

Instrument of Renewal

I, **Anthony Keon, Acting Deputy Secretary Mining, Exploration and Geoscience**, as delegate for the Minister administering the *Mining Act 1992* for the State of New South Wales, and pursuant to section 114 of the *Mining Act 1992*, determine to renew **Exploration Licence 7712 (Act 1992)** held by **Mount Thorley Operations Pty Limited, ACN 000 013 249**:

In respect of **Group 9 (Coal) and Group 9A (Oil Shale) minerals**;

- (a) For the further term ending on **23 February 2026**; and
- (b) Over the exploration area described in Schedule 1; and
- (c) Subject to the conditions set out in Schedule 2 and 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 12th day of January 2022.



Anthony Keon
Acting Deputy Secretary Mining, Exploration and Geoscience
Department of Regional NSW
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:	7712 (Act 1992)
RENEWAL DATE:	12 January 2022
DUE EXPIRY DATE:	23 February 2026
LICENCE HOLDER:	Mount Thorley Operations Pty Limited ACN 000 013 249
EXPLORATION AREA:	See Schedule 1
RESOURCE:	Group 9 (Coal) and Group 9A (Oil Shale) 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 on 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).

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 amended on application of the licence holder, with the approval of the Minister.

LICENCE HISTORY from 12 January 2022

Identifier	Effective date	Reasons for update
10	12 January 2022	Renewal of EL7712 (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 have 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 identified 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 **1988 hectares** as shown on Plan No. **E4002-03**, 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;*
- *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, Regional NSW 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. E4002-03

