

2 July 2026

NOTICE OF 2026 GENERAL MEETING AND PROXY FORM

Patagonia Lithium Ltd (ASX:PL3, Patagonia or Company) refers to the notice of general meeting (Meeting) and accompanying explanatory notes released to ASX on 2 July 2026 (together, the Notice of Meeting) in respect of a General Meeting of the Company's shareholders (Shareholders).

The Meeting will be held:

Date: Monday 3 August 2026
Time: 11:00am (AEST)
Location: Piper Alderman Lawyers
Level 23, 459 Collins Street, Melbourne, VIC

Please find attached the following documents providing further information on the Meeting:

- Shareholder notice and access letter
- Notice of Meeting
- Sample Proxy Form

The above documents will be despatched to the Company's shareholders today, in accordance with their communication preferences. Copies of the documents are also available from the Company's website.

Authorised for release by the Board of the Company.

For further information please contact:

Phillip Thomas
Executive Chairman
Patagonia Lithium Ltd
M: +61 433 747 380
E: phil@patagonialithium.com.au
<https://www.patagonialithium.com.au/video-link>

Capital structure

241.1m - PL3 shares
29.4m - unquoted options
25.0m - unquoted performance rights

Patagonia Lithium Ltd
Suite 66, 1st Floor, 2-4 Cochranes
Road, Moorabbin, VIC 3189
<https://patagonialithium.com.au/>

Board

Phil Thomas - Exec Chair
Rick Anthon - NED
Pablo Tarantini - NED
Jarek Kopias - Co Sec

2 July 2026

Letter to Shareholders regarding upcoming General Meeting of Shareholders

Patagonia Lithium Ltd (**ASX: PL3**) (**Patagonia** or **Company**) advises that a General Meeting will be held in person at Piper Alderman Lawyers at Level 23, 459 Collins Street, Melbourne, VIC on Monday, 3 August 2026 at 11:00am (AEST) (**GM**).

Notice of Meeting

The Notice of Meeting and explanatory notes (**Notice of Meeting**) for the GM is available online and can be viewed and downloaded by shareholders of the Company (**Shareholders**) from the Company's website at <https://www.patagonialithium.com.au/asx-announcements-1> or the Company's ASX market announcements platform at www.asx.com.au (ASX: PL3).

In accordance with sections 110C-110K of the Corporations Act 2001 (Cth) (as inserted by the Treasury Laws Amendment (2021 Measures No.1) Act 2021 (Cth), Shareholders will not be sent a hard copy of the Notice of Meeting or Proxy Form unless Shareholders have already notified the Company that they wish to receive documents such as the Notice of Meeting and Proxy Form in hard copy.

Voting by Proxy

Online Scan the QR code below using your smartphone 	Lodge the Proxy Form online at https://singleholding.automic.com.au/login by following the instructions: 1. Login to the Automic website using the holding details as shown on your holding statement. 2. Click on 'Meetings' - 'Vote'. To use the online lodgement facility, Shareholders will need their holder number (Securityholder Reference Number (SRN) or Holder Identification Number (HIN)) as shown at the top of your holding statement.
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For further information on the online proxy lodgement process, or if you require a hard copy Proxy Form, please contact the Company's Share Registry, Automic Registry Services (**Automic**), at hello@automicgroup.com.au or via phone on 1300 288 664 (within Australia) or +61 2 9698 5414 (overseas).

Shareholder queries in relation to the Meeting

Shareholders can contact the Company Secretary with any questions prior to the meeting via email at phil@patagonialithium.com.au.

Copies of all Meeting related material including the Notice of Meeting, are available to download from the Company's website and the Company's ASX market announcements platform. In the event it is necessary or appropriate for the Company to make alternative arrangements for the Meeting, information will be provided to Shareholders via the ASX and the Company's website.

Yours sincerely

Patagonia Lithium Ltd

Jarek Kopias
Company Secretary



PATAGONIA LITHIUM

Patagonia Lithium Ltd

ACN 654 004 403

NOTICE OF GENERAL MEETING

EXPLANATORY NOTES

PROXY FORM

Date of Meeting

Monday 3 August 2026

Time of Meeting

11:00am (AEST) (Melbourne time)

Place of Meeting

Offices of Piper Alderman Lawyers
Level 23/459 Collins Street
Melbourne Victoria

NOTICE OF 2026 GENERAL MEETING

Notice is hereby given that a General Meeting of Shareholders of Patagonia Lithium Ltd ("Company or Patagonia") will be held at the offices of Piper Alderman Lawyers, Level 23/459 Collins Street, Melbourne Victoria on Monday 3 August 2026 at 11:00am AEST.

The business to be considered at the General Meeting is set out below.

This Notice of Meeting should be read in its entirety in conjunction with the accompanying Explanatory Notes, which form part of this Notice of Meeting and contain information in relation to the following Resolutions. If you are in any doubt as to how you should vote on the Resolutions set out in this Notice of Meeting, you should consult your financial or other professional adviser.

Defined terms used in this Notice of Meeting have the meanings given to those terms in the Glossary at the end of the Explanatory Notes.

ORDINARY BUSINESS

Resolution 1 – Ratification of issue of 34,000,000 Placement 1 Shares

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

"That, for the purposes of ASX Listing Rule 7.4 and for all other purposes, Shareholders ratify the issue and allotment of 34,000,000 Placement 1 Shares announced on 11 June 2026 on the terms and to the parties set out in the Explanatory Notes."

Resolution 2 – Ratification of issue of 1,000,000 Broker Options

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

"That, for the purposes of ASX Listing Rule 7.4 and for all other purposes, Shareholders ratify the issue and allotment of 1,000,000 Broker Options announced on 11 June 2026 on the terms and to the parties set out in the Explanatory Notes."

