

25 September 2020

## CLEANSING PROSPECTUS

### Any secondary trading restrictions removed

Clean lithium developer **Lake Resources NL (ASX: LKE; OTC: LLKKF)** advises that it has lodged a cleansing prospectus with ASIC today (25 September 2020). The primary purpose of the prospectus is to remove any secondary trading restrictions on the onsale of Shares recently issued by the Company prior to the Closing Date. Accordingly, the purpose of the Cleansing Prospectus is not to raise capital.

A copy of the prospectus and the Appendix 3B are attached.

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**About Lake Resources NL (ASX:LKE OTC:LLKKF) - Cleaner high purity lithium using efficient disruptive clean technology**

Lake Resources NL (ASX:LKE, OTC: LLKKF) is a clean lithium developer utilising clean, direct extraction technology for the development of sustainable, high purity lithium from its flagship Kachi Project, as well as three other lithium brine projects in Argentina. The projects are in a prime location within the Lithium Triangle, where 40% of the world's lithium is produced at the lowest cost.

This method will enable Lake Resources to be an efficient, responsibly-sourced, environmentally friendly and cost competitive supplier of high-purity lithium, which is readily scalable, and in demand from Tier 1 electric vehicle makers and battery makers.

1. **Clean-Tech:** Efficient, disruptive clean technology to produce sustainable high purity lithium, with a smaller environmental footprint, in demand by Tier1 EV makers and battery makers. This is a cost-competitive technology provided by our partner in California, Lilac Solutions, who have received the backing of the Bill Gates-led Breakthrough energy fund and MIT's The Engine fund.

2. **High Purity:** High Purity Lithium Carbonate samples (99.9%) with very low impurities has been produced from lithium brines from Lake's flagship project (refer ASX announcement 9 January 2020). The growth of higher density batteries to drive the latest electric vehicles has significantly increased demand for a high purity product with low impurities, and the process delivers this consistently for a premium price.

3. **Prime Location, Large Projects:** Lake's projects are located in the Lithium Triangle, in Argentina, the prime location globally for low cost lithium production from large projects. The Kachi project covers 70,000 ha over a salt lake south of Livent's lithium operation with a large indicated and inferred resource of 4.4 Mt LCE (Indicated 1.0Mt, Inferred 3.4Mt) (refer ASX announcement 27 November 2018). A pre-feasibility study (PFS) by a tier 1 engineering firm over Kachi shows a large, long-life low-cost potential operation with competitive production costs at the lower end of the cost curve similar to current lithium brine producers (refer ASX announcement 28 April 2020).

4. **Sustainable ESG Benefit:** The environmental footprint is far smaller than conventional brine evaporation processes or of hard rock mining. By using a benign water treatment process to produce lithium, Lake avoids any mining and returns virtually all water (brine) to its source without changing its chemistry (apart from lithium removal). This avoids the "water politics" in arid environments and is a better outcome for local communities. Tier 1 electric vehicle makers and Tier 1 battery makers have been seeking more sustainable, responsibly sourced materials in their supply chain which has driven demand for our products.

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ASX:LKE FRA:LK1 OTC:LLKKF

**CLEANER LITHIUM**  
FOR AN **ELECTRIC WORLD**

An innovative direct extraction technique, based on a well-used ion exchange water treatment method, has been tested for over 18 months in partnership with Lilac Solutions, with a pilot plant module operating on Kachi brines and has shown 80-90% recoveries. Battery quality lithium carbonate (99.9% purity) has been produced from Kachi brine samples with very low impurities (Fe, B, with <0.001 wt%) (refer ASX announcement 9 January 2020). Test results were incorporated into a Pre-Feasibility Study (PFS). The Lilac pilot plant module in California is producing samples for downstream participants. A pilot plant on site is planned to produce larger battery quality lithium samples. Discussions are advanced with downstream entities, as well as financiers, to develop the project.

On 3 July 2020, Lake Resources announced that the first samples of lithium chloride had been successfully produced from Lilac Solution's direct extraction pilot plant module, supporting the scale-up from previously successful lab-scale work. In the coming weeks, lithium carbonate samples will be available for downstream supply chain participants and off-takers. The sector continues to see positive news around demand and issues have been highlighted with a pending shortfall of supply of clean battery quality lithium.

Lake's other projects include the Olaroz and Cauchari brine projects, located adjacent to major world class brine projects in production or construction, including Orocobre's Olaroz lithium production and adjoins the impending production of Ganfeng Lithium/Lithium Americas' Cauchari project. Lake's Cauchari project has shown lithium brines over 506m interval with high grades averaging 493 mg/L lithium (117-460m) with up to 540 mg/L lithium. These results are similar to lithium brines in adjoining leases and infer an extension and continuity of these brines into Lake's leases (refer ASX announcements 28 May, 12 June 2019).

For more information on Lake, please visit <http://www.lakeresources.com.au/home/>

# Lake Resources N.L. ACN 079 471 980 (**Company**) – Prospectus

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## **Offer**

For the issue of up to 100,000 shares at an issue price of \$0.06 to raise up to \$6,000 (**Offer**).

## **Important Notice**

**This prospectus has also been prepared for the purposes of section 708A(11) of the Corporations Act 2001 (Cth) to remove any secondary trading restrictions on the on-sale of the Shares issued by the Company prior to the Closing Date.**

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

This is a transaction-specific prospectus issued in accordance with section 713 of the *Corporations Act 2001* (Cth).

# Prospectus

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## 1. Key Dates

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<b>Event Date</b>	<b>Date</b>
Lodgement of Prospectus with the ASIC and ASX	25 September 2020
Opening Date	28 September 2020
Closing Date*	29 September 2020
Trading commences for Offer Shares	30 September 2020

\*The dates set out in this table are subject to change and are indicative only. The Company reserves the right to alter this timetable at any time, subject to the Corporations Act and the Listing Rules, without notice.

## 2. Important information

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### 2.1 General

This Prospectus is dated 25 September 2020 and was lodged with ASIC on that date. Neither ASIC nor the ASX (nor their officers) take any responsibility as to the contents of this Prospectus or the merits of the investment to which this Prospectus relates. No Shares may be issued on the basis of this Prospectus later than 13 months after the date of this Prospectus.

This Prospectus contains offers of Shares (being continuously quoted Securities as defined in the Corporations Act) and has been prepared in accordance with section 713 of the Corporations Act. The Prospectus is intended to be read in conjunction with the publicly available information in relation to the Company which has been notified to ASX and does not include all information that would be included in a prospectus for an initial public offering.

The Offer is only available to those who are personally invited to accept the Offer. Applications for Shares offered pursuant to this Prospectus can only be submitted on an original Application Form which accompanies this Prospectus. No person is authorised to give information or to make any representation in connection with this Prospectus, which is not contained in the Prospectus. Any information or representation not so contained may not be relied on as having been authorised by the Company in connection with this Prospectus.

It is important that investors read this Prospectus in its entirety and seek professional advice where necessary. The Shares that are the subject of this Prospectus should be considered speculative.

### 2.2 Overseas Investors

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

### 2.3 Transaction Specific Prospectus

This Prospectus is a transaction specific prospectus for an offer of Shares (being continuously quoted Securities as defined in the Corporations Act) and has been prepared

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

## 2.4 Risk factors

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

The following is a summary of some of the key risks as set out in section 6 of this Prospectus.

