Lightning Minerals

Entering Lithium Valley, Brazil: A Transformative Acquisition

Expanding Lightning Minerals' Influence in Global Lithium

April 2024

ASX : L1M

lightningminerals.com.au

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Proposed Acquisition in Brazil
The Strategic Rationale

Lightning Minerals

Complementary to Lightning's existing portfolio of clean energy metals exploration projects

Aligned with L1M's strategic vision of the exploration and extraction of critical metals vital for meeting the global demand in transitioning towards cleaner energy sources.

Lithium relents as a key component to the energy transition for various industries including electric vehicles, renewable energy storage, and electronics.

Access to the World-Class "Lithium Valley", an emerging globally significant lithium region

100% of Brazil's known Lithium Reserves are in Minas Gerais, including Latin Resources (ASX:LRS), Lithium Ionic Corp (TSXV:LTH), and Sigma Lithium (NASDAQ:SGML).

Brazil has the opportunity to attract international investment and is motivated to harness its abundant resources effectively. Additional value creation for Brazil through potential downstream industries including processing and manufacturing.

An established mining friendly jurisdiction providing accelerated project development timelines.

Opportunity to leverage on the ground expertise to maximise value

A team with experience across all locations, providing opportunity for L1M's highly credentialled executive and management team to unlock significant operational and commercial synergies.

Brazil Transaction Overview

Lightning Minerals

Consideration Shares	22,142,857 shares in the Company (L1M Shares) to the value of A$1,550,000 based on an issue price of A$0.07 per L1M Share 6,000,000 L1M options, with an exercise price at a 50% premium to the L1M Share price of A$0.07 and an expiry date of three years from the date of issue
Milestone Shares	Milestone 1: 14,285,714 L1M Shares based on the Company delineating a JORC compliant mineral resource on the tenements of at least 5Mt grading at least 1.0% Li_2O within three years from completion of the transaction; Milestone 2: 14,285,714 L1M Shares based on the Company delineating a JORC compliant mineral resource on the tenements of at least 10Mt grading at least 1.0% Li_2O within four years from completion of the transaction; Milestone 3: 11,428,571 L1M Shares based on the Company delineating a JORC compliant mineral resource on the Tenements of at least 30Mt grading at least 1.0% Li_2O within five years from completion of the transaction

Exclusive Option

Project	Option Period	Option Fee	Monthly Fee (US$)	Option Exercise (US$)	Bonus (US$)	Royalty	Status
Caraíbas	24 month	100K (Paid)	5K	1M per tenement	Nil	Nil	Landowner signed
Sidrônio	12 month	70K (Paid)	Nil	200K per tenement	200K if 10Mt @ 1.3% Li20 or greater	1% NSR	Landowner signed

Capital Raising

Capital raise A$1.50 Million at an issue price of A$0.07 to issue 21,428,571 shares plus a 1:2 L1MO option at current L1MO option terms

Why Lightning Minerals?

Lightning Minerals

A global player with strategic assets in **Brazil, Australia, and Canada**, tapping into established mining jurisdictions with excellent potential

Optimal timing for the company to capitalise on opportunities in the **Lithium sector**

Exploration across suite of global assets, **committed to discovery**, with substantial upside potential awaiting investors

Motivated, **proven team** with a successful track record ready to leverage project prospectivity, local and international relationships and industry expertise

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Capital Structure Pre VS Post Transaction

$0.074
Share Price (17 Apr 2024)

$3.2M
Market Cap

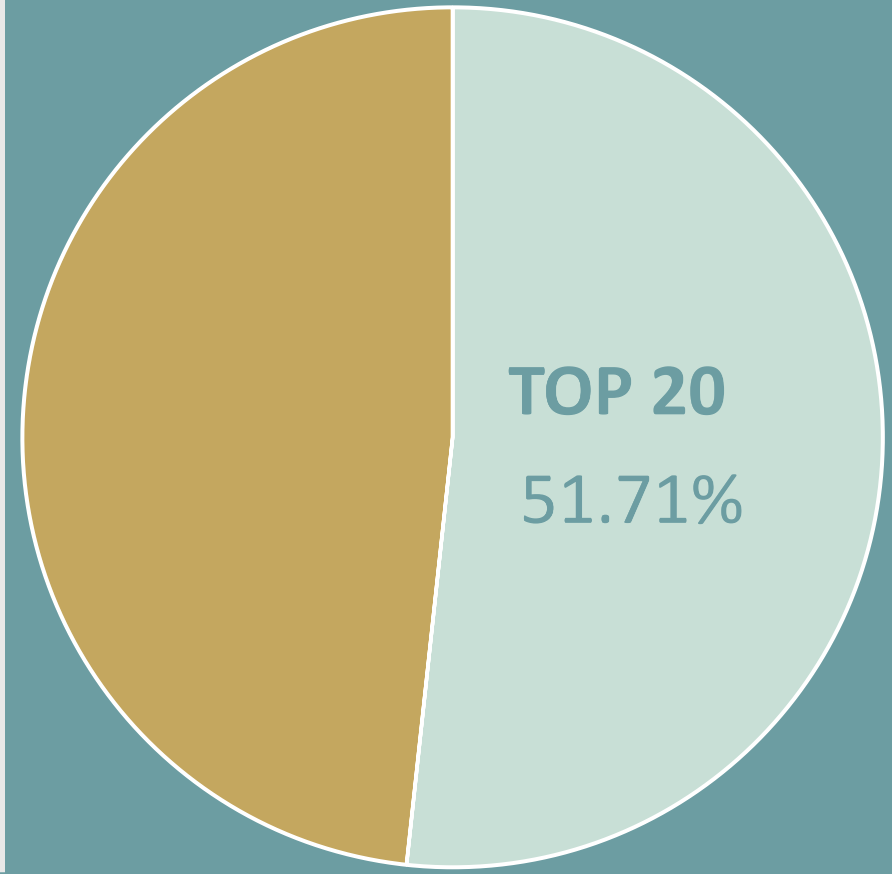
$2.57M
Cash (31 Dec 2023)

Pre-Transaction

49.9M	**27M**	**11M**	**6M**
Shares on Issue	Listed Options	Unlisted Options	Performance Rights

Post-Transaction

99.3M	**37M**	**17M**	**45M**
Shares on Issue	Listed Options	Unlisted Options	Performance Rights



See Appendix 4 for Top 20 Holders

ASX : L1M

Team

Alex Biggs MANAGING DIRECTOR

Mr Biggs is a qualified Mining Engineer and Mechanical Engineer. He has over 20 years' experience in the engineering and mining sectors including corporate, operations, consulting and finance, including capital raising, both equity and debt as well as deal structuring and significant commercial expertise. Mr Biggs is currently a Non-Executive Director at Metals Australia Ltd (ASX) and previously Managing Director of Critical Resources Ltd (ASX). He has held management and operational positions at Venturex Resources, Palisade Capital Corporation, Barrick Gold as well as Principal level positions in consultancy and advisory capacities. Mr Biggs is a Member of the Australian Institute of Mining and Metallurgy and a graduate of the Western Australian School of Mines.

Craig Sharpe INTERIM NON-EXECUTIVE CHAIRMAN

Mr Sharpe has over 25 years' experience in the finance industry across a variety of roles including foreign exchange, management, institutional and equity sales. He has a BCom in Economics and Finance, an MBA and is a graduate of the Australian Institute of Company Directors and possesses a large network of investor and industry professionals across the Asia Pacific region. Mr Sharpe has advised and worked with many companies in relation to IPO's, raising capital and planning . He is also the Non-Executive Chairman of Mithril Resources Limited (ASX:MTH).

Francesco Cannavo NON-EXECUTIVE DIRECTOR

Mr Cannavo is an experienced public company director and entrepreneur with significant business and investment experience across a number of industries, including mining and natural resources. He has a strong network of investors and industry contacts throughout the Asia-Pacific region and has extensive experience in capital raises, investments and initial public offerings. Mr Cannavo has been instrumental in assisting several listed and unlisted companies achieve their growth strategies through the raising of capital and the acquisition of assets. He is currently a Non-Executive Director of mining exploration companies Golden Mile Resources Ltd (ASX) and Western Mines Group Ltd (ASX).

