Jindalee Lithium Limited
ACN 064 121 133

Notice of General Meeting

The General Meeting of the Company will be held as follows:

Time and date:	**10.30am (AWST) on Wednesday, 10 December 2025**
Location:	**Jindalee Lithium Limited, Level 2, 9 Havelock Street West Perth WA 6005**

The Notice of General Meeting should be read in its entirety. If Shareholders are in doubt as to how to vote, they should seek advice from their suitably qualified professional advisor prior to voting.

Should you wish to discuss any matter, please do not hesitate to contact the Company by telephone on +61 8 9321 7550

Shareholders are urged to vote by lodging the Proxy Form

Jindalee Lithium Limited
ACN 064 121 133
(Company)

Notice of General Meeting

Notice is hereby given that the general meeting of Shareholders of Jindalee Lithium Limited (Jindalee or the Company) will be held at the Jindalee office, Level 2, 9 Havelock Street, West Perth, Western Australia at 10.30am (AWST) on Wednesday, 10 December 2025 (Meeting).

The Explanatory Memorandum provides additional information on matters to be considered at the Meeting. The Explanatory Memorandum and the Proxy Form form part of the Notice.

The Directors have determined pursuant to regulation 7.11.37 of the *Corporations Regulations 2001* (Cth) that the persons eligible to vote at the Meeting are those who are registered as Shareholders on Monday, 8 December 2025 at 4.00pm (AWST).

Shareholders are urged to vote by attending the Meeting in person or by returning a completed Proxy Form. Instructions on how to complete a Proxy Form are set out in the Explanatory Memorandum.

Proxy Forms must be received by no later than 10.30am (AWST) on Monday, 8 December 2025.

Terms and abbreviations used in the Notice are defined in Schedule 1.

Agenda

1 Resolutions

Resolution 1 – Ratification of Prior Issue of Placement Shares

To consider and, if thought fit, to pass with or without amendment, each as a separate **ordinary resolution** the following:

'That, for the purposes of Listing Rule 7.4 and for all other purposes, Shareholders ratify the issue of:

(a) 6,050,323 Placement Shares issued under Listing Rule 7.1; and

(b) 8,276,939 Placement Shares issued under Listing Rule 7.1A,

on the terms and conditions set out in the Explanatory Memorandum.

Resolution 2 – Approval of Issue of Placement Options

To consider and, if thought fit, to pass with or without amendment, as an **ordinary resolution** the following:

'That, for the purposes of Listing Rule 7.1 and for all other purposes, Shareholders approve the issue of 14,327,262 Placement Options as free attaching options, on the terms and conditions set out in the Explanatory Memorandum.'

Resolutions 3(a) to (e) – Approval of Director Participation in Placement

To consider and, if thought fit, to pass with or without amendment, as a **ordinary resolution** the following Resolutions:

'That, for the purposes of Listing Rule 10.11 and for all other purposes, Shareholders approve the issue of:

(a) 45,455 Shares and 45,455 free attaching Options to Wayne Zekulich;

(b) 45,455 Shares and 45,455 free attaching Options to Lindsay Dudfield;

(c) 45,455 Shares and 45,455 free attaching Options to Darren Wates;

(d) 45,455 Shares and 45,455 free attaching Options to Paul Brown; and

(e) 36,364 Shares and 36,364 free attaching Options to Ian Rodger,

(or their respective nominees), under the Placement, on the terms and conditions set out in the Explanatory Memorandum."

Note that each of Resolutions 3(a) to 3(e) are separate Resolutions, are non inter-conditional and will be separately put to the meeting.

Resolution 4 – Ratification of Prior Issue of Broker Options

To consider and, if thought fit, to pass with or without amendment, as an **ordinary resolution** the following:

'That, for the purposes of Listing Rule 7.4, and for all other purposes, Shareholders ratify the issue of 1,469,090 Broker Options issued under Listing Rule 7.1 on the terms and conditions set out in the Explanatory Statement.'

Voting exclusions

Pursuant to the Listing Rules, the Company will disregard any votes cast in favour of:

(a) **Resolutions 1(a), Resolution 1(b) and 2:** by or on behalf of Celtic Capital Pte Ltd <Investment 1 A/C>, Citicorp Nominees Pty Limited, HSBC Custody Nominees (Australia) Limited - A/C 2, UBS Nominees Pty Ltd and any person who participated in the issue of the Placement Shares and will be issued with Placement Options, or any of their respective associates, or their nominees.

(b) **Resolution 3(a):** by or on behalf of Wayne Zekulich (or his nominee(s)), and any other person who will obtain a material benefit as a result of the issue of these Placement Shares and Placement Options (except a benefit solely by reason of being a holder of ordinary securities in the entity), or an associate of those persons.

(c) **Resolution 3(b):** by or on behalf of Lindsay Dudfield or his nominee(s)), and any other person who will obtain a material benefit as a result of the issue of these Placement Shares and

Placement Options (except a benefit solely by reason of being a holder of ordinary securities in the entity), or an associate of those persons.

