

5 October 2018

ASX ANNOUNCEMENT

ISSUE OF SECURITIES – APPENDIX 3B AND S708A(5)(e) NOTICE

Lindian Resources Limited (**Lindian** or the **Company**) (ASX: LIN) advises that it has issued:

- 40,000,000 fully paid ordinary shares (**Shares**) pursuant to the second and final tranche of the placement announced on 6 August 2018; and
- 3,333,334 Shares pursuant to a Company mandate.

A completed Appendix 3B has been lodged together with this announcement.

Notice Under Section 708A(5)(e) of the Corporations Act 2001 (Cth)

In respect of the Shares, Lindian gives notice under section 708A(5)(e) of the Corporations Act 2001 (Cth) (**Act**) of the following:

1. the Shares were issued without disclosure under Part 6D.2 of the Act;
2. as at the date of this notice, the Company has complied with:
 - i. the provisions of Chapter 2M of the Act as they apply to the Company; and
 - ii. section 674 of the Act; and
3. as at the date of this notice, there is no information to be disclosed which is excluded information (as defined in section 708A(7) and (8) of the Act) that is reasonable for investors and their professional advisers to expect to find in a disclosure document.

END

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Non-Executive Chairman
Asimwe Kabunga

Non-Executive Directors
Matt Bull
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Suraj Sanghani



ASX Code : LIN.AX

Enquiries regarding this announcement can be directed to :

Suraj Sanghani
T. +61 8 9486 7799

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

Lindian Resources Limited

ABN

53 090 772 222

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 | 1) Fully paid ordinary shares (Shares).
2) Unquoted options (Options). |
| 2 | Number of +securities issued or to be issued (if known) or maximum number which may be issued | 1) 43,333,334 Shares.
2) 120,000,001 Options. |
| 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) | 1) Shares: (terms and conditions of which are set out in the Company's Constitution).
2) Options: exercisable at \$0.02 on or before 31 December 2020 (full terms and conditions are set out in the notice of meeting dated 14 August 2018). |

+ See chapter 19 for defined terms.

Appendix 3B

New issue announcement

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	1) Yes, rank equally with existing quoted Shares. 2) Not applicable.
5 Issue price or consideration	1) Shares: - 40,000,000 Shares issued at \$0.015 each (for total consideration of \$600,000 (before costs)) pursuant to a placement as announced on 6 August 2018 (Placement) (T2 Placement Shares). - 3,333,334 Shares issued as consideration for services under a company mandate (Mandate Shares). 2) Options: - 100,000,000 Options issued free attaching on a 1:1 basis to Shares issued pursuant to the Placement (Placement Options). - 10,000,000 Options issued to Australasian Capital Pty Limited as part of their fee for its role in procuring investment under the Placement (Adviser Options). - 6,666,667 Options issued to Deep Blue Sea Limited in part satisfaction of the fees agreed to be paid to Deep Blue Sea Limited for its role in introducing and facilitating the Kagankunde Rare Earths Project transaction (Facilitation Options). - 3,333,334 Options issued as consideration for services under a company mandate (Mandate Options)

+ See chapter 19 for defined terms.

6	Purpose of the issue (If issued as consideration for the acquisition of assets, clearly identify those assets)	1) Shares - T2 Placement Shares: To raise \$600,000 to be spent on repayment of existing creditors, expenditure on the Company's Lushoto Bauxite Project, and costs in connection with the transaction with Rift Valley Resources Developments Limited (including due diligence costs). - Mandate Shares: Issued as consideration for services. 2) Options - Placement Options: Issued free attaching on a 1:1 basis to the Placement Shares. - Adviser Options: Issued as consideration for services. - Facilitation Options: Issued as consideration for services. - Mandate Options: Issued as consideration for services. Further details are set out at box 5 above, and in the Company's notice of meeting dated 14 August 2018.
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	27 November 2017.
6c	Number of +securities issued without security holder approval under rule 7.1	1) 3,333,334 Mandate Shares. 2) 3,333,334 Mandate Options.
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)	40,000,000 Shares and 116,666,667 Options were issued with shareholder approval at a meeting of shareholders held on 24 September 2018.

+ See chapter 19 for defined terms.

