

CIRCULAR DATED 1 JUNE 2018

THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION.

IF YOU ARE IN DOUBT ABOUT ITS CONTENTS OR THE ACTION THAT YOU SHOULD TAKE, YOU SHOULD CONSULT YOUR STOCKBROKER, BANK MANAGER, SOLICITOR, ACCOUNTANT, TAX ADVISER OR OTHER PROFESSIONAL ADVISER IMMEDIATELY.

If you have sold or transferred all your ordinary shares in the capital of Alliance Mineral Assets Limited (the “**Company**”), you should forward this Circular together with the Notice of Extraordinary General Meeting and the enclosed Proxy Form immediately to the purchaser or the transferee or to the stockbroker, bank or agent through whom the sale or transfer was effected for onward transmission to the purchaser or the transferee.

This Circular has been prepared by the Company and its contents have been reviewed by the Company’s sponsor, 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 independently verified the contents of this Circular.

This Circular has not been examined or approved by the SGX-ST. The Sponsor and the SGX-ST assumes no responsibility for the contents of this Circular, including the accuracy, completeness or correctness of any of the information, statements or opinions made or reports contained in this Circular.

The contact person for the Sponsor is Ms Gillian Goh, Director, Head of Continuing Sponsorship (Mailing Address: 16 Collyer Quay, #10-00 Income at Raffles, Singapore 049318 and E-mail: sponsorship@ppcf.com.sg).



**ALLIANCE MINERAL
ASSETS LIMITED**

(Company Registration Number: ACN 147 393 735)
(Incorporated in Australia on 6 December 2010)

CIRCULAR TO SHAREHOLDERS

IN RELATION TO THE

- (1) PROPOSED ALLOTMENT AND ISSUANCE OF 23,875,115 NEW ORDINARY SHARES IN THE CAPITAL OF THE COMPANY TO BURWILL HOLDINGS LIMITED OR ITS SUBSIDIARIES AT THE PLACEMENT PRICE OF S\$0.33 PER SHARE; AND**
- (2) PROPOSED ALLOTMENT AND ISSUANCE OF 13,250,000 NEW ORDINARY SHARES IN THE CAPITAL OF THE COMPANY IN AGGREGATE TO THE ENTITLED DIRECTORS (AS DEFINED HEREIN), THE ENTITLED EXECUTIVES (AS DEFINED HEREIN) AND THE ENTITLED FORMER EXECUTIVES (AS DEFINED HEREIN)**

IMPORTANT DATES AND TIMES

Last date and time for lodgement of Proxy Form	:	23 June 2018 at 2.00 p.m. (Singapore time)
Date and time of Extraordinary General Meeting	:	25 June 2018 at 2.00 p.m. (Singapore time)
Place of Extraordinary General Meeting	:	The SAF Warrant Office and Specialist Club Carnation Room 1 & 2, Level 3 48 Boon Lay Way Singapore 609961

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DEFINITIONS

In this Circular, the following definitions apply throughout unless the context otherwise requires:

“Alliance” or “Company”	:	Alliance Mineral Assets Limited
“Alliance Placements”	:	The Proposed Burwill Placement and the Alliance Underwritten Placement, collectively
“Alliance Underwritten Placement”	:	The fully underwritten placement of 76,522,804 Shares to sophisticated and institutional investors in Australia and Hong Kong as announced by the Company on 5 April 2018
“Ashanti Capital”	:	Ashanti Capital Pty Ltd, the co-manager with Canaccord in relation to the Alliance Placements
“Associate(s)”	:	(a) In relation to any director, chief executive officer, substantial shareholder or controlling shareholder (being an individual) means: (i) his immediate family; (ii) the trustees of any trust of which he or his immediate family is a beneficiary or, in the case of a discretionary trust, is a discretionary object; and (iii) any company in which he and his immediate family together (directly or indirectly) have an interest of 30% or more, and (b) In relation to a substantial shareholder or a controlling shareholder (being a company) means any other company which is its subsidiary or holding company or is a subsidiary of such holding company or one in the equity of which it and/or such other company or companies taken together (directly or indirectly) have an interest of 30% or more
“Bald Hill Project”	:	The Bald Hill lithium and tantalum project in Western Australia
“Board”	:	The board of Directors of the Company as at the date of this Circular
“Burwill”	:	Burwill Holdings Limited
“Burwill Lithium”	:	Burwill Lithium Company Limited (formerly known as Burwill Commodity Limited), a wholly-owned subsidiary of Burwill

DEFINITIONS

“Burwill 2017 Placement”	:	The placement of 74,810,228 Shares to Burwill Lithium, as announced by the Company on 5 October 2017
“Canaccord”	:	Canaccord Genuity (Australia) Limited, the lead manager, the bookrunner and the underwriter, as the case may be, for the Alliance Placements and the Alliance Underwritten Placement
“Catalist”	:	The sponsor-supervised listing platform of the SGX-ST
“Catalist Rules”	:	Listing Manual Section B: Rules of Catalist of the SGX-ST, as amended or modified from time to time
“CDP”	:	The Central Depository (Pte) Limited
“Circular”	:	This circular to Shareholders dated 1 June 2018
“Corporations Act”	:	The Corporations Act 2001 (Cth) of Australia, as amended or modified from time to time
“Compensation Shares”	:	13,250,000 new Shares in aggregate to be allotted and issued to the Individuals pursuant to the Proposed Compensation Share Issuance
“Controlling Shareholder(s)”	:	A person who: (a) holds directly or indirectly 15% or more of the nominal amount of all voting shares in the Company, unless otherwise determined by the SGX-ST; or (b) in fact exercises control over the Company
“Directors”	:	The directors of the Company as at the date of this Circular
“EGM”	:	Extraordinary general meeting to be convened
“Entitled Directors”	:	The Directors who are entitled to the Compensation Shares pursuant to the Proposed Compensation Share Issuance, namely Pauline Gately, Ong Kian Guan, Mahtani Bhagwandas and Suen Sze Man
“Entitled Executives”	:	The executives who are entitled to the Compensation Shares pursuant to the Proposed Compensation Share Issuance, namely Leow Mun Ni, Shaun Menezes and Tony Dominkovich

DEFINITIONS

“Entitled Former Executives”	:	Tjandra Adi Pramoko and Suen Sze Man, being the former Chief Executive Officer and Executive Director of the Company, respectively, who are entitled to the Compensation Shares pursuant to the Proposed Compensation Share Issuance
“FY”	:	The financial year ended, or as the case may be, ending 30 June
“Individuals”	:	Collectively, the Entitled Directors, the Entitled Executives and the Entitled Former Executives
“Latest Practicable Date”	:	24 May 2018, being the latest practicable date prior to the printing of this Circular
“Loan Facility”	:	A\$13 million loan facility from a consortium of lenders to the Company as announced by the Company on 29 March 2018
“LPS”	:	Loss per Share
“LQN”	:	Listing and quotation notice issued by the SGX-ST on 20 April 2018 for the listing of and quotation for, inter-alia, the Placement Shares and the Compensation Shares
“LWMA”	:	Living Waters Mining (Australia) Pty Ltd
“Market Day”	:	A day on which the SGX-ST is open for securities trading
“Notice of EGM”	:	The notice of EGM as set out on pages 22 to 29 of this Circular
“NTA”	:	Net Tangible Assets
“Ordinary Resolution(s)”	:	The ordinary resolution(s) as set out in the Notice of EGM
“Outstanding Convertibles”	:	The outstanding convertibles of the Company as at the Latest Practicable Date, comprising 11,400,000 options granted to Canaccord (which are exercisable into 11,400,000 new Shares) and 15,600,000 options granted to a consortium of lenders of the Company under the Loan Facility (which are exercisable into 15,600,000 new Shares)
“Placement Price”	:	S\$0.33 per Placement Share
“Placement Shares” or each a “Placement Share”	:	23,875,115 new Shares to be allotted and issued to Burwill or its subsidiaries pursuant to the Proposed Burwill Placement

DEFINITIONS

“Proposed Burwill Placement”	:	The proposed allotment and issuance of the Placement Shares to Burwill or its subsidiaries at the Placement Price
“Proposed Compensation Share Issuance”	:	The proposed allotment and issuance of the Compensation Shares to the Individuals
“Proposed Merger”	:	The proposed merger with Tawana Resources NL by way of a scheme of arrangement under the Corporations Act, as announced by Alliance on 5 April 2018
“Related Party”	:	Has the meaning under section 228 of the Corporations Act.
“Remuneration Committee”	:	The remuneration committee of the Company as at the date of this Circular, comprising the following Directors: (i) Pauline Gately, (ii) Mahtani Bhagwandas, and (iii) Ong Kian Guan
“Securities Accounts”	:	Securities accounts maintained by a Depositor with CDP but does not include securities sub-accounts
“SFA”	:	Securities and Futures Act (Cap.289) of Singapore, as amended, modified or supplemented from time to time
“SGX-ST”	:	Singapore Exchange Securities Trading Limited
“Shareholders”	:	Registered holders of Shares in the register of members of the Company or, where CDP is the registered holder, the term “ Shareholders ” shall, in relation to such Shares, mean the persons whose direct Securities Accounts maintained with CDP are credited with the Shares
“Shares”	:	Ordinary shares in the capital of the Company
“Sponsor”	:	PrimePartners Corporate Finance Pte. Ltd.
“Substantial Shareholder”	:	A person who holds directly or indirectly 5% or more of the total issued share capital of the Company
“The Reward Practice”	:	The independent remuneration consultant engaged by the Company

DEFINITIONS

“Underwriting Agreement”	:	The agreement dated 5 April 2018 entered into between the Company and Canaccord, pursuant to which Canaccord was appointed by the Company to act as the lead manager, bookrunner and underwriter, as the case may be, for (i) the Alliance Underwritten Placement; and (ii) 23,875,115 non-underwritten Shares, which are proposed to be allotted and issued to Burwill or its subsidiaries under the Proposed Burwill Placement
“A\$”	:	Australian dollars
“S\$”	:	Singapore dollars
“%”	:	Per centum or percentage

The terms “**Depositor**”, “**Depository Agent**” and “**Depository Register**” shall have the meanings ascribed to them respectively in Section 81SF of the SFA.

Words importing the singular shall, where applicable, include the plural and vice versa. Words importing the masculine gender shall, where applicable, include the feminine and neuter genders. References to persons shall include corporations.

Any reference in this Circular to any enactment is a reference to that enactment as for the time being amended or re-enacted. Any word defined under the Corporations Act, the SFA, the Catalist Rules or any statutory modification thereof and not otherwise defined in this Circular shall have the same meaning assigned to it under the Corporations Act, the SFA, the Catalist Rules or any statutory modification thereof, as the case may be.

