

THIS DOCUMENT IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION.

If you are in any doubt as to the contents of this document and/or the action you should take, you should immediately obtain your own advice from your stockbroker, bank manager, solicitor, accountant or other professional adviser authorised under the Financial Services and Markets Act 2000, if you are in the United Kingdom, or, if not, another appropriately authorised professional adviser.

If you have sold or otherwise transferred (or will sell or transfer) all of your shares in Bacanora Lithium plc (the "**Company**") prior to the Company's Annual General Meeting ("**AGM**"), please pass this document together with the accompanying documents to the purchaser or transferee, or to the person who arranged the sale or transfer so they can pass these documents to the person who now holds the shares.

BACANORA LITHIUM PLC

(Incorporated and registered in England and Wales with Registered No: 11189628)

Notice of Annual General Meeting and Letter from the Chairman

Notice of Annual General Meeting of the Company, to be held at The Clubhouse, 8 St James's Square, London, SW1Y 4JU on 11 June 2020 at 11.00 a.m. is set out on pages 7 to 9 of this document.

COVID-19 – IMPORTANT – PLEASE READ

The Board takes its responsibility to safeguard the health of its shareholders, stakeholders and employees very seriously and so the following measures will be put in place for the AGM in response to the COVID-19 pandemic and the current measures being implemented by the Government in the United Kingdom, which may continue until after the date of the AGM.

The formal business of the AGM will only be to consider and vote upon the resolutions set out in the notice of meeting. The holding of the meeting will be kept under review in line with Public Health England guidance. However, based on current measures implemented by the Government in the United Kingdom **ATTENDANCE AT THE MEETING WILL BE LIMITED TO TWO PERSONS** (one being the Chairman of the meeting and one of them being the Company Secretary), which will be sufficient to make it a quorate meeting. The meeting will not be attended by other directors of the Company and other officers and professional advisers will not be in attendance. **SHAREHOLDERS MAY NOT ATTEND IN PERSON AND WILL BE REFUSED ENTRY TO THE AGM** given the current measures being implemented by the Government in the United Kingdom. The Company is taking these precautionary measures to safeguard its shareholders', stakeholders' and employees' health and make the AGM as safe and efficient as possible.

SHAREHOLDERS WISHING TO VOTE ON ANY OF THE MATTERS OF BUSINESS ARE STRONGLY URGED TO DO SO THROUGH COMPLETION OF A FORM OF PROXY which must be completed and submitted in accordance with the instructions thereon. It is emphasised that any forms of proxy being returned via a postal service should be submitted as soon as possible to allow for any delays to or suspensions of postal services in the United Kingdom as a result of measures being

implemented by the Government of the United Kingdom. **It is strongly recommended that the Chairman of the meeting is appointed as proxy** as, apart from the Company Secretary, no other persons will be admitted to the meeting based on the current measures being implemented by the Government in the United Kingdom.

In line with corporate governance best practice and in order that any proxy votes of those shareholders who are not allowed to attend and to vote in person are fully reflected in the voting on the resolutions, the Chairman of the meeting will direct that voting on all resolutions set out in the notice of meeting will take place by way of a poll. The final poll vote on each resolution will be published immediately after the AGM on the Company's website.

The situation surrounding COVID-19 is evolving, and the Government of the United Kingdom may change current restrictions or implement further measures affecting the holding of general meetings during the affected period. Any changes to the arrangements for the AGM set out above will be communicated to shareholders before the AGM through the Company's website at www.bacanoralithium.com/investor-relations/agm-documents/ and, where appropriate, by a regulatory information service announcement.

Please note that as shareholders will not be able to attend this year's AGM the Company is proposing to allow shareholders the opportunity to raise any issues or concerns arising from the business proposed to be conducted at the meeting. Appropriate questions should be emailed to info@bacanoralithium.com before 9 June 2020 and responses will be posted on the Company's website on the morning of the AGM. The Company will be hosting a shareholder update call after 30 June 2020 in order to give a detailed project update.