(d) **Resolution 3(c):** by or on behalf of Darren Wates or his nominee(s)), and any other person who will obtain a material benefit as a result of the issue of these Placement Shares and Placement Options (except a benefit solely by reason of being a holder of ordinary securities in the entity), or an associate of those persons.

(e) **Resolution 3(d):** by or on behalf of Paul Brown or his nominee(s)), and any other person who will obtain a material benefit as a result of the issue of these Placement Shares and Placement Options (except a benefit solely by reason of being a holder of ordinary securities in the entity), or an associate of those persons.

(f) **Resolution 3(e):** by or on behalf Ian Rodger or his nominee(s)) or his nominee(s)), and any other person who will obtain a material benefit as a result of the issue of these Placement Shares and Placement Options (except a benefit solely by reason of being a holder of ordinary securities in the entity), or an associate of those persons.

(g) **Resolution 4:** by or on behalf of any person who received Broker Options, or any of their respective associates, or their nominees.

The above voting exclusions does not apply where the vote is cast in favour of the relevant Resolution:

(a) by a person as **proxy or attorney** for a person entitled to vote on the Resolution, in accordance with directions gjven to the proxy or attorney to vote on the Resolution in that way;

(b) by the **Chair** of the Meeting as proxy or attorney for a person entitled to vote on the Resolution, in accordance with a direction given to the Chair to vote on the Resolution as the Chair decides; or

(c) by a holder actin solely in a **nominee, trustee, custodian or fiduciary** capacity on behalf of a beneficiary, provided the following conditions are met:

(i) 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

(ii) the holder votes on the Resolution in accordance with directions given by the beneficiary to the holder to vote in that way.

BY ORDER OF THE BOARD

Carly Terzanidis
Company Secretary
Jindalee Lithium Limited
Dated: 30 October 2025

Jindalee Lithium Limited
ACN 064 121 133
(Company)

Explanatory Memorandum

1. Introduction

The Explanatory Memorandum has been prepared for the information of Shareholders in connection with the business to be conducted at the Meeting to be held at the offices of the Company at Level 2, 9 Havelock Street, West Perth, Western Australia, 6005 at 10.30am (AWST) on Wednesday, 10 December 2025.

The Explanatory Memorandum forms part of the Notice which should be read in its entirety. The Explanatory Memorandum contains the terms and conditions on which the Resolution will be voted. The Explanatory Memorandum includes the following information to assist Shareholders in deciding how to vote on the Resolutions:

Section 2	Action to be taken by Shareholders
Section 3	Resolution 1 – Ratification of Prior Issue of Placement Shares
Section 4	Resolution 2 – Approval of Issue of Placement Options
Section 5	Resolutions 3 (a) to (e) – Approval of Director Participation in Placement
Section 6	Resolution 4 – Ratification of Prior Issue of Broker Options
Schedule 1	Definitions
Schedule 2	Terms and conditions of Options

A Proxy Form is made available with the Notice.

2. Action to be taken by Shareholders

Shareholders should read the Notice including the Explanatory Memorandum carefully before deciding how to vote on the Resolutions.

2.1 Voting in person

To vote in person, attend the Meeting on the date and at the place set out above.

2.2 Voting by a corporation

A Shareholder that is a corporation may appoint an individual to act as its representative and vote in person at the Meeting. The appointment must comply with the requirements of section 250D of the Corporations Act. The representative should bring to the Meeting evidence of his or her appointment, including any authority under which it is signed.

2.3 Voting by proxy

A Proxy Form is made available with the Notice. This is to be used by Shareholders if they wish to appoint a representative (a 'proxy') to vote in their place. All Shareholders are invited and encouraged to attend the Meeting or, if they are unable to attend in person, sign and return the Proxy Form to the Company in accordance with the instructions thereon. Lodgement of a Proxy Form will not preclude a Shareholder from attending and voting at the Meeting in person.

Please note that:

(a) a member of the Company entitled to attend and vote at the Meeting is entitled to appoint a proxy;

(b) a proxy need not be a member of the Company; and

(c) a member of the Company entitled to cast two or more votes may appoint two proxies and may specify the proportion or number of votes each proxy is appointed to exercise, but where the proportion or number is not specified, each proxy may exercise half of the votes.

The available Proxy Form provides further details on appointing proxies and lodging Proxy Forms.

Section 250BB(1) of the Corporations Act provides that an appointment of a proxy may specify the way the proxy is to vote on a particular resolution and, if it does:

(a) the proxy need not vote on a show of hands, but if the proxy does so, the proxy must vote that way (i.e. as directed);

(b) if the proxy has 2 or more appointments that specify different ways to vote on the resolution – the proxy must not vote on a show of hands;

(c) if the proxy is the Chair of the meeting at which the resolution is voted on – the proxy must vote on a poll, and must vote that way (i.e. as directed); and

(d) if the proxy is not the Chair – the proxy need not vote on the poll, but if the proxy does so, the proxy must vote that way (i.e. as directed).