Resolution 3 – Approval to Issue 50,000,000 Placement 2 Shares and 25,000,000 Placement Options

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

"That, for the purposes of ASX Listing Rule 7.1 and for all other purposes, the issue of 50,000,000 Placement 2 Shares and 25,000,000 Placement Options, on the terms set out in the Explanatory Notes, is approved."

Resolution 4 – Approval to Issue 17,000,000 Placement Options

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

"That, for the purposes of ASX Listing Rule 7.1 and for all other purposes, the issue of 17,000,000 Placement Options, on the terms set out in the Explanatory Notes, is approved."

Resolution 5 – Approval to issue 5,500,000 Placement Options to Cygnet

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

"That, for the purposes of ASX Listing Rule 7.1 and for all other purposes, approval is given for the issue of 5,500,000 Placement Options to Cygnet (or their nominee) pursuant to the Placement on the terms and conditions set out in the Notice of Meeting and Explanatory Notes."

Resolution 6 – Approval to Issue 15,000,000 Placement 2 Shares and 7,500,000 Placement Options to Magnus Capital (or nominated Associate)

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

"That, for the purposes of ASX Listing Rule 10.11 and for all other purposes, the proposed issue and allotment of 15,000,000 Placement 2 Shares and 7,500,000 Placement Options to Magnus Capital (or its nominee), on the terms set out in the Explanatory Notes, is approved."

Resolution 7 – Approval to Issue 15,000,000 Placement 2 Shares and 7,500,000 Placement Options to Jose Manzano (or nominated Associate)

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

"That, for the purposes of ASX Listing Rule 10.11 and for all other purposes, the proposed issue and allotment of 15,000,000 Placement 2 Shares and 7,500,000 Placement Options to Mr Jose Manzano (or his nominee), on the terms set out in the Explanatory Notes, is approved."

Resolution 8 – Approval to modify Terms of Existing Options

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

"That, for the purposes of Listing Rule 6.23 and for all other purposes, the amendment of the terms of Existing Options, as described in the accompanying Explanatory Notes, is approved."

VOTING INFORMATION, EXCLUSIONS AND PROHIBITIONS

The business of the Meeting affects your Shareholding and your vote is important.

Voting exclusions in relation to Resolutions 1 and 4

In accordance with the ASX Listing Rules, the Company will disregard any votes cast in favour of Resolutions 1 and 4 by any participants in Placement 1 or any of their Associates.

However, this does not apply to a vote cast in favour of Resolutions 1 and 4:

- a person as proxy or attorney for a person who is entitled to vote on the Resolutions, in accordance with directions given to the proxy or attorney to vote on the Resolutions in that way; or
- the Chair of the Meeting as proxy or attorney for a person who is entitled to vote on the Resolutions, in accordance with a direction given to the Chair of the Meeting to vote on the Resolutions as the Chair of the Meeting 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:
 - o 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 Resolutions; and
 - o the holder votes on the Resolutions in accordance with directions given by the beneficiary to the holder to vote in that way.

Voting exclusions in relation to Resolutions 2 and 5

In accordance with the ASX Listing Rules, the Company will disregard any votes cast in favour of Resolutions 2 and 5 by Cygnet Capital Pty Limited or any of their Associates.

However, this does not apply to a vote cast in favour of Resolutions 2 and 5:

- a person as proxy or attorney for a person who is entitled to vote on the Resolutions, in accordance with directions given to the proxy or attorney to vote on the Resolutions in that way; or
- the Chair of the Meeting as proxy or attorney for a person who is entitled to vote on the Resolutions, in accordance with a direction given to the Chair of the Meeting to vote on the Resolutions as the Chair of the Meeting 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:
 - o 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 Resolutions; and
 - o the holder votes on the Resolutions in accordance with directions given by the beneficiary to the holder to vote in that way.

Voting exclusions in relation to Resolution 3

In accordance with the ASX Listing Rules, the Company will disregard any votes cast in favour of Resolution 3 by or on behalf of Crosgo Trading Ltd or any of its Associates.

However, this does not apply to a vote cast in favour of Resolution 3:

- a person as 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 of the Meeting to vote on the Resolution as the Chair of the Meeting 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:
 - o 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
 - o the holder votes on the Resolution in accordance with directions given by the beneficiary to the holder to vote in that way.

Voting exclusions and voting restriction in relation to Resolutions 6 and 7

In accordance with the ASX Listing Rules, the Company will disregard any votes cast in favour of these Resolutions by or on behalf of Magnus Capital (Resolution 6) and Mr Jose Manzano (Resolution 7), and any other person who will obtain a material benefit as a result of the issue of the Shares and Options pursuant to Resolutions 6 and 7, and their respective Associates, except a benefit arising solely from their capacity as a holder of Shares, and any of their Associates.

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

- a person as proxy or attorney for a person who is entitled to vote on the Resolutions, in accordance with directions given to the proxy or attorney to vote on the Resolutions in that way; or
- the Chair of the Meeting as proxy or attorney for a person who is entitled to vote on the Resolutions, in accordance with a direction given to the Chair of the Meeting to vote on the Resolutions as the Chair of the Meeting 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:
 - o 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 Resolutions; and
 - o the holder votes on the Resolutions in accordance with directions given by the beneficiary to the holder to vote in that way.

Voting exclusion in relation to Resolution 8

In accordance with the ASX Listing Rules, the Company will disregard any votes cast in favour of Resolution 8 by or on behalf of a persons holding Existing Options, or any of their Associates.

However, this does not apply to a vote cast in favour of Resolution 8 by:

- a person as 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 of the Meeting to vote on the Resolution as the Chair of the Meeting 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:
 - o 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
 - o the holder votes on the Resolution in accordance with directions given by the beneficiary to the holder to vote in that way.

Voting, Attendance Entitlement and proxy

A Member who is entitled to attend and cast a vote at the Meeting and who wishes to vote on the Resolutions contained in this Notice should either attend in person at the time, date and place of the Meeting set out above or appoint a proxy or proxies to attend or vote on the Member's behalf.