A form of proxy for use in connection with the AGM is enclosed and, to be valid, must be completed, signed and returned, in accordance with the instructions thereon, to the Company's registrars at Link Asset Services, Proxy Team, The Registry, 34 Beckenham Road, Beckenham, Kent, BR3 4TU as soon as possible and, in any event, by no later than 11.00 a.m. on 9 June 2020. If you do not complete and return a valid form of proxy, no-one else may vote on your behalf. For full details of the procedure for appointing a proxy, please see the notes to the Notice of AGM and the form of proxy.

LETTER FROM THE CHAIRMAN OF BACANORA LITHIUM PLC

BACANORA LITHIUM PLC

(Incorporated and registered in England and Wales with registered number 11189628)

Directors

Mark Hohnen (Executive Chairman)
Peter Secker (CEO & Director)
Jamie Strauss (Non-executive Director)
Eileen Carr (Non-executive Director)
Junichi Tomono (Non-executive Director)
Andres Antonius (Non-executive Director)
Wang Xiaoshen (Non-executive Director)
Graeme Purdy (Non-executive Director)

Registered Office

4 More London Riverside,
London, SE1 2AU

18 May 2020

To holders of ordinary shares of £0.10 each in the capital of the Company and, for information purposes only, to the holders of options, warrants and restricted stock units.

Dear Shareholder,

Annual General Meeting of Bacanora Lithium plc (the "Company")

1. Introduction

I am pleased to be writing to you with details of our Annual General Meeting ("**AGM**") which we are holding at The Clubhouse, 8 St James's Square, London, SW1Y 4JU on 11 June 2020 at 11.00 a.m. The formal notice of the AGM is set out on pages 7 to 9 of this document ("**Notice of AGM**").

The purpose of this letter is to provide shareholders of the Company with details of the background to, and reasons for, the resolutions to be proposed at the AGM (the "**Resolutions**"), to explain why the Directors believe that the passing of the Resolutions is in the best interests of the Company and the shareholders of the Company as a whole and to recommend that shareholders of the Company vote in favour of the Resolutions.

The formal business of the AGM will only be to consider and vote upon the resolutions set out below. The holding of the meeting will be kept under review in line with Public Health England guidance. However, based on current measures implemented by the Government in the United Kingdom, attendance at the meeting will be limited to two persons **and shareholders may not attend in person**.

Shareholders wishing to vote on any matters of business are strongly urged to do so through the completion of a form of proxy. Please see Section 3 below for further information.

In line with corporate governance best practice and in order that any proxy votes of those shareholders who are not allowed to attend and to vote in person are fully reflected in the voting on the resolutions, the Chairman of the meeting will direct that voting on all resolutions set out in the notice of meeting will take place by way of a poll. The final poll vote on each resolution will be published immediately after the AGM on the Company's website.

The situation surrounding COVID-19 is evolving, and the Government in the United Kingdom may change the current restrictions or implement further measures affecting the holding of general meetings during the affected period. Any changes to the arrangements for the AGM set out above will be communicated to shareholders before the AGM through the Company's website at <https://www.bacanoralithium.com/investor-relations/agm-documents/> and, where appropriate, by a regulatory information service announcement.

Please note that as shareholders will not be able to attend this year's AGM the Company is proposing to allow shareholders the opportunity to raise any issues or concerns arising from the business proposed to be conducted at the meeting. Appropriate questions should be emailed to info@bacanoralithium.com before 9 June 2020 and responses will be posted on the Company's website on the morning of the AGM. The Company will be hosting a shareholder update call after 30 June 2020 in order to give a detailed project update.

2. Business to be transacted at the AGM

Details of the Resolutions, which are to be proposed at the AGM are set out below. Resolutions 1 to 7 are to be proposed as ordinary resolutions and resolutions 8 to 10 are to be proposed as special resolutions.

Ordinary Resolution 1: Annual Report and Financial Statements

In accordance with the requirements of section 437 of the Companies Act 2006, the Company will lay before the AGM the Annual Report and Financial Statements of the Company in respect of the six months ended 31 December 2019.

