

Partial Transfer Approval Document – New Authority

Reference: 15/1200#2

TRANSFER APPROVAL OF COAL LEASE NO. 368 (ACT 1973) (PARTIAL TRANSFER)

I, **THE HON DON HARWIN MLC, MINISTER FOR RESOURCES** for the State of New South Wales pursuant to Section 121(1)(a) of the *Mining Act 1992*, determine to approve the transfer of part of the area within Coal Lease No. 368 described as the Transfer Area in this Approval;

From Boggabri Coal Limited
(ACN 122 087 398)

Chugoku Electric Power Australia Resources Pty. Ltd.
(ACN 600 294 068)

NS Boggabri Pty Limited
(ACN 113 447 313)

To Whitehaven Coal Mining Limited
(ACN 086 426 253)

Boggabri Coal Pty Limited
(ACN 122 087 398)

In approving the partial transfer of this authority, I have determined the conditions of the new authority over the Transfer Area, Mining Lease No. 1749 which will be taken to have been granted upon registration of this partial transfer under Section 122(5) of the *Mining Act 1992*. A copy of Mining Lease No. 1749 and the approved work program are attached to this approval.

The partial transfer does not take effect until the partial transfer is registered in accordance with section 122(5) of the *Mining Act 1992*.

Transfer Area: The new authority embraces an area of 20.41 hectares as shown on the attached diagram M27433.

SIGNED BY



Don Harwin MLC
Minister for Resources

MINING LEASE

MINING ACT 1992

NO 1749

DATED 17 NOVEMBER 2017

THE MINISTER RESOURCES

OF THE STATE

OF NEW SOUTH WALES

TO

WHITEHAVEN COAL MINING LIMITED

ACN 086 426 253

BOGGABRI COAL PTY LIMITED

ACN 122 087 398

Mining Lease No 1749 (Act 1992)

Mining Lease

Section 63 of the *Mining Act 1992*

I, **Kevin Ruming, Director Strategic Resources Assessment and Advice** for the State of New South Wales, pursuant to Division 2 of Part 7 of the *Mining Act 1992*, grant a Mining Lease as described in Schedule 1 to **Whitehaven Coal Mining Limited, ACN 086 426 253** and **Boggabri Coal Pty Limited, ACN 122 087 398**, in satisfaction of the partial transfer of Coal Lease 368 (Act 1973) held by **Boggabri Coal Limited, ACN 122 087 398, Chugoku Electric Power Australia Resources Pty. Ltd., ACN 600 294 068** and **NS Boggabri Pty Limited, ACN 113 447 313**, subject to the conditions set out in Schedule 2.

The conditions set out in Schedule 2 are required to:

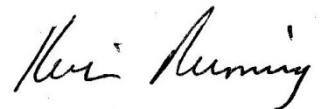
- ensure optimal resource recovery;
- prevent, minimise, and offset adverse environmental impacts;
- provide for the ongoing environmental management of the project; and
- ensure that the areas disturbed by mineral production and exploration activities are appropriately rehabilitated.

The rights and duties of a Lease Holder are those prescribed by the *Mining Act 1992*, 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.

The partial transfer was approved by the Hon. Don Harwin, Minister for Resources on 4 September 2017.

This Mining Lease is effective from the date of registration of the partial transfer.

SIGNED



Kevin Ruming
Director Strategic Resources Assessment and Advice
As delegate of the Minister for Resources
Delegation dated: 1 May 2017

Dated: 17 November 2017

SCHEDULE 1

Description of Lease

Land: The lease area embraces all land described in the attached lease plan **M27433** and approved on **28 March 2017**.