<b>Risk</b>	<b>Summary</b>	<b>Further information</b>
Share Market Risk	<p>The market price of listed securities can be expected to rise and fall in accordance with general market conditions and other factors.</p> <p>The Shares under this Offer and in general carry no guarantee in respect of profitability, dividends, return on capital, or the price at which they may trade on the ASX.</p>	See section 6.2(a)
General Economic Conditions	Changes in the general economic climate in which the Company operates may adversely affect the financial performance of the Company.	See section 6.2(b)
Share price fluctuations	The market price of the Company's securities will be subject to varied and often unpredictable influences in the share market, including periods of high volatility and limited liquidity.	See section 6.2(c)
COVID-19	The COVID-19 pandemic may impact the Company's operations or cashflow and may affect the supply of materials and limit the availability of appropriate workers required for the Company to progress the development of its project.	See section 6.2(g)
Risk specific to the Offer	The Offer entitles an Eligible Shareholder to subscribe for Shares at a price of \$0.06. As Shares are readily available on the market, there is a risk that the Company's share price may fall below the Issue Price.	See section 6.3
Operational Risks	The operations of the Company may be disrupted by a variety of risks and hazards which are beyond the control of the Company.	See section 6.3(a)
Emerging Market	Argentina is considered to be an emerging market economy. Emerging markets are generally more vulnerable to market volatility as well as political and economic instability more so than developed markets. As	See section 6.3 (c)

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	such, investments in securities of issuers with all or substantially all of its interests in an emerging market are subject to certain risks which may affect economic and fiscal results.	
Community Issues	Parts of Argentina are sensitive to community issues, indigenous issues and the need to create employment and the authorities in some regions are politically not pro-investment but rather sympathisers of populist claims of organised groups and with anti-mining attacks and anti-development themes.	See section 6.3 (d)
Financing	In order to proceed with the development of any of its projects, and in order to comply with the minimum expenditure requirements in respect of its tenements, the Company is likely to be required to raise additional equity or debt capital in the future. There is no assurance that it will be able to raise capital in the future.	See section 6.3 (h)
Exploration and Production	Tenements in which the Company has an interest are at various stages of exploration and potential investors should understand that mineral exploration is a high-risk undertaking. There can be no assurance that exploration of the project areas described in this Prospectus, or any other permits that the Company may acquire an interest in, will result in the discovery of an economic mineral reserve.	See section 6.3(i)
Resource Estimations	Resource estimates are inherently imprecise as they are expressions of judgement at a particular time based on available information, interpreted using experience and resource modelling techniques. Estimates remain subject to change and no assurance can be given that the cost estimates and the underlying assumptions will be realised in practice.	See section 6.3(k)
Technology Risk	The Company is utilising new technology to extract and develop the lithium brine resources. Testing to date has been encouraging but there is no guarantee or assurance that the technology will be successful or economically viable.	See section 6.3(j)
Speculative Nature of investment	The risk factors set out in this Prospectus should not be taken as exhaustive of the risks faced by the Company or by investors in the Company. Investors should consider that the investment in the Company is speculative and should consult their professional advisors before deciding whether to apply for the new securities.	See section 6.3 (m)

## 2.5 Deciding to accept the Offer

No person named in this Prospectus, nor any other person, guarantees the performance of the Company, the repayment of capital or the payment of a return on the Shares. The information in this Prospectus does not constitute a securities recommendation or financial product advice. In preparing this Prospectus, the Company has not taken into account the investment objectives, financial situation or particular needs of any particular person.

# Prospectus

This Prospectus is an important document and you should read it in full before deciding whether to invest pursuant to the Offer. You should also have regard to other publicly available information about the Company, including ASX announcements, which can be found at the Company's website: <https://lakeresources.com.au/>

## 2.6 Glossary

Certain terms used in this Prospectus are defined in the Glossary in Section 8 of this Prospectus. Money as expressed in this Prospectus is in Australian dollars unless otherwise indicated.

## 2.7 Enquiries

If you have questions in relation to the Offer, please contact the Share Registry (Automatic) on:

- 1300 288 664 for callers within Australia; or
- +61 2 9698 5414 for overseas callers,
- or by email at [cosec@lakeresources.com.au](mailto:cosec@lakeresources.com.au)

## 2.8 Forward Looking Statements

The words “anticipate”, “believe”, “expect”, “project”, “forecast”, “estimate”, “likely”, “intend”, “should”, “could”, “may”, “target”, “plan” and other similar expressions are intended to identify forward looking statements. The forward-looking statements in this Prospectus are based on the Company's current expectations about future events. They are, however, subject to known and unknown risks, uncertainties and assumptions, many of which are outside the control of the Company and its Directors, which could cause actual results, performance or achievements to differ materially from future results, performance or achievements expressed or implied by the forward looking statements in this Prospectus. Investors should specifically refer to the “Risks Section” in section 6 of this Prospectus. That section refers to some, but not all, of the matters that may cause actual results to differ from the position stated in any forward looking statement in this Prospectus.

Investors should be aware that past Share price performance of the Company provides no guidance to its future Share or Option price performance. Neither the Company nor any other person warrants or guarantees the future performance of the Shares offered under this Prospectus or the Shares generally or any return on any investment made pursuant to this Prospectus.



# Prospectus

## 3. Details of the Offer

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### 3.1 Offer

Under this Prospectus, the Company invites investors identified by the Directors to apply for up to 100,000 Shares at an issue price of \$0.06 per Share to raise up to \$6,000 (before expenses).

The Offer will only be extended to specific parties on invitation from the Directors. Application Forms will only be provided by the Company to these parties.

All of the Shares issued under this Prospectus will rank equally with the Shares on issue at the date of issue. Please refer to section 5.1 for further information regarding the rights and liabilities attaching to the Shares.

### 3.2 Purpose of Prospectus

The primary purpose of this Prospectus is to remove any trading restrictions that may have attached to Shares issued by the Company prior to the Closing Date. As the Company is seeking to raise only a nominal amount of \$6,000 under this Prospectus and, accordingly, the purpose of this Prospectus is not to raise capital.

Section 708A(11) of the Corporations Act provides that a sale offer does not need disclosure to investors if:

- (a) the relevant securities are in a class of securities that are quoted securities of the body; and
- (b) either:
  - (i) a prospectus is lodged with the ASIC on or after the day on which the relevant securities were issued but before the day on which the sale offer is made; or
  - (ii) a prospectus is lodged with ASIC before the day on which the relevant securities are issued and offers of securities that have been made under the prospectus are still open for acceptance on the day on which the relevant securities were issued; and
- (c) the prospectus is for an offer of securities issued by the body that are in the same class of securities as the relevant securities

### 3.3 Opening and Closing Dates

The Opening Date and Closing Date for the Offers are indicative only and subject to change without notice. The Company may vary these dates, including to close the Offer early, extend the Closing Date for the Offer or to withdraw the Offer at any time prior to issue. If any of the dates are changed, subsequent dates may also change.

### 3.4 Application for Shares

Applications for Shares must be made by investors at the direction of the Company and must be made using the Application Form accompanying this Prospectus.

Payment for the Shares must be made in full at the issue price of \$0.06 per Share.

Completed Application Forms and accompanying cheques, made payable to "Lake Resources NL" and crossed "Not Negotiable", must be mailed or delivered to the address set out on the Application Form by no later than the Closing Date.

# Prospectus

## 3.5 Issue

This Prospectus has been issued primarily to cleanse the issue of Shares on or before the date of this Prospectus. As such, it is not anticipated that the Company will issue any Shares under this Prospectus.

