



200 St Georges Terrace
Perth WA 6000
T / +61 (8) 9216 7100

Your Ref:
Our Ref: 240176

Allion Partners Pty Ltd
ABN: 43 109 326 463

5 October 2023

Attention: The Company Secretary
Liontown Resources Limited
PO Box 284
WEST PERTH WA 6872

Company Announcements
ASX Limited
20 Bridge Street
SYDNEY NSW 2000

Dear Sir/Madam

NOTICE OF CHANGE OF INTERESTS OF SUBSTANTIAL SHAREHOLDER FOR LIONTOWN RESOURCES LIMITED

We refer to the notice of change of interests of substantial shareholding lodged by Hancock Prospecting Pty Ltd and associated parties (together **HPPL**) on 3 October 2023 with respect to Liontown Resources Limited (ASX: LTR) (**HPPL Notice**).

Please find attached a notice of change of interests of substantial shareholder in relation to a relevant interest held by Bianca Rinehart (in her capacity as trustee of the Hope Margaret Hancock Trust) in 14.67% of the fully paid ordinary shares of Liontown Resources Limited (**BR Notice**).

The interest disclosed in the BR Notice arises by virtue of the operation of section 608(3)(a) of the *Corporations Act 2001* (Cth) and relates to the same shares the subject of the HPPL Notice. The information contained in the BR Notice is based solely on the disclosure contained in the HPPL Notice. Ms Rinehart makes no representation with respect to the disclosure contained in the HPPL Notice.

We understand that HPPL and associated parties have an aggregate beneficial and economic interest in 14.67% of Liontown Resource Limited's ordinary shares.

Yours faithfully

Philip Lucas*
Partner
D / +61 (8) 9216 7171
E / plucas@allionpartners.com

**Sent electronically without signature*

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The business of 'Allion Partners' is conducted by Allion Partners Pty Ltd ABN 43 109 326 463 (**AllionPartners**). Allion Partners is an incorporated entity and should not be interpreted or construed as a partnership at law. The title 'Partner' within Allion Partners conveys the person is a senior practitioner within the company and is among the group of practitioners who have day-to-day and strategic responsibility for services provided to clients. However, they are not an owner or part owner of the Allion business via a partnership structure and are not personally liable for the provision of services. The business of providing legal services offered is owned and conducted by Allion Partners Pty Ltd ABN 43 109 326 463.

allionpartners.com

Form 604

Corporations Act 2001
Section 671B

Notice of change of interests of substantial holder

To Company Name/Scheme Liontown Resources Limited

ACN/ARSN 118 153 825

1. Details of substantial holder (1)

Name Bianca Hope Rinehart in her capacity as trustee of the Hope Margaret Hancock Trust*

ACN/ARSN (if applicable) Not applicable

There was a change in the interests of the substantial holder on 03/10/2023

The previous notice was given to the company on 03/10/2023

The previous notice was dated 03/10/2023

2. Previous and present voting power

The total number of votes attached to all the voting shares in the company or voting interests in the scheme that the substantial holder or an associate (2) had a relevant interest (3) in when last required, and when now required, to give a substantial holding notice to the company or scheme, are as follows:

| Class of securities (4) | Previous notice | | Present notice | |
|--------------------------|-----------------|------------------|----------------|------------------|
| | Person's votes | Voting power (5) | Person's votes | Voting power (5) |
| Ordinary shares (Shares) | 272,291,417 | 12.36% | 323,058,303 | 14.67% |

3. Changes in relevant interests

Particulars of each change in, or change in the nature of, a relevant interest of the substantial holder or an associate in voting securities of the company or scheme, since the substantial holder was last required to give a substantial holding notice to the company are as follows:

| Date of change | Person whose relevant interest changed | Nature of change (6) | Consideration given in relation to change (7) | Class and number of securities affected | Person's votes affected |
|--|--|----------------------|---|---|-------------------------|
| For changes in relevant interests held by Bianca Hope Rinehart in her capacity as trustee of the Hope Margaret Hancock Trust* refer to the substantial shareholder notice dated 3 October 2023 lodged by Mrs Georgina Hope Rinehart, Hancock Prospecting Pty Ltd (ACN 008 676 417) (HPPL) and the subsidiaries of HPPL (together, HPPL Parties) attached to this notice as Annexure A. | | | | | |

