

Form 603

Corporations Act 2001
Section 671B

Notice of initial 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

The holder became a substantial holder on 12/10/2017

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	291,750,910	291,750,910	12%

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
Galaxy Resources Limited	Relevant interest under s608(1)(a) of the Corporations Act as the holder of the securities	291,750,910 fully paid ordinary shares
GXY Group Entities	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.	As above

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
Galaxy Resources Limited and the GXY Group Entities	Galaxy Resources Limited	Galaxy Resources Limited	291,750,910 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:

Holder of relevant interest	Date of acquisition	Consideration (9)		Class and number of securities
		Cash	Non-cash	
Galaxy Resources Limited and the GXY Group Entities	12 October 2017	\$2,917,509		291,750,910 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
Galaxy and each of the GXY Group Entities	Each GXY Group Entity is an associate of GXY pursuant to section 12(2)(a)(i) of the Corporations Act because each GXY Group Entity is under the control of GXY.

7. 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 **13/10/2017**

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.
- (7) Include details of:
 - (a) any relevant agreement or other circumstances by which the relevant interest was acquired. 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).

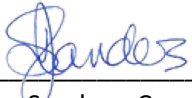
See the definition of "relevant agreement" in section 9 of the Corporations Act 2001.

- (8) If the substantial holder is unable to determine the identity of the person (eg. if the relevant interest arises because of an option) write "unknown".
 - (9) 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.
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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 603 (Notice of Initial Substantial Holder)

Signed by: 
John Sanders, Company Secretary

Date: 13 October 2017

GXY Group Entities

ENTITY	ACN	ADDRESS
Galaxy Lithium Australia Limited	130 182 099	Level 4, 21 Kintail Road, Applecross WA 6153
Galaxy Lithium Pty Ltd	153 254 865	Level 4, 21 Kintail Road, Applecross WA 6153
Galaxy Resources Share Plan Pty Ltd	169 574 476	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 Lithium (BC) Limited	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 Holdings LLC	Not Applicable	c/- Level 4, 21 Kintail Road, Applecross WA 6153
Galaxy Lithium (US) Inc.	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
Golden Cross Company LLC	Not Applicable	c/- Level 4, 21 Kintail Road, Applecross WA 6153