Ordinary Resolutions 2 and 3: Re-appointment of auditors and authority to determine their remuneration

Shareholders will be asked to confirm the re-appointment of BDO as the Company's auditors to hold office until the conclusion of next year's AGM and to grant authority to the Directors to determine the auditors' remuneration.

Ordinary Resolutions 4 to 6: Re-election of Directors

Peter Secker and Eileen Carr are retiring by rotation in accordance with Article 88.1 of the Articles of Association of the Company ("**Articles**") and, being eligible to do so, are offering themselves for re-election.

Graeme Purdy is retiring in accordance with Article 88.2 of the Articles, and being eligible to do so is offering himself for re-election. Pursuant to the Articles, any Directors appointed by the Board, and not by the shareholders, must retire at the annual general meeting after their appointment and may then offer themselves for re-election. The AGM is the first annual general meeting of the Company to be held since the appointment of Mr Purdy as Director.

Ordinary Resolution 7: Grant of authority to the Directors to allot Ordinary Shares

It is proposed to authorise the Directors to allot Ordinary Shares up to a maximum nominal value of £50,000,000 (representing 500,000,000 Ordinary Shares), which is approximately equal to 224 percent of the Company's issued share capital as at 15 May 2020 (being the last practicable date prior to the publication of this document). As at the date of this document, the Directors' intention is only to make use of this authority in order to raise funds to assist in financing the approximate US\$420 million capital expenditure requirement to develop Phase 1 of the Sonora Lithium Project. This authority replaces the similar authority approved by shareholders at the Company's last two AGMs and if passed, will expire on the date falling eighteen calendar months from the date of the resolution being passed, or (if earlier) at the conclusion of next year's AGM.

Special Resolution 8: Disapplication of statutory pre-emption rights on allotment of shares

If the Directors wish to allot unissued shares or other equity securities for cash or sell any shares which the Company may hold in treasury following a purchase of its own shares, the Companies Act 2006 requires that such shares or other equity securities are offered first to existing shareholders in proportion to their existing holdings.

The authority is sought to grant the Directors power to allot equity securities or sell treasury shares for cash up to a maximum aggregate nominal value of £50,000,000 (representing 500,000,000 Ordinary Shares and which would constitute approximately 224 per cent. of the issued share capital of the Company as at 15 May 2020 (being the last practicable date prior to the publication of this document)) without first offering the securities to existing shareholders in proportion to their existing holdings. The total number of Ordinary Shares in issue as at 15 May 2020 was 221,981,837 and the Company did not hold any treasury shares. The proposed resolution also disapplies the statutory pre-emption provisions in connection with a rights issue and allows the Directors, in the case of a rights issue, to make arrangements in relation to fractional entitlements or other legal or practical problems, which might arise.

The Directors have no immediate plans to make use of this authority other than in the same circumstances as those to which I referred in the explanation relating to resolution 7 above. This authority replaces the similar authority approved by shareholders at the Company's last two AGMs and if passed, will expire on the date falling eighteen calendar months from the date of the resolution being passed, or (if earlier) at the conclusion of next year's AGM.

Special Resolution 9: Company's authority to purchase its own shares

Authority is sought from shareholders for the Company to make market purchases of Ordinary Shares, such authority being limited to the purchase of up to 10 per cent. of the issued share capital of the Company as at 15 May 2020 (being the last practicable date prior to the publication of this document) (that is, 22,198,184 Ordinary Shares). The resolution sets out the maximum and minimum prices that can be paid.

The Directors have no present intention of exercising the authority to purchase Ordinary Shares but will keep the matter under review. The authority will be exercised only if the Directors believe that to do so would result in an increase in earnings per share or an increased net asset value per share (or both) for the remaining shareholders, and would be likely to promote the success of the Company for the benefit of its shareholders as a whole.

The Company may either cancel any Ordinary Shares, which it purchases under this authority or transfer them into treasury (and subsequently sell or transfer them out of treasury or cancel them). If the Company was to purchase any Ordinary Shares pursuant to this authority it would consider holding them as treasury shares. This would enable the Company to reissue treasury shares quickly and cost-effectively and would provide the Company with additional flexibility in the management of its capital base.

