

Notice of Annual General Meeting and Explanatory Memorandum

Atlantic Lithium Limited ACN 127 215 132

Date of Meeting: Thursday, 27 November 2025

Time of Meeting: 7:00pm (Sydney time) / 8.00am (London time)

Venue: By virtual meeting facility

If you are unable to attend the Meeting, please complete the proxy form enclosed and return it in accordance with the instructions set out on that form.

Notice of Meeting

Notice is given that the Annual General Meeting (**AGM**) of Shareholders of Atlantic Lithium Limited ACN 127 215 132 (**Company**) will be held online only by virtual meeting facility on Thursday, 27 November 2025 at 7:00pm (Sydney time) / 8.00am (London time).

The AGM will be made accessible to shareholders via an online platform, hosted by Computershare, that will include the ability for shareholders to ask questions in relation to the business of the meeting and to vote in real time at the meeting. These processes are set out in this notice of meeting (**Notice**).

The Company encourages shareholders to participate in the AGM via the online platform. Whilst shareholders will be able to vote online during the meeting via the Computershare platform, shareholders are encouraged to lodge a proxy ahead of the meeting even if they are participating online. If you are unable to attend the virtual meeting please lodge your vote online at www.investorvote.com.au.

The Company is also inviting shareholders to submit questions in advance of the AGM. Questions may be submitted by email to info@atlanticlithium.com.au. More frequently asked questions will be attempted to be addressed in the Chairman's address at the AGM. Questions may also be submitted as an online question when voting online at www.investorvote.com.au.

How to participate in the AGM online

Shareholders may participate in the AGM via the online platform from their computer, smartphone or tablet by entering <https://meetnow.global/M4RU2LP> into their browser. The online platform will allow shareholders to view the meeting presentation, vote and ask questions in real-time. Further information regarding the online platform (including how to participate, vote and ask questions during the meeting) is set out in the online meeting guide which is attached to this Notice. We look forward to engaging with our shareholders virtually and hope that you will participate in the virtual meeting.

Voting Entitlements

All Resolutions shall be conducted by poll.

For the purposes of determining voting entitlements at the AGM, Shares will be taken to be held by the persons who are registered as holding at 7.00pm (Sydney time) on 25 November 2025. Accordingly, transactions registered after that time will be disregarded in determining entitlements to attend and vote at the AGM.

Voting by proxy

If you are unable to attend the AGM in person, you are encouraged to complete and return the proxy form accompanying this Notice in accordance with the instructions set out in the proxy form. You can lodge your completed proxy form with the Company's Share Registry manager, Computershare by:

- (a) mailing it to Computershare using the reply paid envelope;
- (b) posting it to GPO Box 242, Melbourne VIC 3001 Australia;
- (c) lodging it online at Computershare's website investorvote.com.au and logging in using the control number found on the front of the accompanying proxy form, or scanning the QR code on the front of the accompanying proxy form with your mobile device and inserting your postcode;
- (d) faxing it to 1800 783 447 (within Australia) or +61 3 9473 2555 (outside Australia); or
- (e) Intermediary Online subscribers (Institutions/Custodians) may lodge their proxy instruction online by visiting: intermediaryonline.com.

The completed proxy form must be received by Computershare no later than 7:00pm (Sydney time) on Tuesday, 25 November 2025 (being not later than 48 hours before the commencement of the Meeting). Any proxy form received after that time will not be valid for the scheduled Meeting.

Notice of Meeting

In accordance with section 249L of the Corporations Act, Shareholders are advised that:

- (a) each Shareholder has a right to appoint a proxy;
- (b) the proxy need not be a Shareholder of the Company; and
- (c) A Shareholder who is entitled to cast two (2) or more votes may appoint two (2) proxies and may specify the proportion or number of votes each proxy is appointment to exercise. If the member appoints two (2) proxies and the appointment does not specify the proportion or number of the member's votes, then in accordance with section 249X(3) of the Corporations Act, each proxy may exercise one-half of the votes.

Shareholders and their proxies should be aware that:

- (a) if proxy holders vote, they must cast all directed proxies as directed; and
- (b) any directed proxies which are not voted will automatically default to the Chair, who must vote the proxies as directed.

Voting online at the Meeting

The Company is pleased to provide Shareholders with the opportunity to attend and participate in the Meeting through a fully virtual platform, where Shareholders will be able to watch, listen, ask questions, and vote online in real time.

The virtual online AGM will take place at 7.00pm (Sydney time) / 8.00am (London time) on Thursday 27 November 2025 via the online platform available at <https://meetnow.global/M4RU2LP>. Shareholders, proxies and corporate representatives are invited to view and participate in the meeting online by entering that address in their web browser.

Detailed instructions on how to log into the platform and vote and ask questions are set out in the Online Meeting Guide attached at the back of this Notice.

Proxyholders will need their unique username and password which may be obtained by contacting the Company's Share Registry on +61 3 9415 4024 during the online registration period which will open 1 hour before the start of the meeting.

Voting will be open until the Chair of the AGM closes the AGM.

All resolutions will be determined by a poll. The virtual meeting platform will facilitate online voting in real time at the meeting.

The results of the voting on resolutions requiring a shareholder vote at the AGM will be announced to ASX promptly after the meeting.

