
ARIZONA LITHIUM LIMITED
ACN 008 720 223
NOTICE OF GENERAL MEETING

Notice is given that the Meeting will be held at:

TIME: 10.00am(WST)
DATE: 18 September 2025
PLACE: Level 2
10 Outram Street
West Perth WA

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

This Notice should be read in its entirety. If Shareholders are in doubt as to how they should vote, they should seek advice from their professional advisers prior to voting.

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 Shareholders at 5.00pm on 16 September 2025.

BUSINESS OF THE MEETING

AGENDA

1. RESOLUTION 1 – RATIFICATION OF PRIOR ISSUE OF SPP SECURITIES

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

"That, for the purposes of Listing Rule 7.4 and for all other purposes, Shareholders ratify the issue of 375,166,584 SPP Shares and 250,110,968 SPP Options to Unrelated SPP Participants on the terms and conditions set out in the Explanatory Statement."

2. RESOLUTION 2 – RATIFICATION OF PRIOR ISSUE OF SHARES TO ACUITY CAPITAL

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

"That, for the purposes of Listing Rule 7.4 and for all other purposes, Shareholders ratify the issue of 110,000,000 Shares to Acuity Capital (or its nominee(s)) on the terms and conditions set out in the Explanatory Statement."

3. RESOLUTION 3 – APPROVAL TO MAKE SELECTIVE REDUCTION OF CAPITAL – SPECIAL VOTING SHARE

To consider and, if thought fit, to pass the following resolution as a **special resolution**:

"That, for the purposes of section 256B and in accordance with section 256C(2) of the Corporations Act and for all other purposes, approval is given for the Company to make a selective reduction of capital by cancelling the Special Voting Share as detailed in the Explanatory Statement."

4. RESOLUTION 4 – CHANGE OF COMPANY NAME TO PRAIRIE LITHIUM LIMITED

To consider and, if thought fit, to pass the following resolution as a **special resolution**:

"That, for the purposes of section 157(1)(a) of the Corporations Act and for all other purposes, approval is given for the name of the Company to be changed to Prairie Lithium Limited."

5. RESOLUTION 5 – AMENDMENT TO CONSTITUTION

To consider and, if thought fit, to pass the following resolution as a **special resolution**:

"That, subject to Shareholders approving Resolution 4, for the purposes of section 136(2) of the Corporations Act and for all other purposes, approval is given for the Company to amend its Constitution to reflect the Company's proposed new name "Prairie Lithium Limited."

Dated: 19 August 2025

Voting Prohibition Statement

Resolution 3 – Approval to make selective reduction of capital

In accordance with section 256C(2) of the Corporations Act, any votes cast on Resolution 3 (other than by a person as proxy for a member who is entitled to vote, in accordance with the directions on the relevant proxy form) by any person who is to receive consideration as part of the reduction and their respective associates will be disregarded.

Voting Exclusion Statements

In accordance with Listing Rule 14.11, the Company will disregard any votes cast in favour of the Resolution set out below by or on behalf of the following persons:

Resolution 1 – Ratification of prior issue of SPP Securities

Unrelated SPP Participants or any other person who participated in the issue or an associate of that person or those persons.

Resolution 2 – Ratification of prior issue of Shares to Acquity Capital

Acuity Capital (or its nominee(s)) or any other person who participated in the issue or an associate of that person or those persons.

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

- (a) a person as a proxy or attorney for a person who is entitled to vote on the Resolution, in accordance with the directions given to the proxy or attorney to vote on the Resolution in that way; or
- (b) the Chair as proxy or attorney for a person who is 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) a holder acting solely in a nominee, trustee, custodial or other 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.

Voting by proxy

To vote by proxy, please complete and sign the enclosed Proxy Form and return by the time and in accordance with the instructions set out on the Proxy Form.

In accordance with section 249L of the Corporations Act, Shareholders are advised that:

- each Shareholder has a right to appoint a proxy;
- the proxy need not be a Shareholder of the Company; and
- a Shareholder who is 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. If the Shareholder appoints two proxies and the appointment does not specify the proportion or number of the member's votes, then in accordance with section 249X(3) of the Corporations Act, each proxy may exercise one-half of the votes.

