

**Form 603**Corporations Act 2001  
Section 671B**Notice of initial substantial holder**To Company Name/Scheme Alliance Mineral Assets Limited ("AMAL")ACN/ARSN 147 393 735

**1. Details of substantial holder (1)** Burwill Holdings Limited ("Burwill") and its wholly-owned subsidiaries, Burwill Lithium Company Limited ("BLCL") and Hillot Limited ("Hillot") (collectively, "Burwill Group") and each of the subsidiaries of Burwill listed in Annexure A

Name

ACN/ARSN (if applicable) ("Burwill Associates") and Chan Shing and Lau Ting ("Burwill Shareholders")

The holder became a substantial holder on 05 / 12 / 2018**2. Details of voting power**

The total number of votes attached to all the voting shares in the company or voting interests in the scheme that the substantial holder or an associate (2) had a relevant interest (3) in on the date the substantial holder became a substantial holder are as follows:

Class of securities (4)	Number of securities	Person's votes (5)	Voting power (6)
Fully paid ordinary shares	93,388,728	93,388,728	14.16% (based on 659,471,907 issued ordinary shares)

**3. Details of relevant interests**

The nature of the relevant interest the substantial holder or an associate had in the following voting securities on the date the substantial holder became a substantial holder are as follows:

Holder of relevant interest	Nature of relevant interest (7)	Class and number of securities
Burwill Group	Relevant interest by virtue of section 608(1) or (3) of the Corporations Act 2001 (Cth)	93,388,728 ordinary shares
Burwill Shareholders	Relevant interest by virtue of section 608(3)(a) of the Corporations Act 2001 (Cth)	93,388,728 ordinary shares

**4. Details of present registered holders**

The persons registered as holders of the securities referred to in paragraph 3 above are as follows:

Holder of relevant interest	Registered holder of securities	Person entitled to be registered as holder (8)	Class and number of securities
Burwill Group/Burwill Shareholders	BLCL	BLCL	87,810,228 ordinary shares
Burwill Group/Burwill Shareholders	Hillot	Hillot	5,578,500 ordinary shares

**5. Consideration**

The consideration paid for each relevant interest referred to in paragraph 3 above, and acquired in the four months prior to the day that the substantial holder became a substantial holder is as follows:

Holder of relevant interest	Date of acquisition	Consideration (9)		Class and number of securities
		Cash	Non-cash	
On 5 December 2018, AMAL	admitted to ASX and its shares commences trading	on a deferred settlement basis.		

**6. Associates**

The reasons the persons named in paragraph 3 above are associates of the substantial holder are as follows:

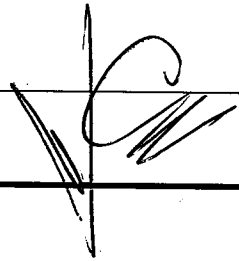
Name and ACN/ARSN (if applicable)	Nature of association
Burwill Associates	Subsidiary entities of Burwill

**7. Addresses**

The addresses of persons named in this form are as follows:

Name	Address
Burwill Group/Burwill Associates	Unit 1402, Office Tower, Convention Plaza, 1 Harbour Road, Wanchai, Hong Kong
Burwill Shareholders	As above

**Signature**

print name KWOK Wai Lam capacity Authorised signatory of Burwill Holdings Limited  
 sign here  date 17 / 12 / 2018

**DIRECTIONS**

- (1) If there are a number of substantial holders with similar or related relevant interests (eg. a corporation and its related corporations, or the manager and trustee of an equity trust), the names could be included in an annexure to the form. If the relevant interests of a group of persons are essentially similar, they may be referred to throughout the form as a specifically named group if the membership of each group, with the names and addresses of members is clearly set out in paragraph 7 of the form.
- (2) See the definition of "associate" in section 9 of the Corporations Act 2001.
- (3) See the definition of "relevant interest" in sections 608 and 671B(7) of the Corporations Act 2001.
- (4) The voting shares of a company constitute one class unless divided into separate classes.
- (5) The total number of votes attached to all the voting shares in the company or voting interests in the scheme (if any) that the person or an associate has a relevant interest in.
- (6) The person's votes divided by the total votes in the body corporate or scheme multiplied by 100.
- (7) Include details of:
  - (a) any relevant agreement or other circumstances by which the relevant interest was acquired. If subsection 671B(4) applies, a copy of any document setting out the terms of any relevant agreement, and a statement by the person giving full and accurate details of any contract, scheme or arrangement, must accompany this form, together with a written statement certifying this contract, scheme or arrangement; and
  - (b) any qualification of the power of a person to exercise, control the exercise of, or influence the exercise of, the voting powers or disposal of the securities to which the relevant interest relates (indicating clearly the particular securities to which the qualification applies).

