

This announcement has been prepared by Alliance Mineral Assets Limited (the "**Company**") and its contents have been reviewed by PrimePartners Corporate Finance Pte. Ltd. (the "**Sponsor**"), for compliance with the Singapore Exchange Securities Trading Limited (the "**SGX-ST**") Listing Manual Section B: Rules of Catalist. The Sponsor has not verified the contents of this announcement. This announcement has not been examined or approved by the SGX-ST. The Sponsor and the SGX-ST assume no responsibility for the contents of this announcement, including the accuracy, completeness or correctness of any of the information, statements or opinions made or reports contained in this announcement.

The contact person for the Sponsor is Ms Gillian Goh, Director, Head of Continuing Sponsorship, at 16 Collyer Quay, #10-00 Income at Raffles, Singapore 049318, telephone (65) 6229 8088.

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Notice of **ANNUAL GENERAL MEETING**

*This Notice of Meeting should be read in its entirety. If Shareholders are in doubt as to how they should vote, they should seek advice from their professional advisers prior to voting.
Should you wish to discuss the matters in this Notice of Meeting please do not hesitate to contact the Company Secretary on (+618) 9388 8826.*

TIME AND PLACE OF MEETING AND HOW TO VOTE

VENUE

The Annual General Meeting of the Shareholders to which this Notice of Meeting relates will be held at 2.00 p.m. (Singapore time) on Wednesday 26 October 2016.

Safra Mount Faber Club
Level 2, Crystal Room 1
2 Telok Blangah Way
Singapore 098803

YOUR VOTE IS IMPORTANT

The business of the Annual General Meeting of the Company affects your shareholding and your vote is important.

VOTING IN PERSON

To vote in person, please attend the Annual General Meeting of the Company on the date and at the place set out above.

VOTING BY PROXY

To vote by proxy, please complete and sign the enclosed Proxy Form and return:

(a) **by post or by hand to the Company's office at:**

Unit 6, 24 Parkland Road, Osborne Park 6017, Western Australia;

or

by post or by hand to the Company's share registrar's office at:

Boardroom Corporate & Advisory Services Pte. Ltd., 50 Raffles Place #32-01 Singapore Land Tower 048623; or

(b) **by email to admin@alliancemineralassets.com.au,**

so that it is received not later than 2.00 p.m. (Singapore time) on 24 October 2016.

Notice of **ANNUAL GENERAL MEETING**

IMPORTANT NOTES:

- (i) Depositors shall use the Proxy form entitled "Annual General Meeting - Depositor Proxy Form".
- (ii) Proxy Forms received later than this time will be invalid.

In accordance with section 249L of the Corporations Act, Shareholders are advised that:

- (a) each Shareholder (including each Depositor who has Shares of the Company entered against their name in the Depository Register held by the CDP) has a right to appoint a proxy;
- (b) the proxy need not be a Shareholder of the Company; and
- (c) a Shareholder who is entitled to cast 2 or more votes may appoint 2 proxies and may specify the proportion or number of votes each proxy is appointed to exercise. If the member appoints 2 proxies and the appointment does not specify the proportion or number of the member's votes, then in accordance with section 249X(3) of the Corporations Act, each proxy may exercise one-half of the votes.
- (d) Shareholders and their proxies should be aware that changes to the Corporations Act made in 2011 mean that:
 - (i) if proxy holders vote, they must cast all directed proxies as directed; and
 - (ii) any directed proxies which are not voted will automatically default to the Chair, who must vote the proxies as directed.

Further details on these changes are set out below.

Proxy vote if appointment specifies way to vote

Section 250BB(1) of the Corporations Act provides that an appointment of a proxy may specify the way the proxy is to vote on a particular resolution and, if it does:

- (a) the proxy need not vote on a show of hands, but if the proxy does so, the proxy must vote that way (i.e. as directed); and
- (b) if the proxy has 2 or more appointments that specify different ways to vote on the resolution, the proxy must not vote on a show of hands; and
- (c) if the proxy is the chair of the meeting at which the resolution is voted on, the proxy must vote on a poll, and must vote that way (i.e. as directed); and
- (d) if the proxy is not the chair, the proxy need not vote on the poll, but if the proxy does so, the proxy must vote that way (i.e. as directed).

