



# Platypus Minerals Ltd

(ACN 008 894 442)

## NOTICE OF GENERAL MEETING AND EXPLANATORY MEMORANDUM

**30 May 2016**

**11:00 am Perth time (WST)**

**The Vic Hotel**

**226 Hay Street, Subiaco, WA 6008**

This Notice of Meeting and Explanatory Memorandum should be read in its entirety. If Shareholders are in doubt as to how to vote, they should seek advice from their accountant, solicitor or other professional adviser without delay.

Should you wish to discuss any matter please do not hesitate to contact the Company Secretary by telephone on +61 8 9363 7800.

---

# NOTICE OF GENERAL MEETING

Notice is given that the General Meeting of Shareholders of Platypus Minerals Ltd (ACN 008 894 442) (**Company**) will be held at The Vic Hotel, 226 Hay Street, Subiaco, WA 6008 on 30 May 2016 at 11:00 am (Western Standard Time).

The Explanatory Memorandum to this Notice provides additional information on matters to be considered at the Meeting. The Explanatory Memorandum and the Proxy Form forms 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 the registered holders of Shares in the Company on 28 May 2016 at 11:00am WST.

Further terms and abbreviations used in this Notice and Explanatory Memorandum are defined in Schedule 1.

---

## AGENDA

### 1. Resolution 1 – Change in Scale of Activities

---

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

*“That, subject to the passing of Resolutions 2 and 3, for the purposes of Listing Rule 11.1.2 and for all other purposes, the Company be authorised to make a significant change in the scale of its activities as a result of the Acquisition as set out in the Explanatory Memorandum.”*

#### Voting Exclusion

The Company will disregard any votes cast on this Resolution by any person who may obtain a benefit, except a benefit solely in the capacity of a holder of ordinary securities, if the resolution is passed, and any associates of those persons. However, the Company need not disregard a vote if it is cast by a person as a proxy for a person who is entitled to vote in accordance with the directions on the Proxy Form or it is cast by the person chairing the meeting 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.

### 2. Resolution 2 – Issue of Shares to Lepidico Vendors

---

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

*“That, subject to the passing of Resolutions 1 and 3, for the purposes of Listing Rule 7.1 and for all other purposes, approval is given for the Company to issue 750,000,000 Shares to the Lepidico Vendors on completion of the Acquisition on the terms and conditions and as set out in the Explanatory Memorandum.”*

## Voting Exclusion

The Company will disregard any votes cast on this Resolution by any person who may participate in the proposed issue and a person who may obtain a benefit, except a benefit solely in the capacity of a holder of ordinary securities, if the resolution is passed, and any associates of those persons. However, the Company need not disregard a vote if it is cast by a person as a proxy for a person who is entitled to vote in accordance with the directions on the Proxy Form or it is cast by the person chairing the meeting 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.

### 3. Resolution 3 – Issue of Lemare Option Shares to Critical Elements Corporation

---

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

*“That, subject to the passing of Resolutions 1 and 2, and subject to the exercise of the Lemare Option by Lepidico, for the purposes of Listing Rule 7.1 and for all other purposes, approval is given for the Company to issue the Lemare Option Shares to the Critical Elements Corporation (or its nominees) upon exercise of the Lemare Option and on the terms and conditions and as set out in the Explanatory Memorandum.”*

## Voting Exclusion

The Company will disregard any votes cast on this Resolution by any person who may participate in the proposed issue and a person who may obtain a benefit, except a benefit solely in the capacity of a holder of ordinary securities, if the resolution is passed, and any associates of those persons. However, the Company need not disregard a vote if it is cast by a person as a proxy for a person who is entitled to vote in accordance with the directions on the Proxy Form or it is cast by the person chairing the meeting 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.

### 4. Resolution 4 – Ratification of Prior Share Issues

---

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

*“That for the purpose of Listing Rule 7.4, and for all other purposes, Shareholders ratify the following prior issues of the Company:*

- (a) 3,300,000 Shares issued pursuant to ASX Listing Rule 7.1 on 23 November 2015 (**Advisory Shares**); and
- (b) 68,751,845 Shares issued pursuant to ASX Listing Rule 7.1 on 10 February 2016 (**Placement Shares**),

*on the terms and conditions set out in the Explanatory Memorandum.”*

## Voting Exclusion

The Company will disregard any votes cast on this Resolution by any person who may participate in the proposed issue and a person who may obtain a benefit, except a benefit solely in the

capacity of a holder of ordinary securities, if the resolution is passed, and any associates of those persons. However, the Company need not disregard a vote if it is cast by a person as a proxy for a person who is entitled to vote in accordance with the directions on the Proxy Form or it is cast by the person chairing the meeting 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.

Dated 29 April 2016

**BY ORDER OF THE BOARD**

A handwritten signature in black ink, appearing to read "Tom Dukovcic", followed by a period.

**Tom Dukovcic**

Managing Director

---

# EXPLANATORY MEMORANDUM

## Introduction

---

This Explanatory Memorandum has been prepared for the information of Shareholders of the Company in connection with the business to be conducted at the Meeting to be held at The Vic Hotel, 226 Hay Street, Subiaco, WA 6008 on 30 May 2016 at 11:00 am (Western Standard Time).

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 in the Notice.

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

The information in this Explanatory Memorandum that relates to exploration results is based on information that has been compiled by Tom Dukovcic, who is a full time employee of Platypus and a member of the Australian Institute of Geoscientists and who has sufficient experience relevant to the styles of mineralisation and the types of deposit under consideration, and to the activity that has been undertaken, to qualify as a Competent Person as defined in the 2012 edition of the "Australasian Code for Reporting of Exploration Results, Mineral Resources and Ore Reserves." Mr Dukovcic consents to the inclusion in this report of information compiled by him in the form and context in which it appears.

## Action to be taken by Shareholders

---

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

### 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. Lodgement of a Proxy Form will not preclude a Shareholder from attending and voting at the Meeting in person in lieu of the votes cast by the completed Proxy Form.

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.

# 1. Background to the Acquisition

---

## 1.1 Background

Platypus Minerals Ltd (**Platypus, PLP, the Company**) is a Perth-based public company listed on the ASX (ASX:PLP), that is dedicated to the exploration and development of mineral projects prospective for copper, gold and other strategic metals in both Australia and overseas in stable jurisdictions. The Company's focus is on projects that exhibit proven mineralisation, are under-explored, and have the potential to generate large economic deposits and deliver returns to shareholders.

In late 2015 Platypus announced its intention to focus on its current assets in the Pearl Bar-Gobbos area, divest other projects, whilst also initiating an entry into the lithium sector, and since then has been seeking and screening potential lithium opportunities globally, culminating in the execution of a term sheet, announced on 16 March 2016, for the acquisition of 100% of the issued capital of Lepidico Ltd.

### 1.1.1 Projects

Platypus's current asset is the Gobbos project in the Pilbara region of Western Australia. Platypus is earning up to a 75% interest in exploration licence E45/3326 from Gondwana Resources Limited by initial expenditure of \$500,000 by November 2016 to earn a 51% interest, and a further \$500,000 in the subsequent 3 years to earn a further 24%.

The Gobbos project contains several separate targets prospective for copper, molybdenum, silver, gold and nickel mineralisation. Platypus is planning to implement maiden drilling programs at the Pearl Bar (Cu-Ag) and Bridget (Cu-Ag-Au) prospects in late May 2016. It is expected that the costs of this work will bring total expenditure at Gobbos to in excess of the required initial \$500,000, which would give Platypus a 51% equity interest in E45/3326.

### 1.1.2 Acquisition of Lepidico

On the 16 March 2015, Platypus announced that it had executed a binding term sheet with Lepidico Ltd (**Lepidico**) (**Term Sheet**).

Lepidico is an Australian public unlisted globally focussed lithium company with exploration interests in Australia and Canada, which is the 100% owner and licensor of the proprietary metallurgical process known as the "L-Max technology".

Lepidico is a party to a binding option agreement to acquire up to 75% of the Lemare lithium project (**Lemare Project**) held by TSX listed Critical Elements Corporation (TSX: CRE) (**CRE**) on the terms specified in Section 1.3.2(a) (the **Lemare Option**).

Pursuant to the Term Sheet, subject to the satisfaction or waiver (by Platypus in its absolute discretion) of the conditions precedent (specified in Section 1.2.2 below), the Company has agreed to acquire 100% of the issued capital of Lepidico from the shareholders of Lepidico (**Lepidico Vendors**) (**Acquisition**). The consideration payable in respect of the Acquisition is the issue of 750,000,000 Shares in Platypus to be issued to the Vendors on the terms set out in this Explanatory Memorandum.

Before the execution of the Term Sheet, the Company completed, to its satisfaction, due diligence on Lepidico, including technical investigations, legal analysis and accounting. The outstanding due diligence item relates to a site visit to the Lemare Project in Canada, which has been scheduled for late April 2016.

## 1.2 Terms of the Acquisition

As announced on 16 March 2015, the Term Sheet is a legally binding agreement that contains the following key terms:

### 1.2.1 Consideration

At completion of the Acquisition, Platypus will issue 750,000,000 fully paid ordinary Platypus shares issued to the Lepidico Vendors in proportion to their shareholding in Lepidico (as specified in Schedule 3).

The Shares received by the Lepidico Vendors will be escrowed on the following basis:

- (a) Majority Shareholders will be escrowed for a period of six months from the date of issue; and
- (b) Minority Shareholders will be escrowed for a period of three months from the date of issue.

### 1.2.2 Conditions Precedent to Completion of the Acquisition

Completion of the Acquisition is subject to the following conditions precedent being satisfied (or waived by Platypus in its discretion), including:

- (a) Platypus completing due diligence on the Lemare Project to its satisfaction;
- (b) Platypus obtaining all necessary Shareholder and regulatory approvals for the transactions contemplated by the Term Sheet (including any ASX or ASIC approval);
- (c) Platypus undertaking a capital raising by way of an underwritten rights issue (being the Capital Raising) of not less than A\$3.3 million at an issue price of 1 cent per Share;
- (d) Lepidico procuring that the Lepidico Vendors enter into binding share sale agreements with Platypus and Lepidico for the sale of their Lepidico shares to Platypus (See Section 1.2.3 below).
- (e) Lepidico procuring that the Lepidico Vendors enter into voluntary escrow agreements specified in Section 1.2.1 above.
- (f) Lepidico formally exercising the Lemare Option if directed to do so by Platypus (this condition can be waived by Platypus for the purpose of completion of the Acquisition on the basis that the Lemare Option may be exercised or terminated post-completion of the Acquisition).

Lepidico and Platypus will use their best endeavors to satisfy the Conditions Precedent within 3 months of the date of the Term Sheet, being 16 June 2016 (or such other date as agreed by the parties) (**Expiry Date**).

Completion of the Acquisition will occur no later than 5 Business Days after the last of the Conditions Precedent are satisfied or are waived (by Platypus in its absolute discretion).

### 1.2.3 Formal Agreements with the Lepidico Vendors

As specified in 1.2.2(d) above, it is a Condition Precedent to completion of the Acquisition that Lepidico procures that the Lepidico Vendors (made up of the Majority Shareholders and the Minority Shareholders) enter into binding agreements for the transfer of their Lepidico shares to Platypus.

The formal Share Sale Agreement was finalised and entered into by Platypus, Lepidico, the Lepidico Directors and the Majority Shareholders on 20 April 2016. The terms of the Share Sale Agreement are set out in Schedule 5 to this Notice.

The terms of the Share Transfer Agreements between Platypus and the Minority Shareholders are set out in Schedule 6 to this Notice.

