

# 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

EUROPEAN LITHIUM LIMITED (formerly Paynes Find Gold Limited)

ABN

45 141 450 624

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).

- |  |   |
|--|---|
| <p>1 +Class of +securities issued or to be issued</p>  | <p>(a) Ordinary Shares – issued pursuant to the Prospectus Public Offer.</p> <p>(b) Ordinary Shares – issued to European Lithium Limited shareholders (or their nominees) (<b>ELL Shareholders</b>) pursuant to the acquisition of European Lithium AT (Investments) Limited (<b>EL AT</b>) pursuant to the Prospectus EL Offer.</p> <p>(c) Ordinary Shares – issued to EverBlu Capital Pty Ltd (or nominees) pursuant to the Prospectus EverBlu Capital Offer.</p> <p>(d) Unlisted Options – issued to EverBlu Capital Pty Ltd (or nominees) (or nominees) pursuant to the Prospectus EverBlu Capital Offer.</p> |
| <p>2 Number of +securities issued or to be issued (if known) or maximum number which may be issued</p> | <p>(a) 77,902,500 Ordinary Shares</p> <p>(b) 187,500,000 Ordinary Shares</p> <p>(c) 23,437,500 Ordinary Shares</p> <p>(d) 200,000,000 Unlisted Options</p>  |

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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)	(a) Ordinary fully paid shares (b) Ordinary fully paid shares (c) Ordinary fully paid shares (d) Unlisted Options exercisable at \$0.10 each on or before 30 June 2020
4	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: <ul style="list-style-type: none"><li>• the date from which they do</li><li>• the extent to which they participate for the next dividend, (in the case of a trust, distribution) or interest payment</li><li>• the extent to which they do not rank equally, other than in relation to the next dividend, distribution or interest payment</li></ul>	Ordinary Shares – yes  Options will rank equally if converted or exercised into Ordinary Shares.
5	Issue price or consideration	(a) \$0.08 per Share (b) Nil cash consideration, issued pursuant to the acquisition of European Lithium AT (Investments) Limited (c) Nil cash consideration, issued as part of fees to EverBlu Capital Pty Ltd (d) Nil

+ See chapter 19 for defined terms.

<p>6 Purpose of the issue (If issued as consideration for the acquisition of assets, clearly identify those assets)</p>	<p>Pursuant to the Second Replacement Prospectus dated 28 July 2016, the purpose of the Public Offer and issue to ELL Shareholders (pursuant to the EL Offer) is to:</p> <ul style="list-style-type: none"> <li>- complete the acquisition of EL AT</li> <li>- Meet the requirements of the ASX and satisfy Chapters 1 &amp; 2 of the ASX Listing Rules</li> <li>- Provide funds to develop the Wolfsberg Lithium Project</li> </ul> <p>Ordinary Shares to be issued to EverBlu Capital Pty Ltd (or nominees) pursuant to the EverBlu Capital Offer made under the Prospectus.</p> <p>Options to be issued to EverBlu Capital Pty Ltd (or nominees) pursuant to the EverBlu Capital Offer made under the Prospectus.</p>
<p>6a Is the entity an +eligible entity that has obtained security holder approval under rule 7.1A?</p> <p>If Yes, complete sections 6b – 6h in relation to the +securities the subject of this Appendix 3B, and comply with section 6i</p>	<p>Yes – however the approval under Listing Rule 7.1A expired on 25 July 2016 (the date of approval by shareholders of a transaction under Listing Rule 11.1.2).</p>
<p>6b The date the security holder resolution under rule 7.1A was passed</p>	<p>Not applicable</p>
<p>6c Number of +securities issued without security holder approval under rule 7.1</p>	<p>Nil</p>
<p>6d Number of +securities issued with security holder approval under rule 7.1A</p>	<p>Nil</p>
<p>6e Number of +securities issued with security holder approval under rule 7.3, or another specific security holder approval (specify date of meeting)</p>	<p>Nil – All securities the subject of this Appendix 3B are being issued with security holder approval from a general meeting held on 25 July 2016</p>
<p>6f Number of +securities issued under an exception in rule 7.2</p>	<p>Nil</p>

+ See chapter 19 for defined terms.

