in the capital of the Company
<b>PFS</b>	Pre-Feasibility Study
<b>Prospectus</b>	means the prospectus of the Company that has been filed with the ASIC and is available for download at <a href="https://ctlithium.com/">https://ctlithium.com/</a>
<b>Registrars</b>	Computershare Investor Services (Jersey) Limited
<b>Resolutions</b>	the resolutions to be proposed at the General Meeting as set out in the Notice of General Meeting which appears in the Appendix to this Circular
<b>Regulatory Information Service</b>	has the meaning given in the AIM Rules
<b>Shareholders or Members</b>	holders of Ordinary Shares
<b>Special Resolutions</b>	special resolutions of the Company set out in the Notice of General Meeting which appears in the Appendix to this Circular
<b>uncertificated or in uncertificated form</b>	recorded on a register of securities maintained by Euroclear in accordance with the CREST Regulations as being in uncertificated form in CREST and in title to which, by virtue of the CREST Regulations, may be transferred by means of CREST
<b>Viento Andino or Viento Andino Project</b>	means the Group's lithium exploration and mining project based in the Francisco Basin area of Chile (formerly known as the Francisco Basin Project)

## APPENDIX

### NOTICE OF GENERAL MEETING

***Unless otherwise expressly stated, all defined terms referred to below shall have the same meaning as given in the Circular dated 13 August 2024 of which the Notice convening this General Meeting forms part.***

Notice is hereby given that pursuant to the Companies (Jersey) Law 1991 (as amended) (the “**Companies Law**”) and the Articles, a General Meeting of CleanTech Lithium PLC (Jersey Registration Number: 139640) (the “**Company**”) is to be held at 11.00 a.m. on 2 September 2024 at de Carteret House, 7 Castle Street, St Helier JE2 3BT (“**GM**”) for the purpose of considering and, if thought fit, passing the following ordinary resolutions and special resolutions:

#### Ordinary Resolutions

1. **THAT** the Directors of the Company be and are generally and unconditionally authorised pursuant to Article 2.3 of the Articles 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) up to an aggregate nominal amount of £1,376,666.67 in connection with the New Securities, comprising:
  - a. up to an aggregate nominal amount of £666,666.67 in connection with the issue of the New Ordinary Shares;
  - b. up to an aggregate nominal amount of £666,666.67 in connection with the Attaching Options; and
  - c. up to an aggregate nominal amount of £43,333.33 in connection with the Fox-Davies Options,

provided that this authority shall, unless previously revoked, varied or renewed, expire at the conclusion of the next annual general meeting of the Company or, if sooner, 15 months after the date of the passing of this Resolution, save that the Company may before such expiry make an offer or agreement which would or might require Relevant Shares to be allotted after such expiry and the directors of the Company may allot Relevant Shares pursuant to such offer or agreement notwithstanding that the authority conferred by this Resolution has expired.

2. **THAT**, otherwise than in connection with the matters set out in Resolution 1 above, the Directors of the Company be and are generally and unconditionally authorised pursuant to Article 2.3 of the Articles 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) up to an aggregate nominal amount of £706,096 (equal to one third of the Company’s Enlarged Share Capital on AIM Admission), provided that this authority shall, unless previously revoked, varied or renewed, expire at the conclusion of the next annual general meeting of the Company or, if sooner, 15 months after the date of the passing of this Resolution, save that the Company may before such expiry make an offer or agreement which would or might require Relevant Shares to be allotted after such expiry and the directors of the Company may allot Relevant Shares pursuant to such offer or agreement notwithstanding that the authority conferred by this Resolution has expired.

This authority, if it becomes unconditional, replaces any subsisting general authorities to allot Relevant Shares granted to the directors of the Company at the previous general meeting which, to the extent unused at the date of this Resolution, are, if this Resolution becomes unconditional, revoked with immediate effect (without prejudice to any allotment of shares or grant of rights already made, offered or agreed to be made under such authorities or any earlier authorities) (for the avoidance of doubt this does not include any authority granted pursuant to Resolution 1).

