

Lake Resources N.L

ACN 079 471 980 (Company)

Supplementary Prospectus

Supplementary Prospectus to a Prospectus dated 10 February 2020

Important Information

This is a supplementary prospectus dated 28 February 2020 and was lodged with the Australian Securities and Investments Commission (**ASIC**) pursuant to Section 719 of the *Corporations Act 2001* (Cth) on 28 February 2020 (**Supplementary Prospectus**). This Supplementary Prospectus supplements the prospectus dated 10 February 2020 (**Prospectus**) issued by Lake Resources N.L (**Company**).

The ASIC, ASX Limited (**ASX**), and their officers take no responsibility as to the contents of this Supplementary Prospectus. This Supplementary Prospectus shall be read in its entirety together with the contents of the Prospectus. If you are in any doubt as to the contents of this document, you should consult your professional advisers without delay.

Other than as set out below, all details in relation to the Prospectus remain unchanged. Terms used in this Supplementary Prospectus shall have the same meaning ascribed to them in the Prospectus.

1. Background

The Prospectus outlined that in conjunction with the Share Purchase Plan announced on 10 February 2020, the Company was also undertaking a Placement to raise \$2,000,000 by way of issue of 50,000,000 Shares at an issue price of \$0.04 each.

On 14 February 2020, the Company issued 36,521,850 Shares at an issue price of \$0.04 per share to raise \$1,460,874 under the Placement to unrelated sophisticated and professional investors utilising the Company's available Placement capacity under Listing Rule 7.1A.

On 24 February 2020, the Company announced that it has received further binding commitments to issue an additional 47,500,000 Shares at an issue price of \$0.04 per Share to raise an additional \$1,900,000 to unrelated sophisticated and professional investors utilising the Company's available Placement capacity under Listing Rule 7.1 and 7.1A (**Further Applications**). On 27 February 2020, the Company issued 47,875,000 Shares to raise a further \$1,915,000 pursuant to the Further Applications.

As at 28 February 2020, the Company has secured further binding commitments to issue an additional 14,657,649 Shares at an issue price of \$0.04 per Share to raise a further \$586,305 (before costs) to unrelated sophisticated and professional investors utilising the Company's available Placement capacity under Listing Rule 7.1. The Company anticipates that it will issue these further Shares on or about 3 March 2020.

The additional 62,532,649 Shares which were issued on 27 February 2020 and are to be issued on or about 3 March 2020 which will raise \$2,501,305 (before costs) are referred to in this Supplementary Prospectus as the '**Additional Placement**'.

The Additional Placement is to form part of the Placement and accordingly the Placement will increase from \$2,000,000 (as originally contemplated under the Prospectus) to \$3,962,179 with this resulting in the issue of a total of 99,054,499 Shares.

As at 27 February 2020, the Company had received approximately \$2,102,000 in valid Applications under the SPP Offer, which represents over subscriptions of approximately 40.1%. Accordingly, in conjunction with the Additional Placement, the Company also proposes to extend the maximum amount to be raised under the SPP Offer and the Shortfall Offer from \$1,500,000 to \$2,500,000 (**Extended SPP and Shortfall Offer**).

Accordingly, as a result of the Additional Placement and the Extended SPP and Shortfall Offer:

1. the number of shares which may be issued, and the amount of funds which may be raised, under the SPP Offer and Shortfall Offer will be increased from that set out in the Prospectus;
2. the number of shares on issue following the Completion of the SPP Offer and Shortfall Offer will be increased from that set out in the Prospectus;
3. the Company's use of funds will differ from that set out in the Prospectus;
4. the Company's Proforma Financial Statement set out in section 7 of the Prospectus is altered;
5. the Company will offer withdrawal rights for those who subscribe under the SPP Offer and/or Shortfall Offer; and
6. the Company also proposes to close the Shortfall Offer early, such that the key dates will change.

This Supplementary Prospectus has been prepared to make the following changes to the Prospectus set out in sections 2 and 3 below.

