
BATTERY MINERALS LIMITED

ACN 152 071 095

NOTICE OF ANNUAL GENERAL MEETING

**The Annual General Meeting of the Company will be held at
The Quest West Perth, 54 Kings Park Road, West Perth WA 6005 on
Wednesday 30 May 2018 at 2.00pm (WST).**

This Notice of Annual General Meeting should be read in its entirety. If Shareholders are in doubt as to how they should vote, they should seek advice from their accountant, solicitor or other professional adviser prior to voting.

Should you wish to discuss any matter please do not hesitate to contact the Company by telephone on (08) 9322 7600.

BATTERY MINERALS LIMITED

ACN 152 071 095

NOTICE OF ANNUAL GENERAL MEETING

Notice is hereby given that the annual general meeting of Shareholders of Battery Minerals Limited (**Company**) will be held at The Quest West Perth, 54 Kings Park Road, West Perth, WA 6005 on Wednesday 30 May 2018 at 2.00pm (WST) (**Meeting**).

The Explanatory Memorandum to this Notice provides additional information on matters to be considered at the Meeting. The Explanatory Memorandum and the Proxy Form form part of this Notice.

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 as Shareholders on Monday 28 May 2018 at 5.00pm (WST).

Terms and abbreviations used in this Notice and Explanatory Memorandum are defined in Section 9.

AGENDA

Annual Report

To table and consider the Annual Report of the Company and its controlled entities for the year ended 31 December 2017, which includes the Financial Report, the Directors' Report and the Auditor's Report.

1. Resolution 1 – Adoption of Remuneration Report

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

"That, pursuant to and in accordance with section 250R(2) of the Corporations Act and for all other purposes, the Remuneration Report be adopted by the Shareholders on the terms and conditions in the Explanatory Memorandum."

Voting Exclusion

In accordance with section 250R of the Corporations Act, a vote on this Resolution must not be cast (in any capacity) by, or on behalf of:

- (a) a member of the Key Management Personnel whose remuneration details are included in the Remuneration Report; or
- (b) a Closely Related Party of such member.

However, a person described above may cast a vote on this Resolution if the vote is not cast on behalf of a person described in subparagraphs (a) or (b) above and either:

- (a) the person does so as a proxy appointed in writing that specifies how the proxy is to vote on Resolution 1; or

- (b) the person is the Chairman voting an undirected proxy which expressly authorises the Chairman to vote the proxy on a resolution connected with the remuneration of a member of the Key Management Personnel.

2. Resolution 2 – Increase in Fees to Non-Executive Directors

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

"That, in accordance with clause 13.8 of the Constitution, Listing Rule 10.17 and for all other purposes, the maximum aggregate non-executive directors' fees in any year, currently no more than \$300,000 per annum, be increased to no more than \$500,000 per annum. "

Voting Exclusion

The Company will disregard any votes cast in favour of the Resolution by or on behalf of a Director or any associate of a Director.

The Company will not disregard a vote if:

- (a) it is cast by a person as proxy for a person who is entitled to vote, in accordance with the directions on the Proxy Form; or
- (b) it is cast by the Chairman as proxy for a person who is entitled to vote, in accordance with a direction on the Proxy Form to vote as the proxy decides.

In accordance with section 250BD of the Corporations Act, a vote on this Resolution must not be cast by a person appointed as a proxy, where that person is either a member of the Key Management Personnel or a Closely Related Party of such member.

A vote may be cast by such person if the vote is not cast on behalf of a person who is excluded from voting on this Resolution, and:

- (a) the person is appointed as proxy by writing that specifies the way the proxy is to vote on the Resolution; or
- (b) the person is the Chairperson and the appointment of the Chairperson as proxy does not specify the way the proxy is to vote on this Resolution, but expressly authorises the Chairperson to exercise the proxy even if this Resolution is connected with the remuneration of a member of the Key Management Personnel.

3. Resolution 3 – Election of Mr. Jeff Dowling as a Director

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

"That, pursuant to and in accordance with Listing Rule 14.4, clause 13.4 of the Constitution and for all other purposes, Mr Jeff Dowling, Director, who was appointed as an addition to the Board on 25 January 2018, retires and being eligible is elected as a Director on the terms and conditions in the Explanatory Memorandum."

