

MINING LEASE

MINING ACT 1992

ML 1795

27 SEPTEMBER 2019

THE MINISTER ADMINISTERING THE
MINING ACT 1992 FOR

THE STATE

OF NEW SOUTH WALES

TO

WILPINJONG COAL PTY LTD
ACN 104 594 694

Mining Lease

Section 63 of the *Mining Act 1992*

I, **The Hon John Barilaro MP, Deputy Premier, Minister administering the *Mining Act 1992***, pursuant to section 63 of the *Mining Act 1992*, determine to grant a Mining Lease in satisfaction of **Mining Lease Application No. 515 (Act 1992)** by granting a Mining Lease as described in Schedule 1 to **Wilpinjong Coal Pty Ltd, ACN 104 594 694**, subject to the conditions set out in Schedule 2.

The conditions set out in Schedule 2 are imposed pursuant to provisions of the *Mining Act 1992* and are required to:

- ensure optimal resource recovery;
- prevent, minimise, and/or offset adverse environmental impacts;
- provide for the ongoing environmental management of the project; and
- ensure the areas disturbed by mineral production and exploration activities are appropriately rehabilitated.

The rights and duties of a Lease Holder are those prescribed by the *Mining Act 1992* and the *Mining Regulation 2016*, subject to the terms and conditions of this Lease. This lease does not override any obligation on the Lease Holder to comply with the requirements of other legislation and regulatory instruments which may apply to the Lease Holder (including all relevant development approvals), unless specifically provided in the *Mining Act 1992* or other legislation or regulatory instruments.

Signed this 27th day of September 2019



John Barilaro MP
Deputy Premier
Minister administering the *Mining Act 1992*
Delegation dated: 14 May 2018

SCHEDULE 1

Description of Lease

Land: The lease area embraces all land described in the attached lease plan titled **M27447** and approved on **23 August 2018**.

Area:	156.4 hectares
Surface Exception:	Nil
Depth Restriction:	Embraces the surface and soil directly thereof to a depth of 900 metres below Australian Height Datum
Minerals:	Coal
Method:	Open cut
Term:	21 years
Due expiry date:	27 September 2040

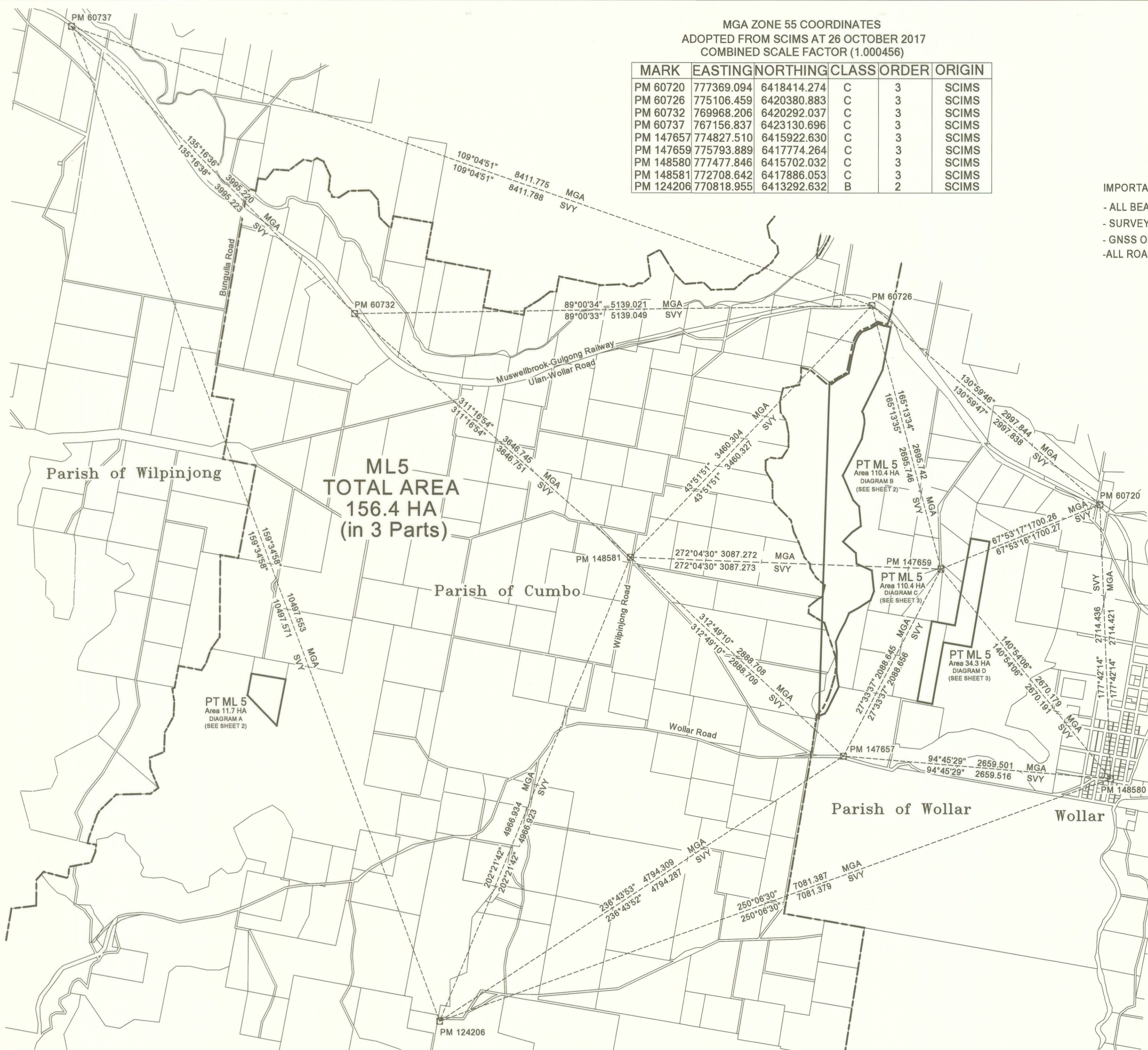
MGA ZONE 55 COORDINATES
 ADOPTED FROM SCIMS AT 26 OCTOBER 2017
 COMBINED SCALE FACTOR (1.000456)

