

4 December 2018

ALLIANCE MINERAL ASSETS LIMITED
ACN 147 393 735

PRE-QUOTATION DISCLOSURES

Alliance Mineral Assets Limited (**Company**) makes the following disclosures in accordance with ASX's admission conditions.

Capitalised terms not defined have the meaning ascribed in Company's prospectus dated 9 November 2018 (**Prospectus**).

SCHEME OF ARRANGEMENT

The Company confirms that:

- all conditions precedent to implementation of the scheme of arrangement between Tawana Resources NL ACN 085 166 721 (**Tawana**) and its shareholders pursuant to Part 5.1 of the *Corporations Act 2001* (Cth) (**Scheme**) (as set out in section 3.4 of the scheme booklet dated 20 August 2018 (**Scheme Booklet**)) have been satisfied;
- the scheme implementation agreement between the Company and Tawana dated 5 April 2018 (as amended on 6 July 2018) remain in full force and effect; and
- the deed poll by the Company in favour of the "Scheme Participants" (as defined in the SIA) dated 15 August 2018, remains in full force and effect.

ALLOCATION OF SHARES

The Company closed the Offer under the Prospectus on 4 December 2018. No applications were accepted by the Company and no Shares were issued pursuant to the Offer.

Each Scheme Participant (who is not an Ineligible Shareholder) will receive 1.1 fully paid ordinary shares in the capital of the Company (**Shares**) for every 1 fully paid ordinary share in the capital of Tawana (**Tawana Share**) held at 5:00pm on the Record Date of 7 December 2018.

The Scheme Participants can call Computershare Investor Services Pty Limited on 1300 850 505 (within Australia) or +61 3 9415 4000 (outside Australia), between 8.30am to 5.30pm AWST Monday to Friday to confirm their allocations.

DISPATCH OF HOLDING STATEMENTS

The Company advises that on 17 December 2018, it will dispatch the following:

- in relation to all holdings on the CHESS sub-register, a notice from the Company under ASX Settlement Operating Rule 8.9.1; and
 - in relation to all other holdings, an issuer sponsored holding statement,
- to the Scheme Participants.

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DEFERRED SETTLEMENT TRADING

Shares will commence trading on ASX on a deferred settlement basis on Wednesday, 5 December 2018.

Shares to be issued to Tawana Optionholders on the Implementation Date pursuant to the Option Cancellation Deeds will not be able to be traded on a deferred settlement basis.

It is anticipated that all Shares (including those issued pursuant the Scheme and the Option Cancellation Deeds) will commence trading on a normal settlement basis on Monday, 17 December 2018.

It is the responsibility of each person who trades in Shares to confirm their holding before trading in Shares. If you sell Shares before receiving a holding statement (refer above), you do so at your own risk.

CAPITAL STRUCTURE

The number of Shares issued under the Offer and the capital structure of the Company at admission is as follows:

	Shares	Options
On issue as at the date of the Prospectus	659,471,907	27,000,000 ¹
Issued under the Offer	-	-
Total (on issue at the date of Admission)	659,471,907	27,000,000
To be issued to Scheme Participants ²	635,896,010	-

Notes:

- Comprising:
 - 3,800,000 unquoted options exercisable at S\$0.24 on or before 24 May 2020;
 - 3,800,000 unquoted options exercisable at S\$0.30 on or before 24 May 2020;
 - 3,800,000 unquoted options exercisable at S\$0.36 on or before 24 May 2020;
 - 15,600,000 unquoted options exercisable at S\$0.4875 on or before 12 April 2021.
- Shares to be issued to Scheme Participants on the Implementation Date but subject to deferred settlement trading.

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The expected number of Shares issued to the Scheme Participants and to the Tawana Optionholders pursuant to the Option Cancellation Deeds, and the anticipated capital structure of the Company at the commencement of trading on a normal settlement basis is as follows:

	Shares	Options
On issue at the date of Admission and commencement of trading on a deferred settlement basis	659,471,907	27,000,000 ¹
To be issued to Tawana Optionholders ²	9,929,494	-
To be issued to Scheme Participants ³	635,896,010	-
Total	1,305,297,411	27,000,000

Notes:

1. Refer to Note (1) above.
2. Assuming no Tawana Options on issue at the date of Admission are exercised prior to the Record Date.
3. Figures may change due to rounding under the Scheme. Presented as a likely maximum figure.

The Company will provide an updated capital structure following implementation of the Scheme.

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