

ASX ANNOUNCEMENT

ASX: **SYA**

29 October 2019

CONTROLLED PLACEMENT AGREEMENT

Emerging lithium miner **Sayona Mining Limited (ASX: SYA)** announced today that it entered into a Controlled Placement Agreement (CPA) with Acuity Capital.

The CPA provides Sayona with up to \$3 million of standby equity capital over the period to 31 January 2022. Importantly, Sayona retains full control of all aspects of the placement process, having sole discretion as to whether or not to utilise the CPA, the quantum of issued shares, the minimum issue price of shares and the timing of each placement tranche (if any).

There are no requirements on Sayona to utilise the CPA and it may terminate the CPA at any time, without cost or penalty. Acuity Capital and the CPA do not place any restrictions at any time on Sayona raising capital through other methods. If Sayona does decide to utilise the CPA, it is able to set a floor price (at its sole discretion) and the final issue price will be calculated as the greater of that floor price set by Sayona and a 10% discount to a Volume Weighted Average Price (VWAP) over a period of Sayona's choosing (again at its sole discretion).

As collateral for the CPA, Sayona has agreed to place 95m shares from its LR7.1 capacity, at nil consideration to Acuity Capital (Collateral Shares) but may, at any time, cancel the CPA and buy back the Collateral Shares for no consideration (subject to shareholder approval).

An Appendix 3B in relation to the Collateral Shares is attached.

For more information, please contact:

Paul Crawford

Company Secretary

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Email: info@sayonamining.com.au

Sayona Mining Limited is an Australian, ASX-listed (SYA) company focused on sourcing and developing the raw materials required to construct lithium-ion batteries for use in the rapidly growing new and green technology sectors. The Company has lithium projects in Québec, Canada and in Western Australia.

Please visit us as at www.sayonamining.com.au

CLEANSING NOTICE UNDER SECTION 708A(5)(e) OF THE CORPORATIONS ACT

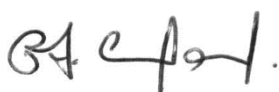
Sayona Mining Limited (ASX: SYA) (**Company**) advises that it issued 95,000,000 fully paid ordinary shares (**Securities**) on 29 October 2019 pursuant to a Controlled Placement Agreement announced today.

This notice is given by the Company under section 708A(5)(e) of the Corporations Act in relation to an issue of Shares by Company without disclosure to investors under Part 6D.2 of the Corporations Act.

In accordance with s708A(5)(e) of the Corporations Act, the Company provides notice that:

- (a) the Company issued the Securities without disclosures to investors under Part 6D.2 of the Act;
- (b) as at the date of this notice, the Company has complied with the provisions of Chapter 2M of the Act, as they apply to the Company and section 674 of the Act; and
- (c) as at the date of this notice, there is no information
 - (i) that has been excluded from a continuous disclosure notice in accordance with the ASX Listing Rules; and
 - (ii) that investors and their professional advisors would reasonably require for the purpose of making an informed assessment of:
 - A. the assets and liabilities, financial position and performance, profits and losses and prospects of the Company; or
 - B. the rights and liabilities attaching to the Securities.

Yours sincerely,



Paul Crawford
Director/Company Secretary

Appendix 3B

New issue announcement, application for quotation of additional securities and agreement

Introduced 1/7/96. Origin: Appendix 5. Amended 1/7/98, 1/9/99, 1/7/00, 30/9/01, 11/3/02, 1/1/03, 21/10/05, 1/8/12, 4/3/13

Name of entity

SAYONA MINING LIMITED

ABN

26 091 951 978

We (the entity) give ASX the following information:

Part 1 - All issues

1	Class of securities issued or to be issued	Ordinary Fully Paid Shares
2	Number of securities issued or to be issued (if known) or maximum number which may be issued	95,000,000 ordinary shares
3	Principal terms of the securities	As per existing shares ordinary shares.
4	Do the securities rank equally in all respects from the date of allotment with an existing class of quoted securities?	Ordinary shares rank equally in all respects
5	Issue price or consideration	Nil
6	Purpose of the issue	The shares have been issued pursuant to the Controlled Placement Deed (CPD) with Acuity Capital, as announced on 29 October 2019. Shares have been issued as Collateral Shares under the CPD
6a	Is the entity an eligible entity that has obtained security holder approval under rule 7.1A?	Yes
6b	The date the security holder resolution under rule 7.1A was passed	27 November 2018
6c	Number of securities issued without security holder approval under rule 7.1	95,000,000
6d	Number of securities issued with security holder approval under rule 7.1A	Nil
6e	Number of securities issued with security holder approval under rule 7.3, or another specific security holder approval (specify date of meeting)	Nil

+ See chapter 19 for defined terms.