#### **1.2.4 Lemare Project**

On and from the execution of the Term Sheet until the Expiry Date, Lepidico must comply with all written directions provided by Platypus in respect of the Lemare Option, including but not limited to the exercise (or non-exercise) of the Lemare Option. In the event that Platypus directs Lepidico to exercise the Lemare Option, Platypus will be responsible for the obligations under the Lemare Option which are specified in Section 1.3.2(a).

#### **1.2.5 Capital Raising**

Platypus will use its best endeavours to raise not less than \$3.3 million via an underwritten rights issue at an issue price of 1.0 cent per share. Further information regarding the Capital Raising is specified in Section 1.5.

#### **1.2.6 Incoming Director and Company Name**

Upon completion of the Acquisition, Mr Gary Johnson (Executive Chairman of Lepidico) will be appointed to the Board of Platypus as a non-executive director. Concurrently, one existing Platypus director (being Mr Laurie Ziatas) will resign.

The Term Sheet also contains clauses, warranties and representations that are otherwise standard for an agreement of this nature.

### **1.3 Background on Lepidico**

#### **1.3.1 Overview**

Lepidico is a public unlisted lithium company with interests in lithium exploration assets and processing technology. It's current exploration assets include an option over the Lemare Project in Canada; ownership of the Euriowie project near Broken Hill in New South Wales; and a memorandum of understanding on a strategic 50:50 joint venture with ASX-listed Crusader Resources (ASX:CAS) to jointly exploit lithium opportunities in Brazil, including Crusader's Manga prospect. Lepidico also owns the L-Max® technology, a metallurgical process that extracts lithium from non-conventional sources, specifically Li-rich mica minerals such as lepidolite and zinnwaldite. Lepidico's largest shareholders are Strategic Metallurgy Pty Ltd and Potash West Ltd (ASX:PWN).

Lepidico was founded in February 2015 by its Executive Chairman Gary Johnson. Gary Johnson is a metallurgist and has over 35 years' experience in the mining industry in various roles. Gary currently is the owner and principal of Strategic Metallurgy Pty Ltd, which specialises in providing metallurgical and strategic consulting to various mining companies. Gary was the former Managing Director of Norilsk Nickel Australia and was a key proponent in the development and commercialisation of Activox®, a process technology for treating refractory gold ores and nickel sulphide concentrates.



### 1.3.2 Assets of Lepidico

Lepidico has the following assets:

#### (a) Lemare Project

The Lemare Project, currently owned by TSX listed Critical Elements Corporation (TSX-V: CRE), consists of 158 claims securing a total ground position of 7,433 hectares (74km<sup>2</sup>) in a region of Quebec that boasts other lithium deposits and known lithium mineralisation, as shown in the maps and table below. The Lemare Project is potentially a new lithium field in an established lithium district.

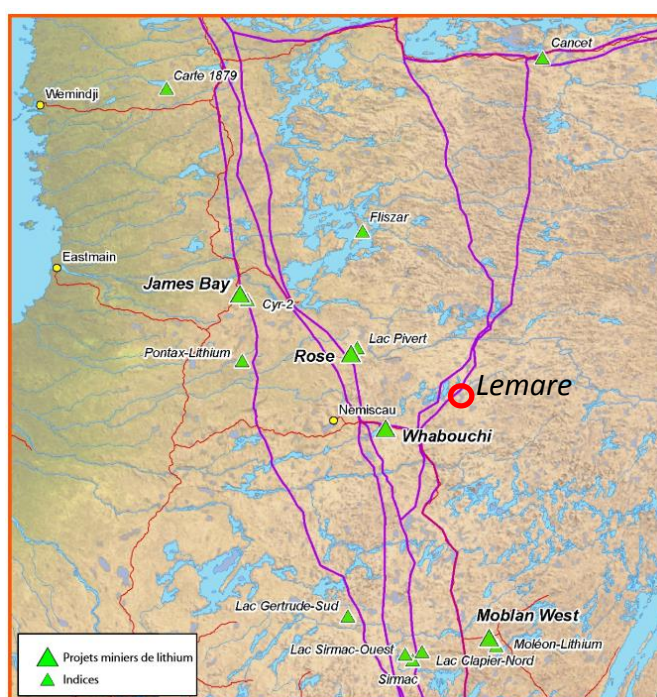
**Table 1. Lithium resources of the James Bay area.**

Company	Project	Resources (ref Figure 3)
Nemaska Lithium <sup>1</sup>	Whabouchi	32.7 Mt @ 1.56% Li <sub>2</sub> O
Critical Elements <sup>2</sup>	Rose	37.2 Mt @ 1.25% Li <sub>2</sub> O equivalent (0.94% Li <sub>2</sub> O and 156 ppm Ta <sub>2</sub> O <sub>5</sub> )
Galaxy Resources <sup>3</sup>	James Bay	22.2 Mt @ 1.28% Li <sub>2</sub> O

<sup>1</sup> [www.nemaskalithium.com](http://www.nemaskalithium.com)

<sup>2</sup> [www.cecorp.ca](http://www.cecorp.ca)

<sup>3</sup> [www.galaxyresources.com.au](http://www.galaxyresources.com.au)



**Figure 1.** Location of known lithium deposits and occurrences in the James Bay area of Quebec (after Quebec Ministry of Natural Resources and Fauna, 2011).

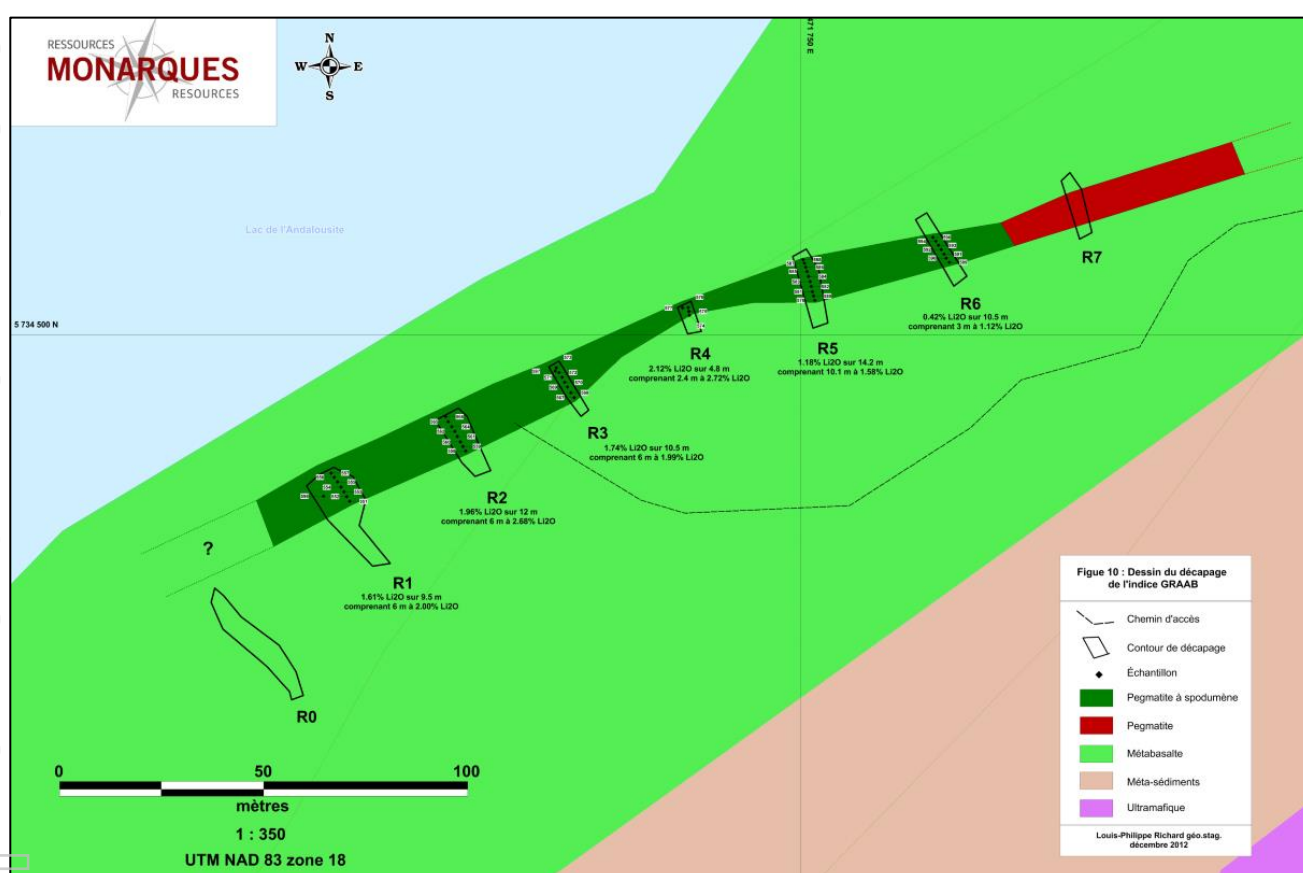
Initial exploration at Lemare was undertaken in 2012 by Monarques Resources Inc<sup>#</sup> who discovered a “granite pegmatite dyke containing a considerable amount of spodumene.” The pegmatite ranges in apparent thickness from 4.8 to 14.2 metres and was followed for close to 200 metres in length on surface. The full length of the dyke remains unknown and is open in both directions. The pegmatite is undrilled so the depth extent also remains unknown.

In October 2012 Monarques collected 43 channel samples from six trenches totalling 62 metres in length across the exposed spodumene pegmatite. Of these, 11 samples returned a Li<sub>2</sub>O content superior to 2%. The results of the channel sampling are shown in the table below:

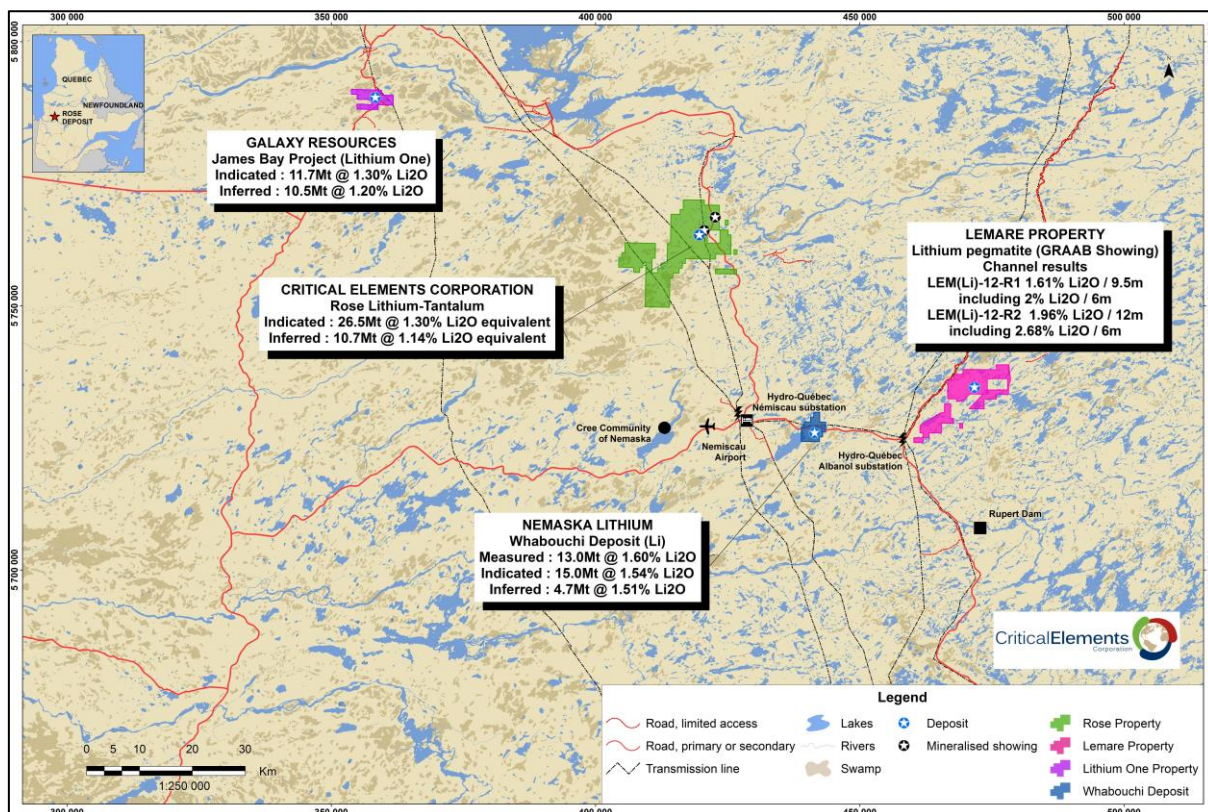
<sup>#</sup> Monarques Resources Inc (TSX-V:MQR): stock exchange announcement 11 December 2012.