You may still vote at the virtual Meeting even if you have appointed a proxy. If you have previously submitted a Proxy Form, your attendance at the Meeting will not revoke your proxy appointment unless you vote on a Resolution during the

Voting by a corporation

A body corporate that is a Shareholder or which has been appointed as a proxy, may appoint an individual to act as its representative at the Meeting. The appointment must comply with the requirements of section 250D of the Corporations Act. The Company will require written proof of the representative's appointment which must be lodged with or presented to the Company before the AGM (including any authority under which it is signed, unless it has previously been given to the Company).

Notice of Meeting

Technical Difficulties

Should any technical difficulties arise during the course of the AGM, the Chair of the AGM has discretion as to whether and how the meeting should proceed having regard to the number of shareholders impacted and the extent to which participation is affected. Where the Chair considers it appropriate, the Chair may continue to hold the meeting and transact business, including conducting a poll and voting in accordance with valid proxy instructions received by the Company. For this reason, shareholders are encouraged to lodge a proxy by no later than 7.00pm (Sydney time) on Tuesday, 25 November 2025 (being not later than 48 hours before the commencement of the Meeting) even if they plan to attend online.

Other Matters

The Notice is important and should be read in its entirety. If you are in doubt as to the course of action you should follow, you should consult your financial adviser or other professional adviser. If you have any difficulties obtaining a copy of the Notice of Meeting please contact the Company's share registry, Computershare Investor Services Pty Limited on 1300 850 505 (within Australia) or +61 (3) 9415 4000 (overseas).

Terms used in this Notice of Meeting are defined in section 101 (Interpretation) of the accompanying Explanatory Memorandum.

Notice of Meeting

Agenda

Ordinary business

Financial Reports

To receive and consider the Company's Annual Report comprising the Directors' Report and Auditors' Report, Directors' Declaration, Consolidated Statement of Comprehensive Income, Consolidated Statement of Financial Position, Consolidated Statement of Changes in Equity, Consolidated Statement of Cash Flows and notes to and forming part of the financial statements for the Company and its controlled entities for the financial year ended 30 June 2025.

1. Remuneration Report

To consider and, if thought fit, pass the following Resolution, with or without amendment, as an Advisory Resolution of the Company:

"That, for the purpose of section 250R(2) of the Corporations Act and all other purposes, the Remuneration Report for the year ended 30 June 2025 (as set out in the Directors Report) is adopted."

The vote on this Resolution 1 is advisory only and does not bind the Directors or the Company.

Voting restriction pursuant to section 250R(4) of the Corporations Act for Resolution 1

A vote on this Resolution 1 must not be cast (in any capacity) by or on behalf of either of the following persons:

- a member of the Key Management Personnel (**KMP**) details of whose remuneration are included in the Remuneration Report; and
- a Closely Related Party of such a member.

However, the above persons may cast a vote on Resolution 1 if:

- the person does so as a proxy;
- the vote is not cast on behalf of a member of the KMP details of whose remuneration are included in the Remuneration Report or a Closely Related Party of such a member; and
- either:
 - the voter is appointed as a proxy by writing that specifies the way the proxy is to vote on the Resolution; or
 - the voter is the Chair of the Meeting and the appointment of the Chair as proxy:
 - does not specify the way the proxy is to vote on the Resolution; and
 - expressly authorises the Chair to exercise the proxy even if the Resolution is connected directly or indirectly with the remuneration of a member of the KMP for the Company or, if the Company is part of a consolidated entity, for the entity.

Voting intention of the Chair

Shareholders should be aware that any undirected proxies given to the Chair will be cast by the Chair and counted in favour of Resolution 1, subject to compliance with the Corporations Act. In exceptional circumstances, the Chair may change his/her voting intention on any Resolution, in which case an ASX announcement will be made. Further details, in relation to the ability of the Chair to vote on undirected proxies are set out in the accompanying proxy form.

Notice of Meeting

2. Re-election of Neil Herbert as a Director

To consider and, if thought fit, pass the following Resolution, with or without amendment, as an Ordinary Resolution of the Company:

“That Neil Herbert, who retires in accordance with Rule 40.1(c) of the Company’s Constitution and, being eligible, offers himself for re-election, be re-elected as a Non-Executive Director of the Company.”

3. Re-election of Christelle van der Merwe as a Director

To consider and, if thought fit, pass the following Resolution, with or without amendment, as an Ordinary Resolution of the Company:

“That Christelle van der Merwe, who retires in accordance with Rule 40.1(c) of the Company’s Constitution and, being eligible, offers herself for re-election, be re-elected as an Executive Director of the Company.”

4. Authority to issue shares for cash

To consider and, if thought fit, pass the following Ordinary Resolution, with or without amendment:

“That the Directors be authorised pursuant to Rule 6.3 of the Company’s Constitution to allot and issue Equity Securities for cash as if Rule 6.1 did not apply to any such allotment provided that this authority shall be limited to the allotment and issue of up to a maximum of 15% of the issued share capital of the Company as at the date of the Meeting, with such authority to be valid from the date of approval until the date of the Company’s next Annual General Meeting.”

5. Authority to issue shares for non-cash consideration purposes

To consider and, if thought fit, pass the following Resolution, with or without amendment, as an Ordinary Resolution of the Company:

“That the Directors be authorised pursuant to Rule 6.2(a) of the Company’s Constitution to allot and issue Equity Securities up to a maximum of 15% of the issued share capital of the Company as at the date of the Meeting, to be used for non-cash consideration purposes. Such authority to be valid from the date of approval until the date of the Company’s next Annual General Meeting.”