Any reference to a time of day in this Circular is made by reference to Singapore time unless otherwise stated.

Any discrepancies in the tables included in this Circular between the listed amounts and totals thereof are due to rounding. Accordingly, figures shown as totals in certain tables may not be an arithmetic aggregation of the figures that precede them.

LETTER TO SHAREHOLDERS

ALLIANCE MINERAL ASSETS LIMITED

(Company Registration Number: ACN 147 393 735)
(Incorporated in the Australia on 6 December 2010)

Board of Directors:

Pauline Gately	(Independent Non-Executive Chairperson)
Suen Sze Man	(Non-Independent Non-Executive Director)
Chan Hung Chiu Eddy	(Non-Independent Non-Executive Director)
Mahtani Bhagwandas	(Independent Non-Executive Director)
Ong Kian Guan	(Independent Non-Executive Director)

Registered Office:

Lakeside Corporate
Building Unit 6,
24 Parkland Road,
Osborne Park 6017,
Western Australia

1 June 2018

To: The Shareholders of Alliance Mineral Assets Limited

Dear Sir/Madam

- (1) **PROPOSED ALLOTMENT AND ISSUANCE OF 23,875,115 NEW SHARES AT THE PLACEMENT PRICE OF S\$0.33 PER SHARE TO BURWILL HOLDINGS LIMITED OR ITS SUBSIDIARIES; AND**
- (2) **PROPOSED ALLOTMENT AND ISSUANCE OF 13,250,000 NEW SHARES IN AGGREGATE TO THE ENTITLED DIRECTORS, THE ENTITLED EXECUTIVES AND THE ENTITLED FORMER EXECUTIVES**

(COLLECTIVELY, THE “PROPOSALS”)

1. INTRODUCTION

- 1.1 The Board is convening the EGM to be held on 25 June 2018 at 2.00 p.m. (Singapore time) at The SAF Warrant Office and Specialist Club, Carnation Room 1 & 2, Level 3, 48 Boon Lay Way, Singapore 609961, to seek the approval of the Shareholders for the following proposals:
 - (a) The Proposed Burwill Placement; and
 - (b) The Proposed Compensation Share Issuance.
- 1.2 An application was made by the Sponsor to the SGX-ST, for and on behalf of the Company, for the listing of and quotation for the Placement Shares and the Compensation Shares. The Company had on 20 April 2018 received the LQN from the SGX-ST for the listing of and quotation for, inter-alia, the Placement Shares and the Compensation Shares, subject to the following conditions:
 - (a) compliance with the SGX-ST's listing requirements; and
 - (b) Shareholders' approval to be obtained for the Proposed Burwill Placement and the Proposed Compensation Share Issuance at the EGM.

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- 1.3 The LQN also stipulates that the Placement Shares have to be placed out within seven (7) Market Days from the date of the EGM (subject to Shareholders' approval).

The LQN is not to be taken as an indication of the merits of the Placement Shares, the Compensation Shares, the Company, its subsidiaries and their securities.

- 1.4 The purpose of this Circular is to provide Shareholders with relevant information relating to and to explain the rationale for the Proposed Burwill Placement and the Proposed Compensation Share Issuance, and to seek Shareholders' approval for the Ordinary Resolutions relating to the same at the forthcoming EGM.
- 1.5 Shareholders should note that the Ordinary Resolution relating to the Proposed Burwill Placement and each of the Ordinary Resolutions relating to the Proposed Compensation Share Issuance are not conditional upon each other.
- 1.6 The SGX-ST and the Sponsor assume no responsibility for the contents of this Circular, including the accuracy, completeness or correctness of any of the information, statements or opinions made or reports contained in this Circular.

2. THE PROPOSED BURWILL PLACEMENT

2.1 Introduction

The Company had on 5 April 2018 announced that it had entered into the Underwriting Agreement pursuant to which, the Company proposes to allot and issue 23,875,115 Placement Shares to Burwill at the Placement Price of S\$0.33 per Placement Share.

2.2 Rules 805 and 812 of the Catalist Rules

Burwill is a Substantial Shareholder of the Company. In accordance with Rule 812(1)(a) and Rule 812(2) of the Catalist Rules, specific approval from Shareholders is required for the Proposed Burwill Placement.

In addition, specific Shareholders' approval is required pursuant to Rule 805(1) of the Catalist Rules as the allotment and issue of the Placement Shares is proposed to be made other than pursuant to a general share issuance mandate.

2.3 Information on Burwill Holdings Limited

As at the Latest Practicable Date, Burwill is a Substantial Shareholder of the Company, holding 80,388,728 Shares, representing 12.72% of the existing issued and paid-up share capital of the Company comprising 632,096,792 Shares as at the Latest Practicable Date ("**Existing Share Capital**").

Burwill is an investment holding company listed on the Mainboard of the Hong Kong Stock Exchange. Burwill and its subsidiaries are principally engaged in lithium concentrate investment, productions and distributions; as well as international metal trading and mineral resources investment. Burwill, through its wholly-owned subsidiary, Burwill Lithium, entered into an exclusive lithium concentrate offtake agreement for the supply of lithium concentrate from the Bald Hill Project. Burwill, through Burwill Lithium, had also previously supported the Company in its fundraising activities through the Burwill 2017 Placement.

LETTER TO SHAREHOLDERS

After the completion of the Proposed Burwill Placement, Burwill's shareholding interest in the Company will represent 14.98% of the enlarged issued and paid-up share capital of the Company of 696,221,907 Shares, taking into consideration the Compensation Shares and full exercise of the Outstanding Convertibles ("**Maximum Enlarged Share Capital**").

2.4 Placement Price

The Placement Price of S\$0.330 per Placement Share represents a discount of approximately 6.78% to the volume weighted average price of S\$0.354 per Share, based on trades done on the SGX-ST on 4 April 2018, being the full market day immediately preceding the signing of the Underwriting Agreement. The Placement Price was based on arm's length negotiations between the Company, Canaccord and Ashanti Capital.

2.5 Ranking of the Placement Shares

The Placement Shares, when allotted, issued and fully-paid, shall be free from all claims, charges, liens and other encumbrances whatsoever and shall rank pari passu in all respects with the Shares existing as at the date of issue of the Placement Shares save that they will not rank for any dividends, rights, distributions, allotments and other entitlements, the record date of which falls before the date of allotment and issuance of the Placement Shares.

The Placement Shares represent 3.78% of the Existing Share Capital and 3.43% of the Maximum Enlarged Share Capital.

2.6 Lead Manager and Co-Manager to the Proposed Burwill Placement

Canaccord and Ashanti Capital are acting as lead manager and co-manager to the Proposed Burwill Placement, respectively. Canaccord is the Australian subsidiary of Canaccord Genuity Corp., a global, full-service investment bank focused on growth companies with operations worldwide. Ashanti Capital is an institutional stockbroking and advisory firm with offices in Perth, Australia and Hong Kong SAR, providing corporate finance, institutional sales and funds management services.

2.7 No Prospectus or Offer Information Document

The Proposed Burwill Placement will be undertaken in accordance with the securities laws and regulations of the relevant jurisdictions and no prospectus or offer information statement will be issued by the Company in connection therewith.

2.8 Rationale of the Proposed Burwill Placement and Use of Burwill Net Proceeds

The Proposed Burwill Placement is to provide funding to the development of the Ball Hill Project. The net proceeds from the Proposed Burwill Placement will be approximately A\$7.30 million (approximately S\$7.20 million) after deducting estimated expenses of approximately A\$0.50 million, including a fee of 6.0% of the gross proceeds to Canaccord and Ashanti Capital (the "**Burwill Net Proceeds**"). The Burwill Net Proceeds excludes the discretionary incentive of 0.25% of the gross proceeds of the Proposed Burwill Placement which may be paid by Alliance to Ashanti Capital in its sole discretion subject to the completion of the Proposed Merger.

LETTER TO SHAREHOLDERS

The Company intends to utilise the Burwill Net Proceeds for the following purposes at the Bald Hill Project based on the following percentage allocation:

Use of Burwill Net Proceeds	Percentage allocation of Burwill Net Proceeds (%)	Approximate Amount Allocated (A\$'mil)
Capital expenditure	43.0	3.14
Operating expenses and working capital	43.0	3.14
Future exploration and other initiatives	14.0	1.02
Total	100.0	7.30

Pending the deployment of the Burwill Net Proceeds, the Burwill Net Proceeds may, subject to relevant laws and regulations, be deposited with banks and/or financial institutions or invested in short-term money markets instruments, marketable securities or for any other purpose on a short-term basis as the Directors may, in its absolute discretion, deem fit.

Alliance will make periodic announcements on the utilisation of the Burwill Net Proceeds via the SGXNET as and when such funds are materially utilised and whether such a use is in accordance with the stated use and in accordance with the stated percentage allocated. Where there is any material deviation from the stated use of proceeds, Alliance will announce the reasons for such deviation. Alliance will also provide a status report on the use of the Burwill Net Proceeds in its interim and full-year financial statements and annual report. Where the Burwill Net Proceeds have been used for working capital purposes, Alliance will disclose a breakdown with specific details on how the net proceeds have been applied in the announcements and annual reports.

The Directors are of the opinion that after taking into consideration the Company's present bank facilities and the net proceeds raised from the Burwill 2017 Placement, the Loan Facility, the net proceeds from the Alliance Underwritten Placement as well as the Burwill Net Proceeds, the working capital available to the Company is sufficient to meet its present requirements.

2.9 Conditions of the Proposed Burwill Placement

The Proposed Burwill Placement is conditional upon, inter alia, the following conditions:

- (a) the LQN from the SGX-ST for the listing of and quotation for the Placement Shares on the Catalist of the SGX-ST being obtained and such approval not having been revoked or amended;
- (b) Shareholders' approval for the Proposed Burwill Placement having been obtained at the forthcoming EGM.

The LQN for the Placement Shares has been obtained on 20 April 2018.

LETTER TO SHAREHOLDERS

3. THE PROPOSED COMPENSATION SHARE ISSUANCE

3.1 Introduction

As announced by the Company on 16 April 2018, the Company proposes to allot and issue an aggregate of 13,250,000 Compensation Shares to the Entitled Directors, the Entitled Executives and the Entitled Former Executives, in lieu of compensation otherwise payable by the Company in cash.

3.2 Rules 804 and 805 of the Catalist Rules

Pursuant to Rule 804 of the Catalist Rules, that except in the case of an issue made on a pro rata basis to shareholders or a scheme referred to in Part VII of Chapter 8 of the Catalist Rules, no director of an issuer, or associate of the director, may participate directly or indirectly in an issue of equity securities or convertible securities unless shareholders in a general meeting have approved the specific allotment. Accordingly, the allotment and issuance of the Compensation Shares to the Entitled Directors are subject to specific Shareholders' approval.