**Table 2. Channel sampling results from Lemare (Monarques Resources Inc)**

Channel	Grade Li <sub>2</sub> O %	Length (metres)
LEM(Li)-12-R1	1.61%	9.5 m
including	2.00%	6.0 m
LEM(Li)-12-R2	1.96%	12.0 m
including	2.68%	6.0 m
LEM(Li)-12-R3	1.74%	10.5 m
LEM(Li)-12-R4	2.12%	4.8 m
LEM(Li)-12-R5	1.18%	14.2 m
including	1.58%	10.1 m
LEM(Li)-12-R6	0.42%	10.5 m
including	1.12%	3.0 m



**Figure 2. Trenching program at Lemare showing the six trenches channel sampled (after Monarques Resources Inc., 2012).**



**Figure 3.** Existing lithium deposits and location of the Lemare Project claims (deep pink) in the James Bay area, Quebec, Canada (after Critical Elements Corporation).

Outside of this trenching program, there has been limited lithium exploration undertaken at Lemare. Based on other lithium deposits around the world, it is a common occurrence for pegmatites to exist in “swarms.” As part of the due diligence process, Lepidico and Platypus will assess the potential for other pegmatites to exist within the project area.

For further information regarding the Lemare Project please see CRE’s website at <http://www.cecorp.ca/en/> and CRE’s announcements on the Toronto Stock Exchange at <http://www.tsx.com/>.

On 11 February 2016, Lepidico entered into an option agreement with CRE for the purpose of exercising the right to earn an interest into the Lemare Project. The terms of the Lemare Option are as follows.

- (i) The exercise of the Lemare Option is subject to a 60 days due diligence by Lepidico (and Platypus) on the Lemare Project, being 11 April 2016. Due to access restrictions caused by unseasonal snow cover, the due diligence period was extended by agreement between Lepidico and CRE to 11 May 2016.
- (ii) On exercise by Lepidico of the Lemare Option (at the direction of Platypus), Platypus will assume the following obligations on behalf of Lepidico:
  - C\$35,000 cash payment to CRE by 10 May 2016;
  - issue C\$500,000 worth of Platypus shares to CRE (or its nominees) at a price equal to the 5 day VWAP commencing on the day after completion of the Acquisition. Accordingly, subject to an assumed exchange rate of C\$1:A\$1, and an assumed issue price of \$0.01 per share, the number of shares to be issued by Platypus will be 50,000,000 Shares (**Lemare Option Shares**). The issue of these Shares are the subject of Resolution 3 in the Notice.
  - C\$35,000 cash payment to CRE by 9 September 2016.



- (iii) Subject to the satisfaction of the obligations under sub-paragraph (ii) above, Lepidico is entitled to earn a 50% interest in the Lemare Project subject to completion of the following:
- C\$800,000 being spent on exploration on the Lemare Project by 31 December 2016;
  - an additional C\$1.2 million being spent on exploration on the Lemare Project by 31 December 2017; and
  - a JORC Code compliant resource, at not less than an "Inferred" level, being defined on the Lemare Project by 31 December 2017.
- (iv) Subject to the satisfaction of the obligations under sub-paragraph (iii) above, Lepidico can acquire a further 25% interest in the Lemare Project on condition that:
- it completes a definitive feasibility study and environmental study on the Lemare Project by 30 June 2020; and
  - it pays CRE C\$2.5 million (by way of cash or shares, at Platypus's election). (pursuant to a VWAP calculation to be agreed by CRE and Platypus as part of the implementation of the formal documents after exercise of the Lemare Option)
- (v) CRE will retain a 2% Net Smelter Royalty on the Lemare Project.
- (vi) Milestone payments to a cumulative maximum of C\$1.5 million, payable in cash or shares at a 30 day VWAP, on the definition of a JORC Code compliant resource, at a cut-off grade of 0.6% Li<sub>2</sub>O, exceeding 5Mt, 10Mt, 15Mt and 20Mt.

**(b) Euriowie Project**

Lepidico, through its wholly owned subsidiary Mica Exploration Areas Pty Ltd, has lodged an exploration licence application, ELA 5234, encompassing three historical lithium workings in amblygonite-rich pegmatites within the historical Euriowie Tin Field, located 60 km north of Broken Hill in New South Wales (Figure 4).

Amblygonite is a lithium-phosphate mineral with a high lithium content of up to 10% Li<sub>2</sub>O. In comparison, spodumene typically contains 6% to 8% Li<sub>2</sub>O.

As part of its due diligence of Lepidico and its assets, Platypus personnel undertook a site visit to Euriowie to verify the presence of lithium-bearing pegmatites within ELA 5234 and to determine the prospectivity for significant lithium mineralisation. All three amblygonite workings were included in the site visit.

Platypus concluded that the results were very encouraging and that lithium-specific exploration at Euriowie is clearly warranted immediately upon the formal grant of the tenement. Grant of the exploration licence is anticipated to be in late April 2016.



**Figure 4.** Location of application ELA 5234 near Broken Hill, NSW. Scale bar is 10 km.

The Euriowie Tin Field was predominantly worked in the early 1900s by way of numerous small-scale mines developed on a series of pegmatite bodies. In addition to tin mineralisation, the occurrence of tantalite, amblygonite and spodumene was historically noted in some of the pegmatites. However, these were not the primary focus at the time and production of these minerals was not significant.

The three more notable amblygonite pegmatites recorded at Euriowie define the Trident, Lady Don and Sceptre prospects. Surface rock chip samples from all three were collected. Additional samples were taken from several other pegmatites in the area for orientation purposes. A total of 13 samples were collected, with results presented in Tables 1 and 2.

**Table 1. Lithium-rich pegmatites at Euriowie, Broken Hill**

Prospect	Sample No	Li (%)	Li <sub>2</sub> O (%)	Sample Type
Trident	PLPEUR001	1.419	3.05	Amblygonite-rich rock from trench
Trident	PLPEUR002	0.997	2.15	Amblygonite-rich mullock
Trident	PLPEUR004	1.804	3.88	Amblygonite-rich mullock
Sceptre	PLPEUR005	0.723	1.56	Amblygonite-rich mullock
Lady Don	PLPEUR006	2.069	4.45	Amblygonite-rich mullock

The amblygonite-rich pegmatites appear to reflect a separate phase of activity at Euriowie and are distinct from other pegmatites in the area, being spatially associated with internal quartz blows. While amblygonite looks to be the dominant mineral, due to its visual similarity to feldspar and quartz a petrographic analysis is required to accurately determine associated minerals and their relative proportions.

Nevertheless, the high Li assay results suggest that a significant portion of these pegmatites (up to 50%) is amblygonite.

The amblygonite pegmatites range in size and can be in excess of 300 m in length (eg., Lady Don pegmatite), 60 m in width (eg., Trident pegmatite) and can be intricately folded, as is typical of the Broken Hill district. Amblygonite content is inconsistent and can vary significantly along the pegmatite. Evidence to date indicates all historical activity was localised and restricted to shallow workings.

There is no evidence of drilling nor records of systematic sampling of the amblygonite pegmatites. The Euriowie area is therefore considered prospective for lithium mineralisation, particularly due to the dominance of Li-rich amblygonite in the mineralised pegmatites.

An extensive program of geochemical sampling and prospecting is warranted at Euriowie immediately upon grant of the licence.

**Table 2. Lithium results of rock chip sapling at the Euriowie project, Broken Hill, NSW**

Prospect	Sample No	Northing GDA94 Zone 54 (m)	Easting GDA94 Zone 54 (m)	Li (%)	Li <sub>2</sub> O (%)	Sample Type
Trident	PLPEUR001	558216	6522596	<b>1.419</b>	<b>3.05</b>	Amblygonite-rich rock from trench
Trident	PLPEUR002	558225	6522592	<b>0.997</b>	<b>2.15</b>	Amblygonite-rich mullock
Trident	PLPEUR003	558247	6522677	0.005	0.01	Garnet pegmatite
Trident	PLPEUR004	558240	6522680	<b>1.804</b>	<b>3.88</b>	Amblygonite-rich mullock
Sceptre	PLPEUR005	558395	6522332	<b>0.723</b>	<b>1.56</b>	Amblygonite-rich mullock
Lady Don	PLPEUR006	558055	6521929	<b>2.069</b>	<b>4.45</b>	Amblygonite-rich mullock
Lady Don	PLPEUR007	558061	6521821	0.028	0.06	Pegmatite mullock
Lady Don	PLPEUR008	558139	6521596	0.022	0.05	Pegmatite outcrop
Lady Don	PLPEUR009	558086	6521959	0.015	0.03	Pegmatite mullock
Esmans	PLPEUR010	557382	6522613	0.014	0.03	Pegmatite mullock
Esmans	PLPEUR011	557392	6522733	0.011	0.02	Pegmatite mullock
Mt Euriowie	PLPEUR012	558485	6524821	0.019	0.04	Pegmatite mullock
Mt Euriowie	PLPEUR013	558465	6524590	0.011	0.02	Pegmatite mullock



**Figure 5.** Outcropping amblygonite pegmatite, Euriowie project.





*Figure 6. Workings at the Lady Don prospect, looking north, Euriowie project.*

**(c) L-Max® Technology**

Currently, the majority of the world's lithium is produced from either brines or hard rock spodumene. L-Max® is a hydrometallurgical process developed, and 100% owned, by Lepidico that delivers an opportunity to create a third supply source of lithium from unconventional sources, namely lithium bearing micas such as lepidolite and zinnwaldite. Although there are a number of known deposits of lithium bearing micas around the world, these materials have typically been overlooked as a source of lithium as there has been no commercial process available to economically extract the contained lithium and produce a product, such as lithium carbonate or lithium hydroxide, that is suitable for end users.

Lepidico has lodged a global patent application covering the L-Max® process which is potentially a key to unlocking the value in lithium micas that could see commercial projects developed from what was previously regarded as waste.

L-Max® is a hydrometallurgical process involving the direct atmospheric leaching of lithium mica, followed by impurity removal stages, and subsequent lithium carbonate precipitation. The process also results in the production of potassium- and rare metal-containing byproducts, which will significantly offset the operating costs of lithium carbonate production.

The process differs considerably from the processing of spodumene, which requires high temperature decrepitation and sulfate roasting prior to lithium recovery. The novel L-Max® process is simpler and is expected to have lower energy requirements than existing lithium recovery processes.

