



CHARIOT
CORPORATION

02
//SPODUMENE
//INT / BLACK MOUNTAIN
//SPODUMENE
//INT / BLACK MOUNTAIN

01
//INT / BLACK MOUNTAIN
//SPODUMENE
//INT / BLACK MOUNTAIN

03
//SPODUMENE
//INT / BLACK MOUNTAIN
//SPODUMENE
//INT / BLACK MOUNTAIN

BLACK MOUNTAIN

ASX ANNOUNCEMENT

24 July 2024

Liquid Assets & Future Proceeds from Divestments

HIGHLIGHTS:

- Chariot holds a 24.08% membership interest in Mustang Lithium LLC
- Mustang Lithium LLC holds cash, listed shares and the right to potential future proceeds from previous divestments of certain mineral assets
- Chariot continues to hold a direct interest in listed shares in St George Mining Ltd, which were previously received as part of the payment from the sale of seven (7) projects in Western Australia to Lithium Star Pty Ltd, a wholly owned subsidiary of St George Mining Ltd
- Chariot continues to monitor its interest in shareholdings in a number of public companies listed on the ASX and CSE for potential value creation and/or liquidity

Chariot Corporation Limited ("**Chariot**" or the "**Company**") is pleased to announce an update on the Company's direct and indirect holdings in Australian Stock Exchange ("**ASX**") and Canadian Stock Exchange ("**CSE**") listed companies (together, the "**Liquid Assets**") and the potential future proceeds from previous divestments of 'non-core' assets ("**Future Divestment Proceeds**").

The Liquid Assets and Future Divestment Proceeds are held directly and indirectly through a 24.08% membership interest in Mustang Lithium LLC ("**Mustang**").

Mustang Lithium LLC

On 24 May 2024, FMS Lithium Corporation ("**FMSL**") distributed all of the membership interests in Mustang to certain former shareholders of FMSL including Chariot (the "**Mustang Distribution**"). Chariot received 24.8243 units in Mustang and after the issuance of units to consultants, retains units representing a 24.08% membership interest in Mustang.

Mustang holds 100% of the membership interests of Horizon Lithium LLC ("**Horizon**"), Halo Lithium LLC ("**Halo**") and Lithic Lithium LLC ("**Lithic**") which were formerly subsidiaries of FMSL. Each of Halo, Horizon and Lithic hold or held certain claystone hosted lithium projects in Nevada, USA which have been described in previous announcements made by the Company (together the, "**Mustang Projects**"). Each of these projects are subject to an agreement with a publicly listed counterparty interested in developing the relevant project under which the subsidiary may receive future payments from the counterparty payable in cash and/or listed shares.



As a result of the Mustang Distribution, FMSL no longer holds an interest in the Mustang Projects, but Chariot retains an interest in the Mustang Projects through its interest in Mustang that it acquired in the Mustang Distribution.

Horizon divested its project to Pan American Energy Corp. (CSE: PNRG) ("**PNRG**") on 27 September 2022. Horizon's assets consist of:

- a) All future receivables from its property option agreement with PNRG, if any, and a return of the underlying mineral claims in the event that PNRG does not exercise its purchase option; and
- b) 17,581,696 shares of PNRG stock.¹

Halo divested its project to POWR Lithium Corp. (CSE: POWR) ("**POWR**") on 5 August 2022. Halo's assets consist of:

- a) All future receivables from its property option agreement with POWR;
- b) A one percent (1%) net smelter royalty² ("**NSR**") over the mineral claims acquired by POWR under its property option agreement; and
- c) 1,178,664 shares of POWR stock.

Lithic sold two projects to Red Mountain Mining Limited (ASX: RMX) ("**RMX**") on 3 December 2022. Lithic's assets consist of:

- a) 154,358,974 RMX shares;
- b) 88,205,128 RMX class A performance rights³;
- c) 88,205,128 class B performance rights⁴; and
- d) A two percent (2%) NSR over the mineral claims sold to RMX.

