



Announcement Summary

**Entity name**

LIONTOWN RESOURCES LIMITED

**Announcement Type**

New announcement

**Date of this announcement**

19/10/2023

**The Proposed issue is:**

An offer of securities under a securities purchase plan

A placement or other type of issue

**Total number of +securities proposed to be issued for an offer of securities under a securities purchase plan**

| ASX +security code | +Security description | Maximum Number of +securities to be issued |
|--------------------|-----------------------|--|
| LTR                | ORDINARY FULLY PAID   | 25,000,000                                 |

**+Record date**

18/10/2023

**Offer closing date**

20/11/2023

**+Issue date**

27/11/2023

**Total number of +securities proposed to be issued for a placement or other type of issue**

| ASX +security code | +Security description | Maximum Number of +securities to be issued |
|--------------------|-----------------------|--|
| LTR                | ORDINARY FULLY PAID   | 208,777,778                                |

**Proposed +issue date**

25/10/2023

Refer to next page for full details of the announcement



Part 1 - Entity and announcement details

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**1.1 Name of +Entity**

LIONTOWN RESOURCES LIMITED

We (the entity named above) give ASX the following information about a proposed issue of +securities and, if ASX agrees to +quote any of the +securities (including any rights) on a +deferred settlement basis, we agree to the matters set out in Appendix 3B of the ASX Listing Rules.

If the +securities are being offered under a +disclosure document or +PDS and are intended to be quoted on ASX, we also apply for quotation of all of the +securities that may be issued under the +disclosure document or +PDS on the terms set out in Appendix 2A of the ASX Listing Rules (on the understanding that once the final number of +securities issued under the +disclosure document or +PDS is known, in accordance with Listing Rule 3.10.3C, we will complete and lodge with ASX an Appendix 2A online form notifying ASX of their issue and applying for their quotation).

**1.2 Registered Number Type**

ABN

**Registration Number**

39118153825

**1.3 ASX issuer code**

LTR

**1.4 The announcement is**

New announcement

**1.5 Date of this announcement**

19/10/2023

**1.6 The Proposed issue is:**

An offer of +securities under a +securities purchase plan

A placement or other type of issue



Part 4 - Details of proposed offer under securities purchase plan

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Part 4A - Conditions

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**4A.1 Do any external approvals need to be obtained or other conditions satisfied before the offer of +securities under the +securities purchase plan issue can proceed on an unconditional basis?**

Yes

4A.1a Conditions

| <b>Approval/Condition</b>                 | <b>Date for determination</b> | <b>Is the date estimated or actual?</b>       | <b>** Approval received/condition met?</b> |
|---|-------------------------------|---|--|
| Other (please specify in comment section) | 25/10/2023                    | <input checked="" type="checkbox"/> Estimated |  |

**Comments**

Liontown may apply to ASX for a waiver of Listing Rule 7.1 and 10.11 if required to enable the new shares to be issued under the SPP as an exception to Liontown's placement capacity under ASX Listing Rule 7.1 and as an exception under ASX Listing Rule 10.11. If the waiver is not granted, the new shares will be issued under the Company's 15% placement capacity under ASX Listing Rule 7.1 and Directors will not be eligible to participate in the SPP.



Part 4B - Offer details

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**Class or classes of +securities that will participate in the proposed issue and class or classes of +securities proposed to be issued**

**ASX +security code and description**

LTR : ORDINARY FULLY PAID

**Will the proposed issue of this +security include an offer of attaching +securities?**

No

Details of +securities proposed to be issued

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**ASX +security code and description**

LTR : ORDINARY FULLY PAID

**Maximum total number of those +securities that could be issued if all offers under the +securities purchase plan are accepted**

25,000,000

**Will the offer be conditional on applications for a minimum number of +securities being received or a minimum amount being raised (i.e. a minimum subscription condition)?**

No

**Will the offer be conditional on applications for a maximum number of +securities being received or a maximum amount being raised (i.e. a maximum subscription condition)?**

No

**Will individual security holders be required to accept the offer for a minimum number or value of +securities (i.e. a minimum acceptance condition)?**

Yes

**Is the minimum acceptance unit based or dollar based?**

Dollar based (\$)