The Electric Revolution and Critical Minerals Market

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Policy Driven Change

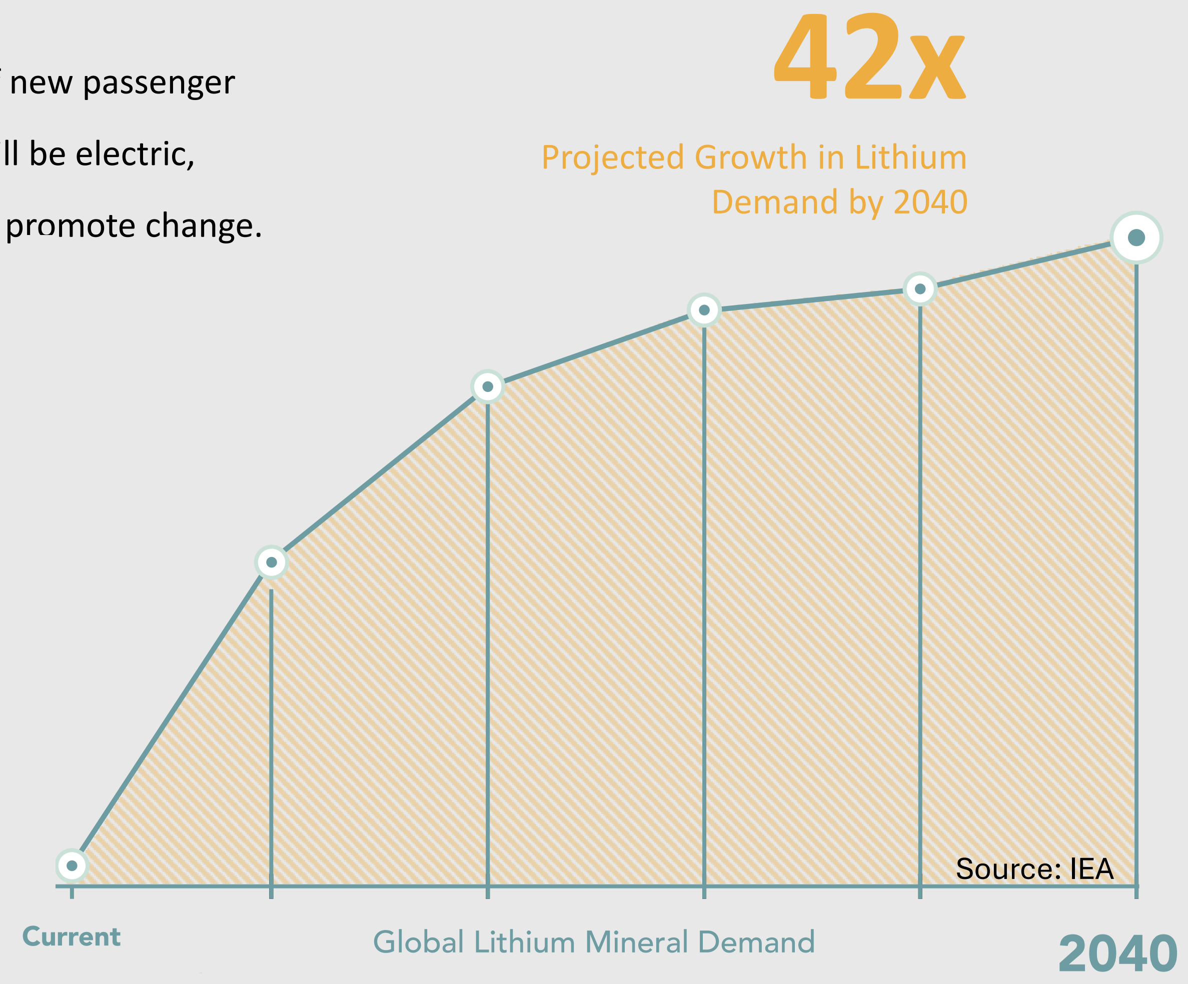
A substantial rise in critical minerals is needed to swiftly deploy clean energy technologies as per global government policies.

Mass Adoption

By 2035, more than half of new passenger vehicles sold worldwide will be electric, without further policies to promote change.

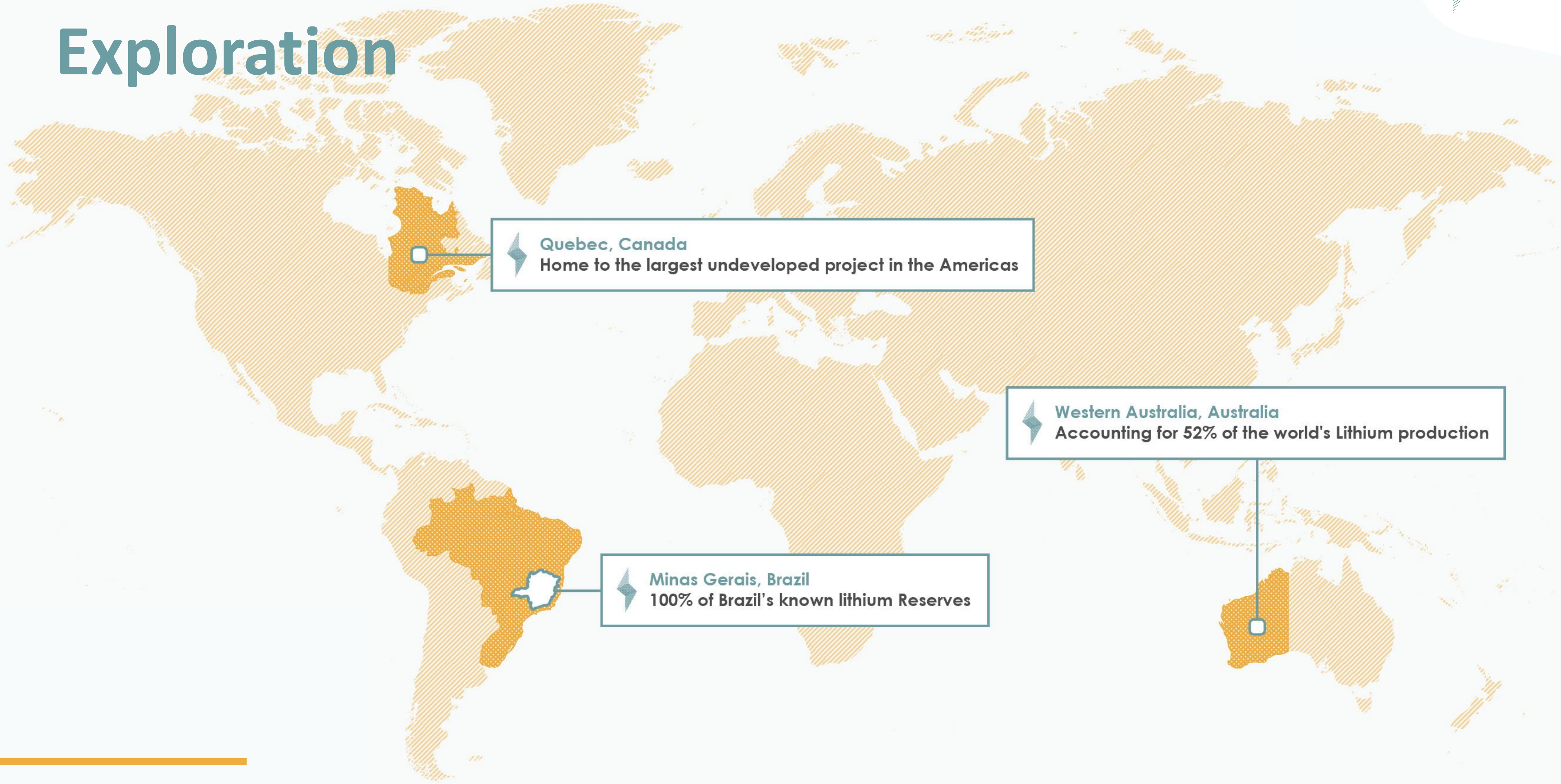
Right Commodity

Critical minerals demand to rise by as much as 6 times, but individual minerals led by Lithium to rise even faster. We believe in the thematic and its longevity.

