RNS Number : 6252W
CleanTech Lithium PLC
26 August 2025

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26/08/2025

CLEANTECH LITHIUM PLC

Retail Offer to shareholders

On 11 August 2025, CleanTech Lithium PLC ("CleanTech Lithium" or the "Company"), an exploration and development company advancing lithium projects in Chile for the clean energy transition, announced that it had conditionally raised gross proceeds of £4.3 million by way of a placing of 86,000,000 new ordinary shares (the "Placing Shares") at a price of 5 pence per new ordinary share (the "Issue Price") (the "Placing").

The Company also granted a broker option to Fox-Davies Capital Limited ("Fox-Davies"), pursuant to which an additional £400,000 has been conditionally raised by way of a further placing of 8,000,000 new ordinary shares (the "Broker Option Shares") at the Issue Price (the "Broker Option") (the Placing and the Broker Option together being, the "Fundraising" and the Placing Shares and the Broker Option Shares together being, the "Fundraising Shares").

As part of the Fundraising, the Fundraising Shares carry a warrant entitlement of one warrant ("Warrant") for every Fundraising Share. Each Warrant grants the holder the right to subscribe for one new ordinary share at a price of 6 pence, being at a 20% per cent premium to the Issue Price, at any time from one year after the date of Second Admission until up to and including the date which is 3 years from the date of Second Admission.

In view of the potential interest of retail shareholders in participating in the Fundraising, the Company is pleased to announce a retail offer via BookBuild (the "Retail Offer") of new ordinary shares (the "Retail Offer Shares") at a price of 5 pence, which is the Issue Price, per Retail Offer Share together with one

Warrant for every Retail Offer Share. The Retail Offer is only being made available to existing shareholders of the Company on the same financial terms as the Fundraising.

The Issue Price represents a discount of approximately 26 per cent. to the closing share price of 6.75 pence per ordinary share on 8 August 2025, being the last practicable date prior to publication of the Fundraising announcement on 11 August 2025.

The amount raised pursuant to the Retail Offer will not exceed £250,000.

The Retail Offer is conditional on:

- the passing of resolutions (the "Resolutions") to authorise the issue of, *inter alia*, the Retail Offer Shares and the Warrants at a general meeting of the Company to be held at 10:00 a.m. BST on 29 August 2025 (the "General Meeting").

- the Retail Offer Shares being admitted to trading on the AIM market operated by the London Stock Exchange ("Second Admission").

It is expected that Second Admission will take place on or about 1 September 2025.

The net proceeds from the Broker Option and the Retail Offer would be applied, in the same way as the net proceeds of the Placing, to fund the initial payments for the binding SPA the Company has signed for the acquisition of an additional 30 licences in the Laguna Verde project ("the Minergy Licences"), the final PFS payments for Laguna Verde, DLE technical work and general working capital requirements

Expected Timetable in relation to the Retail Offer

Retail Offer opens	26/08/2025, 07:00
Latest time and date for commitments under the Retail Offer	28/08/2025, 16:30
Results of the Retail Offer announced	29/08/2025
Results of the General Meeting announced	29/08/2025
Admission and dealings in Retail Offer Shares to commence	01/09/2025

Any changes to the expected timetable set out above will be notified by the Company through a Regulatory Information Service. References to times are to London times unless otherwise stated.

Dealing Codes

Ticker	CTL
ISIN for the Ordinary Shares	JE00BTJ01443
SEDOL for the Ordinary Shares	BTJ0144
ISIN for the Warrants	JE00BVN4C540

Retail Offer

The Company values its retail shareholder base, which has supported the Company alongside institutional investors since IPO in 2022. Given the support of retail shareholders, the Company believes that it is appropriate to provide its retail shareholders in the United Kingdom the opportunity to participate in the Retail Offer. The Company is therefore making the Retail Offer available in the United Kingdom through the financial intermediaries which will be listed, subject to certain access restrictions, on the following website:**https://www.bookbuild.live/deals/W7L457/authorised-intermediaries**

Fox-Davies Capital Limited will be acting as sole retail offer coordinator in relation to this Retail Offer (the "**Retail Offer Coordinator**").

Existing retail shareholders can contact their broker or wealth manager ("**Intermediary**") to participate in the Retail Offer. In order to participate in the Retail Offer, each intermediary must be on-boarded onto the BookBuild platform and agree to the final terms and the retail offer terms and conditions, which regulate, inter alia, the conduct of the Retail Offer on market standard terms and provide for the payment of commission to any intermediary that elects to receive a commission and/or fee (to the extent permitted by the FCA Handbook Rules) from the Retail Offer Coordinator (on behalf of the Company).

