

**13 February 2018**

## **ASX ANNOUNCEMENT**

### **Appendix 3B – Issues of Shares at 11% premium to market**

As announced in on the 31 July 2017, Lithium Australia NL (ASX: LIT) entered into a Controlled Placement Agreement (**CPA**) with Acuity Capital Investment Management Pty Ltd as trustee for the Acuity Capital Holdings Trust (**Acuity Capital**). LIT advises that pursuant to the CPA, LIT has issued 3.25m fully paid ordinary shares in the capital of LIT (**Shares**) at \$0.20 per Share to raise \$650,000 (before costs) under its Listing Rule 7.1A capacity. The placement price of \$0.20 is an 11% premium to the 15-day volume weighted average price (**VWAP**) of the Shares from close of trade yesterday. Further details of the CPA are listed in the Company's release dated 31 July 2017.

The CPA currently provides LIT with up to \$12.5m of standby equity capital until December 2019. To date, LIT has used the CPA to successfully raise \$7.5m.

As outlined in the initial CPA announcement dated 31 July 2017, LIT retains full control of all aspects the placement process including having sole discretion as to whether or not to utilise the CPA, the quantum of Shares issued under the CPA, the minimum issue price of Shares issued under the CPA and the timing of each placement tranche (if any). There are no requirements on LIT to utilise the CPA. LIT 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 LIT raising capital through other methods. If LIT does decide to utilise the CPA, LIT is able to set a floor price (at its sole discretion) for the Shares issued pursuant to the CPA and the final issue price will be calculated as the greater of that floor price set by LIT and a 10% discount to a VWAP over a period determined at the sole discretion of LIT.

The Company also advises the issue of 1,698,239 shares at an average price of \$0.1952 per share to suppliers pursuant to Listing Rule 7.1 (606,874 shares) and the Directors and Senior Management Fee and Remuneration Sacrifice Share Plan (1,091,365 shares) respectively.

#### **ASX Listing Rule 3.10.5A**

The following information required under ASX Listing Rule 3.10.5A is now provided:

|                                                      |                                                                                                                                                                                             |
|------------------------------------------------------|---------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| (a) Dilution Effect                                  | The issue of 3,250,000 Shares represents a dilution to the existing holders of ordinary securities as follows (and before further issues included in this Appendix 3B as listed above):     |
| Number of Shares on issue prior to the Placement:    | 343,570,538                                                                                                                                                                                 |
| Placement issue under Listing Rule 7.1A:             | 3,250,000                                                                                                                                                                                   |
| Total dilution as a result of the LR 7.1A Placement: | 0.09% (the total dilution as a result of the issue of the 3,250,000 Shares is 0.09%)                                                                                                        |
| Number of Shares on issue following the Placement:   | 346,820,538                                                                                                                                                                                 |
| (b) Why an issue under ASX Listing Rule 7.1A?        | The Company issued the Shares for cash consideration pursuant to the CPA as it is of the view that this was the most efficient and expedient mechanism to raise cash in the current market. |
| (c) Underwriting Agreement:                          | This issue was not underwritten.                                                                                                                                                            |
| (d) Cost of Issue:                                   | No commission was paid by the Company.                                                                                                                                                      |

## **Notice under section 708A(5)(e) of the Corporations Act 2001**

Lithium Australia NL (ASX: LIT) (**Company**) has issued and allotted 4,948,239 fully paid ordinary shares in the capital of the Company at the issue prices as outlined in the attached Appendix 3B. Accordingly, the Company gives notice under section 708A(5)(e)(i) of the *Corporations Act 2001* (Cth) (**Act**) that:

1. the abovementioned shares were issued without disclosure to investors under Part 6D.2 of the Act;
2. 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 with 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 subsection 708A(7) of the Act that is reasonable for investors and their professional advisers to find in a disclosure document.