**Please enter the minimum acceptance value**

\$ 2,500

**Will individual security holders be limited to accepting the offer for a maximum number or value of +securities (i.e. a maximum acceptance condition)?**

Yes

**Is the maximum acceptance unit based or dollar based?**

Dollar based (\$)

**Please enter the maximum acceptance value**

\$ 30,000



**Describe all the applicable parcels available for this offer in number of securities or dollar value**

\$2,500, \$5,000, \$10,000, \$15,000, \$20,000, \$25,000, \$30,000

**Offer price details**

**Has the offer price been determined?**

No

**In what currency will the offer be made?**

AUD - Australian Dollar

**How and when will the offer price be determined?**

Equal to lower of:

- A\$1.80, being the same price per Share paid under the placement; and
- a 2% discount to the VWAP of Liontown Shares traded during the five ASX trading days up to, and including, the Closing Date (rounded to nearest cent).

**Oversubscription & Scale back details**

**Will a scale back be applied if the offer is over-subscribed?**

Yes

**Describe the scale back arrangements**

Any scale back will be at the discretion of the board in accordance with the terms of the offer document.

**Will these +securities rank equally in all respects from their issue date with the existing issued +securities in that class?**

Yes

Part 4C - Timetable

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**4C.1 Date of announcement of +security purchase plan**

19/10/2023

**4C.2 +Record date**

18/10/2023

**4C.3 Date on which offer documents will be made available to investors**

30/10/2023

**4C.4 Offer open date**

30/10/2023

**4C.5 Offer closing date**

20/11/2023

**4C.7 +Issue date and last day for entity to announce results of +security**



**purchase plan offer**

27/11/2023

Part 4D - Listing Rule requirements

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**4D.1 Does the offer under the +securities purchase plan meet all of the requirements of listing rule 7.2 exception 5 or do you have a waiver from those requirements?**

No

**4D.1a Are any of the +securities proposed to be issued without +security holder approval using the entity's 15% placement capacity under listing rule 7.1?**

No

**4D.1b Are any of the +securities proposed to be issued without +security holder approval using the entity's additional 10% placement capacity under listing rule 7.1A (if applicable)?**

No

Part 4E - Fees and expenses

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**4E.1 Will there be a lead manager or broker to the proposed offer?**

No

**4E.2 Is the proposed offer to be underwritten?**

No

**4E.3 Will brokers who lodge acceptances or renunciations on behalf of eligible +security holders be paid a handling fee or commission?**

No

**4E.4 Details of any other material fees or costs to be incurred by the entity in connection with the proposed offer**

Part 4F - Further Information

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**4F.01 The purpose(s) for which the entity intends to use the cash raised by the proposed issue**

Refer to Liontown's investor presentation announced on ASX on 19 October 2023 for details.

**4F.1 Will the entity be changing its dividend/distribution policy if the proposed offer is successful?**

No



**4F.2 Countries in which the entity has +security holders who will not be eligible to accept the proposed offer**

All countries other than Australia and New Zealand.

**4F.3 URL on the entity's website where investors can download information about the proposed offer**

<https://www.ltresources.com.au/investors/asx-releases/> - when the SPP offer opens and the corresponding announcement is lodged with ASX.

**4F.4 Any other information the entity wishes to provide about the proposed offer**



## Part 7 - Details of proposed placement or other issue

## Part 7A - Conditions

**7A.1 Do any external approvals need to be obtained or other conditions satisfied before the placement or other type of issue can proceed on an unconditional basis?** Yes

## 7A.1a Conditions

| Approval/Condition        | Date for determination | Is the date estimated or actual?              | ** Approval received/condition met? |
|---------------------------|------------------------|---|-------------------------------------|
| +Security holder approval | 30/11/2023             | <input checked="" type="checkbox"/> Estimated |                                     |

**Comments**

The Placement will be undertaken in two tranches. The first tranche of approximately 202,777,778 shares does not need any approval ("Unconditional Tranche"). The second tranche of approximately 6,000,000 shares requires and is conditional on shareholder approval being obtained for the purposes of ASX Listing Rule 10.11 ("Conditional Tranche").