A Member who is entitled to attend and cast a vote at the Meeting and who wishes to vote on the Resolutions contained in this Notice should appoint the Chairman of the Meeting as their proxy to attend and vote on the Member's behalf. The Company encourages shareholders to **appoint the Chairman of the Meeting as their proxy**.

Shareholders are encouraged to lodge their Proxy Forms online at <https://singleholding.automic.com.au/login>.

In completing the attached Proxy Form, Members must be aware that where the Chair of the Meeting is appointed as their proxy, they will be directing the Chair of the Meeting to vote in accordance with the Chair of the Meeting's voting intention unless you indicate

otherwise by marking the “For”, “Against” or “Abstain” boxes. The Chair of the Meeting intends to vote undirected proxies in favour of each item of business. Members should note that they are entitled to appoint the Chair of the Meeting as a proxy with a direction to cast the votes contrary to the Chair of the Meeting’s voting intention, or to abstain from voting, on any Resolution in the Proxy Form. Also, Members may appoint, as their proxy, a person other than the Chair of the Meeting.

A proxy need not be a Member of the Company. For the convenience of Members, a Proxy Form is enclosed. A Member who is entitled to attend and cast two or more votes is entitled to appoint two proxies. Where two proxies are appointed, each appointment may specify the proportion or number of voting rights each proxy may exercise. If the Member appoints two proxies and the appointment does not specify this proportion, each proxy may exercise half of the votes able to be cast by the appointing Member.

To vote by proxy, please complete and sign the enclosed Proxy Form and return by the time and in accordance with the instructions set out on the Proxy Form. In order to be valid, the Proxy Form must be received by the Company at the address specified below, along with any power of attorney or certified copy of a power of attorney (if the Proxy Form is signed pursuant to a power of attorney), by no later than 48 hours before the Meeting (i.e., by no later than 11:00am AEST on 1 August 2026):

On-line: <https://singleholding.automic.com.au/login>.

By mail: Automic
GPO BOX 5193
SYDNEY NSW 2001

By hand: Level 5, 126 Phillip Street
SYDNEY NSW 2000

By e-mail: meetings@automicgroup.com.au

Any Proxy Forms received after that time will not be valid for the Meeting.

A Member who is a body corporate may appoint a representative, including an individual, to attend the Meeting in accordance with the Corporations Act. Representatives will be required to present documentary evidence of their appointment on the day of the Meeting.

For the purpose of determining the voting entitlements at the Meeting, the Directors have determined that Shares will be taken to be held by the registered holders of those Shares at 11:00am AEST on 1 August 2026. Accordingly, transactions registered after that time will be disregarded in determining entitlements to attend and vote at the Meeting.

By order of the Board

Jarek Kopias
Company Secretary
Melbourne, 2 July 2026

GENERAL MEETING - EXPLANATORY NOTES

These Explanatory Notes accompanying this Notice of Meeting are incorporated in and comprise part of this Notice of Meeting and should be read in conjunction with this Notice of Meeting.

If any Shareholder is in doubt as to how they should vote, they should seek advice from their legal, financial or other professional adviser prior to voting.

Introduction

These Explanatory Notes have been prepared to provide Shareholders with material information to enable them to make an informed decision on the business to be considered at the General Meeting of the Company. The Directors recommend Shareholders read these Explanatory Notes in full before making any decision in relation to the Resolutions.

Terms defined in the Notice of Meeting have the same meaning in these Explanatory Notes.

Resolutions 1 and 2: Ratification of issue of 34,000,000 Placement 1 Shares and 1,000,000 Broker Options

Background

On 11 June 2026, the Company announced that it had received commitments to issue 114,000,000 Placement Shares at an issue price of \$0.10 per Placement Share under a private placement to institutional and sophisticated investors and existing shareholders to raise \$11,400,000 (**Placement**). The placement is undertaken in two tranches; tranche 1 comprised the issue of 34,000,000 Shares (**Placement 1**) being the subject of the ratification under Resolution 1 and tranche 2 comprises the proposed issue of 80,000,000 Shares (**Placement 2**) being the subject of the approvals sought under Resolutions 3, 6 and 7.

The Placement also includes the issue of attaching options on a 1 for 2 basis that are intended to be quoted subject to meeting ASX quotation requirements in accordance with Resolutions 3, 4, 6 and 7. These options will have an exercise price of \$0.16 and expiry of 31 December 2027 (**Placement Options**).

Patagonia had originally announced that the Placement Options would have an expiry date of 31 March 2028. The Company lodged an updated announcement on 24 June 2026 to advise that the Placement Options would have an expiry date of 31 December 2027 to align the Placement Options with Existing Options (ASX:PL3AP) and that quotation would be sought, subject to meeting ASX conditions, for both the Placement Options with Existing Options.

The Placement also includes the issue of 5,500,000 broker fee Placement Options pursuant to Resolution 5.

In addition to the issue of Share and Options outlined above, the Company has issued 1,000,000 broker fee Options under an advisory agreement, being the subject of ratification sought pursuant to Resolution 2. These options have an exercise price of \$0.16 and expiry of 31 December 2027 (**Broker Options**).

As the Placement Options are proposed to be quoted, the Company will seek to amend the terms of existing options held by past investors. The proposed change to the terms of the Existing Options is subject to approval in accordance with Resolution 8.

Listing Rules

The issue of Shares pursuant to Placement 1 and 1,000,000 Broker Options as broker fees was undertaken under the Company's 15% placement capacity under ASX Listing Rule 7.1 and the Company's 10% placement capacity under Listing Rule 7.1A.

Broadly speaking, and subject to a number of exceptions, ASX Listing Rule 7.1 and ASX Listing Rule 7.1A limit the amount of Equity Securities that a listed company can issue without the approval of its shareholders over any 12-month period to 15% and 10% respectively of the fully paid ordinary shares it had on issue at the start of that period.

