

Form 603Corporations Act 2001
Section 671B**Notice of initial substantial holder**

To Company Name/Scheme Lithium Power International Limited
ACN/ARSN 607 260 328

1. Details of substantial holder (1)

Name Chifley Portfolios Pty Ltd ATF David Hannon Retirement Fund
ACN/ARSN (if applicable) 001 303 939

The holder became a substantial holder on 22 / 06 / 2016

2. Details of 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 on the date the substantial holder became a substantial holder are as follows:

Class of securities (4)	Number of securities	Person's votes (5)	Voting power (6)
Ordinary Shares	17,707,143	17,707,143	15.80%

3. Details of relevant interests

The nature of the relevant interest the substantial holder or an associate had in the following voting securities on the date the substantial holder became a substantial holder are as follows:

Holder of relevant interest	Nature of relevant interest (7)	Class and number of securities
Chifley Portfolios Pty Ltd ATF David Hannon Retirement Fund	Relevant interest pursuant to section 608(1) of the Corporations Act - holder of the securities	16,957,143 fully paid ordinary shares
Chifley Portfolios Pty Ltd	Relevant interest pursuant to section 608(1) of the Corporations Act - holder of the securities	16,957,143 fully paid ordinary shares
David Hannon	Relevant interest pursuant to section 608(3) of the Corporations Act - director of Chifley Portfolios Pty Ltd whose voting power in Chifley Portfolios Pty Ltd is greater than 20%	16,957,143 fully paid ordinary shares

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Mrs Sonya Maree Holm	Relevant interest pursuant to section 608(1) of the Corporations Act - holder of the securities	250,000 ordinary shares
RAH (STC) Pty Limited	Relevant interest pursuant to section 608(1) of the Corporations Act - holder of the securities	500,000 ordinary shares

4. Details of present registered holders

The persons registered as holders of the securities referred to in paragraph 3 above are as follows:

Holder of relevant interest	Registered holder of securities	Person entitled to be registered as holder (8)	Class and number of securities
Chifley Portfolios Pty Ltd ATF David Hannon Retirement Fund	Chifley Portfolios Pty Ltd ATF David Hannon Retirement Fund	Chifley Portfolios Pty Ltd ATF David Hannon Retirement Fund	16,357,143 fully paid ordinary shares
Chifley Portfolios Pty Ltd	Chifley Portfolios Pty Ltd	Chifley Portfolios Pty Ltd	600,000 fully paid ordinary shares
David Hannon	Chifley Portfolios Pty Ltd	Chifley Portfolios Pty Ltd	16,957,143 fully paid ordinary shares
Mrs Sonya Maree Holm	Mrs Sonya Maree Holm	Mrs Sonya Maree Holm	250,000 fully paid ordinary shares
RAH (STC) Pty Limited	RAH (STC) Pty Limited	RAH (STC) Pty Limited	500,000 fully paid ordinary shares

5. Consideration

The consideration paid for each relevant interest referred to in paragraph 3 above, and acquired in the four months prior to the day that the substantial holder became a substantial holder is as follows:

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Holder of relevant interest	Date of acquisition	Consideration (9)		Class and number of securities
		Cash	Non-cash	
Chifley Portfolios Pty Ltd ATF David Hannon Retirement Fund	Founder shares issued 21 September 2015	\$1,500		15,500,000 fully paid ordinary shares
Chifley Portfolios Pty Ltd ATF David Hannon Retirement Fund	Seed shares issued 21 October 2016	\$25,000		357,143 fully paid ordinary shares
Chifley Portfolios Pty Ltd ATF David Hannon Retirement Fund	IPO shares issued 22 June 2016	\$100,000		500,000 fully paid ordinary shares
Chifley Portfolios Pty Ltd	IPO shares issued 22 June 2016	\$120,000		600,000 fully paid ordinary shares
Mrs Sonya Maree Holm	IPO shares issued 22 June 2016	\$50,000		250,000 fully paid ordinary shares
RAH (STC) Pty Ltd	IPO shares issued 22 June 2016	\$100,000		500,000 fully paid ordinary shares

6. Associates

The reasons the persons named in paragraph 3 above are associates of the substantial holder are as follows:

Name and ACN/ARSN (if applicable)	Nature of association
Mrs Sonya Maree Holm	Associate pursuant to section 12(c) of the Corporations Act on the basis that Mrs Sonya Maree Holm acts, or proposes to act in concert with Chifley Portfolios Pty Limited in relation to the affairs of Lithium Power International Limited
RAH (STC) Pty Ltd	Associate pursuant to section 12(c) of the Corporations Act on the basis that RAH (STC) Pty Ltd acts, or proposes to act in concert with Chifley Portfolios Pty Limited in relation to the affairs of Lithium Power International Limited

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7. Addresses

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

Name	Address
Chifley Portfolios Pty Ltd	Level 7, 151 Macquarie Street, Sydney, NSW 2000
David Hannon	3 Julian Street, Mosman NSW 2088
Mrs Sonya Maree Holm	3 Julian Street, Mosman NSW 2088
RAH (STC) Pty Limited	3 Julian Street, Mosman NSW 2088

Signature

print name David Hannon capacity Director

sign here D Hannon date 24/6/16.

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 7 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 total number of votes attached to all the voting shares in the company or voting interests in the scheme (if any) that the person or an associate has a relevant interest in.
- (6) The person's votes divided by the total votes in the body corporate or scheme multiplied by 100.

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