Notice of **ANNUAL GENERAL MEETING**

Transfer of non-chair proxy to chair in certain circumstances

Section 250BC of the Corporations Act provides that, if:

- (a) an appointment of a proxy specifies the way the proxy is to vote on a particular resolution at a meeting of the Company's members; and
- (b) the appointed proxy is not the chair of the meeting; and
- (c) at the meeting, a poll is duly demanded on the resolution; and
- (d) either of the following applies:
 - (i) the proxy is not recorded as attending the meeting; or
 - (ii) the proxy does not vote on the resolution,

the chair of the meeting is taken, before voting on the resolution closes, to have been appointed as the proxy for the purposes of voting on the resolution at the meeting.

Notice of **ANNUAL GENERAL MEETING**

NOTICE OF ANNUAL GENERAL MEETING

Notice is hereby given that the Annual General Meeting of the Company will be held at 2.00 p.m. (Singapore time) on Wednesday 26 October 2016 at Safra Mount Faber Club, Level 2, Crystal Room 1, 2 Telok Blangah Way Singapore 098803.

The Explanatory Statement to this Notice of Annual General Meeting provides additional information on matters to be considered at the Annual General Meeting of the Company.

The Directors have determined pursuant to Regulation 7.11.37 of the Corporations Regulations 2001 (Cth) that the persons eligible to vote at the Annual General Meeting of the Company are those who are registered Shareholders of the Company (or Depositors who have Shares of the Company entered against their name in the Depository Register held by the CDP) as at 2.00 p.m. (Singapore time) on Monday, 24 October 2016.

A Depositor shall not be entitled to attend and vote at the Annual General Meeting unless they are shown to have Shares of the Company entered against their name in the Depository Register as at 2.00 p.m. (Singapore time) on 24 October 2016, as certified by CDP to the Company.

All shareholders entitled to vote on an item of business at the AGM will do so by way of poll (as required under Rule 730A(2) of the Listing Manual Section B: Rules of Catalist (the "Catalist Rules") of the Singapore Exchange Securities Trading Limited ("SGX-ST")).

Notice of **ANNUAL GENERAL MEETING**

AGENDA

ORDINARY BUSINESS

RESOLUTION 1 - FINANCIAL STATEMENTS AND REPORTS

To receive and consider the financial statements of the Company for the financial year ended 30 June 2016 together with the director's declaration, the director's report, and the auditor's report.

RESOLUTION 2 - RE-ELECTION OF DIRECTOR - MS PAULINE GATELY

To consider and, if thought fit, to pass, with or without amendment, the following resolution as an Ordinary Resolution:

"THAT, for the purpose of clause 12.3 of the Company's Constitution and for all other purposes, Ms Pauline Gately, a Director, retires by rotation, and being eligible, is re-elected as a Director."

Ms Pauline Gately will, upon re-election as a Director of the Company, remain as Chairman of the Board of Directors and Remuneration Committee, a member of the Nominating and Audit Committee, and she will be considered independent for the purpose of Rule 704(7) of the Listing Manual Section B: Rules of Catalist of the Singapore Exchange Securities Trading Limited.

RESOLUTION 3 - RE-ELECTION OF DIRECTOR - MR MAHTANI BHAGWANDAS

To consider and, if thought fit, to pass, with or without amendment, the following resolution as an Ordinary Resolution:

"THAT, for the purpose of clause 12.3 of the Company's Constitution and for all other purposes, Mr Mahtani Bhagwandas, a Director, retires by rotation, and being eligible, is re-elected as a Director."

Mr Mahtani Bhagwandas will, upon re-election as a Director of the Company, remain as Chairman of the Nominating Committee, a member of the Audit Committee and Remuneration Committee, and he will be considered independent for the purpose of Rule 704 (7) of the Listing Manual Section B: Rules of Catalist of the Singapore Exchange Securities Trading Limited.