The L-Max® process has been tested in a series of batch laboratory tests, including using material sourced by Lithium Australia NL (ASX:LIT) from Lepidolite Hill and by European Metals Holdings Ltd (ASX:EMH) from the Cinovec project in the Czech Republic.

The metallurgical test work has demonstrated the viability of producing battery grade lithium carbonate (99.5% purity) and potassium containing fertiliser from the Li-mica feed material.

The L-Max® process uses mainstream industrial chemicals namely, sulfuric acid and lime/limestone. These are cheap and readily available tonnage chemicals that are the

cornerstone of large-scale chemical processing. L-Max® does not use expensive, specialised reagents that may be difficult to obtain, expensive to procure, or complex in operation. The use of cheap, readily available reagents does not necessitate their recovery or recycling, thus further enhancing the economics of the process.

As part of its exploration strategy, Lepidico has commissioned and received several geological reports to assist in the identification of targets that have the potential to host commercial quantities of lithium bearing micas and associated lithium minerals.

With the use of its L-Max® technology, Lepidico is seeking to unlock the potential value of such lithium bearing mica deposits. Lepidico is actively exploring opportunities to apply L-Max® directly to:

- **Brownfields Projects:** There are existing mining projects around the world that currently have lithium bearing micas being passed through to waste dumps or tailings dams. Lithium bearing micas can be effectively concentrated by flotation, which would allow the L-Max® process to be utilised to produce lithium products (and other by-products) from a source that has previously been deemed to be of no value.
- **Greenfields Projects:** There has been limited exploration to date relating to specifically identifying deposits of lithium bearing micas. These micas typically occur in pegmatites, often in association with other lithium, tin or tantalum containing ores.

Lepidico has also lodged an Australian Provisional Patent Application 2016900582 for the extraction and recovery of lithium chemicals from lithium phosphate minerals such as amblygonite and montebrasite. As with lithium bearing micas, these lithium-phosphate minerals are unconventional sources of lithium.

As part of the preparation of the provisional patent, Lepidico conducted testwork on a sample of amblygonite-rich rock sourced from the Eurioiwie project. In the testwork, lithium was readily extracted from the sample by leaching in sulfuric acid under atmospheric conditions. Subsequent processing steps that form part of the patent application, proved effective in separating lithium from impurities, with the resultant liquor being amenable to lithium carbonate precipitation.

This novel process is complementary to the L-Max® process. However, this process is inherently unique with respect to L-Max® due to the differences in the feed composition and subsequent processing steps to separate lithium from the impurities.

#### (d) **Agreement with Crusader Resources Limited (ASX: CAS)**

On 3 February 2016, Crusader Resources Limited (ASX:CAS) (**Crusader**) announced to the market that Crusader and Lepidico signed a memorandum of understanding (**MOU**) outlining the formation of an incorporated joint venture with the aim to commercialise lithium projects in Brazil (**JV**). The JV will have the exclusive rights to use the L-Max® technology in Brazil with the strategy to develop and hold a portfolio of royalty interests from sub-licensing the technology in addition to deploying it for Crusader's Manga prospect.

Subsequently, on 19 April the Company announced that Lepidico and Crusader had entered into a formal shareholders agreement for the formation of the JV company.

For Lepidico, the JV presents an opportunity to expand its exploration activities into Brazil with a well established in-country partner and the potential to unlock significant value through the application of its L-Max® technology.



The primary assets of the JV company will be:

- (i) the Manga Lithium Project, 100% owned by Crusader and which will be transferred to the JV company;
- (ii) all other lithium projects as identified, licensed and/or acquired within Brazil from the date of the MOU; and
- (iii) an exclusive licence of Lepidico's L-Max® technology for any new projects in Brazil.

The relative equity ownership of the JV company will be:

- Crusader 50% (and operator); and
- Lepidico 50%

The JV remains subject to the execution of mutually agreed definitive agreements to formalise the terms of the MOU.

#### **1.4 Board and Management Changes**

The Board of Platypus currently comprises of Mr Tom Dukovcic (Managing Director), Mr Laurie Ziatas (Non-Executive Chairman) and Mr Rocco Tassone (Non-Executive Director).

Pursuant to the Term Sheet, upon completion of the Acquisition, it is intended that Laurie Ziatas will resign from the Board and Mr Gary Johnson will be appointed as a Non-Executive Director of Platypus.

At completion of the Acquisition it is also intended that the board of Lepidico will be reconstituted so that it mirrors the board of Platypus.

##### ***Director Biography – Mr Gary Johnson***

Gary has over 30 years' experience in the mining industry as a metallurgist, manager, owner, director and managing director, possessing broad technical and practical experience of the workings and strategies required by successful mining companies.

Gary is the managing director of the metallurgical consulting business, Strategic Metallurgy Pty Ltd, and is a director of listed company Antipa Minerals Ltd. He was previously a director of listed company Potash West NL (resigned 30 June 2015). Gary was also the former Managing Director of Norilsk Nickel Australia and was a key proponent in the development and commercialisation of Activox®, a process technology for treating refractory gold ores and nickel sulphide concentrates.

He is a member of the Australasian Institute of Mining and Metallurgy and the Australian Institute of Company Directors.

#### **1.5 Capital Raising**

The Company will seek to raise a minimum of \$3,300,000 and up to a maximum of \$3,506,105 (before expenses of the Capital Raising) by way of an underwritten rights issue, to fund the activities of the Company. The rights issue will be undertaken by a pro-rata entitlement to Shareholders of Platypus offering three (3) new Shares for every five (5) Shares held (as at a nominated record date) and at an issue price of \$0.01 per Share (**Capital Raising**).

The underwriter of the Capital Raising is, Platypus's Corporate Advisor, GTT Ventures Pty Ltd (**GTT**), which is a company which Mr Rocco Tassone (a Director of Platypus) is a director and shareholder.

Pursuant to the terms of the underwriting agreement, GTT will be entitled to receive the following fees:

- For personal use only
- (a) lead manager fee: \$60,000;
  - (b) management fee: 1% of total amount raised under the Capital Raising;
  - (c) underwriting fee of 5% of the underwritten amount, being the total amount raised under the Capital Raising.

Further terms of the underwriting agreement will be specified in the Rights Issue documentation when it is dispatched.

For further information regarding the Company's intended use of funds please see Section 1.8 below.

#### **1.6 Pro-forma balance sheet**

An unaudited pro forma balance sheet of the Company following completion of the change to the scale of activities, the Acquisition, Capital Raising and other matters is set out in Schedule 2 to this Notice.

## 1.7 Effect of the Acquisition on the Company's Capital Structure

The capital structure of the Company following completion of the Acquisition, the Capital Raising and exercise of the Lemare Option is set out below:

	N.o. Shares	N.o. Options
Balance as at the date of this Notice	601,017,589	75,198,523 (4)
Shares issued to Lepidico Vendors	750,000,000	-
Lemare Option Shares issued to CRE subject to exercise of the Lemare Option (1)	50,000,000	-
Capital Raising Shares (2)	360,610,553	-
<b>Balance following completion of the Acquisition, Capital Raising and the issue of the Lemare Option Shares (3)</b>	<b>1,761,628,142</b>	<b>75,198,523</b>

Notes:

- Assumes: (a) the Lemare Option is exercised; (b) there is parity between the Canadian dollar and the Australian dollar (A\$1:C\$1); (c) the VWAP for Platypus's Shares for the 5 trading days after completion of the Acquisition is 1 cent.
- Based on the Capital Raising being undertaken on a 3 for 5 entitlement at an issue price of 1 cent per Share and raising \$3,606,105.
- Assumes that no Options on issue are exercised.
- Please refer to table below for the breakdown of the Company's Options on issue at the date of this Notice:

Category of Optionholder	Number of Options
Listed Options with exercise price of 3.5 cents, expiring 1 December 2016	22,448,523
Unlisted Options with exercise price of 3 cents, expiring 12 January 2017	5,000,000
Unlisted Options with exercise price of 3 cents, expiry date of 30 September 2017	27,750,000
Unlisted Options with an exercise price of 1 cent, expiring December 2018	20,000,000
<b>Total</b>	<b>75,198,523</b>

## 1.8 Platypus's Intentions

Following completion of the Acquisition and the Capital Raising, Platypus intends to adopt the following strategies in respect of both its current assets and the assets of Lepidico:

### (a) Organic Growth:

Early implementation of targeted exploration programs at Lemare (if acquired), Euriowie and Manga aimed at fast-tracking the delineation of maiden resources.

### (b) Brownfields projects:

Platypus will continue to seek out opportunities associated with existing mining projects around the world that currently have lithium bearing micas being passed through to waste dumps or tailings dams. Lithium bearing micas can be effectively concentrated by flotation, which would allow the L-Max® process to be utilised to produce lithium products (and other by-products) from a source that has previously been deemed to be of no value.

### (c) Greenfields projects:

There has been limited exploration to date relating to specifically identifying deposits of lithium bearing micas. These micas typically occur in pegmatites, often in association with other lithium, tin or tantalum containing minerals. Pegmatites dominated by lithium mica minerals, which would have previously been generally disregarded, could be ideally suited for economic exploitation utilizing the L-Max technology.

Another lithium mineral that is generally ignored as an economic target is amblygonite. Amblygonite is one of the most Li-rich minerals and can contain up to 10.1% Li<sub>2</sub>O, compared with spodumene (6%-8%) and lepidolite (3.3%-7.0%). Lepidico has secured three historical small-scale amblygonite mines at the Euriowie project near Broken Hill. Platypus will continue to seek out additional amblygonite deposits.

Platypus will also pursue opportunities in traditional lithium minerals, such as spodumene pegmatites (eg, Lemare) and brines, to maintain exposure to the full spectrum of the lithium sector.

(d) Strategic alliances:

Platypus will seek to expand strategic alliances, such as that secured by Lepidico with Crusader in Brazil, with other companies with lithium assets in other parts of the world, using L-Max® as a strategic advantage to attract new partners.

(e) Technology development and marketing:

Platypus will pursue marketing opportunities to promote Lepidico's L-Max® technology as the process of choice to companies seeking an economic development solution to their existing lithium mica deposits.

Work on enhancing the L-Max® process will be ongoing to ensure its adaptability and application to the different chemical profiles of each such target deposit.

(f) Gobbos polymetallic project:

Platypus intends to continue with exploration activities at this multiply prospective project to evaluate the potential for economic mineralisation at a number of defined targets. Specifically, planned work includes:

- (i) Bridget – drilling to test for Cu-Au mineralisation
- (ii) Pearl Bar – drilling to test for Cu-Ag mineralisation; and
- (iii) Cyclops – ground-based EM survey, and drilling to test for Ni-Cu sulphide mineralisation.

Platypus intends on utilising the funds raised from the Capital Raising as follows:

<b>Use of Funds from the Capital Raising</b>	<b>\$</b>
Expenses of the Capital Raising	276,000
Lemare Project costs and exploration	800,000
Euriowie Project exploration	200,000
Crusader JV	250,000
New Project evaluation	100,000
Gobbos Project exploration	600,000
General working capital and corporate overheads	1,380,105
Total funds applied	<u>3,606,105</u>

Notes:

1. The above use of funds table assumes that all the Shares under the Capital Raising are issued raising \$3,606,105.
2. General working capital includes corporate administration and operating costs and may be applied to directors fees, ASX and share registry fees, legal and tax, audit and corporate advisory fees, insurance and travel costs.
3. The Company intends to continue to identify and evaluate new project opportunities, including joint venture opportunities for its resource projects. The costs include estimated due diligence costs on such opportunities.
4. This table is a statement of the Company's proposed application of the funds raised as at the date of this Notice. As with any budget, intervening events and new circumstances have the potential to affect our decisions and we reserve the right to vary the way the funds are applied.

