



Announcement Summary

Entity name

ARIZONA LITHIUM LIMITED

Announcement Type

New announcement

Date of this announcement

21/12/2022

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
AZL	ORDINARY FULLY PAID	500,000,000

Proposed +issue date

22/2/2023

Refer to next page for full details of the announcement

Part 1 - Entity and announcement details

1.1 Name of +Entity

ARIZONA LITHIUM 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

15008720223

1.3 ASX issuer code

AZL

1.4 The announcement is☒ New announcement**1.5 Date of this announcement**

21/12/2022

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 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	15/2/2023	☒ Estimated	

Comments

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

AZL : ORDINARY FULLY PAID

Number of +securities proposed to be issued

500,000,000

Offer price details

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

☒ No



Please describe the consideration being provided for the +securities

Partial consideration for the acquisition of Prairie Lithium Corporation. Refer to announcement dated 21/12/2022 "Agreement to acquire Canada's Highest Grade Lithium Brine Resource" for details.

Please provide an estimate of the AUD equivalent of the consideration being provided for the +securities

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

☒ Yes

Part 7C - Timetable

7C.1 Proposed +issue date

22/2/2023

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?

☒ Yes

7D.1a Date of meeting or proposed meeting to approve the issue under listing rule 7.1

15/2/2023

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?

☒ Yes

7D.4a Please enter the number and +class of the +securities subject to +voluntary escrow and the date from which they will cease to be subject to +voluntary escrow

3 months from date of issue - 82,762,284 Ordinary Fully Paid Shares
6 months from date of issue - 82,762,280 Ordinary Fully Paid Shares
9 months from date of issue - 85,270,229 Ordinary Fully Paid Shares
12 months from date of issue - 62,244,755 Ordinary Fully Paid Shares



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

Part 7F - Further Information

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

Partial consideration for the acquisition of Prairie Lithium Corporation. Refer announcement dated 19/12/2022 "Agreement to Acquire Canada's Highest Grade Lithium Brine Resource" for 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

The consideration payable for the Prairie Lithium Shares under the Acquisition Agreement and the Offer will be satisfied, at the Prairie Lithium Shareholder's election pursuant to the Offer, by a combination of cash and either: (a) exchangeable shares in the capital of CanCo (Exchangeable Shares); or (b) ordinary shares in the capital of Arizona Lithium (AZL Shares). The number of Exchangeable Shares, or AZL issuable for each Prairie Lithium Share will be calculated based on an exchange ratio using the 500,000,000 AZL shares divided equally amongst Prairie Lithium's approximately 40,000,000 shares outstanding.

Holders of Exchangeable Shares will be entitled to cast votes on matters for which holders of AZL Shares are entitled to vote and will be entitled to receive dividends, if any, that are economically equivalent to the dividends, if any, declared by AZL with respect to its AZL Shares.

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)