4. Resolution 4 – Election of Ms. Ivy Chen as a Director

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

"That, pursuant to and in accordance with Listing Rule 14.4, clause 13.4 of the Constitution and for all other purposes, Ms Ivy Chen, Director, who was appointed as an addition to the Board on 25 January 2018, retires and being eligible is elected as a Director on the terms and conditions in the Explanatory Memorandum."

5. Resolution 5 – Re-election of Mr. Gilbert George as a Director

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

"That, pursuant to and in accordance with clause 13.2 of the Constitution and for all other purposes, Mr Gilbert George, Director, retires and being eligible, is re-elected as a Director on the terms and conditions in the Explanatory Memorandum"

6. Resolution 6 – Appointment of Auditor

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

"That, subject to the resignation of the current auditor, pursuant to and in accordance with section 327D of the Corporations Act and for all other purposes, KPMG Audit and Advisory being qualified to act as auditor of the Company and having consented to act as auditor of the Company, be appointed as the auditor of the Company on the terms and conditions in the Explanatory Memorandum with effect from the later of:

- (a) the passing of this Resolution; and
- (b) *the grant of consent by ASIC to the resignation of the current auditor of the Company."*

Dated 23 April 2018

BY ORDER OF THE BOARD

Mr. Tony Walsh
Company Secretary

BATTERY MINERALS LIMITED

ACN 152 071 095

EXPLANATORY MEMORANDUM

1. Introduction

This Explanatory Memorandum has been prepared for the information of Shareholders in connection with the business to be conducted at the Annual General Meeting of the Company to be held at The Quest West Perth, 54 Kings Park Road, West Perth WA 6005 on Wednesday 30 May 2018 at 2.00pm (WST).

This Explanatory Memorandum should be read in conjunction with and forms part of the accompanying Notice. The purpose of this Explanatory Memorandum is to provide information to Shareholders in deciding whether or not to pass the Resolutions set out in the Notice.

A Proxy Form is located at the end of the Explanatory Memorandum.

2. Action to be taken by Shareholders

Shareholders should read the Notice and this Explanatory Memorandum carefully before deciding how to vote on the Resolutions.

2.1 Proxies

A Proxy Form is attached to the Notice. This is to be used by Shareholders if they wish to appoint a representative (a 'proxy') to vote in their place. All Shareholders are invited and encouraged to attend the Meeting or, if they are unable to attend in person, sign and return the Proxy Form to the Company in accordance with the instructions thereon. Lodgment of a Proxy Form will not preclude a Shareholder from attending and voting at the Meeting in person.

Please note that:

- (a) a member of the Company entitled to attend and vote at the Meeting is entitled to appoint a proxy;
- (b) a proxy need not be a member of the Company; and
- (c) a member of the Company 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, but where the proportion or number is not specified, each proxy may exercise half of the votes.

The enclosed Proxy Form provides further details on appointing proxies and lodging Proxy Forms.

2.2 Voting Prohibition by Proxy Holders

In accordance with section 250R of the Corporations Act, a vote on Resolution 1 must not be cast (in any capacity) by, or on behalf of:

- (a) a member of the Key Management Personnel whose remuneration details are included in the Remuneration Report; or
- (b) a Closely Related Party of such member.

However, a person described above may cast a vote on Resolution 1 if the vote is not cast on behalf of a person described in subparagraphs (a) or (b) above and either:

- (a) the person does so as a proxy appointed in writing that specifies how the proxy is to vote on Resolution 1; or
- (b) the person is the Chairman voting an undirected proxy which expressly authorises the Chairman to exercise the proxy even if Resolution 1 is connected directly or indirectly with the remuneration of a member of the Key Management Personnel.

A vote on Resolutions 1 and 2 must not be cast by a person appointed as a proxy, where that person is either a member of the Key Management Personnel or a Closely Related Party of such member.

However, a vote may be cast by such persons if the vote is not cast on behalf of a person who is excluded from voting on this Resolution, and:

- (a) the person is appointed as a proxy that specifies the way the proxy is to vote on this Resolution; or
- (b) the person is the Chairman and the appointment of the Chairman as proxy does not specify the way the proxy is to vote on this Resolution, but expressly authorises the Chairman to exercise the proxy even if this Resolution is connected with the remuneration of a member of the Key Management Personnel.

