

18 JANUARY 2019

CORPORATE DIRECTORY

Non-Executive Chairman
Geoff McNamara

Managing Director
Mark Calderwood

Executive Director - Operations
Mark Turner

Non-Executive Directors
Robert Vassie
Wei (Vicki) Xie
Joshua Ong
Arnold Chan

Joint Company Secretaries
Alexei Fedotov
Joanna Kiernan

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MERGER UPDATE – EXTENSION OF TIME FOR THE SALE OF INELIGIBLE SHAREHOLDERS' SCHEME CONSIDERATION

Alliance Mineral Assets Limited (**Alliance** or the **Company**) (ASX: A40; SGX: 40F) refers to the recent implementation of the scheme of arrangement (**Scheme**) between Tawana Resources NL (**Tawana**) and its shareholders under which Alliance acquired 100% of the issued capital of Tawana.¹

The Company provides the following update in relation to the sale of the Company's shares which would otherwise have been issued to Ineligible Shareholders under the Scheme (**Ineligible Shareholder Scheme Consideration**) by the Sale Agent.

Due to the recent suspension from quotation of the Company's securities, the Sale Agent was unable to complete the sale of all of the Ineligible Shareholder Scheme Consideration (**Sale**) within the timeframe specified in the Scheme and outlined in the Tawana Scheme Booklet.

The Company applied to the Court and has today received orders extending the time period within which the Sale Agent must complete the Sale to 5 February 2019. A copy of the Court order is attached to this announcement.

Following completion of the Sale, each Ineligible Shareholder will be remitted the proportion of the net proceeds of the Sale (after deducting any applicable brokerage, stamp duty and other selling costs, taxes and charges) to which that Ineligible Shareholder is entitled.

For further information, please refer to Sections 3.9, 7.5 and 9.4 of the Tawana Scheme Booklet and Section 8.2 of the Tawana Supplementary Scheme Booklet.

Mark Calderwood
Managing Director

¹ Capitalised terms used in this announcement, unless otherwise defined, shall have the meaning ascribed in the Tawana Scheme Booklet dated 20 August 2018 and the Tawana Supplementary Scheme Booklet dated 8 November 2018, both of which are available at www.asx.com.au and www.allianceminerals.com.au



Federal Court of Australia

District Registry: Western Australia

Division: General

No: WAD349/2018

TAWANA RESOURCES NL (ACN 085 166 721)

Plaintiff

ORDER

JUDGE: JUSTICE BANKS-SMITH

DATE OF ORDER: 18 January 2019

WHERE MADE: Perth

THE COURT ORDERS THAT:

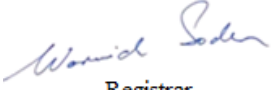
1. Pursuant to rule 39.05(h) of the Federal Court Rules 2011 (Cth), order 1 of the orders made in these proceedings on 3 December 2018 is amended, with effect from 3 December 2018, as underlined:
 - '1. Pursuant to section 411(4)(b) of the Corporations Act 2001 (Cth) (Act), the scheme of arrangement between the plaintiff, Tawana Resources NL, and the holders of fully paid ordinary shares in the plaintiff, in the form contained in Annexure D to the Scheme Booklet (Annexure HLF-20 to the affidavit of Heath Ford Lewis filed 17 August 2018) be approved (**Scheme of Arrangement**), subject to the following alteration in accordance with section 411(6) of the Act:

insert after the words "Business Days" in clause 6.8(b) of the scheme of arrangement the words "(on which the AMAL Shares are capable of being traded on the ASX)".'
2. Further, pursuant to r 39.05(h) of the *Federal Court Rules 2011* (Cth), the time for compliance with cl 6.8(b) of the Scheme of Arrangement is extended to 5 February 2019.
3. The interlocutory application be otherwise adjourned to 10.15 am on 4 February 2019.



4. The plaintiff forthwith:
 - (a) lodge a copy of these orders with the Australian Securities and Investments Commission (ASIC); and
 - (b) make an announcement to the ASX disclosing the terms of these orders.
5. Liberty to apply is reserved to Tawana Resources NL, the Ineligible Shareholders as defined in the Scheme of Arrangement and ASIC on 72 hours' written notice.

Date that entry is stamped: 18 January 2019


Registrar



Schedule

No: WAD349/2018

Federal Court of Australia

District Registry: Western Australia

Division: General

Interested Person ALLIANCE MINERAL ASSETS LIMITED