Special Resolution 10: Amend the Company's Articles in regard to General Meetings

The Company proposes to adopt revised articles of association ("Revised Articles"). While there is no current intention to do so, the Revised Articles provide that the Company may in addition to physical general meetings, hold (1) 'hybrid' general meetings in such a way that enables members to attend and participate in the business of the meeting by attending a physical location or by attending by means of an electronic facility or facilities and (2) physical satellite meetings (whereby shareholders can attend and participate in a general meeting by simultaneous attendance and participation at satellite meeting places).. These changes will make it easier for members to attend and participate in future general meetings and will facilitate better engagement. The Revised Articles include a number of consequential changes to enable such meetings and minor corrections to references and definitions.

The current articles and the proposed Revised Articles (tracked with the proposed changes) can be found on Bacanora's website for inspection at <https://www.bacanoralithium.com/investor-relations/agm-documents/>.

3. Action to be taken

Shareholders are strongly encouraged to vote by proxy on the resolutions contained in the AGM Notice. Given the restrictions on attendance, **shareholders are also encouraged to appoint the "Chairman of the Meeting" as their proxy** rather than another person who will not be permitted to attend the meeting. You will find enclosed with this document a form of proxy for use in connection

with the AGM. You are requested to complete and return the form of proxy to the Company's registrars, Link Asset Services, Proxy Team, The Registry, 34 Beckenham Road, Beckenham, Kent, BR3 4TU and in any event by 11.00 a.m. on 9 June 2020. If you do not complete and return a valid form of proxy, no-one else may vote on your behalf. It is emphasised that any forms of proxy being returned via a postal service should be submitted as soon as possible to allow for any delays to or suspensions of postal services in the United Kingdom as a result of measures being implemented by the Government of the United Kingdom.

4. Recommendation

The Directors consider that all of the Resolutions to be proposed at the AGM are in the best interests of the Company and its shareholders as a whole. Accordingly, the Directors unanimously recommend that shareholders vote in favour of all of the Resolutions, as the Directors intend to do in respect of their own beneficial holdings.

Yours faithfully

Mark Hohnen

Chairman

BACANORA LITHIUM PLC

(Incorporated and registered in England and Wales with registered number 11189628)

NOTICE OF ANNUAL GENERAL MEETING

Notice is hereby given that the annual general meeting (the "**AGM**") of Bacanora Lithium plc (the "**Company**") will be held at The Clubhouse, 8 St James's Square, London, SW1Y 4JU on 11 June 2020 at 11.00 a.m. for the transaction of the following business:

To consider and, if thought fit, to pass the following resolutions, numbers 1 to 7 of which will be proposed as ordinary resolutions and numbers 8 to 10 as special resolutions:

Ordinary Resolutions

1. That the Company's Annual Report and Financial Statements for the six months ended 31 December 2019, together with the Directors' report and the auditors' report on those Financial Statements, be received.
2. That BDO be re-appointed as auditors to the Company until the conclusion of the next annual general meeting at which the financial statements are laid before the Company.
3. That the Directors be authorised to agree and fix the auditors' remuneration.
4. That Peter Secker who retires by rotation pursuant to Article 88.1 of the articles of association of the Company (the "**Articles**"), be re-elected as a Director pursuant to the Articles.
5. That Eileen Carr who retires by rotation pursuant to Article 88.1 of the Articles, be re-elected as a Director pursuant to the Articles.
6. That Graeme Purdy who retires pursuant to Article 88.2 of the Articles, be re-elected as a Director pursuant to the Articles.
7. That, in accordance with section 551 of the Companies Act 2006 (and so that expressions used in this resolution shall, unless the context requires otherwise, bear the same meanings as in the said section 551), the Directors of the Company be generally and unconditionally authorised to allot Relevant Securities (as defined in the Notes to this resolution) up to a maximum aggregate nominal amount of £50,000,000 to such persons and at such times and on such terms as they think proper, provided that this authority shall, unless, renewed, varied or revoked by the Company in a general meeting, expire on the date falling eighteen calendar months from the date of the resolution being passed, or (if earlier) the end of the next annual general meeting of the Company to be held after the date on which this resolution is passed, save that the Company be and is hereby authorised, before such expiry, to make any offer or agreement which would or might require Relevant Securities to be allotted after the expiry of such period and the Directors of the Company may allot Relevant Securities in pursuance of such offer or agreement notwithstanding the expiry of the authority conferred by this resolution 7. This authority is in substitution for all previous authorities conferred on the Directors in accordance with section 551 of the Companies Act 2006 but without prejudice to any allotment of Relevant Securities in the Company already made or agreed to be made pursuant to such authorities.