Any expenses incurred by any intermediary are for its own account. Investors should confirm separately with any intermediary whether there are any commissions, fees or expenses that will be applied by such intermediary in connection with any application made through that intermediary pursuant to the Retail Offer.

The Retail Offer will be open to eligible investors in the United Kingdom at **7:00am on 26/08/2025**. The Retail Offer is expected to close at **4:30pm on 28/08/2025**. Investors should note that financial intermediaries may have earlier closing times. The Retail Offer may close early if it is oversubscribed.

If any intermediary has any questions about how to participate in the Retail Offer on behalf of existing retail shareholders, please contact the Retail Offer Coordinator at daniel@fox-davies.com or BookBuild at email: support@bookbuild.live.

The Retail Offer the subject of this announcement is and will, at all times, only be made to, directed at and may only be acted upon by those persons who are, shareholders in the Company. To be eligible to participate in the Retail Offer, applicants must meet the following criteria before they can submit an order for Retail Offer Shares: (i) be a customer of one of the participating intermediaries listed on the above website; (ii) be resident in the United Kingdom and (iii) be a shareholder in the Company (which may include individuals aged 18 years or over, companies and other bodies corporate, partnerships, trusts, associations and other unincorporated organisations and includes persons who hold their shares in the Company directly or indirectly through a participating intermediary). For the avoidance of doubt, persons who only hold CFDs, Spreadbets and/or similar derivative instruments in relation to shares in the Company are not eligible to participate in the Retail Offer.

The Company reserves the right to scale back any order at its discretion. The Company reserves the right to reject any application for subscription under the Retail Offer without giving any reason for such rejection.

It is vital to note that once an application for Retail Offer Shares has been made and accepted via an intermediary, it cannot be withdrawn.

The new ordinary shares will, when issued, be credited as fully paid and will rank pari passu in all respects with existing 122,736,154 ordinary shares including the right to receive all dividends and other distributions declared, made or paid after their date of issue.

The Retail Offer is an offer to subscribe for transferable securities, the terms of which ensure that the Company is exempt from the requirement to issue a prospectus under Regulation (EU) 2017/1129 as it forms part of UK law by virtue of the European Union (Withdrawal) Act 2018. It is a term of the Retail Offer that the aggregate total consideration payable for the Retail Offer Shares will not exceed **£250,000.00** (or the equivalent in Euros). The exemption from the requirement to publish a prospectus, set out in section 86(1)(e) of the Financial Services and Markets Act 2000 (as amended), will apply to the Retail Offer.

The Retail Offer is not being made into any jurisdiction other than the United Kingdom or to US Persons (as defined in Regulation S of the US Securities Act 1933, as amended).

No offering document, prospectus or admission document has been or will be prepared or submitted to be approved by the Financial Conduct Authority (or any other authority) in relation to the Retail Offer, and investors' commitments will be made solely on the basis of the information contained in this announcement and information that has been published by or on behalf of the Company prior to the date of this announcement by notification to a Regulatory Information Service in accordance with the Financial Conduct Authority's Disclosure Guidance and Transparency Rules and the Market Abuse Regulation (EU Regulation No. 596/2014) ("MAR") as it forms part of United Kingdom law by virtue of the European Union (Withdrawal) Act 2018 (as amended).

There is a minimum subscription of **£100.00** per investor under the terms of the Retail Offer which is open to investors in the United Kingdom subscribing via the intermediaries which will be listed, subject to certain access restrictions, on the following website:**https://www.bookbuild.live/deals/W7L457/authorised-intermediaries**

There is no maximum application amount to apply in the Retail Offer. The terms and conditions on

which investors subscribe will be provided by the relevant financial intermediaries including relevant commission or fee charges.

Investors should make their own investigations into the merits of an investment in the Company. Nothing in this announcement amounts to a recommendation to invest in the Company or amounts to investment, taxation or legal advice.

It should be noted that a subscription for Retail Offer Shares and investment in the Company carries a number of risks. Investors should take independent advice from a person experienced in advising on investment in securities such as the Retail Offer Shares if they are in any doubt.

Words and expressions defined in the Launch Announcement at 7am on 11 August 2025 shall have the same meaning in this announcement.

For further information, please contact:

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Fox-Davies Capital Limited (Broker and Retail Offer Coordinator) Daniel Fox-Davies	+44 (0) 20 3884 8450 daniel@fox-davies.com

Further information on the Company can be found on its website at:https://ctlithium.com/

The Company's LEI is 213800Y3TN5JQCDA9U59.

This announcement should be read in its entirety. In particular, the information in the "Important Notices" section of the announcement should be read and understood.

Important Notices

The Retail Offer is only open to investors in the United Kingdom who fall within Article 43 of the Financial Services and Markets Act 2000 (Financial Promotion) Order 2005, as amended (which includes an existing member of the Company).