The issue of the Placement 1 Shares and Broker Options did not fall within an exception and were issued without Shareholder approval under the Company's 15% placement capacity under ASX Listing Rule 7.1 and 10% placement capacity under Listing Rule 7.1A.

ASX Listing Rule 7.4 allows the shareholders of a listed company to subsequently ratify the previous issues of securities made without prior shareholder approval under ASX Listing Rule 7.1 and Listing Rule 7.1A, provided the issue did not breach the maximum threshold set by ASX Listing Rule 7.1 and Listing Rule 7.1A. If they do, the issue is taken to have been approved under ASX Listing Rule 7.1 and Listing Rule 7.1A and so does not reduce the Company's capacity to issue further equity securities without shareholder approval under those rules.

The Company wishes to retain as much flexibility as possible to issue additional equity securities into the future without having to obtain Shareholder approval for such issues under ASX Listing Rule 7.1 and Listing Rule 7.1A and thus the Company is seeking ratification of the issue of the Placement 1 Shares and Broker Options the subject of Resolutions 1 and 2. The Company confirms that the issue and allotment of the Placement 1 Shares and Broker Options did not breach ASX Listing Rule 7.1 and Listing Rule 7.1A at the date of issue.

If Resolutions 1 and 2 are passed, the Placement 1 Shares and Broker Options will be excluded in calculating the Company's 15% limit in ASX Listing Rule 7.1 and 10% limit in Listing Rule 7.1A, effectively increasing the number of equity securities it can issue without shareholder approval over the 12-month period following the date of issue.

If Resolutions 1 and 2 are not passed, the relevant issues will be included in calculating the Company's 15% limit in ASX Listing Rule 7.1 and 10% limit in Listing Rule 7.1A, effectively decreasing the number of equity securities it can issue without shareholder approval over the 12-month period following the date of issue.

ASX Listing Rule 7.5 contains certain requirements as to the contents of a Notice sent to Shareholders for the purpose of ASX Listing Rule 7.4 and the following information is included in these Explanatory Notes for that purpose:

	Resolution 1 - Placement 1 Shares	Resolution 2 - Broker Options
Party	The Placement 1 Shares were issued to institutional and sophisticated investors and existing shareholders. The Broker Options were issued to the Lead Manager. The Company confirms that no Material Persons were issued more than 1% of the issued capital of the Company.	
Number and Class of Securities issued	34,000,000 fully paid ordinary shares – 14,000,000 Shares under Listing Rule 7.1 and 20,000,000 Shares under Listing Rule 7.1A.	1,000,000 Broker Options issued under Listing Rule 7.1.
Date of issue	The Placement 1 Shares and Broker Options were issued on 22 June 2026.	
Price or other Consideration	The Placement 1 Shares were issued at a price \$0.10 (10 cents) per Share and the Company received \$3,400,000 for the issue of the Placement Shares.	The Broker Options were issued as broker fees for no additional consideration under an advisory mandate.
Terms	The Placement Shares rank equally with all other Shares on issue.	Full terms of Broker Options are contained in Appendix 1. The Shares issued upon the exercise of Broker Options will be fully paid ordinary shares and will rank equally in all respects with all other Shares on issue as at the date of their issue.
Purpose	The funds raised from the Placement will be used for drilling well 8 on the Cilon Concession, upgrade of the Mineral Resource Estimate, preparation of a scoping study, planning of 1,000 tonne lithium carbonate demonstration plan and general working capital purposes.	
Material terms of agreement	The relevant placement agreement provided that the issue price of the Placement 1 Shares was \$0.10 with attaching Options 2 and included various conditions customary for a placement agreement of this sort.	The relevant agreement provided that the Company engage the Lead Manager for corporate advisory services for a fee of \$40,000 and 1,000,000 Options and included various other conditions usual for services of this sort.

Board Recommendation: The Directors recommend that Shareholders vote in favour of Resolutions 1 and 2.

The Chair of the Meeting intends to vote all undirected proxies in favour of Resolutions 1 and 2.

Resolutions 3, 4 and 5: Approval to Issue 50,000,000 Placement 2 Shares and 25,000,000 Placement Options, Approval to Issue 17,000,000 Placement Options and Approval to Issue 5,500,000 Placement Options to Cygnet

As detailed in the explanatory notes to Resolution 1, on 11 June 2026, the Company announced that it had agreed, subject to Shareholder approval, to issue 50,000,000 Placement 2 Shares (part of the total amount raised under tranche 2 of the Placement) and 25,000,000 Placement Options, 17,000,000 Placement Options to participants in the Placement 1 and 5,500,000 Placement Options

to Cygnet Capital (or its nominee) in part consideration for the capital raising services provided by Cygnet Capital in relation to the Placement.

As noted in the Explanatory Notes to Resolution 1, broadly speaking, and subject to a number of exceptions, ASX Listing Rule 7.1 limits the amount of equity securities that a listed company can issue without the approval of its shareholders over any 12-month period to 15% of the fully paid ordinary shares it had on issue at the start of that period.

Exception 17 of ASX Listing Rule 7.1 provides that an agreement to issue equity securities that is conditional on the holders of the listed company's ordinary securities approving the issue before the issue is made, shall be an exception to this prohibition, provided that if an entity relies on this exception the listed company must not issue the equity securities without such approval.

Resolutions 3, 4 and 5 seek Shareholder approval for the issue of the Placement 2 Shares, Placement Options to participants in the Placement and Placement Options to Cygnet Capital for the purposes of ASX Listing Rule 7.1.

If Resolutions 3, 4 and 5 are passed, the Company will be able to proceed with the issue of Placement 2 Shares, Placement Options to investors in the Placement and Options to Cygnet Capital. In addition, the Shares and Options will be excluded from the calculation of the number of equity securities that the Company can issue without Shareholder approval under ASX Listing Rule 7.1.

