Rule 2.7, 3.10.3, 3.10.4, 3.10.5

Appendix 3B

New issue announcement, application for quotation of additional securities and agreement

Information or documents not available now must be given to ASX as soon as available. Information and documents given to ASX become ASX's property and may be made public.

Introduced 01/07/96 Origin: Appendix 5 Amended 01/07/98, 01/09/99, 01/07/00, 30/09/01, 11/03/02, 01/01/03, 24/10/05, 01/08/12, 04/03/13

Name of entity

Alt Resources Limited

ABN

57 168 928 416

We (the entity) give ASX the following information.

Part 1 - All issues

You must complete the relevant sections (attach sheets if there is not enough space).

1	+Class of +securities issued or to be issued	Fully Paid Ordinary
2	Number of +securities issued or to be issued (if known) or maximum number which may be issued	19,230,771
3	Principal terms of the +securities (e.g. if options, exercise price and expiry date; if partly paid +securities, the amount outstanding and due dates for payment; if +convertible securities, the conversion price and dates for conversion)	Fully Paid Ordinary

+ See chapter 19 for defined terms.

4	Do the +securities rank equally in all respects from the +issue date with an existing +class of quoted +securities? If the additional +securities do not rank equally, please state: • the date from which they do • the extent to which they participate for the next dividend, (in the case of a trust, distribution) or interest payment • the extent to which they do not rank equally, other than in relation to the next dividend, distribution or interest payment	Yes, Shares will rank equally with the fully paid ordinary shares on issue.
5	Issue price or consideration	$0.026
6	Purpose of the issue (If issued as consideration for the acquisition of assets, clearly identify those assets)	Funds raised from the issue of the Shares will be used for exploration drilling and pre-feasibility studies at the Company's Bottle Creek and Mt Ida Gold Projects and for general working capital.
6a	Is the entity an +eligible entity that has obtained security holder approval under rule 7.1A? If Yes, complete sections 6b – 6h *in relation to the +securities the subject of this Appendix 3B,* and comply with section 6i	Yes
6b	The date the security holder resolution under rule 7.1A was passed	22 November 2018
6c	Number of +securities issued without security holder approval under rule 7.1	Nil

+ See chapter 19 for defined terms.

6d	Number of +securities issued with security holder approval under rule 7.1A	Nil
6e	Number of +securities issued with security holder approval under rule 7.3, or another specific security holder approval (specify date of meeting)	19,230,771 Shares approved by Shareholders at the General Meeting held 26 July 2019 ($500,000 at $0.026)
6f	Number of +securities issued under an exception in rule 7.2	Nil
6g	If +securities issued under rule 7.1A, was issue price at least 75% of 15 day VWAP as calculated under rule 7.1A.3? Include the +issue date and both values. Include the source of the VWAP calculation.	N/A
6h	If +securities were issued under rule 7.1A for non-cash consideration, state date on which valuation of consideration was released to ASX Market Announcements	N/A
6i	Calculate the entity's remaining issue capacity under rule 7.1 and rule 7.1A – complete Annexure 1 and release to ASX Market Announcements	7.1 Placement Capacity – 54,601,545 7.1A Placement Capacity – 39,800,995
7	+Issue dates Note: The issue date may be prescribed by ASX (refer to the definition of issue date in rule 19.12). For example, the issue date for a pro rata entitlement issue must comply with the applicable timetable in Appendix 7A. Cross reference: item 33 of Appendix 3B.	5 August 2019

		Number	+Class
8	Number and +class of all +securities quoted on ASX (*including* the +securities in section 2 if applicable)	403,109,899	Fully Paid Ordinary

+ See chapter 19 for defined terms.

		Number	+Class
9	Number and +class of all +securities not quoted on ASX (*including* the +securities in section 2 if applicable)	1,000,000	Unquoted Options exercisable at 10 cents ($0.10) on or before 17 January 2020
		3,500,000	Unquoted Options exercisable at 14 cents ($0.14) on or before 2 February 2020
		3,110,900	Unquoted Options exercisable at 5.85 cents ($0.0585) on or before 15 September 2020
		3,125,000	Unquoted Options exercisable at 8 cents ($0.08) on or before 11 May 2021
		16,473,680	Unquoted Options exercisable at 10 cents ($0.10) on or before 30 December 2019
		1,500,000	Unquoted Options exercisable at 10 cents ($0.10) on or before 30 December 2020
		1,723,000	Unquoted Options exercisable at 10 cents ($0.10) on or before 9 June 2021
		26,516,294	Unquoted Options exercisable at $0.045 on or before 4 April 2022

+ See chapter 19 for defined terms.

