



**LIONTOWN RESOURCES LIMITED**  
**ACN 118 153 825**

**PROSPECTUS**

THIS PROSPECTUS IS BEING ISSUED FOR A NON-RENOUNCEABLE PRO-RATA OFFER TO ELIGIBLE SHAREHOLDERS ON THE BASIS OF ONE NEW SHARE FOR EVERY FOUR SHARES HELD ON THE RECORD DATE AT AN ISSUE PRICE OF \$0.007 EACH.

THIS PROSPECTUS IS ALSO BEING ISSUED UNDER SECTION 708A(11) OF THE CORPORATIONS ACT FOR THE PURPOSE OF FACILITATING SECONDARY TRADING OF SHARES.

THIS IS AN IMPORTANT DOCUMENT AND REQUIRES YOUR IMMEDIATE ATTENTION. IT SHOULD BE READ IN ITS ENTIRETY.

IF YOU ARE IN DOUBT ABOUT WHAT TO DO, YOU SHOULD CONSULT YOUR PROFESSIONAL ADVISER WITHOUT DELAY.

THE SECURITIES OFFERED IN CONNECTION WITH THIS PROSPECTUS ARE OF A SPECULATIVE NATURE.

## IMPORTANT INFORMATION

This Prospectus is dated 27 May 2015 and was lodged with the ASIC on that date with the consent of all Directors. Neither ASIC nor ASX nor their respective officers take any responsibility for the contents of this Prospectus.

No Securities will be issued on the basis of this Prospectus any later than 13 months after the date of this Prospectus (being the expiry date of this Prospectus).

A copy of this Prospectus is available for inspection at the registered office of the Company at Level 2, 1292 Hay Street, West Perth, Western Australia, during normal business hours. The Company will provide a copy of this Prospectus to any person on request. The Company will also provide copies of other documents on request (see Section 5.3).

The Securities offered by this Prospectus should be considered speculative. Please refer to Section 4 for details relating to investment risks.

Acceptances of Securities under the Entitlement Offer can only be submitted on an original Entitlement and Acceptance Form sent with a copy of this Prospectus by the Company. The Entitlement and Acceptance Form sets out an Eligible Shareholder's entitlement to participate in the Entitlement Offer. If acceptance is by BPAY there is no need to return the original Entitlement and Acceptance Form. Applications for Additional Shares must be made on the separate section on the Entitlement and Acceptance Form sent with this Prospectus. The issue of Additional Shares is at the complete discretion of the Directors. More information on the Shortfall Offer is in Section 1.6.

Revenues and expenditures disclosed in this Prospectus are recognised exclusive of the amount of goods and services tax, unless otherwise disclosed. No person is authorised to give any information or to make any representation in connection with the Offer which is not contained in this Prospectus. Any information or representation not so contained may not be relied on as having been authorised by the Company in connection with the Offer.

No action has been taken to permit the offer of Securities under this Prospectus in any jurisdiction other than Australia and New Zealand.

The distribution of this Prospectus in jurisdictions outside Australia may be restricted by law and therefore persons into whose possession this document comes should seek advice on and observe any such restrictions. Any failure to comply with these restrictions may constitute a violation of those laws. This Prospectus does not constitute an offer of Securities in any jurisdiction where, or to any person to whom, it would be unlawful to issue this Prospectus.

This document is important and should be read in its entirety before deciding to participate in the Offer. This does not take into account the investment objectives, financial or taxation, or particular needs of any Applicant. Before making any investment in the Company, each Applicant should consider whether such an investment is appropriate to his/her particular needs, and considering their individual risk profile for speculative investments, investment objectives and individual financial circumstances. Each Applicant should consult his/her stockbroker, solicitor, accountant or other professional adviser without delay. Some of the risk factors that should be considered by potential investors are outlined in Section 4. Definitions of certain terms used in this Prospectus are contained in Section 7. All references to currency are to Australian dollars and all references to time are to WST unless otherwise indicated.

## **CORPORATE DIRECTORY**

### **Directors**

Mr Timothy Goyder	Chairman
Mr David Richards	Managing Director
Mr Anthony Cipriano	Non-Executive Director
Mr Craig Williams	Non-Executive Director

### **Share Registry**

Computershare Investor Services Pty Limited  
Level 11, 172 St Georges Terrace  
Perth WA 6000

### **Company Secretary**

Mrs Leanne Stevens

### **Lawyers**

Bellanhouse Legal  
Ground Floor, 11 Ventnor Avenue  
West Perth WA 6005

### **Registered Office**

Level 2  
1292 Hay Street  
West Perth WA 6005

Telephone: +61 (8) 9322 7431

Fax: +61 (8) 9322 5800

Email: [info@ltresources.com.au](mailto:info@ltresources.com.au)

**ASX Code:** LTR

**Website:** [www.ltresources.com.au](http://www.ltresources.com.au)

## PROPOSED TIMETABLE FOR ENTITLEMENT OFFER

Lodgement of Appendix 3B and Prospectus with ASX Notice of Entitlement Offer sent to Optionholders	28 May 2015
Notice of Entitlement Offer sent to Shareholders	2 June 2015
Shares quoted on an "EX" basis	3 June 2015
Record Date for determining Entitlements	5 June 2015
Prospectus and Entitlement and Acceptance Form despatched to Eligible Shareholders	11 June 2015
Last day to extend the offer closing date	17 June 2015
Closing Date of Entitlement Offer (5pm WST)*	22 June 2015
Shares quoted on a deferred settlement basis	23 June 2015
Notification of Shortfall	25 June 2015
Anticipated date for issue of the Securities. Deferred settlement trading ends	29 June 2015
Anticipated date for commencement of Shares trading on a normal settlement basis	30 June 2015

\* The Directors may extend the Entitlement Offer Closing Date by giving at least three (3) Business Days' notice to ASX prior to the Entitlement Offer Closing Date. As such the date the Shares issued under the Entitlement Offer are expected to commence trading on ASX may vary.

## TABLE OF CONTENTS

Section	Page No.
1. Details of the Offer .....	1
2. Action required by Shareholders.....	9
3. Effect of the Offer .....	12
4. Risk factors .....	14
5. Additional information .....	20
6. Directors' Statement and Consent .....	28
7. Glossary of Terms .....	29

## **LETTER FROM THE CHAIRMAN**

Dear Shareholder

On behalf of your Directors, I am pleased to invite you to participate in a non-renounceable pro-rata 1-for-4 Entitlement Offer (“Offer”) at an issue price of \$0.007 per share to raise approximately \$806,341 (before payment of costs).

The issue price represents a discount of 12.5% per cent to the 14-day VWAP of the closing price of Liontown shares, providing shareholders with an opportunity to increase their holdings at an attractive price.

### **Use of Funds**

Subject to the satisfactory completion of the Offer, funds raised will be used to conduct a drilling program at the Jubilee Reef Project in northern Tanzania where a review of exploration data has defined a new, high order 1km long gold target at the Simba prospect. The funds may also be applied to an exploration program at the Company’s Allandale Project in northern Queensland and for general working capital.

### **Jubilee Reef, Tanzania (100% Liontown)**

The Simba prospect is located in the southwest corner of the Jubilee Reef Project where previous drilling has recorded a number of significant, gold intersections. Gold mineralisation at Simba was interpreted to continue westward but Liontown’s drilling was constrained by the western boundary of the Jubilee Reef Project. In March 2015, Liontown acquired the adjacent area which had been held by Acacia Mining (formerly African Barrick).

A review of Acacia’s database indicated that RC/diamond core drilling had recorded a number of significant gold intersections confirming the westward extension of the mineralised system.

The combination of Liontown’s and Acacia’s datasets has highlighted a SW/NE gold trend (Zone A), including significant drill intersections, which align with the underlying bedrock as defined by aeromagnetic data. Zone A is also coincident with strong gold anomalism defined by soil sampling with a good spatial relationship between the better drill intersections and peak (>100ppb Au) soil values. Furthermore, the eastern half of the soil anomaly is largely untested by drilling including the NE extension of Zone A where >100ppb gold in soil values continue for a further 300m. Of particular note is that the highest soil value (810ppb Au) for the prospect has not been tested by drilling.

