M M P RESOURCES LIMITED

(Incorporated in the Republic of Singapore)
(Registration No: 200613299H)

ADVISORY SERVICES AGREEMENT

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1. INTRODUCTION

The board of directors (the "**Board**") of MMP Resources Limited (the "**Company**" and together with its subsidiaries, the "**Group**") wishes to announce that it has entered into an advisory services agreement (the "**Advisory Services Agreement**") with Maiora Asset Pte. Ltd. ("**Maiora Asset**") and Maiora Asian Structured Finance Fund ("**MASFF**") on 21 September 2017 whereby Maiora Asset and MASFF shall provide the Company with advisory services for a term of twelve months (the "**Term**").

2. INFORMATION ON MAIORA ASSET AND MASFF

2.1 Maiora Asset

Maiora Asset is a registered fund management company based in Singapore with an Asian focus. Maiora Asset's management team has more than sixty years of experience in Asia and Japan, and, since 2013, has been involved in more than US$600 million in structured debt deals within the Asia region. Maiora Asset conducts financing, as well as renewable energy businesses across Asia. MASFF is a fund managed by Maiora Asset.

2.1 MASFF

MASFF is a fund which invests in primary loans with outstanding risk reward characteristics across the Asia Pacific. The fund focuses on structured lending in Asia, but previously provided a bridge loan for solar plants in Japan as well as a senior loan to an Indonesian coal mine and various Japanese Mezzanine Real Estate Loans. MASFF is not a competitor of the Company nor does it have any businesses that compete with the Company.

As at the date of this announcement, MASFF is a controlling shareholder of the Company, with an interest in an aggregate of 457,537,500 shares in the Company, representing approximately 19.52% of the issued and paid-up share capital of the Company.

3. THE ADVISORY SERVICE AGREEMENT

3.1 In consideration for the financial advisory services to be provided to the Company by MASFF, the Company shall pay a fee of US$650,000* for its services for the Term to MASFF. The fee is based on current regulations and market practices.

* Fees are based on current regulations and market practices. Should there be changes which impact the scope of services or MAM and/or MASFF is/are unable to complete the proposed structure, discussion with the Company's Board will be held to revise the fees.

3.2 In consideration for the fundraising and mergers and acquisitions advisory services to be provided to the Company by Maiora Asset, the Company shall pay Maiora Asset as follows:

(i) in respect of the completion of successful fundraising activities, 2% of the funds successfully raised which shall be payable upon the drawdown of the funds; and

(ii) in respect of successful mergers and acquisitions, 5% of the value of the target introduced to the Company by Maiora Asset, and the successful acquisition of which was facilitated by Maiora Asset, which shall be payable upon the closing of the merger and/or acquisition.

4. RATIONALE AND BENEFITS OF THE INTEREST PERSON TRANSACTION ("IPT")

The Company is view of that the entry of Advisory Services Agreement is beneficial to the Group as it would enable the Group to continue its operations and in support of the Group's construction opportunities in Tier-1 markets, with a specific focus on the Travel, Hospitality and Leisure industry.

5. INTERESTED PERSON TRANSACTION

Mr Christopher Michael Peck and Mr Jason N Block are Directors of the Company.

As of date of the announcement, Mr Christopher Michael Peck is a Director of Maiora Asset and holds 25% of the total shares of Maiora Asset. Mr Jason N Block holds 25% of the total shares of Maiora Asset.

Mr Christopher Michael Peck and Mr Jason N Block are treated as the interested persons and the entry of Advisory Service Agreement between the Company, Maiora Asset and MASFF are aggregated for the purpose of assessing the value of the IPT pursuant Rule 904(5) of the Listing Manual of the Singapore Exchange Securities Trading Limited ("**Listing Manual**").

Based on the Company's audited financial statements for the financial year ended 31 December 2016, the value of services provided under Advisory Services Agreement exceeds 5% of the Company's net tangible assets ("**NTA**"). As such, the Group is making this announcement on the IPT pursuant to Rule 906 of the Listing Manual and the IPT is

subject to the shareholders' approval at an extraordinary general meeting ("**EGM**") of the Company to be convened.

Detail of the IPT entered into the Company, Maiora Asset and MASFF is as follows:

Transaction	Amount (S$)	Percentage of Group's latest audited NTA (%) [1]
Provision of financial advisory services, fundraising service and mergers and acquisition services to the Company	S$878,670[2]	153

Notes:

(1) The Group's latest audited NTA amount to S$572,000.
(2) Based on the effective exchange rate of US$1: S$ 1.3518 as at 21 September 2017.

The Company intends to convene an EGM to seek shareholders' approval on the IPT and that a circular containing the notice of EGM and the details of the IPT will be dispatched to shareholders in due course.

6. AUDIT COMMITTEE'S STATEMENT

The Audit Committee of the Company has reviewed the Advisory Services Agreement and is of the view that the IPT is on normal commercial terms and is not prejudicial to the interest of the Company and its minority shareholders.

7. INTERESTS OF DIRECTORS AND SUBSTANTIAL SHAREHOLDERS

The interests of the Directors of the Company and substantial shareholders of the Company in the shares of the Company (the "**Shares**") as at the date of this announcement, as recorded in the Register of Directors' Shareholdings and the Register of substantial shareholders, are as follows:

	Direct Interests		**Deemed Interests**	
	No. of Shares	**%**	**No. of Shares**	**%**
Directors				
Drew Ethan Madacsi	100,000,000	4.27	-	-
Christopher Michael Peck	-	-	457,537,500	19.52
Jason N Block			457,537,500	19.52

Substantial Shareholders				
Maiora Asian Structured Finance Segregated Portfolio	-	-	457,537,500	19.52

Save as disclosed in this announcement and other than through their respective shareholdings in the Company, none of the Directors, or to the best of the Directors' knowledge, substantial shareholders of the Company has any interest, direct or indirect in the Advisory Services Agreement.

8. DIRECTORS' RESPONSIBILITY STATEMENT

The Directors collectively and individually accept full responsibility for the accuracy of the information given in this announcement and confirm, after making all reasonable enquiries that to the best of their knowledge and belief, this announcement constitutes full and true disclosure of all material facts about the Facility and the Agreement, the Company and its subsidiaries, and the Directors are not aware of any facts the omission of which would make any statement in this announcement misleading. Where information in this announcement has been extracted from published or otherwise publicly available sources or obtained from a named source, the sole responsibility of the Directors has been to ensure that such information has been accurately and correctly extracted from those sources and/or reproduced in this announcement in its proper form and context.

BY ORDER OF THE BOARD

Chong Chee Meng Gerard
Lead Independent Director
22 September 2017