Shareholders and their proxies should be aware that:

- if proxy holders vote, they must cast all directed proxies as directed; and
- any directed proxies which are not voted will automatically default to the Chair, who must vote the proxies as directed.

Voting in person

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

Should you wish to discuss the matters in this Notice please do not hesitate to contact the Company Secretary on +61 8 6313 3936.

EXPLANATORY STATEMENT

This Explanatory Statement has been prepared to provide information which the Directors believe to be material to Shareholders in deciding whether or not to pass the Resolutions.

1. RESOLUTION 1 – RATIFICATION OF PRIOR ISSUE OF SPP SECURITIES

1.1 Background

On 4 April 2025, the Company lodged a prospectus with ASIC (**Prospectus**) for a Share Purchase Plan (**SPP Offer**) to raise \$2,000,000 (before costs), with the right to accept oversubscriptions at its absolute discretion, subject to Shareholder demand and compliance with the Listing Rules.

Under the SPP Offer eligible shareholders with a registered address in Australia or New Zealand who were recorded as holders of Shares at 5.00pm (WST) on 18 March 2025 (**Eligible Shareholders**) had the opportunity to subscribe for up to \$30,000 worth of Shares at an issue price of \$0.006 per Share (**SPP Shares**) as well as two free attaching Options for every three SPP Shares subscribed for, exercisable at \$0.012 and expiring 3 years from issue (**SPP Options**). The full terms and conditions of the SPP Options are set out in Schedule 1.

As per the Company's announcement of 16 May 2025, the SPP Offer closed oversubscribed with total proceeds of \$4,251,000 raised through a total of 708,499,917 SPP Shares and 472,333,190 SPP Options. The Company obtained Shareholder approval to issue 333,333,333 SPP Shares and 222,222,222 SPP Options at a general meeting held on 9 May 2025 (**General Meeting**).

The Company has elected to take oversubscriptions of a further 375,166,584 SPP Shares and 250,110,968 SPP Options which were issued pursuant to the Company's existing Listing Rule 7.1 capacity to the SPP participants unrelated to the Company (**Unrelated SPP Participants**).

As detailed in the Prospectus the issue price of Shares is at a discount greater than 80% of the 5 day VWAP of the Company's Shares calculated over the 5 days prior to announcing the SPP Offer. This is the maximum discount permitted under Listing Rule 7.2, Exception 5 meaning the issue of the SPP Securities cannot be made in reliance on this exception to Listing Rule 7.1.

1.2 Listing Rule 7.1

Broadly speaking, and subject to a number of exceptions, Listing Rule 7.1 limits the amount of equity securities that a listed company can issue without the approval of its shareholders over any 12 month period to 15% of the fully paid ordinary securities it had on issue at the start of that 12 month period.

The issue does not fit within any of the exceptions set out in Listing Rule 7.2 and, as it has not yet been approved by Shareholders, it effectively uses up part of the 15% limit in Listing Rule 7.1, reducing the Company's capacity to issue further equity securities without Shareholder approval under Listing Rule 7.1 for the 12 month period following the date of the issue.

1.3 Listing Rule 7.4

Listing Rule 7.4 allows the shareholders of a listed company to approve an issue of equity securities after it has been made or agreed to be made. If they do, the issue is taken to have been approved under Listing Rule 7.1 and so does not reduce the company's capacity to issue further equity securities without shareholder approval under that rule.

The Company wishes to retain as much flexibility as possible to issue additional equity securities in the future without having to obtain Shareholder approval for such issues under Listing Rule 7.1. Accordingly, the Company is seeking Shareholder ratification pursuant to Listing Rule 7.4 for the issue.

1.4 Technical information required by Listing Rule 14.1A

If this Resolution is passed, the issue 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 date of the issue.

If this Resolution is not passed, the issue will be included in calculating the Company's 15% limit in Listing Rule 7.1, effectively decreasing the number of equity securities that the Company can issue without Shareholder approval over the 12 month period following the date of the issue.