### **Allandale, Queensland (100% Liontown)**

The Allandale prospect is a plus 4km long mineralised system and exploration results indicate potential for the discovery of a high grade gold zone 150-300m below the surface. Geochemical data for gold and associated pathfinder elements (arsenic, antimony and mercury) show lateral and vertical trends that maybe consistent with upper part of a low sulphidation, epithermal gold system analogous to the Vera Nancy lodes at Pajingo located approximately 90km to the ESE.

RC Drilling by CRA in 1992 (10 holes/925m) intersected broad zones of low grade mineralisation and there has been no drilling since. Liontown plans to drill beneath the better CRA intersections and historic stibnite workings located on and adjacent to Antimony Hill, which have never been tested at depth.

## Next Steps

Initially, Liantown will focus on the Jubilee Reef Project where it considers Zone A at the Simba Project to be a highly prospective target. A 14 hole, 1600m Reverse Circulation (RC) drill program has been designed to test its continuity and for possible strike extensions. The proposed drilling program, which is planned to commence as soon as a drill rig is available, will test a total strike length of approximately 1.2km.

The mineralised trend remains open along strike and there are a number of probable parallel zones which provide further exploration upside if the planned drilling program intersects strong gold results.

A staged drilling program is planned to test the gold system at Allandale in Queensland, evaluating the target zone below previous CRA drill intercepts and underlying historic antimony workings.

## Summary

The Jubilee Reef and Allandale Projects are high quality, advanced gold exploration opportunities with multiple drill ready targets defined by geochemistry, geophysics and previous drilling.

Against this backdrop, the Board recommends that you take up your entitlement under the Offer after reading this Prospectus in its entirety including the risks outlined in Section 4. Full details of the Offer are set out in this Prospectus. **Shareholders may also wish to avail themselves of the opportunity to take up Additional Shares (refer to section 1.6).**

As Liantown's largest shareholder with a stake of 26 per cent, I intend to take up to 29,688,445 shares of my entitlement under the Entitlement Offer.

I look forward to your support and to keeping you updated on our progress.

Yours faithfully



Tim Goyder  
Chairman

*The Information in this document that relates to the Exploration Results for the Jubilee Reef Project is extracted from the ASX announcement entitled "Liantown Defines New Drill Target at Jubilee Reef" released on 14 May 2015 and available on [www.ltresources.com.au](http://www.ltresources.com.au).*

*The Information in this document that relates to the Exploration Results for the Allandale Project is extracted from the ASX announcement entitled "Quarterly Activities Report for the quarter ended 31st March 2015" released on 16 April 2015 and available on [www.ltresources.com.au](http://www.ltresources.com.au).*

*The company confirms that it is not aware of any new information or data that materially affects the information included in the original market announcements. The Company confirms that the form and context in which the Competent Person's findings are presented have not been materially modified from the original market announcement.*

*This document contains forward-looking statements which involve a number of risks and uncertainties. These forward looking statements are expressed in good faith and believed to have a reasonable basis. These statements reflect current expectations, intentions or strategies regarding the future and assumptions based on currently available information. Should one or more of the risks or uncertainties materialise, or should underlying assumptions prove incorrect, actual results may vary from the expectations, intentions and strategies described in this announcement. No obligation is assumed to update forward looking statements if these beliefs, opinions and estimates should change or to reflect other future developments.*

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## 1. Details of the Offer

### 1.1 The Offer

The Company is making a non-renounceable pro-rata offer of ordinary fully paid Shares at an issue price of \$0.007 each to Eligible Shareholders on the basis of one Share for every four Shares held at 5:00pm (WST) on the Record Date (**Entitlement Offer**).

The Company has as at the date of this Prospectus 460,766,170 Shares, 32,649,048 quoted Options, and 5,850,000 unquoted Options on issue.

The market price of Shares at the date of this Prospectus is such that it is unlikely that any of the existing Options will be exercised before the Record Date.

Where the determination of the entitlement of any Eligible Shareholder results in a fraction of a Share, such fraction will be rounded up to the nearest whole Share. Further details on the rights and liabilities attaching to the Shares under the Offer is contained in Section 5.1.

On 18 December 2014, the Company issued 12,000,000 Shares to Currie Rose Resources Inc. (**Currie Rose**) in consideration for the acquisition of the remaining 34% interest in the Jubilee Reef Project in northern Tanzania (**Jubilee Reef Shares**). The Jubilee Reef Shares were issued without a disclosure document and the Company did not issue a cleansing statement in accordance with section 708A of the Corporations Act in respect to the issue of the Jubilee Reef Shares as its Shares had been voluntarily suspended from quotation for more than a total of 5 trading days over the preceding 12 months. A voluntary trading lock was instead placed over the Jubilee Reef Shares which will now be removed.

### 1.2 Purpose of the Prospectus

Completion of the Entitlement Offer will result in an increase in cash at hand of up to approximately \$806,340 (before payment of costs).

The funds raised will be used to fund a drilling program at the Jubilee Reef project in northern Tanzania and for general working capital. Funds may also be applied to an exploration program at the Company's Allandale Project in northern Queensland.

This Prospectus has also been issued to facilitate secondary trading of the Jubilee Reef Shares. A prospectus is required under the Corporations Act to enable Currie Rose to on-sell those Shares within 12 months of their issue as the Jubilee Reef Shares were issued without disclosure to investors under Part 6D.2 of the Corporations Act.

Accordingly, the purpose of this Prospectus is to:

- (a) make the Offer; and
- (b) ensure that the on-sale of the Jubilee Reef Shares does not breach section 707(3) of the Corporations Act.

### **1.3 Opening and Closing Dates**

For the Entitlement Offer, the Company will accept Entitlement and Acceptance Forms from the Record Date in determining Eligible Shareholders' entitlements until 5:00pm WST on 22 June 2015 or such other date as the Directors in their absolute discretion shall determine, subject to the requirements of the Listing Rules (Entitlement Offer Closing Date).

### **1.4 Minimum subscription**

There is no minimum subscription for the Entitlement Offer.

### **1.5 Effect on control of the Company**

Section 606(1) of the Corporations Act prohibits a person, unless an exception applies, from increasing their voting power in the Company:

- (a) from 20% or below to above 20%; or
- (b) from a starting point of above 20% and below 90%.

One of the exceptions to section 606(1) is where that increase occurs as a result of taking up entitlements under a 'rights issue'. The Company intends that the Offer will fall within this exception.

However, an increase in voting power that occurs as a result of acquiring Shares under the Shortfall Offer will not fall within that exception. Accordingly, if you are an Eligible Shareholder who wishes to apply for Shortfall Shares, it is your responsibility to ensure that if you are issued with Shares under the Offer you will not be in breach of section 606(1) of the Corporations Act. If you are in any doubt as to the consequences of applying for Shares under the Shortfall Offer, you should seek independent legal advice.

The Company's largest Shareholder is Mr Timothy R B Goyder and his associates. Mr Goyder is the Chairman of the Company and Mr Goyder has advised the Company that, as at the date of this Prospectus, his intention is to subscribe for his entitlement up to 29,688,445 shares.

As at the date of this Prospectus, Mr Goyder and his associates hold a relevant interest in 119,753,780 Shares, giving him voting power of 25.99%. Of the relevant interest held by Mr Goyder, Ms Linda Sullivan, Mr Goyder's de facto partner holds 1,000,000 Shares. Investment decisions in relation to these 1,000,000 Shares are made by Ms Sullivan and Mr Goyder makes no representation in relation to whether the entitlement attaching to those 1,000,000 Shares will be taken up.

Mr Goyder also has a relevant interest in 9,050,505 Options. Mr Goyder has notified the Company that his and his associates' present intention is not to exercise any Options prior to the Offer.

Mr Goyder's present relevant interest and changes under several scenarios are set out in the table below and is based on the assumption that under each scenario Mr Goyder takes up 29,688,445 shares of his entitlement.

