



TECHNOLOGY
METALS AUSTRALIA LIMITED

ASX Announcement

26 February 2019

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Directors

Michael Fry:
Chairman

Ian Prentice:
Managing Director

Sonu Cheema:
Director and Company Secretary

Issued Capital

67,554,167 ("TMT") Fully Paid
Ordinary Shares quoted on ASX

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 Codes: TMT, TMTO

FRA Code: TN6



COMPLETION OF SHARE PLACEMENT TO RAISE \$4,552,817

Technology Metals Australia Limited (ASX: **TMT**) ("**Technology Metals**" or the "**Company**") is pleased to announce subsequent to the announcement on 18 February 2019, the Company has now issued a total of 17,510,833 fully paid ordinary shares ("**Placement Shares**") at a price of \$0.26 per share to raise \$4,522,817 before costs ("**Placement**").

The Placement Shares were issued under the Company's capacity pursuant to ASX Listing Rule 7.1 (10,506,500 Shares) and 7.1A (7,004,333 Shares). Monies raised will be used to advance the Definitive Feasibility Study ("**DFS**") on the Company's wholly owned Gabanintha Vanadium Project and for working capital purposes.

As disclosed in the release on 18 February 2019, the Placement Shares included a free attaching option ("**Placement Option**") on a 1 for 2 basis (therefore 8,755,417 Placement Options) subject to Shareholder approval pursuant to Listing Rule 7.1 to be sought at the Company's forthcoming general meeting of shareholders (**GM**). The Company notes that the Placement Options are an existing class of security, being listed options to acquire a Share exercisable at \$0.40 on or before 24 May 2020 (ASX: TMTO).

Additional disclosure under ASX Listing Rule 3.10.5A

The Company provides the following additional information as required under ASX Listing Rule 3.10.5A in respect of the Placement Shares issued under the Company's additional 10% placement capacity pursuant to ASX Listing Rule 7.1A:

1. The dilutive effect of the Placement on existing shareholders is as follows:

TMT Placement	Shares	%
Number of shares on issue prior to Placement	70,043,334	80.00
Dilution as a result of issue under ASX LR7.1A	7,004,333	8.00
Dilution as a result of issue under ASX LR7.1	10,506,500	12.00
Number of shares on issue following Placement	87,554,167	100.00

The shares issued under ASX Listing Rule 7.1A were issued to both new and existing shareholders of the Company.

2. The shares issued under ASX Listing Rule 7.1A were issued to sophisticated and professional investors under the Placement. The decision to conduct a placement pursuant to ASX Listing Rule 7.1A was considered by the Board of the Company to be the most efficient and effective mechanism to raise capital to fund the DFS and working capital activities of the Gabanintha Project.

3. There were no underwriting arrangements entered into as a part of the Placement.

4. The fee payable to the joint lead managers engaged by the Company in connection with the Placement comprises an aggregate cash fee of 6% of the funds raised pursuant to the Placement.

CLEANSING NOTICE UNDER SECTION 708A OF THE CORPORATIONS ACT 2001 (CTH)

Technology Metals Australia Limited (**TMT** or **the Company**) (**ASX: TMT**) advises that it has issued 17,510,833 fully paid ordinary shares at an issue price of \$0.26 to raise \$4,552,817 under a placement to sophisticated and professional investors (**Placement**). Details of the Placement are set out in the Company's ASX announcement dated 18 February 2019 and the attached Appendix 3B.

The Company gives this Notice under section 708A(5)(e) of the Corporations Act 2001 (Cth) (**Corporations Act**).

The placement shares were issued without disclosure to investors under Part 6D.2 of the Corporations Act.

As at the date of this Notice, the Company has complied with:

- the provisions of Chapter 2M of the Corporations Act as they apply to the Company; and
- section 674 of the Corporations Act.

As at the date of this Notice, there is no excluded information for the purposes of section 708A(7) and 708A(8) of the Corporations Act that is reasonable for investors and their professional advisers to expect to find in a disclosure document.