## Part 7B - Issue details

**Is the proposed security a 'New class' (+securities in a class that is not yet quoted or recorded by ASX) or an 'Existing class' (additional securities in a class that is already quoted or recorded by ASX)?**

 Existing class

**Will the proposed issue of this +security include an offer of attaching +securities?**

 No

## Details of +securities proposed to be issued

**ASX +security code and description**

LTR : ORDINARY FULLY PAID

**Number of +securities proposed to be issued**

208,777,778

**Offer price details**

**Are the +securities proposed to be issued being issued for a cash consideration?**

 Yes





**In what currency is the cash consideration being paid?**

AUD - Australian Dollar

**What is the issue price per +security?**

AUD 1.80000

**Will these +securities rank equally in all respects from their issue date with the existing issued +securities in that class?**

Yes

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Part 7C - Timetable

**7C.1 Proposed +issue date**

25/10/2023

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Part 7D - Listing Rule requirements

**7D.1 Has the entity obtained, or is it obtaining, +security holder approval for the entire issue under listing rule 7.1?**

No

**7D.1b Are any of the +securities proposed to be issued without +security holder approval using the entity's 15% placement capacity under listing rule 7.1?**

Yes

**7D.1b ( i ) How many +securities are proposed to be issued without security holder approval using the entity's 15% placement capacity under listing rule 7.1?**

202,777,778

**7D.1c Are any of the +securities proposed to be issued without +security holder approval using the entity's additional 10% placement capacity under listing rule 7.1A (if applicable)?**

No

**7D.2 Is a party referred to in listing rule 10.11 participating in the proposed issue?**

Yes

**7D.3 Will any of the +securities to be issued be +restricted securities for the purposes of the listing rules?**

No

**7D.4 Will any of the +securities to be issued be subject to +voluntary escrow?**

No



Part 7E - Fees and expenses

**7E.1 Will there be a lead manager or broker to the proposed issue?**

Yes

**7E.1a Who is the lead manager/broker?**

UBS Securities Australia Limited ("UBS") and Bell Potter Securities Limited ("Bell Potter") are acting as Joint Lead Managers to the Unconditional Tranche of the Placement (together, the "Joint Lead Managers")

**7E.1b What fee, commission or other consideration is payable to them for acting as lead manager/broker?**

Liontown has agreed to pay UBS a management fee of 0.85% of:  
- the Unconditional Tranche amount; and  
- the Conditional Tranche amount (if issued).

**7E.2 Is the proposed issue to be underwritten?**

Yes

**7E.2a Who are the underwriter(s)?**

The Joint Lead Managers

**7E.2b What is the extent of the underwriting (ie the amount or proportion of the proposed issue that is underwritten)?**

100% of the Unconditional Tranche of the Placement will be underwritten.  
The Conditional Tranche is not underwritten.

**7E.2c What fee, commission or other consideration is payable to them for acting as underwriter(s)?**

Liontown has agreed to pay the Joint Lead Managers, in their relevant proportions, an underwriting fee of 1.9% of the Unconditional Tranche amount.

**7E.2d Please provide a summary of the significant events that could lead to the underwriting being terminated.**

Please refer to the "Summary of Underwriting Agreement" in Appendix D of the investor presentation released to the market on Thursday, 19 October 2023 for a summary of the underwriting agreement. This includes a summary of the significant events that could lead to the underwriting agreement being terminated.

**7E.3 Is a party referred to in listing rule 10.11 underwriting or sub-underwriting the proposed issue?**

No

**7E.4 Details of any other material fees or costs to be incurred by the entity in connection with the proposed issue**

Part 7F - Further Information

**7F.01 The purpose(s) for which the entity is issuing the securities**

Refer to Liontown's investor presentation announced on ASX on 19 October 2023 for further details.

**7F.1 Will the entity be changing its dividend/distribution policy if the proposed issue proceeds?**

No



**7F.2 Any other information the entity wishes to provide about the proposed issue**

**7F.3 Any on-sale of the +securities proposed to be issued within 12 months of their date of issue will comply with the secondary sale provisions in sections 707(3) and 1012C(6) of the Corporations Act by virtue of:**

The publication of a cleansing notice under section 708A(5), 708AA(2)(f), 1012DA(5) or 1012DAA(2)(f)