

21 March 2013

NOBLE RESOURCES TAKES STAKE IN PAN ASIA

- **Noble secures a 5.34 % equity stake in Pan Asia**
- **Noble appointed strategic adviser for TCM Coal Project**
- **Noble to appoint a Non-Executive Director to the Pan Asia board**

Pan Asia Corporation (“**PZC**” or “**Company**”) is pleased to advise that Noble Resources International Pte Ltd, a wholly-owned subsidiary of Singapore-listed Noble Group (SGX: N21) (“Noble”) has acquired an equity stake in the Company, and has also been appointed a strategic advisor to PT Transcoal Minergy (“PT TCM”). PT TCM is developing a High CV Thermal coal project in South Kalimantan, Indonesia and is 75% owned by the Company.

The Company and Noble have entered into a share subscription agreement under which Noble will subscribe for 7 million shares (5.34% of the Company, post issuance) at an ascribed value of \$0.07 per share. The shares allocated to Noble are subject to voluntary escrow for a period of 9 months. Subject to PZC obtaining a waiver from the ASX, Noble will have top up rights to maintain its holding post completion.

Pan Asia CEO Alan Hopkins said: “We are very pleased to further strengthen the ties between the companies. We have a shared motivation to expedite the advancement of production at TCM, and to pursue additional growth opportunities.”

“In particular, Noble has a strong understanding of and presence in the Indonesian Coal industry and can provide Pan Asia with invaluable support in delivering the TCM Project,” Mr Hopkins said.

Noble is a global diversified natural resources supply manager of energy products, minerals, metals and ores. It is listed on the Singapore Stock Exchange (SGX: N21), with headquarters in Hong Kong and has considerable expertise in the international thermal coal market.

Under the Strategic Advisory Agreement Noble will:

- Provide strategic marketing advice to PT TCM in respect of coal produced from the concession in South Kalimantan;
- Assist with TCM Coal sales agreements direct to end customers; and
- Assist raising capital to finance the development of the high CV thermal coal project (without being under an obligation to provide funding).

Pan Asia and Noble developed a commercial relationship through previous arrangements in East Kalimantan, and the new arrangements supersede and replace all those arrangements. The key terms of the new arrangements are set out below:

Key Terms of Transaction Documents

Share Subscription Agreement

- Subject to various conditions precedent, including the Company obtaining a waiver from ASX in relation to the proposed top-up rights described below;
- The total number of Subscription shares issued will be 7,000,000 @ \$0.07 per share for total consideration of \$490,000. The Company will set off this amount against the monies owed to Noble under the existing offtake arrangements with Innovation West Pty Ltd (“Innovation”), a company 100% owned by the PZC. See further below;
- Shares issued to Noble to be subject to voluntary escrow for a period of 9 months;
- Noble has the right to appoint a Noble employee as director to the Board of the Company provided that its shareholding remains at least 5%;
- Subject to the Company obtaining a waiver from ASX, Noble has certain top-up rights in relation to future equity issuances by the Company. These top-up rights are lost if Noble’s interest in the Company falls below 5%. The Company has lodged a submission with ASX in respect of the required waiver, and will advise the market when the outcome of the ASX decision making process is known.

Strategic Advisory Agreement (SAA)

- Noble appointed strategic advisor for sales of TCM Coal on a worldwide basis;
- Noble to be paid a strategic advisory fee, which will commence on coal production and will be calculated by reference to the revenue received by PT TCM on the sale of coal;

Termination Agreement

- Innovation and Noble have entered into a termination agreement in respect of all existing offtake arrangements.

About Pan Asia

Pan Asia Corporation is moving to become a significant long term supplier of key energy resources into the expanding Asian markets. With offices in Jakarta (GKBI), Perth and Sydney, our flagship project ("TCM") is a high CV thermal coal project in South Kalimantan.

Pan Asia holds a 75% stake in TCM which is adjacent to the operating PT Arutmin ATA mine. A Feasibility Study for TCM is currently being updated ahead of an expected development and first production in 2014.

Pan Asia seeks to build significant projects; de-risking them ready for development partnership / offtake agreements with quality, life of mine partners.

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