

CIRCULAR DATED 10 NOVEMBER 2022

THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION. PLEASE READ IT CAREFULLY. If you are in doubt about its contents or the action you should take, you should consult your bank manager, stockbroker, solicitor, accountant or other professional adviser immediately.

This Circular has been made available on SGXNet at the URL <https://www.sgx.com/securities/company-announcements>. A printed copy of this Circular will NOT be despatched to Shareholders.

If you have sold or transferred your shares ("**Shares**") in the capital of BlackGold Natural Resources Limited ("**Company**") held through Central Depository (Pte) Limited ("**CDP**"), you need not forward this Circular, the Notice of Extraordinary General Meeting ("**EGM**") and the accompanying Proxy Form to the purchaser or transferee as this Circular, the Notice of EGM and the accompanying Proxy Form may be accessed at the available on SGXNet. If you have sold or transferred all your Shares represented by physical share certificate(s), you should immediately inform the purchaser or transferee or to the bank, stockbroker or other agent through whom the sale or transfer of Shares was effected, for onward transmission to the purchaser or the transferee that this Circular, the Notice of EGM and the accompanying Proxy Form may be accessed at the available on SGXNet.

This Circular 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 (the "**SGX-ST**") Listing Manual Section B: Rules of Catalyst.

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

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.

In view of the ongoing COVID-19 situation, alternative arrangements have been put in place to allow Shareholders to participate at the EGM by (a) watching the EGM proceedings via live audio-visual webcast or listening to the EGM proceedings via live audio-only stream, (b) submitting questions in advance of the EGM or during the "live" audio-visual webcast of the EGM; and/or (c) voting at the EGM (i) "live" by the Shareholders themselves or their duly appointed proxy(ies) (other than the Chairman of the EGM) via electronic means; or (ii) by appointing the Chairman of the EGM as proxy to vote on their behalf at the EGM. Please refer to Section 10 of this Circular and the Notice of EGM set out in page N-1 for further information, including the steps to be taken by Shareholders to participate at the EGM.

Shareholders should note that the Company may make further changes to its EGM arrangements (including but not limited to any applicable alternative arrangements as may be prescribed or permitted (as the case may be) under the COVID-19 (Temporary Measures) Act 2020 and any regulations promulgated thereunder (including the COVID-19 (Temporary Measures) (Alternative Arrangements for Meetings for Companies, Variable Capital Companies, Business Trusts, Unit Trusts and Debenture Holders) Order 2020) as well as other guidelines issued by the relevant authorities) as the situation evolves. Shareholders are advised to keep abreast of any such changes as may be announced by the Company as may be made from time to time on SGXNet.



BLACKGOLD NATURAL RESOURCES LIMITED

(Company Registration Number: 199704544C)

(Incorporated in the Republic of Singapore)

CIRCULAR TO SHAREHOLDERS

in relation to

- (I) THE PROPOSED ALLOTMENT AND ISSUE OF 467,400,001 NEW SHARES AT THE PLACEMENT PRICE OF S\$0.012 PER PLACEMENT SHARE;**
- (II) THE PROPOSED ADJUSTMENT OF THE CONVERSION PRICE FOR THE COMPANY'S SERIES A BONDS AND THE ISSUE AND ALLOTMENT OF UP TO 68,686,869 ADDITIONAL NEW SHARES UPON THE CONVERSION OF THE SERIES A BONDS; AND**
- (III) THE PROPOSED DIVERSIFICATION OF THE GROUP'S BUSINESS**

IMPORTANT DATES AND TIMES

Last date and time for submission of questions in advance	:	17 November 2022 at 5.00 p.m.
Last date and time to pre-register to attend EGM	:	22 November 2022 at 10.00 a.m.
Last date and time for lodgement of Proxy Form	:	23 November 2022 at 10.00 a.m.
Date and time of EGM	:	25 November 2022 at 10.00 a.m.
Place of EGM	:	The EGM will be held by way of electronic means.

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DEFINITIONS

“Additional Conversion Shares”	:	Has the meaning ascribed to it in Section 3 of this Circular
“Adjustment Events”	:	Has the meaning ascribed to it in Section 1.1.2 of this Circular
“Associates”	:	<p>(a) In relation to any Director, CEO, Substantial Shareholder or Controlling Shareholder (being an individual) means:</p> <p>(i) his immediate family;</p> <p>(ii) the trustees of any trust of which he or his immediate family is a beneficiary or, in the case of a discretionary trust, is a discretionary object; and</p> <p>(iii) any company in which he and his immediate family together (directly or indirectly) have an interest of 30.0% or more</p> <p>(b) In relation to a Substantial Shareholder or a Controlling Shareholder (being a company) means any other company which is its Subsidiary or holding company or is a Subsidiary of such holding company or one in the equity of which it and/or such other company or companies taken together (directly or indirectly) have an interest of 30.0% or more</p>
“Atrium Asia”	:	Has the meaning ascribed to it in Section 1.1.2 of this Circular
"Audit Committee"	:	The audit committee of the Company as at the date of this Circular, unless otherwise stated
"Auditors"	:	The external auditors of the Company as appointed from time to time
"Board"	:	The board of Directors of the Company as at the date of this Circular or from time to time, as the case may be
“Catalist Board”	:	The sponsor-supervised listing platform of the SGX-ST

DEFINITIONS

“Catalist Rules”	:	Section B: Catalist Rules of the Listing Manual of the SGX-ST, as amended, modified or supplemented from time to time
“CDP”	:	The Central Depository (Pte) Limited
“CEO”	:	The chief executive office of the Company
“Chairman of the EGM”	:	The chairman of the EGM
“Circular”	:	This circular dated 10 November 2022
“Companies Act”	:	The Companies Act 1967 of Singapore, as amended, modified or supplemented from time to time
“Company”	:	BlackGold Natural Resources Limited
“Completion”	:	The completion of the subscription of the Placement Shares by Mr Heliyanto, Mr Prasetio and/or Mr Tan pursuant to the terms and conditions of the respective Placement Agreements, as the case may be
“Constitution”	:	The constitution of the Company, as amended, modified or supplemented from time to time
“Controlling Shareholder”	:	<p>A person who:</p> <p>(a) holds directly or indirectly 15.0% or more of the nominal amount of all voting Shares in the Company. The SGX-ST may determine that a person who satisfies this paragraph is not a Controlling Shareholder; or</p> <p>(b) in fact exercises control over the Company</p>
“Convertible Bonds Agreements”	:	Has the meaning ascribed to it in Section 1.1.2 of this Circular
“Covid-19 Order”	:	The COVID-19 (Temporary Measures) (Alternative Arrangements for Meetings for Companies, Variable Capital Companies, Business Trusts, Unit Trusts and Debenture Holders) Order 2020, as amended, modified or supplemented from time to time

DEFINITIONS

“CPF Investor”	:	An investor who holds Shares under the Central Provident Fund Investment Scheme
“DCL”	:	Has the meaning ascribed to it in Section 2.4.1 of this Circular
“Director”	:	A director of the Company as at the date of this Circular or from time to time, as the case may be
“EGM”	:	The extraordinary general meeting of the Company to be convened and held, notice of which is set out in this Circular
“Enlarged Share Capital”	:	Has the meaning ascribed to it in Section 2.1 of this Circular
“Existing Core Business”	:	Has the meaning ascribed to it in Section 4.1 of this Circular
“Existing Share Capital”	:	Has the meaning ascribed to it in Section 2.1 of this Circular
“FY2021”	:	The financial year ended 31 December 2021
“Group”	:	The Company and its subsidiaries collectively
“Heliyanto Placement Agreement”	:	Has the meaning ascribed to it in Section 1.1.1(a) of this Circular
“Heliyanto Placement Shares”	:	Has the meaning ascribed to it in Section 1.1.1(a) of this Circular
“Initial Conversion Price”	:	Has the meaning ascribed to it in Section 1.1.2 of this Circular
“Introducer Fee”	:	Has the meaning ascribed to it in Section 2.4.1 of this Circular
“JBIL”	:	Has the meaning ascribed to it in Section 1.1.2 of this Circular
“Kingpin”	:	Has the meaning ascribed to it in Section 1.1.2 of this Circular
“Latest Practicable Date”	:	4 November 2022, being the latest practicable date prior to the issue of this Circular

DEFINITIONS

“Listing and Quotation Notice”	:	The listing and quotation notice from the SGX-ST for the Placement Shares and/or Additional Conversion Shares
“LPS”	:	Loss per Share
“Market Day”	:	Means a day on which the SGX-ST is open for securities trading
“Mr Heliyanto”	:	Has the meaning ascribed to it in Section 1.1.1(a) of this Circular
“Mr Prasetyo”	:	Has the meaning ascribed to it in Section 1.1.1(b) of this Circular
“Mr Tan”	:	Has the meaning ascribed to it in Section 1.1.1(c) of this Circular
“Net Proceeds”	:	Has the meaning ascribed to it in Section 2.5 of this Circular
“New Conversion Price”	:	The new conversion price for the conversion of the Series A Bonds to new Shares to be computed in accordance with the formula set out in Section 3 of this Circular
“Notice of EGM”	:	The notice of EGM which is set out on page N-1 of this Circular
“NTL”	:	Net tangible liabilities
“Ordinary Resolutions”	:	The ordinary resolutions in relation to the Proposed Transactions
“Placees”	:	Means Mr Heliyanto, Mr Prasetyo and Mr Tan and “Placee” means any one of them
“Placement Agreements”	:	Has the meaning ascribed to it in Section 1.1.1 of this Circular
“Placement Price”	:	Means S\$0.012 for each Placement Share
“Placement Shares”	:	Means, collectively, the Heliyanto Placement Shares, the Prasetyo Placement Shares and the TCK Placement Shares

DEFINITIONS

“Prasetio Placement Agreement”	:	Has the meaning ascribed to it in Section 1.1.1(b) of this Circular
“Prasetio Placement Shares”	:	Has the meaning ascribed to it in Section 1.1.1(b) of this Circular
“Prior Adjustment Events”	:	Has the meaning ascribed to it in Section 3 of this Circular
“Proposed Adjustment”	:	Has the meaning ascribed to it in Section 1.1.2 of this Circular
“Proposed Diversification”	:	Has the meaning ascribed to it in Section 1.1.3 of this Circular
“Proposed New Business”	:	Has the meaning ascribed to it in Section 4.2 of this Circular
“Proposed Placement”	:	The proposed placement of the Placement Shares pursuant to the Placement Agreements
“Proposed Transactions”	:	The Proposed Placement, the Proposed Adjustment and the Proposed Diversification
“Proxy Form”	:	The proxy form in respect of the EGM set out in this Circular
“Register of Members”	:	The register of members of the Company
“Relevant Commodities”	:	Has the meaning ascribed to it in Section 4.2 of this Circular
“S\$” and “cents”	:	Singapore dollars and cents, the official currency of Singapore
“Securities Account”	:	A securities account maintained by a Depositor with CDP (but does not include a securities sub-account maintained with a Depository Agent)
“Securities and Futures Act”	:	Securities and Futures Act 2001 of Singapore, as amended, modified or supplemented from time to time
“Series A Bonds”	:	Has the meaning ascribed to it in Section 1.1.2 of this Circular
“Series B Bonds”	:	Has the meaning ascribed to it in Section 1.1.2 of this Circular
“SGX-ST”	:	Singapore Exchange Securities Trading Limited

DEFINITIONS

“Shares”	:	Ordinary shares in the capital of the Company
“Shareholders”	:	Registered holders of the Shares in the Register of Members of the Company, except that where the registered holder is CDP, the term “Shareholders” shall, in relation to such Shares and where the context admits, mean the persons named as Depositors in the Depository Register maintained by CDP whose Securities Accounts are credited with those Shares
“Sponsor”	:	The continuing sponsor of the Company, Novus Corporate Finance Pte. Ltd.
“SRS Investor”	:	An investor who holds shares under the Supplementary Retirement Scheme
“Substantial Shareholder”	:	A person who has an interest or interests in one or more voting shares in the Company, and the total votes attached to that share, or those shares, is not less than 5.0% of the total votes attached to all the voting shares of the Company
“Supplemental Deeds”	:	Has the meaning ascribed to it in Section 1.1.1 of this Circular
“TCK Placement Agreement”	:	Has the meaning ascribed to it in Section 1.1.1(c) of this Circular
“TCK Placement Shares”	:	Has the meaning ascribed to it in Section 1.1.1(c) of this Circular
“US\$”	:	United States dollars, the official currency of the United States of America
“VWAP”	:	Means volume-weighted average price

Any term defined under the Companies Act, the Securities and Futures Act or the Catalist Rules, or any statutory modification thereof and used in this Circular shall, where applicable, have the meaning ascribed to it under the Companies Act, the Securities and Futures Act or the Catalist Rules, or such modification thereof, as the case may be, unless otherwise provided. Without limiting the generality of the foregoing:

- The terms **“Depositor”**, **“Depository Agent”** and **“Depository Register”** shall have the respective meanings ascribed to them in Section 81SF of the Securities and Futures Act.

DEFINITIONS

- The term “**subsidiary**” shall have the meaning ascribed to it in the Companies Act.

The headings in this Circular are inserted for convenience only and shall be ignored in construing this Circular.

