



NOTICE OF ANNUAL GENERAL MEETING AND EXPLANATORY STATEMENT

Date of Meeting: Wednesday, 28 April 2021

Time of Meeting: 12:00pm AEST

Place of Meeting: Offices of Norton Rose Fulbright, Level 21, 111 Eagle Street, Brisbane, QLD, 4000

The business of the Meeting affects your shareholding and your vote is important.

This Notice of Meeting and Explanatory Statement should be read in its entirety. If Shareholders are in doubt as to how they should vote, they should seek advice from their professional advisors prior to voting.

Should you wish to discuss the matters in this Notice of Meeting, please contact the Company Secretary on email cosec@stanmorecoal.com.au or by phone +61 7 3238 1000.

Stanmore Coal Limited

ACN 131 920 968

Business of the Annual General Meeting

Notice is given that the Annual General Meeting for Stanmore Coal Limited (ACN 131 920 968) (the **Company**) will be held by way of a meeting on Wednesday, 28 April 2021 at 12:00pm (AEST) at the offices of Norton Rose Fulbright, Level 21, 111 Eagle Street, Brisbane, QLD 4000.

Terms used in this Notice of Meeting are defined in the Glossary forming part of the Explanatory Statement. The Explanatory Statement and the Proxy Form accompanying this Notice of Meeting are incorporated in and comprise part of this Notice of Meeting.

AGM Considerations and Shareholder Questions

Discussion will take place on all items of business to be considered at the General Meeting.

All Shareholders will have a reasonable opportunity to ask questions during the General Meeting.

To ensure that as many Shareholders as possible have the opportunity to speak, Shareholders are requested to observe the following requests:

- all Shareholder questions should be stated clearly and should be relevant to the business of the Meeting;
- if a Shareholder has more than one question on an item of business, all questions should be asked at the one time; and
- Shareholders should not ask questions at the Meeting relating to any matters that are personal to the Shareholder or commercial in confidence.

Shareholders who prefer to register questions in advance of the General Meeting are invited to do so. A Shareholder Question Form is also available on the Company's website:

<https://www.stanmorecoal.com.au/agm>. Written questions must be received by the Company or Link Market Services Limited by 5pm AEST on Friday, 23 April 2021, and can be submitted online, by mail, by fax or in person (as set out on the top of the Shareholder Question Form).

Stanmore Coal Limited

ACN 131 920 968

Ordinary Business

Reports and Accounts for the period ended 31 December 2020

To receive and consider the annual financial report of the Company for the period ended 31 December 2020, together with the Directors' Report, the Remuneration Report and the Auditor's Report.

Resolution 1: Remuneration Report

To consider and, if thought fit, to pass the following resolution as a non-binding ordinary resolution:

'That for the purposes of section 250R(2) of the Corporations Act and for all other purposes, the Remuneration Report for the period ended 31 December 2020 be adopted.'

Voting exclusion

The Company will disregard any votes cast on this resolution by certain persons. Details of the applicable voting exclusions are set out in the 'Voting exclusions' section of the Notes to this Notice.

Resolution 2: Re-election of Director – Mr Jimmy Lim

To consider and, if thought fit, to pass the following resolution as an ordinary resolution:

'That, Mr Jimmy Lim who, retires in accordance with the Constitution and ASX Listing Rules and being eligible, offers himself for re-election as a Director of the Company, be re-elected as a Director of the Company.'

Resolution 3: Appointment of Auditor

To consider and, if thought fit, to pass the following resolution as an ordinary resolution:

'That, pursuant to and in accordance with section 327B of the Corporations Act and for all other purposes, Ernst Young, being qualified to act as an auditor of the Company and having consented to act as the Company's auditor, is appointed as the Company's auditor on the terms and conditions outlined in the Explanatory Memorandum.'

Special Business

Resolution 4: Change of Company Name

To consider and, if thought fit, to pass the following resolution as a special resolution:

'That, for the purposes of section 157(1) of the Corporations Act and for all other purposes, the Company's name be changed from "Stanmore Coal Limited" to "Stanmore Resources Limited" and that for the purposes of section 136(2) of the Corporations Act and for all other purposes, all references to "Stanmore Coal Limited" in the Company's Constitution be replaced with "Stanmore Resources Limited", as detailed in the Explanatory Statement to this Notice of Meeting.'