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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.	Not applicable.				
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	Remaining issue capacity: LR 7.1: 49,505,150 LR 7.1A: 37,447,879				
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.	5 October 2018				
8	Number and +class of all +securities quoted on ASX (<i>including</i> the +securities in section 2 if applicable)	<table><tr><th>Number</th><th>+Class</th></tr><tr><td>377,812,124</td><td>Ordinary Shares</td></tr></table>	Number	+Class	377,812,124	Ordinary Shares
Number	+Class					
377,812,124	Ordinary Shares					

+ See chapter 19 for defined terms.

	Number	+Class
9	Number and +class of all +securities not quoted on ASX (including the +securities in section 2 if applicable)	160,000,001 50,000,000 25,000,000 25,000,000
		Unlisted Options (\$0.02, 31 December 2020). Unlisted Options (\$0.03, 8 June 2019) Class A Performance Shares* Class B Performance Shares**

10	Dividend policy (in the case of a trust, distribution policy) on the increased capital (interests)	The directors do not anticipate declaring a dividend in the foreseeable future.
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* convertible into Shares on a 1:1 basis subject to announcement of an Inferred Minerals Resource or greater on the tenements (as acquired in the Tangold Pty Ltd transaction) (as defined by a Competent Person in accordance with the JORC Code 2012) of at least 200,000 ounces of Au at 2g/t with a cut-off grade of 0.5g/t on or before 6 December 2018. The full terms and conditions are set out in the Notice of Meeting announced to ASX on 26 October 2016.

** convertible into Shares on a 1:1 basis subject to conversion of the Class A Performance Shares and an independent third party expert producing a Pre-Feasibility Study (As defined in the JORC Code) which evidences a 15% or greater internal rate of return (using publicly available industry assumptions, including deliverable spot product pricing, which is independently verifiable) for the development of the tenements (as acquired in the Tangold Pty Ltd transaction) on or before 6 December 2020. The full terms and conditions are set out in the Notice of Meeting announced to ASX on 26 October 2016.

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.

+ See chapter 19 for defined terms.

Appendix 3B

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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

Not applicable.

Note: Security holders must be told how their entitlements are to be dealt with.

Cross reference: rule 7.7.

19 Closing date for receipt of acceptances or renunciations

Not applicable.

+ See chapter 19 for defined terms.

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.

+ See chapter 19 for defined terms.

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|----|--|-----------------|
| 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
- (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

+ See chapter 19 for defined terms.

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.				
40	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)	<table border="1" style="width: 100%; border-collapse: collapse;"> <tr> <th style="width: 50%; padding: 5px;">Number</th> <th style="width: 50%; padding: 5px;">+Class</th> </tr> <tr> <td style="height: 100px; vertical-align: top; padding: 5px;">Not applicable.</td> <td style="height: 100px; vertical-align: top; padding: 5px;">Not applicable.</td> </tr> </table>	Number	+Class	Not applicable.	Not applicable.
Number	+Class					
Not applicable.	Not applicable.					

+ 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:
Company secretary

Date: 5 October 2018

Print name: Suraj Sanghani

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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	267,812,123
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 <i>Note:</i> - 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	33,218,788 Shares (ratified at shareholder meeting held on 24 September 2018 (September Meeting) (see Resolution 1)). 6,666,667 Shares (see Resolution 5 of September Meeting). 26,781,212 Shares (see Resolution 2 of September Meeting). 40,000,000 Shares (see Resolution 3 of September Meeting).
Subtract the number of fully paid +ordinary securities cancelled during that 12-month period	Nil.
“A”	374,478,790

+ See chapter 19 for defined terms.

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Step 2: Calculate 15% of “A”	
“B”	0.15 <i>[Note: this value cannot be changed]</i>
Multiply “A” by 0.15	56,171,818
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>	3,333,334 Mandate Shares (issued on 5 October 2018). 3,333,334 Mandate Options (issued on 5 October 2018).
“C”	6,666,668
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>	56,171,818
Subtract “C” <i>Note: number must be same as shown in Step 3</i>	6,666,668
Total [“A” x 0.15] – “C”	49,505,150 <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>	374,478,790
Step 2: Calculate 10% of “A”	
“D”	0.10 <i>Note: this value cannot be changed</i>
Multiply “A” by 0.10	37,447,879
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	
“E”	Nil

+ See chapter 19 for defined terms.

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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>	37,447,879
Subtract “E” <i>Note: number must be same as shown in Step 3</i>	Nil
Total [“A” x 0.10] – “E”	37,447,879 <i>Note: this is the remaining placement capacity under rule 7.1A</i>

+ See chapter 19 for defined terms.