



SAYONA MINING LIMITED ACN 091 951 978

PROSPECTUS

This Prospectus is being issued for an offer of up to 174,459,177 Shares of the Company at an issue price of C\$0.2866 (A\$0.315) per Share.

THIS IS A TRANSACTION-SPECIFIC PROSPECTUS ISSUED IN ACCORDANCE WITH SECTION 713 OF THE CORPORATIONS ACT.

THIS IS AN IMPORTANT DOCUMENT AND REQUIRES YOUR IMMEDIATE ATTENTION. IT SHOULD BE READ IN ITS ENTIRETY.

IF YOU ARE IN DOUBT ABOUT WHAT TO DO, YOU SHOULD CONSULT YOUR PROFESSIONAL ADVISER WITHOUT DELAY.

Important Information

This Prospectus is dated 7 March 2023 and was lodged with ASIC on that date with the consent of all Directors. Neither ASIC nor ASX nor their respective officers take any responsibility for the contents of this Prospectus.

No Shares will be issued on the basis of this Prospectus any later than 13 months after the date of this Prospectus (being the expiry date of this Prospectus).

This Prospectus will be made available in electronic form. Persons having received a copy of this Prospectus in its electronic form may obtain an additional paper copy of this Prospectus (free of charge) by contacting the Company. The Offer contemplated by this Prospectus is only available in electronic form to persons receiving an electronic version of this Prospectus within Australia or other eligible jurisdictions.

Applications for Shares under the Offer will only be accepted on an Application Form that is attached to, or provided by the Company with, a copy of this Prospectus in either paper or electronic form. The Corporations Act prohibits any person from passing on to another person an Application Form unless it is accompanied by a complete and unaltered copy of this Prospectus.

No person is authorised to give any information or to make any representation in connection with the Offer which is not contained in this Prospectus. Any information or representation not so contained may not be relied on as having been authorised by the Company in connection with the Offer.

No action has been taken to permit the offer of Shares under this Prospectus in any jurisdiction other than Australia.

Unless permitted under securities legislation, no further trades of the Shares through an exchange, or a market, within Canada, or to a person or company in Canada is permitted before the day that is four months and one day from the date on which the Company becomes a reporting issuer in a Canadian jurisdiction.

The distribution of this Prospectus in jurisdictions outside Australia may be restricted by law and therefore persons into whose possession this document comes should seek advice on and observe any such restrictions. Any failure to comply with these restrictions may constitute a violation of those laws. This

Prospectus does not constitute an offer of the securities in any jurisdiction where, or to any person to whom, it would be unlawful to issue this Prospectus.

This Prospectus is a transaction specific prospectus for an offer of continuously quoted securities (as defined in the Corporations Act) and has been prepared in accordance with section 713 of the Corporations Act. It does not contain the same level of disclosure as an initial public offering prospectus. In making representations in this Prospectus regard has been had to the fact that the Company is a disclosing entity for the purposes of the Corporations Act and certain matters may reasonably be expected to be known to investors and professional advisors whom potential investors may consult.

This Prospectus is important and should be read in its entirety before deciding to participate in the Offer. This Prospectus does not take into account the investment objectives, financial or taxation, or particular needs of any Applicant. Before making any investment in the Company, each Applicant should consider whether such an investment is appropriate to his/her particular needs, and consider their individual risk profile for speculative investments, investment objectives and individual financial circumstances. Each Applicant should consult his/her stockbroker, solicitor, accountant or other professional advisers without delay. Some of the risk factors that should be considered by potential investors are outlined in Section 3.

This Prospectus includes forward looking statements that have been based on current expectations about future acts, events and circumstances. These forward looking statements are, however, subject to risks, uncertainties and assumptions that could cause those acts, events and circumstances to differ materially from the expectations described in the forward looking statements.

Definitions of certain terms used in this Prospectus are contained in Section 6. All references to time are to Brisbane time, unless otherwise indicated. All references to "\$" or "A\$" are references to Australian dollars and all references to "C\$" are references to Canadian dollars. All references to the A\$ equivalent of C\$ have been derived using an exchange rate of A\$1.00 = C\$0.9098.

Corporate Directory

Directors

Paul Crawford	Executive Director
Allan Buckler	Non-Executive Director
James Brown	Non-Executive Director
Brett Lynch	Managing Director

Chief Financial Officer

Paul Crawford	Chief Financial Officer
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Company Secretary

Paul Crawford	Company Secretary
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Registered and Principal Office

Level 28, 10 Eagle Street

Brisbane QLD 4000

Telephone: 07 3369 7058

Email: info@sayonamining.com.au

Website: <http://www.sayonamining.com.au/>

Share Registry

Computershare Investor Services Pty Limited

Level 1, 200 Mary Street, Brisbane QLD 4000

Tel (within Aus): 1300 787 272

Tel (outside Aus): +61 3 9415 4000

Lead Manager

Jett Capital Advisors, LLC
712 Fifth Avenue, 11th Floor,
New York, NY 10019

Solicitors

GRT Lawyers,
Level 27, 111 Eagle Street,
Brisbane QLD 4000

Proposed timetable for the Offer

Event	Date*
Lodgement of Prospectus with the ASIC and ASX	Tuesday, 7 March 2023
Opening date of the Offer	Tuesday, 7 March 2023
Closing Date of the Offer as at 5.00pm (Brisbane time)	Thursday, 9 March 2023
Issue of Shares pursuant to the Offer	Thursday, 9 March 2023

** These dates are indicative only and subject to change. Subject to the Corporations Act and the Listing Rules, the Directors reserve the right to vary these dates, including the Closing Date, without prior notice.*

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INVESTMENT OVERVIEW

This Section is intended to highlight key information for potential investors. It is an overview only and is not intended to replace the Prospectus. Potential investors should read the Prospectus in full before deciding to invest in Shares.

Key Information	Further Information
<p>Transaction specific prospectus</p> <p>This Prospectus is a transaction specific prospectus for an offer of continuously quoted securities (as defined in the Corporations Act) and has been prepared in accordance with section 713 of the Corporations Act. It does not contain the same level of disclosure as an initial public offering prospectus. In making representations in this Prospectus, regard has been had to the fact that the Company is a disclosing entity for the purposes of the Corporations Act and certain matters may reasonably be expected to be known to investors and professional advisers whom potential investors may consult.</p>	<p>Section 4.4</p>
<p>Risk factors</p> <p>Potential investors should be aware that subscribing for Shares in the Company involves a number of risks. The key risk factors of which investors should be aware are set out in Section 3. In particular, key risks associated with an investment in the Shares or the Company include:</p> <ul style="list-style-type: none"> • Flow through tax risk <p>The Shares issued pursuant to this Prospectus will qualify as "flow-through shares" as defined in the Income Act. Subject to the Company and Investors complying with the requirements of the Income Act in respect of the "flow-through shares", the Investors will be entitled to the tax benefit associated with the qualifying exploration expenditures using the proceeds from the Offer. If they are not satisfied, the Investors may not receive the tax benefit associated with the flow-through shares.</p> • Exploration risk; <p>The successful exploration and development of mineral properties is speculative. There is no assurance that exploration of the tenement portfolio in which the Company has an interest, will result in the discovery of a mineral deposit that can be economically mined or the increase in any current mineral resource or conversion of mineral resources to ore reserves.</p> • Resource estimates; <p>Resource estimates are expressions of judgement based on knowledge, experience and industry practice. Estimates which were valid when originally calculated may alter significantly when new information or techniques become available. In addition, by their very nature, resource estimates are imprecise and depend to some extent on interpretations, which may prove to be inaccurate.</p> • Project funding; <p>The future development of the Company's Authier Lithium Project, North American Lithium Project, including any downstream processing facility, and Moblan Project (Projects) will require the Company to obtain</p> 	<p>Section 3</p>