Section 250BC of the Corporations Act provides that, if:

(a) an appointment of a proxy specifies the way the proxy is to vote on a particular resolution at a meeting of the Company's members;

(b) the appointed proxy is not the chair of the meeting;

(c) at the meeting, a poll is duly demanded, or is otherwise required under section 250JA on the resolution; and

(d) either the proxy is not recorded as attending the meeting or the proxy does not vote on the resolution,

the Chair of the meeting is taken, before voting on the resolution closes, to have been appointed as the proxy for the purposes of voting on the resolution at the meeting.

Your proxy voting instruction must be received by 10.30am (AWST) on Monday, 8 December 2025 being not later than 48 hours before the commencement of the Meeting.

2.4 Chair's voting intentions

Subject to the below, the Chair intends to exercise all available proxies in favour of all Resolutions, unless the Shareholder has expressly indicated a different voting intention. In exceptional circumstances, the Chair of the Meeting may change their voting intention on any Resolution, in which case an ASX announcement will be made.

If the Chair is a person referred to in the voting prohibition statement applicable to a Resolution under section 224 of the Corporations Act, the Chair will only be able to cast a vote as proxy for you on the relevant Resolution if you are entitled to vote and have specified your voting intention in the Proxy Form for that Resolution.

2.5 Submitting questions

Shareholders may submit questions in advance of the Meeting to the Company. Questions must be submitted by emailing the Company Secretary at enquiry@jindaleelithium.com by 10.30am (AWST) on Wednesday, 3 December 2025.

Shareholders will also have the opportunity to submit questions during the Meeting in respect to the formal items of business. In order to ask a question during the Meeting, please follow the instructions from the Chair.

The Chair will attempt to respond to the questions during the Meeting. The Chair will request prior to a Shareholder asking a question that they identify themselves (including the entity name of their shareholding and the number of Shares they hold).

3. Resolution 1 – Ratification of Prior Issue of Placement Shares

3.1 Background

On 20 October 2025, the Company announced a private share placement of new shares and options to raise approximately $8,000,000 (Placement), which comprised:

(a) Tranche 1:

(i) The issue of 14,327,262 fully paid ordinary shares (Shares) by way of a private placement to sophisticated and professional investors at an issue price of $0.55 per Share raising $7,879,994 on 24 October 2025, without prior Shareholder approval using the Company's available placement capacity under Listing Rules 7.1 and 7.1;

A. 6,050,323 Placement Shares under Listing Rule 7.1;

B. 8,276,939 Placement Shares under Listing Rule 7.1A,

and

(ii) The proposed issue of 14,327,262 free attaching options (Options) on the basis of one (1) option for every one (1) Share, to the same sophisticated and professional investors with an exercise price of $0.825 and expiring 30 November 2028, subject to Shareholder approval.

(b) Tranche 2:

(i) The proposed issue of up to 218,184 Shares by way of placement to Directors of the Company (or their nominees) at an issue price of $0.55 per Share, raising $120,001; and

(ii) The proposed issue of up to 218,184 Options on the basis of one (1) option for every one (1) Share, to the same Directors of the Company (or their nominees) with an exercise price of $0.825 and expiring 30 November 2028,

as follows:

(i) up to 45,455 Shares and 45,455 Options to Wayne Zekulich;

(ii) up to 45,455 Shares and 45,455 Options to Lindsay Dudfield;

(iii) up to 45,455 Shares and 45,455 Options to Darren Wates;

(iv) up to 45,455 Shares and 45,455 Options to Paul Brown; and

(v) up to 36,364 Shares and 36,364 Options to Ian Rodger.

(together, the Director Placement Securities), the issue of which is conditional on Shareholder approval being obtained.

The Placement Options are being offered pursuant to a prospectus dated 20 October 2025.

The Company confirms that it intends to request quotation of the Options subject to meeting ASX requirements.

Funds raised under the Placement (after expenses) will be applied to advance the McDermitt Lithium Project, including exploration drilling and permitting, repurchase of the balance of the convertible securities held by Mercer Street Global Opportunity Fund II. LP and other funds managed by US-based C/M Capital Partners, LP, costs to advance the previously announced US special purpose acquisition company (SPAC) transaction and general working capital purposes.

In addition to the above, the Company also issued 1,469,090 Options on the same terms as the Placement Options to the joint lead managers of the Placement as consideration for corporate advisory services provided to the Company which included acting as joint lead managers and bookrunners (Joint Lead Managers) to completion of the Placement (Broker Options). The Company issued the Broker Options on 24 October 2025 without prior Shareholder approval using the Company's available placement capacity under Listing Rule 7.1.

