

**PROXY FORM – STRICTLY FOR SCRIPHOLDER ONLY**

**ALLIANCE MINERAL ASSETS LIMITED**

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

**IMPORTANT:**

This proxy form is not valid for use by CPF investors and shall be ineffective for all intents and purposes if used or purported to be used by them.

**EXTRAORDINARY GENERAL MEETING**

I/We\* \_\_\_\_\_ (Name), NRIC/Passport number\* \_\_\_\_\_ of \_\_\_\_\_ (address)

being a shareholder/shareholders\* of Alliance Mineral Assets Limited (the "Company"), hereby appoint:

Name	NRIC/Passport No.	Proportion of Shareholdings	
		No. of Shares	%
Address			
and/or			
Name	NRIC/Passport No.	Proportion of Shareholdings	
		No. of Shares	%
Address			

**Name of proxy/proxies as written above**

OR  the Chairperson of the Extraordinary General Meeting ("EGM") as my/our proxy,

or failing the person/body corporate named, or if no person/body corporate is named, the Chairperson of the EGM, as my/our proxy/proxies\* to attend and to vote for me/us\* on my/our\* behalf and, if necessary, to demand a poll at the EGM of the Company to be held at 2:00 p.m. (Singapore time) on 21 September 2018 at The SAF Warrant Office and Specialist Club, Carnation Room 1 & 2, Level 3, 48 Boon Lay Way, Singapore 609961 and at any adjournment thereof. I/We direct my/our proxy/proxies to vote for, against or abstain on the resolutions proposed at the EGM as indicated hereunder. If no specific direction as to voting is given or in the event of any other matter arising at the EGM and at any adjournment thereof, the proxy/proxies will vote or abstain from voting at his/her discretion.

**AUTHORITY FOR CHAIRPERSON TO VOTE ALL UNDIRECTED PROXIES ON ALL RESOLUTIONS**

The Chairperson intends to vote all undirected proxies in favour of all Resolutions. In exceptional circumstances, the Chairperson may change his/her voting intention on any Resolution. In the event this occurs, an appropriate announcement will be made immediately disclosing the reasons for the change. All Resolutions put to the vote at the EGM shall be decided by way of poll.

If the Chairperson is your proxy or is appointed your proxy by default, unless you indicate otherwise by completing the 'for', 'against' or 'abstain' box in relation to a Resolution, you will be expressly authorising the Chairperson to vote in accordance with the Chairperson's voting intentions on that Resolution.

**Voting on Business of the EGM**

AS ORDINARY RESOLUTIONS	No. Of Votes For	No. Of Votes Against	Abstain
<b>Resolution 1:</b> The 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			
<b>Resolution 2:</b> The Proposed Increase to Non-Executive Director Fees to a Maximum of A\$800,000 for each financial year in connection with the Expanded Merged Group Board			
AS SPECIAL RESOLUTION	No. Of Votes For	No. Of Votes Against	Abstain
<b>Resolution 1:</b> The Proposed Amendments to the Constitution in connection with the Proposed Dual Listing			

**Notes:**

1. if you wish to exercise all your votes "for" or "against" (as applicable), please "✓" within the box provided. Alternatively, please indicate the number of votes as appropriate.
2. If you mark the abstain box for a particular resolution, you are directing your proxy not to vote on that resolution.

Dated this \_\_\_\_\_ day of \_\_\_\_\_ 2018

Total number of Shares in	Number of Shares
(a) CDP Register	
(b) Register of Members	

.....  
Signature of Shareholder(s)/  
Common Seal of Corporate Shareholder  
\*Delete where inapplicable

.....  
Signature of Shareholder(s)/  
Common Seal of Corporate Shareholder  
\*Delete where inapplicable

.....  
Signature of Shareholder(s)/  
Common Seal of Corporate Shareholder  
\*Delete where inapplicable

#### INSTRUCTION FOR COMPLETING PROXY FORM

- 1 **(Appointing a Proxy):** A member entitled to attend and vote at the EGM is entitled to appoint not more than two proxies to attend and vote on a poll on their behalf. The appointment of a second proxy must be done on a separate copy of the Proxy Form. Where more than one proxy is appointed, such proxy must be allocated a proportion of the member's voting rights. If a member appoints two proxies and the appointment does not specify this proportion, each proxy may exercise half the votes. A duly appointed proxy need not be a member of the Company.
- 2 **(Direction to Vote):** A member may direct a proxy how to vote by marking one of the boxes opposite each item of business. Where a box is not marked, the proxy may vote as they choose. Where more than one box is marked on an item, the vote will be invalid on that item.
- 3 **(Signing Instructions):**  
**(Individual):** Where the holding is in one name, the member must sign.  
**(Joint Holding):** Where the holding is in more than one name, all of the members should sign.  
**(Power of Attorney):** If you have not already provided the Power of Attorney with the registry, please attach a certified photocopy of the Power of Attorney to this form when you return it.  
**(Companies):** Where the company has a sole director who is also the sole company secretary, that person must sign. Where the company (pursuant to Section 204A of the Corporations Act 2001 (Cth)) does not have a company secretary, a sole director can also sign alone. Otherwise, a director jointly with either another director or a company secretary must sign. Please sign in the appropriate place to indicate the office held.
- 4 **(Attending the Meeting):** Completion of a Proxy Form will not prevent individual members from attending EGM in person if they wish. Where a member completes and lodges a valid Proxy Form and attends the EGM in person, then the proxy's authority to speak and vote for that member is suspended while the member is present at the EGM.
- 5 **(Return of Proxy Form):** To vote by proxy, please complete and sign the enclosed Proxy Form and return:
  - (a) by hand or post to 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
  - (b) by hand or post to the Company's registered office at Lakeside Corporate Building Unit 6, 24 Parkland Road, Osborne Park WA 6017, Australia;

so that it is received not later than 2:00 p.m. (Singapore time) on 19 September 2018. Proxy Forms received after this time will be invalid.

#### **Important notes:**

- (i) Depositors shall use the Proxy form entitled "Extraordinary General Meeting – Depositor Proxy Form".
- (ii) Proxy forms received later than time specified on Note (5) will be invalid.
- (iii) Personal Data Privacy:

By submitting 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:

- (a) 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, 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");
- (b) 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
- (c) 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.