1.5 Technical information required by Listing Rules 7.4 and 7.5

REQUIRED INFORMATION	DETAILS
Names of persons to whom Securities were issued or the basis on which those persons were identified/selected	The Unrelated SPP Participants. The Company confirms that no Material Persons were issued more than 1% of the issued capital of the Company.
Number and class of Securities issued	375,166,584 SPP Shares and 250,110,968 SPP Options were issued.
Terms of Securities	The SPP Shares were fully paid ordinary shares in the capital of the Company issued on the same terms and conditions as the Company's existing Shares. The SPP Options were issued on the terms and conditions set out in Schedule 1.
Date(s) on or by which the Securities were issued.	19 May 2025.
Price or other consideration the Company received for the Securities	The SPP Shares were issued at \$0.006 per Share. As set out in Section 1.1, the SPP Options were issued at a nil issue price, free attaching on a two for three basis to the Shares subscribed for and issued under the SPP Offer.
Purpose of the issue, including the intended use of any funds raised by the issue	The purpose of the issue is to raise funds for the Company intended to be used to bolster the Company's balance sheet as it seeks to advance the development of the Prairie Lithium Project and also for general working capital expenses.
Summary of material terms of agreement to issue	The Securities were issued pursuant to the Prospectus.
Voting Exclusion Statement	A voting exclusion statement applies to this Resolution.
Compliance	The issue did not breach Listing Rule 7.1.

2. RESOLUTION 2 – RATIFICATION OF PRIOR ISSUE OF SHARES TO ACUITY CAPITAL

2.1 Background

On 3 May 2024, the Company announced it entered into an At-the Market Subscription Agreement with Acuity Capital Investment Management Pty Ltd ATF Acuity Capital Holdings Trust (**Acuity Capital**) (the **ATM Agreement**). Under the ATM Agreement, Acuity Capital has agreed to provide the Company with a facility of up to \$10,000,000 of standby equity capital up until 31 January 2029 (**Facility**).

A summary of the ATM Agreement is set out below:

Subscription	The Company retains full control of all aspects of the subscription process, having sole discretion as to whether or not to utilise the ATM Agreement, the maximum number of Shares to be issued, the minimum issue price of Shares and the timing of each subscription (if
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	any). There are no requirements on the Company to utilise the ATM Agreement and the Company may terminate the ATM Agreement at any time, with 5 business days notice and without cost or penalty. Acuity Capital and the ATM Agreement do not place any restrictions at any time on the Company raising capital through other methods.
Term	5 April 2024 - 31 January 2029 (4 years 9 months)
Establishment Fee	\$25,000
Facility Limit	\$10,000,000
Collateral	200,000,000 Shares

Further details relating to the ATM Agreement are set out in the Company's Notice of Annual General Meeting released to the ASX on 25 October 2024 and the Company's announcement of 3 May 2024.

2.2 July 2025 Drawdown

As announced by the Company on 18 July 2025, the Company has utilised the Facility under the ATM Agreement with Acuity Capital to raise \$900,000 (inclusive of costs) by issuing 110,000,000 Shares to Acuity Capital under its Listing Rule 7.1 (108,994,627 shares) and 7.1A (1,005,373 shares) capacity at an issue price of \$0.0082 per Share. The issue price of \$0.0082 represented a premium to the last traded price of \$0.007 on 18 July 2025 at the time of issue.

This Resolution seeks Shareholder ratification for the purposes of Listing Rule 7.4 for the issue of 110,000,000 Shares to Acuity Capital at an issue price of \$0.0082 per Share to raise \$900,000.

2.3 Listing Rules 7.1 and 7.1A

A summary of Listing Rule 7.1 is set out in Section 1.2 above.

Under Listing Rule 7.1A however, an Eligible Entity can seek approval from its members, by way of a special resolution passed at its annual general meeting, to increase this 15% limit by an extra 10% to 25%. The Company obtained this approval at its annual general meeting held on 26 November 2024.

The issue does not fit within any of the exceptions set out in Listing Rule 7.2 and, as it has not yet been approved by Shareholders, it effectively uses up part of the 25% limit in Listing Rules 7.1 and 7.1A, reducing the Company's capacity to issue further equity securities without Shareholder approval under Listing Rule 7.1 for the 12 month period following the date of the issue.

2.4 Listing Rule 7.4

A summary of Listing Rule 7.4 is set out in Section 1.3 above.