Event	Shares issued to Mr Goyder under Offer <sup>1</sup>	Total Shares on issue	Voting power of Mr Goyder <sup>1</sup> (%)
Date of Prospectus		460,766,170	25.77
Completion of Entitlement Issue			
• Fully subscribed	29,688,445	575,957,713	25.77
• 75% subscribed	29,688,445	547,159,827	27.13
• 50% subscribed	29,688,445	518,361,941	28.64
• 25.77% subscribed (being Mr Goyder's Entitlement).	29,688,445	490,454,615	30.27

**Notes:**

1. Excludes the 1,000,000 Shares held by Ms Linda Sullivan (Mr Goyder's de facto partner). If these Shares are included, the voting power of Mr Goyder would increase from 25.99% to a maximum of 30.51%.
2. The above table assumes that in each scenario, Mr Goyder and his associates participate to the full extent of their entitlement under the Offer and that any Shortfall is not placed.

In addition, Shareholders should note that if they do not participate in the Offer, their holdings are likely to be diluted (as compared to their holdings and number of Shares on issue as at the date of the Prospectus). Examples of how the dilution may impact Shareholders are set out in the table below:

Holder	Holding as at Record Date	% at Record Date	Entitlements under the Offer	Holdings if Offer not taken up	% post Offer only
Shareholder 1	40,000,000	8.68	10,000,000	40,000,000	6.94
Shareholder 2	20,000,000	4.34	5,000,000	20,000,000	3.47
Shareholder 3	10,000,000	2.17	2,500,000	10,000,000	1.74
Shareholder 4	5,000,000	1.09	1,250,000	5,000,000	0.87
Shareholder 5	1,000,000	0.22	250,000	1,000,000	0.17

**Note:**

1. The dilution effect shown in the table is the maximum percentage on the assumption that those entitlements not accepted are placed under the Shortfall Offer. In the event all entitlements are not accepted and some or all of the resulting Shortfall is not subsequently placed, the dilution effect for each Shareholder not accepting their entitlement would be a lesser percentage.

## **1.6 Shortfall Offer**

If you do not wish to take up any part of your entitlement under the Entitlement Offer, you are not required to take any action. That part of your entitlement not taken up will form part of the Shortfall and will be dealt with in accordance with this Section. In these circumstances, you will receive no benefit. Accordingly, it is important that you take action if you want to accept your entitlement in accordance with the instructions in Section 2.1.

The offer of any Additional Shares is a separate offer made pursuant to this Prospectus and will remain open after the Entitlement Offer Closing Date (**Shortfall Offer**). Additional Shares will be offered at an issue price of \$0.007 per Share, which is the issue price at which the Entitlement Offer has been made to Eligible Shareholders. The Shares issued as Additional Shares will have the same rights as the Shares set out in Section 5.1.

Additional Shares may be allocated to any Eligible Shareholder who applies for, and provides subscription monies as per the instruction on the Entitlement and Acceptance Form and in accordance with Section 2.1(c). Any Additional Shares allocated under the Shortfall Offer are at the absolute discretion of the Directors and subject to compliance with the Corporations Act and the Listing Rules.

The Directors do not represent that any application to participate in the Shortfall Offer will be successful. The Company reserves the right to issue to an Applicant for Additional Shares a lesser number of Additional Shares than the number applied for or reject an application or not proceed with the issuing of the Additional Shares or part thereof. If the number of Additional Shares issued is less than the number applied for, surplus Application Monies will be refunded in full. Interest will not be paid on any Application Monies refunded.

If Shareholders wish to apply for Additional Shares they should complete the separate section of the Application Form sent with the Prospectus. Refer to Section 2.1(c) for instructions as to how to apply for Additional Shares.

Any Additional Shares will be issued within three months of the Entitlement Offer Closing Date. These Additional Shares will be issued at the same price as offered to Eligible Shareholders under the Entitlement Offer.

## **1.7 No rights trading**

The rights to Shares under the Entitlement Offer are non-renounceable. Accordingly, there will be no trading of rights on ASX and you may not dispose of your entitlement to any other party. If you do not take up your entitlement to Securities under the Entitlement Offer by the Entitlement Offer Closing Date, the Entitlement Offer to you will lapse.

## **1.8 Entitlement and Acceptance Form**

Acceptance of a completed Entitlement and Acceptance Form by the Company creates a legally binding contract between the Applicant and the Company for the number of Securities accepted by the Company. The Entitlement and Acceptance Form does not need to be signed to be a binding acceptance of Securities.

If the Entitlement and Acceptance Form is not completed correctly it may still be treated as valid. The Directors' decision as to whether to treat the Acceptance as

valid and how to construe, amend or complete the Entitlement and Acceptance Form, is final.

The Company will send this Prospectus, together with an Entitlement and Acceptance Form, to all Eligible Shareholders.

## **1.9 Issue Date and dispatch**

All Securities under the Entitlement Offer are expected to be issued on or before the date specified in the proposed timetable in this Prospectus.

Security holder statements will be dispatched at the end of the calendar month following the issue of the Securities under the Offer.

It is the responsibility of Applicants to determine their allocation prior to trading in the Securities. Applicants who sell Securities before they receive their holding statements do so at their own risk.

## **1.10 Application Monies held on trust**

All Application Monies received for the Securities under the Entitlement Offer will be held on trust in a bank account maintained solely for the purpose of depositing Application Monies received pursuant to this Prospectus until the Securities are issued. All Application Monies will be returned (without interest) if the Securities are not issued.

## **1.11 ASX quotation**

Application has been or will be made for the official quotation of the Securities offered by this Prospectus. If permission is not granted by ASX for the official quotation of the Securities offered by this Prospectus within three months after the date of this Prospectus (or such period as the ASX allows), the Company will repay, as soon as practicable, without interest, all Application Monies received pursuant to this Prospectus.

## **1.12 CHESS**

The Company participates in the Clearing House Electronic Sub-register System, known as CHESS. ASX Settlement Pty Limited, a wholly owned subsidiary of ASX, operates CHESS in accordance with the Listing Rules and the ASX Settlement Operating Rules.

Under CHESS, Applicants will not receive a certificate but will receive a statement of their holding of Securities.

If you are broker sponsored, ASX Settlement Pty Limited will send you a CHESS statement.

The CHESS statement will specify the number of Securities issued under this Prospectus, provide details of your holder identification number, the participant identification number of the sponsor and the terms and conditions applicable to the Securities, including a notice to exercise the Securities.

If you are registered on the Issuer Sponsored sub-register, your statement will be despatched by Computershare Investor Services Pty Limited and will contain the

number of Securities issued to you under this Prospectus and your security holder reference number.

A CHESS statement or Issuer Sponsored statement will routinely be sent to Shareholders at the end of any calendar month during which the balance of their Shareholding changes. Shareholders may request a statement at any other time; however, a charge may be made for additional statements.

### **1.13 Ineligible Foreign Shareholders**

This Prospectus, and any accompanying Entitlement and Acceptance Form, do not, and is not intended to, constitute an offer of Securities in any place or jurisdiction in which, or to any person to whom, it would not be lawful to make such an offer or to issue this Prospectus or the Shares under the Offer.

The distribution of this Prospectus in jurisdictions outside Australia and New Zealand may be restricted by law and persons who come into possession of this Prospectus should seek advice on and observe any such restrictions. Any failure to comply with such restrictions may constitute a violation of applicable securities laws.

The Company believes that it is unreasonable to extend the Offer to Ineligible Foreign Shareholders. The Company has formed this view having considered:

- (a) the number and value of the Shares that would be offered to those Shareholders; and
- (b) the cost of complying with the legal requirements and the requirements of regulatory authorities in the overseas jurisdictions.

Accordingly, Ineligible Foreign Shareholders will not be entitled to participate in the Offer. Instead, the following arrangements will apply:

- (a) the Company will appoint a Nominee in relation to Ineligible Foreign Shareholders who has been approved by ASIC;
- (b) the Company will transfer to the Nominee the new Shares that would otherwise be issued to Ineligible Foreign Shareholders, had they been included in the Offer; and
- (c) the Nominee must sell those Shares as soon as reasonably practicable and distribute to each of the Ineligible Foreign Shareholders their proportion of the proceeds of the sale, net of all expenses (including brokerage and any applicable taxes and charges).

Ineligible Foreign Shareholders should note that the sale of any Shares may affect their Australian taxation position. It is recommended that Ineligible Foreign Shareholders obtain independent tax advice if they are in doubt as to the tax treatment of any cash proceeds they may receive.