3.2 Listing Rules 7.1, 7.1A and 7.4

Broadly speaking, and subject to a number of exceptions, Listing Rule 7.1 and 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 Placement Shares issued to participants via Tranche 1 did not fall within an exception and were issued without Shareholder approval under the Company's 15% placement capacity under Listing Rule 7.1 and the Company's 10% placement capacity under Listing Rule 7.1A.

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 Listing Rule 7.1 and Listing Rule 7.1A, provided the issue did not breach the maximum thresholds set by Listing Rule 7.1 and Listing Rule 7.1A. If they do, the issue is taken to have been approved under 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 Listing Rule 7.1 and Listing Rule 7.1A and thus the Company is seeking ratification of the Placement Shares issued pursuant to Tranche 1 by Resolutions 1(a) and 1(b). The Company confirms that the issue and allotment of the Tranche 1 Placement Shares did not breach Listing Rule 7.1 and Listing Rule 7.1A at the date of issue.

If Resolutions 1(a) and (b) are passed, the Placement Shares issued pursuant to Tranche 1 will be excluded in calculating the Company's 15% threshold in Listing Rule 7.1 and 10% placement capacity 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(a) and (b) are not passed, the relevant issues will be included in calculating the Company's 15% Threshold in Listing Rule 7.1 and 10% placement capacity 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.

The Company confirms that Listing Rule 7.1 was not breached at the time the Placement Shares were agreed to be issued.

3.3 Specific information required by Listing Rule 7.5

Pursuant to and in accordance with Listing Rule 7.5, the following information is provided in relation to the ratification of the issue of the Placement Shares:

(a) The Placement Shares were issued to professional and sophisticated investors. The recipients of the Placement Shares were selected by the Company in consultation with MST Financial Services Pty Limited and GBA Capital Pty Ltd. Other than as disclosed below, none of the recipients of the Placement Shares were related parties of the Company or a Material Investor.

The following investors were issued Placement Shares which comprised more than 1% of the Company's issued capital at the time of the agreement to issue the Placement Shares.

Shareholder	Placement Shares
Celtic Capital Pte Ltd <Investment 1 A/C>	839,090
Citicorp Nominees Pty Limited[1]	4,828,761
HSBC Custody Nominees (Australia) Limited - A/C 2	900,000
UBS Nominees Pty Ltd	3,100,475

1. Citicorp Nominees Pty Limited was a substantial holder at the time of the agreement to issue the Placement Shares, holding 11.66% at that time.

(b) A total of 14,327,262 Placement Shares were issued using the Company's available placement capacity under Listing Rules 7.1 and 7.1A.

(c) The Placement Shares were issued as fully paid ordinary Shares and rank equally in all respects with the Company's existing Shares on issue.

(d) The Placement Shares were issued on 24 October 2025 at $0.55 each.

(e) The proceeds from the issue of the Placement Shares will be used for the purposes outlined in the Section 3.1 above.

(f) There are no other material terms to the agreement for the issue of the Placement Shares.

(g) A voting exclusion statement is included in the Notice.

3.4 Additional information

Each of Resolutions 1(a) and (b) is an ordinary Resolution.

The Board recommends that Shareholders vote in favour of Resolutions 1(a) and (b).

4. Resolution 2 – Approval of Issue of Placement Options

The background to the proposed issue of the Placement Options is in Section 3.1 above.

As described above under Resolution 1, subject to a number of exceptions, Listing Rules 7.1 and 7.1A limit the amount of equity securities that a listed company can issue or agree to 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 proposed issue of Placement Options does not fall within an exception to Listing Rule 7.1 and therefore the Company intends to issue the Placement Options subject to Shareholder approval pursuant to Listing Rule 7.1.

4.1 Listing Rule 7.1

A summary of Listing Rule 7.1 is set out in Section 3.2 above.

Listing Rule 7.2 exception 17 applies as the issue of the Placement Options is subject to Shareholder approval pursuant to Listing Rule 7.1.

If Resolution 2 is passed, the Company will able to proceed with the issue of 14,327,262 Placement Options.

If Resolution 2 is not passed, the Company will not be able to proceed with the issue of 14,327,262 Placement Options.

4.2 Technical information required by Listing Rule 7.3

Pursuant to and in accordance with Listing Rule 7.3, the following information is provided in relation to Resolution 2:

(a) The Placement Options will be issued to participants in the Placement, being professional and sophisticated investors selected by the Company in consultation with MST Financial Services Pty Limited and GBA Capital Pty Ltd. None of the recipients of the Placement Options are related parties of the Company or a Material Investor, other than those noted in Section 3.3 above.

(b) A total of 14,327,262 Placement Options will be issued, exercisable at $0.825 and expiring 30 November 2028. Placement Options will rank equally in all respects with the Company's existing Options exercisable at $0.825 and expiring 30 November 2028 on issue.

(c) The Placement Options will be issued not later than three months after the date of this Meeting.