Special Resolutions

8. That, subject to the passing of resolution 7 and in accordance with section 570 of the Companies Act 2006, the Directors of the Company be and are given the general power to allot equity securities (as defined in section 560 of the Companies Act 2006) for cash, either pursuant to the authority conferred by resolution 7 above or by way of a sale of treasury shares, as if section 561(1) of the Companies Act 2006 did not apply to any such allotment, provided that this power shall be limited to:

- (a) the allotment of equity securities in connection with an issue or offering in favour of holders of equity securities and any other persons entitled to participate in such issue or offering (other than the Company itself in respect of any shares held by it as treasury shares) where the equity securities respectively attributable to the interests of such holders and persons are proportionate (as nearly as may be) to the respective number of equity securities held by or deemed to be held by them on the record date of such allotment, subject only to such exclusions or other arrangements as the Directors of the Company may consider necessary or expedient to deal with fractional entitlements or legal or practical problems under the laws or requirements of any recognised regulatory body or stock exchange in any territory; and

the allotment (otherwise than pursuant to paragraph (a) of this resolution 8) of equity securities up to an aggregate nominal amount of £50,000,000.

The power granted by this resolution 8 shall, unless renewed, varied or revoked by the Company in a general meeting, expire on the date falling eighteen calendar months from the date of the resolution being passed, or (if earlier) the end of the next annual general meeting of the Company to be held after the date on which this resolution is passed, save that the Company may, before such expiry, make offers or agreements which would or might require equity securities to be allotted after such expiry and the Directors of the Company may allot equity securities in pursuance of any such offer or agreement notwithstanding that the power conferred by this resolution 8 has expired. This resolution 8 revokes and replaces all unexercised powers previously granted to the Directors of the Company to allot equity securities as if section 561(1) of the Companies Act 2006 did not apply but without prejudice to any allotment of equity securities already made or agreed to be made pursuant to such authorities.

- 9. That the Company be and is hereby generally and unconditionally authorised for the purpose of section 701 of the Companies Act 2006 to make market purchases (as defined in section 693 of the Companies Act 2006) of ordinary shares of £0.10 each in the capital of the Company ("**Ordinary Shares**") provided that:
 - (a) the maximum number of Ordinary Shares hereby authorised to be purchased is 22,198,184;
 - (b) the minimum price (exclusive of expenses) which may be paid for an Ordinary Share is £0.10 per share, being the nominal amount thereof;
 - (c) the maximum price (exclusive of expenses) which may be paid for an Ordinary Share is an amount equal to 105% of the average market value of an Ordinary Share for the five business days immediately preceding the day on which the Ordinary Share is contracted to be purchased;
 - (d) the authority hereby conferred shall (unless previously renewed or revoked) expire at the earlier of the end of the next annual general meeting of the Company and the date which is eighteen months after the date on which this resolution is passed;
 - (e) the Company may make a contract to purchase its Ordinary Shares under the authority conferred by this resolution prior to the expiry of such authority, and where such contract will or may be executed wholly or partly after the expiry of such authority the Company may make a purchase of its own Ordinary Shares in pursuance of any such contract; and
 - (f) Ordinary Shares purchased pursuant to the authority conferred by this resolution shall be either: (i) cancelled immediately upon completion of the purchase; or (ii) be held, sold, transferred or otherwise dealt with as treasury shares in accordance with the provisions of the Companies Act 2006.
- 10. That the articles of association produced to the meeting and initialed by the Chairman of the meeting (for the purposes of identification) be adopted as the articles of association of the

Company in substitution for, and to the exclusion of, the existing articles of association. Appendix 1 to this Notice includes further detail on the material proposed changes and the rationale behind them.