### **1.14 New Zealand offer restrictions**

The Shares are not being offered or sold to the public within New Zealand other than to existing Shareholders of the Company with registered addresses in New Zealand at the Record Date.

This Prospectus has not been registered, filed with or approved by any New Zealand regulatory authority. This Prospectus is not an investment statement or prospectus under New Zealand law and is not required to, and may not, contain all the information that an investment statement or prospectus under New Zealand law is required to contain.

### **1.15 Risk factors**

An investment in Securities of the Company should be regarded as speculative. In addition to the general risks applicable to all investments in listed securities, there are certain specific risks associated with an investment in the Company which are detailed in Section 4.

### **1.16 Taxation implications**

The Directors do not consider it appropriate to give Applicants advice regarding the taxation consequences of subscribing for Securities under this Prospectus.

The Company, its advisers and its officers do not accept any responsibility or liability for any such taxation consequences to Applicants. As a result, Applicants should consult their professional tax adviser in connection with subscribing for Securities under this Prospectus.

### **1.17 Major activities and financial information**

A summary of the major activities and financial information relating to the Company for the financial year ended 30 June 2014 can be found in the Company's Annual Financial Report lodged with ASX. The Company's continuous disclosure notices (i.e. ASX announcements) since 17 October 2014 are listed in Section 5.3. Copies of these documents are available free of charge from the Company. The Directors strongly recommend that Applicants review these and all other announcements prior to deciding whether or not to participate in the Offer.

### **1.18 Privacy**

The Company collects information about each Applicant provided on an Entitlement and Acceptance Form for the purposes of processing the Acceptance and, if the Acceptance is successful, to administer the Applicant's Security holding in the Company.

By submitting an Entitlement and Acceptance Form, each Applicant agrees that the Company may use the information provided by an Applicant on the Entitlement and Acceptance Form for the purposes set out in this privacy disclosure statement and may disclose it for those purposes to the share registry, the Company's related bodies corporate, agents, contractors and third party service providers, including mailing houses and professional advisers, and to ASX and regulatory authorities.

If you do not provide the information required on the Entitlement and Acceptance Form, the Company may not be able to accept or process your Acceptance or Application (as applicable).

An Applicant has an entitlement to gain access to the information that the Company holds about that person subject to certain exemptions under law. A fee may be charged for access. Access requests must be made in writing to the Company's registered office.

## **1.19 Enquiries concerning Prospectus**

All enquiries concerning the Entitlement and Acceptance Form and the Prospectus, please contact Liantown Resources Limited on +61 8 9322 7431.

For general shareholder enquiries, please contact Computershare Investor Services Pty Limited on 1300 850 505 (within Australia) or +61 3 9415 4000 (outside Australia).

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## 2. Action required by Shareholders

### 2.1 Action in relation to the Entitlement Offer

(a) Acceptance of Securities under the Entitlement Offer

Should you wish to accept all of your entitlement to Shares under the Entitlement Offer and you are not paying by BPAY, then applications for Shares under this Prospectus must be made on the Entitlement and Acceptance Form which accompanies this Prospectus, in accordance with the instructions referred to in this Prospectus and on the Entitlement and Acceptance Form. Please read the instructions carefully.

Please complete the Entitlement and Acceptance Form by filling in the details in the spaces provided and attach a cheque, bank draft or money order for the amount indicated on the Entitlement and Acceptance Form.

Completed Entitlement and Acceptance Forms must be accompanied by a cheque, bank draft or money order in Australian dollars, crossed "Not Negotiable" and made payable to "Liontown Resources Limited" and lodged at any time after the issue of this Prospectus and on or before the Entitlement Offer Closing Date at the Company's share registry (by delivery or by post) at:

Computershare Investor Services Pty Limited  
GPO Box 505  
MELBOURNE VIC 3001

If paying via BPAY, Applicants should be aware that their own financial institution may implement earlier cut off times with regards to electronic payment and it is the responsibility of the Applicant to ensure that funds are submitted through BPAY by the Entitlement Offer Closing Date. If you elect to pay via BPAY, you must follow the instructions for BPAY set out in the Entitlement and Acceptance Form and you will not need to return the Entitlement and Acceptance Form.

(b) If you wish to take up only part of your entitlement under the Entitlement Offer

Should you wish to only take up part of your entitlement under the Entitlement Offer and you are not paying by BPAY, then applications for Securities under the Entitlement Offer must be made on the Entitlement and Acceptance Form which accompanies this Prospectus in accordance with the instructions referred to in this Prospectus and on the Entitlement and Acceptance Form. Please read the instructions carefully.

Please complete the Entitlement and Acceptance Form by filling in the details in the spaces provided, including the number of Securities you wish to accept and the amount payable (calculated at \$0.007 per Share accepted), and attach a cheque, bank draft or money order for the appropriate Application Monies.

Completed Entitlement and Acceptance Forms must be accompanied by a cheque, bank draft or money order in Australian dollars, crossed "Not

Negotiable" and made payable to "Liontown Resources Limited" and lodged at any time after the issue of this Prospectus and on or before the Entitlement Offer Closing Date at the Company's share registry (by delivery or by post) at:

Computershare Investor Services Pty Limited  
GPO Box 505  
MELBOURNE VIC 3001

If paying via BPAY, Applicants should be aware that their own financial institution may implement earlier cut off times with regards to electronic payment and it is the responsibility of the Applicant to ensure that funds are submitted through BPAY by the Entitlement Offer Closing Date. If you elect to pay via BPAY, you must follow the instructions for BPAY set out in the Entitlement and Acceptance Form and you will not need to return the Entitlement and Acceptance Form.

(c) If you wish to apply for Additional Shares

If you wish to apply for Shares in excess of your entitlement under the Entitlement Offer by applying for Additional Shares you may do so by completing the relevant separate section of the Entitlement and Acceptance Form relating to the Shortfall Offer and which accompanies this Prospectus, in accordance with the instructions referred to in this Prospectus and on the Entitlement and Acceptance Form. Any Shares applied for in excess of your entitlement will be applied for under the Shortfall Offer and will be issued at the complete discretion of the Directors.

Completed Entitlement and Acceptance Forms must be accompanied by a cheque, bank draft or money order in Australian dollars, crossed "Not Negotiable" and made payable to "Liontown Resources Limited" and lodged at any time after the issue of this Prospectus and on or before the Entitlement Offer Closing Date at the Company's share registry (by delivery or by post) at:

Computershare Investor Services Pty Limited  
GPO Box 505  
MELBOURNE VIC 3001

If paying via BPAY, Applicants should be aware that their own financial institution may implement earlier cut off times with regards to electronic payment and it is the responsibility of the Applicant to ensure that funds are submitted through BPAY by the date and time mentioned above. If you elect to pay via BPAY, you must follow the instructions for BPAY set out in the Entitlement and Acceptance Form and you will not need to return the Entitlement and Acceptance Form.

(d) Entitlements not taken up

If you do not wish to accept any of your entitlement, you are not obliged to do anything. The number of Shares you hold and the rights attached to those Shares will not be affected should you choose not to accept any of your entitlement.

(e) Enquiries concerning your entitlement

For all enquiries concerning the Prospectus, please contact Liontown Resources Limited on +61 8 9322 7431.

For all general shareholder enquiries, please contact Computershare Investor Services Pty Limited on 1300 850 505 (within Australia) or +61 3 9415 4000 (outside Australia).

### 3. Effect of the Offer

#### 3.1 Capital structure on completion of the Offer

	Number of Shares	Number of quoted Options	Number of unquoted Options
Balance at the date of this Prospectus	460,766,170 <sup>1</sup>	32,649,048	5,850,000
Maximum number of Shares to be issued under the Entitlement Offer <sup>2</sup>	115,191,543	Nil	Nil
<b>TOTAL</b>	<b>575,957,713</b>	<b>32,649,048</b>	<b>5,850,000</b>

**Notes:**

<sup>1</sup>Includes the Jubilee Reef Shares.

<sup>2</sup>This assumes that all Shares offered under the Offer will be issued. The actual number of Shares to be issued will vary based on the Shares subscribed for and issued pursuant to the Offer.