## 1.9 Advantages of the Acquisition

The Directors are of the view that the following non-exhaustive list of advantages may be relevant to a Shareholder's decision on how to vote on the proposed Resolutions:

- (a) Exposure to a portfolio of lithium assets on three continents to date, in favourable mining jurisdictions (Australia, Canada, Brazil), with additional opportunities for growth under review. Lithium is a burgeoning sector driven by growing global demand for lithium in a range of applications, including batteries for domestic power storage (eg, Tesla Powerwall) and electric vehicle use, as well as applications in medical, ceramics and electronics industries.
- (b) Drill-ready lithium mineralised pegmatite at the Lemare Project situated in a known lithium district and offers an opportunity to deliver a near-term lithium resource to the Company.
- (c) L-Max® royalty streams: Lepidico's proprietary L-Max® is potentially an industry disruptive technology that provides access to new sources of lithium from unconventional ore types, namely, lithium-bearing micas such as lepidolite and zinnwaldite. L-Max® has produced lithium carbonate from lithium-bearing micas during a 10-day continuous mini-plant run. Adoption of L-Max® by third parties could provide the Company with multiple royalty streams through licensing of the technology.
- (d) Lepidico has lodged a patent application for a complementary hydrometallurgical process that can recover lithium from Li-phosphate minerals such as amblygonite and montebrasite. The Euriowie Project contains three known occurrences of amblygonite.
- (e) The combination of the Platypus and Lepidico teams will result in a highly experienced executive team with extensive listed company experience in geology and exploration, metallurgy, project development and operation, technology development and corporate management.
- (f) The future of the Company will be secured with a strong management team, a diversified asset position in a growing sector and a clear point of difference from other lithium-focused companies – exploration, strategic joint ventures, and the L-Max® technology attracting partners and providing access to royalty streams.

## 1.10 Disadvantages of the Acquisition

The Directors are of the view that the following non-exhaustive list of disadvantages may be relevant to a Shareholder's decision on how to vote on the proposed Resolutions:

- (a) the Company will be changing the scale of its activities, which might not be consistent with the objectives of Shareholders;

- (b) the Acquisition will result in the issue of Shares to the Lepidico Vendors (and to CRE subject to exercise of the Lemare Option) which will have a dilutive effect on the current holdings of Shareholders; and
- (c) there are other risk factors associated with the change of scale of the Company's activities, or associated with Lepidico's assets. See an outline of these risks at Schedule 3 to the Notice.

### 1.11 Risks

Shareholders and investors should also be aware that the Acquisition agreements to acquire Lepidico will be conditional on a number of events (referred to in Section 1.2.2 above). Accordingly, there is a risk that the Acquisition may not be completed.

Shareholders should be aware that if the Resolutions are approved, the Company will be changing the scale of its activities which is subject to various risk factors. Based on the information available, a non-exhaustive list of risk factors are included in Schedule 3.

### 1.12 Indicative Timetable

An indicative timetable for the Acquisition is set out below. Shareholders should note the below dates are indicative only and may change without notice. The Directors reserve the right to amend the timetable.

Event	Date
Announcement of the Term Sheet	16 March 2016
Platypus Shareholders' Meeting	30 May 2016
Rights Issue Capital Raising Announced	30 May 2016
Record Date for the Rights Issue	6 June 2016
Completion of the Acquisition	6 June 2016
Rights Issue Opens and Offer Document Dispatched	9 June 2016
Right Issue Closing Date	21 June 2016
ASX notified of Shortfall from the Rights Issue	24 June 2016
Holding Statements Dispatched	30 June 2016
Issue of Shortfall Shares to the Underwriter	4 July 2016

### 1.13 Plans for the Company if the Acquisition is not completed

If the Company does not complete the Acquisition, the Company will continue with its existing projects and investigate and undertake due diligence on new opportunities for growth.

### 1.14 Directors' Recommendation

It is the view of the Directors that the Acquisition will give Shareholders the opportunity to obtain exposure to prospective assets in the lithium sector whilst still maintaining their interest in the Company's current assets. The Directors consider that the Acquisition is in the best interests of the Company and unanimously recommend that Shareholders vote in favour of all of the Resolutions. The Resolutions regarding the Acquisition (being Resolutions 1-3 (inclusive)) are interdependent, meaning that Shareholders must pass Resolutions 1, 2 and 3 for the Acquisition to proceed.

## **2. Resolution 1 – Change to Scale of Activities**

---

### **2.1 General**

Resolution 1 seeks approval from Shareholders for a change to the scale of the activities of the Company.

As outlined in Section 1 of this Explanatory Memorandum, the Company has entered into the Term Sheet, under which the Company has agreed to acquire all of the issued capital in Lepidico from the Lepidico Vendors. Further Platypus has (or is in the process of) entering into the Share Sale Agreement with the Majority Shareholders and the Share Transfer Agreements with the Minority Shareholders.

Completion of Platypus's Acquisition of Lepidico is subject to a number of conditions (specified in Section 1.2.2 above) including the requirement to obtain Shareholder approval.

A detailed description of the proposed Acquisition and Lepidico's assets and prospects is outlined in Section 1 above.

### **2.2 Legal requirements**

Listing Rule 11.1 provides that where an entity proposes to make a significant change, either directly or indirectly, to the nature or scale of its activities, it must provide full details to ASX as soon as practicable and comply with the following:

- (a) provide to ASX information regarding the change and its effect on future potential earnings, and any information that ASX asks for;
- (b) if ASX requires, obtains the approval of holders of its shares and any requirements of ASX in relation to the notice of meeting; and
- (c) if ASX requires, meet the requirements of Chapters 1 and 2 of the Listing Rules as if the Company were applying for admission to the official list of ASX.

ASX has indicated to the Company that given the change in the scale of the Company's activities resulting from the Acquisition it requires the Company to obtain Shareholder approval. The Company is not required to re-comply with the admission requirements set out in Chapters 1 and 2 of the Listing Rules. A voting exclusion notice is included in this Notice.

## **3. Resolution 2 – Issue of Shares to Lepidico Vendors**

---

### **3.1 General**

As outlined in Section 1 of this Explanatory Memorandum, the Company has agreed to acquire all of the issued capital of Lepidico from the Lepidico Vendors (constituted by the Majority Shareholders and the Minority Shareholders).

Under the Term Sheet, the total consideration to be issued to the Lepidico Vendors will be 750,000,000 Shares as set out in Schedule 3.

### **3.2 Listing Rule 7.1**

Listing Rule 7.1 provides that a company must not (subject to specified exceptions), without the approval of shareholders, issue or agree to issue during any 12 month period any equity securities, or other securities with rights to conversion to equity (such as an option), if the number of those

securities exceeds 15% of the number of ordinary securities on issue at the commencement of that 12 month period.

Given the Shares to be issued under Resolution 2 will exceed the 15% threshold and none of the exceptions contained in Listing Rule 7.2 apply, Shareholder approval is required under Listing Rule 7.1.

The Shares issued to the Lepidico Vendors will be subject to voluntary escrow on the following basis:

- (a) Shares issued to the Majority Shareholders will be voluntarily escrowed for 6 months from their date of issue; and
- (b) Shares issued to the Minority Shareholders will be voluntarily escrowed for 12 months from their date of issue.

### **3.3 Technical Information Required by Listing Rule 7.3**

The following information is provided in relation to Resolution 2 pursuant to and in accordance with Listing Rule 7.3:

- (a) the maximum number of securities to be issued is 750,000,000 Shares;
- (b) the Shares will be issued no later than 3 months after the date of the Meeting (or such later date to the extent permitted by any ASX waiver or modification of the Listing Rules) and it is intended that allotment will occur on the same date, being the completion date of the Acquisition;
- (c) the Shares will be issued for nil cash consideration, but rather as the consideration for the Acquisition. Accordingly no funds will be raised from the issue of the Shares;
- (d) the Shares will be issued to the Lepidico Vendors in amounts set out in Schedule 3 to this Notice;
- (e) Mr Gary Johnson, is the current Executive Chairman of Lepidico (and is a Lepidico Vendor) and will be appointed to the Board of Platypus subject to completion of the Acquisition. As Mr Johnson will only become a related party of Platypus (as an anticipated Director of Platypus) as a result of the Acquisition, Shareholder approval for the issue of Shares to Mr Johnson under ASX Listing Rule 10.11 is not required pursuant to exception 6 of ASX Listing Rule 10.12. Other than Mr Johnson, no other Lepidico Vendor is a related party of Platypus; and
- (f) the Shares issued to the Lepidico Vendors 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.

The current Directors consider that Shareholder approval pursuant to Chapter 2E of the Corporations Act is not required in respect of the issue of the Shares to Mr Johnson as a Lepidico Vendor because the Shares will be issued to Mr Johnson on the same terms as the remaining Shares to be issued to non-related party Lepidico Vendors under the Term Sheet and as such the giving of the financial benefit is on arm's length terms.



## **4. Resolution 3 – Issue of Lemare Option Shares to Critical Elements Corporation**

---

### **4.1 General**

The Lemare Option (as specified in Section 1.3.2(a) above) is a binding option agreement between Lepidico and CRE, under which Lepidico can exercise the right to earn an interest of up to 75% into the Lemare Project subject to undertaking certain obligations.

As part of the Acquisition, subject to Platypus finalising its due diligence on the Lemare Project, Platypus may direct Lepidico to exercise the Lemare Option for the purpose of commencing the earn in on the Lemare Project. In the event that Platypus directs Lepidico to exercise the Lemare Option, Platypus will issue the Lemare Option Shares to CRE, being C\$500,000 worth of Shares issued to CRE (or its nominees) at an issue price equal to the 5 day VWAP commencing from the trading day immediately following completion of Platypus's Acquisition of Lepidico.

A summary of Listing Rule 7.1 is set out in Section 3.2 of this Explanatory Memorandum.

The effect of Resolution 3 will be that upon exercise of the Lemare Option by Lepidico (at the direction of Platypus) the Directors are able to issue the Shares to the CRE (or its nominees) during a period of 3 months after the Meeting (or a longer period, if allowed by ASX), without using the Company's 15% annual placement capacity.

### **4.2 Technical Information Required by Listing Rule 7.3**

The following information is provided in relation to Resolution 3 pursuant to and in accordance with Listing Rule 7.3:

- (a) the formula for calculating the number of securities to be issued to CRE is C\$500,000 worth of Shares at an issue price equal to the 5 trading day VWAP commencing from the trading day immediately following completion of the Acquisition of Lepidico. By way of example, assuming (a) the Lemare Option is exercised; (b) there is parity between the Canadian dollar and the Australian dollar (A\$1:C\$1); and (c) the VWAP for Platypus's Shares for the 5 trading days after the date of completion of the Acquisition is 1.0 cent, the total number of Lemare Option Shares issued will be 50,000,000;
- (b) the Shares will be issued to CRE (or its nominees) upon exercise of the Lemare Option (after completion of the Acquisition) and no later than 3 months after the date of the Meeting (or such later date to the extent permitted by any ASX waiver or modification of the Listing Rules) and it is intended that allotment will occur on the same date;
- (c) the Shares will be issued for nil cash consideration, but rather as part of the consideration for the exercise of the Lemare Option. Accordingly no funds will be raised from the issue of the Shares;
- (d) the Shares will be issued to CRE (or its nominees), a TSX listed entity, which is not a related party of Platypus; and
- (e) the Shares issued 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.