2. Changes to Amount raised under the SPP Offer, Shortfall Offer and Placement

2.1 Date Changes

- (a) The references to the Closing Date of the SPP Offer being 28 February 2020 appearing throughout the Prospectus are replaced with 27 March 2020.
- (b) The references to the Closing Date of the Shortfall Offer being 13 March 2020 appearing throughout the Prospectus are replaced with 27 March 2020.

2.2 Amount raised under the SPP Offer and the Shortfall Offer

- (a) The references to the amount being raised under the SPP Offer and the Shortfall Offer being \$1,500,000 appearing on the cover page and pages 1, 12, 14 and 23 is replaced with \$2,500,000.
- (b) The references to the number of Shares to be issued under the SPP Offer and the Shortfall Offer being 37,500,000 Shares appearing on pages 2, 13, 14, 23 and 48 is replaced with 62,500,000 Shares.

2.3 Chairman's Letter

- (a) On page 1 of the Prospectus (being the Chairman's letter), under the heading Share Purchase Plan and Placement, the second sentence of the first paragraph is deleted and replaced as follows:

"The Company has secured \$3,962,179 from sophisticated and professional investors by way of a private placement."

- (b) On Page 2 of the Prospectus, the third paragraph is deleted and replaced as follows:

The terms of the Termination Deed require the Company to, amongst other matters:

- (a) issue the Convertible Security Holder 11,558,021 Shares, which includes both a reduction of the principal amount owing and an equity based early termination fee, which occurred on 11 February 2020; and
- (b) make a cash payment of \$1,959,615 to the Convertible Securities Holder (of which \$1,709,615 was paid by the Company on 20 February 2020 and the remaining \$250,000 was paid on 24 February 2020) (**Cash Portion**).

2.4 Offer Statistics

- (a) The Offer Statistics table on page 3 of the Prospectus is replaced as follows:

Issue Price of SPP Shares and Shortfall Shares	\$0.04
Maximum number of SPP Shares to be issued ¹	62,500,000
Number of Shares on issue prior to the Offer	529,532,086
Number of Shares to be issued under the Placement	99,054,499
Number of Shares to be issued under the Termination Deed	11,558,021
Expected number of Shares on issue following the Offer ^{2,3}	702,644,606

Notes:

1. This assumes that fractional entitlements to SPP Shares are rounded down and that the maximum number of SPP Shares is issued.
2. This assumes that none of the current Options are exercised.
3. This assumes that the SPP is fully subscribed, all Shares are issued under the Placement and the Termination Deed but that no Options are exercised.

2.5 Key Dates

- (a) The Key Dates table on page 4 of the Prospectus:

Event Date	Date
Record Date for the SPP	7 February 2020
Announcement of Offers	10 February 2020
Prospectus lodged with ASIC	10 February 2020
Offers open	10 February 2020 at 10am AEDT
SPP Offer and Shortfall Offer Closes	27 March 2020 at 5pm AEDT
Announcement of SPP Offer and Shortfall Offer results	1 April 2020
Issue of SPP Shares and Shortfall Shares	7 April 2020
Despatch of new holding statements for SPP Shares and Shortfall Shares	7 April 2020
Trading commences for SPP Shares and Shortfall Shares	8 April 2020

2.6 Section 4 - Investment Summary

- (a) **Section 4.1 – The Offers**

Under the heading “the Offers” on page 10 of the Prospectus, the first line and paragraphs (a) and (b) are deleted in its entirety and replaced with:

As announced on 10 February 2020, the Company was seeking to raise additional funding of up to \$3,500,000 (which has increased to a total of \$6,462,180 as a result of the Additional Placement and the extended SPP and Shortfall Offer) which involves:

“(a) a placement of 99,054,499 Shares to sophisticated and professional investors to raise \$3,962,179; and

(b) the SPP Offer and Shortfall Offer, which will raise up to approximately \$2,500,000.”