3. Annual Report

Shareholders will be offered the opportunity to discuss the Annual Report at the Meeting. Copies of the report can be found on the Company's website www.batteryminerals.com or by contacting the Company on (08) 6148 1000.

There is no requirement for Shareholders to approve the Annual Report.

Shareholders will be offered the following opportunities:

- (a) discuss the Annual Report for the financial year ended 31 December 2017;
- (b) ask questions about, or make comment on, the management of the Company;
- (c) ask questions about, or make comment on, the Remuneration Report; and
- (d) ask the auditor questions about:
 - (i) the conduct of the audit;
 - (ii) the preparation and content of the Auditor's Report;
 - (iii) accounting policies adopted by the Company in relation to the preparation of the financial statements; and
 - (iv) the independence of the auditor in relation to the conduct of the audit.

In addition to taking questions at the Meeting, written questions to the Chairman about the management of the Company, or to the Company's auditor about:

- (a) the content of the Auditor's Report; and

(b) the conduct of the audit of the Financial Report, may be submitted no later than 5 business days before the Meeting to the Company Secretary at the Company's registered office.

4. Resolution 1 – Adoption of Remuneration Report

Section 250R(2) of the Corporations Act provides that the Company is required to put the Remuneration Report to the vote of Shareholders. The Directors' Report contains a Remuneration Report which sets out the remuneration policy for the Company and reports the remuneration arrangements in place for the executive and non-executive directors.

Section 250R(3) of the Corporations Act provides that Resolution 1 is advisory only and does not bind the Directors of the Company. Of itself, a failure of Shareholders to pass Resolution 1 will not require the Directors to alter any of the arrangements in the Remuneration Report.

However, the Corporations Act has been amended by the *Corporations Amendment (Improving Accountability on Director and Executive Remuneration) Act (Director and Executive Remuneration Act)* which received the Royal Assent on 27 June 2011 and came into effect on 1 July 2011.

The Director and Executive Remuneration Act introduced new sections 250U and 250Y, among others, into the Corporations Act, giving Shareholders the opportunity to remove the Board if the Remuneration Report receives a 'no' vote of 25% or more at two consecutive annual general meetings (**Two Strikes Rule**).

Under the Two Strikes Rule, where a resolution on the Remuneration Report receives a 'no' vote of 25% or more at two consecutive annual general meetings, the Company will be required to put to Shareholders at the second annual general meeting, a resolution on whether another meeting should be held (within 90 days) at which all Directors (other than the Managing Director) who were in office at the date of approval of the applicable Directors' Report must stand for re-election.

At the Company's 2017 Annual General Meeting the remuneration report was approved by over 75% of shareholders.

In summary, if the Remuneration Report receives a 'no' vote of 25% or more at this Meeting, Shareholders should be aware that if there is a 'no' vote of 25% or more at the next annual general meeting the consequences are that all Directors (other than the Managing Director) may be up for re-election.

The Chairman will allow a reasonable opportunity for Shareholders as a whole to ask about, or make comments on the Remuneration Report.

The Chairman intends to exercise all undirected proxies in favour of Resolution 1. If the Chairman of the Meeting is appointed as your proxy and you have not specified the way the Chairman is to vote on Resolution 1, by signing and returning the Proxy Form, you are considered to have provided the Chairman with an express authorisation for the Chairman to vote the proxy in accordance with the Chairman's intention.

5. Resolution 2 – Increase in Fees to Non-Executive Directors

5.1 General

Clause 13.8 of the Constitution provides that the total aggregate fixed sum per annum to be paid to Directors (excluding salaries of executive Directors) in accordance with clause 13.7 shall initially be no more than \$300,000 and may be varied by ordinary resolution of the Shareholders in general meeting.

As announced on 25 January 2018, the Company appointed two additional high quality and experienced independent non-executive directors, Mr Jeff Dowling and Ms Ivy Chen. The Company expects to evolve from exploration and project evaluation to project development company, through to production company over the next 15 months with its goal to have its first shipment of graphite concentrate during the March 2019 Quarter. With this evolution, the Board believes that the Company's Board of directors and remuneration for directors needs to evolve to insure the Board possesses the skills and experience needed for a mining production company listed on ASX. At the same time the Company's corporate governance is also evolving to a more traditional corporate governance model and in line with ASX Corporate Governance guidelines.