This announcement and the information contained herein is not for release, publication or distribution, directly or indirectly, in whole or in part, in or into or from the United States (including its territories and possessions, any state of the United States and the District of Columbia (the "United States" or "US")), Australia, Canada, Japan, the Republic of South Africa, any member state of the EEA or any other jurisdiction where to do so might constitute a violation of the relevant laws or regulations of such jurisdiction.

The Retail Offer Shares have not been and will not be registered under the US Securities Act of 1933, as amended (the "US Securities Act") or under the applicable state securities laws of the United States and may not be offered or sold directly or indirectly in or into the United States or to or for the account or benefit of any US person (within the meaning of Regulation S under the US Securities Act) (a "US Person"). No public offering of the Retail Offer Shares is being made in the United States. The Retail Offer Shares are being offered and sold outside the United States in "offshore transactions", as defined in, and in compliance with, Regulation S under the US Securities Act. In addition, the Company has not been, and will not be, registered under the US Investment Company Act of 1940, as amended.

This announcement does not constitute an offer to sell or issue or a solicitation of an offer to buy or subscribe for Retail Offer Shares in the United States, Australia, Canada, New Zealand, Japan, the Republic of South Africa, any member state of the EEA or any other jurisdiction in which such offer or solicitation is or may be unlawful. No public offer of the securities referred to herein is being made in any such jurisdiction.

The distribution of this announcement may be restricted by law in certain jurisdictions and persons into whose possession any document or other information referred to herein comes should inform themselves about and observe any such restriction. Any failure to comply with these restrictions may constitute a violation of the securities laws of any such jurisdiction.

A copy of this document has been delivered to the registrar of companies in accordance with Article 5 of the Companies (General Provisions) (Jersey) Order 2002, and he has given, and has not withdrawn, his consent to its circulation. The Jersey Financial Services Commission has given, and has not withdrawn, its consent under Article 2 of the Control of Borrowing (Jersey) Order 1958 to the issue of securities in the Company. It must be distinctly understood that, in giving these consents, neither the registrar of companies nor the Jersey Financial Services Commission takes any responsibility for the financial soundness of the Company or for the correctness of any statements made, or opinions expressed, with regard to it. The directors of the Company have taken all reasonable care to ensure that the facts stated in this document are true and accurate in all material respects, and that there are no other facts the omission of which would make misleading any statement in the document, whether of facts or of opinion. All the directors accept responsibility accordingly. It should be remembered that the price of securities and the income from them can go down as well as up.

Information regarding the Company's share capital, dividend policy, principal establishments, and material contracts, together with details of directors' existing interests and material debentures and loans to which the Company is party can be found in its most recent annual report and accounts, available at https://ctlithium.com/investors/latest-presentation-report/. A copy of the Company's most recent interim financial report is also available via the same address. No amounts are being written off or provided for as goodwill in connection with the Retail Offer.

Details of the Company's board of directors and principal advisors can be found on the Company's website athttps://ctlithium.com/about/board-and-management/.

If you are in any doubt about the contents of this document you should consult your stockbroker, bank manager, solicitor, accountant or other financial adviser.

Fox-Davies Capital Limited is authorised and regulated in the United Kingdom by the Financial Conduct Authority, is acting exclusively for the Company and for no-one else and will not regard any other person (whether or not a recipient of this announcement) as its client in relation to the Retail Offer and will not be responsible to anyone other than the Company for providing the protections afforded to its clients, nor for providing advice in connection with the Retail Offer, Admission and the other arrangements referred to in this announcement.

The value of ordinary shares and the income from them is not guaranteed and can fall as well as rise due to stock market and currency movements. When you sell your investment, you may get back less than you originally invested. Figures refer to past performance and past performance is not a reliable indicator of future results. Returns may increase or decrease as a result of currency fluctuations.

Certain statements in this announcement are forward-looking statements which are based on the Company's expectations, intentions and projections regarding its future performance, anticipated events or trends and other matters that are not historical facts. These forward-looking statements, which may use words such as "aim", "anticipate", "believe", "intend", "estimate", "expect" and words of similar meaning, include all matters that are not historical facts. These forward-looking statements involve risks, assumptions and uncertainties that could cause the actual results of operations, financial condition, liquidity and dividend policy and the development of the industries in which the Company's businesses operate to differ materially from the impression created by the forward-looking statements. These statements are not guarantees of future performance and are subject to known and unknown risks, uncertainties and other factors that could cause actual results to differ materially from those expressed or implied by such forward-looking statements. Given those risks and uncertainties, prospective investors are cautioned not to place undue reliance on forward-looking statements.

