



Suite 9, 5 Centro Ave, Subiaco WA 6008
P.O. Box 457, West Perth, WA 6872, Australia
Ph+61 8 9286 3045
Fax: +61 8 9226 2027
info@birimian.com
ABN 11 113 931 105

5 December 2016

via electronic lodgement

NEW ISSUES AND SECONDARY TRADING NOTICE

Birimian Limited (ASX:BGS and "the Company") advises that on 2 December 2016 it issued (a) 400,000 ordinary shares following shareholder approval on 25 November 2016; (b) 80,645 ordinary shares in lieu of cash fees for services provided to the Company; (c) 900,000 Performance Rights which lapse on or before 1 December 2021, under the Incentive Performance Rights Plan approved by shareholders on 17 June 2016; (d) 600,000 Unlisted Options exercisable at \$0.104 on or before 1 December 2021, under the Incentive Option Plan approved by shareholders on 17 June 2016 and (e) 4,500,000 Unlisted Options exercisable at \$0.316 each on or before 1 December 2018, in lieu of cash fees for services provided to the Company.

Secondary Trading Notice

The Corporations Act ("the Act") restricts the on-sale of securities issued without disclosure, unless the sale is exempt under section 708 or 708A of the Act. By the Company giving this notice, sale of the Shares noted above will fall within the exemption in section 708A (5) of the Act.

Accordingly, the Company gives notice pursuant to section 708A (5)(e) of the Act that:

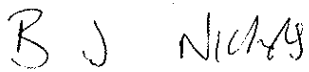
- 1) the Shares were issued without disclosure to investors under Part 6D.2 of the Act;
- 2) as at the date of this notice, the Company has complied with the provisions of Chapter 2M of the Act as they apply to the Company and section 674 of the Act; and
- 3) other than as noted below there is no excluded information as at the date of this notice, for the purpose of sections 708A (7) and (8) of the Act.

The Company is in negotiations with a third party relating to a potential acquisition or interest in the Company's Bougouni Lithium Project ("Project"). The Company wishes to advise that no agreement has been reached with this party nor can there be any assurance that any agreement or understanding will be reached in the future.

If you have any queries, please contact the Managing Director, Mr Kevin Joyce or the Company Secretary, Ms Beverley Nichols, on +61 8 9286 3045

Additional information may also be viewed on Birimian Limited's website at www.birimian.com.

Yours faithfully

A handwritten signature in black ink that reads "B J Nichols". The letters are cursive and slightly slanted.

Beverley Nichols
Company Secretary

If you have any queries, please contact the Managing Director, Mr Kevin Joyce or the Company Secretary, Ms Beverley Nichols, on +61 8 9286 3045

Additional information may also be viewed on Birimian Limited's website at www.birimian.com.

Appendix 3B

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

Information or documents not available now must be given to ASX as soon as available. Information and documents given to ASX become ASX's property and may be made public.

Introduced 01/07/96 Origin: Appendix 5 Amended 01/07/98, 01/09/99, 01/07/00, 30/09/01, 11/03/02, 01/01/03, 24/10/05, 01/08/12, 04/03/13

Name of entity

Birimian Limited

ABN

11 113 931 105

We (the entity) give ASX the following information.

Part 1 - All issues

You must complete the relevant sections (attach sheets if there is not enough space).

- | | | |
|---|---|---|
| 1 | +Class of +securities issued or to be issued | <div style="display: flex; flex-direction: column; gap: 5px;"><div>a) Fully Paid Ordinary Shares ("Shares")</div><div>b) Fully Paid Ordinary Shares ("Shares")</div><div>c) Performance Rights ("Performance Rights")</div><div>d) Unlisted Options ("Options")</div><div>e) Unlisted Options ("Options")</div></div> |
| 2 | Number of +securities issued or to be issued (if known) or maximum number which may be issued | <div style="display: flex; flex-direction: column; gap: 5px;"><div>a) 400,000</div><div>b) 80,645</div><div>c) 900,000</div><div>d) 600,000</div><div>e) 4,500,000</div></div> |