## 5. Resolutions 4 – Ratification of Prior Share Issues

---

### 5.1 General

The Company issued the following Securities on the following dates:

- (a) 3,300,000 Shares were issued to Robyn Sullivan and Bowness Pty Ltd (who are nominees of Blue Chip Accounting WA Pty Ltd (**BCA**)) on 23 November 2015 in consideration for accounting and taxation services provided by BCA to the Company (**Advisory Shares**); and
- (b) 68,571,845 Shares were issued to clients of GTT Ventures Pty Ltd who are sophisticated investors (these investors are exempt from disclosure pursuant to section 708(8) of the Corporations Act and are not related parties of the Company) on 10 February 2016 at an issue price of \$0.05 per Share to raise \$342,859 on (**Placement Shares**).

Resolution 4 seeks Shareholder ratification pursuant to ASX Listing Rule 7.4 for the issue of those Shares outlined above (**Ratification**).

A summary of Listing Rule 7.1 is provided in section 3.2.

ASX Listing Rule 7.4 sets out an exception to ASX Listing Rule 7.1. It provides that where a company in general meeting ratifies the previous issue of securities made pursuant to ASX Listing Rule 7.1 (and provided that the previous issue did not breach ASX Listing Rule 7.1) those securities will be deemed to have been made with shareholder approval for the purpose of ASX Listing Rule 7.1.

### 5.2 Technical information required by ASX Listing Rule 7.4

Pursuant to and in accordance with ASX Listing Rule 7.5, the following information is provided in relation to the Ratification:

- (a) a total of 71, 871,845 Shares were issued, being 3,300,000 Advisory Shares and 68,571,845 Placement Shares;
- (b) the issue price for the Advisory Shares was nil as the Shares were issued in consideration for accounting services provided to the Company;
- (c) the issue price for the Placement Shares was \$0.05 per Share;
- (d) the Shares issued were all fully paid ordinary shares in the capital of the Company issued on the same terms and conditions as the Company's existing Shares;
- (e) the Advisory Shares were issued to nominees of BCA who are unrelated parties of the Company;
- (f) no funds were raised from the issue of the Advisory Shares as they were issued in consideration for accounting services provided to the Company;
- (g) the Placement Shares were issued to sophisticated investors, none of whom are related parties of the Company; and
- (h) the funds raised from the Placement Shares were used for funding due diligence assessment of lithium opportunities and general working capital of the Company.

## Schedule 1 – Definitions

---

In this Notice and the Explanatory Memorandum:

**Acquisition** means the Company's acquisition of all the issued capital in Lepidico from the Lepidico Vendors pursuant to the Term Sheet.

**ASIC** means the Australian Securities and Investments Commission.

**A\$** means Australian dollars.

**Board** means the board of Directors.

**Business Day** means:

- (a) for determining when a notice, consent or other communication is given, a day that is not a Saturday, Sunday or public holiday in the place to which the notice, consent or other communication is sent; and
- (b) for any other purpose, a day (other than a Saturday, Sunday or public holiday) on which banks are open for general banking business in Perth.

**C\$** means Canadian dollars.

**Capital Raising** means the Company's raising of a minimum of \$3,300,000 and up to a maximum of \$3,606,105 (before expenses of the offer) by way of an underwritten 3:5 rights issue at an issue price of \$0.01 per Share.

**Chair** or **Chairman** means the person appointed to chair the Meeting convened by this Notice.

**Company** or **Platypus** or **PLP** means Platypus Minerals Ltd (ACN 008 894 442).

**Conditions Precedent** means the conditions precedent to completion of the Acquisition under the Term Sheet as specified in Section 1.2.2.

**Constitution** means the constitution of the Company.

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

**CRE** means Critical Elements Corporation (TSX-V: CRE), a company registered in Canada.

**Director** means a director of the Company.

**Explanatory Memorandum** means the explanatory memorandum attached to the Notice.

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

**Lemare Project** means the Lemare lithium project in the James Bay region of Quebec, Canada owned by CRE as specified in Section 1.3.2(a).

**Lemare Option** means binding option agreement between Lepidico and CRE dated 12 February 2016 on the terms specified in 1.3.2(a).

**Lemare Option Shares** means the Shares issued by the Company to CRE (or its nominees) in consideration for exercising the Lemare Option as specified in Section 1.3.2(a)(ii).

**Lepidico** means Lepidico Ltd (ACN 152 728 973).

**Lepidico Directors** means the directors of Lepidico at the date of this Notice.

**Lepidico Vendors** means the shareholders of Lepidico specified in Schedule 3.

**Majority Shareholder** means the specific Lepidico Vendors specified as being majority shareholders in Schedule 3.

**Minority Shareholder** means the specific Lepidico Vendors specified as being minority shareholders in Schedule 3.

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

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

**Term Sheet** means the binding term sheet dated 16 March 2016 between the Company and Lepidico.

**Option** in the context of the Securities of the Company, means an option to acquire a Share.

**Prospectus** means a prospectus issued by the Company for the purpose of the Capital Raising.

**Proxy Form** means the proxy form attached to the Notice.

**Resolution** means a resolution contained in the Notice.

**Rights Issue** means the Company's Capital Raising.

**Schedule** means a schedule to this Notice.

**Section** means a section contained in this Explanatory Memorandum.

**Securities** means the securities of the Company.

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

**Share Sale Agreement** means the formal share sale agreement dated 21 April 2016 between Platypus, Lepidico, the Lepidico Directors and the Majority Shareholders for the acquisition of their Lepidico Shares.

**Share Transfer Agreement** means the share transfer agreement between Platypus and the Minority Shareholders for the acquisition of their Lepidico Shares.

**Shareholder** means a shareholder of ordinary fully paid shares in the Company.

**VWAP** means a volume weighted average price.

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

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

## Schedule 2 – Unaudited Pro-forma Balance Sheet

Set out below is an unaudited consolidated Statement of Financial Position of Platypus Minerals as at 31 December 2015 adjusted for the Placement, the Acquisition, the capital raising post 31 December and proposed Fundraising

	Audit reviewed Consolidated 31 December 2015 A\$	Pro-forma Consolidated 31 December 2015 A\$
<b>ASSETS</b>		
<b>CURRENT ASSETS</b>		
Cash and cash equivalents	1,425,313	4,803,257
Trade and other receivables	42,929	265,860
Inventories	-	-
<b>TOTAL CURRENT ASSETS</b>	<b>1,468,242</b>	<b>5,069,117</b>
<b>NON-CURRENT ASSETS</b>		
Plant and equipment	6,012	476,012
Investment in Associated Company	100,000	4,900,000
Capitalised exploration expenditure	354,792	354,792
<b>TOTAL NON-CURRENT ASSETS</b>	<b>460,804</b>	<b>5,730,804</b>
<b>TOTAL ASSETS</b>	<b>1,929,046</b>	<b>10,799,921</b>
<b>LIABILITIES</b>		
<b>CURRENT LIABILITIES</b>		
Trade and other payables	75,698	231,957
Interest bearing liability	135,802	135,802
Provisions	50,483	50,483
<b>TOTAL CURRENT LIABILITIES</b>	<b>261,983</b>	<b>418,242</b>
<b>NON-CURRENT LIABILITIES</b>		
Trade and other payables	0	0
<b>TOTAL NON-CURRENT LIABILITIES</b>	<b>0</b>	<b>0</b>
<b>TOTAL LIABILITIES</b>	<b>261,983</b>	<b>418,242</b>
<b>NET ASSETS</b>	<b>1,667,063</b>	<b>10,381,679</b>
<b>EQUITY</b>		
Contributed equity	7,424,592	16,667,403
Reserves	555,750	555,750
Accumulated losses	-6,313,279	-6,851,474
<b>TOTAL EQUITY</b>	<b>1,667,063</b>	<b>10,381,679</b>

**Notes:** This unaudited consolidated pro forma Statement of Financial Position of the Company is based on the financial report as at 31 December 2015 (which was subjected to audit review), adjusted for the following post-31 December 2015 events:

- a capital raising of A\$342,859 by Platypus via placement of 68,571,845 Platypus Shares at \$0.005 per share announced on 4 February 2016;
- conversion of 50,000,000 of unlisted options at an exercise price of A\$0.01 each raising A\$500,000 (Appendix 3B announced on 16 March 2016 and 22 April 2016);
- completion of the Acquisition of Lepidico via the issue of 750,000,000 Platypus Shares to the Lepidico Vendors at a deemed price of \$0.006 per share;
- the issue of the Lemare Option Shares on the exercise of the Lemare Option, assuming the total number of Lemare Option Shares issued is 50,000,000 based on the same issue price as the Acquisition of Lepidico of \$0.006 per share and assuming parity between the Australian dollar and the Canadian dollar; and
- the proposed Capital Raising by Platypus via a 3:5 rights issue of 360,610,553 Platypus Shares at an issue price of A\$0.01 per share.

## Schedule 3 – Risks

- 3.1. Shareholders should be aware that if the Resolutions are approved, Platypus will be changing the scale of its activities. As a result, Platypus might become subject to various risk factors which do not necessarily apply to Platypus at present. Nevertheless, this is not unusual to the Company or its management team as the Company has previously operated on similar scales whilst exploring in Brazil (2004 – 2009) and in Indonesia (2010 – 2011). Based on the information available, a non-exhaustive list of risk factors associated with the Acquisition are as follows:

### 3.1.1. Government licenses and approvals

Platypus will hold properties located in Australia, Canada and Brazil.

Operations may be affected in varying degrees by government regulations with respect to, but not limited to, restrictions on production, price controls, export controls, foreign currency remittance, income taxes, expropriation of property, foreign investment, maintenance of claims, environmental legislation, land use, land claims of local people, water use and mine safety.

Failure to comply strictly with applicable laws, regulations and local practices relating to mineral rights applications and tenure, could result in loss, reduction or expropriation of entitlements. Outcomes in courts in other jurisdictions may be less predictable than in Australia, which could affect the enforceability of contracts entered into.

The occurrence of these various factors and uncertainties cannot be accurately predicted and could have an adverse effect on the operations of Platypus. Platypus has made its investment and strategic decisions based on the information currently available to the Directors, however should there be any material change in the political, economic, legal and social environments in Canada or Brazil, the Directors may reassess investment decisions and commitments to assets in these jurisdictions.

### 3.1.2. Title risk

Interests in exploration licences are governed by the national legislation in the relevant jurisdiction. The licences which grant the title to each property are subject to compliance with certain requirements, including lodgement of reports, payment of royalties and compliance with environmental conditions and environmental legislation. Consequently, as is the case in Australia, Platypus runs the risk of incurring penalties or loss of title to or its interest in its licences if these requirements are not met.

### 3.1.3. Joint venture parties, contractors and agents

The Directors are unable to predict the risk of financial failure or default by a participant in any joint venture to which the Company is, or may become a party, or insolvency or other managerial failure by any of the contractors used by the Company in any of its activities, or insolvency or other managerial failure by any of the other service providers used by the Company for any activity.

### 3.1.4. Environmental risk

Platypus's operations will be subject to various regulations regarding environmental matters. Development of each of the Platypus projects will be dependent on the relevant licences meeting environmental guidelines and gaining approvals by government authorities. Whilst Platypus intends to conduct its activities in an environmentally responsible manner, risks arise in relation to compliance with these regulations and approvals.

### **3.1.5. Unforeseen expenditure risk**

Expenditure may need to be incurred that has not been taken into account in the preparation of this Notice. If such expenditure is subsequently incurred, this may adversely affect the expenditure proposals of Platypus.