#### 3.2 Pro forma consolidated statement of financial position

	Unaudited As at 31 March 2015 (\$)	Effect of Entitlement Offer (\$)	Unaudited Pro forma (\$)
<b>Current assets</b>			
Cash and cash equivalents	445,920	776,106	1,222,026
Trade and other receivables	46,903	-	46,903
<b>Total current assets</b>	<b>492,823</b>	<b>776,106</b>	<b>1,268,929</b>
<b>Non-current assets</b>			
Financial assets	25,000	-	25,000
Exploration and evaluation assets	4,902,177	-	4,902,177
Property, Plant and Equipment	57,485	-	57,485
<b>Total non-current assets</b>	<b>4,984,662</b>	<b>-</b>	<b>4,984,662</b>
<b>Total assets</b>	<b>5,477,485</b>	<b>776,106</b>	<b>6,253,591</b>
<b>Current liabilities</b>			
Trade and other payables	92,884	-	92,884
Employee benefits	21,289	-	21,289

	Unaudited As at 31 March 2015 (\$)	Effect of Entitlement Offer (\$)	Unaudited Pro forma (\$)
Total current liabilities	114,173	-	114,173
Total liabilities	114,173	-	114,173
Net assets	5,363,312	776,106	6,139,418
<b>Equity</b>			
Issued capital	27,679,127	776,106	28,455,233
Reserves	970,846	-	970,846
Accumulated losses	(23,286,661)	-	(23,286,661)
<b>Total Equity</b>	<b>5,363,312</b>	<b>776,106</b>	<b>6,139,418</b>

### Basis of Preparation

The above pro forma statement of financial position has been prepared in accordance with the draft ASIC Guide to Disclosing Pro Forma Financial Information (issued July 2005).

The pro forma balance sheets have been prepared on a going concern basis, which contemplates the continuity of normal business activity and the realisation of assets and settlement of liabilities in the normal course of business.

The pro forma statement of financial position is based on the unaudited financial position as at 31 March 2015 and assumes that the Entitlement Offer is fully subscribed. Other than in the ordinary course of business, there have been no other material transactions between that date and the date of this Prospectus.

### 3.3 Market price of Shares

The highest and lowest market sale prices of the Shares on ASX during the three months immediately preceding the date of lodgement of this Prospectus with the ASIC and the respective dates of those sales were:

Lowest: \$0.005

Highest: \$0.008

The latest available market sale price of the Shares on ASX prior to the date of lodgement of this Prospectus with the ASIC was \$0.008 per Share on 26 May 2015.

### 3.4 Dividend Policy

The Directors are not able to say when and if dividends will be paid in the future, as the payment of any dividends will depend on the future profitability, financial position and cash requirements of the Company.

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## 4. Risk Factors

Activities in the Company and its controlled entities, as in any business, are subject to risks, which may impact on the Company's future performance. The Company and its controlled entities have implemented appropriate strategies, actions, systems and safeguards for known risks, however, some are outside its control.

The Directors consider that the following summary, which is not exhaustive, represents some of the major risk factors which Shareholders need to be aware of in evaluating the Company's business and risks of increasing your investment in the Company. Shareholders should carefully consider the following factors in addition to the other information presented in this Prospectus.

The principal risks include, but are not limited to, the following:

### 4.1 Risks specific to the Company

(a) Budget risk

The exploration costs of the Company are based on certain assumptions with respect to the method and timing of exploration. By their nature, these estimates and assumptions are subject to uncertainties and, accordingly, the actual costs may materially differ from these estimates and assumptions.

(b) Reliance on key management

The Company is reliant on a number of key personnel employed or engaged by the Company. Loss of such personnel may have a materially adverse impact on the performance of the Company.

The Board is aware of the need to have sufficient management to properly supervise the exploration and (if successful) for the development of the Company's projects.

(c) Additional requirements for capital

The future capital requirements of the Company will depend on many factors including the results of future exploration and business development activities. The Company believes its available cash and resources following the Offer should be adequate to fund its obligations in respect of its exploration work program, business development activities and other objectives for the next 12 months. Should the Company's exploration program be successful, additional funds will be required to advance the Company's projects to a resource stage.

Additional funding may be raised by the Company via the issues of equity, debt or a combination of debt and equity or asset sales. Any additional equity financing will dilute Shareholdings, and debt financing, if available, may involve restrictions on financing and operating activities.

If the Company is unable to obtain additional financing as needed, it may be required to reduce the scope of its operations and scale back its programs or enter into joint venture arrangements to reduce expenditure

and this could have a material adverse effect on the Company's activities. Unfavourable market conditions may adversely affect the Company's ability to raise additional funding regardless of the Company's operating performance.

(d) New projects and acquisitions and joint ventures

The Company has to date, and will continue to actively pursue and assess, other new business opportunities particularly those in the resources sector. These new business opportunities may take the form of direct project acquisitions, joint ventures, farm-ins, acquisition of tenements/permits, or direct equity participation.

If an acquisition is completed, the Directors will need to reassess, at that time, the funding allocated to current projects and new projects, which may result in the Company reallocating funds from other projects and/or the raising of additional capital (if available).

Furthermore, any new project or business acquisition may change the risk profile of the Company, particularly if the new project is located in another jurisdiction, involves a new commodity and/or changes the Company's capital/funding requirements.

Should the Company propose or complete the acquisition of a new project or business activity, investors should re-assess their investment in the Company in light of the new project/business activity.

(e) Sovereign risks

The Company's Jubilee Reef Project is located in Tanzania, and the Company will be subject to the various political, economic and other risks and uncertainties associated with operating in that country.

There are risks attached to exploration and mining operations in a developing country like Tanzania which are not necessarily present in a developed country like Australia. These risks and uncertainties vary from country to country and include, but are not limited to, economic, social or political instability or change, hyperinflation, currency non-convertibility or instability and changes of law affecting government participation, taxation, working conditions, rates of exchange, exchange control, exploration licensing, export duties, environmental protection, mine safety, labour relations as well as government control over mineral properties or government regulations that require the employment of local staff or contractors or require other benefits to be provided to local residents.

The Company may also be hindered or prevented from enforcing its rights with respect to a governmental instrumentality because of the doctrine of sovereign immunity.

The likely outcome of the Tanzanian elections scheduled for 2015 is unknown, as is the potential for any new government to review the current legislative regime.

Any future material adverse changes in government policies or legislation in Tanzania that affect foreign ownership, mineral exploration, development or mining activities, may affect the viability and profitability of the Company. Operations may be affected in varying degrees by government regulations with respect to, but not limited to, restrictions on exploration, development, mining production, price controls, export controls, currency remittance, income taxes, foreign investment, maintenance of claims, environmental legislation, land use, land claims of local people, water use, local economic empowerment or similar policies, employment, contractor selection and mine safety. Failure to comply strictly with applicable laws, regulations and local practices relating to mineral right applications and tenure, could result in loss, reduction or expropriation of entitlements. The occurrence of these various factors adds uncertainties that cannot be accurately predicted and could have an adverse effect on the Company's operations or profitability.

The legal systems operating in Tanzania may be less developed than in more established countries, which may result in risk such as: political difficulties in obtaining effective legal redress in the courts whether in respect of a breach of law or regulation, or in an ownership dispute, a higher degree of discretion on the part of governmental agencies, the lack of political or administrative guidance on implementing applicable rules and regulations including, in particular, as regards local taxation and property rights, inconsistencies or conflicts between and within various laws, regulations, decrees, orders and resolutions, or relative inexperience of the judiciary and courts in such matters. The commitment by local business people, government officials and agencies and the judicial system to abide by legal requirements and negotiated agreements may be more uncertain, creating particular concerns with respect to licences and agreements for business. These may be susceptible to revision or cancellation and legal redress may be uncertain or delayed. There can be no assurance that joint ventures, licences, licence applications or other legal arrangements will not be adversely affected by the actions of the government authorities or others and the effectiveness and enforcement of such arrangements cannot be assured.

(f) Resource definition

The Company's mineral tenements are at the exploration and resource definition drilling stage only. They are not yet at the stage where a development plan is capable of being determined.

Potential investors should understand that mineral exploration and subsequent development are high-risk undertakings. The prospects of the Company should be considered in light of the risks, expenses and difficulties frequently encountered by companies in their early stage of development.

