

Company Number: 10205021

**The Companies Act 2006
PUBLIC COMPANY LIMITED BY SHARES**

**CORNISH LITHIUM PLC
(the “Company”)**

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the Annual General Meeting of the Company will be held in the Sennen Suite at the Tremough Innovation Centre, Penryn, Cornwall TR10 9TA on 30 June 2023 at 10:00.

You will be asked to consider and vote on the resolutions below. Resolutions 1 to 11 will be proposed as ordinary resolutions and resolutions 12 to 13 will be proposed as special resolutions.

Ordinary Resolutions

Annual Reports and Accounts

1. To receive and consider the Directors' and Auditors' Reports and Financial Statements of the Company for the year ended 31 December 2022.

Directors

2. To re-elect Jeremy Wrathall as a director of the Company.
3. To re-elect Derek Linfield as a director of the Company.
4. To re-elect Keith Liddell as a director of the Company.
5. To re-elect Janet Blas as a director of the Company.
6. To re-elect Ian Cockerill as a director of the Company.
7. To re-elect Simon Gardner-Bond as a director of the Company.
8. To re-elect Varshan Gokool as a director of the Company.

Auditors

9. To re-appoint Francis Clark LLP as the Company's auditor to hold office from the conclusion of the meeting until the conclusion of the next annual general meeting at which accounts are laid before the Company.
10. To authorise the Directors to determine the auditor's remuneration.

Authority to allot shares (general)

11. That the Directors are generally and unconditionally authorised for the purpose of section 551 of the Companies Act 2006 (the "**CA 2006**") to allot shares in the Company or to grant rights to subscribe for or to convert any security into shares in the Company ("**Rights**"):

(a) up to a maximum aggregate nominal amount of £19,792.56; and

(b) comprising equity securities (as defined in section 560 of the CA 2006) up to an aggregate nominal amount of £39,585.12 (that amount to be reduced by the aggregate nominal amount of shares allotted or Rights granted under paragraph (a) of this resolution) in connection with an offer by way of rights issue:

(i) to ordinary shareholders in proportion (as nearly as may be practicable) to their existing holdings; and

(ii) to holders of other equity securities as required by the rights attaching to those securities, or subject to those rights, as the Directors otherwise consider necessary,

and so that the Directors may impose any limits or restrictions and make any arrangements which they consider necessary or appropriate to deal with treasury shares, fractional entitlements, record dates, legal, regulatory or practical problems in, or under the laws of, any territory or any other matter.

Those authorities shall expire (unless previously renewed, varied or revoked) at the end of the next annual general meeting of the Company after this resolution is passed or, if earlier, at the close of business on 30 September 2024 but, in each case, so that the Company may make offers and enter into agreements before that expiry which would, or might, require shares to be allotted or Rights to be granted after that expiry and the Directors may allot shares or grant Rights pursuant to any of those offers or agreements as if the authority had not expired.

This authority is in addition to any part of any pre-existing authorisation not already exercised at the date of the passing of this resolution.

The application of the authority in this resolution is to be interpreted in accordance with section 549(2) and (3) and section 559 of the CA 2006.

Special Resolutions

Disapplication of pre-emption rights

12. That, in addition to all existing powers and subject to the passing of Resolution 11, the Directors are generally empowered pursuant to section 570(1) of the CA 2006 to allot equity securities for cash pursuant to the general authority conferred on them by Resolution 11 as if section 561(1) of the CA 2006 did not apply to that allotment. This power:

(a) shall be limited to the allotment of equity securities in connection with an offer of equity securities (but in the case of an allotment pursuant to the authority in Resolution 11(b) by way of a pre-emptive offer only):

- (i) to ordinary shareholders in proportion (as nearly as may be practicable) to their existing holdings; and
- (ii) to holders of other equity securities as required by the rights attaching to those securities, or subject to those rights, as the Directors otherwise consider necessary

and so that the Directors may impose any limits or restrictions and make any arrangements which they consider necessary or appropriate to deal with treasury shares, fractional entitlements, record dates, legal, regulatory or practical problems in, or under the laws of, any territory or any other matter;