Dated: 18 May 2020

By order of the Board:

Cherif Rifaat
Company Secretary

Registered Office
4 More London Riverside
London
SE1 2AU

Notes to the Notice of the AGM

Entitlement to attend and vote

1. Only those shareholders registered in the Company's register of members at:
 - (a) close of business on 9 June 2020; or
 - (b) if this meeting is adjourned, at Close of Business on the day two days prior to the adjourned meeting,

shall be entitled to vote at the meeting. Based on current measures implemented by the Government in the United Kingdom, attendance at the meeting will be limited to two persons **and shareholders may not attend in person**. Shareholders wishing to vote on any matters of business are strongly urged to do so through the completion of a form of proxy. Changes to the register of members after the relevant deadline shall be disregarded in determining the rights of any person to attend and vote at the meeting.

Appointment of proxies

2. If you are a shareholder who is entitled to attend and vote at the meeting, you are entitled to appoint a proxy to exercise all or any of your rights to attend, speak and vote at the meeting. You can only appoint a proxy using the procedures set out in these notes and the notes to the Form of Proxy enclosed with the Notice.
3. Unless Government guidance changes before the date of the meeting, there will only be two physical attendees at the meeting. Accordingly, shareholders are encouraged to appoint the "Chairman of the Meeting" as their proxy rather than another person who will not be permitted to attend the meeting. You may appoint either of the two attendees as your proxy provided each proxy is appointed to exercise rights attached to different shares. You may not appoint more than one proxy to exercise rights attached to any one share. If you wish your proxy to speak on your behalf at the meeting you will need to appoint the second attendee (not the chairman) and give your instructions directly to them.
4. Shareholders can appoint a proxy and give proxy instructions by returning the enclosed Form of Proxy by post (see note 6) or, if a CREST member, by using the CREST electric proxy appointment service (see note 10). If you require additional proxy forms you should contact Link Asset Services at Proxy Team, The Registry, 34 Beckenham Road, Beckenham, Kent, BR3 4TU Tel: 0871 664 0300.
5. A vote withheld is not a vote in law, which means that the vote will not be counted in the calculation of votes for or against the resolution. If no voting indication is given, your proxy will vote or abstain from voting at his or her discretion. Your proxy will vote (or abstain from voting) as he or she thinks fit in relation to any other matter which is put before the meeting (including, without limitation, any resolution to adjourn the meeting or any resolution to amend a resolution proposed at the meeting).

Appointment of proxy by post or email

6. The notes to the Form of Proxy explain how to direct your proxy to vote on each resolution or withhold their vote.

To appoint a proxy using the Form of Proxy, the form must be:

- (a) completed and signed;

- (b) sent or delivered by post or by hand to Link Asset Services at the address below; and
 - (c) received by Link Asset Services no later than 11.00 a.m. on 9 June 2020 (or, if the meeting is adjourned, no later than 48 hours (excluding any part of a day that is not a working day) prior to the adjourned meeting).
7. In the case of a shareholder which is a company, the Form of Proxy must be executed under its common seal or signed on its behalf by an officer of the company or an attorney for the company.
 8. Any power of attorney, letter of representation or any other authority under which the Form of Proxy is signed (or a duly certified copy of such power of attorney, letter of representation or authority) must be included with the Form of Proxy in order for the proxy appointment to be valid.
 9. If you have not received a Form of Proxy and believe that you should have one, or if you require additional Forms of Proxy, please contact Link Asset Services at Proxy Team, The Registry, 34 Beckenham Road, Beckenham, Kent, BR3 4TU Tel: 0871 664 0300

