

# Appendix 1A

## ASX Listing application and agreement

This form is for use by an entity seeking admission to the +official list as an ASX Listing (for classification as an ASX Debt Listing use Appendix 1B, and for classification as an ASX Foreign Exempt Listing use Appendix 1C). The form is in 3 parts:

1. Application for admission to the +official list;
2. Information to be completed; and
3. Agreement to be completed.

Information and documents (including this appendix) given to ASX in support of an application become ASX's property and may be made public. This may be prior to admission of the entity and +quotation of its +securities. Publication does not mean that the entity will be admitted or that its +securities will be quoted.

Introduced 1/7/96 Origin: Appendix 1 Amended 01/07/97, 01/07/98, 01/09/99, 13/03/00, 01/07/00, 30/09/01, 11/03/02, 01/01/03, 24/10/05, 20/07/07, 01/01/12

### Part 1 - Application for admission to the official list

Name of entity

ABN

MALABAR COAL LIMITED (Company)

29 151 691 468

We (the entity) apply for admission to the +official list of ASX Limited (ASX) and for +quotation of +securities.

### Part 2 - Information to be completed

#### About the entity

You must complete the relevant sections (attach sheets if there is not enough space).

#### All entities

1 Deleted 30/9/2001

2 +Main class of +securities

Number	+Class
85,000,000	Ordinary fully paid shares
Number to be quoted	+Class
-	-

3 Additional +classes of +securities (except +CDIs)

+ See chapter 19 for defined terms.

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Number not to be quoted	+Class
450,000 post the Subdivision	<p>Options to be granted on the Business Day immediately prior to the ASX Quotation Date. .</p> <p><u>Exercise Price</u></p> <p>\$1.50 per ordinary fully paid share.</p> <p><u>Expiry</u></p> <p>Expiring four years after the Grant Date.</p> <p><u>Vesting</u></p> <ul style="list-style-type: none"> <li>• One-third on the first anniversary of the Grant Date.</li> <li>• One-third on the second anniversary of the Grant Date.</li> <li>• One-third on the third anniversary of the Grant Date.</li> </ul>

4 Telephone number, postal address for all correspondence, general fax number, fax number for +company announcements office to confirm release of information to the market, and e-mail address for contact purposes.

Telephone number	61 2 8248 1272
Postal address	PO Box R864 Royal Exchange NSW 1225
General fax number	61 2 8248 1271
Fax number for company announcements office confirmations	61 2 8248 1271
E-mail address	<a href="mailto:admin@malabarcoal.com.au">admin@malabarcoal.com.au</a>

4A Person(s) responsible for communications with ASX in relation to listing rule matters and contact details for that person, including mobile telephone number and email address.

Person	Mobile telephone number	Email address
Wayne Seabrook	0412 199 054	<a href="mailto:WSeabrook@malabarcoal.com.au">WSeabrook@malabarcoal.com.au</a>
Simon Keyser	0414 682 087	<a href="mailto:SKeyser@malabarcoal.com.au">SKeyser@malabarcoal.com.au</a>
Ian Morgan	0413 543 542	<a href="mailto:ihm@bigpond.net.au">ihm@bigpond.net.au</a>

+ See chapter 19 for defined terms.

5	Address of principal <sup>+</sup> security registries for each <sup>+</sup> class of <sup>+</sup> security (including <sup>+</sup> CDIs)	Link Market Services Limited Level 15 324 Queen Street Brisbane QLD 4000  Level 12 680 George Street Sydney NSW 2000
6	Annual balance date	30 June

**Companies only**  
(Other entities go to 19)

7	Name and title of chief executive officer/managing director	Mr Peter Doyle, Chief Executive Officer
8	Name and title of chairperson of directors	Mr Wayne Seabrook, Non-Executive Chairman
9	Names of all directors	Wayne Seabrook (Non-Executive Chairman) Hans Mende (Non-Executive Director) Andrew Plummer (Non-Executive Director) Simon Keyser (Non-Executive Director) Anthony Galligan (Non-Executive Director)
10	Duration of appointment of directors (if not subject to retirement by rotation) and details of any entitlement to participate in profits	No director is permitted to hold office for more than three years without submitting himself or herself for re-election (Constitution Clause 13.3 (a)).  Directors are not entitled to participate in profits.

10A	An original or certified true copy of a national criminal history check obtained from the Australian Federal Police, a State or Territory police service or a broker accredited by CrimTrac for each director or proposed director which is not more than 12 months old or, if the director is not an Australian resident, either:	(a) an equivalent national criminal history check for each country in which the director has resided over the past 10 years (in English or together with a certified English translation); or  (b) if such a check is not available in any such country, a statutory declaration from the director confirming that fact and that he or she has not been convicted in that country or elsewhere of: (i) any criminal offence involving fraud, dishonesty, misrepresentation, concealment of material facts or breach of director's duties; or (ii) any other criminal offence which at the time carried a maximum term of imprisonment of 5 years or more (regardless of the period, if any, for which he or she was sentenced).
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- 10B An original or certified true copy of a search of the Insolvency Trustee Services Australia National Personal Insolvency Index for each director or proposed director which is not more than 12 months old or, if the director is not an Australian resident, either:
- (a) an equivalent national bankruptcy check for each country in which the director has resided over the past 10 years (in English or together with a certified English translation); or
  - (b) if such a check is not available in any such country, a statutory declaration from the director confirming that fact and that he or she has not been declared a bankrupt or been an insolvent under administration in that or any other country.
- 10C A statutory declaration from each director or proposed director confirming that:
- (a) the director has not been the subject of any criminal or civil penalty proceedings or other enforcement action by any government agency in which he or she was found to have engaged in behaviour involving fraud, dishonesty, misrepresentation, concealment of material facts or breach of duty;
  - (b) the director has not been refused membership of, or had their membership suspended or cancelled by, any professional body on the ground that he or she has engaged in behaviour involving fraud, dishonesty, misrepresentation, concealment of material facts or breach of duty;
  - (c) the director has not been the subject of any disciplinary action (including any censure, monetary penalty or banning order) by a securities exchange or other authority responsible for regulating securities markets for failure to comply with his or her obligations as a director of a listed entity;
  - (d) no listed entity of which he or she was a director (or, in the case of a listed trust, in respect of which he or she was a director of the responsible entity) at the time of the relevant conduct has been the subject of any disciplinary action (including any censure, monetary penalty, suspension of trading or termination of listing) by a securities exchange or other authority responsible for regulating securities markets for failure to comply with its obligations under the listing rules applicable to that entity; and
  - (e) the director is not aware of any pending or threatened investigation or enquiry by a government agency, professional body, securities exchange or other authority responsible for regulating securities markets that could lead to proceedings or action of the type described in (a), (b), (c) or (d) above,
- or, if the director is not able to give such confirmation, a statement to that effect and a detailed explanation of the circumstances involved.