<p>additional equity and debt funding. There is no certainty that the Company will be able to secure the necessary funding, or secure it on terms that are economic, to enable the future development of the Projects.</p> <ul style="list-style-type: none"> NAL development; <p>Sayona is actively progressing activities for an integrated NAL and Authier mining project, with a view to recommencing operations and the production of spodumene at the NAL processing facility in the first quarter 2023. If the NAL processing facility does not achieve the performance and reliability levels expected, this will adversely impact the amount of spodumene produced by the facility and have an adverse impact on the financial performance of the Company.</p> <p>Other risks include:</p> <ul style="list-style-type: none"> Future approvals; Foreign estimates; Land access; Tenure; and Sovereign and political risk. 											
<p>Offer</p> <p>This Prospectus is for an offer of up to 174,459,177 Shares at an issue price of C\$0.2866 (A\$0.315) to PearTree as agent for the Investors. The gross proceeds of the Offer will be approximately A\$54,954,640.</p> <p>The Prospectus is also being issued to remove any trading restrictions on the sale of the Shares issued pursuant to the Offer.</p>	Section 1.1										
<p>Effect of the Offer</p> <p>The Offer will result in the issued capital of the Capital increasing by 174,459,177 Shares.</p> <p>The Offer will not have any effect on the control of the Company.</p> <p>The expenses of the Offer are approximately A\$2,300,000. The expenses of the Offer will be paid out of the Company's current cash at bank.</p> <p>The proceeds of the Offer will be applied predominantly to exploration of the Company's Moblan Project in Quebec, Canada.</p>	Section 2										
<p>Directors' interests in Securities</p> <p>The relevant interest of each of the Directors in Securities as at the date of this Prospectus is set out in the table below:</p> <table border="1" data-bbox="209 1787 1126 1975"> <thead> <tr> <th>Director</th> <th>Shares</th> <th>Voting power (%)</th> <th>Unquoted Options</th> <th>Listed Options</th> </tr> </thead> <tbody> <tr> <td>Paul Crawford</td> <td>160,135,689</td> <td>1.84</td> <td>20,000,000</td> <td>N/A</td> </tr> </tbody> </table>	Director	Shares	Voting power (%)	Unquoted Options	Listed Options	Paul Crawford	160,135,689	1.84	20,000,000	N/A	Section 4.9
Director	Shares	Voting power (%)	Unquoted Options	Listed Options							
Paul Crawford	160,135,689	1.84	20,000,000	N/A							

Allan Buckler	102,589,057	1.18	10,000,000	N/A	
James Brown	757,094	0.09	10,000,000	N/A	
Brett Lynch	138,233,039	1.59	N/A	30,624,999	
Further details of the Directors' Security holdings are in section 4.9(b).					

1 DETAILS OF THE OFFER

1.1 The Offer

On 7 March 2023, the Company announced that it had entered into a Subscription Agreement pursuant to which PearTree Securities Inc. (**PearTree**), as agent for certain investors (**Investors**), agreed to subscribe for an aggregate of 174,459,177 Shares at an issue price of C\$0.2866 (A\$0.315) per Share to raise C\$50,000,000 (A\$54,954,640) (before costs).

This Prospectus invites PearTree or the Investors (or other persons invited by the Company) to apply for 174,459,177 Shares, at an issue price of C\$0.2866 (A\$0.315) per Share to raise C\$50,000,000 (A\$54,954,640) (before associated costs) (**Offer**). The share price represents a 34% premium of the closing price of the Company's Shares on the previous trading day.

The Shares issued pursuant to this Prospectus will qualify as "flow-through shares" as defined in the *Income Tax Act (Canada)* (**Income Act**). If the Company and the Investors comply with the detailed rules under the Income Act, the Investors will be entitled to deduct the amount renounced in computing income for Canadian income tax purposes and receive additional tax credits for expenditures targeting critical minerals. The tax benefits associated with the Shares are available only to the Investors (who are Canadian residents) and not to any other person who acquires the Shares through the on-sale or transfer of those Shares. Refer to Section 3 for the risks associated with the "flow-through shares".

The Shares issued pursuant to the Offer will rank equally with the existing Shares on issue. Refer to Section 4.1 for details of the rights and liabilities attached to Shares. The Company is only extending the Offer to specific Applicants and the Company will only provide Application Forms to these parties.

1.2 Purpose of the Prospectus

The primary purpose of this Prospectus is to make the Offer and enable the on-sale of the Shares issued pursuant to the Offer.

1.3 Opening and Closing Dates

The Company will accept Application Forms in respect of the Offer from Applicants from the Opening Date until the Closing Date or such other date as the Directors in their absolute discretion shall determine, subject to the Listing Rules.

The Company reserves the right, subject to the Corporations Act and the Listing Rules, to extend the Closing Date without prior notice. If the Closing Date is varied, subsequent dates may also be varied accordingly.

1.4 Minimum subscription

There is no minimum subscription in relation to the Offer.

1.5 Oversubscriptions

The Company will not accept any oversubscriptions in relation to the Offer.

1.6 Effect of the Offer on control of the Company

The Offer will have no impact on the control of the Company as no person as a result of the Offer will increase their voting power in the Company:

- (a) from 20% or below to more than 20% of issued capital of the Company; or
- (b) from a starting point that is above 20% and below 90% of issued capital of the Company.

1.7 Not underwritten

This Offer is not underwritten.

1.8 Applications

The Company will separately advise Applicants of the application procedures for the Offer.

1.9 Application Monies held on trust

All Application Monies received for the Shares under the Offer will be held on trust in a bank account maintained solely for the purpose of depositing Application Monies received pursuant to this Prospectus until the Shares are issued. All Application Monies will be returned (without interest) if the Shares are not issued.

1.10 ASX quotation

Application will be made to ASX no later than seven days after the date of this Prospectus for official quotation of the Shares offered under this Prospectus.

If ASX does not grant official quotation of the Shares within three months after the date of this Prospectus (or such period as the ASX allows), no Shares will be issued.

ASX takes no responsibility for the contents of this Prospectus. The fact that ASX may grant official quotation is not to be taken in any way as an indication of the merits of the Company or the Shares.

1.11 Allotment

The Directors will determine the eligible recipients of all the Shares under the Offer. The Company's decision on the number of Shares to be issued to an Applicant under the Offer will be final.

1.12 Withdrawal

The Directors may at any time decide to withdraw this Prospectus and the Offer, in which case, the Company will return all Application Monies (without interest) (if any) in accordance with the Corporations Act.

