

Notice of **ANNUAL GENERAL MEETING**

*This Notice of Meeting should be read in its entirety. If Shareholders are in doubt as to how they should vote, they should seek advice from their professional advisers prior to voting.
Should you wish to discuss the matters in this Notice of Meeting please do not hesitate to contact the Company Secretary on (+618) 9388 8826.*

TIME AND PLACE OF MEETING AND HOW TO VOTE

VENUE

The Annual General Meeting of the Shareholders to which this Notice of Meeting relates will be held at 2.00 p.m. (Singapore time) on Wednesday 26 October 2016.

Safra Mount Faber Club
Level 2, Crystal Room 1
2 Telok Blangah Way
Singapore 098803

YOUR VOTE IS IMPORTANT

The business of the Annual General Meeting of the Company affects your shareholding and your vote is important.

VOTING IN PERSON

To vote in person, please attend the Annual General Meeting of the Company on the date and at the place set out above.

VOTING BY PROXY

To vote by proxy, please complete and sign the enclosed Proxy Form and return:

(a) by post or by hand to the Company's office at:

Unit 6, 24 Parkland Road, Osborne Park 6017, Western Australia;

or

by post or by hand to the Company's share registrar's office at:

Boardroom Corporate & Advisory Services Pte. Ltd., 50 Raffles Place #32-01 Singapore Land Tower 048623; or

(b) by email to admin@alliancemineralassets.com.au,

so that it is received not later than 2.00 p.m. (Singapore time) on 24 October 2016.

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IMPORTANT NOTES:

- (i) Depositors shall use the Proxy form entitled “Annual General Meeting - Depositor Proxy Form”.
- (ii) Proxy Forms received later than this time will be invalid.

In accordance with section 249L of the Corporations Act, Shareholders are advised that:

- (a) each Shareholder (including each Depositor who has Shares of the Company entered against their name in the Depository Register held by the CDP) has a right to appoint a proxy;
- (b) the proxy need not be a Shareholder of the Company; and
- (c) a Shareholder who is entitled to cast 2 or more votes may appoint 2 proxies and may specify the proportion or number of votes each proxy is appointed to exercise. If the member appoints 2 proxies and the appointment does not specify the proportion or number of the member’s votes, then in accordance with section 249X(3) of the Corporations Act, each proxy may exercise one-half of the votes.
- (d) Shareholders and their proxies should be aware that changes to the Corporations Act made in 2011 mean that:
 - (i) if proxy holders vote, they must cast all directed proxies as directed; and
 - (ii) any directed proxies which are not voted will automatically default to the Chair, who must vote the proxies as directed.

Further details on these changes are set out below.

Proxy vote if appointment specifies way to vote

Section 250BB(1) of the Corporations Act provides that an appointment of a proxy may specify the way the proxy is to vote on a particular resolution and, if it does:

- (a) the proxy need not vote on a show of hands, but if the proxy does so, the proxy must vote that way (i.e. as directed); and
- (b) if the proxy has 2 or more appointments that specify different ways to vote on the resolution, the proxy must not vote on a show of hands; and
- (c) if the proxy is the chair of the meeting at which the resolution is voted on, the proxy must vote on a poll, and must vote that way (i.e. as directed); and
- (d) if the proxy is not the chair, the proxy need not vote on the poll, but if the proxy does so, the proxy must vote that way (i.e. as directed).

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Transfer of non-chair proxy to chair in certain circumstances

Section 250BC of the Corporations Act provides that, if:

- (a) an appointment of a proxy specifies the way the proxy is to vote on a particular resolution at a meeting of the Company's members; and
- (b) the appointed proxy is not the chair of the meeting; and
- (c) at the meeting, a poll is duly demanded on the resolution; and
- (d) either of the following applies:
 - (i) the proxy is not recorded as attending the meeting; or
 - (ii) the proxy does not vote on the resolution,

the chair of the meeting is taken, before voting on the resolution closes, to have been appointed as the proxy for the purposes of voting on the resolution at the meeting.

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NOTICE OF ANNUAL GENERAL MEETING

Notice is hereby given that the Annual General Meeting of the Company will be held at 2.00 p.m. (Singapore time) on Wednesday 26 October 2016 at Safra Mount Faber Club, Level 2, Crystal Room 1, 2 Telok Blangah Way Singapore 098803.

The Explanatory Statement to this Notice of Annual General Meeting provides additional information on matters to be considered at the Annual General Meeting of the Company.

The Directors have determined pursuant to Regulation 7.11.37 of the Corporations Regulations 2001 (Cth) that the persons eligible to vote at the Annual General Meeting of the Company are those who are registered Shareholders of the Company (or Depositors who have Shares of the Company entered against their name in the Depository Register held by the CDP) as at 2.00 p.m. (Singapore time) on Monday, 24 October 2016.