The Company wishes to retain as much flexibility as possible to issue additional equity securities in the future without having to obtain Shareholder approval for such issues under Listing Rule 7.1. Accordingly, the Company is seeking Shareholder ratification pursuant to Listing Rule 7.4 for the issue.

2.5 Technical information required by Listing Rule 14.1A

If this Resolution is passed, the issue will be excluded in calculating the Company's combined 25% limit in Listing Rules 7.1 and 7.1A, effectively increasing the number of equity securities the Company can issue without Shareholder approval over the 12 month period following the date of the issue.

If this Resolution is not passed, the issue will be included in calculating the Company's combined 25% limit in Listing Rule 7.1 and 7.1A, effectively decreasing the number of equity securities that the Company can issue without Shareholder approval over the 12 month period following the date of the issue.

2.6 Technical information required by Listing Rules 7.4 and 7.5

REQUIRED INFORMATION	DETAILS
Names of persons to whom Securities were issued or the basis on which those persons were identified/selected	Acuity Capital. The Company confirms that no Material Persons were issued more than 1% of the issued capital of the Company.
Number and class of Securities issued	110,000,000 Shares were issued.
Terms of Securities	The Shares were fully paid ordinary shares in the capital of the Company issued on the same terms and conditions as the Company's existing Shares.
Date(s) on or by which the Securities were issued	18 July 2025.
Price or other consideration the Company received for the Securities	\$0.0082 per Share.
Purpose of the issue, including the intended use of any funds raised by the issue	The purpose of the issue was to raise capital, which the Company intends to apply towards construction of the first production facility at the Prairie Lithium Project in Saskatchewan, Canada.
Summary of material terms of agreement to issue	The Shares were issued under the ATM Agreement, a summary of the material terms of which is set out in Section 2.1.
Voting Exclusion Statement	A voting exclusion statement applies to this Resolution.
Compliance	The issue did not breach Listing Rule 7.1 and 7.1A.

3. RESOLUTION 3 – APPROVAL TO MAKE SELECTIVE REDUCTION OF CAPITAL – SPECIAL VOTING SHARE

3.1 Background

On 21 December 2022, the Company announced that it had entered a binding acquisition agreement (**Acquisition Agreement**) with its wholly-owned subsidiaries, 2477827 Alberta Corporation (**CalCo**) and 2477955 Alberta Corporation (**CanCo**) and Prairie Lithium Corporation (**Prairie Lithium**), pursuant to which the Company agreed to acquire, either directly or indirectly through CanCo, all of the shares of Prairie Lithium (**Acquisition**).

Completion of the Acquisition occurred on 27 March 2023.

Under the terms of the Acquisition Agreement, in consideration for the acquisition of the Prairie Lithium shares, each Prairie Lithium shareholder was entitled to elect to receive either:

- (a) ordinary Shares in the capital of the Company; or
- (b) exchangeable shares in the capital of CanCo (**Exchangeable Shares**), which at the holders election, could be converted into Shares in the capital of the Company at anytime within 5 years from the date of issue.

3.2 Special Voting Share

As Prairie Lithium shareholders elected to receive Exchangeable Shares in the capital of CanCo, measures were required to be put in place to ensure that Exchangeable Shareholders had the ability to vote on matters concerning the Company as if they were issued Shares in the Company. For this reason, the Company issued a special voting share (**Special Voting Share**), which had attaching voting rights equal to the number of Exchangeable Shares on issue, to a third party independent agent (**Automic Agent**) as a

mechanism through which Prairie Lithium shareholders were able to vote at meetings of the Company's Shareholders.

The terms of the Special Voting Share, as recorded in the Company's Constitution, state that at such time as:

- (a) the Special Voting Share entitles its holder to a number of votes equal to zero because there are no Exchangeable Shares of CanCo outstanding which are not owned by the Company or any of its direct or indirect subsidiaries; and
- (b) there is no share of stock, debt, option or other agreement, obligation or commitment of CanCo which could by its terms require CanCo to issue any Exchangeable Shares to any person other than the Company or any of its direct or indirect subsidiaries,

then the Special Voting Share shall thereupon be retired and cancelled promptly thereafter.

