



MEDIA RELEASE

For immediate release

**SGX-listed Alliance Mineral Assets Limited plans merger
with ASX-listed Tawana Resources NL to become
a mid-tier lithium producer**

- **Planned merger, via scheme of arrangement, is subject to regulatory and shareholder approvals in Singapore and Australia; transaction expected to be completed by 4Q18**
- **If approved, merged entity will be listed on both the SGX-Catalist and ASX as a mid-tier producer of lithium, a highly sought-after metal by manufacturers of long-life batteries for electric vehicles, and consumer electronics devices.**
- **Merged entity will have pro-forma market cap of A\$446 million^{1,2}, positioning it as a mid-tier lithium company globally and putting it on the radar of institutional investors**
- **Shareholders of merged group will benefit from simplified ownership structure and the combined management and operational expertise of Alliance and Tawana**
- **Alliance and Tawana to carry out separate capital raising exercises on the back of planned merger**

¹ Calculated by multiplying the number of Alliance shares post merger by the closing Alliance share price as at the Last Trading Day of 4 April 2018.

² The exchange rate of S\$1 to A\$0.99 is applied throughout for purposes of conversion in this media release.

SINGAPORE, 5 April 2018 – SGX-listed **Alliance Mineral Assets Limited** (“**Alliance**”) and ASX-listed Tawana Resources NL (“**Tawana**”) today announced that both entities have agreed to a “merger of equals”, subject to the necessary shareholder and regulatory approvals.

The planned merger is via a court-approved scheme of arrangement and upon respective shareholder votes and other approvals, Tawana will become a wholly-owned subsidiary of Alliance, with existing Alliance shareholders owning approximately 51% and existing Tawana shareholders owning approximately 49% of the merged entity. The transaction is expected to be completed by 4Q18.

Pursuant to the scheme, Tawana shareholders will receive 1.10 new Alliance shares for every one (1) Tawana share held.

Alliance and Tawana have been working together via a joint venture agreement since 2017 on the Bald Hill Project. With the merger, the new merged group will have a pro-forma market capitalisation of approximately A\$446 million, making it a mid-tier producer of lithium concentrate, a highly-sought after metal by manufacturers of long-life batteries for electric vehicles, and consumer electronics devices.

The merged group will also benefit from greater efficiencies and productivity arising from a simplified ownership and management structure, and the proven management and operational expertise of Alliance and Tawana.

Mark Calderwood, the Managing Director of Tawana said:

“We are extremely pleased that the joint venture arrangement we entered into with Tawana in 2017 has resulted in a merger proposal that makes sound strategic sense and, importantly, gives Alliance and Tawana shareholders the opportunity to participate in an upside associated with the new entity”

Pauline Gately, the Chairperson of Alliance said:

“Tawana and Alliance are an excellent and natural fit, given existing joint venture owned assets, and operational expertise. Both companies have successful track records of creating substantial shareholder value and, together, we will maintain this focus.”

Alliance and Tawana have also announced concurrent plans to raise equity funds for working capital for the new entity.

Alliance plans to conduct a fully underwritten placement to sophisticated and institutional investors to raise gross proceeds of A\$25 million (approximately S\$25.3 million) and a non-underwritten placement to Burwill Holdings Limited, an existing substantial shareholder of Alliance, which is conditional on Alliance shareholders' approval, to raise additional gross proceeds of A\$7.8 million (approximately S\$7.9 million) (collectively "**Alliance Placements**"). The Alliance Placements are to provide additional working capital, which will enable continued commissioning of the Lithium and Tantalum Project in Western Australia (Bald Hill Project), and to provide funding for future exploration and other initiatives at the Bald Hill Project.

At the same time, Tawana plans to conduct a fully underwritten placement to raise, before costs, A\$20 million (approximately S\$20.2 million), from professional and sophisticated investors for the same reasons, and reserves the right to place up to a further A\$5 million to sophisticated and institutional investors on a non-underwritten basis.



