

ARS – ASX ANNOUNCEMENT

ASX Announcement
ASX: ARS

11 December 2019

Secondary Trading Notice Pursuant to Section 708A (5) (E) of the Corporations Act 2001

Alt Resources Limited (ASX:ARS) advises that it has issued:

- 15,596,392 fully paid ordinary shares in the capital of the Company (**Shares**); and
- 8,096,391 unlisted options

as approved by Shareholders at the Annual General Meeting held 29 November 2019 together with an additional

- 1,500,00 Shares at \$0.019;
- 1,000,000 Shares at \$0.02;
- 335,000 Shares at \$0.025; and
- 1,000,000 unlisted options exercisable at \$0.026 on or before 11 December 2021

utilising its 7.1 placement capacity and gives this notice pursuant to Section 708A(5)(E) of the Corporations Act 2001.

Alt Resources advises that the issue of these shares and option were made without disclosure to the investor under Part 6D.2 of the Corporations Act.

It confirms that, as at the day of this Notice:

- a. it has complied with:
 - i. the provisions of Chapter 2M of the Corporations Act as they apply to the Company; and,
 - ii. Section 674 of the Corporations Act; and
- b. there is no information that is 'excluded information' within the meaning of sections 708A(7) and 708A(8) of the Act.

The Appendix 3B follows.

For further information please contact:

James Anderson
Chief Executive Officer
james.anderson@altresources.com.au

Peter Nesveda
Investor Relations
+61 (0) 412 357 375
peter@intuitiveaustralia.com.au



About Alt Resources

Alt Resources is an Australian based mineral exploration company that aims to become a gold producer by exploiting historical and new gold prospects across quality assets and to build value for shareholders. The Company's portfolio of assets includes the Bottle Creek Gold Mine and the Mt Ida Gold Projects located in the Mt Ida gold belt Western Australia, the Paupong IRG Au-Cu-Ag mineral system in the Lachlan Orogen NSW, and the Mt Roberts gold project located near the town of Leinster in WA.

Alt Resources, having acquired historical and under-explored tenements in the Mt Ida gold belt, aims to consolidate the historical gold resources, mines and explore new gold targets identified within the Company landholding. Potential exists at Mt Ida to develop a centralised treatment plant to service multiple open pit mines and existing deposits within the Company's Mt Ida projects to become a sustainable and profitable mining operation.



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	a) Fully paid ordinary b) Options
2	Number of +securities issued or to be issued (if known) or maximum number which may be issued	a) 18,431,392 b) 9,096,391

+ See chapter 19 for defined terms.

Appendix 3B

New issue announcement

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)	a) Fully paid ordinary b) Options <ul style="list-style-type: none">i. 1,047,492 exercisable at \$0.043 expiring 10 December 2022ii. 1,446,042 exercisable at \$0.0275 expiring 10 December 2022iii. 1,624,286 exercisable at \$0.0455 expiring 10 December 2022iv. 1,478,571 exercisable at \$0.0445 expiring 10 December 20200v. 1,000,000 exercisable at \$0.0342 expiring 10 December 2022vi. 1,500,000 exercisable at \$0.0342 expiring 10 December 2020vii. 1,000,000 exercisable at \$0.026 expiring 10 December 2021
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+ See chapter 19 for defined terms.

<p>4 Do the +securities rank equally in all respects from the +issue date with an existing +class of quoted +securities?</p> <p>If the additional +securities do not rank equally, please state:</p> <ul style="list-style-type: none"> • 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 	<p>a) Yes, Shares will rank equally with the fully paid ordinary shares on issue</p> <p>b) Shares issued on exercise of Options will rank equally with the fully paid ordinary shares on issue</p>
<p>5 Issue price or consideration</p>	<p>a) Shares</p> <ol style="list-style-type: none"> 1. 13,096,392 were issued for nil consideration 2. 2,500,000 were issued at \$0.02 3. 1,500,000 were issued at \$0.019 4. 1,000,000 were issued at \$0.02 5. 335,000 were issued at \$0.025 <p>b) All options were issued for nil consideration</p>
<p>6 Purpose of the issue (If issued as consideration for the acquisition of assets, clearly identify those assets)</p>	<p>a) Shares</p> <ol style="list-style-type: none"> 1. issued as a performance linked incentive in accordance with Related Parties' agreements with the Company 2. issued in consideration for plant and equipment 3. issued in accordance with the Corporate Adviser Mandate with the Company 4. issued in part consideration for EL 29/991 5. issued in part consideration consultancy services <p>b) Options</p> <p>i to vi were issued as a performance linked incentive in accordance with Related Parties' agreements with the Company</p> <p>vii issued in part consideration for EL 29/991</p>

+ See chapter 19 for defined terms.

Appendix 3B
New issue announcement

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	29 November 2019
6c	Number of *securities issued without security holder approval under rule 7.1	a) Shares 3. 1,500,000 4. 1,000,000 5. 335,000 b) Options vii. 1,000,000
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)	a) Shares 1. 13,096,392 issued with approval under rule 10.11 2. 2,500,000 issued with approval under rule 7.3 b) Options i to vi 8,096,391 Options issued with approval under rule 10.11
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

+ See chapter 19 for defined terms.

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 capacity – 88,810,524 7.1A capacity – 61,763,683	
7	<p>⁺Issue dates</p> <p>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.</p> <p>Cross reference: item 33 of Appendix 3B.</p>	<p>10 December 2019 – 17,096,392 Shares and 8,096,391 Options</p> <p>11 December 2019 – 1,335,000 Shares and 1,000,000 Option</p>	
8	Number and ⁺ class of all ⁺ securities quoted on ASX (<i>including</i> the ⁺ securities in section 2 if applicable)	Number	⁺ Class
		587,484,879	Fully Paid Ordinary

+ See chapter 19 for defined terms.