RESOLUTION 4 - APPROVAL OF DIRECTORS' FEES FOR THE FINANCIAL YEAR ENDING 30 JUNE 2017

To consider and, if thought fit, to pass, with or without amendment, the following resolution as an Ordinary Resolution:

"THAT, for the purposes of clauses 12.9 and 12.10 of the Company's Constitution and for all other purposes, Shareholders approve the payment of non-Executive Directors' fees of A\$30,000 to Pauline Gately, S\$40,000 to Joshua Ong Kian Guan and S\$30,000 to Mahtani Bhagwandas respectively, for the financial year ending 30 June 2017 to be paid in accordance with the terms and conditions set out in the Explanatory Statement."

Notice of **ANNUAL GENERAL MEETING**

AGENDA (CONTINUED)

Voting Prohibition Statement

A person appointed as a proxy must not vote, on the basis of that appointment, on this Resolution if:

- (a) the proxy is either:
 - (i) a member of the Key Management Personnel; or
 - (ii) a Closely Related Party of such a member; and
- (b) the appointment does not specify the way the proxy is to vote on this Resolution.

However, the above prohibition does not apply if:

- (a) the proxy is the Chair; and
- (b) the appointment expressly authorises the Chair to exercise the proxy even though this Resolution is connected directly or indirectly with remuneration of a member of the Key Management Personnel.

RESOLUTION 5 - AUTHORITY TO DIRECTORS TO ISSUE AND ALLOT SHARES

To consider and, if thought fit, to pass, with or without modifications, the following resolution as an Ordinary Resolution:

"THAT pursuant to Rule 806 of the Listing Manual Section B: Rules of Catalyst (the "Catalist Rules") of Singapore Exchange Securities Trading Limited ("SGX-ST"), the Directors be authorised and empowered to:

- (a) (i) allot and issue shares in the capital of the Company ("Shares") whether by way of rights, bonus or otherwise; and/or
- (ii) make or grant offers, agreements or options (collectively, "Instruments") that might or would require Shares to be issued, including but not limited to the creation and issue of (as well as adjustments to) warrants, debentures or other instruments convertible into Shares, at any time and upon such terms and conditions and for such purposes and to such persons as our Directors may in their absolute discretion deem fit; and
- (b) (notwithstanding the authority conferred by this Resolution may have ceased to be in force) issue Shares in pursuance of any Instruments made or granted by the Directors while this Resolution was in force,

PROVIDED THAT:

- (1) the aggregate number of Shares to be issued pursuant to this Resolution (including Shares to be issued to in pursuance of the Instruments made or granted pursuant to this Resolution) shall not exceed one hundred per cent (100%) of the total number of issued Shares (excluding treasury shares) (as calculated in accordance with sub-paragraph (2) below, of which the aggregate number of Shares to be issued other than on a *pro rata* basis to the existing shareholders of the Company (including Shares to be issued in pursuance to the Instruments made or granted pursuant to this Resolution) shall not exceed fifty percent (50%) of the total number of issued Shares (excluding treasury shares) (as calculated in accordance with sub-paragraph (2) below;

Notice of **ANNUAL GENERAL MEETING**

AGENDA (CONTINUED)

- (2) subject to such manner of calculation as may be prescribed by SGX-ST) for the purpose of determining the aggregate number of Shares that may be issued under sub-paragraph (1) above, the percentage of issued Shares shall be based on the total number of issued Shares (excluding treasury shares) at the time of the passing of this Resolution, after adjusting for:
- (A) new Shares arising from the conversion or exercise of any convertible securities;
 - (B) new Shares arising from exercising share options or vesting of share awards outstanding or subsisting at the time of the passing of this Resolution; and
 - (C) any subsequent bonus issue, consolidation or subdivision of Shares;
- (3) in exercising the authority conferred by this Resolution, the Directors shall comply with the provisions of the Catalist Rules for the time being in force (unless such compliance has been waived by the SGX-ST) and the Constitution for the time being of the Company; and
- (4) unless revoked or varied by the Company in general meeting, such authority shall continue in full force until the conclusion of the next annual general meeting of the Company or the date by which the next annual general meeting of the Company is required by law or by the Constitution of the Company to be held, whichever is earlier, except that our Directors shall be authorised to allot and issue new Shares pursuant to convertible securities notwithstanding that such authority has ceased.”