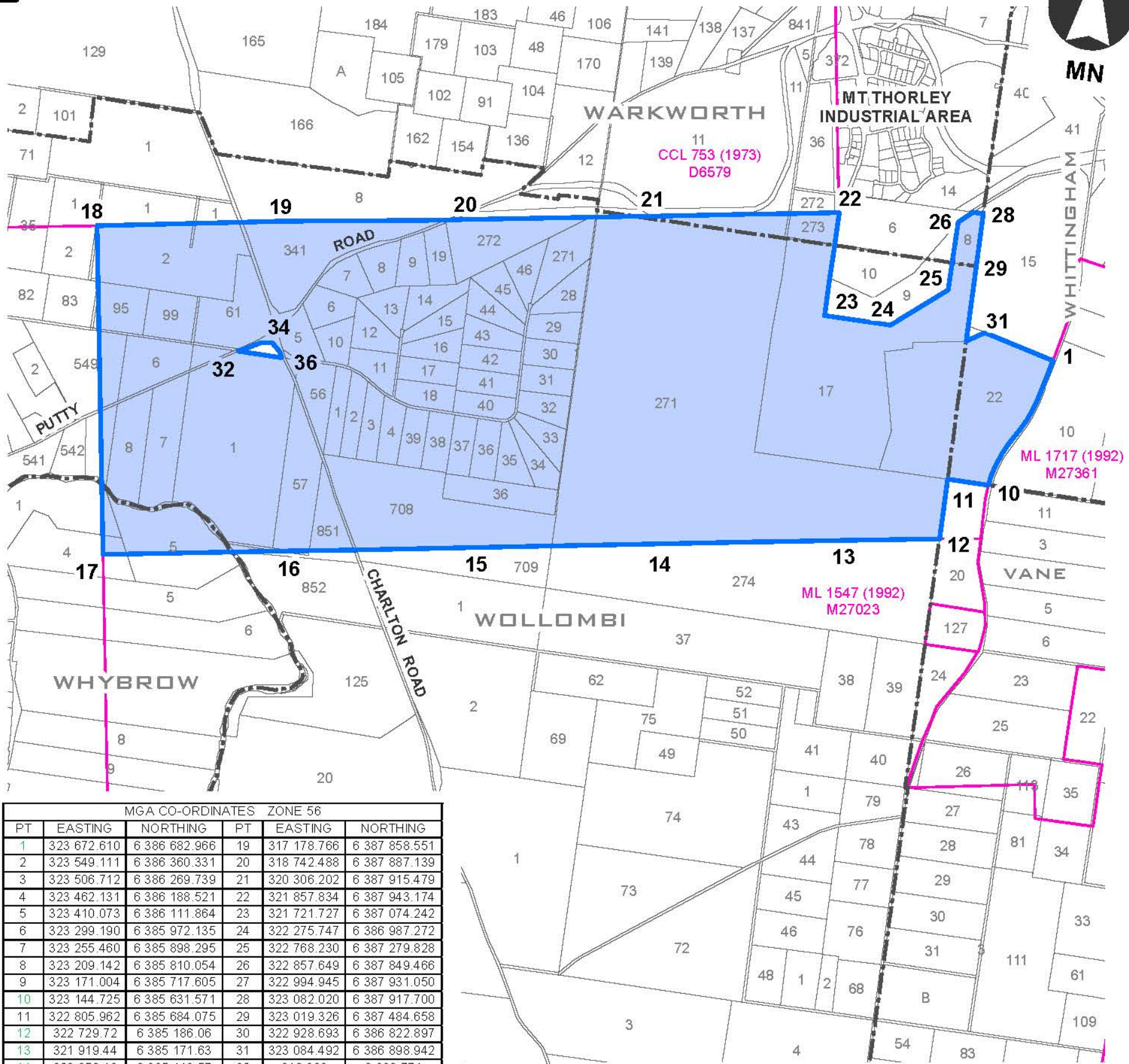
RESOURCES & GEOSCIENCE

File: TMS-REN71
(ELA No. 4002)

DIAGRAM OF EXPLORATION LICENCE No. 7712
HOLDER: MT THORLEY OPERATIONS PTY LIMITED
PARISHES: WARKWORTH, WHITTINGHAM, WOLLOMBI & WHYBROW
COUNTIES: NORTHUMBERLAND & HUNTER
SCALE 1: 50000

REF MAP: 9132-4-S

SUBJECT TO SURVEY



MGA CO-ORDINATES ZONE 56					
PT	EASTING	NORTHING	PT	EASTING	NORTHING
1	323 672.610	6 386 682.966	19	317 178.766	6 387 858.551
2	323 549.111	6 386 360.331	20	318 742.488	6 387 887.139
3	323 506.712	6 386 269.739	21	320 306.202	6 387 915.479
4	323 462.131	6 386 188.521	22	321 857.834	6 387 943.174
5	323 410.073	6 386 111.864	23	321 721.727	6 387 074.242
6	323 299.190	6 385 972.135	24	322 275.747	6 386 987.272
7	323 255.460	6 385 898.295	25	322 768.230	6 387 279.828
8	323 209.142	6 385 810.054	26	322 857.649	6 387 849.466
9	323 171.004	6 385 717.605	27	322 994.945	6 387 931.050
10	323 144.725	6 385 631.571	28	323 082.020	6 387 917.700
11	322 805.962	6 385 684.075	29	323 019.326	6 387 484.658
12	322 729.72	6 385 186.06	30	322 928.693	6 386 822.897
13	321 919.44	6 385 171.63	31	323 084.492	6 386 898.942
14	320 356.18	6 385 143.57	32	316 808	6 386 771
15	318 792.93	6 385 115.24	33	316 999	6 386 841
16	317 229.66	6 385 086.52	34	317 091	6 386 842
17	315 666.36	6 385 057.67	35	317 154	6 386 766
18	315 615.036	6 387 829.684	36	317 173	6 386 716

Co-ordinate points coloured green determined by survey.
 Co-ordinate values for:
 Pts 1 & 10 from M27361
 Pts 12-17 from M27023

UNIVERSAL TRANSVERSE MERCATOR PROJECTION
 HORIZONTAL DATUM: GDA94



AREA: abt. 1988 ha

DEPTH RESTRICTION / SURFACE EXCEPTION

Includes the strata between 100 metres below Australian Height Datum or 30 metres above the roof of the seam known in Industry and Investment NSW as the Bayswater Seam whichever is the deepest, and a depth of 10 metres below the Bayswater seam.

Prepared by: G.Barrett
 Date: 26-FEB-2020
 Spatial Services
 Resource Operations

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 accepts 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 or by 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

1. Work Program

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.

2. Native Title

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.

3. Community Consultation

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*

4. Protection of the Environment

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.

5. Security

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: **\$77,000**
- (b) Licence holder's entitlement to interest: none.

6. Rehabilitation

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* (July 2015) to the satisfaction of the Minister.

7. Environmental Incident Reporting

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

8. Annual Activity Reporting

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* (July 2015) 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.

9. Change in Control

If the licence holder is a corporation, 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.

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

10. Activity Approvals Issued Prior To 1 March 2016

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

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-EL7712-2020-2026