Special business

6. Approval to issue an additional 10% of the issued capital of the Company over a 12 month period pursuant to Listing Rule 7.1A

To consider and, if thought fit, pass the following Special Resolution, as a Special Resolution of the Company:

*“That, pursuant to and in accordance with Listing Rule 7.1A, and for all other purposes, the Shareholders approve the issue of Equity Securities of up to 10% of the issued capital of the Company (at the time of issue) calculated in accordance with the formula prescribed in Listing Rule 7.1A.2, over a 12 month period from the date of the Meeting, at a price not less than that determined pursuant to Listing Rule 7.1A.3 and otherwise on the terms and conditions in the Explanatory Memorandum (**Additional Placement Securities**).”*

Notice of Meeting

Voting exclusion statement for Resolution 6

The Company will disregard any votes cast in favour of this Resolution 6 by or on behalf of:

- any person who is expected to participate in, or who will obtain a material benefit as a result of the proposed issue (except a benefit solely by reason of being a holder of Shares if this Resolution is passed); or
- an Associate of that person or those persons.

However, this does not apply to a vote cast in favour of this Resolution 6 by:

- a person as a proxy or attorney for a person who is entitled to vote on the Resolution, in accordance with directions given to the proxy or attorney to vote on the Resolution in that way; or
- the Chair of the Meeting as proxy or attorney for a person who is entitled to vote on the Resolution, in accordance with a direction given to the Chair to vote on the Resolution as the Chair decides; or
- a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:
 - the beneficiary provides written confirmation to the holder that the beneficiary is not excluded from voting, and is not an Associate of a person excluded from voting, on the Resolution; and
 - the holder votes on the Resolution in accordance with directions given by the beneficiary to the holder to vote in that way.

General business

To consider any other business as may be lawfully put forward in accordance with the Constitution of the Company.

By order of the Board



Amanda Harsas
Finance Director and Company Secretary

28 October 2025

Explanatory Memorandum

1. Introduction

This Explanatory Memorandum is provided to Shareholders of Atlantic Lithium Limited ACN 127 215 132 (**Company**) to explain the Resolutions to be put to Shareholders at the AGM to be held online only by <https://meetnow.global/M4RU2LP> on Thursday, 27 November 2025 at 7.00pm (Sydney time) / 8.00am (London time).

The Directors recommend Shareholders read the accompanying Notice of Meeting and this Explanatory Memorandum in full before making any decision in relation to the Resolutions.

Terms used in this Explanatory Memorandum are defined in section 101.

2. Consider the Company's Annual Report

The Company's Annual Report comprising the Directors' Report and Auditors' Report, Directors' Declaration, Consolidated Statement of Comprehensive Income, Consolidated Statement of Financial Position, Consolidated Statement of Changes in Equity, Consolidated Statement of Cash Flows and notes to and forming part of the financial statements for the Company and its controlled entities for the financial year ended 30 June 2025 was released to the ASX Limited on 11 September 2025 and subsequently dispatched to Shareholders as required.

Shareholders can access a copy of the Company's Annual Report at <https://www.atlanticlithium.com.au/reports-presentations>. The Company will not provide a hard copy of the Company's Annual Report to Shareholders unless specifically requested to do so.

The Company's Annual Report is placed before the Shareholders for discussion. No voting is required for this item.

3. Resolution 1 - Remuneration Report

3.1 Remuneration Report

The Board has distributed its Remuneration Report to Shareholders for consideration and adoption by way of a non-binding Advisory Resolution in accordance with section 250R of the Corporations Act.

The Remuneration Report is set out in the Directors' Report section of the Annual Report. The Report, amongst other things:

- (a) explains the Board's policy for determining the nature and amount of remuneration of Key Management Personnel of the consolidated entity;
- (b) explains the relationship between the Board's remuneration policy and the Company's performance;
- (c) sets out remuneration details for each Key Management Personnel of the consolidated entity including details of performance related remuneration and any options or other securities granted as part of remuneration; and
- (d) details and explains any performance conditions applicable to the remuneration of Key Management Personnel of the Company.

The Board believes the Company's remuneration policies and structures as outlined in the Remuneration Report are appropriate relative to the size of the Company, its business and strategic objectives and current and emerging market practices.

A reasonable opportunity will be provided for discussion of the Remuneration Report at the Meeting.

The Directors abstain, in the interests of corporate governance, from making a recommendation in relation to this Resolution. In accordance with the Corporations Act, a vote on this Resolution is advisory only and does not bind the Directors or the Company.

Explanatory Memorandum

There are restrictions on members of the Key Management Personnel and their Closely Related Parties and their proxies voting (in any capacity) on Resolution 1, details of which are set out in the voting restriction statement included in Resolution 1 of the Notice of Meeting.

Shareholders should be aware that any undirected proxies given to the Chair will be cast by the Chair and counted in favour of Resolution 1 subject to compliance with the Corporations Act. In exceptional circumstances, the Chair may change his/her voting intention on any Resolution, in which case an ASX announcement will be made.

4. Resolution 2 - Re-election of Neil Herbert as a Director

Neil Herbert retires in accordance with Rule 40.1(c) of the Company's Constitution (which provides that at each AGM one-third of the Directors for the time being must retire excluding any Director already required to submit for election or re-election under Rule 40 and any Managing Director). Being eligible, Mr Herbert offers himself for re-election as a Non-Executive Director.

Mr Herbert is chair of the Board and is also a member of the Company's Audit & Risk Committee and is a member of the Company's Nomination & Remuneration Committee.

