

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

Leigh Creek Energy Limited

ABN

31 107 531 822

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 | 14,322,222 Ordinary Shares |
| 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 issued under Private Placement |

+ See chapter 19 for defined terms.

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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	\$0.225 per share
6	Purpose of the issue (If issued as consideration for the acquisition of assets, clearly identify those assets)	Issue of shares under a Private Placement
6a	Is the entity an ⁺eligible entity that has obtained security holder approval under rule 7.1A? If Yes, complete sections 6b – 6h <i>in relation to the ⁺securities the subject of this Appendix 3B</i>, and comply with section 6i	Yes
6b	The date the security holder resolution under rule 7.1A was passed	18 October 2018
6c	Number of ⁺ securities issued without security holder approval under rule 7.1	Not Applicable
6d	Number of ⁺ securities issued with security holder approval under rule 7.1A	14,322,222

⁺ 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)	Not Applicable	
6f	Number of +securities issued under an exception in rule 7.2	Not Applicable	
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.	Yes 18.4% discount to 15 day VWAP to 1 August 19 Pulse Markets	
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	Rule 7.1: 43,857,023 Rule 7.1A: 37,156,078	
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.	6 August 2019	
8	Number and +class of all +securities quoted on ASX (including the +securities in section 2 if applicable)	Number 562,465,643 (548,143,421 + 14,322,222 issued today)	+Class Ordinary Shares

⁺ See chapter 19 for defined terms.

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	Number	+Class
9	Number and +class of all +securities not quoted on ASX (<i>including</i> the +securities in section 2 if applicable)	
	1,000,000	Unlisted options expiring 14 October 2019.
	1,000,000	Unlisted options expiring 14 October 2020.
	1,000,000	Unlisted options expiring 31 July 2020.
	7,673,500	Unlisted options expiring 30 November 2020.
	800,000	Unlisted options expiring 8 May 2021.
	4,000,000	Unlisted options expiring 10 October 2021.
	5,790,000	Unlisted options expiring 16 July 2022.
	5,000,000	Unlisted options expiring 17 April 2023.
	5,000,000	Unlisted options expiring 3 July 2022.
	4,000,000	Unlisted options expiring 31 December 2020.
	6,000,000	Unlisted options expiring 31 October 2021.
	41,263,500	Total unlisted options Note* 1,030,000 options expired
10	Dividend policy (in the case of a trust, distribution policy) on the increased capital (interests)	Not applicable

Part 2 - Pro rata issue

11	Is security holder approval required?	Not applicable
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+ See chapter 19 for defined terms.

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

<small>Note: Security holders must be told how their entitlements are to be dealt with.
Cross reference: rule 7.7.</small> | |
| 19 | Closing date for receipt of acceptances or renunciations | |

⁺ See chapter 19 for defined terms.

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20	Names of any underwriters	
21	Amount of any underwriting fee or commission	
22	Names of any brokers to the issue	
23	Fee or commission payable to the broker to the issue	
24	Amount of any handling fee payable to brokers who lodge acceptances or renunciations on behalf of security holders	
25	If the issue is contingent on security holders' approval, the date of the meeting	
26	Date entitlement and acceptance form and 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?	

+ See chapter 19 for defined terms.

- 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)

(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					
39	+Class of +securities for which quotation is sought					
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					
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)					
42	Number and +class of all +securities quoted on ASX (<i>including</i> the +securities in clause 38)	<table border="1"><thead><tr><th>Number</th><th>+Class</th></tr></thead><tbody><tr><td></td><td></td></tr></tbody></table>	Number	+Class		
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: 

Date: 6 August 2019
Company Secretary

Print name: Jordan Mehrtens

+ 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	471,530,603
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	10,636,668 shares issued on 21 December 2018 as approved by shareholders on 18 October 2018. 15,535,591 Entitlement Shares issued on 7 March 2019 under the Non-Renounceable Pro Rata Rights Issue pursuant to offer document dated 8 January 2019 16,610,133 Shortfall Shares issued on 19 March 2019 under the Non-Renounceable Pro Rata Rights Issue pursuant to offer document dated 8 January 2019. 280,000 shares issued on 16 April 2019 following the exercise of 280,000 options exercisable at \$0.30 and expiring on 10 May 2019. 190,000 shares issued on 24 April 2019 following the exercise of 190,000 options exercisable at \$0.30 and expiring on 10 May 2019.
Subtract the number of fully paid +ordinary securities cancelled during that 12 month period	Nil
“A”	514,782,995