In addition, the Company is seeking specific Shareholders' approval pursuant to Rule 805(1) of the Catalist Rules as the allotment and issue of the Compensation Shares is proposed to be made other than pursuant to a general share issuance mandate.

3.3 Details of the Proposed Compensation Share Issuance

The Compensation Shares will, when allotted, issued and fully paid up, shall be free from all claims, changes, liens and other encumbrances whatsoever and shall rank pari passu in all respects with the Shares existing as at the date of issue of the Compensation Shares save that they will not rank for any dividends, rights, allotments, distributions and other entitlements, the record date of which falls before the date of allotment and issuance of the Compensation Shares.

The Compensation Shares shall be allotted and issued to the respective Individuals as follows:

Name of the Individuals	Designation	Number of Compensation Shares to be allotted and issued	Market Value (A\$) ⁽¹⁾	Percentage of issued Shares Pre ⁽²⁾ /Post ⁽³⁾ Proposed Compensation Share Issuance (%)
Pauline Gately ⁽⁴⁾	Independent Non-Executive Chairperson	2,250,000	A\$810,492	0.36 / 0.32
Ong Kian Guan	Independent Non-Executive Director	250,000	A\$90,055	0.04 / 0.04
Mahtani Bhagwandas	Independent Non-Executive Director	250,000	A\$90,055	0.04 / 0.04

LETTER TO SHAREHOLDERS

Name of the Individuals	Designation	Number of Compensation Shares to be allotted and issued	Market Value (A\$) ⁽¹⁾	Percentage of issued Shares Pre ⁽²⁾ /Post ⁽³⁾ Proposed Compensation Share Issuance (%)
Tjandra Adi Pramoko ⁽⁵⁾	Former Chief Executive Officer	3,750,000	A\$1,350,819	0.59 / 0.54
Suen Sze Man ⁽⁵⁾	Non-Independent Non-Executive Director and Former Executive Director	3,750,000	A\$1,350,819	0.59 / 0.54
Leaw Mun Ni	Company Secretary	1,125,000	A\$405,246	0.18 / 0.16
Shaun Menezes	Chief Financial Officer and Joint Company Secretary	1,125,000	A\$405,246	0.18 / 0.16
Tony Dominkovich	Project Director	750,000	A\$270,164	0.12 / 0.11
Total		13,250,000	A\$4,772,895	2.10 / 1.90

Notes:

- Based on the closing price of S\$0.365 per Share as at the Latest Practicable Date and an exchange rate of S\$1:A\$0.9869.
- Based on Existing Share Capital of 632,096,792 Shares.
- Based on Maximum Enlarged Share Capital of 696,221,907 Shares.
- Pauline Gately is an existing Shareholder of the Company, holding 326,081 Shares, representing approximately 0.05% of the Existing Share Capital. Based on the Maximum Enlarged Share Capital, Pauline Gately will hold approximately 0.37% shareholding interest in the Shares.
- Each of Tjandra Adi Pramoko and Suen Sze Man is an existing Shareholder of the Company with interest in the 37,104,574 Shares held through LWMA, representing approximately 5.87% of the Existing Share Capital. Based on the Maximum Enlarged Share Capital, they will have approximately 5.33% shareholding interest in the Shares held through LWMA, and approximately 0.54% shareholding interest in the Shares to be held individually. Suen Sze Man will also be deemed interested in the 3,750,000 Compensation Shares to be held by Tjandra Adi Pramoko.
- Any discrepancies in the percentages listed and the totals thereof are due to rounding.

For the avoidance of doubt, the proposed allotment and issuance of the Compensation Shares will not affect the swap ratio of 1.10 for shares in Tawana Resources NL pursuant to the Proposed Merger, as the Compensation Shares has been taken into account in determining the swap ratio.

3.4 Rationale of the Proposed Compensation Share Issuance

As part of its human resource retention strategy, the Company had previously in June 2017 engaged The Reward Practice to review and advise the Directors on aligning its remuneration terms with comparable Australian listed mining companies. Pursuant to the recommendations made by The Reward Practice on 10 July 2017, and taking into account the achievement of specific performance milestones, including the execution of the joint venture agreement and off-take agreement as well as the commencement of commercial

LETTER TO SHAREHOLDERS

production for the Bald Hill Project, the Board proposes to allot and issue the Compensation Shares as part of the remuneration packages for the Individuals for the FY2017 (which includes the Entitled Former Executives who rendered services to the Company for the FY2017) and for the FY2018 (which excludes the Entitled Former Executives who have ceased their services since 1 March 2018).

The Proposed Compensation Share Issuance will also align the interests of current Directors and executives with the interest of Shareholders, and enable the Company to conserve its cash resources.

Taking into account the above, the Remuneration Committee is of the opinion that the Proposed Compensation Share Issuance is in the interest of the Company. Each member of the Remuneration Committee has abstained from participating in the deliberation and recommendation of, and voting on any resolution in respect of his or her own entitlement to the Compensation Shares.

Each member of the Board has abstained from participating in the deliberation and recommendation of, and voting on, any resolution in respect of his or her own entitlement to the Compensation Shares.

For avoidance of doubt, in the event the Proposed Compensation Share Issuance shall not be approved by Shareholders at the EGM, the Company will pay to the Individuals the equivalent compensation by way of cash. However, any payment to the Entitled Directors or Related Parties of the Company will be subject to Shareholders' approval to be sought at a later date. Shareholders' approval will not be required for payment to the Entitled Executives.

3.5 Chapter 2E of the Corporations Act

In accordance with section 208 of the Corporations Act, to give a financial benefit to a Related Party, the Company must obtain Shareholders' approval unless the giving of the financial benefit falls within an exception in sections 210 to 216 of the Corporations Act.

Pauline Gately, Ong Kian Guan, Mahtani Bhagwandas, Suen Sze Man and Tjandra Adi Pramoko are Related Parties of the Company.

The Proposed Compensation Share Issuance to the Related Parties constitutes the giving of a financial benefit for the purpose of section 208 of the Corporations Act and the Board has determined that the Company will seek Shareholders' approval for the purposes of this section.

The specific information required by section 219 of the Corporations Act is set out below:

Identity of the Related Parties

Pauline Gately, Ong Kian Guan, Mahtani Bhagwandas and Suen Sze Man are the Directors of the Company and Tjandra Adi Pramoko is the spouse of Suen Sze Man. Accordingly, they are Related Parties of the Company.

LETTER TO SHAREHOLDERS

Nature of the financial benefit

The financial benefit provided to each Related Party is outlined in the table in section 3.3 of this Circular.

Directors' recommendations and interest

Each of Pauline Gately, Ong Kian Guan, Mahtani Bhagwandas and Suen Sze Man has an interest in Ordinary Resolutions 2 to 6 (inclusive) and therefore believe it is inappropriate to make any recommendation to Shareholders.

Valuation of the financial benefit

Based on the closing price of S\$0.365 per Share as at the Latest Practicable Date and an exchange rate of S\$1:A\$0.9869, the value of the Compensation Shares to be received by Pauline Gately, Ong Kian Guan, Mahtani Bhagwandas, Suen Sze Man and Tjandra Adi Pramoko is outlined in the table in section 3.3 of this Circular.

Remuneration of relevant Related Party

Name of Related Party	Remuneration for FY2017
Pauline Gately	A\$33,271
Ong Kian Guan	S\$30,000
Mahtani Bhagwandas	S\$30,000
Suen Sze Man	A\$200,385
Tjandra Adi Pramoko	A\$200,385

Related Party's existing interest

Name of Related Party	Number of Shares
Pauline Gately	326,081
Ong Kian Guan	–
Mahtani Bhagwandas	–
Suen Sze Man	37,104,574 ¹
Tjandra Adi Pramoko	37,104,574 ¹

Note:

1. Each of Tjandra Adi Pramoko and Suen Sze Man is an existing Shareholder of the Company with interest in the 37,104,574 Shares held through LWMA, representing approximately 5.87% of the Existing Share Capital.

Dilution effect of the Compensation Shares

The Compensation Shares represent approximately 2.10% of the Existing Share Capital and approximately 2.05% of the enlarged share capital of 645,346,792 Shares after the allotment and issuance of the Compensation Shares.

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3.6 Information on the Individuals

Pauline Gately

Pauline Gately joined Alliance in June 2011 and was appointed the Independent Non-Executive Chairperson of the Company in 2014. An investment banking veteran with more than twenty years' experience, Pauline Gately currently provides consulting advice to corporates and sits on the board of a Western Australian Cancer Charity as a non-executive director and member of the investment committee.

Mahtani Bhagwandas

Mahtani Bhagwandas joined Alliance in April 2014 as an Independent Director. He is currently a senior partner of LegalStandard LLP, a law firm in Singapore which specialises in commercial or corporate practice. Apart from legal practice, Mahtani Bhagwandas is currently also an independent director of GRP Limited, a company listed on the SGX-ST.

Ong Kian Guan

Ong Kiang Guan joined Alliance in June 2014 as an Independent Director. He has been an audit partner with Baker Tilly TFW LLP since 2005, where he is currently the head of assurance and capital market practices. He is currently also the independent director of Serrano Limited and Weiye Holdings Limited which are listed on the SGX-ST, and China XLX Fertilisers Ltd, IAG Holdings Limited and RMH Holdings Limited, which are companies listed on the Hong Kong Stock Exchange.

Suen Sze Man

Suen Sze Man joined Alliance in December 2010 as an Executive Director and was terminated by the Board as an Executive Director on 1 March 2018. She is also the founder of the Alliance. She had procured, mobilised and organised relevant experienced staff and resources for the setting up of Alliance's business and operations. She was responsible in the devising of Alliance's business direction and in overseeing the management of mining proposals and tenements in relation to the Bald Hill Project. Suen Sze Man is currently the Non-Independent Non-Executive Director of Alliance.

Tjandra Adi Pramoko

Tjandra Adi Pramoko joined Alliance in 2014 as Chief Executive Officer and was terminated by the Board as its Chief Executive Officer on 1 March 2018. He co-founded Alliance together with his spouse, Suen Sze Man in 2010 to engage in the business of exploration and exploitation of the Bald Hill Project. As the former Chief Executive Officer of Alliance, he was responsible for the general business development, liaising with existing and potential mining contractors and in the identification of new business opportunities. He was also in charge of overseeing the project management at the Bald Hill Project.

LETTER TO SHAREHOLDERS

Leaw Mun Ni

Leaw Mun Ni was appointed as Company Secretary of Alliance in May 2014. She currently performs all the corporate secretarial duties and ensures that the Company's announcements are appropriately disseminated on the SGXNET. Aside from performing the corporate secretarial work, she assists with accounting and administrative matters for the Bald Hill Project.

