

Form 604Corporations Act 2001
Section 671B**Notice of change of interests of substantial holder**To Company Name/Scheme **LIONTOWN RESOURCES LIMITED**ACN/ARSN **118 153 825****1. Details of substantial holder (1)**Name **Timothy R B Goyder**

ACN/ARSN (if applicable)

There was a change in the interests of the
substantial holder on **28/03/2019**The previous notice was given to the company on **22/03/2019**The previous notice was dated **25/03/2019****2. Previous and present voting power**

The total number of votes attached to all the voting shares in the company or voting interests in the scheme that the substantial holder or an associate (2) had a relevant interest (3) in when last required, and when now required, to give a substantial holding notice to the company or scheme, are as follows:

Class of securities (4)	Previous notice		Present notice	
	Person's votes	Voting power (5)	Person's votes	Voting power (5)
Fully Paid Ordinary Shares	271,421,980	18.99%	271,421,980	17.97%

3. Changes in relevant interests

Particulars of each change in, or change in the nature of, a relevant interest of the substantial holder or an associate in voting securities of the company or scheme, since the substantial holder was last required to give a substantial holding notice to the company or scheme are as follows:

Date of change	Person whose relevant interest changed	Nature of change (6)	Consideration given in relation to change (7)	Class and number of securities affected	Person's votes affected
Refer Annexure A					

4. Present relevant interests

Particulars of each relevant interest of the substantial holder in voting securities after the change are as follows:

Holder of relevant interest	Registered holder of securities	Person entitled to be registered as holder (8)	Nature of relevant interest (6)	Class and number of securities	Person's votes
Refer Annexure A					

5. Changes in association

The persons who have become associates (2) of, ceased to be associates of, or have changed the nature of their association (9) with, the substantial holder in relation to voting interests in the company or scheme are as follows:

Name and ACN/ARSN (if applicable)	Nature of association
Not Applicable	

6. Addresses

The addresses of persons named in this form are as follows:

Name	Address
Timothy R B Goyder, The Goyder Family Trust and TRB Goyder Superannuation Fund	C/- Level 2, 1292 Hay Street, West Perth WA 6005
Linda Sullivan and Equity Trustees Superannuation Limited	C/- Level 2, 1292 Hay Street, West Perth WA 6005

Signature

print name **Timothy R B Goyder** capacity **Registered holder and Director of Plato Prospecting Pty Ltd**

sign here



date **28/03/2019**

DIRECTIONS

- (1) If there are a number of substantial holders with similar or related relevant interests (eg. a corporation and its related corporations, or the manager and trustee of an equity trust), the names could be included in an annexure to the form. If the relevant interests of a group of persons are essentially similar, they may be referred to throughout the form as a specifically named group if the membership of each group, with the names and addresses of members is clearly set out in paragraph 6 of the form.
- (2) See the definition of "associate" in section 9 of the Corporations Act 2001.
- (3) See the definition of "relevant interest" in sections 608 and 671B(7) of the Corporations Act 2001.
- (4) The voting shares of a company constitute one class unless divided into separate classes.
- (5) The person's votes divided by the total votes in the body corporate or scheme multiplied by 100.
- (6) Include details of:
 - (a) any relevant agreement or other circumstances because of which the change in relevant interest occurred. If subsection 671B(4) applies, a copy of any document setting out the terms of any relevant agreement, and a statement by the person giving full and accurate details of any contract, scheme or arrangement, must accompany this form, together with a written statement certifying this contract, scheme or arrangement; and
 - (b) any qualification of the power of a person to exercise, control the exercise of, or influence the exercise of, the voting powers or disposal of the securities to which the relevant interest relates (indicating clearly the particular securities to which the qualification applies).

See the definition of "relevant agreement" in section 9 of the Corporations Act 2001.

- (7) Details of the consideration must include any and all benefits, money and other, that any person from whom a relevant interest was acquired has, or may, become entitled to receive in relation to that acquisition. Details must be included even if the benefit is conditional on the happening or not of a contingency. Details must be included of any benefit paid on behalf of the substantial holder or its associate in relation to the acquisitions, even if they are not paid directly to the person from whom the relevant interest was acquired.
- (8) If the substantial holder is unable to determine the identity of the person (eg. if the relevant interest arises because of an option) write "unknown".
- (9) Give details, if appropriate, of the present association and any change in that association since the last substantial holding notice.

**This is Annexure 'A' of two pages referred to in form 604
Notice of changes of interests of substantial holder**

**LIONTOWN RESOURCES LTD
ACN: 118 153 825**

QUESTION THREE

Changes in relevant interests

Date of change	Person whose relevant interest changed	Nature of change	Consideration given in relation to change	Class and number of securities affected	Person's votes affected
28 March 2019	Timothy R B Goyder Goyder Family Trust TRB Goyder Superannuation Fund Linda Sullivan Equity Trustees Superannuation Limited <AMG Super – L Sullivan>	Relevant interests' voting power reduced due to the issue of 81,687,679 fully paid ordinary shares as part of the shortfall under the 1 for 5 non-renounceable pro rata entitlement offer, announced on 14 February 2019.	N/A	123,794,179 fully paid ordinary shares 138,771,717 fully paid ordinary shares 5,616,084 fully paid ordinary shares 3,240,000 fully paid ordinary shares	123,794,179 138,771,717 5,616,084 3,240,000

QUESTION FOUR

Present relevant interests

Holder of relevant interest	Registered holder of securities	Person entitled to be registered as holder	Nature of relevant interest	Class and number of shares	Person's votes
Timothy R B Goyder	Timothy R B Goyder	Timothy R B Goyder	Direct interest	123,794,179 Ordinary	123,794,179 Ordinary
Plato Prospecting Pty Ltd as trustee for Goyder Family Trust	Plato Prospecting Pty Ltd as trustee for Goyder Family Trust	Plato Prospecting Pty Ltd as trustee for Goyder Family Trust	Indirect interest Timothy Goyder has a relevant interest in these shares by virtue of the Corporations Act 2001 as he is the sole director of Plato Prospecting Pty Ltd and he owns 100% of the issued capital of Plato Prospecting Pty Ltd.	138,771,717 Ordinary	138,771,717 Ordinary
Plato Prospecting Pty Ltd as trustee for TRB Goyder Superannuation Fund	Plato Prospecting Pty Ltd as trustee for TRB Goyder Superannuation Fund	Plato Prospecting Pty Ltd as trustee for TRB Goyder Superannuation Fund	Indirect interest Timothy Goyder has a relevant interest in these shares by virtue of the Corporations Act 2001 as he is the sole director of Plato Prospecting Pty Ltd and he owns 100% of the issued capital of Plato Prospecting Pty Ltd. Timothy Goyder is a beneficiary under the TRB Goyder Superannuation Fund.	5,616,084 Ordinary	5,616,084 Ordinary
Linda Sullivan	Linda Sullivan	Linda Sullivan	Indirect interest Linda Sullivan is the spouse of Timothy Goyder.	1,800,000 Ordinary	1,800,000 Ordinary
Linda Sullivan	Equity Trustees Superannuation Limited <AMG Super – L Sullivan>	Equity Trustees Superannuation Limited <AMG Super – L Sullivan>	Indirect interest Linda Sullivan is the spouse of Timothy Goyder and is a beneficiary under Equity Trustees Superannuation Limited <AMG Super – L Sullivan>.	1,440,000 Ordinary	1,440,000 Ordinary