4. Present relevant interests

Particulars of each relevant interest of the substantial holder in voting securities after the change are as follows:

| Holder of relevant interest | Registered holder of securities | Person entitled to be registered as holder (8) | Nature of relevant interest (6) | Class and number of securities | Person's votes |
|---|---------------------------------|--|---|--------------------------------|----------------|
| Bianca Hope Rinehart in her capacity as trustee of the Hope Margaret Hancock Trust* and each of the persons listed in the substantial shareholder notice dated 3 October 2023 | HPPL | HPPL | Bianca Hope Rinehart, in her capacity as trustee of the Hope Margaret Hancock Trust, has a relevant interest under section 608(3)(a) of the Corporations Act by reason of holding more than 20% of the voting power (as defined in the Corporations Act) in HPPL. | 323,058,303 Shares | 323,058,303 |

| | | | | | |
|--------------------------------|--|--|--|--|--|
| lodged by the HPPL Parties. | | | | | |
|--------------------------------|--|--|--|--|--|

5. Changes in association

The persons who have become associates (2) of, ceased to be associates of, or have changed the nature of their association (9) with, the substantial holder in relation to voting interests in the company or scheme are as follows:

| Name and ACN/ARSN (if applicable) | Nature of association |
|-----------------------------------|-----------------------|
| Not Applicable | Not Applicable |

6. Addresses

The addresses of persons named in this form are as follows:

| Name | Address |
|----------------------|---|
| Bianca Hope Rinehart | PO Box H27 Australia Square NSW 1215 |
| HPPL Parties | Level 3, 28-42 Ventnor Avenue, West Perth WA 6005 |

Signature

print name Bianca Hope Rinehart in her capacity as trustee of the Hope Margaret Hancock Trust*

sign here




date 05 / 10 / 2023

*

Information contained in this Form is based on the notice of substantial shareholder lodged by the HPPL Parties and dated 3 October 2023 (HPPL Notice). Ms Rinehart makes no representation with respect to the disclosures contained in the HPPL Notice.

Annexure A

This is Annexure A of 6 pages referred to in Form 604 (Notice of change of interests of substantial holder) given by Bianca Hope Rinehart in her capacity as trustee of the Hope Margaret Hancock Trust*.



Bianca Rinehart

05 October 2023

Date

Form 604

Corporations Act 2001
Section 671B

Notice of change of interests of substantial holder

To: Company Name/Scheme: Liofntown Resources Limited (LTR)

ACN/ARSN: 118 153 825

1. Details of substantial holder (1)

Name: Mrs Georgina Hope Rinehart and Hancock Prospecting Pty Ltd (HPPL) and subsidiaries of HPPL as set out in Annexure A (referred to together as the HPPL Group)

ACN (if applicable): 008 676 417

There was a change in the interests of the substantial holder on: 03 / 10 / 2023

The previous notice was given to the company on: 29 / 09 / 2023

The previous notice was stated: 29 / 09 / 2023

2. Previous and present voting power

The total number of votes attached to all the voting shares in the company or voting interest in the scheme that the substantial holder or an associate (2) had a relevant interest (3) at when last required, and when now required, to give a substantial holding notice to the company or scheme, are as follows:

| Class of securities (4) | Previous notice | | Present notice | |
|-------------------------------------|-----------------|------------------|----------------|------------------|
| | Person's votes | Voting power (5) | Person's votes | Voting power (5) |
| Fully paid ordinary shares (Shares) | 272,291,417 | 12.36% | 323,058,303 | 14.67% |

3. Changes in relevant interests

Particulars of each change in, or change in the nature of, a relevant interest of the substantial holder or an associate in voting securities of the company or scheme, since the substantial holder was last required to give a substantial holding notice to the company or scheme are as follows:

| Date of change | Person whose relevant interest changed | Nature of change (6) | Consideration given in relation to change (7) | Class and number of securities affected | Person's votes affected |
|----------------|--|---------------------------------|---|---|-------------------------|
| 02/10/2023 | The HPPL Group | On-market acquisition of shares | \$2.95 per share | 2,798,542 shares | 2,798,542 |
| 03/10/2023 | The HPPL Group | On-market acquisition of shares | \$3.00 per share | 47,968,344 shares | 47,968,344 |