The business of mineral exploration, project development and production, by its nature, contains elements of significant risk with no guarantee of success. Ultimate and continuous success of these activities is dependent on many factors such as: the discovery and/or acquisition of economically recoverable reserves, access to adequate capital for project development, design and construction of efficient development and production

infrastructure within capital expenditure budgets, securing and maintaining title to interests, obtaining consents and approvals necessary for the conduct of mineral exploration, development and production, and access to competent operational management and prudent financial administration, including the availability and reliability of appropriately skilled and experienced employees, contractors and consultants.

There can be no assurance that exploration of the tenements currently held by the Company will result in the discovery of an economic mineral deposit. Even if a mineral deposit is identified, there is no certainty that it can be economically exploited. If exploration is successful, there will be additional costs and processes involved in transitioning to the development phase.

Drilling activities carry risk and as such, activities may be curtailed, delayed or cancelled as a result of weather conditions, mechanical difficulties, shortages or delays in the delivery of drill rigs or other equipment.

(g) Emerging Markets

The Company's Jubilee Reef Project is located in Tanzania. When conducting operations on foreign assets in emerging markets like Tanzania, ASX listed entities may face a number of additional risks that companies with operations wholly within Australia may not face. For example, the ability to implement effective internal control and risk management systems and good corporate governance principles, having regard to the distance involved in their operations, the separation of the board from the location of the projects, the need to rely on consultants and professional in those jurisdictions and limited financial resources.

## 4.2 Mining Industry Risks

(a) Exploration risk

The Company's tenements are early stage exploration tenements with limited exploration undertaken on them to date.

Mineral exploration by its nature is a high risk activity and there can be no guarantee of exploration success on the Company's projects. There can be no assurance that exploration of the tenements, or any other tenements that may be acquired in the future, will result in the discovery of an economic deposit. Even if an apparently viable deposit is identified, there is no guarantee that it can be economically exploited.

Further, exploration involves certain operating hazards, such as failure and or breakdown of equipment, adverse geological, seismic and geotechnical conditions, industrial accidents, labour disputes, adverse weather conditions, pollution and other environmental hazards and risks.

(b) Payment obligations

Pursuant to the licences comprising the Company's projects, the Company will become subject to payment and other obligations. In particular, licence holders are required to expend the funds necessary to meet the

minimum work commitments attaching to the tenements. Failure to meet these work commitments may render the licence liable to be cancelled or its size reduced. Further, if any contractual obligations are not complied with when due, in addition to any other remedies that may be available to other parties, this could result in dilution or forfeiture of the Company's interest in the Projects.

(c) Commodity price volatility

If the Company achieves success leading to mineral production, the revenue it will derive through the sale of commodities exposes the potential income of the Company to price and exchange rate risks. Commodity prices fluctuate and are affected by many factors beyond the control of the Company including the international supply and demand for commodities, the quality of the minerals produced, actions taken by governments, forward selling activities and other macro-economic factors.

(d) Environmental risk

The Company's projects are subject to rules and regulations regarding environmental matters and the discharge of hazardous wastes and materials. As with all mineral projects, the Company's projects are expected to have a variety of environmental impacts should development proceed. Development of any of the Company's projects will be dependent on the Company satisfying environmental guidelines and, where required, being approved by government authorities.

The Company intends to conduct its activities in an environmentally responsible manner and in accordance with all applicable laws, but may still be subject to accidents or other unforeseen events which may compromise its environmental performance and which may have adverse financial implications.

### 4.3 General Risks

(a) Market conditions and other economic risks

General economic conditions, movements in interest and inflation rates, commodity prices and currency exchange rates may have an adverse effect on the Company's operations and any future development activities, as well as on its ability to fund those activities.

The price of securities can fall as well as rise and may be subject to varied and unpredictable influences on the market for equities in general.

Neither the Company nor the Directors warrant the future performance of the Company or any return on an investment in the Company.

(b) Changes in government policies and legislation

Any material adverse changes in government policies or legislation of Australia, New Zealand, or any other country that the Company may acquire economic interests in may affect the viability and profitability of the Company.

(c) Unforeseen expenditure risk

Expenditure may need to be incurred that has not been taken into account in the preparation of this Prospectus. Although the Company is not aware of any such additional expenditure requirements, if such expenditure is subsequently incurred, this may adversely affect the expenditure proposals of the Company.

(d) Insurance

The Company will, where possible and economically practicable, endeavour to mitigate some project and business risks by procuring relevant insurance cover. However, such insurance cover may not always be available or economically justifiable and the policy provisions and exclusions may render a particular claim by the Company outside the scope of the insurance cover.

#### **4.4 Investment speculative**

The above list of risk factors ought not to be taken as exhaustive of the risks faced by the Company or by investors in the Company. The above factors, and others not specifically referred to above, may in the future materially affect the financial performance of the Company and the value of the Shares offered under this Prospectus.

Therefore, the Shares to be issued pursuant to this Prospectus carry no guarantee with respect to the payment of dividends, returns of capital or the market value of those Shares.

Potential investors should consider that the investment in the Company is highly speculative and should consult their professional advisers before deciding whether to apply for Shares pursuant to this Prospectus.

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## 5. Additional information

### 5.1 Rights and liabilities attaching to Shares

A summary of the rights attaching to Shares in the Company is below. This summary is qualified by the full terms of the Constitution (a full copy of the Constitution is available from the Company on request free of charge) and does not purport to be exhaustive or to constitute a definitive statement of the rights and liabilities of Shareholders. These rights and liabilities can involve complex questions of law arising from an interaction of the Constitution with statutory and common law requirements. For a Shareholder to obtain a definitive assessment of the rights and liabilities which attach to Shares in any specific circumstances, the Shareholder should seek legal advice.

(a) General meeting and notices

Each member is entitled to receive notice of, and to attend and vote at, general meetings of the Company and to receive all notices, accounts and other documents required to be sent to members under the Constitution, the Corporations Act or the Listing Rules.

(b) Voting rights

Subject to any rights or restrictions for the time being attached to any class or classes of Shares, at a general meeting of the Company every holder of fully paid Shares present in person or by an attorney, representative or proxy has one vote on a show of hands (unless a member has appointed 2 proxies) and one vote per Share on a poll.

A person who holds a Share which is not fully paid is entitled, on a poll, to a fraction of a vote equal to the proportion which the amount paid bears to the total issue price of the Share.

(c) Issues of further Shares

The Directors may, on behalf of the Company, issue, grant Options over or otherwise dispose of unissued Shares to any person on the terms, with the rights, and at the times that the Directors decide. However, the Directors must act in accordance with the restrictions imposed by the Constitution, the Listing Rules, the Corporations Act and any rights for the time being attached to the Shares in any special class of those Shares.

(d) Variation of rights

At present, the Company has on issue one class of Shares only, namely ordinary Shares. Unless otherwise provided by the Constitution or by the terms of issue of a class of Shares, the rights attached to the Shares in any class may be varied or cancelled only with the written consent of the holders of at least three-quarters of the issued Shares of the affected class, or by special resolution passed at a separate meeting of the holders of the issued Shares of the affected class.

(e) Transfer of Shares

Subject to the Constitution, the Corporations Act and the Listing Rules, ordinary Shares are freely transferable.

(f) Dividends

Subject to the Corporations Act, the Listing Rules and the rights attaching to Shares issued on special conditions (at present there are none), the Directors may from time to time declare that a dividend is payable to the holders of ordinary Shares in proportion to the number of Shares held by them respectively and are paid proportionately to the amounts paid or credited as paid on Shares.

(g) Winding up

Subject to the Constitution, the Corporations Act and the rights of holders of Shares with special rights in a winding-up (at present there are none), on a winding-up of the Company, the liquidator may, with the sanction of a special resolution of the Company, divide among the Shareholders in kind the whole or any part of the property of the Company and may for that purpose set the value the liquidator considers fair upon any property to be so divided and may determine how the division is to be carried out as between members or different classes of members.

(h) Dividend reinvestment and share plans

The Directors may grant to Shareholders or any class of Shareholders the right to elect that dividends payable by the Company be reinvested, including by way of subscription for fully paid Shares in the Company or by foregoing any dividends that may be payable on all or some of the Shares held by that member and to receive instead some other entitlement, including the issue of Shares.

(i) Directors

The Constitution states that the minimum number of Directors is three.

