

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

Name of entity

LINDIAN RESOURCES LIMITED

ABN

53 090 772 222

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 | a) Ordinary Shares
b) Unlisted Options
c) Performance Rights |
| 2 | Number of +securities issued or to be issued (if known) or maximum number which may be issued | a) Ordinary Shares 43,750,000
b) Escrowed Ordinary Shares 6 months 10,000,000
c) Escrowed Ordinary Shares 3 months 5,000,000
d) Unlisted Options 86,250,000
e) Unlisted Options 15,625,000
f) Unlisted Options 20,000,000
g) Unlisted Options 10,000,000
h) Performance Rights (Stage 1) 12,500,000
i) Performance Rights (Stage 2) 17,500,000
j) Unlisted Options 2,000,000 |

+ See chapter 19 for defined terms.

- | | |
|--|--|
| <p>3 Principal terms of the +securities (eg, 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> | <ul style="list-style-type: none"> a) Ordinary Shares fully paid b) Ordinary Shares fully paid under voluntary escrow for 6 months from date of issue c) Ordinary Shares fully paid under voluntary escrow for 3 months from date of issue d) Unlisted Options with an exercise price of \$0.02 and an expiry of 3 years from date of issue on the terms noted in the Notice of AGM announced on 18/10/2019 e) Unlisted Options with an exercise price of \$0.02 and an expiry of 3 years from date of issue as announced in the recent Placement on 6/11/2019 f) Unlisted Options with an exercise price of \$0.02 and an expiry of 30/06/2021 issued to the Managing Director on the terms noted in the Notice of AGM announced on 18/10/2019 g) Unlisted Options with an exercise price of \$0.03 and an expiry of 31/12/2020 issued to the former Director on the terms noted in the Notice of AGM announced on 18/10/2019 h) Performance Rights issued on the terms noted in the Notice of AGM announced on 18/10/2019 i) Performance Rights issued on the terms noted in the Notice of AGM announced on 18/10/2019 j) Unlisted Options with an exercise price of \$0.02 and an expiry of 20/11/2022 issued to the Company's companies long term Consulting Project Geologist |
| <p>4 Do the +securities rank equally in all respects from the date of allotment 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 | <ul style="list-style-type: none"> a) Ordinary shares rank equally with existing ordinary shares b) The Options will not be quoted or rank equally with any class of quoted securities. However, Shares issued on the exercise of the Options will be quoted. From the date of issue of those Shares, the Shares will rank equally with all other ordinary shares then on issue in the Company c) The Performance Shares will not be quoted or rank equally with any class of quoted securities. However, Shares issued on the achievement of milestones under the Performance Shares will be quoted. From the date of issue of those Shares, the Shares will rank equally with all other ordinary shares then on issue in the Company |

+ See chapter 19 for defined terms.

5 Issue price or consideration

- a) 43,750,000 shares issued at \$0.016 per share
- b) 10,000,000 Shares issued as part of the Lushoto Bauxite Project consideration as noted in the Notice of AGM announced on 18/10/2019
- c) 5,000,000 Shares issued as part of the Guinea Bauxite Project consideration as noted in the Notice of AGM announced on 18/10/2019
- d) All Options were free attaching options to do with a previous placement except for 5,000,000 Broker Options provided for Corporate advisory services as noted in the Notice of AGM announced on 18/10/2019
- e) All Options were free attaching options as announced in the recent Placement on 6/11/2019
- f) Nil cash consideration
- g) Nil cash consideration
- h) As part consideration for the Guinea Bauxite Project as noted in the Notice of AGM announced on 18/10/2019
- i) As part consideration for the Guinea Bauxite Project as noted in the Notice of AGM announced on 18/10/2019
- j) Nil cash consideration

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6	Purpose of the issue (If issued as consideration for the acquisition of assets, clearly identify those assets)	<ul style="list-style-type: none"> a) Issue of Shares pursuant to capital raisings announced to the ASX on 6/11/2019 and noted in the Notice of AGM announced on 18/10/2019 to fund exploration activities and working capital. b) Shares issued as part of the Lushoto Bauxite Project consideration as noted in the Notice of AGM announced on 18/10/2019 c) Shares issued as part of the Guinea Bauxite Project consideration as noted in the Notice of AGM announced on 18/10/2019 d) Issue of Options pursuant to capital raising announced and noted in the Notice of AGM announced on 18/10/2019 to fund exploration activities and working capital. e) Issue of Options pursuant to capital raisings announced to the ASX on 6/11/2019 to fund exploration activities and working capital. f) Issued as incentive options to the Company's Managing Director g) Issued in accordance with prior agreements entered into with a former Director h) As part consideration for the Guinea Bauxite Project as noted in the Notice of AGM announced on 18/10/2019 i) As part consideration for the Guinea Bauxite Project as noted in the Notice of AGM announced on 18/10/2019 j) Issued as incentive options to the Company's companies long term Consulting Project Geologist
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	15 November 2019
6c	Number of *securities issued without security holder approval under rule 7.1	31,250,000 Shares 15,625,000 Unlisted Options 2,000,000 Unlisted Options

+ See chapter 19 for defined terms.