Mr Herbert is a Fellow of the Association of Chartered Certified Accountants with over 30 years of experience in finance. Further, Mr Herbert has over 25 years of experience growing and developing mining, oil and gas companies both as an executive and as an investment manager.

Until May 2013, Mr Herbert was co-chairman and managing director of an AIM-listed natural resources investment company called Polo Resources Limited. Prior to this, he was a director of a resource investment company called Galahad Gold plc. During his time at Galahad Gold plc, Mr Herbert acted as the finance director of the company's most successful investment, which was in a start-up uranium company called UraMin Inc. from 2005 to 2007, during which Mr Herbert worked to float UraMin Inc on AIM and the Toronto Stock Exchange, and successfully raised US\$400 million in equity financing and subsequently negotiated the sale of the group for US\$2.5 billion.

Mr Herbert has also held board positions at several other resource companies where he was involved in managing numerous acquisitions, disposals, stock market listings and fundraisings. Mr Herbert holds a joint honours degree in economics and economic history from the University of Leicester. Mr Herbert also serves as a director of Pulsar Helium Inc (appointed 17 November 2022) which is listed on the Toronto Stock Exchange (TSX).

The Board (with Neil Herbert abstaining) unanimously recommends that you vote in favour of this Ordinary Resolution.

5. Resolution 3 - Re-election of Christelle van der Merwe as a Director

Christelle van der Merwe retires in accordance with Rule 40.1(c) of the Company's Constitution (which provides that at each AGM one-third of the Directors for the time being must retire excluding any Director already required to submit for election or re-election under Rule 40 and any Managing Director). Being eligible, Ms van der Merwe offers herself for re-election as an Executive Director.

Ms van der Merwe is a Senior Manager in the Growth & Strategic Development team at Assore. She has been a geologist for Assore since 2013 and is involved with strategic and resource investment decisions of the company. Ms van der Merwe is a member of SACNASP, the GSSA and AUSIMM.

The Board (with Christelle van der Merwe abstaining) unanimously recommends that you vote in favour of this Ordinary Resolution.

Explanatory Memorandum

6. Resolution 4 - Authority to issue shares for cash

Under Rule 6.1 of the Company's Constitution, prior to issuing Equity Securities (meaning shares (including preference shares), stock, stock units and rights or options to subscribe for any of the foregoing) the Company is required to make an offer of Equity Securities first to Shareholders pro rata to their existing holdings. Rule 6.3 then allows the Company to resolve, by Ordinary Resolution, that the Directors are authorised to issue and allot Equity Securities for up to 15% of the Company's issued share capital for cash as if the pre-emption rights did not apply (a **Disapplication Resolution**).

It is the Company's view that it can raise capital in a cost efficient and timely manner by carrying out a private placement of its shares instead of an offer of Equity Securities to all existing Shareholders where the costs of compliance with relevant securities laws would be much greater.

Accordingly, Resolution 4 seeks Shareholder approval under Rule 6.3 of the Company's Constitution to authorise the Directors to issue up to 15% of the Company's issued share capital at the time of the Meeting, as if the pre-emption rights in Rule 6.1 of the Company's Constitution did not apply. By way of example and using the issued share capital of the Company at the date of this Notice of Meeting, approval to issue 15% of the Company's capital pursuant to this Resolution would represent 107,866,219 shares.

The Directors will be authorised to issue Equity Securities for cash without first offering them to all Shareholders of the Company on a pro rata basis which is equal to 15% of the Company's issued share capital as at the date the Resolution is approved.

An authority given under this Resolution will expire at the earlier of the conclusion of the next AGM, or the date twelve (12) months from the date of the Resolution or revocation of the authority by the Company.

For completeness, the Company notes that Resolution 4 is not authorising a specific issue of shares for the purposes of Listing Rule 7.1 and any future issue of shares will be required to be issued in accordance with the Listing Rules, including without limitation Listing Rule 7.1. The Board strongly supports this Resolution and unanimously recommends all shareholders vote in favour.

7. Resolution 5 - Authority to issue shares for non-cash consideration purposes

Resolution 5 seeks shareholder approval for the purposes of Rule 6.2(a) of the Company's Constitution to specifically authorise the Directors to issue and allot up to a maximum of 15% of the Company's Issued Share Capital (at the time of the Meeting) to be used at the discretion of the Board as consideration to key suppliers for services rendered and / or capital expenditure (eg. project-related equity) for the period through to the Company's next AGM, in order to assist with the preservation of the Company's treasury.

Under Rule 6.1 of the Constitution, the Company is required to make an offer of Equity Securities first to existing Shareholders pro rata to their existing holdings (the "Pre-emption Rights"). Rule 6.2(a) enables the issue of Equity Securities which are wholly paid up otherwise than in cash free of such Pre-emption Rights where this is approved by an Ordinary Resolution of the Company's Shareholders. By way of example and using the issued share capital of the Company at the date of this Notice of Meeting, approval to issue 15% of the Company's capital pursuant to this Resolution would represent 107,866,219 shares.

For completeness, the Company notes that Resolution 5 is not authorising a specific issue of shares for the purposes of Listing Rule 7.1 and any future issue of shares will be required to be issued in accordance with the Listing Rules, including without limitation Listing Rule 7.1.

The Board strongly supports this Resolution and unanimously recommends all shareholders vote in favour.