1.13 Applications outside Australia

This Prospectus and any accompanying Application Form do not, and are not intended to, constitute an offer of Shares in any place or jurisdiction in which, or to any person to whom, it would not be lawful to make such an offer or to issue this Prospectus or the Shares. The distribution of this Prospectus in jurisdictions outside Australia may be restricted by law and persons who come into possession of this Prospectus should seek advice on and observe any such restrictions. Any failure to comply with such restrictions may constitute a violation of applicable securities laws.

1.14 Risks of the Offer

An investment in Shares of the Company should be regarded as speculative. In addition to the general risks applicable to all investments in listed securities, there are specific risks associated with an investment in the Company, which are explained in Section 3.

1.15 Taxation implications

The Directors do not consider it appropriate to give Applicants advice regarding the taxation consequences of subscribing for Shares under this Prospectus.

The Company, its advisors and its officers do not accept any responsibility or liability for any such taxation consequences to Applicants. As a result, Applicants should consult their professional tax advisor in connection with subscribing for Shares under this Prospectus.

1.16 Major activities and financial information

A summary of the activities and financial information relating to the Company for the financial year ended 30 June 2022 is in the Annual Report which was lodged with ASX on 13 October 2022.

The Company's continuous disclosure notices (i.e. ASX announcements) since the lodgement of its Annual Report are listed in Section 4.6.

Copies of these documents are available free of charge from the Company. Directors strongly recommend that potential Applicants review these and all other announcements prior to deciding whether or not to participate in the Offer.

1.17 Privacy

The Company collects information about each Applicant for the purposes of processing the Acceptance and, if the Acceptance is successful, to administer the Applicant's Shareholding in the Company.

By making an Application, each Applicant agrees that the Company may use the information provided by an Applicant for the purposes set out in this privacy disclosure statement and may disclose it for those purposes to the share registry, the Company's related bodies corporate, agents, contractors and third party service providers, including mailing houses and professional advisers, and to ASX and regulatory authorities.

If you do not provide the information required, the Company may not be able to accept or process your Acceptance or Application (as applicable).

An Applicant has an entitlement to gain access to the information that the Company holds about that person subject to certain exemptions under law. A fee may be charged for access. Access requests must be made in writing to the Company's registered office.

1.18 Enquiries

Enquiries relating to this Prospectus should be directed to the Company by telephone on 07 3369 7058.

2 EFFECT OF THE OFFER

2.1 Effect on the Capital Structure

The effect of the Offer on the Company's capital structure, assuming the Securities are issued, is set out below.

Class	Shares	Quoted Options ¹	Unquoted Options ²
Securities on issue as at the date of this Prospectus	8,695,214,295	223,832,489	42,234,482
Shares to be issued under the Offer	174,459,177	-	-

Total Securities on issue upon completion of the Offer	8,869,673,472	223,832,489	42,234,482
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Notes:

- Options exercisable at \$0.02 each and expiring on 29 April 2023.
- The unquoted options have various expiry dates with various exercise prices.

2.2 Effect of the Offer on the Company and use of funds

As at the date of this Prospectus, the Company has current cash of approximately A\$97,000,000.

Upon completion of the Offer, the funds raised are intended to be used as set out below.

Use of funds	Offer		
	C\$	A\$ ¹	%
Moblan – expedited follow-up drilling at priority targets; prospecting, gravity, stripping and channel sampling, and CEE eligible staffing expenditure	34,000,000	37,369,155	68.0%
NAL – expedited follow-up drilling at priority targets; exploration, prospecting, gravity, stripping and channel sampling, and CEE eligible staffing expenditure	11,500,000	12,639,567	23.0%
Surveys, field work, and drilling activity at other projects	2,000,000	2,198,186	4.0%
Sundry exploration expenditure	2,500,000	2,747,732	5.0%
Total	50,000,000	54,954,640	100.0%

Notes:

- Using an exchange rate of A\$1.00 = C\$0.9098.

The above table is a statement of current intentions as of the date of this Prospectus. Due to market conditions and/or any number of other factors (including the risk factors outlined in Section 3) actual expenditure levels may differ significantly to the above estimates. As with any budget, intervening events (including exploration success or failure) and new

circumstances have the potential to affect the way funds are ultimately applied. The Board reserves the right to alter the way funds are applied on this basis.

2.3 Pro-forma statement of financial position

A pro-forma statement of financial position has been provided below to demonstrate the indicative impact of the Offer on the financial position of the Company. The Company's reviewed financial statements for the year ended 30 June 2022 has been used for the purposes of preparing the pro-forma statement of financial position and adjusted to reflect pro-forma assets and liabilities of the Company as if completion of the Offer had occurred by 30 June 2022.

The pro-forma statement of financial position is presented in an abbreviated form. It does not include all of the disclosures required by the Australian Accounting Standards applicable to annual financial statements.

Consolidated Statement of Financial Position	30 June 2022 (Audited) A\$	Placement A\$54,954,640 A\$	Pro Forma 30 June 2022 (Unaudited) A\$
Current Assets			
Cash and cash equivalents	184,559,499	52,666,114	237,225,613
Trade and other receivables	9,680,669	-	9,680,669
Other assets	13,700,194	-	13,700,194
Total Current Assets	207,940,362	52,666,114	260,606,476
Non-Current Assets			
Mine properties	61,783,059	-	61,783,059
Property, plant and equipment	232,381,790	-	232,381,790
Exploration and evaluation assets	158,861,990	-	158,861,990
Intangible assets	184,875	-	184,875
Right of use assets	9,529	-	9,529
Total Non-Current Assets	453,221,243	-	453,221,243
Total Assets	661,161,605	52,666,114	713,827,719
Current Liabilities			
Trade and other payables	6,921,952	-	6,921,952
Lease liability	10,240	-	10,240
Provisions	323,787	-	323,787
Total Current Liabilities	7,255,979	-	7,255,979
Non-Current Liabilities			
Other financial liabilities	11,503,791	-	11,503,791
Other liabilities	17,058,804	-	17,058,804
Provisions	31,085,639	-	31,085,639

Interest bearing borrowings	23,461,533	-	23,461,533
Total Non-Current Liabilities	83,109,767	-	83,109,767
Total Liabilities	90,365,746	-	90,365,746
Net Assets	570,795,859	52,666,114	623,461,973
Equity			
Issued capital	504,254,583	52,666,114	556,920,697
Reserves	14,385,595	-	14,385,595
Accumulated losses	(7,360,822)	-	(7,360,822)
Non-controlling interests	59,516,503	-	59,516,503
Total Equity	570,795,859	52,666,114	623,461,973

Notes and assumptions:

The key assumptions on which the Pro Forma Statement of Financial Position above is based are as follows:

1. the Pro Forma Statement of Financial Position has not been audited or reviewed and includes all estimated expenditure (exclusive of GST) associated with the Offer; and
2. A\$54,954,640 is raised under the Offer (based on an exchange rate of A\$1.00 = C\$0.9098).

2.4 Market Price of Shares

The highest and lowest closing prices of the Shares on ASX during the three months immediately preceding the date of lodgement of this Prospectus with ASIC and the respective dates of those closing prices were:

Highest: \$0.2950 per Share on 30 January 2023

Lowest: \$0.2050 per Share on 20 February 2023

The latest available closing price of the Shares on ASX prior to the date of lodgement of this Prospectus with the ASIC was \$0.2350 per Share on 2 March 2023.