Stanmore Coal Limited

ACN 131 920 968

The attached Explanatory Memorandum is incorporated into and forms part of this Notice. Detailed explanations of the background and reasons for the proposed resolutions are set out in the Explanatory Memorandum.

By order of the Board of Directors



Tristan Garthe
Company Secretary

Dated 29 March 2021

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Stanmore Coal Limited

ACN 131 920 968

Notes

Eligibility to Vote

Regulation 7.11.37 of the *Corporations Regulations 2001* (Cth) permits the Company to specify a time, not more than 48 hours before a general meeting, at which a 'snap-shot' of Shareholders will be taken for the purposes of determining Shareholder entitlements to vote at the Meeting.

The Board has determined that the registered holders of fully paid ordinary shares at 07:00pm (AEST) on Monday, 26 April 2021 will be taken to be holders of ordinary shares for the purposes of the Meeting and accordingly, will be entitled to attend and vote at the Meeting.

How to Vote

Shareholders may vote by:

- (a) Attending in person.
- (b) Appointing a proxy to attend and vote on their behalf, using the enclosed proxy form.

Voting by Proxy

An eligible Shareholder can vote in person at the Meeting or appoint a proxy or, where a Shareholder is entitled to two or more votes, two proxies. Where two proxies are appointed, a Shareholder may specify the number or proportion of votes to be exercised by each proxy appointed. If no number or proportion of votes is specified, each proxy appointed will be taken to exercise half of that Shareholder's votes (disregarding fractions).

An appointed proxy need not themselves be a Shareholder.

To be valid, the appointment of a proxy (made using a properly completed and executed Proxy Form) must be received by the Company no later than 12:00pm (AEST) on Monday, 26 April 2021.

Proxy Forms can be submitted in four ways:

- **Online** at www.linkmarketservices.com.au
- By **mail** to Link Market Services at the following postal address:

**Stanmore Coal Limited
C/- Link Market Services Limited
Locked Bag A14
Sydney South NSW 1235
Australia**

- By **facsimile** to +61 2 9287 0309 in Australia
- By **hand** to:

**Link Market Services Limited
1A Homebush Bay Drive
Rhodes NSW 2138**

or

**Link Market Services
Level 12, 680 George Street
Sydney NSW 2000**

Instructions on how to complete the Proxy Form are on the reverse of the Proxy Form attached to this Notice.

If a Proxy Form is signed by an attorney, a Shareholder must also send in the original or a certified copy of the power of attorney or other authority under which the Proxy Form is signed.

Stanmore Coal Limited

ACN 131 920 968

Undirected Proxies

The Chairman of the Meeting intends to vote undirected proxy votes in favour of all resolutions (subject to the voting exclusions below).

Voting by Corporate Representative

A Shareholder or proxy which is a corporation and entitled to attend and vote at the Meeting may appoint an individual to act as its corporate representative to vote at the Meeting. The appointment must comply with section 250D of the Corporations Act and evidence of his or her appointment must also be returned in the same manner, and by the same time, as specified for Proxy Forms.

Voting by Attorney

A Shareholder entitled to attend and vote at the Meeting is entitled to appoint an attorney to attend and vote at the Meeting on the Shareholder's behalf. An attorney need not themselves be a Shareholder.

The power of attorney appointing the attorney must be signed and specify the name of each of the Shareholder, the Company and the attorney, and also specify the meeting(s) at which the appointment may be used. The appointment may be a standing one.

To be effective, the power of attorney must also be returned in the same manner, and by the same time, as specified for Proxy Forms.

Voting Exclusions

The Corporations Act and the ASX Listing Rules require that certain persons must not vote in particular ways, and the Company must disregard particular votes cast by or on behalf of certain persons, on the below resolution to be considered at the Meeting. These voting exclusions are described below.

Resolution 1: Remuneration Report

Votes may not be cast, and the Company will disregard any votes cast, on Resolution 1:

- by or on behalf of any KMP member whose remuneration details are included in the Remuneration Report, or any of their closely related parties, regardless of the capacity in which the votes are cast; or
- by any person who is a KMP member as at the time the resolution is voted on at the Meeting, or any of their closely related parties, as a proxy;

unless the votes are cast as a proxy for a person who is entitled to vote on the resolution:

- in accordance with a direction in the proxy appointment; or
- by the Chairman of the Meeting in accordance with an express authorisation in the proxy appointment to cast the votes even if the resolution is connected directly or indirectly with the remuneration of a KMP member.