Appointment of proxies electronically through CREST

10. CREST members who wish to appoint a proxy or proxies for the meeting (or any adjournment of it) through the CREST electronic proxy appointment service may do so by using the procedures described in the CREST Manual on the Euroclear website at www.euroclear.com. CREST personal members or other CREST sponsored members, and those CREST members who have appointed a voting service provider(s), should refer to their CREST sponsor or voting service provider(s), who will be able to take the appropriate action on their behalf.
11. In order for a proxy appointment or instruction made using the CREST service to be valid, the appropriate CREST message (a "**CREST Proxy Instruction**") must be properly authenticated in accordance with Euroclear UK & Ireland Limited's specifications, and must contain the information required for such instruction, as described in the CREST Manual (available at www.euroclear.com/CREST). The message, regardless of whether it constitutes the appointment of a proxy or is an amendment to the instruction given to a previously appointed proxy must, in order to be valid, be transmitted so as to be received by the Company's agent (Crest ID RA10 by no later than 11.00 a.m. on 9 June 2020 (or, if the meeting is adjourned, no later than 48 hours (excluding any part of a day that is not a working day) before the time of any adjourned meeting). For this purpose, the time of receipt will be taken to be the time (as determined by the time stamp applied to the message by the CREST Application Host) from which the Company's agent is able to retrieve the message by enquiry to CREST in the manner prescribed by CREST. After this time, any change of instructions to proxies appointed through CREST should be communicated to the appointee through other means.
12. CREST members and, where applicable, their CREST sponsors, or voting service providers should note that Euroclear UK & Ireland Limited does not make available special procedures in CREST for any particular message. Normal system timings and limitations will, therefore, apply in relation to the input of CREST Proxy Instructions. It is the responsibility of the CREST member concerned to take (or, if the CREST member is a CREST personal member, or sponsored member, or has appointed a voting service provider(s), to procure that his or her CREST sponsor or voting service provider(s) take(s)) such action as shall be necessary to ensure that a message is transmitted by means of the CREST system by any particular time. In this connection, CREST members and, where applicable, their CREST sponsors or voting service providers are referred, in particular, to those sections.

Appointment of proxy by joint members

13. In the case of joint holders, where more than one of the joint holders completes a proxy appointment, only the appointment submitted by the most senior holder will be accepted. Seniority

is determined by the order in which the names of the joint holders appear in the Company's register of members in respect of the joint holding (the first-named being the most senior).

Changing proxy instructions

14. Shareholders may change proxy instructions by submitting a new proxy appointment using the methods set out above. Note that the cut-off time for receipt of proxy appointments (see above) also applies in relation to amended instructions; any amended proxy appointment received after the cut-off time will be disregarded.
15. Where you have appointed a proxy using the hard-copy proxy form and would like to change the instructions using another hard-copy proxy form, please contact Link Asset Services (for details of which, see note 6).
16. If you submit more than one valid proxy appointment, the appointment received last before the latest time for the receipt of proxies will take precedence.

Termination of proxy appointments

17. A shareholder may change a proxy instruction but to do so you will need to inform the Company in writing by sending a signed hard copy notice clearly stating your intention to revoke your proxy appointment to Link Asset Services.
18. In the case of a shareholder which is a company, the revocation notice must be executed under its common seal or signed on its behalf by an officer of the company or an attorney for the company. Any power of attorney or any other authority under which the revocation notice is signed (or a duly certified copy of such power or authority) must be included with the revocation notice.
19. In either case, the revocation notice must be received no later than 11.00 a.m. on 9 June 2020 (or, if the meeting is adjourned, no later than 48 hours (excluding any part of a day that is not a working day) prior to the adjourned meeting).
20. If you attempt to revoke your proxy appointment but the revocation is received after the time specified, your original proxy appointment will remain valid unless you attend the meeting and vote in person, should attendance in person be allowed in the event of a change in Government guidelines.

Corporate representatives

21. A corporation which is a shareholder can appoint one or more corporate representatives who may exercise, on its behalf, all its powers as a member provided that no more than one corporate representative exercises powers over the same share.

Issued shares and total voting rights

22. As at 15 May 2020 (being the latest practicable date prior to publication of this Notice), the Company's issued share capital comprised 222,981,837 ordinary shares of £0.10 each, carrying one vote each. Therefore, the total number of voting rights in the Company as at 15 May 2020 (being the latest practicable date prior to publication of this Notice) is 222,981,837.

