

10 September 2025

ASX: CXO Announcement

Notice of 2025 Shareholder Meeting and Proxy Form

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Letter to Shareholders

Core Lithium Ltd (**ASX: CXO**) (**Core** or **Company**) refers to the notice of general meeting (GM) and accompanying explanatory memorandum released to ASX on 10 September 2025] (together, the Notice of Meeting) in respect of a General Meeting of the Company's shareholders (Shareholders) to be held on 10 October 2025 at 10:00am (AWST).

In reliance on section 253RA of the *Corporations Act 2001* (Cth), the Company will not be posting hard copies of the Notice of Meeting to Shareholders unless the Shareholder has given the Company notice in writing electing to receive documents in hard copy only. The Notice of Meeting can be viewed or downloaded from the Company's website on its ASX announcements page at <https://corelithium.com.au/announcements> or at www.asx.com.au.

This announcement has been approved for release by the Core Board.

For further information, please contact the Company Secretary by telephone on +61 (0) 8 8317 1700 or by email at info@corelithium.com.au.

Yours sincerely

Core Lithium Ltd

Jarek Kopias

Company Secretary



NOTICE OF GENERAL MEETING EXPLANATORY NOTES PROXY FORM

Date of Meeting: Friday, 10 October 2025

Time of Meeting: 10:00am AWST (Perth time)

Place of Meeting: Offices of Grant Thornton Australia Limited
Level 43, Central Park, 152-158 St Georges Terrace
Perth Western Australia

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Notice is hereby given that this General Meeting of Shareholders of Core Lithium Ltd ("Company/Core") will be held at the offices of Grant Thornton Australia Limited, Level 43, Central Park, 152-158 St Georges Terrace, Perth Western Australia on Friday 10 October 2025 at 10:00am AWST.

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

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

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

ORDINARY BUSINESS

Resolution 1 – Ratification of prior issue of Placement Shares

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

"That, for the purposes of Listing Rule 7.4 and for all other purposes, Shareholders ratify the issue of 278,065,184 Shares to the Placement Participants (or their nominee/s) on the terms and conditions set out in the Explanatory Notes."

Resolution 2 – Approval to issue 198,125,292 Placement Shares

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

"That, for the purposes of Listing Rule 7.1 and for all other purposes, approval is given for the Company to issue up to 198,125,292 Shares to the Placement Participants (or their nominee/s) on the terms and conditions set out in the Explanatory Notes."

VOTING INFORMATION, EXCLUSIONS AND PROHIBITIONS

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

Voting Exclusion Statements

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

Resolution 1 – Ratification of prior issue of Placement Shares

The Placement Participants (or their nominee/s) or any other person who participated in the issue or an associate of that person or those persons.

Resolution 2 – Approval to issue 198,125,292 Placement Shares

The Placement Participants (or their nominee/s) or any other person who is expected to participate in, or who will obtain a material benefit as a result of, the proposed issue (except a benefit solely by reason of being a holder of ordinary securities in the Company) 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 person as proxy or attorney for a person who is entitled to vote on the Resolution, in accordance with directions given to the proxy or attorney to vote on the Resolution in that way; or
- the Chair 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
- a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:
 - o the beneficiary provides written confirmation to the holder that the beneficiary is not excluded from voting, and is not an Associate of a person excluded from voting, on the Resolution; and

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

Voting, Attendance Entitlement and proxy

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

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

Shareholders are encouraged to lodge their Proxy Forms online at <https://investor.automic.com.au/#/loginsah>.

In completing the attached Proxy Form, Members must be aware that where the Chair of the Meeting is appointed as their proxy, they will be directing the Chair of the Meeting to vote in accordance with the Chair of the Meeting's voting intention unless you indicate otherwise by marking the "For", "Against" or "Abstain" boxes. The Chair of the Meeting intends to vote undirected proxies in favour of each item of business. Members should note that they are entitled to appoint the Chair of the Meeting as a proxy with a direction to cast the votes contrary to the Chair of the Meeting's voting intention, or to abstain from voting, on any Resolution in the Proxy Form. Also, Members may appoint, as their proxy, a person other than the Chair of the Meeting.