(j) Powers of the Board

Except as otherwise required by the Corporations Act, any other law, the Listing Rules or the Constitution, the Directors have power to manage the business of the Company and may exercise all powers of the Company as are not required by the Corporations Act, Listing Rules or Constitution, required to be exercised by the Company at general meeting.

(k) Unmarketable parcels

The Constitution permits the Company to sell the Shares held by a Shareholder if they comprise less than a marketable parcel within the meaning of the Listing Rules.

If a Shareholder does not want its Shares sold, that Shareholder may notify the Company accordingly.

(l) Capitalisation of profits

The Company may capitalise profits, reserves or other amounts available for distribution to members. Subject to the Constitution and the terms of issue of Shares, members are entitled to participate in a capital distribution in proportion to the number of Shares held by them.

(m) Preference Shares

The Company may issue preference Shares including preference Shares that are liable to be redeemed. The rights attaching to preference Shares include, without limitation, those in the Constitution.

## 5.2 Company is a disclosing entity

The Company is a disclosing entity under the Corporations Act. It is subject to regular reporting and disclosure obligations under both the Corporations Act and the Listing Rules. These obligations require the Company to notify ASX of information about specific events and matters as they arise for the purpose of ASX making the information available to the securities market conducted by ASX. In particular, the Company has an obligation under the Listing Rules (subject to certain limited exceptions), to notify ASX once it is, or becomes aware of information concerning the Company which a reasonable person would expect to have a material effect on the price or value of the Shares.

The Company is also required to prepare and lodge with ASIC yearly and half-yearly financial statements accompanied by a Directors' statement and report, and an audit review or report. Copies of documents lodged with the ASIC in relation to the Company may be obtained from, or inspected at, an ASIC office (see Section 5.3 below). Copies of all documents announced to the ASX can be found at [www.ltresources.com.au/investor-relations/asx-releases-reports](http://www.ltresources.com.au/investor-relations/asx-releases-reports).

## 5.3 Copies of documents

Copies of documents lodged by the Company in connection with its reporting and disclosure obligations may be obtained from, or inspected at, an office of ASIC. The Company will provide free of charge to any person who requests it during the period of the Entitlement Offer a copy of:

- (a) the financial statements of the Company for the financial year ended 30 June 2014, being the last financial statements for a financial year of the Company lodged with ASIC before the issue of this Prospectus;
- (b) the half year report of the Company for the half year ended 31 December 2014, being the half year financial report of the Company lodged with ASIC after lodgement of the financial statements referred to in paragraph (a) above and before the issue of this Prospectus; and
- (c) the following notices given by the Company to notify ASX of information relating to the Company during the period from the date of lodgement of the financial statements referred to in paragraph (a) above until the date of this Prospectus:

Date lodged	Subject of Announcement
14/05/2015	Liontown Defines New Drill Target at Jubilee Reef

<b>Date lodged</b>	<b>Subject of Announcement</b>
05/05/2015	Change of Director's Interest Notice
30/04/2015	LTR Exploration Presentation
28/04/2015	Change of Director's Interest Notice
16/04/2015	Quarterly Activities and Cash flow Report
26/02/2015	Half Year Accounts
28/01/2015	Small Shareholding Sale Facility Update
27/01/2015	Quarterly Cashflow and Activities Report
19/12/2014	Change of Director's Interest Notice
18/12/2014	Liontown completes acquisition of the Jubilee Reef Project
05/12/2014	Small Shareholding Sale Facility
27/11/2014	Change of Director's Interest Notice
27/11/2014	Change of Director's Interest Notice
27/11/2014	Change of Director's Interest Notice
26/11/2014	Appendix 3B
26/11/2014	Results of Meeting
26/11/2014	Chairman's Address to Shareholders
26/11/2014	2014 AGM Presentation
24/11/2014	Withdrawal from Ibagga Copper-Zinc Project in Tanzania
04/11/2014	Receipt of funds following settlement of Liontown deposit
17/10/2014	Annual Report to shareholders

The following documents are available for inspection throughout the period of the Entitlement Offer during normal business hours at the registered office of the Company:

- (d) this Prospectus;
- (e) the Constitution; and
- (f) the consents referred to in Section 5.12 and the consents provided by the Directors to the issue of this Prospectus.

#### **5.4 Information excluded from continuous disclosure notices**

There is no information which has been excluded from a continuous disclosure notice in accordance with the Listing Rules other than as is set out in this Prospectus.

## 5.5 Determination by ASIC

ASIC has not made a determination which would prevent the Company from relying on section 713 of the Corporations Act in issuing the Shares under this Prospectus.

## 5.6 Directors' interests

Except as disclosed in this Prospectus, no Director and no firm in which a Director or proposed director is a partner:

- (a) has any interest nor has had any interest in the last two years prior to the date of this Prospectus in the formation or promotion of the Company, the Shares offered under this Prospectus or property acquired or proposed to be acquired by the Company in connection with its formation or promotion or the Shares offered under this Prospectus; or
- (b) has been paid or given or will be paid or given any amount or benefit to induce him or her to become, or to qualify as, a Director, or otherwise for services rendered by him or her in connection with the formation or promotion of the Company or the Shares offered under this Prospectus.

## 5.7 Directors' interests in Company Shares

The Directors or their nominees currently each hold at the date of this Prospectus Shares in the Company as follows:

Director	Shares	Options
Mr Timothy Goyder <sup>1</sup>	119,753,780	9,050,505
Mr Anthony Cipriano <sup>2</sup>	1,593,500	Nil
Mr Craig Williams <sup>3</sup>	4,988,594	226,680
Mr David Richards <sup>4</sup>	2,287,666	4,148,971

### Notes:

<sup>1</sup> Mr Timothy Goyder's interests are held as follows:

- 38,538,337 Shares and 1,949,220 Options (exercisable at \$0.05 each on or before 27 September 2015), are held directly by Mr Goyder;
- 77,095,397 Shares and 6,841,282 Options (exercisable at \$0.05 each on or before 27 September 2015), are held indirectly through Plato Prospecting Pty Ltd as trustee for The Goyder Family Trust (ACN 008 964 896) (Mr Goyder is the sole director and shareholder of Plato Prospecting Pty Ltd);
- 3,120,046 Shares and 260,003 Options (exercisable at \$0.05 each on or before 27 September 2015), are held indirectly through Plato Prospecting Pty Ltd (ACN 008 964 896) as trustee for TRB Goyder Superannuation Fund (Mr Goyder is the sole director and shareholder of Plato Prospecting Pty Ltd and a member of the TRB Goyder Superannuation Fund), and
- 1,000,000 Shares are held indirectly by Linda Sullivan (the de facto partner of Mr Goyder).

<sup>2</sup> Mr Anthony Cipriano's interests are held as follows:

- 193,500 Shares are held directly by Mr Cipriano;
- 700,000 Shares are held indirectly through Sky High Superannuation Fund (of which Mr Cipriano is the trustee and beneficiary); and

- 700,000 Shares are held indirectly by Julie Zongaro-Robich (the spouse of Mr Cipriano).

<sup>3</sup>Mr Craig Williams' interests are held as follows:

- 4,988,594 Shares and 226,680 Options (exercisable at \$0.05 each on or before 27 September 2015) are held indirectly through Orpheus Geoscience Pty Ltd as trustee for the Orpheus Geoscience Superannuation Fund (Mr Williams is a director and shareholder of Orpheus Geoscience Pty Ltd).

<sup>4</sup>Mr David Richards' interests are held as follows:

- 1,300,000 Shares, 66,666 Options (exercisable at \$0.05 each on or before 27 September 2015), 2,000,000 Options (exercisable at \$0.02302 each on or before 30 November 2016) and 2,000,000 Options (exercisable at \$0.01727 each on or before 30 November 2016) are held directly by Mr Williams; and
- 987,666 Shares and 82,305 Options (exercisable at \$0.05 each on or before 27 September 2015), are held indirectly through Richards Family Superannuation Fund (Mr Richards is the trustee and beneficiary of the Richards Family Superannuation Fund).

It is the intention of the Directors to take up all of their respective entitlements under the Entitlement Offer.

