

Issue of Placement shares

Superior Lake Resources Limited (**ASX: SUP**) ('**Superior Lake**' or the '**Company**') is pleased to advise that subsequent to the announcement on 26 June 2019, it has now issued a total of 216,363,122 fully paid ordinary shares ('**Placement Shares**') at an issue price of \$0.0175 per share ('**Placement**'). A total of 129,817,873 Placement Shares have been issued in accordance with the Company's placement capacity under ASX Listing Rule 7.1 and a total of 86,545,249 of the Placement Shares were issued in accordance with the Company's placement capacity under ASX Listing Rule 7.1A. Directors subscribed for an additional 11,428,571 shares, the issue of which is subject to shareholder approval at the Company's next general meeting. The issue of a further 4,000,706 shares, for which subscriptions have been received, will also be subject to shareholder approval at the Company's next general meeting.

An Appendix 3B is attached with respect to the issue of the Placement Shares.

Additional disclosure under ASX Listing Rule 3.10.5A

Superior Lake provides the following additional information as required under ASX Listing Rule 3.10.5A in respect of the shares issued under the Company's 10% placement capacity pursuant to ASX Listing Rule 7.1A:

1. The dilutive effect of the Placement on existing shareholders is as follows:

	Shares	%
Number of shares on issue prior to the Placement	865,452,492	80.00
Dilution as a result of issue under ASX LR 7.1A	86,545,249	8.00
Dilution as a result of issue under ASX LR 7.1	129,817,873	12.00
Number of shares on issue following the Placement	1,081,815,614	100.00

2. The issue of 86,545,249 Placement Shares issued under ASX Listing Rule 7.1A to sophisticated and professional investors was considered to be the most efficient and expedient means for raising capital to advance the Superior Lake Zinc Project, in particular finalise the project finance process being managed by Orimco Pty Ltd, secure the permits and approvals to allow for commencement of construction in H2 2020 and carry out exploration drilling to test three high priority geophysical targets.
3. There were no underwriting arrangements entered into.
4. A fee equal to 6% of funds raised from the Placement is payable by the Company to BW Equities. No other costs were incurred in connection with the Placement.

About the Company

Superior Lake Resources Limited

Superior Lake Resources Limited is focused on the redevelopment of the Superior Lake Zinc Project in North Western Ontario, Canada. The Project is a high-grade zinc deposit with a JORC resource of 2.35 Mt at 17.7% Zn, 0.9% Cu, 0.38 g/t Au and 34 g/t Ag.¹ A Restart Study completed in 2018, forecasted the Project will produce approximately 46,000tpa Zn with forecasted AISC of US\$0.51/lb.²

Superior Lake Mineral Resource at 3% Zn cut-off grade					
Classification	Tonnage Mt	Zn%	Cu%	Au g/t	Ag g/t
Indicated	2.07	18.0	0.9	0.38	34
Inferred	0.28	16.2	1.0	0.31	37
Total	2.35	17.7	0.9	0.38	34

To learn more about the Company, please visit www.superiorlake.com.au, or contact:

David Woodall Chief Executive Officer +61 8 6117 0479

¹ ASX announcement 7 March 2019 "Increase in Superior Lake Mineral Resource". Superior Lake confirms that it is not aware of any new information or data that materially affects the information included in the announcement of 7 March 2019 and that all material assumptions and technical parameters underpinning the Mineral Resource estimate in the announcement of 7 March 2019 continue to apply and have not materially changed.

² See ASX announcement "Outstanding study confirms Superior Lake as low-cost project" dated 10 October 2018. The Company confirms that it is not aware of any new information or data that materially affects the information in that announcement (save for the 200,000 tonnes increase in the Mineral Resource estimate announced on 7 March 2019), and that all material assumptions and technical parameters underpinning the production targets and forecast financial information based on production targets in that announcement continue to apply and have not materially changed. The inclusion of the 200,000 tonnes will not materially affect the throughput set out in the Restart Study.

Appendix 3B

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

Information or documents not available now must be given to ASX as soon as available. Information and documents given to ASX become ASX's property and may be made public.

