

NOTICE OF PROVISIONAL ALLOTMENT OF RIGHTS SHARES WITH WARRANTS

Terms defined in the Abridged Prospectus dated 29 September 2014 ("**Abridged Prospectus**") shall have the same meanings when used in this Notice of Provisional Allotment ("**NPA**") unless otherwise stated. The provisionally allotted Rights Shares with Warrants (as defined herein) are prescribed securities pursuant to Section 14(5) of the Securities Industry (Central Depositories) Act, 1991, as amended from time to time ("**SICDA**") and therefore, SICDA and the Rules of Bursa Malaysia Depository Sdn Bhd ("**Bursa Depository**") shall apply in respect of dealings in the Provisional Rights Shares with Warrants (as defined herein).



BTM RESOURCES BERHAD

(Company No.: 303962-T)
(Incorporated in Malaysia under the Companies Act, 1965)

RENOUNCEABLE RIGHTS ISSUE OF UP TO 118,734,576 NEW ORDINARY SHARES OF RM0.20 EACH IN BTM ("BTM SHARES") ("RIGHTS SHARES") TOGETHER WITH UP TO 47,493,830 FREE NEW DETACHABLE WARRANTS ("WARRANTS") AT AN ISSUE PRICE OF RM0.20 PER RIGHTS SHARE ON THE BASIS OF TWO (2) RIGHTS SHARES FOR EVERY ONE (1) EXISTING ORDINARY SHARE HELD AS AT 5.00 P.M. ON 29 SEPTEMBER 2014 TOGETHER WITH 4 WARRANTS FOR EVERY 10 RIGHTS SHARES SUBSCRIBED, BASED ON A MINIMUM SUBSCRIPTION LEVEL OF 36,328,586 RIGHTS SHARES TOGETHER WITH 14,531,434 WARRANTS ("RIGHTS ISSUE WITH WARRANTS")

Adviser



Hong Leong Investment Bank Berhad (10209-W)

(A Participating Organisation of Bursa Malaysia Securities Berhad)
(A Trading Participant of Bursa Malaysia Derivatives Berhad)

To: The Shareholders of BTM

Dear Sir/Madam,

The Board of Directors of BTM ("**Board**") has provisionally allotted to you the number of Rights Shares with Warrants as indicated below ("**Provisional Rights Shares with Warrants**"), in accordance with the approval of Bursa Malaysia Securities Berhad ("**Bursa Securities**") via its letter dated 18 December 2013 and the ordinary resolution passed by our shareholders at the Extraordinary General Meeting held on 29 April 2014 in relation to the Rights Issue with Warrants.

We wish to advise you that the Rights Shares with Warrants provisionally allotted to you in respect of the Rights Issue with Warrants have been confirmed by Bursa Depository and upon acceptance will be credited into your Central Depository System ("**CDS**") account(s) subject to the terms and conditions stated in the Abridged Prospectus and Rights Subscription Form issued by BTM.

The Provisional Rights Shares with Warrants are made subject to the terms and conditions stated in the Abridged Prospectus. Bursa Securities has already prescribed the securities of our Company listed on the Main Market of Bursa Securities to be deposited with Bursa Depository. Accordingly, the Rights Shares with Warrants arising from the Rights Issue with Warrants are prescribed securities and as such, all dealings in the Provisional Rights Shares with Warrants will be by way of book entry through the CDS accounts and will be governed by the SICDA and the Rules of Bursa Depository.

ALL RIGHTS SHARES WITH WARRANTS TO BE ISSUED PURSUANT TO THE RIGHTS ISSUE WITH WARRANTS WILL BE ALLOTTED BY WAY OF CREDITING THE RIGHTS SHARES WITH WARRANTS INTO THE CDS ACCOUNTS OF THE ENTITLED SHAREHOLDERS AND/OR THEIR RENOUNCEE(S) (IF APPLICABLE) AND NO PHYSICAL SHARE CERTIFICATES OR WARRANT CERTIFICATES WILL BE ISSUED.

