



SEPTEMBER 2019 QUARTERLY ACTIVITIES REPORT

\$18m capital raising sets strong foundation for Liontown as a nextgeneration WA lithium producer

HIGHLIGHTS

KATHLEEN VALLEY LITHIUM PROJECT (WA)

- New phase of Reverse Circulation (RC) and diamond drilling commences aimed at expanding the current Mineral Resource Estimate (MRE) and defining potential underground Resources and Reserves.
- Outstanding high-grade results received from the initial holes completed as part of this program, with new intersections including:
 - o 29m @ 1.3% Li₂O from 256m (KVRC0136A), including
 - 13m @ 1.8% Li₂O from 261m
 - o 16m @ 1.9% Li₂O from 294m (KVRC0264), including
 - 8m @ 2.2% Li₂O from 294m
 - 10m @ 1.9% Li₂O from 219m (KVRC0265), including
 - 4m @ 3.2% Li₂O from 223m
 - 21m @ 1.2% Li₂O from 284m (KVRC0265), including
 - 4m @ 1.7% Li₂O from 293m
- Thick, high-grade mineralisation now defined over a strike length of 1.4km with the mineralised system still open to the north-west and up- and down-dip.
- Latest assays highlight the potential to substantially increase the current MRE of 74.9Mt @ 1.3% Li₂O and 140ppm Ta₂O₅.
- Work on a Pre-Feasibility Study (PFS) is scheduled for completion by the end of 2019.
- Data from the current drill program will be used to prepare an updated MRE which will be incorporated into a Definitive Feasibility Study (DFS) planned to commence immediately after the PFS.

BULDANIA LITHIUM PROJECT (WA)

- Resource definition drilling completed at Anna with new intersections including:
 - o 25m @ 1.1% Li₂O from 181m (BDRC0120), including
 - 9m @ 1.8% Li₂O from 196m
 - o 14m @ 1.7% Li₂O from 45m (BDRC0142), including
 - 5m @ 2.2% Li₂O from 54m
 - 19m @ 1.5% Li₂O from 174m (KVRC0160), including
 - 5m @ 1.9% Li₂O from 183m
- Data from all drill programs being used to prepare a maiden Mineral Resource Estimate for the Anna pegmatite.

CORPORATE

- \$18M capital raising successfully completed during Quarter.
- Funds will ensure the continued exploration and development of Liontown's high-quality lithium projects including the completion of a DFS at the flagship Kathleen Valley Project.



Chairman Tim Goyder and Managing Director David Richards at Kathleen Valley

INVESTMENT HIGHLIGHTS

- ~75Mt lithium-tantalum MRE at Kathleen Valley with strong potential for expansion
- PFS for Kathleen Valley scheduled for completion Q4 2019
- Maiden MRE pending for Buldania



Buldania drill core showing coarse spodumene crystals

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1. Kathleen Valley Lithium Project, WA (Liontown: 100%)

The Kathleen Valley Project is located in Western Australia, ~680km northeast of Perth and ~350km northnorthwest of Kalgoorlie, within the Eastern Goldfields of the Archaean Yilgarn Craton (**Figure 1**). Spodumene-bearing pegmatites were discovered by historical prospecting at Kathleen Valley and drilling by Liontown has since delineated a Mineral Resource estimate (MRE) of **74.9Mt** @ **1.3%** Li₂O and **140ppm** Ta₂O₅.

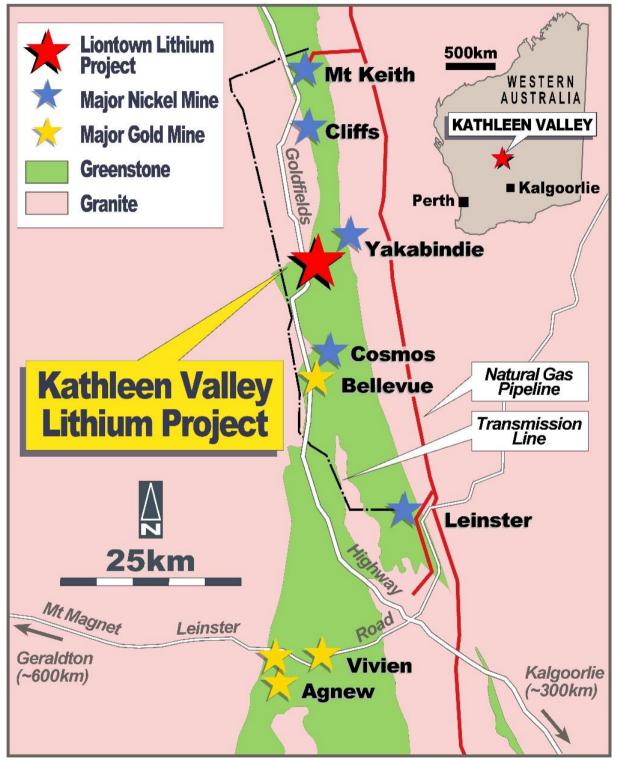


Figure 1: Kathleen Valley Project - Location and Geology Plan.