MARK	EASTING	NORTHING	CLASS	ORDER	ORIGIN
PM 60720	777369.094	6418414.274	C	3	SCIMS
PM 60726	775106.459	6420380.883	C	3	SCIMS
PM 60732	769968.206	6420292.037	C	3	SCIMS
PM 60737	767156.837	6423130.696	C	3	SCIMS
PM 147657	774827.510	6415922.630	C	3	SCIMS
PM 147659	775793.889	6417774.264	C	3	SCIMS
PM 148580	777477.846	6415702.032	C	3	SCIMS
PM 148581	772708.642	6417886.053	C	3	SCIMS
PM 124206	770818.955	6413292.632	B	2	SCIMS

SHEET 1 OF 3

IMPORTANT NOTES

- ALL BEARINGS AND DISTANCES ARE ON GROUND
- SURVEY WITH RESPECT TO MINING LEASE ONLY
- GNSS OBSERVATIONS WERE USED TO DERIVE THIS SURVEY
- ALL ROADS WITHIN ML5 20.115 WIDE UNLESS OTHERWISE NOTED



**ML5
 TOTAL AREA
 156.4 HA
 (in 3 Parts)**

PLAN OF PORTION ML5

PARISH: CUMBO & WOLLAR

COUNTY: PHILLIP

MAP SHEET No. 8833-2-N

REDUCTION RATIO 1:25,000

MINING LEASE APPLICATION No.515

MINING DIVISION: ORANGE

APPLICANT:

WILPINJONG COAL PTY LTD

APPLICATION DATE: 19-OCT-2015

MINING LEASE No. 1795 (Act 1992)

STATUS:

METHOD: OPENCUT

SURFACE EXCEPTION / DEPTH RESTRICTION

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

NOTES:

Azimuth: 'X' - 'Y' Sheet 2 of 3

- Plans used in the course of this survey
- P1151-2125 P206-2125 P222-1524 P317-2125
 - P402-1524 P492-1524 P1141-2125 P1142-2125
 - P1527-1603 P1730-2125 P2067-2125 P2079-1603
 - P2249-2125 P2821-1603 P3420-2125 P4051-2125
 - P4250-2125 DP881411 DP1078866 P1805-2125
 - P2168-2122 P2169-2125 P2413-2125 P2564-2125
 - P2675-3090 P2676-3090 P2677-3090 P2678-3090
 - P2821-1603 P2868-2125 DP250053 R507194
 - P475-691 P2194-1603 2824-2125 P2893-2125
 - P2894-2125 122989P P2636-2125 P2703-2125

