

3 August 2020

MALABAR COAL LIMITED

ABN 29 151 691 468

Level 26, 259 George Street
Sydney NSW 2000

PO Box R864

Royal Exchange NSW 1225

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Website: www.malabarcoal.com.au

Dear Shareholder

Notice of General Meeting

Shareholders are advised that a General Meeting of the members of **Malabar Coal Limited ACN 151 691 468 (Malabar)** will be held on Thursday, 27 August 2020 at 9:00am (ASET).

COVID safety precautions

Considering the uncertainty and potential health risks created by the rapidly evolving COVID-19 pandemic, Malabar is planning for and responding to the situation by holding a virtual General Meeting, with no physical attendance required.

We encourage shareholders to continue to participate and engage with the Board by:

- lodging a directed proxy or direct vote in advance of the meeting by following the instructions noted on the proxy form;
- lodging questions in advance of the meeting by emailing questions to admin@malabarcoal.com.au by 5.00pm (ASET) on Tuesday, 25 August 2020;
- watching the live General Meeting by dialling into Zoom through the link noted on the Notice of the General Meeting.

Purpose of the meeting

This meeting is called for administrative purposes only and no shareholder update will be provided at this meeting, given the AGM will be held later this year. This meeting has been called to consider a special resolution to change the name of "Malabar Coal Limited" to "Malabar Resources Limited". This name change reflects the diversity of Malabar which includes;

- i. Metallurgical coal for steelmaking,
- ii. Maxwell Solar Farm, and
- iii. Extensive rural activities.

We appreciate your support for this change.

Yours sincerely,



Wayne Seabrook
Chairman

Notice of general meeting

Malabar Coal Limited ACN 151 691 468 (Company)

Notice is given that a general members meeting will be held at:

Location	Through the following Zoom link: https://us02web.zoom.us/j/84259871445?pwd=MTIYZHVhZncxdjBTVGJUUFN4TDhxQT09 Meeting ID: 842 5987 1445 Passcode: 727237
Date	27 August 2020
Time	9:00am (ASET)

Special business

1. Change of company name

To consider and, if in favour, pass the following resolution as a special resolution:

*That, in accordance with Section 157 of the Corporations Act, **Malabar Coal Limited** is permitted to change its name to **Malabar Resources Limited**.*

Notes:

- The Chairman of the general meeting intends to vote all available proxies in favour of changing the company name.

Voting rights and proxies

- A member who is entitled to attend and cast a vote at the meeting is entitled to appoint a proxy.
- The proxy need not be a member of the Company. A member who is entitled to cast two or more votes may appoint two proxies and may specify the proportion or number of votes each proxy is appointed to exercise.
- If you wish to appoint a proxy and are entitled to do so, then complete and return the **attached** proxy form.
- A corporation may elect to appoint a representative in accordance with the *Corporations Act 2001* (Cth) in which case the Company will require written proof of the representative's appointment which must be lodged with or presented to the Company before the meeting.
- If you have any queries on how to cast your votes, then call the Company on +61 2 8248 1272 during business hours in Sydney.

Administrative

Please update your contact details on Malabar's share register to ensure we have all relevant information to contact you. This can be done on the LINK Market Services website:

<https://investorcentre.linkmarketservices.com.au/Login/Login>

Please contact Malabar on +61 2 8248 1272 or admin@malabarcoal.com.au if you have any questions.

Dated 3 August 2020

By order of the Board



Wayne Seabrook
Chairman
Malabar Coal Limited

Explanatory memorandum

Malabar Coal Limited ABN 29 151 691 468 (**Company**)

1 Change of company name

Background

Malabar Coal Limited (Malabar) is a diversified company involved with;

- i. the development of an underground coal project focussed on metallurgical coal for steelmaking,
- ii. agricultural activities, owning more than 8,800 hectares of rural land in the Upper Hunter supporting cattle operations, cropping, and the Merton Estate Vineyard, and;
- iii. the development of the c. 25 MW Maxwell Solar Farm adjacent to the Liddell and Bayswater Power Stations.

Malabar therefore believes it is appropriate to rebrand to Malabar Resources Limited.