A 15,000 – 18,000m resource expansion drilling program commenced at Kathleen Valley during the Quarter, with initial results extending the mineralised system at least 400m north.

The drilling program, which will comprise both Reverse Circulation (RC) and diamond core holes, is designed to test for a resource extension Exploration Target of $25 - 50Mt @ 1.2 - 1.5\% Li_2O$, which was defined based on testing for extensions of the current Mineral Resource estimate from the limits of previous drill data to a vertical depth of ~500m below surface. This Exploration Target is in addition the current MRE of **74.9Mt** @ **1.3%** Li_2O and **140ppm** Ta_2O_5.

(The potential grade and tonnage of the Exploration Target is conceptual in nature and there has been insufficient exploration to estimate an expanded Mineral Resource. It is uncertain if further exploration will result in the estimation of an expanded Mineral Resource.)

The assays listed in the **Highlights** above confirm the north-western extension of high-grade mineralisation beneath shallow soil cover (*Figures 2 and 3*) and are interpreted to be up-dip and along strike of a thick (up to 75m) feeder zone partially defined to the south and formed by the coalescence of multiple, outcropping pegmatites at depth to form a continuous, moderately dipping pegmatite body (*Figure 4*).

This body remains open both along strike and at depth, has been intersected over a strike length of at least 600m, and is part of larger high-grade mineralised system which has now been defined over a minimum strike length of 1.4km and to depth of 400m below surface.

The larger mineralised system remains **open to the north-west and up and down-dip** and future drilling, which will take into account ongoing results, is estimated to take another 2-4 months to complete.

In addition to the ongoing drilling program, a Pre-Feasibility Study (PFS), which will provide an initial reserve estimate based on the current MRE, is scheduled for completion in Q4 2019.

Liontown envisages transitioning into a Definitive Feasibility Study (DFS) immediately following the PFS and will incorporate the results of latest drilling to prepare an updated MRE. This updated MRE will include both open pit and underground resources which are anticipated to provide the best outcome for the DFS.

Since drilling re-commenced in late August 2019, four new RC holes have been drilled, three previous RC holes have been extended and four new diamond core holes have been drilled for a total of 4,009m. This brings the total amount of drilling completed by Liontown at Kathleen Valley to 314 holes for 50,644m, comprising 268 RC holes for 44,933m and 46 diamond core holes for 6,711m.

This total includes 31 RC holes which have been extended following receipt of results along strike that indicated the potential for deeper mineralisation.

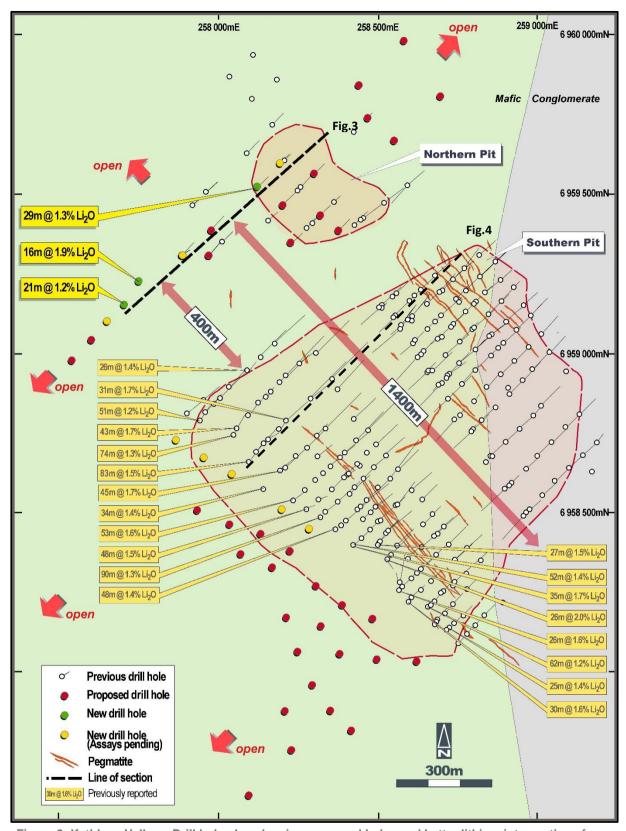


Figure 2: Kathleen Valley – Drill hole plan showing proposed holes and better lithium intersections from current and previous 2019 drilling program.

