

Form 604

Corporations Act 2001
Section 671B

Notice of change of interests of substantial holder

To Company Name/Scheme Lepidico Ltd
ACN/ARSN 008 894 442

1. Details of substantial holder (1)

Name Galaxy Resources Limited and the entities listed in Annexure A (GXY Group Entities)
ACN/ARSN (if applicable) 071 976 442

There was a change in the interests of the substantial holder on 5/06/2019

The previous notice was given to the company on 13/10/2017

The previous notice was dated 13/10/2017

2. Previous and present voting power

The total number of votes attached to all the voting shares in the company or voting interests in the scheme that the substantial holder or an associate (2) had a relevant interest (3) in when last required, and when now required, to give a substantial holding notice to the company or scheme, are as follows:

Class of securities (4)	Previous notice		Present notice	
	Person's votes	Voting power (5)	Person's votes	Voting power (5)
Ordinary shares	291,750,910	12%	411,111,112	10.99%

3. Changes in relevant interests

Particulars of each change in, or change in the nature of, a relevant interest of the substantial holder or an associate in voting securities of the company or scheme, since the substantial holder was last required to give a substantial holding notice to the company or scheme are as follows:

Date of change	Person whose relevant interest changed	Nature of change (6)	Consideration given in relation to change (7)	Class and number of securities affected	Person's votes affected
08/11/2017	Galaxy Resources Limited	Participation in Lepidico Limited's entitlement issue	\$486,251.52	48,625,152 fully paid ordinary shares	48,625,152
08/11/2017	GXY Group Entities	Each entity listed in Annexure A has a relevant interest under section 608(3) of the Corporations Act which arises in respect of the shares held by Galaxy Resources Limited and which changed as per the above description.	N/A	As above.	As above.
1/10/2018	Galaxy Resources Limited	Participation in Lepidico Limited's entitlement issue	\$923,877.89	48,625,152 fully paid ordinary shares	48,625,152
1/10/2018	GXY Group Entities	Each entity listed in Annexure A has a relevant	N/A	As above.	As above.

		interest under section 608(3) of the Corporations Act which arises in respect of the shares held by Galaxy Resources Limited and which changed as per the above description.			
25/03/2019	Galaxy Resources Limited	On market sale	\$196,000	7,000,000 fully paid ordinary shares	7,000,000
25/03/2019	GXY Group Entities	Each entity listed in Annexure A has a relevant interest under section 608(3) of the Corporations Act which arises in respect of the shares held by Galaxy Resources Limited and which changed as per the above description.	N/A	As above.	As above.
25/03/2019	Galaxy Resources Limited	On market sale	\$84,000	3,000,000 fully paid ordinary shares	3,000,000
25/03/2019	GXY Group Entities	Each entity listed in Annexure A has a relevant interest under section 608(3) of the Corporations Act which arises in respect of the shares held by Galaxy Resources Limited and which changed as per the above description.	N/A	As above.	As above.
26/03/2019	Galaxy Resources Limited	On market sale	\$26,000	1,000,000 fully paid ordinary shares	1,000,000
26/03/2019	GXY Group Entities	Each entity listed in Annexure A has a relevant interest under section 608(3) of the Corporations Act which arises in respect of the shares held by Galaxy Resources Limited and which changed as per the above description.	N/A	As above.	As above.
26/03/2019	Galaxy Resources Limited	On market sale	\$200,030.35	8,001,214 fully paid ordinary shares	8,001,214
26/03/2019	GXY Group Entities	Each entity listed in Annexure A has a relevant interest under section 608(3) of the Corporations Act which arises in respect of the shares held by Galaxy Resources	N/A	As above.	As above.

		Limited and which changed as per the above description.			
05/06/2019	Galaxy Resources Limited	Participation in Lepidico Limited's entitlement issue	\$1,192,222.25	41,111,112 fully paid ordinary shares	41,111,112
05/06/2019	GXY Group Entities	Each entity listed in Annexure A has a relevant interest under section 608(3) of the Corporations Act which arises in respect of the shares held by Galaxy Resources Limited and which changed as per the above description.	N/A	As above.	As above.

4. Present relevant interests

Particulars of each relevant interest of the substantial holder in voting securities after the change are as follows:

Holder of relevant interest	Registered holder of securities	Person entitled to be registered as holder (8)	Nature of relevant interest (6)	Class and number of securities	Person's votes
Galaxy Resources Limited	Galaxy Resources Limited	Galaxy Resources Limited	Relevant interest under section 608(1)(a) of the Corporations Act as the registered holder of the shares.	411,111,112 fully paid ordinary shares	411,111,112
GXY Group Entities	Galaxy Resources Limited	Galaxy Resources Limited	Each GXY Group Entity is an associate of GXY pursuant to section 12(2)(a)(i) of the Corporations Act and has a relevant interest in all of the shares referred to above by virtue of section 608(3) of the Corporations Act.	411,111,112 fully paid ordinary shares	411,111,112

