

17 January 2020

**CLEANSING NOTICE UNDER SECTION 708A(5)(e) OF THE CORPORATIONS ACT**

Sayona Mining Limited (ASX: SYA) (**Company**) advises that it issued 32,333,962 fully paid ordinary shares (**Securities**) on 16 January 2020.

The Company advises that the Corporations Act 2001 (Cth) (Corporations Act) restricts the on-sale of securities issued without disclosure unless the sale is exempt under section 708 or section 708A.

This notice is given by the Company under section 708A(5)(e) of the Corporations Act in relation to an issue of Shares by Company without disclosure to investors under Part 6D.2 of the Corporations Act.

In accordance with s708A(5)(e) of the Corporations Act, the Company provides notice that:

- (a) the Company issued the Securities without disclosures to investors under Part 6D.2 of the Act;
- (b) as at the date of this notice, the Company has complied with the provisions of Chapter 2M of the Act, as they apply to the Company and section 674 of the Act; and
- (c) as at the date of this notice, there is no information
  - (i) that has been excluded from a continuous disclosure notice in accordance with the ASX Listing Rules; and
  - (ii) that investors and their professional advisors would reasonably require for the purpose of making an informed assessment of:
    - A. the assets and liabilities, financial position and performance, profits and losses and prospects of the Company; or
    - B. the rights and liabilities attaching to the Securities.

An Appendix 3B attached in relation to this issue is attached.

Issued on behalf of the Board. For further information, please contact

Paul Crawford  
Company Secretary  
Phone: +61 (7) 3369 7058  
Email: [info@sayonamining.com.au](mailto:info@sayonamining.com.au)

# Appendix 3B

## New issue announcement, application for quotation of additional securities and agreement

Introduced 1/7/96. Origin: Appendix 5. Amended 1/7/98, 1/9/99, 1/7/00, 30/9/01, 11/3/02, 1/1/03, 21/10/05, 1/8/12, 4/3/13

### Name of entity

SAYONA MINING LIMITED

### ABN

26 091 951 978

We (the entity) give ASX the following information:

### Part 1 - All issues

1	Class of securities issued or to be issued	Ordinary Fully Paid Shares
2	Number of securities issued or to be issued (if known) or maximum number which may be issued	32,333,962 ordinary shares
3	Principal terms of the securities	As per existing shares ordinary shares.
4	Do the securities rank equally in all respects from the date of allotment with an existing class of quoted securities?	Ordinary shares rank equally in all respects
5	Issue price or consideration	A\$0.009858
6	Purpose of the issue	Conversion of 200,000 convertible notes pursuant to the Convertible Securities Agreement announced on 10 January 2020
6a	Is the entity an eligible entity that has obtained security holder approval under rule 7.1A?	Yes
6b	The date the security holder resolution under rule 7.1A was passed	29 November 2019
6c	Number of securities issued without security holder approval under rule 7.1	32,333,962 ordinary shares
6d	Number of securities issued with security holder approval under rule 7.1A	Nil
6e	Number of securities issued with security holder approval under rule 7.3, or another specific security holder approval (specify date of meeting)	Nil

+ See chapter 19 for defined terms.