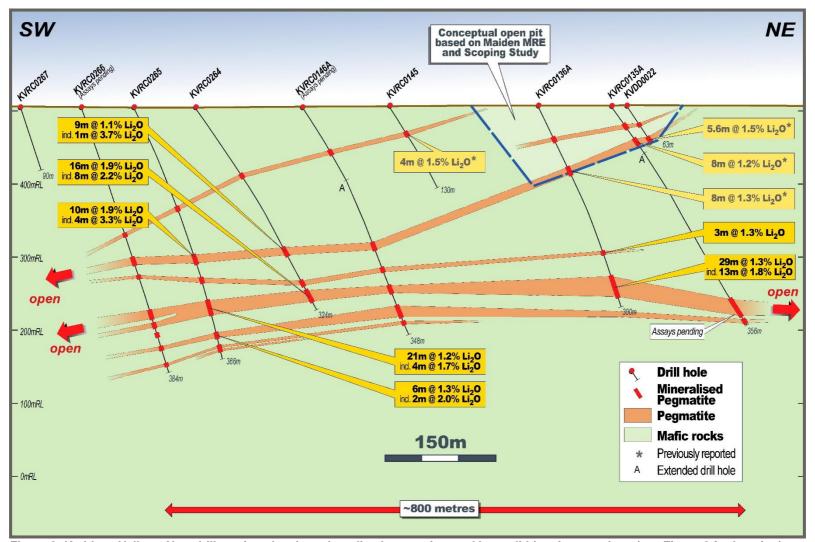


Figure 3: Kathleen Valley – New drill section showing mineralised pegmatites and better lithium intersections (see Figure 2 for location).

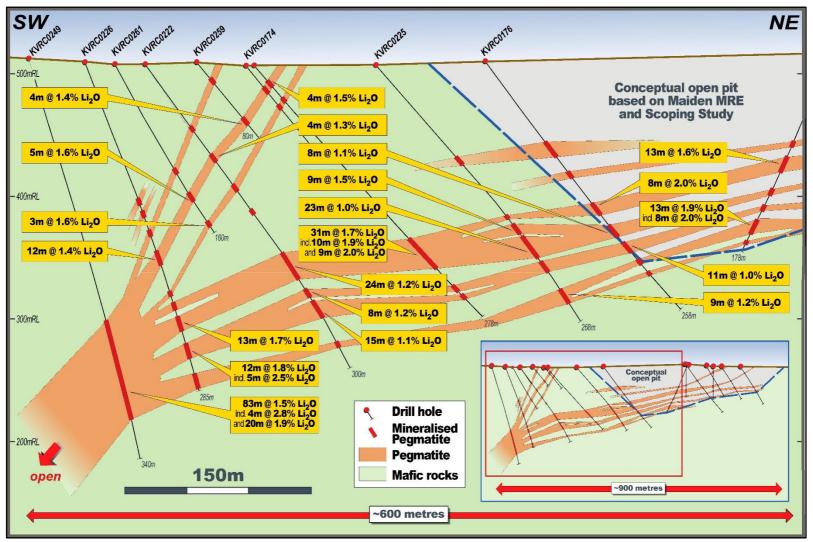


Figure 4: Kathleen Valley – Previous drill section showing mineralised pegmatites coalescing to form feeder zone (see Figure 1 for location).

2. Buldania Lithium Project, WA (Liontown: 100%)

The Buldania Project is located in the Eastern Goldfields, approximately 600km east of Perth and 200km north of the regional port of Esperance (**Figure 5**). Historical mapping and exploration delineated a large spodumene-bearing pegmatite swarm not previously assessed for lithium or associated rare metals. Drilling by Liontown has now defined a large lithium-mineralised system at the Anna pegmatite.