Save where the context otherwise permits, any reference in this Circular to “**Rule**” or “**Chapter**” is a reference to the relevant rule or chapter in the Catalist Rules.

Words importing the singular shall, where applicable, include the plural and vice versa. Words importing the masculine gender shall, where applicable, include the feminine and neuter genders.

References to persons shall, where applicable, include corporations.

Any reference to a time of day in this Circular shall be a reference to Singapore time unless otherwise stated. Any reference to any enactment is a reference to that enactment as for the time being amended or re-enacted.

Any discrepancies in figures included in this Circular between the amounts listed and the totals thereof are due to rounding. Accordingly, figures shown as totals in this Circular may not be an arithmetic aggregation of the figures that precede them.

CAUTIONARY NOTE ON FORWARD-LOOKING STATEMENTS

All statements other than statements of historical facts included in this Circular are or may be forward-looking statements. Forward-looking statements include but are not limited to those using words such as “anticipate”, “believe”, “estimate”, “expect”, “forecast”, “intend”, “project”, “plan”, “strategy”, and similar expressions or future or conditional verbs such as “could”, “if”, “may”, “might”, “should”, “will”, and “would”. These statements reflect the Company’s current expectations, beliefs, hopes, intentions or strategies regarding the future and assumptions in light of currently available information.

These forward-looking statements, including but not limited to, statements as to revenue and profitability; any expected growth; any expected industry prospects and trends; planned strategy and future expansion plans; any other matters that are not historical facts; and any other matters discussed in this Circular, are only predictions. These forward-looking statements involve known and unknown risks, uncertainties and other factors that may cause the Company’s and the Group’s actual future results, performance or achievements to be materially different from any future results, performance or achievements expected, expressed or implied by such forward-looking statements. These risk factors and uncertainties are discussed in more detail in this Circular, in particular, but not limited to, discussions in Section 4.6 (Risk Factors of the Proposed Diversification) of this Circular.

Such forward-looking statements are not guarantees of future performance or events and involve known and unknown risks and uncertainties. Accordingly, actual results may differ materially from those described in such forward-looking statements.

Shareholders should not place undue reliance on such forward-looking statements. The Group, the Directors, the executive officers of the Company are not representing or warranting to you that the actual future results, performance or achievements of the Company and the Group will be as those discussed in those statements. The respective actual future results may differ materially from those anticipated in these forward-looking statements as a result of the risks faced by the Company and the Group.

Further, the Company disclaims any responsibility to update or revise any forward-looking statements for any reason, even if new information becomes available or other events occur in the future, subject to compliance with all applicable laws and regulations and/or the rules of the SGXST and/or any other regulatory or supervisory body or agency.

LETTER TO SHAREHOLDERS

BLACKGOLD NATURAL RESOURCES LIMITED

(Company Registration Number: 199704544C)

(Incorporated in the Republic of Singapore)

Directors

Mr Lim Thien Su Gerald (Independent Non-Executive Chairman)
Mr Andreas Rinaldi (Executive Director and Chief Executive Officer)
Mr Lim Chee San (Independent Director)
Mr Bangun Madong Parulian Samosir (Independent Director)

Registered Office

7 Temasek Boulevard
#08-07
Suntec Tower One
Singapore 038987

10 November 2022

To: The Shareholders of BlackGold Natural Resources Limited

Dear Sir/Madam,

- (I) **THE PROPOSED ALLOTMENT AND ISSUE OF 467,400,001 NEW SHARES AT THE PLACEMENT PRICE OF S\$0.012 PER PLACEMENT SHARE;**
- (II) **THE PROPOSED ADJUSTMENT OF THE CONVERSION PRICE FOR THE COMPANY'S SERIES A BONDS AND THE ISSUE AND ALLOTMENT OF UP TO 68,686,869 ADDITIONAL NEW SHARES UPON CONVERSION OF THE SERIES A BONDS; AND**
- (III) **THE PROPOSED DIVERSIFICATION OF THE GROUP'S BUSINESS**

1. INTRODUCTION

1.1 Background

1.1.1 The Proposed Placement

On 31 July 2022, the Company announced that it had entered into the following agreements (collectively, the "**Placement Agreements**"):

- (a) a share placement agreement ("**Heliyanto Placement Agreement**") dated 31 July 2022 with Mr Heliyanto ("**Mr Heliyanto**") pursuant to which Mr Heliyanto agreed to subscribe for, and the Company agreed to issue and allot, an aggregate 441,666,667 new Shares ("**Heliyanto Placement Shares**") at a Placement Price of S\$0.012 for each Heliyanto Placement Share, on the terms and subject to the conditions of the Heliyanto Placement Agreement;
- (b) a share placement agreement ("**Prasetio Placement Agreement**") dated 31 July 2022

LETTER TO SHAREHOLDERS

with Mr Sudiarso Prasetyo (“**Mr Prasetyo**”) pursuant to which Mr Prasetyo agreed to subscribe for, and the Company agreed to issue and allot, an aggregate 9,066,667 new Shares (“**Prasetyo Placement Shares**”) at the Placement Price of S\$0.012 for each Prasetyo Placement Share, on the terms and subject to the conditions of the Prasetyo Placement Agreement; and

- (c) a share placement agreement (“**TCK Placement Agreement**”) dated 31 July 2022 with Mr Tan Chee Kiang (“**Mr Tan**”) pursuant to which Mr Tan agreed to subscribe for, and the Company agreed to issue and allot, an aggregate 16,666,667 new Shares (“**TCK Placement Shares**”) at the Placement Price of S\$0.012 for each TCK Placement Share, on the terms and subject to the conditions of the TCK Placement Agreement.

On 30 September 2022, the Company announced that it had entered into supplemental deeds with each of the Placees to extend until 30 November 2022, the cut-off date for satisfaction of the conditions precedent in relation to each of the respective Placement Agreements (the “**Supplemental Deeds**”).

1.1.2 The Proposed Adjustment

On 5 February 2020, the Company announced that it entered into convertible bond subscription agreements (collectively, the “**Convertible Bonds Agreements**”) dated 30 January 2020 with each of (i) Jinzhou Business Investment Logistics Co., Ltd (锦州商投物流有限公司) (“**JBIL**”); (ii) Atrium Asia Capital Partners Pte Ltd (“**Atrium Asia**”); and (iii) Kingpin Investment (Pte. Ltd.) (“**Kingpin**”), pursuant to which the Company proposed to issue to JBIL, Atrium Asia and Kingpin convertible bonds of up to an aggregate S\$25.0 million in two (2) tranches, namely a Series A Bonds of an aggregate principal amount of S\$5.0 million (“**Series A Bonds**”) and a Series B Bonds of an aggregate amount of up to S\$20.0 million (“**Series B Bonds**”).

The Convertible Bonds Agreement entered into with JBIL had lapsed on 30 September 2020 and the subscription of Series A Bonds and Series B Bonds by JBIL was then terminated without proceeding to completion.

The subscription of (a) Series A Bonds of a principal value of S\$1.0 million by Atrium Asia and (b) Series A Bonds of a principal value of S\$1.0 million by Kingpin was completed on 26 March 2020. On 25 August 2020, Atrium Asia transferred its Series A Bonds amounting to S\$1.0 million to Mr Cho Yu Chung.

Pursuant to the terms of the Convertible Bonds Agreements, each of Atrium Asia and Kingpin has the option to subscribe for Series B Bonds of a principal amount of up to S\$4.0 million. As at the Latest Practicable Date, each of Atrium Asia and Kingpin has not subscribed for the Series B Bonds.

Pursuant to the Convertible Bond Agreements, the Series A Bonds are convertible to new Shares at a conversion price of S\$0.015 per new Share (“**Initial Conversion Price**”) subject to adjustments under the following events (“**Adjustment Events**”):

- (a) any consolidation, subdivision or conversion of the Shares; or

LETTER TO SHAREHOLDERS

- (b) any issue by the Company of Shares credited as fully paid-up by way of capitalisation of profits or reserves (whether of a capital or income nature) to its shareholders; or
- (c) an offer or invitation made by the Company to its Shareholders whereunder they may acquire or subscribe for Shares by way of rights; or
- (d) an issue by the Company of Shares other than being an Adjustment Event requiring an adjustment under paragraphs (a), (b) or (c) above.

Based on the Initial Conversion Price, up to 133,333,333 new Shares ("**Conversion Shares**") shall be allotted and issued by the Company upon full conversion of the Series A Bonds subscribed by Atrium Asia and Kingpin.

The Proposed Placement constitutes an Adjustment Event that will require an adjustment to the Initial Conversion Price and the total number of new Shares to be issued upon the conversion of the Series A Bonds (collectively, the "**Proposed Adjustment**").

1.1.3 The Proposed Diversification

The Company is an Indonesia-focused coal mining company holding (through its subsidiary, PT Samantaka Batubara) mining rights to a coal concession in Sumatra, Indonesia, covering approximately 15,000 hectares in acreage. While the Group has focused on strengthening its core business and accelerating growth, the management with the guidance of the Board has also been exploring new business opportunities to bring maximum value to the Shareholders and ensuring sustainability for the longer term. In this regard, the Group is proposing to diversify its core business to include the trading of (a) coal, iron ore, nickel ore and other mineral ores; and (b) sugar (the "**Proposed Diversification**").

1.2 **Purpose of this Circular**

The purpose of this Circular is to explain the rationale for, and to provide Shareholders with the relevant information in connection with the Proposed Transactions and the Ordinary Resolutions to be tabled at the EGM, and to seek Shareholders' approval for the Ordinary Resolutions relating to the same.

The SGX-ST assumes no responsibility for the accuracy of any statements or opinions made or reports contained in this Circular.

1.3 **Legal Adviser**

Donaldson & Burkinshaw LLP is the legal adviser to the Company as to Singapore law in relation to the Proposed Transactions.

LETTER TO SHAREHOLDERS

2. THE PROPOSED PLACEMENT

2.1 Placement Shares and Placement Price

As at the Latest Practicable Date, the existing share capital of the Company comprises 1,049,427,103 Shares ("**Existing Share Capital**"). The Placement Shares comprises, in aggregate, 467,400,001 new Shares. Immediately upon the completion of the Proposed Placement Shares, the issued share capital of the Company will increase to 1,516,827,104 Shares ("**Enlarged Share Capital**"). The Placement Shares represent approximately 44.54% and 30.81% of the Existing Share Capital and Enlarged Share Capital, respectively.

The Placement Price of S\$0.012 per Placement Share represents a premium of approximately 20.0% to the VWAP of S\$0.010 per Share for trades done on the SGX-ST on 29 July 2022, being the last full Market Day on which the Shares were traded prior to the date of the Placement Agreements. The Placement Price was agreed upon after arm's length negotiations between each of the Placees and the Company.

The Company had, on 4 November 2022, applied to the SGX-ST through its Sponsor, for the dealing in, listing of and quotation for the Placement Shares on the Catalist Board of the SGX-ST. The Company will make the necessary announcement upon receipt of the Listing and Quotation Notice from the SGX-ST.

2.2 Ranking of the Placement Shares

The Placement Shares shall be issued free from all claims, charges, liens and other encumbrances whatsoever and shall rank, *pari passu*, in all respects with the existing Shares save that they will not rank for any dividend, rights, allotments or other distributions, the record date of which falls on or before the date of completion of the Proposed Placement.

2.3 Conditions Precedent

2.3.1 Conditions precedent for the Heliyanto Placement Agreement and TCK Placement Agreement

Completion of the Proposed Placement of each of the Heliyanto Placement Shares and TCK Placement Shares shall be conditional upon the satisfaction or waiver of the following conditions on or before the relevant date of Completion:

- (i) the relevant Listing and Quotation Notice having been obtained and not being revoked or amended;
- (ii) the relevant approvals to be obtained from Shareholders for the issuance and allotment of the Placement Shares to Mr Heliyanto and Mr Tan (as the case may be) under the Catalist Rules, having been obtained and not being revoked or amended;
- (iii) the exemption under Section 272B(1) of the Securities and Futures Act being applicable to the placement under the Heliyanto Placement Agreement and the TCK Placement Agreement (as the case may be);

LETTER TO SHAREHOLDERS

- (iv) any conditions attached to the relevant Listing and Quotation Notice which is required to be fulfilled on or before the relevant date of Completion having been fulfilled on or before that date to the satisfaction of the SGX-ST or waived by the SGX-ST;
- (v) all material approvals, consents, licenses, permits, waivers and exemptions for the placement to Mr Heliyanto or Mr Tan (as the case may be) having been granted by all third parties including all governmental bodies, whether in Singapore or elsewhere, to the Company and/or Mr Heliyanto and/or Mr Tan (as the case may be) and where any such approval is subject to conditions, such conditions being reasonably acceptable to the Company, Mr Heliyanto and/or Mr Tan, as the case may be, and if such conditions are required to be fulfilled on or before the date of Completion, such conditions having been fulfilled on or before the date of Completion, and such approvals remaining in full force and effect; and
- (vi) there having been, as at the relevant date of Completion, no occurrence of any event nor the discovery of any fact rendering untrue or incorrect in any material respect any of the warranties provided in the respective Heliyanto Placement Agreement and TCK Placement Agreement (as the case may be), if they were repeated on and as of such date of Completion.

