

**Form 604**Corporations Act 2001  
Section 671B**Notice of change of interests of substantial holder**To Company Name/Scheme Liontown Resources LimitedACN/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 on31/03/2016

The previous notice was given to the company on

25/08/2015

The previous notice was dated

25/08/2015**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)
<b>Refer Annexure A</b>				

**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
<b>Refer Annexure A</b>					

**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
<b>Refer Annexure A</b>					


## 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
Refer to Annexure A	

## 6. Addresses

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

Name	Address
Refer Annexure A	

## Signature

print name	Tim R B Goyder	capacity	Director (Plato Prospecting Pty Ltd)
sign here		date	01/04/2016

## 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 ONE**

Name of substantial shareholder	Timothy Rupert Barr Goyder ("Timothy Goyder")
	Plato Prospecting Pty Ltd ("Plato Prospecting") (ACN: 008 964 896)
	Plato Prospecting Pty Ltd (ACN: 008 964 896) As Trustee for the TRB Goyder Superannuation Fund ("Goyder Super Fund")
	Linda Sullivan ("Linda Sullivan")

**QUESTION TWO**

**Previous and present voting power**

		Previous notice		Present Notice	
		Person's votes	Voting power	Person's votes	Voting power
ORDINARY	Plato Prospecting	96,369,247	16.72%	96,369,247	14.37%
ORDINARY	Goyder Super Fund	3,900,058	0.68%	3,900,058	0.58%
ORDINARY	Timothy Goyder	55,130,933	9.57%	55,634,845	8.30%
ORDINARY	Linda Sullivan	1,250,000	0.22%	1,250,000	0.19%
ORDINARY	Timothy Goyder	156,650,238	27.19%	157,154,150	23.44%*
	Total				

\*Based on shares outstanding of 670,450,402

**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
31 March 2016	Timothy Goyder Plato Prospecting Goyder Superfund Linda Sullivan	Change in holding due to an increase in the issued capital of Liontown Resources Limited.		Fully paid ordinary shares	
25 November 2015	Timothy Goyder	Issue of shares in lieu of directors fees outstanding, as approved by Liontown Shareholders at the Company's 2015 AGM.		383,286 ordinary	383,286 ordinary
11 September 2015	Timothy Goyder	On market purchase	\$487.81	120,626 ordinary	120,626 ordinary

#### 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
Plato Prospecting Pty Ltd	Plato Prospecting Pty Ltd	Plato Prospecting Pty Ltd	Plato Prospecting is entitled to be the registered holder of 96,369,247 ordinary shares.  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 and he owns 100% of the issued capital of Plato Prospecting.	96,369,247 ordinary	96,369,247 ordinary
Goyder Super Fund	Goyder Super Fund	Goyder Super Fund	Plato Prospecting ATF Goyder Super Fund is entitled to be the registered holder of 3,900,058 ordinary shares.  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 and he owns 100% of the issued capital of Plato Prospecting. Timothy Goyder is a beneficiary under the Goyder Superannuation Fund.	3,900,058 ordinary	3,900,058 ordinary
Timothy Goyder	Timothy Goyder	Timothy Goyder	Timothy Goyder is entitled to be the registered holder of 55,634,845 shares.	55,634,845 ordinary	55,634,845 Ordinary
Linda Sullivan	Linda Sullivan	Linda Sullivan	Linda Sullivan is the spouse of Timothy Goyder and is entitled to be the registered holder of 1,250,000 shares.	1,250,000 ordinary	1,250,000 ordinary

#### QUESTION FIVE

Changes in Association	Name & ACN	Nature of Association
Not Applicable		

#### QUESTION SIX

##### Addresses

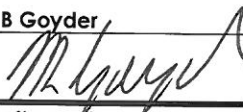
The addresses of persons named in this form are:

Name	Address
Plato Prospecting	c/o 2/1292 Hay Street, West Perth, WA, 6005
Goyder Super Fund	c/o 2/1292 Hay Street, West Perth, WA, 6005
Timothy Goyder	c/o 2/1292 Hay Street, West Perth, WA, 6005
Linda Sullivan	c/o 2/1292 Hay Street, West Perth, WA 6005

#### Signature

Name Timothy R B Goyder

sign here



date 01/04/2016

In his capacity as director of Plato Prospecting Pty Ltd