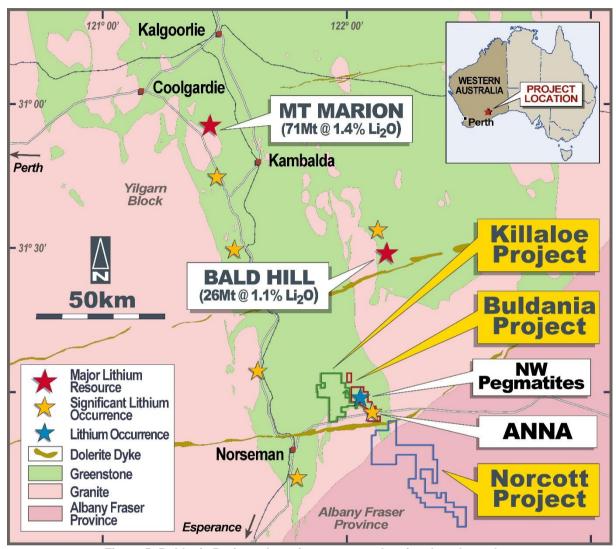


Figure 5: Buldania Project - Location, tenure and regional geology plan.

Resource definition drilling was completed at the Anna prospect (*Figure 5*) during the Quarter with all assays received.

Since drilling re-commenced at Buldania in May 2019, 72 RC holes have been drilled for 12,613m, with drilling at the Project now totalling 168 RC holes for 23,622m and three diamond core holes for 548.5m.

Drilling has returned significant lithium results at the main Anna prospect over a strike length of 1.4km, averaging 150 – 250m in width, in a NW/SE orientation (*Figure 6*).

The mineralisation is hosted by multiple, stacked, shallow south-east dipping $(10-15^{\circ})$, 5-25m thick, spodumene-bearing pegmatites which locally merge to form zones >50m thick (*Figure 7*).

Mineralisation remains open along strike, down-dip and, in places, up-dip.

Geological modelling has been completed and data from all holes drilled at Anna have been forwarded to the independent consulting group Optiro Pty Ltd, which is preparing a maiden Mineral Resource Estimate (MRE), scheduled for completion in November 2019.

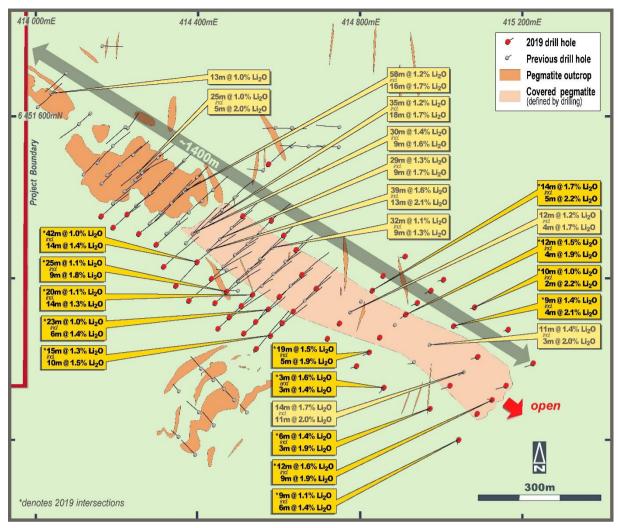


Figure 6: Anna Pegmatite – Drill hole plan showing better lithium intersections.

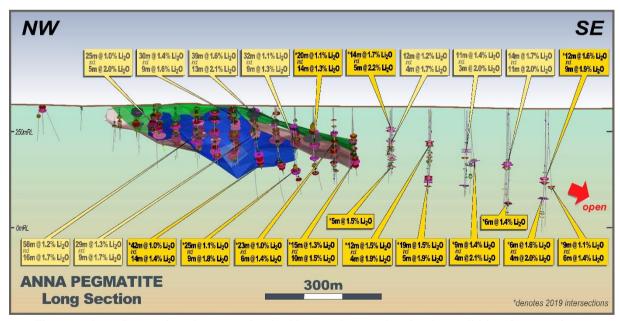


Figure 7: Anna Pegmatite – Long section looking north-east showing better lithium intersections.

Assays have also been received for all 17 RC holes (BDRC0097-0105, BDRC144-0151) drilled into the NW Pegmatite target area, located 5-10km north-west of Anna (*Figure 5*). Assays from this area have confirmed the potential for significant lithium mineralisation, with better intersections including **5m @ 1.2% Li₂O** from 20m in BDRC0104 and **6m @ 1.5% Li₂O** from 54m in BDRC0105.