There are no Exchangeable Shares of CanCo outstanding and there is no share of stock, debt, option or other agreement, obligation or commitment of CanCo which could by its terms require CanCo to issue any Exchangeable Shares to any person. The Special Voting Share therefore entitles the Automic Agent to no votes in the Company.

For this reason, the Company is seeking Shareholder approval to cancel, for nil consideration, the Special Voting Share.

3.3 Selective Capital Reduction

The purpose of this Resolution is to seek the requisite approval of the Company's Shareholders required under the Section 256C(2) of the Corporations Act for the selective reduction and cancellation of the Special Voting Share held the Automic Agent (**Selective Capital Reduction**).

3.4 Corporations Act

Pursuant to section 256C of the Corporations Act, a company may make a selective capital reduction if it is approved by a special resolution passed at a general meeting of the company, with no votes being cast in favour of the resolution by any person who is to receive consideration as part of the reduction or whose liability to pay amounts unpaid on shares is to be reduced.

The Corporations Act provides that the rules relating to a reduction of share capital are designed to protect the interests of shareholders and creditors by:

- (a) addressing the risk of the transaction leading to the company's solvency;
- (b) seeking to ensure fairness between the shareholders of the company; and
- (c) requiring the company to disclose all material information.

In particular, section 256B of the Corporations Act requires that a company may only reduce its capital if:

- (d) it is fair and reasonable to the shareholders as a whole;
- (e) it does not materially prejudice the company's ability to pay its creditors; and
- (f) it is approved by shareholders in accordance with section 256C of the Corporations Act.

Section 256C(4) of the Corporations Act requires that the company must include with the notice a statement setting out all information known to the company that is material to the decision on how to vote on the resolution. However, the company does not have to disclose information if it would be unreasonable to require the company to do so because the company had previously disclosed the information to shareholders.

The Directors believe that the Selective Capital Reduction meets the criteria of Section 256B for the following reasons:

- (a) the Special Voting Share was only issued for the purpose of facilitating the voting rights of the holders of the Exchangeable Shares and there are no longer Exchangeable Shares on issue;
- (b) the Selective Capital Reduction will only result in the cancellation of the Special Voting Share held by the Automic Agent; and
- (c) the Selective Capital Reduction will not materially prejudice the Company's ability to pay its creditors and will have minimal financial effect on the Company as no monetary consideration is being provided for the Selective Capital Reduction.

The Directors do not consider that there are any material disadvantages to the Company undertaking the Selective Capital Reduction.

Further, as the Selective Capital Reduction involves the cancellation of the Special Voting Share, section 256C(2) of the Corporations Act requires that the Selective Capital Reduction must also be approved by a special resolution passed at a meeting of the shareholders whose shares are to be cancelled. The Automic Agent will separately provide its approval for the proposed Selective Capital Reduction.

The Director's unanimously recommend that Shareholders should vote in favour of this Resolution.

3.5 Effect of proposed Selective Capital Reduction

The effect of the Selective Capital Reduction will be to cancel the Special Voting Share currently on issue.

The Company notes that the Automic Agent will not receive consideration as part of the Selective Capital Reduction.

3.6 Interests of Directors

The Directors do not have any material interest in the outcome of this Resolution.

3.7 Other Material Information

The Directors believe that other than the information set out in this Explanatory Statement and information previously disclosed to Shareholders, there is no further information material to Shareholders decision as to whether or not to approve this Resolution.

Once this Resolution is passed by Shareholders and the Automic Agent has approved the cancellation of the Special Voting Share, the Company will not make the reduction of capital until at least 14 days after notice of this Resolution has been lodged with the ASIC, in accordance with section 256C(3) of the Corporations Act.

4. RESOLUTION 4 – CHANGE OF COMPANY NAME TO PRAIRIE LITHIUM LIMITED

Section 157(1)(a) of the Corporations Act provides that a company may change its name if the company passes a special resolution adopting a new name.

This Resolution seeks the approval of Shareholders for the Company to change its name to "Prairie Lithium Limited".

The Board proposes this change of name as following completion of the sale of the Big Sandy Lithium Project (refer to the Company's announcement of 9 July 2025 and 4 August 2025), the Company's focus will be on the development of the Prairie Lithium Project in Saskatchewan, Canada.