Section 157 of Corporations Act

Section 157 of the Corporations Act requests the following:

1. *If a company wants to change its name, it must:*

- (a) *pass a special resolution adopting a new name; and*
- (b) *lodge an application in the prescribed form with ASIC.*

2. *The company must lodge a copy of the special resolution with ASIC within 14 days after it is passed.*

3. *If the proposed name is available, ASIC must change the company's name by altering the details of the company's registration to reflect the change. The change of name takes effect when ASIC alters the details of the company's registration.*

2 Registered Office

Malabar Coal Limited

Level 26, 259 George Street, Sydney, NSW, 2000

Telephone: +61 2 8248 1272

Email: admin@malabarcoal.com.au

www.malabarcoal.com.au

PROXY FORM FOR ORDINARY SHAREHOLDERS

STEP 1: APPOINT A PROXY

Shareholder details

Name(s):

Address:

Contact telephone
number:

Contact email address:

Contact name

(if different from above):

I/We, being a Shareholder/s of Malabar Coal Limited ABN 29 151 691 468 (**Company**) hereby appoint

_____ (insert name / address) or failing
him or her the Chairman of the Meeting as my/our proxy to vote on my/our behalf at the General
Meeting of the Company to be held on 27 August 2020 by **Malabar Coal Limited** and at any
adjournment of that Meeting.

If you appoint a proxy, the Company encourages you to direct your proxy how to vote on each item of
business.

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

If you have appointed the Chairman of the Meeting as your proxy (or the Chairman of the Meeting
becomes your proxy by default), and you wish to give the Chairman of the Meeting specific voting
directions on an item, you should mark the appropriate boxes opposite those items in step 2 below
(directing the Chairman of the Meeting to vote for, against or to abstain from voting).

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 vote will not be counted in computing the required
majority on a poll.

STEP 2: VOTING INSTRUCTIONS

This proxy is to be used in respect of all / _____ % of the ordinary Shares I/we hold.

I/We instruct my/our proxy to vote as follows (noting that the resolutions are numbered as in the Notice):

To consider and, if thought fit, to pass, with or without amendment, the following resolutions:

SPECIAL RESOLUTION #

FOR

ABSTAIN

AGAINST

Resolution 1: That, in accordance with Section 157 of the Corporations Act, **Malabar Coal Limited** is permitted to change its name to **Malabar Resources Limited**.

(insert name / address)

STEP 3: SIGNATURE OF SHAREHOLDER

Dated: _____ 2020

Individuals and joint holders

Companies (affix common seal if appropriate)

Signature

Director

Signature

Director / Company Secretary

PROXY FORM FOR ORDINARY SHAREHOLDERS

Instructions for completing the proxy form

1. A Shareholder entitled to attend and vote at the Meeting is entitled to appoint a proxy to attend and vote on behalf of that Shareholder.
2. You should 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. 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 one item, your vote on that item will be invalid.
3. A duly appointed proxy need not be a Shareholder. This form should be signed by the Shareholder. If the holding is 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 Company or a certified copy attached to this form. If executed by a company, the form must be executed in accordance with the Shareholder's constitution and the Corporations Act.
4. Corporate Shareholders should comply with the execution requirements set out on the proxy form or otherwise with the provisions of Section 127 of the Corporations Act. Section 127 of the Corporations Act provides that a company may execute a document without using its common seal if the document is signed by:
 - a. directors of the company;
 - b. a director and a company secretary of the company; or
 - c. for a proprietary company that has a sole director who is also the sole company secretary – that director.
5. For the Company to rely on the assumptions set out in sections 129(5) and (6) of the Corporations Act, a document must appear to have been executed in accordance with sections 127(1) or (2) of the Corporations Act. This effectively means that the status of the persons signing the document or witnessing the affixing of the seal must be set out and conform to the requirements of sections 127(1) or (2) of the Corporations Act, as applicable. In particular, a person who witnesses the affixing of a common seal and who is the sole director and sole company secretary of the company must state that next to his or her signature.
6. Completion of a proxy form will not prevent individual Shareholders from attending the Meeting in person if they wish. Where a Shareholder completes and lodges a valid proxy form and attends the Meeting in person, then the proxy's authority to speak and vote for that Shareholder is suspended while the Shareholder is present at the Meeting.
7. Where a proxy form or form of appointment of corporate representative is lodged and is executed under power of attorney, the power of attorney must be lodged in like manner as this proxy.
8. To vote by proxy, please complete and sign the proxy form enclosed and send the proxy form by:
 - a. scanning and emailing the proxy form to llochner@malabarcoal.com.au; or
 - b. posting the proxy form to the Company at PO Box R864, Royal Exchange, New South Wales, 1225 so that it is received no later than 10.00am (Sydney time) on Tuesday, 25 August 2020. Proxy forms received later than this time will be invalid.
9. Chapter 2C of the Corporations Act requires information about you as a Shareholder (including your name, address and details of the Shares you hold) to be included in the public register of the entity in which you hold securities. Information is collected to administer your shareholding and if some or all of the information is not collected then it might not be possible to administer your shareholding. You can access your personal information by contacting the Company at the address or telephone number shown on this form.