Preliminary Metallurgical Test Work

A programme of scoping test work has been completed on ~300kg of mineralised sample collected from three exploration core holes drilled in 2018 into the north-western, outcropping part of the Anna pegmatite. The test work was completed at Nagrom Laboratory and supervised by Lycopodium Minerals Pty Ltd.

Comminution testing showed moderate competency, SAG specific energy and abrasion index typical of spodumene-bearing pegmatites. Dense media and flotation test work on shallower samples showed a combined concentrate grade of 6% Li₂O at an estimated recovery of 60%. This work was preliminary in nature and further test work and optimisation of the flowsheet is required once drill core representative of the entire mineralised system is available.

Buldania Royalties

Liontown acquisition of the revenue and production royalties relating to lithium and related minerals over the Buldania Lithium Project was completed during the Quarter.

The royalties, a 1.5% gross revenue royalty and a production royalty of A\$2 per tonne of ore mined and/or processed from three key tenements (E63/856, P63/1977 and M63/647), were acquired from Westgold Resources Limited for total consideration of A\$2 million in cash.

3. Toolebuc Vanadium Project, Qld (Liontown: 100%)

The Toolebuc Vanadium Project is located in NW Queensland, approximately 440km west of Townsville (**Figure 7**), in a region which hosts a number of large vanadium resources defined as part of previous exploration for hydrocarbons in oil shale. Liontown has five tenements which adjoin existing resources and the Project represents a low-cost entry into vanadium, a commodity that is part of the battery metal suite, critical to the future of energy storage.

An aircore drilling program comprising ~ 30 drill holes for $\sim 1,000$ m is scheduled to commence at the Cambridge prospect in late October 2019. The drilling program is designed to extend the previously announced Inferred Mineral Resource of 83.7Mt @ 0.30% V_2O_5 (Figure 8).

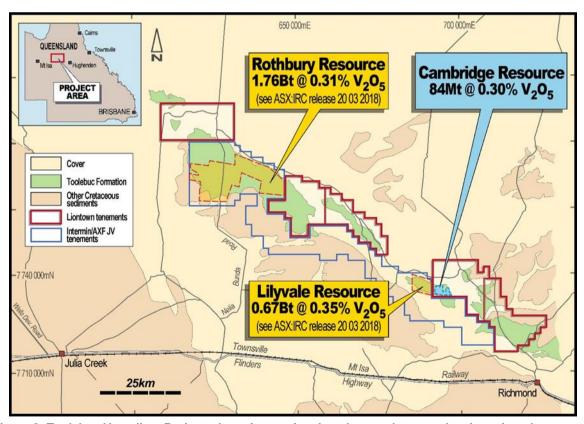


Figure 8: Toolebuc Vanadium Project – Location, regional geology and tenure showing mineral resources held by Intermin (in yellow) and Liontown's Cambridge deposit (in blue).

The Inferred Mineral Resource at Cambridge is open in all directions and Liontown has defined an Exploration Target area based on the continuity of the mineralisation indicated by resource drilling on the adjacent Lilyvale

deposit and the extent of outcropping Toolebuc Formation shown on Queensland Government geological maps.

It is estimated that there is an Exploration Target of 100Mt to 110Mt at an average grade of 0.28% to 0.32% V_2O_5 located immediately adjacent to the Cambridge Mineral Resource.

(The potential quantity and grade of the Exploration Target is conceptual in nature as there has been insufficient exploration within these areas to estimate a Mineral Resource and it is uncertain if further exploration will result in the definition of Mineral Resources within these areas.)

4. Tenement schedules and expenditures

In accordance with ASX Listing Rule 5.3, please refer to Appendix 1 for a listing of tenements. During the Quarter the Company spent \$4,252,806 on exploration and evaluation activities (YTD: \$4,252,806) and \$541,327 on administration costs (YTD: \$541,327).

5. Corporate

Capital Raising

Liontown completed an \$18 million capital raising during the Quarter which will be used to fund the continued exploration and development of its wholly-owned Australian projects.

Importantly, the Company's flagship Kathleen Valley Lithium-Tantalum Project in Western Australia will now be fully-funded through to completion of a DFS in 2020.

The Capital Raising was conducted at \$0.12 per share and comprised:

- A \$16.57 million placement via the issue of 138,083,335 New Shares to institutional and sophisticated investors within the Company's 15% placement capacity in accordance with ASX Listing Rule 7.1; and
- A \$1.43 million placement via the issue of 11,916,665 New Shares to the Company's Directors (and their associates), which was approved by shareholders at a general meeting on the 24th September 2019.

