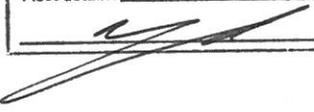


Office of State Revenue  
NSW Treasury  
Client No: 1846988 2372  
Duty: N/A Trans No: ML 1701  
Asst details: COAL



MINING LEASE  
MINING ACT 1992

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**NO 1701**

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**DATED 9 OCTOBER 2014**

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THE MINISTER FOR RESOURCES AND  
ENERGY

OF THE STATE

OF NEW SOUTH WALES

TO

**ASTON COAL 2 PTY LTD  
(ACN 139 472 567)**

and

**ICRA MC PTY LTD  
(ACN 147 657 074)**

and

**J-POWER AUSTRALIA PTY LTD  
(ACN 002 307 682)**

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**MINING ACT 1992**

**MINING LEASE**

THIS DEED made the Ninth day of October Two thousand and Fourteen in pursuance of the provisions of the *Mining Act 1992* (hereinafter called "the Act") BETWEEN THE **HON. ANTHONY ROBERTS MP, MINISTER FOR RESOURCES AND ENERGY** of the State of New South Wales (hereinafter called "the Minister" which expression shall where the context admits or requires include the successors in office of the Minister and the person acting as such Minister for the time being) AND **Aston Coal 2 Pty Ltd (ACN 139 472 567)**, **ICRA MC Pty Ltd (ACN 147 657 074)** and **J-Power Australia Pty Ltd (ACN 002 307 682)** (which with its successors and transferees is hereinafter called "the lease holder") of (Aston) Level 28, 259 George Street, Sydney NSW 2000 (ICRA) Level 24, 12 Creek Street, Brisbane QLD 4000 and (J-Power) Level 4, 110 Walker Street, North Sydney NSW 2060.

WHEREAS

- (a) in conformity with the Act application was made for a mining lease over the lands hereinafter described; and
- (b) all conditions and things required to be done and performed before granting a mining lease under the Act have been done and performed NOW THIS DEED WITNESSETH that in consideration of the observance and performance of the covenants contained in this Deed and the payment of royalty by the lease holder, the Minister in pursuance of the provisions of the Act DOES HEREBY demise and lease to the lease holder ALL THAT piece or parcel of land containing by admeasurement **232.1** hectares as shown on Plan No. **M27305**, more particularly described and delineated in the plan attached for the purpose of prospecting and mining for **Coal**.

TO HOLD the said land together with any appurtenances thereon subject to:

- (a) such rights and interests as may be lawfully subsisting therein or which may be reserved by the Act at the date of this Deed; and
- (b) such conditions, provisos and stipulations as are contained in this Deed UNTO the lease holder from and including the date of this Deed for the term of **twenty-one (21) years**, for the purpose as stated and for no other purpose.

1. THAT in this lease except insofar as the context otherwise indicates or requires:
  - (a) any reference to an Act includes that Act and any Act amending or in substitution for the same; "Director General" means the person for the time being holding office or acting as Director General, Department of Trade and Investment; Regional Infrastructure and Services; the word "mine" has the meaning assigned to it by the Act; words importing the singular number shall include the plural, the masculine gender the feminine or neuter gender and vice versa; and
  - (b) any covenant on the part of two or more persons shall be deemed to bind them jointly and severally.
2. THAT the lease holder shall during the said term pay to the Minister in Sydney in respect of all such minerals as stated, recovered from the land hereby demised, royalty at the rate or rates prescribed by the Act and the Regulations thereunder at the time the minerals are recovered, or at the rate or rates fixed by the Minister from time to time during the term of this demise in exercise of the power in that behalf conferred upon him by the Act.
3. THAT the lease holder shall at all times during the term of this lease keep and preserve the said mine from all avoidable injury or damage and also the levels, drifts, shafts, watercourses, roadways, works, erections and fixtures therein and thereon in good repair and condition and in such state and condition shall on the expiration or sooner determination of the said term or any renewal thereof deliver possession of the land and the premises hereby demised to the Minister or other persons authorised to receive possession thereof.
4. THAT the conditions and provisions set forth in the Schedule of Mining Lease Conditions 2013 herein and numbered: **1 – 10 (inclusive)** are embodied and incorporated within this Deed as conditions and provisions of the lease hereby granted AND that the lease holder shall observe fulfil and perform the same. Conditions 2 to 6 (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 6 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.*

PROVIDED always and it is hereby declared as follows:

- (a) THAT this lease is granted subject to amendment as provided under Section 79 and 168A of the Act.
- (b) THAT if the lease holder at any time during the term of this demise -
  - (i) fails to fulfil or contravenes the covenants and conditions herein contained; or
  - (ii) fails to comply with any provision of the Act or the Regulations with which the lease holder is required to comply; or
  - (iii) fails to comply with the requirements of any agreement or assessment in relation to the payment of compensation,

this lease may be cancelled by the Minister by instrument in writing and the cancellation shall have effect from and including the date on which notice of the cancellation is served on the lease holder or on such later date as is specified in the notice; and any liability incurred by the lease holder before the cancellation took effect shall not be affected.

- (c) THAT no implied covenant for title or for quiet enjoyment shall be contained herein.
- (d) THAT all the conditions and provisions contained in the *Mining Act 1992* and the Regulations thereunder, the *Mine Health & Safety Act 2004*, the *Mine Health and Safety Regulation 2007* or the *Coal Mine Health & Safety Regulation 2006*, or any other law hereafter to be passed or prescribed shall be incorporated within this Deed as conditions and provisions of the lease granted. The lease holder hereby covenants to observe, fulfil and perform the same.
- (e) THAT such of the provisions and conditions declared and contained in this Deed as requiring anything to be done or not to be done by the lease holder, shall be read and construed as covenants by the lease holder with the Minister which are to be observed and performed.

