

ALLIANCE MINERAL ASSETS LIMITED

(Company Registration Number: ACN 147 393 735)
(Incorporated in Australia on 6 December 2010)

NOTICE OF EXTRAORDINARY GENERAL MEETING

All capitalised terms in this notice which are not defined herein shall have the same meanings ascribed to them in the circular to shareholders of the Company dated 20 August 2018 ("**Circular**").

NOTICE IS HEREBY GIVEN that an Extraordinary General Meeting ("**EGM**") of ALLIANCE MINERAL ASSETS LIMITED ("**Company**") will be held on 21 September 2018 at 2.00 p.m. (Singapore time) at The SAF Warrant Office and Specialist Club, Carnation Room 1 & 2, Level 3, 48 Boon Lay Way, Singapore 609961, for the purpose of considering and, if thought fit, passing with or without modifications, the following resolutions.

ORDINARY RESOLUTION 1:

PROPOSED ACQUISITION OF 100% OF THE ISSUED AND PAID-UP SHARE CAPITAL OF TAWANA RESOURCES NL THROUGH THE IMPLEMENTATION OF THE PROPOSED SCHEME, AS A MAJOR TRANSACTION UNDER CHAPTER 10 OF THE CATALIST RULES, AND THE PROPOSED ISSUANCE AND ALLOTMENT OF UP TO AN AGGREGATE OF 656,458,437 NEW ALLIANCE SHARES IN CONNECTION WITH THE PROPOSED SCHEME

That:

- (a) approval be and is hereby given, for the Company to acquire all of the Tawana Shares through the implementation of the Proposed Scheme, as a major transaction under Chapter 10 of the Catalist Rules, and the proposed issuance and allotment of up to an aggregate of 656,458,437 new Alliance Shares in connection with the Proposed Scheme;
- (b) the Alliance Directors and any of them be and are hereby authorised to do all acts and things and execute all documents as they or he may consider desirable, expedient or necessary to give effect to the Proposed Scheme and Proposed Issuance and Allotment (including any transactions ancillary to, in connection with, or arising out of, the Proposed Scheme and Proposed Issuance and Allotment and otherwise contemplated by this ordinary resolution or the Circular), including without limitation, approving any amendments, alterations and/or modifications to the Proposed Scheme and Proposed Issuance and Allotment to the extent considered to be in the best interests of the Company by the Alliance Directors acting in good faith; and
- (c) any acts, matters and things done or performed, and/or documents signed, executed, sealed or delivered by an Alliance Director to give effect to the Proposed Scheme and Proposed Issuance and Allotment (including any transactions ancillary to, in connection with, or arising out of, the Proposed Scheme and Proposed Issuance and Allotment or otherwise contemplated by this ordinary resolution or the Circular) be and are hereby approved, confirmed or ratified.

ORDINARY RESOLUTION 2:

PROPOSED INCREASE TO NON-EXECUTIVE DIRECTOR FEES IN CONNECTION WITH THE EXPANDED MERGED GROUP BOARD

That subject to and contingent upon the passing of Ordinary Resolution 1:

- (a) approval be and is hereby given, for the Proposed Increase to Non-Executive Director Fees in connection with the expanded Merged Group Board, whereby the Company will be permitted to pay its non-executive Directors fees up to a maximum of A\$800,000 for each financial year;
- (b) the Alliance Directors and any of them be and are hereby authorised to do all acts and things and execute all documents as they or he may consider desirable, expedient or necessary to give effect to the Proposed Increase to Non-Executive Director Fees (including any transactions ancillary to, in connection with, or arising out of, the Proposed Increase to Non-Executive Director Fees or otherwise contemplated by this ordinary resolution or the Circular), including without limitation, approving any amendments, alterations and/or modifications to the Proposed Increase to Non-Executive Director Fees to the extent considered to be in the best interests of the Company by the Alliance Directors acting in good faith; and
- (c) any acts, matters and things done or performed, and/or documents signed, executed, sealed or delivered by an Alliance Director to give effect to the Proposed Increase to Non-Executive Director Fees (including any transactions ancillary to, in connection with, or arising out of, the Proposed Increase to Non-Executive Director Fees or otherwise contemplated by this ordinary resolution or the Circular) be and are hereby approved, confirmed or ratified.

Voting Exclusion Statement

In accordance with section 250BD of the Corporations Act, a vote on this resolution must not be cast by a person appointed as a proxy, where that person is either a member of the Key Management Personnel or a Closely Related Party of such member.

However, a vote may be cast by such person if the vote is not cast on behalf of a person who is otherwise excluded from voting, and:

- (a) the person is appointed as a proxy and the appointment specifies how the proxy is to vote; or
- (b) the person appointed as proxy is the Chairperson and the appointment does not specify how the Chairperson is to vote but expressly authorises the Chairperson to exercise the proxy even if the resolution is connected with the remuneration of a member of the Key Management Personnel.