In accordance with clause 13.8 of the Constitution, it is proposed that aggregate non-executive directors' fees, currently no more than \$300,000 per annum, be increased to no more than \$500,000 per annum. This will insure current individual director fees of \$90,000 per annum for the chairman and \$45,000 per annum for each of the four other non-executive directors are covered and leaves room for remuneration reviews and the appointment of another non-executive director if deemed appropriate by the Remuneration Committee and Board.

5.2 Listing Rule 10.7

Listing Rule 10.17 provides that Shareholder approval is required to increase the total amount of Directors' fees payable by the Company. Listing Rule 10.17 does not apply to the salary of an executive Director. Listing Rule 10.17 requires that the following information be provided to Shareholders:

- (a) the amount of the increase sought is \$200,000, which would increase the annual remuneration pool from \$300,000 to \$500,000;
- (b) details of all securities issued to non-executive directors under Listing Rule 10.11 or 10.14 with shareholder approval in the preceding 3 years are set out in Schedule 1; and
- (c) a voting exclusion statement is included in the Notice.

Directors may be entitled to further remuneration if they are called upon to perform additional services or make special exertions on behalf of the Company or the business of the Company.

Given their interest in the outcome of this resolution, the Board does not make any recommendation on how Shareholders vote in respect of Resolution 2.

The Chairman intends to exercise all undirected proxies in favour of Resolution 2.

6. Resolutions 3 and 4 – Election of Mr Jeff Dowling and Ms Ivy Chen as Directors

Clause 13.4 of the Constitution provides that the Directors may at any time appoint a person to be a Director, either to fill a casual vacancy or as an addition to the existing Directors, provided the total number of Directors does not exceed 9.

As announced on 25 January 2018, Mr Jeff Dowling and Ms Ivy Chen were appointed as additional Directors under clause 13.4 of the Constitution. In accordance with clause 13.4, Mr Jeff Dowling and Ms Ivy Chen hold office up until the Meeting and are then eligible for election. Accordingly, Mr Jeff Dowling and Ms Ivy Chen, being eligible, each seek election as a Director.

Mr. Jeff Dowling is currently Chairman of the Board of the Company. Mr. Dowling holds a Bachelor of Commerce from the University of Western Australia and is a fellow of the Institute of Chartered Accountants, the Australian Institute of Company Directors and the Financial Services Institute of Australasia. Mr. Dowling is a proficient corporate leader with 37 years' experience in professional services with Ernst & Young. Jeff has held numerous leadership roles within Ernst & Young including at national level being a member of the executive management team and a Board Member. Jeff's professional expertise centres around audit, risk and financial acumen derived from acting as lead partner on large public company audits, capital raisings and corporate transactions principally in the resources, retail and insurance industries. Jeff's career with Ernst & Young culminated in his appointment as Managing Partner of the Ernst & Young Western Region for a period of 5 years. Jeff also led Ernst & Young's Oceania China Business Group. Mr. Dowling is currently Non-Executive Chairman of S2 Resources Limited, and a Non-Executive Director of NRW Holdings Limited and Fleetwood Corporation Ltd. Mr. Dowling formerly held directorships at Sirius Resources NL (resigned 23 September 2015), Pura Vida Energy NL (resigned 16 May 2016) and Atlas Iron Limited (resigned 4 May 2016).

Ms. Ivy Chen, BSc (Geology), MAUSIM, GAICD, is a corporate governance specialist with more than 30 years' experience in mining and resource estimation. Ms. Chen served as the national geology and mining adviser for the Australian Securities and Investments Commission (ASIC) from 2009-2015 and is currently Principal Consultant at CSA Global. Ms. Chen's experience in the mining industry in Australia and China, as an operations and consulting geologist includes open pit and underground mines for gold, manganese and chromite. As a consulting geologist she has conducted mineral project evaluation, strategy and development and implementation, through to senior corporate management roles. Ivy has been a member of the VALMIN committee since 2015.

The Board unanimously supports the election of Mr Jeff Dowling and Ms Ivy Chen.