It is the intention of the Board to allocate the excess Rights Shares with Warrants, if any, on a fair and equitable basis and in the following priority:

- (i) firstly, to minimise the incidence of odd lots;
- (ii) secondly, for allocation to Entitled Shareholders who have applied for excess Rights Shares with Warrants on a pro-rata basis and in board lot, calculated based on their respective shareholdings as at the Entitlement Date;
- (iii) thirdly, for allocation to Entitled Shareholder who have applied for Excess Rights Shares with Warrants on a pro-rata basis and in board lot, calculated based on the quantum of their respective Excess Rights Shares with Warrants applied for; and
- (iv) fourthly, for allocation to renounee(s) and/or transferee(s) who have applied for excess Rights Shares with Warrants on a pro-rata basis and in board lot, calculated based on the quantum of their respective excess Rights Shares with Warrants applied for.

Nevertheless, the Board reserves the right to allot any excess Rights Shares with Warrants applied for in such manner as it deems fit and expedient in the best interest of BTM. The Board also reserves the right to accept any excess Rights Shares with Warrants application, in full or in part, without assigning any reason.

NAME, ADDRESS AND CDS ACCOUNT NUMBER OF ENTITLED SHAREHOLDER

--	--	--	--

NUMBER OF BTM SHARES HELD AS AT 5.00 P.M. ON 29 SEPTEMBER 2014	NUMBER OF RIGHTS SHARES PROVISIONALLY ALLOTTED TO YOU	NUMBER OF WARRANTS ATTACHED TO RIGHTS SHARES PROVISIONALLY ALLOTTED TO YOU	AMOUNT PAYABLE IN FULL UPON ACCEPTANCE AT RM0.20 PER RIGHTS SHARE (RM)

IMPORTANT RELEVANT DATES AND TIMES:

Entitlement date : Monday, 29 September 2014 at 5.00 p.m.
 Last date and time for the sale of Provisional Rights Shares with Warrants : Tuesday, 7 October 2014 at 5.00 p.m.
 Last date and time for the transfer of Provisional Rights Shares with Warrants : Friday, 10 October 2014 at 4.00 p.m.
 Last date and time for acceptance and payment : Wednesday, 15 October 2014 at 5.00 p.m.*
 Last date and time for excess application and payment : Wednesday, 15 October 2014 at 5.00 p.m.*

* or such later date and time as the Board and Adviser may decide and announce not less than two (2) Market Days (as defined in the Abridged Prospectus) before the stipulated date and time.

By Order of the Board

Wong Yun Kim (MIA 926)
Ms Mary Margret A/P V. Pelly (LS 04402)
Chong Seok Tian (MIA 2502)
 Company Secretaries

Share Registrar
Sectrars Services Sdn Bhd (92781-X)
 No. 28-1, Jalan Tun Sambanthan 3
 Brickfields
 50470 Kuala Lumpur
 Tel : +603-2274 6133
 Fax: +603 2274 1016

NOTES AND INSTRUCTIONS FOR COMPLETION OF THIS RSF

THIS RSF IS NOT A TRANSFERABLE OR NEGOTIABLE INSTRUMENT. IN ACCORDANCE WITH THE CAPITAL MARKETS AND SERVICES ACT, 2007, THIS RSF MUST NOT BE CIRCULATED UNLESS ACCOMPANIED BY THE ABRIDGED PROSPECTUS DATED 29 SEPTEMBER 2014 ("ABRIDGED PROSPECTUS").

IF YOU ARE IN ANY DOUBT AS TO THE ACTION YOU SHOULD TAKE, YOU SHOULD CONSULT YOUR STOCKBROKER, BANK MANAGER, SOLICITOR, ACCOUNTANT OR OTHER PROFESSIONAL ADVISER IMMEDIATELY. All enquiries concerning the Rights Issue with Warrants should be addressed to the Share Registrar of BTM, Sectrars Services Sdn Bhd at No. 28-1, Jalan Tun Sambanthan 3, Brickfields, 50470 Kuala Lumpur.