11	Name and title of company secretary	Ian Morgan
12	Place of incorporation	Queensland
13	Date of incorporation	24 June 2011
14	Legislation under which incorporated	Australian Corporations Act 2001 as amended.
15	Address of registered office in Australia	Level 1, 12 Creek Street, Brisbane QLD 4000

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16	Month in which annual meeting is usually held	November
17	Months in which dividends are usually paid (or are intended to be paid)	<p>The Directors intend to give priority to the development of the Company's projects towards production and, as such, do not currently have any plans to pay dividends. The payment and amount of any potential future dividends declared by the Company are subject to the discretion of the Directors and will depend upon, among other things, the Company's earnings, financial position, tax position, restrictions in its financing arrangements, capital requirements and availability of profits.</p> <p>Refer to the Prospectus – Section 1.4 on page 14.</p>
18	If the entity is a foreign company which has a certificated subregister for quoted <sup>+</sup> securities, the location of Australian <sup>+</sup> security registers	Not applicable
18A	If the entity is a foreign company, the name and address of the entity's Australian agent for service of process	Not applicable

(Companies now go to 31)

**All entities except companies**

19	Name and title of chief executive officer/managing director of the responsible entity	Not applicable
20	Name and title of chairperson of directors of responsible entity	Not applicable
21	Names of all directors of the responsible entity	Not applicable

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- 22 Duration of appointment of directors of responsible entity (if not subject to retirement by rotation) and details of any entitlement to participate in profits Not applicable
- 22A An original or certified true copy of a national criminal history check obtained from the Australian Federal Police, a State or Territory police service or a broker accredited by CrimTrac for each director or proposed director of the responsible entity which is not more than 12 months old and, if the director is not an Australian resident, either:
- (a) an equivalent national criminal history check for each country in which the director has resided over the past 10 years (in English or together with a certified English translation); or
  - (b) if such a check is not available in any such country, a statutory declaration from the director confirming that fact and that he or she has not been convicted in that country or elsewhere of: (i) any criminal offence involving fraud, dishonesty, misrepresentation, concealment of material facts or breach of director's duties; or (ii) any other criminal offence which at the time carried a maximum term of imprisonment for 5 years or more (regardless of the period, if any, for which he or she was sentenced).
- 22B An original or certified true copy of a search of the Insolvency Trustee Services Australia National Personal Insolvency Index for each director or proposed director of the responsible entity which is not more than 12 months old and, if the director is not an Australian resident, either:
- (a) an equivalent national bankruptcy check for each country in which the director has resided over the past 10 years (in English or together with a certified English translation); or
  - (b) if such a check is not available in any such country, a statutory declaration from the director confirming that fact and that he or she has not been declared a bankrupt or been an insolvent under administration in that or any other country.
- 22C A statutory declaration from each director or proposed director of the responsible entity confirming that:
- (a) the director has not been the subject of any criminal or civil penalty proceedings or other enforcement action by any government agency in which he or she was found to have engaged in behaviour involving fraud, dishonesty, misrepresentation, concealment of material facts or breach of duty;
  - (b) the director has not been refused membership of, or had their membership suspended or cancelled by, any professional body on the ground that he or she has engaged in behaviour involving fraud, dishonesty, misrepresentation, concealment of material facts or breach of duty;
  - (c) the director has not been the subject of any disciplinary action (including any censure, monetary penalty or banning order) by a securities exchange or other authority responsible for regulating securities markets for failure to comply with his or her obligations as a director of a listed entity;
  - (d) no listed entity of which he or she was a director (or, in the case of a listed trust, in respect of which he or she was a director of the responsible entity) at the time of the relevant conduct has been the subject of any disciplinary action (including any censure, monetary penalty, suspension of trading or termination of listing) by a securities exchange or other authority responsible for regulating securities markets for failure to comply with its obligations under the listing rules applicable to that entity; and
  - (e) the director is not aware of any pending or threatened investigation or enquiry by a government agency, professional body, securities exchange or other authority responsible for regulating securities markets that could lead to proceedings or action of the type described in (a), (b), (c) or (d) above,
- or, if the director is not able to give such confirmation, a statement to that effect and a detailed explanation of the circumstances involved.