Shaun Menezes

Shaun Menezes was appointed as Chief Financial Officer and Joint Company Secretary of Alliance on 21 November 2017. Prior to this, he worked for Alliance in a consulting capacity since 2016 following the resignation of the previous chief financial officer. He is responsible for overseeing the overall financial, accounting, taxation, corporate finance and treasury matters as well as ensuring compliance with the Company's financial reporting requirements.

Tony Dominkovich

Tony Dominkovich joined Alliance in May 2017 with the specific role of managing the Bald Hill Project. He is responsible in ensuring the Bald Hill Project was constructed on time and within budget limits. Tony Dominkovich brings to Alliance over 40 years of experience in undertaking mining, infrastructure, mineral process and pharmaceutical research projects in Australia, Africa, the United States of America, the Balkans and Asia.

3.7 **Conditions of the Proposed Compensation Share Issuance**

The Proposed Compensation Share Issuance is conditional upon, inter alia, the following conditions:

- (a) the LQN from the SGX-ST for the listing of and quotation for the Compensation Shares on the Catalist of the SGX-ST being obtained and such approval not having been revoked or amended; and
- (b) Shareholders' approval for the Proposed Compensation Share Issuance having been obtained at the forthcoming EGM.

The LQN for the Compensation Shares has been obtained on 20 April 2018.

4. **APPROVAL PURSUANT TO SECTION 195 OF THE CORPORATIONS ACT**

In accordance with section 195 of the Corporations Act, a director of a public company may not vote or be present during meetings of directors when matters in which that director holds a "material personal interest" are being considered. The Directors may have a material personal interest in the outcome of Ordinary Resolution 2 to 6 (inclusive). In the absence of Ordinary Resolution 10, the Directors may not be able to form a quorum at Directors' meeting(s) necessary to carry out the terms of Ordinary Resolution 2 to 6 (inclusive). The Directors accordingly exercise their right under section 195(4) of the Corporations Act to put the matter to Shareholders to resolve. Resolution 10 is an ordinary resolution.

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5. FINANCIAL EFFECTS OF THE PROPOSED BURWILL PLACEMENT AND THE PROPOSED COMPENSATION SHARE ISSUANCE

The illustrative financial effects of the Proposed Burwill Placement and the Proposed Compensation Share Issuance on the Company based on the audited financial statements of the Company for FY2017 are set out below.

The financial effects set out below are set out solely for illustrative purposes and may not reflect the actual financial effects of the Company after the Proposed Burwill Placement and the Proposed Compensation Share Issuance. Such financial effects are based primarily on the following assumptions:

- (a) for purposes of computing the effect of the Proposed Burwill Placement and the Proposed Compensation Share Issuance on the NTA per Share, it is assumed that the Burwill 2017 Placement, the Alliance Underwritten Placement and the Proposals had been completed on 30 June 2017;
- (b) for purposes of computing the effect of the Proposed Burwill Placement and the Proposed Compensation Share Issuance on the LPS, it is assumed that the Burwill 2017 Placement, the Alliance Underwritten Placement and the Proposals had been completed on 1 July 2016;
- (c) the financial effect from Loan Facility and the issuance and/or the exercise of the Outstanding Convertibles has been disregarded; and
- (d) the estimated expenses of approximately A\$0.5 million for the Proposals are assumed to be incremental costs directly attributable to the issuance of the Placement Shares and the Compensation Shares, and are deducted directly from the share capital account.

5.1 Share Capital

	Number of Shares	Share Capital (A\$)
Issued and paid-up share capital as at the Latest Practicable Date	632,096,792	82,035,275
Add: Placement Shares ⁽¹⁾	23,875,115	7,775,576
Add: Compensation Shares ⁽²⁾	13,250,000	4,772,895
Less: Estimated expenses	–	(500,000)
Issued and paid-up share capital immediately after completion of the Proposals	669,221,907	94,083,746

Notes:

(1) Based on Placement Price of S\$0.33 per Share and an exchange rate of S\$1:A\$0.9869.

(2) Based on the closing price of S\$0.365 per Share as at the Latest Practicable Date and an exchange rate of S\$1:A\$0.9869.

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5.2 NTA per Share

	As at 30 June 2017	After the Completion of the Burwill 2017 Placement and Alliance Underwritten Placement	After the Completion of the Proposals
NTA (A\$)	14,427,855	57,502,855	64,778,431
Number of Shares	480,763,760	632,096,792	669,221,907
NTA per Share (A\$)	0.03	0.09	0.10

5.3 Loss per Share

	FY2017	After the Completion of the Burwill 2017 Placement and Alliance Underwritten Placement	After the Completion of the Proposals
Loss attributable to Shareholders for FY2017 (A\$)	4,803,859	4,803,859	9,576,754
Number of Shares	480,763,760	632,096,792	669,221,907
LPS (A\$)	0.01	0.01	0.01

5.4 Gearing

	As at 30 June 2017	After the Completion of the Burwill 2017 Placement and Alliance Underwritten Placement	After the Completion of the Proposals
Total debt ⁽¹⁾ (A\$)	2,479,191	2,479,191	2,479,191
Shareholders' funds (A\$)	14,427,855	82,035,275	94,083,746
Gearing (times)	0.17	0.03	0.03

Note:

(1) Includes loan from LWMA.

LETTER TO SHAREHOLDERS

6. DIRECTORS' AND SUBSTANTIAL SHAREHOLDERS' INTERESTS

The interests of the Directors and the Substantial Shareholders in the Shares as at the Latest Practicable Date and the shareholding effect immediately after the completion of the Proposals is as follows:

	As at the Latest Practicable Date			Immediately after the Completion of the Proposals		
	Direct Interest (No. of Shares)	Deemed Interest (No. of Shares)	% ⁽¹⁾	Direct Interest (No. of Shares)	Deemed Interest (No. of Shares)	% ⁽²⁾
Directors						
Pauline Gately	326,081	–	0.05	2,576,081	–	0.38
Ong Kian Guan	–	–	–	250,000	–	0.04
Mahtani Bhagwandas	–	–	–	250,000	–	0.04
Suen Sze Man ⁽³⁾	–	37,104,574	5.87	3,750,000	40,854,574	6.67
Chan Hung Chiu Eddy	–	–	–	–	–	–
Substantial Shareholders						
LWMA	37,104,574	–	5.87	37,104,574	–	5.54
Burwill	80,388,728	–	12.72	104,263,843	–	15.58
Tjandra Adi Pramoko ⁽³⁾	–	37,104,574	5.87	3,750,000	37,104,574	6.10
Lim Keng Hock Jonathan ⁽⁴⁾	–	46,074,788	7.29	–	46,074,788	6.88
LIM Asia Special Situations Master Fund Limited	60,350,000	–	9.55	60,350,000	–	9.02

Notes:

- (1) The percentages are computed based on the Existing Share Capital of 632,096,792 Shares.
- (2) The percentages are computed based on the enlarged share capital of the Company comprising 669,221,907 Shares immediately post completion of the Proposed Burwill Placement and the Proposed Compensation Share Issuance (excluding the effects from the full exercise of the Outstanding Convertibles).
- (3) Suen Sze Man and Tjandra Adi Pramoko are deemed interested in the Shares held by LWMA as they collectively hold, directly and beneficially, 100% of the Shares in LWMA. Suen Sze Man will also be deemed interested in the 3,750,000 Compensation Shares to be held by her spouse, Tjandra Adi Pramoko.
- (4) Lim Keng Hock Jonathan is deemed interested in the Shares held by Citibank Nominees Singapore Pte. Ltd. in favour of Bank of Singapore Limited. Ting Hong Lean Marilyn is deemed interested in the Shares held by her spouse, Lim Keng Hock Jonathan.

7. DIRECTORS' RECOMMENDATIONS

7.1 The Proposed Burwill Placement

Save for Chan Hung Chiu Eddy who is the nominee director representing Burwill, all other Directors have considered and reviewed, inter alia, the terms and rationale and all other relevant facts as set out in this Circular relating to the Proposed Burwill Placement. The Directors (save for Chan Hung Chiu Eddy) are of the view that the Proposed Burwill Placement is in the best interests of the Company, and therefore recommend that Shareholders vote in favour of the Ordinary Resolution in respect of the Proposed Burwill Placement as set out in the Notice of EGM on page 22.

LETTER TO SHAREHOLDERS

7.2 The Proposed Compensation Share Issuance

Each of the Directors, having considered and reviewed, inter alia, the terms and rationale and all other relevant facts as set out in this Circular relating to the Proposed Compensation Share Issuance, recommends that Shareholders vote in favour of the Ordinary Resolutions in respect of the Proposed Compensation Share Issuance as set out in the Notice of EGM on page 22 to page 28 (save in respect of such Ordinary Resolution(s) to which he or she is interested and which he or she accordingly has abstained from making any recommendation).

8. ABSTENTATIONS FROM VOTING

8.1 The Proposed Burwill Placement

Burwill and its Associate(s) shall abstain from voting on the Ordinary Resolution relating to the Proposed Burwill Placement. Further, Burwill shall decline, and ensure that its Associate(s) declines to accept any appointment as proxy to vote and attend at the forthcoming EGM in respect of the Ordinary Resolution relating to the Proposed Burwill Placement unless the Shareholder concerned has given specific instructions as to the manner in which his/her votes are to be cast.

8.2 The Proposed Compensation Share Issuance

Each Individual and his/her Associate(s) shall abstain from voting on the Ordinary Resolution(s) relating to the Proposed Compensation Share Issuance of which the Individual is personally interested. Each Individual shall decline, and ensure that his/her Associate(s) declines to accept any appointment as proxy to vote and attend at the forthcoming EGM in respect of the Ordinary Resolution(s) relating to the Proposed Compensation Share Issuance of which the Individual is personally interested unless the Shareholder concerned has given specific instructions as to the manner in which his/her votes are to be cast.

9. EXTRAORDINARY GENERAL MEETING

The EGM will be held on 25 June 2018 at 2.00 p.m. (Singapore time) at The SAF Warrant Office and Specialist Club, Carnation Room 1 & 2, Level 3, 48 Boon Lay Way, Singapore 609961 for the purpose of considering, and if thought fit, passing with or without any modification(s), the Ordinary Resolutions as set out in the Notice of EGM.