### **3.1.6. Additional requirements for capital**

The Directors expect that Platypus will have sufficient capital resources to enable Platypus to achieve its initial business objectives upon settlement of the Acquisition.

However, the Directors can give no assurances that such objectives will in fact be met without future borrowings or capital raisings. Additional equity financing may dilute shareholdings, and debt financing, if available, may involve restrictions on financing and operating activities. If Platypus is unable to obtain additional financing as needed, it may be required to reduce the scope of its operations and scale back its expansion and development programs. If Platypus is successful in meeting its initial objectives with respect to its projects and the L-Max® technology, then additional capital will be required to further develop its operations and pursue business opportunities.

### **3.1.7. Government policy changes and legal risk**

Government action or policy change in relation to access to lands and infrastructure, compliance with environmental regulations, export restrictions, taxation, royalties and subsidies may adversely affect Platypus's operations and financial performance.

The Platypus projects will be governed by a series of laws and regulations. Breaches or non-compliance with these laws and regulations can result in penalties and other liabilities. These may have a material adverse impact on the financial position, financial performance, cashflows, growth prospects and share price of Platypus.

These laws and regulations may be amended from time to time, which may also have a material adverse impact on the financial position, financial performance, cashflows, growth prospects and share price for Platypus. The legal and political conditions and any changes thereto are outside the control of Platypus.

The introduction of new legislation or amendments to existing legislation by government, developments in existing common law, or the respective interpretation of the legal requirements in any of the legal jurisdictions which govern Platypus's operations or contractual obligations, could impact adversely on the assets, operations and, ultimately, the financial performance of Platypus and the value of its Shares.

### **3.1.8. Competition risk**

The industry in which the Company will be involved is subject to domestic and global competition. While the Company will undertake all reasonable due diligence in its business decisions and operations, the Company will have no influence or control over the activities or actions of its competitors, whose activities or actions may, positively or negatively, affect the operating and financial performance of the Company's projects and business.

### **3.1.9. Reliance on key management**

The ongoing responsibility of overseeing the day-to-day operations and the strategic management of Platypus will depend substantially on its senior management and its key personnel, especially as it relates to administration, exploration and the L-Max® technology.

There can be no assurance given that there will be no detrimental impact on Platypus if one or more of these personnel cease their employment.

### **3.1.10. Management of growth**

There is a risk that management of Platypus will not be able to implement Platypus's growth strategy after completion of the Acquisition. The capacity of management, and

any future management that might be engaged, to properly implement and manage the strategic direction of Platypus may affect Platypus's financial performance.

### **3.1.11. International operations**

Any potential future operations of Platypus in overseas jurisdictions are subject to a number of risks, including:

- i. potential difficulties in enforcing agreements and collecting receivables through foreign local systems;
- ii. potential difficulties in protecting rights and interest in assets; and
- iii. restrictive governmental actions, such as imposition of trade quotas, tariffs and other taxes.

Any of these factors could materially and adversely affect Platypus's business, results of operations and financial condition.

### **3.1.12. Exploration, geological and development risks**

Mineral exploration and development is a speculative and high risk activity that requires large amounts of expenditure over extended periods of time and may be impeded by circumstances and factors beyond Platypus's control. The Company's ability to succeed in this process involves (amongst other things):

- i. discovery and proving-up, or acquiring, an economically recoverable mineral resource or reserve;
- ii. access to adequate capital throughout the acquisition/discovery and project development phases of a mineral exploration project;
- iii. securing and maintaining title to such mineral exploration projects;
- iv. obtaining required development consents and approvals necessary for the acquisition, exploration, development and production phases of the project; and
- v. accessing the necessary experienced operational staff, the applicable financial management and recruiting skilled contractors, consultants and employees.

There can be no assurance that forthcoming exploration programmes, or subsequent exploration programmes for its Gobbos Project in Western Australia or the exploration assets of Lepidico, will result in the realisation of the Company's objectives such as the discovery of an economic mineral resource. Even if an apparently viable mineral resource is identified, there is no guarantee that it can be economically exploited. Further, conclusions drawn during mineral exploration are subject to the uncertainties associated with all sampling techniques and to the risk of incorrect interpretation of geological, geochemical, geophysical, drilling and other data.

### **3.1.13. Operational & technical risks**

The operations of Platypus may be affected by various factors, including but not limited to:

- i. failure to locate or identify mineral deposits;
- ii. failure to achieve predicted grades in exploration and mining;
- iii. operational and technical difficulties encountered in mining;
- iv. insufficient or unreliable infrastructure, such as power, water and transport;
- v. difficulties in commissioning and operating plant and equipment;
- vi. mechanical failure or plant breakdown;
- vii. unanticipated metallurgical problems which may affect extraction costs;
- viii. adverse weather conditions;
- ix. industrial and environmental accidents;
- x. industrial disputes and labour shortages; and
- xi. unexpected shortages or increases in the costs of consumables, spare parts, plant and equipment.



#### **3.1.14. Commodity price fluctuations**

The Company is seeking to develop projects which will be reliant on the prices of various commodities including lithium, copper, gold and nickel. Commodity prices fluctuate and are affected by numerous factors beyond the control of the Company. These factors include worldwide and regional supply and demand for commodities, forward selling by producers and production cost levels, general world economic conditions and the outlook for interest rates, inflation and other economic factors on both a regional and global basis. These factors may have a positive or negative effect on the Company's exploration, project development and production plans and activities, together with the ability to fund those plans and activities.

#### **3.1.15. New Project Risk**

As part of its business strategy, the Company may make acquisitions of or significant investments in other resource or non-resource projects. Projects may be located in Australia or overseas. Should a suitable new business opportunity be identified, it will then need to be assessed for its technical, legal and commercial suitability. The Directors intend to consider whether there is a favourable risk-reward equation and whether an asset or project has quality management in place or has the ability to attract such management. There is no guarantee that any proposed acquisition of a new business or project will be completed or will be successful. Identification of a business or a project can take considerable time and consume significant cash resources.

#### **3.1.16. No profit to date and uncertainty of future profitability**

Platypus has incurred losses in the past and it is therefore not possible to evaluate Platypus's future prospects based on past performance. Platypus expects to make losses in the foreseeable future even though the L-Max® technology might become commercialised. Factors that will determine Platypus's future profitability are its ability to manage its costs, its ability to execute its development and growth strategies in relation to both exploration and the L-Max® technology, the success of its activities in a competitive market, the actions of competitors and regulatory developments. As a result, the extent of future profits, if any, and the time required to achieve sustainable profitability, is uncertain. In addition, the level of any such future profitability (or loss) cannot be predicted.

- 3.2.** The above list of risk factors should not be considered exhaustive of the risks faced by the Company or by investors in the Company. The above factors, and others not specifically referred to above may, in the future, materially affect the financial performance of the Company and the value of the Company's securities.

## Schedule 4 – Lepidico Vendors

Vendor	Lepidico Shares Held	Number of Platypus Shares received at Completion of the Acquisition (based on total of 750 Mil Platypus Shares being issued)
<b>Majority Shareholders</b>		
Strategic Metallurgy Pty Ltd	12,050,000	303,526,442
Potash West NL	3,850,000	96,977,328
Venture Frontier Limited	2,500,000	62,972,291
Horn Resources Pty Ltd	2,561,666	64,525,599
Robert P Van der Laan	1,500,001	37,783,400
GSM Becker & WM Becker <G & W Becker Family Trust>	1,250,000	31,486,145
GSM Becker & WM Becker <Becker S/F A/C>	250,000	6,297,229
Robert Van der Laan <Super A/C>	950,000	23,929,470
<b>Minority Shareholders</b>		
Wah Len Enterprises SDN BHD	1,000,000	25,188,916
The Salouk Investment Trust	930,000	23,425,692
John Khoo	620,000	15,617,128
Dennis Bell	500,000	12,594,458
David John Whitten	400,000	10,075,567
Frank Dumas	250,000	6,297,229
Chew Chuen	210,000	5,289,672
Chelaise Pty Ltd <Honeybunch Trust>	166,667	4,198,153
Melvista Holdings Pty Ltd <RJ & AM Simpson Family A/C>	133,333	3,358,522
Morlock (WA) Pty Ltd ATF <Provins Super Fund A/C>	133,333	3,358,522
KTM Enterprises (Japanese company)	100,000	2,518,892
Geomyn Consulting Pty Ltd <Michael Tyndall Family Trust>	100,000	2,518,892
Mark and Cindy Urbani Family Trust	85,000	2,141,058
Nicholas John Vines <The Vines Family Trust>	85,000	2,141,058
Lindsay Cahill	50,000	1,259,446
Peter Nesveda	30,000	755,667
Alex Madden	25,000	629,723
Nick Johnson	25,000	629,723
General Research GmbH	20,000	503,778
<b>Total Issued</b>	<b>29,775,000</b>	<b>750,000,000</b>

## Schedule 5– Terms of Share Sale Agreement

---

The Share Sale Agreement dated 21 April 2016 is between the Company, the Majority Shareholders, the Lepidico Directors, and Lepidico (**Share Sale Agreement**) and contains the following terms:

- (a) Subject to the satisfaction (or waiver) of the conditions precedent (specified in clause (b) below), the parties to the Share Sale Agreement agree that:
- (i) the Majority Shareholders agree to transfer 100% of their legal and beneficial entitlement in the Lepidico Shares to the Company; and
  - (ii) the Minority Shareholders agree to transfer 100% of their legal and beneficial entitlement to the Lepidico Shares to the Company pursuant to the terms of the Share Transfer Agreement (which is summarised in Schedule 5 of this Notice),

in consideration for a total of 750,000,000 fully paid ordinary shares in the capital of the Company at a deemed issue price of A\$0.006 per share (issued to the Lepidico Vendors in accordance with their respective holdings in Lepidico set out in Schedule 3 of the Notice ) (**Consideration Shares**) as one, indivisible transaction (**Completion**).

- (b) The conditions precedent to Completion under the Share Sale Agreement, must be satisfied (or waived by the Company) within 3 months from the date of the Share Sale Agreement (**End Date**), are as follows:
- (i) Due diligence – the Company undertaking and completing due diligence on the Lemare Project and the Lemare Option to the satisfaction of the Company (this condition must be satisfied or waived on or before 9 May 2016);
  - (ii) No breach of Agreement by Company – as at Completion, the Company has not materially breached the Share Sale Agreement;
  - (iii) No breach of agreements by Lepidico or the Vendors – as at Completion, none of the Vendors or Lepidico have materially breached the Share Sale Agreement or Share Transfer Agreement;
  - (iv) Warranties - Lepidico, Lepidico Directors and Lepidico Majority Shareholder warranties remaining materially true and correct at Completion;
  - (v) Shareholder approval – the Company obtaining all necessary shareholder approvals required under the Listing Rules and the Corporations Act to give effect to Completion and the transactions contemplated under the Share Sale Agreement;
  - (vi) Capital raising –the Company lodging an offer document in accordance with the Corporations Act and ASIC policy, in respect of a capital raising by way of an underwritten pro-rata rights issue for a minimum of AUD\$3.3 million (or such lesser amount as agreed by the parties in writing) at an issue price of \$0.01 per share;
  - (vii) No Material Adverse Change – no material adverse change occurring between the Execution Date and the date of Completion as determined by the Company in its sole discretion, acting reasonably;
  - (viii) Regulatory approvals and waivers – the Company obtaining, in a form satisfactory to the Company (acting reasonably), all statutory and regulatory approvals (including ASX and ASIC approvals) or waivers which are necessary to complete the share sale and which are otherwise required to carry out the transactions contemplated under the Share Sale Agreement (if required);
  - (ix) Minority Shareholder Documents – each of the Lepidico Minority Shareholders having delivered to the Company the Minority Shareholder documents (including the executed Share Transfer Agreement, executed transfer form in respect of their Lepidico Shares, executed application for Consideration Shares, executed restriction agreement in respect of the Consideration Shares) (Minority Shareholder Documents);
  - (x) Lemare Option - if directed to do so by the Company, Lepidico formally exercising the Lemare Option in accordance with its terms;
  - (xi) Restriction Agreements – each Vendor (being the Majority Shareholders and the Minority Shareholders) having delivered a duly executed restriction agreement to the

Company whereby each Lepidico Majority Shareholder and Nominated Vendor voluntarily escrows their Consideration Shares for 6 months from the date of their issue and each Lepidico Minority Shareholder voluntarily escrows their Consideration Shares for 3 months from the date of their issue.