(b) **Section 4.2 – Placement and Share Purchase Plan**

Under the heading “Placement and Share Purchase Plan” on page 10 of the Prospectus, the first paragraph is deleted in its entirety and replaced as follows:

As announced by the Company on 10, 14 24 and 27 February 2020, the Company has received binding commitments from sophisticated and professional investors to raise \$3,375,874.00. As at the date of this Supplementary Prospectus, the Company has received further binding commitments from sophisticated and professional investors to raise up to an additional \$586,305. The Shares issued by the Company as at the date of this Supplementary Prospectus have an issue price of \$0.04 each and the Company has issued 84,396,850 Shares to Placement investors utilising its existing placement capacity under Listing Rules 7.1 and 7.1A on 14 February 2020 and 27 February 2020, with an additional 14,657,649 Shares intended to be issued on 3 March 2020 under the Additional Placement utilising its existing placement capacity under Listing Rule 7.1.

(c) **Section 4.3**

(1) Under the heading “Convertible Securities Facility Close-out on page 10 of the Prospectus, paragraph 2 is deleted and replaced as follows:

Amongst other matters, the terms of the Termination Deed provide that:

(a) the Company is required to pay the Convertible Securities Holder an amount of \$1,959,615 (of which \$1,709,615 was paid by the Company on 20 February 2020, with the remaining \$250,000 paid on 24 February 2020)] **(Cash Portion)**; and

(b) the Company is required to issue the Convertible Securities Holder 11,558,021 Shares (which constitutes both a reduction of the principal amount owing and an equity based early termination fee) which were issued by the Company on 11 February 2020 in accordance with the Termination Deed.

(2) Under the heading “Convertible Securities Facility Close-out on page 10 and 11, paragraph 4 of the Prospectus is deleted in its entirety and replaced as follows:

As the Company has now complied with its obligations under the Termination Deed, including both the payment and issue of the Cash Portion and the Share Portion by the required dates, the Convertible Securities Facility is deemed to be fully repaid and the Convertible Securities Agreement is terminated and of no further force and effect.

(3) Under the heading “Convertible Securities Facility Close-out on page 10 and 11, paragraph 5 of the Prospectus is deleted in its entirety.

(d) **Section 4.4 – Purpose of the Prospectus**

Under the heading “Purpose of the Prospectus”, on page 11 of the Prospectus, the last line of paragraph 6 is deleted and replaced as follows:

The first tranche of Shares under the Placement (36,521,850 Shares) were issued on 14 February 2020, the second tranche of the Placement (47,875,000 Shares) were issued on 27 February 2020, and the Shares to be issued under the Termination deed were issued by the Company on 11 February 2020, each prior to the close of the SPP Offer and Shortfall Offer.

The balance of the Placement (14,657,649 Shares) is intended to be issued on 3 March 2020 prior to the close of the Shortfall Offer.

(e) **Section 4.7 – Purpose of the Offer and proposed use of funds from the SPP and Placement**

The table titled “Proposed use of funds” on page 12 of the Prospectus is deleted and replaced as follows:

Proposed use of funds	\$
Early termination of convertible notes (partial payment of Cash Portion)	1,459,615
Pilot plant development	1,600,000
Production of samples for off-takers and the completion of the PFS;	600,000
General exploration	1,500,000
Working capital	913,064
Estimated costs of the Offer and Placement (including legal fees, Share Registry fees, ASX fees and other miscellaneous costs associated with the Offer)	389,500
Total (maximum raising)	6,462,179

(f) **Section 4.8 – Offer Costs**

The Offer Costs table on page 13 of the Prospectus is replaced as follows:

Item of expenditure	Amount of expenditure (\$) (including GST)
ASX and ASIC fees	\$23,500
Legal	\$60,500
Printing and registry costs	\$44,000
Placement fees	\$261,500
Estimated total (including GST)	\$389,500

(g) **Section 4.9 – Capital Structure post Offers assuming Offers fully subscribed.**

The Capital Structure table on page 13 of the Prospectus is replaced as follows:

Securities	Number of Shares	Number of Listed Options	Number of unlisted Options
Existing securities	529,532,086	52,512,693	48,355,000
Maximum number of new Shares offered under the SPP ¹	62,500,000	Nil	Nil
First Tranche of Shares issued under the Placement	36,521,850	Nil	Nil
New Shares issued under the Termination Deed	11,558,021	Nil	Nil
Second Tranche of Shares issued under the Placement	47,875,000	Nil	Nil
Third Tranche of Shares to be issued under the Placement	14,657,649		
TOTAL ^{1,2}	702,644,606	52,512,693	48,355,000

Notes:

1. Assumes the SPP is fully subscribed.
2. Assumes that no existing options are exercised after the date of this Prospectus.

2.7 Sections 7.1 to 7.3 – Effect of the Offers

The following sections are deleted in their entirety:

- (a) Section 7.1 titled “Effect of the Offers” (being on page 29);
- (b) Section 7.2 titled “Effect on Balance Sheet” (being on pages 29 to 32); and
- (c) Section 7.3 titled “Effect on Capital Structure” (being on pages 32 and 33), save for the section headed Convertible Securities on page 33 which remains,

and are replaced as follows:

7.1 Effect of the Offer on the Capital Structure

The principal effect of the SPP Offer, assuming all of the SPP Shares and/or Shortfall Shares offered under the Prospectus are issued, will be the issuance of up to 62,500,000 new Shares.

The principal effect of the Placement will be this issuance of up to 99,054,499 new Shares, assuming all Shares are issued to the Placement investors.

The principal effect of the Termination Deed will be the issuance of 11,558,021 new Shares to the Convertible Securities Holder.

7.2 Effect on Balance Sheet

The SPP Shares and Shortfall Shares issued pursuant to this Prospectus will be issued for \$0.04 each. If all of the Shares are issued under the SPP Offer (and Shortfall Offer where applicable), this will raise up to \$2,500,000. Based on the binding commitments received from Placement Investors as at the date of the Prospectus, if all of the Shares are issued under the Placement (at an issue price of \$0.04 each), this will raise up to \$3,962,179. Accordingly, the SPP Offer and the

Placement will increase the Company's balance sheet by a total of \$4,113,064 after deducting the costs of the Offers which are estimated to be approximately \$389,500 (including GST) and after payment of the Cash Portion under the Termination Deed, being \$1,959,615 (as set out in section 10.6). The Company's balance sheet will be further increased to approximately \$4,913,064 (assuming the SPP Offer is fully subscribed) as a result of the \$800,000 short term unsecured facilities recently finalised by the Company.

The Company's Annual Report for the financial year ended 30 June 2019 was released to the ASX on 25 October 2019. The Annual Report can be viewed at lakeresources.com.au and at www.asx.com.au.

The Company's latest Quarterly Cash Flow Report and Quarterly Activities Report were released to the ASX on 31 January 2020. These reports can be reviewed at lakeresources.com.au and at www.asx.com.au.

Additional information, including copies of the ASX releases and investor presentations, is also available on the Company's website.

This section sets out the historical and pro-forma financial information of the Company. The basis for the preparation and presentation of this information is also set out below.

The financial information has been prepared by management and adopted by the Board. The Board is responsible for the inclusion of all financial information in the Prospectus.

The historical and pro-forma financial information has been prepared in accordance with the measurement and recognition criteria of Australian Accounting Standards. The historical and pro-forma financial information comprises financial information of the Company. The historical and pro-forma financial information is presented in an abbreviated form insofar as it does not include all the disclosure and notes required in an annual financial report prepared in accordance with Australian Accounting Standards and the Corporations Act.

The information in section 7.2 has been provided for investors to gain an indication of the effect of the SPP Offer (and also includes the effect of the issue of Shares under the Placement to the Placement Investors, the issue of the Share Portion and payment of the Cash Portion to the Convertible Securities Holder under the Termination Deed) on the Company. It does not necessarily illustrate the future financial performance of the Company because past performance is not a guide to future performance.