For the purposes of these voting exclusions:

- The **KMP** (or **key management personnel**) are those persons having authority and responsibility for planning, directing and controlling the activities of the Stanmore Coal Limited consolidated group, either directly or indirectly. This includes all Directors (executive and non-executive) and selected members of the management team. The KMP for the Stanmore Coal Limited consolidated group during the period ended 31 December 2020 are listed in the Remuneration Report contained in the Company's 2020 Annual Report for that period.
- A **closely related party** of a KMP member means:
 - a spouse or child of the member; or
 - a child of the member's spouse; or
 - a dependant of the member or of the member's spouse; or

Stanmore Coal Limited

ACN 131 920 968

- anyone else who is one of the member's family and may be expected to influence the member, or be influenced by the member, in the member's dealings with the entity; or
- a company the member controls.

The Company will also apply these voting exclusions to persons appointed as attorney by a Shareholder to attend and vote at the Meeting under a power of attorney, as if they were appointed as a proxy.

Resolutions

Resolutions 1,2 & 3 require Ordinary Resolutions, which means that, to be passed, the item needs the approval of a simple majority of the votes cast by Shareholders entitled to vote on the resolution.

Resolutions 4 requires a Special Resolution, which means that, to be passed, the item needs the approval of 75% of the votes cast by Shareholders entitled to vote on the resolution.

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Stanmore Coal Limited

ACN 131 920 968

Explanatory Memorandum

This Explanatory Memorandum (including any annexures) forms part of the notice convening the Annual General Meeting of Stanmore Coal Limited to be held at 12:00pm (AEST) on Wednesday, 28 April 2021.

Financial Statements and Reports

As required by section 317 of the Corporations Act, the Financial Report, Directors' Report and Auditor's Report of the Company and its consolidated entities for the most recent financial year (namely the period ended 31 December 2020) will be laid before the Meeting. Shareholders will be provided with the opportunity to ask questions about the reports.

The Company's 2020 Annual Report for the period to 31 December 2020 is available on its website at www.stanmorecoal.com.au.

There is no requirement for a Shareholder resolution on this item. Accordingly, there will be no resolution put to the Meeting.

In addition to asking questions at the Meeting, Shareholders may address written questions to the Chairman about the management of the Company or to the Company's auditor, Ernst & Young, if the question is relevant to:

- the content of the auditor's report; or
- the conduct of the business of the annual financial report to be considered at the meeting.

Written questions from Shareholders must be submitted by 5.00pm (AEST) on Friday, 23 April 2021.

Please send any written questions to:

By post

Mr Tristan Garthe
Company Secretary
Stanmore Coal Limited
GPO Box 2602
Brisbane QLD 4001

By email

cosec@stanmorecoal.com.au

Resolution 1: Remuneration Report

The Remuneration Report is required to be considered by Shareholders in accordance with section 250R of the Corporations Act.

The Remuneration Report for the period ended 31 December 2020:

- explains the Board's policy for determining the nature and amount of remuneration of executive Directors and other KMP;
- explains the relationship between the Board's remuneration policy and the Company's performance;
- sets out remuneration details for each Director and the other most highly remunerated KMP; and
- details and explains any performance conditions applicable to the remuneration of executive Directors and other KMP.

The Remuneration Report, contained in the Company's 2020 Annual Report for the period ended 31 December 2020, is available on the Company's website at www.stanmorecoal.com.au

Shareholders will have an opportunity to ask questions and make comments about the Remuneration Report at the Meeting. Ordinary Shareholders will be asked to vote on a resolution to adopt the Remuneration Report. Under the Corporations Act, the vote on the resolution is advisory only and does not bind the Board or the Company. The Board will take the discussion at the Meeting into consideration when determining the Company's remuneration policy and appropriately respond to any concerns Shareholders may raise in relation to remuneration issues.

Stanmore Coal Limited

ACN 131 920 968

Directors' recommendation: *Noting that each Director has a personal interest in their own remuneration from the Company (as described in the Remuneration Report) and, that each Director (or any closely related party of a Director) is excluded from voting their shares on the resolution (as described in the 'Voting exclusions' section of the Notes to the Notice), the Directors unanimously recommend that Shareholders vote in favour of the adoption of the Remuneration Report.*

Resolution 2: Re-election of Director – Mr Jimmy Lim

In accordance with ASX Listing Rule 14.5 and rule 11.7(b) of the Constitution, Mr Jimmy Lim retires from office and offers himself for re-election.

