

12 June 2019

COMPLETION OF PLACEMENT - TRANCHE 1

Further to Alt Resources Limited's (ASX:ARS) (**Company**) announcement of 4 June 2019, the Company confirms that it has issued an aggregate 55,012,512 fully paid ordinary shares in the capital of the Company (**Shares**) at \$0.02 to raise \$1,100,250 before costs.

28,107,512 Shares were issued using the Company's available placement capacity under ASX Listing Rule 7.1 and 26,905,000 Shares were issued using the Company's available placement capacity under ASX Listing Rule 7.1A, together being the first tranche of the placement. The remaining placement shares (tranche 2) will be issued subject to shareholder approval at a meeting to be called for around 22 July 2019.

The placement was made to investors qualifying under Section 708 of the *Corporations Act 2001* (Cth) (**Act**).

Disclosure under ASX Listing Rules 7.1A.4(b) and 3.10.5A

Alt Resources makes the following disclosures in accordance with ASX Listing Rules 7.1A.4(b) and 3.10.5A:

- (a) The Company has issued a total of 55,012,512 Shares under the first tranche of which:
- (1) 28,107,512 Shares were issued using the Company's available placement capacity under ASX Listing Rule 7.1; and
 - (2) 26,905,000 Shares were issued using the Company's available placement capacity under ASX listing Rule 7.1A.
- (b) The Shares issued under Listing ASX Rule 7.1A resulted in the following dilution to existing holders of ordinary securities:
- Number of fully paid shares on issue prior to the issue of securities was 281,300,078;
 - Number of fully paid ordinary shares on issue following the issue of securities under Listing Rule 7.1A was 308,205,078 (or 336,312,590 shares including all shares issued under Listing rule 7.1. on the same Appendix 3B);
 - The percentage of voting dilution following the issue is 8.73% (or 8.35% of the total number of shares on issue including Shares issued under ASX Listing Rule 7.1, comprising the entire Tranche 1 of the placement).
- a) The Company undertook the placement in addition to a Share Purchase Plan (**SPP**) offered to existing shareholders to augment funds raised under the SPP.
- b) No underwriting arrangements were entered into in connection with the placement.

- c) The Lead Manager to the placement offer, DJ Carmichael Pty Limited, will receive a fee equal the value of 6% of the value of the Shares subscribed for under the placement as well as up to 11.35 million options exercisable at \$0.02 expiring 12 months from issue, subject to shareholder approval.

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

Alt Resources Limited advises that:

- a) the Shares noted above were issued without disclosure to investors under Part 6D.2 of the Act.
- b) this notice is given under section 708A(5)(e) of the Corporations Act;
- c) as at the date of this notice, the Company has complied with:
 - a. The provisions of Chapter 2M of the Corporations Act as they apply to the Company; and
 - b. Section 674 of the Corporations Act; and
- d) as at the date of this notice, there is no excluded information to be disclosed of the type referred to in sections 708A(7) and 708A(8) of the Corporations Act.

For further information please contact:

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About Alt Resources Limited (ASX: ARS)

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 newly acquired Bottle Creek gold mine located in the Mt Ida gold belt in South Central WA 95km north west of Menzies, the Paupong IRG Au-Cu-Ag mineral system in the Lachlan Orogen NSW, Myalla polymetallic Au-Cu-Zn project east of Dalgety in 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 resources, mines and new gold targets identified within the region. Potential at Mt Ida exists for a centralised production facility to service multiple mines and to grow the Mt Ida Gold Belt project to be a sustainable and profitable mining operation.

For further information, please visit www.altresources.com.au.

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 | 55,012,512 |
| 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.

Appendix 3B
New issue announcement

4	Do the +securities rank equally in all respects from the +issue date with an existing +class of quoted +securities?	Yes
	<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 	
5	Issue price or consideration	\$0.02
6	Purpose of the issue (If issued as consideration for the acquisition of assets, clearly identify those assets)	Funds raised will be used for resource and exploration drilling including the imminent drill program at Bottle Creek and Boags, pit optimisation, development of a maiden ore reserve statement, vendor payment(s) and for general working capital purposes.
6a	Is the entity an +eligible entity that has obtained security holder approval under rule 7.1A?	Yes
	<p>If Yes, complete sections 6b – 6h in relation to the +securities the subject of this Appendix 3B, and comply with section 6i</p>	
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	28,107,512
6d	Number of +securities issued with security holder approval under rule 7.1A	26,905,000

+ See chapter 19 for defined terms.