Cash Position

At the end of the Quarter, Liontown's cash balance was \$15,606,924.

DAVID RICHARDS Managing Director

22nd October 2019

For More Information:

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Nicholas Read Read Corporate T: +61 8 9388 1474

The Information in this report that relates to Mineral Resources for the Kathleen Valley Project is extracted from the ASX announcement "Kathleen Valley Lithium Resource jumps 353% to 74.9Mt @ 1.3% Li₂O" released on the 9^{th} July 2019 which is available on <u>www.ltresources.com.au</u>.

The Information in this report that relates to Exploration Results for the Kathleen Valley Project is extracted from the ASX announcements "Strong start to new phase of resource expansion drilling at Kathleen Valley as high-grade intercepts extend mineralised system 400m north" released on the 8^h October 2019 which is available on www.ltresources.com.au.

The Information in this report that relates to Exploration Targets for the Kathleen Valley Project is extracted from the ASX announcements "Major new resource expansion drilling program to commence at Kathleen Valley as Liontown sets key strategic objectives for 2019/20" released on the 27th August 2019 which is available on www.ltresources.com.au.

The Information in this report that relates to the Exploration Results for the Buldania Project is extracted from the ASX announcements entitled "Further thick lithium intercepts from ongoing Resource definition drilling at Buldania" and "Liontown on track for maiden Resource at Buldania following receipt of further high-grade lithium assays" released on the 29th July 2019 and 17th September 2019 respectively which are available on www.ltresources.com.au.

The Information in this report that relates to Mineral Resources and Exploration Targets for the Toolebuc Vanadium Project is extracted from the ASX announcement "Liontown Announces Maiden 84Mt Vanadium Resource" released on the 30th July 2018 which is available on www.ltresources.com.au.

The company confirms that it is not aware of any new information or data that materially affects the information included in the original market announcements. The Company confirms that the form and context in which the Competent Person's findings are presented have not been materially modified from the original market announcement.

This announcement contains forward-looking statements which involve a number of risks and uncertainties. These forward looking statements are expressed in good faith and believed to have a reasonable basis. These statements reflect current expectations, intentions or strategies regarding the future and assumptions based on currently available information. Should one or more of the risks or uncertainties materialise, or should underlying assumptions prove incorrect, actual results may vary from the expectations, intentions and strategies described in this announcement. No obligation is assumed to update forward looking statements if these beliefs, opinions and estimates should change or to reflect other future developments.

APPENDIX 1

The following information is provided in accordance with ASX Listing Rule 5.3 for the quarter.

1. Listing of tenements held in Australia (directly or beneficially):

Country	Project	Tenement No.	Registered Holder	Nature of interests
		M36/264	LRL (Aust) Pty Ltd (wholly owned	100% - nickel claw back
		M36/265	subsidiary of Liontown Resources	rights retained by other
	Kathleen	M36/459 M36/460	Limited).	party
	Valley	E36/879	Liontown Resources Limited	100% - all metal rights
		L36/236	LRL (Aust) Pty Ltd (wholly owned	
		L36/237	subsidiary of Liontown Resources Limited).	100%
		E63/856	Ziriikod).	100% of rights to lithium
	Buldania	P63/1977	Avoca Resources Pty Ltd	and related metals
		M63/647	,	secured by Lithium Rights Agreement
	Norcott	E63/1824	Galahad Resources Limited	0% - application. Right to 100% of all metal rights secured by Agreement
		E63/1863	LRL (Aust) Pty Ltd (wholly owned subsidiary of Liontown Resources Limited).	100%
	Killaloe	E63/1018	80% LRL (Aust) Pty Ltd/ 20% Cullen Resources Limited	80%
Australia		E63/1660		
		E63/1713		
		M63/0177		
		P63/2152	LRL (Aust) Pty Ltd (wholly owned subsidiary of Liontown Resources Limited).	100%
		P63/2127	LDL (Accet) Breaked (at all accessed	
	Norseman Regional	P63/2128	LRL (Aust) Pty Ltd (wholly owned subsidiary of Liontown Resources	100%
	Ŭ	P63/2129	Limited).	
		EPM26490		
		EPM26491		
	Toolebuc	EPM26492	Liontown Resources Limited	100%
		EPM26494		
		EPM26495		
		E70/5217	ERL (Aust) Pty Ltd (wholly owned	100%
	Moora	E70/5286	subsidiary of Liontown Resources	0% - Applications
		E70/5287	Limited).	0% - Applications

APPENDIX 1 (cont.)