Jimmy has over 17 years' experience in finance and investment management in the metals and mining sector, with extensive industry relationships in Australia and globally. He complements the Board's expertise on capital markets, financing, business development and M&A.

Jimmy worked for EY and KPMG in Perth and JP Morgan in Melbourne, advising some of the world's largest miners. Thereafter, he moved to Goldman Sachs to cover Metals and Mining in Asia ex-China.

Jimmy is a Fellow of the FSIA and holds an MBA and degrees in Engineering and Science from the University of Western Australia.

Jimmy has also been recently appointed to the board of Australian Pacific Borates Limited (ASX: ABR)

Directors' recommendation: *The Directors (with the candidate abstaining) unanimously recommend that Shareholders vote in favour of Mr Jimmy Lim's re-election as a Director.*

Resolution 3: Appointment of Auditor

Stanmore Coal Limited in accordance with Section 327C of the Corporations Act announced to the ASX that effective from 22 January 2021, Ernst & Young has been appointed as the auditor of the Company following ASIC's consent to the resignation of BDO Audit Pty Ltd in accordance with Section 329(5) of the Corporations Act.

The Board's decision to appoint Ernst & Young has been made to align the Company's auditor with the auditor of the majority Shareholder, Golden Energy and Resources Limited, to efficiently manage financial reporting processes.

Under section 327C(2) of the Corporations Act, an auditor who has been appointed under section 327C(1) of the Corporations Act only holds office until the company's next annual general meeting.

Pursuant to section 328B of the Corporations Act, the Company received a valid member notice of nomination which nominated Ernst & Young to be appointed as the new auditor of the Company. A copy of the notice of nomination is set out in Annexure A of this Notice of Meeting.

Ernst & Young has provided the Company its written consent to act, subject to Shareholder approval being obtained, as the Company's auditor in accordance with section 328A(1) of the Corporations Act.

Accordingly, under this Resolution, Shareholder approval is being sought to appoint Ernst & Young as the auditor of the Company.

Directors' recommendation: *The Board unanimously recommends that Shareholders vote in favour of Resolution 3.*

Stanmore Coal Limited

ACN 131 920 968

Resolution 4: Change of Company Name

The Board believes that the name of the Company should be reflective of its longer-term strategic direction and changing the name of the Company to Stanmore Resources Limited reflects the intent of the Company and alignment with its major Shareholder.

The change of name will take effect when ASIC alters the details of the Company's registration and the Constitution of the Company is changed to reflect the change of name.

The proposed name has been reserved by the Company and the Company will lodge a copy of the special resolution with ASIC following the meeting in order to effect the change.

There is no change required to the Company's ASX listing code.

Resolution 4 is a special resolution. Accordingly, at least 75% of the votes cast by Shareholders' present and eligible to vote at the Meeting must be in favour of Resolution 4 for it to be passed.

Directors' recommendation: *The Board unanimously recommends that Shareholders vote in favour of Resolution 4.*

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Stanmore Coal Limited

ACN 131 920 968

Glossary

The following terms used in the Notice and Explanatory Memorandum are defined as follows:

ASIC means the Australian Securities & Investments Commission

ASX means the ASX Limited or the securities exchange operated by it (as the case requires).

ASX Listing Rules means the official listing rules of the ASX as amended from time to time.

Board means the board of Directors of the Company from time to time.

Chairman means the person appointed Chairman of the Meeting.

Company means Stanmore Coal Limited ACN 131 920 968.

Constitution means the constitution of the Company as amended from time to time.

Corporations Act means the *Corporations Act 2001* (Cth) as amended from time to time.

Directors means the directors of the Company from time to time.

Explanatory Memorandum means the explanatory memorandum accompanying this Notice.

Meeting means the Annual General Meeting of Shareholders to be held on 28 April 2021 as convened by the accompanying Notice.

Notice means the notice of meeting giving notice to Shareholders of the Meeting, accompanying this Explanatory Memorandum.

Ordinary Resolution means a resolution passed by more than 50% of the votes cast by those entitled to vote on the resolution.

