Announcement Summary

Entity name

TIAN POH RESOURCES LIMITED

Announcement Type

New announcement

Date of this announcement

Thursday September 24, 2020

The Proposed issue is:

☑ A placement or other type of issue

Total number of +securities proposed to be issued for a placement or other type of issue

ASX +security code	+Security description	Maximum Number of +securities to be issued
TPOAE	CONVERTIBLE NOTES	40,662,804

Proposed +issue date

Wednesday September 23, 2020

Refer to next page for full details of the announcement

Part 1 - Entity and announcement details

1.1 Name of +Entity

TIAN POH RESOURCES LIMITED

We (the entity named above) give ASX the following information about a proposed issue of +securities and, if ASX agrees to +quote any of the +securities (including any rights) on a +deferred settlement basis, we agree to the matters set out in Appendix 3B of the ASX Listing Rules.

1.2 Registered Number Type	**Registration Number**
ABN	46168910978

1.3 ASX issuer code

TPO

1.4 The announcement is

☑ New announcement

1.5 Date of this announcement

Thursday September 24, 2020

1.6 The Proposed issue is:

☑ A placement or other type of issue

Part 7 - Details of proposed placement or other issue

Part 7A - Conditions

7A.1 - Are any of the following approvals required for the placement or other type of issue?

- **+Security holder approval**
- **Court approval**
- **Lodgement of court order with +ASIC**
- **ACCC approval**
- **FIRB approval**
- **Another approval/condition external to the entity**

☑ No

Part 7B - Issue details

Is the proposed security a 'New class' (+securities in a class that is not yet quoted or recorded by ASX) or an 'Existing class' (additional securities in a class that is already quoted or recorded by ASX)?
☑ Existing class

Will the proposed issue of this +security include an offer of attaching +securities?
☑ No

Details of +securities proposed to be issued

ASX +security code and description

TPOAE : CONVERTIBLE NOTES

Number of +securities proposed to be issued

40,662,804

Offer price details

Are the +securities proposed to be issued being issued for a cash consideration?
☑ No

Please describe the consideration being provided for the +securities

S$400,000

Please provide an estimate of the AUD equivalent of the consideration being provided for the +securities

406,628.000000

Will these +securities rank equally in all respects from their issue date with the existing issued +securities in that class?
No

If some of the issued +securities do not rank equally

Is the actual date from which the +securities will rank equally (non-ranking end date) known?
Yes

Provide the actual non-ranking end date

Saturday December 31, 2022

Please state the extent to which the +securities do not rank equally:
- **In relation to the next dividend, distribution or interest payment; or**
- **For any other reason**

Convertible notes denominated in Singapore Dollars, bearing 8% interest per annum paid annually in arrears and convertible into fully paid ordinary shares at A$0.01 on or before 31 December 2022.

Should the notes be converted into ordinary shares, the ordinary shares will rank equally with all ordinary shares.

Part 7C - Timetable

7C.1 Proposed +issue date

Wednesday September 23, 2020

Part 7D - Listing Rule requirements

7D.1 Has the entity obtained, or is it obtaining, +security holder approval for the entire issue under listing rule 7.1?
No

7D.1b Are any of the +securities proposed to be issued without +security holder approval using the entity's 15% placement capacity under listing rule 7.1?
Yes

7D.1b (i) How many +securities are proposed to be issued without security holder approval using the entity's 15% placement capacity under listing rule 7.1?

40,662,804

7D.1c Are any of the +securities proposed to be issued without +security holder approval using the entity's additional 10% placement capacity under listing rule 7.1A (if applicable)?
No

7D.2 Is a party referred to in listing rule 10.11 participating in the proposed issue?
No

7D.3 Will any of the +securities to be issued be +restricted securities for the purposes of the listing rules?
No

7D.4 Will any of the +securities to be issued be subject to +voluntary escrow?
No

Part 7E - Fees and expenses

7E.1 Will there be a lead manager or broker to the proposed issue?
No

7E.2 Is the proposed issue to be underwritten?
No

7E.4 Details of any other material fees or costs to be incurred by the entity in connection with the proposed issue

None

Part 7F - Further Information

7F.01 The purpose(s) for which the entity is issuing the securities

Working capital, including commencement of coal marketing activities

7F.1 Will the entity be changing its dividend/distribution policy if the proposed issue proceeds?
No

7F.2 Any other information the entity wishes to provide about the proposed issue

S$400,000 of convertible notes denominated in Singapore Dollars, bearing 8% interest per annum paid annually in arrears and convertible into fully paid ordinary shares at A$0.01 on or before 31 December 2022.