2.3.2 Conditions precedent for the Prasetio Placement Agreement

Completion of the Proposed Placement of the Prasetio Placement Shares shall be conditional upon the satisfaction or waiver of the following conditions on or before the relevant date of Completion:

- (i) the relevant Listing and Quotation Notice having been obtained and not being revoked or amended;
- (ii) the relevant approvals having been obtained from Shareholders for the issuance of the Prasetio Placement Shares to Mr Prasetio under the Catalist Rules, including but not limited to the approval required under Rule 812(2), having been obtained and not being revoked or amended;
- (iii) the exemption under Section 272B(1) of the Securities and Futures Act being applicable to the placement under the Prasetio Placement Agreement;
- (iv) any conditions attached to the relevant Listing and Quotation Notice which is required to be fulfilled on or before the date of completion having been fulfilled on or before that date to the satisfaction of the SGX-ST or waived by the SGX-ST;
- (v) all material approvals, consents, licenses, permits, waivers and exemptions for the placement to Mr Prasetio having been granted by all third parties including all governmental bodies, whether in Singapore or elsewhere, to the Company and/or Mr Prasetio (as the case may be) and where any such approval is subject to conditions, such conditions being reasonably acceptable to the Company and/or Mr Prasetio, as

LETTER TO SHAREHOLDERS

the case may be, and if such conditions are required to be fulfilled on or before the date of Completion, such conditions having been fulfilled on or before the date of Completion, and such approvals remaining in full force and effect; and

- (vi) there having been, as at the relevant date of Completion, no occurrence of any event nor the discovery of any fact rendering untrue or incorrect in any material respect any of the warranties contained in the Prasetio Placement Agreement if they were repeated on and as of such date of Completion.

2.4 Information on the Placees

2.4.1 Mr Heliyanto

Mr Heliyanto, an Indonesian national, is a businessman with extensive experience in the coal industry. He is the managing director of Kho Industries Pte. Ltd., a company which engages in coal mining, coal trading and petroleum products. Save for a mining collaboration agreement dated 29 January 2020 between the Company and Kho Industries Pte Ltd, a company over which Mr Heliyanto exercises effective control, Mr Heliyanto is not related to the Company, the Directors or Substantial Shareholders of the Company and their respective Associates. As at the Latest Practicable Date, the Company and Kho Industries Pte. Ltd. have yet to enter into any agreements to operate Kho Industries Pte. Ltd.'s mining concessions. Should there be any such transactions in future, the Company will make the relevant announcements in compliance with the requirements of the Catalist Rules.

Mr Heliyanto is participating in the Proposed Placement as an investor and was introduced to the Company by Daun Consulting Singapore Private Limited ("**DCL**"). Pursuant to an introducer agreement entered into by the Company with DCL dated 29 July 2022, the Company agrees to pay to DCL an introducer fee of 5.0% on the proceeds from the Heliyanto Placement Agreement ("**Introducer Fee**") which is payable upon completion of the Heliyanto Placement Agreement. The Introducer Fee was mutually agreed upon between the Company and DCL on commercial terms, and no part of the Introducer Fee will be shared with the Placees.

2.4.2 Mr Prasetio

Mr Prasetio is an Indonesian national and a civil engineer with more than 40 years' experience in the construction and mining industry. Mr Prasetio is an existing Substantial Shareholder of the Company and was identified as a Placee as he was interested in increasing his shareholding interest in the Company. As at the Latest Practicable Date, Mr Prasetio holds a direct interest in 82,162,556 Shares representing 7.83% of the Existing Share Capital.

2.4.3 Mr Tan

Mr Tan, a Singapore national, is a businessman with over 20 years' experience in the financial and management consultancy industry. Mr Tan is an acquaintance of Mr Soh Sai Kiang, the former independent non-executive chairman of the Company. For the avoidance of doubt, no introduction fee has been and/or will be paid by the Company to Mr Soh Sai Kiang in connection

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with the introduction of Mr Tan to the Company, the TCK Placement Agreement and/or the proposed allotment and issuance of the TCK Placement Shares.

Save for the above, Mr Tan is not related to the Company, the Directors or Substantial Shareholders of the Company and their respective Associates.

Mr Tan is participating in the Proposed Placement as an investor.

2.5 Rationale for the Proposed Placement and Use of Proceeds

The estimated amount of net proceeds from the Proposed Placement (net of estimated expenses of approximately S\$289,000 in connection with the Proposed Placement) will be approximately S\$5,319,800 ("**Net Proceeds**").

The Company intends to utilise the Net Proceeds as follows:

Use of Net Proceeds	Amount (S\$)	% of Net Proceeds
Payment of outstanding professional fees due to the Group's auditors, legal adviser and Sponsor	1,500,000	28.20
Payment of outstanding Director's fees	655,000	12.31
Working capital	3,164,800	59.49

The Company is proposing to undertake the Proposed Placement in order to increase the cash resources available to the Company and to settle outstanding professional fees and Directors' fees. The allocation of part of the Net Proceeds for working capital will allow the Group to improve the cash flow of the Group and strengthen its working capital.

Pending the deployment of the Net Proceeds, the Net Proceeds may be deposited with banks and/or financial institutions and/or invested in short-term money market instruments and/or marketable securities, and/or used for any other purposes on a short-term basis, as the Directors may, in their absolute discretion, deem fit in the interests of the Company.

The Company will make periodic announcements on the utilisation of the Net Proceeds as and when such proceeds are materially disbursed and whether such use is in accordance with the stated use. Where the proceeds are used for general working capital purposes, the Company will announce a breakdown with specific details on the use of proceeds for working capital. Where there is any material deviation from the stated use of the Net Proceeds, the Company will announce the reasons for such deviation. The Company will also provide a status report on the use of the Net Proceeds in its annual report(s).

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2.6 Directors' Confirmation

The Directors are of the opinion that, (i) after taking into consideration the Group's present bank and shareholders' loan facilities, the working capital available to the Group is sufficient to meet its present requirements; and (ii) after taking into consideration the Group's present bank and shareholders' loans facilities and the Net Proceeds, the working capital available to the Group is sufficient to meet its present requirements.

Notwithstanding (i) above, the Directors are of the opinion that the Net Proceeds from the Proposed Placement will further strengthen and supplement the Group's financial position and capital base.

2.7 Financial Effects of the Proposed Placement

2.7.1 The financial effects of the Proposed Placement are presented solely for illustrative purposes and are not intended to be indicative or reflective of the actual future financial situation of the Company and the Group after the completion of the Proposed Placement. The financial effects of the Proposed Placement have been computed based on the unaudited consolidated financial statements of the Group for FY2021. The financial effects are based on the following assumptions:

- (a) the financial effect on the consolidated NTL per Share is computed based on the assumption that the Proposed Placement was completed, on 31 December 2021;
- (b) the financial effect on the LPS is computed based on the assumption that the Proposed Placement was completed on 1 January 2021;
- (c) the Net Proceeds are converted at an exchange rate of US\$1.00 to S\$1.3495 as at 31 December 2021; and
- (d) the expenses incurred in connection with the Proposed Placement amount to approximately S\$289,000.

2.7.2 Share capital

	Before completion of the Proposed Placement	After completion of the Proposed Placement
Issued and paid-up capital (US\$)	171,550,476	175,706,682
Total number of issued Shares	1,049,427,103	1,516,827,104

The Placement Shares represent approximately 44.54% of the Existing Share Capital. Assuming the successful issuance and allotment of the Placement Shares, the Placement Shares will represent approximately 30.81% of the Enlarged Share Capital.

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2.7.3 NTL per Share

	Before completion of the Proposed Placement	After completion of the Proposed Placement
NTL (US\$)	11,712,105	7,770,052
NTL per Share (US\$ cents)	1.12	0.51

2.7.4 LPS

	Before completion of the Proposed Placement	After completion of the Proposed Placement
Loss attributable to the shareholders (US\$)	2,736,953	2,951,000
Weighted average number of Shares	1,021,580,033	1,488,980,034
Loss per Share (US\$ cents)	0.27	0.20

2.8 **Change in Placees' interest in the Company**

The interest of each of the Placees following completion of the Proposed Placement is as follows:

Placee	Interest in Shares before completion of Proposed Placement		Interest in Shares immediately after completion of Proposed Placement	
	No. of Shares held	Shares held as a percentage of the Existing Share Capital %	No. of Shares held	Shares held as a percentage of the Enlarged Share Capital %
Mr Heliyanto	-	-	441,666,667	29.12
Mr Prasetio	82,162,556	7.83	91,229,223	6.01
Mr Tan	-	-	16,666,667	1.10

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3. THE PROPOSED ADJUSTMENT

Pursuant to the Convertible Bond Agreements, the Initial Conversion Price is subject to adjustment upon the occurrence of any Adjustment Event, including the issuance of new Shares by the Company. Accordingly, the Proposed Placement constitutes an Adjustment Event that will require an adjustment to the Initial Conversion Price and the total number of new Shares to be issued upon the conversion of the Series A Bonds.

Separately, since the issuance of the Series A Bonds to Atrium Asia and Kingpin, the Company had:

- (a) on 10 December 2020, issued 13,333,333 Shares as introducer shares, being payment of introducer fees on such Series A Bonds; and
- (b) on 20 August 2021, issued 32,350,000 Shares as share awards pursuant to the Group's share award scheme,

(collectively, the "**Prior Adjustment Events**").

Pursuant to the conditions of the Series A Bonds, the adjustment to the Initial Conversion Price shall be computed according to the following formula:

$$\text{New Conversion Price} = \text{Initial Conversion Price} \times (\text{OSC}/\text{NSC})$$

Whereby:

- OSC : being the total number of issued Shares immediately before such adjustment event; and
- NSC : being the total number of issued Shares immediately after such adjustment event.

Taking into account the Prior Adjustment Events and the completion of the Proposed Placement, the Initial Conversion Price will be adjusted to the New Conversion Price of S\$0.0099 per Share. If the holders of the Series A Bonds exercise their conversion rights under the Series A Bonds, up to 68,686,869 additional new Shares ("**Additional Conversion Shares**") may be issued based on the New Conversion Price, bringing the total number of new Shares to be issued upon conversion of all the Series A Bonds from 133,333,333 Shares to 202,020,202 Shares.

The Company had, on 4 November 2022, applied to the SGX-ST through its Sponsor, for the dealing in, listing of and quotation for the Additional Conversion Shares on the Catalist Board of the SGX-ST. The Company will make the necessary announcement upon receipt of the Listing and Quotation Notice from the SGX-ST.

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4. THE PROPOSED DIVERSIFICATION

4.1 The Existing Core Business

The Company is an Indonesia-focused coal mining company holding mining rights to a coal concession in Sumatra, PT Samantaka Batubara, covering approximately 15,000 hectares in acreage ("**Existing Core Business**"). The Group has, as at the Latest Practicable Date, explored a total area of approximately 10,000 hectares in the aforementioned concession. The Group holds right to the aforesaid concession until 2023 and is in the process of submitting an application to extend the concession period.

4.2 The Proposed New Business

The Group is proposing to diversify its Existing Core Business to include a new trading business (the "**Proposed New Business**"), involving the following activities and commodities ("**Relevant Commodities**"):

(a) Coal

As at the Latest Practicable Date, the Company sells coal mined from its own concession located in Sumatra, Indonesia. The Company intends to expand its business to include the trading of coal internationally, including the procurement and sourcing of coal from third-party mining resources based or located in any jurisdiction, the sale and trading of such coal to third-party end-users or other traders, and the trading of futures, options, derivatives and other trading instruments for coal.

(b) Iron Ore, Nickel Ore and other Mineral Ores

The Company intends to expand its business to include the trading of iron ore, nickel ore and other mineral ores internationally and in the domestic Indonesian market, including the procurement and sourcing of iron ore, nickel ore and other mineral ores from third-party mining resources based or located in any jurisdiction, the sale and trading of such iron ore, nickel ore and other mineral ores to third-party end-users or other traders, and the trading of futures, options, derivatives and other trading instruments for iron ore, nickel ore and other mineral ores.

(c) Sugar products

The Company intends to expand its business to include the trading of raw sugar and refined sugar and other types and varieties of sugar products internationally and in the domestic Indonesian market, including the procurement and sourcing of sugar products from third-party producers based or located in any jurisdiction, the sale and trading of such sugar products to third-party end-users or other traders, and the trading of futures, options, derivatives and other trading instruments for sugar.

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4.3 Rationale for the Proposed Diversification

4.3.1 Less reliance on the Existing Core Business

In recent years, challenging business and operating environments have created intense competition in the coal mining industry in Indonesia. In addition, the emergence of the COVID-19 pandemic has severely disrupted global economic activities and led to demand and supply chain disruptions, including those in Indonesia. The global outbreak of COVID-19 has, in particular, altered the trajectory of the supply and demand trend for coal during 2020 and 2021, including Indonesia, the largest thermal coal exporter. Subsequent to the COVID-19 outbreak, many mineral commodities have seen their prices hit their lowest levels in years.

In the Company's announcement of its unaudited condensed interim financial statements for the second quarter and half year ended 30 June 2022, it was highlighted that on 20 May 2022 S&P Global¹ reported that Indonesian coal miners are looking to increase their production targets for the current year. In particular, the aforementioned report stated that:

"Some companies submitted their revised work plans and budget for 2022," Lana Saria, director of coal business development at Indonesia's Directorate General of Mineral and Coal, part of the country's Energy and Mineral Resources Minist [sic].