Survey declared on this plan for lines
 All Boundaries of ML5

I Phillip Orr
 of O'Ryan Geospatial Pty Ltd

a surveyor registered under the Surveying and Spatial Information Act 2002, hereby certify that the survey represented in this plan is accurate and has been completed in accordance with the Surveying and Spatial Information Regulation 2017 and the Surveyor General's Direction for Mining Surveys and was completed on 23/11/2017

Signature :
 BOSSI Identification No :1803.....

Survey Calcs :
 Plan Investigated :
 Plan Approved :
 Paper No : T15-1620 R 17009267 D110099140

FORM11
 M27447



IMPORTANT NOTES

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Diagram A
Scale 1:6000

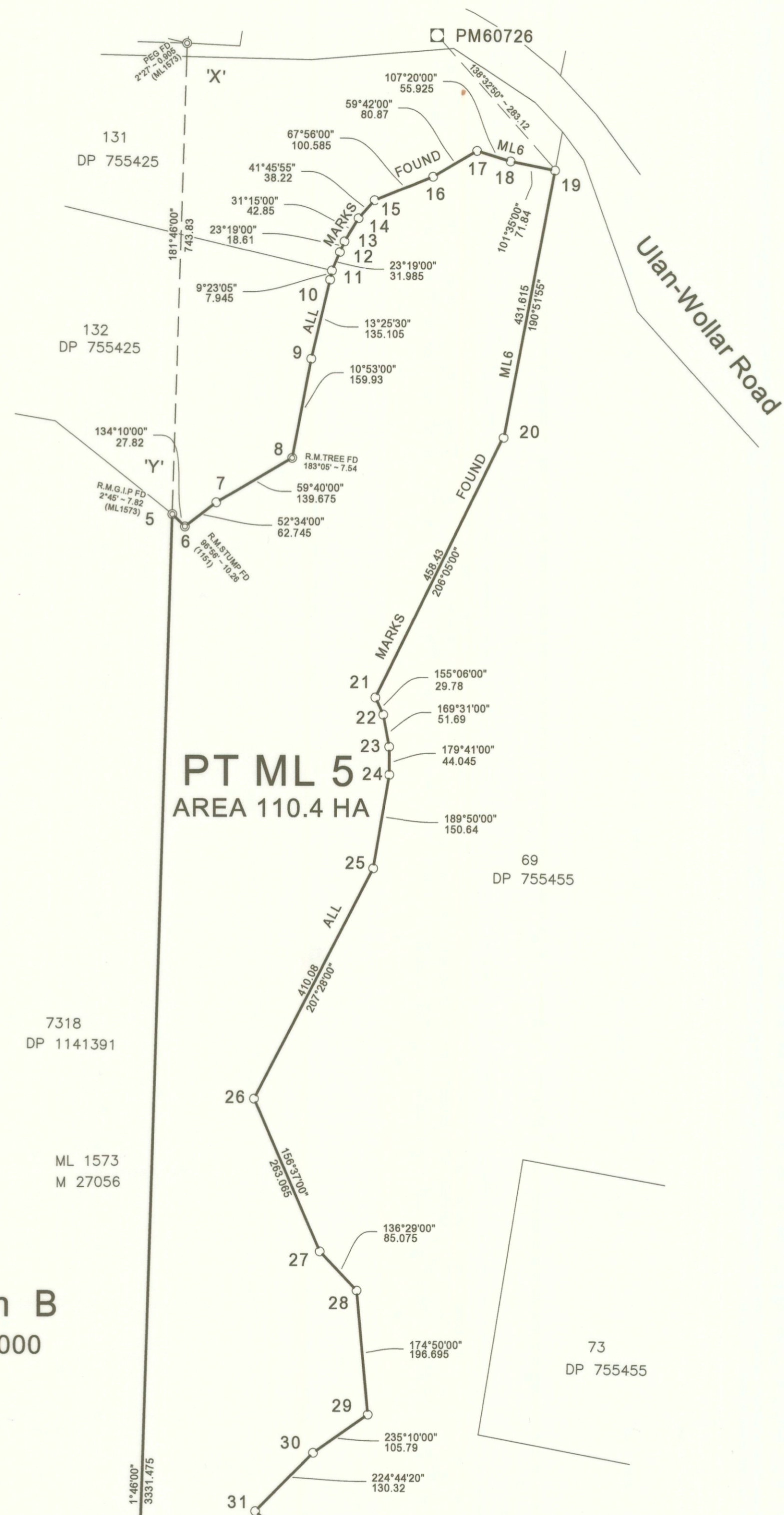


Diagram B
Scale 1:6000

ZONE 55		
MGA COORDINATES		
COR	Easting	Northing
1	768948.01	6416727.95
2	769287.02	6416671.45
3	769198.52	6416213.61
4	768908.41	6416514.45
5	774686.04	6419623.60
6	774706.01	6419604.21
7	774755.86	6419642.37
8	774876.47	6419712.94
9	774906.68	6419870.06
10	774938.06	6420001.54
11	774939.36	6420009.38
12	774952.02	6420038.77
13	774959.39	6420055.86
14	774981.63	6420092.51
15	775007.10	6420121.04
16	775100.36	6420158.84
17	775170.22	6420199.66
18	775223.63	6420182.99
19	775294.04	6420168.56
20	775212.64	6419744.49
21	775010.99	6419332.55
22	775023.53	6419305.53
23	775032.94	6419254.68
24	775033.19	6419210.61
25	775007.45	6419062.12