(d) The Placement Options are being issued for nil consideration as they are free attaching to Placement Shares, therefore no funds will be raised via the issue of Placement Options.

(e) There are no other material terms to the agreement for the issue of the Placement Options. A voting exclusion statement is included in the Notice.

Note: A summary of the key terms and conditions of the Options to be issued under this Resolution is set out in Schedule 2 to this Notice.

4.3 Additional Information

Resolution 2 is an ordinary resolution.

The Board recommends that Shareholders vote in favour of Resolution 2.

5. Resolutions 3(a) to (e) – Approval of Director Participation in Placement

5.1 General

The background to the proposed issue of the Director Placement Securities is in Section 3.1 above.

Resolutions 3(a), (b), (c), (d) and (e) (inclusive) seek the approval of Shareholders under and for purposes of Listing Rule 10.11 for the issue of the Director Placement Securities to the Directors (or their respective nominees) in the proportions detailed in Section 3.1 above.

Each of Resolutions 3(a) to 3(e) are separate Resolutions, are non inter-conditional and will be separately put to the meeting.

5.2 Summary of Listing Rule 10.11

Listing Rule 10.11 provides that unless one of the exceptions in Listing Rule 10.12 applies, a listed company must not issue or agree to issue Equity Securities to any of the following persons without the approval of its Shareholders:

(a) a related party (Listing Rule 10.11.1);

(b) a person who is, or was at any time in the 6 months before the issue or agreement, a substantial holder (30%+) in the company (Listing Rule 10.11.2);

(c) a person who is, or was at any time in the 6 months before the issue or agreement, a substantial holder (10%+) in the company and who has nominated a director to the board of the company pursuant to a relevant agreement which gives them a right or expectation to do so (Listing Rule 10.11.3);

(d) an associate of a person referred to in ASX Listing Rules 10.11.1 to 10.11.3 (Listing Rule 10.11.4); or

(e) a person whose relation with the company or a person referred to in ASX Listing Rule 10.11.1 or 10.11.4 is such that, in ASX's opinion, the issue or agreement should be approved by its shareholders (Listing Rule 10.11.5).

The Directors are related parties of the Company and therefore fall into the category stipulated by Listing Rule 10.11.1. As Shareholder approval is being sought under Listing Rule 10.11, approval is not required under Listing Rule 7.1.

If Resolutions 3(a), (b), (c), (d) and (e) (inclusive) are passed, the Company will be able to proceed with the issue of the Director Placement Securities to the relevant Director the subject to the Resolutions.

If Resolutions 3(a), (b) (c), (d) and (e) (inclusive) are not passed, the Company will not be able to proceed with the issue of the relevant Director Placement Securities the subject of the Resolution that is not passed and, in turn, will not receive the additional $120,001 committed by the Directors under the Placement.

5.3 Specific information required by Listing Rule 10.13

Pursuant to and in accordance with Listing Rule 10.13, the following information is provided in relation to the proposed issue of the Director Placement Securities:

(a) The Director Placement Securities will be issued to the Directors (or their respective nominees) in the proportions set out in Section 3.1 above.

(b) Each of Messrs Zekulich, Dudfield, Wates, Brown and Rodger is a Director and is, as such, a person who falls within Listing Rule 10.11.1.

(c) The maximum number of Securities to be issued to the Directors (or their respective nominees) is outlined in the table below.

Resolution	Name	Subscription Price	Placement Shares (Based on an issue price of $0.55 each)	Placement Options
3(a)	Wayne Zekulich	$25,000.25	45,455	45,455
3(b)	Lindsay Dudfield	$25,000.25	45,455	45,455
3(c)	Darren Wates	$25,000.25	45,455	45,455
3(d)	Paul Brown	$25,000.25	45,455	45,455
3(e)	Ian Rodger	$20,000.20	36,364	36,364

(d) The Placement Shares to be subscribed for by Directors are fully paid ordinary shares in the capital of the Company, issued on the same terms and conditions as the Company's existing Shares and on the same terms as the Placement Shares. The Placement Options to be subscribed for by Directors are exercisable at $0.825 each and expire 30 November 2028. The Placement Options to be issued to Directors will otherwise be issued on the terms and conditions in Schedule 2.

(e) The Company will issue the Director Placement Securities as soon as possible after the date of the Meeting and in any event within one month of the Meeting.

(f) The Placement Shares to be issued to Directors will be issued at $0.55 per Share, being the same issue price as the Placement Shares. The Placement Options to be issued to Directors will be issued for nil cash consideration as they are being issued on a free attaching basis to the Placement Shares. Accordingly, no funds will be raised by the issue of the Placement Options.

(g) The Director Placement Securities are not being issued to incentivise or remunerate Messrs Zekulich, Dudfield, Wates, Brown and Rodger.