10. ACTIONS TO BE TAKEN BY SHAREHOLDERS

Shareholders who are unable to attend the EGM and wish to appoint a proxy to attend and vote at the EGM on their behalf must complete, sign and return the proxy form attached to this Circular in accordance with the instructions printed thereon as soon as possible and in any event so as to arrive at the registered office of the Company at Lakeside Corporate Building 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 Singapore 048623, or by email to admin@alliancemineralassets.com.au not less than 48 hours before the time fixed for the EGM. The completion and return of a proxy form by a Shareholder does not preclude

LETTER TO SHAREHOLDERS

him/her from attending and voting in person at the EGM should he subsequently decide to do so, although the appointment of the proxy shall be deemed to be revoked by such attendance.

A Depositor shall not be regarded as a shareholder of the Company entitled to attend the EGM and to speak and vote thereat unless his name appears on the Depository Register at least 48 hours before the EGM.

11. DIRECTORS' RESPONSIBILITY STATEMENT

The Directors collectively and individually accept full responsibility for the accuracy of the information given in this Circular and confirm after making all reasonable enquiries, that to the best of their knowledge and belief, this Circular constitutes full and true disclosure of all material facts about the Proposed Burwill Placement, the Proposed Compensation Share Issuance and the Company, and the Directors are not aware of any facts the omission of which would make any statement in this Circular misleading.

Where information in this Circular has been extracted from published or otherwise publicly available sources or obtained from a named source, the sole responsibility of the Directors has been to ensure that such information has been accurately and correctly extracted from those sources and/or reproduced in this Circular in its proper form and context.

12. DOCUMENTS FOR INSPECTION

The following documents are available for inspection at the registered office of the Company at Lakeside Corporate Building Unit 6, 24 Parkland Road, Osborne Park 6017, Western Australia and at the office of Opal Lawyer LLC at 30 Raffles Place #19-04 Chevron House, Singapore 048622 during normal business hours from the date of this Circular up to the date of the EGM:

- (a) the Constitution of the Company;
- (b) the Annual Report of the Company for FY2017; and
- (c) the Underwriting Agreement.

Yours faithfully
For and on behalf of the Board of Directors
ALLIANCE MINERAL ASSETS LIMITED

Pauline Gately
Independent Non-Executive Chairperson

NOTICE OF EXTRAORDINARY GENERAL MEETING

ALLIANCE MINERAL ASSETS LIMITED

(Company Registration Number: ACN 147 393 735)
(Incorporated in the Australia on 6 December 2010)

NOTICE IS HEREBY GIVEN that an Extraordinary General Meeting (“**EGM**”) of ALLIANCE MINERAL ASSETS LIMITED (the “**Company**”) will be held on 25 June 2018 at 2.00 p.m. (Singapore time) at The SAF Warrant Office and Specialist Club, Carnation Room 1 & 2, Level 3, 48 Boon Lay Way, Singapore 609961, for the purpose of considering and, if thought fit, passing with or without modifications, the following resolutions.

All capitalised terms in this Notice which are not defined herein shall have the same meanings ascribed to them in the circular to shareholders of the Company dated 1 June 2018 (“**Circular**”).

ORDINARY RESOLUTIONS

RESOLUTION 1:

PROPOSED ALLOTMENT AND ISSUANCE OF 23,875,115 PLACEMENT SHARES TO BURWILL HOLDINGS LIMITED OR ITS SUBSIDIARIES

Resolved that:

- (a) approval be and is hereby given to the Directors to allot and issue a total of 23,875,115 Placement Shares to Burwill Holdings Limited or its subsidiaries; and
- (b) the Directors and each of them (other than Chan Hung Chiu Eddy) be and are hereby authorised to do all acts and things to give effect to this resolution in their discretion.

RESOLUTION 2:

PROPOSED ALLOTMENT AND ISSUANCE OF 2,250,000 COMPENSATION SHARES TO PAULINE GATELY, THE INDEPENDENT NON-EXECUTIVE CHAIRPERSON OF THE COMPANY

Resolved that, pursuant to Chapter 2E of the Corporations Act and for all other purposes:

- (a) the allotment and issuance of 2,250,000 Compensation Shares to Pauline Gately be approved; and
- (b) the Directors and each of them (other than Pauline Gately) be and are hereby authorised to do all acts and things to give effect to this resolution in their discretion.

The Chairperson in relation to this resolution, who will not be Pauline Gately, intends to vote undirected proxies in favour of this resolution.

Voting Exclusion Statement

The Company will disregard any votes cast on this resolution by Pauline Gately and any of her associates.

The Company will not disregard a vote if:

- (a) it is cast by a person as proxy for a person who is entitled to vote, in accordance with the directions on the proxy form; or

NOTICE OF EXTRAORDINARY GENERAL MEETING

- (b) it is cast by the Chairperson as proxy for a person who is entitled to vote, in accordance with a direction on the proxy form to vote as the proxy decides.

In accordance with section 250BD of the Corporations Act, a vote on this resolution must not be cast by a person appointed as a proxy, where that person is either a member of the Key Management Personnel or a Closely Related Party of such member.

However, a vote may be cast by such person if the vote is not cast on behalf of a person who is otherwise excluded from voting, and:

- (a) the person is appointed as a proxy and the appointment specifies how the proxy is to vote; or
- (b) the person appointed as proxy is the Chairperson and the appointment does not specify how the Chairperson is to vote but expressly authorises the Chairperson to exercise the proxy even if the resolution is connected with the remuneration of a member of the Key Management Personnel.

RESOLUTION 3:

PROPOSED ALLOTMENT AND ISSUANCE OF 250,000 COMPENSATION SHARES TO ONG KIAN GUAN, THE INDEPENDENT NON-EXECUTIVE DIRECTOR OF THE COMPANY

Resolved that, pursuant to Chapter 2E of the Corporations Act and for all other purposes:

- (a) the allotment and issuance of 250,000 Compensation Shares to Ong Kian Guan be approved; and
- (b) the Directors and each of them (other than Ong Kian Guan) be and are hereby authorised to do all acts and things to give effect to this resolution in their discretion.

The Chairperson intends to vote undirected proxies in favour of this resolution.

Voting Exclusion Statement

The Company will disregard any votes cast on this resolution by Ong Kian Guan and any of his associates.

The Company will not disregard a vote if:

- (a) it is cast by a person as proxy for a person who is entitled to vote, in accordance with the directions on the proxy form; or
- (b) it is cast by the Chairperson as proxy for a person who is entitled to vote, in accordance with a direction on the proxy form to vote as the proxy decides.

In accordance with section 250BD of the Corporations Act, a vote on this resolution must not be cast by a person appointed as a proxy, where that person is either a member of the Key Management Personnel or a Closely Related Party of such member.

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However, a vote may be cast by such person if the vote is not cast on behalf of a person who is otherwise excluded from voting, and:

- (a) the person is appointed as a proxy and the appointment specifies how the proxy is to vote; or
- (b) the person appointed as proxy is the Chairperson and the appointment does not specify how the Chairperson is to vote but expressly authorises the Chairperson to exercise the proxy even if the resolution is connected with the remuneration of a member of the Key Management Personnel.

RESOLUTION 4:

PROPOSED ALLOTMENT AND ISSUANCE OF 250,000 COMPENSATION SHARES TO MAHTANI BHAGWANDAS, THE INDEPENDENT NON-EXECUTIVE DIRECTOR OF THE COMPANY

Resolved that, pursuant to Chapter 2E of the Corporations Act and for all other purposes:

- (a) the allotment and issuance of 250,000 Compensation Shares to Mahtani Bhagwandas be approved; and
- (b) the Directors and each of them (other than Mahtani Bhagwandas) be and are hereby authorised to do all acts and things to give effect to this resolution in their discretion.

The Chairperson intends to vote undirected proxies in favour of this resolution.

Voting Exclusion Statement

The Company will disregard any votes cast on this resolution by Mahtani Bhagwandas and any of his associates.

The Company will not disregard a vote if:

- (a) it is cast by a person as proxy for a person who is entitled to vote, in accordance with the directions on the proxy form; or
- (b) it is cast by the Chairperson as proxy for a person who is entitled to vote, in accordance with a direction on the proxy form to vote as the proxy decides.

In accordance with section 250BD of the Corporations Act, a vote on this resolution must not be cast by a person appointed as a proxy, where that person is either a member of the Key Management Personnel or a Closely Related Party of such member.

However, a vote may be cast by such person if the vote is not cast on behalf of a person who is otherwise excluded from voting, and:

- (a) the person is appointed as a proxy and the appointment specifies how the proxy is to vote; or

NOTICE OF EXTRAORDINARY GENERAL MEETING

- (b) the person appointed as proxy is the Chairperson and the appointment does not specify how the Chairperson is to vote but expressly authorises the Chairperson to exercise the proxy even if the resolution is connected with the remuneration of a member of the Key Management Personnel.

RESOLUTION 5:

PROPOSED ALLOTMENT AND ISSUANCE OF 3,750,000 COMPENSATION SHARES TO TJANDRA ADI PRAMOKO, THE FORMER CHIEF EXECUTIVE OFFICER OF THE COMPANY

Resolved that, pursuant to Chapter 2E of the Corporations Act and for all other purposes:

- (a) the allotment and issuance of 3,750,000 Compensation Shares to Tjandra Adi Pramoko be approved; and
- (b) the Directors and each of them (other than Suen Sze Man) be and are hereby authorised to do all acts and things to give effect to this resolution in their discretion.

The Chairperson intends to vote undirected proxies in favour of this resolution.

Voting Exclusion Statement

The Company will disregard any votes cast on this resolution by Tjandra Adi Pramoko and Suen Sze Man and any of their associates.

The Company will not disregard a vote if:

- (a) it is cast by a person as proxy for a person who is entitled to vote, in accordance with the directions on the proxy form; or
- (b) it is cast by the Chairperson as proxy for a person who is entitled to vote, in accordance with a direction on the proxy form to vote as the proxy decides.

In accordance with section 250BD of the Corporations Act, a vote on this resolution must not be cast by a person appointed as a proxy, where that person is either a member of the Key Management Personnel or a Closely Related Party of such member.

However, a vote may be cast by such person if the vote is not cast on behalf of a person who is otherwise excluded from voting, and:

- (a) the person is appointed as a proxy and the appointment specifies how the proxy is to vote; or
- (b) the person appointed as proxy is the Chairperson and the appointment does not specify how the Chairperson is to vote but expressly authorises the Chairperson to exercise the proxy even if the resolution is connected with the remuneration of a member of the Key Management Personnel.

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RESOLUTION 6:

PROPOSED ALLOTMENT AND ISSUANCE OF 3,750,000 COMPENSATION SHARES TO SUEN SZE MAN, THE FORMER EXECUTIVE DIRECTOR AND THE CURRENT NON-INDEPENDENT NON-EXECUTIVE DIRECTOR OF THE COMPANY

Resolved that, pursuant to Chapter 2E of the Corporations Act and for all other purposes:

- (a) the allotment and issuance of 3,750,000 Compensation Shares to Suen Sze Man be approved; and
- (b) the Directors and each of them (other than Suen Sze Man) be and are hereby authorised to do all acts and things to give effect to this resolution in their discretion.