6f	Number of securities issued under an exception in rule 7.2	Nil						
6g	If securities issued under rule 7.1A, was issue price at least 75% of 15 day VWAP as calculated under rule 7.1A.3? Include the issue date and both values. Include the source of the VWAP calculation.	N/A						
6h	If securities were issued under rule 7.1A for non-cash consideration, state date on which valuation of consideration was released to ASX Market Announcements	N/A						
6i	Calculate the entity’s remaining issue capacity under rule 7.1 and rule 7.1A – complete Annexure 1 and release to ASX Market Announcements	LR 7.1 174,371,229 LR 7.1A 184,275,539						
7	Dates of entering securities into uncertificated holdings or despatch of certificates.	29 October 2019						
8	Number and class of all securities quoted on ASX	<table><tr><th>Number</th><th>Class</th></tr><tr><td>1,944,797,466</td><td>Ordinary shares</td></tr><tr><td>120,242,589</td><td>Options exercisable at 7.8 cents expiring 30 April 2020</td></tr></table>	Number	Class	1,944,797,466	Ordinary shares	120,242,589	Options exercisable at 7.8 cents expiring 30 April 2020
Number	Class							
1,944,797,466	Ordinary shares							
120,242,589	Options exercisable at 7.8 cents expiring 30 April 2020							
9	Number and class of all securities not quoted on ASX	<table><tr><th>Number</th><th>Class</th></tr><tr><td>63,611,528</td><td>Options exercisable at 3 cents expiring 23 July 2022</td></tr></table>	Number	Class	63,611,528	Options exercisable at 3 cents expiring 23 July 2022		
Number	Class							
63,611,528	Options exercisable at 3 cents expiring 23 July 2022							
10	Dividend policy on the increased capital (interests)	Nil						

Part 2 - Bonus issue or pro rata issue

11	Is security holder approval required?	
12	Is the issue renounceable or non-renounceable?	
13	Ratio in which the securities will be offered	
14	Class of securities to which the offer relates	
15	Record date to determine entitlements	
16	Will holdings on different registers (or subregisters) be aggregated for calculating entitlements?	
17	Policy for deciding entitlements in relation to fractions	
18	Names of countries in which the entity has security holders who will not be sent new issue documents	

+ See chapter 19 for defined terms.

19	Closing date for receipt of acceptances or renunciations	
20	Names of any underwriters	
21	Amount of any underwriting fee or commission	
22	Names of any brokers to the issue	
23	Fee or commission payable to the broker to the issue	
24	Amount of any handling fee payable to brokers who lodge acceptances or renunciations on behalf of security holders	
25	If the issue is contingent on security holders' approval, the date of the meeting	
26	Date entitlement and acceptance form and prospectus or Product Disclosure Statement will be sent to persons entitled	
27	If the entity has issued options, and the terms entitle option holders to participate on exercise, the date on which notices will be sent to option holders	
28	Date rights trading will begin (if applicable)	
29	Date rights trading will end (if applicable)	
30	How do security holders sell their entitlements in full through a broker?	
31	How do security holders sell part of their entitlements through a broker and accept for the balance?	
32	How do security holders dispose of their entitlements (except by sale through a broker)?	
33	Issue date	

+ See chapter 19 for defined terms.

Part 3 - Quotation of securities

- 34 Type of securities (tick one)
- (a) ☒ Securities described in Part 1
- (b) ☐ All other securities

Entities that have ticked box 34(a)

Additional securities forming a new class of securities

Tick to indicate you are providing the information or documents

- 35 ☐ If the securities are equity securities, the names of the 20 largest holders of the additional securities, and the number and percentage of additional securities held by those holders
- 36 ☐ If the securities are equity securities, a distribution schedule of the additional securities setting out the number of holders in the categories
- 1 - 1,000
1,001 - 5,000
5,001 - 10,000
10,001 - 100,000
100,001 and over
- 37 ☐ A copy of any trust deed for the additional securities

Entities that have ticked box 34(b)

- 38 Number of securities for which quotation is sought
- 39 Class of securities for which quotation is sought
- 40 Do the securities rank equally in all respects from the date of allotment with an existing class of quoted securities?
If not, please state:
- the date from which they do
 - the extent to which they participate for the next dividend, or interest payment
 - the extent to which they do not rank equally, other than in relation to the next dividend, distribution or interest payment
-
- 41 Reason for request for quotation now
- 42 Number and class of all securities quoted on ASX (including the securities in clause 38)
- | Number | Class |
|----------------------|----------------------|
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+ See chapter 19 for defined terms.