The latest work plans are expected to be approved and finalized by the end of July, Saria told S&P Global Commodity Insights this week, after which the new coal production target will be known. The development takes place at a time when buyers across the world are looking to procure alternative sources of coal after sanctions imposed on Russia. Indonesia is the world's largest coal exporter.

At a Jan. 12 press conference, Indonesia's minister for Energy and Mineral Resources Arifin Tasrif had announced that the country's coal production target for 2022 was 663 million mt. Its coal production target for 2021 was set at 625 million mt, while actual coal output for the year was 614 million mt.

On the back of prevailing global demand-supply dynamics amid the Russia-Ukraine war, Indonesian miners expect coal prices to stay above that of 2021 throughout 2022."

Having regard to the above, barring unforeseen circumstances, the Board is of the opinion that the increase in coal demand is expected to bode well for the Group's business.

Nonetheless, the Group presently only holds rights to its aforesaid coal concession until 2023, and while the Group is in the process of submitting an application to extend the concession, there is no certainty that the concession will be extended, or that it will be extended for a significant period. Additionally, in line with the Group's continuing efforts to explore new business opportunities to bring maximum value to the Shareholders and ensuring sustainability for the longer term, the Group sees the need to identify and seek out new business segments

¹ www.spglobal.com/commodityinsights/en/market-insights/latest-news/coal/052022-indonesias-coalminers-want-higher-2022-output-target-official

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to supplement the Existing Core Business, or to secure alternate income streams, so as to ensure that the Group may develop a more resilient business model.

While the Group is cautiously expanding into Proposed New Business, the Group remains committed to its Existing Core Business.

4.3.2 Greater flexibility for the Group to enter into transactions relating to the Proposed New Business

Upon Shareholders' approval of the Proposed Diversification, any acquisition or disposal or provision of financial assistance, which is in or in connection with the Proposed New Business may be deemed to be in the Group's ordinary course of business and therefore not fall under the definition of a "transaction" under Chapter 10 of the Catalist Rules.

Accordingly, the Group may, in its ordinary course of business, enter into transactions relating to the Proposed New Business (and which will not change the risk profile of the Group), in an efficient and timely manner without the need to convene separate general meetings to seek Shareholders' approval as and when potential transactions relating to the Proposed New Business arise. This will reduce substantially the administrative time and expenses in convening such meetings, without compromising the corporate objectives and adversely affecting the business opportunities available to the Group.

For more details on the requirements of the Catalist Rules please refer to Section 4.4 below.

4.4 **Requirements under the Catalist Rules**

4.4.1 Chapter 10 of the Catalist Rules

Chapter 10 of the Catalist Rules regulates transactions which are not in the ordinary course of business of a company and which are material, as determined based on certain relative figures computed with respect to the transaction and the company, including net asset value, net profits, the aggregate value of the consideration vis-à-vis market capitalisation of the company and equity securities.

4.4.2 Definition of transactions

Rule 1002(1) of the Catalist Rules provides that, among others, "transaction" generally refers to the acquisition or disposal of assets, or the provision of financial assistance, by an issuer or its subsidiary, including an option to acquire or dispose of assets. It excludes a transaction which is in, or in connection with, the ordinary course of its business or of a revenue nature.

As such, the compliance requirements prescribed under Chapter 10 of the Catalist Rules do not apply to transactions which are within the Company's Existing Core Business for so long as it is in the ordinary course of its business or of a revenue nature.

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4.4.3 Transactions in the ordinary course of business

Under Practice Note 10A of the Catalist Rules, an acquisition can be regarded to be in, or in connection with, the ordinary course of an issuer's business, if:

- (i) the asset to be acquired is part of the issuer's existing principal business; and
- (ii) the acquisition does not change the issuer's risk profile.

Further, under Practice Note 10A, an acquisition of an asset is part of the issuer's existing principal business if the acquisition of the asset is required to be reported under the applicable accounting standards within a specific reportable operating segment (excluding any miscellaneous "any other segment" category) that:

- (1) contributes more than 20.0% of the issuer's net profits or total assets; and
- (2) has been reported in the issuer's latest audited financial statements.

The Group is currently not engaged in the Proposed New Business. Accordingly, based on the guidance under Practice Note 10A, such Proposed New Business is not deemed an existing business of the Group, and hence any transaction carried thereunder is not in the ordinary course of the Group's business.

4.4.4 Approval of Shareholders for Major Transactions

Under Rule 1004 of the Catalist Rules, transactions not in the ordinary course of an issuer's business may be classified into (a) non-disclosable transactions; (b) disclosable transactions; (c) major transactions; and (d) very substantial acquisitions or reverse takeovers. A transaction may fall into category (a), (b), (c) or (d) of Rule 1004 depending on the size of the relative figures computed on the bases set out in Rule 1006.

A major transaction is a transaction where any of the relative figures as computed on the bases set out in Rule 1006 of the Catalist Rules exceeds 50.0% in respect of the provision of financial assistance by an issuer or a subsidiary that is not listed on the SGX-ST or an approved exchange (a "**Major Transaction**").

Major Transactions are required to be conditional upon the approval of Shareholders.

Further, Rule 1005 of the Catalist Rules provides that in determining whether a transaction falls into category (a), (b), (c) or (d) of Rule 1004, the sponsor may aggregate separate transactions completed within the last 12 months and treat them as if they were one transaction.

4.4.5 Implications of the Proposed Diversification on Chapter 10

Upon the Shareholders' approval of the Proposed Diversification, any investment or acquisition which is in, or in connection with, the Proposed New Business, may be deemed to be in the

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Group's ordinary course of business and therefore not fall under the definition of a "transaction" under Chapter 10 of the Catalist Rules. Accordingly, the Group may, in its ordinary course of business, enter into transactions relating to the Proposed New Business and which will not change the risk profile of the Group, in an efficient and timely manner without the need to convene separate general meetings to seek Shareholders' approval as and when potential opportunities arise.

Notwithstanding that Shareholders' approval of the Proposed Diversification has been obtained, when the Group enters into its first major transaction as defined under Rule 1014 of the Catalist Rules (the "**First Major Transaction**") involving the Proposed New Business, or where any of the Catalist Rule 1006 figures in respect of several transactions in respect of the Proposed New Business aggregated (the "**Aggregated Transactions**") over the course of 12 months exceeds 75%, such First Major Transaction or the last of the Aggregated Transactions will be made conditional upon the approval of the Shareholders at a general meeting.

Pursuant to Rule 1005 of the Catalist Rules, separate transactions completed within the last 12 months may also be aggregated and treated as if they were one transaction in determining whether a transaction falls under sub-paragraphs (a), (b), (c) or (d) of Rule 1004 of the Catalist Rules.

For the avoidance of doubt, notwithstanding that Shareholders' approval of the Proposed Diversification is being sought, Chapter 10 and Practice Note 10A of the Catalist Rules will apply and Shareholders' approval would be required for any transaction (which falls within the definition as set out in Catalist Rule 1002(1)) related to the Proposed New Business which changes the risk profile of the Company.

In addition, the Company will be required to comply with any applicable and prevailing Catalist Rules as may be amended or modified from time to time.

4.5. **Management of the Proposed New Business**

The Group is expected to gradually expand into the Proposed New Business and intends for such business to be managed and overseen by the Group's Executive Director and Chief Executive Officer, Mr Andreas Rinaldi. Mr Rinaldi will be supported by the senior management of the Group. The Group notes that additional experience and expertise can be acquired and developed by the Group over time as it implements and carries out the Proposed New Business.

The Group will monitor developments and progress in the Proposed New Business and will continually evaluate the manpower and expertise required for the Proposed New Business. As and when required, the Group will hire or consult suitably qualified personnel, consultants, industry experts and professionals to assist the Group in the Proposed New Business.

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4.6 Risk Factors of the Proposed Diversification

4.6.1 Overview

The Board acknowledges that there may be risks for the entry into the Proposed New Business. This Section 4.6 sets out the risk factors which, to the best of the Directors' knowledge and belief, are material to Shareholders in making an informed judgment on the Proposed Diversification.

The Proposed New Business involves a number of risks, including risks associated with the provision of financing, risks associated with the entry into new businesses and general competition and macro-economic risks. Some risks are not yet known to the Group and there may be risks which the Group currently believes are not material at present but may subsequently turn out to be. Further, new risk factors may emerge from time to time and it is not possible for the Board to predict all risk factors, nor can the Group assess the impact of all factors on the Proposed New Business or the extent to which any factor or combination of factors may affect the Proposed New Business. As such, the risk factors set out in this Section 4.6 should not be construed as a comprehensive or exhaustive list of all risk factors relating to the Proposed New Business.

Shareholders should carefully consider and evaluate the risk factors and all other information contained in this Circular and consider the risk factors in light of your own investment objectives and financial circumstances before deciding whether to vote in favour of the Proposed Diversification. Shareholders should seek professional advice from your accountants, stockbrokers, bank managers, solicitors or other professional advisers if you have any doubt about the actions you should take.

4.6.2 General risks associated with the Proposed Diversification

(a) *The Group may face difficulties in implementing, integrating or expanding the Proposed New Business*

The Group does not have any track record in carrying out the Proposed New Business. There is therefore no assurance that the Proposed New Business will be commercially successful, and or that the Group will be able to achieve long term sustainable growth.

Any delays or issues arising from the implementation, integration or expansion of the Proposed New Business may divert the attention and resources of the Group's management and may materially and adversely affect the results of operations or financial position of the Group.

In addition to the existing management team, the Group may recruit appropriate management resources for the Proposed New Business to strengthen its existing management team. There can be no assurance that the existing management team will be able to integrate with the management resources recruited by the Group, and the Group may experience initial operational difficulties and/or management disputes which may adversely affect the results of operations or financial position of the Group.

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- (b) *The Proposed New Business depends on the expertise of key management personnel, consultants or advisors*

The Group is expected to gradually expand into the Proposed New Business and intends for such business to be managed and overseen by the Group's Executive Director and Chief Executive Officer, Mr Andreas Rinaldi, who will be supported by the senior management of the Group. The Group notes that additional experience and expertise can be acquired and developed by the Group over time as it implements and carries out the Proposed New Business.

While the Group has experience in sale of coal in the Indonesian domestic market, it does not have extensive experience or a proven track record in the Proposed New Business, and there is no assurance that Mr Andreas Rinaldi and the senior management will be effective in managing the Proposed New Business.

To ensure effective and steady performance of the Proposed New Business, the Group may need to engage, retain and motivate our key management and operational staff or third-party consultants and advisors with experience in the international commodities trading industry. There is no assurance that the Group can engage and retain the continuous services of such key personnel, consultants or advisors. The operational and financial condition of the Group may be materially and adversely affected if the key management personnel, consultants or advisors (in the Proposed New Business) are not engaged and retained.

- (c) *The Group's risk management systems and policies may not be effective in mitigating the Group's risk exposure*

The Group's existing risk management systems, policies and other risk management techniques may not be effective in mitigating the Group's risk exposure relating to the Proposed New Business, including risks that are unidentified or unanticipated. Any failure of the Group's risk management procedures or any failure to identify any applicable risks may have a material adverse effect on the Group's results of operations and financial condition.

- (d) *The Group's performance in the Proposed New Business will be subject to exposure to macro-economic risks, force majeure and other events beyond the control of the Group*

The business of the Group may be affected by many factors which are beyond the Group's control. Any of the following factors may cause adverse effects to the Proposed New Business: (i) legal and regulatory changes; (ii) economic and political conditions; (iii) the level and volatility of liquidity and risk aversion; (iv) concerns about outbreak of infectious diseases (such as the COVID-19 disease, severe acute respiratory syndrome or the H1N1 virus), natural disasters, terrorism and war; (v) the level and volatility of equity, debt, property, commodity and other financial markets; (vi) concerns over inflation; and (vii) changes in market confidence levels. Any of the above-mentioned factors could adversely impact the performance of the Group.

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- (e) *The Group is exposed to risks associated with acquisitions, joint ventures or strategic alliances*

Depending on available opportunities, feasibility and market conditions, the Group's expansion into the Proposed New Business may involve acquisitions, joint ventures or strategic alliances with third parties. Participation in joint ventures, strategic alliances, acquisitions, or other investment opportunities involves numerous risks, including the possible diversion of attention of management from existing business operations and loss of capital or other investments deployed in such joint ventures, strategic alliances, acquisition or opportunities. In such events, the Group's financial performance may be adversely affected.

4.6.3 Risks associated with the Proposed New Business

- (a) *The Group may be adversely affected by fluctuations in volumes of supply and demand for commodities*

The Group may be exposed to unforeseen fluctuations in the supply or demand for the Relevant Commodities, commodity prices and/or deterioration in economic and financial conditions in the markets it intends to trade in.

The supply and demand for Relevant Commodities may vary and fluctuate over time based on changes in resource availability, government directives, policies and regulation, production costs, global, regional and national economic environment and conditions, demand in end-user markets for products in which the commodities are used or applied, technological changes or developments, including commodity substitutions, fluctuations in production capacity, global and regional weather conditions and natural disasters including, earthquake, hurricanes, drought, flooding, tsunami and wildfire, many of which may materially and adversely impact the markets and demand for the Relevant Commodities.