4. Present relevant interests

Particulars of each relevant interest of the substantial holder in voting securities after the change are as follows:

| Holder of relevant interest | Registered holder of securities | Person entitled to be registered as holder (8) | Nature of relevant interest (6) | Class and number of securities | Person's votes |
|---|---------------------------------|--|--|--------------------------------|----------------|
| HPPL | HPPL | HPPL | HPPL has a relevant interest under section 608(1) of the Corporations Act 2001 (Cth). | 323,058,303 Shares | 323,058,303 |
| Mrs Georgina Hope Rinehart | HPPL | HPPL | Mrs Georgina Hope Rinehart has a relevant interest under section 608(3)(b) of the Corporations Act 2001 (Cth) by reason of having control of HPPL. | 323,058,303 Shares | 323,058,303 |
| Each HPPL Group Company set out in Annexure A | HPPL | HPPL | Each HPPL Group Company has a relevant interest under section 608(3)(a) of the Corporations Act 2001 (Cth). | 323,058,303 Shares | 323,058,303 |

5. Changes in association

The persons who have become associates (2) of, ceased to be associates of, or have changed the nature of their association (8) with, the substantial holder in relation to voting interests in the company or scheme are as follows:

| Name and ACN (if applicable) | Nature of association |
|------------------------------|-----------------------|
| Not applicable | Not applicable |
| | |

6. Addresses

The addresses of persons named in this form are as follows:

| Name | Address |
|--|---|
| Mrs Georgina Hope Rinehart, HPPL and each HPPL Group Company set out in Annexure A | Level 3, 28-42 Ventnor Avenue, West Perth, 6005 |

Signature

print name: S J Huang

sign here



capacity: Secretary
date: 03/10/2023

Annexure A

This is Annexure A of 4 pages referred to in Form 604 (Notice of change of interests of substantial holder) given by Mrs Georgina Hope Rinehart, Hancock Prospecting Pty Ltd and its subsidiaries.



S J Huang
Company Secretary

03 / 10 / 2023

Date

HPPL Group Companies

| ENTITY NAME | AUSTRALIAN COMPANY NUMBER |
|--|---------------------------|
| 2GHR Prime Australian Beef Pty Ltd | 609 508 036 |
| 2GR Australian Beef Pty Ltd | 612 793 610 |
| 2GR Outback Beef Pty Ltd | 612 793 629 |
| 2GR Premium Beef Pty Ltd | 612 793 638 |
| 2GR Premium Outback Beef Pty Ltd | 612 937 327 |
| 2GR Premium Wagyu Beef Pty Ltd | 612 937 318 |
| 2GR Wagyu Beef Pty Ltd | 612 793 665 |
| Associated Management Services Pty Ltd | 609 834 504 |
| Atlas Iron Pty Ltd | 110 396 168 |
| Atlas Americ Finance, Inc | N/A |
| Atlas Operations Pty Ltd | 122 835 947 |
| Atlas Pty Ltd | 161 762 116 |
| Aurox Resources Pty Ltd | 106 793 560 |
| Australian Outback Beef Pty Ltd | 613 901 161 |
| Australian Beef Marketing Pty Ltd | 617 875 313 |
| Australian Manganese Pty Ltd | 100 061 854 |
| Aviation Lease Holdings Pty Ltd | 602 412 993 |
| Blueink Nominees Pty Ltd | 152 873 660 |
| Brightside Nominees Pty Ltd | 653 517 947 |
| BV Investments Pty Ltd | 657 533 983 |
| Canada Ecuadorian Holdings One Ltd | N/A |
| Canada Ecuadorian Holdings Two Ltd | N/A |
| Carbelec Pty Ltd | 655 536 262 |
| Carlinga Mining Pty Ltd | 077 264 487 |
| Central Pilbara Holdings Pty Ltd | 132 394 168 |
| Central Pilbara North Iron Ore Pty Ltd | 132 394 480 |
| Central Pilbara South Iron Ore Pty Ltd | 132 394 471 |
| Clover Cattle Co. Pty Ltd | 009 187 171 |
| FerrAus Pty Ltd | 097 422 529 |
| FerrAus Manganese Pty Ltd | 147 298 940 |
| Ferro Metals Australia Pty Ltd | 113 996 106 |
| Flight Operations Pty Ltd | 601 237 790 |
| Gayna Park Pty Ltd | 009 294 722 |
| Georgina Hancock (1965) Pty Ltd | 008 696 884 |
| Ginbata Aircraft Pty Ltd | 602 413 016 |
| Ginbata Aviation Holdings Pty Ltd | 602 411 745 |
| Giralia Resources Pty Ltd | 009 216 204 |
| GKI Investments Pty Ltd | 651 887 428 |
| Gold Exploration Victoria Pty Ltd | 603 818 382 |
| Gunnee Feedlot Pty Ltd | 157 798 062 |
| Haggerston Pty Ltd | 612 806 045 |