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23	Name and title of company secretary of responsible entity	Not applicable
23A	Trusts only - the names of the members of the compliance committee (if any)	Not applicable
24	Place of registration of the entity	Not applicable
25	Date of registration of the entity	Not applicable
26	Legislation under which the entity is registered	Not applicable
27	Address of administration office in Australia of the entity	Not applicable
28	If an annual meeting is held, month in which it is usually held	Not applicable
29	Months in which distributions are usually paid (or are intended to be paid)	Not applicable
30	If the entity is a foreign entity which has a certificated subregister for quoted <sup>†</sup> securities, the location of Australian <sup>†</sup> security registers	Not applicable
30A	If the entity is a foreign trust, the name and address of the entity's Australian agent for service of process	Not applicable

### About the entity

#### All entities

Tick to indicate you are providing the information or documents

Where is the information or document to be found?  
(eg, prospectus cross reference)

31	<input checked="" type="checkbox"/> Evidence of compliance with 20 cent minimum	The offer price is \$1.00 for each share.
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<sup>†</sup> See chapter 19 for defined terms.

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issue price or sale price, and spread requirements

		<p>Refer to the Prospectus:</p> <ul style="list-style-type: none"> <li>• Title page</li> <li>• Key Offer Information on page 2.</li> <li>• Letter from the Chairman on page 3.</li> <li>• Section 1.4 on pages 9 to 15.</li> <li>• Sections 5.1 and 5.2 on pages 55 and 57.</li> </ul> <p>The spread of shareholders is to be provided.</p>
32	<input type="checkbox"/> Prospectus, Product Disclosure Statement or information memorandum relevant to the application (250 copies)	<p>Two copies of the signed Prospectus lodged with ASIC are attached (Annexure 1).</p> <p>50 copies are to be provided.</p>
33	<input checked="" type="checkbox"/> Cheque for fees	<p>Cheque for \$122,540.00 is attached.</p> <p>The pro-rata annual listing fee is to be provided.</p>
34	<input checked="" type="checkbox"/> Type of subregisters the entity will operate Example: CHESS and certificated subregisters	<p>Electronic issuer-sponsored sub-register and CHESS sub-register.</p> <p>Refer to the Prospectus – Section 5.11 on page 60.</p>
35	<input checked="" type="checkbox"/> Copies of any contracts referred to in the prospectus, Product Disclosure Statement or information memorandum (including any underwriting agreement)	<p>The contracts referred to and included in Annexure 2.</p> <p>Refer to the Prospectus – Sections 10.1 to 10.16 on pages 157 to 172.</p>
36	<input type="checkbox"/> A certified copy of any restriction agreement entered into in relation to +restricted securities	<p>Voluntary escrow agreements entered into. To be provided if requested by ASX.</p> <p>Mandatory escrow agreements are subject to the discretion of the ASX and will be provided..</p> <p>Refer to the Prospectus:</p> <ul style="list-style-type: none"> <li>• Section 1.4 on pages 12 to 13.</li> <li>• Section 3.2.34 on pages 47 to 48.</li> <li>• Section 11.11 on pages 183 to 184.</li> </ul>
37	<input type="checkbox"/> If there are +restricted securities, undertaking issued by any bank or +recognised trustee	<p>Attached as Annexure 4.</p> <p>Refer to the Prospectus:</p>

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		<ul style="list-style-type: none"> <li>• Section 1.4 on pages 12 to 13.</li> <li>• Section 3.2.34 on pages 47 to 48.</li> <li>• Section 11.11 on pages 183 to 184.</li> </ul>
38	<input checked="" type="checkbox"/> (Companies only) - certificate of incorporation or other evidence of status (including any change of name)	Copies of the following certificates are attached (Annexure 5): <ul style="list-style-type: none"> <li>• Certificate of registration;</li> <li>• Certificate of registration on change of name; and</li> <li>• Certificate of registration on conversion to a public company.</li> </ul>
39	<input type="checkbox"/> (All entities except companies) - certificate of registration or other evidence of status (including change of name)	Not applicable.
40	<input checked="" type="checkbox"/> Copy of the entity's constitution (eg, if a company, the memorandum and articles of association)	Annexure 6.
Where is the information or document to be found? (eg, prospectus cross reference)		
41	<input checked="" type="checkbox"/> Completed checklist that the constitution complies with the listing rules (copy of articles checklist is available from any Companies Department)	Annexure 7.
42	<input checked="" type="checkbox"/> A brief history of the entity or, if applicable, the group	Refer to the Prospectus: <ul style="list-style-type: none"> <li>• Company overview: Section 2 on pages 21 to 23</li> <li>• Exploration History: Section 2 on pages 23 to 24 and Section 7 on pages 99 to 100.</li> <li>• Ironstone Capital: Section 1.7 on page 17.</li> <li>• Farm-in structure: Section 2.15 on pages 37 to 39.</li> <li>• Tenement renewal and compliance: Section 3.2.28 on page 46.</li> </ul>
42A	<input checked="" type="checkbox"/> Copy of agreement with ASX that documents may be given to ASX and authenticated electronically.	Annexure 8.

**About the securities to be quoted**

**All entities**

43	<input checked="" type="checkbox"/> Confirmation that the +securities to be quoted are eligible to be quoted under the listing rules	Yes
44	<input checked="" type="checkbox"/> Voting rights of +securities to be quoted	Refer to the Prospectus: Section 11.2.1.4 on page 175.

+ See chapter 19 for defined terms.

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45	<input checked="" type="checkbox"/>	A specimen certificate/holding statement for each +class of +securities to be quoted and a specimen holding statement for +CDIs	Annexure 9.
46	<input checked="" type="checkbox"/>	Terms of the +securities to be quoted	Refer to the Prospectus: Section 11.2 on pages 174 to 175.
47	<input type="checkbox"/>	A statement setting out the names of the 20 largest holders in each +class of +securities to be quoted, and the number and percentage of each +class of +securities held by those holders	To be provided.
48	<input type="checkbox"/>	A distribution schedule of each +class of +equity securities to be quoted, setting out the number of holders in the categories - 1 - 1,000 1,001 - 5,000 5,001 - 10,000 10,001 - 100,000 100,001 and over	To be provided.
49	<input type="checkbox"/>	The number of holders of a parcel of +securities with a value of more than \$2,000, based on the issue/sale price	To be provided.
50	<input type="checkbox"/>	Terms of any +debt securities and +convertible debt securities	Not applicable upon listing. Where is the information or document to be found? (eg, prospectus cross reference)
51	<input type="checkbox"/>	Trust deed for any +debt securities and +convertible debt securities	Not applicable.
52		Deleted 24/10/2005.	

