

BLACKGOLD NATURAL RESOURCES LIMITED

(Company Registration Number: 199704544C)

(Incorporated in the Republic of Singapore)

PROPOSED ACQUISITION OF THE ENTIRE ISSUED AND PAID-UP SHARE CAPITAL OF TENGRI COAL AND ENERGY PTE. LIMITED

– TERMINATION OF THE SALE AND PURCHASE AGREEMENT

1. INTRODUCTION

- 1.1 The Board of Directors (the “**Board**” or the “**Directors**”) of BlackGold Natural Resources Limited (the “**Company**” and together with its subsidiaries, the “**Group**”) refers to the announcements made by the Company on 28 May 2021 and 11 June 2021 in relation to the conditional sale and purchase agreement (“**Sale and Purchase Agreement**”) entered into between the Company and MGL Development Pte. Ltd. (collectively with the Company, the “**Parties**”) for the proposed acquisition of the entire issued and paid-up share capital of Tengri Coal and Energy Pte. Limited by the Company (“**SPA Announcement**”) and the signing of a supplemental deed (“**Supplemental Deed**”) to amend the Sale and Purchase Agreement on the terms and subject to the conditions set out in the Supplemental Deed (“**Supplemental Deed Announcement**” and collectively with the SPA Announcement, the “**Previous Announcements**”).
- 1.2 The Board wishes to announce that the Company has, on 12 August 2021, received a termination notice from the Vendor (the “**Termination Notice**”) to terminate the Sale and Purchase Agreement with immediate effect in accordance with the terms and conditions of the Sale and Purchase Agreement (the “**Termination**”).

Unless otherwise defined, all capitalised terms used and not defined herein shall have the same meanings ascribed to them in the Previous Announcements.

2. TERMINATION OF THE SALE AND PURCHASE AGREEMENT

- 2.1 As announced in the SPA Announcement, under the terms of the Sale and Purchase Agreement, the Company shall, *inter alia*, complete the Placement Exercise of new Shares for an aggregate of up to S\$5,000,000, as soon as reasonably practicable, but in any case, within 21 days of the date of the Sale and Purchase Agreement (i.e., by 11 June 2021) (or such other date as may be agreed between the Parties in writing). The completion of the Placement Exercise is also a condition precedent to the completion of the Proposed Acquisition.
- 2.2 Further to the SPA Announcement, as announced in the Supplemental Deed Announcement, under the terms of the Supplemental Deed, the Parties have agreed to revise the Sale and Purchase Agreement such that the Placement Exercise shall be completed as soon as reasonably practicable, but in any case, by 11 August 2021.
- 2.3 As at the date of this announcement, the Placement Exercise has not been completed by the Company, and the Parties have not reached an agreement to further extend the deadline with a view to complete the Placement Exercise.

- 2.4 Under the terms of the Sale and Purchase Agreement (as amended by the Supplemental Deed), the Vendor may terminate the Sale and Purchase Agreement if the Placement Exercise is not completed by 11 August 2021. Accordingly, the Vendor has issued the Termination Notice to terminate the Sale and Purchase Agreement with immediate effect in accordance with the terms and conditions of the Sale and Purchase Agreement. Pursuant to the terms of the Sale and Purchase Agreement, the Sale and Purchase Agreement shall cease to have any force or effect (other than the Surviving Provisions (as defined in the Sale and Purchase Agreement), which shall survive termination), in which case no Party shall have any claim against the other Party for costs, damages, compensation or otherwise, save for any rights, claims or remedies available or already accrued to the other Party prior to such termination.

3. FINANCIAL IMPACT OF THE TERMINATION

In view of the foregoing, in particular paragraph 2.4 of this announcement, the Termination is not expected to have any material impact on the consolidated net tangible assets or earnings per share of the Group. Save for the professional fees (which includes UOBKH's introducer fee) and out-of-pocket expenses incurred in respect of the Proposed Acquisition, there are no other financial impact on the Group for the financial year ending 31 December 2021.

As announced by the Company on 4 June 2021, the Company will endeavour to negotiate and discuss with UOBKH to reduce any fees payable in the event that the Proposed Acquisition is aborted or terminated.

4. FURTHER ANNOUNCEMENTS

- 4.1 Following the Termination, the Company will continue to focus on its ongoing business activities while at the same time source for other corporate, business, acquisition and/or financing opportunities as and when available and appropriate in order to enhance value for Shareholders.
- 4.2 The Company will make further announcement(s) on any material developments in connection with the above matters as and when appropriate.

5. RESPONSIBILITY STATEMENT

The Directors collectively and individually accept full responsibility for the accuracy of the information given in this announcement and confirm after making all reasonable enquiries that to the best of their knowledge and belief, this announcement constitutes full and true disclosure of all material facts about the Proposed Acquisition, the Company and its subsidiaries, and the Directors are not aware of any facts the omission of which would make any statement in this announcement misleading. Where information in this announcement 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 announcement in its proper form and context.

6. CAUTION IN TRADING

Shareholders are advised to read this announcement and any further announcements by the Company carefully. Shareholders are also asked to exercise caution when dealing in the shares of the Company and should consult their stockbrokers, bank managers,

solicitors or other professional advisers if they have any doubt about the actions they should take.

By Order of the Board

Soh Sai Kiang
Independent Non-Executive Chairman
12 August 2021

This announcement has been prepared by the Company and reviewed by the Company's sponsor, Novus Corporate Finance Pte. Ltd. (the "**Sponsor**"), in compliance with Rule 226(2)(b) of the Singapore Exchange Securities Trading Limited ("**SGX-ST**") Listing Manual Section B: Rules of Catalyst.

This announcement has not been examined or approved by the SGX-ST and the SGX-ST assumes no responsibility for the contents of this announcement including the correctness of any of the statements or opinions made or reports contained in this announcement.

The contact person for the Sponsor is Mr Pong Chen Yih, Chief Operating Officer, at 7 Temasek Boulevard, #18-03B Suntec Tower 1, Singapore 038987, telephone (65) 6950 2188.
