

Instrument of Renewal

I, **Michael Wright, Deputy Secretary Mining, Exploration and Geoscience**, pursuant to section 114 of the *Mining Act 1992*, determine to renew Exploration Licence **8064 (Act 1992)** held by **Ridgeland Coal Resources Pty Limited, ACN 141 312 727**:

In respect of **Group 9 (Coal) minerals**;

- (a) For the further term ending on **27 February 2024**; 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 6th Day of April 2020



Michael Wright
Deputy Secretary Mining, Exploration and Geoscience
As delegate for the Minister administering the *Mining Act 1992*
Delegation Dated: 14 May 2018

EXPLORATION LICENCE

Issued under the Mining Act 1992

EXPLORATION LICENCE NUMBER:	8064 (Act 1992)
RENEWAL DATE:	6 April 2020
DUE EXPIRY DATE:	27 February 2024
LICENCE HOLDER:	Ridgeland Coal Resources Pty Limited ACN 141 312 727
EXPLORATION AREA:	See Schedule 1
RESOURCE:	Group 9 (Coal) minerals

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
- The *Water Act 1912* and the *Water Management Act 2000*.

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 special 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).

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

Identifier	Effective date	Reason for Update
12	6 April 2020	Renewal of EL 8064 (Act 1992)

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 **7643 hectares** as shown on Plan No **E4244-02**, 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.

PLAN No. E4244-02

RESOURCES & GEOSCIENCE

File CM9: V18/614

DIAGRAM OF EXPLORATION LICENCE No. 8064

(ELA No. 4244)

HOLDER: RIDGELANDS COAL RESOURCES PTY LIMITED

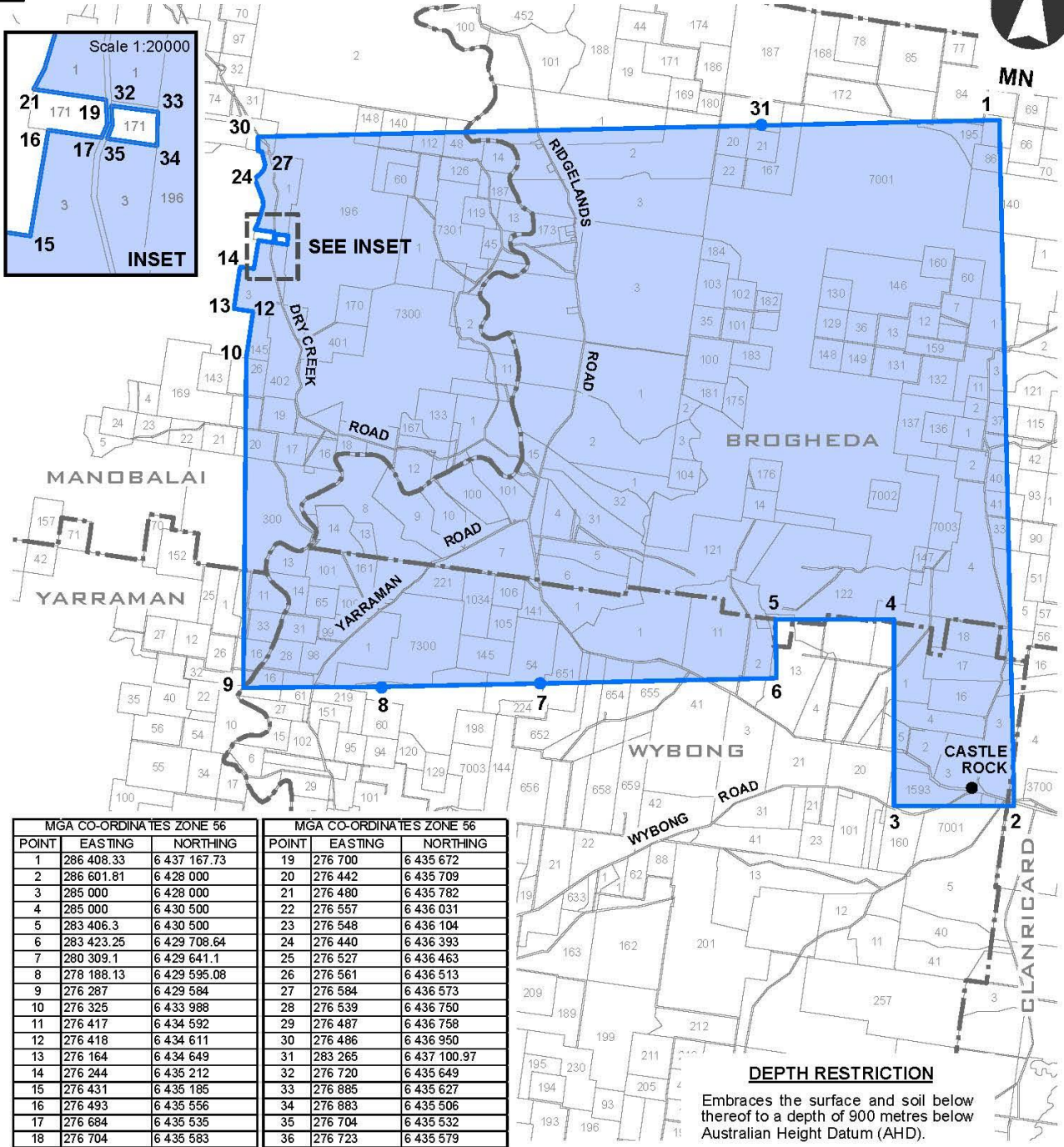
PARISHES: MANOBALAI, BROGHEDA, YARRAMAN, WYBONG & CLANRICARD