Area: **20.41 hectares**

Surface Exception: **Nil**

Depth Restriction: **900 metres below Australian Height Datum**

Minerals: **Coal**

Method: **Open Cutting, Underground Methods**

Due expiry date: **14 November 2032**

PLAN OF PORTION ML 7

PARISH: LEARD
 COUNTY: NANDEWAR
 MAP SHEET No. 8936-4-N
 REDUCTION RATIO 1: 12,500

MINING LEASE APPLICATION No. N/A

MINING DIVISION: ARMIDALE

APPLICANT: BOGGABRI COAL PTY LIMITED
 & WHITEHAVEN COAL MINING LIMITED

GRANT DATE:

MINING LEASE No. 1749 (Act 1992)

STATUS:

METHOD: OPEN CUT

SURFACE EXCEPTION / DEPTH RESTRICTION

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

NOTES:
 PART TRANSFER OF CL368 (Act 1973)

Azimuth:

Plans used in the course of this survey/compilation
 M27291, M27292

Survey declared on this plan for lines

I CLIFFORD R. STEWART
 of STEWART SURVEYS PTY LIMITED
 109 CONADILLY STREET GUNNEDAH NSW 2380
 a surveyor registered under the Surveying and Spatial Information Act 2002, hereby certify that the survey
 /compilation represented in this plan is accurate and has been completed in accordance with the Surveying and Spatial Information Regulation 2012 and the Surveyor General's Direction for Mining Surveys and was completed on 1 MARCH 2017

Signature: *CR Stewart*

BOSSI Identification No: 2026

Survey Calcs: *23-03-2017*

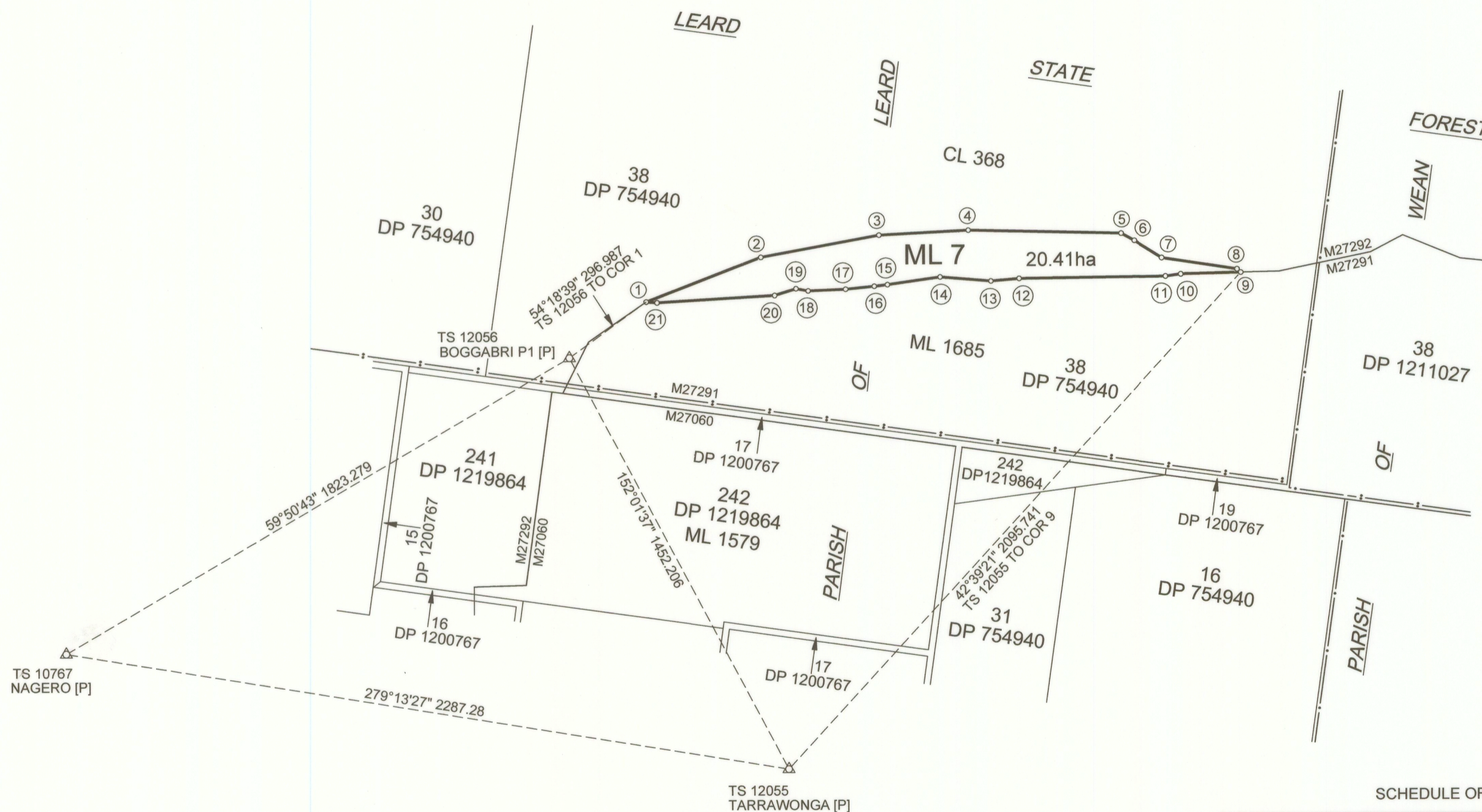
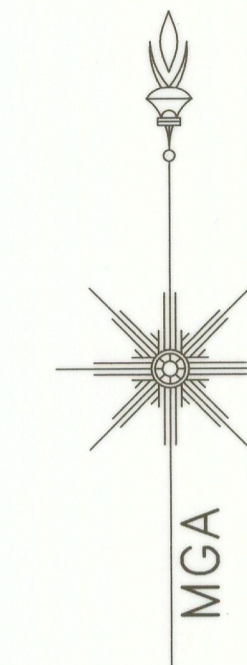
Plan Investigated: *Pete Howard 28-03-2017*