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

Sonu Cheema

Director and Company Secretary

Technology Metals Australia Limited

- ENDS -

About Technology Metals Australia Limited

Technology Metals Australia Limited (ASX: TMT) was incorporated on 20 May 2016 for the primary purpose of identifying exploration projects in Australia and overseas with the aim of discovering commercially significant mineral deposits. The Company's primary exploration focus is on the Gabanintha Vanadium Project located 40 km south east of Meekatharra in the mid-west region of Western Australia with the aim to develop this project to potentially supply high-quality V₂O₅ flake product to both the steel market and the emerging vanadium redox battery (VRB) market. The Project consists of seven granted tenements (and two Mining Lease applications). Vanadium mineralisation is hosted by a north west – south east trending layered mafic igneous unit with a distinct magnetic signature. Mineralisation at Gabanintha is similar to the Windimurra Vanadium Deposit, located 270km to the south, and the Barrambie Vanadium-Titanium Deposit, located 155km to the south east. The key difference between Gabanintha and these deposits is the consistent presence of the high grade massive vanadium – titanium – magnetite basal unit, which results in an overall higher grade for the Gabanintha Vanadium Project. Data from the Company's 2017 drilling programs (85 RC holes (for 8,386 m) and 13 HQ diamond holes (for 1,235.5 m) at the Northern Block and 23 RC holes (for 2,232 m) at the Southern Tenement) has been used by independent geological consultants CSA Global to generate a global Inferred and Indicated Mineral Resource estimate, reported in accordance with the JORC Code 2012 edition, for the Project. The Resource estimate confirmed the position of the Gabanintha Vanadium Project as one of the highest grade vanadium projects in the world.

--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 | Fully Paid Ordinary Shares ("FPO Shares") |
| 2 | Number of +securities issued or to be issued (if known) or maximum number which may be issued | 17,510,833 FPO Shares |
| 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) | Fully paid ordinary shares ranking equally with existing ordinary shares. |
| 4 | Do the +securities rank equally in all respects from the +issue date | Yes, rank equally with existing quoted shares. |

+ See chapter 19 for defined terms.

Appendix 3B
New issue announcement

with an existing +class of quoted +securities?	
<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 	
5 Issue price or consideration	\$0.26 per share for total consideration of \$4,522,817
6 Purpose of the issue (If issued as consideration for the acquisition of assets, clearly identify those assets)	Monies raised will be used to advance the Definitive Feasibility Study (“DFS”) on the Company’s wholly owned Gabanintha Vanadium Project and for working capital purposes.
6a Is the entity an +eligible entity that has obtained security holder approval under rule 7.1A? If Yes, complete sections 6b – 6h in relation to the +securities the subject of this Appendix 3B, and comply with section 6i	Yes
6b The date the security holder resolution under rule 7.1A was passed	16 November 2018
6c Number of +securities issued without security holder approval under rule 7.1	10,506,500 fully paid ordinary shares
6d Number of +securities issued with security holder approval under rule 7.1A	7,004,333 fully paid ordinary shares

6e Number of +securities issued with security holder approval under rule 7.3, or another specific security holder approval (specify date of meeting) N/A

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. Yes. On 22 February 2019, 15 day VWAP: \$0.3044 based on trading days of recorded trades prior to the date the issue price was agreed (18 February 2019) 75% of 15 day VWAP: \$0.2283 Source: Commsec

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 Remaining Issue Capacity under Rule 7.1
Nil
Remaining Issue Capacity under Rule 7.1A
Nil

7 +Issue dates 25 February 2019
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.

8	Number and +class of all +securities quoted on ASX (including the +securities in section 2 if applicable)	Number	+Class
		67,554,167 6,133,333	Fully Paid Ordinary Shares (TMTO) options exercisable at \$0.40 each on or before 24 May 2020.