Summary of the listed shares held by Mustang (through Halo, Horizon and Lithic):

Description	Amount
PNRG shares ¹	17,581,691
POWR shares	1,178,664
RMX shares	154,358,974
RMX Class A Performance Rights ³	88,205,128
RMX Class B Performance Rights ⁴	88,205,128

¹ Net of 14.50% in consultancy fees still owed to consultants. Horizon holds a total of 20,563,387 PNRG shares as of 30 June 2024.

² Subject to a buy-back right in relation to 50% of the net smelter royalty for a one-time cash payment of US\$1,000,000 before deduction of 13.25% consultancy fees.

³ Performance rights vest upon drilling at either of the two projects resulting in an average grade of 900 ppm lithium over +200m, aggregated over 10 drill holes.

⁴ Performance rights vest upon drilling at either of the two projects resulting in an average grade of 900 ppm lithium over +400m, aggregated over 10 drill holes.

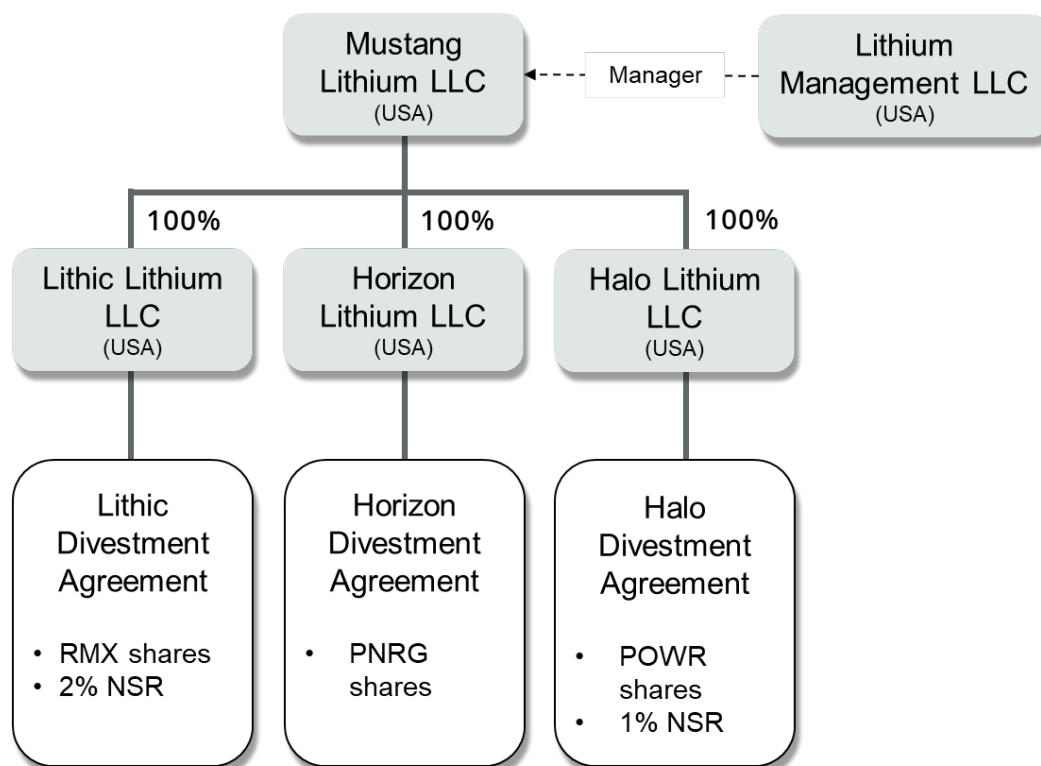


Summary of the potential gross future receivables (i.e., before deduction of applicable consultant fees):

Payments	Cash	Shares
PNRG Second Anniversary Payment ⁵	US\$500,000	US\$4,000,000
PNRG Milestone A Payment ⁶	-	US\$1,250,000
POWR Second Anniversary Payment ⁷	US\$200,000	500,000 shares

Royalties	NSR
Halo project Royalty ⁸	1%
Lithic project Royalties	2%

The corporate structure is as follows:



⁵ Proceeds are due on or before 15 December 2024 and are subject to 14.50% in consultancy fees.