The Chairman intends to exercise all undirected proxies in favour of Resolutions 3 and 4.

7. Resolution 5 – Re-election Mr Gilbert George as a Director

Clause 13.2 of the Constitution requires that one third of the Directors must retire at each annual general meeting (rounded down to the nearest whole number). Clause 13.2 provides that a Director who retires under clause 13.2 is eligible for re-election. Mr Gilbert George will retire by rotation and, being eligible, seek re-election.

With a Masters Degree in Economics from a prestigious Japanese university, Mr George has a wide range of experience in international business development and management. Formerly a

senior bilingual Australian embassy official in Tokyo, he established his own business development consultancy in 1988. He is the principal of Gilbert George & Associates Pty Ltd which has provided strategic advice to companies in Australia, Africa, Japan, the US and Europe and been involved in over \$950 million of new investment in Australia, in the resource, IT, food processing and service sectors. Resource experience includes coal iron ore, gold, uranium, oil and heavy mineral sands.

The Board unanimously supports the re-election of Mr Gilbert George.

The Chairman intends to exercise all undirected proxies in favour of Resolution 5.

8. Resolution 6 – Appointment of Auditor

The Directors understand that the Company's current auditor, BDO Audit (WA) Pty Ltd, will give notice to ASIC of their intention to resign as auditor of the Company (under section 329(5) of the Corporations Act), and upon receipt of the consent of ASIC, will resign as auditor of the Company

Subject to ASIC consenting to the resignation of BDO Audit (WA) Pty Ltd, it is proposed, following the nomination of KPMG by a Shareholder (see Schedule 1) pursuant to section 328B of the Corporations Act, that the Company by Resolution 6 appoints KPMG as new auditors of the Company with effect from the later of:

- (a) the passing of Resolution 6; and
- (b) the grant of consent by ASIC to the resignation of the current auditor of the Company.

KPMG has consented to act in the capacity of auditor, subject to the passing of Resolution 6, and all other requirements of the Corporations Act in relation to the appointment of an auditor have been, or, at the date of the Notice are being met.

Resolution 6 is an ordinary resolution.

The Board unanimously recommends that Shareholders vote in favour of Resolution 6.

The Chairman intends to exercise all available proxies in favour of Resolution 6.

9. Definitions

Annual Report means the Directors' Report, the Financial Report and Auditor's Report in respect to the financial year ended 31 December 2017.

ASIC means Australian Securities and Investments Commission.

ASX means ASX Limited (ACN 008 624 691) and, where the context permits, the Australian Securities Exchange operated by ASX.

Auditor's Report means the auditor's report on the Financial Report.

Board means the board of Directors.

Chairman means the person appointed to chair the Meeting.

Closely Related Party has the meaning in section 9 of the Corporations Act.

Company or **Battery Minerals** means Battery Minerals Limited ACN 152 071 095.

Constitution means the constitution of the Company.

Corporations Act means the Corporations Act 2001 (Cth).

Director means a director of the Company.

Directors' Report means the annual directors report prepared under Chapter 2M of the Corporations Act for the Company and its controlled entities.

Explanatory Memorandum means the explanatory memorandum attached to the Notice.

Financial Report means the annual financial report prepared under Chapter 2M of the Corporations Act of the Company and its controlled entities.

Key Management Personnel means a person having authority and responsibility for planning, directing and controlling the activities of the Company, directly or indirectly, including any Director (whether executive or otherwise) of the Company.

Listing Rules means the listing rules of ASX.

Meeting has the meaning in the introductory paragraph of the Notice.

Notice means this notice of Meeting.

Proxy Form means the proxy form attached to the Notice.

Remuneration Report means the remuneration report of the Company contained in the Directors' Report.

Resolution means a resolution contained in this Notice.

Schedule means a schedule to this Notice.

Section means a section contained in this Explanatory Memorandum.

Shareholder means a shareholder of the Company.

WST means Western Standard Time, being the time in Perth, Western Australia.

In this Notice, words importing the singular include the plural and vice versa.