(h) The funds raised from the issue of the Placement Shares to Directors are intended to be used to advance the McDermitt Lithium Project, including exploration drilling and permitting, repurchase of the balance of the convertible securities held by Mercer Street Global Opportunity Fund II. LP and other funds managed by US-based C/M Capital Partners, LP, costs to advance the previously announced US SPAC company transaction and general working capital purposes.

(i) There are no other material terms for the agreement to issue the Director Placement Securities.

(j) A voting exclusion statement is included in the Notice.

5.4 Chapter 2E of the Corporations Act

Chapter 2E of the Corporations Act regulates the provision of "financial benefits" to "related parties" by a public company. Chapter 2E prohibits a public company from giving a financial benefit to a related party of the public company unless either:

(a) the giving of the financial benefit falls within one of the nominated exceptions to the provisions; or

(b) prior shareholder approval is obtained to the giving of the financial benefit.

The proposed issue of the Director Placement Securities constitutes giving a financial benefit and Messrs Zekulich, Dudfield, Wates, Brown and Rodger are related parties of the Company by virtue of being Directors.

The Board considers that Shareholder approval pursuant to Chapter 2E of the Corporations Act is not required in respect of the issue of the Director Placement Securities because the Director

Placement Securities will be issued on the same terms as those Securities issued to non-related participants in the Placement and as such the giving of the financial benefit is on arm's length terms.

5.5 Additional Information

Each of Resolution 3(a), (b), (c), (d) and (e) (inclusive) is an ordinary resolution.

Given the personal interests of all the Directors in the outcome of Resolution 3(a), (b), (c), (d) and (e) (inclusive), the Directors decline to make a recommendation to Shareholders.

6. Resolution 4 – Ratification of Prior Issue of Broker Options

The background to the proposed issue of the Broker Options is in Section 3.1 above.

The Company issued the Broker Options on 24 October 2025 without prior Shareholder approval using the Company's available placement capacity under Listing Rule 7.1.

Resolution 4 seeks the approval of Shareholders pursuant to Listing Rule 7.4 to ratify the issue of the Broker Options.

6.1 Listing Rules 7.1 and 7.4

A summary of Listing Rules 7.1 and 7.4 is in Section 3.2 above.

The issue of the Broker Options does not fit within any of the exceptions to Listing Rule 7.1 and, as it has not yet been approved by Shareholders, effectively uses up part of the Company's 15% placement capacity under Listing Rule 7.1. This reduces the Company's capacity to issue further Equity Securities without Shareholder approval under Listing Rule 7.1 for the 12 month period following the issue of the Broker Options.

The effect of Shareholders passing Resolution 4 will be to allow the Company to retain the flexibility to issue Equity Securities in the future up to the 15% placement capacity set out in Listing Rule 7.1, without the requirement to obtain prior Shareholder approval.

If Resolution 4 is passed, 1,469,090 Broker Options will be excluded in calculating the Company's 15% limit in Listing Rule 7.1, effectively increasing the number of Equity Securities the Company can issue without Shareholder approval over the 12 month period following the issue date.

If Resolution 4 is not passed, 1,469,090 Broker Options will continue to be included in calculating the Company's 15% limit under Listing Rule 7.1, effectively decreasing the number of Equity Securities it can issue or agree to issue without obtaining prior Shareholder approval over the 12 month period following the issue date.

The Company confirms that Listing Rule 7.1 was not breached at the time the Broker Options were agreed to be issued.

6.2 Summary of material terms of Joint Lead Manager agreement

The Company and the Joint Lead Managers are party to a letter of engagement pursuant to which the Joint Lead Managers have agreed to joint lead manage the Placement (Mandate).

Pursuant to the Mandate, the Company has appointed the Joint Lead Managers as the lead managers to the Placement to (among other things):

(a) act as joint lead managers and bookrunners to the Company in connection with the Placement;

(b) market the Placement and assist in the drafting of any documentation in connection with the Placement;

(c) advise on the structuring and timing of the Placement and assist with dealings with regulatory bodies (including ASX and ASIC) in relation to the Placement; and

(d) provide the Company with such other assistance in undertaking the Placement as is customary and appropriate for a lead manager in this type of transaction.

The Company must pay the Joint Lead Managers:

(a) a selling fee of 5.0% (ex. GST) of the amount of all gross proceeds raised by the Joint Lead Managers pursuant to the Placement;

(b) a management fee of 1.0% (ex. GST) of the amount of all gross proceeds raised pursuant to the Placement; and

(c) 1,469,090 Broker Options on the same terms as the Options issued under the Placement.

The Company has also agreed to pay MST Financial Services Pty Limited ACN 617 475 180 (MST) a fee equal to 1.0% of the gross cash proceeds received by Constellation Acquisition Corp. I (Constellation), or any successor, affiliate or vehicle (directly or indirectly) from L1 Capital Global Opportunities Master Fund (L1) in connection with, or as part of, the US private investment in public equity or equity financing undertaken in contemplation of, or concurrently with, the SPAC transaction or any successor SPAC transaction involving the Company within nine (9) months of the Placement.