**All entities with classified assets**

(Other entities go to 62)

All +mining exploration entities and, if ASX asks, any other entity that has acquired, or entered into an agreement to acquire a +classified asset, must give ASX the following information.

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53  The name of the vendor and details of any relationship of the vendor with us

The Vendor of the Tenement was Spur Hill U.T. Pty Ltd ACN 139 090 814 as trustee for the Spur Hill Unit Trust (SHUT). On 8 July 2011, the Company, Spur Hill No.2 Pty Limited ACN 139 147 667 (SH2) (a wholly owned subsidiary of the Company) and SHUT entered into a Farm-In Agreement for the Spur Hill Joint Venture. Under the Farm-In Agreement, on 15 July 2011, the Company paid \$10 million to SHUT to acquire the entire issued share capital of SH2 from SHUT. At that time, SH2 held a 15% Participating Interest in the Spur Hill Project (including the Tenement) and, SHUT held the remaining 85%. The Farm-In Agreement gives the Company the right to earn up to an 80% Participating Interest through a series of milestone payments, funding project expenditure and exercising a call option. As at 31 December 2012, the Company has a 27.7% Participating Interest in the Spur Hill Project via the initial acquisition of SH2 and funding of project expenditures under the Farm-In Agreement.

SHUT is not a related party or promoter of any member of the Group.

Refer to the Prospectus:

- Section 2.15 on pages 37 to 39.
- Section 10.1 on pages 157 to 160.

54  If the vendor was not the beneficial owner of the <sup>+</sup>classified asset at the date of the acquisition or agreement, the name of the beneficial owner(s) and details of the relationship of the beneficial owner(s) to us

Not applicable.

At the commencement of the Farm-In Agreement, the legal and beneficial owners of the Tenement were SHUT and SH2.

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55	<input checked="" type="checkbox"/> The date that the vendor acquired the +classified asset	<p>Exploration Licence 7429 granted 18 December 2009 and expiring 18 December 2014.</p> <p>Refer to the Prospectus:</p> <ul style="list-style-type: none"> <li>• Section 7 on page 97.</li> <li>• Section 7 on page 108.</li> <li>• Section 8 on page 124.</li> <li>• Section 8 on page 135.</li> <li>• Annexure A on page 201.</li> <li>• Section 2.13.1 on page 34.</li> <li>• Section 3.2.28 on page 46.</li> </ul>
56	<input checked="" type="checkbox"/> The method by which the vendor +acquired the +classified asset, including whether by agreement, exercise of option or otherwise	<p>The Tenement was granted to the SHUT and SH2 on 18 December 2009 following a call for expressions of interest by the NSW Department of Resources and Energy in September 2008.</p> <p>Refer to the Prospectus - Section 3.2.28 on page 46.</p>
57	<input checked="" type="checkbox"/> The consideration passing directly or indirectly from the vendor (when the vendor +acquired the asset), and whether the consideration has been provided in full	<p>Vendor's exploration and evaluation expenditure for a 15% interest in the Spur Hill Project to 30 June 2011 totalled \$610,433.</p>
58	<input checked="" type="checkbox"/> Full details of the +classified asset, including any title particulars	<p>Exploration Licence 7429 granted 18 December 2009 and expiring 18 December 2014.</p> <p>Refer to the Prospectus – Section 8 on pages 118 to 138.</p>
59	<input checked="" type="checkbox"/> The work done by or on behalf of the vendor in	<p>Where is the information or document to be found? (eg, prospectus cross reference)</p>

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developing the +classified asset. In the case of a +mining tenement, this includes prospecting in relation to the tenement. If money has been spent by the vendor, state the amount (verification of which may be required by ASX).

Resource definition drilling

Refer to the Prospectus Section 7 on pages 86 to 117.

As noted in Question 57, Vendor's exploration and evaluation expenditure for a 15% interest in the Spur Hill Project to 30 June 2011 totalled \$610,433.

Expenditure

Approximate amounts spent by the Company are:

	\$000
Building, plant and equipment - at cost	284
Land - at cost	14,432
Mining information	378
Exploration licence	25,636
Exploration & evaluation expenditures	1,828
<b>TOTAL</b>	<b>42,558</b>

Refer to the Prospectus – Section 9 on pages 139 to 155.

60



The date that the entity +acquired the +classified asset from the vendor, the consideration passing directly or indirectly to the vendor, and whether that consideration has been provided in full

Refer paragraph 53 above.

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- 61  A breakdown of the consideration, showing how it was calculated, and whether any experts' reports were commissioned or considered (and if so, with copies attached).

Consideration

Refer paragraph 53 above.

Experts' Reports

Refer to the Prospectus:

- Coal marketability and market outlook report – Section 6 on pages 62 to 85
- Independent Technical Report - Section 7 on pages 86 to 117.
- Solicitor's Report on the Tenement - Section 8 on pages 118 to 138.
- Investigating Accountant's Report - Section 9 on pages 139 to 155.

**About the entity's capital structure**

**All entities**

62 Deleted 1/9/99.

- 63  A copy of the register of members, if ASX asks

Available on request.