Plan Approved: *Pete Howard 28-03-2017*

Paper No: 15/1200 R 11058350 D 110098160

ML 7 - ZONE 56
 SCHEDULE OF MGA CO-ORDINATES

COR	EASTING	NORTHING	COR	EASTING	NORTHING
1	227271.25	6608624.72	12	228437.959	6608693.661
2	227630.991	6608762.337	13	228349.399	6608685.991
3	228000.55	6608830.161	14	228190.766	6608699.424
4	228280	6608844.541	15	228025.75	6608676.09
5	228758.521	6608833.212	16	227984.302	6608671.277
6	228799.874	6608810.712	17	227894.683	6608662.209
7	228886.174	6608756.886	18	227777.441	6608657.501
8	229119.542	6608720.712	19	227739.46	6608664.515
9	229131.266	6608710.204	20	227672.78	6608643.555
10	228945.07	6608705.938	21	227304.89	6608622.36
11	228896.985	6608699.553			



SCHEDULE OF LEASE BOUNDARIES

LINE	MGA BEARING	MGA DISTANCE	LINE	MGA BEARING	MGA DISTANCE
1-2	69°03'57"	385.165	12-13	265°03'	88.892
2-3	79°36'01"	375.731	13-14	274°50'25"	159.201
3-4	87°03'16"	279.82	14-15	261°57'05"	166.658
4-5	91°21'22"	478.655	15-16	263°22'35"	41.726
5-6	118°33'03"	47.077	16-17	264°13'20"	90.077
6-7	121°57'08"	101.71	17-18	267°42'02"	117.336
7-8	98°48'40"	236.155	18-19	280°27'47"	38.623
8-9	131°52'01"	15.745	19-20	252°33'	69.897
9-10	268°41'15"	186.245	20-21	266°42'10"	368.5
10-11	262°26'08"	48.508	21-1	274°00'47"	33.723
11-12	269°15'53"	459.063			

SURVEYING AND SPATIAL INFORMATION REGULATIONS 2012: CLAUSE 35(1)(b) AND CLAUSE 61(2)						
MARK	M.G.A. CO-ORDINATES		CLASS	ORDER	METHOD	ORIGIN
	EASTING	NORTHING				
TS 10767	225453.501	6607535.561	2A	0		SCIMS
TS 12055	227711.205	6607168.920	B	2		SCIMS
TS 12056	227030.039	6608451.462	B	2		SCIMS

MGA CO-ORDINATES ADOPTED FROM S.C.I.M.S AS OF 2 MARCH 2017 ZONE: 56

ALL CO-ORDINATES, BEARINGS AND DISTANCES SHOWN ON THIS PLAN ARE ON MGA

FORM10
 M27433

Schedule 2

MINING LEASE CONDITIONS 2013

Definitions

1. **Notice to Landholders**
2. **Rehabilitation**
3. **Mining Operations Plan and Annual Rehabilitation Report**
4. **Compliance Report**
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 & Geoscience within the Department of Planning and Environment.

