

Form 603Corporations Act 2001
Section 671B**Notice of initial substantial holder**To Company Name/Scheme **Alliance Mineral Assets Limited**ACN/ARSN **147 393 735****1. Details of substantial holder (1)**Name **Galaxy Resources Limited and the entities listed in Annexure A (GXY Group Entities)**ACN/ARSN (if applicable) **071 976 442**The holder became a substantial holder on **31/05/2019****2. Details of voting power**

The total number of votes attached to all the voting shares in the company or voting interests in the scheme that the substantial holder or an associate (2) had a relevant interest (3) in on the date the substantial holder became a substantial holder are as follows:

Class of securities (4)	Number of securities	Person's votes (5)	Voting power (6)
Ordinary shares	174,300,000	174,300,000	12.22%

3. Details of relevant interests

The nature of the relevant interest the substantial holder or an associate had in the following voting securities on the date the substantial holder became a substantial holder are as follows:

Holder of relevant interest	Nature of relevant interest (7)	Class and number of securities
Galaxy Resources Limited	Relevant interest under section 608(1)(a) of the Corporations Act as the registered holder of the shares.	143,300,000 fully paid ordinary shares
Galaxy Resources Limited	Relevant interest under section 608(1) of the Corporations Act as the beneficial owner of the shares.	31,000,000 fully paid ordinary shares
GXY Group Entities	Each GXY Group Entity is an associate of Galaxy Resources Limited pursuant to section 12(2)(a)(i) of the Corporations Act and has a relevant interest in all of the shares referred to above by virtue of section 608(3) of the Corporations Act.	174,300,000 fully paid ordinary shares

4. Details of present registered holders

The persons registered as holders of the securities referred to in paragraph 3 above are as follows:

Holder of relevant interest	Registered holder of securities	Person entitled to be registered as holder (8)	Class and number of securities
Galaxy Resources Limited and the GXY Group Entities	Galaxy Resources Limited	Galaxy Resources Limited	143,300,000 fully paid ordinary shares
Galaxy Resources Limited and the GXY Group Entities	Pershing LLC	Galaxy Resources Limited	31,000,000 fully paid ordinary shares

5. Consideration

The consideration paid for each relevant interest referred to in paragraph 3 above, and acquired in the four months prior to the day that the substantial holder became a substantial holder is as follows:

Holder of relevant interest	Date of acquisition	Consideration (9)		Class and number of securities
		Cash	Non-cash	
Galaxy Resources Limited and the GXY Group Entities	31 May 2019	\$22,500,000		112,500,000 fully paid ordinary shares

6. Associates

The reasons the persons named in paragraph 3 above are associates of the substantial holder are as follows:

Name and ACN/ARSN (if applicable)	Nature of association
GXY Group Entities	Each GXY Group Entity is an associate of Galaxy Resources Limited pursuant to section 12(2)(a)(i) of the Corporations Act because each GXY Group Entity is under the control of Galaxy Resources Limited.

7. Addresses

The addresses of persons named in this form are as follows:

Name	Address
Galaxy Resources Limited	Level 4, 21 Kintail Road Applecross WA 6153
GXY Group Entities	See Annexure A
Pershing LLC	One Pershing Plaza, Jersey City, NJ 07399 USA

Signature

print name **John Sanders** capacity **Company Secretary**

sign here  date **4/06/2019**

DIRECTIONS

- (1) If there are a number of substantial holders with similar or related relevant interests (eg. a corporation and its related corporations, or the manager and trustee of an equity trust), the names could be included in an annexure to the form. If the relevant interests of a group of persons are essentially similar, they may be referred to throughout the form as a specifically named group if the membership of each group, with the names and addresses of members is clearly set out in paragraph 7 of the form.
- (2) See the definition of "associate" in section 9 of the Corporations Act 2001.
- (3) See the definition of "relevant interest" in sections 608 and 671B(7) of the Corporations Act 2001.
- (4) The voting shares of a company constitute one class unless divided into separate classes.
- (5) The total number of votes attached to all the voting shares in the company or voting interests in the scheme (if any) that the person or an associate has a relevant interest in.
- (6) The person's votes divided by the total votes in the body corporate or scheme multiplied by 100.
- (7) Include details of:
 - (a) any relevant agreement or other circumstances by which the relevant interest was acquired. If subsection 671B(4) applies, a copy of any document setting out the terms of any relevant agreement, and a statement by the person giving full and accurate details of any contract, scheme or arrangement, must accompany this form, together with a written statement certifying this contract, scheme or

arrangement; and

- (b) any qualification of the power of a person to exercise, control the exercise of, or influence the exercise of, the voting powers or disposal of the securities to which the relevant interest relates (indicating clearly the particular securities to which the qualification applies).

See the definition of "relevant agreement" in section 9 of the Corporations Act 2001.

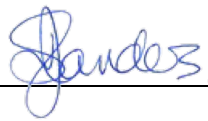
- (8) If the substantial holder is unable to determine the identity of the person (eg. if the relevant interest arises because of an option) write "unknown".
- (9) Details of the consideration must include any and all benefits, money and other, that any person from whom a relevant interest was acquired has, or may, become entitled to receive in relation to that acquisition. Details must be included even if the benefit is conditional on the happening or not of a contingency. Details must be included of any benefit paid on behalf of the substantial holder or its associate in relation to the acquisitions, even if they are not paid directly to the person from whom the relevant interest was acquired.

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Annexure "A"

Galaxy Resources Limited ACN 071 976 442

This is Annexure "A" of 1 page referred to in the Form 603 (Notice of Initial Substantial Holder)

Signed by:  _____

John Sanders, Company Secretary

Date: 4 June 2019

GXY Group Entities

ENTITY	ACN	ADDRESS
Galaxy Lithium Australia Limited	130 182 099	Level 4, 21 Kintail Road, Applecross WA 6153
General Mining Corporation Limited	125 721 075	Level 4, 21 Kintail Road, Applecross WA 6153
Galaxy Lithium (Sal de Vida) S.A.	Not Applicable	c/- Level 4, 21 Kintail Road, Applecross WA 6153
Galaxy Lithium One Inc.	Not Applicable	c/- Level 4, 21 Kintail Road, Applecross WA 6153
Galaxy Lithium One (Quebec) Inc.	Not Applicable	c/- Level 4, 21 Kintail Road, Applecross WA 6153
Galaxy Lithium (Canada) Inc.	Not Applicable	c/- Level 4, 21 Kintail Road, Applecross WA 6153
Galaxy Lithium (Ontario) Inc.	Not Applicable	c/- Level 4, 21 Kintail Road, Applecross WA 6153
Galaxy Resources International Limited	Not Applicable	c/- Level 4, 21 Kintail Road, Applecross WA 6153
Galaxy Lithium Holdings BV	Not Applicable	c/- Level 4, 21 Kintail Road, Applecross WA 6153
Galaxy Lithium (Colorado) Inc.	Not Applicable	c/- Level 4, 21 Kintail Road, Applecross WA 6153

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