

# ASX ANNOUNCEMENT

20 October 2025



## UPDATE TO REPLACEMENT OPTIONS OFFER

As announced on 6, 8 and 16 October 2025, European Lithium Limited (ASX:EUR) (**Company**) has 205,172,851 quoted options on issue exercisable at \$0.08 that are due to expire on 14 November 2025 (**EURO Options**). Optionholders may exercise their options by way of payment, which must be received no later than 5pm (WST) on 14 November 2025 (**Expiry Date**). All EURO Options that are not exercised by the Expiry Date will expire with no value and no further entitlement will exist.

### New Options Offer

As previously announced, the Company is proposing to undertake a placement of options to all registered holders of EURO Options who have not exercised their EURO Options prior to the Expiry Date (i.e., before 15 November 2025) (**Record Date**) with a registered address in Australia and New Zealand (**Registered Holders**) whereby Registered Holders can apply for one (1) option (**New Option**) for every one (1) EURO Options held on the Record Date at an issue price of \$0.002 per New Option exercisable at \$0.08 on or before 31 December 2026 (**New Options Offer**).

Shareholder approval for the issue of the New Options to both unrelated parties of the Company will be sought pursuant to ASX Listing Rule 7.1 at the Company's upcoming annual general meeting expected to be held in late November 2025 (**Annual General Meeting**).

Shareholder approval will also be sought at the Annual General Meeting pursuant to ASX Listing Rule 10.11 for:

- (a) Directors Tony Sage, Malcolm Day, Mykhailo Zhernov and Michael Carter intend to apply for their full allocation under the New Options Offer (a total of 41,691,194 New Options); and
- (b) the Directors to underwrite the New Options Offer in equal proportions of up to 25% each (up to 51,293,213 New Options each), to the extent that the New Options Offer is not fully subscribed by Registered Holders.

The Company notes that the New Options are subject to shareholder approval at the AGM. Accordingly, for EURO holders who are yet to exercise their EURO Options (which currently hold value), the Company cautions that, if you do not exercise your EURO Options prior to the Expiry Date, it may be the case that the New Options Offer is not approved by non-interested shareholders (i.e., shareholders who do not have an entitlement to participate in the New Options Offer) and your EURO Options will have lapsed. If shareholder approval of the New Options Offer is not obtained at the AGM, the New Options Offer will not proceed without shareholder approval and satisfaction of the conditions of quotation under the ASX Listing Rules.

The Company has elected to proceed with the New Options Offer to reward long term optionholders of the Company and to give EURO optionholders the opportunity to retain exposure to the Company's long-term intended growth and development, while providing a modest capital inflow. This structure supports the Company's broader capital management strategy of balancing shareholder engagement and future capital raising flexibility.

Many of these Optionholders have also participated in previous capital raisings of the Company and have assisted the Company in reaching the position it is in today. The Board believes that it is in the best interests of the Company to reward these optionholders on the basis that these investors will be incentivised to continue to demonstrate support both now and in the future. The Company intends to apply for quotation of the New Options.

The Board resolved to proceed with the New Options Offer on the weekend of 4 and 5 October (refer to announcement on 6 October) at a time when the Company's share price was \$0.11. The Company resolved to proceed with the offer on the basis that the Company's 15 day VWAP was slightly below \$0.10 (VWAP), which meant that the exercise price of the New Options was



approximately 80% of the VWAP at the time. The EURO Options have traded on the basis of the New Options Offer since 6 October 2025.

Noting that the Record Date is after the Expiry Date of the EURO Options, Optionholders are unable to participate in the New Options Offer if they elect to exercise their EURO Options before the Expiry Date. In essence, this means that existing EURO Options holders may:

- (a) elect to exercise their existing EURO Options; or
- (b) apply for New Options under the New Options Offer.