Explanatory Memorandum

8. Resolution 6 – Approval to issue an additional 10% of the issued capital of the Company over a 12 month period pursuant to Listing Rule 7.1A

8.1 Introduction

Pursuant to Resolution 6, the Company is seeking Shareholder approval to issue an additional 10% of issued capital over a 12 month period pursuant to Listing Rule 7.1A. If passed, this Resolution will allow the Company to allot and issue up to the number of new Equity Securities calculated in accordance with Listing Rule 7.1A.2 (**Additional Placement Securities**) each at an issue price of at least 75% of the volume weighted average price (**VWAP**) for the Company's Equity Securities in that class (calculated over the last 15 Trading Days on which trades in the Equity Securities are recorded immediately before the date on which the price at which the Additional Placement Securities are to be issued is agreed, or if the Additional Placement Securities are not issued within ten Trading Days of that date, the date on which the Additional Placement Securities are issued) (**Issue Price**).

This approval is sought pursuant to Listing Rule 7.1A. Under Listing Rule 7.1A small and mid-cap listed entities that meet the eligibility threshold and have obtained the approval of their ordinary shareholders by Special Resolution at the AGM, are permitted to issue an additional 10% of issued capital over a 12 month period from the date of the AGM (**Additional 10% Placement**). The Additional 10% Placement under Listing Rule 7.1A is in addition to the ability of the Company to issue 15% of its issued capital without Shareholder approval over a 12 month period pursuant to Listing Rule 7.1.

The Company may issue the Additional Placement Securities to raise funds for the Company. Funds raised from the issue of Additional Placement Securities, if undertaken, would be applied towards acceleration of exploration and development of the Company's projects. The funds will also be used towards general working capital requirements and corporate costs.

The Directors of the Company unanimously recommend that Shareholders vote in favour of Resolution 6.

8.2 Listing Rule 7.1A

(a) General

(1) Eligibility

An entity is eligible to undertake an Additional 10% Placement if at the time of its AGM it has a market capitalisation of \$300 million or less and it is not included in the S&P/ASX300 Index.

The Company has a market capitalisation of less than \$300 million and is not included in the S&P/ASX300 Index and is therefore an "Eligible Entity" and able to undertake an Additional 10% Placement under Listing Rule 7.1A.

In the event that the Company for any reason ceases to be an Eligible Entity after the Company has already obtained Shareholders' approval pursuant to this Resolution 6, the approval obtained will not lapse and the Company will still be entitled to issue the Additional Placement Securities.

(2) Special Resolution

Listing Rule 7.1A requires this Resolution 6 to be passed as a Special Resolution, which means that it must be passed by at least 75% of the votes cast by members entitled to vote on the Resolution. Pursuant to Listing Rule 7.1A, no Additional Placement Securities will be issued until and unless this Special Resolution is passed at the meeting.

(3) Shareholder approval

The ability to issue the Additional Placement Securities is conditional upon the Company obtaining Shareholder approval by way of a Special Resolution at the Meeting.

Explanatory Memorandum

(b) **Additional 10% Placement period - Listing Rule 7.1A.1**

Assuming Resolution 6 is passed, shareholder approval of the Additional 10% Placement under Listing Rule 7.1A is valid from the date of the AGM and expires on the earlier to occur of:

- (1) the date that is 12 months after the date of the AGM;
- (2) the time and date of the Company's next AGM; or
- (3) the time and date of the approval by Shareholders of a transaction under Listing Rule 11.1.2 (a significant change to the nature or scale of activities) or Listing Rule 11.2 (disposal of main undertaking).

If approval is given for the issue of the Additional Placement Securities then the approval will expire on 27 November 2026 unless the Company holds its next AGM or shareholder approval is granted pursuant to Listing Rule 11.1.2 or Listing Rule 11.2 prior to that date.

(c) **Calculation for Additional 10% Placement - Listing Rule 7.1A.2**

Listing Rule 7.1A.2 provides that Eligible Entities which have obtained shareholder approval at an AGM may issue or agree to issue, during the period of the approval, a number of Equity Securities calculated in accordance with the following formula:

$(A \times D) - E$

Where:

A is the number of fully paid ordinary securities on issue at the commencement of the 12 month period immediately preceding the date of issue or agreement (**relevant period**):

- (1) plus the number of fully paid ordinary securities issued in the relevant period under an exception in Listing Rule 7.2 other than exception 9, 16 or 17;
- (2) plus the number of fully paid ordinary securities issued in the relevant period on the conversion of convertible securities within Listing Rule 7.2 exception 9 where:
 - (A) the convertible securities were issued or agreed to be issued before the commencement of the relevant period; or
 - (B) the issue of, or agreement to issue, the convertible securities was approved, or taken under the Listing Rules to have been approved, under Listing Rule 7.1 or Listing Rule 7.4;
- (3) plus the number of fully paid ordinary securities issued in the relevant period under an agreement to issue securities under Listing Rule 7.2 exception 16 where:
 - (A) the agreement was entered into before the commencement of the relevant period; or
 - (B) the agreement or issue was approved, or taken under the Listing Rules to have been approved, under Listing Rule 7.1 or Listing Rule 7.4;
- (4) plus the number of any other fully paid ordinary shares issued in the relevant period with approval under Listing Rule 7.1 or Listing Rule 7.4;
- (5) plus the number of partly paid ordinary securities that became fully paid in the relevant period;
- (6) less the number of fully paid ordinary securities cancelled in the relevant period.

D is 10%.

E is the number of Equity Securities issued or agreed to be issued under Listing Rule 7.1A.2 in the relevant period where the issue or agreement has not been subsequently approved by the shareholders under Listing Rule 7.4.