RESOLUTION 6 - AUTHORITY TO DIRECTORS TO ISSUE AND GRANT OPTIONS PURSUANT TO THE ESOS

To consider and, if thought fit, to pass, with or without modifications, the following resolution as an Ordinary Resolution:

“That, authority be and is hereby given to the Directors of the Company to offer and grant options (“Options”) in accordance with the provision of the Alliance Employee Share Option Scheme (“ESOS”) and to allot and issue from time to time such number of Shares as may be required to be allotted and issued and pursuant to the ESOS, when added to the number of Shares issued and issuable in respect of all Options granted under the ESOS, and any other share option schemes of the Company, shall not exceed fifteen percent (15%) of the total number of issued Shares (excluding treasury shares) on the day preceding the date of the relevant grant of an Option.”

To transact any other ordinary business which may be properly transacted at the AGM.

By order of the Board

LEAW MUN NI
COMPANY SECRETARY

4 OCTOBER 2016

Notice of **ANNUAL GENERAL MEETING**

AGENDA (CONTINUED)

EXPLANATORY STATEMENT

This Explanatory Statement has been prepared for the information of the Shareholders (including Depositors who hold Shares in the Company through CDP) in connection with the business to be conducted at the Annual General Meeting of the Company to be held at 2.00 p.m. (Singapore time) on Wednesday, 26 October 2016 at Safra Mount Faber Club, Level 2, Crystal Room 1, 2 Telok Blangah Way Singapore 098803.

1. **Resolution 1 - Financial Statements And Reports**

In accordance with the Constitution, the business of the Annual General Meeting will include receipt and consideration of the financial statements of the Company for the financial year ended 30 June 2016 together with the director's declaration, the director's report and the auditor's report.

2. **Resolutions 2 and 3 - Re-election of Director - Ms Pauline Gately and Mr Mahtani Bhagwandas**

Clause 12.3 of the Constitution provides that:

- (a) At the Company's annual general meeting in every year, one-third of the Directors for the time being, or, if their number is not a multiple of 3, then the number nearest one-third (rounded upwards in case of doubt), shall retire from office, provided always that no Director (except a Managing Director) shall hold office for a period in excess of 3 years, or until the third annual general meeting following his or her appointment, whichever is the longer, without submitting himself or herself for re-election;
- (b) The Directors to retire at an annual general meeting are those who have been longest in office since their last election, but, as between persons who became Directors on the same day, those to retire shall (unless they otherwise agree among themselves) be determined by drawing lots;
- (c) A Director who retires by rotation under clause 12.3 of the Constitution is eligible for re-election; and
- (d) In determining the number of Directors to retire, no account is to be taken of:
 - (i) a Director who only holds office until the next annual general meeting pursuant to clause 12.5 of the Constitution; and/or
 - (ii) a Managing Director,

each of whom are exempt from retirement by rotation. However, if more than one Managing Director has been appointed by the Directors, only one of them (nominated by the Directors) is entitled to be excluded from any determination of the number of Directors to retire and/or retirement by rotation.

The Company currently has four (4) Directors and accordingly two (2) must retire at the forthcoming Annual General Meeting of the Company.

Notice of **ANNUAL GENERAL MEETING**

AGENDA (CONTINUED)

Ms Pauline Gately and Mr Mahtani Bhagwandas retires by rotation and seeks re-election.

Mr Pauline Gately will, upon re-election as a Director of the Company, remain as Chairman of the Board of Directors and Remuneration Committee, a member of the Audit Committee and Nominating Committee, and she will be considered independent for the purpose of Rule 704(7) of the Catalist Rules of the SGX-ST.

Mr Mahtani Bhagwandas will, upon re-election as a Director of the Company, remain as Chairman of the Nominating Committee, a member of the Remuneration Committee and Audit Committee, and he will be considered independent for the purpose of Rule 704(7) of the Catalist Rules of the SGX-ST.

3. **Resolution 4 - Approval of Directors' Fees for the Financial Year Ending 30 June 2017**

Clauses 12.9 and 12.10 of the Constitution requires that the total aggregate fixed sum per annum to be paid to the Directors (excluding salaries of executive Directors) from time to time will not exceed the sum of S\$100,000 or as determined by the Shareholders in general meeting and the total aggregate fixed sum will be divided between the Directors as the Directors shall determine and, in default of agreement between them, then in equal shares.