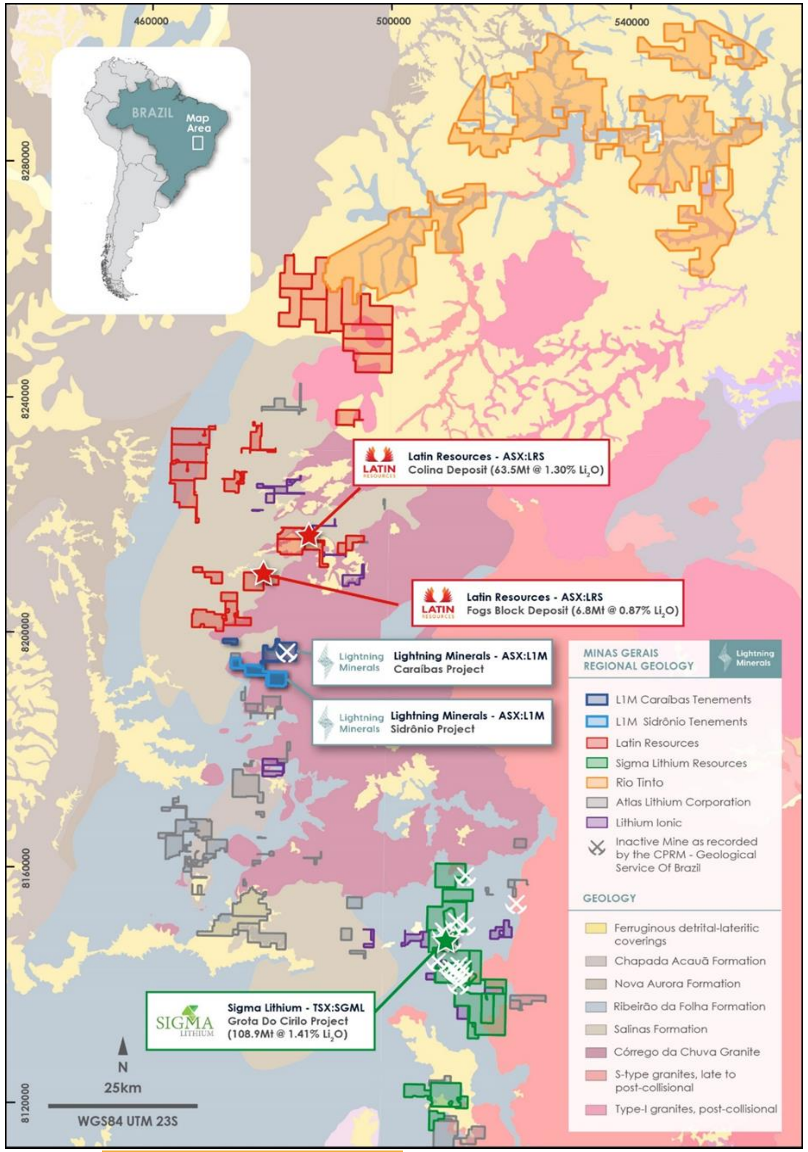


Global Lithium Exploration

Lightning Minerals



Entering Brazil



Exploration in an emerging region, rich in proven significant Resources.

Opportunity for discovery in a highly prospective region.

Previous Lithium exploration has yielded notable success within brief timeframes, showcasing Minas Gerais' prospectivity.

De-risked permitting and development process through the success of existing companies in development and mining phases.

Provides blueprint for navigating regulatory procedures and mitigating potential project hurdles.

ASX : L1M

Minas Gerais Brazil	**Western Australia** Australia	**Quebec** Canada

Brazil: A Clear Path to Mining

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Pre-2017	SGML	Discovery
JAN 2019	SGML	Maiden MRE
MAR 2022	LRS	Discovery
MAY 2022	LTH	Discovery
DEC 2022	LRS	Maiden MRE
DEC 2022	LTH	Maiden MRE
APR 2023	SGML	Mining

Sigma Lithium (NASDAQ: SGML) - Grota do Cirilo Project Current Resource: 108.9Mt @ 1.41% $Li_2 0$ (94.3Mt @ 1.40% $Li_2 0$ Measured and Indicated, 14.6Mt @ 1.37% $Li_2 0$ Inferred)

Latin Resources (ASX: LRS) - Colina Project Current Resource: 70.3Mt @ 1.27% $Li_2 0$ (1.73Mt @ 1.47% $Li_2 0$ Measured, 39.29 Mt @ 1.36% $Li_2 0$ Indicated, 29.26Mt @1.13% $Li_2 0$ Inferred)

Lithium Ionic (TSXV: LTH) - Bandeira Project Current Resource: 29.5Mt @ 1.37% $Li_2 0$ (13.72 Mt @ 1.40% $Li_2 0$ Measured + Indicated), 15.79Mt @ 1.34% $Li_2 0$ Inferred)

Caraíbas and Sidrônio Projects

Location

3,372 Ha in the Eastern Brazilian Pegmatite Province “Lithium Valley” of Minas Gerais.

20km south of Latin Resources’ (ASX: LRS) Colina project (70.3Mt @ 1.27% Li_2O) and Sigma Lithium’s (NASDAQ: SGML) Grota do Cirilo project (108.9Mt @ 1.41% Li_2O).

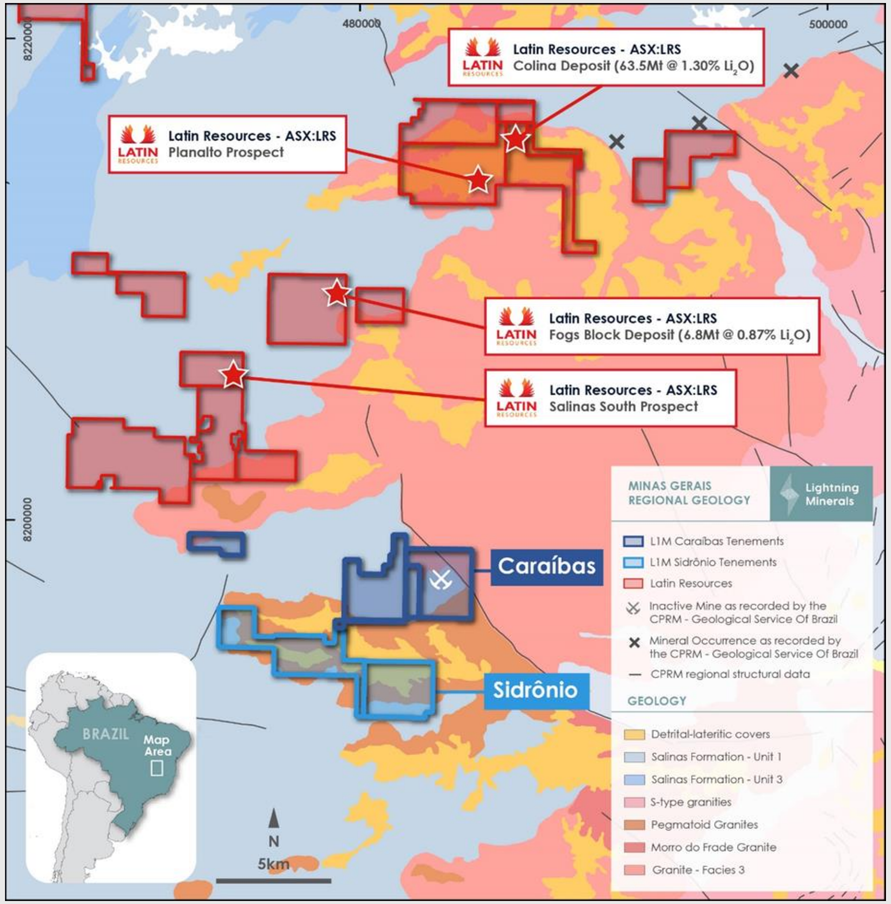
Positive Results and Indicators

Historic workings at Caraíbas project demonstrate presence of lithium bearing pegmatites.