The Chairperson intends to vote undirected proxies in favour of this resolution.

Voting Exclusion Statement

The Company will disregard any votes cast on this resolution by Tjandra Adi Pramoko and Suen Sze Man and any of their associates.

The Company will not disregard a vote if:

- (a) it is cast by a person as proxy for a person who is entitled to vote, in accordance with the directions on the proxy form; or
- (b) it is cast by the Chairperson as proxy for a person who is entitled to vote, in accordance with a direction on the proxy form to vote as the proxy decides.

In accordance with section 250BD of the Corporations Act, a vote on this resolution must not be cast by a person appointed as a proxy, where that person is either a member of the Key Management Personnel or a Closely Related Party of such member.

However, a vote may be cast by such person if the vote is not cast on behalf of a person who is otherwise excluded from voting, and:

- (a) the person is appointed as a proxy and the appointment specifies how the proxy is to vote; or
- (b) the person appointed as proxy is the Chairperson and the appointment does not specify how the Chairperson is to vote but expressly authorises the Chairperson to exercise the proxy even if the resolution is connected with the remuneration of a member of the Key Management Personnel.

NOTICE OF EXTRAORDINARY GENERAL MEETING

RESOLUTION 7:

PROPOSED ALLOTMENT AND ISSUANCE OF 1,125,000 COMPENSATION SHARES TO LEAW MUN NI, THE COMPANY SECRETARY OF THE COMPANY

Resolved that:

- (a) the allotment and issuance of 1,125,000 Compensation Shares to Leaw Mun Ni be approved; and
- (b) the Directors and each of them be and are hereby authorised to do all acts and things to give effect to this resolution in their discretion.

The Chairperson intends to vote undirected proxies in favour of this resolution.

Voting Exclusion Statement

In accordance with section 250BD of the Corporations Act, a vote on this resolution must not be cast by a person appointed as a proxy, where that person is either a member of the Key Management Personnel or a Closely Related Party of such member.

However, a vote may be cast by such person if the vote is not cast on behalf of a person who is otherwise excluded from voting, and:

- (a) the person is appointed as a proxy and the appointment specifies how the proxy is to vote; or
- (b) the person appointed as proxy is the Chairperson and the appointment does not specify how the Chairperson is to vote but expressly authorises the Chairperson to exercise the proxy even if the resolution is connected with the remuneration of a member of the Key Management Personnel.

RESOLUTION 8:

PROPOSED ALLOTMENT AND ISSUANCE OF 1,125,000 COMPENSATION SHARES TO SHAUN MENEZES, THE CHIEF FINANCIAL OFFICER AND JOINT COMPANY SECRETARY OF THE COMPANY

Resolved that:

- (a) the allotment and issuance of 1,125,000 Compensation Shares to Shaun Menezes be approved; and
- (b) the Directors and each of them be and are hereby authorised to do all acts and things to give effect to this resolution in their discretion.

The Chairperson intends to vote undirected proxies in favour of this resolution.

NOTICE OF EXTRAORDINARY GENERAL MEETING

Voting Exclusion Statement

In accordance with section 250BD of the Corporations Act, a vote on this resolution must not be cast by a person appointed as a proxy, where that person is either a member of the Key Management Personnel or a Closely Related Party of such member.

However, a vote may be cast by such person if the vote is not cast on behalf of a person who is otherwise excluded from voting, and:

- (a) the person is appointed as a proxy and the appointment specifies how the proxy is to vote; or
- (b) the person appointed as proxy is the Chairperson and the appointment does not specify how the Chairperson is to vote but expressly authorises the Chairperson to exercise the proxy even if the resolution is connected with the remuneration of a member of the Key Management Personnel.

RESOLUTION 9:

PROPOSED ALLOTMENT AND ISSUANCE OF 750,000 COMPENSATION SHARES TO TONY DOMINKOVICH, THE PROJECT DIRECTOR OF THE COMPANY

Resolved that:

- (a) the allotment and issuance of 750,000 Compensation Shares to Tony Dominkovich be approved; and
- (b) the Directors and each of them be and are hereby authorised to do all acts and things to give effect to this resolution in their discretion.

The Chairperson intends to vote undirected proxies in favour of this resolution.

RESOLUTION 10:

APPROVAL PURSUANT TO SECTION 195 OF THE CORPORATIONS ACT

Resolved that, pursuant to and in accordance with subsection 195(4) of the Corporations Act and for all other purposes, Shareholders to approve the transactions contemplated in Resolutions 2 to 6 (inclusive).

By Order of the Board
Alliance Mineral Assets Limited

Pauline Gately
Independent Non-Executive Chairperson
1 June 2018

NOTICE OF EXTRAORDINARY GENERAL MEETING

Notes:

- (1) A shareholder of the Company entitled to attend and vote at the EGM may appoint not more than two proxies to attend and vote in his/her stead. A shareholder of the Company which is a corporation is entitled to appoint its authorised representative or proxy to vote on its behalf. A proxy need not be a shareholder of the Company.
- (2) Intermediaries such as banks and capital markets services licence holders which provide custodial services and are shareholders of the Company may appoint more than two proxies provided that each proxy is appointed to exercise the rights attached to different shares held by the shareholder.
- (3) If a proxy is to be appointed, the instrument appointing a proxy must be duly deposited at the registered office of the Company at Lakeside Corporate Building 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 Singapore 048623, or by email to admin@alliancemineralassets.com.au not later than 48 hours before the time appointed for the holding of the EGM.
- (4) The instrument appointing a proxy must be signed by the appointor or his attorney duly authorised in writing. Where the instrument appointing a proxy is executed by a corporation, it must be executed either under its common seal or under the hand of any officer or attorney duly authorised.
- (5) A Depositor's name must appear on the Depository Register maintained by The Central Depository (Pte) Limited as at 48 hours before the time fixed for holding the EGM in order for the Depositor to be entitled to attend and vote at the EGM.
- (6) Terms not defined in this Notice of EGM shall have the meanings ascribed to them in the circular to shareholders dated 1 June 2018.

PERSONAL DATA PRIVACY:

Where a member of the Company submits an instrument appointing a proxy(ies) and/or representative(s) to attend, speak and vote at the EGM and/or any adjournment thereof, a member of the Company (i) consents to the collection, use and disclosure of the member's personal data by the Company (or its agents) for the purpose of the processing and administration by the Company (or its agents) of proxies and representatives appointed for the EGM (including any adjournment thereof) and the preparation and compilation of the attendance lists, proxy lists, minutes and other documents relating to the EGM (including any adjournment thereof), and in order for the Company (or its agents) to comply with any applicable laws, listing rules, regulations and/or guidelines (collectively, the "Purposes"), (ii) warrants that where the member discloses the personal data of the member's proxy(ies) and/or representative(s) to the Company (or its agents), the member has obtained the prior consent of such proxy(ies) and/or representative(s) for the collection, use and disclosure by the Company (or its agents) of the personal data of such proxy(ies) and/or representative(s) for the Purposes, and (iii) agrees that the member will indemnify the Company in respect of any penalties, liabilities, claims, demands, losses and damages as a result of the member's breach of warranty.

GLOSSARY:

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

- (a) a spouse or a 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 2001 (Cth)

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 the 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.

ALLIANCE MINERAL ASSETS LIMITED

(Incorporated in Australia)

EXTRAORDINARY 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 22 June 2018 (the “Cut Off Date”), as our proxy to vote for us on our behalf at the Extraordinary General Meeting of the Company to be held at The SAF Warrant Officers & Specialists Club, Carnation Room 1 & 2, Level 3, 48 Boon Lay Way, Singapore 609961 on Monday, 25 June 2018 at 2.00 p.m. (Singapore time), and at any adjournment thereof (the “Extraordinary General Meeting”).

I.

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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 authorized 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 Extraordinary 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 Extraordinary 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.	The Proposed Allotment and Issuance of 23,875,115 Shares to Burwill Holdings Limited or its subsidiaries		
2.	The Proposed Allotment and Issuance of 2,250,000 Shares to Pauline Gately		
3.	The Proposed Allotment and Issuance of 250,000 Shares to Ong Kian Guan		
4.	The Proposed Allotment and Issuance of 250,000 Shares to Mahtani Bhagwandas		
5.	The Proposed Allotment and Issuance of 3,750,000 Shares to Tjandra Adi Pramoko		
6.	The Proposed Allotment and Issuance of 3,750,000 Shares to Suen Sze Man		
7.	The Proposed Allotment and Issuance of 1,125,000 Shares to Leaw Mun Ni		
8.	The Proposed Allotment and Issuance of 1,125,000 Shares to Shaun Menezes		
9.	The Proposed Allotment and Issuance of 750,000 Shares to Tony Dominkovich		
10.	Approval Pursuant to Section 195 of the Corporations Act		

Dated this day of 2018

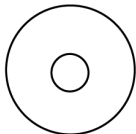
IV. The Central Depository (Pte) Limited



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: <hr/> Signature of Direct Account Holder	For Corporations: <hr/> Signature of Director <hr/> 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 Extraordinary 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 Extraordinary General Meeting, it must nominate an Appointee/Appointees to attend and vote as proxy for CDP at the Extraordinary 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 authorize the Chair to exercise their proxy on all Resolutions (except where they have indicated a different voting intention) even if the resolutions are 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 Extraordinary General Meeting in accordance with the instructions stated herein.** Alternatively it must be emailed to admin@alliancemineralassets.com.au or reach the company's office premises address which is Unit 6, 24 Parkland Road Osborne Park 6017 Western Australia before 2.00 p.m. (Singapore time) on 23 June 2018.

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 Extraordinary 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 Depositor Register, as at forty-eight (48) hours before the time appointed for holding the Extraordinary General Meeting.

PERSONAL DATA PRIVACY

By submitting an instrument appointing a proxy(ies) and/or representative(s), the Depositor accepts and agrees to the personal data privacy terms set out in the Notice of Extraordinary General Meeting dated 1 June 2018.

PROXY FORM – STRICTLY FOR SCRIPHOLDER ONLY

ALLIANCE MINERAL ASSETS LIMITED

(Company Registration Number: ACN 147 393 735)
(Incorporated in the Australia on 6 December 2010)

IMPORTANT:

This proxy form is not valid for use by CPF investors and shall be ineffective for all intents and purposes if used or purported to be used by them.

