Austar Coal Mine Pty Limited
C/- Mick Campbell
Assistant Mine Surveyor
Locked Bag 806
Cessnock NSW 2325

Email: mick.campbell@yanco.com.au

24 October 2017

Dear Mr Campbell,

**Exploration Licence No.6598 (Act 1992)**

I refer to your application for the renewal of Exploration Licence No.6598 (Act 1992) (EL 6598) which was lodged with the NSW Department of Planning and Environment – Division of Resources and Geoscience (Division) on 13 July 2016.

**Decision to renew**

In accordance with the provisions of Section 114(1)(a) and 115 of the *Mining Act 1992*, the decision-maker has now renewed the authority subject to the terms and conditions set out in the attached Instrument of Renewal.

Renewal of the licence took effect on 20 October 2017.

**Useful information**

It is the holder’s responsibility to be aware of the expiry date of this authority, and if renewal is required, to lodge a renewal application. Any application must be lodged within the period specified in Section 113(2) of the *Mining Act 1992*, that is, within a period of two months before the licence ceases to have effect. Renewals may be lodged by completing form 'EL5 Renew an exploration licence'. This form and a list of fees are available from the Division’s website: [www.resourcesandenergy.nsw.gov.au](http://www.resourcesandenergy.nsw.gov.au).

Please be aware that the holder of an authority may not carry out prospecting operations on any land (including land where Native Title exists) without an access arrangement with each landholder or as determined by an arbitrator.

In addition, compensation is payable to landholders for any loss suffered, or likely to be suffered, as a result of the exercise of the rights conferred by the authority or by an access arrangement in respect of the licence.

The Environmental Sustainability Unit’s Guidelines regarding the sealing of boreholes on land or water may be downloaded from the Environment section of the Department’s website: [www.resourcesandenergy.nsw.gov.au](http://www.resourcesandenergy.nsw.gov.au).
**Further information**
For further information, please contact me on 02 4931 6686 or Titles Services Customer Services on 02 4931 6500.

Yours sincerely,

[Signature]

Libby Richardson
Senior Titles Case Officer
Titles Services
Division of Resources and Geoscience
Instrument of Renewal

I, Kevin Ruming, Director Strategic Resource Assessment and Advice, pursuant to section 114 of the Mining Act 1992, determine to renew Exploration Licence 6598 (Act 1992) held by Austar Coal Mine Pty Limited, ACN 111 910 822:

In respect of Group 9 and Group 9A Minerals:

(a) For the further term ending on 13 July 2021; and
(b) Over the exploration area described in Schedule 1; and
(c) Subject to the conditions set out in Schedule 2 and Schedule 3; and
(d) In compliance with any Activity Approvals in Schedule 4; and
(e) In accordance with the approved work program referenced in Schedule 5.

Signed this 20th day of October 2017

Kevin Ruming
Director Strategic Resource Assessment & Advice
As delegate for the Minister for Resources
Delegation dated: 1 May 2017
EXPLORATION LICENCE

Issued under the Mining Act 1992

<table>
<thead>
<tr>
<th>EXPLORATION LICENCE NUMBER:</th>
<th>6598 (Act 1992)</th>
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<tbody>
<tr>
<td>RENEWAL DATE:</td>
<td>20 October 2017</td>
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<tr>
<td>DUE EXPIRY DATE:</td>
<td>13 July 2021</td>
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<tr>
<td>LICENCE HOLDER:</td>
<td>Austar Coal Mine Pty Limited</td>
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<td></td>
<td>ACN 111 910 822</td>
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<tr>
<td>EXPLORATION AREA:</td>
<td>See Schedule 1</td>
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<tr>
<td>RESOURCE:</td>
<td>Group 9 and Group 9A Minerals</td>
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Information about this licence

This exploration licence is issued under the Mining Act 1992. The licence holder may:

- Apply for the renewal of this exploration licence; or
- Apply for the transfer of this exploration licence to another person.

Renewal applications are to be submitted within the period of two months prior up to midnight on the expiry date of the licence consistent with the Mining Act 1992.

The following fees are payable in connection with this licence:

- An annual rental fee; and
- An annual administrative levy.

Additional rights and responsibilities of licence holders are set out in the Mining Act 1992 and the Mining Regulation 2016.

Please note that licence holders may also be required to obtain approvals and comply with requirements of other legislation when carrying out exploration activities, including (but not limited to):

- The Environmental Planning and Assessment Act 1979;
- The Protection of the Environment Operations Act 1997; and

Rights of the licence holder under this licence

This licence gives the licence holder an exclusive right to prospect for:

- The mineral(s) or group(s) of minerals to which this licence relates; and
- In respect of the land to which this licence relates.