6g	If +securities issued under rule 7.1A, was issue price at least 75% of 15 day VWAP as calculated under rule 7.1A.3? Include the +issue date and both values. Include the source of the VWAP calculation.	Not applicable									
6h	If +securities were issued under rule 7.1A for non-cash consideration, state date on which valuation of consideration was released to ASX Market Announcements	Not applicable									
6i	Calculate the entity's remaining issue capacity under rule 7.1 and rule 7.1A – complete Annexure 1 and release to ASX Market Announcements	7.1 – 45,957,342 7.1A – Not applicable									
7	<p>+Issue dates</p> <p>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.</p> <p>Cross reference: item 33 of Appendix 3B.</p>	9 September 2016									
8	Number and +class of all +securities quoted on ASX (including the +securities in section 2 if applicable)	<table border="1"> <thead> <tr> <th data-bbox="774 1142 1069 1187">Number</th> <th data-bbox="1069 1142 1361 1187">+Class</th> </tr> </thead> <tbody> <tr> <td data-bbox="774 1187 1069 1411">156,095,863</td> <td data-bbox="1069 1187 1361 1411">Fully paid ordinary shares.</td> </tr> </tbody> </table>	Number	+Class	156,095,863	Fully paid ordinary shares.					
Number	+Class										
156,095,863	Fully paid ordinary shares.										
9	Number and +class of all +securities not quoted on ASX (including the +securities in section 2 if applicable)	<table border="1"> <thead> <tr> <th data-bbox="774 1444 1069 1489">Number</th> <th data-bbox="1069 1444 1361 1489">+Class</th> </tr> </thead> <tbody> <tr> <td data-bbox="774 1489 1069 1590">205,788,887</td> <td data-bbox="1069 1489 1361 1590">Fully paid ordinary shares.</td> </tr> <tr> <td data-bbox="774 1590 1069 1736">200,000,000</td> <td data-bbox="1069 1590 1361 1736">Options exercisable at \$0.10 each on or before 30 June 2020</td> </tr> <tr> <td data-bbox="774 1736 1069 1917">8,000,000</td> <td data-bbox="1069 1736 1361 1917">Options exercisable at \$0.125 each on or before 27 February 2020</td> </tr> </tbody> </table>	Number	+Class	205,788,887	Fully paid ordinary shares.	200,000,000	Options exercisable at \$0.10 each on or before 30 June 2020	8,000,000	Options exercisable at \$0.125 each on or before 27 February 2020	
Number	+Class										
205,788,887	Fully paid ordinary shares.										
200,000,000	Options exercisable at \$0.10 each on or before 30 June 2020										
8,000,000	Options exercisable at \$0.125 each on or before 27 February 2020										

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10	Dividend policy (in the case of a trust, distribution policy) on the increased capital (interests)	The Directors do not anticipate declaring a dividend in the foreseeable future.
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## Part 2 - Pro rata issue

11	Is security holder approval required?	Not applicable
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12	Is the issue renounceable or non-renounceable?	Not applicable
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13	Ratio in which the <sup>+</sup> securities will be offered	Not applicable
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14	<sup>+</sup> Class of <sup>+</sup> securities to which the offer relates	Not applicable
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15	<sup>+</sup> Record date to determine entitlements	Not applicable
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16	Will holdings on different registers (or subregisters) be aggregated for calculating entitlements?	Not applicable
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17	Policy for deciding entitlements in relation to fractions	Not applicable
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18	Names of countries in which the entity has security holders who will not be sent new offer documents  <small>Note: Security holders must be told how their entitlements are to be dealt with.</small>  <small>Cross reference: rule 7.7.</small>	Not applicable
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19	Closing date for receipt of acceptances or renunciations	Not applicable
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20	Names of any underwriters	Not applicable
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21	Amount of any underwriting fee or commission	Not applicable
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<sup>+</sup> See chapter 19 for defined terms.

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

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### 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 Not applicable

39 +Class of +securities for which quotation is sought Not applicable

+ See chapter 19 for defined terms.

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

Not applicable

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)

Not applicable

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

Number	+Class
Not applicable	Not applicable

**Quotation agreement**

- +Quotation of our additional +securities is in ASX’s absolute discretion. ASX may quote the +securities on any conditions it decides.
- We warrant the following to ASX.
  - The issue of the +securities to be quoted complies with the law and is not for an illegal purpose.
  - There is no reason why those +securities should not be granted +quotation.
  - An offer of the +securities for sale within 12 months after their issue will not require disclosure under section 707(3) or section 1012C(6) of the Corporations Act.

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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.

Paul Lloyd  
Director/Company Secretary  
9 September 2016

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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

