



Merger Update - Scheme Booklet registered with ASIC

ASX RELEASE
20 August 2018

ASX:TAW

CORPORATE DIRECTORY

Non-Executive Chairman

Robert Benussi

Managing Director

Mark Calderwood

Non-Executive Directors

Robert Vassie

Mark Turner

Wei (Vicki) Xie

Chief Financial Officer

Craig Hasson

Joint Company Secretaries

Alexei Fedotov

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Tawana Resources NL (ASX:TAW) (Tawana) is pleased to announce that the Australian Securities and Investments Commission has today registered the Scheme Booklet in relation to the proposed merger between Tawana and Alliance Mineral Assets Limited (AMAL) (Merger). The Merger is to be effected by way of a members scheme of arrangement whereby Tawana Shareholders will receive 1.1 new Alliance Shares for every 1 Tawana Share held (Scheme).

On Friday 17 August 2018, the Federal Court of Australia approved the convening of a meeting of Tawana shareholders to consider and vote on the Scheme and approve the dispatch of the Scheme Booklet to Tawana Shareholders.

Implementation of the Scheme will consolidate 100% ownership of the Bald Hill Mine, and elevate the status of the merged group as a pure-play ASX and SGX Catalist listed lithium company ideally positioned to become a sizeable producer of high demand lithium concentrate. Furthermore, the Merger will simplify the ownership structure and operational management of the Bald Hill Project and enhance the financial capacity of the merged group to fund future growth and exploration initiatives.

The Independent Expert, BDO Corporate Finance (WA) Pty Ltd, has concluded that the Scheme is fair and reasonable and therefore is in the best interests of Tawana Shareholders, in the absence of a superior proposal.

The full report of the Independent Expert (including a technical specialist report prepared by SRK Consulting) is set out in Annexure A of the Scheme Booklet. The AMAL Board has, in accordance with its regulatory requirements, separately commissioned a valuation report for the Bald Hill Mine - refer to Section 10.7 of the Scheme Booklet for more information.

The Board of Tawana unanimously recommends that all Tawana shareholders vote in favour of the Scheme, and each Tawana Director intends to vote the Tawana Shares that they own or control at the time of the Scheme Meeting (if any), and will direct any Tawana proxies placed at their discretion, in favour of the Scheme in the absence of a superior proposal.

Scheme Booklet

A copy of the Scheme Booklet, which includes the Independent Expert's Report and Notice of Scheme Meeting, has been released on ASX today and will be sent to Tawana shareholders on or around 24 August 2018.

Shareholders who have elected to receive communications electronically will receive an email which contains instructions about how to download a copy of the Scheme Booklet and to lodge their proxy online. Shareholders who have not elected to receive communications electronically will be mailed a printed copy of the Scheme Booklet.

Shareholders should read the Scheme Booklet and the materials accompanying it before deciding whether or not to vote in favour of the Scheme.

CONTACT DETAILS

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Scheme Meeting

The Scheme Meeting to approve the Scheme will be held at 1:00pm (AWST) on Wednesday, 26 September 2018 at 38 Station Street, Subiaco in Western Australia.

Each shareholder's vote is important in determining whether or not the Scheme proceeds. All shareholders registered as at 5:00pm (AWST) on Monday, 24 September 2018 will be entitled to vote at the Scheme Meeting and are encouraged to do so.

Tawana shareholders do not need to attend the Scheme Meeting in person to vote, as their vote can be made by proxy by completing the personalised proxy form enclosed in the Scheme Booklet sent to shareholders. Instructions for proxy lodgement, including an option to lodge the proxy online, are included on the proxy form.

All proxy forms must be received by the Company's share registry by no later than 1:00pm (ASWT) on Monday, 24 September 2018 in accordance with the directions set out in the proxy form.

Indicative Timetable

Despatch of Scheme Booklet	24 August 2018
Scheme Meeting of Tawana shareholders	26 September 2018
Second Court hearing date	2 October 2018
Record Date for determining entitlement to Scheme Consideration	10 October 2018
Implementation of the Scheme and issue of the Scheme Consideration	17 October 2018

* All dates are indicative only and subject to change.

Letters from former AMAL executives

Tawana notes today's announcement by AMAL regarding the recent receipt of letters from lawyers representing Mr Tjandra Pramoko and Ms Suen Sze Man, previously the chief executive officer and executive director of AMAL respectively, requesting, among other things, confirmation of when AMAL intends to issue 3,750,000 ordinary shares in AMAL in favour of each of them as compensation arising from their previous services rendered to AMAL. AMAL is consulting with its legal advisers in respect of this matter.

Tawana is monitoring this matter and will make such disclosures, if any, as are considered appropriate in connection with the Scheme in due course.

For further information please contact

Investor Hotline

1300 223 071

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Monday to Friday between 9:00am and 5:00pm (AWST)