**Appendix 3B – New Issue Announcement**

6f	Number of securities issued under an exception in rule 7.2	Nil										
6g	If securities issued under rule 7.1A, was issue price at least 75% of 15 day VWAP as calculated under rule 7.1A.3? Include the issue date and both values. Include the source of the VWAP calculation.	N/A										
6h	If securities were issued under rule 7.1A for non-cash consideration, state date on which valuation of consideration was released to ASX Market Announcements	N/A										
6i	Calculate the entity's remaining issue capacity under rule 7.1 and rule 7.1A – complete Annexure 1 and release to ASX Market Announcements	LR 7.1 96,497,747 LR 7.1A 194,682,073										
7	Dates of entering securities into uncertificated holdings or despatch of certificates.	16 January 2020										
8	Number and class of all securities quoted on ASX	<table border="1"> <thead> <tr> <th>Number</th> <th>Class</th> </tr> </thead> <tbody> <tr> <td>2,141,654,687</td> <td>Ordinary shares</td> </tr> <tr> <td>120,242,589</td> <td>Options exercisable at 7.8 cents expiring 30 April 2020</td> </tr> </tbody> </table>	Number	Class	2,141,654,687	Ordinary shares	120,242,589	Options exercisable at 7.8 cents expiring 30 April 2020				
Number	Class											
2,141,654,687	Ordinary shares											
120,242,589	Options exercisable at 7.8 cents expiring 30 April 2020											
9	Number and class of all securities not quoted on ASX	<table border="1"> <thead> <tr> <th>Number</th> <th>Class</th> </tr> </thead> <tbody> <tr> <td>110,123,160</td> <td>Options exercisable at 3 cents expiring 23 July 2022</td> </tr> <tr> <td>4,000,000</td> <td>Options exercisable at 3 cents expiring 29 November 2021</td> </tr> <tr> <td>4,000,000</td> <td>Options exercisable at 4 cents expiring 29 November 2022</td> </tr> <tr> <td>491,400</td> <td>Convertible notes</td> </tr> </tbody> </table>	Number	Class	110,123,160	Options exercisable at 3 cents expiring 23 July 2022	4,000,000	Options exercisable at 3 cents expiring 29 November 2021	4,000,000	Options exercisable at 4 cents expiring 29 November 2022	491,400	Convertible notes
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4,000,000	Options exercisable at 4 cents expiring 29 November 2022											
491,400	Convertible notes											
10	Dividend policy on the increased capital (interests)	Nil										

**Part 2 - Bonus issue or pro rata issue**

11	Is security holder approval required?	
12	Is the issue renounceable or non-renounceable?	
13	Ratio in which the securities will be offered	
14	Class of securities to which the offer relates	
15	Record date to determine entitlements	
16	Will holdings on different registers (or subregisters) be aggregated for calculating entitlements?	

+ See chapter 19 for defined terms.

**Appendix 3B – New Issue Announcement**

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17	Policy for deciding entitlements in relation to fractions	
18	Names of countries in which the entity has security holders who will not be sent new issue documents	
19	Closing date for receipt of acceptances or renunciations	
20	Names of any underwriters	
21	Amount of any underwriting fee or commission	
22	Names of any brokers to the issue	
23	Fee or commission payable to the broker to the issue	
24	Amount of any handling fee payable to brokers who lodge acceptances or renunciations on behalf of security holders	
25	If the issue is contingent on security holders' approval, the date of the meeting	
26	Date entitlement and acceptance form and prospectus or Product Disclosure Statement will be sent to persons entitled	
27	If the entity has issued options, and the terms entitle option holders to participate on exercise, the date on which notices will be sent to option holders	
28	Date rights trading will begin (if applicable)	
29	Date rights trading will end (if applicable)	
30	How do security holders sell their entitlements in full through a broker?	
31	How do security holders sell part of their entitlements through a broker and accept for the balance?	
32	How do security holders dispose of their entitlements (except by sale through a broker)?	
33	Issue date	

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+ See chapter 19 for defined terms.

**Part 3 - Quotation of securities**

- 34 Type of securities (tick one)
- (a)  Securities described in Part 1
- (b)  All other securities

**Entities that have ticked box 34(a)**

**Additional securities forming a new class of securities**

*Tick to indicate you are providing the information or documents*

- 35  If the securities are equity securities, the names of the 20 largest holders of the additional securities, and the number and percentage of additional securities held by those holders
- 36  If the securities are equity securities, a distribution schedule of the additional securities setting out the number of holders in the categories  
 1 - 1,000  
 1,001 - 5,000  
 5,001 - 10,000  
 10,001 - 100,000  
 100,001 and over
- 37  A copy of any trust deed for the additional securities

**Entities that have ticked box 34(b)**

- 38 Number of securities for which quotation is sought
- 39 Class of securities for which quotation is sought
- 40 Do the securities rank equally in all respects from the date of allotment with an existing class of quoted securities?  
 If not, please state:  
 • the date from which they do  
 • the extent to which they participate for the next dividend, or interest payment  
 • the extent to which they do not rank equally, other than in relation to the next dividend, distribution or interest payment
- 41 Reason for request for quotation now
- 42 Number and class of all securities quoted on ASX (including the securities in clause 38)
- | Number               | Class                |
|----------------------|----------------------|
| <input type="text"/> | <input type="text"/> |

+ See chapter 19 for defined terms.