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

To vote by proxy, please complete and sign the enclosed Proxy Form and return by the time and in accordance with the instructions set out on the Proxy Form. In order to be valid, the Proxy Form must be received by the Company at the address specified below, along with any power of attorney or certified copy of a power of attorney (if the Proxy Form is signed pursuant to a power of attorney), by no later than 48 hours before the Meeting (i.e., by no later than 10:00am AWST on 8 October 2025):

On-line: <https://investor.automic.com.au/#/loginsah>

By mail: Automic
GPO BOX 5193
SYDNEY NSW 2001

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

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

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

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

For the purpose of determining the voting entitlements at the Meeting, the Directors have determined that Shares will be taken to be held by the registered holders of those Shares at 4:00pm AWST on 8 October 2025. Accordingly, transactions registered after that time will be disregarded in determining entitlements to attend and vote at the Meeting.

By order of the Board

Jarek Kopias
Company Secretary
Perth, 10 September 2025

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General Meeting - Explanatory Notes

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

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

INTRODUCTION

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

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

ORDINARY BUSINESS

Resolution 1: Ratification of prior issue of Placement Shares

The Company received firm commitments from institutional and sophisticated investors (**Placement Participants**) to subscribe for 476,190,476 Shares (**Placement Shares**) at an issue price of \$0.105 per Share to raise approximately \$50 million (before costs) (**Placement**) as announced to the ASX on 28 August 2025.

The Company issued 278,065,184 Shares under its existing placement capacity pursuant to Listing Rule 7.1 on or about 4 September 2025 (ratification of which is sought under this Resolution 1). The issue of the remaining 198,125,292 Placement Shares is subject to Shareholder approval (being the subject of Resolution 2).

This Resolution seeks Shareholder ratification for the purposes of Listing Rule 7.4 for the issue of 278,065,184 Shares at an issue price of \$0.105 per Share under Tranche 1 of the Placement - all Shares were issued pursuant to the Company's capacity under 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 shares it had on issue at the start of that 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.

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.

If the 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 the 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 the Company can issue without Shareholder approval over the 12 month period following the date of the issue.

In accordance with the requirements of Listing Rules 7.4 and 7.5 the following information is provided in respect of Resolution 1:

Party	The Placement Shares were issued to the Placement Participants (or their nominee/s) who were identified through a bookbuild process, which involved Canaccord Genuity (Australia) Limited (ACN 075 071 466) (Canaccord) and Argonaut Securities Pty Limited (ACN 108 330 650) (Argonaut) seeking expressions of interest to participate in the capital raising from non-related parties of the Company. 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	278,065,184 Placement Shares
Date of issue	On or about 4 September 2025
Price or other Consideration	\$0.105 per Placement Share.
Terms	The Placement 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.
Purpose	Details of the proposed use of funds is enable the order of long-lead items, recommencement of the BP33 boxcut and decline development, operational readiness activities and general working capital.
Compliance	The issue did not breach Listing Rule 7.1.
Voting exclusion statement	Voting exclusion statements apply to these Resolutions.

Resolution 1 is an Ordinary Resolution.

Board Recommendation: The Directors recommend that Shareholders vote in favour of Resolution 1 and advise that that they intend to vote any Shares that they own or control in favour of Resolution 1.

The Chair intends to vote all undirected proxies in favour of Resolution 1.

Resolution 2 – Approval to issue 198,125,292 Placement Shares

Resolution 2 seeks Shareholder approval for the purposes of Listing Rule 7.1 for the issue of up to 198,125,292 Placement Shares to the Placement Participants.

A summary of Listing Rule 7.1 is set out in the Explanatory Notes to Resolution 1 above.

The proposed issue falls within exception 17 of Listing Rule 7.2. Listing Rule 7.2 (exception 17) provides that Listing Rule 7.1 does not apply to an issue of securities which is conditional upon prior Shareholder approval being obtained. If an entity relies on this exception, it must not issue the securities without such approval. The issue therefore requires the approval of Shareholders under Listing Rule 7.1.

If this Resolution is passed, the Company will be able to proceed with the issue. In addition, the issue will be excluded from the calculation of the number of equity securities that the Company can issue without Shareholder approval under Listing Rule 7.1.