SPECIAL RESOLUTION 1:

PROPOSED AMENDMENTS TO THE CONSTITUTION IN CONNECTION WITH THE PROPOSED DUAL LISTING

That subject to and contingent upon the passing of Ordinary Resolution 1:

- (a) approval be and is hereby given, for the Proposed Amendments to the Constitution in connection with the Proposed Dual Listing as described in the Circular and the adoption of the proposed New Constitution as set out in Appendix G to the Circular;
- (b) the Alliance Directors and any of them be and are hereby authorised to do all acts and things and execute all documents as they or he may consider desirable, expedient or necessary to give effect to the Proposed Amendments to the Constitution (including any transactions ancillary to, in connection with, or arising out of, the Proposed Amendments to the Constitution or otherwise contemplated by this special resolution or the Circular), including without limitation, approving any amendments, alterations and/or modifications to the Proposed Amendments to the Constitution to the extent considered to be in the best interests of the Company by the Alliance Directors acting in good faith; and
- (c) any acts, matters and things done or performed, and/or documents signed, executed, sealed or delivered by an Alliance Director to give effect to the Proposed Amendments to the Constitution (including any transactions ancillary to, in connection with, or arising out of, the Proposed Amendments to the Constitution or otherwise contemplated by this special resolution or the Circular) be and are hereby approved, confirmed or ratified.

By Order of the Board

ALLIANCE MINERAL ASSETS LIMITED

Ms. Fiona Leaw Mun Ni
Mr. Shaun Menezes
Joint Company Secretaries

20 August 2018

Notes:

- (1) A shareholder of the Company entitled to attend and vote at the EGM may appoint not two proxies to attend and vote in his/her stead. A shareholder of the Company which is a corporation is entitled to appoint its authorised representative or proxy to vote on its behalf. A proxy need not be a shareholder of the Company.
- (2) Intermediaries such as banks and capital markets services licence holders which provide custodial services and are shareholders of the Company may appoint more than two proxies provided that each proxy is appointed to exercise the rights attached to different shares held by the shareholder.
- (3) If a proxy is to be appointed, the instrument appointing a proxy must be duly deposited at the registered office of the Company at Lakeside Corporate Building Unit 6, 24 Parkland Road, Osborne Park, WA 6017, Australia, or the Company's share registrar's office at Boardroom Corporate & Advisory Services Pte. Ltd., 50 Raffles Place, #32-01 Singapore Land Tower, Singapore 048623, not later than 48 hours before the time appointed for the holding of the EGM.
- (4) The instrument appointing a proxy must be signed by the appointor or his attorney duly authorised in writing. Where the instrument appointing a proxy is executed by a corporation, it must be executed either under its common seal or under the hand of any officer or attorney duly authorised.
- (5) A Depositor's name must appear on the Depository Register maintained by The Central Depository (Pte) Limited as at 72 hours before the time fixed for holding the EGM in order for the Depositor to be entitled to attend and vote at the EGM.
- (6) Terms not defined in this Notice of EGM shall have the meanings ascribed to them in the circular to shareholders dated 20 August 2018.

PERSONAL DATA PRIVACY:

Where a member of the Company submits an instrument appointing a proxy(ies) and/or representative(s) to attend, speak and vote at the EGM and/or any adjournment thereof, a member of the Company (i) consents to the collection, use and disclosure of the member's personal data by the Company (or its agents) for the purpose of the processing and administration by the Company (or its agents) of proxies and representatives appointed 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 member discloses the personal data of the member's proxy(ies) and/or representative(s) to the Company (or its agents), the member 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 member will indemnify the Company in respect of any penalties, liabilities, claims, demands, losses and damages as a result of the member's breach of warranty.

GLOSSARY:

Closely Related Party of a member of the Key Management Personnel means:

- (a) spouse or a child of the member;
- (b) a child of the member's spouse;
- (c) a dependent of the member or the member's spouse;
- (d) anyone else who is one of the member's family and may be expected to influence the member, or be influenced by the member, in the member's dealing with the entity;
- (e) a company the member controls; or
- (f) a person prescribed by the *Corporations Regulations 2001* (Cth) for the purposes of the definition of "closely related party" in the *Corporations Act 2001* (Cth)

Key Management Personnel has the same meaning as in the accounting standards issued by the Australian Accounting Standards Board and means those persons having authority and responsibility for planning, directing and controlling the activities of the Company, or if the Company is part of the consolidated entity, of the consolidated entity, directly or indirectly, including any director (whether executive or otherwise) of the Company, or if the Company is part of a consolidated entity, of an entity within the consolidated group.