COUNTY: BRISBANE

SCALE 1:75000

REF MAPS: 9033-4-S & 9033-3-N

SUBJECT TO SURVEY

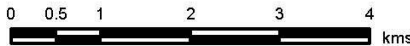


MGA CO-ORDINATES ZONE 56			MGA CO-ORDINATES ZONE 56		
POINT	EASTING	NORTHING	POINT	EASTING	NORTHING
1	286 408.33	6 437 167.73	19	276 700	6 435 672
2	286 601.81	6 428 000	20	276 442	6 435 709
3	285 000	6 428 000	21	276 480	6 435 782
4	285 000	6 430 500	22	276 557	6 436 031
5	283 406.3	6 430 500	23	276 548	6 436 104
6	283 423.25	6 429 708.64	24	276 440	6 436 393
7	280 309.1	6 429 641.1	25	276 527	6 436 463
8	278 188.13	6 429 595.08	26	276 561	6 436 513
9	276 287	6 429 584	27	276 584	6 436 573
10	276 325	6 433 988	28	276 539	6 436 750
11	276 417	6 434 592	29	276 487	6 436 758
12	276 418	6 434 611	30	276 486	6 436 950
13	276 164	6 434 649	31	283 265	6 437 100.97
14	276 244	6 435 212	32	276 720	6 435 649
15	276 431	6 435 185	33	276 885	6 435 627
16	276 493	6 435 556	34	276 883	6 435 506
17	276 684	6 435 535	35	276 704	6 435 532
18	276 704	6 435 583	36	276 723	6 435 579

DEPTH RESTRICTION

Embraces the surface and soil below thereof to a depth of 900 metres below Australian Height Datum (AHD).

UNIVERSAL TRANSVERSE MERCATOR PROJECTION
HORIZONTAL DATUM GD94



AREA: abt. 7643 ha

Prepared by: S Carter
Date: 27-03-2018
Approved by: P Hord
Date: 29-03-2018
Drafting Services
Operations & Programs

DISCLAIMER: The compilation of information shown on this diagram is derived from plans and data, some of which has been produced and provided by third parties. Title boundaries have been adjusted to maintain their relationship with the digital cadastral database in some circumstances, thereby creating certain inaccuracies in the data. The Department and the State of New South Wales make no statement, representation or warranty that the titles information shown on this diagram is complete, accurate or free from error. Users rely on the titles information supplied on this diagram at their own risk. The Department and the State of New South Wales accept no responsibility for any person, acting on, or relying on, or upon any of the titles information shown on this diagram, and disclaim all liability for any loss, damage, cost, expense or injury (including death) incurred or arising by reason of any person using or relying on the titles information contained on this diagram by reason of any error, omission, defect or misstatement (whether such error, omission or misstatement is caused by or arises from negligence, lack of care or otherwise). Users should always verify historical material by making and relying upon their own separate inquiries prior to making any important decisions or taking any action on the basis of titles information.

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: **\$20,000**
- (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.

SPECIAL 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.

Additional Financial Contributions

13. In accordance with the Botai Consortium's Expression of Interest submission for this licence, the licence holder must make the following additional financial contributions:

- a) Within one month of the grant of a mining lease based on successful exploration and the outline of reserves on completion of a feasibility study that identifies ≥ 200 million tonnes of mineable coal in the Newcastle Coal Measures:
 - i. \$65 million payment to the NSW Government, and
 - ii. \$10 million contribution to the Coal Resource Identification Fund.
- b) Within one month of the grant of a mining lease based on successful exploration and the outline of reserves on completion of a feasibility study that identifies ≥ 200 million tonnes of mineable coal in the Wittingham Coal Measures:
 - i. \$90 million payment to the NSW Government, and
 - ii. \$10 million contribution to the Coal Resource Identification Fund.

Resources and reserves must be reported in accordance with the *Australasian Code for Reporting of Exploration Results, Mineral Resources and Ore Reserves* (The JORC Code 2012).

FURTHER APPROVALS

Further approvals and consents may be granted after the commencement of this licence.

The licence holder is required to comply with all approvals and consents which have been granted after commencement of this licence.

WORK PROGRAM

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

WP-EL8064-2020-2024