3 RISK FACTORS

An investment in Shares offered by this Prospectus should be regarded as speculative. Activities in the Company, as in any business, are subject to risks which may impact on the Company's future performance. The Company has implemented appropriate strategies, actions, systems and safeguards for known risks, however some are outside its control.

The Directors consider that the following summary, which is not exhaustive, represents some of the major risk factors which prospective investors need to be aware of in evaluating the Company's business and the risks of investing in the Company. Prospective investors should carefully consider the following factors in addition to the other information presented in this Prospectus.

The principal risks include, but are not limited to, the following:

3.1 Risks specific to the Company

(a) Flow-through placement risk

The Shares issued pursuant to this Prospectus will qualify as "flow-through shares" as defined in the Income Act. The term "flow-through share", as defined in the Income Act, refers to an ordinary share that will be issued by the Company to an investor under a written agreement with the investor, whereby the Company agrees to incur mining expenditures and to renounce tax deductions associated with those expenditures to the investor. In this regard, the Company has agreed to incur qualifying expenditures in an amount equal to the gross proceeds raised in connection with the Offer by 31 December 2024 or such later date as agreed in the Subscription Agreement, and to renounce such qualifying expenditures to the Investors effective no later than 31 December 2023. If the Company and the Investors comply with the rules under the Income Act, the Investors will be entitled to deduct the amount renounced in computing income for Canadian income tax purposes and receive additional critical mineral exploration tax credits. The right to deduct qualifying expenditures renounced in respect of flow-through shares accrues to the initial purchaser of the shares and is not transferable.

The applicable tax treatment may constitute a major factor when considering an investment in flow-through shares. The tax consequences of subscribing for Shares under this Prospectus, including the considerations applicable in connection with the renunciation of qualifying expenditures to Investors, are not described in this Prospectus. Applicants are strongly urged to consult their professional tax advisor in connection with subscribing for Shares under this Prospectus.

There is no guarantee that an amount equal to the total proceeds of the sale of the Shares will be expended on qualifying expenditures on or prior to 31 December 2024, or that the renunciation of such expenditures or the expected tax deductions and credits will be accepted by the Canada Revenue Agency. If the Company does not renounce to the Investor effective on or before 31 December 2023, qualifying expenditures in an amount equal to the aggregate purchase price paid by such Investor for Shares under the Offer, or if there is a reduction in such amount renounced pursuant to subsection 66(12.73) of the Income Act, then the Company shall indemnify the Investor for an amount equal to the amount of any tax (within the meaning of the definition of "excluded obligation" in subsection 6202.1(5) of the regulation to the Income Act) payable under the Income Act (and under any corresponding provincial legislation) by the Investor (or if the Investor is a partnership, the partners thereof) as a consequence of such failure or reduction; however, there is no guarantee that the Company will have the financial resources required to satisfy such indemnity. For certainty, the aforementioned indemnity shall have no force and effect and the Investor shall not have any recourse or rights of action to the extent that such indemnity would otherwise cause the Shares to be "prescribed shares" within the meaning of section 6202.1 of the regulations to the Income Act.

(b) Exploration Risk

The successful exploration and development of mineral properties is speculative. There is no assurance that exploration of the tenement portfolio in which the Company has an interest, will result in the discovery of a mineral deposit that can be economically mined or the increase in any current mineral resource or conversion of mineral resources to ore reserves.

The exploration costs of the Company are based on certain assumptions with respect to the method and timing of exploration. By their nature, these estimates and assumptions are subject to significant uncertainties and, accordingly, the actual costs may differ materially from these estimates and assumptions.

(c) Resource Estimates

Resource estimates are expressions of judgement based on knowledge, experience and industry practice. Estimates which were valid when originally calculated may alter significantly when new information or techniques become available. In addition, by their very nature, resource estimates are imprecise and depend to some extent on interpretations, which may prove to be inaccurate.

As further information becomes available through additional fieldwork and analysis, the estimates are likely to change. This may result in alterations to development and mining plans which may, in turn, adversely affect the Company's operations.

Many of the mining claims in which the Company has an interest are subject to ongoing royalty obligations. The amount of royalties payable in respect of a claim may have an impact on the economic viability of that claim, depending on various factors such as commodity prices and prevailing economic conditions.

(d) Project Funding and potential future dilution

The future development of the Company's Authier Lithium Project, North American Lithium Project, including any downstream processing facility, and Moblan Project (**Projects**) will require the Company to obtain additional equity and debt funding. There is no certainty that the Company will be able to secure the necessary funding, or secure it on terms that are economic, to enable the future development of the Projects.

While the Company expects to restart production at its North American Lithium project in the first quarter 2023, the Company does not presently have any source of revenue and will likely be required to raise additional capital in the future to further develop its Projects. Future equity raisings by the Company will dilute existing shareholders of the Company who do not participate in that capital raising, and may diminish the value of their shareholding depending on the price at which the Company is able to raise future capital.

(e) Land Access

From time to time, the Company's tenements or tenements the Company has a legal or beneficial interest in, may be subject to claims or other access restrictions. In those circumstances, Sayona may have to resolve access arrangements under the relevant regime prior to entering upon the land to carry out activities. Access arrangements may be subject to provision of monetary compensation, compensation for damage to land, restoration of the land.

There can be no guarantee that applications or access arrangements will be resolved in a timely fashion, in Sayona's favour, or in a manner which is commercially viable for Sayona.

(f) Tenure

Interests in a project's tenements are governed by legislation and are evidenced by the granting of licenses or leases. Each licence or lease is for a specific term and carries with it expenditure and reporting commitments, as well as other conditions requiring compliance.

In addition, an interest (or a right to earn an interest) in a project may be governed by agreements with parties which require compliance with certain conditions, commitments and obligations.

Consequently, the Company could lose title to or its interest in tenements or a project if these conditions, commitments and obligations are not met as and when they arise.

(g) Sovereign and Political Risk

The Projects are all located in Québec, Canada. As a result, the Company is subject to political, economic and other uncertainties, including but not limited to changes in mining and

exploration policies or the personnel administering them, nationalisation or expropriation of property, cancellation or modification of contractual rights, foreign exchange restrictions, currency fluctuation, royalty and tax increase and other risks arising out of foreign government sovereignty over the areas in which the Company's operations are conducted.

The Company's future operations in Québec may be affected by changing political conditions and changes to laws and mining policies. The effects of these factors cannot be accurately predicted and developments may impede the operation or development of a project and even render it uneconomic.

(h) NAL development

Sayona is actively progressing activities for an integrated NAL and Authier mining project, with a view to recommencing operations and the production of spodumene at the NAL processing facility in the first quarter 2023. If the NAL processing facility does not achieve the performance and reliability levels expected, this will adversely impact the amount of spodumene produced by the facility and have an adverse impact on the financial performance of the Company.

(i) Future approvals risk

The Company has all relevant approvals to conduct its current operations. Prior to the commencement of any future operations, the Company may require additional approvals and permits relating to any necessary regulatory, social and community, and environmental matters. There is no assurance that such approvals will be received or that the conditions within the approvals will not be overly onerous.