In particular, a decline in the supply of the Relevant Commodities or a decline in the commodity prices, may materially and adversely impact the Group's business, results of operations and earnings. In addition, a decline in economic and financial conditions globally or in a specific country, region or sector may have a material adverse effect on the Group's business, results of operations or earnings.

- (b) *The Group may require additional funding for future growth, and any equity financing may result in a dilution to Shareholders' equity interest or may require additional investments by Shareholders*

The Proposed New Business may require substantial funding requirements to meet payment obligations when due and/or to enable the Group to maintain or increase its trading activities, meet margin requirements, or take advantage of other opportunities that may arise in its trading activities.

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To the extent that funds generated from operations and internal funds have been exhausted, the Group may have to raise additional funds by way of a placement or a rights offering or by way of borrowings to meet new financing requirements. Should the Group not be able to secure such external borrowings in a difficult credit environment, the Group may also seek access into the capital markets to raise funds for its Proposed New Business through equity and/or debt financing.

If the equity capital raising is carried out by the Company other than by a rights issue, or if new Shares are issued for acquisitions or to fund new joint ventures and strategic partnerships, this will dilute the shareholding interest of existing Shareholders. Further, if the Group fails to utilise the new equity to generate a commensurate increase in earnings, the Group's earnings per Share will be diluted and this could lead to a decline in Share price.

Any additional debt financing may, apart from increasing the interest expense and gearing, contain restrictive covenants with respect to dividends, future fundraising exercises and other financial and operational matters. If the Group is unable to procure the additional funding that may be required, the growth or financial performance of the Proposed New Business may be adversely affected.

- (c) *The Group may not be able to successfully identify and take advantage of arbitrage opportunities*

The Relevant Commodities markets may be highly volatile. Discrepancies in prices may emerge and the Relevant Commodities may be bought or sold in different forms, geographic locations or time periods, taking into account the numerous relevant pricing factors, including freight and product quality.

While price volatility may present the Group with arbitrage opportunities, actual profitability will be dependent on the Group's ability to identify and exploit such opportunities. An inability to take advantage of such opportunities when they present themselves, because of, for example, a shortage of liquidity or an inability to access required logistics assets or other operational constraints, or a lack of such opportunities, for instance, due to a prolonged period of pricing stability in a particular market, could adversely impact the Group's business, results of operations and financial condition. Additionally, if the opportunities identified by the Group do not materialise, the Group may incur significant losses, in which case, the Group's business, results of operations and financial condition will be adversely affected.

- (d) *The Group may not be able to compete with other commodity trading companies*

The Group may face strong competition in its Proposed New Business. Existing commodities traders may possess longer proven track records, more established management and operating experience and greater financial resources, and may be able to compete more effectively in the commodities trading space compared to the Group. Increased competition may result in losses of market share or profitability for the Group and could materially adversely affect the Group's business, results of operations and financial condition.

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(e) *The Group is subject to counterparty risk*

The Group's Proposed New Business is subject to non-performance risk by its suppliers, customers and hedging counterparties. For instance, a major and sudden reduction in commodity prices could result in suppliers or customers being unable or unwilling to honour their contractual commitments to sell or purchase the Relevant Commodities at contracted prices. Additionally, customers may take delivery of commodities from the Group and default on their payment obligations due to financial distress or any other adverse reason. On the other hand, hedging counterparties may also be unable to honour their contractual commitment due to financial distress or other reason. Such non-performance by counterparties may have a material adverse effect on the Group's business, results of operations and financial condition.

(f) *The Group may be subject to risks relating to the processing, storage and transportation of the Relevant Commodities*

The Relevant Commodities may be processed and stored at various third-party facilities. Separately, the Group will be dependent on freight and other logistic providers to deliver the Relevant Commodities. The processing, storage and transportation of the Relevant Commodities are subject to risks and hazards, including accidental or environmental damages, operational or technical failures, vandalisms, wars and terrorisms, weather-related problems, key equipment or infrastructure failures, strikes, disasters or other events. If any of the foregoing risks materialise the Group's business, results of operations and financial condition could be materially and adversely affected.

It is also anticipated that the Group will compete with other purchasers or traders of commodities or other products for processing, storage and transportation facilities, which can result in delays in processing, delivery, loading or unloading the Group's Relevant Commodities and expose the Group to significant delivery interruptions and may materially and adversely affect the Group's business, results of operations or financial condition. In addition, increases in the costs of processing, storage and/or transportation may be imposed on the Group, and if the Group is unable to pass such costs to its customers, the Group's business, results of operations or financial condition may be materially and adversely affected.

(g) *The Group may not be able to comply with the changes in laws and regulations applicable to the Proposed New Business*

Compliance of applicable laws and regulations relating to the Proposed New Business is essential for the Group to carry on with the Proposed New Business in Indonesia and any other jurisdiction in which such business is carried out. The relevant regulatory authorities may from time to time amend existing laws and regulations or adopt new laws and regulations which may increase compliance requirement and costs in undertaking the Proposed New Business. Additionally, the Group may be unable to obtain, maintain or renew any additional approvals and/or licences, or where there is a delay in obtaining or renewing them, the Group's ability to engage in the Proposed New Business may be adversely affected. In the event that there are unexpected changes

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to any applicable laws, regulations, requirements or restrictions that renders the Group unable to comply, this will have an adverse effect on the operations and future plans of the Group under the Proposed New Business.

- (h) *The Group may face legal proceedings arising from the operations of the Proposed New Business*

The Group may be involved from time to time in disputes with various parties arising from the operations of the Proposed New Business. Further, the Group may have disagreements with regulatory bodies in the course of its operations, which may result in administrative proceedings and unfavourable decrees that result in financial losses. Any claims or disputes arising from the above may materially and adversely affect the Group's business, results of operations or financial condition.

4.7 Funding for the Proposed New Business

At this juncture, the Group intends to fund the Proposed New Business using its internal resources. Nonetheless, the Group may from time to time explore securing funding from third-party lenders should the borrowing terms offered to the Group be commercially favourable. Alternatively, the Company may fund the Proposed New Business through a combination of internal sources of funds and borrowing.

The Directors will determine the optimal combination of internal funding and bank borrowings, taking into account the cash flow of the Group and the prevailing bank financing costs. As and when necessary and deemed appropriate, the Group may explore secondary fundraising exercises by tapping the capital markets including but not limited to rights issues, share placements and/or issuance of debt instruments.

4.8 Risk Management Measures and Safeguards

The Board is currently assisted by the Audit Committee, internal auditors and external auditors in carrying out its responsibility of overseeing the Group's risk management framework and policies and does not have a separate risk committee.

To address the risks presented by the Proposed Diversification, the members of the Audit Committee will be tasked with the responsibility of overseeing the risk management activities of the Company in relation to the Proposed New Business following the Proposed Diversification.

The Audit Committee will be required to approve appropriate risk management procedures and measurement methodologies, and be involved in identifying and managing the various business risks for the Proposed New Business.

The Audit Committee will:

- (a) review with the management, external and internal auditors on the adequacy and effectiveness of the Group's internal control procedures addressing financial,

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operational, compliance, informational technology and risk management systems relating to the Proposed New Business; and

- (b) commission and review the findings of internal investigations into matters where there is any suspected fraud or irregularity, or failure of internal controls or infringement of any law, rule or regulation which has or is likely to have a material impact on the Group's operating results and/or financial position.

The Company will endeavour to ensure that the risk management systems are implemented commensurate with the risk and business profile, nature, size and complexity of operations and business activities of the Proposed New Business, and will review such risk management systems periodically to assess its adequacy.

The Board and the Audit Committee will adopt internal policies before tabling proposals for any new projects or investments under the Proposed New Business. In addition, the Board and the Audit Committee (which is required to review the risk exposure of the Proposed New Business of the Company at regular intervals) will review the risk exposure of the Proposed New Business at intervals of not less than annually.

The risk management and internal control systems, no matter how sophisticated in design, still contains inherent limitations caused by misjudgement or fault. Accordingly, there is no assurance that the risk management and internal control systems are adequate or effective notwithstanding the Group's efforts, and any failure to address any internal control matters and other deficiencies may result in investigations and/or disciplinary actions, prosecution being taken against the Company and/or its employees, disruption to the risk management system, and/or an adverse effect on the Group's financial condition and results of operations.

4.9 Conflicts of Interests

Pursuant to the Catalyst Rules, conflicts of interests arise when any of the Directors, CEO, Controlling Shareholders and/or their associates are involved in any of the following situations:

- (a) carry on any business transactions with the Company or provide services to or receive services from the Group;
- (b) lend to or borrow from the Group;
- (c) lease property to or from the Group; or
- (d) have an interest in businesses that are competitors, suppliers or customers of the Group.

As stated in Section 4.6.2 of this Circular above, the Group may undertake its Proposed New Business through, *inter alia*, acquisitions or joint ventures. If any such acquisition or joint venture (or such other "transaction" as defined under Chapter 9 of the Catalyst Rules) is entered into with a Director, CEO or Controlling Shareholder of the Company, and/or their associates, it will be regarded as an interested person transaction under Chapter 9 of the Catalyst Rules, and the Company will comply with the provisions of Chapter 9 of the Catalyst Rules. In particular,

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pursuant to Rule 905 of the Catalist Rules, where any interested person transaction is of a value equal to or more than 3.0% of the Group's latest audited net tangible assets ("NTA"), or when aggregated with other transactions entered into with the same interested person during the same financial year, is of a value equal to or more than 3.0% of the Group's latest audited NTA, the Group must make an immediate announcement of the interested person transaction. Pursuant to Rule 906 of the Catalist Rules, where any interested person transaction is of a value equal to or more than 5.0% of the Group's latest audited NTA, or when aggregated with other transactions entered into with the same interested person during the same financial year, is of a value equal to or more than 5.0% of the Group's latest audited NTA, the Group must obtain Shareholders' approval of the interested person transaction.

In addition, should any of the Proposed New Business involve recurring transactions of a revenue or trading nature or is necessary for the day-to-day operations of such business, and such recurring transactions are entered into with a Director, CEO or Controlling Shareholder of the Company and/or their associates, these recurring transactions are also interested person transactions which will be subject to a general mandate to be obtained from Shareholders under Chapter 9 of the Catalist Rules.

As at the Latest Practicable Date, none of the Directors and/or their associates has any material interest, direct or indirect, in any entity carrying on the same business as the Group after the Proposed Diversification into the Proposed New Business.

5. AUTHORITY FOR ISSUANCE OF THE PLACEMENT SHARES AND THE ADDITIONAL CONVERSION SHARES

5.1 Authority for the issuance of the Placement Shares and the Additional Conversion Shares

Following the announcement by the Company dated 27 July 2022, in which the Company's second application for an extension of time to hold its annual general meeting for FY2021 by 31 August 2022 and to file its annual return for FY2021 by 30 September 2022 was rejected by the Accounting and Corporate Regulatory Authority, the authority to allot and issue Shares and convertible securities as well as the authority to grant share option and issue Shares under the BlackGold Employee Share Option Scheme given to the Directors at the Company's annual general meeting for the year ended 31 December 2020 had expired.

Accordingly, the Company will be convening the EGM to seek Shareholders' approval for the proposed issuance and allotment of the Placement Shares and the Additional Conversion Shares.

5.2 Further authority for issuance of the Heliyanto Placement Shares under Rule 803 of the Catalist Rules

In addition to Section 5.1 above and pursuant to Rule 803 of the Catalist Rules, an issuer must not issue securities to transfer a controlling interest without prior approval of shareholders in general meeting.

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Upon completion of the Proposed Placement, Mr Heliyanto will hold a direct interest in 441,666,667 Shares representing 29.12% of the Enlarged Share Capital. Accordingly, the Company will be seeking Shareholders' approval under Rule 803 for the issuance and allotment of the Heliyanto Placement Shares at the EGM.

5.3 Further authority for the issuance of the Prasetio Placement Shares under Rule 812(2) of the Catalist Rules

In addition to Section 5.1 above and pursuant to Rule 812(1) of the Catalist Rules, an issuer must not issue securities to, *inter alia*, a Substantial Shareholder. Under Rule 812(2), Rule 812(1) will not apply if specific shareholder approval for such a placement has been obtained.

As mentioned in Section 2.4.2 of this Circular, as at the Latest Practicable Date, Mr Prasetio holds a direct interest in 82,162,556 Shares representing 7.83% of the Existing Share Capital and is therefore a Substantial Shareholder. Accordingly, the Company will be seeking Shareholders' approval under Rule 812(2) for the issuance and allotment of the Prasetio Placement Shares.

Mr Prasetio and his Associates will be required to abstain from voting on the resolution approving the issuance and allotment of the Prasetio Placement Shares to Mr Prasetio in accordance with Rule 812(2) of the Catalist Rules.