However, in accordance with section 45 of the Aboriginal Land Rights Act 1983, this licence does not give the licence holder the right to prospect for any minerals except coal, on land vested in an Aboriginal Land Council or Local Land Council at the original date of grant of this licence.

Restrictions on the exercise of rights under this licence

It is the responsibility of the licence holder to apprise themselves of the restrictions on the exercise of rights under this licence that exist under NSW and Commonwealth legislation.
Exploration Area (Schedule 1)

The land to which this licence applies is set out at Schedule 1 of this licence.

Licence Conditions (Schedules 2 and 3)

This licence is subject to the conditions in Schedule 2 and Schedule 3. The licence holder must conduct prospecting operations in accordance with these conditions, as well as any conditions imposed by the Mining Act 1992 and Mining Regulation 2016. In particular:

- The conditions set out in Schedule 2 are general conditions; and
- The conditions (if any) set out in Schedule 3 are additional conditions.

Contravention of licence conditions is an offence under the Mining Act 1992.

Further Approvals under this licence (Schedule 4)

The licence holder may need to obtain further approvals or Ministerial consent before carrying out prospecting operations on the land subject to this licence (see in particular the activity approval requirements for assessable prospecting operations section 23A of the Mining Act 1992, which requires an activity approval to be obtained prior to commencing any assessable prospecting operation). Approvals or consents which have been granted after commencement of this licence, and after 1 July 2015, are attached at Schedule 4 of this licence.

Work Program (Schedule 5)

Condition 1 of Schedule 2 of this licence requires the licence holder to comply with the Work Program. The Work Program unique identifier is set out at Schedule 5 of this licence. The Work Program may be varied on application of the licence holder, with the approval of the Minister.
## Licence History – from 20 October 2017

<table>
<thead>
<tr>
<th>Identifier</th>
<th>Effective date</th>
<th>Reason for Update</th>
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<tbody>
<tr>
<td>15</td>
<td>20 October 2017</td>
<td>Renewal of EL 6598 (Act 1992)</td>
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</table>
DEFINITIONS

In this licence:

(a) A reference to a Code or Guideline is a reference to that document as amended or replaced from time to time, and

(b) Words have the meaning given to those terms in the Mining Act 1992 unless otherwise defined below:

Change in effective control of the licence holder means any occurrence which results in any person, not being a related body corporate of the licence holder, newly being in one or more of the following positions:

(a) having the capacity to appoint or control more than 50% of the number of directors of the licence-holder's board;

(b) being entitled to exercise (directly or indirectly) more than 50% of the votes entitled to be cast at any general meeting of the licence-holder; or

(c) holding more than 50% of the issued share capital (other than shares issued with no rights other than to receive a specified amount in distribution) of the licence-holder.

Environmental incident notifications and reports means any notifications and reports to be provided to relevant authorities under Part 5.7 or Part 5.7A of the Protection of the Environment Operations Act 1997.

Foreign acquisition of substantial control in the licence holder means any occurrence which results in a foreign party, not being a related body corporate of the licence holder, newly being in one or more of the following positions:

(a) having the capacity to appoint or control 15% or more of the number of directors of the licence-holder's board;

(b) being entitled to exercise (directly or indirectly) 15% or more of the votes entitled to be cast at any general meeting of the licence-holder; or

(c) holding interests in 15% or more of the issued share capital (other than shares issued with no rights other than to receive a specified amount in distribution) of the licence-holder.

National park, regional park, historic site, nature reserve, karst conservation reserve and Aboriginal area have the meaning given to those terms in the National Parks and Wildlife Act 1974.

Related Body Corporate has the same meaning given to that term in the Corporations Act 2001 (Cth).

Relevant authorities has the meaning given to that term in section 148 of the Protection of the Environment Operations Act 1997.

Work Program means the approved work program referred to in Schedule 5 of this licence, as amended from time to time with the approval of the Minister.
EXPLORATION AREA

The exploration area comprises of an area of 7370 hectares as shown on Plan No E2721-05, and exclusive of any land:-

(a) vested in the Commonwealth of Australia; or

(b) that was not subject to the licence immediately before this renewal.