INVESTORS SHOULD READ AND UNDERSTAND THE CONTENTS OF THE ABRIDGED PROSPECTUS TO WHICH THIS RSF RELATES BEFORE COMPLETING THIS RSF.

Approval for the Rights Issue with Warrants has been obtained from the shareholders of BTM at the Extraordinary General Meeting held on 29 April 2014. Approval has been obtained from Bursa Malaysia Securities Berhad ("Bursa Securities") vide its letter dated 18 December 2013 for the listing of and quotation for all the Rights Shares with Warrants on the Main Market of Bursa Securities. The official listing of and quotation for all the new Shares arising from the Rights Issue with Warrants will commence after, amongst others, receipt of confirmation from Bursa Depository that all CDS accounts of the successful Entitled Shareholders and/or their renounee(s) and/or transferee(s) (if applicable) have been duly credited and notices of allotment have been dispatched to them.

The Abridged Prospectus, together with the Notice of Provisional Allotment ("NPA") and this RSF are not intended to be (and will not be) issued, circulated or distributed in countries or jurisdictions other than Malaysia or to persons who are or may be subject to the laws of any countries or jurisdictions other than the laws of Malaysia. For practical reasons and in order to avoid any violation of the securities legislation applicable in countries other than Malaysia where shareholders may have their registered addresses, the Abridged Prospectus, together with the NPA and this RSF, has not been and will not be dispatched to shareholders with a registered address outside Malaysia unless they have provided an address in Malaysia for the service of the Abridged Prospectus, together with the NPA and this RSF by 29 September 2014. However, even though a person may be issued, circulated or distributed or be permitted to collect the Abridged Prospectus, together with the NPA and this RSF, BTM and Hong Leong Investment Bank Berhad ("HLIB") require that a person into whose possession of the Abridged Prospectus, together with the NPA and this RSF may come, must inform himself of and observe all the applicable laws of other jurisdictions which may prohibit or restrict the issue, circulation or distribution of the Abridged Prospectus, together with the NPA and this RSF, to him or which may prohibit or restrict the offering, solicitation or invitation to subscribe for the Rights Shares with Warrants under the Abridged Prospectus, together with the NPA and this RSF or the Rights Issue with Warrants to him. BTM and HLIB shall not accept any responsibility or liability in the event that any acceptance or renunciation made by the Entitled Shareholders and/or their renounee(s) and/or transferee(s) (if applicable) is or shall become illegal, unenforceable, voidable or void in such countries or jurisdictions.

A copy of the Abridged Prospectus, together with the NPA and this RSF has been registered with the Securities Commission Malaysia ("SC"). The registration of the Abridged Prospectus, together with the NPA and this RSF shall not be taken to indicate that the SC recommends the Rights Issue with Warrants or assumes responsibility for the correctness of any statement made or opinion or report expressed in the Abridged Prospectus, together with the NPA and this RSF. The SC has not, in any way, considered the merits of the securities being offered for investment. A copy of the Abridged Prospectus, together with the NPA and this RSF, has also been lodged with the Registrar of Companies, who takes no responsibility for their contents.

Admission of the securities to the Official List of Bursa Securities and the listing of and quotation for the securities on the Main Market of Bursa Securities are in no way reflective of the merits of the Rights Issue with Warrants. Neither Bursa Securities nor the SC takes any responsibility for the correctness of statements made or opinions expressed herein.

The Abridged Prospectus, together with the NPA and this RSF has been seen and approved by the Board of Directors of BTM and they collectively and individually accept full responsibility for the accuracy of the information given and confirm that, after having made all reasonable enquiries, and to the best of their knowledge and belief, there are no false or misleading statements or other facts the omission of which would make any statement in these documents false and misleading.

Unless otherwise stated, the unit of currency used in this RSF is Ringgit Malaysia or "RM" in abbreviation and sen. Terms defined in the Abridged Prospectus shall have the same meanings when used in this RSF, unless they are otherwise defined here or the context otherwise requires.