## 5.8 Directors remuneration

The Constitution provides that the Directors may be paid for their services as Directors a sum not exceeding such fixed sum per annum as may be determined by the Shareholders in general meetings, to be divided among the Directors as the Directors shall determine, and in default of agreement then in equal Shares.

A Director may also be paid fees or other amounts as the Directors determine where a Director performs special duties or otherwise performs services outside the scope of the ordinary duties of a Director. A Director may also be reimbursed for out of pocket expenses incurred as a result of their directorship or any special duties.

Due to market conditions and with an emphasis on conserving cash reserves, directors agreed from 1 October 2014 to accrue non-executive directors' fees and to defer the payment until further notice.

Directors received the following remuneration for the year to 30 June 2014:

Director	Directors' fees, and salary (\$)	Superannuation (\$)	Share based payments (\$)	Total (\$)
Mr Timothy Goyder <sup>1</sup>	48,686	4,243	Nil	52,929
Mr David Richards	216,325	19,347	14,865	250,537
Mr Craig Williams <sup>1</sup>	34,924	2,970	Nil	37,894
Mr Anthony Kiernan <sup>2</sup>	29,404	1,485	Nil	30,889

### Notes to 2014 remuneration:

<sup>1</sup> Represents accrued directors' fees 1 October 2013 up to 30 June 2014. Due to market conditions and with an emphasis on conserving cash reserves, directors agreed to accrue directors' fees, and defer until further notice. The board agreed, subject to shareholder approval, that shares would be

issued in lieu of outstanding directors fees up to 30 September 2014. At the Company's Annual General Meeting on 26 November 2014, shareholders approved the issue of shares in lieu of outstanding directors' fees.

<sup>2</sup> Mr Anthony Kiernan resigned 11 November 2013.

<sup>3</sup> Mr Anthony Cipriano was appointed on 1 July 2014.

Directors received the following remuneration for the year ended 30 June 2013:

Director	Directors' fees, and salary (\$)	Superannuation (\$)	Share based payments (\$)	Total (\$)
Mr Timothy Goyder <sup>1</sup>	47,917	4,128	Nil	52,045
Mr David Richards	260,072	23,222	Nil	283,294
Mr Douglas Jones <sup>2</sup>	19,861	1,686	Nil	21,547
Mr Anthony Kiernan	72,655	2,890	Nil	75,545
Mr Craig Williams <sup>1</sup>	34,155	2,890	Nil	37,045

Notes to 2013 remuneration:

<sup>1</sup> Represents directors fees paid from 1 July 2012 to 31 March 2013. From 1 April 2013, due to market conditions and with an emphasis on conserving cash reserves, directors agreed, to accrue director fees until further notice. On 23 September 2013, the board agreed, subject to shareholder approval, that shares would be issued to Mr Timothy Goyder and Mr Craig Williams in lieu of outstanding directors' fees owing from 1 April 2013 to 30 September 2013. At the Company's Annual General Meeting, held on 28 November 2013, shareholders approved the issue of shares to Mr Timothy Goyder and Mr Craig Williams.

<sup>2</sup> Mr Douglas Jones resigned 18 January 2013.

## 5.9 Related party transactions

There are no related party transactions involved in the Entitlement Offer.

## 5.10 Interests of other persons

Except as disclosed in this Prospectus, no expert, promoter or other person named in this Prospectus as performing a function in a professional, advisory or other capacity:

- (a) has any interest nor has had any interest in the last two years prior to the date of this Prospectus in the formation or promotion of the Company, the Shares offered under this Prospectus or property acquired or proposed to be acquired by the Company in connection with its formation or promotion or the Shares offered under this Prospectus; or
- (b) has been paid or given or will be paid or given any amount or benefit in connection with the formation or promotion of the Company or the Shares offered under this Prospectus.

## 5.11 Expenses of Offer

The estimated expenses of the Offer are as follows:

	\$
ASIC fees	2,907
ASX quotation fee	4,268
Legal and preparation expenses	10,000
Printing, mailing and other expenses	10,560
Nominee Fee	2,500
<b>Total</b>	<b><u>30,235</u></b>

## 5.12 Consents

- (a) In accordance with the Corporations Act, Bellanhouse Legal has given, and as at the date of lodgement of this Prospectus with ASIC has not withdrawn, their written consent to being named in this Prospectus as solicitors to the Company. Bellanhouse Legal has not authorised or caused the issue of this Prospectus or the making of the Offer. Bellanhouse Legal make no representation regarding, and to the extent permitted by law exclude any responsibility for, any statements in or omissions from any part of this Prospectus.
- (b) Computershare Investor Services Pty Limited has given, and as at the date of lodgement of this Prospectus with ASIC has not withdrawn, its written consent to being named in this Prospectus as the Company's share registry. Computershare Investor Services Pty Limited has had no involvement in the preparation of any part of this Prospectus other than being named as share registrar of the Company. Computershare Investor Services Pty Limited has not authorised or caused the issue of, and expressly disclaims and takes no responsibility for, any part of this Prospectus.

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## 6. Directors' Statement and Consent

This Prospectus is authorised by each of the Directors of the Company.

This Prospectus is signed for and on behalf of Company by:

A handwritten signature in blue ink, appearing to read "Tim Goyder", is displayed on a light green rectangular background.

Tim Goyder

**Chairman**

Dated: 27 May 2015

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## 7. Glossary of Terms

These definitions are provided to assist persons in understanding some of the expressions used in this Prospectus.

**\$** means Australian dollars.

**Acceptance** means a valid acceptance of Shares made pursuant to this Prospectus on a Form.

**Additional Shares** means Shares subscribed for by Eligible Shareholders under the Shortfall Offer.

**Applicant** means a person who submits an Entitlement and Acceptance Form.

**Application** means a valid application for Shares made on an Entitlement and Acceptance Form.

**Application Monies** means application monies for Shares received by the Company.

**ASIC** means Australian Shares and Investments Commission.

**ASX** means ASX Limited ACN 008 624 691 and where the context permits the Australian Shares Exchange operated by ASX Limited.

**Board** means the Directors meeting as a board.

**Business Day** means Monday to Friday inclusive, other than a day that ASX declares is not a business day.

**CHES** means ASX Clearing House Electronic Subregistry System.

**Company** means Lontown Resources Limited ACN 118 153 825.

**Constitution** means the constitution of the Company as at the date of this Prospectus.

**Corporations Act** means *Corporations Act 2001* (Cth).

**Currie Rose** means Currie Rose Resources Inc.

**Directors** mean the directors of the Company as at the date of this Prospectus.

**Eligible Shareholder** means a person registered as the holder of Shares on the Record Date whose registered address is in Australia or New Zealand.

**Entitlement and Acceptance Form** means the entitlement and acceptance form provided by the Company with a copy of this Prospectus that describes the entitlement of Shareholders to subscribe for Shares pursuant to the Entitlement Offer.

**Entitlement Offer** has the meaning given to it in Section 1.1.

**Entitlement Offer Closing Date** has the meaning given to it in Section 1.3.

**Ineligible Foreign Shareholder** means a person registered as the holder of Shares on the Record Date whose registered address is not in Australia or New Zealand.

**Issuer Sponsored** means Shares issued by an issuer that are held in uncertified form without the holder entering into a sponsorship agreement with a broker or without the holder being admitted as an institutional participant in CHES.

**Jubilee Reef Shares** has the meaning given to it in Section 1.1.

**Listing Rules** means the Listing Rules of ASX.

**Nominee** means the nominee to be appointed by the Company to sell Shares which would otherwise have been offered to Ineligible Foreign Shareholders if they had been included in the Offer.

**Offer** means the Entitlement Offer and the Shortfall Offer.

**Option** means the right to acquire one Share in the capital of the Company.

**Prospectus** means this prospectus dated 27 May 2015.

**Record Date** means 5:00pm (WST) on the date identified in the proposed timetable.

**Section** means a section of this Prospectus.

**Securities** mean any securities including Shares or Options issued or granted by the Company.

**Share** means a fully paid ordinary share in the capital of the Company.

**Shareholder** means a holder of Shares.

**Shortfall Offer** has the meaning given to it in Section 1.6.

**Subsidiary** means each company which is a subsidiary of the Company within the meaning of the Corporations Act.

**VWAP** means volume weighted average price.

**WST** means Western Standard Time.