If Resolutions 3, 4 and 5 are not passed, the Company will not be able to proceed with the issue of Placement 2 Shares, Placement Options to investors in the Placement and Placement Options to Cygnet Capital and will be required to pay \$120,000 in cash to Cygnet Capital.

In accordance with the requirements of Listing Rule 7.3 the following information is provided in respect of Placement 2 Shares, Placement Options to investors in the Placement and Options to Cygnet Capital:

	Resolution 3	Resolution 4	Resolution 5
Party/ Allottees	The Placement 2 Shares will be issued to Crosgo Trading Ltd or its nominee(s).	The Placement Options will be issued to those investors who subscribed for Placement 1 Shares.	Cygnet Capital Pty Ltd or its nominee(s).
Number of Securities to be issued	50,000,000 fully paid ordinary shares and 25,000,000 Placement Options with an exercise price of \$0.16 and expiry of 31 December 2027.	17,000,000 Placement Options with an exercise price of \$0.16 and expiry of 31 December 2027.	5,500,000 Placement Options with an exercise price of \$0.16 and expiry of 31 December 2027.
Material Terms of Securities	The Placement 2 Shares rank equally with all other Shares on issue.	The material terms of the Placement Options are detailed in Appendix 2. The Shares issued upon the exercise of Placement Options will be fully paid ordinary shares and will rank equally in all respects with all other Shares on issue as at the date of their issue.	The material terms of the Placement Options are detailed in Appendix 2. The Shares issued upon the exercise of Placement Options will be fully paid ordinary shares and will rank equally in all respects with all other Shares on issue as at the date of their issue.
Date of issue	The Placement 2 Shares will be issued on or about 3 August 2026 and, in any event, within three (3) months of the date of the Meeting.	The Placement Options will be issued on or about 3 August 2026 and, in any event, within three (3) months of the date of the Meeting.	The Placement Options will be issued on or about 3 August 2026 and, in any event, within three (3) months of the date of the Meeting.
Price, Consideration, Purpose	The funds raised from the Placement 2 Shares (\$0.10 per Share) will be used for drilling well 8 on the Cilon Concession, upgrade of the Mineral Resource Estimate, preparation of a scoping study, planning of 1,000 tonne lithium carbonate demonstration plan and	The Placement Options will be issued as part of Placement 1 to incentivise participation in the Placement.	The Placement Options issued to Cygnet will be issued for nil issue price as part of the consideration payable to Cygnet Capital for capital raising services under the Lead Manager Agreement. No funds will be raised upon the issue of Placement

	Resolution 3	Resolution 4	Resolution 5
	general working capital purposes. The Placement Options will be issued as part of the Placement to incentivise participation in the Placement.		Options issued to Cygnet as they will be issued for no additional consideration. Funds will be raised upon the exercise of Placement Options and will be used to progress the Company's exploration activities and for working capital purposes at that time.
Material terms of agreement	The relevant placement agreement provided that one (1) Placement Option would be issued for every two (2) Placement 2 Shares applied for under the Placement for nil consideration and included various conditions for a placement agreement of this sort.	The relevant placement agreement provided that one (1) Placement Option would be issued for every two (2) Placement 1 Shares applied for under the Placement for nil consideration and included various conditions for a placement agreement of this sort.	The relevant Lead Manager Agreement provided that the Company remunerate the lead manager via issue of Options in relation to services provided in managing the Placement and included various other conditions usual for a placement of this sort.

Board Recommendation: The Directors recommend that Shareholders vote in favour of Resolutions 3, 4 and 5 and advise that that they intend to vote any Shares that they own or control in favour of Resolutions 3, 4 and 5.

The Chair of the Meeting intends to vote all undirected proxies in favour of Resolutions 3, 4 and 5.

Resolutions 6 and 7: Approval to Issue 15,000,000 Placement 2 Shares and 7,500,000 Placement Options to Magnus Capital (or nominated Associate) and approval to Issue 15,000,000 Placement 2 Shares and 7,500,000 Placement Options to Jose Manzano (or nominated Associate)

Background

As detailed in the explanatory notes to Resolution 1, on 11 June 2026, the Company announced that it had agreed, subject to Shareholder approval, to issue 30,000,000 Placement 2 Shares (part of the total amount raised under tranche 2 of the Placement).

Existing Shareholders (Magnus Capital S.A. and Jose Luis Manzano) or their nominated Associates (**Participating Allottees**) are intending to participate in Placement 2, via their associated Shareholding vehicles (if applicable), on the same terms as the Placement, subject to the Company obtaining Shareholder approval to such issue.

ASX Listing Rule Requirements

ASX Listing Rule 10.11 requires shareholder approval for the issue of equity securities to, among other defined persons, a Related Party of an entity, an Associate of a Related Party or a person who is (or was at any time in the last 6 months before issue).

Accordingly, as the Participating Allottees are Related Parties of the Company (by virtue of their shareholding and right to nominate a Director to the board of the Company) and therefore fall within numerous categories of Listing Rule 10.11 – specifically Listing Rule 10.11.3, Shareholder approval is being sought for the issue of a total of 30,000,000 Placement 2 Shares and 15,000,000 Placement Options to the Participating Allottees (or their nominated Associates) on the terms set out below.

If approval of the issue of the Placement 2 Shares and Placement Options is given under Listing Rule 10.11, approval is not required under Listing Rule 7.1 as per Listing Rule 7.2 exception 14, and the Placement Shares and Placement Options will be excluded in calculating the Company's 15% placement capacity in ASX Listing Rule 7.1 and 10% additional placement capacity in Listing Rule 7.1A, effectively increasing the number of equity securities it can issue without shareholder approval over the 12-month period following the date of issue.

If Resolutions 6 and 7 are not passed, the Company will be precluded from issuing the Placement Shares and Placement Options to the Participating Allottees (or their nominated Associates).

