

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	<p>1. Ordinary Fully Paid Shares</p> <p>2. Unlisted Options</p>
2	Number of securities issued or to be issued (if known) or maximum number which may be issued	<p>1. 97,023,259 ordinary shares</p> <p>2. 54,511,632 unlisted options</p>
3	Principal terms of the securities	<p>1. As per existing shares ordinary shares.</p> <p>2. 46,511,632 unlisted options exercisable at 3 cents expiring 23 July 2022</p> <p>4,000,000 unlisted options exercisable at 3 cents expiring 29 November 2021</p> <p>4,000,000 unlisted options exercisable at 3 cents expiring 29 November 2022</p>
4	Do the securities rank equally in all respects from the date of allotment with an existing class of quoted securities?	<p>Ordinary shares rank equally in all respects</p> <p>On exercise of the options, the issued shares will rank equally in all respects</p>
5	Issue price or consideration	<p>93,023,259 @ \$0.0086 per share</p> <p>4,000,000 @ \$0.01 per share</p> <p>Nil consideration for options</p>
6	Purpose of the issue	<p>Provide general working capital and meet employment contract obligations</p>
6a	Is the entity an eligible entity that has obtained security holder approval under rule 7.1A?	<p>Yes</p>
6b	The date the security holder resolution under rule 7.1A was passed	<p>29 November 2019</p>

+ See chapter 19 for defined terms.

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6c	Number of securities issued without security holder approval under rule 7.1	Nil								
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)	93,023,259 ordinary shares & 4,000,000 unlisted options approved at AGM held on 29 November 2019								
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 7.1 197,023,109 LR 7.1A 194,682,073								
7	Dates of entering securities into uncertificated holdings or despatch of certificates.	29 November 2019								
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>2,041,820,725</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	2,041,820,725	Ordinary shares	120,242,589	Options exercisable at 7.8 cents expiring 30 April 2020		
Number	Class									
2,041,820,725	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> </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
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									
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?									

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13	Ratio in which the securities will be offered	<input type="text"/>
14	Class of securities to which the offer relates	<input type="text"/>
15	Record date to determine entitlements	<input type="text"/>
16	Will holdings on different registers (or subregisters) be aggregated for calculating entitlements?	<input type="text"/>
17	Policy for deciding entitlements in relation to fractions	<input type="text"/>
18	Names of countries in which the entity has security holders who will not be sent new issue documents	<input type="text"/>
19	Closing date for receipt of acceptances or renunciations	<input type="text"/>
20	Names of any underwriters	<input type="text"/>
21	Amount of any underwriting fee or commission	<input type="text"/>
22	Names of any brokers to the issue	<input type="text"/>
23	Fee or commission payable to the broker to the issue	<input type="text"/>
24	Amount of any handling fee payable to brokers who lodge acceptances or renunciations on behalf of security holders	<input type="text"/>
25	If the issue is contingent on security holders' approval, the date of the meeting	<input type="text"/>
26	Date entitlement and acceptance form and prospectus or Product Disclosure Statement will be sent to persons entitled	<input type="text"/>
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	<input type="text"/>
28	Date rights trading will begin (if applicable)	<input type="text"/>
29	Date rights trading will end (if applicable)	<input type="text"/>
30	How do security holders sell their entitlements in full through a broker?	<input type="text"/>
31	How do security holders sell part of their entitlements through a broker and accept for the balance?	<input type="text"/>
32	How do security holders dispose of their entitlements (except by sale through a broker)?	<input type="text"/>
33	Issue date	<input type="text"/>

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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"/> |

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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

Rule 7.1 – Issues exceeding 15% of capital	
Step 1: Calculate “A”, the base figure from which the placement capacity is calculated	
<i>Insert</i> number of fully paid ordinary securities on issue 12 months before date of issue or agreement to issue	1,715,532,265
Add 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	147,992,989
• Number of partly paid ordinary securities that became fully paid in that 12 month period	Nil
Subtract the number of fully paid ordinary securities cancelled during that 12 month period	Nil
“A”	1,946,820,725
Step 2: Calculate 15% of “A”	
“B”	0.15
Multiply “A” by 0.15	292,023,109
Step 3: Calculate “C”, the amount of placement capacity under rule 7.1 already been used	
<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	95,000,000
• Under rule 7.1A	
• With security holder approval under rule 7.1 or rule 7.4	
“C”	95,000,000
Step 4: Subtract “C” from [“A” x “B”] to calculate remaining placement capacity under rule 7.1	
“A” x 0.15	292,023,109
Subtract “C”	95,000,000
Total [“A” x 0.15] – “C”	197,023,109

Part 2

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

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<i>Multiply</i> “A” by 0.10	194,682,073
<i>Step 3: Calculate “E”, the amount of placement capacity under rule 7.1A that has already been used</i>	
<i>Insert</i> number of equity securities issued or agreed to be issued in that 12 month period under rule 7.1A	Nil
“E”	
<i>Step 4: Subtract “E” from [“A” x “D”] to calculate remaining placement capacity under rule 7.1A</i>	
“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
Total [“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: 29 November 2019

Print name:

PAUL CRAWFORD

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