SCHEDULE 1: SECURITIES ISSUED TO NON-EXECUTIVE DIRECTORS

The following securities were issued to non-executive directors under Listing Rule 10.11 and 10.14 within the 3 years prior to dispatch of this Notice:

Director	Date of Issue	Number and Class of Securities	Issue Price/ Consideration
Mr. David Flanagan	15 January 2018	<ul style="list-style-type: none"> • 2,000,000 shares. • 2,000,000 unquoted options. 	<ul style="list-style-type: none"> • Shares issue for \$0.06 per share cash as participation in capital raising. • Options issued for nil cash consideration as free attaching options.
Mr. Gilbert George	15 January 2018	<ul style="list-style-type: none"> • 1,000,000 shares. • 1,000,000 unquoted options. 	<ul style="list-style-type: none"> • Shares issue for \$0.06 per share cash as participation in capital raising. • Options issued for nil cash consideration as free attaching options.
Mr. Paul Glasson	21 June 2017	3,000,000 unquoted options exercisable at \$0.13 on or before that date which is 5 years from the date of issue.	Options issued for nil cash consideration. Issued as a performance incentive.
Mr. David Flanagan	21 June 2017	10,000,000 unquoted options* exercisable at \$0.094 on or before that date which is 5 years from the date of issue. *- subject to vesting conditions	Options issued for nil cash consideration. Issued as a performance incentive.
Mr. Brett Smith	23 December 2016	3,000,000 unquoted options exercisable at the higher of: <ul style="list-style-type: none"> • \$0.15; and • the price which is 30% above the 10 day VWAP of the Company's shares on the date of grant, on or before the date which is 5 years from the date of grant.	Options issued for nil cash consideration. Issued as a performance incentive.
Mr. Gilbert George	23 December 2016	<ul style="list-style-type: none"> • 300,000 shares. • 3,000,000 unquoted options exercisable at the higher of: <ul style="list-style-type: none"> ○ \$0.15; and ○ the price which is 30% above the 10 day VWAP of the 	<ul style="list-style-type: none"> • Shares issue for \$0.09 per share cash as participation in capital raising. • Options issued for nil cash

		Company's shares on the date of grant, on or before the date which is 5 years from the date of grant.	consideration. Issued as a performance incentive.
Mr. David Flanagan	23 December 2016	<ul style="list-style-type: none"> • 1,111,111 Shares. • 5,000,000 unquoted options exercisable at \$0.10 on or before the date which is 5 years from the date of grant.* • 5,000,000 unquoted options exercisable at \$0.15 on or before the date which is 5 years from the date of grant.* • 5,000,000 unquoted options exercisable at \$0.20 on or before the date which is 5 years from the date of grant.* • 5,000,000 unquoted options exercisable at \$0.25 on or before the date which is 5 years from the date of grant.* <p>*subject to vesting conditions</p>	<ul style="list-style-type: none"> • Shares issue for \$0.09 per share cash as participation in capital raising. • Options issued for nil cash consideration. Issued as a performance incentive.
Mr. Gilbert George	22 July 2016	1,818,182 shares.	\$0.055 cash as participation in capital raising.
Mr. Brett Smith	31 May 2016	1,000,000 unquoted options exercisable at the higher of 150% premium to the higher of: <ul style="list-style-type: none"> • The price per share of the Company's most recent capital raising; or • the 15 day VWAP of the Company' Shares, on or before the date which is 4 years from the date of grant.	Options issued for nil cash consideration. Issued as a performance incentive.
Mr. Gilbert George	31 May 2016	1,000,000 unquoted options exercisable at the higher of 150% premium to the higher of: <ul style="list-style-type: none"> • The price per share of the Company's most recent capital raising; or • the 15 day VWAP of the Company' Shares, on or before the date which is 4 years from the date of grant.	Options issued for nil cash consideration. Issued as a performance incentive.
Mr. Gilbert George	19 November 2015	1,000,000 shares.	\$0.045 per share cash as participation in capital raising.
Mr. Brett Smith	19 November 2015	166,666 shares.	Shares issued in lieu of fees.

SCHEDULE 2: NOMINATION OF AUDITOR

23 April 2018

The Directors
Batter Minerals Limited
945 Wellington Street
West Perth WA 6005

Dear Sirs,

NOMINATION OF AUDITOR

For the purposes of section 328B(1) of the Corporations Act 2001, as a member of Battery Minerals Limited ACN 152 071 095 (**Company**), I hereby nominate KPMG Audit and Assurance for appointment as auditor of the Company at the Company's annual general meeting for the year ended 31 December 2017.