- 64  A copy of any court orders in relation to a reorganisation of the entity's capital in the last five years

Not applicable.

- 65  The terms of any <sup>+</sup>employee incentive scheme

Refer to the Prospectus – Sections 11.3 and 11.4 on pages 176 to 178. Attached as Annexure 10.

- 66  The terms of any <sup>+</sup>dividend or distribution plan

Not applicable.

- 67  The terms of any <sup>+</sup>securities that will not be quoted

Terms of 450,000 unquoted options:

- Strike price is \$1.50 each share;
- Expiry Date is four years after the Grant Date;
- Grant Date is the business day immediately prior to the date of commencement of Official Quotation of the Company's shares on the ASX;
- Options vest in 1/3 increments on the first, second and third

<sup>+</sup> See chapter 19 for defined terms.

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		<p>anniversaries of the Grant Date; and</p> <ul style="list-style-type: none"> <li>• Exercise period begins on the date the options vest and ends four years after the Grant Date.</li> </ul> <p>Refer to the Prospectus – Section 11.4 on page 178.</p>
68	Deleted 1/7/98.	
69	<input checked="" type="checkbox"/> The entity's issued capital (interests), showing separately each +class of +security (except +CDIs), the amount paid up on each +class, the issue price, the dividend (in the case of a trust, distribution) and voting rights attaching to each +class and the conversion terms (if applicable)	<p>Where is the information or document to be found? (eg, prospectus cross reference)</p> <p><u>Issued Capital</u> - class of security, amount paid per share and issue price:</p> <p>Refer to the Prospectus – Section 5.1 on page 55.</p> <p><u>Dividends</u></p> <p>Refer to the Prospectus – Section 1.4 on page 14 and Section 11.6 on page 178</p> <p><u>Voting Rights</u></p> <p>Refer to the Prospectus: Section 11.2.1.4 on page 175.</p>
70	<input type="checkbox"/> The number of the entity's debentures, except to bankers, showing the amount outstanding, nominal value and issue price, rate of interest, dates of payment of interest, date and terms of redemption of each +class and conversion terms (if applicable)	Not applicable.
71	<input type="checkbox"/> The number of the entity's unsecured notes, showing the amount outstanding, nominal value and issue price, rate of interest, dates of payment of interest, date and terms of redemption of each +class and conversion terms (if applicable)	Not applicable.
72	<input checked="" type="checkbox"/> The number of the entity's options to +acquire unissued +securities, showing the number outstanding	450,000
73	<input type="checkbox"/> Details of any rights granted to any +person, or to any class of +persons, to participate in an issue of the entity's +securities	Not applicable.

+ See chapter 19 for defined terms.

Note: This applies whether the securities are quoted or not.

- 74  If the entity has any <sup>+</sup>child entities, a list of all <sup>+</sup>child entities stating in each case the name, the nature of its business and the entity's percentage holding in it. Similar details should be provided for every entity in which the entity holds (directly or indirectly) 20% or more of the issued capital (interests).

- Spur Hill No. 2 Pty Ltd (SH2) - 100% owned by the Company. SH2 holds a 27.7% Participating Interest in the Spur Hill Joint Venture and has the right to increase this interest to 80% (Prospectus Section 1.2 on pages 5 to 7).
- Spur Hill Management Pty Ltd (SHMgt) - 80% owned by SH2. SHMgt is manager of the Spur Hill Joint Venture (Prospectus Section 10.5 on pages 163 to 164).
- Spur Hill Marketing Pty Ltd (SHMkt) - 80% owned by SH2 SHMkt is marketing agent for sales of Production (Prospectus Section 10.4 on pages 162 to 163).
- Spur Hill Agricultural Pty Ltd (SHA) - 80% owned by SH2. SHA has entered into various agreements for the acquisition of land on and around the Tenement (Prospectus Section 10.13 on page 171) and signed a letter of offer on 10 September 2012 for the provision of a non-amortising and non-revolving bill facility (Prospectus Section 10.7 on pages 164 to 165).

### About the entity's financial position

(Entities meeting the profit test go to 75. For the assets test go to 81A.)

#### All entities meeting the profit test

- 75  Evidence that the entity has been in the same main business activity for the last 3 full financial years
- 76  Evidence that the entity is a going concern (or successor) and its aggregated profit for the last 3 full financial years
- 76A  Evidence that the entity's <sup>+</sup>profit from continuing operations in the past 12 months exceeded \$400,000
- 77  Audited <sup>+</sup>accounts for the last 3 full financial years and audit reports

Where is the information or document to be found? (eg, prospectus cross reference)

Not applicable.

Not applicable.

Not applicable.

Not applicable.

78 - 79

Deleted 1/7/97.

<sup>+</sup> See chapter 19 for defined terms.

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- 80  Half yearly <sup>+</sup>accounts (if required) and audit report or review Not applicable.
- 80A  Pro forma statement of financial position and review Not applicable.
- 80B  Statement from all directors or all directors of the responsible entity confirming that the entity is continuing to earn <sup>+</sup>profit from continuing operations Not applicable.