(j) Foreign estimates

The Company has announced a foreign estimate in respect of its Moblan assets. Sayona cautions that:

- the resource estimates in respect of the Moblan assets are foreign estimates and are not reported in accordance with the JORC Code;
- a competent person has not done sufficient work to classify the foreign estimates as mineral resources in accordance with the JORC Code; and
- it is uncertain that following evaluation and/or further exploration work that the foreign estimates will be able to be reported as mineral resources in accordance with the JORC Code.

(k) Foreign Currency Risks

The Company is exposed to foreign currency risk. The Company incurs expenses in Canadian dollars and US dollars and presently reports in Australian Dollars. The Company presently has no revenues in Canadian or US dollars and has raised capital in Australian dollars. Any adverse movement in the foreign exchange rate between Australian dollars and Canadian and US dollars will have an adverse effect on the Company.

(l) Insurance

The Company, where economically feasible, insures its operations in accordance with industry practice. However, in certain circumstances, the Company's insurance, if obtained, may not be of a nature or level to provide adequate insurance cover. The occurrence of an event that is not covered or fully covered by insurance could have a negative effect on the financial performance of the Company and the value of an investment in the Company.

(m) Unforeseen expenditure

The Company may be subject to significant unforeseen expenses or actions, which may include unplanned operating expenses, future legal actions or expenses in relation to future unforeseen events. The Directors expect that the Company will have adequate working capital to carry out its stated objectives however there is the risk that additional funds may be required to fund the Company's future objectives.

3.2 Mining industry risks

(a) Exploration, development and operating risks and costs

The prospects of the Company should be considered in light of the risks, opportunities, expenses and difficulties frequently encountered by companies at a similar stage of production and development. The Company's initiatives may not proceed to plan, with potential for delay in the timing of exploration and development activities.

There can be no assurance that exploration and development will result in the discovery of further mineral deposits. Even if an apparently viable deposit is identified, there is no guarantee that it can be economically exploited.

The future exploration and development activities of the Company and the future development of mining operations at the Company's Projects (or any future projects that the Company may acquire an interest in) may be affected by a range of factors, including:

- (i) geological, metallurgical and hydrological conditions;
- (ii) limitations on activities due to seasonal weather patterns;
- (iii) lack of availability or shortages of equipment, spare parts and consumables;
- (iv) access to appropriately skilled labour, competent operation and managerial employees, contractors and consultants;
- (v) unanticipated operational and technical difficulties, mechanical failure of operating plant and equipment, industrial and environmental accidents;
- (vi) industrial action, disputes or disruptions;
- (vii) industrial and environmental accidents;
- (viii) increases in costs and cost overruns;
- (ix) financial failure, or default by any future alliance or service provider to the Company which may require the Company to face unplanned expenditure;
- (x) native title process;
- (xi) changing government regulations; and
- (xii) other factors beyond the control of the Company.

In addition, the construction of any proposed development may exceed the expected timeframe or cost for a variety of reasons out of the Company's control. Any delays to project development could adversely affect the Company's operations and financial results and may require the Company to raise further funds to complete the project development and commence operations.

(b) Reliance on key personnel

The Company's future depends, in part, on its ability to attract and retain key personnel. It may not be able to hire and retain those personnel at compensation levels consistent with its existing compensation and salary structure. The Company's future also depends on the continued contributions of its executive management team and other key management and technical personnel, the loss of whose services would be difficult to replace. In addition, any inability of the Company to attract appropriately qualified personnel could have a material adverse effect on the Company's business.

(c) **Commodity price and exchange rate risks**

To the extent the Company is involved in mineral production, the revenue derived through the sale of commodities may expose the potential income of the Company to commodity price and exchange rate risks. The prices of lithium and other minerals, fluctuate widely and are affected by numerous factors beyond the control of the Company, for example, industrial and retail supply and demand, exchange rates, inflation rates, changes in global economies, confidence in the global monetary system, forward sales of metals by producers and speculators as well as other global or regional political, social or economic events.

Future serious price declines in the market values of lithium and other minerals, could cause the development of, and eventually the commercial production from, the Company's Projects and the Company's other properties to be rendered uneconomic. Depending on commodity prices, the Company could be forced to discontinue production or development and may lose its interest in, or maybe forced to sell, some of its properties. Even as commercial quantities of lithium are produced, there is no assurance that a profitable market will exist for it.

Further, international prices of various commodities are denominated in United States dollars. In contrast, the income and expenditure of the Company are, and will be taken into account in Australian dollars and Canadian dollars. Consequently, the Company is exposed to the fluctuations and volatility of the rate of exchange between the United States dollar and the Australian dollar and the Canadian dollar, as determined in international markets.

In addition to adversely affecting any potential future reserve estimates of the Company and its financial condition, declining commodity prices can impact operations by requiring a reassessment of the feasibility of a particular project. A reassessment may be the result of a management decision or may be required under financing arrangements related to a particular project. Even if a project is ultimately determined to be economically viable, the need to conduct such a reassessment may cause substantial delays or may interrupt operations until the reassessment can be completed.

(d) **Risk of adverse publicity**

The Company's activities will involve mineral exploration and mining and regulatory approval of its activities may generate public controversy. Political and social pressures and adverse publicity could lead to delays in approval of, and increased expenses for, the Company's activities. The nature of the Company's business attracts a high level of public and media interest and, in the event of any resultant adverse publicity, the Company's reputation may be harmed.

(e) **Third party risk**

The operations of the Company will require involvement of a number of third parties, including suppliers. With respect to these third parties, and despite applying best practice in terms of precontracting due diligence, the Company is unable to

completely avoid the risk of:

- (i) financial failure or default by a participant in any joint venture to which the Company may become a party; and
- (ii) insolvency, default on performance or delivery by any operators, contractors or service providers.

These contracts typically contain provisions providing for early termination of the contracts upon giving varying notice periods and paying varying termination amounts. The early termination of any of these contracts, for any reason, may mean that the Company will not realise the full value of the contract, which is likely to adversely affect the growth prospects, operating results and financial performance of the Company.

(f) **Climate change**

There are a number of climate-related factors that may affect the Company's business. Climate change or prolonged periods of adverse weather and climatic conditions (including rising sea levels, floods, hail, drought, water scarcity, temperature extremes, frosts, earthquakes and pestilences) may have an adverse effect on the ability of the Company to access and utilise its tenements and therefore the Company's ability to carry out its operations.

Changes in policy, technological innovation and consumer or investor preferences could adversely impact the Company's business strategy, particularly in the event of a transition (which may occur in unpredictable ways) to a lower-carbon economy.

(g) **Occupational health and safety**

Site safety and occupational health and safety outcomes are a critical element in the reputation of the Company and its ability to retain and be awarded new contracts in the resources industry. While the Company has a strong commitment to achieving a safe performance on site and a strong record in achieving safety performance, a serious site safety incident could impact upon the reputation and financial performance of the Company.

Additionally, accidents, particularly where a fatality or serious injury occurs, or a series of accidents, may have operational and financial implications for the Company, which may negatively impact the financial performance and future potential of the Company.

(h) **Management of growth**

There is a risk that management of the Company will not be able to implement the Company's growth strategy. The capacity of management to properly implement and manage the strategic direction of the Company may affect the Company's financial performance.

