

# SUPPLEMENTARY PROSPECTUS

## Sayona Mining Limited ACN 091 951 978

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### 1. IMPORTANT INFORMATION

This Supplementary Prospectus (**Supplementary Prospectus**) relates to and is intended to be read with the Prospectus issued by Sayona Mining Limited (**Sayona**) dated 3 October 2017 (**Prospectus**) in relation to the partially underwritten pro-rata renounceable Rights Issue of one (1) New Share for every two (2) Shares held at an issue price of 1 cent (\$0.01) per New Share.

This Supplementary Prospectus is dated 10 October 2017 and was lodged with the Australian Securities and Investments Commission (**ASIC**) and Australia Securities Exchange (**ASX**) on that date. Neither ASIC nor ASX Limited take any responsibility for the contents of this Supplementary Prospectus.

This Supplementary Prospectus supplements, and should be read together with, the Prospectus. If there is any inconsistency between the Prospectus and this Supplementary Prospectus, this Supplementary Prospectus will prevail. Other than as set out below, all details in relation to the Prospectus remain unchanged. This Supplementary Prospectus will be issued with the Prospectus as an electronic prospectus and may be accessed on the Company's website at [www.sayonamining.com.au](http://www.sayonamining.com.au).

Words and expressions in this Supplementary Prospectus have the meanings given to them in the Prospectus.

This is an important document and should be read in its entirety. If you do not understand it you should consult your professional advisers without delay.

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### 2. GENERAL

The differences between this Supplementary Prospectus and the Prospectus dated 3 October 2017 are:

- section 2.4(b) (Underwriter) confirming that the Underwriter will not obtain a controlling interest in the Company subsequent to the Rights Issue; and
- section 5.4(b)(ii) (Fees, Cost and Expenses) has been re-worded to provide clarity of the Underwriters fees and the Rights Issue expenses.

### 3. IMPORTANT DATES

Lodgement of Prospectus with ASIC and ASX	Tuesday, 3 October 2017
Trading of Rights Commences	Friday, 6 October 2017
Record Date to determine Entitlements	7pm (Brisbane time) Monday, 9 October 2017
Lodgement of Supplementary Prospectus with ASIC and ASX	Wednesday, 11 October 2017
Dispatch of Prospectus and Entitlement and Acceptance Forms	By Wednesday, 11 October 2017
Trading of Rights ends	Friday, 27 October 2017
Closing Date of Rights Issue (Last date for lodgement of Entitlement &	5pm, Monday, 3 November

Acceptance Forms and payment of Application Money)	2017
Rights Issue shortfall notified	Tuesday, 7 November 2017
Shortfall settled	Thursday, 9 November 2017
Issue date, deferred settlement trading ends	Friday, 10 November 2017
Normal trading of New Shares expected to commence on ASX	Monday, 13 November 2017

Eligible Shareholders that wish to participate in the Rights Issue are encouraged to subscribe for New Shares as soon as possible after the Rights Issue opens. The Company, in consultation with the Underwriter, reserves the right, subject to the Corporations Act, the Listing Rules and other applicable laws, to vary the dates of the Rights Issue (including extending the Rights Issue or accepting late applications) without notice.

#### 4. LEAD MANAGER AND UNDERWRITER'S ACQUIRING SHARES

At sections 1.14 and 2.4(b) of the Prospectus, the amended percentage of Shares in the Company that the Underwriter may acquire up to, (following completion of the Rights Issue) is changed to be 17.02%.

The following table replaces the table at section 2.4(b) of the Prospectus.

Issues of Shares	Total Company Shares	Assumptions	Shares potentially acquired by Underwriter	Underwriter's % of total Shares
Current Shares	974,819,553	Nil	0	0
200,000,000 Rights Issue Shares (as Underwritten by Patersons)	1,462,229,329	If 50% Entitlements are accepted by Shareholders	100,000,000	8.51%
		If 30% Entitlements are accepted by Shareholders	140,000,000	11.92%
		If 15% Entitlements are accepted by Shareholders	170,000,000	14.47%
		If no Shareholders accept any Entitlements	200,000,000	17.02%

#### 5. UNDERWRITING ARRANGEMENTS

Sub-section 5.4(b)(ii) of the Prospectus is replaced by the following text:

- (ii) *an underwriting/placement fee of 6.5% of the value of all New Shares issued by Sayona under the Rights Issue, see section 5.20 for a detailed breakdown of the Rights Issue expenses;*

At section 5.4(c)(ii) of the Prospectus, the word 'Price' is replaced with 'Issue Price'.

## 6. DIRECTORS AUTHORISATION

The Supplementary Prospectus is issued by the Company and its issue has been authorised by a resolution of its Directors.

Each of the Directors has consented to the lodgement of this Supplementary Prospectus in accordance with section 720 of the Corporations Act and has not withdrawn that consent.

Dated: 10 October 2017



Paul Crawford  
Director  
Sayona Mining Limited