



Announcement Summary

Entity name

SAYONA MINING LIMITED

Announcement Type

New announcement

Date of this announcement

Monday January 11, 2021

The Proposed issue is:

A placement or other type of issue

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
n/a	Convertible note - Tranche A.	342,873,866
n/a	Convertible Note - Tranches B	81,100,000
SYA	ORDINARY FULLY PAID	336,207,043

Proposed +issue date

Wednesday January 13, 2021

Refer to next page for full details of the announcement



Part 1 - Entity and announcement details

1.1 Name of +Entity

SAYONA MINING 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.

1.2 Registered Number Type

ABN

Registration Number

26091951978

1.3 ASX issuer code

SYA

1.4 The announcement is

New announcement

1.5 Date of this announcement

Monday January 11, 2021

1.6 The Proposed issue is:

A placement or other type of issue



Part 7 - Details of proposed placement or other issue

Part 7A - Conditions

7A.1 - Are any of the following approvals required for the placement or other type of issue?

- +Security holder approval
- Court approval
- Lodgement of court order with +ASIC
- ACCC approval
- FIRB approval
- Another approval/condition external to the entity

Yes

7A.1a Conditions

Approval/Condition	Date for determination	Is the date estimated or actual?	** Approval received/condition met?
+Security holder approval	Monday February 15, 2021	<input checked="" type="checkbox"/> Estimated	

Comments

As set out in the announcement to ASX on 11 January 2021, the Tranche B convertible note, representing conversion to 81,100,000 ordinary shares is subject to shareholder approval.

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

SYA : ORDINARY FULLY PAID

Number of +securities proposed to be issued

336,207,043

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?

USD - US Dollar

What is the issue price per +security?

USD 0.00920

AUD equivalent to issue price amount per +security

0.011900

FX rate (in format AUD 1.00 / primary currency rate):

AUD 1.00

FX rate (in format AUD rate/primary currency rate) Primary Currency rate

USD 0.77310000

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

Yes

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)?

New class

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

No

Details of +securities proposed to be issued

ISIN Code (if Issuer is a foreign company and +securities are non CDIs)

Have you received confirmation from ASX that the terms of the proposed +securities are appropriate and equitable under listing rule 6.1?

No

Will the entity be seeking quotation of the 'new' class of +securities on ASX?

No

ASX +security code

New class-code to be confirmed

+Security description

Convertible note - Tranche A.

+Security type

+Convertible debt securities

Number of +securities proposed to be issued

342,873,866

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?**

USD - US Dollar

What is the issue price per +security?

USD 0.00920

AUD equivalent to issue price amount per +security

0.011900

FX rate (in format AUD 1.00 / primary currency rate):

AUD 1.00

FX rate (in format AUD rate/primary currency rate) Primary Currency rate

USD 0.77310000

Will all the +securities issued in this class rank equally in all respects from their issue date? Yes**+Convertible debt securities details****These securities are:**

Convertible

Type of security

Convertible Bond

+Security currency

USD - US Dollar

Face value

USD 0.0092

Interest rate type

Fixed rate

Frequency of coupon/interest payments per year

Quarterly

First interest payment date

Thursday April 1, 2021

Interest rate per annum

8.00000 %

Is the interest rate per annum estimated at this time? No**s128F of the Income Tax Assessment Act status applicable to the +security**

Not applicable

Is the +security perpetual (ie. no maturity date)? No**Maturity date**

Saturday January 10, 2026

Select other features applicable to the +security Redeemable



Is there a first trigger date on which a right of conversion, redemption, call or put can be exercised (whichever is first)?

No

Details of the type of +security that will be issued if the securities to be quoted are converted, transformed or exchanged

SYA : ORDINARY FULLY PAID

Number of +securities that will be issued if the +securities to be quoted are converted, transformed or exchanged

342873866

Please provide a URL link for a document lodged with ASX setting out the material terms of the +securities proposed to be issued or provide the information by separate announcement.

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)?

New class

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

No

Details of +securities proposed to be issued

ISIN Code (if Issuer is a foreign company and +securities are non CDIs)

Have you received confirmation from ASX that the terms of the proposed +securities are appropriate and equitable under listing rule 6.1?

No

Will the entity be seeking quotation of the 'new' class of +securities on ASX?

No

ASX +security code

New class-code to be confirmed

+Security description

Convertible Note - Tranches B

+Security type

+Convertible debt securities

Number of +securities proposed to be issued

81,100,000

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?

USD - US Dollar

What is the issue price per +security?

USD 0.00920

**AUD equivalent to issue price amount per +security**

0.011900

**FX rate (in format AUD 1.00 / primary
currency rate):**

AUD 1.00

**FX rate (in format AUD rate/primary
currency rate) Primary Currency rate**

USD 0.77310000

**Will all the +securities issued in this class rank equally in all respects from
their issue date?** Yes**+Convertible debt securities details****These securities are:**

Convertible

Type of security

Convertible Bond

+Security currency

USD - US Dollar

Face value

USD 0.0092

Interest rate type

Fixed rate

**Frequency of coupon/interest
payments per year**

Quarterly

First interest payment date

Thursday April 1, 2021

Interest rate per annum

8.00000 %

**Is the interest rate per annum
estimated at this time?** No**s128F of the Income Tax Assessment
Act status applicable to the +security**

Not applicable

**Is the +security perpetual (ie. no
maturity date)?** No**Maturity date**

Sunday January 11, 2026

**Select other features applicable to
the +security** Redeemable**Is there a first trigger date on which a
right of conversion, redemption, call
or put can be exercised (whichever is
first)?** No



Details of the type of +security that will be issued if the securities to be quoted are converted, transformed or exchanged

SYA : ORDINARY FULLY PAID

Number of +securities that will be issued if the +securities to be quoted are converted, transformed or exchanged

81100000

Please provide a URL link for a document lodged with ASX setting out the material terms of the +securities proposed to be issued or provide the information by separate announcement.

Part 7C - Timetable

7C.1 Proposed +issue date

Wednesday January 13, 2021

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?

342873866

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)?

Yes

7D.1c (i) How many +securities are proposed to be issued without +security holder approval using the entity's additional 10% placement capacity under listing rule 7.1A?

679080909

7D.1c (ii) Please explain why the entity has chosen to do a placement rather than a +pro rata issue or an offer under a +security purchase plan in which existing ordinary +security holders would have been eligible to participate

As outlined in the Company's announcement to ASX on 11 January 2021 the placement forms part of a strategic partnership that will accelerate the development of the Company's lithium projects in Quebec, Canada. A pro rata offer to shareholders was not suitable at this time.

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

No



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?

No

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

No

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

Nil

Part 7F - Further Information

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

As set out in the announcement to ASX on 11 January 2021, proceeds will be used to advance growth plans, including the development of the Authier Lithium Project, the emerging Tansim Lithium Project in Quebec, Canada and working capital.

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

Further details regarding the proposed issue are set out in the announcement to ASX on 11 January 2021.