Note: This exclusion (b) may include land that, at the date this licence was initially granted, was:

- subject to an authority, or an application for an authority;
- subject to a residence area or business area referred to in clause 1, Part 1 of Schedule 11 of the Mining Regulation 2003;
- subject to any mining reserve constituted under section 367 of the Mining Act 1992 which prohibited the grant of new exploration licences;
- vested in the Commonwealth of Australia; or
- located within a national park, regional park, historic site, nature reserve, karst conservation area or Aboriginal area established under the National Parks & Wildlife Act 1974 or other legislation.

The boundaries of the exploration area are indicated on the following diagram.

DISCLAIMER

The boundaries of the exploration area in the diagram are indicative only, based on knowledge and understanding at the time this licence was granted. However, because of advances in knowledge, users are reminded of the need to ensure that information upon which they rely is up to date. No warranty about the accuracy, currency or completeness of any information in this diagram is inferred (including, without limitation, any information provided by third parties). While all reasonable care has been taken in the compilation of this diagram, to the extent permitted by law, the NSW Department of Planning and Environment excludes all liability for the accuracy or completeness of the information, or for any injury, loss, or damage whatsoever (including without limitation liability for negligence and consequential losses) suffered by any person acting, or purporting to act, in reliance upon anything contained herein. Users should rely upon their own advice, skills, interpretation and experience in applying the information in the diagram.
GENERAL CONDITIONS

Work Program

1. The licence holder must carry out the operations, and any other activities, described in the Work Program and comply with any commitments in relation to the conduct of operations specified in the Work Program, as for the time being in force, in respect of this licence.

Native Title

2. The licence holder must not prospect on any land or waters within the exploration area on which Native Title has not been extinguished under the Native Title Act 1993 (Cth) without the prior written consent of the Minister.

Community Consultation

3. The licence holder must carry out community consultation in relation to the planning and conduct of activities under this licence in accordance with the Exploration Code of Practice: Community Consultation (NSW Department of Planning and Environment).

Protection of the Environment

4. The licence holder must prevent, or if that is not reasonably practicable, minimise so far as is reasonably practicable, any harm to the environment arising from activities carried out under this licence.

Security

5. The licence holder must provide a security deposit to secure funding for the fulfilment of obligations under this licence (including obligations that may arise in the future) as follows:

   (a) Amount: $50,000
   (b) Licence holder’s entitlement to interest: none.

Rehabilitation

6. The licence holder must carry out rehabilitation of all disturbance caused by activities carried out under this licence in accordance with the requirements in Part B of the Exploration Code of Practice - Rehabilitation (NSW Department of Planning and Environment) to the satisfaction of the Minister.

Environmental Incident Reporting

7. The licence holder must provide environmental incident notifications and reports to the Secretary no later than 7 days after those notifications and reports are provided to relevant authorities under the Protection of the Environment Operations Act 1997.
Annual Activity Reporting

8. Unless otherwise approved by the Secretary, the licence holder must submit annual activity reports prepared in accordance with the *Exploration Guideline: Annual Activity Reporting for Prospecting Titles* (NSW Department of Planning and Environment) at the following times:

(a) Annually, within one calendar month following the grant anniversary date of this licence;
(b) On any other date or dates directed by the Secretary in writing; and
(c) Within one calendar month following the cancellation or expiry of this licence.

Change in Control

9. Subject to condition 10, if the licence holder is a corporation or a trust, the Minister’s prior written approval is required before any:

(a) Change in effective control of the licence holder; or
(b) Foreign acquisition of substantial control in the licence holder.

10. The Minister’s approval is not required where a change in effective control of the licence holder, or a foreign acquisition of substantial control of the licence holder, occurs as a result of the acquisition of shares or other securities on a registered stock exchange.
ADDITIONAL CONDITIONS

Drilling Notification

11. At least 28 days before commencing any drilling operation (for assessable prospecting operations), the licence holder must provide a written notice to DPI Water drilling.mineralsandenergy@dpi.nsw.gov.au which sets out:

a) the licence holder’s intention to drill the exploratory holes; and
b) a description of the nature and location of the proposed exploratory holes.

Activity Approvals Issued Prior To 1 March 2016

12. Any prospecting operations the subject of an activity approval granted pursuant to this exploration licence before 1 March 2016 must, in addition to any requirements of that approval, be carried out in accordance with the following Codes of Practice:

(a) Part B of the Exploration Code of Practice: Environmental Management
(b) Part B of the Exploration Code of Practice: Produced Water Management, Storage and Transfer

and these codes prevail to the extent of any inconsistency with a requirement of such an activity approval.
FURTHER APPROVALS

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WORK PROGRAM

In accordance with Condition 1 of this licence the approved Work Program is the document identified by the identification number:

WP-EL6598-2016-2021