



TECHNOLOGY
METALS AUSTRALIA LIMITED

ASX Announcement

27 December 2018

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Directors

Michael Fry:
Chairman

Ian Prentice:
Managing Director

Sonu Cheema:
Director and Company Secretary

Issued Capital

50,043,334 ("TMT") Fully Paid Ordinary Shares

20,000,000 Fully Paid Ordinary Shares classified as restricted securities

6,133,333 – Quoted Options ("TMTO") exercisable at \$0.40 on or before 24 May 2020

20,598,334 – Unquoted Options – various exercise prices and dates

ASX Code: TMT, TMTO

FRA Code: TN6



RELEASE OF SECURITIES FROM ASX MANDATORY ESCROW

Technology Metals Australia Limited (ASX: **TMT**) ("**Technology Metals**" or the "**Company**") wishes to advise that the following securities have been released from ASX mandatory escrow:

(a) 22,510,000 fully paid ordinary shares (**Mandatory Escrowed Shares**).

An Appendix 3B notice is enclosed in relation to the quotation of the Mandatory Escrowed Shares.

Voluntary escrow of portion of Mandatory Escrowed Shares

The Company wishes to further advise that, notwithstanding that the Company is applying for quotation of the Mandatory Escrowed Shares, as a result of the execution of voluntary escrow agreements between the Company and the major holders of those securities on 27 December 2018, 20,000,000 of the Mandatory Escrowed Shares will be subject to voluntary escrow until 30 June 2019.

For, and on behalf of, the Board of the Company,

Sonu Cheema
Director and Company Secretary
Technology Metals Australia Limited

- ENDS -

--Rule 2.7, 3.10.3, 3.10.4, 3.10.5

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, 04/03/13

Name of entity

Technology Metals Australia Limited

ACN

612 531 389

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 | Not applicable |
| 2 | Number of +securities issued or to be issued (if known) or maximum number which may be issued | Not applicable |
| 3 | Principal terms of the +securities (e.g. 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) | Not applicable |
| 4 | Do the +securities rank equally in all respects from the +issue | Not applicable |

+ See chapter 19 for defined terms.

<p>date 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 	
<p>5 Issue price or consideration</p>	<p>Not applicable</p>
<p>6 Purpose of the issue (If issued as consideration for the acquisition of assets, clearly identify those assets)</p>	<p>Not applicable</p>
<p>6a Is the entity an +eligible entity that has obtained security holder approval under rule 7.1A?</p> <p>If Yes, complete sections 6b – 6h in relation to the +securities the subject of this Appendix 3B, and comply with section 6i</p>	<p>Yes.</p>
<p>6b The date the security holder resolution under rule 7.1A was passed</p>	<p>16 November 2018.</p>
<p>6c Number of +securities issued without security holder approval under rule 7.1</p>	<p>Nil.</p>
<p>6d Number of +securities issued with security holder approval under rule 7.1A</p>	<p>Nil.</p>

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.	Not applicable							
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	Not applicable							
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	<u>Remaining Issue Capacity under Rule 7.1</u> 10,506,500 Shares <u>Remaining Issue Capacity under Rule 7.1A</u> 7,004,333 Shares							
7	+Issue dates Note: The issue date may be prescribed by ASX (refer to the definition of issue date in rule 19.12). For example, the issue date for a pro rata entitlement issue must comply with the applicable timetable in Appendix 7A. Cross reference: item 33 of Appendix 3B.	Not applicable							
8	Number and +class of all +securities quoted on ASX (including the +securities in section 2 if applicable)	<table border="1"> <thead> <tr> <th>Number</th> <th>+Class</th> </tr> </thead> <tbody> <tr> <td>47,533,334</td> <td>Fully paid ordinary shares</td> </tr> <tr> <td>6,133,333</td> <td>Options exercisable at \$0.40 each on or before 24 May 2020.</td> </tr> </tbody> </table>	Number	+Class	47,533,334	Fully paid ordinary shares	6,133,333	Options exercisable at \$0.40 each on or before 24 May 2020.	
Number	+Class								
47,533,334	Fully paid ordinary shares								
6,133,333	Options exercisable at \$0.40 each on or before 24 May 2020.								
9	Number and +class of all +securities not quoted on ASX	<table border="1"> <thead> <tr> <th>Number</th> <th>+Class</th> </tr> </thead> <tbody> <tr> <td>22,510,000¹</td> <td>Fully paid ordinary shares.</td> </tr> </tbody> </table>	Number	+Class	22,510,000 ¹	Fully paid ordinary shares.			
Number	+Class								
22,510,000 ¹	Fully paid ordinary shares.								

+ See chapter 19 for defined terms.

Appendix 3B
New issue announcement

<i>(including the ⁺securities in section 2 if applicable)</i>	14,590,000	Unquoted options exercisable at \$0.25 on or before 31 December 2019.
	2,750,000	Unquoted options exercisable at \$0.35 each on or before 12 January 2021.
	3,258,334	Unquoted options exercisable at \$0.40 each on or before 24 May 2020.

¹Released from ASX mandatory escrow on 21 December 2018 and subject to application for quotation in accordance with Part 3 of this notice.

10 Dividend policy (in the case of a trust, distribution policy) on the increased capital (interests)	Not applicable
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Part 2 - Pro rata issue

11 Is security holder approval required?	Not applicable
12 Is the issue renounceable or non-renounceable?	Not applicable
13 Ratio in which the ⁺ securities will be offered	Not applicable
14 ⁺ Class of ⁺ securities to which the offer relates	Not applicable
15 ⁺ Record date to determine entitlements	Not applicable
16 Will holdings on different registers (or subregisters) be aggregated for calculating entitlements?	Not applicable
17 Policy for deciding entitlements in relation to fractions	Not applicable
18 Names of countries in which the entity has security holders who will not be sent new offer documents	Not applicable

Note: Security holders must be told how their entitlements are to be dealt with.