- (b) shall be limited to the allotment of equity securities or sale of treasury shares (otherwise than pursuant to paragraph (a) above) to any person up to an aggregate nominal amount equal to 10% of any allotment of equity securities or sale of treasury shares from time to time under paragraph (a) above, such authority to be used only for the purpose of making a follow-on offer which the Directors determine to be of a kind contemplated by paragraph 3 of Part 2B of the Statement of Principles on Disapplying Pre-Emption Rights published by the Pre-Emption Group in 2022;
- (c) shall be limited to the allotment of equity securities for cash pursuant to the authority in Resolution 11(a) (otherwise than in the circumstances set out in paragraph (a) of this resolution) up to an aggregate nominal amount of £5,937.76;
- (d) expires (unless previously renewed, varied or revoked) at the end of the next annual general meeting of the Company after this resolution is passed or, if earlier, at the close of business on 30 September 2024 but so that the Company may make offers and enter into agreements before that expiry which would, or might, require equity securities to be allotted after that expiry and the Directors may allot equity securities pursuant to any of those offers or agreements as if this power had not expired; and
- (e) applies in relation to a sale of shares which is an allotment of equity securities by virtue of section 560(3) of the CA 2006 as if in the first paragraph of this resolution the words "pursuant to the general authority conferred on them by Resolution 11" were omitted.

For the purposes of this resolution, the expression "equity securities" and references to the "allotment of equity securities" respectively shall be interpreted in accordance with section 560 of the CA 2006.

Disapplication of pre-emption rights (acquisition or capital investment)

13. That, in addition to all existing powers and subject to Resolution 11 being passed, the Directors are generally empowered pursuant to section 571(1) of the CA 2006, in addition to any authority granted under Resolution 12 to allot equity securities for cash pursuant to the general authority conferred on them by Resolution 11 as if section 561 of the CA 2006 did not apply to that allotment. This power:

- (a) shall be limited to the allotment of equity securities for cash pursuant to the authority in Resolution 11(a) up to a nominal amount of £5,937.76 such authority to be used only for the purposes of financing (or refinancing, if the authority is to

be used within 12 months after the original transaction) a transaction which the Directors determine to be either an acquisition or a specified capital investment of a kind contemplated by the Statement of Principles on Disapplying Pre-Emption Rights most recently published by the Pre-Emption Group prior to the date of this notice;

- (b) shall be limited to the allotment of equity securities for cash pursuant to the authority in Resolution 11(a) (otherwise than in the circumstances set out in paragraph (a) of this resolution) up to an aggregate nominal amount equal to 20% of any allotment of equity securities from time to time under paragraph (a) above, such authority to be used only for the purposes of making a follow-on offer which the Directors determine to be of a kind contemplated by paragraph 3 of Part 2B of the Statement of Principles on Disapplying Pre-Emption Rights published by the Pre-Emption Group prior to the date of this notice;
- (c) expires (unless previously renewed, varied or revoked) at the end of the next annual general meeting of the Company after this resolution is passed or, if earlier, at the close of business on 30 September 2024 but so that the Company may make offers and enter into agreements before that expiry which would, or might, require equity securities to be allotted after that expiry and the Directors may allot equity securities pursuant to any of those offers or agreements as if this power had not expired; and
- (d) applies in relation to a sale of shares which is an allotment of equity securities by virtue of section 560(3) of the CA 2006 as if in the first paragraph of this resolution the words "pursuant to the general authority conferred on them by Resolution 11" were omitted.

For the purposes of this resolution, the expression "equity securities" and references to the "allotment of equity securities" respectively shall be interpreted in accordance with section 560 of the CA 2006.