INSTRUCTIONS:-

(I) LAST DATE AND TIME FOR ACCEPTANCE AND PAYMENT

This RSF is valid for acceptance until 5.00 p.m. on 15 October 2014, or such later date and time as the Board and Adviser may decide and announce at their absolute discretion. Where the closing date of acceptance and payment is extended from the original closing date, the notice of such extension will be made not less than two (2) market days before the original closing date.

If acceptance and payment(s) in the manner specified herein are not received (whether in full or in part, as the case may be) by the Share Registrar of BTM, **Sectrars Services Sdn Bhd at No. 28-1, Jalan Tun Sambanthan 3, Brickfields, 50470 Kuala Lumpur.** by 5.00 p.m. on 15 October 2014 (or such later date and time as the Board and Adviser may decide and announce at their absolute discretion), the said provisional allotment to you will be deemed to have been declined and will be cancelled. The Board will then have the rights to allot such Rights Shares with Warrants not taken up to applicants applying for excess Rights Shares with Warrants in the manner as set out in item (III) below.

(II) FULL OR PART ACCEPTANCE AND PAYMENT

If you wish to accept the Rights Shares with Warrants provisionally allotted to you either in full or in part, please complete Parts I(a) and II of this RSF and submit this RSF together with the appropriate remittance made in Ringgit Malaysia by Banker's Draft(s)/Cashier's Order(s)/Money Order(s) or Postal Order(s) drawn on a bank or post office in Malaysia and made in favour of "BTM RIGHTS ISSUE ACCOUNT" and crossed "ACCOUNT PAYEE ONLY" and endorsed on the reverse side with your name, contact number and CDS account number in block letters, for the full amount payable for the Rights Shares with Warrants accepted, to be received by the Share Registrar of BTM, **Sectrars Services Sdn Bhd**, not later than 5.00 p.m. on 15 October 2014 (or such later date and time as the Board and Adviser may decide and announce at their absolute discretion). Cheques or any other mode of payments are not acceptable.

The remittance must be made for the exact amount payable for the Rights Shares with Warrants accepted. No acknowledgement of receipt of this RSF and application monies will be issued in respect of the Rights Shares with Warrants. However, if your application is successful, a Notice of Allotment will be issued and dispatched by ordinary post to you at your own risk to the address shown in the Record of Depositors within eight (8) market days from the last date of acceptance and payment for the Rights Shares with Warrants or such other period as may be prescribed by Bursa Securities.

(III) EXCESS SHARES APPLICATION

If you wish to apply for additional Rights Shares and Warrants in excess of those provisionally allotted to you, you may do so by completing Part I(b) of this RSF (in addition to Parts I(a) and II of this RSF) and forwarding this RSF together with a separate remittance made in Ringgit Malaysia by Banker's Draft(s)/Cashier's Order(s)/Money Order(s) or Postal Order(s) drawn on a bank or post office in Malaysia and made in favour of "BTM EXCESS RIGHTS ISSUE ACCOUNT" and crossed "ACCOUNT PAYEE ONLY" and endorsed on the reverse side with your name, contact number and CDS account number in block letters, for the full amount payable in respect of the excess Rights Shares with Warrants applied for, to be received by the Share Registrar of BTM, **Sectrars Services Sdn Bhd**, not later than 5.00 p.m. on 15 October 2014 (or such later date and time as the Board and Adviser may decide and announce at their absolute discretion).

The remittance must be made for the exact amount payable for the excess Rights Shares with Warrants applied for. No acknowledgement of receipt of this RSF and application monies will be issued in respect of the excess Rights Shares with Warrants. However, if your application is successful, a notice of allotment will be issued and dispatched by ordinary post to you at your own risk to the address shown in the Record of Depositors within eight (8) market days from the last date of acceptance and payment for the excess Rights Shares with Warrants or such other period as may be prescribed by Bursa Securities.

In respect of unsuccessful or partially successful excess Rights Shares with Warrants applications, the full amount or the balance of the application monies, as the case may be, shall be refunded without interest and shall be dispatched within fifteen (15) market days from the last date for acceptance and payment for the excess Rights Shares with Warrants by ordinary post to the address shown in the Record of Depositors at your own risk.