Environment has the same meaning as in 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.

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

Minister means the Minister administering the Act.

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

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, mining purposes 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, mining purposes 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, mining purposes and prospecting;
 - (iii) identifies how the mine will be managed and rehabilitated to achieve the post mining land use;
 - (iv) identifies how mining operations, mining purposes 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 www.resourcesandenergy.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 2011*
 - (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 www.resourcesandenergy.nsw.gov.au/miners-and-explorers/rules-and-forms/pgf/environmental-guidelines

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

4. Compliance Report

- (a) The lease holder must submit a Compliance Report to the satisfaction of the Minister. The report must be prepared in accordance with any relevant guidelines or requirements published by the Minister for compliance reporting.
- (b) The Compliance Report must include:
- (i) the extent to which the conditions of this mining lease or any provisions of the Act or the regulations applicable to activities under this mining lease, have or have not been complied with;

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- (ii) particulars of any non-compliance with any such conditions or provisions,
 - (iii) the reasons for any such non-compliance;
 - (iv) any action taken, or to be taken, to prevent any recurrence, or to mitigate the effects, of that non-compliance.
- (c) The Compliance Report must be lodged with the Department annually on the grant anniversary date for the life of this mining lease.
- (d) In addition to annual lodgement under condition 4(c) above, a Compliance Report:
- (i) must accompany any application to renew this mining lease under the Act;
 - (ii) must accompany any application to transfer this mining lease under the Act; and
 - (iii) must accompany any application to cancel, or to partially cancel, this mining lease under the Act.
- (e) Despite the submission of any Compliance Report under (c) or (d) above, the titleholder must lodge a Compliance Report with the Department at any date or dates otherwise required by the Minister.
- (f) A Compliance Report must be submitted one month prior to the expiry of this mining lease, where the licence holder is not seeking to renew or cancel this mining lease.

5. Environmental Incident Report

- (a) The lease holder must notify the Department of all:
- (i) breaches of the conditions of this mining lease or breaches of the Act causing or threatening material harm to the environment; and
 - (ii) breaches of environmental protection legislation causing or threatening material harm to the environment (as defined in the *Protection of the Environment Operations Act 1997*),

arising in connection with significant surface disturbing activities, including mining operations, mining purposes and prospecting operations, under this mining lease. The notification must be given immediately after the lease holder becomes aware of the breach.

Note. Refer to www.resourcesandenergy.nsw.gov.au/miners-and-explorers/rules-and-forms/pgf/environmental-guidelines for notification contact details.

- (b) The lease holder must submit an Environmental Incident Report to the Department within seven (7) days of all breaches referred to in condition 5(a)(i) and (ii). The Environmental Incident Report must include:
- (i) the details of the mining lease;

- (ii) contact details for the lease holder;
- (iii) a map identifying the location of the incident and where material harm to the environment has or is likely to occur;
- (iv) a description of the nature of the incident or breach, likely causes and consequences;
- (v) a timetable showing actions taken or planned to address the incident and to prevent future incidents or breaches referred to in 5(a).
- (vi) a summary of all previous incidents or breaches which have occurred in the previous 12 months relating to significant surface disturbing activities, including mining operations, mining purposes and prospecting operations under this mining lease.

Note. The lease holder should have regard to any relevant Secretary's guidelines in the preparation of an Environmental Incident Report. Refer to www.resourcesandenergy.nsw.gov.au/miners-and-explorers/rules-and-forms/pgf/environmental-guidelines for further details.

- (c) In addition to the requirements set out in conditions 5(a) and (b), the lease holder must immediately advise the Department of any notification made under section 148 of the *Protection of the Environment Operations Act 1997* arising in connection with significant surface disturbing activities including mining operations, mining purposes and prospecting operations, under this mining lease.

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 **\$21,150,000**.

The leases covered by the group security include:

Mining Lease 1579, Mining Lease 1685 and Mining Lease 1693 (Act 1992)

This group security is extended to apply to this lease.

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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 Minister in accordance with section 163C of the Mining Act 1992 and in accordance with clause 59 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.

SPECIAL CONDITIONS

Note: The standard conditions apply to all mining leases. The Division of Resources & Geoscience (DRG) reserves the right to impose special conditions, based on individual circumstances, where appropriate.

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