- | | |
|---|--|
| <p>3 Principal terms of the ⁺securities (e.g. if options, exercise price and expiry date; if partly paid ⁺securities, the amount outstanding and due dates for payment; if ⁺convertible securities, the conversion price and dates for conversion)</p> | <p>a) Fully Paid Ordinary Shares</p> <p>b) Fully Paid Ordinary Shares</p> <p>c) Performance Rights under the Company's Performance Rights Plan as approved by Shareholders on the 17 June 2016. The terms and conditions of the Rights are:</p> <ul style="list-style-type: none"> • 300,000 will vest upon the Company declaring a resource of 250,000 tonnes or more of Li₂O at a JORC inferred or higher level at its Goulamina Project; • 300,000 will vest upon completing and publishing a scoping study that confirms the Goulamina Project has the potential to be a profitable project based on the known resource and at the prevailing relevant prices at the time; and • 300,000 will vest upon completing and publishing a further study towards development (pre-feasibility or higher) further supporting the scoping study confirmations that the Goulamina Project has the potential to be a profitable project based on the known resource and at the prevailing relevant prices at the time. • All Performance Rights will vest and each performance right will convert to 1 Share upon the Company disposing or divesting all of its interest in the Bougouni Lithium Project to an unrelated third party of the Company for value to be determined by the Board <p>Any of the Performance Rights that do not vest by 1 December 2021 will lapse.</p> <p>d) Unlisted Options over Fully Paid Ordinary Shares with an exercise price of \$0.104 and an expiry date of 1 December 2021.</p> <p>e) Unlisted Options over Fully Paid Ordinary Shares with an exercise price of \$0.316 and an expiry date of 1 December 2018.</p> |
|---|--|

⁺ See chapter 19 for defined terms.

4	<p>Do the ⁺securities rank equally in all respects from the ⁺issue date with an existing ⁺class of quoted ⁺securities?</p> <p>If the additional ⁺securities do not rank equally, please state:</p> <ul style="list-style-type: none"> the date from which they do the extent to which they participate for the next dividend, (in the case of a trust, distribution) or interest payment the extent to which they do not rank equally, other than in relation to the next dividend, distribution or interest payment 	<p>a) Yes</p> <p>b) Yes</p> <p>c) No - the shares issued pursuant to the exercise of Performance Rights will rank equally with the currently quoted shares</p> <p>d) No - the shares issued pursuant to the exercise of Options will rank equally with the currently quoted shares</p> <p>e) No - the shares issued pursuant to the exercise of Options will rank equally with the currently quoted shares</p>
5	Issue price or consideration	<p>a) Nil</p> <p>b) \$0.31</p> <p>c) Nil</p> <p>d) Nil</p> <p>e) Nil</p>
6	<p>Purpose of the issue</p> <p>(If issued as consideration for the acquisition of assets, clearly identify those assets)</p>	<p>a) Shares issued as bonus for services to the Company following shareholder approval at the Annual General Meeting on 25 November 2016</p> <p>b) Shares issued in lieu of cash fees for services provided to the Company</p> <p>c) Issue of Performance Rights under the Company's Performance Rights Plan as approved by Shareholders on the 17 June 2016</p> <p>d) Issue of Unlisted Options under the Company's Option Plan as approved by Shareholders on the 17 June 2016</p> <p>e) Unlisted Options issued in lieu of cash fees for services provided to the Company</p>
6a	<p>Is the entity an ⁺eligible entity that has obtained security holder approval under rule 7.1A?</p> <p>If Yes, complete sections 6b – 6h <i>in relation to the ⁺securities the subject of this Appendix 3B</i>, and comply with section 6i</p>	Yes
6b	The date the security holder resolution under rule 7.1A was passed	25 November 2016

6c	Number of ⁺ securities issued without security holder approval under rule 7.1	4,580,645
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
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	25,672,796 Listing Rule 7.1 20,168,961 Listing Rule 7.1A
7	⁺ Issue dates Note: The issue date may be prescribed by ASX (refer to the definition of issue date in rule 19.12). For example, the issue date for a pro rata entitlement issue must comply with the applicable timetable in Appendix 7A. Cross reference: item 33 of Appendix 3B.	2 December 2016

⁺ See chapter 19 for defined terms.