(i) **Environmental and social risks**

The Company's Projects are subject to laws and regulations regarding environmental matters and the discharge of hazardous wastes and materials. As with all mining projects, these Projects would be expected to have a variety of environmental impacts should development proceed.

The Company intends to conduct its activities in an environmentally responsible manner and in accordance with applicable laws and industry standards. Areas

disturbed by the Company's activities will be rehabilitated as required by the conditions attaching to the tenements.

3.3 General risks

(a) General economic climate

Factors such as inflation, currency fluctuations, interest rates, legislative changes, political decisions and industrial disruption have an impact on operating costs. The Company's future income, asset values and share price can be affected by these factors and, in particular, by exchange rate movements.

(b) Securities investments

Applicants should be aware that there are risks associated with any securities investment. The prices at which the Company's Shares trade may be above or below the issue price of the Offer and may fluctuate in response to a number of factors. Further, the stock market is prone to price and volume fluctuations. There can be no guarantee that trading prices will be sustained. These factors may materially affect the market price of the Shares, regardless of the Company's operational performance.

(c) Government and legal risk

Changes in government, monetary policies, taxation and other laws can have a significant impact on the Company's assets, operations and ultimately the financial performance of the Company and its Shares. Such changes are likely to be beyond the control of the Company and may affect industry profitability as well as the Company's capacity to explore and mine.

The Company is not aware of any reviews or changes that would affect its permits. However, changes in community attitudes on matters such as taxation, competition policy and environmental issues may bring about reviews and possibly changes in government policies. There is a risk that such changes may affect the Company's development plans or its rights and obligations in respect of its permits. Any such government action may also require increased capital or operating expenditures and could prevent or delay certain operations by the Company.

(d) Litigation risks

The Company is exposed to possible litigation risks including native title claims, tenure disputes, environmental claims, occupational health and safety claims and employee claims. Further, the Company may be involved in disputes with other parties in the future which may result in litigation. Any such claim or dispute if proven, may impact adversely on the Company's operations, financial performance and financial position. As at the date of this Prospectus, there are no material legal proceedings affecting the Company.

(e) Force majeure

Force majeure is a term used to refer to an event beyond the control of a party claiming that the event has occurred. Significant catastrophic events – such as war, acts of terrorism, pandemics, loss of power, cyber security breaches or global threats – or natural disasters – such as earthquakes, fire or floods or the outbreak of epidemic disease – could disrupt the Company's operations and interrupt critical functions, or otherwise harm the business. To the extent that such disruptions or uncertainties result in delays or cancellations of the deployment of the Company's products and solutions, its business, results of operations and financial condition could be harmed.

(f) **Taxation**

The acquisition and disposal of Securities will have tax consequences, which will differ depending on the individual financial affairs of each investor. All potential investors in the Company are urged to obtain independent financial advice about the consequences of acquiring Securities from a taxation point of view and generally. To the maximum extent permitted by law, the Company, its officers and each of their respective advisers accept no liability and responsibility with respect to the taxation consequences of applying for Shares under this Prospectus.

4 ADDITIONAL INFORMATION

4.1 Rights and liabilities attaching to Shares

A summary of the rights attaching to Shares in the Company is below. This summary is qualified by the full terms of the Constitution (a full copy of the Constitution is available from the Company on request free of charge) and does not purport to be exhaustive or to constitute a definitive statement of the rights and liabilities of Shareholders. These rights and liabilities can involve complex questions of law arising from an interaction of the Constitution with statutory and common law requirements. For a Shareholder to obtain a definitive assessment of the rights and liabilities which attach to Shares in any specific circumstances, the Shareholder should seek legal advice.

(a) **General meeting and notices**

Shareholders are entitled to be present in person, or by proxy, attorney or representative to attend and vote at general meetings of the Company.

Shareholders may request meetings in accordance with section 249D of the Corporations Act and the Constitution of the Company.

(b) **Ranking of Shares**

At the date of this Prospectus, all Shares are of the same class and rank equally in all respects. Specifically, the Shares issued pursuant to this Prospectus will rank equally with existing Shares.

(c) **Voting rights**

Subject to any rights or restrictions, at general meetings of Shareholders or classes of shareholders:

- (i) every Shareholder present and entitled to vote may vote in person or by attorney, proxy or representative;
- (ii) on a show of hands, every person present who is a Shareholder or a proxy, attorney or representative of a Shareholder has one vote; and
- (iii) on a poll, every person present who is a Shareholder or a proxy, attorney or representative of a Shareholder, has one vote for every fully paid Share held and a fraction of one vote for each partly paid up Share held, equal to the proportion which the amount paid up on that Share (excluding amounts credited) is to the total amounts paid up and payable (excluding amounts credited) on that Share.

(d) **Dividend rights**

Subject to the Corporations Act and the Company's Constitution, the Directors may pay any interim, special or final dividends as, in their judgment, the financial position of the Company justifies.

Subject to the rights of the holders of any shares with special rights to dividends, all dividends in respect of a share must be paid in the proportion that the amount paid (not credited) on the share bears to the total amounts paid and payable (excluding amounts credited) on the share.

No dividend carries interest against the Company and the declaration of Directors as to the amount to be distributed is conclusive.

The Directors may capitalise any profits of the Company and distribute that capital to the Shareholders, in the same proportions as the Shareholders are entitled to a distribution by dividend.

(e) **Variation of rights**

If at any time the share capital is divided into different classes of shares, the rights attaching to the Shares may only be varied by the consent in writing of the holders of three-quarters of the issued shares of that class, or with the sanction of a special resolution passed at a separate general meeting of the holders of the shares in that class.

(f) **Transfer of Shares**

Shares can be transferred upon delivery of a proper instrument of transfer to the Company or by a transfer in accordance with the ASX Settlement Operating Rules. The instrument of transfer must be in writing, in the approved form, and signed by the transferor and the transferee. Until the transferee has been registered, the transferor is deemed to remain the holder, even after signing the instrument of transfer.

In some circumstances, the Directors may refuse to register a transfer if upon registration the transferee will hold less than a marketable parcel. The Board may refuse to register a transfer of Shares upon which the Company has a lien. The Company must refuse to register a transfer of Shares where the Corporations Act, Listing Rules or ASX Settlement Operating Rules or a law about stamp duty requires the Company to do so.

(g) **Future increase in capital**

The issue of any Shares is under the control of the Board of the Company as appointed from time to time. Subject to restrictions on the issue or grant of Securities contained in the Listing Rules, the Constitution and the Corporations Act (and without affecting any special right previously conferred on the holder of an existing Share or class of shares), the Directors may issue Shares and other Securities as they shall, in their absolute discretion, determine.

(h) **Rights on winding up**

If the Company is wound up, the liquidator may with the sanction of a special resolution, divide among the Shareholders in kind the whole or any part of the property of the Company and may for that purpose set such value as the liquidator considers fair on any property to be so divided and may determine how the division is to be carried out as between the Shareholders or different classes of Shareholders.

(i) **Alteration of constitution**

In accordance with the Corporations Act, the Constitution can only be amended by a special resolution passed by at least three quarters of Shareholders present and voting at the general meeting. In addition, at least 28 days written notice specifying the intention to propose the resolution as a special resolution must be given.