Resolution 4 seeks the approval of Shareholders for the payment of Directors' fees of:

- (a) S\$30,000 to Mr Mahtani Bhagwandas,
- (b) S\$40,000 to Mr Ong Kian Guan; and
- (c) A\$30,000 to Ms Pauline Gately,

for the financial year ending 30 June 2017, payable quarterly in arrears.

4. **Resolution 5 - Authority to Directors to Issue and Allot Shares**

Resolution 5, if passed, will empower the Directors of the Company to issue Shares in the capital of the Company and to make or grant instruments (such as warrants or debentures) convertible into Shares, and to issue Shares in pursuance of such instruments, up to a number not exceeding in aggregate 100% of the total number of issued Shares (excluding treasury shares), of which up to 50% may be issued other than on a *pro rata* basis to Shareholders. For the purpose of determining the aggregate number of Shares that may be issued, the percentage of issued Shares shall be based on the total number of issued Shares (excluding treasury shares) in the capital of the Company at the time that Resolution 5 is passed, after adjusting for (a) new Shares arising from the conversion or exercise of any convertible securities or share options or vesting of share awards which are outstanding or subsisting at the time that Resolution 5 is passed, and (b) any subsequent bonus issue or consolidation or subdivision of Shares.

Notice of **ANNUAL GENERAL MEETING**

AGENDA (CONTINUED)

5. **Resolution 6 - Authority to Directors to Issue and Grant Options pursuant to the ESOS**

Resolution 6, if passed, will empower the Directors to allot and issues Shares pursuant to the exercise of Options granted or to be granted under the ESOS and such other share-based incentive scheme up to a number not exceeding, in total, fifteen per cent (15%) of the total number of issued Shares (excluding treasury shares) on the day preceding that date of the relevant grant.

ENQUIRIES

Shareholders may contact the Company Secretary at (+61 8) 9388 8826 if they have any queries in respect of the matters set out in these documents.

GLOSSARY

\$ means Australian dollars.

Annual General Meeting means the meeting convened by the Notice of Meeting.

ASIC means the Australian Securities and Investments Commission.

Board means the current board of directors of the Company.

Closely Related Party of a member of the Key Management Personnel means:

- (a) a spouse or child of the member;
- (b) a child of the member's spouse;
- (c) a dependent of the member or the member's spouse;
- (d) anyone else who is one of the member's family and may be expected to influence the member, or be influenced by the member, in the member's dealing with the entity;
- (e) a company the member controls; or
- (f) a person prescribed by the Corporations Regulations 2001 (Cth) for the purposes of the definition of 'closely related party' in the Corporations Act.

Company means Alliance Mineral Assets Limited (ACN 147 393 735).

Constitution means the Company's constitution.

Corporations Act means the Corporations Act 2001 (Cth).

CDP means the Central Depository (Pte) Limited.

Depositor, Depository Agent and Depository Register shall have the respective meanings ascribed to them in Section 130A of the Companies Act.

Directors mean the current directors of the Company.

ESOS means the Alliance Mineral Assets Employee Share Option Scheme.

Explanatory Statement means the explanatory statement accompanying the Notice of Meeting.

Key Management Personnel has the same meaning as in the accounting standards issued by the Australian Accounting Standards Board and means those persons having authority and responsibility for planning, directing and controlling the activities of the Company, or if the Company is part of a consolidated entity, of the consolidated entity, directly or indirectly, including any director (whether executive or otherwise) of the Company, or if the Company is part of a consolidated entity, of an entity within the consolidated group.

GLOSSARY

Notice of Meeting or Notice of Annual General Meeting means this notice of annual general meeting including the Explanatory Statement.

Option means an option to acquire a Share.

Proxy Form means the proxy form accompanying the Notice.

Resolutions means the resolutions set out in the Notice of Meeting or any one of them, as the context requires.

S\$ means Singapore dollars.

Share means a fully paid ordinary share in the capital of the Company.

Shareholder means persons who are registered holders of Shares in the Register of Members of the Company except where the registered holder is CDP, the term "Shareholders" shall, where the context admits, mean the Depositors in the Depository Register maintained by CDP and into whose securities accounts those Share are credited.