Three rock chip samples were taken from the site with peak assay results of 0.53% Li_2O, 1,245 ppm Tantalum, 1,175 ppm Rubidium and 1,455 ppm Caesium[16].

Sidrônio project earlier stage but underlying geology prospective.

Strong similarities in the host geology (Salinas Formation), aeromagnetic geophysics and proximity to fertile granites encountered at both the Colina and Grota do Cirilo projects.



Minas Gerais
Brazil

Western Australia
Australia

Quebec
Canada

Caraíbas and Sidrônio Projects

Strong Regional Geology

Regional trends in aeromagnetic features suggest structural trends similar to those at nearby Colina and Fogs Block Lithium deposits.

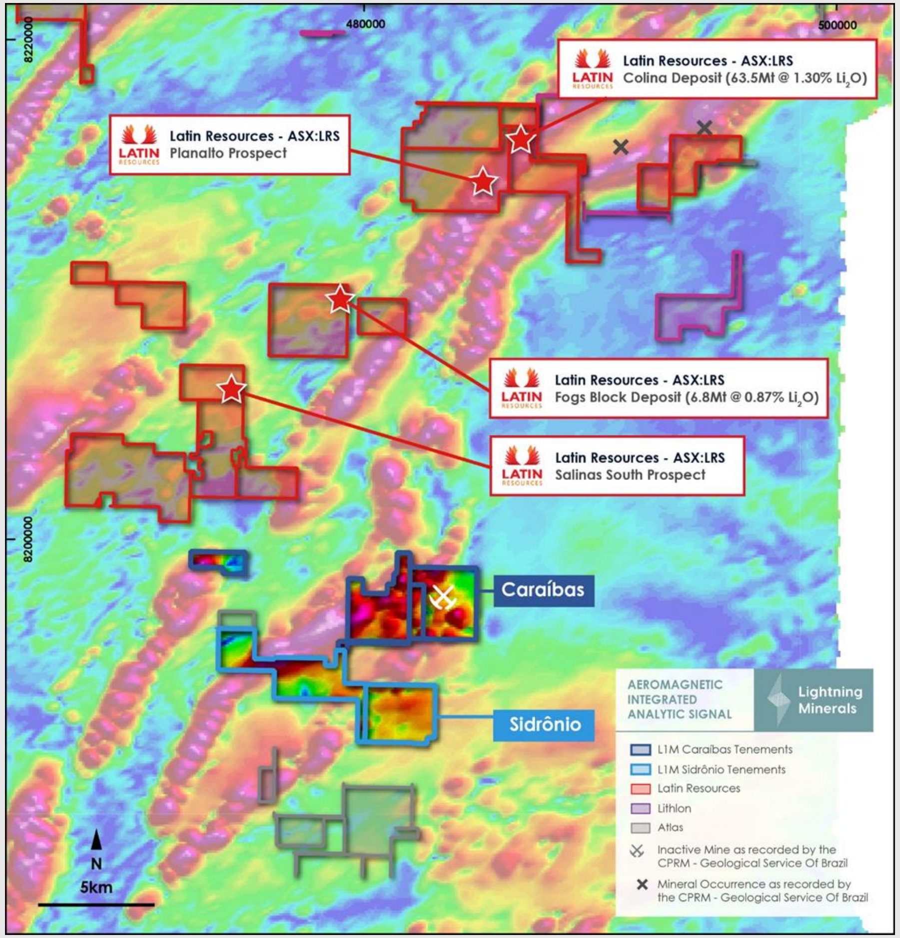
Coupled with historic sampling and strong indicators of Lithium mineralisation immediate exploration strategies to be actioned to delineate clear drill targets.

Plans

Aeromagnetic survey key initial step to gain further confidence in project areas.

Further ground reconnaissance to follow up on existing areas of interest, outcrops and target generation to overlay with aeromagnetic data then drill target identification.

Works to begin immediately post deal completion.



Minas Gerais
Brazil

Western Australia
Australia

Quebec
Canada

Caraíbas Project Images

Photograph of sample VLR1269 showing lepidolite minerals within pegmatite sample.

Photograph of sample BLR237 showing lepidolite minerals within pegmatite sample (Assay: 0.53% Li_2O)

Photographic example of workings located within the larger Caraíbas tenement area (805118mE, 8193908mN)

- Three rock chip samples were taken from the Caraíbas site with peak assay results of 0.53% Li_2O, 1,245 ppm tantalum, 1,175 ppm rubidium and 1,455 ppm caesium.
- Elevated tantalum levels are considered a good indicator of potential for adequate fractionation conditions and will form a key part of the Company's initial reconnaissance works and analysis.

Dundas Projects

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2 Project Areas

Located in the emerging lithium super province in Western Australia, close to major Resource projects and infrastructure.

Location

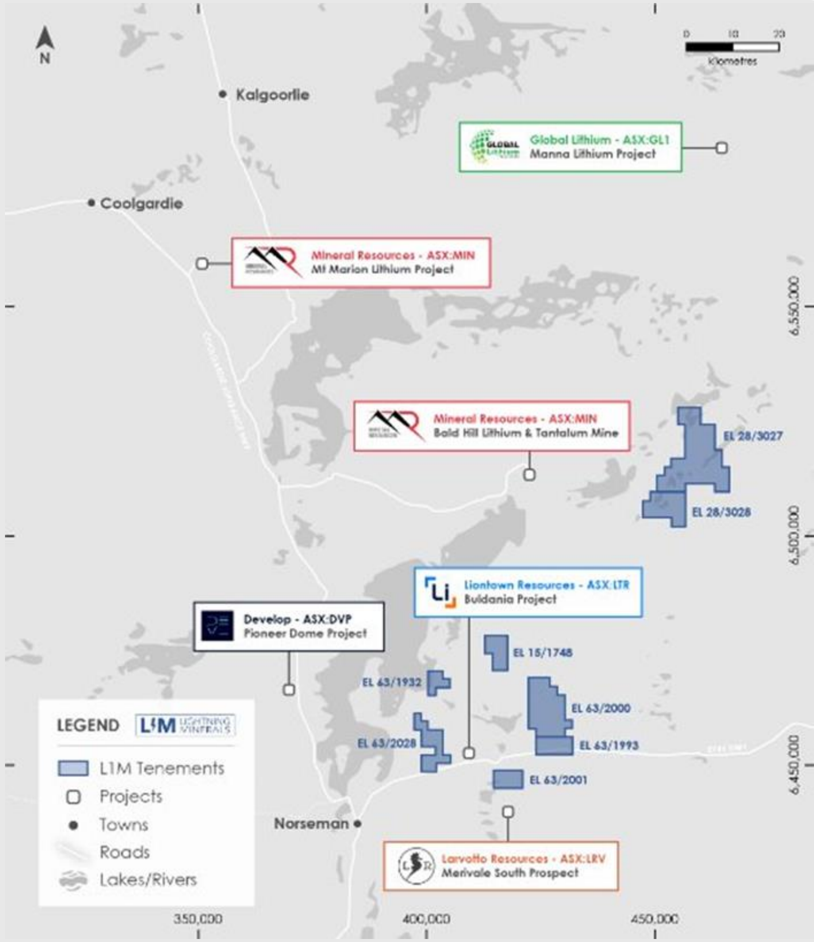
Northern tenements 30km east of Bald Hill 26.5Mt at 1.0% Li_2O. Southern tenements surround Liontown Resources (ASX: LTR) Buldania project: 15Mt at 1.0% Li_2O[17].