### **Barry Woodhouse**

CFO & Company Secretary

Mobile +61 (0) 438 674 259

[Barry.Woodhouse@lithium-au.com](mailto:Barry.Woodhouse@lithium-au.com)

### **About Lithium Australia NL**

Lithium Australia, a dedicated developer of disruptive lithium extraction technologies, owns 100% of the SiLeach® process for the recovery of lithium from all silicates. Moreover, Lithium Australia has strategic alliances with, and investments in, a number of companies that potentially provide it with access to a diversified lithium mineral inventory. Lithium Australia aims to unite resources and the best available technology and in so doing establish a global lithium processing business.

### **MEDIA CONTACT:**

|                       |                               |                                    |
|-----------------------|-------------------------------|------------------------------------|
| <b>Adrian Griffin</b> | <b>Lithium Australia NL</b>   | <b>08 6145 0288   0418 927 658</b> |
| <b>Kevin Skinner</b>  | <b>Field Public Relations</b> | <b>08 8234 9555   0414 822 631</b> |

Rule 2.7, 3.10.3, 3.10.4, 3.10.5

**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

Lithium Australia NL

ABN

29 126 129 413

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<br>2. Fully paid ordinary shares<br>3. Fully paid ordinary shares |
| 2 | Number of +securities issued or to be issued (if known) or maximum number which may be issued                                                                                                                                                 | 1. 3,250,000<br>2. 606,874<br>3. 1,091,365                                                      |
| 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. – 3. Fully paid ordinary shares                                                              |

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+ See chapter 19 for defined terms.

|                                                                                                                                                                                                                                                                                                                                                                                                                                             |                                                                                                                                                                                                                                                                       |                                                                                                                                                                                                                                                                                                             |
|---------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| 4                                                                                                                                                                                                                                                                                                                                                                                                                                           | <p>Do the <sup>+</sup>securities rank equally in all respects from the <sup>+</sup>issue date with an existing <sup>+</sup>class of quoted <sup>+</sup>securities?</p>                                                                                                | <p>Yes</p>                                                                                                                                                                                                                                                                                                  |
| <p>If the additional <sup>+</sup>securities do not rank equally, please state:</p> <ul style="list-style-type: none"> <li>• the date from which they do</li> <li>• the extent to which they participate for the next dividend, (in the case of a trust, distribution) or interest payment</li> <li>• the extent to which they do not rank equally, other than in relation to the next dividend, distribution or interest payment</li> </ul> |                                                                                                                                                                                                                                                                       |                                                                                                                                                                                                                                                                                                             |
| 5                                                                                                                                                                                                                                                                                                                                                                                                                                           | <p>Issue price or consideration</p>                                                                                                                                                                                                                                   | <p>1. \$0.20<br/>2. \$0.1952<br/>3. \$0.1952</p>                                                                                                                                                                                                                                                            |
| 6                                                                                                                                                                                                                                                                                                                                                                                                                                           | <p>Purpose of the issue<br/>(If issued as consideration for the acquisition of assets, clearly identify those assets)</p>                                                                                                                                             | <p>1. Shares issued pursuant to placement for acquisition of new resources, assets and investments and continued exploration on the Company's exploration assets.<br/>2. Shares issued to suppliers<br/>3. Shares issued under Director and Senior Management Fee and Remuneration Sacrifice Share Plan</p> |
| 6a                                                                                                                                                                                                                                                                                                                                                                                                                                          | <p>Is the entity an <sup>+</sup>eligible entity that has obtained security holder approval under rule 7.1A?</p> <p>If Yes, complete sections 6b – 6h <i>in relation to the <sup>+</sup>securities the subject of this Appendix 3B</i>, and comply with section 6i</p> | <p>Yes</p>                                                                                                                                                                                                                                                                                                  |
| 6b                                                                                                                                                                                                                                                                                                                                                                                                                                          | <p>The date the security holder resolution under rule 7.1A was passed</p>                                                                                                                                                                                             |                                                                                                                                                                                                                                                                                                             |
|                                                                                                                                                                                                                                                                                                                                                                                                                                             |                                                                                                                                                                                                                                                                       | <p>30 November 2017</p>                                                                                                                                                                                                                                                                                     |

<sup>+</sup> See chapter 19 for defined terms.

