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20 October 2023

Liontown successfully completes A\$365m Institutional Placement

Liontown Resources Limited (ASX : LTR) (“Liontown” or “the Company”) is pleased to announce that it has successfully completed an approximately A\$365 million Institutional Placement of approximately 203 million new fully paid ordinary shares (“New Shares”) to new and existing investors at A\$1.80 per New Share (“Institutional Placement”). In addition to the Institutional Placement, the Company has also announced a non-underwritten conditional placement of 6 million shares (A\$10.8m) to Timothy Goyder (“Conditional Placement”) and a Share Purchase Plan (“SPP”) for up to A\$45m.

Highlights

- Firm commitments received for a fully underwritten Institutional Placement of approximately 203 million shares priced at A\$1.80 per share to raise approximately A\$365 million (before costs).
- An additional A\$10.8m will be raised, subject to shareholder approval, via a non-underwritten conditional placement to Mr Timothy Goyder of 6 million shares.
- Opportunity for existing eligible shareholders to participate via a non-underwritten SPP to raise up to a further A\$45 million.
- Strong demand received from domestic and offshore institutions providing further endorsement of Liontown’s Kathleen Valley Project (“Kathleen Valley” or the “Project”).
- Proceeds from the equity raising and the debt financing package announced on 19 October 2023 will be used towards refinancing existing Ford debt, completing construction and ramp up of the Project, fully funding¹ Liontown to first production and beyond, and providing a prudent liquidity buffer to maintain a robust balance sheet.

Liontown’s Managing Director and CEO, Tony Ottaviano, said:

“The completion of the Institutional Placement completes the funding package to take Kathleen Valley through to first production and beyond. Notwithstanding the current challenging market conditions, the Placement was met with strong demand and we have achieved our goal of strengthening our share register with the addition of high-quality domestic and international institutional shareholders.

“I am immensely proud that this funding has attracted such positive domestic and international investment and equity market support which, in turn, demonstrates a strong vote of confidence in the Kathleen Valley Project and the Liontown team.

“We look forward to getting on with the task of delivering Kathleen Valley on time and on budget with the certainty this funding provides.”

¹ Subject to risk factors, and no change to capital commitments, no delays to planned shipments, or material interest rate rises

Institutional Placement Details

Settlement of the Institutional Placement is expected to occur on Tuesday, 24 October 2023 with New Shares to be allotted on Wednesday, 25 October 2023.

New Shares issued under the Institutional Placement will rank equally with existing fully paid ordinary shares of the Company and will be issued within the Company's capacity under ASX Listing Rule 7.1.

UBS Securities Australia Limited and Bell Potter Securities Limited acted as Joint Lead Managers, bookrunners and Joint Underwriters in respect of the Placement. Allens acted as legal adviser to the Company.

Conditional Placement Details

Liontown's Chairman, Mr Timothy Goyder, has undertaken to purchase 6 million shares at the Placement Price (A\$10.8m) via a Conditional Placement.

The issuance of New Shares under the Conditional Placement will be subject to shareholder approval, which is expected to be sought at Liontown's upcoming Annual General Meeting on 30 November 2023. New Shares issued under the Conditional Placement will rank equally with existing fully paid ordinary shares from the date of issue.

Details of Share Purchase Plan (SPP)

Existing eligible shareholders, being those shareholders that are residents in Australia or New Zealand that held Liontown shares as at 7.00pm (AEDT) on 18 October 2023 (**Eligible Shareholders**) will be invited to participate in the SPP. Eligible Shareholders will have the opportunity to bid for up to A\$30,000 of additional Liontown shares without incurring any brokerage or transaction costs. The SPP will be conducted at the lower of:

- the Placement Price at A\$1.80 per share; and
- a 2% discount to the 5-day volume weighted average price of Liontown shares up to and including the closing date of the SPP (expected to be 20 November 2023), rounded to nearest cent.

The SPP is targeted to raise up to A\$45 million (before costs) and is not underwritten. Liontown may decide to accept applications (in whole or in part) that result in the SPP raising more or less than A\$45 million in its absolute discretion. Liontown reserves the right (in its absolute discretion) to scale back applications under the SPP if demand exceeds A\$45 million, raise a higher amount or close the SPP at an earlier date.

New shares issued under the SPP will rank equally with existing fully paid ordinary shares from the date of issue.

Liontown will apply to ASX for a waiver of Listing Rule 7.1 and 10.11 to enable the new shares to be issued under the SPP as an exception to Liontown's placement capacity under ASX Listing Rule 7.1 and as an exception under ASX Listing Rule 10.11. If the waiver is not granted, the shares to be issued under the SPP will utilise Liontown's placement capacity under ASX Listing Rule 7.1 and eligible Directors will not be able to participate in the SPP.