4.2 PearTree

PearTree and the Company have entered into a share subscription and renunciation agreement (**Subscription Agreement**). Under the Subscription Agreement, PearTree agreed to purchase the Shares under the Offer as agent for the Investors.

Pursuant to the terms of the Subscription Agreement, the Company renounces for the benefit of the Investors, the tax benefit or expenditures that are qualifying expenditures for the purpose of the Income Tax Act (Canada) using the proceeds from the Offer.

No fees are payable to PearTree from the Company for its role with respect to the Offer.

The Subscription Agreement contains terms and conditions considered standard for an agreement of this nature.

4.3 Lead Manager

The Company entered into a lead manager mandate with Jett Capital (**Lead Manager**), whereby the Lead Manager will act as lead manager, broker and bookrunner to the Company in connection with the Offer (**LM Mandate**).

Under the LM Mandate, the Company has agreed to pay the Lead Manager a cash fee equal to four percent of the total amount raised under the Offer (**Management Fee**). The LM Mandate is otherwise on terms and conditions considered standard for an agreement of this nature.

4.4 Company is a disclosing entity

The Company is a disclosing entity under the Corporations Act. It is subject to regular reporting and disclosure obligations under both the Corporations Act and the Listing Rules. These obligations require the Company to notify ASX of information about specific events and matters as they arise for the purpose of ASX making the information available to the securities market conducted by ASX. In particular, the Company has an obligation under the Listing Rules (subject to certain limited exceptions), to notify ASX once it is, or becomes aware of information concerning the Company which a reasonable person would expect to have a material effect on the price or value of the Shares.

The Company is also required to prepare and lodge with ASIC yearly and half-yearly financial statements accompanied by a Directors' statement and report, and an audit review or report. Copies of documents lodged with ASIC in relation to the Company may be obtained from, or inspected at, an ASIC office (see Section 4.6 below). Copies of all documents announced to the ASX can be found at <https://www2.asx.com.au/markets/trade-our-cash-market/announcements.sya>.

4.5 Dividend Policy

The Directors are not able to say when and if dividends will be paid in the future, as the payment of any dividends will depend on the future profitability, financial position and cash requirements of the Company.

4.6 Copies of documents

Copies of documents lodged by the Company in connection with its reporting and disclosure obligations may be obtained from, or inspected at, an office of ASIC. The Company will provide free of charge to any person who requests it during the period of the Offer a copy of:

- (a) the Annual Report for the period ending 30 June 2022 lodged with ASX on 13 October 2022; and

- (b) the following continuous disclosure notices given by the Company to notify ASX of information relating to the Company during the period from the date of lodgement of the Annual Report referred to in paragraph (a), until the date of this Prospectus.

Date	Announcement headline
14 October 2022	Notice of General Meeting/Proxy Form
18 October 2022	Quebec Rail Contract Signed for NAL Shipments
21 October 2022	Change in substantial holding from PLL
27 October 2022	Further Advances on NAL Restart
31 October 2022	Application for quotation of securities – SYA
31 October 2022	Quarterly Activities/Appendix 5B Cash Flow Report
10 November 2022	Presentation Noosa Mining Investor Conference
14 November 2022	Acquisition Offers Potential Increase to NAL Resource
16 November 2022	Presentation for Annual General Meeting
16 November 2022	Results of Meeting
17 November 2022	Northern Lithium Hub Expands in Major Acquisition
18 November 2022	Application for quotation of securities – SYA
18 November 2022	Section 708A Cleansing Notice
21 November 2022	Application for quotation of securities - SYA
23 November 2022	Application for quotation of securities – SYA
23 November 2022	Section 708A Cleansing Notice
24 November 2022	NAL Restart Picks Up Speed
25 November 2022	Application for quotation of securities – SYA
25 November 2022	Section 708A Cleansing Notice
28 November 2022	Application for quotation of securities – SYA
29 November 2022	Application for quotation of securities – SYA
29 November 2022	Notification regarding unquoted securities – SYA
30 November 2022	Change of Director's Interest Notice
5 December 2022	Becoming a substantial holder
9 December 2022	Ceasing to be a substantial holder
12 December 2022	Final Permit Awarded for NAL Restart
12 December 2022	Becoming a substantial holder

13 December 2022	PLL: NAL Receives Remaining Permit to Restart Mining Op
13 December 2022	Ceasing to be a substantial holder
14 December 2022	Change of Leadership at Head of Sayona Quebec
15 December 2022	Becoming a substantial holder
20 December 2022	Completion of earn-in requirements for Pilbara Lithium Asset
20 December 2022	NAL Restart Advances Towards Target
22 December 2022	Application for quotation of securities – SYA
22 December 2022	Change of Director's Interest Notice
13 January 2023	Application for quotation of securities – SYA
16 January 2023	NAL Restart Accelerates Towards Target
18 January 2023	Details of Company Address
31 January 2023	New NAL Milestone with Successful Ore Crushing Trial
31 January 2023	Quarterly Activities/Appendix 5B Cash Flow Report
1 February 2023	Application for quotation of securities – SYA
3 February 2023	Revised Appendix 5B Quarterly Cash Flow Report
9 February 2023	Investor Webinar Presentation
10 February 2023	Investor Presentation
17 February 2023	NAL Restart on Track & on Budget
27 February 2023	Application for quotation of securities
27 February 2023	New NAL Milestone with Successful Process Plant Start Up
1 March 2023	BMO Global Metals, Mining and Critical Minerals Conference

4.7 Information excluded from continuous disclosure notices

There is no information which has been excluded from a continuous disclosure notice in accordance with the Listing Rules other than as is set out in this Prospectus.

4.8 Determination by ASIC

ASIC has not made a determination which would prevent the Company from relying on section 713 of the Corporations Act in issuing the Shares under this Prospectus.

4.9 Interests of Directors

(a) Information disclosed in this Prospectus

Other than as set out in this Prospectus, no Director holds or has held within the 2 years preceding lodgement of this Prospectus with ASIC, any interest in:

- (i) the formation or promotion of the Company;
- (ii) any property acquired or proposed to be acquired by the Company in connection with its formation or promotion, or the Offer; or
- (iii) the Offer,

and no amounts have been paid or agreed to be paid and no benefits have been given or agreed to be given to a Director:

- (iv) as an inducement to become, or to qualify as, a Director; or
- (v) for services provided in connection with the formation or promotion of the Company, or the Offer.

(b) Security holding

The relevant interests of each of the Directors in Securities of the Company as at the date of this Prospectus are set out below.

Director	Shares	Voting power (%)	Unquoted Options	Listed Options
Paul Crawford	160,135,689	1.84	20,000,000	N/A
Allan Buckler	102,589,057	1.18	10,000,000	N/A
James Brown	757,094	0.09	10,000,000	N/A
Brett Lynch	138,233,039	1.59	N/A	30,624,999

(c) Remuneration

The Constitution of the Company provides that the remuneration of Directors should be determined in Company's general meetings. The sum of Directors' remuneration is divided among Directors as directed by a resolution or failing which, in any proportions as the Board may agree. If there is no such agreement by the Board, the sum of Directors' remuneration is to be divided among Directors equally.