Strong Early-Stage Results

Phase 1 of drilling on E63/2001 and E63/2000 complete with multiple geophysical and lithium in soil anomalies and targets to follow up of up to 218ppm Li.[1,2,3,4,7,8,9, 11, 12, 13]

Phase 2 Exploration Underway

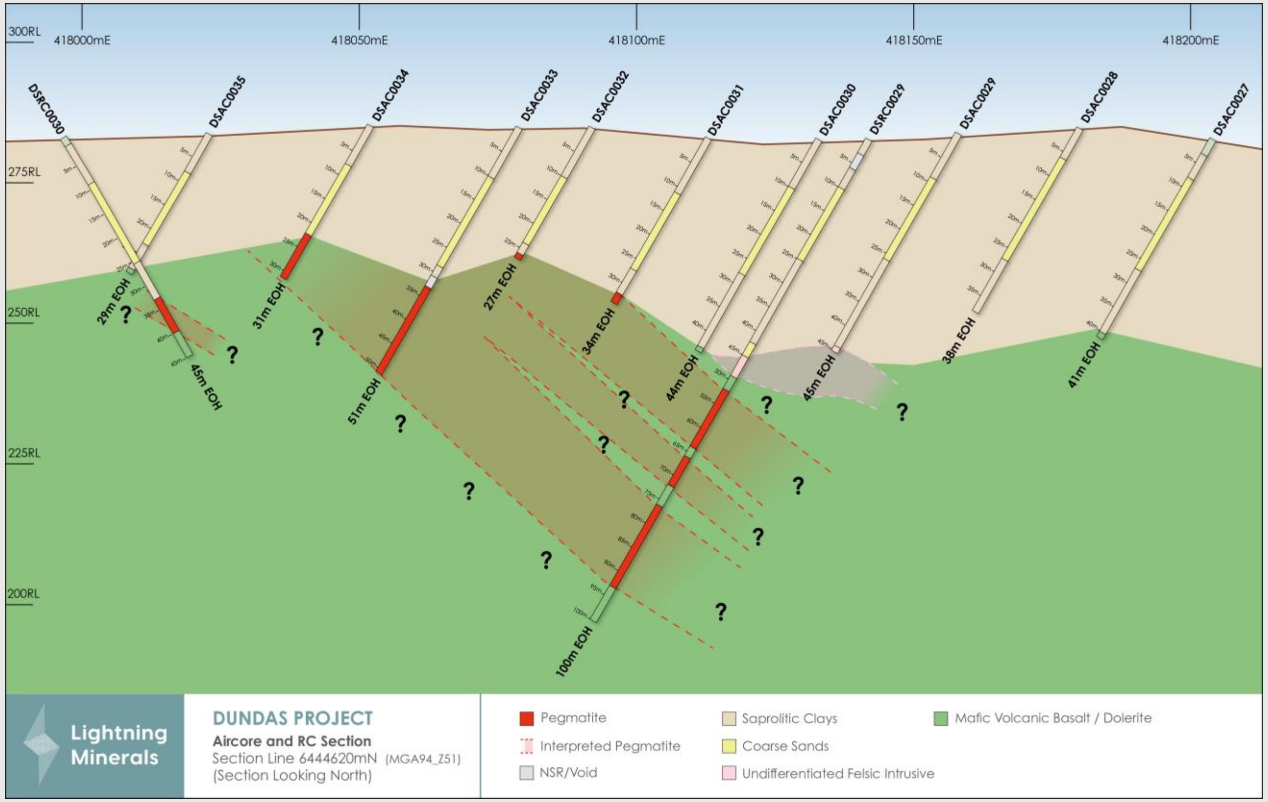
Further drill target identification and infill soil sampling planned and subsequent drill programs once more discreet targets delineated.



ASX : L1M

Minas Gerais Brazil	Western Australia Australia	Quebec Canada

Dundas Results



ID of 28 geophysical targets. 8km² lithium anomalism up to 218ppm Li identified on tenement E63/2000. Drilling complete February 2024[12]

4km² Lithium anomalism up to 112ppm Li and 135ppm Rb identified on lease E63/2001 with pegmatites intersected during drilling[7]

Deeper drilling to test potential at E63/2001 pegmatites.

Multiple targets present multiple drilling opportunities.

Southern tenements surround Liontown Resources (ASX: LTR) Buldania Lithium project.

Strong Lithium results justify exploration drilling across multiple targets Southern and Northern tenements.

ASX : L1M

Minas Gerais
Brazil

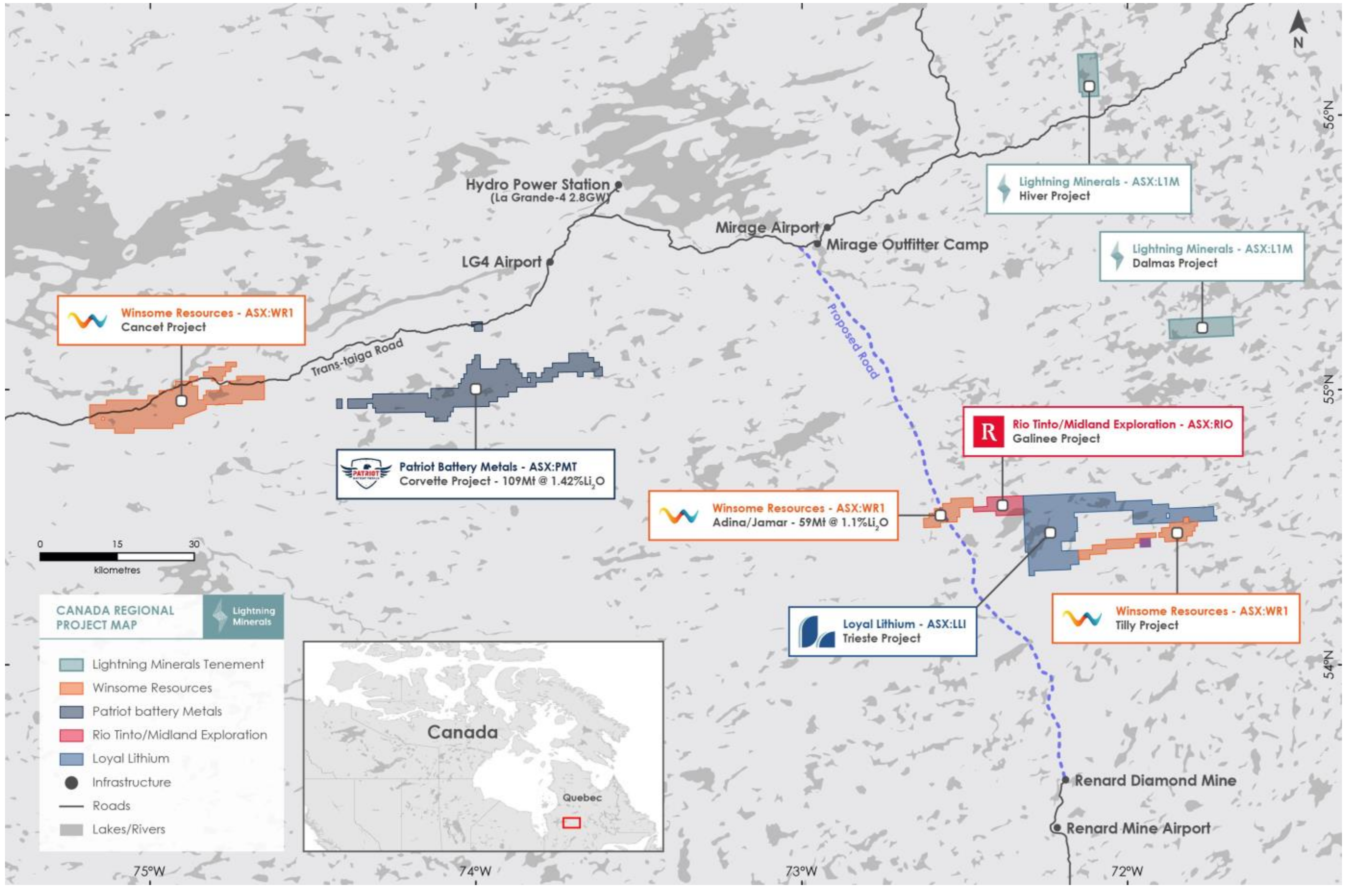
Western Australia
Australia

Quebec
Canada

Quebec, Canada

A Lithium Powerhouse

- Over 300Mt+ Lithium Resources at high Li_2O grades recently defined.
- Team experienced in Canadian exploration, discovery and project growth.
- Strategic location as a North American battery minerals hub.