If this Resolution is not passed, the Company will not be able to proceed with the issue and will not raise additional funds under the Tranche 2 of the Placement.

In accordance with the requirements of Listing Rule 7.3 the following information is provided in respect of Resolution 2:

Party/ Allottees	The Placement Shares will be issued to the Placement Participants (or their nominee/s). Tranche 1 of the Placement Shares have been issued to Participants as described in the Explanatory Notes to Resolution 1. The approval sought in accordance with Resolution 2 is Tranche 2 of the same Placement and to the same Placement Participants as Tranche 1, substantially on a pro-rata basis. The Company confirms that no Material Persons will be issued more than 1% of the issued capital of the Company.
Number of Securities to be issued	Up to 198,125,292 Placement Shares.
Material Terms of Securities	The Placement Shares will be fully paid ordinary shares in the capital of the Company issued on the same terms and conditions as the Company's existing Shares.
Date of issue	The Company expects to issue the Placement Shares within 5 Business Days of the Meeting. In any event, the Company will not issue any Placement Shares later than three months after the date of the Meeting (or such later date to the extent permitted by any ASX Shares or modification of the Listing Rules).
Price, Consideration, Purpose	\$0.105 per Placement Share. Details of the proposed use of funds are set out in the explanation to Resolution 1 above.
Voting exclusion statement	A voting exclusion statement applies to this Resolution.

Resolution 2 is an Ordinary Resolution.

Board Recommendation: The Directors recommend that Shareholders vote in favour of Resolution 2 and advise that that they intend to vote any Shares that they own or control in favour of Resolution 2.

The Chair intends to vote all undirected proxies in favour of Resolution 2.

Glossary

In the Notice of General Meeting and Explanatory Notes:

\$ or A\$ means Australian Dollars.

Associate has the meaning given to that term in the Corporations Act.

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

AWST means Australian Western Standard Time.

Board means the board of Directors of Core.

Chair of the Meeting means the chair of the Meeting.

Constitution means the constitution of the Company.

Core or **Company** means Core Lithium Ltd (ABN 80 146 287 809).

Corporations Act means the Corporations Act 2001 (Cth).

Corporations Regulations means the Corporations Regulations 2001 (Cth).

Director means a director of the Company.

Explanatory Notes means these explanatory notes which forms part of the Notice of Meeting.

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

Material Persons means in relation to the Company a related party, a member of key management personnel, a substantial holder, an adviser or an associated of any of the aforementioned parties.

Meeting or **General Meeting** means the general meeting of Shareholders described on the first page of this Notice.

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

Notice or **Notice of Meeting** means this notice of general meeting.

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

Placement means the issue of 476,190,476 Shares (Tranche 1 and Tranche 2) at an issue price of \$0.105 per Share to raise approximately \$50 million (before costs).

Placement Participants means institutional and sophisticated investors participating the Placement.

Placement Shares means Tranche 1 Shares and Tranche 2 Shares.

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

Resolution means a resolution referred to in this Notice.

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

Tranche 1 means 278,065,184 Placement Shares issued to Placement Participants on or about 5 September 2025.

Tranche 2 means 198,125,292 Placement Shares to be issued to Placement Participants on the approval of Resolution 2.

Your proxy voting instruction must be received by **10.00am (AWST) on Wednesday, 08 October 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)

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STEP 1 - How to vote

APPOINT A PROXY:

I/We being a Shareholder entitled to attend and vote at the General Meeting of Core Lithium Ltd, to be held at **10.00am (AWST) on Friday, 10 October 2025 at the offices of Grant Thornton Australia Limited, Level 43, Central Park, 152-158 St Georges Terrace, Perth Western Australia** hereby:

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

The Chair intends to vote undirected proxies in favour of all Resolutions in which the Chair is entitled to vote.

Unless indicated otherwise by ticking the "for", "against" or "abstain" box you will be authorising the Chair to vote in accordance with the Chair's voting intention.

STEP 2 - Your voting direction

Resolutions	For	Against	Abstain
1 Ratification of prior issue of Placement Shares	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
2 Approval to issue 198,125,292 Placement Shares	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

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)

/

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