In the event that the Directors decide to issue Shares under this Prospectus, the issue of Shares under the Offer will take place as soon as practicable after the Closing Date. Application moneys will be held in a separate subscription account until the Shares are issued. This account will be established and kept by the Company in trust for each Applicant. Any interest earned on the application moneys will be for the benefit of the Company and will be retained by the Company irrespective of whether any Shares are issued and each Applicant waives the right to claim any interest.

The Directors will determine the recipients of all the Shares. The Directors reserve the right to reject any application or to allocate any Applicant fewer Shares than the number applied for. Where the number of Shares issued is less than the number applied for, the surplus moneys will be returned by cheque as soon as practicable after the Closing Date. Where no issue of Shares is made, the amount tendered on application will be returned in full by cheque as soon as practicable after the Closing Date. Interest will not be paid on moneys refunded.

Any Shares issued pursuant to the Offer will be issued in accordance with the ASX Listing Rules and indicative timetable set out at the commencement of this Prospectus.

Holding statements for the Shares issued under will be mailed in accordance with the ASX Listing Rules and timetable set out in section 1 of this Prospectus and in any event, as soon as practicable after their issue.

## 3.6 Minimum subscription and Oversubscriptions

There is no minimum subscription in respect of the Offer and no oversubscriptions will be accepted by the Company.

## 3.7 ASX listing

Application for Official Quotation of the Shares pursuant to this Prospectus will be made in accordance with the timetable set out at the commencement of this Prospectus. If the ASX does not grant Official Quotation of the Shares offered pursuant to this Prospectus before the expiration of 3 months after the date of issue of the Prospectus (or such period as varied by ASIC), the Company will not issue any Shares.

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

## 3.8 No underwriting

The Offer is not underwritten.

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

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

Electronic registers mean that the Company will not be issuing certificates for Shares the subject of the Offer. Instead, investors will be provided with a statement (similar to a bank

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account statement) that sets out the number of Shares allotted to them under this Prospectus. The notice will also advise holders of their Holder Identification Number or Security Holder Reference Number and explain, for future reference, the sale and purchase procedures under CHESS and issuer sponsorship.

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

## 3.10 **Restrictions on the distribution of the Prospectus**

The distribution of this Prospectus outside the Commonwealth of Australia may be restricted by law.

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

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

## 3.11 **Enquiries**

If you are an Eligible Shareholder and have any questions in relation to the Offer please contact your stockbroker or professional adviser. If you have questions in relation to how to complete the Application Form, please contact the Company on +61 9188 7864 or by email at [cosec@lakeresources.com.au](mailto:cosec@lakeresources.com.au).

# Prospectus

## 4. Effect of the Offer

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### 4.1 Purpose of the Offer

The primary purpose of this Offer is to raise funds for working capital purposes. Funds raised from the Offer will also be applied towards the expenses of the Offer. Refer to Section 7.14 of this Prospectus for further details relating to the estimated expenses of the Offer.

### 4.2 Effect of the Offer on the Capital Structure

The effect of the Offer on the Company's capital structure is set out below:

Shares <sup>1</sup>	Number
Shares currently on Issue	792,128,624
Shares offered under this prospectus	100,000
<b>Total Shares on issue on completion of the Offer<sup>2</sup></b>	<b>792,228,624</b>

Notes:

1. The rights and liabilities attaching to the Shares are summarised in Section 5.1 of this Prospectus.
2. Assumes the Offer is fully subscribed.

### 4.3 Financial effect of the Offer

After expenses of the Offer of approximately \$6,906, there will be no net proceeds from the Offer. The expenses of the Offer (exceeding \$6,000) will be met from the Company's existing cash reserves. As such, the Offer will have a limited effect on the Company's financial position, being receipt of funds of \$6,000 less costs of preparing the Prospectus of approximately \$6,906.

### 4.4 Existing Options

The Company currently has on issue 52,512,693 listed Options and 48,355,000 unlisted Options to subscribe for Shares on issue. The holders of the existing options are not entitled to participate in the Offer except to the extent if any they are invited to participate in the Offer by the Directors.

As such, holders of existing options need not take any steps in respect of the Offer in their capacity as holders of the existing options. There will be no adjustment to the terms of the existing options as a result of the Offers.

### 4.5 Effect on control

The issue of the Offer Shares is not anticipated to have an effect on the control of the Company given that only 100,000 shares are to be issued

The substantial Investors are listed below in section 4.6. If these Investors hold any Options and subsequently choose to exercise the Options, it may affect their overall percentage shareholding. The final percentage interests held by Investors of the Company is entirely dependent on the extent to which they are invited to participate in the Offer and any subsequent exercise of Options.

# Prospectus

## 4.6 Details of substantial holders

At the date of this Prospectus, the Company is of the view that there is no single entity that controls the Company.

The top 20 Investors of the Company as at 24 September 2020 are as follows:

No	Name	Number of Ordinary Fully Paid Shares	% Held of Issued Ordinary Capital
1.	MR SIMON JAMES KALINOWSKI	16,841,252	2.13%
2.	MR STEPHEN PROMNITZ	16,631,293	2.10%
3.	CITICORP NOMINEES PTY LIMITED	16,026,380	2.02%
4.	COMSEC NOMINEES PTY LIMITED	15,206,887	1.92%
5.	ACUITY CAPITAL INVESTMENT MANAGEMENT PTY LTD <ACUITY CAPITAL HOLDINGS A/C>	15,000,000	1.89%
6.	BNP PARIBAS NOMINEES PTY LTD <IB AU NOMS RETAILCLIENT DRP>	14,221,260	1.80%
7.	202 LIMITED	12,075,152	1.52%
8.	PURPLE MANGGIS PTY LTD <PURPLE MANGGIS A/C>	12,067,419	1.52%
9.	NATIONAL NOMINEES LIMITED	12,000,220	1.51%
10.	RAYMOND JAMES <JAMES SUPERANNUATION FUND A/C>	10,119,046	1.28%
11.	MS JUSTINE DAVINA MICHEL <LAMBRECHT INVESTMENT A/C>	10,000,000	1.26%
12.	SYDNEY BUSINESS ADVISERS PTY LTD <CF SUPER FUND NO2 A/C>	10,000,000	1.26%
13.	MR DANIEL RUBEN BONAFEDE	9,500,000	1.20%
14.	MERRILL LYNCH (AUSTRALIA) NOMINEES PTY LIMITED	9,119,004	1.15%
15.	OUTBACK FORMWORK PTY LTD <WILLATON SUPER FUND A/C>	8,117,364	1.02%
16.	CS FOURTH NOMINEES PTY LIMITED <HSBC CUST NOM AU LTD 11 A/C>	7,681,004	0.97%
17.	MR ANDREW STEPHEN WILLIAM BROWN & MR IAIN RAYMOND BROWN <BROWNASW SUPERFUND A/C>	6,842,507	0.86%
18.	CMC MARKETS STOCKBROKING NOMINEES PTY LIMITED <ACCUM A/C>	6,758,766	0.85%
19.	MR MICHAEL SCHLOMAN	6,500,000	0.82%
20.	FLUID INVESTMENTS PTY LTD	6,300,000	0.80%
	<b>Totals</b>	<b>227,176,402</b>	<b>27.90%</b>
	<b>Total Issued Capital</b>	<b>792,128,624</b>	<b>100.00%</b>

# Prospectus

## 5. Rights and liabilities attaching to securities

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### 5.1 Rights attaching to Shares

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

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

(a) General meetings

Each Shareholder is entitled to receive notice of, and to attend and vote at, general meetings of the Company and to receive all notices, accounts and other documents required to be furnished to Investors under the Company's Constitution, the Corporations Act and any other laws.

