

28 June 2018

ASX ANNOUNCEMENT

ASX:TAW

CORPORATE DIRECTORY

Non-Executive Chairman

Robert Benussi

Managing Director

Mark Calderwood

Non-Executive Directors

Robert Vassie

Mark Turner

Wei (Vicki) Xie

Chief Financial Officer

Craig Hasson

Joint Company Secretaries

Alexei Fedotov

Claire O'Brien

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ADDENDUM TO NOTICE OF MEETING AND SUPPLEMENTARY PROSPECTUS

Attached is a supplementary prospectus to the section 712 prospectus dated 1 June 2018 issued by Tawana Resources NL (**Tawana** or the **Company**), together with an addendum to the Notice of Meeting dated 1 June 2018, in respect of a general meeting of Shareholders to be held at 10.30am WST on Friday, 6 July 2018 at BDO Australia, 38 Station Street, Subiaco, Western Australia, both in connection with the proposed demerger (by way of capital reduction and distribution) of Cowan Lithium Limited.

The addendum provides an updated summary of the provisions of Cowan Lithium Limited's Constitution relating to holdings of unmarketable parcels of Cowan Shares.

Alexei Fedotov
Company Secretary

CONTACT DETAILS

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TAWANA RESOURCES NL

ACN 085 166 721

SUPPLEMENTARY PROSPECTUS

IMPORTANT NOTICE

This is a supplementary prospectus (**Supplementary Prospectus**) and is intended to be read with the prospectus issued by Tawana Resources NL ACN 085 166 721 and dated 1 June 2018 (**Prospectus**).

This Supplementary Prospectus is dated 28 June 2018 and a copy of this Supplementary Prospectus was lodged with ASIC on that date. ASIC, ASX and JSE take no responsibility for the content of this Supplementary Prospectus.

Other than as set out below, all details of the Prospectus remain unchanged.

Other than as outlined in Section 1, capitalised terms used in this Supplementary Prospectus have the meanings given to them in the Prospectus.

1 Addendum

All references to the "Notice of Meeting" in the Prospectus are replaced with "Notice of Meeting as amended by the Addendum to the Notice of Meeting", and the definition of "Notice of Meeting" in Section 6 (Definitions) of the Prospectus is deleted and replaced with:

"Notice of Meeting" means the Notice of General Meeting of the Company dated 1 June 2018 (as amended by the Addendum to the Notice of Meeting dated 28 June 2018) in which the Capital Reduction Resolution is to be considered."

The Addendum to the Notice of Meeting is included as Attachment 1 to this Supplementary Prospectus.

2 Directors' authorisation

This Supplementary Prospectus is issued by the Company and its issue has been authorised by a resolution of the Directors.

In accordance with section 720 of the Corporations Act, each Director has consented to the lodgement of this Supplementary Prospectus with ASIC and has not withdrawn that consent.



Mark Calderwood
Managing Director

For and on behalf of Tawana Resources NL
28 June 2018

Attachment 1
Addendum to the Notice of Meeting

TAWANA RESOURCES NL

ACN 085 166 721

ADDENDUM TO NOTICE OF GENERAL MEETING

Tawana Resources NL (ACN 085 166 721) (**Tawana**), hereby gives notice to shareholders of Tawana that, in relation to the Notice of General Meeting dated 1 June 2018 (**Notice of Meeting**) in respect of a general meeting of Shareholders to be held at 10.30am WST on Friday, 6 July 2018 at BDO Australia, 38 Station Street, Subiaco, Western Australia, the Directors have determined to issue this addendum to the Notice of Meeting (**Addendum**) for the purposes set out below.

Definitions in the Notice of Meeting have the same meaning in this Addendum unless otherwise updated in this Addendum.

The Notice of Meeting is amended as follows:

1. AMENDMENT TO THE NOTICE OF MEETING

By this Addendum, item 8 of Schedule 6 of the Notice of Meeting is replaced with the following:

8 Small holdings

If Cowan Lithium becomes listed on ASX, the Cowan Directors may give a divestment notice to a Cowan Shareholder whose holding of Cowan Shares is valued at less than a marketable parcel of shares under the ASX Listing Rules (**Small Holder**).

The divestment notice notifies a Small Holder that Cowan Lithium intends to sell the Cowan Shares the subject of the divestment notice.

Subject to the right of Cowan directors outlined in the paragraph immediately below, a Small Holder may at any time during the 6 week period following the date of the divestment notice notify Cowan Lithium in writing that the Cowan Shareholder wishes to retain its Cowan Shares (i.e. to "opt-out") and, if the Small Holder does so, Cowan Lithium will not be entitled to sell the Cowan Shares the subject of that divestment notice.

If the Small Holder's holding of Cowan Shares was valued at less than a marketable parcel of shares under the ASX Listing Rules at the time the Small Holder acquired the Cowan Shares, the Cowan Directors may elect to sell the Cowan Shares held by a Small Holder without affording the shareholder the "opt-out" right described above.

If the Cowan Directors decide to give a divestment notice to a Small Holder, it may be in reliance on the relief granted by *ASIC Corporations (Share and Interest Sale Facilities) Instrument 2018/99*. If so relied upon, Cowan Lithium would comply with all of the conditions to the relief set out in *ASIC Corporations (Share and Interest Sale Facilities) Instrument 2018/99*, including providing disclosure to Cowan Shareholders of:

- (a) the market value of the Cowan Shares to be sold;
- (b) how the small holdings sale facility works;

- (c) how the proceeds of sale of the Cowan Shares will be allocated between Small Holders; and
- (d) what a Small Holder can do instead of participating in the small holdings sale facility.

2. IMPORTANT INFORMATION

This Addendum is supplemental to the original Notice of Meeting and should be read in conjunction with the original Notice of Meeting. Save for the amendments set out above, all resolutions and the Explanatory Statement in the original Notice of Meeting remain unchanged.

3. ENQUIRIES

Shareholders are requested to contact the Company Secretary on +61 8 9489 2600 if they have any queries in respect of the matters set out in this document.

Dated: 28 June 2018
By order of the Board



Alexei Fedotov
Company Secretary