A Depositor shall not be entitled to attend and vote at the Annual General Meeting unless they are shown to have Shares of the Company entered against their name in the Depository Register as at 2.00 p.m. (Singapore time) on 24 October 2016, as certified by CDP to the Company.

All shareholders entitled to vote on an item of business at the AGM will do so by way of poll (as required under Rule 730A(2) of the Listing Manual Section B: Rules of Catalist (the "Catalist Rules") of the Singapore Exchange Securities Trading Limited ("SGX-ST")).

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AGENDA

ORDINARY BUSINESS

RESOLUTION 1 - FINANCIAL STATEMENTS AND REPORTS

To receive and consider the financial statements of the Company for the financial year ended 30 June 2016 together with the director's declaration, the director's report, and the auditor's report.

RESOLUTION 2 - RE-ELECTION OF DIRECTOR - MS PAULINE GATELY

To consider and, if thought fit, to pass, with or without amendment, the following resolution as an Ordinary Resolution:

"THAT, for the purpose of clause 12.3 of the Company's Constitution and for all other purposes, Ms Pauline Gately, a Director, retires by rotation, and being eligible, is re-elected as a Director."

Ms Pauline Gately will, upon re-election as a Director of the Company, remain as Chairman of the Board of Directors and Remuneration Committee, a member of the Nominating and Audit Committee, and she will be considered independent for the purpose of Rule 704(7) of the Listing Manual Section B: Rules of Catalist of the Singapore Exchange Securities Trading Limited.

RESOLUTION 3 - RE-ELECTION OF DIRECTOR - MR MAHTANI BHAGWANDAS

To consider and, if thought fit, to pass, with or without amendment, the following resolution as an Ordinary Resolution:

"THAT, for the purpose of clause 12.3 of the Company's Constitution and for all other purposes, Mr Mahtani Bhagwandas, a Director, retires by rotation, and being eligible, is re-elected as a Director."

Mr Mahtani Bhagwandas will, upon re-election as a Director of the Company, remain as Chairman of the Nominating Committee, a member of the Audit Committee and Remuneration Committee, and he will be considered independent for the purpose of Rule 704 (7) of the Listing Manual Section B: Rules of Catalist of the Singapore Exchange Securities Trading Limited.

RESOLUTION 4 - APPROVAL OF DIRECTORS' FEES FOR THE FINANCIAL YEAR ENDING 30 JUNE 2017

To consider and, if thought fit, to pass, with or without amendment, the following resolution as an Ordinary Resolution:

"THAT, for the purposes of clauses 12.9 and 12.10 of the Company's Constitution and for all other purposes, Shareholders approve the payment of non-Executive Directors' fees of A\$30,000 to Pauline Gately, S\$40,000 to Joshua Ong Kian Guan and S\$30,000 to Mahtani Bhagwandas respectively, for the financial year ending 30 June 2017 to be paid in accordance with the terms and conditions set out in the Explanatory Statement."

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AGENDA (CONTINUED)

Voting Prohibition Statement

A person appointed as a proxy must not vote, on the basis of that appointment, on this Resolution if:

- (a) the proxy is either:
 - (i) a member of the Key Management Personnel; or
 - (ii) a Closely Related Party of such a member; and
- (b) the appointment does not specify the way the proxy is to vote on this Resolution.

However, the above prohibition does not apply if:

- (a) the proxy is the Chair; and
- (b) the appointment expressly authorises the Chair to exercise the proxy even though this Resolution is connected directly or indirectly with remuneration of a member of the Key Management Personnel.

RESOLUTION 5 - AUTHORITY TO DIRECTORS TO ISSUE AND ALLOT SHARES

To consider and, if thought fit, to pass, with or without modifications, the following resolution as an Ordinary Resolution:

“THAT pursuant to Rule 806 of the Listing Manual Section B: Rules of Catalist (the “Catalist Rules”) of Singapore Exchange Securities Trading Limited (“SGX-ST”), the Directors be authorised and empowered to:

- (a) (i) allot and issue shares in the capital of the Company (“Shares”) whether by way of rights, bonus or otherwise; and/or
- (ii) make or grant offers, agreements or options (collectively, “Instruments”) that might or would require Shares to be issued, including but not limited to the creation and issue of (as well as adjustments to) warrants, debentures or other instruments convertible into Shares, at any time and upon such terms and conditions and for such purposes and to such persons as our Directors may in their absolute discretion deem fit; and
- (b) (notwithstanding the authority conferred by this Resolution may have ceased to be in force) issue Shares in pursuance of any Instruments made or granted by the Directors while this Resolution was in force,

