



ALLIANCE MINERAL  
ASSETS LIMITED

24 MAY 2019

**CORPORATE DIRECTORY**

**Non-Executive Chairman**

Geoff McNamara

**Managing Director**

Mark Calderwood

**Executive Director – Operations**

Mark Turner

**Non-Executive Directors**

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## RECEIPT OF LISTING AND QUOTATION NOTICE IN RESPECT OF STRATEGIC PLACEMENTS; PROPOSED ISSUE OF ADVISOR SHARES

Further to its announcement on 16 May 2019 (**Placement Announcement**), Alliance Mineral Assets Limited (ASX: A40; SGX: 40F) (**Company** or **Alliance**) is pleased to announce that the Company has received a listing and quotation notice from the Singapore Exchange Securities Trading Limited (**SGX-ST**) on 23 May 2019 (**LQN**), in respect of the listing and quotation on the Catalist Board of the SGX-ST of up to 168,625,000 new Shares (**New Shares**) to be issued pursuant to the Institutional Placement, Conditional Placement and as Placement Fee Shares (each as defined and further detailed in the Placement Announcement).

### Details of the Listing and Quotation Notice

The Institutional Placement Shares (as defined in the Placement Announcement) and the associated Placement Fee Shares will be issued within 7 SGX-ST market days from the date of the LQN.

The listing and quotation of the New Shares on the Catalist Board is subject to compliance with the SGX-ST's listing requirements.

In addition, the listing and quotation of the Conditional Placement Shares (as defined in the Placement Announcement) is subject to shareholder approval at an extraordinary general meeting to be convened (**EGM**). A notice of meeting containing the terms and conditions of the Conditional Placement Shares will be despatched to shareholders in due course. If approved by shareholders at the EGM, the Conditional Placement Shares have to be issued within 7 SGX-ST market days from the date of the EGM, and the associated Placement Fee Shares within 7 SGX-ST market days from the completion date of the Conditional Placement.

The LQN granted by the SGX-ST is not to be taken as an indication of the merits of the Institutional Placement, the Conditional Placement, the Placement Shares, the Placement Fee Shares, the Company, its subsidiaries and their securities.

### Proposed issue of Advisor Shares

The Company has also today agreed to issue 2,500,000 new fully paid ordinary shares in the Company at the issue price of A\$0.20 per share (**Advisor Shares**) in lieu of a portion of the financial advisory fee payable to Canaccord Genuity (Australia) Limited (**Advisor**) relating to the merger between the Company and Tawana Resources NL, as the Advisor elected to receive part of their fee as Shares. Further details regarding the Advisor Shares are set out in the annexure to this announcement.

The Company will also apply for quotation of the New Shares and the Advisor Shares on ASX upon issue.

Alexei Fedotov  
Company Secretary

## Annexure – Catalyst Rules Information

The following information regarding the Advisor Shares is provided for the purposes of the Catalyst Rules.

### Details about the Advisor Shares

The Advisor Shares represent approximately 0.19% of the Company's existing issued share capital of 1,305,297,411 Shares as at the date of this announcement (**Existing Share Capital**) and approximately 0.18% of the Company's enlarged issued share capital of 1,425,922,411 Shares immediately after the completion of the Institutional Placements and the issue of the Placement Fee Shares related to the Institutional Placement and the Advisor Shares (**Enlarged Share Capital**). Assuming shareholder approval for the Conditional Placement is obtained and the issue of the Conditional Placement Shares and associated Placement Fee Shares completes, the Advisor Shares will represent approximately 0.17% of the Company's further enlarged issued share capital of 1,476,422,411 Shares.

The issue of the Advisor Shares is conditional on the Company receiving the approval from the SGX-ST for the listing of, and quotation for, the Advisor Shares on the Catalist Board of the SGX-ST (**LQN**) subject to such conditions specified in the LQN as may be acceptable to the Company and such approval not having been revoked or amended. Alliance will, through its Sponsor, be making an application to the SGX-ST for the LQN.

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

### Issue Price

The issue price for the Advisor Shares is A\$0.20 per Share (**Issue Price**), and represents a discount of approximately 6.96% to the VWAP of A\$0.2150 per Share based on trades done on the ASX on 23 May 2019 (being the full market day immediately preceding the agreement to issue the Advisor Shares). The SGD equivalent of the Offer Price for the Placement Shares is approximately S\$0.1899, which represents a premium of approximately 0.48% to the VWAP of S\$0.1890 per Share based on trades done on the SGX on 23 May 2019. The Issue Price was arrived at following arm's length negotiations between the Company and the Advisor, taking into account the prevailing Company's share price.

### No transfer of "controlling interest"

The issue of the Advisor Shares will not result in a transfer a "controlling interest" in the Company (as defined in the Catalyst Rules) under Catalyst Rule 803. The Advisor will not have any Board or management representation on Alliance in connection with the issue of the Advisor Shares and will not hold more than 5% of the issued share capital.

### Issue under General Mandate

The Advisor, its directors and shareholders are not a person set out as restricted persons under Catalyst Rule 812(1).