The SPP offer booklet, containing further details on the SPP, is expected to be released on the ASX and made available to Eligible Shareholders on or around Monday, 30 October 2023. The SPP is subject to the terms and conditions set out in the SPP offer booklet.

Placement, Conditional Placement and SPP Timetable

Event	Indicative date
Record Date for eligibility to participate in SPP	7.00pm, Wednesday, 18 October 2023
Settlement of New Shares under Institutional Placement	Tuesday, 24 October 2023
Allotment, quotation and trading of New Shares under Institutional Placement	Wednesday, 25 October 2023
SPP Offer open date and SPP offer documents made available	Monday, 30 October 2023
SPP closing date	5.00pm, Monday, 20 November 2023
Announcement of SPP results	Monday, 27 November 2023
Allotment of SPP shares	Monday, 27 November 2023
Commencement of trading of SPP shares	Tuesday, 28 November 2023
AGM to ratify issue of New Shares under Institutional Placement and approve the issue of New Shares under Conditional Placement	Thursday, 30 November 2023
Settlement of New Shares under Conditional Placement	Thursday, 7 December 2023
Allotment, quotation and trading of New Shares under Conditional Placement	Friday, 8 December 2023

Note: All dates and time are indicative and Liontown reserves the right to amend any or all of these events, dates and times subject to the Corporations Act 2001 (Cth), ASX Listing Rules and other applicable laws. All times and dates are in reference to AEDT time.

This announcement has been approved for release by the Board of Directors.

Further Information

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About Liontown Resources

Liontown Resources (ASX:LTR) is an emerging Tier-1 battery minerals producer. Our aim is to be an ESG leader and a globally significant provider of battery minerals for the rapidly growing clean energy market. As we transition from explorer to producer, we are committed to incorporating the right approach and foundation from the outset and ESG principles underpin all decisions. We currently control two major lithium deposits in Western Australia and aim to expand our portfolio through exploration, partnerships and acquisitions. In addition, we look to participate in downstream value-adding where control of the deposit provides a strong competitive advantage. To learn more, please visit: www.ltresources.com.au

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FUTURE PERFORMANCE

This announcement may contain certain forward-looking statements, including statements about the expected timetable, capital and operating costs of the Kathleen Valley Project and future supply and demand in the lithium market. The words “anticipate”, “believe”, “expect”, “project”, “forecast”, “estimate”, “likely”, “intend”, “outlook”, “should”, “could”, “may”, “target”, “plan” and other similar expressions are intended to identify forward-looking statements. Indications of, and guidance on, future earnings, financial position, dividends and performance are also forward-looking statements as are statements regarding Liontown Group’s future operations and projects, the outcome of the Entitlement Offer and the use of proceeds. Such forward-looking statements are not guarantees of future performance and involve known and unknown risks (including (without limitation) the risks and uncertainties associated with the ongoing impacts of COVID-19, the hostility between Russia and Ukraine and the risks set out in Appendix B: Key Risks of the presentation announced by Liontown on 19 October 2023), uncertainties and other factors, many of which are beyond the control of the Liontown Group, and their respective officers, employees, agents and advisors, that may cause actual results to differ materially from those expressed or implied in such statements. There can be no assurance that actual outcomes will not differ materially from these statements. There are usually differences between forecast and actual results because events and actual circumstances frequently do not occur as forecast and their differences may be material. Investors are strongly cautioned not to place undue reliance on forward-looking statements. Neither the Liontown Group, nor the underwriters, nor any other person, gives any representation, warranty or assurance, nor will guarantee that the occurrence of the events expressed or implied in any forward-looking statement will occur.

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This announcement may not be released or distributed in the United States. This announcement does not constitute an offer to sell, or a solicitation of an offer to buy, any securities in the United States or any other jurisdiction. The New Shares have not been, and will not be, registered under the U.S. Securities Act of 1933 (the **U.S. Securities Act**) or the securities laws of any state or other jurisdiction of the United States. Accordingly, the New Shares may not be offered or sold, directly or indirectly, in the United States except in transactions exempt from, or not subject to, the registration requirements of the U.S. Securities Act and any applicable securities laws of any state or other jurisdiction of the United States. The distribution of this announcement in the United States and elsewhere outside Australia and New Zealand may be restricted by law. Persons who come into possession of this announcement should observe any such restrictions as any non-compliance could contravene applicable securities laws.