

INSTRUMENT OF VARIATION

I, David Blackmore, A/Executive Director Resource Operations, as delegate of the Minister for Resources for the State of New South Wales, under delegation dated 14 May 2018, and pursuant to Clause 12 of Schedule 1B of the *Mining Act 1992*, vary CL 316 (1973) as follows:

Condition 5 is varied by deleting the existing conditions and inserting instead the condition set out below:

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*.

Definitions

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*.

This variation is effective from 20th of June 2018.

SIGNED



As delegate for the Minister for Resources

David Blackmore
A/Executive Director Resource Operations
Dated 20 June 2018

INSTRUMENT OF AMENDMENT

I, as delegate of the Minister for Resources and Energy for the State of New South Wales, under delegation dated 30 November 2010, and pursuant to section 239(2) of the Mining Act 1992, amend Coal Lease 316 (Act 1973) as follows:

Condition 8 is amended by deleting the existing condition and replacing it with the condition set out below.

Extraction Plan Condition

(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:

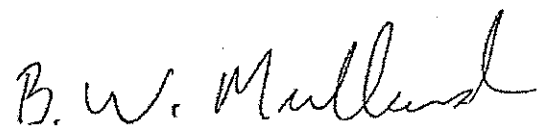
A. built features;

B. public safety; or

C. subsidence monitoring.

This amendment is effective from 1 July 2014.

SIGNED

A handwritten signature in black ink, appearing to read "B. W. Mullard". The signature is written in a cursive style with a large, sweeping initial "B".

Under delegation
Brad Mullard
Executive Director, Mineral Resources
Dated: 30 June 2014

ENDORSEMENT SCHEDULE

The Deed of Mortgage dated 21 December 2012, between Whitehaven Coal Mining Limited and ANZ Fiduciary Services Pty Ltd was registered by the Director-General against Authorisation 406 (Act 1973) Coal Lease No. 316. (Act 1973), Exploration Licence Nos. 4699, 5831, 5967, 6450 and 6587 (Act 1992) and Mining Lease Nos. 1464, 1471 and 1620 (Act 1992) on 21 February 2013 in accordance with Section 161 (4) of the *Mining Act 1992*.



Margaret Lannen
Coal & Petroleum Titles
25 February 2013

INSTRUMENT OF RENEWAL

LEASE: Coal Lease 316 (Act 1973)

HOLDER: Whitehaven Coal Mining Limited
ACN 086 426 253

DATE OF LEASE: 15 June 1988

EXPIRY DATE OF LEASE: 15 June 2012

PERIOD OF RENEWAL UNTIL: 15 June 2033

AREA: 4772 hectares

AS SHOWN BY PLAN NO: D6318

SURFACE EXCEPTION: Part 15 metres

DEPTH RESTRICTION: Whole 900 metres below Australian
Height Datum (AHD)

MINERALS: Coal & Petroleum

ROYALTY PAYABLE: At the rate which, from time to time, may
be prescribed.

AMENDMENTS TO THE CONDITIONS OF THE LEASE:


- (a) All the Conditions contained in the lease prior to the renewal have been deleted.
- (b) The lease is now subject to the attached Mining Lease Conditions 2010 numbered:

1-15 (inclusive), 17-19 (inclusive) and 23-25 (inclusive)

Conditions 2 to 8 and 12 to 16 (if included in the mining lease) are identified as conditions relating to environmental management for the purposes of Section 378D of the *Mining Act 1992*.

Note: Conditions 2 to 8 and 12 to 15 of this mining lease are imposed pursuant to sections 238 and 239 of the Mining Act 1992. Clause 7 of Schedule 12 of the Mining Regulation 2010 saves higher penalties for a breach of condition imposed by or under sections 238 or 239 of the Act.

We, Whitehaven Coal Mining Limited (ACN 086 426 253), hereby accept the renewal of this Lease and agree to be bound by the conditions specified.



.....
Whitehaven Coal Mining Limited
ACN 086 426 253


Renewed this

27

day of

MAY

2012



.....
by delegation from the Minister

MINING LEASE CONDITIONS 2010

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Definition:

"Director-General" means the Director-General of the Department of Trade and Investment; Regional Infrastructure and Services.

1. Notice to Landholders

- (a) Within a period of three months from the date of grant/renewal of this lease or within such further time as the Minister may allow, the lease holder must serve on each landholder of the land a notice in writing indicating that this lease has been granted/renewed and whether the lease includes the surface. An adequate plan and description of the lease area must accompany the notice.
- (b) If there are ten or more landholders affected, 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 lease has been granted/renewed; state whether the lease includes the surface and must contain an adequate plan and description of the lease area.

2. Environmental Harm

- (a) The lease holder must implement all practicable measures to prevent and/or minimise any harm to the environment that may result from the construction, operation or rehabilitation of any activities under this lease.
- (b) For the purposes of this condition:
 - (i) environment means components of the earth, including:
 - (A) land, air and water, and
 - (B) any layer of the atmosphere, and
 - (C) any organic or inorganic matter and any living organism, and
 - (D) human-made or modified structures and areas,and includes interacting natural ecosystems that include components referred to in paragraphs (A)–(C).
 - (ii) harm to the environment includes any direct or indirect alteration of the environment that has the effect of degrading the environment and, without limiting the generality of the above, includes any act or omission that results in pollution, contributes to the extinction or degradation of any threatened species, populations or ecological communities and their habitats and causes impacts to places, objects and features of significance to Aboriginal people.