12,000,000	Unquoted Performance Shares
11,350,000	Unquoted Options exercisable at $0.02 on or before 31 July 2022
1,000,000	Unquoted Options exercisable at $0.35 on or before 31 July 2022
1,500,000	Unquoted Options exercisable at $0.045 on or before 31 July 2022
2,000,000	Unquoted Options exercisable at $0.03 on or before 31 July 2022

10	Dividend policy (in the case of a trust, distribution policy) on the increased capital (interests)	N/A

Part 2 - Pro rata issue

N/A

Part 3 - Quotation of securities

You need only complete this section if you are applying for quotation of securities

34 Type of +securities
(*tick one*)

(a) ☒ +Securities described in Part 1

(b) ☐ All other +securities

Example: restricted securities at the end of the escrowed period, partly paid securities that become fully paid, employee incentive share securities when restriction ends, securities issued on expiry or conversion of convertible securities

Entities that have ticked box 34(a)

+ See chapter 19 for defined terms.

Additional securities forming a new class of securities

Tick to indicate you are providing the information or documents

35 ☐ If the +securities are +equity securities, the names of the 20 largest holders of the additional +securities, and the number and percentage of additional +securities held by those holders

36 ☐ If the +securities are +equity securities, a distribution schedule of the additional +securities setting out the number of holders in the categories
1 - 1,000
1,001 - 5,000
5,001 - 10,000
10,001 - 100,000
100,001 and over

37 ☐ A copy of any trust deed for the additional +securities

+ See chapter 19 for defined terms.

Entities that have ticked box 34(b)

38	Number of +securities for which +quotation is sought	
39	+Class of +securities for which quotation is sought	
40	Do the +securities rank equally in all respects from the +issue date with an existing +class of quoted +securities? If the additional +securities do not rank equally, please state: • the date from which they do • the extent to which they participate for the next dividend, (in the case of a trust, distribution) or interest payment • the extent to which they do not rank equally, other than in relation to the next dividend, distribution or interest payment	
41	Reason for request for quotation now Example: In the case of restricted securities, end of restriction period (if issued upon conversion of another +security, clearly identify that other +security)	

42	Number and +class of all +securities quoted on ASX (*including* the +securities in clause 38)	Number	+Class

+ See chapter 19 for defined terms.

Quotation agreement

1 +Quotation of our additional +securities is in ASX's absolute discretion. ASX may quote the +securities on any conditions it decides.

2 We warrant the following to ASX.

- The issue of the +securities to be quoted complies with the law and is not for an illegal purpose.
- There is no reason why those +securities should not be granted +quotation.
- An offer of the +securities for sale within 12 months after their issue will not require disclosure under section 707(3) or section 1012C(6) of the Corporations Act.

  Note: An entity may need to obtain appropriate warranties from subscribers for the securities in order to be able to give this warranty
- Section 724 or section 1016E of the Corporations Act does not apply to any applications received by us in relation to any +securities to be quoted and that no-one has any right to return any +securities to be quoted under sections 737, 738 or 1016F of the Corporations Act at the time that we request that the +securities be quoted.
- If we are a trust, we warrant that no person has the right to return the +securities to be quoted under section 1019B of the Corporations Act at the time that we request that the +securities be quoted.

3 We will indemnify ASX to the fullest extent permitted by law in respect of any claim, action or expense arising from or connected with any breach of the warranties in this agreement.

4 We give ASX the information and documents required by this form. If any information or document is not available now, we will give it to ASX before +quotation of the +securities begins. We acknowledge that ASX is relying on the information and documents. We warrant that they are (will be) true and complete.

Sign here: ..... Date: 5 August 2019
(~~Director~~/Company secretary)

Print name: Elissa Hansen

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+ See chapter 19 for defined terms.

Appendix 3B – Annexure 1

Calculation of placement capacity under rule 7.1 and rule 7.1A for eligible entities

Introduced 01/08/12 Amended 04/03/13

Part 1

Rule 7.1 – Issues exceeding 15% of capital	
Step 1: Calculate "A", the base figure from which the placement capacity is calculated	
Insert number of fully paid +ordinary securities on issue 12 months before the +issue date or date of agreement to issue	196,220,331
Add the following: • Number of fully paid +ordinary securities issued in that 12 month period under an exception in rule 7.2 • Number of fully paid +ordinary securities issued in that 12 month period with shareholder approval • Number of partly paid +ordinary securities that became fully paid in that 12 month period *Note:* • *Include only ordinary securities here – other classes of equity securities cannot be added* • *Include here (if applicable) the securities the subject of the Appendix 3B to which this form is annexed* • *It may be useful to set out issues of securities on different dates as separate line items*	12,138,066 Fully Paid Ordinary Shares issued under a Placement with approval sought at the Company's Annual General Meeting held 22 November 2018 (Appendix 3B dated 21/12/18) 24,522,981 Fully Paid Ordinary Shares issued via a placement (appendix 3B dated 27/11/2018) and ratified under ASX Listing Rule 7.4 at the General Meeting held 29 March 2019 5,500,779 Fully Paid Ordinary Shares issued via a placement (appendix 3B dated 8/02/2019) and ratified under ASX Listing Rule 7.4 at the General Meeting held 29 March 2019 19,602,033 Fully Paid Ordinary Shares issued via a placement (appendix 3B dated 21/11/2018) and ratified under ASX Listing Rule 7.4 at the General Meeting held 29 March 2019 1,199,221 Fully Paid Ordinary Shares issued via a placement (appendix 3B dated 8/2/2019) and ratified under ASX Listing Rule 7.4 at the General Meeting held 29 March 2019 9,866,667 Fully Paid Ordinary Shares issued with Shareholder approval (appendix 3B dated 05/04/2019) at the General Meeting held 29 March 2019

+ See chapter 19 for defined terms.