The proposed name has been reserved by with ASIC and if this Resolution is passed, the Company will lodge a copy of the special resolution with ASIC following the Meeting in order to effect the change. If this Resolution is passed the change of name will take effect when ASIC alters the details of the Company's registration.

5. **RESOLUTION 5 – AMENDMENT TO CONSTITUTION**

A company may modify or repeal its constitution or a provision of its constitution by special resolution of Shareholders.

This Resolution is a special resolution which will enable the Company to amend its existing Constitution (**Amended Constitution**) to reflect the Company's name change to Prairie Lithium Limited, subject to Shareholders approving Resolution 4.

A copy of the Amended Constitution will be available for review by Shareholders at the office of the Company. A copy of the Amended Constitution can also be sent to Shareholders upon request to the Company Secretary. Shareholders are invited to contact the Company if they have any queries or concerns.

GLOSSARY

\$ means Australian dollars.

Acuity Capital means Acuity Capital Investment Management Pty Ltd ATF Acuity Capital Holdings Trust.

Acquisition has the meaning given in Section 3.1.

Acquisition Agreement has the meaning given in Section 3.1.

ASIC means the Australian Securities & Investments Commission.

ASX means ASX Limited (ACN 008 624 691) or the financial market operated by ASX Limited, as the context requires.

ATM Agreement has the meaning given in Section 2.1.

Automic Agent has the meaning given in Section 3.2.

Board means the current board of directors of the Company.

Business Day means Monday to Friday inclusive, except New Year's Day, Good Friday, Easter Monday, Christmas Day, Boxing Day, and any other day that ASX declares is not a business day.

CallCo means 2477827 Alberta Corporation.

CanCo means 2477955 Alberta Corporation.

Chair means the chair of the Meeting.

Company means Arizona Lithium Limited (ACN 008 720 223).

Constitution means the Company's constitution.

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

Directors means the current directors of the Company.

Eligible Entity means an entity which is not included in the S&P/ASX 300 Index and has a market capitalisation of \$300,000,000 or less.

Exchangeable Shares has the meaning given in Section 3.1.

Explanatory Statement means the explanatory statement accompanying the Notice.

Key Management Personnel has the same meaning as in the accounting standards issued by the Australian Accounting Standards Board and means those persons having authority and responsibility for planning, directing and controlling the activities of the Company, or if the Company is part of a consolidated entity, of the consolidated entity, directly or indirectly, including any director (whether executive or otherwise) of the Company, or if the Company is part of a consolidated entity, of an entity within the consolidated group.

Listing Rules means the Listing Rules of ASX.

Material Person means a related party of the Company, member of the Key Management Personnel, substantial holder of the Company, adviser of the Company or associate of any of these parties.

Meeting means the meeting convened by the Notice.

Notice means this notice of meeting including the Explanatory Statement and the Proxy Form.

Option means an option to acquire a Share.

Prospectus

Proxy Form means the proxy form accompanying the Notice.

Resolutions means the resolutions set out in the Notice, or any one of them, as the context requires.

Section means a section of the Explanatory Statement.

Security means a Share or Option (as applicable).

Selective Capital Reduction has the meaning given in Section 3.3.

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

Shareholder means a registered holder of a Share.

Special Voting Share has the meaning given in Section 3.2.

SPP has the meaning given in Section 1.1.

SPP Offer has the meaning given in Section 1.1.

SPP Options has the meaning given in Section 1.1.

SPP Securities means the SPP Shares and SPP Options.

SPP Shares has the meaning given in Section 1.1.

Unrelated SPP Participants has the meaning given in Section 1.1.

WST means Western Standard Time as observed in Perth, Western Australia.