|    |                                                                                                                                                                                                          |                                                                                                                                                                                        |
|----|----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| 6c | Number of +securities issued without security holder approval under rule 7.1                                                                                                                             | 2. 606,874                                                                                                                                                                             |
| 6d | Number of +securities issued with security holder approval under rule 7.1A                                                                                                                               | 1. 3,250,000                                                                                                                                                                           |
| 6e | Number of +securities issued with security holder approval under rule 7.3, or another specific security holder approval (specify date of meeting)                                                        |                                                                                                                                                                                        |
| 6f | Number of +securities issued under an exception in rule 7.2                                                                                                                                              | 3. 1,091,365                                                                                                                                                                           |
| 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. | (i) Yes (1,091,365)<br>(ii) Issue date 13 February 2018<br>(iii) IRESS<br>(iv) Issue price of \$0.20 per share is an 11% premium to the 15 day VWAP of \$0.1801 as at 12 February 2018 |
| 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                                           |                                                                                                                                                                                        |
| 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                                                               | Rule 7.1 – 35,786,922<br>Rule 7.1A – 12,979,906                                                                                                                                        |

+ See chapter 19 for defined terms.

|   |                                                                                                                                                                                                                                                                                                 |                  |
|---|-------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|------------------|
| 7 | <p>+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.</p> <p>Cross reference: item 33 of Appendix 3B.</p> | 13 February 2018 |
|---|-------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|------------------|

|   | Number                                                                                                           | +Class                                                                                                                                   |
|---|------------------------------------------------------------------------------------------------------------------|------------------------------------------------------------------------------------------------------------------------------------------|
| 8 | <p>Number and +class of all +securities quoted on ASX (including the +securities in section 2 if applicable)</p> | <p>348,518,777 Fully paid ordinary shares</p> <p>132,850,148 Partly paid contributing shares paid to \$0.0001 each (\$0.2499 unpaid)</p> |

|   | Number                                                                                                               | +Class                                                                                                                                                                                                                                                                                                                                                                               |
|---|----------------------------------------------------------------------------------------------------------------------|--------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| 9 | <p>Number and +class of all +securities not quoted on ASX (including the +securities in section 2 if applicable)</p> | <p>4,316,666 \$0.15 options exercisable on or before 1 July 2019</p> <p>7,875,000 \$0.20 options exercisable on or before 1 July 2019</p> <p>9,200,000 \$0.30 options exercisable on or before 1 July 2019</p> <p>10,340,000 Performance Rights as approved by shareholders on 15 July 2015</p> <p>15,000,000 Performance Rights as approved by shareholders on 30 November 2016</p> |

|    |                                                                                                           |     |
|----|-----------------------------------------------------------------------------------------------------------|-----|
| 10 | <p>Dividend policy (in the case of a trust, distribution policy) on the increased capital (interests)</p> | N/A |
|----|-----------------------------------------------------------------------------------------------------------|-----|

## Part 2 - Pro rata issue

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+ See chapter 19 for defined terms.

|    |                                                                                                                                                                                                                                |  |
|----|--------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|--|
| 11 | Is security holder approval required?                                                                                                                                                                                          |  |
| 12 | Is the issue renounceable or non-renounceable?                                                                                                                                                                                 |  |
| 13 | Ratio in which the <sup>+</sup> securities will be offered                                                                                                                                                                     |  |
| 14 | <sup>+</sup> Class of <sup>+</sup> securities to which the offer relates                                                                                                                                                       |  |
| 15 | <sup>+</sup> 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 offer documents<br><br>Note: Security holders must be told how their entitlements are to be dealt with.<br><br>Cross reference: rule 7.7. |  |
| 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                                                                                                                                                                           |  |

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<sup>+</sup> See chapter 19 for defined terms.

|    |                                                                                                                                                             |  |
|----|-------------------------------------------------------------------------------------------------------------------------------------------------------------|--|
| 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 offer documents 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 <i>in full</i> through a broker?                                                                            |  |
| 31 | How do security holders sell <i>part</i> 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                                                                                                                                                 |  |

### 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)*

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+ See chapter 19 for defined terms.