Appendix 3B
New issue announcement

	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.

Number	+Class
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
15,000,000	Unquoted Options exercisable at \$0.035 on or before 30 September 2022
1,047,492	Unquoted Options exercisable at \$0.043 on or before 10 December 2022
1,446,042	Unquoted Options exercisable at \$0.0275 on or before 10 December 2022
1,624,286	Unquoted Options exercisable at \$0.0455 on or before 10 December 2022
1,478,571	Unquoted Options exercisable at \$0.0445 on or before 10 December 2022

+ See chapter 19 for defined terms.

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2,500,000	Unquoted Options exercisable at \$0.0342 on or before 10 December 2022
1,000,000	Unquoted Options exercisable at \$0.026 on or before 10 December 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)

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

⁺ See chapter 19 for defined terms.

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

Entities that have ticked box 34(b)

N/A

+ 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:
(~~Director~~/Company secretary)

Date: 11 December 2019

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	241,345,345
Add the following: <ul style="list-style-type: none"> 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: <ul style="list-style-type: none"> 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 	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 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

+ See chapter 19 for defined terms.

Appendix 3B
New issue announcement

	<p>(appendix 3B dated 5/04/2019) and ratified under ASX Listing Rule 7.4 at the General Meeting held 26 July 2019</p> <p>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</p> <p>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</p> <p>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</p> <p>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</p> <p>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</p> <p>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</p> <p>19,230,770 Fully Paid Ordinary Shares issued with Shareholder approval (appendix 3B dated 5/08/2019) at the General Meeting held 26 July 2019</p> <p>47,200,000 Tranche 1 shares issued at \$0.025 (\$4m raise) (Appendix 3B dated 9 August 2019) ratified at the General Meeting held 23 September 2019</p> <p>37,800,000 Tranche 1 shares issued at \$0.025 (\$4m raise) (Appendix 3B dated 9 August 2019) ratified at the General Meeting held 23 September 2019</p> <p>75,000,000 Tranche 2 shares issued at \$0.025 (Appendix 3B dated 30 September 2019) with shareholder approval at the meeting held 23 September 2019</p> <p>15,596,392 Fully Paid Ordinary Shares issued with Shareholder approval (appendix</p>
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+ See chapter 19 for defined terms.

Appendix 3B
New issue announcement

	3B dated 11/12/2019) at the Annual General Meeting held 29 November 2019
Subtract the number of fully paid +ordinary securities cancelled during that 12 month period	Nil
“A”	617,636,827

+ See chapter 19 for defined terms.

Appendix 3B
New issue announcement

Step 2: Calculate 15% of “A”	
“B”	0.15 <i>[Note: this value cannot be changed]</i>
Multiply “A” by 0.15	92,645,524
Step 3: Calculate “C”, the amount of placement capacity under rule 7.1 that has already been used	
<p>Insert number of +equity securities issued or agreed to be issued in that 12 month period <i>not counting</i> those issued:</p> <ul style="list-style-type: none"> • Under an exception in rule 7.2 • Under rule 7.1A • With security holder approval under rule 7.1 or rule 7.4 <p><i>Note:</i></p> <ul style="list-style-type: none"> • <i>This applies to equity securities, unless specifically excluded – not just ordinary securities</i> • <i>Include here (if applicable) the securities the subject of the Appendix 3B to which this form is annexed</i> • <i>It may be useful to set out issues of securities on different dates as separate line items</i> 	<p>1,500,000 shares issued in consideration for corporate advisory services provided (Appendix 3B dated 11 December 2019)</p> <p>1,000,000 shares issued in part consideration for EL 29/991 (Appendix 3B dated 11 December 2019)</p> <p>1,000,000 option issued in part consideration for EL 29/991 (Appendix 3B dated 11 December 2019)</p> <p>335,000 shares issued in part consideration for consultancy services (Appendix 3B dated 11 December 2019)</p>
“C”	3,835,000
Step 4: Subtract “C” from [“A” x “B”] to calculate remaining placement capacity under rule 7.1	
<p>“A” x 0.15</p> <p><i>Note: number must be same as shown in Step 2</i></p>	92,645,524
<p>Subtract “C”</p> <p><i>Note: number must be same as shown in Step 3</i></p>	3,835,000
Total [“A” x 0.15] – “C”	<p>88,810,524</p> <p><i>[Note: this is the remaining placement capacity under rule 7.1]</i></p>

+ 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” <i>Note: number must be same as shown in Step 1 of Part 1</i>	617,636,827
Step 2: Calculate 10% of “A”	
“D”	0.10 <i>Note: this value cannot be changed</i>
Multiply “A” by 0.10	61,763,683
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 <i>Notes:</i> <ul style="list-style-type: none"> • 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 	Nil
“E”	0

+ See chapter 19 for defined terms.

Appendix 3B
New issue announcement

Step 4: Subtract “E” from [“A” x “D”] to calculate remaining placement capacity under rule 7.1A	
“A” x 0.10 <i>Note: number must be same as shown in Step 2</i>	61,763,683
Subtract “E” <i>Note: number must be same as shown in Step 3</i>	0
Total [“A” x 0.10] – “E”	61,763,683 <i>Note: this is the remaining placement capacity under rule 7.1A</i>

+ See chapter 19 for defined terms.