Based on an internal valuation of the New Options Offer using the Black-Scholes option pricing model and capping the volatility rate at 100%, the valuation is \$0.3924 per New Option as follows:

- (a) Mr Sage will seek to apply for 15,185,299 New Options (\$5,958,130);
- (b) Mr Day will seek to apply for 15,585,299 New Options (\$6,115,075);
- (c) Mr Zhernov will seek to apply for 5,585,298 New Options (\$2,191,457); and
- (d) Michael Carter will seek to apply for 5,335,298 New Options (\$2,093,367).

(together, **Director Participation**).

As noted above, to the extent that the New Options Offer is not fully subscribed by Registered Holders, the Directors of the Company have each agreed to underwrite the New Options Offer in equal proportions of up to 25% each (up to 51,293,213 New Options each). Based on the valuation outlined above, this equates to \$20,429,575 per Director. The Directors may appoint sub-underwriters to sub-underwrite the New Options Offer in their sole discretion.

In respect to the Director Participation, the Company notes the following:

- (a) By participating in the New Options Offer, Directors are foregoing their opportunity to exercise their existing EURO Options; and
- (b) The amounts to be underwritten is expected to be minimal given the current share price of the Company against the exercise price.

In accordance with ASX Listing Rule 4.10.7, the Company provides the following distribution schedules:

EURO Options:

Range of Units	Total Number of Optionholders	No of EURO options held	% Held
1 – 1000	3	16	0.00%
1,001 – 5,000	7	23,286	0.01%
5,001 – 10,000	11	81,209	0.04%
10,000 – 100,000	67	3,728,985	1.82%
100,001 and over	163	201,339,355	98.13%
Total	251	205,172,851	100.00%

EUROC Options

Range of Units	Total Number of Optionholders	No of EURO options held	% Held
1 – 1000	0	0	0.00%
1,001 – 5,000	11	40,658	0.02%
5,001 – 10,000	5	43,325	0.02%
10,000 – 100,000	68	3,536,606	1.37%
100,001 and over	116	254,456,381	98.60%
Total	200	258,076,970	100.00%

### Clarification to Announcement Released 6 October 2025

The Company refers to the announcement released on 6 October 2025 titled “Expiry of Quoted Options” and notes that the market prices referred to in this announcement were incorrectly quoted. The Company confirms that the correct market price of shares at this time was as follows:

The highest and lowest market price for fully paid ordinary shares in EUR being, the underlying securities to which the EURO Options relate to during the three months immediately before the date of this notice were as follows:

- Highest Price: \$0.11 on 3 October 2025; and
- Lowest Price: \$0.072 on 15 July 2025.

### Indicative Timetable

The Company has been in extensive consultation with ASX on the indicative timetable which is as follows:

ACTION	DATE
<b>Record Date for determining Eligible Participants</b>	15 November 2025
<b>Lodgement of Prospectus with the ASIC and ASX</b>	17 November 2025
<b>Annual General Meeting</b>	26 November 2025
<b>Closing Date of the Offer</b>	28 November 2025
<b>Issue date of New Options under the Offer (if Shareholder approval is obtained) and lodgement of Appendix 2A with ASX applying for quotation of New Options</b>	2 December 2025
<b>Issue date of New Options to Directors (if Shareholder approval is obtained) pursuant to underwriting and lodgement of Appendix 2A with ASX applying for quotation of New Options</b>	3 December 2025
<b>Quotation of New Options under the Offer</b>	4 December 2025
<b>Quotation of New Options issued to Directors pursuant to underwriting under the Offer</b>	5 December 2025

*\* The above dates are indicative only and may change without notice. The Directors reserve the right to bring forward or extend the Closing Date of the Offers at any time after the Opening Date of the Offers without notice.*

For any queries relating to the expiry of the EURO Options or the New Options Offer, please contact the Company on + 61 8 6181 9792 or [info@europelithium.com](mailto:info@europelithium.com).

This announcement has been approved for release on ASX by the Board of Directors.

**Tony Sage**  
Executive Chairman