2. Listing of tenements acquired (directly or beneficially) during the quarter:

Country	Project	Tenement No.	Registered Holder	Nature of interests
	Kathleen L36/236 L36/237 L36/237	L36/236	LRL (Aust) Pty Ltd (wholly owned	100%
		L36/237	subsidiary of Liontown Resources Limited).	100%
Australia		P63/2152	LRL (Aust) Pty Ltd (wholly owned subsidiary of Liontown Resources Limited).	100% - PL Granted
		E70/5286	ERL (Aust) Pty Ltd (wholly owned subsidiary of Liontown Resources Limited).	0% - Applications
		E70/5287		

3. Tenements relinquished, reduced or lapsed (directly or beneficially) during the quarter:

Country	Project	Tenement No.	Registered Holder	Nature of interests
Australia	Killaloe	E63/1655	LRL (Aust) Pty Ltd (wholly owned subsidiary of Liontown Resources Limited).	Surrendered

4. Listing of tenements applied for (directly or beneficially) during the quarter:

Country	Project	Tenement No.	Registered Holder	Nature of interests
Australia	N4	E70/5286	ERL (Aust) Pty Ltd (wholly owned subsidiary of Liontown Resources Limited).	00/ Anniliantiana
Australia	Moora	E70/5287		, , , , , , , , , , , , , , , , , , , ,

+Rule 5.5

Appendix 5B

Mining exploration entity and oil and gas exploration entity quarterly report

Introduced 01/07/96 Origin Appendix 8 Amended 01/07/97, 01/07/98, 30/09/01, 01/06/10, 17/12/10, 01/05/13, 01/09/16

Name of entity

Liontown Resources Ltd

ABN

Quarter ended ("current quarter")

39 118 153 825

30 September 2019

Cor	solidated statement of cash flows	Current quarter \$A	Year to date (3 months) \$A
1.	Cash flows from operating activities		
1.1	Receipts from customers	-	-
1.2	Payments for		
	(a) exploration & evaluation	(4,252,806)	(4,252,806)
	(b) development	-	-
	(c) production	-	-
	(d) staff costs	(239,012)	(239,012)
	(e) administration and corporate costs	(302,315)	(302,315)
1.3	Dividends received (see note 3)	-	-
1.4	Interest received	12,334	12,334
1.5	Interest and other costs of finance paid	-	-
1.6	Income taxes paid	-	-
1.7	Research and development refunds	-	-
1.8	Other	-	-
1.9	Net cash from / (used in) operating activities	(4,781,799)	(4,781,799)

2.	Cash flows from investing activities		
2.1	Payments to acquire:		
	(a) property, plant and equipment	(28,437)	(28,437)
	(b) tenements (see item 10)	-	-
	(c) investments	-	-
	(d) other non-current assets	-	-

⁺ See chapter 19 for defined terms

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Con	solidated statement of cash flows	Current quarter \$A	Year to date (3 months) \$A
2.2	Proceeds from the disposal of:		
	(a) property, plant and equipment	-	-
	(b) tenements (see item 10)	-	-
	(c) investments	-	-
	(d) other non-current assets	-	-
2.3	Cash flows from loans to other entities	-	-
2.4	Dividends received (see note 3)	-	-
2.5	Other (provide details if material)	-	-
2.6	Net cash from / (used in) investing activities	(28,437)	(28,437)

3.	Cash flows from financing activities		
3.1	Proceeds from issues of shares	18,000,000	18,000,000
3.2	Proceeds from issue of convertible notes	-	-
3.3	Proceeds from exercise of share options	219,750	219,750
3.4	Transaction costs related to issues of shares, convertible notes or options	(1,002,109)	(1,002,109)
3.5	Proceeds from borrowings	-	-
3.6	Repayment of borrowings	-	-
3.7	Transaction costs related to loans and borrowings	-	-
3.8	Dividends paid	-	-
3.9	Other – Funds held on trust released	(163,750)	(163,750)
3.10	Net cash from / (used in) financing activities	17,053,891	17,053,891