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PROXY FORM – STRICTLY FOR SCRIPHOLDER ONLY

ALLIANCE MINERAL ASSETS LIMITED
ACN 147 393 735

ANNUAL GENERAL MEETING

I/We:

of:

being a Shareholder entitled to attend and vote at the Annual General Meeting, hereby appoint:

Name:

Name of proxy

OR the Chair of the Annual General Meeting as my/our proxy

or failing the person so named or, if no person is named, the Chair of the Annual General Meeting, or the Chair's nominee, to vote in accordance with the following directions, or, if no directions have been given, as the proxy sees fit, at the Annual General Meeting to be held at 2.00 p.m. (Singapore time) on Wednesday 26 October 2016 at Safra Mount Faber Club, Level 2, Crystal Room 1, 2 Telok Blangah Way Singapore 098803 and at any adjournment thereof.

AUTHORITY FOR CHAIR TO VOTE UNDIRECTED PROXIES ON REMUNERATION RELATED RESOLUTIONS

Where I/we have appointed the Chair as my/our proxy (or where the Chair becomes my/our proxy by default), I/we expressly authorise the Chair to exercise my/our proxy on Resolution 4 (except where I/we have indicated a different voting intention below) even though Resolution 4 is connected directly or indirectly with the remuneration of a member of the Key Management Personnel, which includes the Chair.

CHAIR'S VOTING INTENTION IN RELATION TO UNDIRECTED PROXIES

The Chair intends to vote undirected proxies in favour of all Resolutions. In exceptional circumstances the Chair may change his/her voting intention on any Resolution. In the event this occurs an appropriate announcement will be made immediately disclosing the reasons for the change.

Voting on Business of the Annual General Meeting

	FOR ¹	AGAINST ¹	ABSTAIN ²
Resolution 1 - Financial Statements And Reports	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 2 - Re-election of Director - Pauline Gately	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 3 - Re-election of Director - Mahtani Bhagwandas	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 4 - Directors' Fees for the financial year ending 30 June 2017	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 5 - Authority to Directors to issue and allot shares	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 6 - Authority to Directors to issue and grant options pursuant to the ESOS	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

Notes:

1. If you wish to exercise all your votes "For" or "Against", please "√" within the box provided. Alternatively, please indicate the number of votes as appropriate.
2. If you mark the abstain box for a particular resolution, you are directing your proxy not to vote on that resolution.

If two proxies are being appointed, the proportion of voting rights this proxy represents is: _____ %

Signature of Shareholder(s):

Individual or Shareholder 1

Shareholder 2

Shareholder 3

Sole Director/Company Secretary

Director

Director/Company Secretary

Date: _____

Contact name: _____

Contact ph (daytime): _____

E-mail address: _____

Consent for contact by e-mail
in relation to this Proxy Form: YES NO



ALLIANCE MINERAL ASSETS LIMITED

ACN 147 393 735

Instructions for Completing Proxy Form

1. **(Appointing a Proxy):** A member entitled to attend and vote at an Annual General Meeting is entitled to appoint not more than two proxies to attend and vote on a poll on their behalf. The appointment of a second proxy must be done on a separate copy of the Proxy Form. Where more than one proxy is appointed, such proxy must be allocated a proportion of the member's voting rights. If a member appoints two proxies and the appointment does not specify this proportion, each proxy may exercise half the votes. A duly appointed proxy need not be a member of the Company.
2. **(Direction to Vote):** A member may direct a proxy how to vote by marking one of the boxes opposite each item of business. Where a box is not marked the proxy may vote as they choose. Where more than one box is marked on an item the vote will be invalid on that item.
3. **(Signing Instructions):**
 - **(Individual):** Where the holding is in one name, the member must sign.
 - **(Joint Holding):** Where the holding is in more than one name, all of the members should sign.
 - **(Power of Attorney):** If you have not already provided the Power of Attorney with the registry, please attach a certified photocopy of the Power of Attorney to this form when you return it.
 - **(Companies):** Where the company has a sole director who is also the sole company secretary, that person must sign. Where the company (pursuant to Section 204A of the Corporations Act) does not have a company secretary, a sole director can also sign alone. Otherwise, a director jointly with either another director or a company secretary must sign. Please sign in the appropriate place to indicate the office held.
4. **(Attending the Meeting):** Completion of a Proxy Form will not prevent individual members from attending the Annual General Meeting in person if they wish. Where a member completes and lodges a valid Proxy Form and attends the Annual General Meeting in person, then the proxy's authority to speak and vote for that member is suspended while the member is present at the Annual General Meeting.
5. **(Return of Proxy Form):** To vote by proxy, please complete and sign the enclosed Proxy Form and return:
 - (a) By post or by hand to the Company's office at Unit 6, 24 Parkland Road, Osborne Park 6017 Western Australia or the Company's share registrar's office at Boardroom Corporate & Advisory Services Pte. Ltd., 50 Raffles Place #32-01 Singapore Land Tower 048623; or
 - (b) by email to admin@alliancemineralassets.com.au