#### Special Resolutions

3. **THAT** subject to and conditional upon the passing of Resolution 1, pursuant to Article 2.11 of the Articles the rights of pre-emption on the issue of Equity Securities (as such term is defined within the Articles) set out in Article 2.4 of the Articles are hereby waived in their entirety to the fullest extent possible in respect of the allotment and issue of:
  - d. up to an aggregate nominal amount of £666,666.67 in connection with the issue of the New Ordinary Shares;

- e. up to an aggregate nominal amount of £666,666.67 in connection with the Attaching Options; and
- f. up to an aggregate nominal amount of £43,333.33 in connection with the Fox-Davies Options,

which shall, unless previously revoked, varied or renewed, expire at the conclusion of the next annual general meeting of the Company or, if sooner, 15 months after the date of the passing of this Resolution, save that the Company may before such expiry make an offer or agreement which would or might require Equity Securities to be allotted after such expiry and the directors of the Company may allot equity securities pursuant to such offer or agreement notwithstanding that the authority conferred by this Resolution has expired.

4. **THAT** subject to and conditional upon the passing of Resolution 2, pursuant to Article 2.11 of the Articles the rights of pre-emption on the issue of Equity Securities (as such term is defined within the Articles) set out in Article 2.4 of the Articles are hereby waived in their entirety to the fullest extent possible in respect of the allotment and issue (otherwise than in connection with the matters set out in Resolution 3 above) of up to an aggregate nominal amount of £423,657 (equal to 20 per cent. of the aggregate nominal amount of the Company's Enlarged Share Capital on AIM Admission), which shall, unless previously revoked, varied or renewed, expire at the conclusion of the next annual general meeting of the Company or, if sooner, 15 months after the date of the passing of this Resolution, save that the Company may before such expiry make an offer or agreement which would or might require Equity Securities to be allotted after such expiry and the directors of the Company may allot equity securities pursuant to such offer or agreement notwithstanding that the authority conferred by this Resolution has expired.

This authority, if it becomes unconditional, replaces any subsisting general authorities to allot Equity Securities granted to the directors of the Company at the previous general meeting which, to the extent unused at the date of this Resolution, are, if this Resolution becomes unconditional, revoked with immediate effect (without prejudice to any allotment of shares or grant of rights already made, offered or agreed to be made under such authorities or any earlier authorities) (for the avoidance of doubt this does not include any authority granted pursuant to Resolution 3).

5. **THAT**, subject to and conditional upon ASX Admission, the Articles be amended as follows:
- (a) By including the following new definitions:
    - Depository Nominee** means a person appointed by the Company as a depository nominee for DIs under the operating rules (however described) of any settlement facility of any exchange on which the Company's securities are quoted;
    - DI** means a depository interest, issued in respect of a share in the capital of the Company which confers a beneficial interest in the underlying share on the holder and the right to convert into the underlying share in the capital of the Company;
  - (b) By deleting the existing definition of *Equity Security* and replacing it with the following new definition:
    - Equity Security** means a Relevant Share (other than a share in the capital of the Company shown in the Memorandum to have been taken by a subscriber to the Memorandum or a bonus share) or a right to subscribe for, or to convert securities (including DIs) into Relevant Shares in the Company. For the avoidance of doubt any reference to the allotment of Equity Securities includes the grant of such a right but not the allotment of Shares pursuant to such a right;
  - (c) By deleting Article 9.20(a)(i) and replacing it with the following words:
    - a sale of the Share or any rights in the Share on a recognised investment exchange in the United Kingdom or Australia on which securities of that class are listed or normally traded; or
  - (d) By the addition of the following words as a new Article 9.21:
    - Where a Depository Nominee is the Holder of Shares which are subject to the Disclosure Notice in which a person appears to be interested, the provisions of this Article 9 shall

*be treated as applying only to those Shares held by the Depositary Nominee in which such person appears to be interested and not (insofar as such person's apparent interest is concerned) to any other Shares held by the Depositary Nominee.*

- (e) By the addition of the following words as a new Article 9.22:

*Subject to the Law, where the Holder on which a Disclosure Notice is served is a Depositary Nominee acting in its capacity as such, the obligations of the Depositary Nominee as a member shall be limited to disclosing to the Company such information relating to any person appearing to be interested in the Shares held by it, as has been recorded by it pursuant to the arrangements entered into by the Company or approved by the Board pursuant to which it was appointed as a Depositary Nominee.*

By Order of the Directors:  
Mr Steve Kesler  
**Chairman**

13 August 2024

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

## Notes:

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 Circular or the notification of this Circular (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 31 August 2024; or
  - 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 31 August 2024; 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 31 August 2024 (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 General 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 30 August 2024 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 30 August 2024 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 a special resolution.
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.

