

ALLIANCE GLOBAL CAPITAL LTD

NOTICE OF ANNUAL GENERAL MEETING

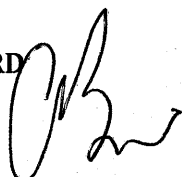
Notice is hereby given that the Annual General Meeting of ALLIANCE GLOBAL CAPITAL LIMITED will be held at B-4 (4th Floor) House 32, Road-10, Sector -06, Uttara Model town ,Dhaka -1230, Bangladesh on the 18th day of April 2017 at 9.00 am to consider and if thought fit pass as ordinary resolutions following the resolutions set out below:

ORDINARY:

1. **ADOPTION OF ANNUAL FINANCIAL ACCOUNTS**
2. **ELECTION OF DIRECTOR**
That Nazia Moghul, having been appointed a director retires in accordance with Article 18.4 of the Company's Articles of Association, and being eligible who offers herself for election, be elected a director.
3. **ELECTION OF DIRECTOR**
That Abul Razzaq, having been appointed a director retires in accordance with Article 18.4 of the Company's Articles of Association, and being eligible who offers himself for election, be elected a director.
4. **ELECTION OF DIRECTOR**
That Andrew Bristow, having been appointed a director on incorporation retires in accordance with Article 18.4 of the Company's Articles of Association, and being eligible who offers himself for election, be elected a director.
5. **RATIFICATION OF CDI PLACEMENTS**
For the purposes of Listing Rule 6.25 and for all other purposes the placement of 900,000 CDIs since listing are hereby ratified. By ratifying the placement of the 900,000 CDIs the Company will refresh its ability to issue CDIs in the 12 month period from the date of the meeting up to the 15% annual placement capacity set out in NSX Listing Rule 6.25 without the requirement to obtain prior Shareholder approval.
- 6 **APPROVAL TO ISSUE SHARES**
For the purposes of Listing Rule 6.25 and for all other purposes the Director's be authorised to issue up to an additional 2,000,000 CDIs over and above the number of CDI's able to be issued pursuant to listing Rule 6.25 at a minimum of \$0.10 each in the period until 31 December 2017.

DATED 20 March 2017

BY ORDER OF THE BOARD



ANDREW DAVID BRISTOW
SECRETARY
Proxies

Members entitled to vote may attend the general meeting in person or by proxy. A proxy form for the meeting is attached. Proxy forms must be completed and signed by a member wishing to appoint a proxy. Proxies must be lodged at Alliance Global Capital, Suite 214, Level 2, 33 Lexington Drive Bella Vista NSW 2153 or at the following electronic address Highgatecorporateadvisors@gmail.com at least 48 hours prior to the meeting.

CDI HOLDERS

Holders of Chess Depository Instruments (CDI's) are invited to attend but are not entitled to vote personally at the Annual General Meeting. Chess Depositing Nominees Pty Ltd (CDN) holds legal title to the Company's shares for and behalf of the CDI holders as the beneficial owners of the Company's shares held by CDN, CDI holders should direct CDN on how to vote with respect of the resolutions described in the Notice of Meeting. CDN must exercise its right to vote by proxy at the Annual General Meeting in accordance with the Directors of CDI holders. A form of Direction to CDN is attached.

EXPLANATORY MEMORANDUM

ITEMS 2, 3 AND 4

Items 2, 3 and 4 on the Notice of Annual General Meeting relate to the elections of Nazia Moghul, Abul Razzaq and Andrew Bristow as directors. Mr Bristow was appointed a director on the incorporation of the Company and Messrs Moghul and Razzaq in February 2017 after the resignation of Rina Rosarina Maria and Muray Ar. Pursuant to Article 18.4 of the Articles of Association each must retire at this Annual General Meeting and seek election by the members. Each of them is eligible for election and offer themselves for election.

ITEM 5

Item 5 ratification of CDI placements.

NSX Listing Rule 6.25 provides that a company must not, subject to specified exceptions, issue or agree to issue more equity securities during any 12 month period than that amount which represents 15% of the number of fully paid ordinary securities on issue at the commencement of that 12 month period. By ratifying the issue of Shares pursuant to the Placement, the Company will retain the flexibility to issue equity securities in the future up to the 15% annual placement capacity set out in NSX Listing Rule 6.25 without the requirement to obtain prior Shareholder approval. As of the date of this notice the Company has allotted 900,000 CDIs in the previous 12 months, these CDIs were issued relying on Listing Rule 6.25.

ITEM 6

The Approval sought in Item 6 of the Notice of Meeting will permit the Company to issue up to 2,000,000 CDIs at a minimum of \$0.10 each on the conditions set out in the resolution between the date of the meeting and 31 December 2017, being the end of the current financial year.

The company has on issue 6,900,000 shares represented by CDIs. The issue of new shares will have a dilutionary impact on existing security holders unless they acquire shares themselves in proportion to their current holdings. Assuming resolution 5 is passed the Company could issue up to 3,075,000 CDI's up to 31 December 2017, 1,035,000 as the Directors saw fit and 2,000,000 at a minimum of \$0.50. The Company seeks to raise additional capital to assist in funding the acquisition of 50% interest in Premium Ventures Ltd. Which operates diamond mining operations in Kono District of Siera Leone.

The number of shares that will be issued prior to 31 December 2017 is unknown at this stage. The dilutionary impact of various number of share being issued on the existing security holders can be seen in the table below:

Number of New Shares	Percentage held by New Holders	Percentage Held by Existing Holders
500,000	6.7%	93.24%
1,000,000	12.66%	87.34%
2,000,000	22.47%	77.53%
3,000,000	30.30%	69.70%