Investors may requisition meetings in accordance with section 249D of the Corporations Act and the Constitution of the Company.

(b) Voting rights

Subject to any special rights or restrictions (at present there are none), at any Shareholder meeting, each Shareholder present in person or by proxy has one vote on a show of hands. On a poll, a holder of fully paid Shares has one vote for each share held and the holder of a partly paid share has a voting entitlement to the proportion which the amount paid is of the total amounts paid and payable.

(c) Dividend rights

Subject to any special rights (at present there are none), all dividends that may be declared by the Company are payable on all fully-paid Shares and partly paid Shares in proportion to the amount paid (not credited).

(d) Winding-up

If the Company is wound up, the liquidator may, with the sanction of a special resolution:

- divide among the Investors the whole or any part of the Company's property; and
- decide how the division is to be carried out between the Investors (or different classes of Investors),

but may not require a Shareholder to accept any Shares or other securities in respect of which there is any liability.

(e) Shareholder liability

As the Shares issued will be fully paid shares, they will not be subject to any calls for money by the Directors and will therefore not become liable for forfeiture.

(f) Transfer of Shares

Subject to the Constitution, the Corporations Act and other relevant laws, the Shares may be transferred by market transfer in accordance with a computerised or electronic system established or recognised under the Listing Rules or the Corporations Act, and by instrument in writing.

The Directors may decline to register a transfer of Shares where:

- the Listing Rules permit the Company to do so;

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- the Listing Rules require the Company to do so; or
- the transfer is in breach of the Listing Rules or any escrow agreement relating to “restricted securities” (defined under the Listing Rules) entered into by the Company under the Listing Rules.

(g) Future increase in capital

The allotment and issue of any new Shares is under the control of the Directors of the Company. Subject to the Corporations Act, the Listing Rules and the Company’s Constitution, the Directors may issue shares on such terms and conditions as they determine.

(h) Variation of rights

The rights attaching to the Shares may only be varied by the consent in writing of the holders of three-quarters of the Shares, or with the sanction of a special resolution passed at a general meeting.

(i) Alteration of constitution

In accordance with the Corporations Act, the Constitution can only be amended by a special resolution passed by at least three quarters of Investors present and voting at the general meeting. In addition, at least 28 days written notice specifying the intention to propose the resolution as a special resolution must be given.

(j) ASX Listing Rules

As the Company is already admitted to the Official List of the ASX, the following clauses apply despite the provisions of the Company’s Constitution:

- notwithstanding anything contained in the Company’s Constitution, if the Listing Rules prohibit an act being done, the act shall not be done;
- nothing contained in the Company’s Constitution prevents an act being done that the Listing Rules require to be done;
- if the Listing Rules require an act to be done or not to be done, authority is given for that act to be done or not to be done (as the case may be);
- if the Listing Rules require the Company’s Constitution to contain a provision and it does not contain such a provision, the Constitution is deemed to contain that provision;
- if the Listing Rules require the Company’s Constitution not to contain a provision and it contains such a provision, the Constitution is deemed not to contain that provision; and
- if any provision of the Company’s constitution is or becomes inconsistent with the Listing Rules, the Constitution is deemed not to contain that provision to the extent of that inconsistency.

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## 6. Risks

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### 6.1 Risk factors

#### (a) Introduction

This section identifies the risks that the Board considers are the major risks associated with an investment in the Company. The list of risks below is in no way exhaustive and there may be other risks (either general or specific) that have not been identified. Investors should consider whether the Offer is a suitable investment having regard to their own personal investment objectives and financial circumstances, and the risk factors set out below.

The Company's business is subject to a high degree of risk due to a number of factors, both specific to its business activities, and risks of a general nature. Individually, or in combination, these might affect the future operating performance of the Company and the value of an investment in the Company. The Company has appropriate actions, systems and safeguards for known risks; however, some are outside the Company's control.

The Offer and any Shares issued under this Prospectus should be considered highly speculative.

### 6.2 General Risks

A summary of the major general risks is described below:

#### (a) Share Market Risk

The market price of listed securities can be expected to rise and fall in accordance with general market conditions and factors specifically affecting the resources sector and exploration companies, including periods of positive or negative investor sentiment towards the lithium sector. The Shares under the Offer and in general carry no guarantee in respect of profitability, dividends, return on capital, or the price at which they may trade on the ASX.

There are a number of factors (both national and international) that may affect the share market price and neither the Company nor its Directors have control of those factors.

#### (b) General Economic Conditions

Changes in the general economic climate in which the Company operates may adversely affect the financial performance of the Company. Factors that may contribute to that economic climate include the general level of economic activity, interest rates, inflation, supply and demand, tax reform, industrial disruption, terrorism or other hostilities and other economic factors. These factors are beyond the control of the Company and the Company cannot, with any degree of certainty, predict how they will impact on the Company.

#### (c) Share price fluctuations

The market price of the Company's securities will be subject to varied and often unpredictable influences in the share market, including periods of high volatility and limited liquidity. Both domestic and world economic conditions may affect the performance of the Company. Factors such as the level of industrial production, inflation and interest rates impact all commodity prices.



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(d) Legislative change

Changes in government regulations and policies may adversely affect the financial performance or the current and proposed operations generally of the Company.

(e) Litigation risks

Litigation risks to the Company include, but are not limited to, employee claims, contractual claims, environmental claims, occupational health and safety claims, regulatory disputes, legal actions from special interest groups, as well as third party damage or losses resulting from operations.

(f) Unforeseen expenses

While the Company is not aware of any expenses that may need to be incurred that have not been taken into account, if such expenses were subsequently incurred, the expenditure proposals of the Company may be adversely affected.

(g) COVID-19

The global economic outlook is highly uncertain due to the current COVID-19 pandemic. The COVID-19 pandemic is having a significant impact on global capital markets.

The COVID-19 pandemic may impact the Company's operations or cashflow and may affect the supply of materials and limit the availability of appropriate workers required for the Company to progress the development of its project.

## 6.3 Risks specific to an investment in the Company

In addition to the general market and economic risks noted in section 6.2, Applicants should be aware of risks specific to a mining company, which may include, but are not limited those risks described below.

(a) Operational Risks

The operations of the Company may be disrupted by a variety of risks and hazards which are beyond the control of the Company, including geological conditions, environmental hazards, technical and equipment failures, flooding and extended interruptions due to inclement or hazardous weather or other physical conditions, unavailability of drilling equipment, difficulty causing delays in drilling, unexpected shortages of consumables or parts, difficulties in transport and operations of the pilot plant and equipment, fire, explosions and other incidents beyond control of the Company.

(b) Political

The Company's operations could be affected by changes in the economic or other policies of the Government of Argentina or other political, regulatory or economic authorities of Argentina including the provinces where the assets are located. Argentina is presently a relatively stable democracy but the Company cannot guarantee access, surety of title and tenure of its Argentine based assets. Argentina, and the provinces where the assets are located, have historically experienced significant changes regarding project approvals, fiscal regimes for the resources sector and legislation affecting imports/exports and currency exchange rates.