(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

**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

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+ See chapter 19 for defined terms.

|    |                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                    |            |
|----|--------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|------------|
| 40 | <p>Do the <sup>+</sup>securities rank equally in all respects from the <sup>+</sup>issue date with an existing <sup>+</sup>class of quoted <sup>+</sup>securities?</p> <p>If the additional <sup>+</sup>securities do not rank equally, please state:</p> <ul style="list-style-type: none"> <li>• the date from which they do</li> <li>• the extent to which they participate for the next dividend, (in the case of a trust, distribution) or interest payment</li> <li>• the extent to which they do not rank equally, other than in relation to the next dividend, distribution or interest payment</li> </ul> | <p>Yes</p> |
|----|--------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|------------|

|    |                                                                                                                                                                                                                                           |                            |
|----|-------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|----------------------------|
| 41 | <p>Reason for request for quotation now</p> <p>Example: In the case of restricted securities, end of restriction period (if issued upon conversion of another <sup>+</sup>security, clearly identify that other <sup>+</sup>security)</p> | <p>Placement of shares</p> |
|----|-------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|----------------------------|

|    |                                                                                             |             |                                                                         |
|----|---------------------------------------------------------------------------------------------|-------------|-------------------------------------------------------------------------|
| 42 | Number and +class of all +securities quoted on ASX (including the +securities in clause 38) | Number      | +Class                                                                  |
|    |                                                                                             | 348,518,777 | Fully paid ordinary shares                                              |
|    |                                                                                             | 132,850,148 | Partly paid contributing shares paid to \$0.0001 each (\$0.2499 unpaid) |

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<sup>+</sup> See chapter 19 for defined terms.

**Quotation agreement**

- 1      <sup>+</sup>Quotation of our additional <sup>+</sup>securities is in ASX's absolute discretion. ASX may quote the <sup>+</sup>securities on any conditions it decides.
- 2      We warrant the following to ASX.
  - The issue of the <sup>+</sup>securities to be quoted complies with the law and is not for an illegal purpose.
  - There is no reason why those <sup>+</sup>securities should not be granted <sup>+</sup>quotation.
  - An offer of the <sup>+</sup>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 <sup>+</sup>securities to be quoted and that no-one has any right to return any <sup>+</sup>securities to be quoted under sections 737, 738 or 1016F of the Corporations Act at the time that we request that the <sup>+</sup>securities be quoted.
  - If we are a trust, we warrant that no person has the right to return the <sup>+</sup>securities to be quoted under section 1019B of the Corporations Act at the time that we request that the <sup>+</sup>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 <sup>+</sup>quotation of the <sup>+</sup>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: "Barry Woodhouse"  
Company Secretary

Date: 13 February 2018

Print name: Barry Woodhouse

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<sup>+</sup> 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

| <b>Rule 7.1 – Issues exceeding 15% of capital</b>                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                   |                              |
|---------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|------------------------------|
| <b>Step 1: Calculate “A”, the base figure from which the placement capacity is calculated</b>                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                       |                              |
| <b>Insert</b> number of fully paid <sup>+</sup> ordinary securities on issue 12 months before the <sup>+</sup> issue date or date of agreement to issue                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                             | 257,832,829                  |
| <b>Add</b> the following: <ul style="list-style-type: none"> <li>Number of fully paid <sup>+</sup>ordinary securities issued in that 12 month period under an exception in rule 7.2</li> <li>Number of fully paid <sup>+</sup>ordinary securities issued in that 12 month period with shareholder approval</li> <li>Number of partly paid <sup>+</sup>ordinary securities that became fully paid in that 12 month period</li> </ul> <b>Note:</b> <ul style="list-style-type: none"> <li>Include only ordinary securities here – other classes of equity securities cannot be added</li> <li>Include here (if applicable) the securities the subject of the Appendix 3B to which this form is annexed</li> <li>It may be useful to set out issues of securities on different dates as separate line items</li> </ul> | 28,932,199<br><br>28,302,284 |
| <b>Subtract</b> the number of fully paid <sup>+</sup> ordinary securities cancelled during that 12 month period                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                     | Nil                          |
| <b>“A”</b>                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                          | 315,067,312                  |

|                                     |                                                     |
|-------------------------------------|-----------------------------------------------------|
| <b>Step 2: Calculate 15% of “A”</b> |                                                     |
| <b>“B”</b>                          | 0.15<br><i>[Note: this value cannot be changed]</i> |
| <b>Multiply “A” by 0.15</b>         | 47,260,097                                          |