so that it is received not later than 2.00 p.m. (Singapore time) on 24 October 2016.

Important notes:

- (i) Depositors shall use the Proxy form entitled "Annual General Meeting - Depositor Proxy Form".
- (ii) Proxy forms received later than this time will be invalid.

ALLIANCE MINERAL ASSETS LIMITED

(Incorporated in Australia)

ANNUAL GENERAL MEETING – DEPOSITOR PROXY FORM

We, The Central Depository (Pte) Limited, being a Member of **ALLIANCE MINERAL ASSETS LIMITED** (the "Company"), pursuant to a proxy form lodged or to be lodged by us with the Company (the "CDP Proxy Form"), have appointed, or will be appointing the person or persons whose name and particulars are set out in Part I below (the "Depositor(s)", in respect of such number of shares (the "Depositor(s) Shares") set out against his/her/its name in the Depository Register maintained by CDP as at 24 October 2016 (the "Cut Off Date"), as our proxy to vote for us on our behalf at the Annual General Meeting of the Company to be held at Safra Mount Faber Club, Level 2, Crystal Room 1, 2 Telok Blangah Way, Singapore 098803 on Wednesday, 26 October 2016 at 2.00 p.m., and at any adjournment thereof (the "Annual General Meeting").

I.

OR, in the event the Company receives this Depositor Proxy Form which is:

- (i) duly completed and signed/executed by the said Depositor(s); and
- (ii) submitted by the requisite time and date, and to the requisite office as indicated below,

we hereby appoint the person and persons ("Appointee(s)") whose details are given in Part II(a) and (b), provided that such details have been verified in Part V by the affixing of the seal or signature of or on behalf of the persons named in Part I, and on the basis that such person or persons are authorised to vote in respect of the proportion of the shareholding referred to in Part II or if no proportions are so reflected, in respect of the whole of the said shareholding:

	Name	Address	NRIC/ Passport Number	Proportion of Shareholdings %
(a)				
and/or (delete as appropriate)				
(b)				

The Appointee(s) *is/are hereby directed to vote for or against the resolutions to be proposed at the Annual General Meeting as indicated hereunder. If no specific direction as to voting is given, the Appointee(s) may vote or abstain from voting at his/her/they, as he/she/they will on any other matter arising at the Annual General Meeting or at any adjournment thereof. We further hereby authorise and direct the Company to accept this Depositor Proxy Form(s) in substitution for the CDP Proxy Form in respect of the Depositor(s) Shares and the CDP Proxy Form, to the extent it relates to the appointment of the said Depositor(s) as our proxy in respect of the Depositor(s) shares, shall be of no force or effect whatsoever.

*Delete accordingly

No.	Resolutions relating to:	For	Against
1.	Financial Statements And Reports		
2.	Re-election of Director – Pauline Gately		
3.	Re-election of Director – Mahtani Bhagwandas		
4.	Approval of Directors' Fees for the financial year ending 30 June 2017		
5.	Authority to Directors to issue and allot shares		
6.	Authority to Directors to issue and grant options pursuant to the ESOS		

Dated this day of 2016

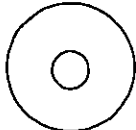
IV. The Central Depository (Pte) Limited



Signature of Director

TO BE COMPLETED BY DEPOSITOR(S) IF HE/SHE/IT WISHES TO NOMINATE A PROXY/PROXIES UNDER PART II

V.

