

Form 605

Corporations Act 2001
Section 671B

Notice of ceasing to be a substantial holder

To Company Name/Scheme **Vital Metals Ltd**

ACN/ARSN **112 032 596**

1. Details of substantial holder (1)

Name **Thebes Offshore Master Fund, LP ("Thebes"), Luxor Capital Group, LP ("Luxor Capital") and LCG Holdings, LLC ("Luxor GP")**

ACN/ARSN (if applicable) **n/a**

The holder ceased to be a substantial holder on

16 / 11 / 2021

The previous notice was given to the company on

29 / 03 / 2021

The previous notice was dated

26 / 03 / 2021

2. Changes in relevant interests

Particulars of each change in, or change in the nature of, a relevant interest (2) of the substantial holder or an associate (3) in voting securities of the company or scheme, since the substantial holder was last required to give a substantial holding notice to the company or scheme are as follows:

Date of change	Person whose relevant interest changed	Nature of change (4)	Consideration given in relation to changes (5)	Class (6) and number of securities affected	Person's votes affected
28/09/2021	Luxor Capital, Thebes and Luxor GP	On-market sell	\$76,998.96	1,272,710 fully paid ordinary shares	1,272,710
29/09/2021	Luxor Capital, Thebes and Luxor GP	On-market sell	\$103,663.20	1,727,720 fully paid ordinary shares	1,727,720
20/10/2021	Luxor Capital, Thebes and Luxor GP	On-market sell	\$181,800.00	3,000,000 fully paid ordinary shares	3,000,000
21/10/2021	Luxor Capital, Thebes and Luxor GP	On-market sell	\$317,500.00	5,000,000 fully paid ordinary shares	5,000,000
22/10/2021	Luxor Capital, Thebes and Luxor GP	On-market sell	\$115,482.66	1,793,209 fully paid ordinary shares	1,793,209
25/10/2021	Luxor Capital, Thebes and Luxor GP	On-market sell	\$199,462.40	3,206,791 fully paid ordinary shares	3,206,791
26/10/2021	Luxor Capital, Thebes and Luxor GP	On-market sell	\$59,271.30	987,855 fully paid ordinary shares	987,855
27/10/2021	Luxor Capital, Thebes and Luxor GP	On-market sell	\$36,728.70	612,145 fully paid ordinary shares	612,145
29/10/2021	Luxor Capital, Thebes and Luxor GP	On-market sell	\$204,340.00	3,400,000 fully paid ordinary shares	3,400,000
15/11/2021	Luxor Capital, Thebes and Luxor GP	On-market sell	\$242,612.08	4,010,117 fully paid ordinary shares	4,010,117
16/11/2021	Luxor Capital, Thebes and Luxor GP	On-market sell	\$689,065.66	10,989,883 fully paid ordinary shares	10,989,883

3. Changes in association

The persons who have become associates (3) of, ceased to be associates of, or have changed the nature of their association (7) with, the substantial holder in relation to voting interests in the company or scheme are as follows:

Name and ACN/ARSN (if applicable)	Nature of association
N/A	

4. Addresses

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

Name	Address
Luxor Capital, Thebes and Luxor GP	1114 Avenue of the Americas, 28th Floor; New York, NY, 10028

Signature

print name Norris Nissim

Capacity General Counsel

sign here



date 16 / 11 / 2021

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 4 of the form.
- (2) See the definition of "relevant interest" in sections 608 and 671B(7) of the Corporations Act 2001.
- (3) See the definition of "associate" in section 9 of the Corporations Act 2001.
- (4) Include details of:
 - (a) any relevant agreement or other circumstances because of which the change in relevant interest occurred. 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.
- (5) 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.
- (6) The voting shares of a company constitute one class unless divided into separate classes.
- (7) Give details, if appropriate, of the present association and any change in that association since the last substantial holding notice.