



ALLIANCE MINERAL ASSETS LIMITED
(Company Registration Number: ACN 147 393 735)
(Incorporated in the Australia on 6 December 2010)

NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN that an Extraordinary General Meeting ("EGM") of ALLIANCE MINERAL ASSETS LIMITED (the "Company") will be held on 4 June 2018 at 2.00 p.m. (Singapore time) at The SAF Warrant Office and Specialist Club, Hibiscus Room 1 & 2, Level 1, 48 Boon Lay Way, Singapore 609961, for the purpose of considering and, if thought fit, passing with or without modifications, the following resolutions.

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 11 May 2018 ("Circular").

ORDINARY RESOLUTIONS

RESOLUTION 1:

PROPOSED ALLOTMENT AND ISSUANCE OF 23,875,115 PLACEMENT SHARES TO BURWILL HOLDINGS LIMITED

Resolved that:

- (a) approval be and is hereby given to the Directors to allot and issue a total of 23,875,115 Placement Shares to Burwill Holdings Limited; and
- (b) the Directors and each of them (other than Chan Hung Chiu Eddy) be and are hereby authorised to do all acts and things to give effect to this resolution in their discretion.

RESOLUTION 2:

PROPOSED ALLOTMENT AND ISSUANCE OF 2,250,000 COMPENSATION SHARES TO PAULINE GATELY, THE INDEPENDENT NON-EXECUTIVE CHAIRPERSON OF THE COMPANY

Resolved that:

- (a) the allotment and issuance of 2,250,000 Compensation Shares to Pauline Gately be approved; and
- (b) the Directors and each of them (other than Pauline Gately) be and are hereby authorised to do all acts and things to give effect to this resolution in their discretion.

The Chairperson in relation to this resolution, who will not be Pauline Gately, intends to vote undirected proxies in favour of this resolution.

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.

RESOLUTION 3:

PROPOSED ALLOTMENT AND ISSUANCE OF 250,000 COMPENSATION SHARES TO ONG KIAN GUAN, THE INDEPENDENT NON-EXECUTIVE DIRECTOR OF THE COMPANY

Resolved that:

- (a) the allotment and issuance of 250,000 Compensation Shares to Ong Kian Guan be approved; and
- (b) the Directors and each of them (other than Ong Kian Guan) be and are hereby authorised to do all acts and things to give effect to this resolution in their discretion.

The Chairperson intends to vote undirected proxies in favour of this resolution.

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.

RESOLUTION 4:

PROPOSED ALLOTMENT AND ISSUANCE OF 250,000 COMPENSATION SHARES TO MAHTANI BHAGWANDAS, THE INDEPENDENT NON-EXECUTIVE DIRECTOR OF THE COMPANY

Resolved that:

- (a) the allotment and issuance of 250,000 Compensation Shares to Mahtani Bhagwandas be approved; and
- (b) the Directors and each of them (other than Mahtani Bhagwandas) be and are hereby authorised to do all acts and things to give effect to this resolution in their discretion.

The Chairperson intends to vote undirected proxies in favour of this resolution.

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.

RESOLUTION 5:

PROPOSED ALLOTMENT AND ISSUANCE OF 3,750,000 COMPENSATION SHARES TO TJANDRA ADI PRAMOKO, THE FORMER CHIEF EXECUTIVE OFFICER OF THE COMPANY

Resolved that:

- (a) the allotment and issuance of 3,750,000 Compensation Shares to Tjandra Adi Pramoko be approved; and
- (b) the Directors and each of them (other than Suen Sze Man) be and are hereby authorised to do all acts and things to give effect to this resolution in their discretion.

The Chairperson intends to vote undirected proxies in favour of this resolution.

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.

RESOLUTION 6:

PROPOSED ALLOTMENT AND ISSUANCE OF 3,750,000 COMPENSATION SHARES TO SUEN SZE MAN, THE FORMER EXECUTIVE DIRECTOR AND THE CURRENT NON-INDEPENDENT NON-EXECUTIVE DIRECTOR OF THE COMPANY

Resolved that:

- (a) the allotment and issuance of 3,750,000 Compensation Shares to Suen Sze Man be approved; and
- (b) the Directors and each of them (other than Suen Sze Man) be and are hereby authorised to do all acts and things to give effect to this resolution in their discretion.

The Chairperson intends to vote undirected proxies in favour of this resolution.

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.

RESOLUTION 7:

PROPOSED ALLOTMENT AND ISSUANCE OF 1,125,000 COMPENSATION SHARES TO LEAW MUN NI, THE COMPANY SECRETARY OF THE COMPANY

Resolved that:

- (a) the allotment and issuance of 1,125,000 Compensation Shares to Leaw Mun Ni be approved; and
- (b) the Directors and each of them be and are hereby authorised to do all acts and things to give effect to this resolution in their discretion.

The Chairperson intends to vote undirected proxies in favour of this resolution.

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.

RESOLUTION 8:

PROPOSED ALLOTMENT AND ISSUANCE OF 1,125,000 COMPENSATION SHARES TO SHAUN MENEZES, THE CHIEF FINANCIAL OFFICER AND JOINT COMPANY SECRETARY OF THE COMPANY

Resolved that:

- (a) the allotment and issuance of 1,125,000 Compensation Shares to Shaun Menezes be approved; and
- (b) the Directors and each of them be and are hereby authorised to do all acts and things to give effect to this resolution in their discretion.

The Chairperson intends to vote undirected proxies in favour of this resolution.

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.

RESOLUTION 9:

PROPOSED ALLOTMENT AND ISSUANCE OF 750,000 COMPENSATION SHARES TO TONY DOMINKOVICH, THE PROJECT DIRECTOR OF THE COMPANY

Resolved that:

- (a) the allotment and issuance of 750,000 Compensation Shares to Tony Dominkovich be approved; and
- (b) the Directors and each of them be and are hereby authorised to do all acts and things to give effect to this resolution in their discretion.

The Chairperson intends to vote undirected proxies in favour of this resolution.

By Order of the Board

Alliance Mineral Assets Limited

Leaw Mun Ni

Company Secretary

11 May 2018

Notes:

- (1) A shareholder of the Company entitled to attend and vote at the EGM may appoint not more than 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 6017, Western 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, or by email to admin@alliancemineralassets.com.au 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 48 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 11 May 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) a spouse or a child of the member;
- (b) a child of the member's spouse;
- (c) a dependent of 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.