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**ACQUISITION OF 50% INTEREST IN BROOKS RANGE PETROLEUM CORPORATION LLC**

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**1. Introduction**

The Board of Directors (the “**Board**”) of Alpha Energy Holdings Limited (the “**Company**” and together with its subsidiaries, the “**Group**”) wishes to announce that its indirect wholly owned subsidiary, JK North Slope, LLC (the “**Purchaser**”), has on 1 October 2015 entered into a sale and purchase agreement (the “**Agreement**”) with JC Oil Ventures Limited (the “**Vendor**”) to acquire 50% interest (“**Sale Shares**”) in Brooks Range Petroleum Corporation LLC (the “**Target**”) from the Vendor for a cash consideration of US\$10,000 (equivalent to approximately S\$14,200<sup>1</sup>) (“**Consideration**”) (“**Acquisition**”).

**2. Information on the Target**

The Target is a company incorporated with limited liability under the laws of Alaska, United States of America on 5 April 2004. The principal activity of the Target is the provision of project management services to the petroleum industry, including that as an Operator for drilling and developing oil and gas leases. The Target’s current principal place of operations is on the North Slope of Alaska and its offices are located in Anchorage, Alaska. The remaining 50% interest in the Target is held by unrelated third parties.

The Target is the Operator of the Mustang Project in which the Group currently has a 38.2% working interest. The Mustang Project is located on the North Slope, Alaska and the Target receives fees for the management of all operational and commercial matters associated with the Mustang Project.

The Target also receives project management fees as a project manager for the construction of the Mustang Operations Centre (“**MOC**”). The construction of the MOC is being financed by third parties at a cost of approximately USD\$200 million. When construction of the MOC is completed, the Group will lease the facility to process crude oil from the Mustang Project. Further information on the Target can be found at [www.brooksrangepetro.com](http://www.brooksrangepetro.com).

As at 31 March 2015, the unaudited net tangible asset of the Target<sup>2</sup> was US\$379,987 (equivalent to approximately S\$491,323)<sup>3</sup>. The unaudited profit before tax of the Target<sup>2</sup> for the 12 months ended 31 March 2015 was US\$506,336 (equivalent to approximately S\$654,692)<sup>3</sup>.

**3. Principal Terms of the Acquisition****3.1 Sale Shares**

The Acquisition involves the acquisition of the Sale Shares, free from all encumbrances.

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<sup>1</sup> Unless otherwise stated, all conversions of US\$ amounts to S\$ in this announcement that relate to Consideration shall be based on the exchange rate of US\$1.00 to S\$1.42.

<sup>2</sup> The net tangible assets and profit before tax are for 100% of the Target.

<sup>3</sup> Unless otherwise stated, all conversions of US\$ amounts to S\$ in this announcement that relate to balance sheet or profit items shall be based on the exchange rate of US\$1.00 to S\$1.293.

### 3.2 Consideration

The Consideration of US\$10,000 (equivalent to approximately S\$14,200 is paid in cash on Completion (as defined herein). The Consideration was arrived based on arm's length negotiations between the parties after an assessment by the Group of the Target, taking into consideration the prevailing market conditions and the business prospects of the Target.

### 3.3 Material Conditions and Completion

There are no other material conditions attached to the Acquisition. The completion of the Acquisition ("**Completion**") is on 1 October 2015, with an effective date of 31 August 2015.

## 4. Rationale for and Benefits of the Acquisition

The Group is of the view that the Acquisition will allow it to better control the development of its Mustang Project. It will also give the Group an immediate operational presence in North America and in particular, Alaska, from which the Group can seek to expand its operations to other project areas other than the Mustang Project.

The Acquisition also enables the Group to capture the operator fees and project management fees generated by the Target.

## 5. Source of Funds for the Acquisition

The Acquisition shall be funded through the Group's internal cash resources.

## 6. Financial Effects of the Acquisition

Purely for illustrative purposes, the financial effects of the Group as set out below are prepared based on the latest audited financial statements of the Group and the unaudited financial statements of the Target for the financial year ended 31 March 2015 ("**FY2015**") and taking into consideration the issuance of 64,000,000 new ordinary shares in the issued share capital of the Company pursuant to the exercise of share options of the Company by an existing shareholder on 10 September 2015.