Cross reference: rule 7.7.

19	Closing date for receipt of acceptances or renunciations	Not applicable
20	Names of any underwriters	Not applicable
21	Amount of any underwriting fee or commission	Not applicable
22	Names of any brokers to the issue	Not applicable
23	Fee or commission payable to the broker to the issue	Not applicable
24	Amount of any handling fee payable to brokers who lodge acceptances or renunciations on behalf of security holders	Not applicable
25	If the issue is contingent on security holders' approval, the date of the meeting	Not applicable
26	Date entitlement and acceptance form and offer documents will be sent to persons entitled	Not applicable
27	If the entity has issued options, and the terms entitle option holders to participate on exercise, the date on which notices will be sent to option holders	Not applicable
28	Date rights trading will begin (if applicable)	Not applicable
29	Date rights trading will end (if applicable)	Not applicable
30	How do security holders sell their entitlements <i>in full</i> through a broker?	Not applicable
31	How do security holders sell <i>part</i> of their entitlements through a broker and accept for the balance?	Not applicable

+ See chapter 19 for defined terms.

- | | | |
|----|--|----------------|
| 32 | How do security holders dispose of their entitlements (except by sale through a broker)? | Not applicable |
| 33 | +Issue date | 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

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)

38	Number of +securities for which +quotation is sought	22,510,000 ¹						
	¹ 20,000,000 to be subject to voluntary escrow until 30 June 2019.							
39	+Class of +securities for which quotation is sought	Fully paid ordinary shares						
40	<p>Do the +securities rank equally in all respects from the +issue date with an existing +class of quoted +securities?</p> <p>If the additional +securities do not rank equally, please state:</p> <ol style="list-style-type: none"> 1) the date from which they do 2) the extent to which they participate for the next dividend, (in the case of a trust, distribution) or interest payment 3) the extent to which they do not rank equally, other than in relation to the next dividend, distribution or interest payment 	Yes						
41	<p>Reason for request for quotation now</p> <p style="font-size: small;">Example: In the case of restricted securities, end of restriction period</p> <p>(if issued upon conversion of another +security, clearly identify that other +security)</p>	<p>Application for quotation of fully paid ordinary shares following release from escrow of securities on 21 December 2018.</p>						
42	Number and +class of all +securities quoted on ASX (including the +securities in clause 38)	<table border="1" style="width: 100%; border-collapse: collapse;"> <thead> <tr> <th style="width: 50%;">Number</th> <th style="width: 50%;">+Class</th> </tr> </thead> <tbody> <tr> <td style="text-align: center;">70,043,334</td> <td style="text-align: center;">Fully paid ordinary shares</td> </tr> <tr> <td style="text-align: center;">6,133,333</td> <td style="text-align: center;">Options exercisable at \$0.40 each on or before 24 May 2020.</td> </tr> </tbody> </table>	Number	+Class	70,043,334	Fully paid ordinary shares	6,133,333	Options exercisable at \$0.40 each on or before 24 May 2020.
Number	+Class							
70,043,334	Fully paid ordinary shares							
6,133,333	Options exercisable at \$0.40 each on or before 24 May 2020.							

Quotation agreement

1 +Quotation of our additional +securities is in ASX’s absolute discretion. ASX may quote the +securities on any conditions it decides.

+ See chapter 19 for defined terms.

2 We warrant the following to ASX.

- 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 is not available now, we 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: Date: ...27 December 2018.....
(Company secretary)

Print name:Sonu Cheema.....

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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 Amended 04/03/13

Part 1

Rule 7.1 – Issues exceeding 15% of capital	
<i>Step 1: Calculate “A”, the base figure from which the placement capacity is calculated</i>	
<i>Insert</i> number of fully paid +ordinary securities on issue 12 months before the +issue date or date of agreement to issue	35,100,001
<i>Add</i> 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 <p><i>Note:</i></p> <ul style="list-style-type: none"> • <i>Include only ordinary securities here – other classes of equity securities cannot be added</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> 	10,000,000 (Class B Performance Shares converted FPO shares) 10,000,000 (Share Placement approved by shareholders at the general meeting on 11 May 2018) 1,243,333 (Option Conversion) Acquisition of Prospecting Licence – 200,000 FPO Shares Acquisition of the 1.5% net profit interest (Royalty) over E51/1510 and P51/2785 – 1,500,000 FPO Shares 12,000,000 (Placement – October 2018)
<i>Subtract</i> the number of fully paid +ordinary securities cancelled during that 12 month period	Nil
“A”	70,043,334

+ 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	10,506,500
Step 3: Calculate “C”, the amount of placement capacity under rule 7.1 that has already been used	
<p><i>Insert</i> 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><i>Note:</i></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> 	
“C”	-
Step 4: Subtract “C” from [“A” x “B”] to calculate remaining placement capacity under rule 7.1	
“A” x 0.15 <i>Note: number must be same as shown in Step 2</i>	10,506,500
Subtract “C” <i>Note: number must be same as shown in Step 3</i>	-
Total [“A” x 0.15] – “C”	10,506,500 <i>[Note: this is the remaining placement capacity under rule 7.1]</i>

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>	70,043,334
Step 2: Calculate 10% of “A”	
“D”	0.10 <i>Note: this value cannot be changed</i>
Multiply “A” by 0.10	7,004,333
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”	-

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>	7,004,333

+ See chapter 19 for defined terms.

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Subtract "E" <i>Note: number must be same as shown in Step 3</i>	-
Total ["A" x 0.10] – "E"	7,004,333 <i>Note: this is the remaining placement capacity under rule 7.1A</i>