Resolutions 6 and 7 operate independently and the passing (or not) of one of these Resolution is not related to passing of the other four Resolutions.

ASX Listing Rules Disclosure

ASX Listing Rule 10.13 requires that the following information to be provided to Shareholders when seeking an approval for the purposes of ASX Listing Rule 10.11:

	Resolution 6	Resolution 7
Party	Magnus Capital S.A. (Magnus Capital)	Mr Jose Luis Manzano (JLM)
Relationship to the Company	In each case, a Related Party of the Company and, therefore, a person falling within category 10.11.3. of the Listing Rules and their Associates fall within Listing Rule 10.11.4.	
Securities issued	The maximum number of Placement Shares and Placement Options to be issued to Magnus Capital is 15,000,000 Shares and 7,500,000 Options.	The maximum number of Placement Shares and Placement Options to be issued to JLM is 15,000,000 Shares and 7,500,000 Options.
Terms	The material terms of the Placement Options are detailed in Appendix 2. Shares issued in Placement 2 and upon the exercise of Options will be fully paid ordinary shares and will rank equally in all respects with all other Shares on issue as at the date of their issue.	
Date of issue	The Placement Shares and Placement Options the subject of Resolutions 6 and 7 are proposed to be issued as soon as practicable and in any event no later than 1 month after the Meeting.	
Consideration	The Placement Shares will be issued for \$0.10 (10.0 cents) per Share, being the same issue price as all other Placement participants. The Company will receive \$3,000,000 for the issue of the Placement Shares. No funds will be raised upon the issue of Placement Options as they will be issued for nil additional consideration. Funds will be raised upon the exercise of Placement Options and will be used to progress the Company's exploration activities and for working capital purposes at that time.	
Material terms of agreement	The Participating Allotees are proposing to participate in the capital raise on the same terms as other Placement participants. The relevant placement agreement provided that the issue price of the Placement Shares was \$0.10 and included various conditions for a placement agreement of this sort. Each of the Participating Allotees has been granted a right to appoint a nominee director to the board of the Company following completion of Placement 2 and are entitled to that right subject to each of the Participating Allotees holding at least 10% of the Shares of the Company.	
Purpose	The funds raised from the issue of Placement Shares will be used for working capital purposes. The Placement Options are being offered to participants in Placement 2 for nil additional consideration in order to incentivise participation in Placement 2.	

Board Recommendation: The Directors recommend that Shareholders vote in favour of Resolutions 6 and 7 and advise that that they intend to vote any Shares that they own or control in favour of Resolutions 6 and 7.

The Chair of the Meeting intends to vote all undirected proxies in favour of Resolutions 6 and 7.

Resolution 8: Approval to modify Terms of Existing Options

On 11 June 2026, the Company announced that it had agreed to issue 57,000,000 Placement Options as detailed in the explanation to Resolution 1. The offer of Placement Options was made and included terms that the Placement Options would be issued subject to Shareholder approval and quoted subject to meeting ASX requirements for a new class of quoted Security.

The Company also identified that there were other holders of options on issue with the same terms except for the quotation condition.

The Company has agreed to seek quotation on the ASX of the Existing Options, to provide liquidity to an otherwise illiquid security. The Placement Options, together with the Existing Options are intended to be quoted but must first meet conditions for quotation in the ASX Listing Rules, which is not guaranteed.

The Existing Options currently provide that they cannot be transferred and this prohibition on transfer of the Existing Options is inconsistent with quotation and requires amendment in order for the Existing Options to be quoted.

The terms of the Existing Options were set out in the notice of meeting lodged with ASX on 28 April 2026, which included the following:

Transfer and Quotation

The Options are not transferable. Patagonia Lithium has not and will not apply to the ASX for Quotation of the Options.

The only change to the terms of the Existing Options is to change the "Transfer and Quotation" section as follows:

Transfer and Quotation

The holder of any Options may transfer some or all of their Options in any manner authorised by the Corporations Act or, if applicable, the ASX. The Company will apply to the ASX for Quotation of the Options. However, the Company cannot guarantee that the ASX will accept Quotation of the Options in which case they will remain unlisted. If the Company is still admitted to the ASX's Official List at the time of exercise, the Company will make an application for new Shares allotted on exercise of the Options to be Quoted on the ASX.

If Resolution 8 is passed, the terms of the Existing Options will be amended to remove the transfer prohibition so as to facilitate quotation of the Existing Options on the same terms as Placement Options. The terms of the Existing Options are set out in Appendix 1 and Placement Options are set out in Appendix 2.

If Resolution 8 is not passed, the terms of the Existing Options will not be amended to remove the transfer prohibition and obtain quotation of the Existing Options on the same terms as Placement Options.

ASX Listing Rule 6.23.4 only permits a change to the terms of an option, that is not prohibited under listing rule 6.23.3, where approved by its Shareholders. Consequently, Resolution 8 seeks Shareholder approval for the amendment to the terms of the Existing Options to remove the transfer prohibition and permit quotation on ASX.

Board Recommendation: The Directors recommend that Shareholders vote in favour of Resolution 8 and advise that they intend to vote any Shares that they own or control in favour of Resolution 8.

The Chair of the Meeting intends to vote all undirected proxies in favour of Resolution 8.

Glossary

In the Notice of Meeting and Explanatory Notes:

10% Additional Placement Capacity means the Equity Securities issued under Listing Rule 7.1A.

AEST means Australian Eastern Standard Time (Melbourne time).

Associate has the meaning given to that term in the Listing Rules.

ASX means ASX Limited (ABN 98 008 624 691).

Board means the board of Directors of Patagonia.

Broker Options means 1,000,000 unquoted options with an exercise price of \$0.16 and expiry of 31 December 2027 and as further detailed in Appendix 1.