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| Hancock Beef Pty Ltd | 146 118 087 |
| Hancock Agriculture Australia Pty Ltd | 616 243 406 |
| Hancock British Holdings Ltd | N/A |
| Hancock Corporation Pty Ltd | 615 809 740 |
| Hancock Energy Pty Ltd | 130 249 624 |
| Hancock Energy (PB) Pty Ltd | 663 446 642 |
| Hancock Energy Corporation Pty Ltd | 629 679 063 |
| Hancock English Holdings Pty Ltd | 612 807 986 |
| Hancock Exploration Management Services Pty Ltd | 127 071 836 |
| Hancock Fresh Produce Pty Ltd | 663 462 342 |
| Hancock Group Holdings Pty Ltd | 612 808 018 |
| Hancock Manganese Pty Ltd | 131 992 277 |
| Hancock Magnetite Corporation Pty Ltd | 650 608 147 |
| Hancock Minerals Pty Ltd | 057 326 824 |
| Hancock (Singapore) Pte Ltd | N/A |
| Hancock Wagyu Pty Ltd | 168 089 272 |
| Hanrine Ecuadorian Exploration and Mining S.A. | N/A |
| Hanrine Finance Pty Ltd | 142 927 900 |
| Hanrine Holdings Pty Ltd | 154 124 204 |
| Hanrine Holdings (Singapore) Pte Ltd | N/A |
| Hanrine Investments Pty Ltd | 145 952 991 |
| Hanrine Investments (Singapore) Pte Ltd | N/A |
| Hanrine Properties Pty Ltd | 651 857 966 |
| Hanrine Properties (Singapore) Pte Ltd | N/A |
| Hanroy Holdings Pty Ltd | 657 533 974 |
| Hanroy Iron Ore Projects Pty Ltd | 661 341 975 |
| Hanwest Pty Ltd | 651 304 264 |
| Hanwest Infrastructure Pty Ltd | 658 209 717 |
| Hanwest Iron Pty Ltd | 651 305 976 |
| Haydon Bridge Pty Ltd | 612 807 959 |
| Heli Investment Company Pty Ltd | 651 887 437 |
| Hill View Investment Holdings Pty Ltd | 630 564 519 |
| HMHT Investments Pty Ltd | 070 550 104 |
| Hope Daines Pty Ltd | 608 094 159 |
| Hope Daines (WA) Pty Ltd | 602 615 967 |
| Hope Downs Iron Ore Pty Ltd | 071 514 308 |
| Hope Downs Management Services Pty Ltd | 081 390 930 |
| House of Hope Pty Ltd | 142 021 770 |
| HPPL Pastoral Properties Pty Ltd | 078 739 956 |
| HPPL Services Pty Ltd | 132 394 159 |
| Jacaranda Minerals Pty Ltd | 117 264 570 |
| Jakkiflow Enterprises SA | N/A |
| Jasmin Walk Pty Ltd | 149 227 485 |
| Lavington Pty Ltd | 612 808 036 |
| Liveringa Station Beef Pty Ltd | 168 054 448 |
| Marketwest Holdings Pty Ltd | 657 008 681 |
| Marketwest Investments Pty Ltd | 657 009 124 |
| Minera Atacamera Limitada | N/A |
| Minerals Australia Pty Ltd | 124 475 538 |
| Mt Gould Minerals Pty Ltd | 118 341 147 |
| Mulga Downs Iron Ore Pty Ltd | 080 659 150 |
| Mulga Downs Pty Ltd | 057 326 815 |
| Mulga Exploration Pty Ltd | 600 967 619 |
| Mulga Infrastructure Pty Ltd | 600 967 682 |
| Mulga Iron Holdings Pty Ltd | 600 967 404 |
| Nicholas Downs Pty Ltd | 131 992 295 |