**All entities meeting the assets test**  
(only complete one of 81A, 81B or 81C and one of 82 or 83)

Introduced 01/07/96 Amended 01/07/99, 01/01/12  
81 Deleted 1/7/97

- 81A  For entities other than <sup>+</sup>investment entities, evidence of net tangible assets of at least \$2 million or market capitalisation of at least \$10 million 
 Refer to the Prospectus:
 
  - Net Tangible Assets
    - Investigating Accountant's Report - Section 9 on pages 145.
  - Market Capitalisation
    - Section 5.1 on page 55.
- 81B  For <sup>+</sup>investment entities other than <sup>+</sup>pooled development funds, evidence of net tangible assets of at least \$15 million Not applicable.
- 81C  Evidence that the entity is a <sup>+</sup>pooled development fund with net tangible assets of at least \$2 million Not applicable.
- Where is the information or document to be found? (eg, prospectus cross reference)
- 82  Evidence that at least half of the entity's total tangible assets (after raising any funds) is not cash or in a form readily convertible to cash (if there are no commitments) Not applicable.
- 83  Evidence that there are commitments to spend at least half of the entity's cash and assets in a form readily convertible to cash (if half or more of the entity's total tangible assets (after raising any funds) is cash or in a form readily convertible to cash) 
Commitments  
 Refer to Prospectus:
 
  - Section 5.1.2 on pages 55 and 56.
  - Investigating Accountant's Report - Section 9 on pages 145.
- 84  Statement that there is enough working capital to carry out the entity's stated objectives (and statement by independent expert, if required) Refer to Prospectus Section 2.2 on page 21.

85 Deleted 1/9/99.

<sup>+</sup> See chapter 19 for defined terms.

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Appendix 1A  
ASX Listing application and agreement

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86 Deleted 1/7/97.

87  \*Accounts for the last 3 full financial years and audit report, review or statement that not audited or not reviewed

The Company was incorporated on 24 June 2011 and has prepared an Annual Report, with an audit report, for the period 24 June 2011 to 30 June 2012.

Annexure 11.

87A  Half yearly \*accounts (if required) and audit report, review or statement that not audited or not reviewed

The Company has prepared an Interim Report, with an audit review, for the period 1 July 2012 to 31 December 2012.

Annexure 12.

87B Deleted 01/01/12

87C  Pro forma statement of financial position and review

Refer to Prospectus - Investigating Accountant's Report - Section 9 on pages 139 to 155.

(Now go to 106)

88 Deleted 1/7/97.

89-92C Deleted 1/9/99.

93 Deleted 1/7/97.

94-98C Deleted 1/9/99.

99 Deleted 1/7/97.

100-105C Deleted 1/9/99.

## About the entity's business plan and level of operations

### All entities

Information contained in the information memorandum

Where is the information or document to be found? (eg, prospectus cross reference)

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\* See chapter 19 for defined terms.

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106  Details of the entity's existing and proposed activities, and level of operations. State the main business

Malabar Coal has a 27.7% interest in the Spur Hill Underground Coal Project, and has the right to increase its interest up to 80%. The Spur Hill Project is located in the established coal fields of the Upper Hunter Valley in New South Wales.

For a summary of the Company's activities, refer to the Letter from the Chairman on page three of the Prospectus and Company Overview on pages 20 to 39 of the Prospectus.

For a summary of the Company's proposed activities, refer to the Company Overview on pages 20 to 39 of the Prospectus.

107  Details of any issues of the entity's +securities (in all +classes) in the last 5 years. Indicate issues for consideration other than cash

Refer to Prospectus - Investigating Accountant's Report - Section 9 on pages 149 to 150 (Note 4).

### Information memorandum requirements

#### All entities

108  If the entity is a company, a statement that all the information that would be required under section 710 of the Corporations Act if the information memorandum were a prospectus offering for subscription the same number of +securities for which +quotation will be sought is contained in the information memorandum. If the entity is a trust, a statement that all the information that would be required under section 1013C of the Corporations Act if the information memorandum were a Product Disclosure Statement offering for subscription the same number of +securities for which +quotation will be sought is contained in the information memorandum

Not applicable

109  The signature of every director, and proposed director, of the entity personally or by a +person authorised in writing by the director (in the case of a trust, director of the responsible entity)

Not applicable

110  The date the information memorandum is signed

Not applicable

+ See chapter 19 for defined terms.

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Appendix 1A  
ASX Listing application and agreement

111(a)  Full particulars of the nature and extent of any interest now, or in the past 2 years, of every director or proposed director of the entity (in the case of a trust, the responsible entity), in the promotion of the entity, or in the property acquired or proposed to be acquired by it

Not applicable

111(b)  If the interest was, or is, as a member or partner in another entity, the nature and extent of the interest of that other entity

Not applicable

*Information contained in the information memorandum*

Where is the information or document to be found? (eg, prospectus cross reference)

111(c)  If the interest was or is as a member or partner in another entity, a statement of all amounts paid or agreed to be paid to him or her or the entity in cash, <sup>+</sup>securities or otherwise by any <sup>+</sup>person to induce him or her to become or to qualify him or her as, a director, or for services rendered by him or her or by the entity in connection with the promotion or formation of the listed entity

Not applicable

112(a)  Full particulars of the nature and extent of any interest of every expert in the promotion of the entity, or in the property acquired or proposed to be acquired by it

Not applicable

112(b)  If the interest was or is as a member or partner in another entity, the nature and extent of the interest of that other entity

Not applicable

112(c)  If the interest was or is as a member or partner in another entity, a statement of all amounts paid or agreed to be paid to him or her or the entity in cash, <sup>+</sup>securities or otherwise by any <sup>+</sup>person for services rendered by him or her or by the entity in connection with the promotion or formation of the listed entity

Not applicable

113  A statement that ASX does not take any responsibility for the contents of the information memorandum

Not applicable

114  A statement that the fact that ASX may admit the entity to its <sup>+</sup>official list is not to be taken in any way as an indication of the merits of the entity

Not applicable

115  If the information memorandum includes a statement claiming to be made by an expert or based on a statement made by an expert, a statement that the expert has given, and has not withdrawn, consent to the issue of the information memorandum with the particular statement included in its form and context

Not applicable

Where is the information or document to be found? (eg, prospectus cross reference)

<sup>+</sup> See chapter 19 for defined terms.