Explanatory Memorandum

(d) **Listing Rule 7.1A.3**

(1) **Equity Securities**

Any Equity Securities issued under the Additional 10% Placement must be in the same class as an existing quoted class of Equity Securities of the Company and issued for cash consideration.

As at the date of this Notice of Meeting, the class of Equity Securities in the Company quoted on the ASX is fully paid ordinary shares. The Company presently has 719,108,127 Shares on issue at the date of this Notice of Meeting.

(2) **Minimum issue price**

The issue price for the Additional Placement Securities issued under Listing Rule 7.1A must be not less than 75% of the VWAP of Equity Securities in the same class calculated over the 15 Trading Days immediately before:

- (A) the date on which the price at which the relevant Additional Placement Securities are to be issued is agreed by the Company and the recipient of the Additional Placement Securities; or
- (B) if the relevant Additional Placement Securities are not issued within ten Trading Days of the date in paragraph 11.2(d)(2)(A) above, the date on which the relevant Additional Placement Securities are issued.

(e) **Information to be given to ASX - Listing Rule 7.1A.4**

If Resolution 6 is passed and the Company issues any Additional Placement Securities under Listing Rule 7.1A, the Company must:

- (1) state in its announcement of the issue or in its application for quotation of the Additional Placement Securities that they are being issued under Listing Rule 7.1A; and
- (2) give to the ASX immediately after the issue a list of allottees of the Additional Placement Securities and the number of Additional Placement Securities allotted to each (this list will not be released to the market).

(f) **Listing Rule 7.1 and Listing Rule 7.1A**

The ability of an entity to issue Equity Securities under Listing Rule 7.1A is in addition to the entity's 15% placement capacity under Listing Rule 7.1.

At the date of this Notice of Meeting, the Company has on issue 719,108,127 Shares. The Company will have the capacity to issue the following Shares on the date of the Meeting:

- (1) 107,866,219 Shares under Listing Rule 7.1; and
- (2) subject to Shareholder approval being obtained under Resolution 6, 71,910,812 Shares under Listing Rule 7.1A.

The actual number of Equity Securities that the Company will have the capacity to issue under Listing Rule 7.1A will be calculated at the date of issue of the Equity Securities in accordance with the formula prescribed in Listing Rule 7.1A.2 (as described above).

This Resolution 6 also seeks shareholder approval for the avoidance of any doubt to allow the Directors pursuant to Rule 6.3 of the Constitution to allot and issue any Additional Placement Securities under Listing Rule 7.1A for cash as if Rule 6.1 did not apply to any such allotment, provided that this authority shall be limited to the allotment of a maximum of 71,910,812 Shares under Listing Rule 7.1A.

Explanatory Memorandum

8.3 Specific information required by Listing Rule 7.3A

(a) The period for which the approval will be valid - Listing Rule 7.3A.1

As required by Listing Rule 7.3A.3, the Company will only issue and allot the Additional Placement Securities during the approval period. The approval period under Resolution 6 for the issue of the Additional Placement Securities runs from the date of the Meeting and will expire on the earlier of the date that is 12 months after the date of the Meeting, the date of the Company's next AGM or the date that Shareholders approve a transaction under Listing Rule 11.1.2 (a significant change to the nature or scale of activities of the Company) or Listing Rule 11.2 (the disposal of the main undertaking of the Company).

(b) Minimum price of securities issued under Listing Rule 7.1A - Listing Rule 7.3A.2

Pursuant to and in accordance with Listing Rule 7.1A.3, the Additional Placement Securities issued pursuant to approval under Listing Rule 7.1A must be issued for cash consideration and have an issue price of not less than 75% of the VWAP for the Equity Securities over the 15 Trading Days on which trades in that class were recorded immediately before:

- (1) the date on which the price at which the Additional Placement Securities are to be issued is agreed; or
- (2) if the Additional Placement Securities are not issued within ten Trading Days of the date in paragraph 13.3(b)(1) above, the date on which the Additional Placement Securities are issued.

The Company will disclose to the ASX the issue price on the date of issue of the Additional Placement Securities.

(c) Purpose - Listing Rule 7.3A.3

As noted above, the purpose for which the Additional Placement Securities may be issued include to raise funds for the Company. Funds raised from the issue of Additional Placement Securities, if undertaken, would be applied towards acceleration of exploration and development of the Company's projects. The funds will also be used towards general working capital requirements and corporate costs.

(d) Risk of economic and voting dilution - Listing Rule 7.3A.4

As provided by Listing Rule 7.3A.2, if Resolution 6 is passed and the Company issues the Additional Placement Securities, there is a risk of economic and voting dilution to the existing Shareholders. The Company currently has on issue 719,108,127 Shares. The Company could issue 179,777,031 Shares under Listing Rules 7.1 and 7.1A on the date of the Meeting if Resolution 6 is passed (however, it is important to note that the exact number of Equity Securities which may be issued will be calculated in accordance with the formula contained in Listing Rule 7.1A.2 details of which are set out above). Any issue of Additional Placement Securities will have a dilutive effect on existing shareholders.

There is a specific risk that:

- (1) the Market Price for the Company's Equity Securities may be significantly lower on the date of the issue of any Additional Placement Securities than it is on the date of the Meeting; and
- (2) the Additional Placement Securities may be issued at a price that is at a discount to the Market Price for the Company's Equity Securities on the issue date,

which may have an effect on the amount of funds raised by the issue or the value of the Additional Placement Securities.