See the definition of "relevant agreement" in section 9 of the Corporations Act 2001.
- (8) If the substantial holder is unable to determine the identity of the person (eg. if the relevant interest arises because of an option) write "unknown".
- (9) Details of the consideration must include any and all benefits, money and other, that any person from whom a relevant interest was acquired has, or may, become entitled to receive in relation to that acquisition. Details must be included even if the benefit is conditional on the happening or not of a contingency. Details must be included of any benefit paid on behalf of the substantial holder or its associate in relation to the acquisitions, even if they are not paid directly to the person from whom the relevant interest was acquired.

Australian Securities & Investments Commission

form **A**

**Annexure A**

Corporations Act 2001

THIS IS ANNEXURE A OF 2 PAGES REFERRED TO IN FORM 603.

corporation name Alliance Mineral Assets Limited  
ACN or ARBN 147 393 735

further details

List of Burwill Associates  
Burwill and Company Limited  
Joyful Spring Limited  
Union Field Holdings Limited  
Burwill Minerals (Turkey) Limited  
Union Fine Investment Limited  
Super Ace Holdings Limited  
Century Capital Investment Limited  
Burwill Resources Europe, S.A.  
Ever Century Investments Limited  
Medmar Shipping Limited  
Ever Century Maritime Limited  
Burwill Steel Holdings Limited  
Burwill (China) Limited  
東莞市創盛貿易有限公司  
Burwill Resources Limited  
Burwill Resources Limited  
Burwill Warehousing (China) Limited  
寶威（上海）國際貿易有限公司  
寶威倉儲（上海）有限公司  
Uppermost Holdings Limited  
Burwill Metal Limited  
寶威（上海）金屬貿易有限公司  
Burwill Resources Limited  
Waybow International Limited  
Burwill Network Investment Limited  
Burwill Lithium Company Limited  
Burwill Commodity Limited  
Burwill HK Portfolio Limited  
Camety Company Limited  
Plato Holdings Limited  
Happy Hour Consultants Limited  
First Gain Investment Limited  
Burwill Nominees Limited  
Yinmain Industrial Limited  
Burwill Properties Limited  
Hardworkers (H.K.) Limited  
Asset Chain Investments Limited  
Procure International Enterprise Limited

**Burwill Softwares Development Limited**  
**East Global International Limited**  
**Burwill Finance International Limited**  
**Burwill Finance Holding Limited**  
**Grand Triumph Global Limited**  
**Burwill Cobalt Company Limited**  
**Best Dynamic International Limited**  
**Burwill Commercial Holdings Limited**

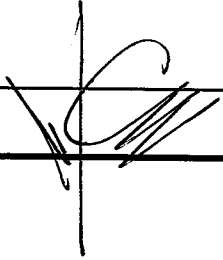
**Signature**

I certify that the information in this form is true and complete.

print name **KWOK Wai Lam**

capacity **Authorised Signatory of Burwill Holdings Limited**

sign here



date **17/12/ 2018**

**Send to**

Australian Securities & Investments  
 Commission  
 Gippsland Mail Centre  
 Morwell VIC 3841  
 or  
 the nearest ASIC Business Centre

**Annexures to forms**

To make any annexure conform to the regulations, you must:

1. use A4 size paper of white or light pastel colour with a margin of at least 10mm on all sides.
2. show the corporation name and ACN or ARBN.
3. number the pages consecutively.
4. print or type in BLOCK letters in dark blue or black ink so that the document is clearly legible when photocopied.
5. identify the annexure with a mark such as A, B, C, etc.
6. endorse the annexure with the words:  
*This is annexure (mark) of (number) pages referred to in form (form number and title).*
7. sign and date the annexure, the annexure must be signed by the same person(s) who signed the form.