

GOLDEN ENERGY AND RESOURCES LIMITED

(Incorporated in the Republic of Singapore)
Company Registration Number: 199508589E

SUBSCRIPTION TO SHARE PLACEMENT BY ALLEGIANCE COAL LIMITED

1. INTRODUCTION

The board of directors (the “**Board**”) of Golden Energy and Resources Limited (“**GEAR**”) and together with its subsidiaries, the “**Group**”) wishes to announce that GEAR has on 11 April 2021 agreed to subscribe to a placement for 33,333,333 new shares in Allegiance Coal Limited (“**Allegiance**” and such shares, “**Allegiance Shares**”), a metallurgical mining company listed on the Australian Securities Exchange (“**ASX**”), constituting up to 12% of Allegiance’s enlarged total issued share capital, for an aggregate amount of approximately A\$15 million (the “**Allegiance Placement**”). GEAR expects to conclude the Allegiance Placement on or around 10 May 2021 (the “**Settlement Date**”).

2. INFORMATION ON ALLEGIANCE

Allegiance is an ASX-listed Australian company based in Vancouver, BC Canada, which is focused on developing and mining metallurgical coal projects in North America and Western Canada. Allegiance owns the New Elk metallurgical coal project in Colorado, USA and the Telkwa metallurgical coal project in BC, Canada.

3. RELATIVE FIGURES UNDER RULE 1006 OF THE LISTING MANUAL

As none of the relative figures computed on the bases set out in Rule 1006 of the Listing Manual of the Singapore Exchange Securities Trading Limited (the “**Listing Manual**”) exceeds 5%, the Allegiance Placement is a non-discloseable transaction under Chapter 10 of the Listing Manual, pursuant to Rule 1008 of the Listing Manual and paragraph 4.3 of Practice Note 10.1 of the Listing Manual.

Pursuant to Rule 1008(2) of the Listing Manual, GEAR wishes to disclose the following information:

- (a) The aggregate placement price payable to Allegiance for the Allegiance Placement (the “**Placement Price**”) is approximately A\$15 million, or A\$0.45 per Allegiance Share. The Placement Price was arrived at on a willing buyer-willing seller basis, taking into consideration, among others, the trading prices of the Allegiance Shares prior to the Allegiance Placement. The Placement Price is payable in cash on the Settlement Date and will be funded from GEAR’s existing cash resources.
- (b) Based on the latest unaudited consolidated financial statements of Allegiance for the half year ended 31 December 2020, the book value and the net tangible asset

value per Allegiance Share was A\$0.14¹ and A\$-0.20^{1,2}, respectively. The open market value of the Allegiance Shares, based on the weighted average price of the Allegiance Shares transacted on 9 April 2021, the market day preceding the date of entry into the Allegiance Placement, was A\$0.53¹.

4. FINANCIAL EFFECTS

The Allegiance Placement is not expected to have any material impact on the net tangible assets per share or earnings per share of the Group for the financial year ending 31 December 2021.

5. INTERESTS OF DIRECTORS AND CONTROLLING SHAREHOLDERS

None of the directors or controlling shareholders of GEAR has any interest, direct or indirect, in the Allegiance Placement, save for their interests by virtue of their shareholdings and/or directorships, as the case may be, in the Group.

By Order of the Board

GOLDEN ENERGY AND RESOURCES LIMITED

Pauline Lee
Group Company Secretary
3 May 2021

¹ Based on the number of shares post share consolidation which takes effect on or around 5 May 2021.

² The net tangible asset per share is negative as the net tangible assets exclude exploration and evaluation assets.