As required by Listing Rule 7.3A.4, Table 1 below shows the potential economic and voting dilution effect, in circumstances where the issued share capital has doubled and the Market Price of the shares has halved. Table 1 also shows additional scenarios in which the issued share capital has increased (by both 50% and 100%) and the Market Price of the shares has:

Explanatory Memorandum

- (1) decreased by 50%; and
- (2) increased by 100%.

Issued Share capital	50% decrease in Market Price \$0.10		Current Market Price \$0.20		100% increase in Market Price \$0.40	
	10% Voting Dilution	Capital Raised	10% Voting Dilution	Capital Raised	10% Voting Dilution	Capital Raised
Present issued Share capital = 719,108,127 Shares	71,910,812	\$7,191,081	71,910,812	\$14,382,162	71,910,812	\$14,382,162
50% Increase in Share capital = 1,078,662,190 Shares	107,866,219	\$10,786,622	107,866,219	\$21,573,244	107,866,219	\$43,146,488
100% Increase in Share capital = 1,438,216,254 Shares	143,821,625	\$14,382,163	143,821,625	\$28,764,325	143,821,625	\$57,528,650

Assumptions and explanations

- (1) The Market Price is \$0.20 based on the closing price of the Shares on ASX on 22 October 2025.
- (2) The above table only shows the dilutionary effect based on the issue of the Additional Placement Securities (assuming only Shares are issued), and not any Shares issued under the 15% under Listing Rule 7.1.
- (3) The 10% voting dilution reflects the aggregate percentage dilution against the issued share capital at the time of issue.
- (4) The Company issues the maximum number of Additional Placement Securities.
- (5) The issued Share capital has been calculated in accordance with the formula in Listing Rule 7.1A(2) as at 22 October 2025.
- (6) The issue price of the Additional Placement Securities used in the table is the same as the Market Price and does not take into account the discount to the Market Price (if any).

(e) Company's allocation policy - Listing Rule 7.3A.5

The Company's allocation policy is dependent on the prevailing market conditions at the time of any proposed issue of the Additional Placement Securities. The identity of the allottees of Additional Placement Securities will be determined on a case-by-case basis having regard to a number of factors including but not limited to the following:

- (1) the methods of raising funds that are available to the Company including, but not limited to, rights issue or other issue in which existing shareholders can participate;
- (2) the effect of the issue of the Additional Placement Securities on the control of the Company;
- (3) the financial situation and solvency of the Company; and
- (4) advice from corporate, financial and broking advisers (if applicable).

Explanatory Memorandum

The allottees of the Additional Placement Securities have not been determined as at the date of this Notice but may include existing substantial Shareholders and new Shareholders who are not related parties or Associates of a related party of the Company.

(f) **Previous issues under Listing Rule 7.1A.2 - Listing Rule 7.3A.6**

The Company has not issued or agreed to issue any Equity Securities under Listing Rule 7.1A.2 in the 12 months preceding the date of meeting.

8.4 **Voting exclusion statement**

A voting exclusion statement is included in the Notice of Meeting. At the date of the Notice of Meeting, the proposed allottees of any Additional Placement Securities are not as yet known or identified. In these circumstances (and in accordance with the note set out in Listing Rule 14.11.1 relating to Listing Rule 7.1 and Listing Rule 7.1A), for a person's vote to be excluded, it must be known that that person will participate in the proposed issue. Where it is not known who will participate in the proposed issue (as is the case in respect of the Additional Placement Securities), Shareholders must consider the proposal on the basis that they may or may not get a benefit and that it is possible that their holding will be diluted and there is no reason to exclude their votes.

8.5 **Directors' recommendation**

The Board unanimously recommends that you vote in favour of this Special Resolution.

9. **Voting entitlement**

For the purposes of determining voting entitlements at the Meeting, in accordance with Regulation 7.11.37 of the *Corporations Regulations 2001* (Cth), Shares will be taken to be held by the persons who are registered as holding the Shares at 7pm (Sydney time) on Tuesday, 25 November 2025. Accordingly, transactions registered after that time will be disregarded in determining entitlements to attend and vote at the Meeting.

10. **Interpretation**

Advisory Resolution means a Resolution which, the result of voting by Shareholders, does not bind the Company.

AGM means annual general meeting.

Annual Report means the annual report for the Company released to the ASX on 11 September 2025.

Associate has the meaning given to that term in the Corporations Act.

ASX means ASX Limited ACN 008 624 691 or the Australian Securities Exchange (as applicable).

Board means the board of directors of the Company.

Chair means the person who chairs the Meeting.

Explanatory Memorandum

Closely Related Party (as defined in the Corporations Act) of a member of the Key Management Personnel for an entity means:

- (a) a spouse or child of the member;
- (b) a child of the member's spouse;
- (c) a dependant of the member or the member's spouse;
- (d) anyone else who is one of the member's family and may be expected to influence the member, or be influenced by the member, in the member's dealings with the entity;
- (e) a company the member controls; or
- (f) a person prescribed by the regulations for the purposes of this definition.

Company means Atlantic Lithium Limited ACN 127 215 132.

Constitution means the constitution of the Company from time to time.

Corporations Act means the *Corporations Act 2001* (Cth) as amended, varied or replaced from time to time.

Director means a director of the Company.

Equity Securities has the meaning given to that term in the Listing Rules.