PROVIDED THAT:

- (1) the aggregate number of Shares to be issued pursuant to this Resolution (including Shares to be issued to in pursuance of the Instruments made or granted pursuant to this Resolution) shall not exceed one hundred per cent (100%) of the total number of issued Shares (excluding treasury shares) (as calculated in accordance with sub-paragraph (2) below, of which the aggregate number of Shares to be issued other than on a *pro rata* basis to the existing shareholders of the Company (including Shares to be issued in pursuance to the Instruments made or granted pursuant to this Resolution) shall not exceed fifty percent (50%) of the total number of issued Shares (excluding treasury shares) (as calculated in accordance with sub-paragraph (2) below;

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AGENDA (CONTINUED)

- (2) subject to such manner of calculation as may be prescribed by SGX-ST) for the purpose of determining the aggregate number of Shares that may be issued under sub-paragraph (1) above, the percentage of issued Shares shall be based on the total number of issued Shares (excluding treasury shares) at the time of the passing of this Resolution, after adjusting for:
- (A) new Shares arising from the conversion or exercise of any convertible securities;
 - (B) new Shares arising from exercising share options or vesting of share awards outstanding or subsisting at the time of the passing of this Resolution; and
 - (C) any subsequent bonus issue, consolidation or subdivision of Shares;
- (3) in exercising the authority conferred by this Resolution, the Directors shall comply with the provisions of the Catalist Rules for the time being in force (unless such compliance has been waived by the SGX-ST) and the Constitution for the time being of the Company; and
- (4) unless revoked or varied by the Company in general meeting, such authority shall continue in full force until the conclusion of the next annual general meeting of the Company or the date by which the next annual general meeting of the Company is required by law or by the Constitution of the Company to be held, whichever is earlier, except that our Directors shall be authorised to allot and issue new Shares pursuant to convertible securities notwithstanding that such authority has ceased.”

RESOLUTION 6 - AUTHORITY TO DIRECTORS TO ISSUE AND GRANT OPTIONS PURSUANT TO THE ESOS

To consider and, if thought fit, to pass, with or without modifications, the following resolution as an Ordinary Resolution:

“That, authority be and is hereby given to the Directors of the Company to offer and grant options (“Options”) in accordance with the provision of the Alliance Employee Share Option Scheme (“ESOS”) and to allot and issue from time to time such number of Shares as may be required to be allotted and issued and pursuant to the ESOS, when added to the number of Shares issued and issuable in respect of all Options granted under the ESOS, and any other share option schemes of the Company, shall not exceed fifteen percent (15%) of the total number of issued Shares (excluding treasury shares) on the day preceding the date of the relevant grant of an Option.”

To transact any other ordinary business which may be properly transacted at the AGM.

By order of the Board

LEAW MUN NI
COMPANY SECRETARY

4 OCTOBER 2016

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AGENDA (CONTINUED)

EXPLANATORY STATEMENT

This Explanatory Statement has been prepared for the information of the Shareholders (including Depositors who hold Shares in the Company through CDP) in connection with the business to be conducted at the Annual General Meeting of the Company to be held at 2.00 p.m. (Singapore time) on Wednesday, 26 October 2016 at Safra Mount Faber Club, Level 2, Crystal Room 1, 2 Telok Blangah Way Singapore 098803.

1. Resolution 1 - Financial Statements And Reports

In accordance with the Constitution, the business of the Annual General Meeting will include receipt and consideration of the financial statements of the Company for the financial year ended 30 June 2016 together with the director's declaration, the director's report and the auditor's report.

2. Resolutions 2 and 3 - Re-election of Director - Ms Pauline Gately and Mr Mahtani Bhagwandas

Clause 12.3 of the Constitution provides that:

- (a) At the Company's annual general meeting in every year, one-third of the Directors for the time being, or, if their number is not a multiple of 3, then the number nearest one-third (rounded upwards in case of doubt), shall retire from office, provided always that no Director (except a Managing Director) shall hold office for a period in excess of 3 years, or until the third annual general meeting following his or her appointment, whichever is the longer, without submitting himself or herself for re-election;
- (b) The Directors to retire at an annual general meeting are those who have been longest in office since their last election, but, as between persons who became Directors on the same day, those to retire shall (unless they otherwise agree among themselves) be determined by drawing lots;
- (c) A Director who retires by rotation under clause 12.3 of the Constitution is eligible for re-election; and
- (d) In determining the number of Directors to retire, no account is to be taken of:
 - (i) a Director who only holds office until the next annual general meeting pursuant to clause 12.5 of the Constitution; and/or
 - (ii) a Managing Director,

each of whom are exempt from retirement by rotation. However, if more than one Managing Director has been appointed by the Directors, only one of them (nominated by the Directors) is entitled to be excluded from any determination of the number of Directors to retire and/or retirement by rotation.