EXTRAORDINARY GENERAL MEETING

I/We* _____ (Name), NRIC/Passport number* _____ of _____ (address)

being a shareholder/shareholders* of Alliance Mineral Assets Limited (the "Company"), hereby appoint:

Name	NRIC/Passport No.	Proportion of Shareholdings	
		No. of Shares	%
Address			

and/or

Name	NRIC/Passport No.	Proportion of Shareholdings	
		No. of Shares	%
Address			

Name of proxy/proxies as written above

OR the Chair of the Extraordinary General Meeting ("EGM") as my/our proxy,

or failing the person/body corporate named, or if no person/body corporate is named, the Chairperson of the Meeting, as my/our* proxy/proxies* to attend and to vote for me/us* on my/our* behalf and, if necessary, to demand a poll at the EGM of the Company to be held at 2.00 p.m. (Singapore time) on 25 June 2018 at The SAF Warrant Office and Specialist Club, Carnation Room 1 & 2, Level 3, 48 Boon Lay Way, Singapore 609961 and at any adjournment thereof. I/We direct my/our proxy/proxies to vote for or against the resolution proposed at the EGM as indicated hereunder. If no specific direction as to voting is given or in the event of any other matter arising at the EGM and at any adjournment thereof, the proxy/proxies will vote or abstain from voting at his/her discretion.

AUTHORITY FOR CHAIR TO VOTE UNDIRECTED PROXIES ON REMUNERATION RELATED RESOLUTIONS

The Chairperson intends to vote all undirected proxies in favour of all resolutions. In exceptional circumstance, 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. All resolutions put to the vote at the EGM shall be decided by way of poll.

If the Chairperson is your proxy or is appointed your proxy by default, unless you indicate otherwise by completing the 'for', 'against' or 'abstain' box in relation to a resolution, you will be expressly authorising the Chairperson to vote in accordance with the Chairperson's voting intentions on that resolution even if that resolution is connected directly or indirectly with the remuneration of a member of Key Management Personnel.

Voting on Business of the EGM

AS ORDINARY RESOLUTIONS	No. Of Votes For	No. Of Votes Against	Abstain
Resolution 1: The Proposed Allotment and Issuance of 23,875,115 Shares to Burwill Holdings Limited or its subsidiaries			
Resolution 2: The Proposed Allotment and Issuance of 2,250,000 Shares to Pauline Gately			
Resolution 3: The Proposed Allotment and Issuance of 250,000 Shares to Ong Kian Guan			
Resolution 4: The Proposed Allotment and Issuance of 250,000 Shares to Mahtani Bhagwandas			
Resolution 5: The Proposed Allotment and Issuance of 3,750,000 Shares to Tjandra Adi Pramoko			
Resolution 6: The Proposed Allotment and Issuance of 3,750,000 Shares to Suen Sze Man			
Resolution 7: The Proposed Allotment and Issuance of 1,125,000 Shares to Leaw Mun Ni			
Resolution 8: The Proposed Allotment and Issuance of 1,125,000 Shares to Shaun Menezes			
Resolution 9: The Proposed Allotment and Issuance of 750,000 Shares to Tony Dominkovich			
Resolution 10: Approval Pursuant to Section 195 of the Corporations Act			

Notes:

1. If you wish to exercise all your votes "for", "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.

Dated this _____ day of _____ 2018

Total number of Shares in	Number of Shares
(a) CDP Register	
(b) Register of Members	

.....
Signature of Shareholder(s)/
Common Seal of Corporate Shareholder
*Delete where inapplicable

.....
Signature of Shareholder(s)/
Common Seal of Corporate Shareholder
*Delete where inapplicable

.....
Signature of Shareholder(s)/
Common Seal of Corporate Shareholder
*Delete where inapplicable

INSTRUCTION FOR COMPLETING PROXY FORM

- 1 **(Appointing a Proxy):** A member entitled to attend and vote at the EGM 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 2001 (Cth)) 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 EGM in person if they wish. Where a member completes and lodges a valid Proxy Form and attends the EGM in person, then the proxy's authority to speak and vote for that member is suspended while the member is present at the EGM.
- 5 **(Return of Proxy Form):** To vote by proxy, please complete and sign the enclosed Proxy Form and return:
 - (a) by hand or post to the Company's share registrar's office at Boardroom Corporate & Advisory Services Pte. Ltd., 50 Raffles Place #32-01 Singapore Land Tower Singapore 048623;
 - (b) by hand or post to the Company's registered office at Lakeside Corporate Building Unit 6, 24 Parkland Road, Osborne Park 6017 Western Australia; or
 - (c) by email to admin@alliancemineralassets.com.au,so that it is received not later than 2.00 pm (Singapore time) on 23 June 2018. Proxy Forms received after this time will be invalid.

Important notes:

- (i) Depositors shall use the Proxy form entitled "Extraordinary General Meeting – Depositor Proxy Form".
- (ii) Proxy forms received later than time specified on Note (5) will be invalid.
- (iii) Personal Data Privacy:

By submitting an instrument appointing a proxy(ies) and/or representative(s) to attend, speak and vote at the AGM and/or any adjournment thereof, a member of the Company:

- (a) consents to the collection, use and disclosure of the member's personal data by the Company (or its agents) for the purpose of the processing and administration by the Company (or its agents) of proxies and representatives appointed for the EGM (including any adjournment thereof) and the preparation and compilation of the attendance lists, minutes and other documents relating to the EGM (including any adjournment thereof), and in order for the Company (or its agents) to comply with any applicable laws, listing rules, regulations and/or guidelines (collectively, the "Purposes");
- (b) warrants that where the member discloses the personal data of the member's proxy(ies) and/or representative(s) to the Company (or its agents), the member has obtained the prior consent of such proxy(ies) and/or representative(s) for the collection, use and disclosure by the Company (or its agents) of the personal data of such proxy(ies) and/or representative(s) for the Purposes; and
- (c) agrees that the member will indemnify the Company in respect of any penalties, liabilities, claims, demands, losses and damages as a result of the member's breach of warranty.

ALLIANCE MINERAL ASSETS LIMITED

(Company Registration Number: ACN 147 393 735)
(Incorporated in the Australia on 6 December 2010)

NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN that an Extraordinary General Meeting ("EGM") of ALLIANCE MINERAL ASSETS LIMITED (the "Company") will be held on 25 June 2018 at 2.00 p.m. (Singapore time) at The SAF Warrant Office and Specialist Club, Carnation Room 1 & 2, Level 3, 48 Boon Lay Way, Singapore 609961, for the purpose of considering and, if thought fit, passing with or without modifications, the following resolutions.

All capitalised terms in this Notice which are not defined herein shall have the same meanings ascribed to them in the circular to shareholders of the Company dated 1 June 2018 ("Circular").

ORDINARY RESOLUTIONS

RESOLUTION 1:

PROPOSED ALLOTMENT AND ISSUANCE OF 23,875,115 PLACEMENT SHARES TO BURWILL HOLDINGS LIMITED OR ITS SUBSIDIARIES

Resolved that:

- the allotment and issuance of 23,875,115 Placement Shares to Burwill Holdings Limited or its subsidiaries; and
- the Directors and each of them (other than Chan Hung Chiu Eddy) be and are hereby authorised to do all acts and things to give effect to this resolution in their discretion.

RESOLUTION 2:

PROPOSED ALLOTMENT AND ISSUANCE OF 2,250,000 COMPENSATION SHARES TO PAULINE GATELY, THE INDEPENDENT NON-EXECUTIVE CHAIRPERSON OF THE COMPANY

Resolved that, pursuant to Chapter 2E of the Corporations Act and for all other purposes:

- the allotment and issuance of 2,250,000 Compensation Shares to Pauline Gately be approved; and
- the Directors and each of them (other than Pauline Gately) be and are hereby authorised to do all acts and things to give effect to this resolution in their discretion.

The Chairperson in relation to this resolution, who will not be Pauline Gately, intends to vote undirected proxies in favour of this resolution.

Voting Exclusion Statement

The Company will disregard any votes cast on this resolution by Pauline Gately and any of her associates.

The Company will not disregard a vote if:

- it is cast by a person as proxy for a person who is entitled to vote, in accordance with the directions on the proxy form; or
- it is cast by the Chairperson as proxy for a person who is entitled to vote, in accordance with a direction on the proxy form to vote as the proxy decides.

In accordance with section 250BD of the Corporations Act, a vote on this resolution must not be cast by a person appointed as a proxy, where that person is either a member of the Key Management Personnel or a Closely Related Party of such member.

However, a vote may be cast by such person if the vote is not cast on behalf of a person who is otherwise excluded from voting, and:

- the person is appointed as a proxy and the appointment specifies how the proxy is to vote; or
- the person appointed as proxy is the Chairperson and the appointment does not specify how the Chairperson is to vote but expressly authorises the Chairperson to exercise the proxy even if the resolution is connected with the remuneration of a member of the Key Management Personnel.

RESOLUTION 3:

PROPOSED ALLOTMENT AND ISSUANCE OF 250,000 COMPENSATION SHARES TO ONG KIAN GUAN, THE INDEPENDENT NON-EXECUTIVE DIRECTOR OF THE COMPANY

Resolved that, pursuant to Chapter 2E of the Corporations Act and for all other purposes:

- the allotment and issuance of 250,000 Compensation Shares to Ong Kian Guan be approved; and
- the Directors and each of them (other than Ong Kian Guan) be and are hereby authorised to do all acts and things to give effect to this resolution in their discretion.

The Chairperson intends to vote undirected proxies in favour of this resolution.

Voting Exclusion Statement

The Company will disregard any votes cast on this resolution by Ong Kian Guan and any of his associates.

The Company will not disregard a vote if:

- it is cast by a person as proxy for a person who is entitled to vote, in accordance with the directions on the proxy form; or
- it is cast by the Chairperson as proxy for a person who is entitled to vote, in accordance with a direction on the proxy form to vote as the proxy decides.

In accordance with section 250BD of the Corporations Act, a vote on this resolution must not be cast by a person appointed as a proxy, where that person is either a member of the Key Management Personnel or a Closely Related Party of such member.

However, a vote may be cast by such person if the vote is not cast on behalf of a person who is otherwise excluded from voting, and:

- the person is appointed as a proxy and the appointment specifies how the proxy is to vote; or
- the person appointed as proxy is the Chairperson and the appointment does not specify how the Chairperson is to vote but expressly authorises the Chairperson to exercise the proxy even if the resolution is connected with the remuneration of a member of the Key Management Personnel.

RESOLUTION 4:

PROPOSED ALLOTMENT AND ISSUANCE OF 250,000 COMPENSATION SHARES TO MAHTANI BHAGWANDAS, THE INDEPENDENT NON-EXECUTIVE DIRECTOR OF THE COMPANY

Resolved that, pursuant to Chapter 2E of the Corporations Act and for all other purposes:

- the allotment and issuance of 250,000 Compensation Shares to Mahtani Bhagwandas be approved; and
- the Directors and each of them (other than Mahtani Bhagwandas) be and are hereby authorised to do all acts and things to give effect to this resolution in their discretion.