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## (c) Emerging Market

Argentina is considered to be an emerging market economy. Emerging markets are generally more vulnerable to market volatility as well as political and economic instability more so than developed markets. As such, investments in securities of issuers with all or substantially all of its interests in an emerging market are subject to certain risks which may affect economic and fiscal results. These risks include:

- (1) currency fluctuations and devaluations;
- (2) inflation;
- (3) exchange controls;
- (4) high interest rates;
- (5) wage and price controls;
- (6) economic and political instability;
- (7) the imposition of trade barriers
- (8) expropriation and political violence or disturbance; and
- (9) changes in economic, tax and other policies.

In addition, economic conditions in Argentina are, to some extent, influenced by economic and securities market conditions in other emerging market countries.

Although economic conditions are different in each country, investors' reaction to developments in one country can have effects on the securities of issuers in other countries, including Argentina. There can be no assurance that the economic conditions in Argentina will not continue to be affected negatively by events elsewhere, especially in emerging markets.

## (d) Community issues

Parts of Argentina are sensitive to community issues, indigenous issues and the need to create employment and the authorities in some regions are politically not pro-investment but rather sympathisers of populist claims of organised groups and with anti-mining attacks and anti-development themes. Risk factors to be considered include the nationwide protests and demonstrations over the past years.

## (e) Environmental Regulation and Risks

The operations and proposed activities of the Company are subject to laws and regulations in Argentina concerning the environment. As with most exploration projects and mining operations, the Company's activities are expected to have an impact on the environment, particularly if advanced exploration or mine development proceeds. It is the Company's intention to conduct its activities to the highest standard of environmental obligation, including compliance with all environmental laws. However, complying with environmental laws may be difficult, costly and result in delays to any project activities.

## (f) Government Policy and Taxation

Changes in relevant taxation, interest rates, other legal, legislative and administrative regimes, and Government policies in Australia (at both Federal and State level), may have an adverse effect on the assets, operations and ultimately the financial

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performance of the Company. These factors may ultimately affect the financial performance of the Company and the market price of its securities.

In addition to the normal level of income tax imposed on all industries, the Company may be required to pay government royalties, indirect taxes, GST and other imposts which generally relate to revenue or cash flows. Industry profitability can be affected by changes in government taxation policies.

## (g) Reliance on Key Personnel and Consultants

Whilst the Company has a small senior management and consultant technical team, its progress in pursuing its exploration and evaluation programmes within the time frames and within the costs structure as currently envisaged could be dramatically influenced by the loss of key personnel or consultants. The resulting impact from such loss would be dependent upon the quality and timing of the replacement of such personnel or consultants.

Although the key personnel and consultants of the Company have a considerable amount of experience and have previously been successful in their pursuits of acquiring, exploring, evaluating and developing mineral prospects, there is no guarantee or assurance that they will be successful in their objectives pursuant to this Prospectus.

## (h) Financing

In order to proceed with the development of any of its projects, and (unless the Company elects to reduce its tenement portfolio) in order to comply with the minimum expenditure requirements in respect of its tenements, the Company is likely to be required to raise additional equity or debt capital in the future. There is no assurance that it will be able to raise capital when it is required or that the terms associated with providing such capital will be satisfactory to the Company, which may prejudice the Company's ongoing ability to participate in these projects. The Company plans to develop the lithium assets, commencing with the development of the Kachi Lithium Brine Project which will require significant capital to achieve production which may not be available for a variety of reasons beyond the company's control.

## (i) Exploration and Production

Tenements in which the Company has an interest are at various stages of exploration and potential investors should understand that mineral exploration is a high risk undertaking. There can be no assurance that exploration of the project areas described in this Prospectus, or any other permits that the Company may acquire an interest in, will result in the discovery of an economic mineral reserve. Even if an apparently viable reserve is identified, there is no guarantee that it can be commercially exploited.

Even if the Company recovers potentially commercial minerals, there is no guarantee that the Company will be able to successfully transport the minerals to commercially viable markets or sell the minerals to customers to achieve a commercial return.

In addition, with respect to operations, the Company operates in some remote locations within Argentina and challenging geographical conditions. Therefore, some exploration and development costs maybe higher in such jurisdictions due to a number of factors including limitations on the number of available suppliers of services required by the Company, climatic and geographical conditions. The Company has review processes for all exploration and drilling programs. The Company also has a transparent review and auditing process for all tenders received. However, no assurances can be given that the Company will be successful in mitigating all of these

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risks and there is a risk that exploration costs may escalate beyond budget anticipations.

## (j) Tenement Applications

All tenement applications and mining leases (“minas”) follow a series of steps to granting of exploration and the ongoing maintenance of the mining leases and continued access over the areas which may include, among others, formal notation in the cartographic section which may adjust boundaries and areas, applications and approvals of exploration related environmental impact statements, discussions with local communities and consideration by the legal section and administrative section of the mines departments. These steps would reasonably be expected to lead to approval for non-invasive exploration and approvals for drill testing and the ongoing maintenance of mining leases which requires ongoing approvals for drilling and development which may take months or years. However, approvals may not be granted and other factors may affect tenure of the leases, including loss of leases. Exploration on the Company's tenements may be unsuccessful, resulting in a reduction of the value of those tenements, diminution in the cash reserves of the Company and possible relinquishment of exploration tenements. Any of these issues may have a material adverse effect on the Tenements and their value.

## (k) Resource Estimations

Resource estimates are inherently imprecise as they are expressions of judgement at a particular time based on available information, interpreted using experience and resource modelling techniques. The estimates, while made by qualified professionals, may change over time as other information becomes available which differs from information known or predicted by past drilling, sampling and geological interpretation. Estimates remain subject to change and no assurance can be given that the cost estimates and the underlying assumptions will be realised in practice, which may materially and adversely affect the Company's viability.

## (l) Technology Risk

The Company is utilising new technology to extract and develop the lithium brine resources. Testing to date has been encouraging to date but there is no guarantee or assurance that the technology will be successful in their objectives at a pilot plant scale or commercial scale, or if successful that it will be commercially viable or that the cost estimates and the underlying assumptions will be realised in practice, pursuant to this Prospectus.

## (m) Speculative Nature of Investment

The above list of risk factors should not be taken as exhaustive of the risks faced by the Company or by investors in the Company. Investors should consider that the investment in the Company is speculative and should consult their professional advisors before deciding whether to apply for the new securities.

Whether or not future income will result from projects undergoing exploration, programmes are dependent on the successful results of that exploration and on the subsequent establishment of development and production operations or sale of the projects. Factors including costs, equipment availability, and mineral prices affect successful project development as does the design and construction of efficient exploration facilities, competent operation and management and prudent financial administration, including the availability and reliability of appropriately skilled and experienced consultants. In particular, changes in global economic conditions (including changes in interest rates, inflation, foreign exchange rates and labour costs) as well as general trends in the Australian and overseas equity markets may affect the Company's operations and particularly the trading price of the Shares on the ASX.

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Investors should consider that the investment in the Company is speculative and should consult their professional advisors .The Shares to be allotted pursuant to this Prospectus should be regarded as speculative in nature and carry no guarantee with respect to the payment of dividends, return of capital, their market value or the price at which they may trade on ASX. The past performance of the Company should not necessarily be considered a guide to their future performance.

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## 7. Additional information

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### 7.1 Continuous disclosure obligations

The Company is a disclosing entity and therefore subject to regular reporting and disclosure obligations under the Corporations Act. Under those obligations, the Company is obliged to comply with all applicable continuous disclosure and reporting requirements in the ASX Listing Rules.