### Net Tangible Asset Per Share

Assuming that the Acquisition had been effected on 31 March 2015, the effects of the Acquisition on the Group's net tangible assets ("**NTA**") per share would be as follows:

	<b>Before Acquisition</b>	<b>After Acquisition</b>
<b>NTA (S\$)</b>	74,893,854	75,125,316
<b>Number of shares issued (excluding treasury shares)</b>	354,939,065	354,939,065
<b>NTA per share (Singapore cents)</b>	21.10	21.17

### **Earnings Per Share**

Assuming that the Acquisition has been effected on 1 April 2014, the effects of the Acquisition on the Group's earnings per share ("**EPS**") would be as follows:

	<b>Before Acquisition</b>	<b>After Acquisition</b>
<b>Net profit attributable to Shareholders (S\$)</b>	1,253,694	1,506,862
<b>Number of shares issued</b>	354,939,065	354,939,065
<b>EPS (Singapore cents)</b>	0.35	0.42

### **7. Relative Figures under Chapter 10 of the Catalist Rules**

The relative figures for the Acquisition computed on the bases set out in Rule 1006 of Section B: Rules of Catalist of the Listing Manual of the SGX-ST ("**Catalist Rules**") and based on the Group's latest announced audited consolidated financial statements for FY2015 are set out below:

	<b>Relative Figures</b>
<b>Rule 1006 (a)</b> The net asset value of the assets to be disposed of, compared with the group's net asset value	Not Applicable
<b>Rule 1006 (b)</b> The net profit before tax attributable to 50% of the Target of S\$327,372, compared with the Group's profit before tax of S\$1,336,513 for FY2015	24.49%
<b>Rule 1006 (c)</b> Aggregate value of the Consideration of US\$10,000 (equivalent to approximately S\$14,200), compared with the market capitalization of the Company as at 30 September 2015 of approximately S\$56,435,311 <sup>(1)</sup>	0.03%
<b>Rule 1006 (d)</b> The number of equity securities issued by the Company as consideration for an acquisition, compared with the number of equity securities previously in issue	Not Applicable
<b>Rule 1006 (e)</b> The aggregate volume or amount of proven and probable reserves to be disposed of, compared with the aggregate of the Group's proven and probable reserves	Not Applicable

Note:

- (1) The Company's market capitalization of approximately S\$56,435,311 is determined by multiplying the issued share capital of the Company of 354,939,065 shares with the volume weighted average price of such shares transacted on 30 September 2015 of S\$0.159 per share.

Based on the above, as the relative figure for the Acquisition computed on the bases set out in Rule 1006(b) of the Catalist Rules exceeds 5% but is less than 75%, the Acquisition constitutes a "discloseable transaction" under Rule 1010 of the Catalist Rules.

**8. Service Contract**

No new Director will be appointed to the Board in connection with the Acquisition.

**9. Interest of the Directors and Substantial Shareholders**

None of the Directors or substantial shareholders of the Company has any interest, direct or indirect, in the Acquisition, save through their respective shareholdings in the Company (if any).

**10. 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 Acquisition, the Company and its subsidiaries, and the Directors are not aware of any facts the omission of which would make any statement in this announcement misleading. Where information in the 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.

**11. Inspection of Document**

The Agreement is available for inspection during normal business hours at the business address of the Company at 15 Hoe Chiang Road, Tower Fifteen #12-05, Singapore 089316 for a period of three (3) months from the date of this announcement.

**By Order of the Board**

Lynn Wan Tiew Leng  
Company Secretary  
1 October 2015

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

*The Sponsor has also not drawn on any specific technical expertise in its review of this announcement.*

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

*The contact person for the Sponsor is Mr Lance Tan, Director, Continuing Sponsorship, at 16 Collyer Quay, #10-00 Income at Raffles, Singapore 049318, telephone (65) 6229 8088.*