9	Number and +class of all +securities not quoted on ASX	Number	+Class
		20,000,000 ¹	Fully Paid Ordinary Shares classified as restricted securities.

+ See chapter 19 for defined terms.

Appendix 3B
New issue announcement

(including the ⁺ securities in section 2 if applicable)	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.
<i>'20,000,000 FPO shares subject to voluntary escrow until 30 June 2019.</i>		
10 Dividend policy (in the case of a trust, distribution policy) on the increased capital (interests)	N/A	

Part 2 - Pro rata issue

11	Is security holder approval required?	N/A
12	Is the issue renounceable or non-renounceable?	N/A
13	Ratio in which the ⁺ securities will be offered	N/A
14	⁺ Class of ⁺ securities to which the offer relates	N/A
15	⁺ Record date to determine entitlements	N/A
16	Will holdings on different registers (or subregisters) be aggregated for calculating entitlements?	N/A
17	Policy for deciding entitlements in relation to fractions	N/A
18	Names of countries in which the entity has security holders who will not be sent new offer documents	N/A
	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	N/A
20	Names of any underwriters	N/A
21	Amount of any underwriting fee or commission	N/A
22	Names of any brokers to the issue	N/A
23	Fee or commission payable to the broker to the issue	N/A
24	Amount of any handling fee payable to brokers who lodge acceptances or renunciations on behalf of security holders	N/A
25	If the issue is contingent on security holders' approval, the date of the meeting	N/A
26	Date entitlement and acceptance form and offer documents will be sent to persons entitled	N/A
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	N/A
28	Date rights trading will begin (if applicable)	N/A
29	Date rights trading will end (if applicable)	N/A
30	How do security holders sell their entitlements <i>in full</i> through a broker?	N/A
31	How do security holders sell <i>part</i> of their entitlements through a broker and accept for the balance?	N/A

+ See chapter 19 for defined terms.

- | | | |
|----|--|-----|
| 32 | How do security holders dispose of their entitlements (except by sale through a broker)? | N/A |
| 33 | +Issue date | N/A |

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 N/A

39 +Class of +securities for which quotation is sought N/A

40 Do the +securities rank equally in all respects from the +issue date with an existing +class of quoted +securities?

If the additional +securities do not rank equally, please state:

- 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

N/A

41 Reason for request for quotation now

Example: In the case of restricted securities, end of restriction period

(if issued upon conversion of another +security, clearly identify that other +security)

N/A

	Number	+Class
42 Number and +class of all +securities quoted on ASX (including the +securities in clause 38)	N/A	N/A

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 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: ...26 February 2019.....
(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	
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 the +issue date or date of agreement to issue	35,100,001
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 <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> 	<p style="text-align: center;">10,000,000 (Class B Performance Shares converted FPO shares)</p> <p style="text-align: center;">10,000,000 (Share Placement approved by shareholders at the general meeting on 11 May 2018)</p> <p style="text-align: center;">1,243,333 (Option Conversion)</p> <p style="text-align: center;">Acquisition of Prospecting Licence - 200,000 FPO Shares (Approved by Shareholders at AGM on 16 November 2018)</p> <p style="text-align: center;">Acquisition of the 1.5% net profit interest (Royalty) over E51/1510 and P51/2785 1,500,000 FPO Shares (Approved by Shareholders at AGM on 16 November 2018)</p> <p style="text-align: center;">12,000,000 (Share Placement approved by shareholders at the AGM on 16 November 2018)</p>
Subtract 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>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><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> 	Placement Shares – 10,506,500 FPO Shares
“C”	10,506,500
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>	10,506,500
Total [“A” x 0.15] – “C”	Nil <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 <i>Notes:</i> <ul style="list-style-type: none"> • <i>This applies to equity securities – 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>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</i> • <i>It may be useful to set out issues of securities on different dates as separate line items</i> 	Placement Shares – 7,004,333 FPO Shares
“E”	7,004,333

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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New issue announcement

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