

**Form 604**  
Corporations Act 2001  
Section 671B

**Notice of change of interests of substantial holder**

To Company Name/Scheme      **Alliance Resources Limited**  
ACN/ARSN                              **ACN 063 293 336**

**1. Details of substantial holder<sup>(1)</sup>**

Name                                      **Abbotsleigh Proprietary Limited**  
ACN/ARSN                              **005 612 377**

There was a change in the interests of the substantial holder on      **03/05/2019**  
The previous notice was given to the company on                      **27/01/2015**  
The previous notice was dated    **27/01/2015**

**2. Previous and present 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 when last required, and when now required, to give a substantial holding notice to the company or scheme, are as follows:

Class of securities (4)	Previous notice		Present notice	
	Person's votes	Voting power (5)	Person's votes	Voting power (5)
Ordinary Shares	103,852,450*	27.87	49,436,157	33.66

\* Note: The previous notice based on 373,241,219 shares outstanding. Present notice based on 146,888,332 shares outstanding, following 4 to 1 share consolidation on or around 9 December 2016 and the recent entitlement issue.

**3. Changes in relevant interests**

Particulars of each change in, or change in the nature of, a relevant interest of the substantial holder or an associate in voting securities of the company or scheme, since the substantial holder was last required to give a substantial holding notice to the company or scheme are as follows:

Date of Change	Person whose relevant interest changed	Nature of Change (6)	Consideration given in relation to change (7)	Class and number of securities affected	Person's votes affected
09/10/15	Abbotsleigh Proprietary Limited	Options exercise	\$2,396,595	15,977,300	15,977,300
09/12/16	Abbotsleigh Proprietary Limited	Share Consolidation (4:1)	N/A	-89,872,312*	-89,872,312*
08/10/18 to 15/10/18	Abbotsleigh Proprietary Limited	Off-market acquisition	\$406,511	3,000,000	3,000,000
03/05/19	Abbotsleigh Proprietary Limited	Participation in Entitlement Issue	\$1,565,478	16,478,719	16,478,719

\* Note: The previous notice based on 373,241,219 shares outstanding. Present notice based on 146,888,332 shares outstanding, following 4 to 1 share consolidation on or around 9 December 2016 and the recent entitlement issue.

#### 4. Present relevant interests

Particulars of each relevant interest of the substantial holder in voting securities after the change are as follows:

Holders relevant interest	Registered holder of securities	Person entitled to be registered as holder (8)	Nature of relevant interest (6)	Class and number of securities	Person's votes
Abbotsleigh Proprietary Limited ATF the I Gandel Share Investment Trust	Abbotsleigh Proprietary Limited	Abbotsleigh Proprietary Limited ATF the I Gandel Share Investment Trust	S/Holder	44,321,157	30.18%
Abbotsleigh Proprietary Limited ATF Abbotsleigh Superannuation Fund	Abbotsleigh Proprietary Limited	Abbotsleigh Proprietary Limited ATF Abbotsleigh Superannuation Fund	S/Holder	5,115,000	3.48%
			<b>TOTAL</b>	<b>49,436,157</b>	<b>33.66%</b>

#### 5. Changes in association

The persons who have become associates (2) of, ceased to be associates of, or have changed the nature of their association (9) with, the substantial holder in relation to voting interests in the company or scheme are as follows:

Name and ACN/ARSN (if applicable)	Nature of association
Abbotsleigh Proprietary Limited ATF Abbotsleigh Superannuation Fund	Abbotsleigh Proprietary Limited acts as trustee of the Abbotsleigh Superannuation Fund which on 28 April 2017 acquired 3,410,000 shares directly from Abbotsleigh Proprietary Limited ATF the I Gandel Share Investment Trust


#### 6. Addresses

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

Name	Address
Abbotsleigh Proprietary Limited	Suite 3, 51-55 City Rd, Southbank VIC 3006
Abbotsleigh Proprietary Limited ATF the I Gandel Share Investment Trust	Suite 3, 51-55 City Rd, Southbank VIC 3006
Abbotsleigh Proprietary Limited ATF Abbotsleigh Superannuation Fund	Suite 3, 51-55 City Rd, Southbank VIC 3006

#### Signature

Print Name Bob Tolliday Capacity CFO

Sign Here  Date 07/05/19

#### 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 6 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 person's votes divided by the total votes in the body corporate or scheme multiplied by 100.

(6) Include details of:

(a) any relevant agreement or other circumstances because of which the change in relevant interest occurred. 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.

(7) 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.

(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) Give details, if appropriate, of the present association and any change in that association since the last substantial holding notice.