It is the intention of the Board to allocate the excess Rights Shares with Warrants, if any, on a fair and equitable basis and in the following priority:

- firstly, to minimise the incidence of odd lots;
- secondly, for allocation to Entitled Shareholders who have applied for excess Rights Shares with Warrants on a pro-rata basis and in board lot, calculated based on their respective shareholdings as at the Entitlement Date;
- thirdly, for allocation to Entitled Shareholder who have applied for excess Rights Shares with Warrants on a pro-rata basis and in board lot, calculated based on the quantum of their respective excess Rights Shares with Warrants applied for; and
- fourthly, for allocation to renounee(s) and/or transferee(s) who have applied for excess Rights Shares with Warrants on a pro-rata basis and in board lot, calculated based on the quantum of their respective excess Rights Shares with Warrants applied for.

Nevertheless, the Board reserves the right to allot any excess Rights Shares with Warrants applied for under Part I(b) of this RSF, in such manner as it deems fit and expedient in the best interest of BTM. The Board also reserves the right to accept any excess Rights Shares with Warrants application, in full or in part, without assigning any reason thereof.

(IV) SALE/TRANSFER OF THE PROVISIONAL ALLOTMENT

If you wish to sell or transfer all or part of your entitlement to the Rights Shares with Warrants to one (1) or more person(s), you may do so through your stockbroker for the period up to the last time and day for sale or transfer of the provisionally allotted Rights Shares with Warrants (in accordance with the Rules of Bursa Depository) without first having to request BTM for a split of the provisional allotment of the Rights Shares with Warrants standing to the credit of your CDS account(s). To sell or transfer all or part of your entitlement to the Rights Shares with Warrants, you may sell such entitlement on the open market or transfer such entitlement to such persons as may be allowed pursuant to the Rules of Bursa Depository.

In selling or transferring all or part of your provisional allotment of Rights Shares with Warrants, you need not deliver any document (including this RSF), to your stockbroker. However, you must ensure that you have sufficient provisional allotment of Rights Shares with Warrants standing to the credit of your CDS account(s) that are available for settlement of the sale or transfer.

The purchaser(s)/transferee(s) can collect a copy of the Abridged Prospectus and this RSF for the acceptance of his/her/their provisional allotment of Rights Shares with Warrants from his/her/their stockbroker, the Registered Office of BTM or the Share Registrar's office or Bursa Securities' website at <http://www.bursamalaysia.com>.

If you have sold only part of your entitlement to the Rights Shares with Warrants, you may still accept the balance of your entitlement by completing Parts I(a) and II of this RSF.

(V) GENERAL INSTRUCTIONS

- All applicants must sign on the front page of this RSF. All corporate bodies must affix their Common Seals.
- Malaysian Revenue Stamp (NOT POSTAGE STAMP) of Ringgit Malaysia Ten (RM10.00) must be affixed on this RSF.
- Any interest or other benefit accruing on or arising from or in connection with any application monies shall be for the benefit of BTM and BTM shall not be under any obligation to account for such interest or other benefit to you.
- The contract arising from the acceptance of the provisional allotment of Rights Shares with Warrants by you shall be governed by and construed in accordance with the laws of Malaysia, and you shall be deemed to have irrevocably and unconditionally submitted to the exclusive jurisdiction of the courts of Malaysia in respect of any matter in connection with this RSF and the contract arising therefrom.
- BTM reserves the right to accept or reject any acceptance and/or application if the instructions stated above are not strictly adhered to.
- The Rights Shares with Warrants subscribed by the Entitled Shareholders and/or their renounee(s) and/or transferee(s) (if applicable) will be credited into their respective CDS accounts as stated on the NPA or the exact accounts appearing in Bursa Depository's records.
- Entitled Shareholders and/or their renounee(s) and/or transferee(s) (if applicable) should note that this RSF and remittances so lodged to the Share Registrar shall be irrevocable and may not subsequently be withdrawn.