3. Mining Operations Plan

- (a) Mining operations must not be carried out otherwise than in accordance with a Mining Operations Plan (MOP) which has been approved by the Director-General.
- (b) The MOP must:
- (i) identify areas that will be disturbed by mining operations;
 - (ii) detail the staging of specific mining operations;
 - (iii) identify how the mine will be managed to allow mine closure;
 - (iv) identify how mining operations will be carried out in order to prevent and or minimise harm to the environment;
 - (v) reflect 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 lease; and
 - have regard to any relevant guidelines adopted by the Director-General.
- (c) The leaseholder may apply to the Director-General to amend an approved MOP at any time.
- (d) It is not a breach of this condition if:
- (i) the operations constituting the breach were necessary to comply with a lawful order or direction given under the *Mining Act 1992*, the *Environmental Planning and Assessment Act 1979*, *Protection of the Environment Operations Act 1997*, *Mine Health and Safety Act 2004 / Coal Mine Health and Safety Act 2002* and *Mine Health and Safety Regulation 2007 / Coal Mine Health and Safety Regulation 2006* or the *Occupational Health and Safety Act 2000*; and
 - (ii) the Director-General had been notified in writing of the terms of the order or direction prior to the operations constituting the breach being carried out.
- (e) A MOP ceases to have effect 7 years after date of approval or other such period as identified by the Director-General.

4. Environment Management Report

- (a) The lease holder must lodge Environmental Management Reports (EMR) with the Director-General annually or at dates otherwise directed by the Director-General.
- (b) The EMR must:
 - (i) report against compliance with the MOP;
 - (ii) report on progress in respect of rehabilitation completion criteria;
 - (iii) report on the extent of compliance with regulatory requirements; and
 - (iv) have regard to any relevant guidelines adopted by the Director-General;

5. Environmental Incident Report

- (a) The lease holder must report any environmental incidents. The report must:
 - (i) be prepared according to any relevant Departmental guidelines;
 - (ii) be submitted within 24 hours of the environmental incident occurring;
- (b) For the purposes of this condition, environmental incident includes:
 - (i) any incident causing or threatening material harm to the environment
 - (ii) any breach of Conditions 1 to 9 and 11 to 24;
 - (iii) any breach of environment protection legislation; or,
 - (iv) a serious complaint from landholders or the public.
- (c) For the purposes of this condition, harm to the environment is material if:
 - (i) it involves actual or potential harm to the health or safety of human beings or to ecosystems that is not trivial, or
 - (ii) it results in actual or potential loss or property damage of an amount, or amounts in aggregate, exceeding \$10,000, where loss includes the reasonable costs and expenses that would be incurred in taking all reasonable and practicable measures to prevent, mitigate or make good harm to the environment.

6. Additional Environmental Reports

Additional environmental reports may be required from time to time as directed in writing by the Director-General and must be lodged as instructed.

7. Rehabilitation

Any disturbance as a result of activities under this lease must be rehabilitated to the satisfaction of the Director-General.

8. Subsidence Management

- (a) The lease holder shall prepare a Subsidence Management Plan prior to commencing any underground mining operations which will potentially lead to subsidence of the land surface.
- (b) Underground mining operations which will potentially lead to subsidence include secondary extraction panels such as longwalls or miniwalls, associated first workings (gateroads, installation roads and associated main headings, etc), and pillar extractions, and are otherwise defined by the Applications for Subsidence Management Approvals guidelines (EDG17)
- (c) The lease holder must not commence or undertake underground mining operations that will potentially lead to subsidence other than in accordance with a Subsidence Management Plan approved by the Director-General, an approval under the *Coal Mine Health & Safety Act 2002*, or the document New Subsidence Management Plan Approval Process – Transitional Provisions (EDP09).
- (d) Subsidence Management Plans are to be prepared in accordance with the Guideline for Applications for Subsidence Management Approvals.
- (e) Subsidence Management Plans as approved shall form part of the Mining Operations Plan required under Condition 3 and will be subject to the Environmental Management Report process as set out under Condition 4. The SMP is also subject to the requirements for subsidence monitoring and reporting set out in the document New Approval Process for Management of Coal Mining Subsidence - Policy.

9. Working Requirement

The lease holder must:

- (a) ensure that at least 191 competent people are efficiently employed in relation to the mining process or mining operations on the lease area

OR

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(b) expend on operations carried out in the course of prospecting or mining the lease area, an amount of not less than **\$3,342,500** per annum whilst the lease is in force. The Minister may at any time or times, by instrument in writing served on the lease holder, increase or decrease the expenditure required or the number of people to be employed.