6e	Number of +securities issued with security holder approval under rule 7.3, or another specific security holder approval (specify date of meeting)	Nil									
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.	<p>Shares were issued at least 75% of the 15 day VWAP:</p> <p>Securities were agreed to be issued on 4/6/19 (LR 7.1A.3(a)) 15 Day VWAP is \$0.0248 75% VWAP is \$0.0186 Issue price is \$0.02</p>									
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 – 0 7.1A Placement Capacity – 8									
7	+Issue dates <small>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.</small> <small>Cross reference: item 33 of Appendix 3B.</small>	11 June 2019									
8	Number and +class of all +securities quoted on ASX (including the +securities in section 2 if applicable)	<table border="1" style="width: 100%;"> <thead> <tr> <th style="text-align: left;">Number</th> <th style="text-align: left;">+Class</th> </tr> </thead> <tbody> <tr> <td>336,312,590</td> <td>Fully Paid Ordinary</td> </tr> </tbody> </table>	Number	+Class	336,312,590	Fully Paid Ordinary	<table border="1" style="width: 100%;"> <thead> <tr> <th style="text-align: left;">Number</th> <th style="text-align: left;">+Class</th> </tr> </thead> <tbody> <tr> <td>336,312,590</td> <td>Fully Paid Ordinary</td> </tr> </tbody> </table>	Number	+Class	336,312,590	Fully Paid Ordinary
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336,312,590	Fully Paid Ordinary										
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+ See chapter 19 for defined terms.

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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
	12,000,000	Unquoted Performance Shares

+ See chapter 19 for defined terms.

- 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
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.

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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)

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

+ 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: 12 June 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	
<i>Step 1: Calculate “A”, the base figure from which the placement capacity is calculated</i>	
<i>Insert</i> number of fully paid +ordinary securities on issue 12 months before the +issue date or date of agreement to issue	127,947,290
<p>Add the following:</p> <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 <p><i>Note:</i></p> <ul style="list-style-type: none"> • <i>Include only ordinary securities here – other classes of equity securities cannot be added</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>18,774,594 Fully paid Ordinary Shares issued under Placement and ratified under ASX Listing Rule 7.4 at the Company General Meeting held 15 June 2018 (Appendix 3B dated 27/04/18)</p> <p>12,649,729 Fully Paid Ordinary Shares issued under 7.1A Placement and ratified under ASX Listing Rule 7.4 at the Company General Meeting held 15 June 2018 (Appendix 3B dated 27/04/18)</p> <p>12,500,000 Fully Paid Ordinary Shares issued to Latitude Consolidated Limited in consideration for acquisition of Mt Ida and Quinns Projects with Shareholder approval sought at the Company’s General Meeting held 26 April 2018 (appendix 3B dated 14/05/2018)</p> <p>400,000 Fully paid Ordinary Shares issued to the Company Secretary under the Company’s Employee Incentive Plan (appendix 3B dated 14/05/18)</p> <p>17,996,718 Fully Paid Ordinary Shares issued under the Second Tranche Placement with Shareholder approval sought at the Company’s General Meeting held 15 June 2018 (Appendix 3B dated 9/07/18)</p> <p>4,000,000 Fully Paid Ordinary Shares issued to Canary Capital Olgen Pty Ltd and Jayleaf Holdings in lieu of costs for providing professional services with Shareholder</p>

+ See chapter 19 for defined terms.

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	<p>approval sought at the Company's General Meeting held 15 June 2018 (Appendix 3B dated 9/07/18)</p> <p>1,952,000 Fully Paid Ordinary Shares issued to the Company's CEO and staff under the Company's Employee Incentive Plan (appendix 3B dated 9/07/18)</p> <p>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)</p> <p>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</p> <p>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</p> <p>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</p> <p>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</p> <p>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</p>
<p>Subtract the number of fully paid +ordinary securities cancelled during that 12 month period</p>	
<p>"A"</p>	<p>269,050,078</p>

+ 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	40,357,512
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>5,683,333 Fully Paid Ordinary Shares issued in consideration for services provided (appendix 3B dated 5/04/2019)</p> <p>1,500,000 shares issued in consideration for services provided (Appendix 3B dated 15 April 2019)</p> <p>3,866,667 shares issued in consideration for services provide (Appendix 3B dated 13 May 2019)</p> <p>1,200,000 shares issued in consideration of services (Appendix 3B dated 23 May 2019)</p> <p>28,107,512 shares issued via a placement (Appendix 3B dated 11 June 2019)</p> <p>(1,000,000 shares were issued utilising placement capacity under LR 7.1 (appendix 3B dated 27/11/2018) but were cancelled as approved at the Shareholder meeting held 29 March 2019)</p>
“C”	40,357,512
Step 4: Subtract “C” from [“A” x “B”] to calculate remaining placement capacity under rule 7.1	
“A” x 0.15 <i>Note: number must be same as shown in Step 2</i>	40,357,512
Subtract “C” <i>Note: number must be same as shown in Step 3</i>	40,357,512
Total [“A” x 0.15] – “C”	0 <i>[Note: this is the remaining placement capacity under rule 7.1]</i>

+ 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>	269,050,078
Step 2: Calculate 10% of “A”	
“D”	0.10 <i>Note: this value cannot be changed</i>
Multiply “A” by 0.10	26,905,008
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: <ul style="list-style-type: none"> • <i>This applies to equity securities – 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>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</i> • <i>It may be useful to set out issues of securities on different dates as separate line items</i> 	26,905,000
“E”	26,905,000

+ See chapter 19 for defined terms.

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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>	26,905,008
Subtract "E" <i>Note: number must be same as shown in Step 3</i>	26,905,000
Total ["A" x 0.10] – "E"	8 <i>Note: this is the remaining placement capacity under rule 7.1A</i>

+ See chapter 19 for defined terms.