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| Niunai Pty Ltd | 600 577 473 |
| Northback Holdings Corporation | N/A |
| Northern Australia Pastoral Investments Pty Ltd | 168 089 558 |
| Northern Australia Pastoral Properties Pty Ltd | 168 089 469 |
| NWI Pty Ltd | 160 139 143 |
| NWIOA Ops Pty Ltd | 137 476 370 |
| NWI Port Pty Ltd | 160 139 908 |
| NWI Rail Pty Ltd | 160 139 917 |
| Offshore Exploration Holdings Pty Ltd | 617 989 492 |
| Ord Street Holdings Pty Ltd | 658 263 962 |
| Oultram Properties Pty Ltd | 654 369 445 |
| Pastoral Properties Australia Pty Ltd | 152 743 523 |
| Pastoral Properties (Cropping) Pty Ltd | 627 884 824 |
| Pastoral Properties (Eastern) Pty Ltd | 627 055 841 |
| Pastoral Properties (NSW) Pty Ltd | 602 975 511 |
| Pastoral Properties (NT) Pty Ltd | 612 807 931 |
| Pastoral Properties (Qld) Pty Ltd | 169 703 011 |
| Pastoral Properties (SV) Pty Ltd | 612 808 054 |
| Pastoral Properties (WW) Pty Ltd | 660 899 990 |
| Pilbara Crushing and Grinding Pty Ltd | 660 899 981 |
| Queensland Coal Investments Pty Ltd | 144 920 187 |
| Redstone Corporation Pty Ltd | 626 680 159 |
| Rinehan Pty Ltd | 602 397 740 |
| Rinehart Developments Pty Ltd | 654 973 583 |
| Rinehart Medical Pty Ltd | 620 307 833 |
| Riversdale Resources Pty Ltd | 152 869 291 |
| Roy Hill Holdings Pty Ltd | 123 721 077 |
| Roy Hill Infrastructure Pty Ltd | 130 249 633 |
| Roy Hill Iron Ore Pty Ltd | 123 722 038 |
| Roy Hill Logistics Pty Ltd | 627 019 489 |
| Roy Hill Operations Pty Ltd | 168 771 355 |
| S. Kidman & Co Pty Ltd | 007 872 317 |
| Stoneform Investments Pty Ltd | 168 036 093 |
| South East Pilbara Assets Pty Ltd | 152 057 022 |
| Southwest Pastoral Properties Pty Ltd | 602 975 520 |
| St George Magnetite Pty Ltd | 122 999 044 |
| Tallering Resources Pty Ltd | 077 183 165 |
| Thomas Minerals Pty Ltd | 629 904 785 |
| Timeview Enterprises Pty Ltd | 147 613 312 |
| Tiziflower Investment Inc | N/A |
| Valley Investments (WA) Pty Ltd | 657 567 532 |
| Valley River Holdings Pty Ltd | 657 962 608 |
| Ventnor Entertainment Services Pty Ltd | 146 118 087 |
| Vilbec Pty Ltd | 144 802 390 |
| Warrego Australia Holdings Pty Ltd | 628 731 760 |
| Warrego Energy Pty Ltd | 125 394 667 |
| Warrego Energy 127 Pty Ltd | 153 352 231 |
| Warrego Energy EP469 Pty Ltd | 133 046 787 |
| Warwick Resources Pty Ltd | 063 506 963 |
| Waterhead Pty Ltd | 612 807 913 |
| Weld Range Iron Ore Pty Ltd | 118 340 686 |
| West Erregulla Pty Ltd | 628 739 640 |

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|---------------------------------|-------------|
| Westrains Resources Pty Ltd | 009 083 783 |
| Wheelbarrow Prospecting Pty Ltd | 118 926 613 |
| Winform Nominees Pty Ltd | 152 706 717 |
| Wingfield Avenue Pty Ltd | 065 980 181 |
| W.N.M. MacDonald Pty Ltd | 008 673 756 |