Chair of the Meeting means the chairman of the Meeting.

Closely Related Party has the meaning given to it in the Corporations Act and the Corporations Regulations.

Constitution means the constitution of the Company.

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

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

Director means a director of the Company.

Equity Securities or **Securities** has the same meaning as in the Listing Rules.

Existing Options means 19,975,000 options with an exercise price of \$0.16 and expiry of 31 December 2027 and as further detailed in Appendix 1.

Explanatory Notes means these explanatory notes.

Lead manager means Cygnet Capital Pty Limited.

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

Magnus means Magnus Capital S.A.

Meeting or **General Meeting** means a general meeting of Shareholders to be held at the offices of Piper Alderman Lawyers at Level 23/459 Collins Street, Melbourne on Monday 3 August 2026 at 11:00am AEST.

Member or **Shareholder** means each person registered as a holder of a Share.

Notice or **Notice of Meeting** means this Notice of General Meeting.

Ordinary Resolution means a resolution passed by more than 50% of the votes cast by Shareholders entitled to vote at a general meeting of Shareholders.

Patagonia or the **Company** means Patagonia Lithium Ltd (ACN 654 004 403).

Placement means the placement of 114,000,000 Shares at 10 cents per Share to raise \$11.4 million with a 1 for 2 attaching Placement Options as announced on 11 June 2026.

Placement 1 means the placement of 34,000,000 Shares at 10 cents per Share to raise \$3.4 million with a 1 for 2 attaching Placement Options as announced on 11 June 2026.

Placement 2 means the placement of 80,000,000 Shares at 10 cents per Share to raise \$8.0 million with a 1 for 2 attaching Placement Options as announced on 11 June 2026.

Placement Options means 62,500,000 options with an exercise price of \$0.16 and expiry of 31 December 2027 and as further detailed in Appendix 2 issued pursuant to the Placement.

Placement Shares means Shares issued pursuant to Placement 1 and Placement 2.

Proxy Form means the proxy form attached to this Notice of Meeting.

Related Party has the meaning given to that term in the Corporations Act.

Resolution means a resolution referred to in this Notice.

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

Appendix 1 – Broker Options and Existing Options

Terms of Options

Exercise Period and Expiry Date

The Options are exercisable at any time on a Business Day prior to 5:00pm (Sydney time) on 31 December 2027 (Expiry Date). Options not exercised by that date will lapse.

Exercise Price

Each Option entitles the holder to acquire one (1) Share on payment of the sum of \$0.16 per Option (Exercise Price) to Patagonia Lithium.

Notice of Exercise

Options may be exercised at any time prior to 5:00pm (Sydney time) on the Expiry Date by delivering a duly executed Exercise Notice to Patagonia Lithium, together with payment for the aggregate Exercise Price for the Options being exercised.

Options will be deemed to have been exercised at a time determined by Patagonia Lithium and in any event no earlier than Patagonia Lithium having received the aggregate Exercise Price (in cleared funds) in respect of the Options exercised in accordance with the Exercise Notice.

Some or all of the Options may be exercised at any one time or times prior to the Expiry Date. Options must be exercised in respect of a minimum of 100,000 Options except where an Option holder holds less than 100,000 Options, in which case all Options held by that Option holder must be exercised.

Shares Issued on Exercise of Options

Shares to be issued pursuant to the exercise of Options will be issued following receipt of all the relevant documents and payments (in cleared funds) and will rank equally with the then issued Shares.

Shares issued pursuant to the exercise of Options will have the same rights and liabilities as Patagonia Lithium's existing Shares on issue as at the date of the exercise of the Options.

If the holder of any Options exercises less than the total number of Options registered in their name, Patagonia Lithium will provide the holder of any Options with a new holding statement stating the remaining number of Options registered in that holder's name, together with a new exercise notice.

Transfer and Quotation

The Options are not transferable. Patagonia Lithium has not and will not apply to the ASX for Quotation of the Options.

Participation Rights or Entitlements

There are no participating rights or entitlements inherent in the Options and holders will not be entitled to participate in new issues of securities offered to Shareholders during the term of the Options, except in their capacity as existing Shareholders.

Bonus Issues

If, prior to the expiry of the Options, Patagonia Lithium makes a bonus issue of Shares to Shareholders for no consideration, the number of Shares over which an Option is exercisable will be increased by the number of Shares which the holder would have received if the Option had been exercised before the relevant record date for the bonus issue.

Pro-Rata Issue

If, from time to time, before the expiry of the Options, Patagonia Lithium makes a pro-rata issue of Shares to shareholders, the exercise price of the Options may be amended in accordance with ASX Listing Rule 6.22.2.

Capital reorganisation

If there is a reorganisation of the issued capital of Patagonia Lithium (including any consolidation, subdivision, reduction, or return of capital), the rights of the holder of Options shall be changed to the extent necessary to comply with the ASX Listing Rules at the time of the reorganisation.

Appendix 2 – Placement Options

Terms of Options

Exercise Period and Expiry Date

The Options are exercisable at any time on a Business Day prior to 5:00pm (Sydney time) on 31 December 2027 (Expiry Date). Options not exercised by that date will lapse.

Exercise Price

Each Option entitles the holder to acquire one (1) Share on payment of the sum of \$0.16 per Option (Exercise Price) to Patagonia Lithium.

Notice of Exercise

Options may be exercised at any time prior to 5:00pm (Sydney time) on the Expiry Date by delivering a duly executed Exercise Notice to Patagonia Lithium, together with payment for the aggregate Exercise Price for the Options being exercised.

Options will be deemed to have been exercised at a time determined by Patagonia Lithium and in any event no earlier than Patagonia Lithium having received the aggregate Exercise Price (in cleared funds) in respect of the Options exercised in accordance with the Exercise Notice.