⁶ Proceeds are due upon PNRG completing 10 consecutive drill holes on the property within five (5) years with an average grade of at least 750 ppm lithium over 400m. Proceeds are subject to 14.50% in consultancy fees.

⁷ Proceeds due on or before 5 August 2024 and are subject to 13.25% in consultancy fees.

⁸ Subject to a buy-back right in relation to 50% of the net smelter royalty for a one-time gross cash payment of US\$1,000,000 before consultancy fees of 13.25%.



Lithium Management LLC is a special purpose entity established to provide the management function for Mustang on an exclusive basis.

Divested Western Australian Lithium Assets

On 7 August 2023, the Company through its wholly owned subsidiary, Stallion Lithium Pty Ltd, settled a transaction to divest a portfolio of seven (7) lithium projects in Western Australia to Lithium Star Pty Ltd, a wholly owned subsidiary of St George Mining Ltd (ASX: SGQ) ("**St George**"). As of the date of this announcement the Company holds 5,397,348 shares in St George.

Chariot has the potential to receive the following future receivables from St George:

- a) A resource milestone payment of 15,000,000 ordinary shares in St George separately payable in respect of each of the seven (7) projects (in relation to each of such 7 projects, the "**Milestone Payment**") upon St George announcing a JORC Compliant Resource of not less than 10,000,000 tonnes of Li₂O with a mining grade of 1% Li₂O (using a cut-off grade off no less than 0.5%), if discovered within 5-years of entry into the sale agreement. If no Milestone Payment is made by the fifth anniversary of the sale agreement in respect of a project, then St George can elect to retain such project by paying the Milestone Payment or sell the project back to Chariot for \$1; and
- b) A NSR of two percent (2%) in relation to the underlying claims of each of the 7 projects, subject to the right of St George to purchase one-half of the royalty on a project-by-project basis from Chariot for A\$5,000,000 per project at any time prior to first commercial production.

Authorised on behalf of the Board of Directors.

Shanthar Pathmanathan
Managing Director
Chariot Corporation Ltd



Important Notice

Statements in this announcement are made only as of the date of this announcement unless otherwise stated and the information in this announcement remains subject to change without notice.

To the maximum extent permitted by law, neither Chariot nor any of its affiliates, related bodies corporate, their respective officers, directors, employees, advisors and agents or any other person accepts any liability as to or in relation to the accuracy or completeness of the information, statements, opinions or matters (express or implied) arising out of, contained in or derived from this announcement or any omission from this announcement or of any other written or oral information or opinions provided now or in the future to any person.

This announcement may contain some references to forecasts, estimates, assumptions and other forward-looking statements. Although the Company believes that its expectations, estimates and projected outcomes are based on reasonable assumptions, it can give no assurance that they will be achieved.

About Chariot

Chariot Corporation Limited is a mineral exploration company focused on discovering and developing high-grade and near surface lithium opportunities in the United States. Chariot has twelve (12) lithium projects, including two core projects (the “**Core Projects**”) and a number of exploration pipeline projects which Chariot majority owns and operates.

The Core Projects include Chariot’s flagship Black Mountain Project (which is prospective for hard rock lithium) in Wyoming, USA and the Resurgent Project (which is prospective for claystone lithium) in Nevada and Oregon, USA. Initial survey results from the Core Projects indicate high-grade lithium mineralisation at surface.

Chariot holds an interest in six exploration pipeline projects located in Wyoming, USA, including, the Copper Mountain Project, the South Pass Project and four other hard rock lithium projects.

Chariot holds an interest in the Lida and Amargosa projects in Nevada, USA which are prospective for claystone hosted lithium.

Chariot holds an interest in a hard rock lithium project in Zimbabwe which is prospective for spodumene bearing pegmatites and an early-stage hard rock lithium exploration project in Western Australia.