- (c) From the date of execution of the Share Sale Agreement until Completion:
- (i) Lepidico must conduct its business and maintain its status quo, keep the Company informed and give the Company access to its business, its assets, staff, books of account and other records; and
  - (ii) The Company must keep Lepidico informed and give Lepidico access to its assets, staff and books of account and other records.
- (d) At Completion, the Lepidico Directors and the Majority Shareholders must:
- (i) deliver to Platypus duly executed instruments of transfer in respect of their Lepidico shares (along with any share certificates or an indemnity in favour of the Company in respect of any missing share certificates);
  - (ii) a duly completed application form from each of the Lepidico Directors and the Lepidico Majority Shareholders for the issue of the Consideration Shares to each of the Lepidico Directors and the Lepidico Majority Shareholders;
  - (iii) a duly executed restriction agreement from each of the Lepidico Directors and the Lepidico Majority Shareholders in respect of their Consideration Shares;
  - (iv) deliver or procure Lepidico or any of its subsidiaries (as applicable) to deliver to the Company the duly executed and completed Minority Shareholder Documents;
  - (v) procure that a directors' meeting of Lepidico (and its subsidiaries) is held for the purpose of approving the transfer of the Lepidico Shares and the reconstitution of the Lepidico Board.
- (e) At Completion, the Company must:
- (i) issue the Consideration Shares to the Lepidico Vendors in the proportions set out in Schedule 3 of the Notice;
  - (ii) procure the resignation of one of its current directors; and
  - (iii) subject to receipt of the necessary directors consents, appoint the director nominated by Lepidico as a non-executive director of Platypus.
- (f) Lepidico agrees that on and from the Share Sale Agreement's execution date until the End Date (or any earlier termination of the Share Sale Agreement), in respect of the Lemare Option and its dealings with CRE, Lepidico must:
- (i) immediately comply with a written direction provided by Platypus to exercise the Lemare Option; and
  - (ii) subject to clause (g) below, not undertake any action or exercise any right under the Lemare Option without obtaining the prior written consent of the Company.
- (g) The Company may only direct Lepidico to not exercise the Lemare Option where:
- (i) the Company has first provided Lepidico with the relevant information (arising as a result of its due diligence investigations or otherwise), upon which the Company has formed the view that it is not in the best interests of both Lepidico and the Company, for Lepidico to exercise the Lemare Option; and
  - (ii) subsequent to the Company complying with its obligations pursuant to sub-clause (i) above(i), Lepidico gives the Company written notice that it agrees that it is not in the best interests of both Lepidico and the Company for Lepidico to exercise the Lemare Option.
- (h) In the event that the Company directs Lepidico to exercise the Lemare Option, the parties agree that:

- For personal use only
- (i) subject to the Company obtaining all necessary shareholder and regulatory approvals, the Company will issue C\$500,000 worth of fully paid ordinary shares to CRE at the 5-day volume weighted average price commencing on the trading day immediately following Completion;
  - (ii) Lepidico will pay CRE C\$35,000 before 10 May 2016; and
  - (iii) Lepidico will pay CRE C\$35,000 before 9 September 2016,

and otherwise in accordance with the terms of the Lemare Option.

- (i) Lepidico, the Majority Shareholders and the Lepidico Directors provide warranties and representations for the benefit of the Company that are standard for an agreement of this type.
- (j) The Company provides warranties and representations for the benefit of the Majority Shareholders that are standard for an agreement of this type.
- (k) The Company may either terminate this Agreement or seek specific performance at any time prior to Completion by notice in writing to the Majority Shareholders if the Majority Shareholders fail to comply with any of their material obligations under the Share Sale Agreement prior to Completion and the Majority Shareholders fail to remedy the breach (if the breach is capable of remedy) or comply with its obligations within 3 Business Days of the Company's notice to the Majority Shareholders detailing the Majority Shareholders' breach or default as the case may be.
- (l) The Majority Shareholders may terminate this Agreement or seek specific performance at any time prior to Completion by notice in writing to the Company if the Company fails to comply with any of its material obligations under the Share Sale Agreement prior to Completion and the Company fails to remedy the breach (if the breach is capable of remedy) or comply with its obligations within 3 Business Days of the Majority Shareholders' notice to the Company detailing the breach or default as the case may be.
- (m) The Share Sale Agreement otherwise contains rights and obligations in respect of the parties that are customary for an agreement of this nature.

## Schedule 6 – Terms of Share Transfer Agreement

---

The Share Transfer Agreement is short form binding letter agreement between the Company and each Minority Shareholder (**Share Transfer Agreement**) and contains the following terms:

- (a) Subject to the satisfaction (or waiver) of the conditions precedent (specified in clause (b) below), the Minority Shareholder agrees to transfer 100% of their legal and beneficial entitlement in their Lepidico Shares to the Company in consideration for a specific number of fully paid ordinary shares in the capital of the Company (issued to the Minority Shareholders in accordance with their respective entitlement set out in Schedule 3 of the Notice) (**Consideration Shares**).
- (b) The conditions precedent to Completion under the Share Transfer Agreement, must be satisfied (or waived by the Company) within 3 months from the date of the formal Share Sale Agreement (**End Date**), and are as follows:
  - (i) the formal Share Sale Agreement (summarised in Schedule 4 of the Notice) becoming unconditional; and
  - (ii) the Minority Shareholder providing the Company with a duly completed application form for their respective entitlement of Consideration Shares.
- (c) To accept the offer contained in the Share Transfer Agreement, the Minority Shareholder must sign and return the Share Transfer Agreement by no later than 30 April 2016.
- (d) Upon satisfaction of the conditions precedent, the Company will, within two business days, issue the respective entitlement of Consideration Shares to the Minority Shareholder at a deemed issue price of A\$0.006 per share.
- (e) The Minority Shareholder must enter into a voluntary escrow agreement whereby the Consideration Shares are to be escrowed for a period of 3 months from the date they are issued.
- (f) The Minority Shareholder provides warranties and representations for the benefit of the Company that are standard for an agreement of this type.
- (g) The Share Transfer Agreement otherwise contains rights and obligations in respect of the parties that are customary for an agreement of this nature.

## PROXY FORM

The Secretary

Platypus Minerals d (ACN 008 894 442)

**By Post:** Level 1, 254 Railway Parade, West Leederville, WA

**By facsimile:** +61 8 9363 7801

**Name of**

**Shareholder:**

**Address of**

**Shareholder:**

**Number of Shares**

**entitled to vote:**

Please mark ☒ to indicate your directions. Further instructions are provided overleaf.

Proxy appointments will only be valid and accepted by the Company if they are made and received no later than 48 hours before the meeting.

### Step 1 – Appoint a Proxy to Vote on Your Behalf

**The Chairman of the Meeting (mark box)**

☐

**OR** if you are **NOT** appointing the Chairman of the meeting as your proxy, please write the name of the person or body corporate (excluding the registered shareholder) you are appointing as your proxy

or failing the person so named or, if no person is named, the Chairman of the Meeting or the Chairman'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 at the General Meeting to be held at The Vic Hotel, 226 Hay Street, Subiaco, WA 6008 on 30 May 2016 at 11:00 am (WST) and at any adjournment thereof.

**Chair authorised to exercise undirected proxies on remuneration related resolutions:** The Chair of the Meeting intends to vote all available proxies in favour of Resolutions 1-4. If the Chair of the Meeting is your proxy or is appointed your proxy by default, unless you indicate otherwise by ticking either the 'for', 'against' or 'abstain' box in relation to Resolutions 1- 4, you will be authorising the Chair to vote in accordance with the Chair's voting intentions on Resolutions 1- 4 even if Resolutions 1- 4 are connected directly or indirectly with the remuneration of a member of Key Management Personnel.

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

### Step 2 – Instruction as to Voting on Resolution

The proxy is to vote for or against the Resolution referred to in the Notice as follows:

	FOR	AGAINST	ABSTAIN
Resolution 1: Change of Scale of Activities	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 2: Issue of Shares to Lepidico Vendors	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 3: Issue of Lemare Option Shares to Critical Elements Corporation	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 4: Ratification of Prior Share Issues			
(a) Advisory Shares	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
(b) Placement Shares	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

### Authorised signature/s

This section must be signed in accordance with the instructions overleaf to enable your voting instructions to be implemented.

Individual or Shareholder 1

Shareholder 2

Shareholder 3

Sole Director and Sole Company Secretary

Director

Director/Company Secretary

Contact Name

Contact Daytime Telephone

Date

## Proxy Notes:

**Voting Restrictions applying to Key Management Personnel:** If you appoint a member of the Key Management Personnel of the Company or one of their closely related parties as your proxy, that person will not be able to cast your votes on the Resolutions unless you direct them how to vote, or the Chair of the Meeting is your proxy. "Key Management Personnel" is defined in the Explanatory Memorandum and includes each of the Directors of the Company, all those executives named in the Remuneration Report, and any other persons who are the Company's Key Management Personnel at the date of the Meeting.

A Shareholder entitled to attend and vote at the Meeting may appoint a natural person as the Shareholder's proxy to attend and vote for the Shareholder at that Meeting. If the Shareholder is entitled to cast 2 or more votes at the Meeting the Shareholder may appoint not more than 2 proxies. Where the Shareholder appoints more than one proxy the Shareholder may specify the proportion or number of votes each proxy is entitled to exercise. If such proportion or number of votes is not specified each proxy may exercise half of the Shareholder's votes. A proxy may, but need not be, a Shareholder of the Company.

If a Shareholder appoints a body corporate as the Shareholder's proxy to attend and vote for the Shareholder at that Meeting, the representative of the body corporate to attend the Meeting must produce the Certificate or Appointment of Representative prior admission. A form of the certificate may be obtained from the Company's share registry.

You must sign this form as follows in the spaces provided:

Joint Holding: where the holding is in more than one name all of the holders must sign.

Power of Attorney: if signed under a Power of Attorney, you must have already lodged it with the registry, or alternatively, attach a certified photocopy, of the Power of Attorney to this Proxy Form when you return it.

Companies: a Director can sign jointly with another Director or Company Secretary. A sole Director who is also a sole Company Secretary can also sign. Please indicated the office held by signing in the appropriate space.

If a representative of the corporation is to attend the Meeting the appropriate "Certificate of Appointment of Representative" should be produced prior to admission. A form of the certificate may be obtained from the Company's Share Registry.

Proxy Forms (and the power of attorney or other authority, if any, under which the Proxy Form is signed) or a copy or facsimile which appears on its face to be an authentic copy of the Proxy Form (and the power of attorney or other authority) must be deposited at or received at Level 1, 254 Railway Parade, West Leederville, WA or by facsimile +61 8 9363 7801 not less than 48 hours prior to the time of commencement of the Meeting (WST).