10. Blasting

(a) Ground Vibration

The lease holder must ensure that the ground vibration peak particle velocity generated by any blasting within the lease area does not exceed 10 mm/second and does not exceed 5 mm/second in more than 5% of the total number of blasts over a period of 12 months at any dwelling or occupied premises as the case may be, unless determined otherwise by the Department of Environment, Climate Change and Water.

(b) Blast Overpressure

The lease holder must ensure that the blast overpressure noise level generated by any blasting within the lease area does not exceed 120 dB (linear) and does not exceed 115 dB (linear) in more than 5% of the total number of blasts over a period of 12 months, at any dwelling or occupied premises, as the case may be, unless determined otherwise by the Department of Environment, Climate Change and Water.

11. Safety

Operations must be carried out in a manner that ensures the safety of persons or stock in the vicinity of the operations. All drill holes shafts and excavations must be appropriately protected, to the satisfaction of the Director-General, to ensure that access to them by persons and stock is restricted. Abandoned shafts and excavations opened up or used by the lease holder must be notified in writing to the Department and filled in or otherwise rendered safe to a standard acceptable to the Director-General.

12. Prevention of soil erosion and pollution

Prospecting operations must be carried out in a manner that does not cause or aggravate air pollution, water (including groundwater) pollution, soil contamination or erosion, unless otherwise authorised by a relevant approval, and in accordance with an accepted Mining Operations Plan.

13. Transmission lines, Communication lines and Pipelines

Operations must not interfere with or impair the stability or efficiency of any transmission line, communication line, pipeline or any other utility on the lease area without the prior written approval of the Director-General and subject to any conditions stipulated.

14. Roads and Tracks

- (a) The lease holder must pay to the relevant roads authority in control of the road or track the reasonable costs incurred by the roads authority in making good any damage to roads or tracks caused by operations carried out under this lease less any amount paid or payable from the Mine Subsidence Compensation Fund.
- (b) During wet weather the use of any road or track must be restricted so as to prevent damage to the road or track.
- (c) Existing access tracks should be used for all operations where reasonably practicable. New access tracks must be kept to a minimum and be positioned in order to minimise damage to the land, watercourses or vegetation.
- (d) Temporary access tracks must be rehabilitated and revegetated to the satisfaction of the Director-General as soon as reasonably practicable after they are no longer required under this lease.

15. Trees and Vegetation

- (a) The lease holder must not fell trees, strip bark or cut timber on any land subject of this lease without the consent of the landholder who is entitled to the use of the timber.
- (b) The lease holder must contact Forests NSW and obtain any required permit, licence or approval before taking timber from any Crown land within the lease area.

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Note: Any clearing not authorised under the Act must comply with the requirements of the Native Vegetation Act 2003. Any clearing or taking of timber on Crown land is subject to the requirements of the Forestry Act 1916.

17. Resource Recovery

- (a) Notwithstanding any description of mining methods and their sequence or of proposed resource recovery contained within the Mining Operations Plan, if at any time the Director-General is of the opinion that minerals which the lease entitles the lease holder to mine and which are economically recoverable at the time are not being recovered from the lease area, or that any such minerals which are being recovered are not being recovered to the extent which should be economically possible or which for environmental reasons are necessary to be recovered, notice in writing to the lease holder may be given requiring the holder to recover such minerals.
- (b) The notice shall specify the minerals to be recovered and the extent to which they are to be recovered, or the objectives in regard to resource recovery, but shall not specify the processes the lease holder shall use to achieve the specified recovery.
- (c) The lease holder must, when requested by the Director-General, provide such information as the Director-General may specify about the recovery of the mineral resources of the lease area.

18. Indemnity

The lease holder must indemnify and keep indemnified the Crown from and against all actions, suits, claims and demands of whatsoever nature and all costs, charges and expenses which may be brought against the lease holder or which the lease holder may incur in respect of any accident or injury to any person or property which may arise out of the construction, maintenance or working of any workings now existing or to be made by the lease holder within the lease area or in connection with any of the operations notwithstanding that all other conditions of this lease shall in all respects have been observed by the lease holder or that any such accident or injury shall arise from any act or thing which the lease holder may be licensed or compelled to do.

19. Security

A security in the sum of **\$200,000** must be given and maintained with the Minister by the lease holder for the purpose of ensuring the fulfilment by the lease holder of obligations under this lease.

23. Suspension of Mining Operations

The holder of a mining lease may not suspend mining operations in the mining area other than in accordance with the consent of the Minister.

24. Cooperation Agreement

The lease holder must make every reasonable attempt, and be able to demonstrate their 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.

SPECIAL CONDITIONS

25. Travelling Stock Reserves

The lease holder must permit the free and uninterrupted passage of stock through that part of the lease area covered by **Travelling Stock Reserve 52886** and must conduct operations in a manner that does not cause danger to travelling stock.

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Note: Exploration Reports (Geological and Geophysical)

The lease holder must lodge reports to the satisfaction of the Director-General in accordance with section 163C of the Mining Act 1992 and in accordance with clause 57 of the Mining Regulation 2010.

Reports must be prepared in accordance with Exploration Reporting: A guide for reporting on exploration and prospecting in New South Wales (Department of Trade and Investment; Regional Infrastructure and Services 2010).