(a) Historical Financial Information

The historical financial information for the Company set out below comprises the audited Statement of Financial Position as at 30 June 2019. The historical financial information has been extracted from the audited Company's Financial Statements for the financial year ended 30 June 2019.

(b) Pro-forma Financial Information

The pro-forma financial information for the Company set out below comprises the unaudited Pro-Forma Statement of Financial Position as at 30 June 2019 based on completion of the Offers.

The unaudited Pro-Forma Statement of Financial Position has been derived from the audited Statement of Financial Position as at 30 June 2019 adjusted for the following transactions as if they had occurred at 30 June 2019 (pro-forma transactions):

- (1) Convertible Securities pre-Early Termination – the following adjustments were made to reflect the change in status of convertible securities in the Company since 30 June 2019 which occurred separately to the SPP, Placement and Termination Deed:
 - (A) Final repayment of \$472,502 relating to 9,900,000 unsecured convertible securities outstanding at 30 June 2019;
 - (B) Conversion of convertible securities held by SBI Investments (PR) LLC totalling \$550,000;
 - (C) Further drawdown of \$1,650,000 Convertible Securities to receive \$1,455,000 in cash;
 - (D) Interest and fee adjustments of \$164,924 to recognise the repayment of the face value of the outstanding Convertible Securities.
- (2) Placement:
 - (A) the issue of 99,054,499 Shares being issued pursuant to the Placement at an issue price of \$0.04 per Share to raise \$3,962,179 before expenses. All Shares issued pursuant to this Placement will be issued as fully paid. This assumes the maximum number of Shares are issued under the Placement;
- (3) Convertible Securities Early Termination:
 - (A) the issue of 11,558,021 Shares to the Convertible Security Holder pursuant to the Termination Deed. All Shares issued pursuant to the Termination Deed will be issued as fully paid;
 - (B) the payment of the Cash Portion to the Convertible Security Holder under the Termination Deed in the amount of \$1,959,615; and
- (4) SPP:
 - (A) the issue of 62,500,000 Shares being issued pursuant to the SPP at an issue price of \$0.04 per Share to raise \$2,500,000 before expenses. All Shares issued pursuant to this Prospectus will be issued as fully paid. This assumes the maximum number of Shares are issued under the SPP;
 - (B) the payment of the costs associated with the Offer and the Placement as disclosed in section 4.8 being \$389,500 (including GST).

For completeness it is noted that no adjustment has been made to the unaudited Pro-Forma Statement of Financial Position in respect of the \$800,000 short term unsecured facilities recently finalised by the Company.

Historical and Pro-forma Consolidated Statements of Financial Position

To illustrate the effect of the issue on the Company, the pro-forma consolidated balance sheet has been prepared based on the audited Statement of Financial Position as at 30 June 2019.

The pro-forma balance sheet shows the effect of the SPP Offer as if the SPP Offer (under this Prospectus) had been made on 30 June 2019. The pro-forma balance sheet assumes that the SPP Offer is fully subscribed, the Shares under the Placement Shares are issued and the Shares are issued to the Convertible Securities Holder

under the Termination Deed and the Cash Portion paid (and accordingly the Convertible Securities Facility is closed-out).

The accounting policies adopted in preparation of the pro-forma consolidated balance sheet are consistent with the policies adopted and as described in the Company's financial statements for the year ended 30 June 2019.

The significant effects of the SPP Offer, Placement and Termination Deed (assuming the SPP Offer is fully subscribed) will be to:

- (b) increase cash reserves by a net amount of approximately \$4.11 million (after paying the cash component of redeeming the convertible notes of \$1.95 million (with \$1.45 million being funded by the Placement and the balance \$0.5 million being funded from existing cash and debt reserves) and cash expenses of the Offer which are estimated to be \$389,500 inclusive of GST);
- (c) increase the number of issued ordinary shares by 173,112,520 to 702,644,606.

