

SOUTHERN ALLIANCE MINING LTD.
(the “Company”)
(Company Registration No.: 201931423D)
(Incorporated in the Republic of Singapore)

MINUTES OF EXTRAORDINARY GENERAL MEETING

PLACE	:	Held by way of electronic means
DAY & DATE	:	Friday, 20 August 2021
TIME	:	10.00 a.m.
PRESENT	:	As per the attendance list maintained by the Company.
IN ATTENDANCE	:	As per the attendance list maintained by the Company.
CHAIRMAN	:	Dato’ Teh Teck Tee

WELCOME ADDRESS

Dato’ Teh Teck Tee, the Chairman of the Meeting (“**Chairman**”) welcomed the shareholders of the Company (“**Shareholders**”) to the Extraordinary General Meeting (“**EGM**” or the “**Meeting**”) Southern Alliance Mining Ltd. (the “**Company**”, and together with its subsidiaries, the “**Group**”) convened and held by way of electronic means in view of the current COVID-19 restriction orders in Singapore and the related safe distancing measures.

QUORUM

Having confirmed with the Company Secretary that a quorum in accordance with the Company’s Constitution was present, the Chairman called the EGM to order.

The Chairman introduced the Directors, Management and other professional teams who joined the Meeting via webcast to the Shareholders.

NOTICE

The Chairman took the notice of the Meeting as read.

QUESTIONS FROM SHAREHOLDERS

The Chairman informed the Meeting that Shareholders had been requested to submit their questions in relation to the resolutions set out in the Notice of EGM prior to the Meeting. It was noted that the Company did not receive any questions from Shareholders on the proposed resolutions to be tabled at the Meeting.

VOTING BY POLL

The Chairman informed the Shareholders that all resolutions tabled at the Meeting had been put to vote by poll based on proxy votes received before the Meeting. In his capacity as Chairman of the Meeting, he had been appointed as proxy by Shareholders and he would be voting in accordance with their instructions.

The Chairman further informed the Meeting that the Company had appointed Entrust Advisory Pte. Ltd. as the Scrutineer for the Meeting and they had independently verified all votes received for the resolutions tabled. The results of the poll for each resolution would be shown on the screen.

**ORDINARY RESOLUTION 1:
PROPOSED ADOPTION OF THE SHARE PURCHASE MANDATE**

The Chairman informed the Meeting that Ordinary Resolution 1 was to seek Shareholder's approval for the proposed adoption of the Share Purchase Mandate.

The results were shown on the screen as follows:

EGM Resolution No. 1	Adoption of the share purchase mandate.		
	For	Against	Total No. of Valid Votes
No. of shares	410,002,000	0	410,002,000
Percentage	100.00%	0.00%	100.00%

The Chairman declared Ordinary Resolution 1 carried.

**ORDINARY RESOLUTION 2:
PROPOSED JOINT VENTURE AND GOLD MINING OPERATION**

The Chairman informed the Meeting that Ordinary Resolution 2 was to seek Shareholder's approval for the proposed joint venture and gold mining operation.

Shareholders were informed that Ordinary Resolution 2 was conditional on Ordinary Resolution 3, as both the Joint Venture Agreement and Mining Operator Agreement contain a condition precedent that the Proposed Diversification must be approved by Shareholders. If Ordinary Resolution 3 is not approved, Ordinary Resolution 2 will not be deemed to be duly passed.

The results were shown on the screen as follows:

EGM Resolution No. 2	The proposed joint venture and gold mining operation.		
	For	Against	Total No. of Valid Votes
No. of shares	410,002,000	0	410,002,000
Percentage	100.00%	0.00%	100.00%

The Chairman declared Ordinary Resolution 2 carried.

**ORDINARY RESOLUTION 3:
PROPOSED DIVERSIFICATION**

The Chairman informed the Meeting that Ordinary Resolution 3 was to seek Shareholder's approval for the proposed diversification of business.

The results were shown on the screen as follows:

EGM Resolution No. 3	Diversification of business		
	For	Against	Total No. of Valid Votes
No. of shares	410,002,000	0	410,002,000
Percentage	100.00%	0.00%	100.00%

The Chairman declared Ordinary Resolution 3 carried.

CONCLUSION

There being no other business to transact, the Chairman declared the EGM closed at 10.10 a.m. and thanked everyone for their attendance.

Confirmed as True Record of Proceedings

Dato' Teh Teck Tee
Chairman of Meeting