<b>Rule 7.1 – Issues exceeding 15% of capital</b>																			
<b>Step 1: Calculate “A”, the base figure from which the placement capacity is calculated</b>																			
<b>Insert</b> number of fully paid +ordinary securities on issue 12 months before the +issue date or date of agreement to issue	29,417,900																		
<p><b>Add</b> the following:</p> <ul style="list-style-type: none"> <li>• Number of fully paid +ordinary securities issued in that 12 month period under an exception in rule 7.2               <table style="width: 100%; border: none;"> <tr> <td style="width: 50%;"></td> <td style="width: 25%; text-align: right;">2,118,563</td> <td style="width: 25%; text-align: right;">25 February 2016</td> </tr> <tr> <td></td> <td style="text-align: right;">27,299,337</td> <td style="text-align: right;">21 March 2016</td> </tr> </table> </li> <li>• Number of fully paid +ordinary securities issued in that 12 month period with shareholder approval               <table style="width: 100%; border: none;"> <tr> <td style="width: 50%;"></td> <td style="width: 25%; text-align: right;">14,208,950</td> <td style="width: 25%; text-align: right;">4 April 2016</td> </tr> <tr> <td></td> <td style="text-align: right;">187,500,000</td> <td style="text-align: right;">9 September 2016</td> </tr> </table> </li> <li>• Number of partly paid +ordinary securities that became fully paid in that 12 month period               <table style="width: 100%; border: none;"> <tr> <td style="width: 50%;"></td> <td style="width: 25%; text-align: right;">23,437,500</td> <td style="width: 25%; text-align: right;">9 September 2016</td> </tr> <tr> <td></td> <td style="text-align: right;">77,902,500</td> <td style="text-align: right;">9 September 2016</td> </tr> </table> </li> </ul> <p><i>Note:</i></p> <ul style="list-style-type: none"> <li>• <i>Include only ordinary securities here – other classes of equity securities cannot be added</i></li> <li>• <i>Include here (if applicable) the securities the subject of the Appendix 3B to which this form is annexed</i></li> <li>• <i>It may be useful to set out issues of securities on different dates as separate line items</i></li> </ul>		2,118,563	25 February 2016		27,299,337	21 March 2016		14,208,950	4 April 2016		187,500,000	9 September 2016		23,437,500	9 September 2016		77,902,500	9 September 2016	
	2,118,563	25 February 2016																	
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	14,208,950	4 April 2016																	
	187,500,000	9 September 2016																	
	23,437,500	9 September 2016																	
	77,902,500	9 September 2016																	
<b>Subtract</b> the number of fully paid +ordinary securities cancelled during that 12 month period																			
<b>“A”</b>	361,884,750																		

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<b>Step 2: Calculate 15% of “A”</b>	
<b>“B”</b>	0.15 <i>[Note: this value cannot be changed]</i>
<b>Multiply “A” by 0.15</b>	54,282,712
<b>Step 3: Calculate “C”, the amount of placement capacity under rule 7.1 that has already been used</b>	
<p><b>Insert</b> 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"> <li>• Under an exception in rule 7.2</li> <li>• Under rule 7.1A</li> <li>• With security holder approval under rule 7.1 or rule 7.4</li> </ul> <p><i>Note:</i></p> <ul style="list-style-type: none"> <li>• <i>This applies to equity securities, unless specifically excluded – not just ordinary securities</i></li> <li>• <i>Include here (if applicable) the securities the subject of the Appendix 3B to which this form is annexed</i></li> <li>• <i>It may be useful to set out issues of securities on different dates as separate line items</i></li> </ul>	8,325,370    4 April 2016
<b>“C”</b>	<b>8,325,370</b>
<b>Step 4: Subtract “C” from [“A” x “B”] to calculate remaining placement capacity under rule 7.1</b>	
<p>“A” x 0.15</p> <p><i>Note: number must be same as shown in Step 2</i></p>	54,282,712
<p><b>Subtract “C”</b></p> <p><i>Note: number must be same as shown in Step 3</i></p>	8,325,370
<b>Total [“A” x 0.15] – “C”</b>	<b>45,957,342</b>

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## Part 2

<b>Rule 7.1A – Additional placement capacity for eligible entities</b>	
<b>Step 1: Calculate “A”, the base figure from which the placement capacity is calculated</b>	
<b>“A”</b>  <i>Note: number must be same as shown in Step 1 of Part 1</i>	
<b>Step 2: Calculate 10% of “A”</b>	
<b>“D”</b>	0.10  <i>Note: this value cannot be changed</i>
<b>Multiply “A” by 0.10</b>	
<b>Step 3: Calculate “E”, the amount of placement capacity under rule 7.1A that has already been used</b>	
<b>Insert</b> number of +equity securities issued or agreed to be issued in that 12 month period under rule 7.1A  <b>Notes:</b> <ul style="list-style-type: none"> <li>• <i>This applies to equity securities – not just ordinary securities</i></li> <li>• <i>Include here – if applicable – the securities the subject of the Appendix 3B to which this form is annexed</i></li> <li>• <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></li> <li>• <i>It may be useful to set out issues of securities on different dates as separate line items</i></li> </ul>	
<b>“E”</b>	

+ See chapter 19 for defined terms.

<p><b>Step 4: Subtract “E” from [“A” x “D”] to calculate remaining placement capacity under rule 7.1A</b></p>	
<p>“A” x 0.10</p> <p><i>Note: number must be same as shown in Step 2</i></p>	
<p><b>Subtract “E”</b></p> <p><i>Note: number must be same as shown in Step 3</i></p>	
<p><b>Total</b> [“A” x 0.10] – “E”</p>	<p><i>Note: this is the remaining placement capacity under rule 7.1A</i></p>

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+ See chapter 19 for defined terms.