The Company currently has four (4) Directors and accordingly two (2) must retire at the forthcoming Annual General Meeting of the Company.

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AGENDA (CONTINUED)

Ms Pauline Gately and Mr Mahtani Bhagwandas retires by rotation and seeks re-election.

Mr Pauline Gately will, upon re-election as a Director of the Company, remain as Chairman of the Board of Directors and Remuneration Committee, a member of the Audit Committee and Nominating Committee, and she will be considered independent for the purpose of Rule 704(7) of the Catalist Rules of the SGX-ST.

Mr Mahtani Bhagwandas will, upon re-election as a Director of the Company, remain as Chairman of the Nominating Committee, a member of the Remuneration Committee and Audit Committee, and he will be considered independent for the purpose of Rule 704(7) of the Catalist Rules of the SGX-ST.

3. Resolution 4 - Approval of Directors' Fees for the Financial Year Ending 30 June 2017

Clauses 12.9 and 12.10 of the Constitution requires that the total aggregate fixed sum per annum to be paid to the Directors (excluding salaries of executive Directors) from time to time will not exceed the sum of S\$100,000 or as determined by the Shareholders in general meeting and the total aggregate fixed sum will be divided between the Directors as the Directors shall determine and, in default of agreement between them, then in equal shares.

Resolution 4 seeks the approval of Shareholders for the payment of Directors' fees of:

- (a) S\$30,000 to Mr Mahtani Bhagwandas,
- (b) S\$40,000 to Mr Ong Kian Guan; and
- (c) A\$30,000 to Ms Pauline Gately,

for the financial year ending 30 June 2017, payable quarterly in arrears.

4. Resolution 5 - Authority to Directors to Issue and Allot Shares

Resolution 5, if passed, will empower the Directors of the Company to issue Shares in the capital of the Company and to make or grant instruments (such as warrants or debentures) convertible into Shares, and to issue Shares in pursuance of such instruments, up to a number not exceeding in aggregate 100% of the total number of issued Shares (excluding treasury shares), of which up to 50% may be issued other than on a *pro rata* basis to Shareholders. For the purpose of determining the aggregate number of Shares that may be issued, the percentage of issued Shares shall be based on the total number of issued Shares (excluding treasury shares) in the capital of the Company at the time that Resolution 5 is passed, after adjusting for (a) new Shares arising from the conversion or exercise of any convertible securities or share options or vesting of share awards which are outstanding or subsisting at the time that Resolution 5 is passed, and (b) any subsequent bonus issue or consolidation or subdivision of Shares.

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AGENDA (CONTINUED)

5. Resolution 6 - Authority to Directors to Issue and Grant Options pursuant to the ESOS

Resolution 6, if passed, will empower the Directors to allot and issues Shares pursuant to the exercise of Options granted or to be granted under the ESOS and such other share-based incentive scheme up to a number not exceeding, in total, fifteen per cent (15%) of the total number of issued Shares (excluding treasury shares) on the day preceding that date of the relevant grant.

ENQUIRIES

Shareholders may contact the Company Secretary at (+61 8) 9388 8826 if they have any queries in respect of the matters set out in these documents.

GLOSSARY

\$ means Australian dollars.

Annual General Meeting means the meeting convened by the Notice of Meeting.

ASIC means the Australian Securities and Investments Commission.

Board means the current board of directors of the Company.

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

- (a) a spouse or 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.

Company means Alliance Mineral Assets Limited (ACN 147 393 735).

Constitution means the Company's constitution.

Corporations Act means the Corporations Act 2001 (Cth).

CDP means the Central Depository (Pte) Limited.

Depositor, Depository Agent and Depository Register shall have the respective meanings ascribed to them in Section 130A of the Companies Act.

Directors mean the current directors of the Company.

ESOS means the Alliance Mineral Assets Employee Share Option Scheme.

Explanatory Statement means the explanatory statement accompanying the Notice of Meeting.

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 a 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.

GLOSSARY

Notice of Meeting or Notice of Annual General Meeting means this notice of annual general meeting including the Explanatory Statement.

Option means an option to acquire a Share.

Proxy Form means the proxy form accompanying the Notice.

Resolutions means the resolutions set out in the Notice of Meeting or any one of them, as the context requires.

S\$ means Singapore dollars.

Share means a fully paid ordinary share in the capital of the Company.

Shareholder means persons who are registered holders of Shares in the Register of Members of the Company except where the registered holder is CDP, the term "Shareholders" shall, where the context admits, mean the Depositors in the Depository Register maintained by CDP and into whose securities accounts those Share are credited.