+ 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	77,217,449
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 Note: <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>	25,000,000 Convertible Notes maturing on 1 April 2021 (converted into ordinary shares on the same day the Convertible Notes were issued). 8,360,426 ordinary fully paid shares issued in respect of the establishment fee and capitalised interest pursuant to the terms and conditions of the Convertible Notes that mature on 1 April 2021.
“C”	33,360,426
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>	77,217,449
Subtract “C” <i>Note: number must be same as shown in Step 3</i>	33,360,426
Total [“A” x 0.15] – “C”	43,857,023 <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>	514,782,995
Step 2: Calculate 10% of “A”	
“D”	0.10 <i>Note: this value cannot be changed</i>
Multiply “A” by 0.10	51,478,300
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 Notes: • <i>This applies to equity securities – 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>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</i> • <i>It may be useful to set out issues of securities on different dates as separate line items</i>	14,322,222 issued 6 August 2019 under a private placement.
“E”	Nil

⁺ See chapter 19 for defined terms.

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>	51,478,300
Subtract “E” <i>Note: number must be same as shown in Step 3</i>	14,322,222
Total [“A” x 0.10] – “E”	37,156,078 <i>Note: this is the remaining placement capacity under rule 7.1A</i>

+ See chapter 19 for defined terms.



Tuesday, 6 August 2019: ASX ANNOUNCEMENT (ASX: LCK)

Share Placement Cleansing Notice

Issue of fully paid ordinary shares – secondary trading notice – notice pursuant to paragraph 708A(5)(e) of the Corporations Act 2001 (“Act”)

On 6 August 2019, Leigh Creek Energy Limited (“Company”) issued 14,322,222 fully paid ordinary shares in the capital of the Company at an issue price of A\$0.225 per share (“Shares”) to raise \$3.2m.

The Corporations Act restricts the on-sale of securities issued without disclosure, unless the sale is exempt under section 708 or 708A(5) of the Act.

Leigh Creek Energy Limited hereby notifies ASX under paragraph 708A(5)(e) of the Act that:

1. The Company has made an issue of new ordinary shares in the Company under a private placement arrangement without disclosure to investors under Part 6D.2 of the *Corporations Act 2001 (Cth)* (**Corporations Act**);
2. This notice is being given under section 708A(5)(e) of the Corporations Act;
3. As at the date of this notice the Company has complied with the provisions of Chapter 2M and section 674 of the Corporations Act as they apply to the Company; and
4. As at the date of this notice, there is no information that is ‘excluded information’ within the meaning of sections 708A(7) and 708A(8) of the Act.

Jordan Mehrrens
Company Secretary



Tuesday, 6 August 2019: ASX ANNOUNCEMENT (ASX: LCK)

Share Placement

Notice under ASX Listing Rule 7.1A.4(b) & 3.10.5A

Leigh Creek Energy Limited ("Company") provides notice to the ASX for the purposes of ASX Listing Rule 3.10.5A and ASX Listing Rule 7.1A.4(b) that on 6 August 2019 it issued 14,322,222 new fully paid ordinary shares in the Company ("Shares") in accordance with ASX Listing Rule 7.1A ("7.1A Placement").

The issue price was A\$0.225 per Share, with a total of \$3.2m in funds raised before costs.

Pursuant to the provisions of ASX Listing Rule 3.10.5A, and respect of the 14,322,222 Shares issued under ASX Listing Rule 7.1A, the Company provides the following information:

1. The 7.1A Placement of the 14,322,222 Shares pursuant to ASX Listing Rule 7.1A represented 2.61% of the expanded ordinary shares on issue in the Company prior to placement, resulting in dilution to the existing holders of ordinary shares in the Company by that percentage. Details of the dilution to existing holders of ordinary securities caused by the issue:

Number of fully paid ordinary shares on issue pre-Placement (W): 548,143,421

Number of Placement shares issued under Listing Rule 7.1 (X): Nil

Number of Placement shares issued under Listing Rule 7.1A (Y): 14,322,222

Total number of shares on issue post-Placement (Z=W+X+Y): 562,465,643

Percentage of post-Placement shares held by pre-Placement security holders (W/Z): 97.45%

2. The Company issued the shares as a placement under Listing Rule 7.1A as it believed that this was the most effective mechanism for raising funds at the time.
3. No underwriting arrangements were entered into in respect to the 7.1A Placement;
4. A total of \$193,350 in fees and costs were incurred in connection with the 7.1A Placement.

For further information contact:

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