The Constitution further provides that the remuneration of the Non-Executive Directors must not be set as a commission on, or percentage of, profits or operating revenue. The remunerations and fees payable to Executive Directors shall not include a commission on or percentage of operating revenue.

The Constitution also provides that:

- (i) the Directors shall be entitled to be paid all reasonable travelling, accommodation and other expenses properly incurred by them in connection with the business of the Company, including attending and returning from general meetings of the Company or meetings of the Directors or of committees of the Directors; and
- (ii) if any of the Directors renders or is called on to perform extra or special

services in connection with the affairs of the Company, the Company may pay such additional remuneration or provide such benefits to that Director as the Directors resolve.

The table below sets out the remuneration provided to the Directors of the Company and their associated companies during the last two financial years (FY), inclusive of directors fees, consultancy fees, superannuation benefits and share-based payments.

Director	FY ended 30 June 2022 (A\$)	FY ended 30 June 2021 (A\$)
Allan Buckler	472,000	72,000
James Brown	472,000	72,000
Brett Lynch	2,902,864	2,187,254
Paul Crawford	1,026,500	373,500

4.10 Interests of other persons

Except as disclosed in this Prospectus, no expert, promoter or other person named in this Prospectus as performing a function in a professional, advisory or other capacity:

- (a) has any interest nor has had any interest in the last two years prior to the date of this Prospectus in the formation or promotion of the Company, the Shares offered under this Prospectus or property acquired or proposed to be acquired by the Company in connection with its formation or promotion or the Shares offered under this Prospectus; or
- (b) has been paid or given or will be paid or given any amount or benefit in connection with the formation or promotion of the Company or the Shares offered under this Prospectus.

GRT Lawyers will be paid approximately \$25,000 (plus GST) in fees for legal services in connection with the Offer.

Jett Capital will be paid fees as set out in section 4.3.

Computershare Investor Services Pty Limited has been appointed to conduct the Company's share registry functions and to provide administrative services in respect to issue of the Shares under the Offer, and will be paid for these services on standard industry terms and conditions.

4.11 CHESS

The Company participates in the Clearing House Electronic Subregister System, known as CHESS. ASX Settlement Pty Limited, a wholly owned subsidiary of ASX, operates CHESS in accordance with the Listing Rules and the ASX Settlement Operating Rules.

The Company will not issue certificates to security holders. Rather, holding statements (similar to bank statements) will be dispatched to security holders as soon as practicable after issue.

Holding statements will be sent either by CHESS (for security holders who elect to hold Securities on the CHESS sub-register) or by the Company's share registry (for security holders who elect to hold their Securities on the issuer sponsored sub-register). The statements will set out the number of Securities issued under this Prospectus and the

Holder Identification Number (for security holders who elect to hold Securities on the CHESSE sub register) or Shareholder Reference Number (for security holders who elect to hold their Securities on the issuer sponsored sub-register). Updated holding statements will also be sent to each security holder following the month in which the balance of their security holding changes, and also as required by the Listing Rules and the Corporations Act.

4.12 Consents

Chapter 6D of the Corporations Act imposes a liability regime on the Company (as the offeror of Shares under this Prospectus), the Directors, any persons named in the Prospectus with their consent having made a statement in the Prospectus and persons involved in a contravention in relation to the Prospectus, with regard to misleading and deceptive statements made in the Prospectus. Although the Company bears primary responsibility for the Prospectus, the other parties involved in the preparation of the Prospectus can also be responsible for certain statements made in it.

Each of the parties referred to in this Section:

- (a) has not authorised or caused the issue of the Prospectus or the making of the Offer;
- (b) does not make, or purport to make, any statement in this Prospectus other than those referred to in this Section; and
- (c) in light of the above, only to the maximum extent permitted by law, expressly disclaim and take no responsibility for any part of this Prospectus other than a reference to its name and a statement included in this Prospectus with the consent of that party as specified in this Section.

GRT Lawyers Pty Ltd has given its written consent to being named as the solicitors to the Company in this Prospectus. GRT Lawyers Pty Ltd has not withdrawn its consent prior to the lodgement of this Prospectus with ASIC.

Each of the Directors has given their written consent to being named in this Prospectus in the context in which they are named. Each of the Directors has not withdrawn their consent before the lodgement of this Prospectus with ASIC.

Jett Capital Advisors, LLC has given its written consent to being named as the lead manager to the Offer in this Prospectus. Jett Capital Advisors, LLC has not withdrawn its consent prior to the lodgement of this Prospectus with the ASIC.

5 DIRECTORS' STATEMENT AND CONSENT

This Prospectus is authorised by each of the Directors of the Company.

This Prospectus is signed for and on behalf of the Company by:



Paul Crawford
Executive Director
Sayona Mining Limited
Date: 6 March 2023

These definitions are provided to assist persons in understanding some of the expressions used in this Prospectus.

\$ or A\$	means Australian dollars.
Acceptance	means a valid acceptance of Shares under the Offer made pursuant to this Prospectus on an Application Form.
Annual Report	means the financial report lodged by the Company with ASIC in respect to the financial year ended 30 June 2022 includes the corporate directory, Directors' report, auditor's independence declaration, consolidated statement of profit or loss and other comprehensive income, consolidated statement of financial position, consolidated statement of changes in equity, consolidated statement of cash flows, notes to the consolidated financial statements, together with an independent auditor's report for the period to 30 June 2022.
Applicant	means a person who submits an Application Form.
Application	means a valid application under the Offer made on an Application Form.
Application Form	means the application form provided by the Company with a copy of this Prospectus.
Application Monies	means the monies paid by Applicants in respect of Shares the subject of an Application.
ASIC	means the Australian Securities and Investments Commission.
ASX	means ASX Limited (ACN 008 624 691) and where the context permits the Australian Shares Exchange operated by ASX Limited.
Board	means the Directors meeting as a board.
Business Day	means Monday to Friday inclusive, other than a day that ASX declares is not a business day.
C\$	means Canadian dollars.
Company	means Sayona Mining Limited (ACN 091 951 978) (ASX:SYA).
Constitution	means the constitution of the Company as at the date of this Prospectus.
Corporations Act	means <i>Corporations Act 2001</i> (Cth).
Directors	mean the directors of the Company as at the date of this Prospectus.
Income Act	means the <i>Income Tax Act (Canada)</i> .
Lead Manager	means Jett Capital Advisors, LLC.

Listing Rules	means the listing rules of ASX.
Offer	has the meaning given in Section 1.1.
Opening Date	means the date on which the Offer opens.
Option	means an option to acquire a Share, subject to certain terms and conditions.
PearTree	means PearTree Securities Inc.
Projects	includes the Company's Authier Lithium Project, North American Lithium Project and Moblan Project.
Prospectus	means this prospectus dated 7 March 2023.
Section	means a section of this Prospectus.
Securities	means Shares, quoted Options and/or Unquoted Options.
Share	means a fully paid ordinary share in the capital of the Company.
Shareholder	means a holder of Shares.
Subscription Agreement	means the subscription and renunciation agreement between the Company and PearTree signed by the Company on 2 March 2023.
Timetable	means the proposed timetable for the Offer set out on page iv of this Prospectus.
Unquoted Options	means Options which are not quoted on ASX's official list.