For the purposes of the Catalyst Rules, the Advisor Shares will be issued under the Company's general share mandate granted by shareholders at the annual general meeting of the Company held on 31 October 2018 (**2018 AGM**) (**General Mandate**) which authorises the directors of the Company to allot and issue Shares not exceeding 100% of the total number of issued Shares as at the date of the 2018 AGM, of which the aggregate number of Shares to be issued other than on a pro-rata basis to the existing shareholders shall not exceed 50% (excluding

“subsidiary holdings” as defined in the Catalist Rules). The number of issued Shares as at the date of the 2018 AGM was 659,471,907 Shares.

From the date of the 2018 AGM up to the date of this announcement, no securities have been issued pursuant to the General Mandate, however 118,125,000 Shares comprising the Institutional Placement Shares and the associated Placement Fee Shares will be issued pursuant to the General Mandate. The remaining maximum number of shares that can be issued under the General Mandate other than on a pro-rata basis is therefore 211,610,953 Shares. Accordingly, the proposed allotment and issue of 2,500,000 Advisor Shares falls within the remaining limit of the General Mandate.

### **Net proceeds**

No funds will be raised from the issue of the Advisor Shares as they are being issued in lieu of cash fees that would otherwise have been payable by the Company to the Advisor.

### **Information about the Advisor**

The Advisor is the Australian subsidiary of Canaccord Genuity Corp., a global, full-service investment bank focused on growth companies with operations worldwide.

The Advisor provided financial advice to the Company and its subsidiaries in the last 3 years, including acting as Financial Advisor, Lead Manager, Arranger and Underwriter on other corporate transactions as previously announced by the Company and its now subsidiaries.

As at the date of this announcement, the Advisor and its subsidiaries hold 31,445,726 (representing 2.41% of the Existing Share Capital) and 11,400,000 options that are exercisable into 11,400,000 new Shares. The Advisor may also be issued up to 6,125,000 Placement Fee Shares for acting as the Lead Manager and Arranger to the Institutional Placement and the Conditional Placement as detailed in the Placement Announcement.

### **Financial Effects**

There are no material financial effects to the Company from the issue of the Advisor Shares.

### **Interests of Directors and substantial shareholders**

The issue of the Advisor Shares does not materially affect the percentage holdings of substantial shareholders of the Company and the Advisor will not become a substantial shareholder as a result of the issue of the Advisor Shares.

Save as publicly disclosed or set out in this announcement and other than by way of their shareholding interests in the Company, to the best of Directors' knowledge, no connections exist between the Advisor and any substantial shareholders or Directors of the Company.

### **No Offer Information Document**

The issue of the Advisor Shares will be undertaken in accordance with the securities laws and regulations in the place of incorporation of the Company outside of Singapore and no offer information statement will be issued by the Company in connection therewith under the SFA.

## Directors' Responsibility Statement

The Directors (who may each have delegated detailed supervision of this announcement) collectively and individually accept full responsibility for the accuracy of the information given in this announcement and confirm, after making all reasonable enquiries that, as at the date hereof, to the best of their knowledge and belief, this announcement constitutes full and true disclosure of all material facts about the issue of the Institutional Placement Shares, Placement Fee Shares, the Advisor Shares and the Company and its subsidiaries. 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.

## Glossary

The following abbreviations and terms are used in this announcement.

ASX	ASX Limited (ABN 98 008 624 691) or the market operated by it known as the Australian Securities Exchange, as appropriate
ASX Listing Rules	the listing rules of the ASX
Catalist Rules	Listing Manual Section B: Rules of Catalist of the SGX
SFA	Securities and Futures Act (Chapter 289) of Singapore, as amended or modified from time to time
Shares	fully paid ordinary shares in the capital the Company
SGX	the financial market operated by SGX-ST, known as the "SGX"
SGX-ST	Singapore Exchange Securities Trading Limited
Sponsor	PrimePartners Corporate Finance Pte. Ltd.
VWAP	volume weighted average price for the stated period

The exchange rate of S\$0.94932:A\$1 as at 23 May 2019 has been used throughout this announcement.

## Forward Looking Statements

This announcement may contain forward looking statements and projections including regarding estimated resources and reserves, production and operating costs profiles, capital requirements and strategies and corporate objectives. Such forward looking statements/projections are estimates for discussion purposes only and should not be relied upon as representation or warranty, express or implied, of the Company. They are not guarantees of future performance and involve known and unknown risks, uncertainties and other factors many of which are beyond the control of the Company. The forward looking statements/projections are inherently uncertain and may therefore differ materially from results ultimately achieved.

While the information contained in this announcement has been prepared in good faith, neither the Company, nor any of its directors, officers, agents, employees or advisors make any representation or give any warranty, express or implied, as to the fairness, accuracy, completeness or correctness of the information, forward looking statement, opinions and conclusions contained in this announcement. Accordingly, to the maximum extent permitted by law, none of the Company, nor any of its directors, officers, employees, agents or advisers, nor any other person accepts any liability whether direct or indirect, express or limited, contractual, tortious, statutory or otherwise, in respect of the accuracy or completeness of the information or for any of the opinions contained in this announcement or for any errors, omissions or misstatements or for any loss, howsoever arising, from the use of this announcement. The Company disclaims any obligation to update or revise any forward looking statements based on new information, future events or otherwise except to the extent required by applicable laws.