By order of the Board



Ian Cockerill
Chairman

Dated: 6 June 2023
Tremough Innovation Centre,
Penryn, Cornwall,
United Kingdom,
TR10 9TA

NOTES TO THE NOTICE OF ANNUAL GENERAL MEETING

Attending the meeting

1. Those members registered in the Register of Members of the Company at 08:00 a.m. on Wednesday 28th June 2023 shall be entitled to attend, speak and vote at the Annual General Meeting in respect of the number of ordinary shares registered in their name at that time.

Appointment of proxies

2. If you are a shareholder who is entitled to attend and vote at the meeting, you are entitled to appoint one or more proxies to exercise all or any of your rights to attend, speak and vote at the meeting and you should have received a proxy form. A proxy does not need to be a shareholder of the Company but must attend the meeting to represent you. You can only appoint a proxy using the procedures set out in these notes and the notes to the proxy form.
3. You may appoint more than one proxy provided each proxy is appointed to exercise the rights attached to a different share or shares held by you as shareholder. To appoint more than one proxy, you will need to contact the Company Secretary. You will need to state clearly on each proxy form the number of shares in relation to which the proxy is appointed. Failure to specify the number of shares to which each proxy appointment relates or specifying a number in excess of those held by the shareholder will result in the proxy appointment being invalid. If you wish your proxy to speak on your behalf at the meeting you will need to appoint your own choice of proxy (not the chairman) and give your instructions directly to them.
4. If you do not give your proxy an indication of how to vote on any resolution, 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.
5. You can:
 - Appoint a proxy or proxies and give proxy instructions by returning the enclosed proxy form by post (see note 6).
 - Register your appointment electronically (see note 7).

Appointment of proxy by post

6. The notes to the proxy form explain how to direct your proxy how to vote on each resolution. To appoint a proxy using the proxy form, the form must be:
 - completed and signed;
 - sent or delivered to the Company at Masters House, 107 Hammersmith Road, London, W14 0Q hand marked for Quamail Hussain's attention; and
 - received by the Company no later than 48 hours before the time fixed for the Annual General Meeting.

In the case of a shareholder which is a company, the proxy form 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 proxy form is signed (or a duly certified copy of such power or authority) must be included with the proxy form.

If you have not received a proxy form and believe that you should have one, or if you require additional proxy forms, please contact the Company Secretary by email at q.hussain@cornishlithium.com.

Appointment of proxies electronically

7. As an alternative to completing the hard-copy proxy form, you can appoint a proxy electronically by emailing a completed copy of this proxy form to the Company Secretary at q.hussain@cornishlithium.com. For an electronic proxy appointment to be valid, your appointment must be received by the Company no later than 48 hours before the time fixed for the Annual General Meeting.
8. This email address should not be used for any other purposes unless expressly stated.

Changing proxy instructions

9. 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 also apply in relation to amended instructions; any amended proxy appointment received after the relevant cut-off time will be disregarded.

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 Quamail Hussain, Company Secretary at Masters House, 107 Hammersmith Road, London, W14 0Q or by sending an email to q.hussain@cornishlithium.com.

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 appointment

10. A shareholder may change a proxy instruction but to do so you will need to inform the Company in writing by either:
 - Sending a signed hard-copy notice clearly stating your intention to revoke your proxy appointment to the Company. 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.

The revocation notice must be received by the Company before the start of the meeting to which it relates.

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.

Appointment of a proxy does not preclude you from attending the meeting and voting in

person. If you have appointed a proxy and attend the Meeting in person, your proxy appointment will automatically be terminated.

Corporate representatives

11. A corporation which is a shareholder can appoint one or more corporate representatives who may exercise, on its behalf, all its powers as a shareholder provided that they do not do so in relation to the same shares.

Communication

12. Except as provided above, shareholders who have general queries about the meeting should contact Quamail Hussain, Company Secretary at Masters House, 107 Hammersmith Road, London, W14 0Q or q.hussain@cornishlithium.com. No other methods of communication will be accepted.