	10,350,000 Fully Paid Ordinary Shares issued under the Share Purchase Plan (appendix 3B dated 20/06/2019) 5,683,333 Fully Paid Ordinary Shares issued in consideration for services provided (appendix 3B dated 5/04/2019) and ratified under ASX Listing Rule 7.4 at the General Meeting held 26 July 2019 1,500,000 shares issued in consideration for services provided (Appendix 3B dated 15 April 2019) and ratified under ASX Listing Rule 7.4 at the General Meeting held 26 July 2019 3,066,667 shares issued in consideration for services provide (Appendix 3B dated 13 May 2019) and ratified under ASX Listing Rule 7.4 at the General Meeting held 26 July 2019 1,200,000 shares issued in consideration of services (Appendix 3B dated 23 May 2019) and ratified under ASX Listing Rule 7.4 at the General Meeting held 26 July 2019 28,107,512 shares issued via a placement (Appendix 3B dated 11 June 2019) and ratified under ASX Listing Rule 7.4 at the General Meeting held 26 July 2019 26,905,000 shares issued via a placement (Appendix 3B dated 11 June 2019) and ratified under ASX Listing Rule 7.4 at the General Meeting held 26 July 2019 32,916,590 Fully Paid Ordinary Shares issued with Shareholder approval (appendix 3B dated 31/07/2019) at the General Meeting held 26 July 2019 19,230,771 Fully Paid Ordinary Shares issued with Shareholder approval (appendix 3B dated 5/08/2019) at the General Meeting held 26 July 2019
Subtract the number of fully paid +ordinary securities cancelled during that 12 month period	Nil
"A"	398,009,951

+ See chapter 19 for defined terms.

Step 2: Calculate 15% of "A"	
"B"	0.15 *[Note: this value cannot be changed]*
Multiply "A" by 0.15	59,701,493
Step 3: Calculate "C", the amount of placement capacity under rule 7.1 that has already been used	
Insert number of +equity securities issued or agreed to be issued in that 12 month period *not counting* those issued: • Under an exception in rule 7.2 • Under rule 7.1A • With security holder approval under rule 7.1 or rule 7.4 *Note:* • *This applies to equity securities, unless specifically excluded – not just ordinary securities* • *Include here (if applicable) the securities the subject of the Appendix 3B to which this form is annexed* • *It may be useful to set out issues of securities on different dates as separate line items*	800,000 shares issued in consideration for services provide (Appendix 3B dated 13 May 2019) 1,500,000 shares issued in consideration for services (Appendix 3B dated 20 June 2019) 2,779,948 shares issued as part of a larger capital raise (Tranche 2) (Appendix 3B dated 31 July 2019)
"C"	**5,099,948**
Step 4: Subtract "C" from ["A" x "B"] to calculate remaining placement capacity under rule 7.1	
"A" x 0.15 *Note: number must be same as shown in Step 2*	59,701,493
Subtract "C" *Note: number must be same as shown in Step 3*	5,099,948
Total ["A" x 0.15] – "C"	54,601,545 *[Note: this is the remaining placement capacity under rule 7.1]*

+ See chapter 19 for defined terms.

Part 2

Rule 7.1A – Additional placement capacity for eligible entities	
Step 1: Calculate "A", the base figure from which the placement capacity is calculated	
"A" *Note: number must be same as shown in Step 1 of Part 1*	398,009,951
Step 2: Calculate 10% of "A"	
"D"	0.10 *Note: this value cannot be changed*
Multiply "A" by 0.10	39,800,995
Step 3: Calculate "E", the amount of placement capacity under rule 7.1A that has already been used	
Insert number of +equity securities issued or agreed to be issued in that 12 month period under rule 7.1A *Notes:* • *This applies to equity securities – not just ordinary securities* • *Include here – if applicable – the securities the subject of the Appendix 3B to which this form is annexed* • *Do not include equity securities issued under rule 7.1 (they must be dealt with in Part 1), or for which specific security holder approval has been obtained* • *It may be useful to set out issues of securities on different dates as separate line items*	-
"E"	-

+ See chapter 19 for defined terms.

Step 4: Subtract "E" from ["A" x "D"] to calculate remaining placement capacity under rule 7.1A	
"A" x 0.10 *Note: number must be same as shown in Step 2*	39,800,995
Subtract "E" *Note: number must be same as shown in Step 3*	-
Total ["A" x 0.10] – "E"	39,800,995 *Note: this is the remaining placement capacity under rule 7.1A*

+ See chapter 19 for defined terms.