Introduced 01/07/96 Origin: Appendix 5 Amended 01/07/98, 01/09/99, 01/07/00, 30/09/01, 11/03/02, 01/01/03, 24/10/05, 01/08/12, 04/03/13

Name of entity

SUPERIOR LAKE RESOURCES LIMITED

ACN

139 522 553

We (the entity) give ASX the following information.

Part 1 - All issues

You must complete the relevant sections (attach sheets if there is not enough space).

- | | | |
|---|---|-----------------|
| 1 | +Class of +securities issued or to be issued | Ordinary shares |
| 2 | Number of +securities issued or to be issued (if known) or maximum number which may be issued | 216,363,122 |
| 3 | Principal terms of the +securities (e.g. if options, exercise price and expiry date; if partly paid +securities, the amount outstanding and due dates for payment; if +convertible securities, the conversion price and dates for conversion) | Ordinary shares |

4	Do the +securities rank equally in all respects from the +issue date with an existing +class of quoted +securities? If the additional +securities do not rank equally, please state: - the date from which they do - the extent to which they participate for the next dividend, (in the case of a trust, distribution) or interest payment - the extent to which they do not rank equally, other than in relation to the next dividend, distribution or interest payment	Yes
5	Issue price or consideration	\$0.0175 per Share
6	Purpose of the issue (If issued as consideration for the acquisition of assets, clearly identify those assets)	Shares issued under the Placement announced on 26 June 2019. Funds raised from the Placement will be used to complete the permitting and approvals required for construction, conduct the project finance process, carry out exploration drilling and for general working capital.
6a	Is the entity an +eligible entity that has obtained security holder approval under rule 7.1A? If Yes, complete sections 6b – 6h in relation to the +securities the subject of this Appendix 3B, and comply with section 6i	Yes
6b	The date the security holder resolution under rule 7.1A was passed	31 May 2019
6c	Number of +securities issued without security holder approval under rule 7.1	129,817,873
6d	Number of +securities issued with security holder approval under rule 7.1A	86,545,249

+ See chapter 19 for defined terms.

6e	Number of +securities issued with security holder approval under rule 7.3, or another specific security holder approval (specify date of meeting)	Nil				
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.	Shares were issued on 2 July 2019 at a price of \$0.0175, which represented a 23.00% discount to the 15 day VWAP of \$0.0227, the data for which was sourced from IRESS.				
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	Not applicable				
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	See Annexure 1				
7	+Issue dates Note: The issue date may be prescribed by ASX (refer to the definition of issue date in rule 19.12). For example, the issue date for a pro rata entitlement issue must comply with the applicable timetable in Appendix 7A. Cross reference: item 33 of Appendix 3B.	2 July 2019				
8	Number and +class of all +securities quoted on ASX (including the +securities in section 2 if applicable)	<table><tr><th>Number</th><th>+Class</th></tr><tr><td>1,081,815,614</td><td>Fully paid ordinary shares</td></tr></table>	Number	+Class	1,081,815,614	Fully paid ordinary shares
Number	+Class					
1,081,815,614	Fully paid ordinary shares					

	Number	+Class
9	Number and +class of all +securities not quoted on ASX (including the +securities in section 2 if applicable)	
	20,000,000	Unquoted Options exercisable at \$0.03 on or before 23 February 2022.
	25,000,000	Unquoted Options exercisable at \$0.03 on or before 9 April 2021.
	20,000,000	Unquoted Options exercisable at \$0.06 on or before 9 April 2021.
	10,000,000	Unquoted Options exercisable at \$0.06 on or before 30 August 2021.
	10,000,000	Unquoted Options exercisable at \$0.08 on or before 30 August 2021.
	20,000,000	Unquoted Options exercisable at \$0.06 on or before 15 March 2022.
10	Dividend policy (in the case of a trust, distribution policy) on the increased capital (interests)	Not Applicable

+ See chapter 19 for defined terms.