Yours faithfully

A handwritten signature in black ink that reads "Anthony Walsh". The signature is written in a cursive style with a large, looped 'A' and 'W'.

Anthony Walsh
Director
Tony Walsh Corporate Services Pty Ltd

[Name/Address 1]
[Name/Address 2]
[Name/Address 3]
[Name/Address 4]
[Name/Address 5]
[Name/Address 6]

AGM Registration Card

If you are attending the meeting in person, please bring this with you for Securityholder registration.

[BARCODE]

Holder Number:
[HolderNumber]

Vote by Proxy: BAT

Your proxy voting instruction must be received by **2.00pm (WST) on Monday, 28 May 2018** 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 VOTE ONLINE

Vote online at <https://investor.automic.com.au/#/loginsah>

Login & Click on 'Meetings'. Use the Holder Number as shown at the top of this Proxy Voting form.

- ✓ **Save Money:** help minimise unnecessary print and mail costs for the Company.
- ✓ **It's Quick and Secure:** provides you with greater privacy, eliminates any postal delays and the risk of potentially getting lost in transit.
- ✓ **Receive Vote Confirmation:** instant confirmation that your vote has been processed. It also allows you to amend your vote if required.



SUBMIT YOUR PROXY VOTE BY PAPER

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.

VOTING UNDER STEP 1 - APPOINTING A PROXY

If you wish to appoint someone other than the Chairman 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 Chairman of the Meeting will be appointed as your proxy by default.

DEFAULT TO THE CHAIRMAN OF THE MEETING

Any directed proxies that are not voted on a poll at the Meeting will default to the Chairman of the Meeting, who is required to vote these proxies as directed. Any undirected proxies that default to the Chairman 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 KMP

VOTES ON ITEMS OF BUSINESS – PROXY APPOINTMENT

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

You must sign this form as follows in the spaces provided

Individual: Where the holding is in one name, the Shareholder must sign.

Joint holding: Where the holding is in more than one name, all of the 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://automic.com.au>.

ATTENDING THE MEETING

Completion of a Proxy Voting Form will not prevent individual Shareholders from attending the Meeting in person if they wish. Where a Shareholder completes and lodges a valid Proxy Voting Form and attends the Meeting in person, then the proxy's authority to speak and vote for that Shareholder is suspended while the Shareholder is present at the Meeting.

POWER OF ATTORNEY

If a representative as power of attorney of a Shareholder of the Company is to attend the Meeting, a certified copy of the Power of Attorney, or the original Power of Attorney, must be received by the Company in the same manner, and by the same time as outlined for proxy forms.

CONTACT	Return your completed form:  BY MAIL Automic Registry Services PO Box 2226 Strawberry Hills NSW 2012  IN PERSON Automic Registry Services Level 3, 50 Holt Street, Surry Hills NSW 2010	Contact us – All enquiries to Automic:  WEBCHAT https://automic.com.au/  EMAIL hello@automic.com.au  PHONE 1300 288 664 (Within Australia) +61 2 9698 5414 (Overseas)
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STEP 1: Please appoint a Proxy	Complete and return this form as instructed only if you do not vote online I/We being a Shareholder entitled to attend and vote at the Annual General Meeting of Battery Minerals Limited, to be held at 2.00 pm (WST) on Wednesday 30th May 2018 at The Quest West Perth, 54 Kings Park Road, West Perth WA 6005 hereby:
	<p>Appoint the Chairman of the Meeting (Chair) OR if you are not appointing the Chairman of the Meeting as your proxy, please write 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.</p> <div style="border: 1px solid black; height: 25px; width: 100%;"></div> <p>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.</p> <p>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(s) 1 and 2 (except where I/we have indicated a different voting intention below) even though Resolution(s) 1 and 2 are connected directly or indirectly with the remuneration of a member of the Key Management Personnel, which includes the Chair.</p>