Minas Gerais	Western Australia	Quebec
Brazil	Australia	Canada

Dalmas Project

Size

47km²

Location

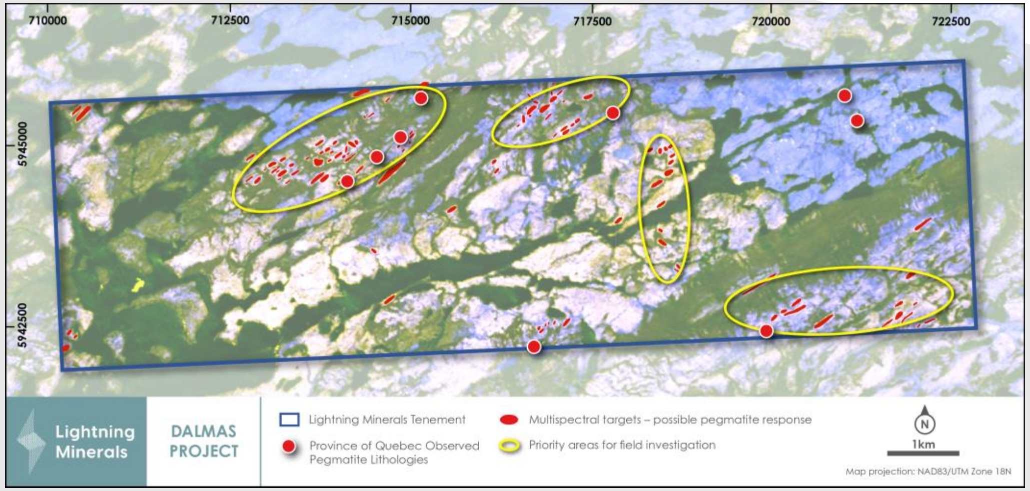
150km east of Patriot Battery Minerals' Corvette lithium project (ASX:PMT and 45km east of Winsome Resources' Adina lithium project (ASX: WR1).

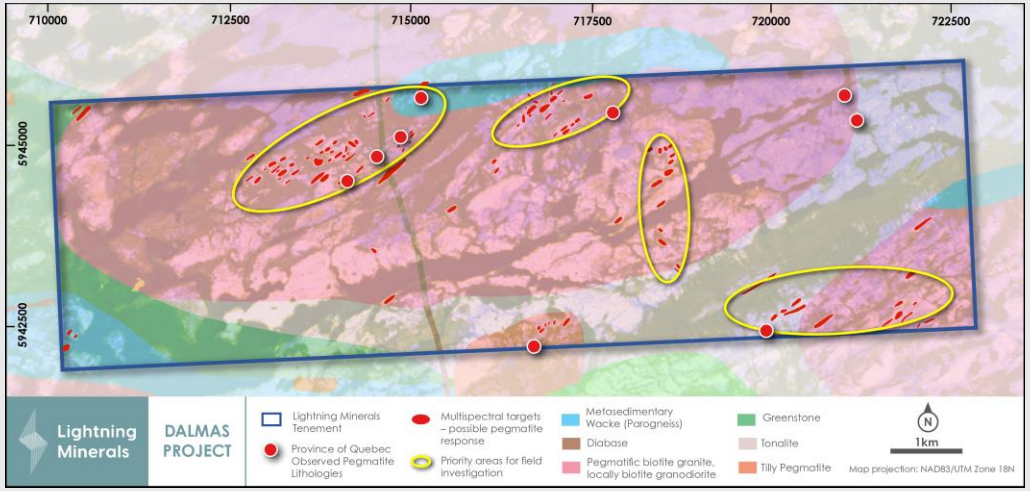
Target

113 multispectral targets with 4 discrete clustered areas of interest. Previously mapped outcropping pegmatite lithologies occur at 1 of 3 priority areas[5,6].

Plans

Phase 1 reconnaissance works complete in November 2023 – broad understanding of underlying geology to be further followed up with multiple pegmatites identified[10]





Hiver Project

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Size

32km^2

Location

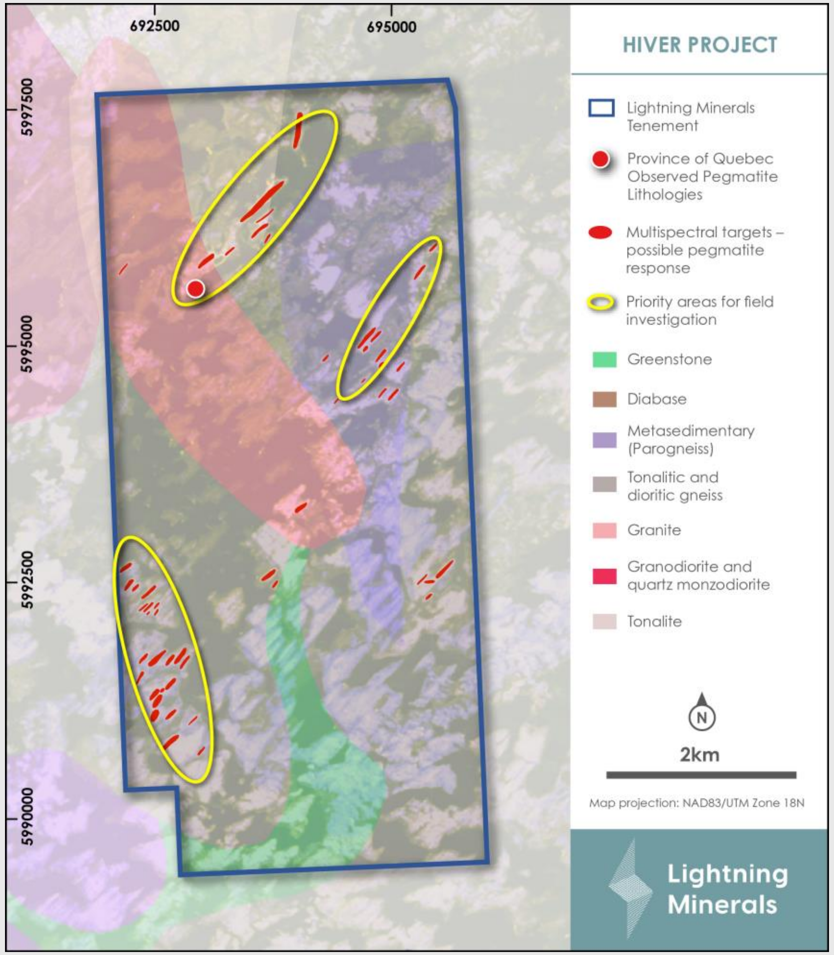
Adjacent to Megado Resources' Cyclone Lithium project (ASX: MEG).