8	Number and ⁺ class of all ⁺ securities quoted on ASX (including the ⁺ securities in section 2 if applicable)	Number	⁺ Class
		183,730,251	ORD
		5,225,000	Performance Rights which lapse on or before 30/06/2021
		900,000	Performance Rights which lapse on or before 01/12/2021

9	Number and ⁺ class of all ⁺ securities not quoted on ASX (including the ⁺ securities in section 2 if applicable)	Number	⁺ Class
		300,000	Unlisted Options with an exercise price of \$0.20 and an expiry date of 11/12/2016
		1,450,000	Unlisted Options with an exercise price of \$0.21 and an expiry date of 12/12/2017
		10,690,000	Unlisted Options with an exercise price of \$0.25 and an expiry date of 27/04/2017
		7,315,000	Unlisted Options with an exercise price of \$0.104 and an expiry date of 26/02/2021
		4,000,000	Unlisted Options with an exercise price of \$0.336 and an expiry date of 30/06/2018
		600,000	Unlisted Options with an exercise price of \$0.104 and an expiry date of 01/12/2021
		4,500,000	Unlisted Options with an exercise price of \$0.316 and an expiry date of 01/12/2018

10	Dividend policy (in the case of a trust, distribution policy) on the increased capital (interests)	N/A
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Part 2 - Pro rata issue

11	Is security holder approval required?	N/A
12	Is the issue renounceable or non-renounceable?	N/A
13	Ratio in which the ⁺ securities will be offered	N/A
14	⁺ Class of ⁺ securities to which the offer relates	N/A
15	⁺ Record date to determine entitlements	N/A
16	Will holdings on different registers (or subregisters) be aggregated for calculating entitlements?	N/A
17	Policy for deciding entitlements in relation to fractions	N/A
18	Names of countries in which the entity has security holders who will not be sent new offer documents <small>Note: Security holders must be told how their entitlements are to be dealt with. Cross reference: rule 7.7.</small>	N/A
19	Closing date for receipt of acceptances or renunciations	N/A
20	Names of any underwriters	N/A
21	Amount of any underwriting fee or commission	N/A
22	Names of any brokers to the issue	N/A
23	Fee or commission payable to the broker to the issue	N/A
24	Amount of any handling fee payable to brokers who lodge acceptances or renunciations on behalf of security holders	N/A

⁺ See chapter 19 for defined terms.

25	If the issue is contingent on security holders' approval, the date of the meeting	N/A
26	Date entitlement and acceptance form and offer documents will be sent to persons entitled	N/A
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	N/A
28	Date rights trading will begin (if applicable)	N/A
29	Date rights trading will end (if applicable)	N/A
30	How do security holders sell their entitlements <i>in full</i> through a broker?	N/A
31	How do security holders sell <i>part</i> of their entitlements through a broker and accept for the balance?	N/A
32	How do security holders dispose of their entitlements (except by sale through a broker)?	N/A
33	⁺ Issue date	N/A

Part 3 - Quotation of securities

You need only complete this section if you are applying for quotation of securities

34 Type of ⁺securities
(tick one)

(a) ☒ ⁺Securities described in Part 1

(b) ☐ All other ⁺securities

Example: restricted securities at the end of the escrowed period, partly paid securities that become fully paid, employee incentive share securities when restriction ends, securities issued on expiry or conversion of convertible 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

N/A

- 39 +Class of +securities for which quotation is sought

N/A

- 40 Do the +securities rank equally in all respects from the +issue date with an existing +class of quoted +securities?

If the additional +securities do not rank equally, please state:
 - the date from which they do
 - the extent to which they participate for the next dividend, (in the case of a trust, distribution) or interest payment
 - the extent to which they do not rank equally, other than in relation to the next dividend, distribution or interest payment

N/A

+ See chapter 19 for defined terms.

