

ALLIANCE MINERAL ASSETS LIMITED
(Incorporated in Australia on 6 December 2010)
(Company Registration no. ACN 147 393 735)

PROPOSED MERGER OF ALLIANCE MINERAL ASSETS LIMITED (“ALLIANCE” OR “COMPANY”) AND TAWANA RESOURCES NL (“TAWANA”)

- RECEIPT OF LISTING AND QUOTATION NOTICE FROM THE SINGAPORE EXCHANGE SECURITIES TRADING LIMITED (“SGX-ST”) FOR THE SCHEME CONSIDERATION SHARES (AS DEFINED HEREIN) AND THE NOMINAL ALLIANCE SHARES (AS DEFINED HEREIN)

1. The Board of Directors (“**Board**”) of Alliance refers to the announcements released by the Company on 5 April 2018, 9 April 2018, 11 June 2018 and 9 July 2018 (“**Announcements**”) in relation to the proposed merger of equals with Tawana to be implemented by way of a Tawana scheme of arrangement under the Australian Corporations Act 2001 (Cth) (“**Proposed Merger**”).

Unless otherwise defined, all capitalised terms shall have the meaning ascribed to them in the Announcements.

2. Listing & Quotation Notice

Further to the Announcements, the Board is pleased to announce that the Company has received a listing and quotation notice (“**LQN**”) from the SGX-ST on 10 August 2018, in respect of an aggregate of up to 656,464,437 new ordinary shares in the capital of the Company (“**Alliance Shares**”) on the Catalist of the SGX-ST comprising the following:

- a) Up to 656,458,437 new Alliance Shares to be issued to Tawana Shareholders as the scheme consideration for the Proposed Merger (“**Scheme Consideration Shares**”); and
 - b) Up to 6,000 new Alliance Shares to facilitate the Proposed Dual Listing (as defined below).
- 3. Nominal Alliance Shares Issuance in connection with the Proposed Dual Listing**

The Merged Group will remain headquartered in Perth, Western Australia and will, subject to satisfying the ASX’s admission requirements, become dual listed with primary listings on ASX in addition to maintaining Alliance’s current primary listing on the Catalist Board of the SGX-ST (“**Proposed Dual Listing**”).

The Proposed Dual Listing is intended to be by way of compliance listing process, including the issue of a prospectus and with the issue of a nominal number of no more than 6,000 new Alliance Shares (“**Nominal Alliance Shares**”) to third party investors (“**Nominal Alliance Shares Issuance**”). The Nominal Alliance Shares Issuance is being made in connection with the proposed dual listing of the Merged Group on ASX and will be made pursuant to the Company’s general share issuance mandate under Catalist Rule 806(1). For the avoidance of doubt, such Nominal Alliance Shares are not part of the Scheme Consideration Shares and are intended to be issued on the same day as the issuance of the Scheme Consideration Shares.

4. Conditions of the LQN

The LQN of the Scheme Consideration Shares and the Nominal Alliance Shares is subject to the following:

- a) Compliance with the SGX-ST's listing requirements;
- b) Shareholders' approval to be obtained for the Proposed Merger and Proposed Dual Listing;
- c) A written undertaking from the Company that it will comply with Catalist Rules 704(30) and 1204(22) in relation to the use of proceeds from the Nominal Alliance Shares Issuance and where proceeds are to be used for working capital purposes, the Company will disclose a breakdown with specific details on the use of proceeds for working capital in the Company's announcements on use of proceeds and in the annual report;
- d) A written undertaking from the Company that it will comply with Catalist Rule 803 in relation to the Nominal Alliance Shares Issuance;
- e) A written undertaking from the Company that it will not issue the Nominal Alliance Shares to persons prohibited under Catalist Rule 812(1);
- f) A written undertaking from the Company's sponsor that it will ensure that the Company will comply with Catalist Rules 803 and 812(1) in relation to the Nominal Alliance Shares Issuance;
- g) The issue price of the Nominal Alliance Shares shall not be more than 10% discount to the volume weighted average price as required under Catalist Rule 811(1);
- h) The Nominal Alliance Shares to be allotted before the upcoming annual general meeting to be held by the Company, otherwise the Nominal Alliance Shares Issuance will be subject to the Company obtaining a fresh share issue mandate from its shareholders before its upcoming annual general meeting.

The undertakings set out in Paragraphs 4(c), (d), (e) and (f) above are referred to as the "**Required Undertakings**".

5. The LQN is not an indication of the merits of the Proposed Merger, the Proposed Dual Listing, the issue of the Scheme Consideration Shares, the Nominal Alliance Shares, the Company, its subsidiaries and their securities.
6. Alliance will be seeking specific approval of its shareholders at an EGM to be convened for, *inter alia*, the Proposed Merger. A circular containing the notice of EGM and details of the Proposed Merger will be despatched to shareholders in due course ("**Circular**"). The Company and its sponsor will submit the Required Undertakings to the SGX-ST in due course and in any case prior to the despatch of the Circular.

BY ORDER OF THE BOARD

Pauline Gately
Chairperson
13 August 2018

This announcement has been prepared by Alliance Mineral Assets Limited (the "Company") and its contents have been reviewed by PrimePartners Corporate Finance Pte. Ltd. (the "Sponsor"), for compliance with the Singapore Exchange Securities Trading Limited (the "SGX-ST") Listing Manual Section B: Rules of Catalist. The Sponsor has not verified the contents of this announcement.

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

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