6d	Number of +securities issued with security holder approval under rule 7.1A	N/A	
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	LR 7.1 Capacity: 35,609,319 LR 7.1A Capacity: 45,906,212	
7	Dates of entering +securities into uncertificated holdings or despatch of certificates	21 November 2019	
8	Number and +class of all +securities quoted on ASX (including the securities in section 2 if applicable)	Number	+Class
		490,312,124	Fully paid ordinary shares

+ See chapter 19 for defined terms.

		Number	+Class
9	Number and +class of all +securities not quoted on ASX (<i>including</i> the securities in section 2 if applicable)	165,000,001	Unlisted Options (\$0.02, 31 December 2020). 2,500,000 are subject to a vesting condition that the 5 day volume weighted average price of Shares as traded on ASX after the date of issue of the Options is not less than \$0.04.
		25,000,000	Class B Performance Shares*
		10,000,000	6 month Escrow Shares (21 May 2020)
		5,000,000	3 month Voluntary Escrow Shares (20 February 2020)
		103,875,000	Unlisted Options (\$0.02, 20/11/2022)
		20,000,000	Unlisted Options (\$0.02, 30/06/2021)
		10,000,000	Unlisted Options (\$0.02, 31/12/2020)
		12,500,000	Stage 1 Performance Rights
		17,500,000	Stage 2 Performance Rights
10	Dividend policy (in the case of a trust, distribution policy) on the increased capital (interests)	N/A	

* Convertible into Shares on a 1:1 basis subject to conversion of the Class A Performance Shares and an independent third party expert producing a Pre-Feasibility Study (as defined in the JORC Code) which evidences a 15% or greater internal rate of return (using publicly available industry assumptions, including deliverable spot product pricing, which is

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independently verifiable) for the development of the tenements (as acquired in the Tangold Pty Ltd transaction) on or before 6 December 2020. The full terms and conditions are set out in the Notice of Meeting announced to ASX on 26 October 2016.

Part 2 - Bonus issue or pro rata issue (Not Applicable)

Questions 11 to 33 are not applicable

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 (Not Applicable)

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) (Not Applicable)

Questions 38 to 42 are not applicable

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.

+ See chapter 19 for defined terms.

- 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 not available now, 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: /s/.Nicholas Day..... Date: 21 November 2019

Company Secretary

Print name: Nicholas Day

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Appendix 3B – Annexure 1

Calculation of placement capacity under rule 7.1 and rule 7.1A for ⁺eligible entities

Introduced 01/08/12

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 date of issue or agreement to issue	377,812,124
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 Note: <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 	<u>68,750,000</u> fully paid ordinary shares issued on 21 August 2019, ratified at shareholder meeting held on 15 November 2019 <u>12,500,000</u> fully paid ordinary shares issued on 21 November 2019, ratified at shareholder meeting held on 15 November 2019 (the subject of this Appendix 3B)
Subtract the number of fully paid ordinary securities cancelled during that 12 month period	Nil
“A”	459,062,124

⁺ 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	68,859,319
Step 3: Calculate "C", the amount of placement capacity under rule 7.1 that has already been used	
<p>Insert number of equity securities issued or agreed to be issued in that 12 month period <i>not counting</i> those issued:</p> <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 <p>Note:</p> <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> 	<p><u>31,250,000</u> fully paid ordinary shares issued on 21 November 2019 by a placement (<i>the subject of this Appendix 3B</i>).</p> <p><u>2,000,000</u> Unlisted Options on 21 November 2019(<i>the subject of this Appendix 3B</i>)</p> <p><u>15,625,000</u> Unlisted Options on 21 November 2019(<i>the subject of this Appendix 3B</i>)</p>
"C"	48,875,000
Step 4: Subtract "C" from ["A" x "B"] to calculate remaining placement capacity under rule 7.1	
<p>"A" x 0.15</p> <p><i>Note: number must be same as shown in Step 2</i></p>	68,859,319
<p>Subtract "C"</p> <p><i>Note: number must be same as shown in Step 3</i></p>	48,875,000
Total ["A" x 0.15] – "C"	19,984,319 <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>	459,062,124
Step 2: Calculate 10% of “A”	
“D”	0.10 <i>Note: this value cannot be changed</i>
Multiply “A” by 0.10	45,906,212
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 Notes: <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”	nil

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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>	45,906,212
Subtract “E” <i>Note: number must be same as shown in Step 3</i>	nil
Total [“A” x 0.10] – “E”	45,906,212 <i>Note: this is the remaining placement capacity under rule 7.1A</i>

+ See chapter 19 for defined terms.