STEP 2: Your Voting Direction	<table border="0" style="width: 100%; border-collapse: collapse;"> <thead> <tr> <th style="text-align: left; border-bottom: 1px solid black;">Resolutions</th> <th style="text-align: center; border-bottom: 1px solid black;">For</th> <th style="text-align: center; border-bottom: 1px solid black;">Against</th> <th style="text-align: center; border-bottom: 1px solid black;">Abstain</th> </tr> </thead> <tbody> <tr> <td style="border-bottom: 1px solid black;">1. Adoption of Remuneration Report</td> <td style="text-align: center; border-bottom: 1px solid black;"><input type="checkbox"/></td> <td style="text-align: center; border-bottom: 1px solid black;"><input type="checkbox"/></td> <td style="text-align: center; border-bottom: 1px solid black;"><input type="checkbox"/></td> </tr> <tr> <td style="border-bottom: 1px solid black;">2. Increase in Fees to Non-Executive Directors</td> <td style="text-align: center; border-bottom: 1px solid black;"><input type="checkbox"/></td> <td style="text-align: center; border-bottom: 1px solid black;"><input type="checkbox"/></td> <td style="text-align: center; border-bottom: 1px solid black;"><input type="checkbox"/></td> </tr> <tr> <td style="border-bottom: 1px solid black;">3. Election to Mr. Jeff Dowling as a Director</td> <td style="text-align: center; border-bottom: 1px solid black;"><input type="checkbox"/></td> <td style="text-align: center; border-bottom: 1px solid black;"><input type="checkbox"/></td> <td style="text-align: center; border-bottom: 1px solid black;"><input type="checkbox"/></td> </tr> <tr> <td style="border-bottom: 1px solid black;">4. Election of Ms. Ivy Chen as a Director</td> <td style="text-align: center; border-bottom: 1px solid black;"><input type="checkbox"/></td> <td style="text-align: center; border-bottom: 1px solid black;"><input type="checkbox"/></td> <td style="text-align: center; border-bottom: 1px solid black;"><input type="checkbox"/></td> </tr> <tr> <td style="border-bottom: 1px solid black;">5. Re-election of Mr. Gilbert George as a Director</td> <td style="text-align: center; border-bottom: 1px solid black;"><input type="checkbox"/></td> <td style="text-align: center; border-bottom: 1px solid black;"><input type="checkbox"/></td> <td style="text-align: center; border-bottom: 1px solid black;"><input type="checkbox"/></td> </tr> <tr> <td style="border-bottom: 1px solid black;">6. Appointment of Auditor</td> <td style="text-align: center; border-bottom: 1px solid black;"><input type="checkbox"/></td> <td style="text-align: center; border-bottom: 1px solid black;"><input type="checkbox"/></td> <td style="text-align: center; border-bottom: 1px solid black;"><input type="checkbox"/></td> </tr> </tbody> </table> <p style="font-size: 10px; margin-top: 10px;"><i>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.</i></p>	Resolutions	For	Against	Abstain	1. Adoption of Remuneration Report	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	2. Increase in Fees to Non-Executive Directors	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	3. Election to Mr. Jeff Dowling as a Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	4. Election of Ms. Ivy Chen as a Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	5. Re-election of Mr. Gilbert George as a Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	6. Appointment of Auditor	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
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STEP 3: Sign	SIGNATURE OF SHAREHOLDERS – THIS MUST BE COMPLETED <table border="0" style="width: 100%; text-align: center;"> <tr> <td style="width: 33%;">Individual or Securityholder 1</td> <td style="width: 33%;">Securityholder 2</td> <td style="width: 33%;">Securityholder 3</td> </tr> <tr> <td style="border: 1px solid black; height: 25px; width: 100%;"></td> <td style="border: 1px solid black; height: 25px; width: 100%;"></td> <td style="border: 1px solid black; height: 25px; width: 100%;"></td> </tr> <tr> <td>Sole Director and Sole Company Secretary</td> <td>Director</td> <td>Director / Company Secretary</td> </tr> </table>	Individual or Securityholder 1	Securityholder 2	Securityholder 3				Sole Director and Sole Company Secretary	Director	Director / Company Secretary	[BARCODE]
	Individual or Securityholder 1	Securityholder 2	Securityholder 3								
Sole Director and Sole Company Secretary	Director	Director / Company Secretary									
Contact Name..... Contact Daytime Telephone..... Date ____/____/____ Email Address _____ By providing your email address, you elect to receive all of your communications despatched by the Company electronically (where legally permissible).	[HolderNumber]										