

Form 603
Corporations Act 2001
Section 671B

Notice of initial substantial holder

To Company Name/Scheme Alliance Resources Limited

ACN/ARSN 063 293 336

1. Details of substantial holder (1)

Each of:

- Gandel Metals Pty Ltd ACN 102 347 955 (ATF Gandel Mining Trust) (**Gandel Metals**)
- Abbotsleigh Proprietary Limited ACN 005 612 377 (ATF The I Gandel Share Investment Trust) (**Abbotsleigh**)
- Ian Jeffrey Gandel (**Mr Gandel**)

ACN/ARSN (if applicable) As specified above

The holder became a substantial holder on 31 / 01 / 2003

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	ORD 168,912,782	168,912,782	72.18%

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
Gandel Metals	Relevant interest arises under section 608(1)(a) of the Corporations Act 2001 (Cth) due to being the registered holder of shares in Alliance	ORD 100,978,331
Abbotsleigh	Abbotsleigh's relevant interest arises under section 608(3)(b) of the Corporations Act 2001 (Cth) in relation to Gandel Metals, and due to being the registered holder of 67,934,451 ORD shares in Alliance	ORD 168,912,782
Mr Gandel	Mr Gandel's relevant interest arises under section 608(3)(b) of the Corporations Act 2001 (Cth) in relation to Abbotsleigh.	ORD 168,912,782

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
Gandel Metals	Gandel Metals Pty Ltd	Same as holder of relevant interest	ORD 100,978,331
Abbotsleigh	Abbotsleigh Pty Ltd	Same as holder of relevant interest	ORD 67,934,451

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
Gandel Metals	11 March 2022	\$1,458,575.95 pursuant to rights issue at \$0.13 per share	ORD 11,219,815
Abbotsleigh	11 March 2022	\$981,275.49 pursuant to rights issue at \$0.13 per share	ORD 7,548,273

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
Gandel Metals	Abbotsleigh Proprietary Limited, controls Gandel Metals Pty Ltd. Mr Gandel is the sole director of Gandel Metals Pty Ltd, and a beneficiary under the Gandel Mining Trust for which Alliance shares are held by Gandel Metals Pty Ltd as trustee.
Abbotsleigh	Gandel Metals Pty Ltd is a wholly owned subsidiary of Abbotsleigh Proprietary Limited, thus is an associate under section 12(2) of the Corporations Act 2001 (Cth)
Mr Gandel	Ian Jeffrey Gandel is a director of the substantial holder, thus is an associate under section 11(a) of the Corporations Act 2001 (Cth)

7. Addresses

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


Name	Address
Abbotsleigh Proprietary Limited	Suite 3, 51-55 City Road, Southbank, VIC, 3006
Gandel Metals Pty Ltd	Suite 3, 51-55 City Road, Southbank, VIC, 3006
Ian Jeffrey Gandel	Suite 3, 51-55 City Road, Southbank, VIC, 3006

Signature

print name Ian Gandel

capacity Director

sign here



Date 05 / 04 / 2022

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, moneys 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.