26	774818.22	6418698.09
27	774922.67	6418456.53
28	774981.28	6418394.80
29	774999.00	6418198.82
30	774912.13	6418138.37
31	774820.36	6418045.75

PLAN OF PORTION ML5

PARISH: CUMBO & WOLLAR

COUNTY: PHILLIP

MAP SHEET No. 8833-2-N

REDUCTION RATIO 1: 6000

MINING LEASE APPLICATION No. 515

MINING DIVISION: ORANGE

APPLICANT:

WILPINJONG COAL PTY LTD

APPLICATION DATE: 19-OCT-2015

MINING LEASE No. 1795 (Act 1992)

STATUS:

METHOD: OPENCUT

SURFACE EXCEPTION / DEPTH RESTRICTION

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

NOTES:

Azimuth: 'X' - 'Y' Sheet 2 of 3

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 P2168-2122 P2169-2125 P2413-2125 P2564-2125
 P2675-3090 P2676-3090 P2677-3090 P2678-3090
 P2821-1603 P2868-2125 DP250053 R507194
 P475-691 P2194-1603 2824-2125 P2893-2125
 P2894-2125 122989P P2636-2125 P2703-2125

Survey declared on this plan for lines

..... All Boundaries of ML5

I Phillip Orr

of O'Ryan Geospatial Pty Ltd

a surveyor registered under the Surveying and Spatial

Information Act 2002, hereby certify that the survey

represented in this plan is accurate and

has been completed in accordance with the Surveying

and Spatial Information Regulation 2017 and the

Surveyor General's Direction for Mining Surveys and

was completed on 23/11/2017

Signature :

BOSSI Identification No : 1803

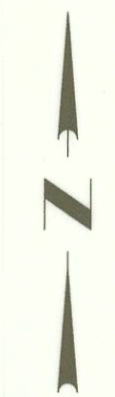
Survey Calcs :