The Company has agreed to pay or reimburse the Joint Lead Managers for their reasonable out-of-pocket expenses incurred in connection with the Placement.

Subject to certain exclusions relating to fraud, wilful misconduct or gross negligence, the Company indemnifies the Joint Lead Managers and certain affiliated parties against certain liabilities and losses incurred or sustained directly or indirectly in connection with the Placement.

The Mandate grants a first right of refusal to the Joint Lead Managers to act as lead manager for any future capital raisings by the Company over the six (6) month period following Completion of the Placement.

The Mandate contains various representations, warranties, indemnities and undertakings in favour of the Joint Lead Managers that are usual for an arrangement of this sort. In particular, the Mandate contains various representations and warranties by the Company relating to the Company and its disclosure of information to the Joint Lead Managers and compliance with procedures and regulations.

6.3 Specific information required by Listing Rule 7.5

Pursuant to and in accordance with Listing Rule 7.5, the following information is provided in relation to the ratification of the issue of the Broker Options:

(h) The Broker Options were issued to the joint lead managers of the Placement each of whom are not a related party of the Company or a Material Investor.

(i) The Broker Options are exercisable at $0.825 each and expire on 30 November 2028. The Broker Options were otherwise issued on the terms and conditions in Schedule 2.

(j) The Broker Options were issued on 24 October 2025.

(k) The Broker Options were issued for nil cash consideration and as part consideration for the provision of placement services to the Company. Accordingly, no funds were raised by the issue of the Broker Options.

(l) Other than as set out in Section 6.2, there are no other material terms to the agreement for the issue of the Broker Options.

(m) A voting exclusion statement is included in the Notice.

6.4 Additional information

Resolution 4 is an ordinary Resolution.

The Board recommends that Shareholders vote in favour of Resolution 4.

Schedule 1 Definitions

In the Notice, words importing the singular include the plural and vice versa.

$ or A$	means Australian Dollars.
ASIC	means the Australian Securities and Investments Commission.
ASX	means the ASX Limited (ACN 008 624 691) and, where the context permits, the Australian Securities Exchange operated by ASX Limited.
AWST	means Australian Western Standard Time.
Board	means the board of Directors.
Broker Options	means the options issued to Joint Lead Managers (or their nominees) in connection with the Mandate, each exercisable at $0.825 and expiring 30 November 2028.
Chair	means the person appointed to chair the Meeting of the Company convened by the Notice.
Company	means Jindalee Lithium Limited (ACN 064 121 133).
Constellation	has the meaning given in Section 6.2.
Constitution	means the constitution of the Company, as amended.
Corporations Act	means the *Corporations Act 2001* (Cth), as amended.
Director	means a director of the Company.
Director Placement Securities	has the meaning outlined in Section 3.1.
Equity Security	has the same meaning as in the Listing Rules.
Explanatory Memorandum	means the explanatory memorandum which forms part of the Notice.
Jindalee	means Jindalee Lithium Limited (ACN 064 121 133).
Joint Lead Managers	means MST Financial Services Pty Limited (ACN 617 475 180) and GBA Capital Pty Ltd (ACN 643 039 123).
L1	has the meaning given in Section 6.2.
Listing Rules	means the listing rules of ASX.
Mandate	has the meaning given in Section 6.2.
Material Investor	means in relation to the Company: (a) a related party;

	(b) Key Management Personnel; (c) a substantial Shareholder; (d) an advisor; or (e) an associate of the above, who received Shares which constituted more than 1% of the Company's issued capital at the time of issue.
Meeting	has the meaning given in the introductory paragraph of the Notice.
MST	means MST Financial Services Pty Limited (ACN 617 475 180).
Notice	means this notice of annual general meeting.
Option	means an option, giving the holder the right, but not an obligation, to acquire a Share at a predetermined price and at a specific time in the future, subject to any applicable vesting conditions, and specifically unquoted options attaching to Placement Shares on a 1:1 basis and Broker Options, each exercisable at $0.825 and expiring 30 November 2028.
Placement	means the placement announced on 20 October 2025 as outlined in Section 3.1.
Proxy Form	means the proxy form made available with this Notice.
Resolution	means a resolution referred to in the Notice.
Schedule	means a schedule to the Notice.
Section	means a section of the Explanatory Memorandum.
Securities	means any Equity Securities of the Company (including Shares, Options, and/or Convertible Notes).
Share	means a fully paid ordinary share in the capital of the Company.
Shareholder	means the holder of a Share.
SPAC	means special purpose acquisition company.
VWAP	means the volume weighted average market price.

Schedule 2 Terms and conditions of Options

The terms and conditions of the Options, to be issued under Resolutions 2, 3 and 4 of this Notice are as follows:

1. Exercise Period and Expiry Date

The Options are exercisable at any time prior to 5:00pm (Perth time) on 30 November 2028 (Expiry Date). Options not exercised by that date will lapse.