Part 2 - Pro rata issue

11	Is security holder approval required?	Not Applicable
12	Is the issue renounceable or non-renounceable?	Not Applicable
13	Ratio in which the +securities will be offered	Not Applicable
14	+Class of +securities to which the offer relates	Not Applicable
15	+Record date to determine entitlements	Not Applicable
16	Will holdings on different registers (or subregisters) be aggregated for calculating entitlements?	Not Applicable
17	Policy for deciding entitlements in relation to fractions	Not Applicable
18	Names of countries in which the entity has security holders who will not be sent new offer documents Note: Security holders must be told how their entitlements are to be dealt with. Cross reference: rule 7.7.	Not Applicable
19	Closing date for receipt of acceptances or renunciations	Not Applicable
20	Names of any underwriters	Not Applicable
21	Amount of any underwriting fee or commission	Not Applicable
22	Names of any brokers to the issue	Not Applicable
23	Fee or commission payable to the broker to the issue	Not Applicable

24	Amount of any handling fee payable to brokers who lodge acceptances or renunciations on behalf of security holders	Not Applicable
25	If the issue is contingent on security holders' approval, the date of the meeting	Not Applicable
26	Date entitlement and acceptance form and offer documents will be sent to persons entitled	Not Applicable
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	Not Applicable
28	Date rights trading will begin (if applicable)	Not Applicable
29	Date rights trading will end (if applicable)	Not Applicable
30	How do security holders sell their entitlements <i>in full</i> through a broker?	Not Applicable
31	How do security holders sell <i>part</i> of their entitlements through a broker and accept for the balance?	Not Applicable
32	How do security holders dispose of their entitlements (except by sale through a broker)?	Not Applicable
33	⁺ Issue date	Not Applicable

Part 3 - Quotation of securities

You need only complete this section if you are applying for quotation of securities

34 Type of ⁺securities
(tick one)

(a) ☒ ⁺Securities described in Part 1

⁺ See chapter 19 for defined terms.

(b) ☐ All other ⁺securities

Example: restricted securities at the end of the escrowed period, partly paid securities that become fully paid, employee incentive share securities when restriction ends, securities issued on expiry or conversion of convertible 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

Not Applicable

39 ⁺Class of ⁺securities for which quotation is sought

Not Applicable

o	Do the ⁺securities rank equally in all respects from the ⁺issue date with an existing ⁺class of quoted ⁺securities? If the additional ⁺securities do not rank equally, please state: • the date from which they do • the extent to which they participate for the next dividend, (in the case of a trust, distribution) or interest payment • the extent to which they do not rank equally, other than in relation to the next dividend, distribution or interest payment	Not Applicable	
41	Reason for request for quotation now Example: In the case of restricted securities, end of restriction period (if issued upon conversion of another ⁺security, clearly identify that other ⁺security)	Not Applicable	
42	Number and ⁺class of all ⁺securities quoted on ASX (including the ⁺securities in clause 38)	Number	⁺ Class

⁺ See chapter 19 for defined terms.

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.

Note: An entity may need to obtain appropriate warranties from subscribers for the securities in order to be able to give this warranty
 - 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.
 - 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 is not available now, we 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:
(~~Director~~/Company secretary)

Date: 2 July 2019

Print name: Stuart McKenzie

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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 Amended 04/03/13

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 the +issue date or date of agreement to issue	722,594,349
Add the following: - Number of fully paid +ordinary securities issued in that 12 month period under an exception in rule 7.2 - Number of fully paid +ordinary securities issued in that 12 month period with shareholder approval - Number of partly paid +ordinary securities that became fully paid in that 12 month period Note: - Include only ordinary securities here – other classes of equity securities cannot be added - Include here (if applicable) the securities the subject of the Appendix 3B to which this form is annexed - It may be useful to set out issues of securities on different dates as separate line items	117,142,858 Shares issued under the August 2018 Placement, as announced on 24 August 2018. Shareholders ratified the issue of these Shares at the Company's General Meeting held 6 March 2019 (Appendix 3B dated 31 August 2018). 1,000 Shares issued under the Cleansing Prospectus issued on 31 August 2018. Shareholders ratified the issue of these Shares at the Company's General Meeting held 6 March 2019 (Appendix 3B dated 31 August 2018). 17,142,857 Shares issued under the August 2018 Placement, as announced on 24 August 2018. Shareholders ratified the issue of these Shares at the Company's General Meeting held 6 March 2019 (Appendix 3B dated 10 September 2018). 8,571,428 Shares issued under the August 2018 Placement, as announced on 24 August 2018. Shareholders approved the issue of these Shares at the Company's General Meeting held 6 March 2019 (These shares are the subject of this Appendix 3B).
Subtract the number of fully paid +ordinary securities cancelled during that 12 month period	Nil.
“A”	865,452,492

+ See chapter 19 for defined terms.