Target

52 multispectral targets with 4 discrete clustered areas of interest. Previously mapped outcropping pegmatite lithologies occur on the tenement[5,6]

Plans

Phase 1 reconnaissance works complete in November 2023 – broad understanding of underlying geology to be further followed up with multiple pegmatites identified[10,14]



Timeline of Work

	Q2 24	Q3 24	Q4 24	Q1 25
BRAZIL	Reconnaissance and ground truthing Rock chip sampling Drone geophysics survey	Rock chip assays Target area follow up Thesis development Drill target planning and generation	Drill target generation Phase 1 drilling Thesis development Further ground reconnaissance	Drilling assays Phase 2 drill target planning and generation Phase 2 drilling
AUSTRALIA	Assays from E63/2000 drilling Dundas South thesis development Infill soil sampling Dundas North Mailman Hill auger drilling	Infill soil sampling Dundas North Assays from infill soil sampling Assays from Mailman Hill auger drilling	Drilling Dundas North Aircore drilling Mailman Hill and assays Dundas South thesis development	Assay results from Dundas North drilling
CANADA	Geophysics Ground reconnaissance	Assay results Drill targeting	Potential drilling (Phase 1) for Dalmas and/or Hiver	Assay results from Phase 1 drilling

Invest in Lightning

Lightning Minerals

Growth Strategy

Multiple targets and work programs. Well positioned in tier-1 jurisdictions in a relevant and growing sector. Targeted approach to exploration across all projects.

Experienced Team

Multi-disciplined team. Proven track records of company growth and project execution. Experience in mining, geology, corporate, listed companies, and commercial transactions.

Strong Asset Base

Underexplored assets in proven lithium regions in Brazil, Australia and Canada. Proximal to major resource projects and recent discoveries.

Lightning Minerals

More Information

Alex Biggs
Managing Director
alex@lightningminerals.com.au

Approved for release by the Board of Directors

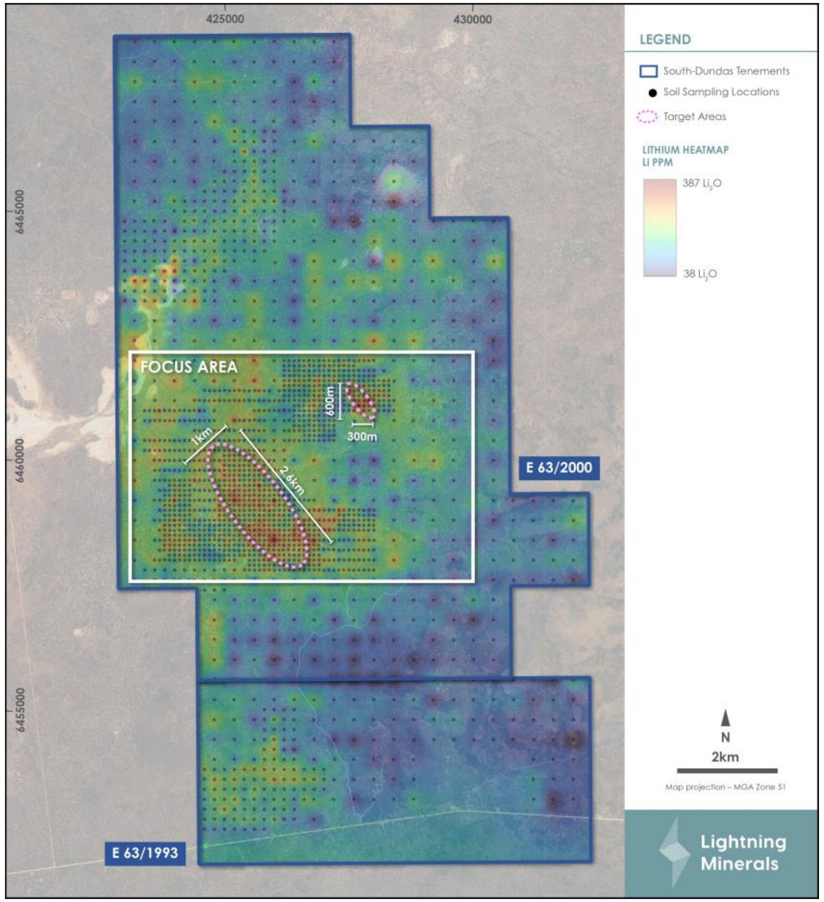
Appendices

Appendix 1 – Other Projects

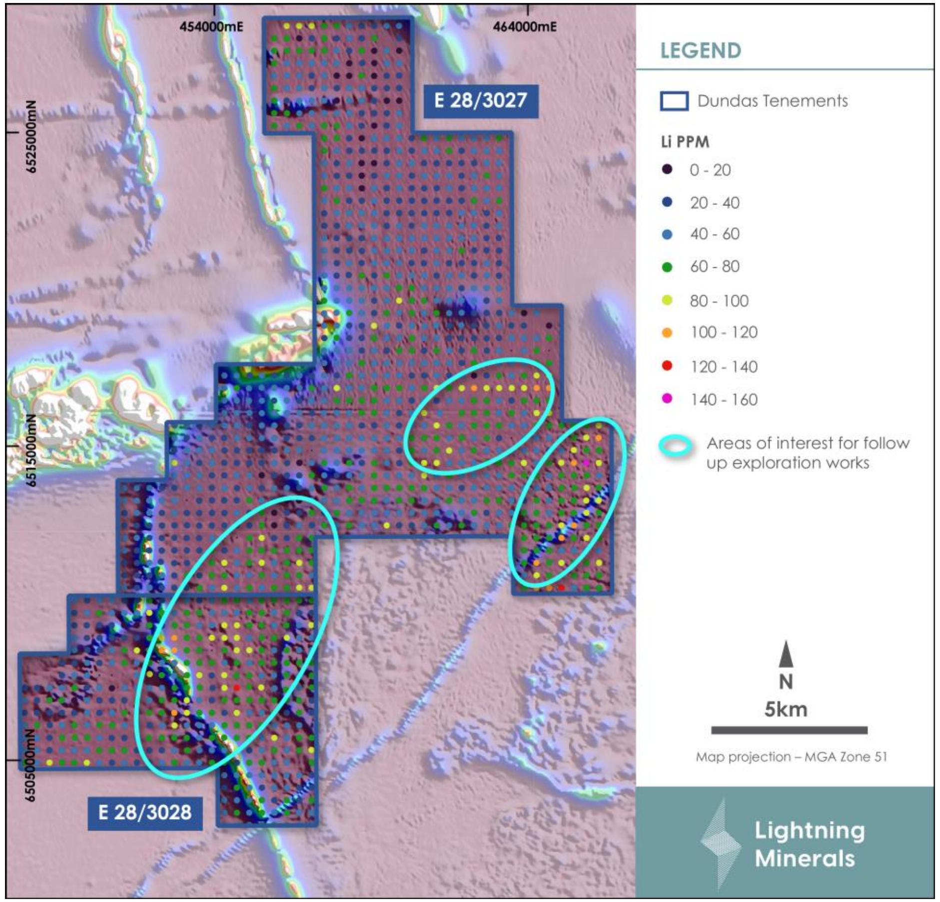
Mailman Hill 120km^2 (E37/1408)	Au Gold	Tenement centred 30km east-southeast of Leonora Jindalee/Newmont JV drilling in 2003 Drilling and sampling up to 2015 provided anomalous results Directly south of Cavalier Resources' (ASX: CVR) Crawford gold project For auger soil sampling program to delineate potential mineralisation footprint
Mt Jewell 9km^2 (E27/566)	Ni Nickel	Proximity to primary Nickel mines such as Scotia to the west, Carr Boyd to the East and Silver Swan 25km south-east Dominant lithologies of the Boorara Domain consist of mafic to ultramafic volcanics, with minor sediments and felsic volcanics Some historic drilling - source of mineralisation yet to be found
Mt Bartle 396km^2 (E53/2151, E53/2147 and E53/2159)	Cu Copper Zn Zinc Pb Lead	Tenements ~27 km west-northwest of Wiluna. Licence applications are currently pending Exploration goes back to the late 1960s, mainly centred in and around the historic Wiluna gold mining centre Exploration programs targeting Macarthur River, Zambian-type copper belt and Roxby Downs styles polymetallic mineralisation and Witwatersrand type gold deposits Some anomalous targets and soil sampling

Appendix 2: Soil Sampling Results Dundas

Dundas South Lithium Results (E63/2000)



Dundas North Lithium Results



Appendix 3 – Relevant Announcements

[1]ASX announcement 09 February 2023 - Geophysical Interpretation Identifies 28 Target Areas