6. DIRECTORS' AND SUBSTANTIAL SHAREHOLDERS' INTERESTS

The interests of Directors and Substantial Shareholders in the Shares of the Company, as at the Latest Practicable Date, are as follows:

Directors	Direct Interest (No. of Shares)	Deemed Interest (No. of Shares)	Total Interest	
			No. of Shares	% of Issued Share Capital
Lim Thien Su Gerald	750,000	-	750,000	0.07
Andreas Rinaldi	4,800,000	-	4,800,000	0.46
Lim Chee San	-	-	-	-
Bangun Madong Parulian Samosir	4,550,000	-	4,550,000	0.43
Substantial Shareholders (other than Directors)				
Rockfield Lake Limited	105,386,197	-	105,386,197	10.04
Lerman Ambarita ⁽¹⁾	-	105,386,197	105,386,197	10.04
Twin Gold Ventures S.A	96,074,260	-	96,074,260	9.45

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Directors	Direct Interest (No. of Shares)	Deemed Interest (No. of Shares)	Total Interest	
			No. of Shares	% of Issued Share Capital
Sujono Hadi Sudarno ⁽²⁾	-	96,074,260	96,074,260	9.45
Sudiarso Prasetio	82,162,556	-	82,162,556	7.83

Notes:

- (1) Mr Lerman Ambarita ("**Mr Ambarita**") holds 100% of the issued and paid-up share capital of Rockfield Lake Limited which in turn holds 105,386,197 shares of the Company. Accordingly, Mr Ambarita is deemed to be interested in the shares held by Rockfield Lake Limited by virtue of Section 4 of the Securities and Futures Act.
- (2) Mr Sujono Hadi Sudarno ("**Mr Sudarno**") holds 100% of the issued and paid-up share capital of Twin Gold Ventures S.A. which in turn holds 96,074,260 shares in the Company. Accordingly, Mr Sudarno is deemed to be interested in the shares held by Twin Gold Ventures S.A. by virtue of Section 4 of the Securities and Futures Act.

Save for Mr Prasetio, who is a Substantial Shareholder holding 7.83% of the Existing Share Capital as at the Latest Practicable Date, and to whom the Prasetio Placement Shares will be issued and allotted, none of the Directors and/or Substantial Shareholder has any interest, direct or indirect, in the Placement, the issuance of the Adjustment Shares, the Proposed Diversification and the Proposed New Business other than through their respective shareholdings in the Company.

7. DIRECTORS' RECOMMENDATIONS

The Directors, having considered, *inter alia*, the rationale for the Proposed Transactions as set out above in this Circular, are of the opinion that the Proposed Transactions are in the best interests of the Company and accordingly recommend that Shareholders vote in favour of the Ordinary Resolutions relating thereto to be proposed at the EGM.

8. ABSTENTION FROM VOTING

In accordance with Rule 812(2) of the Catalist Rules, Mr Prasetio and his Associates will abstain from voting on Ordinary Resolution 2 for approving the issuance and allotment of the Prasetio Placement Shares to Mr Prasetio. The Company will disregard any votes cast on Ordinary Resolution 2 by persons required to abstain from voting by the relevant Catalist Rules.

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9. EXTRAORDINARY GENERAL MEETING

9.1 Notice of EGM

The EGM, notice of which is set out on page N-1 of this Circular, will be held by way of electronic means on 25 November 2022 at 10.00 a.m. for the purpose of considering and, if thought fit, passing with or without modifications, the Ordinary Resolutions relating to the Proposed Transactions.

9.2 No physical attendance of EGM

Pursuant to the COVID-19 Order, the Company has the option to hold a virtual meeting, even where the Company is permitted under present measures to hold a physical meeting. Due to the current COVID-19 situation and the Company's efforts to minimise physical interactions and COVID-19 transmission risk to a minimum, the EGM will be held by way of electronic means and Shareholders will NOT be allowed to attend the EGM in person. Instead, alternative arrangements have been put in place to allow Shareholders to participate at the EGM. For more details on the alternative arrangements, please refer to Section 10 of this Circular.

In addition, Shareholders should note that the Company may make further changes to its EGM arrangements (including but not limited to any applicable alternative arrangements as may be prescribed or permitted (as the case may be) under the COVID-19 (Temporary Measures) Act 2020 and any regulations promulgated thereunder (including the COVID-19 Order) as well as other guidelines issued by the relevant authorities) as the situation evolves. Shareholders are advised to keep abreast of any changes as may be announced by the Company from time to time on SGXNet.

9.3 No Despatch of Printed Copies of Circular, Notice of EGM and Proxy Form

In line with the provisions under the COVID-19 Order, there will be no despatch of printed copies of Circular, Notice of EGM and Proxy Form to Shareholders. An electronic copy of each of the Circular, Notice of EGM and Proxy Form has been made available on SGXNet at the following URL: <https://www.sgx.com/securities/company-announcements>.

10. ACTIONS TO BE TAKEN BY SHAREHOLDERS

10.1 Alternative Arrangements

Alternative arrangements have therefore been put in place to allow Shareholders to participate at the EGM by:

- (a) watching the EGM proceedings via live audio-video webcast ("**Live Webcast**") or listening to the EGM proceedings via live audio-only feed ("**Live Audio Feed**");
- (b) submitting questions in advance of the EGM or during the Live Webcast; and

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- (c) voting at the EGM (i) “live” by the Shareholders themselves or their duly appointed proxy(ies) (other than the Chairman of the EGM) via electronic means; or (ii) by appointing the Chairman of the EGM as proxy to vote on their behalf at the EGM.

The Company will not accept any physical attendance by the Shareholders. Any Shareholder seeking to attend the EGM in-person will be turned away.

Shareholders may begin to pre-register for the Live Webcast or Live Audio Feed proceedings and/or submit any questions that are related to the Ordinary Resolutions tabled for approval via the pre-registration website (“**Pre-registration Website**”) at this link:

<https://blackgoldegm.gm-suite.com/>

Shareholders are to pre-register for the Live Webcast or Live Audio Feed proceedings by 10.00 a.m. on 22 November 2022 (“**Registration Deadline**”) (being not less than 72 hours before the time appointed for holding of the EGM). Shareholders should refer to the Notice of EGM set out in pages N-1 to N-6 of this Circular for further information, including the steps to be taken by Shareholders to participate at the EGM.

Following successful verification by the Company, a confirmation email which contains unique user credentials and/or instructions on how to join the webcast, and other relevant matters (“**Confirmation Email**”) will be sent to authenticated Shareholders who have been pre-registered for the EGM by the Registration Deadline at the email specified in their pre-registration details. Shareholders who do not receive a Confirmation Email by 10.00 a.m. on 24 November 2022, but have registered by the Registration Deadline, should contact the Company via email at contactus@blackgold-group.com.

10.2 Submission of Shareholders’ queries

10.2.1 Submission of Shareholders’ queries in advance

After publication of the Notice of EGM, Shareholders will be allowed at least seven (7) calendar days to submit their questions. All substantial and relevant questions received from Shareholders prior to the EGM will be addressed by the Board and/or management before 10.00 a.m. on 21 November 2022, being 48 hours prior to the closing date and time for the lodgement of the Proxy Forms.

All questions must be submitted by no later than 5.00 p.m. on 17 November 2022:

- (a) via the Pre-registration Website at the URL: <https://blackgoldegm.gm-suite.com/>;
- (b) via post to 7 Temasek Boulevard #08-07 Suntec Tower 1 Singapore 038987; or
- (b) via email to contactus@blackgold-group.com.

For verification purposes, when submitting any questions by post or via email, Shareholders MUST provide the Company with their particulars (comprising full name (for individuals) /

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company name (for corporates), email address, contact number, NRIC / passport number / company registration number, shareholding type and number of Shares held).

Substantial and relevant questions which are submitted after 5.00 p.m. on 17 November 2022 will be consolidated and addressed either before the EGM via an announcement on SGXNET or at the EGM. The minutes of the EGM, which include responses to substantial queries from the Shareholders which are addressed during the EGM, shall thereafter be published on SGXNET, within one (1) month from the conclusion of the EGM.

Investors who hold their Shares through relevant intermediaries as defined in Section 181 of the Companies Act (including CPF investors, SRS investors and holders under depository agents), can submit their questions in relation to the Ordinary Resolutions set out in the Notice of EGM upon pre-registration, however, they should, in addition to pre-registering, approach their respective agents as soon as possible, so that the necessary arrangements can be made by the relevant agents for their participation in the EGM.

10.2.2 Submission of Shareholders' queries during the EGM

Authenticated Shareholders who have been pre-registered for the EGM by the Registration Deadline will be able to ask questions relating to the Ordinary Resolutions to be tabled for approval at the EGM during the EGM by submitting text questions via the "Q&A" window/tab and then clicking "Ask" to input queries in the questions text box.

10.3 **Voting "live" at the EGM or by Proxy**

Shareholders who wish to exercise their voting rights at the EGM may:

- (a) (where such Shareholders are individuals) vote "live" via electronic means at the EGM or (whether such Shareholders are individuals or corporates) appoint a proxy(ies) (other than the Chairman of the EGM) to vote "live" via electronic means at the EGM on their behalf; or
- (b) (whether such Shareholders are individuals or corporates) appoint the Chairman of the EGM as their proxy to vote on their behalf at the EGM.

For the avoidance of doubt, CPF/SRS Investors will not be able to appoint third-party proxy(ies) (that is, persons other than the Chairman of the EGM) to vote "live" at the EGM on their behalf.

Pre-registration required for Shareholders and submission of Proxy Form for proxy(ies)

All Shareholders as well as CPF Investors/SRS Investors who wish to attend the EGM must pre-register online at the Pre-registration Website at <https://blackgoldegm.gm-suite.com/> by the Registration Deadline for verification purposes.

Shareholders who are appointing proxyholder(s) (other than the Chairman of the EGM) to attend and vote "live" at the EGM on their behalf must complete and submit Proxy Form (with valid email address for each proxy(ies)) in accordance with the instructions below by 10.00 a.m.

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on 23 November 2022. Submitted proxyholders who have not received Confirmation Email by 10.00 a.m. on 24 November 2022 should immediately contact the Company via email at contactus@blackgold-group.com.

Authenticated Shareholders and CPF Investors/SRS Investors will be provided with a Confirmation Email via the email address provided during pre-registration. Shareholders, CPF and SRS Investors who have pre-registered by the Registration Deadline but have not received the Confirmation Email by 10.00 a.m. on 24 November 2022 should immediately contact the Company via email at contactus@blackgold-group.com.

10.4 Submission of Proxy Form

In relation to the appointment of proxy(ies) to attend and vote on behalf of the Shareholder at the EGM, Shareholders should complete, sign and return the Proxy Form attached to the Notice of EGM in accordance with the instructions printed thereon as soon as possible by completing and submitting the Proxy Form to the Company in the following manner:

- (a) if submitted by post, be mailed to or deposited at the office of the Company's share registrar, M & C Services Pte. Ltd. at 112 Robinson Road #05-01, Singapore 068902; or
- (b) if submitted electronically, be submitted via email to the Company at gpb@mncsingapore.com,

in either case not later than 48 hours before the time fixed for holding the EGM, which is 10.00 a.m. on 23 November 2022.

The Proxy Form is not valid for use by investors and shall be ineffective for all intents and purposes if used or purported to be used by them. A CPF Investor/SRS Investor may: (1) vote "live" via electronic means at the EGM if they are appointed as proxies by their respective CPF Agent Banks or SRS Operators, and should contact their respective CPF Agent Banks or SRS Operators if they have any queries regarding their appointment as proxies; or (2) appoint the Chairman of the EGM as proxy to vote on their behalf at the EGM, in which case they should approach their respective CPF Agent Banks or SRS Operators to submit their votes by 10.00 a.m. on 16 November 2022, being seven (7) working days before the date of the EGM.

In appointing the Chairman of the EGM as proxy, a member of the Company (whether individual or corporate) must give specific instructions as to his/her/its manner of voting, or abstentions from voting, in the Proxy Form, failing which the appointment will be treated as invalid. In appointing any other persons as proxy, if no specific instructions as to voting are given, or in the event of any other matter arising at the EGM and at any adjournment thereof, the proxy(ies) will vote or abstain from voting at his/her/ their discretion

If the appointor is a corporate, the Proxy Form must be executed under seal or the hand of its duly authorised officer or attorney.

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The Company shall be entitled to reject a Proxy Form if it is incomplete, improperly complete, illegible or where the true intentions of the appointor are not ascertainable from the instructions of the appointor specified in the Proxy Form (such as in the case the appointor submits more than one instrument of proxy).

10.5 Depositors

A Depositor will not be regarded as a member of the Company entitled to attend the EGM and to speak and vote thereat unless he/she is shown to have Shares entered against his/her name in the Depository Register as certified by CDP to the Company at least 72 hours before the EGM.

Shareholders who observe the EGM proceedings are reminded that the Company's private invitation to shareholders to attend the EGM via Live Webcast/Live Audio Feed must not be forwarded to anyone who is not a shareholder of the Company or who is not authorised to attend the EGM. **RECORDINGS OF THE EGM PROCEEDINGS** in whatever form is also **STRICTLY PROHIBITED**.

11. DIRECTORS' RESPONSIBILITY STATEMENT

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

12. DOCUMENTS AVAILABLE FOR INSPECTION

Subject to prevailing regulations, orders, advisories and guidelines relating to safe distancing which may be issued by the relevant authorities, a copy of each of the following documents are available for inspection during normal business hours from 9.00 a.m. to 5.00 p.m. at the Company's registered office at 7 Temasek Boulevard #08-07 Suntec Tower 1 Singapore 038987 for three (3) months from the date of this Circular:

- (i) the Placement Agreements;
- (ii) the Supplement Deeds; and
- (iii) the Constitution.