Step 2: Calculate 15% of “A”	
“B”	0.15 <i>[Note: this value cannot be changed]</i>
Multiply “A” by 0.15	129,817,873
Step 3: Calculate “C”, the amount of placement capacity under rule 7.1 that has 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 • Under rule 7.1A • With security holder approval under rule 7.1 or rule 7.4 <i>Note:</i> • <i>This applies to equity securities, unless specifically excluded – not just ordinary securities</i> • <i>Include here (if applicable) the securities the subject of the Appendix 3B to which this form is annexed</i> • <i>It may be useful to set out issues of securities on different dates as separate line items</i>	129,817,873 shares issued under a placement to sophisticated and professional investors (Appendix 3B, 2 July 2019)
“C”	129,817,873
Step 4: Subtract “C” from [“A” x “B”] to calculate remaining placement capacity under rule 7.1	
“A” x 0.15 <i>Note: number must be same as shown in Step 2</i>	129,817,873
Subtract “C” <i>Note: number must be same as shown in Step 3</i>	129,817,873
Total [“A” x 0.15] – “C”	0 <i>[Note: this is the remaining placement capacity under rule 7.1]</i>

+ See chapter 19 for defined terms.

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” <i>Note: number must be same as shown in Step 1 of Part 1</i>	865,452,492
Step 2: Calculate 10% of “A”	
“D” <i>Note: this value cannot be changed</i>	0.10
Multiply “A” by 0.10	86,545,249
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 <i>Notes:</i> • This applies to equity securities – not just ordinary securities • Include here – if applicable – the securities the subject of the Appendix 3B to which this form is annexed • Do not include equity securities issued under rule 7.1 (they must be dealt with in Part 1), or for which specific security holder approval has been obtained • It may be useful to set out issues of securities on different dates as separate line items	86,545,249 shares issued under a placement to sophisticated and professional investors (Appendix 3B, 2 July 2019)
“E”	86,545,249
Step 4: Subtract “E” from [“A” x “D”] to calculate remaining placement capacity under rule 7.1A	
“A” x 0.10 <i>Note: number must be same as shown in Step 2</i>	86,545,249
Subtract “E” <i>Note: number must be same as shown in</i>	86,545,249

+ See chapter 19 for defined terms.

<i>Step 3</i>	
Total ["A" x 0.10] – "E"	0 <i>Note: this is the remaining placement capacity under rule 7.1A</i>

SECONDARY TRADING NOTIFICATION - NOTICE PURSUANT TO SECTION 708A(5)(E) OF THE CORPORATIONS ACT 2001 (the 'Act')

Re: Issue of 216,363,122 Placement Shares

The Act restricts the on-sale of securities issued without disclosure, unless the sale is exempt under section 708, 708A or 708AA. By Superior Lake Resources Limited ('**Superior Lake**') giving this notice, sale of the Placement Shares will fall within the exemption in section 708A(5) of the Act.

Superior Lake hereby gives notice under Section 708A(5)(e) of the Act that:

- (a) the Placement Shares were issued without disclosure to investors under Part 6D.2 of the Act;
- (b) as at the date of this notice, Superior Lake has complied with:
 - (i) the provisions of Chapter 2M of the Act as they apply to Superior Lake; and
 - (ii) section 674 of the Act; and
- (c) as at the date of this notice:
 - (i) there is no information that has been excluded from a continuous disclosure notice in accordance with the ASX Listing Rules; and
 - (ii) there is no "excluded information" within the meaning of sections 708A(7) and 708A(8) of the Corporations Act which is required to be disclosed under section 708A(6)(e) of the Corporations Act.