Proxy Form means the proxy form accompanying the Notice.

Shareholder means a holder of Shares.

Shares means fully paid ordinary shares in the Company.

Stanmore Coal Limited

ACN 131 920 968

Annexure A – Member Nomination of Auditor



17 March 2021

Mr Tristan Garthe
Company Secretary
Stanmore Coal Limited
Level 15, 133 Mary Street
Brisbane, QLD, 4000

By Email: cosec@stanmorecoal.com.au

Dear Mr Garthe,

We, Golden Investments (Australia) Pte. Ltd., being a member of Stanmore Coal Limited (the **Company**), hereby nominate Ernst & Young of Level 51, 111 Eagle Street, Brisbane, Queensland, pursuant to Section 328B(1) of the Corporations Act 2001 (Cth) for appointment as the Company's auditor at the Annual General Meeting to be held on 28 April 2021 (or any adjournment of that meeting).



Yours faithfully,


Mark Zhou
Director
Golden Investments (Australia) Pte. Ltd.


LODGE YOUR VOTE

 **ONLINE**
www.linkmarketservices.com.au

 **BY MAIL**
Stanmore Coal Limited
C/- Link Market Services Limited
Locked Bag A14
Sydney South NSW 1235 Australia

 **BY FAX**
+61 2 9287 0309

 **BY HAND**
Link Market Services Limited
1A Homebush Bay Drive, Rhodes NSW 2138; or
Level 12, 680 George Street, Sydney NSW 2000

 **ALL ENQUIRIES TO**
Telephone: +61 1300 554 474



X99999999999

PROXY FORM

I/We being a member(s) of Stanmore Coal Limited and entitled to attend and vote hereby appoint:

APPOINT A PROXY

the Chairman of the Meeting (mark box)

OR if you are **NOT** appointing the Chairman of the Meeting as your proxy, please write the name of the person or body corporate you are appointing as your proxy

or failing the person or body corporate named, or if no person or body corporate is named, the Chairman of the Meeting, as my/our proxy to act on my/our behalf (including to vote in accordance with the following directions or, if no directions have been given and to the extent permitted by the law, as the proxy sees fit) at the Annual General Meeting of the Company to be held at **12:00pm (AEST) on Wednesday, 28 April 2021 at the Offices of Norton Rose Fulbright, Level 21, 111 Eagle Street, Brisbane, QLD 4000** (the Meeting) and at any postponement or adjournment of the Meeting.

Important for Resolution 1: If the Chairman of the Meeting is your proxy, either by appointment or by default, and you have not indicated your voting intention below, you expressly authorise the Chairman of the Meeting to exercise the proxy in respect of Resolution 1, even though the Resolution is connected directly or indirectly with the remuneration of a member of the Company's Key Management Personnel (**KMP**).

The Chairman of the Meeting intends to vote undirected proxies in favour of each item of business.


VOTING DIRECTIONS

Proxies will only be valid and accepted by the Company if they are signed and received no later than 48 hours before the Meeting.

Please read the voting instructions overleaf before marking any boxes with an

Resolutions

	For	Against	Abstain*
1 Remuneration Report	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
2 Re-election of Director – Mr Jimmy Lim	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
3 Appointment of Auditor	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
4 Change of Company Name	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

 * If you mark the Abstain box for a particular Item, you are directing your proxy not to vote on your behalf on a show of hands or on a poll and your votes will not be counted in computing the required majority on a poll.

SIGNATURE OF SHAREHOLDERS – THIS MUST BE COMPLETED

Shareholder 1 (Individual)

Joint Shareholder 2 (Individual)

Joint Shareholder 3 (Individual)

Sole Director and Sole Company Secretary

Director/Company Secretary (Delete one)

Director

This form should be signed by the shareholder. If a joint holding, either shareholder may sign. If signed by the shareholder's attorney, the power of attorney must have been previously noted by the registry or a certified copy attached to this form. If executed by a company, the form must be executed in accordance with the company's constitution and the *Corporations Act 2001* (Cth).