This Prospectus is issued under section 713 of the Corporations Act. This section enables disclosing entities to issue a prospectus in relation to securities in a class of securities which has been quoted by the ASX at all times during the three (3) months before the date of the Prospectus or options to acquire such securities. Apart from formal matters this Prospectus need only contain information relating to the terms and conditions of the Offers, the effect of the Offers on the Company and the rights and liabilities attaching to the Shares to be issued under the Offers. It is not necessary to include general information in relation to all of the assets and liabilities, financial position, profits and losses or prospects of the issuing company.

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

Copies of the documents lodged by the Company with ASIC may be obtained from or inspected at an office of ASIC.

The Company will provide a copy of any of the following documents, free of charge, to any person who asks for a copy of the document before the Closing Date in relation to this Prospectus:

- (a) annual financial report for the period ending 30 June 2019 (and it is available in the ASX announcement on 2 October 2019);
- (b) reviewed half-yearly financial statements for the Company for the period ending 31 December 2019 (and it is available in the ASX announcement on 17 March 2020) and
- (c) any other financial statements lodged in relation to the Company with ASIC and any continuous disclosure notices given by the Company to the ASX, in the period starting immediately after lodgement of the annual financial report for the Company for the period ended 30 June 2019 and ending on the date of lodgement of this Prospectus with ASIC.

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

Date	Description of Announcement
24 September 2020	Response to ASX Aware Letter
22 September 2020	Appendix 2A
22 September 2020	LKE SECURES FURTHER FUNDS TO ACCELERATE DFS
22 September 2020	Appendix 2A
21 September 2020	Response to ASX Price Query
15 September 2020	Notice of Extraordinary General Meeting/Proxy Form

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<b>Date</b>	<b>Description of Announcement</b>
15 September 2020	Advanced in producing battery quality lithium carbonate
7 September 2020	Presentation to ASX Small and Mid-Cap Conference
4 September 2020	Cleansing Prospectus Closed and App 3Y
2 September 2020	LKE presenting at ASX Small & Mid-Cap Conference 2020
2 September 2020	Proposed issue of Securities – LKE
2 September 2020	Cleansing Prospectus
01 September 2020	Appendix 2A
27 August 2020	Lake Lithium To Be Tested In Batteries By Novonix
26 August 2020	Proposed issue of Securities - LKE
26 August 2020	\$2.5M placement oversubscribed
6 August 2020	HAZEN APPOINTED TO PRODUCE BATTERY-QUALITY LITHIUM CARBONATE
4 August 2020	LKE to present at OTC's Virtual Investor Conference
31 July 2020	Quarterly Activities and Cashflow Report
31 July 2020	Lake in USA MicroCap Virtual Conference August 3
30 July 2020	Lilac Continues Producing High Concentration Li Chloride
28 July 2020	Lake presents in Benchmark world tour on lithium brines
15 July 2020	LKE Presentation to Noosa Virtual Conference
13 July 2020	Noosa Virtual Conference 15 July 2020
3 July 2020	FIRST SAMPLES SUCCESSFULLY PRODUCED FROM PILOT PLANT
25 June 2020	LILAC PILOT PLANT COMMISSIONING COMPLETED USING KACHI BRINES
9 June 2020	Lilac Resumes Operations on Kachi Brines
28 May 2020	Lake in Latam e-conference
28 May 2020	New Report Shows Kachi Potential
20 May 2020	Lake to Webcast Live at OTC Virtual Conference
14 May 2020	Results of Meeting
11 May 2020	General Meeting under COVID-19 conditions
1 May 2020	LKE Quarterly Activities and App 5B
30 April 2020	PFS Presentation
30 April 2020	Compelling PFS for Kachi
27 April 2020	PFS Investor Briefings and Webinar
23 April 2020	Investor Stream Update 23 April 2020
20 April 2020	Additional Kachi Brine to Pilot Plant
14 April 2020	Notice of Extraordinary General Meeting/Proxy Form
7 April 2020	Appendix 2A
27 March 2020	Appendix 3Y

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<b>Date</b>	<b>Description of Announcement</b>
24 March 2020	Restrictions have limited impact on Lake operations
19 March 2020	Webinar Next Week
18 March 2020	SPP Results
18 March 2020	Lilac Advances Pilot Plant Testing
18 March 2020	Reinstatement to Official Quotation
17 March 2020	Half Yearly Report and Accounts
16 March 2020	Suspension from Official Quotation
13 March 2020	Final Tranche of Placement
13 March 2020	Appendix 2A
10 March 2020	Waiver from LR 7.40 and updated timetable
10 March 2020	Second Supplementary Prospectus
10 March 2020	Kachi Brine at Lilac Pilot Plant
6 March 2020	Appendix 2A
28 February 2020	SPP Offer Closing Date Extended
28 February 2020	Supplementary Prospectus
28 February 2020	Appendix 3B
28 February 2020	SPP upsized and Placement increased with Presentation
27 February 2020	Placement completed and SPP uplift under consideration
27 February 2020	Appendix 2A
24 February 2020	Appendix 3B
24 February 2020	Placement upsized by \$1.9M to \$3.4M
21 February 2020	BILL GATES LED FUND BACKS LAKE TECHNOLOGY
20 February 2020	Placement and SPP Update
18 February 2020	Pilot Plant Processing Brines
17 February 2020	Appendix 2A
14 February 2020	Placement Update
14 February 2020	Appendix 2A
11 February 2020	Appendix 2A
10 February 2020	Reinstatement to Official Quotation
10 February 2020	Prospectus
10 February 2020	Appendix 3B
10 February 2020	Proposed issue of Securities - LKE
10 February 2020	Placement and Share Purchase Plan
10 February 2020	Close-out of Convertible Securities Facility
31 January 2020	Quarterly Activities Report and Appendix 5B
24 January 2020	Update on Proposed Placement
23 January 2020	Extension of Voluntary Suspension



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Date	Description of Announcement
22 January 2020	Suspension from Official Quotation
20 January 2020	Investor Presentation January 2020
20 January 2020	Trading Halt
20 January 2020	Proposed Close-Out of Convertible Securities Facility
16 January 2020	Local Support for Kachi
13 January 2020	Larger volume high purity lithium carbonate samples
10 January 2020	Interview – Investor Update
9 January 2020	Battery grade lithium carbonate 99% purity produced
13 December 2019	Increasing Pilot Plant Samples for Potential Kachi Partners
10 December 2019	LKE adds operational expertise to Board
26 November 2019	Constitution
26 November 2019	Results of Meeting
18 November 2019	Appendix 3B
1 November 2019	Quarterly Report and Appendix 5B
31 October 2019	LKE appoints CFO to drive project funding
28 October 2019	Appendix 3B
25 October 2019	Notice of Annual General Meeting/Proxy Form and Appendix 4G
24 October 2019	Funding Facility Extension and Cleansing Notice
14 October 2019	Appendix 3B
9 October 2019	Advisor Appointed for Debt Funding
3 October 2019	Lake Securities to resume trading
3 October 2019	Reinstatement to Official Quotation

## 7.2 Market price of Shares

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

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

	Share price	Date
Highest	\$0.090	21 September 2020
Lowest	\$0.032	4 September 2020
Last	\$0.054	24 September 2020

The issue price of \$0.06 represents a premium of 11% to the last market price of Shares on 24 September 2020, being the last day on which Shares traded on the ASX before lodgement of this Prospectus.