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116  A statement that the entity has not raised any capital for the 3 months before the date of issue of the information memorandum and will not need to raise any capital for 3 months after the date of issue of the information memorandum

Not applicable

117  A statement that a supplementary information memorandum will be issued if the entity becomes <sup>+</sup>aware of any of the following between the issue of the information memorandum and the date the entity's <sup>+</sup>securities are <sup>+</sup>quoted or reinstated.

- A material statement in the information memorandum is misleading or deceptive.
- There is a material omission from the information memorandum.
- There has been a significant change affecting a matter included in the information memorandum.
- A significant new circumstance has arisen and it would have been required to be included in the information memorandum

Not applicable

*Information contained in the supplementary information memorandum*

118  If there is a supplementary information memorandum:

- Correction of any deficiency.
- Details of any material omission, change or new matter.
- A prominent statement that it is a supplementary information memorandum.
- The signature of every director, or proposed director, of the entity personally or by a <sup>+</sup>person authorised in writing by the director (in the case of a trust, director of the responsible entity).
- The date the supplementary information memorandum is signed.

Not applicable

*Evidence if supplementary information memorandum is issued*

119  Evidence that the supplementary information memorandum accompanied every copy of the information memorandum issued after the date of the supplementary information memorandum.

Not applicable

**Other information**

**All entities**

120  Evidence that the supplementary information memorandum was sent to every <sup>+</sup>person who was sent an information memorandum

Where is the information or document to be found? (eg, prospectus cross reference)

Not applicable

<sup>+</sup> See chapter 19 for defined terms.

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121	<input checked="" type="checkbox"/> Details of any material contracts entered into between the entity and any of its directors (if a trust, the directors of the responsible entity)	<ul style="list-style-type: none"> <li>• Ironstone Secondment Arrangement: Prospectus Section 10.8 on pages 165 to 166.</li> <li>• XLX Sub-lease: Prospectus Section 10.11 on page 167.</li> <li>• Executive Share Option Plan: Prospectus Section 11.3 on pages 176 to 177.</li> <li>• Terms and Conditions of Options agreed to be Granted: Prospectus Section 11.4 on page 178.</li> <li>• Interests of Directors: Prospectus Section 11.8 on pages 180 to 181.</li> <li>• Related Party Arrangements: Prospectus Section 11.9 on pages 181 to 183.</li> <li>• Deeds of Access, Indemnity and Insurance: Prospectus Section 11.10 on page 183.</li> <li>• Restricted Securities: Prospectus Section 11.11 on pages 183 to 184.</li> <li>• Interests of Advisers and Named Persons: Prospectus Section 11.12 on page 185.</li> </ul>
122	<input type="checkbox"/> A copy of every disclosure document or Product Disclosure Statement issued, and every information memorandum circulated, in the last 5 years	Not applicable
123	<input type="checkbox"/> Information not covered elsewhere and which, in terms of rule 3.1, is likely materially to affect the price or value of the entity's <sup>+</sup> securities	Not applicable
123A	<input type="checkbox"/> The documents which would have been required to be given to ASX under rules 4.2A, 4.3A, 4.5, 5.1, 5.2 and 5.3 had the entity been admitted to the <sup>*</sup> official list at the date of its application for admission, unless ASX agrees otherwise.  <small>Example: ASX may agree otherwise if the entity was recently incorporated.</small>	Not applicable

**Mining exploration entities**

124	<input checked="" type="checkbox"/> A map or maps of the mining tenements prepared by a qualified <sup>+</sup> person. The maps must indicate the geology and other pertinent features of the tenements, including their extent and location in relation to a capital city or major town, and relative to any nearby properties which have a significant bearing on the potential of the tenements. The maps must be dated and identify the qualified <sup>+</sup> person and the report to which they relate.	Independent Technical Report - Section 7 on pages 86 to 117.
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125 Deleted 1/7/97

<sup>+</sup> See chapter 19 for defined terms.

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		Where is the information or document to be found? (eg, prospectus cross reference)
126	<input checked="" type="checkbox"/> A schedule of +mining tenements prepared by a qualified person. The schedule must state in relation to each +mining tenement: the geographical area where the +mining tenement is situated; the nature of the title to the +mining tenement; whether the title has been formally confirmed or approved and, if not, whether an application for confirmation or approval is pending and whether the application is subject to challenge; and the +person in whose name the title to the +mining tenement is currently held.	Refer Prospectus: <ul style="list-style-type: none"> <li>• Independent Technical Report - Section 7 on pages 86 to 117.</li> <li>• Solicitor's Report on the Tenement - Section 8 on pages 118 to 138.</li> </ul>
127	<input checked="" type="checkbox"/> If the entity has +acquired an interest or entered into an agreement to +acquire an interest in a +mining tenement from any +person, a statement detailing the date of the +acquisition of the interest from the vendor and the purchase price paid and all other consideration (whether legally enforceable or not) passing (directly or indirectly) to the vendor.	Refer paragraph 53. Also refer to summaries of material contracts: Prospectus Section 10 pages 156 to 172.
128	<input checked="" type="checkbox"/> A financial statement by the directors (if a trust, the directors of the responsible entity) setting out a program of expenditure together with a timetable for completion of an exploration program in respect of each +mining tenement or, where appropriate, each group of tenements	Refer to current exploration and resource definition programme: Prospectus Section 2.5.2, Targeted Seams: Prospectus Section 2.6.1, Timing of Conceptual Development Plan: Prospectus Section 2.8.2 and Purpose of Offer and Use of Funds: Prospectus Section 5.1.2 on pages 55 and 56.
129	<input checked="" type="checkbox"/> A declaration of conformity or otherwise with the Australasian Code for Reporting of Identified Mineral Resources and Ore Reserves for any reports on mineral resources and +ore reserves	Refer to Prospectus: Independent Technical Report - Section 7 on pages 87 and 114; Competent Person's Statement, Section 11.15 on page 191

## Part 3 - Agreement

### All entities

*You must complete this agreement. If you require a seal to be bound, the agreement must be under seal.*

We agree:

- 1 Our admission to the +official list is in ASX's absolute discretion. ASX may admit us on any conditions it decides. +Quotation of our +securities is in ASX's absolute discretion. ASX may quote our +securities on any conditions it decides. Our removal from the +official list or the suspension or ending of +quotation of our +securities is in ASX's absolute discretion. ASX is entitled immediately to suspend +quotation of our +securities or remove us from the +official list if we break this agreement, but the absolute discretion of ASX is not limited.
- 2 We warrant the following to ASX.