Plan Investigated : Sent 23-8-2018

Plan Approved : Phil 23-8-2018

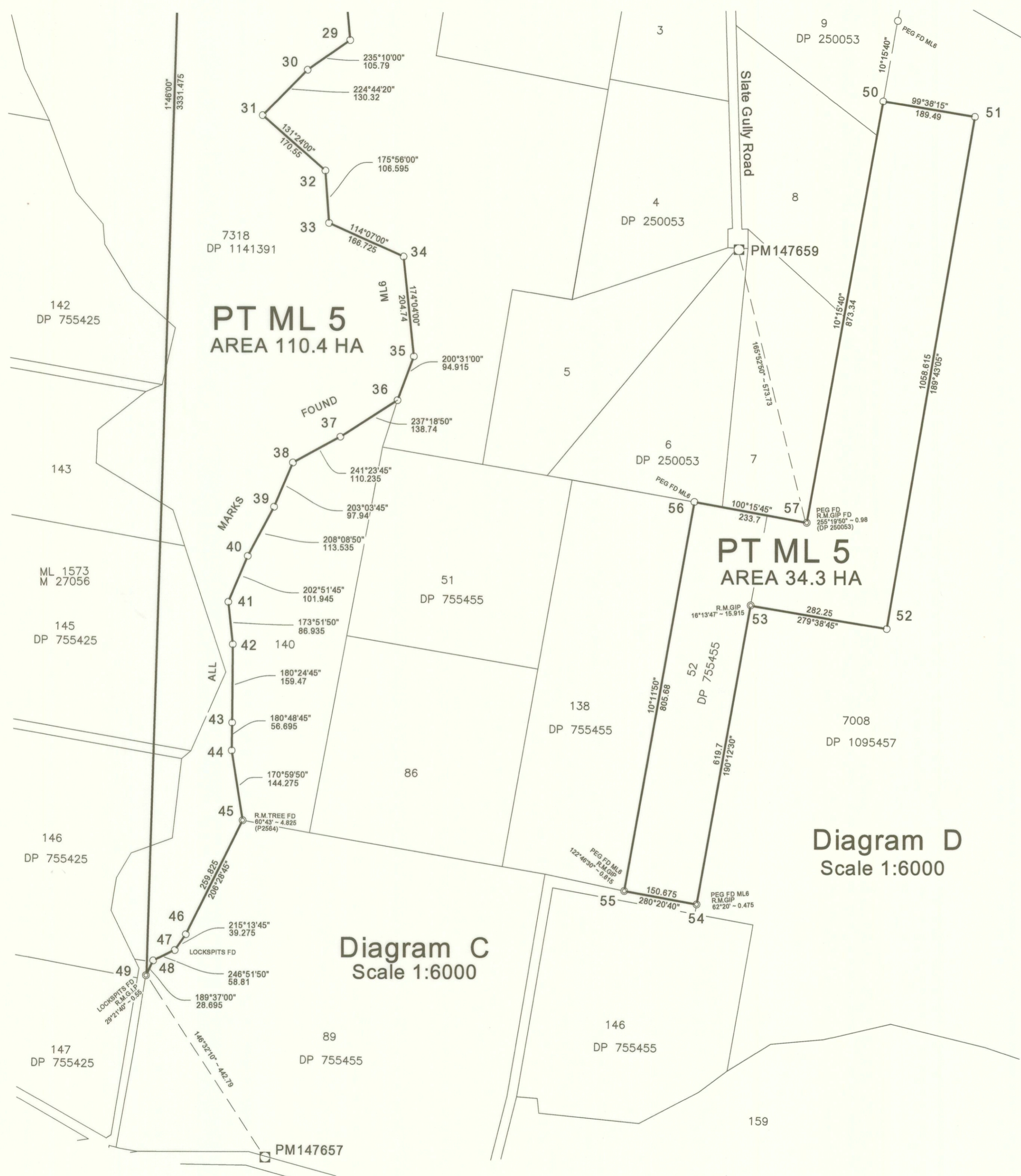
Paper No : T15-1620 R 17009287 D110099150

M27447



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PLAN OF PORTION ML5

PARISH: CUMBO & WOLLAR
 COUNTY: PHILLIP
 MAP SHEET No. 8833-2-N
 REDUCTION RATIO 1: 6000
 MINING LEASE APPLICATION No. 515
 MINING DIVISION: ORANGE
 APPLICANT:
 WILPINJONG COAL PTY LTD
 APPLICATION DATE: 19-OCT-2015
 MINING LEASE No. 1795 (Act 1992)
 STATUS:
 METHOD: OPENCUT
 SURFACE EXCEPTION / DEPTH RESTRICTION
 Embraces the surface and soil below thereof to a depth of 900 metres below Australian Height Datum

ZONE 55		
MGA COORDINATES		
COR	Easting	Northing
28	774981.28	6418394.80
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30	774912.13	6418138.37
31	774820.36	6418045.75
32	774948.35	6417932.92
33	774955.91	6417826.54
34	775108.16	6417758.39
35	775129.33	6417554.65
36	775096.05	6417465.72
37	774979.23	6417390.76
38	774882.40	6417337.96
39	774844.02	6417247.80
40	774790.43	6417147.65
41	774750.81	6417053.67
42	774760.10	6416967.19
43	774758.95	6416807.65
44	774758.15	6416750.93
45	774780.74	6416608.36
46	774664.84	6416375.69
47	774642.17	6416343.59
48	774588.06	6416320.47
49	774583.27	6416292.16
50	776089.85	6418077.34
51	776276.52	6418045.60
52	776097.74	6417001.70
53	775819.36	6417049.01
54	775709.48	6416438.84
55	775561.19	6416465.91
56	775703.89	6417259.23
57	775933.96	6417217.57