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## 7.3 Constitution

The Constitution is in a form common to public companies in Australia and was adopted by the Company at the Annual General Meeting on 26 November 2019.

The Company will provide a copy of the Constitution to any Shareholder upon request, free of charge and it is available in the ASX announcement on 26 November 2019.

## 7.4 Corporate Governance

The Company reports on its compliance with the recommendations made by the Corporate Governance Principles and Recommendations in its annual report. Where the Company's corporate governance practices do not correlate with the practices recommended by the ASX Corporate Governance Council, the Company is working towards compliance however it does not consider that all practices are appropriate for the Company due to the size and scale of the Company operations.

## 7.5 Interests of Directors

The nature and extent of the interest (if any) that any of the Directors of the Company holds, or held at any time during the last two years in:

- (a) the formation or promotion of the Company;
- (b) property acquired or to be acquired by the Company in connection with:
  - (1) its formation or promotion;
  - (2) the Offers; or
- (c) the Offers,

is set out below or elsewhere in this Prospectus.

Other than as set out below or elsewhere in this Prospectus, no one has paid or agreed to pay any amount, and no one has given or agreed to give any benefit to any Director or proposed director:

- (a) to induce them to become, or to qualify as, a Director of the Company; or
- (b) for services provided by a Director in connection with:
  - (1) the formation or promotion of the Company; or
  - (2) the Offers.

The relevant interest of each of the Directors in the securities of the Company as at the date of this Prospectus is as follows:

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Director (including associated entities)	Current Shares (Direct and Indirect)	Listed and Unlisted Options (Direct and Indirect)	Current Performance Rights (Direct and Indirect)	% of Current Total Share Capital (792,128,624) Shares on issue)
Steve Promnitz	16,631,293	12,447,661	2,500,000	2.10%
Geoffrey Stuart Crow	4,358,964	8,544,870	5,000,000	0.55%
Nicholas Lindsay	2,500,000	6,500,000	2,500,000	0.316%
Robert Trzebski	-	-	-	

The Directors will not participate in the Offer.

## 7.6 Directors' fees and remuneration

Set out below is the remuneration paid or accrued to the current Directors of the Company and their associated entities for the stated periods. The maximum total remuneration of the non-executive Directors has been set at \$350,000 per annum in aggregate (**Remuneration Cap**) and may only be increased with the approval of Investors.

The following table shows the total annual remuneration for the previous 2 financial years paid to those Directors who are currently Directors as at the date of this Prospectus.

Director	Financial Year ending 30 June 2019	Financial Year ending 30 June 2020 **
S Crow	246,000*	171,500
N Lindsay	60,000	122,500
R Trzebski***	-	30,466
S Promnitz	272,190	252,271
	<b>578,190</b>	<b>579,237</b>

\* the remuneration for the 2019 financial year ending 30 June 2019 includes consultancy fees paid to companies associated with Stuart Crow for consultancy services relating to capital raising in the amount of \$146,000

\*\* the remuneration for the 2020 financial year ending 30 June 2020 includes consultancy fees paid to companies associated with Stuart Crow for consultancy services in the amount of \$71,500 and to Lindsay Rueda Services Pty Ltd (a company associated with Dr Nicholas Lindsay) in the amount of \$65,000 for consulting services relating to the pre-feasibility study.

\*\*\*Dr Robert Trzebski was appointed on 10 December 2019

\*\*\*\* This does not include the value of any of the performance rights issued to Directors in August 2019, details of which are set out in section 7.7 below.

The Board considers that these fees are reasonable remuneration pursuant to section 211 of the *Corporations Act* (other than fees paid to Stuart Crow for consultancy services relating to capital raising and to Nicholas Lindsay for consultancy services relating to the pre-feasibility study which the Board considers were paid on arms' length terms pursuant to section 210 of the *Corporations Act*) and accordingly, member approval is not required.

## 7.7 Related party transactions

From time to time the Company may be party to transactions with related parties including:

- (a) employment and service arrangements; and

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- (b) payment of Directors fees.

The Company believes that it has made appropriate disclosure of past related party transactions and has obtained Shareholder Approval where required. Otherwise, the Company considers all related party transactions have either proceeded on an "arm's length" basis or constitute reasonable remuneration.

The Board considers that the remuneration and benefits constitute reasonable remuneration pursuant to section 211 of the Corporations Act and accordingly, member approval is not required.

In addition to the fees and benefits that the Directors are entitled to receive set out above, the Company has also entered into a Deed of Access and Indemnity with each Director. The Deed sets out the basis for the Company to indemnify the Directors for personal liability and associated legal costs which result from their role as a Director.

The Company, to the extent permitted by law, indemnifies the Directors of the Company against a liability incurred by that person in their capacity as such an officer of the Company and all reasonable legal costs incurred by the officer in defending an action for a liability incurred or allegedly incurred by the Director as an officer of the Company. The indemnity applies to any liability or legal costs incurred, provided the Director is not indemnified against that liability or legal costs by an insurance policy (other than the director and officer insurance maintained by the Company).

The Deed also deals with matters such as access to documents and insurance.

## **Managing Director Service Agreement**

The service agreement with the Managing Director Mr Stephen Promnitz commenced on 14 November 2016 and includes an initial salary of \$250,000 per annum. If notice of termination given by Company, the Company is required to pay full compensation for a six-month notice period. If notice of termination is given by Mr Promnitz, the notice period is three months. The Company has the right to determine whether Mr. Promnitz work his notice period or is paid in lieu of notice.

## **Long Term Incentive (LTI) Plan**

At the 2016 Annual General Meeting, the Investors of the Company approved the Long-Term Incentive (LTI) Plan ('Long Term Incentive Plan'). The Plan was updated and extended at an Extraordinary General Meeting of the Investors on 15 August 2019. The main purpose of the Plan is to give incentives to eligible participants (or their nominee) to provide dedicated and ongoing commitment and effort to the Company aligning the interest of both employees and Investors and for the Company to reward eligible employees for their effort. The Plan contemplates the issue to eligible employees of performance rights which may have milestones.

Under the Plan, during the financial year to 30 June 2019, the Company issued the final allocation of 2.5 million performance rights to Mr Stephen Promnitz. The performance shares were issued at nil consideration. On 15 August 2019, Investors approved the issue of Securities under the Plan, of up to 25,000,000 performance rights.

For Mr Promnitz, 2.5 million performance rights vested on 30 April 2020 when the Pre-Feasibility Study was completed and converted to fully paid ordinary shares on 31 August 2020. A further 2.5 million performance rights will vest when an investment partner signs an agreement to invest into the Kachi project in Catamarca.

Mr Crow's 5 million performance rights will vest in a single tranche when an investment partner signs an agreement to invest in the Kachi project in Catamarca.

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Dr Lindsay's 2.5 million performance rights vested on 30 April 2020 when the Pre-Feasibility Study was completed and converted to fully paid ordinary shares on 31 August 2020. A further 2.5 million performance rights will vest when a Pilot Plant is established on-site at the Kachi project in Catamarca.

## 7.8 Interests of experts and advisers

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

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

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

- (a) the formation or promotion of the Company.
- (b) any property acquired or proposed to be acquired by the Company in connection with:
  - (1) its formation or promotion; or
  - (2) the Offers; or
- (c) the Offers,

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

- (a) the formation or promotion of the Company; or
- (b) the Offers.