You may not use any electronic address provided either:

- in this notice of annual general meeting; or
- any related documents (including the proxy form),

to communicate with the Company for any purposes other than those expressly stated.

CORNISH LITHIUM PLC

FORM OF PROXY FOR ANNUAL GENERAL MEETING

Before completing this form, please read the explanatory notes below.

I/we (full name in BLOCK capitals).....
of (address) being
a member/members of Cornish Lithium Plc. appoint the chairman of the meeting or (see note
1)..... as my/our proxy to vote
on my/our behalf in respect of my/our entire shareholding of.....shares at the
Annual General Meeting of the Company to be held on 30 June 2023 in the Sennen Suite at
the Tremough Innovation Centre, Penryn, Cornwall TR10 9TA at 10:00 and at any adjournment
of the meeting, on the following resolutions, as indicated by an 'X' in the appropriate box and,
on any other resolutions, as they think fit.

If you wish to appoint multiple proxies, please see note 4 below. Please tick here if you are
appointing more than one proxy: []

	RESOLUTION	FOR	AGAINST	WITHHELD
	ORDINARY RESOLUTIONS			
1.	To receive and consider the Directors' and Auditors' Reports and Financial Statements of the Company for the year ended 31 December 2022.			
2.	To re-elect Jeremy Wrathall as a director of the Company.			
3.	To re-elect Derek Linfield as a director of the Company.			
4.	To re-elect Keith Liddell as a director of the Company.			
5.	To re-elect Janet Blas as a director of the Company.			
6.	To re-elect Ian Cockerill as a director of the Company.			
7.	To re-elect Simon Gardner-Bond as a director of the Company.			
8.	To re-elect Varshan Gokool as a director of the Company.			
9.	To re-appoint Francis Clark LLP as the Company's auditor to hold office from the conclusion of the meeting until the conclusion of the next annual general meeting at which accounts are laid before the Company.			
10.	To authorise the Directors to determine the auditor's remuneration.			

11.	<p>That the Directors are generally and unconditionally authorised for the purpose of section 551 of the Companies Act 2006 (the "CA 2006") to allot shares in the Company or to grant rights to subscribe for or to convert any security into shares in the Company ("Rights"):</p> <ul style="list-style-type: none"> (a) up to a maximum aggregate nominal amount of £19,792.56; and (b) comprising equity securities (as defined in section 560 of the CA 2006) up to an aggregate nominal amount of £39,585.12 (that amount to be reduced by the aggregate nominal amount of shares allotted or Rights granted under paragraph (a) of this resolution) in connection with an offer by way of rights issue: <ul style="list-style-type: none"> (i) (to ordinary shareholders in proportion (as nearly as may be practicable) to their existing holdings; and (ii) to holders of other equity securities as required by the rights attaching to those securities, or subject to those rights, as the Directors otherwise consider necessary, <p>and so that the Directors may impose any limits or restrictions and make any arrangements which they consider necessary or appropriate to deal with treasury shares, fractional entitlements, record dates, legal, regulatory or practical problems in, or under the laws of, any territory or any other matter.</p> <p>Those authorities shall expire (unless previously renewed, varied or revoked) at the end of the next annual general meeting of the Company after this resolution is passed or, if earlier, at the close of business on 30 September 2024 but, in each case, so that the Company may make offers and enter into agreements before that expiry which would, or might, require shares to be allotted or Rights to be granted after that expiry and the Directors may allot shares or grant Rights pursuant to any of those offers or agreements as if the authority had not expired.</p>			
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	<p>This authority is in addition to any part of any pre-existing authorisation not already exercised at the date of the passing of this resolution.</p> <p>The application of the authority in this resolution is to be interpreted in accordance with section 549(2) and (3) and section 559 of the CA 2006.</p>			
	SPECIAL RESOLUTIONS			
12.	<p>That, in addition to all existing powers and subject to the passing of Resolution 11, the Directors are generally empowered pursuant to section 570(1) of the CA 2006 to allot equity securities for cash pursuant to the general authority conferred on them by Resolution 11 as if section 561(1) of the CA 2006 did not apply to that allotment. This power:</p> <p>(a) shall be limited to the allotment of equity securities in connection with an offer of equity securities (but in the case of an allotment pursuant to the authority in Resolution 11(b) by way of a pre-emptive offer only):</p> <ul style="list-style-type: none"> (i) to ordinary shareholders in proportion (as nearly as may be practicable) to their existing holdings; and (ii) to holders of other equity securities as required by the rights attaching to those securities, or subject to those rights, as the Directors otherwise consider necessary <p>(b) and so that the Directors may impose any limits or restrictions and make any arrangements which they consider necessary or appropriate to deal with treasury shares, fractional entitlements, record dates, legal, regulatory or practical problems in, or under the laws of, any territory or any other matter;</p> <p>(c) shall be limited to the allotment of equity securities or sale of treasury shares (otherwise than pursuant to paragraph (a) above) to any person up to an aggregate nominal amount equal to 10% of any allotment of equity securities or sale of treasury shares from time to time under paragraph (a) above, such authority to be used only for the purposed of making a follow-on offer which the Directors determine to be of a kind contemplated by paragraph 3 of Part 2B of the Statement of Principles on</p>			