SCHEDULE 1 – TERMS AND CONDITIONS OF SPP OPTIONS

1.	Entitlement	Each Option entitles the holder to subscribe for one Share upon exercise of the Option.
2.	Exercise Price	Subject to paragraph 9, the amount payable upon exercise of each Option will be \$0.012 (Exercise Price).
3.	Expiry Date	Each Option will expire at 5:00 pm (AEST) on the date that is three years from the date of issue (Expiry Date). An Option not exercised before the Expiry Date will automatically lapse on the Expiry Date
4.	Exercise Period	The Options are exercisable at any time on or prior to the Expiry Date (Exercise Period).
5.	Exercise Notice	The Options may be exercised during the Exercise Period by notice in writing to the Company in the manner specified on the Option certificate (Exercise Notice) and payment of the Exercise Price for each Option being exercised in Australian currency by electronic funds transfer or other means of payment acceptable to the Company.
6.	Exercise Date	An Exercise Notice is only effective on and from the later of the date of receipt of the Exercise Notice and the date of receipt of the payment of the Exercise Price for each Option being exercised in cleared funds (Exercise Date).
7.	Timing of issue of Shares on exercise	<p>Within five Business Days after the Exercise Date, the Company will:</p> <ul style="list-style-type: none"> (a) issue the number of Shares required under these terms and conditions in respect of the number of Options specified in the Exercise Notice and for which cleared funds have been received by the Company; (b) if required, give ASX a notice that complies with section 708A(5)(e) of the Corporations Act, or, if the Company is unable to issue such a notice, lodge with ASIC a prospectus prepared in accordance with the Corporations Act and do all such things necessary to satisfy section 708A(11) of the Corporations Act to ensure that an offer for sale of the Shares does not require disclosure to investors; and (c) if admitted to the official list of ASX at the time, apply for official quotation on ASX of Shares issued pursuant to the exercise of the Options. <p>If a notice delivered under 7(b) for any reason is not effective to ensure that an offer for sale of the Shares does not require disclosure to investors, the Company must, no later than 20 Business Days after becoming aware of such notice being ineffective, lodge with ASIC a prospectus prepared in accordance with the Corporations Act and do all such things necessary to satisfy section 708A(11) of the Corporations Act to ensure that an offer for sale of the Shares does not require disclosure to investors.</p>
8.	Shares issued on exercise	Shares issued on exercise of the Options rank equally with the then issued shares of the Company.
9.	Reorganisation	If there is a reorganisation of the issued share capital of the Company (including any subdivision, consolidation, reduction, return or cancellation of such issued capital of the Company), the rights of the holder will be changed to the extent necessary to comply with the ASX Listing Rules applicable to a

		reorganisation of capital at the time of the reorganisation.
10.	Participation in new issues	There are no participation rights or entitlements inherent in the Options and holders will not be entitled to participate in new issues of capital offered to Shareholders during the currency of the Options without exercising the Options.
11.	Transferability	The Options are transferable subject to any restriction or escrow arrangements imposed by ASX or under applicable Australian securities laws.

Your proxy voting instruction must be received by **10.00am (AWST) on Tuesday, 16 September 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)

For personal use only

STEP 1 - How to vote

APPOINT A PROXY:

I/We being a Shareholder entitled to attend and vote at the General Meeting of Arizona Lithium Limited, to be held at **10.00am (AWST) on Thursday, 18 September 2025 at Level 2 10 Outram Street West Perth WA** 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.

AUTHORITY FOR CHAIR TO VOTE UNDIRECTED PROXIES ON REMUNERATION RELATED RESOLUTIONS

Where I/we have appointed the Chair as my/our proxy (or where the Chair becomes my/our proxy by default), I/we expressly authorise the Chair to exercise my/our proxy on Resolution 3 (except where I/we have indicated a different voting intention below) even though Resolution 3 is connected directly or indirectly with the remuneration of a member of the Key Management Personnel, which includes the Chair.

STEP 2 - Your voting direction

Resolutions	For	Against	Abstain
1 RATIFICATION OF PRIOR ISSUE OF SPP SECURITIES	<div></div>	<div></div>	<div></div>
2 RATIFICATION OF PRIOR ISSUE OF SHARES TO ACUITY CAPITAL	<div></div>	<div></div>	<div></div>
3 APPROVAL TO MAKE SELECTIVE REDUCTION OF CAPITAL – SPECIAL VOTING SHARE	<div></div>	<div></div>	<div></div>
4 CHANGE OF COMPANY NAME TO PRAIRIE LITHIUM LIMITED	<div></div>	<div></div>	<div></div>
5 AMENDMENT TO CONSTITUTION	<div></div>	<div></div>	<div></div>

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

Sole Director and Sole Company Secretary

Securityholder 2

Director

Securityholder 3

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).