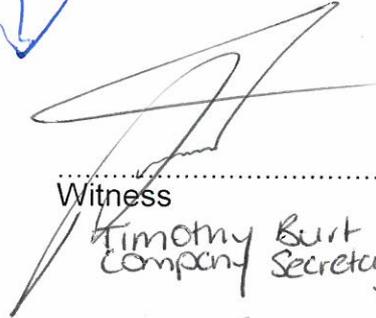
IN WITNESS WHEREOF the parties hereto have executed this Deed the day and year first abovewritten.

SIGNED AND DELIVERED  
BY

**ASTON COAL 2 PTY LTD**  
(ACN 139 472 567)

  
.....  
Jamie Frankcombe - Director

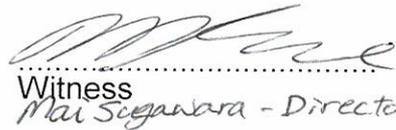
in the presence of

  
.....  
Witness  
Timothy Burt  
Company Secretary

**ICRA MC PTY LTD**  
(ACN 147 657 074)

  
.....  
TSUYOSHI HASEGAWA - Director

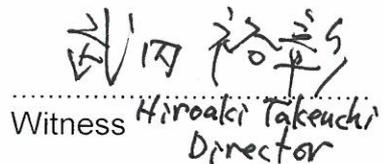
in the presence of

  
.....  
Witness  
Mai Segawara - Director

**J-POWER AUSTRALIA PTY LTD**  
(ACN 002 307 682)

  
.....  
Ryusaku Kohara - Director

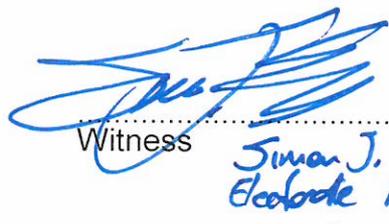
in the presence of

  
.....  
Witness Hiroaki Takeuchi  
Director

SIGNED AND DELIVERED  
BY

  
.....

in the presence of

  
.....  
Witness  
Simon J. Frame  
Electrode Manager

# 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. Security
9. Cooperation Agreement
10. Prescribed Dam

**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 & Energy within the Department of Trade and Investment, Regional Infrastructure and Services.

**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.resources.nsw.gov.au/environment](http://www.resources.nsw.gov.au/environment)
- (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 *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 *Work Health and Safety Act 2011*; and
  - (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.resources.nsw.gov.au/environment](http://www.resources.nsw.gov.au/environment).

*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;
  - (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.resources.nsw.gov.au/environment](http://www.resources.nsw.gov.au/environment) 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 Director General's guidelines in the preparation of an Environmental Incident Report. Refer to [www.resources.nsw.gov.au/environment](http://www.resources.nsw.gov.au/environment) 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 **\$33,390,000**.

The leases covered by the group security include:

### **Coal Lease 375 (Act 1973)**

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.

## SPECIAL CONDITIONS

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

## 10. Prescribed Dam

- (a) Notwithstanding any Mining Operations Plan, the lease holder must not mine within any part of the lease area which is within the **Maules Creek Notification Area (Maules Creek Raw Water Dam 2 and Maules Creek Water Dam 2)** without the prior written approval of the Minister and subject to any conditions stipulated.
- (b) Where the lease holder desires to mine within the notification area he or she must:
- (i) at least twelve (12) months before mining is to commence or such lesser time as the Minister may permit, notify the Minister of the desire to do so. A plan of the mining system to be implemented must accompany the notice; and
  - (ii) provide such information as the Minister may direct.
- (c) The Minister must not, except in the circumstances set out in sub-paragraph (ii), grant approval unless sub-paragraph (i) of this paragraph has been complied with.

This sub-paragraph is complied with if:

- (i) the Dams Safety Committee as constituted by Section 7 of the Dams Safety Act 1978 and the owner of the dam have been notified in writing of the desire to mine referred to in paragraph (b).
- (ii) the notifications referred to in clause (a) are accompanied by a description or plan of the area to be mined.

- (iii) the Director-General has complied with any reasonable request made by the Dams Safety Committee or the owner of the dam for further information in connection with the mining proposal.
  - (iv) the Dams Safety Committee has made its recommendations concerning the mining proposal or has informed the Minister in writing that it does not propose to make any such recommendations; and
  - (v) where the Dams Safety Committee has made recommendations the approval is in terms that are:
    - in accordance with those recommendations; or
    - where the Minister does not accept those recommendations or any of them - in accordance with a determination under sub-paragraph (ii) of this paragraph.
  - (vi) Where the Minister does not accept the recommendations of the Dams Safety Committee or where the Dams Safety Committee has failed to make any recommendations and has not informed the Minister in writing that it does not propose to make any recommendations, the approval shall be in terms that are, in relation to matters dealing with the safety of the dam:
    - as determined by agreement between the Minister and the Minister administering the Dams Safety Act 1978; or
    - in the event of failure to reach such agreement - as determined by the Premier.
- (d) The Minister, on notice from the Dams Safety Committee, may at any time or times:
- (i) cancel any approval given where a notice pursuant to Section 18 of the Dams Safety Act 1978 is given.
  - (ii) suspend for a period of time, alter, omit from or add to any approval given or conditions imposed.

## 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 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).*