LETTER TO SHAREHOLDERS

Yours faithfully,

For and on behalf of the Board of Directors of

BLACKGOLD NATURAL RESOURCES LIMITED

Andreas Rinaldi

Executive Director and Chief Executive Officer

NOTICE OF EXTRAORDINARY GENERAL MEETING

BLACKGOLD NATURAL RESOURCES LIMITED

(Company Registration Number: 199704544C)

(Incorporated in the Republic of Singapore)

NOTICE IS HEREBY GIVEN that the extraordinary general meeting ("**EGM**") of BlackGold Natural Resources Limited ("**Company**") will be held by electronic means, on Friday, 25 November 2022 at 10.00 a.m., for the purpose of considering and, if thought fit, passing with or without any modifications, the following ordinary resolutions. All capitalised terms used in this notice of EGM which are not defined herein shall have the meanings ascribed to them in the circular to shareholders of the Company dated 10 November 2022 ("**Circular**") in relation to the Proposed Transactions.

ORDINARY RESOLUTION 1: ISSUE AND ALLOTMENT OF 441,666,667 NEW SHARES TO MR HELIYANTO

THAT, pursuant to Section 161 of the Companies Act 1967 of Singapore, and for the purpose of Rule 803 of the Catalist Rules, approval be and is hereby given to Directors of the Company to:

- (a) issue and allot an aggregate 441,666,667 new Shares ("**Heliyanto Placement Shares**") at a placement price of S\$0.012 for each Heliyanto Placement Share to Mr Heliyanto, on the terms and subject to the conditions of the Heliyanto Placement Agreement; and
- (b) that any Director be and is hereby authorised to take such steps, enter into all such transactions, arrangements and agreements and execute all such documents as may be advisable, necessary or expedient for the purposes of giving effect to the issue and allotment of the Heliyanto Placement Shares, with full power to assent to any condition, amendment, alteration, modification or variation as may be required by the relevant authorities or as such Directors or any of them may deem fit or expedient or to give effect to this Ordinary Resolution or the transactions contemplated pursuant to or in connection with the issue and allotment of the Heliyanto Placement Shares.

ORDINARY RESOLUTION 2: ISSUE AND ALLOTMENT OF 9,066,667 NEW SHARES TO MR PRASETIO

THAT, pursuant to Section 161 of the Companies Act 1967 of Singapore, and for the purpose of Rule 812(2) of the Catalist Rules, approval be and is hereby given to Directors of the Company to:

- (a) issue and allot an aggregate 9,066,667 new Shares ("**Prasetio Placement Shares**") at a placement price of S\$0.012 for each Prasetio Placement Share to Mr Prasetio, on the terms and subject to the conditions of the Prasetio Placement Agreement; and
- (b) that any Director be and is hereby authorised to take such steps, enter into all such transactions, arrangements and agreements and execute all such documents as may be advisable, necessary or expedient for the purposes of giving effect to the issue and allotment of the Prasetio Placement Shares, with full power to assent to any condition, amendment, alteration, modification or variation as may be required by the relevant authorities or as such Directors or

NOTICE OF EXTRAORDINARY GENERAL MEETING

any of them may deem fit or expedient or to give effect to this Ordinary Resolution or the transactions contemplated pursuant to or in connection with the issue and allotment of the Prasetio Placement Shares.

ORDINARY RESOLUTION 3: ISSUE AND ALLOTMENT OF 16,666,667 NEW SHARES TO MR TAN CHEE KIANG

THAT, pursuant to Section 161 of the Companies Act 1967 of Singapore, approval be and is hereby given to Directors of the Company to:

- (a) issue and allot an aggregate 16,666,667 new Shares ("**TCK Placement Shares**") at a placement price of S\$0.012 for each TCK Placement Share to Mr Tan Chee Kiang, on the terms and subject to the conditions of the TCK Placement Agreement; and
- (b) that any Director be and is hereby authorised to take such steps, enter into all such transactions, arrangements and agreements and execute all such documents as may be advisable, necessary or expedient for the purposes of giving effect to the issue and allotment of the TCK Placement Shares, with full power to assent to any condition, amendment, alteration, modification or variation as may be required by the relevant authorities or as such Directors or any of them may deem fit or expedient or to give effect to this Ordinary Resolution or the transactions contemplated pursuant to or in connection with the issue and allotment of the TCK Placement Shares.

ORDINARY RESOLUTION 4: THE PROPOSED ADJUSTMENT OF THE CONVERSION PRICE FOR THE COMPANY'S SERIES A BONDS AND THE ISSUE AND ALLOTMENT OF UP TO 68,686,869 ADDITIONAL NEW SHARES UPON THE EXERCISE OF THE CONVERSION RIGHT PURSUANT TO THE SERIES A BONDS

THAT, subject to and contingent upon the passing of Ordinary Resolutions 1, 2 and 3 and the completion of the issue and allotment of the Placement Shares, approval for the adjustment of the conversion price of the Series A Bonds from S\$0.015 to of S\$0.0099 be and is hereby approved, and that pursuant to Section 161 of the Companies Act 1967 of Singapore, approval be and is hereby given to Directors of the Company to:

- (a) issue and allot up to an additional 68,686,869 new Shares ("**Additional Conversion Shares**") upon the exercise of the conversion right pursuant to conditions of the Series A Bonds; and
- (b) that any Director be and is hereby authorised to take such steps, enter into all such transactions, arrangements and agreements and execute all such documents as may be advisable, necessary or expedient for the purposes of giving effect to the issue and allotment of the Additional Conversion Shares, with full power to assent to any condition, amendment, alteration, modification or variation as may be required by the relevant authorities or as such Directors or any of them may deem fit or expedient or to give effect to this Ordinary Resolution or the transactions contemplated pursuant to the issue and allotment of the Additional Conversion Shares.

NOTICE OF EXTRAORDINARY GENERAL MEETING

ORDINARY RESOLUTION 5: THE PROPOSED DIVERSIFICATION

THAT:

- (a) approval be and is hereby given for the diversification of the Group's core existing business to include the Proposed New Business as described in Section 4.2 of the Circular dated 10 November 2022, and any other activities related to the Proposed New Business;
- (b) subject to compliance with the Singapore Exchange Securities Trading Limited Listing Manual Section B: Rules of Catalist requiring approval from Shareholders in certain circumstances, the Company (directly and/or through its subsidiaries) be and is hereby authorised to invest in, purchase or otherwise acquire or dispose of from time to time, any such assets, businesses, investments and shares/interests in any entity that is related to the Proposed New Business, on such terms and conditions as the Directors deem fit, and such Directors be and are hereby authorised to take such steps and exercise such discretion and do all acts and things as they deem desirable, necessary or expedient to give effect to any such investment, purchase, acquisition or disposal; and
- (c) the Directors or any of them be and are hereby authorised to complete and do any and all such acts and things (including executing all such documents as may be required) as they may, in their absolute discretion deem fit, expedient or necessary to give effect to this Ordinary Resolution.

**BY ORDER OF THE BOARD OF DIRECTORS
OF BLACKGOLD NATURAL RESOURCES LIMITED**

Nor Hafiza Alwi
Company Secretary

10 November 2022
Singapore

NOTICE OF EXTRAORDINARY GENERAL MEETING

Notes:

Shareholders of the Company ("**Shareholders**") should take note of the following arrangements for the extraordinary general meeting ("**EGM**") of the Company.

1. **No attendance in person:** Pursuant to the COVID-19 (Temporary Measures) Act 2020 (Alternative Arrangements for Meetings for Companies, Variable Capital Companies, Business Trusts, Unit Trusts and Debenture Holders) Order 2020, the Company has the option to hold a virtual meeting, even where the Company is permitted under safe distancing regulations to hold a physical meeting. Due to current COVID19 situation and the Company's efforts to minimise physical interactions and keep COVID-19 transmission risk to a minimum, the EGM of the Company will be held by way of electronic means. Shareholders will NOT be allowed to attend the EGM in person.
2. **"Live" webcast and "live" audio feed:** Shareholders will be able to watch the EGM proceedings through a "live" webcast via their mobile phones, tablets or computers or listen to these proceedings through a "live" audio feed via telephone.
3. **Online Pre-registration required to attend the EGM:** All Shareholders as well as investors who hold shares of the Company ("**Shares**") through the Central Provident Fund ("**CPF**") or Supplementary Retirement Scheme ("**SRS**", and such investors "**CPF/SRS Investors**"), who wish to attend the EGM must pre-register online at <https://blackgoldegm.gm-suite.com/> ("**Pre-registration Website**") no later than 10.00 a.m. on 22 November 2022 Singapore time ("**Registration Deadline**") for verification purposes. Shareholders who wish to appoint a person or persons (other than the Chairman of the EGM ("**Chairman**")) as a proxy or proxies to attend and vote at the EGM on their behalf must submit their Proxy Form (with proxy(ies)'s valid email address) for the EGM.

Investors who hold Shares through relevant intermediaries (as defined in Section 181 of the Companies Act 1967 of Singapore ("**Companies Act**")) or depository agents (as defined in Section 81SF of the Securities and Futures Act 2001 of Singapore) (together, "**Relevant Intermediaries**", and such investors "**Investors**") (other than CPF/SRS Investors) who wish to attend the EGM should instead approach their Relevant Intermediary as soon as possible in order for the Relevant Intermediary to make the necessary arrangements to pre-register.

Following successful verification by the Company, a confirmation email which contains unique user credentials and/or instructions on how to join the webcast, and other relevant matters ("**Confirmation Email**") will be sent to authenticated Shareholders and Investors who have been pre-registered for the EGM by the Registration Deadline at the email specified in their pre-registration details as well as to proxy(ies) who have been specified at Proxy Form submitted by Shareholders no later than 10.00 a.m. on 23 November 2022.

Shareholders and Investors who do not receive the Confirmation Email by 10.00 a.m. on 24 November 2022 but have been pre-registered for the EGM by the Registration Deadline should contact the Company via email at contactus@blackgold-group.com immediately. Proxy(ies) who do not receive the Confirmation Email by 10.00 a.m. on 24 November 2022 should contact the Company via email at contactus@blackgold-group.com.

4. **Submission of Questions:** Shareholders who registered and have been authenticated as members of the Company will be able to ask questions relating to the resolutions to be tabled for approval at the EGM during the EGM by submitting text questions via the "Q&A" window/tab and then clicking "Ask" to input queries in the questions text box. Shareholders and Investors may also submit questions in advance of the EGM. All questions, together with the full names, identification numbers, contact numbers, email addresses of the Shareholders and Investors and manner in which they hold Shares in the Company, must be submitted no later than 5.00 p.m. on 17 November 2022 (i.e. within 7 calendar days from the date of Notice of EGM) via the Pre-registration Website at the URL: <https://blackgoldegm.gm-suite.com/> or via email contactus@blackgold-group.com. All substantial and relevant questions received by the Company from the Shareholders prior to the deadline of 5.00 p.m. on 17 November 2022 will be addressed by the Company at least 48 hours prior to the closing date and time for the lodgement of the Proxy Forms and the responses will be published on the SGXNet at the URL <https://www.sgx.com/securities/companyannouncements>, before 10.00 a.m. on 21 November 2022. Substantial and relevant questions which are submitted after 5.00 p.m. on 17 November 2022 will be consolidated and addressed either before the EGM via an announcement on SGXNet or at the EGM.
5. **Voting by Shareholders:** Shareholders who wish to exercise their voting rights at the EGM may:
 - (i) (where the Shareholder is an individual) attend and vote "live" at the EGM;

NOTICE OF EXTRAORDINARY GENERAL MEETING

(ii) (where the Shareholder is an individual or a corporate) appoint proxy(ies) to attend and vote "live" at the EGM on their behalf; and

(iii) (where the Shareholder is an individual or a corporate) appoint the Chairman as proxy to vote on their behalf.

"Live" voting will be conducted during the EGM. It is important for Shareholders and proxies to have their own web-browser enabled devices ready for voting during the EGM. Examples of web-browser enabled devices include mobile smartphones, laptops, tablets or desktop computers with internet capabilities.

Shareholders and proxies may cast their votes at the EGM using the login credentials provided during pre-registration. Shareholders and proxies should therefore have their Confirmation Email containing their unique user credentials handy for reference. Instructions will be provided at the start of the EGM on how to vote. For the avoidance of doubt, "live" voting is not permissible by the audio-only feed.

6. Appointment of Proxies:

(i) Shareholders who wish to appoint proxies to attend the EGM and vote "live" at the EGM on their behalf must complete and submit the Proxy Form in accordance with the instructions below.

(ii) As an alternative to "live" voting, Shareholders may also vote at the EGM by appointing the Chairman as proxy to vote on their behalf in respect of all the Shares held by them.

If a Shareholder wishes to appoint a proxy or proxies (including the Chairman) to vote at the EGM on their behalf, duly completed Proxy Forms must be deposited with the Company (A) via post at the office of the Company's share registrar, M & C Services Pte. Ltd. at 112 Robinson Road #05-01, Singapore 068902 or (B) via electronic mail to gpb@mncsingapore.com enclosing a clear scanned completed and signed Proxy Form.

The Proxy Form must be executed under the hand of the appointor or of his attorney duly authorised in writing.