The Company's cash reserves will be further increased to approximately \$4.91 million (assuming the SPP Offer is fully subscribed) as a result of the \$800,000 short term unsecured facilities recently finalised by the Company. As noted above the unaudited Pro-Forma Statement of Financial Position has not been adjusted for these short term unsecured facilities.

	At 30 June 2019	(1) Convertible Securities pre-Early Termination	(2) Placement	(3) Convertible Securities Early Termination	(4) SPP	Proforma 30 June 2019
	\$	\$	\$	\$	\$	\$
CURRENT ASSETS						
Cash and cash equivalents	1,725,366	982,498	3,962,179	(1,959,615)	2,110,500	6,820,928
Trade and other receivables	151,679	-	-	-	-	151,679
Other current assets	54,687	-	-	-	-	54,687
Total Current Assets	1,931,732	982,498	3,962,179	(1,959,615)	2,110,500	7,027,294
NON CURRENT ASSETS						
Investments accounted for using the equity method	35	-	-	-	-	35
Property, plant and equipment	1,198	-	-	-	-	1,198
Exploration and evaluation	13,312,658	-	-	-	-	13,312,658
Total non-Current Assets	13,313,891	-	-	-	-	13,313,891
TOTAL ASSETS	15,245,623	982,498	3,962,179	(1,959,615)	2,110,500	20,341,185
CURRENT LIABILITIES						
Trade and other payables	1,320,203	-	-	-	-	1,320,203
Borrowings	1,428,078	792,422	-	(2,220,500)	-	-
Employee benefits	55,492	-	-	-	-	55,492
Total Current Liabilities	2,803,773	792,422	-	(2,220,500)	-	1,375,695
TOTAL LIABILITIES	2,803,773	792,422	-	(2,220,500)	-	1,375,695
NET ASSETS	12,441,850	190,076	3,962,179	260,885	2,110,500	18,965,490

7.3 Effect on capital structure

The effect of the SPP Offer, the Placement and the Termination Deed on the capital structure of the Company, assuming the SPP Offer is fully subscribed and all Shares are issued under the Placement and the Termination Deed, is set out below:

Shares

	Number	% interest in share capital
Shares currently on issue (as at the date of the Prospectus)	529,532,086	75.4%
Shares offered pursuant to the SPP and Shortfall Offers ¹	62,500,000	8.9%
Shares to be issued under the Placement ²	99,054,499	14.1%
Shares issued under the Termination Deed	11,558,021	1.6%
Total Shares on issue after completion of the above³	702,644,606	100%

1 This assumes that the maximum number of SPP Shares are issued.

2 This assumes that all of the Placement Shares are issued.

3 This assumes that none of the options currently outstanding are exercised.

Options

As no Options are being issued as part of the SPP Offer, the Placement or the Termination Deed, assuming no Options currently outstanding are exercised, the Company will have the following Options on issue:

	Number	Exercise Price	% interest in Options
Listed Options currently on issue (expiring 15 June 2021)	52,512,693	\$0.10	52.1%
Unlisted Options (expiring 31 December 2020)	9,500,000	\$0.28	9.4%
Unlisted Options (expiring 28 February 2022)	5,555,000	\$0.08	5.5%
Unlisted Options (expiring 30 July 2021)	15,000,000	\$0.09	14.9%
Unlisted Options (expiring 28 October 2022)	18,300,000	\$0.046	18.1%
Total Options on issue after completion of the above¹	100,867,693		100%

1 This assumes that none of the options currently outstanding are exercised.

The capital structure on a fully diluted basis on completion of the SPP Offers assuming the SPP Shares are fully subscribed for and all Shares are issued under the Placement and the Termination Deed would be 803,512,299 Shares.