Questions at the meeting

23. As shareholders will not be able to attend the meeting, appropriate questions should be emailed to info@bacanoralithium.com before 9 June 2020 and responses will be posted on the Company's website on the morning of the AGM. The Company will be hosting a shareholder update call after 30 June 2020 in order to give a detailed project update.

Communication

24. Except as provided above, shareholders who have general queries about the meeting should use the following means of communication (no other methods of communication will be accepted):
- (a) email to info@bacanoralithium.com; or
 - (b) a letter addressed to the Company's registered office.
25. You may not use any electronic address provided either in this notice of annual general meeting or any related documents (including the chairman's letter and Form of Proxy) to communicate with the Company for any purposes other than those expressly stated.

Relevant Securities means shares in the Company other than shares allotted pursuant to:

- an employee share scheme (as defined by section 1166 of the Companies Act 2006);
- a right to subscribe for shares in the Company where the grant of the right itself constituted a Relevant Security; or
- a right to convert securities into shares in the Company where the grant of the right itself constituted a Relevant Security,

and any right to subscribe for or to convert any security into shares in the Company other than rights to subscribe for or convert any security into shares allotted pursuant to an employee share scheme (as defined by section 1166 of the Companies Act 2006). References to the allotment of Relevant Securities in the relevant resolution include the grant of such rights.

Proposed Material Changes

Enable hybrid and/or satellite general meetings.

Material Articles impacted

Amended Articles 50, 51, 56, 60, 61, 62, 64, 66 and 70

New Articles 52, 53 and 54

Reasons for Changes

To make it easier for shareholders (including those based overseas) to take part in future general meetings and to promote member engagement, the Revised Articles allow the Company to hold, in addition to physical general meetings, (1) hybrid general meetings (ie a physical meeting in which shareholders are permitted to also participate in the meeting online) and (2) physical satellite meetings (whereby shareholders can attend and participate in a general meeting by simultaneous attendance and participation at satellite meeting places).

Consequential changes to facilitate this amendment have been made throughout the Revised Articles (including, amendments to the interpretation provisions regarding attendance and participation at general meetings) and a general tidying up exercise has been completed.

To promote the interests of shareholders, the amendments also provide, amongst other things, that:

- it is entirely at the Board's discretion as to whether a hybrid or satellite meeting may be called and the means by which a shareholder may participate in such an event.
- in addition to designated satellite meeting places, the Board can make arrangements for shareholders to attend a physical general meeting and to speak at the meeting by attending a venue anywhere in the world not being a designated satellite meeting place (whether by the use of microphones, loudspeakers, audio-visual communications equipment or otherwise). Those attending any such venue shall not be viewed as present at the meeting or able to vote at the meeting.
- in certain circumstances, the directors may postpone a meeting after the notice has been sent to shareholders but before the meeting is held if the directors decide it is impracticable or unreasonable to hold the meeting (or satellite meeting) at the specified time and / or using the electronic facilities stated in the notice.
- the chair of the meeting must be satisfied that adequate facilities are available throughout the meeting to ensure that shareholders attending the general meeting by all means (including by means of electronic facilities or at satellite meetings) are able to participate in the business for which the meeting has been convened;
- the chair of the meeting shall also have the various powers to adjourn a hybrid and/or satellite meeting, including but not limited to if the facilities become inadequate during the meeting and to ensure the security and safety of those attending the meeting ;
- any inability of a person or persons to attend or participate in a general meeting by way of electronic facility or facilities shall not invalidate the proceedings of that meeting;
- the Board shall have the absolute power to determine the methods of verifying the identity of any member attending electronically or at satellite meetings and shall have the power to exclude a member who is unable to provide such verification;
- where a resolution is voted on at a hybrid general meeting, such a resolution will be decided on a poll unless the chair determines that it will be decided on a show of hands; and
- nothing in the Revised Articles authorises or allows a general meeting to be held exclusively on an electronic basis.