	<p>Disapplying Pre-Emption Rights published by the Pre-Emption Group in 2022;</p> <p>(d) shall be limited to the allotment of equity securities for cash pursuant to the authority in Resolution 11(a) (otherwise than in the circumstances set out in paragraph (a) of this resolution) up to an aggregate nominal amount of £5,937.76;</p> <p>(e) expires (unless previously renewed, varied or revoked) at the end of the next annual general meeting of the Company after this resolution is passed or, if earlier, at the close of business on 30 September 2024 but so that the Company may make offers and enter into agreements before that expiry which would, or might, require equity securities to be allotted after that expiry and the Directors may allot equity securities pursuant to any of those offers or agreements as if this power had not expired; and</p> <p>(f) applies in relation to a sale of shares which is an allotment of equity securities by virtue of section 560(3) of the CA 2006 as if in the first paragraph of this resolution the words "pursuant to the general authority conferred on them by Resolution 11" were omitted.</p> <p>For the purposes of this resolution, the expression "equity securities" and references to the "allotment of equity securities" respectively shall be interpreted in accordance with section 560 of the CA 2006.</p>			
13.	<p>That, in addition to all existing powers and subject to Resolution 11 being passed, the Directors are generally empowered pursuant to section 571(1) of the CA 2006, in addition to any authority granted under Resolution 12 to allot equity securities for cash pursuant to the general authority conferred on them by Resolution 11 as if section 561 of the CA 2006 did not apply to that allotment. This power:</p> <p>(a) shall be limited to the allotment of equity securities for cash pursuant to the authority in Resolution 11(a) up to a nominal amount of £5,937.76 such authority to be used only for the purposes of financing (or refinancing, if the authority is to be used within 12 months after the original transaction) a transaction which the Directors determine to be either an acquisition or a specified capital investment of a kind contemplated by the Statement of Principles on Disapplying Pre-Emption Rights most recently</p>			