Convertible Securities

As at the date of the Prospectus, the Company had 2,220,500 Convertible Securities on issue, reflecting the face value of the Convertible Securities. As set out in section 4.3, the Company entered into a Termination Deed with the Convertible Securities Holder for the termination of the Convertible Securities Facility. The Termination Deed required the Company to, amongst other matters:

- (d) make a cash payment of \$1,959,615 to the Convertible Securities Holder (of which \$1,709,615 was paid by the Company on 20 February 2020 with the remaining \$250,000 paid on 24 February 2020) (**Cash Portion**); and
- (e) issue Convertible Securities Holder 11,558,021 Shares (which constitutes both a reduction of the principal amount owing and an equity based early termination fee) on or before 11 February 2020 (**Share Portion**) which issue has now occurred.

Assuming the Company satisfies the terms of the Termination Deed and accordingly the Convertible Securities Facility is terminated, there will be no Convertible Securities on issue by the Company on and from the date that all conditions are satisfied under the terms of the Termination Deed.

As the Company has now complied with its obligations under the Termination Deed, including both the payment and issue of the Cash Portion and the Share Portion by the required dates, the Convertible Securities Facility is deemed to be fully repaid and the Convertible Securities Agreement is terminated and of no further force and effect.

2.8 Section 7.6 – Details of substantial holders

The table contained in section 7.6 on page 34 of the Prospectus is replaced with the following:

Shareholder	Current Shares	Current % interest	Maximum % increase if full \$30,000 of SPP Shares are issued and no other Shares issued under the Offers ¹
Ms Justine Michel (Lambrecht Investment Trust)	26,372,563	4.98%	4.49%

2.9 Section 10.1 – Continuous Disclosure Obligations

The following rows are added to the start of the table (above the row dated 31 January 2020) set out at the bottom section 10.1 on page 45 of the Prospectus:

Date	Description of Announcement
28 February 2020	Appendix 3B
28 February 2020	SPP upsized and Placement increased with Presentation
27 February 2020	Placement completed and SPP uplift under consideration
27 February 2020	Appendix 2A
24 February 2020	Appendix 3B
24 February 2020	Placement upsized by \$1.9M to \$3.4M
21 February 2020	BILL GATES LED FUND BACKS LAKE TECHNOLOGY
20 February 2020	Placement and SPP Update
18 February 2020	Pilot Plant Processing Brines
17 February 2020	Appendix 2A
14 February 2020	Placement Update
14 February 2020	Appendix 2A
11 February 2020	Appendix 2A

Date	Description of Announcement
10 February 2020	Reinstatement of Official Quotation
10 February 2020	Prospectus
10 February 2020	Appendix 3B
10 February 2020	Proposed issue of Securities - LKE
10 February 2020	Placement and Share Purchase Plan
10 February 2020	Close-out of Convertible Securities Facility

2.10 Section 10.2 – Market Price of Shares

The following text is added underneath the table contained in section 10.2 appearing on page 46 of the Prospectus:

The closing price of the Company's shares on the day prior to the date of this Supplementary Prospectus (27 February 2020) is %0.041. This represents a 2.4% premium to the offer price under the SPP Offer and Shortfall Offer of \$0.04.

2.11 Section 10.5 – Interest of Directors

- (a) The second table appearing in section 10.5 on page 48 of the Prospectus is replaced as follows:

Director (including associated entities)	Current Shares (Direct and Indirect)	Listed and Unlisted Options (Direct and Indirect)	Current Performance Rights (Direct and Indirect)	Maximum Number of Shares under the SPP	% of Share Capital post SPP (702,644,606) ¹
Steve Promnitz ²	15,381,293	12,447,661	5,000,000	750,000	2.30%
Geoffrey Stuart Crow ³	4,358,964	8,544,870	5,000,000	750,000	0.73%
Nicholas Lindsay ⁴	-	6,500,000	5,000,000	-	
Robert Trzebski	-		-	-	

- (b) The first Note which sits under the second table appearing in section 10.5 on page 48 of the Prospectus is replaced with the following:

Notes:

- Assumes the SPP Offer is fully subscribed (62,500,000 Shares), the Placement Shares are issued (99,054,499 shares) and the Share Portion is issued under the Termination Deed (11,558,021 Shares), but that no Options are exercised.