The Chairperson intends to vote undirected proxies in favour of this resolution.

Voting Exclusion Statement

The Company will disregard any votes cast on this resolution by Mahtani Bhagwandas and any of his associates.

The Company will not disregard a vote if:

- it is cast by a person as proxy for a person who is entitled to vote, in accordance with the directions on the proxy form; or
- it is cast by the Chairperson as proxy for a person who is entitled to vote, in accordance with a direction on the proxy form to vote as the proxy decides.

In accordance with section 250BD of the Corporations Act, a vote on this resolution must not be cast by a person appointed as a proxy, where that person is either a member of the Key Management Personnel or a Closely Related Party of such member.

However, a vote may be cast by such person if the vote is not cast on behalf of a person who is otherwise excluded from voting, and:

- the person is appointed as a proxy and the appointment specifies how the proxy is to vote; or
- the person appointed as proxy is the Chairperson and the appointment does not specify how the Chairperson is to vote but expressly authorises the Chairperson to exercise the proxy even if the resolution is connected with the remuneration of a member of the Key Management Personnel.

RESOLUTION 5:

PROPOSED ALLOTMENT AND ISSUANCE OF 3,750,000 COMPENSATION SHARES TO TJANDRA ADI PRAMOKO, THE FORMER CHIEF EXECUTIVE OFFICER OF THE COMPANY

Resolved that, pursuant to Chapter 2E of the Corporations Act and for all other purposes:

- the allotment and issuance of 3,750,000 Compensation Shares to Tjandra Adi Pramoko be approved; and
- the Directors and each of them (other than Suen Sze Man) be and are hereby authorised to do all acts and things to give effect to this resolution in their discretion.

The Chairperson intends to vote undirected proxies in favour of this resolution.

Voting Exclusion Statement

The Company will disregard any votes cast on this resolution by Tjandra Adi Pramoko and Suen Sze Man and any of their associates.

The Company will not disregard a vote if:

- it is cast by a person as proxy for a person who is entitled to vote, in accordance with the directions on the proxy form; or
- it is cast by the Chairperson as proxy for a person who is entitled to vote, in accordance with a direction on the proxy form to vote as the proxy decides.

In accordance with section 250BD of the Corporations Act, a vote on this resolution must not be cast by a person appointed as a proxy, where that person is either a member of the Key Management Personnel or a Closely Related Party of such member.

However, a vote may be cast by such person if the vote is not cast on behalf of a person who is otherwise excluded from voting, and:

- the person is appointed as a proxy and the appointment specifies how the proxy is to vote; or
- the person appointed as proxy is the Chairperson and the appointment does not specify how the Chairperson is to vote but expressly authorises the Chairperson to exercise the proxy even if the resolution is connected with the remuneration of a member of the Key Management Personnel.

RESOLUTION 6:

PROPOSED ALLOTMENT AND ISSUANCE OF 3,750,000 COMPENSATION SHARES TO SUEN SZE MAN, THE FORMER EXECUTIVE DIRECTOR AND THE CURRENT NON-INDEPENDENT NON-EXECUTIVE DIRECTOR OF THE COMPANY

Resolved that, pursuant to Chapter 2E of the Corporations Act and for all other purposes:

- the allotment and issuance of 3,750,000 Compensation Shares to Suen Sze Man be approved; and

- the Directors and each of them (other than Suen Sze Man) be and are hereby authorised to do all acts and things to give effect to this resolution in their discretion.

The Chairperson intends to vote undirected proxies in favour of this resolution.

Voting Exclusion Statement

The Company will disregard any votes cast on this resolution by Tjandra Adi Pramoko and Suen Sze Man and any of their associates.

The Company will not disregard a vote if:

- it is cast by a person as proxy for a person who is entitled to vote, in accordance with the directions on the proxy form; or
- it is cast by the Chairperson as proxy for a person who is entitled to vote, in accordance with a direction on the proxy form to vote as the proxy decides.

In accordance with section 250BD of the Corporations Act, a vote on this resolution must not be cast by a person appointed as a proxy, where that person is either a member of the Key Management Personnel or a Closely Related Party of such member.

However, a vote may be cast by such person if the vote is not cast on behalf of a person who is otherwise excluded from voting, and:

- the person is appointed as a proxy and the appointment specifies how the proxy is to vote; or
- the person appointed as proxy is the Chairperson and the appointment does not specify how the Chairperson is to vote but expressly authorises the Chairperson to exercise the proxy even if the resolution is connected with the remuneration of a member of the Key Management Personnel.

RESOLUTION 7:

PROPOSED ALLOTMENT AND ISSUANCE OF 1,125,000 COMPENSATION SHARES TO LEAW MUN NI, THE COMPANY SECRETARY OF THE COMPANY

Resolved that:

- the allotment and issuance of 1,125,000 Compensation Shares to Leaw Mun Ni be approved; and
- the Directors and each of them be and are hereby authorised to do all acts and things to give effect to this resolution in their discretion.

The Chairperson intends to vote undirected proxies in favour of this resolution.

Voting Exclusion Statement

The Company will disregard any votes cast on this resolution by Leaw Mun Ni and any of her associates.

In accordance with section 250BD of the Corporations Act, a vote on this resolution must not be cast by a person appointed as a proxy, where that person is either a member of the Key Management Personnel or a Closely Related Party of such member.

However, a vote may be cast by such person if the vote is not cast on behalf of a person who is otherwise excluded from voting, and:

- the person is appointed as a proxy and the appointment specifies how the proxy is to vote; or
- the person appointed as proxy is the Chairperson and the appointment does not specify how the Chairperson is to vote but expressly authorises the Chairperson to exercise the proxy even if the resolution is connected with the remuneration of a member of the Key Management Personnel.

RESOLUTION 8:

PROPOSED ALLOTMENT AND ISSUANCE OF 1,125,000 COMPENSATION SHARES TO SHAUN MENEZES, THE CHIEF FINANCIAL OFFICER AND JOINT COMPANY SECRETARY OF THE COMPANY

Resolved that:

- the allotment and issuance of 1,125,000 Compensation Shares to Shaun Menezes be approved; and
- the Directors and each of them be and are hereby authorised to do all acts and things to give effect to this resolution in their discretion.

The Chairperson intends to vote undirected proxies in favour of this resolution.

Voting Exclusion Statement

The Company will disregard any votes cast on this resolution by Shaun Menezes and any of his associates.

In accordance with section 250BD of the Corporations Act, a vote on this resolution must not be cast by a person appointed as a proxy, where that person is either a member of the Key Management Personnel or a Closely Related Party of such member.

However, a vote may be cast by such person if the vote is not cast on behalf of a person who is otherwise excluded from voting, and:

- the person is appointed as a proxy and the appointment specifies how the proxy is to vote; or
- the person appointed as proxy is the Chairperson and the appointment does not specify how the Chairperson is to vote but expressly authorises the Chairperson to exercise the proxy even if the resolution is connected with the remuneration of a member of the Key Management Personnel.

RESOLUTION 9:

PROPOSED ALLOTMENT AND ISSUANCE OF 750,000 COMPENSATION SHARES TO TONY DOMINKOVICH, THE PROJECT DIRECTOR OF THE COMPANY

Resolved that:

- the allotment and issuance of 750,000 Compensation Shares to Tony Dominkovich be approved; and
- the Directors and each of them be and are hereby authorised to do all acts and things to give effect to this resolution in their discretion.

The Chairperson intends to vote undirected proxies in favour of this resolution.

RESOLUTION 10:

APPROVAL PURSUANT TO SECTION 195 OF THE CORPORATIONS ACT

Resolved that, pursuant to and in accordance with subsection 195(4) of the Corporations Act and for all other purposes, Shareholders to approve the transactions contemplated in Resolutions 2 to 6 (inclusive).

By Order of the Board

Alliance Mineral Assets Limited

Pauline Gately
Independent Non-Executive Chairperson

1 June 2018

Notes:

- A shareholder entitled to attend and vote at the EGM may appoint not more than two proxies to attend and vote in his/her stead. A shareholder of the Company which is a corporation is entitled to appoint its authorised representative or proxy to vote on its behalf. A proxy need not be a shareholder of the Company.
- Intermediaries such as banks and capital markets services licence holders which provide custodial services and are shareholders of the Company may appoint more than two proxies provided that each proxy is appointed to exercise the rights attached to different shares held by the shareholder.
- If a proxy is to be appointed, the instrument appointing a proxy must be duly deposited at the registered office of the Company at Lakeside Corporate Building 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 Singapore 048623, or by email to admin@alliancemineralassets.com.au not later than 48 hours before the time appointed for the holding of the EGM.
- The instrument appointing a proxy must be signed by the appointor or his attorney duly authorised in writing. Where the instrument appointing a proxy is executed by a corporation, it must be executed either under its common seal or under the hand of any officer or attorney duly authorised.
- A Depositor's name must appear on the Depository Register maintained by The Central Depository (Pte) Limited as at 48 hours before the time fixed for holding the EGM in order for the Depositor to be entitled to attend and vote at the EGM.
- Terms not defined in this Notice of EGM shall have the meanings ascribed to them in the circular to shareholders dated 1 June 2018.

PERSONAL DATA PRIVACY:

Where a member of the Company submits an instrument appointing a proxy(ies) and/or representative(s) to attend, speak and vote at the EGM and/or any adjournment thereof, a member of the Company (i) consents to the collection, use and disclosure of the member's personal data by the Company (or its agents) for the purpose of the processing and administration by the Company (or its agents) of proxies and representatives appointed for the EGM (including any adjournment thereof) and the preparation and compilation of the attendance lists, proxy lists, minutes and other documents relating to the EGM (including any adjournment thereof), and in order for the Company (or its agents) to comply with any applicable laws, listing rules, regulations and/or guidelines (collectively, the "Purposes"), (ii) warrants that where the member discloses the personal data of the member's proxy(ies) and/or representative(s) to the Company (or its agents), the member has obtained the prior consent of such proxy(ies) and/or representative(s) for the collection, use and disclosure by the Company (or its agents) of the personal data of such proxy(ies) and/or representative(s) for the purposes, and (iii) agrees that the member will indemnify the Company in respect of any penalties, liabilities, claims, demands, losses and damages as a result of the member's breach of warranty.

GLOSSARY:

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

- a spouse or a child of the member;
- a child of the member's spouse;
- a dependent of the member of the member's spouse;
- 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;
- a company the member controls; or
- a person prescribed by the Corporations Regulations 2001 (Cth) for the purposes of the definition of "closely related party" in the Corporations Act 2001 (Cth)

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 the 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.