SMR PRX2101C



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STEP 1

STEP 2

STEP 3

HOW TO COMPLETE THIS SHAREHOLDER PROXY FORM

YOUR NAME AND ADDRESS

This is your name and address as it appears on the Company's share register. If this information is incorrect, please make the correction on the form. Shareholders sponsored by a broker should advise their broker of any changes. **Please note: you cannot change ownership of your shares using this form.**

APPOINTMENT OF PROXY

If you wish to appoint the Chairman of the Meeting as your proxy, mark the box in Step 1. If you wish to appoint someone other than the Chairman of the Meeting as your proxy, please write the name of that individual or body corporate in Step 1. A proxy need not be a shareholder of the Company.

DEFAULT TO CHAIRMAN OF THE MEETING

Any directed proxies that are not voted on a poll at the Meeting will default to the Chairman of the Meeting, who is required to vote those proxies as directed. Any undirected proxies that default to the Chairman of the Meeting will be voted according to the instructions set out in this Proxy Form, including where the Resolution is connected directly or indirectly with the remuneration of KMP.

VOTES ON ITEMS OF BUSINESS – PROXY APPOINTMENT

You may direct your proxy how to vote by placing a mark in one of the boxes opposite each item of business. All your shares will be voted in accordance with such a direction unless you indicate only a portion of voting rights are to be voted on any item by inserting the percentage or number of shares you wish to vote in the appropriate box or boxes. If you do not mark any of the boxes on the items of business, your proxy may vote as he or she chooses. If you mark more than one box on an item your vote on that item will be invalid.

APPOINTMENT OF A SECOND PROXY

You are entitled to appoint up to two persons as proxies to attend the Meeting and vote on a poll. If you wish to appoint a second proxy, an additional Proxy Form may be obtained by telephoning the Company's share registry or you may copy this form and return them both together.

To appoint a second proxy you must:

- (a) on each of the first Proxy Form and the second Proxy Form state the percentage of your voting rights or number of shares applicable to that form. If the appointments do not specify the percentage or number of votes that each proxy may exercise, each proxy may exercise half your votes. Fractions of votes will be disregarded; and
- (b) return both forms together.

SIGNING INSTRUCTIONS

You must sign this form as follows in the spaces provided:

Individual: where the holding is in one name, the holder must sign.

Joint Holding: where the holding is in more than one name, either shareholder may sign.

Power of Attorney: to sign under Power of Attorney, you must lodge the Power of Attorney with the registry. If you have not previously lodged this document for notation, please attach a certified photocopy of the Power of Attorney to this form when you return it.

Companies: where the company has a Sole Director who is also the Sole Company Secretary, this form must be signed by that person. If the company (pursuant to section 204A of the *Corporations Act 2001*) does not have a Company Secretary, a Sole Director can also sign alone. Otherwise this form must be signed by a Director jointly with either another Director or a Company Secretary. Please indicate the office held by signing in the appropriate place.

CORPORATE REPRESENTATIVES

If a representative of the corporation is to attend the Meeting the appropriate "Certificate of Appointment of Corporate Representative" must be produced prior to admission in accordance with the Notice of Meeting. A form of the certificate may be obtained from the Company's share registry or online at www.linkmarketservices.com.au.

LODGEMENT OF A PROXY FORM

This Proxy Form (and any Power of Attorney under which it is signed) must be received at an address given below by **12:00pm (AEST) on Monday, 26 April 2021**, being not later than 48 hours before the commencement of the Meeting. Any Proxy Form received after that time will not be valid for the scheduled Meeting.

Proxy Forms may be lodged using the reply paid envelope or:



ONLINE

www.linkmarketservices.com.au

Login to the Link website using the holding details as shown on the Proxy Form. Select 'Voting' and follow the prompts to lodge your vote. To use the online lodgement facility, shareholders will need their "Holder Identifier" - Securityholder Reference Number (SRN) or Holder Identification Number (HIN).



BY MAIL

Stanmore Coal Limited
C/- Link Market Services Limited
Locked Bag A14
Sydney South NSW 1235
Australia



BY FAX

+61 2 9287 0309



BY HAND

delivering it to Link Market Services Limited*
1A Homebush Bay Drive
Rhodes NSW 2138
or
Level 12
680 George Street
Sydney NSW 2000

* During business hours (Monday to Friday, 9:00am–5:00pm)

**IF YOU WOULD LIKE TO ATTEND AND VOTE AT THE ANNUAL GENERAL MEETING, PLEASE BRING THIS FORM WITH YOU.
THIS WILL ASSIST IN REGISTERING YOUR ATTENDANCE.**