Some or all of the Options may be exercised at any one time or times prior to the Expiry Date. Options must be exercised in respect of a minimum of 100,000 Options except where an Option holder holds less than 100,000 Options, in which case all Options held by that Option holder must be exercised.

Shares Issued on Exercise of Options

Shares to be issued pursuant to the exercise of Options will be issued following receipt of all the relevant documents and payments (in cleared funds) and will rank equally with the then issued Shares.

Shares issued pursuant to the exercise of Options will have the same rights and liabilities as Patagonia Lithium's existing Shares on issue as at the date of the exercise of the Options.

If the holder of any Options exercises less than the total number of Options registered in their name, Patagonia Lithium will provide the holder of any Options with a new holding statement stating the remaining number of Options registered in that holder's name, together with a new exercise notice.

Transfer and Quotation

The holder of any Options may transfer some or all of their Options in any manner authorised by the Corporations Act or, if applicable, the ASX. The Company will apply to the ASX for Quotation of the Options. However, the Company cannot guarantee that the ASX will accept Quotation of the Options in which case they will remain unlisted. If the Company is still admitted to the ASX's Official List at the time of exercise, the Company will make an application for new Shares allotted on exercise of the Options to be Quoted on the ASX.

Participation Rights or Entitlements

There are no participating rights or entitlements inherent in the Options and holders will not be entitled to participate in new issues of securities offered to Shareholders during the term of the Options, except in their capacity as existing Shareholders.

Bonus Issues

If, prior to the expiry of the Options, Patagonia Lithium makes a bonus issue of Shares to Shareholders for no consideration, the number of Shares over which an Option is exercisable will be increased by the number of Shares which the holder would have received if the Option had been exercised before the relevant record date for the bonus issue.

Pro-Rata Issue

If, from time to time, before the expiry of the Options, Patagonia Lithium makes a pro-rata issue of Shares to shareholders, the exercise price of the Options may be amended in accordance with ASX Listing Rule 6.22.2.

Capital reorganisation

If there is a reorganisation of the issued capital of Patagonia Lithium (including any consolidation, subdivision, reduction, or return of capital), the rights of the holder of Options shall be changed to the extent necessary to comply with the ASX Listing Rules at the time of the reorganisation.

Your proxy voting instruction must be received by **11:00am (AEST) on Saturday, 01 August 2026**, being **not later than 48 hours** before the commencement of the Meeting. Any Proxy Voting instructions received after that time will not be valid for the scheduled Meeting.

SUBMIT YOUR PROXY

Complete the form overleaf in accordance with the instructions set out below.

YOUR NAME AND ADDRESS

The name and address shown above is as it appears on the Company's share register. If this information is incorrect, and you have an Issuer Sponsored holding, you can update your address through the investor portal: <https://investor.automic.com.au/#/home> Shareholders sponsored by a broker should advise their broker of any changes.

STEP 1 - APPOINT A PROXY

If you wish to appoint someone other than the Chair of the Meeting as your proxy, please write the name of that Individual or body corporate. A proxy need not be a Shareholder of the Company. Otherwise if you leave this box blank, the Chair of the Meeting will be appointed as your proxy by default.

DEFAULT TO THE CHAIR OF THE MEETING

Any directed proxies that are not voted on a poll at the Meeting will default to the Chair of the Meeting, who is required to vote these proxies as directed. Any undirected proxies that default to the Chair of the Meeting will be voted according to the instructions set out in this Proxy Voting Form, including where the Resolutions are connected directly or indirectly with the remuneration of Key Management Personnel.

STEP 2 - VOTES ON ITEMS OF BUSINESS

You may direct your proxy how to vote by marking one of the boxes opposite each item of business. All your shares will be voted in accordance with such a direction unless you indicate only a portion of voting rights are to be voted on any item by inserting the percentage or number of shares you wish to vote in the appropriate box or boxes. If you do not mark any of the boxes on the items of business, your proxy may vote as he or she chooses. If you mark more than one box on an item your vote on that item will be invalid.

APPOINTMENT OF SECOND PROXY

You may appoint up to two proxies. If you appoint two proxies, you should complete two separate Proxy Voting Forms and specify the percentage or number each proxy may exercise. If you do not specify a percentage or number, each proxy may exercise half the votes. You must return both Proxy Voting Forms together. If you require an additional Proxy Voting Form, contact Automic Registry Services.

SIGNING INSTRUCTIONS

Individual: Where the holding is in one name, the Shareholder must sign.

Joint holding: Where the holding is in more than one name, all Shareholders should sign.

Power of attorney: If you have not already lodged the power of attorney with the registry, please attach a certified photocopy of the power of attorney to this Proxy Voting Form when you return it.

Companies: To be signed in accordance with your Constitution. Please sign in the appropriate box which indicates the office held by you.

Email Address: Please provide your email address in the space provided.

By providing your email address, you elect to receive all communications despatched by the Company electronically (where legally permissible) such as a Notice of Meeting, Proxy Voting Form and Annual Report via email.

CORPORATE REPRESENTATIVES

If a representative of the corporation is to attend the Meeting the appropriate 'Appointment of Corporate Representative' should be produced prior to admission. A form may be obtained from the Company's share registry online at <https://automicgroup.com.au>.

Lodging your Proxy Voting Form:

Online

Use your computer or smartphone to appoint a proxy at <https://portal.automic.com.au/investor/home> or scan the QR code below using your smartphone

Login & Click on 'Meetings'. Use the Holder Number as shown at the top of this Proxy Voting Form.



BY MAIL:

Automic
GPO Box 5193
Sydney NSW 2001

IN PERSON:

Automic
Level 5, 126 Phillip Street
Sydney NSW 2000

BY EMAIL:

meetings@automicgroup.com.au

BY FACSIMILE:

+61 2 8583 3040

All enquiries to Automic:

WEBSITE:

<https://automicgroup.com.au>

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1300 288 664 (Within Australia)
+61 2 9698 5414 (Overseas)

