

# Rodinia Lithium Announces Non-Dilutive Potash Stream Financing

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- \$3 MILLION NON-DILUTIVE EQUITY OFFERING LINKED TO POTASH PRICE AND FUTURE POTASH BY-PRODUCT SALES

- ISSUANCE OF SUBSCRIPTION RECEIPTS SUBJECT TO RECEIPT OF SHAREHOLDER APPROVAL CONSISTING OF 1 POTASH STREAM PREFERRED SHARE AND 1/2 OF A COMMON SHARE PURCHASE WARRANT

- FINANCING STRUCTURE RECOGNIZES THE VALUE OF THE COMPANY'S SIGNIFICANT POTASH BY-PRODUCT

- MANAGEMENT WILL HOLD A CONFERENCE CALL AT 8:30 AM EASTERN STANDARD TIME ON TUESDAY, APRIL 3, 2012 TO DISCUSS THE OFFERING

TORONTO, April 2, 2012 - [Rodinia Lithium Inc.](#) ("Rodinia" or the "Company") (TSX VENTURE: RM) (OTCQX: RDNF) announced today that it intends to issue 3 million subscription receipts (the "Subscription Receipts") to an investor, at a price of \$1.00 per Subscription Receipt, for aggregate gross proceeds of \$3 million, on a non-brokered private placement basis. Each Subscription Receipt will be exchangeable upon the occurrence of certain events (including the receipt of the required regulatory and shareholder approvals) into a unit (a "Unit") consisting of one Cumulative Rate Reset Non-Voting Potash Stream Preferred Share (a "Potash Stream Preferred Share" or "Preferred Share") and one-half (1/2) of a common share purchase warrant ("Warrant"). Each whole Warrant will entitle the holder thereof to acquire one common share of the Company at a price of \$0.45 for a period of 18 months following the closing date of the Offering.

Holders of the Potash Stream Preferred Shares will be entitled to receive a cumulative, preferential cash dividend linked to the potash price and to the revenue generated by the Company from its potash by-product sales from its Salar de Diablillos Project, located in Salta Province, Argentina (the "Project").

Initially, each Potash Stream Preferred Share will provide, if and when declared, for an annual cumulative preferential cash dividend at a floating per share rate over the issue price of 9% + a potash price adjustment, payable annually on the last day of January following the relevant completed fiscal year, with respect to the initial period commencing upon the issuance of the Preferred Shares and ending December 31 of the first year of initial potash production.

Thereafter, the dividend rate will be reset such that the holders of Potash Stream Preferred Shares shall be entitled to receive, if and when declared, quarterly dividends in an amount equal to the total amount of net potash revenue generated from the Project for that quarter divided by 20,000,000 (being the maximum number of Preferred Shares that will be authorized in the capital of the Company). After the reset, any such dividend, if and when declared, shall be paid on the last day of the month following the quarter in respect of which such dividend is payable. Net potash revenue shall be calculated based on the quantity of potash sold and the potash sales price realized less a potash production cost of US\$185.00 per tonne of potash sold.

The Potash Stream Preferred Shares will not be retractable, convertible or redeemable by the holder thereof. They will be redeemable by the Company in certain circumstances.

Will Randall, President and CEO of Rodinia commented, "We are pleased to be raising capital today that will go towards building a pilot plant and completing a Feasibility Study for Diablillos. The unique structure of this Offering recognizes the value inherent in our potash by-product, while at the same time providing us an opportunity to raise capital in a manner that is non-dilutive to the common shareholders of the Company. While this financing places a current value on the potash by-product of CAD\$20 million, Rodinia's primary source of income in the event of production remains the sale of high purity lithium carbonate from Diablillos."

Closing of the Offering will be subject to obtaining the required TSX Venture Exchange approval. Proceeds

from the Offering will be held in escrow or placed in a segregated restricted account until all required regulatory and shareholder approvals are obtained for the creation of the Potash Stream Preferred Shares, at which time, the Subscription Receipts shall be exchanged for Units. Net proceeds of the Offering will be used to finance further development of the Project and will go toward completion of a Feasibility Study, and for general corporate purposes, including working capital.

### **Analyst and Shareholder Conference Call**

Rodinia will host a conference call at 8:30 AM Eastern Standard Time on Tuesday, April 3, 2012 to discuss the Offering. To participate in the call please dial the following:

International: +1 (416) 340-2217  
Toll Free North America: 1-866-696-5910

To register and listen to the webcast of the call, please go to Rodinia's website at [www.rodinialithium.com](http://www.rodinialithium.com).

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### **About Rodinia Lithium Inc.:**

[Rodinia Lithium Inc.](#) is a Canadian mineral exploration and development company with a primary focus on Lithium exploration and development in North and South America. The Company is also actively exploring the commercialization of a significant Potash co-product that is expected to be recoverable through the lithium harvesting process.

Rodinia's Salar de Diablillos lithium-brine project in Salta, Argentina, contains a recoverable resource of 2.82 million tonnes lithium carbonate equivalent and 11.27 million tonnes potassium chloride equivalent. The project contains a recoverable inferred resource of 952,553,000 m3 grading 556 mg/L lithium and 6,206 mg/L potassium. Throughout 2012, Rodinia will focus on continuing to develop the Diablillos project by completing additional drilling and advancing through feasibility study.

The Company also holds 100% mineral rights to approximately 70,000 acres in Nevada's lithium-rich Clayton Valley in Esmeralda County, and is currently in the process of assessing the size, quality and processing alternatives of this deposit. The Clayton Valley project is located in the only known lithium-brine bearing salt lake in North America, and looks to represent the only new source for domestic lithium carbonate supply.

The Projects are supervised by Ray Spanjers, Rodinia's Manager of Exploration. Mr. Spanjers is considered a Qualified Person, as defined by National Instrument 43&#8208;101, and has read and approved the scientific and technical information contained in this press release.

Please visit the Company's web site at [www.rodinialithium.com](http://www.rodinialithium.com) or write us at [info@rodinialithium.com](mailto:info@rodinialithium.com).

### **Cautionary Notes**

*Except for statements of historical fact contained herein, the information in this press release may contain or refer to forward looking information within the meaning of applicable securities laws, based on current expectations, including, but not limited to, receipt of final TSX Venture Exchange approval for the Offering, the approval of shareholders to authorize Preferred Shares, mineralization projections, future exploration priorities, estimates and costs, projected capital and operating expenditures, future exploration plans and techniques, estimates regarding the timing and costs of exploration, mineral prices and future exploration plans. Forward looking statements are subject to significant risks and uncertainties, including those risks identified by the Company in the prospectus and the annual information form of the Company, which is available under the SEDAR profile of the Company on SEDAR, and other factors that could cause actual results to differ materially from expected results. Estimates and assumptions are based on extensive technical and scientific analysis conducted by the management of the Company, the results of drill program and other exploration, the analysis of external consultants and information obtained by the Company from third parties. There can be no assurance that such statements will prove to be accurate; actual results and future events could differ materially from such statements. Factors that could cause actual results to differ*

*materially include, among others, metal prices, competition, financing risks, acquisition risks, risks inherent in the mining industry, and regulatory risks. Most of these factors are outside the control of the Company. Investors are cautioned not to put undue reliance on forward-looking information. Except as otherwise required by applicable securities statutes or regulation, the Company expressly disclaims any intent or obligation to update publicly forward-looking information, whether as a result of new information, future events or otherwise.*

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