<sup>+</sup> See chapter 19 for defined terms.

|                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                              |                                                                                                 |
|--------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-------------------------------------------------------------------------------------------------|
| <b>Step 3: Calculate "C", the amount of placement capacity under rule 7.1 that has already been used</b>                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                     |                                                                                                 |
| <p><b>Insert</b> number of <sup>+</sup>equity securities issued or agreed to be issued in that 12 month period <i>not counting</i> those issued:</p> <ul style="list-style-type: none"> <li>• Under an exception in rule 7.2</li> <li>• Under rule 7.1A</li> <li>• With security holder approval under rule 7.1 or rule 7.4</li> </ul> <p><i>Note:</i></p> <ul style="list-style-type: none"> <li>• <i>This applies to equity securities, unless specifically excluded – not just ordinary securities</i></li> <li>• <i>Include here (if applicable) the securities the subject of the Appendix 3B to which this form is annexed</i></li> <li>• <i>It may be useful to set out issues of securities on different dates as separate line items</i></li> </ul> | 11,473,175                                                                                      |
| <b>"C"</b>                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                   | <b>11,473,175</b>                                                                               |
| <b>Step 4: Subtract "C" from ["A" x "B"] to calculate remaining placement capacity under rule 7.1</b>                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                        |                                                                                                 |
| <p>"A" x 0.15</p> <p><i>Note: number must be same as shown in Step 2</i></p>                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                 | 47,260,097                                                                                      |
| <p><b>Subtract "C"</b></p> <p><i>Note: number must be same as shown in Step 3</i></p>                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                        | 11,473,175                                                                                      |
| <p><b>Total</b> ["A" x 0.15] – "C"</p>                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                       | <p>35,786,922</p> <p><i>[Note: this is the remaining placement capacity under rule 7.1]</i></p> |

<sup>+</sup> See chapter 19 for defined terms.

Part 2

| Rule 7.1A – Additional placement capacity for eligible entities                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                        |                                                                                     |
|------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-------------------------------------------------------------------------------------|
| <b>Step 1: Calculate “A”, the base figure from which the placement capacity is calculated</b>                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                          |                                                                                     |
| <b>“A”</b><br><i>Note: number must be same as shown in Step 1 of Part 1</i>                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                            | 315,067,312                                                                         |
| <b>Step 2: Calculate 10% of “A”</b>                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                    |                                                                                     |
| <b>“D”</b>                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                             | 0.10<br><i>Note: this value cannot be changed</i>                                   |
| <b>Multiply “A” by 0.10</b>                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                            | 31,506,731                                                                          |
| <b>Step 3: Calculate “E”, the amount of placement capacity under rule 7.1A that has already been used</b>                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                              |                                                                                     |
| <b>Insert</b> number of <sup>+</sup> equity securities issued or agreed to be issued in that 12 month period under rule 7.1A<br><b>Notes:</b> <ul style="list-style-type: none"> <li>• This applies to equity securities – not just ordinary securities</li> <li>• Include here – if applicable – the securities the subject of the Appendix 3B to which this form is annexed</li> <li>• 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</li> <li>• It may be useful to set out issues of securities on different dates as separate line items</li> </ul> | 18,526,825                                                                          |
| <b>“E”</b>                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                             | 18,526,825                                                                          |
| <b>Step 4: Subtract “E” from [“A” x “D”] to calculate remaining placement capacity under rule 7.1A</b>                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                 |                                                                                     |
| <b>“A” x 0.10</b><br><i>Note: number must be same as shown in Step 2</i>                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                               | 31,506,731                                                                          |
| <b>Subtract “E”</b><br><i>Note: number must be same as shown in Step 3</i>                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                             | 18,526,825                                                                          |
| <b>Total [“A” x 0.10] – “E”</b>                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                        | 12,979,906<br><i>Note: this is the remaining placement capacity under rule 7.1A</i> |

+ See chapter 19 for defined terms.