4.	Net increase / (decrease) in cash and cash equivalents for the period		
4.1	Cash and cash equivalents at beginning of period	3,363,269	3,363,269
4.2	Net cash from / (used in) operating activities (item 1.9 above)	(4,781,799)	(4,781,799)
4.3	Net cash from / (used in) investing activities (item 2.6 above)	(28,737)	(28,437)
4.4	Net cash from / (used in) financing activities (item 3.10 above)	17,053,891	17,053,891
4.5	Effect of movement in exchange rates on cash held	-	-
4.6	Cash and cash equivalents at end of period	15,606,924	15,606,924

⁺ See chapter 19 for defined terms 1 September 2016

5.	Reconciliation of cash and cash equivalents at the end of the quarter (as shown in the consolidated statement of cash flows) to the related items in the accounts	Current quarter \$A	Previous quarter \$A
5.1	Bank balances	8,106,924	3,363,269
5.2	Call deposits	7,500,000	-
5.3	Bank overdrafts	-	-
5.4	Other	-	-
5.5	Cash and cash equivalents at end of quarter (should equal item 4.6 above)	15,606,924	3,363,269

Notes to cash flow

6.	Payments to directors of the entity and their associates	Current quarter \$A
6.1	Aggregate amount of payments to these parties included in item 1.2	193,159
6.2	Aggregate amount of cash flow from loans to these parties included in item 2.3	-

6.3 Include below any explanation necessary to understand the transactions included in items 6.1 and 6.2

Item 6.1 consists of the contractor fees and salary and superannuation paid to the Managing Director and related parties (\$105,174), Directors fees, Consulting fees, PAYG and superannuation for non-executive directors for the current quarter (\$87,985).

7. Payments to related entities of the entity and their associates

Current quarter \$A 80,983

- 7.1 Aggregate amount of payments to these parties included in item 1.2
- 7.2 Aggregate amount of cash flow from loans to these parties included in item 2.3
- 7.3 Include below any explanation necessary to understand the transactions included in items 7.1 and 7.2

Item 7.1 represents service charges paid to Chalice Gold Mines Ltd (a director related entity) for the provision of Corporate services including office rent and facilities, administration personnel and KMP services.

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⁺ See chapter 19 for defined terms

8.	Financing facilities available Add notes as necessary for an understanding of the position	Total facility amount at quarter end \$A	Amount drawn at quarter end \$A
8.1	Loan facilities	-	-
8.2	Credit standby arrangements	-	-
8.3	Other (please specify)	-	-
8.4	Include below a description of each facility whether it is secured or unsecured. If any a proposed to be entered into after quarter each	additional facilities have bee	en entered into or are

9.	Estimated cash outflows for next quarter	\$A
9.1	Exploration and evaluation	3,700,000
9.2	Development	-
9.3	Production	-
9.4	Staff costs	245,000
9.5	Administration and corporate costs	295,000
9.6	Other	
9.7	Total estimated cash outflows	4,240,000

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10.	Changes in tenements (items 2.1(b) and 2.2(b) above)	Tenement reference and location	Nature of interest	Interest at beginning of quarter	Interest at end of quarter
10.1	Interests in mining tenements and petroleum tenements lapsed, relinquished or reduced	WA Killaloe E63/1655	Surrendered	100%	0%
10.2	Interests in mining tenements and petroleum tenements acquired or increased	WA Kathleen Valley L36/0236 L36/0237 Killaloe P63/2152 Moora E70/5286 E70/5287	Granted Granted Granted Application Application	0% 0% 0% 0%	100% 100% 100% 0%

Compliance statement

- 1 This statement has been prepared in accordance with accounting standards and policies which comply with Listing Rule 19.11A.
- 2 This statement gives a true and fair view of the matters disclosed.

Sign here: Date: 22 October 2019

Company Secretary

Print name: Kym Verheyen

Notes

- The quarterly report provides a basis for informing the market how the entity's activities have been financed for the past quarter and the effect on its cash position. An entity that wishes to disclose additional information is encouraged to do so, in a note or notes included in or attached to this report.
- 2. If this quarterly report has been prepared in accordance with Australian Accounting Standards, the definitions in, and provisions of, AASB 6: Exploration for and Evaluation of Mineral Resources and AASB 107: Statement of Cash Flows apply to this report. If this quarterly report has been prepared in accordance with other accounting standards agreed by ASX pursuant to Listing Rule 19.11A, the corresponding equivalent standards apply to this report.
- 3. Dividends received may be classified either as cash flows from operating activities or cash flows from investing activities, depending on the accounting policy of the entity.

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⁺ See chapter 19 for defined terms