Above: picture of recently commissioned Bald Hill processing plant, built by Primero



Above: picture of current mining at Bald Hill by mining contractor SMS

Mark Turner, the proposed Independent Non-Executive Chairman of the merged company said:
“The merger proposal gives Alliance and Tawana shareholders the opportunity to participate in the upside associated with full ownership of the Bald Hill project, an emerging project of high strategic value and significance in the international lithium market. We are confident that the merged company will result in significant benefits to shareholders of both entities, with the opportunity for re-rating of the merged group from the enhanced equity and capital markets profile.”

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This press release has been prepared by Alliance Mineral Assets Limited 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 press release.

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

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)

About Alliance Mineral Assets Limited

Alliance Mineral Assets Limited (“**Alliance**”) is a potential leading producer of ethically sourced lithium and tantalite concentrate through the development of mineral resources at its Bald Hill Project which encompasses the Bald Hill Mine, processing plant and an extensive tenement portfolio in the Eastern Goldfields of Western Australia.

Listed on the Catalist Board of the Singapore Exchange Securities Trading Limited on 25 July 2014, Alliance owns a complete processing and beneficiation treatment plant, infrastructure and working licenses.

In May 2017, Alliance entered into a lithium rights joint venture agreement with a wholly-owned subsidiary of Tawana Resources NL for the development, mining and production of the mineral resources at Bald Hill.

About Tawana Resources NL

Tawana Resources NL (“Tawana”) is a resources focused ASX and JSE-listed Company located in Perth, Western Australia.

Tawana has a 50% interest in the Bald Hill Project. The project is located 50km south east of Kambalda in the Eastern Goldfields of Western Australia. The project comprises four (4) mining leases, one (1) mining lease application, and 20 other licenses totalling 774 km sq.

Tawana has also on 22 March 2018 announced its intention to seek its shareholders’ approval to restructure its assets in order to focus on the Bald Hill Project. As part of such restructuring, it will transfer its 100% owned Cowan Lithium Project in Western Australia comprising tenements that are adjacent to the Bald Hill Mine, its 100% owned Yallari Lithium Project in Western Australia comprising tenements that cover portions of the greenstone sequence that hosts the Mt Marion and Londonderry pegmatite fields and its 100% owned Mofe Creek Iron Ore Project in Liberia into a wholly owned public company (the “**SpinCo**”) before undertaking a capital distribution by way of in-specie distribution of 85% of all SpinCo shares to Tawana’s Shareholders. Subject to

shareholders' approval, the restructuring is envisaged to complete by June 2018, prior to the completion of the Merger.

Additional information on Tawana (including its restructuring) can be found at its website at <http://www.tawana.com.au>.

About the Bald Hill Project

The Bald Hill Project comprises four (4) mining leases, one (1) mining lease application, 12 exploration licences, 8 prospecting licences and 1 general purpose lease totalling 774km². The project is owned 50:50 by Tawana and Alliance.

First lithium concentrate production delivery is anticipated in April 2018.

Each of Tawana and Alliance executed an offtake agreement in April 2017 (and subsequent variations thereto) for the supply of lithium concentrate from Bald Hill over a five-year term with pricing for 2018 and 2019 of US\$880/t (FOB Esperance port) for 6% Li₂O. The prepayments from the aforesaid offtake agreement are being used towards the capital costs of the project.

The project is located 50km southeast of Kambalda in the Eastern Goldfields of Western Australia, and approximately 75km southeast of the Mt Marion Lithium project.

A current Indicated and Inferred lithium mineral resource of 18.9 million tonnes at 1.18% Li₂O, and 149ppm Ta₂O₅ at a 0.5% Li₂O cut-off for the project was calculated by CSA Global Pty Ltd.¹

Note:

1. All material assumptions and technical parameters underpinning the Mineral Resource estimates in the ASX announcement dated 11 October 2017 / SGX announcement dated 12 October 2017 continue to apply and have not materially changed since it was last reported.

For further information please contact:

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Further information about the companies is available on Alliance and Tawana websites (see www.alliancemineralassets.com.au and www.tawana.com.au).