## 7.9 Subsequent events

Save for the information contained in this Prospectus and otherwise as disclosed to ASX, there has not arisen in the interval between 30 June 2020 and the date of this Prospectus any item, transaction or event of a material or unusual nature not already disclosed in this Prospectus which is likely, in the opinion of the Directors of the Company to affect substantially:

- (a) the operations of the Company,
- (b) the results of those operations; or
- (c) the state of affairs of the Company.

## 7.10 Determination by ASIC

ASIC has not made a determination which would prevent the Company from relying on section 713 of the Corporations Act in issuing Shares.

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## 7.11 Litigation

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

## 7.12 Electronic Prospectus

This Prospectus is available in a paper version and in electronic form. The electronic version will be available on the Company's website, [www.lakeresources.com.au](http://www.lakeresources.com.au). The Offers constituted by this Prospectus in electronic form is made only to Eligible Investors receiving this Prospectus in electronic form in Australia. Persons who access the electronic form of this Prospectus must ensure that they download and read the entire Prospectus.

While the Company believes that it is extremely unlikely that during the period of the Offers the electronic version of the Prospectus will be tampered with or altered in any way, the Company cannot give any absolute assurance that this will not occur. Any Eligible Shareholder in doubt concerning the validity or integrity of an electronic copy of the Prospectus should immediately request a paper copy of the Prospectus directly from the Company.

## 7.13 Privacy

By submitting an Application you are providing to the Company personal information about yourself. If you do not provide complete and accurate personal information, your application may not be able to be processed.

The Company maintains the register of members of the Company through Automic Registry Services (**Automic**), an external service provider. The Company requires Automic to comply with the National Privacy Principles with performing these services. The Company's register is required under the *Corporations Act* to contain certain personal information about you such as your name and address and number of shares and options held. In addition the Company collects personal information from members such as, but not limited to, contact details, bank accounts and membership details and tax file numbers.

This information is used to carry out registry functions such as payment of dividends, sending annual and half yearly reports, notices of meetings, newsletters and notifications to the Australian Taxation Office. In addition, contact information will be used from time to time to inform members of new initiatives concerning the Company.

The Company understands how important it is to keep your personal information private. The Company will only disclose personal information we have about you:

- (d) when you agree to the disclosure;
- (e) when used for the purposes for which it was collected;
- (f) when disclosure is required or authorised by law;
- (g) to other members in the LKE group of companies;
- (h) to your broker;
- (i) to external service suppliers who supply services in connection with the administration of the Company's register such as mailing houses and printers, Australia Post and financial institutions.

You have the right to access, update and correct your personal information held by the Company and Automic, except in limited circumstances. If you wish to access, update or

# Prospectus

correct your personal information held by Automic or by the Company please contact our respective offices.

If you have any questions concerning how the Company handles your personal information, please contact the Company.

## 7.14 Expenses of the Offer

All expenses connected with the Offer are being borne by the Company. The approximate costs of the Offer payable by the Company (inclusive of GST) are listed below:

Expense	Cost (A\$)
ASIC and ASX Fees	3,606
Registry, printing and mailing	300
Legal expenses	3,000
<b>TOTAL</b>	<b>\$6,906</b>

## 7.15 Consents and disclaimers

Written consents to the issue of this Prospectus have been given and at the time of this Prospectus have not been withdrawn by the following parties:

**GRT Lawyers** has given its written consent to being named in this Prospectus as solicitors to the Company. GRT Lawyers has not withdrawn its consent prior to the lodgement of this Prospectus with ASIC. GRT Lawyers does not make, or purport to make, any statement in this Prospectus other than those referred to in this section and, only to the maximum extent permitted by law, expressly disclaims and takes no responsibility for any part of this Prospectus other than a reference to its name and to this statement in this Prospectus.

**Automic Registry Services** has given and, at the date of this Prospectus, has not withdrawn, its written consent to be named as Share Registrar in the form and context in which it is named. It has had no involvement in the preparation of any part of the Prospectus other than being named as Share Registrar to the Company and has not authorised or caused the issue of, and expressly disclaims and takes no responsibility for, any part of the Prospectus.

## 7.16 Directors' statement

This Prospectus is issued by Lake Resources N.L. Each of the Directors has consented to the lodgement of the Prospectus with ASIC.

Signed on the date of this Prospectus on behalf of Lake Resources N.L. by:

**Geoffrey Stuart Crow**  
Non-Executive Director  
**Lake Resources N.L.**

# Prospectus

## 8. Glossary

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**\$ or AUD\$** means the lawful currency of the Commonwealth of Australia.

**Applicant** means a person who submits an Application Form.

**Application Amount** means the amount payable by an Applicant for the Shares the subject of an Application Form, as set out in this Prospectus.

**Application Form** means an application form in a form accompanying this Prospectus.

**ASIC** means the Australian Securities and Investments Commission.

**ASX** means ASX Limited and the Australian Securities Exchange as the context requires.

**ASX Listing Rules or Listing Rules** means the listing rules of the ASX.

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

**Business Day** means a day, other than a Saturday, Sunday or public holiday, on which banks are open for general banking business in Sydney.

**Closing Date** means the closing date for each Offer as set out in section 1, subject to variation by the Company without notice.

**Company or Lake Resources or LKE** means Lake Resources N.L ACN 079 471 980.

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

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

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

**Eligible Shareholder** means a Shareholder who is eligible to participate in the Offer, being Investors invited by the Directors to participate in the Offer

**Group** means the Company and its subsidiaries.

**Investors** means investors identified and selected by the Company to participate in the Offer.

**Long Term Incentive Plan** means the plan adopted at the Company's annual general meeting in 2016 and subsequently updated and extended at the Company's extraordinary general meeting on 15 August 2019.

**Offer** means the Offer, the subject of this prospectus.

**Official Quotation** means official quotation on the ASX.

**Opening Date** means the opening date for the Offer as set out in section 1, subject to variation by the Company without notice.

**Prospectus** means this prospectus dated 25 September 2020 as modified or varied by any supplementary prospectus made by the Company and lodged with ASIC from time to time and any electronic copy of this prospectus and supplementary prospectus.

**Securities** has the same meaning as in section 92 of the Corporations Act.

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



# Prospectus

**Share Registry** or **Automatic** means Automatic Registry Services.

**Shareholder** means a holder of a Share.

# Prospectus

## Corporate directory

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<b>Directors</b>	<b>Administration and Registered Office</b>
<p>Geoffrey Stuart Crow (Non-Executive Chairman)</p> <p>Stephen Promnitz (Managing Director)</p> <p>Dr Nicholas Lindsay (Non-Executive Director)</p> <p>Dr Robert Trzebski (Non-Executive Director)</p>	<p>Level 5 126 Phillip Street Sydney NSW 2000 Tel: +61 2 8098 1163 <a href="http://www.lakeresources.com.au">www.lakeresources.com.au</a></p> <p>cosec@lakeresources.com.au</p>
<b>Share Registry</b>	<b>Lawyers</b>
<p>Automic Registry Services Level 5, 126 Phillip Street Sydney NSW 2000 Tel: 1300 288 664 ; or +61 2 9698 5414 or by email at hello@automic.com.au <a href="http://www.investor.automic.com.au">www.investor.automic.com.au</a></p>	<p>GRT Lawyers Level 2, 400 Queen Street, Brisbane, Qld 4000</p> <p>Phone: +61 7 3309 7000 Website: <a href="http://www.grtlawyers.com.com">www. grtlawyers.com.com</a></p>