2. Exercise Price

Each Option entitles the holder to acquire one (1) Share on payment of the sum of $0.825 per Option (Exercise Price) to the Company.

3. Notice of Exercise

Option holders will receive an exercise notice at the same time that they receive a holding statement in respect of the Options (Exercise Notice).

Holders may not exercise less than 4,500 Options at any one time, unless the holder has less than 4,500 Options, in which case they may do so provided they exercise all Options then held.

Options may be exercised at any time prior to 5:00pm (Perth time) on the Expiry Date by delivering a duly executed Exercise Notice to the Company, 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 the Company and in any event no earlier than the Company having received the aggregate Exercise Price (in cleared funds) in respect of the Options exercised in accordance with the Exercise Notice.

4. 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 the Company's existing Shares on issue as at the date of the exercise of the Options. The full details of the rights attaching to Shares are set out in the Company's Constitution.

If the holder of any Options exercises less than the total number of Options registered in their name, the Company 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.

5. Transfer

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.

6. 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.

7. Bonus Issues

If, prior to the expiry of the Options, the Company 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.

8. Pro-Rata Issue

If, from time to time, before the expiry of the Options, the Company 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.

9. Capital reorganisation

If there is a reorganisation of the issued capital of the Company (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.

10. Takeovers prohibition

(a) The issue of Shares on exercise of the Options is subject to and conditional upon the issue of the relevant Shares not resulting in any person being in breach of section 606(1) of the Corporations Act; and

(b) the Company will not be required to seek the approval of its members for the purposes of item 7 of section 611 of the Corporations Act to permit the issue of any Shares on exercise of the Options.

11. No other rights

An Option does not give a holder any rights other than those expressly provided by these terms and those provided at law where such rights at law cannot be excluded by these terms.

12. Amendments required by ASX

The terms of the Options may be amended as considered necessary or desirable by the Board in order to comply with the ASX Listing Rules, or any directions of ASX regarding the terms provided that, subject to compliance with the ASX Listing Rules, following such amendment, the economic and other rights of the holder are not diminished or terminated.

JINDALEE LITHIUM

Proxy Voting Form

If you are attending the Meeting in person, please bring this with you for Securityholder registration.

Jindalee Lithium Ltd | ABN 52 064 121 133

Your proxy voting instruction must be received by **10:30am (AWST) on Monday, 08 December 2025**, 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://investor.automic.com.au/#/loginsah 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

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

STEP 1 - How to vote

APPOINT A PROXY:

I/We being a Shareholder entitled to attend and vote at the General Meeting of Jindalee Lithium Ltd, to be held at **10:30am (AWST) on Wednesday, 10 December 2025 at Jindalee Lithium Limited, Level 2, 9 Havelock Street West Perth WA 6005** hereby:

Appoint the Chair of the Meeting (Chair) OR if you are not appointing the Chair of the Meeting as your proxy, please write in the box provided below the name of the person or body corporate you are appointing as your proxy or failing the person so named or, if no person is named, the Chair, or the Chair's nominee, to vote in accordance with the following directions, or, if no directions have been given, and subject to the relevant laws as the proxy sees fit and at any adjournment thereof.

The Chair intends to vote undirected proxies in favour of all Resolutions in which the Chair is entitled to vote.
Unless indicated otherwise by ticking the "for", "against" or "abstain" box you will be authorising the Chair to vote in accordance with the Chair's voting intention.

STEP 2 - Your voting direction

Resolutions		For	Against	Abstain
1a	Ratification of Prior Issue of Placement Shares under Listing Rule 7.1	☐	☐	☐
1b	Ratification of Prior Issue of Placement Shares under Listing Rule 7.1A	☐	☐	☐
2	Approval of Issue of Placement Options	☐	☐	☐
3a	Approval of issue of Director Placement Securities to Wayne Zekulich	☐	☐	☐
3b	Approval of issue of Director Placement Securities to Lindsay Dudfield	☐	☐	☐
3c	Approval of issue of Director Placement Securities to Darren Wates	☐	☐	☐
3d	Approval of issue of Director Placement Securities to Paul Brown	☐	☐	☐
3e	Approval of issue of Director Placement Securities to Ian Rodger	☐	☐	☐
4	Ratification of Prior Issue of Broker Options	☐	☐	☐

Please note: If you mark the abstain box for a particular Resolution, you are directing your proxy not to vote on that Resolution on a show of hands or on a poll and your votes will not be counted in computing the required majority on a poll.

STEP 3 – Signatures and contact details

Individual or Securityholder 1	Securityholder 2	Securityholder 3
Sole Director and Sole Company Secretary	Director	Director / Company Secretary

Contact Name:

Email Address:

Contact Daytime Telephone

Date (DD/MM/YY) ☐☐ / ☐☐ / ☐☐

By providing your email address, you elect to receive all communications despatched by the Company electronically (where legally permissible).

AUTOMIC

JLL