[2]ASX announcement 23 March 2023 - Lithium Soil Anomaly Identified at Dundas South Project

[3]ASX announcement 23 January 2023 - Soil Sampling Identifies Lithium-Rubidium Anomalism

[4]ASX announcement 01 May 2023 - Further Lithium Anomalism Identified at Dundas Project

[5]ASX announcement 11 August 2023 - Binding LOI Signed for James Bay Lithium Projects

[6]ASX announcement 30 August 2023 - Multiple Targets Identified at James Bay Lithium Projects

[7]ASX announcement 01 September 2023 - Further Pegmatite Intersections at Dundas

[8]ASX announcement 29 September 2023 - Exploration Update for the Dundas Project

[9]ASX announcement 09 October 2023 - Infill Soil Sampling Complete on Lithium Targets at Dundas

[10]ASX announcement 17 October 2023 - Exploration works begin on Dalmas & Hiver Lithium Projects

[11]ASX announcement 30 October 2023 - Soil sampling confirms more than 100ppm lithium drill target

[12]ASX announcement 24 January 2024 – Drilling begins on high priority lithium targets at Dundas

[13]ASX announcement 09 February 2024 – Aircore drill program complete at Dundas

[14]ASX announcement 23 February 2024 – Exploration update for Dalmas and Hiver projects

[15]ASX announcement 03 November 2023 – Exploration Update for Dalmas and Hiver Lithium Projects

[16] ASX Announcement 22 April 2024 – Proposed Brazilian Lithium Project Acquisition

[17] ASX Announcement Liontown Resources (ASX: LTR) 21 March 2022 (9.1Mt @ 1.0% Li20 IND, 5.9Mt @ 1.0% Li20 INF

The Company confirms that it is not aware of any new information or data that materially affects the information included in the original market announcements, and that all material assumptions and technical parameters have not materially changed. The Company also confirms that the form and context in which the Competent Person's findings are presented have not been materially modified from the original market announcements.

Appendix 4 – Top 20 Shareholders (09 Apr 24)

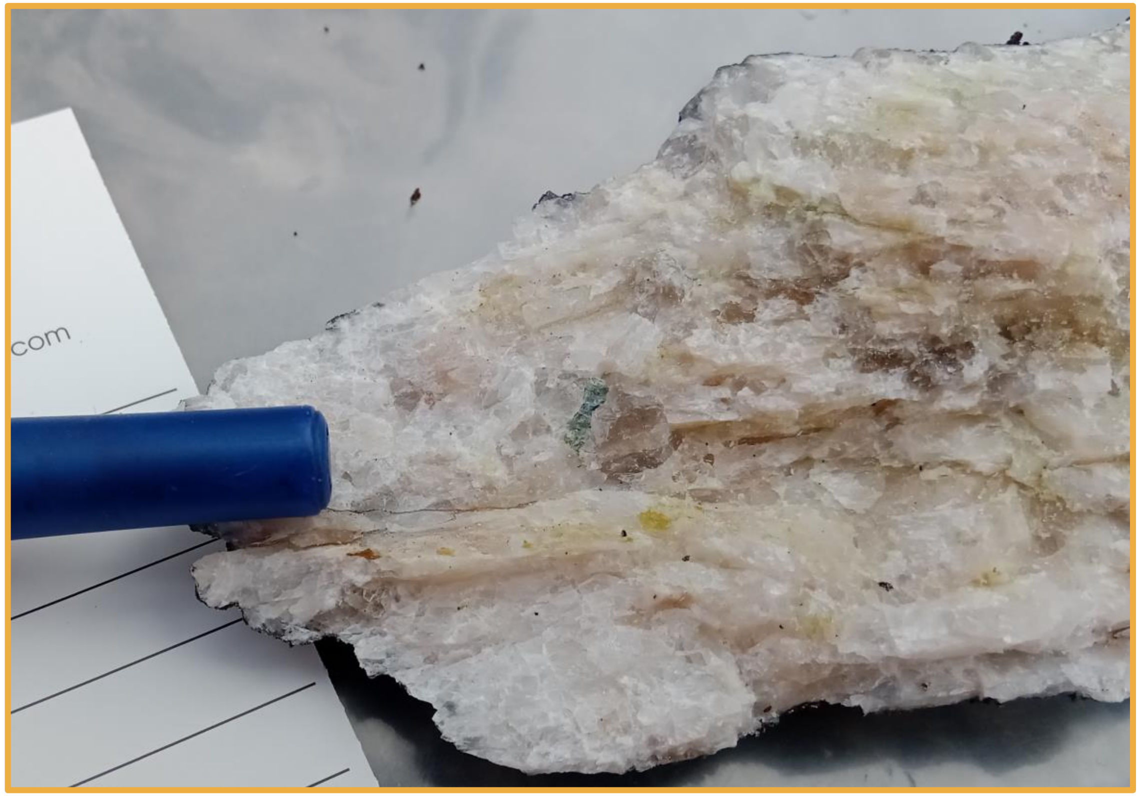
Position	Holder	Holding	%	Position	Holder	Holding	%
1	TORONGA PTY LTD	8,500,000	17.05%	11	MR BENEDICT CARL WILLIAM HOLLAND	621,000	1.25%
2	APERTUS CAPITAL	3,125,000	6.27%	12	AVANCO INVESTMENTS PTY LTD	600,000	1.20%
3	FMG RESOURCES PTY LTD	1,500,000	3.01%	13	MR FRANCESCO RIZZO & MRS FRANCESCA RIZZO	550,000	1.10%
4	LEGGETTS LANE CAPITAL PTY LTD	1,250,000	2.51%	14	KELEMEN NOMINEES PTY LTD	537,500	1.08%
5	MR CRAIG ANDREW SHARPE+MRS MICHELLE ROSE SHARPE	1,050,000	2.11%	15	JOSHUA GORDON	503.700	1.01%
6	MR BRUCE ROBERT LEGENDRE	1,025,170	2.06%	16	MR PERRY JULIAN ROSENZWEIG	500.000	1.00%
7	PITHER INVESTMENTS PTY LTD	1,000,000	2.01%	16	PATRAS CAPITAL PTE LTD	500,000	1.00%
8	MR AARON PETER BANKS	820,000	1.64%	17	MR BRETT ANDERSON & MRS CYNTHIA ANDERSON	432,500	0.87%
9	SCINTILLA STRATEGIC INVESTMENTS LIMITED	700,000	1.40%	18	MR PETER JAMES YOUNG	415,000	0.83%
9	NINTIETH Y PTY LTD	700,000	1.40%	19	PAC PARTNERS SECURITIES PTY LTD	405,000	0.81%
10	PAC PARTNERS SECURITIES PTY LTD	650,000	1.30%	20	PAC PARTNERS PTY LTD	400,000	0.80%

Appendix 5 – Deal Structure (Brazil)

Position	Holder		Value (A$)	Notes
Cash			-	
Shares	22,142,857	0.07	1,550,000	20-Day VWAP
Performance Shares (Milestone 1)	14,285,714	0.07	1,000,000	5Mt Resource
Performance Shares (Milestone 2)	14,285,714	0.07	1,000,000	10Mt Resource
Performance Shares (Milestone 3)	11,428,571	0.07	800,000	30Mt Resource
Vendor Options	6,000,000	0.105	630,000	Vendor Options
Stocks Digital	5,892,857	0.07	412,500	
Raising	21,428,571	0.07	1,500,000	
Raise Options	10,714,286			1:2 L1MO - Listed options on same terms as current L1M0

Appendix 6 – Dalmas and Hiver Pegmatites

Dalmas and Hiver Pegmatite Discovery[15]



Left: Pegmatite containing potential beryl (±Apatite?) mineral within Dalmas Project (Pen lid for scale, 316859mE, 5943604mN, WGS 84/UTMZ19N),
Right: Quartz Feldspathic pegmatite sample taken from Hiver project (302519mE, 5995547mN, WGS 84/UTMZ19N)