## Appendix 3B – Annexure 1

### Calculation of placement capacity under rule 7.1 and rule 7.1A for +eligible entities

Introduced 01/08/12

#### Part 1

<b>Rule 7.1 – Issues exceeding 15% of capital</b>	
<b>Step 1: Calculate “A”, the base figure from which the placement capacity is calculated</b>	
<i>Insert</i> number of fully paid ordinary securities on issue 12 months before date of issue or agreement to issue	1,716,024,391
<b>Add</b> the following:	
• Number of fully paid ordinary securities issued in that 12 month period under an exception in rule 7.2	83,295,471
• Number of fully paid ordinary securities issued in that 12 month period with shareholder approval	147,500,863
• Number of partly paid ordinary securities that became fully paid in that 12 month period	Nil
<b>Subtract</b> the number of fully paid ordinary securities cancelled during that 12 month period	Nil
<b>“A”</b>	1,946,820,725
<b>Step 2: Calculate 15% of “A”</b>	
<b>“B”</b>	0.15
<b>Multiply “A” by 0.15</b>	292,023,109
<b>Step 3: Calculate “C”, the amount of placement capacity under rule 7.1 already been used</b>	
<i>Insert</i> number of equity securities issued or agreed to be issued in that 12 month period <i>not counting</i> those issued:	
• Under an exception in rule 7.2	195,525,362
• Under rule 7.1A	
• With security holder approval under rule 7.1 or rule 7.4	
<b>“C”</b>	163,191,400
<b>Step 4: Subtract “C” from [“A” x “B”] to calculate remaining placement capacity under rule 7.1</b>	
<b>“A” x 0.15</b>	292,023,109
<b>Subtract “C”</b>	195,525,362
<b>Total [“A” x 0.15] – “C”</b>	96,497,747

#### Part 2

<b>Rule 7.1A – Additional placement capacity for eligible entities</b>	
<b>Step 1: Calculate “A”, the base figure from which the placement capacity is calculated</b>	
<b>“A”</b> ( number must be same as shown in Step 1 of Part )	1,946,820,725
<b>Step 2: Calculate 10% of “A”</b>	
<b>“D”</b>	

+ See chapter 19 for defined terms.

<i>Multiply</i> “A” by 0.10	194,682,073
<b><i>Step 3: Calculate “E”, the amount of placement capacity under rule 7.1A that has already been used</i></b>	
<i>Insert</i> number of equity securities issued or agreed to be issued in that 12 month period under rule 7.1A	Nil
<b>“E”</b>	
<b><i>Step 4: Subtract “E” from [“A” x “D”] to calculate remaining placement capacity under rule 7.1A</i></b>	
“A” x 0.10 ( <i>number must be same as shown in Step 2</i> )	194,682,073
<i>Subtract</i> “E” ( <i>number must be same as shown in Step 3</i> )	Nil
<b>Total</b> [“A” x 0.10] – “E”	194,682,073

### Quotation agreement

- 1 Quotation of our additional securities is in ASX’s absolute discretion. ASX may quote the securities on any conditions it decides.
- 2 We warrant the following to ASX.
  - The issue of the securities to be quoted complies with the law and is not for an illegal purpose.
  - There is no reason why those securities should not be granted quotation.
  - An offer of the securities for sale within 12 months after their issue will not require disclosure under section 707(3) or section 1012C(6) of the Corporations Act.
  - Section 724 or section 1016E of the Corporations Act does not apply to any applications received by us in relation to any securities to be quoted and that no-one has any right to return any securities to be quoted under sections 737, 738 or 1016F of the Corporations Act at the time that we request that the securities be quoted.
  - We warrant that if confirmation is required under section 1017F of the Corporations Act in relation to the securities to be quoted, it has been provided at the time that we request that the securities be quoted.
  - If we are a trust, we warrant that no person has the right to return the securities to be quoted under section 1019B of the Corporations Act at the time that we request that the securities be quoted.
- 3 We will indemnify ASX to the fullest extent permitted by law in respect of any claim, action or expense arising from or connected with any breach of the warranties in this agreement.
- 4 We give ASX the information and documents required by this form. If any information or document not available now, will give it to ASX before quotation of the securities begins. We acknowledge that ASX is relying on the information and documents. We warrant that they are (will be) true and complete.



Sign here:

(Director/Company Secretary)

Date: 17 January 2020

Print name:

**PAUL CRAWFORD**

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