	<p>published by the Pre-Emption Group prior to the date of this notice;</p> <p>(b) shall be limited to the allotment of equity securities for cash pursuant to the authority in Resolution 11(a) (otherwise than in the circumstances set out in paragraph (a) of this resolution) up to an aggregate nominal amount equal to 20% of any allotment of equity securities from time to time under paragraph (a) above, such authority to be used only for the purposes of making a follow-on offer which the Directors determine to be of a kind contemplated by paragraph 3 of Part 2B of the Statement of Principles on Disapplying Pre-Emption Rights published by the Pre-Emption Group prior to the date of this notice;</p> <p>(c) expires (unless previously renewed, varied or revoked) at the end of the next annual general meeting of the Company after this resolution is passed or, if earlier, at the close of business on 30 September 2024 but so that the Company may make offers and enter into agreements before that expiry which would, or might, require equity securities to be allotted after that expiry and the Directors may allot equity securities pursuant to any of those offers or agreements as if this power had not expired; and</p> <p>(d) (applies in relation to a sale of shares which is an allotment of equity securities by virtue of section 560(3) of the CA 2006 as if in the first paragraph of this resolution the words "pursuant to the general authority conferred on them by Resolution 11" were omitted.</p> <p>For the purposes of this resolution, the expression "equity securities" and references to the "allotment of equity securities" respectively shall be interpreted in accordance with section 560 of the CA 2006.</p>			
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Signature..... Date.....

Please return to: Chairman, Cornish Lithium Plc, Tremough Innovation Centre, Penryn, Cornwall TR10 9TA, United Kingdom or sent by email to g.hussain@cornishlithium.com

Notes to the form of proxy:

1. As a member of the Company you are entitled to appoint a proxy or proxies to exercise all or any of your rights to attend, speak and vote at an annual general meeting of the Company. You can only appoint a proxy using the procedures set out in these notes. If the proxy is being appointed in relation to part of your holding only, please enter in the space provided after the proxy's name the number of shares in relation to which they are authorised to act as your proxy. If this space is left blank, they will be authorised in respect of your full voting entitlement. This form of proxy confers authority to demand or join in demanding a poll.
2. Appointment of a proxy does not preclude you from attending the meeting and voting in person. If you have appointed a proxy and attend the meeting in person and vote, your proxy appointment will automatically be terminated.

APPOINTMENT

3. A proxy does not need to be a member of the Company but must attend the meeting to represent you. If you wish to appoint a proxy other than the chair of the meeting, insert their full name in the space provided. If you leave this space blank, the chair of the meeting will be appointed as your proxy. Where you appoint as your proxy someone other than the chair, you are responsible for ensuring that they attend the meeting and are aware of your voting intentions. If you wish your proxy to make any comments on your behalf, you will need to appoint someone other than the chair and give them the relevant instructions directly.
4. You may appoint more than one 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. To appoint more than one proxy, you may copy this form. If you are appointing more than one proxy, please indicate in the space provided after the proxy holder's name the number of shares in relation to which they are authorised to act as your proxy and indicate by ticking the relevant box that the proxy appointment is one of multiple appointments being made. Multiple proxy appointments should be returned together in the same envelope or in the same email.

VOTING DIRECTIONS

5. To direct your proxy how to vote on the resolutions mark the appropriate box with an "X". If no voting indication is given, your proxy will vote or abstain from voting at their 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 a motion to adjourn.

RETURNING YOUR FORM OF PROXY

6. To appoint a proxy using this form, the form must be:

Completed and signed;

Sent or delivered to the Company at Masters House, 107 Hammersmith Road, London, W14 0Q hand marked for Quamail Hussain's attention; and

Received by the Company no later than 48 hours before the time fixed for the Annual General Meeting.

If you are posting your proxy form within the UK, we encourage you to post early and please allow at least three working days for delivery. Please allow extra time for posting if sending from overseas.

7. In the case of a member which is a company, this proxy form 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 this proxy form is signed (or a duly certified copy of such power or authority) must be included with the proxy form.
8. As an alternative to completing this hard-copy proxy form, you can appoint a proxy electronically by emailing a copy of the completed proxy form to the Company Secretary at g.hussain@cornishlithium.com. For an electronic proxy appointment to be valid, your appointment must be received by the Company no later than 48 hours before the time fixed for the Annual General Meeting.

9. 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. For details of how to change your proxy instructions or revoke your proxy appointment see the notes to the notice of meeting.
10. You may not use any electronic address provided in this proxy form to communicate with the Company for any purposes other than those expressly.