2.12 Section 10.6 – Directors' fees and remuneration

The table contained in section 10.6 on page 49 of the Prospectus is replaced with the following:

Director	Financial Year ending 30 June 2018	Financial Year ending 30 June 2019	To date in this Financial Year
S Crow	451,701*	246,000**	129,833***

Director	Financial Year ending 30 June 2018	Financial Year ending 30 June 2019	To date in this Financial Year
N Lindsay	236,417*	60,000	67,000***
R Trzebski****	-	-	-
S Promnitz	1,026,008*	272,190	147,157
Total	1,714,126	578,190	343,990

* the remuneration for the 2018 financial year includes the issue of performance rights to Directors valued at \$415,034 to S Crow, \$207,517 to N Lindsay and \$691,723 to S Promnitz

** the remuneration for the 2019 financial year ending 30 June 2019 includes consultancy fees paid to Salaris Consulting Pty Ltd, a company associated with Stuart Crow for consultancy services relating to capital raising in the amount of \$146,000

*** the remuneration for the current financial year from 1 July 2019 to 31 December 2019 includes consultancy fees paid to Salaris Consulting Pty Ltd (a company associated with Stuart Crow) for consultancy services in the amount of \$71,500 and to Lindsay Rueda Services Pty Ltd (a company associated with Dr Nicholas Lindsay) in the amount of \$39,000 for consulting services relating to the pre-feasibility study.

****Dr Robert Trzebski was appointed on 10 December 2019 and received no fees for the period prior to lodgement of this Prospectus.

2.13 Section 10.14 – Expenses of the Offer

The table appearing in section 10.14 on page 53 of the Prospectus is replaced as follows:

Item of expenditure	Amount of expenditure (\$) (including GST)
ASX and ASIC fees	\$23,500
Legal	\$60,500
Printing and registry costs	\$44,000
Placement fees	\$261,500
Estimated total (including GST)	\$389,500

2.14 Section 10.15 – Consents and Disclaimers

The reference to “\$26,000 (excluding disbursements and GST)” on page 51 is replaced with “\$60,500 inclusive of GST”.

2.15 Section 10.15 – Consents and Disclaimers

The reference to “\$26,000 inclusive of GST” on page 53 is replaced with “\$60,500 inclusive of GST”.

2.16 Section 11 – Glossary

The definition of “Placement” on page 55 of the Prospectus is deleted and replaced as follows:

Placement means the issue of up to 99,054,499 Shares to sophisticated and professional investors to raise up to \$3,962,179.

3. Withdrawal of Applications under SPP Offer

In accordance with section 724(2) of the Corporations Act, any Applicant who, prior to the date of this Supplementary Prospectus, has lodged an Application Form for Shares under the SPP Offer or Shortfall Offer (**Existing Applicant**) and wishes to withdraw their application and be

repaid all application monies have one (1) month to do so (being from the date of this Supplementary Prospectus until 5.00pm AEDT on 28 March 2020) (**Withdrawal Period**).

Any repayment of an Application Amount made by the Company pursuant to an Existing Applicant exercising their right to withdraw their Application will be made in full without interest.

An Existing Applicant who wishes to withdraw their Application and obtain a refund of the Application Amount must submit a written request to the Company at the address set out below so that it is received prior to the end of the Withdrawal Period (being 5.00pm EST on 28 March 2020): For delivery by hand or post:

Lake Resources N.L.
Level 5
126 Phillip Street
Sydney NSW 2000

If an Existing Applicant already has banking details recorded with the Company for payments, the Company will arrange for the refund payment to be made to such account. Alternatively, the written withdrawal request must set out the details for the payment of the refund cheque and address to which it should be sent or the bank account details to which the refund payment can be made.

If you do not wish to withdraw your application, you do not need to take any action.

4. Director Consent

Directors' authorisation and consent

This Supplementary Prospectus has been signed by a Director of the Company with the authority of each of the Directors and is dated 28 February 2020. Each Director has consented to lodgement of this Supplementary Prospectus with ASIC.



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Director