NOTES:
 Azimuth: 'X' - 'Y' Sheet 2 of 3

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 BOSSI Identification No : 1803

Survey Calcs :
 Plan Investigated : S.A. 22-8-2018
 Plan Approved : S.A. 23-8-2018
 Paper No : T15-1620 R 17009267 D110099160

M27447

Schedule 2

MINING LEASE CONDITIONS 2013

Definitions

1. **Notice to Landholders**
2. **Rehabilitation**
3. **Mining Operations Plan and Annual Rehabilitation Report**
4. **Non-Compliance Reporting**
5. **Environmental Incident Report**
6. **Extraction Plan**
7. **Resource Recovery**
8. **Group Security**
9. **Cooperation Agreement**

Note: Exploration Reports (Geological and Geophysical)

Definitions:

Words used in this mining lease have the same meaning as defined in the *Mining Act 1992* except where otherwise defined below:

Act means the *Mining Act 1992*.

Department means the Division of Resources and Geoscience within the Department of Planning Industry and Environment.

Environment has the same meaning as in the *Protection of the Environment Operations Act 1997*.

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

Harm to the environment has the same meaning as in the *Protection of the Environment Operations Act 1997*.

Landholder for the purposes of these conditions does not include a secondary landholder and includes, in the case of exempted areas, the controlling body for the exempted area.

Minister means the Minister administering the Act.

MINING LEASE CONDITIONS 2013

1. Notice to Landholders

- (a) Within a period of three months from the date of grant/renewal of this mining lease, the lease holder must serve on each landholder a notice in writing indicating that this mining lease has been granted/renewed and whether the lease includes the surface. A plan identifying each landholder and individual land parcel subject to the lease area, and a description of the lease area must accompany the notice.
- (b) If there are ten or more landholders, the lease holder may serve the notice by publication in a newspaper circulating in the region where the lease area is situated. The notice must indicate that this mining lease has been granted/renewed; state whether the lease includes the surface and must contain a plan and description of the lease area. If a notice is made under condition 1(b), compliance with condition 1(a) is not required.

2. Rehabilitation

Any disturbance resulting from the activities carried out under this mining lease must be rehabilitated to the satisfaction of the Minister.

3. Mining Operations Plan and Annual Rehabilitation Report

- (a) The lease holder must comply with an approved Mining Operations Plan (MOP) in carrying out any significant surface disturbing activities, including mining operations, ancillary mining activities and prospecting. The lease holder must apply to the Minister for approval of a MOP. An approved MOP must be in place prior to commencing any significant surface disturbing activities, including mining operations, ancillary mining activities and prospecting.
- (b) The MOP must identify the post mining land use and set out a detailed rehabilitation strategy which:
- (i) identifies areas that will be disturbed;
 - (ii) details the staging of specific mining operations, ancillary mining activities and prospecting;
 - (iii) identifies how the mine will be managed and rehabilitated to achieve the post mining land use;
 - (iv) identifies how mining operations, ancillary mining activities and prospecting will be carried out in order to prevent and or minimise harm to the environment; and
 - (v) reflects the conditions of approval under:
 - the *Environmental Planning and Assessment Act 1979*;
 - the *Protection of the Environment Operations Act 1997*; and

