

13 February 2019

The Manager
Market Announcements Office
ASX Compliance Pty Limited
Level 40, Central Park
152-158 St George's Terrace
Perth WA 6000

AMENDMENT TO 3 DECEMBER 2018 APPENDIX 3Y – MR T GOYDER

Please find attached an amended Appendix 3Y Change of Director's Interests Notice (**Appendix 3Y**) for Mr Tim Goyder. The original version of the Appendix 3Y lodged on ASX on 3 December 2018 contained a calculation error and has been corrected accordingly.

Yours sincerely

A handwritten signature in black ink, appearing to read "K Verheyen".

Kym Verheyen
Company Secretary

Appendix 3Y

Change of Director's Interest Notice

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 30/09/01 Amended 01/01/11

Name of entity	Liontown Resources Limited
ABN	39 118 153 825

We (the entity) give ASX the following information under listing rule 3.19A.2 and as agent for the director for the purposes of section 205G of the Corporations Act.

Name of Director	Tim R B Goyder
Date of last notice	29 November 2017

Part 1 - Change of director's relevant interests in securities

In the case of a trust, this includes interests in the trust made available by the responsible entity of the trust

Note: In the case of a company, interests which come within paragraph (i) of the definition of "notifiable interest of a director" should be disclosed in this part.

Direct or indirect interest	Direct
Nature of indirect interest (including registered holder) Note: Provide details of the circumstances giving rise to the relevant interest.	1) Plato Prospecting Pty Ltd as trustee for The Goyder Family Trust. Tim Goyder is the sole Director and Shareholder of Plato Prospecting Pty Ltd. 2) Plato Prospecting Pty Ltd as trustee for TRB Goyder Superannuation Fund. Tim Goyder is the sole Director and Shareholder of Plato Prospecting Pty Ltd and a member of the TRB Goyder Superannuation Fund. 3) Linda Sullivan is the wife of Tim Goyder.
Date of change	27 November 2018

+ See chapter 19 for defined terms.

Appendix 3Y
Change of Director's Interest Notice

No. of securities held prior to change	Direct interest: 103,161,815 fully paid ordinary shares. 2,000,000 unlisted options with an exercise price of 3.5 cents and expiry date of 31 March 2021. 4,000,000 unlisted options with an exercise price of 2 cents and expiry date of 31 October 2022. Indirect interest: 1) Goyder Family Trust 115,643,097 fully paid ordinary shares. 2) TRB Goyder Super Fund 4,680,070 fully paid ordinary shares. 3) Linda Sullivan and related entities 2,700,000 fully paid ordinary shares.
Class	Unlisted Options.
Number acquired	Direct interest: 4,000,000 unlisted options, vesting immediately with an exercise price of 3.5 cents and an expiry date of 28 November 2023.
Number disposed	N/A
Value/Consideration Note: If consideration is non-cash, provide details and estimated valuation	Nil

+ See chapter 19 for defined terms.

Appendix 3Y

Change of Director's Interest Notice

No. of securities held after change	Direct interest: 103,161,815 fully paid ordinary shares. 2,000,000 unlisted options with an exercise price of 3.5 cents and expiry date of 31 March 2021. 4,000,000 unlisted options with an exercise price of 2 cents and expiry date of 31 October 2022. 4,000,000 unlisted options with an exercise price of 3.5 cents and expiry date of 28 November 2023. Indirect interest: 1) Goyder Family Trust 115,643,097 fully paid ordinary shares. 2) TRB Goyder Super Fund 4,680,070 fully paid ordinary shares. 3) Linda Sullivan and related entities 2,700,000 fully paid ordinary shares.
Nature of change Example: on-market trade, off-market trade, exercise of options, issue of securities under dividend reinvestment plan, participation in buy-back	The issue of unlisted options, the subject of Resolution 4a, passed at the Annual General Meeting held on 27 November 2018. The unlisted options are issued under the terms and conditions of the Company's Employee Securities Incentive Scheme.

Part 2 – Change of director's interests in contracts

Note: In the case of a company, interests which come within paragraph (ii) of the definition of "notifiable interest of a director" should be disclosed in this part.

Detail of contract	N/A
Nature of interest	N/A
Name of registered holder (if issued securities)	N/A
Date of change	N/A
No. and class of securities to which interest related prior to change Note: Details are only required for a contract in relation to which the interest has changed	N/A

+ See chapter 19 for defined terms.

Appendix 3Y

Change of Director's Interest Notice

Interest acquired	N/A
Interest disposed	N/A
Value/Consideration Note: If consideration is non-cash, provide details and an estimated valuation	N/A
Interest after change	N/A

Part 3 – ⁺Closed period

Were the interests in the securities or contracts detailed above traded during a ⁺closed period where prior written clearance was required?	No
If so, was prior written clearance provided to allow the trade to proceed during this period?	N/A
If prior written clearance was provided, on what date was this provided?	N/A

⁺ See chapter 19 for defined terms.