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- The issue of the +securities to be quoted complies with the law, and is not for an illegal purpose.
- There is no reason why the +securities should not be granted +quotation.
- An offer of the +securities for sale within 12 months after their issue will not require disclosure under section 707(3) or section 1012C(6) of the Corporations Act.

Note: An entity may need to obtain appropriate warranties from subscribers for the securities in order to be able to give this warranty

- Section 724 or section 1016E of the Corporations Act does not apply to any applications received by us in relation to any +securities to be quoted and that no-one has any right to return any +securities to be quoted under sections 601MB(1), 737, 738, 992A, 992AA or 1016F of the Corporations Act at the time that we request that the +securities be quoted.
  - If we are a trust, we warrant that no person has the right to return the +securities to be quoted under section 1019B of the Corporations Act at the time that we request that the +securities be quoted.
- 3 We will indemnify ASX to the fullest extent permitted by law in respect of any claim, action or expense arising from, or connected with, any breach of the warranties in this agreement.
- 4 We give ASX the information and documents required by this form. If any information or document is not available now, we will give it to ASX before +quotation of the +securities begins. We acknowledge that ASX is relying on the information and documents. We warrant that they are (will be) true and complete.
- 5 We will comply with the listing rules that are in force from time to time, even if +quotation of our +securities is deferred, suspended or subject to a +trading halt.
- 6 The listing rules are to be interpreted:
- in accordance with their spirit, intention and purpose;
  - by looking beyond form to substance; and
  - in a way that best promotes the principles on which the listing rules are based.
- 7 ASX has discretion to take no action in response to a breach of a listing rule. ASX may also waive a listing rule (except one that specifies that ASX will not waive it) either on our application or of its own accord on any conditions. ASX may at any time vary or revoke a decision on our application or of its own accord.
- 8 A document given to ASX by an entity, or on its behalf, becomes and remains the property of ASX to deal with as it wishes, including copying, storing in a retrieval system, transmitting to the public, and publishing any part of the document and permitting others to do so. The documents include a document given to ASX in support of the listing application or in compliance with the listing rules.
- 9 In any proceedings, a copy or extract of any document or information given to ASX is of equal validity in evidence as the original.

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+ See chapter 19 for defined terms.



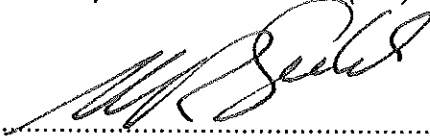
- 10 Except in the case of an entity established in a jurisdiction whose laws have the effect that the entity's \*securities cannot be approved under the operating rules of the \*approved CS facility:
- We will satisfy the \*technical and performance requirements of the \*approved CS facility and meet any other requirements the \*approved CS facility imposes in connection with approval of our \*securities.
  - When \*securities are issued we will enter them in the \*approved CS facility's subregister holding of the applicant before they are quoted, if the applicant instructs us on the application form to do so.
  - The \*approved CS facility is irrevocably authorised to establish and administer a subregister in respect of the \*securities for which \*quotation is sought.
- 11 Except in the case of an entity established in a jurisdiction whose laws have the effect that the entity's \*securities cannot be approved under the operating rules of the \*approved CS facility, we confirm that either:
- we have given a copy of this application to the \*approved CS facility in accordance with the operating rules of the \*approved CS facility ; or
  - we ask ASX to forward a copy of this application to the \*approved CS facility.
- 12 In the case of an entity established in a jurisdiction whose laws have the effect that the entity's \*securities cannot be approved under the operating rules of the \*approved CS facility:
- The \*approved CS facility is irrevocably authorised to establish and administer a subregister in respect of \*CDIs.
  - We will make sure that \*CDIs are issued over \*securities if the holder of quoted \*securities asks for \*CDIs.
- 13 In the case of an entity established in a jurisdiction whose laws have the effect that the entity's \*securities cannot be approved under the operating rules of the \*approved CS facility:
- we have given a copy of this application to the approved CS facility in accordance with the operating rules of the \*approved CS facility; or
  - we ask ASX to forward a copy of this application to the \*approved CS facility.

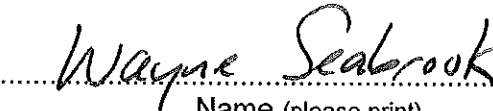
\* See chapter 19 for defined terms.

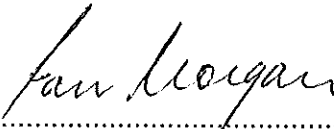
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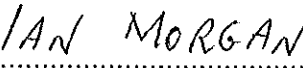
Dated: 22 FEBRUARY 2013

Executed by Malabar Coal Limited ACN 151  
691 468 in accordance with section 127(1) of  
the *Corporations Act 2001 (Cth)*:

  
.....  
Signature of director

  
.....  
Name (please print)

  
.....  
Signature of director or company secretary\*  
\*delete whichever does not apply

  
.....  
Name (please print)

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\* See chapter 19 for defined terms.

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