Explanatory Memorandum means this explanatory memorandum accompanying the Notice of Meeting.

Group means the Company and its subsidiaries.

Key Management Personnel or **KMP** has the definition given in *Accounting Standards AASB 124 Related Party Disclosure* as those persons having authority and responsibility for planning, directing and controlling the activities of the entity, directly and indirectly, including any director (whether executive or otherwise) of that entity.

Listing Rule means the official listing rules of the ASX as amended from time to time.

Meeting means the annual general meeting to be held online only by <https://meetnow.global/M4RU2LP> on Thursday, 27 November 2025 at 7.00pm (Perth time) / 8.00am (London time).

Notice of Meeting or **Notice** means the notice of meeting giving notice to Shareholders of the Meeting, accompanying this Explanatory Memorandum.

Ordinary Resolution means a resolution passed by more than 50% of the votes cast at a general meeting of shareholders.

Related Party has the meaning in section 228 of the Corporations Act.

Remuneration Report means the remuneration report as contained in the annual Directors Report of the Company for the financial year ending 30 June 2024.

Resolution means a resolution as set out in the Notice of Meeting.

Securities has the meaning in section 92(1) of the Corporations Act.

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

Shareholder means a holder of Shares in the Company.

Explanatory Memorandum

Special Resolution means a resolution:

- (a) of which notice has been given as set out in paragraph 249L(1)(c) of the Corporations Act; and
- (b) that has been passed by at least 75% of the votes cast by members entitled to vote on the resolution.

Trading Day has the meaning given to that term in the Listing Rules.

VWAP means the volume weighted average closing price on the ASX.

Any inquiries in relation to the Resolutions or the Explanatory Memorandum should be directed to the Company Secretary at info@atlanticlithium.com.au.



MR A SAMPLE
< DESIGNATION>
SAMPLE STREET
SAMPLE TOWN
SAMPLE CITY
SAMPLE COUNTY
AA11 1AA

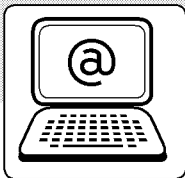


Holder Reference Number

C00000000000



Form of Instruction - Annual General Meeting to be held on 27 November 2025



To View the Notice of Meeting online visit:

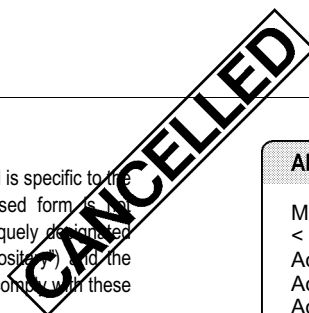
<https://www.atlanticlithium.com.au/gm-notices>

To be effective, all forms of instruction must be lodged at the office of the Depositary at:
Computershare Investor Services PLC, The Pavilions, Bridgwater Rd, Bristol BS99 6ZY by 21 November 2025 at 8.00 am (GMT).

Explanatory Notes:

1. Please indicate, by placing "X" in the appropriate space overleaf, how you wish your votes to be cast in respect of each of the Resolutions. If this form is duly signed and returned, but without specific direction as to how you wish your votes to be cast, the form will be rejected.
2. The 'Vote Abstain' option overleaf is provided to enable you to abstain on any particular Resolution. However, it should be noted that a 'Vote Abstain' 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.
3. To give an instruction via the CREST system, CREST messages must be received by the issuer's agent (ID number 3RA50) not later than by 21 November 2025 at 8.00 am (GMT). For this purpose, the time of receipt 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 an appointment sent by CREST in the circumstances set out in Regulation 35(5)(a) of the Uncertificated Securities Regulations 2001.
4. Any alterations made in this form should be initialled.
5. 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 Depositary Interest Register at close of business on 21 November 2025. Changes to entries on the Depositary Interest Register after that time shall be disregarded in determining the rights of any person to vote for the meeting.

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. Computershare Investor Services PLC (the "Depositary") and the Custodian accept no liability for any instruction that does not comply with these conditions.



All Named Holders

MR A SAMPLE
< Designation>
Additional Holder 1
Additional Holder 2
Additional Holder 3
Additional Holder 4

Form of Instruction

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



C0000000000

I/We hereby instruct the Custodian "Computershare Clearing Pty Ltd a/c CCNL DI" to vote on my/our behalf at the Annual General Meeting of the Company to be held **virtually, on 27 November 2025 at 7.00 pm (Sydney time)**, and at any adjournment thereof.

CANCELLED

Ordinary Resolutions

- | | For | Against | Abstain |
|--|--------------------------|--------------------------|--------------------------|
| 1. Remuneration Report | ☐ | ☐ | ☐ |
| 2. Re-election of Neil Herbert as a Director | ☐ | ☐ | ☐ |
| 3. Re-election of Christelle van der Merwe as a Director | ☐ | ☐ | ☐ |
| 4. Authority to issue shares for cash | ☐ | ☐ | ☐ |
| 5. Authority to issue shares for non-cash consideration purposes | ☐ | ☐ | ☐ |

Special Resolution

- | | | | |
|--|--------------------------|--------------------------|--------------------------|
| 6. Approval to issue an additional 10% of the issued capital of the Company over a 12 month period pursuant to Listing Rule 7.1A | ☐ | ☐ | ☐ |
|--|--------------------------|--------------------------|--------------------------|

Signature

Date

CANCELLED

In the case of joint holders, only one holder need sign. In the case of a corporation, the Form of Instruction should be signed by a duly authorised official whose capacity should be stated, or by an attorney.