5. Changes in association

The persons who have become associates (2) of, ceased to be associates of, or have changed the nature of their association (9) with, the substantial holder in relation to voting interests in the company or scheme are as follows:


Name and ACN/ARSN (if applicable)	Nature of association
Galaxy Lithium Pty Ltd (ACN 153 254 865)	Ceased to be a subsidiary of Galaxy Resources Limited
Galaxy Resources Share Plan Pty Ltd (ACN 169 574 476)	Ceased to be a subsidiary of Galaxy Resources Limited
Galaxy Lithium (BC) Limited	Ceased to be a subsidiary of Galaxy Resources Limited
Galaxy Lithium Holdings LLC	Ceased to be a subsidiary of Galaxy Resources Limited
Galaxy Lithium (US) Inc.	Ceased to be a subsidiary of Galaxy Resources Limited
Golden Cross Company LLC	Ceased to be a subsidiary of Galaxy Resources Limited

6. Addresses

The addresses of persons named in this form are as follows:

Name	Address
Galaxy Resources Limited	Level 4, 21 Kintail Road Applecross WA 6153
GXY Group Entities	See Annexure A

Signature

print name	John Sanders	capacity	Company Secretary
sign here		date	10/06/2019

DIRECTIONS

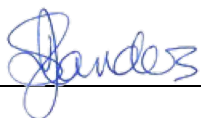
- (1) If there are a number of substantial holders with similar or related relevant interests (eg. a corporation and its related corporations, or the manager and trustee of an equity trust), the names could be included in an annexure to the form. If the relevant interests of a group of persons are essentially similar, they may be referred to throughout the form as a specifically named group if the membership of each group, with the names and addresses of members is clearly set out in paragraph 6 of the form.
 - (2) See the definition of "associate" in section 9 of the Corporations Act 2001.
 - (3) See the definition of "relevant interest" in sections 608 and 671B(7) of the Corporations Act 2001.
 - (4) The voting shares of a company constitute one class unless divided into separate classes.
 - (5) The person's votes divided by the total votes in the body corporate or scheme multiplied by 100.
 - (6) Include details of:
 - (a) any relevant agreement or other circumstances because of which the change in relevant interest occurred. If subsection 671B(4) applies, a copy of any document setting out the terms of any relevant agreement, and a statement by the person giving full and accurate details of any contract, scheme or arrangement, must accompany this form, together with a written statement certifying this contract, scheme or arrangement; and
 - (b) any qualification of the power of a person to exercise, control the exercise of, or influence the exercise of, the voting powers or disposal of the securities to which the relevant interest relates (indicating clearly the particular securities to which the qualification applies).See the definition of "relevant agreement" in section 9 of the Corporations Act 2001.
 - (7) Details of the consideration must include any and all benefits, money and other, that any person from whom a relevant interest was acquired has, or may, become entitled to receive in relation to that acquisition. Details must be included even if the benefit is conditional on the happening or not of a contingency. Details must be included of any benefit paid on behalf of the substantial holder or its associate in relation to the acquisitions, even if they are not paid directly to the person from whom the relevant interest was acquired.
 - (8) If the substantial holder is unable to determine the identify of the person (eg. if the relevant interest arises because of an option) write "unknown".
 - (9) Give details, if appropriate, of the present association and any change in that association since the last substantial holding notice.
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Annexure "A"

Galaxy Resources Limited ACN 071 976 442

This is Annexure "A" of 1 page referred to in the Form 604 (Notice of change of interests of substantial holder)

Signed by:



John Sanders, Company Secretary

Date:

10 June 2019

GXY Group Entities

ENTITY	ACN	ADDRESS
Galaxy Lithium Australia Limited	130 182 099	Level 4, 21 Kintail Road, Applecross WA 6153
General Mining Corporation Limited	125 721 075	Level 4, 21 Kintail Road, Applecross WA 6153
Galaxy Lithium (Sal de Vida) S.A	Not Applicable	c/- Level 4, 21 Kintail Road, Applecross WA 6153
Galaxy Lithium One Inc.	Not Applicable	c/- Level 4, 21 Kintail Road, Applecross WA 6153
Galaxy Lithium One (Quebec) Inc.	Not Applicable	c/- Level 4, 21 Kintail Road, Applecross WA 6153
Galaxy Lithium (Canada) Inc.	Not Applicable	c/- Level 4, 21 Kintail Road, Applecross WA 6153
Galaxy Lithium (Ontario) Inc.	Not Applicable	c/- Level 4, 21 Kintail Road, Applecross WA 6153
Galaxy Resources International Limited	Not Applicable	c/- Level 4, 21 Kintail Road, Applecross WA 6153
Galaxy Lithium Holdings BV	Not Applicable	c/- Level 4, 21 Kintail Road, Applecross WA 6153
Galaxy Lithium (Colorado) Inc.	Not Applicable	c/- Level 4, 21 Kintail Road, Applecross WA 6153