41	<p>Reason for request for quotation now</p> <p>Example: In the case of restricted securities, end of restriction period</p> <p>(if issued upon conversion of another ⁺security, clearly identify that other ⁺security)</p>	N/A
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		Number	⁺ Class
42	<p>Number and ⁺class of all ⁺securities quoted on ASX (<i>including</i> the ⁺securities in clause 38)</p>	N/A	

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.

Note: An entity may need to obtain appropriate warranties from subscribers for the securities in order to be able to give this warranty

- 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.
- 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 is not available now, we 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: .Beverley Nichols..... Date: ..5 December 2016..
Company Secretary

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+ 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 Amended 04/03/13

Part 1

Rule 7.1 – Issues exceeding 15% of capital	
Step 1: Calculate “A”, the base figure from which the placement capacity is calculated	
Insert number of fully paid +ordinary securities on issue 12 months before the +issue date or date of agreement to issue	92,819,752
Add the following: <ul style="list-style-type: none"> Number of fully paid +ordinary securities issued in that 12 month period under an exception in rule 7.2 Number of fully paid +ordinary securities issued in that 12 month period with shareholder approval Number of partly paid +ordinary securities that became fully paid in that 12 month period <p><i>Note:</i></p> <ul style="list-style-type: none"> Include only ordinary securities here – other classes of equity securities cannot be added Include here (if applicable) the securities the subject of the Appendix 3B to which this form is annexed It may be useful to set out issues of securities on different dates as separate line items 	48,813,979 60,055,875 -
Subtract the number of fully paid +ordinary securities cancelled during that 12 month period	-
“A”	201,689,606

+ See chapter 19 for defined terms.

Step 2: Calculate 15% of “A”	
“B”	0.15 <i>[Note: this value cannot be changed]</i>
Multiply “A” by 0.15	30,253,441
Step 3: Calculate “C”, the amount of placement capacity under rule 7.1 that has already been used	
Insert number of +equity securities issued or agreed to be issued in that 12 month period <i>not counting</i> those issued: <ul style="list-style-type: none"> • Under an exception in rule 7.2 • Under rule 7.1A • With security holder approval under rule 7.1 or rule 7.4 Note: <ul style="list-style-type: none"> • <i>This applies to equity securities, unless specifically excluded – not just ordinary securities</i> • <i>Include here (if applicable) the securities the subject of the Appendix 3B to which this form is annexed</i> • <i>It may be useful to set out issues of securities on different dates as separate line items</i> 	4,580,645
“C”	4,580,645
Step 4: Subtract “C” from [“A” x “B”] to calculate remaining placement capacity under rule 7.1	
“A” x 0.15 <i>Note: number must be same as shown in Step 2</i>	30,253,441
Subtract “C” <i>Note: number must be same as shown in Step 3</i>	4,580,645
Total [“A” x 0.15] – “C”	25,672,796 <i>[Note: this is the remaining placement capacity under rule 7.1]</i>

+ See chapter 19 for defined terms.

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” <i>Note: number must be same as shown in Step 1 of Part 1</i>	201,689,606
Step 2: Calculate 10% of “A”	
“D”	0.10 <i>Note: this value cannot be changed</i>
Multiply “A” by 0.10	20,168,961
Step 3: Calculate “E”, the amount of placement capacity under rule 7.1A that has already been used	
Insert number of +equity securities issued or agreed to be issued in that 12 month period under rule 7.1A <i>Notes:</i> <ul style="list-style-type: none"> • This applies to equity securities – not just ordinary securities • Include here – if applicable – the securities the subject of the Appendix 3B to which this form is annexed • Do not include equity securities issued under rule 7.1 (they must be dealt with in Part 1), or for which specific security holder approval has been obtained • It may be useful to set out issues of securities on different dates as separate line items 	-
“E”	-

+ See chapter 19 for defined terms.

Step 4: Subtract “E” from [“A” x “D”] to calculate remaining placement capacity under rule 7.1A	
“A” x 0.10 <i>Note: number must be same as shown in Step 2</i>	20,168,961
Subtract “E” <i>Note: number must be same as shown in Step 3</i>	-
Total [“A” x 0.10] – “E”	20,168,961 <i>Note: this is the remaining placement capacity under rule 7.1A</i>

+ See chapter 19 for defined terms.