Where the Proxy Form is executed by a corporation, it must be executed either under its seal or under the hand of an officer or attorney duly authorised. Where the Proxy Form is executed by an attorney on behalf of the appointor, the letter or power of attorney or a duly certified copy thereof must be lodged with the instrument.

Proxy Forms must be received by the Company by Wednesday, 23 November 2022, 10.00 a.m. (Singapore time) (being 48 hours before the time appointed for the holding of the EGM). Proxy Forms can be downloaded from SGXNet (www.sgx.com). In appointing the Chairman of the EGM as proxy, a member of the Company (whether individual or corporate) must give specific instructions as to his/her/its manner of voting, or abstentions from voting, in the proxy form, failing which the appointment will be treated as invalid. In appointing any other persons as proxy, if no specific instructions as to voting are given, or in the event of any other matter arising at the EGM and at any adjournment thereof, the proxy(ies) will vote or abstain from voting at his/her/ their discretion.

The Company may reject any instrument appointing a proxy lodged if the Shareholder appointing the proxy is not shown to have Shares entered against his/her/its name in the Depository Register as at 72 hours before the time appointed for holding the EGM as certified by CDP to the Company.

A Shareholder (who is not a Relevant Intermediary) entitled to attend and vote at a meeting of the Company is entitled to appoint one or two proxies to attend and vote on his/her/its behalf. A proxy need not be a Shareholder. Where a Shareholder appoints two proxies, the appointments shall be invalid unless he/she/it specifies the number of Shares or proportion of his/her/its shareholding to be represented by each proxy. A Shareholder who is a Relevant Intermediary is entitled to appoint more than two proxies to attend and vote at the EGM, but each proxy must be appointed to exercise the rights attached to a different Share or Shares held by such Shareholder. Where such Shareholder appoints two or more proxies, the appointments shall be invalid unless such Shareholder specifies the number of Shares to be represented by each proxy.

NOTICE OF EXTRAORDINARY GENERAL MEETING

7. **Voting by Investors holding Shares through Relevant Intermediaries (including CPF/SRS Investors):** Investors holding Shares through Relevant Intermediaries (including CPF/SRS Investors) may exercise their votes in the following manner:

- (i) vote "live" at the EGM, if they are appointed as proxies by their respective Relevant Intermediaries (including CPF Agent Banks and SRS Operators); or
- (ii) specify their voting instructions to/arrange for their votes to be submitted by their respective Relevant Intermediaries (including CPF Agent Banks and SRS Operators).

Investors should not make use of the Proxy Form. Only Investors that have been duly appointed as proxies by their respective Relevant Intermediary may vote "live" at the EGM.

CPF/SRS Investors who wish to exercise their votes should approach their respective CPF Agent Bank/SRS Operator at least 7 working days before the EGM (that is, by Wednesday, 16 November 2022, 10.00 a.m. (Singapore time)).

8. **Voting Results:** An independent scrutineer will be appointed by the Company to direct and supervise the counting and validation of all valid votes cast through "live" voting and through Proxy Forms received as of the above-mentioned deadline. The voting results will be announced during the EGM (and displayed onscreen for the "live" webcast) in respect of the resolution put to the vote at the EGM. The Company will also issue an announcement on SGXNet on the results of the resolution put to vote at the EGM.
9. **Minutes of EGM:** The Company will publish the minutes of the EGM on SGXNet within one month after the date of the EGM, and the minutes will include the responses to substantial and relevant questions from shareholders which are addressed during the EGM.

Documents and Information Relating to the EGM

Documents and information relating to the EGM (including the Notice of EGM, Circular dated 10 November 2022 ("**Circular**") and the Proxy Form) have been published on SGXNet (www.sgx.com).

Printed copies of the Notice of EGM, the Circular and the Proxy Form will not be sent to Shareholders. In view of the evolving COVID-19 situation, Shareholders are advised to continue to check SGXNET regularly for any updates relating to the EGM.

Personal Data Privacy:

Where a Shareholder submits an instrument appointing the Chairman to attend, speak and vote at the EGM and/or any adjournment thereof, a Shareholder (i) consents to the collection, use and disclosure of the Shareholder's personal data by the Company (or its agents) for the purpose of the processing and administration by the Company (or its agents) of the appointment of the Chairman as proxy for the EGM (including any adjournment thereof) and the preparation and compilation of the attendance lists, proxy lists, minutes and other documents relating to the EGM (including any adjournment thereof), and in order for the Company (or its agents) to comply with any applicable laws, listing rules, regulations and/or guidelines (collectively, the "Purposes"), (ii) warrants that where the Shareholder discloses the personal data of the Shareholder's proxy(ies) and/or representative(s) to the Company (or its agents), the Shareholder has obtained the prior consent of such proxy(ies) and/or representative(s) for the collection, use and disclosure by the Company (or its agents) of the personal data of such proxy(ies) and/or representative(s) for the Purposes, and (iii) agrees that the Shareholder will indemnify the Company in respect of any penalties, liabilities, claims, demands, losses and damages as a result of the Shareholder's breach of warranty.

PROXY FORM

BLACKGOLD NATURAL RESOURCES LIMITED

(Company Registration Number: 199704544C)

(Incorporated in the Republic of Singapore)

PROXY FORM

IMPORTANT: PLEASE READ NOTES OVERLEAF BEFORE COMPLETING THIS FORM

Important:

- Shareholders who wish to exercise their voting rights at the EGM may: (a) (where the Shareholder is an individual) attend and vote "live" at the EGM; (b) (where the Shareholder is an individual or a corporate) appoint proxy(ies) (other than the Chairman of the EGM) to attend and vote "live" at the EGM on their behalf; or (c) (where the Shareholder is an individual or a corporate) appoint the Chairman of the EGM as proxy to vote on their behalf.
- Shareholders who wish to appoint proxy(ies) (other than the Chairman of the EGM) to vote "live" at the EGM on their behalf must complete and submit this Proxy Form in accordance with the instructions in the Notes below.
- For investors holding shares of Blackgold Natural Resources Limited through Relevant Intermediaries (as defined in the Notice of EGM), including CPF/SRS investors, this Proxy Form is not valid for use and shall be ineffective for all intents and purposes if used or purported to be used by them. Such investors who wish to exercise their voting rights should approach their Relevant Intermediary as soon as possible. CPF/SRS investors should approach their respective CPF Agent Banks or SRS Operators at least 7 working days before the EGM (i.e., by Wednesday, 16 November 2022 at 10.00 a.m.)

I/We,NRIC/Passport/Co. Reg No.

of (Address) being registered shareholder/shareholders* in the Register of Members and/or the Depository Register ("Shareholder") of BlackGold Natural Resources Limited (the "Company") hereby appoint:

Name	NRIC/Passport Number	Email Address	Proportion of Shareholding	
			Number of Shares	%
Address				

and/or*

Name	NRIC/Passport Number	Email Address	Proportion of Shareholding	
			Number of Shares	%
Address				

or failing him/her, the Chairman of the Extraordinary General Meeting ("Meeting") of the Company as my/our proxy to vote for me/us on my/our behalf at the Meeting to be held by way of electronic means (via LIVE EGM WEBCAST and/or AUDIO ONLY MEANS) on **Friday, 25 November 2022 at 10.00 a.m.** (Singapore time) and at adjournment thereof. I/We direct my/our proxy/proxies to vote for or against the Resolutions proposed at the Meeting as indicated hereunder.

No.	Ordinary Resolution	No. of votes for ⁽¹⁾	No. of votes against ⁽¹⁾	Abstain ⁽¹⁾
1	To approve the issue and allotment of 441,666,667 new Shares to Mr Heliyanto pursuant to the Proposed Placement			
2	To approve the issue and allotment of 9,066,667 new Shares to Mr Prasetyo pursuant to the Proposed Placement			
3	To approve the issue and allotment of 16,666,667 new Shares to Mr Tan Chee Kiang pursuant to the Proposed Placement			
4	To approve the adjustment of the conversion price of the Company's Series A Bonds and the issue and allotment of up to 68,686,869 additional new Shares upon the exercise of the conversion right pursuant to the Series A Bonds			
5	To approve the Proposed Diversification			

⁽¹⁾ If you wish to abstain or exercise all your votes "For" or "Against", please tick within the box provided. Alternatively, please indicate the number of votes as appropriate.

Dated thisday of2022

.....
Signature(s) of Shareholder(s) or,
Common Seal of Corporate Shareholder

* Delete where inapplicable

Total Number of Shares in:	No. of Shares
(i) CDP Register	
(ii) Register of Members	
Total	

PROXY FORM

Notes:

1. The Proxy Form will be sent to Shareholders solely by electronic means via publication on the SGXNET at the URL <https://www.sgx.com/securities/company-announcements>. Printed copies of the proxy form will NOT be despatched to Shareholders.
2. Please insert the total number of Shares held by you. If you have Shares entered against your name in the Depository Register (as defined in Section 81SF of the Securities and Futures Act 2001), you should insert that number of Shares. If you have Shares registered in your name in the Register of Members of the Company, you should insert that number of Shares. If you have Shares entered against your name in the Depository Register and Shares registered in your name in the Register of Members, you should insert the aggregate number of Shares entered against your name in the Depository Register and registered in your name in the Register of Members. If no number is inserted, the instrument appointing the proxy(ies) shall be deemed to relate to all the Shares held by you.
3. Shareholders who wish to appoint proxy(ies) (other than the Chairman of the EGM) to vote "live" at the EGM on their behalf must complete and submit this Proxy Form (with valid email address for each prox(ies)) in accordance with the instructions below by 10.00 a.m. on 23 November 2022.
4. In appointing the Chairman of the EGM as proxy, a member of the Company (whether individual or corporate) must give specific instructions as to his/her/its manner of voting, or abstentions from voting, in the proxy form, failing which the appointment will be treated as invalid. In appointing any other persons as proxy, if no specific direction as to voting is given, the proxy/proxies will vote or abstain from voting at his/her/their discretion, as he/she/they will on any other matter arising at the Meeting and at any adjournment thereof.
5. A Shareholder (who is not a Relevant Intermediary) entitled to attend and vote at a meeting of the Company is entitled to appoint one or two proxies to attend and vote on his/her/its behalf. A proxy need not be a Shareholder. Where a Shareholder (other than a Relevant Intermediary) appoints two (2) proxies, the appointments shall be invalid unless he/she/it specifies the number of Shares or proportion of his/her/its shareholding to be represented by each proxy.
6. A Shareholder who is a Relevant Intermediary* may appoint more than two (2) proxies to attend and vote at the EGM, but each proxy must be appointed to exercise the rights attached to a different Share or Shares held by such Shareholder. Where such Shareholder appoints two (2) or more proxies, the appointments shall be invalid unless such member specifies the number of Shares to be represented by each proxy.

* A Relevant Intermediary is:

- (a) a banking corporation licensed under the Banking Act 1970, or a wholly-owned subsidiary of such a banking corporation, whose business includes the provision of nominee services and who holds shares in that capacity;
 - (b) a person holding a capital markets services licence to provide custodial services for securities under the Securities and Futures Act 2001, and who holds shares in that capacity; or
 - (c) the Central Provident Fund Board established by the Central Provident Fund Act 1953 of Singapore, in respect of shares purchased under the subsidiary legislation made under that Act providing for the making of investments from the contributions and interest standing to the credit of members of the Central Provident Fund, if the Central Provident Fund Board holds those shares in the capacity of an intermediary pursuant to or in accordance with that subsidiary legislation.
7. The instrument appointing a proxy must be deposited (i) by post at the office of the Company's share registrar, M & C Services Pte. Ltd. (the "**Share Registrar**"), at 112 Robinson Road 05-01, Singapore 068902, or (ii) by electronic mail to gpb@mncsingapore.com enclosing a clear scanned completed and signed Proxy Form. The Proxy Form must be received by the Company not less than 48 hours before the time appointed for the EGM. **Shareholders are strongly encouraged to submit completed Proxy Forms via email.**
 8. The instrument appointing a proxy must be under the hand of the appointor or of his/her/its attorney duly authorised in writing.
 9. Where the instrument appointing a proxy is executed by a corporation, it must be executed either under its seal or under the hand of an officer or attorney duly authorized.
 10. Where the instrument appointing a proxy is signed on behalf of the appointor by an attorney, the letter or the power of attorney or other authority, if any, or a duly certified true copy thereof shall (failing previous registration with the Company) be duly stamped (if required by law) and be deposited by post to the office of the Share Registrar, or by electronic mail to gpb@mncsingapore.com, and must be received by the Company not less than 48 hours before the time for holding the EGM or adjourned meeting at which the person named in the instrument proposes to vote and in default the instrument of proxy shall not be treated as valid.

General:

The Company shall be entitled to reject the instrument appointing a proxy or proxies if it is incomplete, improperly completed or illegible, or where the true intentions of the appointor are not ascertainable from the instructions of the appointor specified in the instrument appointing a proxy or proxies. In addition, in the case of shares entered in the Depository Register, the Company may reject any instrument appointing a proxy or proxies lodged if the Shareholder, being the appointor, is not shown to have shares entered against his name in the Depository Register as at 72 hours before the time appointed for holding the EGM, as certified by The Central Depository (Pte) Limited to the Company.

Personal Data Privacy:

By submitting an instrument appointing a proxy(ies) and/or representatives, the Shareholder accepts and agrees to the personal data privacy terms set out in the Notice of EGM dated 10 November 2022.