Appendix 3B – Annexure 1

Calculation of placement capacity under rule 7.1 and rule 7.1A for ⁺eligible entities

Introduced 01/08/12

Part 1

Rule 7.1 – Issues exceeding 15% of capital	
Step 1: Calculate “A”, the base figure from which the placement capacity is calculated	
Insert number of fully paid ordinary securities on issue 12 months before date of issue or agreement to issue	1,715,532,265
Add the following:	
• Number of fully paid ordinary securities issued in that 12 month period under an exception in rule 7.2	127,223,122
• Number of fully paid ordinary securities issued in that 12 month period with shareholder approval	Nil
• Number of partly paid ordinary securities that became fully paid in that 12 month period	Nil
Subtract the number of fully paid ordinary securities cancelled during that 12 month period	
“A”	1,842,755,387
Step 2: Calculate 15% of “A”	
“B”	0.15
Multiply “A” by 0.15	276,413,308
Step 3: Calculate “C”, the amount of placement capacity under rule 7.1 already been used	
Insert number of equity securities issued or agreed to be issued in that 12 month period <i>not counting</i> those issued:	
• Under an exception in rule 7.2	102,042,079
• Under rule 7.1A	
• With security holder approval under rule 7.1 or rule 7.4	
“C”	102,042,079
Step 4: Subtract “C” from [“A” x “B”] to calculate remaining placement capacity under rule 7.1	
“A” x 0.15	276,413,308
Subtract “C”	102,042,079
Total [“A” x 0.15] – “C”	174,371,229

Part 2

Rule 7.1A – Additional placement capacity for eligible entities	
Step 1: Calculate “A”, the base figure from which the placement capacity is calculated	
“A” (number must be same as shown in Step 1 of Part)	1,842,755,387
Step 2: Calculate 10% of “A”	
“D”	
Multiply “A” by 0.10	184,275,539

+ See chapter 19 for defined terms.

Step 3: Calculate “E”, the amount of placement capacity under rule 7.1A that has already been used	
Insert number of equity securities issued or agreed to be issued in that 12 month period under rule 7.1A	Nil
“E”	
Step 4: Subtract “E” from [“A” x “D”] to calculate remaining placement capacity under rule 7.1A	
“A” x 0.10 (number must be same as shown in Step 2)	184,275,539
Subtract “E” (number must be same as shown in Step 3)	Nil
Total [“A” x 0.10] – “E”	184,275,539

Quotation agreement

- 1 Quotation of our additional securities is in ASX’s absolute discretion. ASX may quote the securities on any conditions it decides.
- 2 We warrant the following to ASX.
 - The issue of the securities to be quoted complies with the law and is not for an illegal purpose.
 - There is no reason why those securities should not be granted quotation.
 - An offer of the securities for sale within 12 months after their issue will not require disclosure under section 707(3) or section 1012C(6) of the Corporations Act.
 - Section 724 or section 1016E of the Corporations Act does not apply to any applications received by us in relation to any securities to be quoted and that no-one has any right to return any securities to be quoted under sections 737, 738 or 1016F of the Corporations Act at the time that we request that the securities be quoted.
 - We warrant that if confirmation is required under section 1017F of the Corporations Act in relation to the securities to be quoted, it has been provided at the time that we request that the securities be quoted.
 - If we are a trust, we warrant that no person has the right to return the securities to be quoted under section 1019B of the Corporations Act at the time that we request that the securities be quoted.
- 3 We will indemnify ASX to the fullest extent permitted by law in respect of any claim, action or expense arising from or connected with any breach of the warranties in this agreement.
- 4 We give ASX the information and documents required by this form. If any information or document not available now, will give it to ASX before quotation of the securities begins. We acknowledge that ASX is relying on the information and documents. We warrant that they are (will be) true and complete.



Sign here:

Date: 29 October 2019

(Director/Company Secretary)

Print name:

PAUL CRAWFORD

+ See chapter 19 for defined terms.