- any other approvals relevant to the development including the conditions of this mining lease.
- (c) The MOP must be prepared in accordance with the *ESG3: Mining Operations Plan (MOP) Guidelines September 2013* published on the Department's website at <https://www.resourcesandgeoscience.nsw.gov.au/miners-and-explorers/rules-and-forms/pgf/environmental-guidelines>
- (d) The lease holder may apply to the Minister to amend an approved MOP at any time.
- (e) It is not a breach of this condition if:
- (i) the operations which, but for this condition 3(e) would be a breach of condition 3(a), were necessary to comply with a lawful order or direction given under the *Environmental Planning and Assessment Act 1979*, the *Protection of the Environment Operations Act 1997*, the *Work Health and Safety (Mines and Petroleum Sites) Act 2013* and *Work Health and Safety (Mines and Petroleum Sites) Regulation 2014* or the *Work Health and Safety Act 2011*; and *Work Health and Safety Regulation 2017*
 - (ii) the Minister had been notified in writing of the terms of the order or direction prior to the operations constituting the breach being carried out.
- (f) The lease holder must prepare a Rehabilitation Report to the satisfaction of the Minister. The report must:
- (i) provide a detailed review of the progress of rehabilitation against the performance measures and criteria established in the approved MOP;
 - (ii) be submitted annually on the grant anniversary date (or at such other times as agreed by the Minister); and
 - (iii) be prepared in accordance with any relevant annual reporting guidelines published on the Department's website at <https://www.resourcesandgeoscience.nsw.gov.au/miners-and-explorers/rules-and-forms/pgf/environmental-guidelines>

Note: The Rehabilitation Report replaces the Annual Environmental Management Report.

4. Non-Compliance Reporting

- (a) The lease holder must notify the Department upon becoming aware of any breaches of the conditions of this mining lease or breaches of the *Mining Act 1992* or *Mining Regulation 2016*;

- (b) Notifications under condition 4(a) must be provided in the form specified on the Department's website within seven (7) days of the mining lease holder becoming aware of the breach.

5. Environmental Incident Report

The lease holder must provide environmental incident notifications and reports to the Secretary no later than seven (7) days after those environmental incident notifications and reports are provided to the relevant authorities under the *Protection of the Environment Operations Act 1997*.

6. Extraction Plan

- (a) In this condition:

(i) **approved Extraction Plan** means a plan, being:

- A. an extraction plan or subsidence management plan approved in accordance with the conditions of a relevant development consent and provided to the Secretary; or
- B. a subsidence management plan relating to the mining operations subject to this lease:
 - I. submitted to the Secretary on or before 31 December 2014; and
 - II. approved by the Secretary.

(ii) **relevant development consent** means a development consent or project approval issued under the Environmental Planning & Assessment Act 1979 relating to the mining operations subject to this lease.

- (b) The lease holder must not undertake any underground mining operations that may cause subsidence except in accordance with an approved Extraction Plan.
- (c) The lease holder must ensure that the approved Extraction Plan provides for the effective management of risks associated with any subsidence resulting from mining operations carried out under this lease.
- (d) The lease holder must notify the Secretary within 48 hours of any:
- (i) incident caused by subsidence which has a potential to expose any person to health and safety risks;

- (ii) significant deviation from the predicted nature, magnitude, distribution, timing and duration of subsidence effects, and of the potential impacts and consequences of those deviations on built features and the health and safety of any person; or
- (iii) significant failure or malfunction of a monitoring device or risk control measure set out in the approved Extraction Plan addressing:
 - A. built features;
 - B. public safety; or
 - C. subsidence monitoring.

7. Resource Recovery

The lease holder must optimise recovery of the minerals that are the subject of this mining lease to the extent economically feasible.

8. Group Security

The lease holder is required to provide and maintain a security deposit to secure funding for the fulfilment of obligations of all or any kind under the mining lease, including obligations of all or any kind under the mining lease that may arise in the future.

The amount of the security deposit to be provided as a group security has been assessed by the Minister at **\$51,165,000**.

The leases covered by the group security include:

Mining Lease 1573 (Act 1992), Mining Lease 1779 (Act 1992)

This group security is extended to apply to this lease.

9. Cooperation Agreement

The lease holder must make every reasonable attempt, and be able to demonstrate its attempts, to enter into a cooperation agreement with the holder(s) of any overlapping title(s). The cooperation agreement should address but not be limited to issues such as:

- access arrangements
- operational interaction procedures
- dispute resolution
- information exchange

- well location
- timing of drilling
- potential resource extraction conflicts; and
- rehabilitation issues.

Exploration Reporting

Note: Exploration Reports (Geological and Geophysical)

The lease holder must lodge reports to the satisfaction of the Secretary in accordance with section 163C of the Mining Act 1992 and in accordance with clauses 59, 60 and 61 of the Mining Regulation 2016.

Reports must be prepared in accordance with Exploration Reporting: A guide for reporting on exploration and prospecting in New South Wales.