These forward-looking statements speak only as at the date of this announcement and cannot be relied upon as a guide to future performance. Each of the Company and Fox-Davies Capital Limited expressly disclaims any obligation or undertaking to update or revise any forward-looking statements contained herein to reflect actual results or any change in the assumptions, conditions or circumstances on which any such statements are based unless required to do so by the Financial Conduct Authority, the London Stock Exchange or applicable law.

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Any indication in this announcement of the price at which the ordinary shares have been bought or sold in the past cannot be relied upon as a guide to future performance. Persons needing advice should consult an independent financial adviser. No statement in this announcement is intended to be a profit forecast and no statement in this announcement should be interpreted to mean that earnings or target dividend per share of the Company for the current or future financial years would necessarily match or exceed the historical published earnings or dividends per share of the Company.

Neither the content of the Company's website (or any other website) nor the content of any website accessible from hyperlinks on the Company's website (or any other website) is incorporated into or forms part of this announcement. The Retail Offer Shares to be issued or sold pursuant to the Retail Offer will not be admitted to trading on any stock exchange other than the London Stock Exchange.

UK Product Governance Requirements

Solely for the purposes of the product governance requirements of Chapter 3 of the FCA Handbook Product Intervention and Product Governance Sourcebook (the "UK MiFIR Product Governance Requirements"), and disclaiming all and any liability, whether arising in tort, contract or otherwise, which any "manufacturer" (for the purposes of the UK MiFIR Product Governance Requirements) may otherwise have with respect thereto, the Retail Offer Shares have been subject to a product approval process, which has determined that the Retail Offer Shares are: (i) compatible with an end target market of retail investors and investors who meet the criteria of professional clients and eligible counterparties, each as defined in paragraphs 3.5 and 3.6 of COBS; and (ii) eligible for distribution through all permitted distribution channels (the "Target Market Assessment"). Notwithstanding the Target Market Assessment, distributors should note that: the price of the Retail Offer Shares may decline and investors could lose all or part of their investment; the Retail Offer Shares offer no guaranteed income and no capital protection; and an investment in the Retail Offer Shares is compatible only with investors who do not need a guaranteed income or capital protection, who (either alone or in conjunction with an appropriate financial or other adviser) are capable of evaluating the merits and risks of such an investment and who have sufficient resources to be able to bear any losses that may result therefrom. The Target Market Assessment is without prejudice to any contractual, legal or regulatory selling restrictions in relation to the Retail Offer.

For the avoidance of doubt, the Target Market Assessment does not constitute: (a) an assessment of suitability or appropriateness for the purposes of Chapters 9A or 10A respectively of COBS; or (b) a recommendation to any investor or group of investors to invest in, or purchase, or take any other action whatsoever with respect to the Retail Offer Shares. Each distributor is responsible for undertaking its own target market assessment in respect of the Retail Offer Shares and determining appropriate distribution channels.

EU Product Governance Requirements

Solely for the purposes of the product governance requirements contained within: (a) EU Directive 2014/65/EU on markets in financial instruments, as amended ("MiFID II"); (b) Articles 9 and 10 of

Commission Delegated Directive (EU) 2017/593 supplementing MiFID II; and (c) local implementing measures (together, the "MiFID II Product Governance Requirements"), and disclaiming all and any liability, whether arising in tort, contract or otherwise, which any "manufacturer" (for the purposes of the MiFID II Product Governance Requirements) may otherwise have with respect thereto, the Retail Offer Shares have been subject to a product approval process, which has determined that the Retail Offer Shares are: (i) compatible with an end target market of retail investors and investors who meet the criteria of professional clients and eligible counterparties, each as defined in MiFID II; and (ii) eligible for distribution through all distribution channels as are permitted by MiFID II (the "EU Target Market Assessment"). Notwithstanding the EU Target Market Assessment, distributors should note that: the price of the Retail Offer Shares may decline and investors could lose all or part of their investment; the Retail Offer Shares offer no guaranteed income and no capital protection; and an investment in the Retail Offer Shares is compatible only with investors who do not need a guaranteed income or capital protection, who (either alone or in conjunction with an appropriate financial or other adviser) are capable of evaluating the merits and risks of such an investment and who have sufficient resources to be able to bear any losses that may result therefrom. The EU Target Market Assessment is without prejudice to the requirements of any contractual, legal or regulatory selling restrictions in relation to the Retail Offer.

For the avoidance of doubt, the EU Target Market Assessment does not constitute: (a) an assessment of suitability or appropriateness for the purposes of MiFID II; or (b) a recommendation to any investor or group of investors to invest in, or purchase or take any other action whatsoever with respect to the Retail Offer Shares. Each distributor is responsible for undertaking its own target market assessment in respect of the Retail Offer Shares and determining appropriate distribution channels.

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