For Individuals: _____ Signature of Direct Account Holder	For Corporations: _____ Signature of Director	_____ Signature of Director/Secretary	 Common Seal
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IMPORTANT: PLEASE READ NOTES OVERLEAF CAREFULLY BEFORE COMPLETING THIS DEPOSITOR PROXY FORM

Notes :

- Part II
- 1) A Depositor who is a natural person need not submit this Depositor Proxy Form if he is attending the Annual General Meeting in person. A Depositor(s) may nominate not more than two Appointees, who shall be natural persons, to attend and vote in his/her/its place as proxy for CDP in respect of the number of the Depositor(s) Shares by completing Part II(a) and/or (b).

Where a Depositor(s) is a corporation and wishes to be represented at the Annual General Meeting, it must nominate an Appointee/Appointees to attend and vote as proxy for CDP at the Annual General Meeting in respect of the number of the Depositor(s) Shares, by executing and depositing this Depositor Proxy Form in accordance with the instructions stated herein.

- 2) A Depositor(s) who wishes to nominate more than one Appointee must specify the proportion of the number of the Depositor(s) Shares (expressed as a percentage of the whole) to be represented by each Appointee. If no proportion of the number of the Depositor(s) Shares is specified, the Appointee whose name appears first shall be deemed to carry 100 per cent of the number of the Depositor(s) Shares of his/her/its appointer and the Appointee whose name appears second shall be deemed to be nominated in the alternate.
- 3) The depositor(s) should note that in the case the Chair has been appointed as their proxy (or where the Chair becomes their proxy by default), The depositor(s) expressly authorise the Chair to exercise their proxy on Resolution 4 (except where they have indicated a different voting intention) even though Resolution 4 is connected directly or indirectly with the remuneration of a member of the Key Management Personnel, which includes the Chair. The Chair intends to vote undirected proxies in favour of all Resolutions. In exceptional circumstances the Chair may change his/her voting intention on any Resolution. In the event this occurs an appropriate announcement will be made immediately disclosing the reasons for the change. inserted as a note on the second page of the depositor proxy form.

Part III Please indicate with an "X" in the appropriate box against each resolution how you wish the Appointee to vote. If this Depositor Proxy Form is deposited without any indication as to how the Appointee shall vote, the Appointee may vote or abstain from voting at his/her discretion.

- Part V
- 1) If a Depositor(s) wishes to nominate an Appointee/Appointees, this Depositor Proxy Form must be signed by the Depositor(s) or his/her/its attorney duly authorised in writing. In the case of Joint Depositor(s), all Joint Depositor(s) must sign this Depositor Proxy Form. If the Depositor(s) is a corporation, this Depositor(s) Proxy Form must be executed under its common seal or under the hand of an officer, or its attorney duly authorised in writing. **The power of attorney appointing the attorney or other authority, if any, under which this Depositor Proxy Form is signed, or a notarised/duly certified copy thereof, must be attached to this Depositor Proxy Form.**
 - 2) This Depositor Proxy Form, duly completed, must be deposited by Depositor(s) at the office of the Company's Share Transfer Agent in Singapore, Boardroom Corporate & Advisory Services Pte. Ltd., at 50 Raffles Place, #32-01 Singapore Land Tower, Singapore 048623, **not less than forty-eight (48) hours before the time appointed for holding the Annual General Meeting in accordance with the instructions stated herein.**

GENERAL

Completion and return of this Depositor Proxy Form by a Depositor will not prevent him/her who is a natural person from attending and voting in person at the Annual General Meeting as proxy of CDP if he/she subsequently wishes to do so. The Company shall be entitled to reject any Depositor Proxy Form which is incomplete, improperly completed or illegible or where the true intentions of the Depositor(s) are not ascertainable from the instructions of the Depositor(s) specified on such Depositor Proxy Form. It is the Depositor(s)' responsibility to ensure that this Depositor Proxy Form is properly completed. Any decision to reject this Depositor Proxy Form on the grounds that is incomplete, improperly completed or illegible will be final and binding; and neither the Company, CDP nor Boardroom Corporate & Advisory Services Pte. Ltd. accepts any responsibility for the consequences of such a decision. In addition, the Company may reject any Depositor Proxy Form lodged if a Depositor, being the appointer, is not shown to have shares entered against his/her/its name in the Depository Register, as at forty-eight (48) hours before the time appointed for holding the Annual General Meeting.