



## ASX announcement

9 December 2014

### Stanmore Coal Initiates an On-Market Share Buy-Back

The Board of Stanmore Coal Limited (“Stanmore” or “the Company”) (ASX:SMR) is pleased to announce as part of its capital management strategy that it intends to implement an on-market share buy-back (“buy-back”) for up to 10% of the Company’s fully paid ordinary shares (20.9 million shares). The buy-back is designed to strengthen the capital position of the Company and it demonstrates the Board’s strong belief in the underlying value of the Company’s assets.

Managing Director, Mr Nick Jorss said “The buy-back reflects Stanmore’s strong cash balance in poor market trading conditions at a cyclical low point in the coal market. Importantly it will see the Company retain the vast majority of its significant cash reserves for ongoing project development and retain the ability to pursue valuable growth opportunities.”

The buy-back period will commence 14 days after the date of this announcement and end no later than 12 months from commencement. In accordance with ASX listing rules, the price paid for shares purchased under the buy-back will be no more than 5% above the volume weighted average share price of Stanmore shares over the 5 days of prior trading before the purchase is made.

The Company reserves the right to suspend or terminate the buy-back at any time and there is no guarantee that Stanmore will purchase the full 20.9 million shares referred to above. The timing and actual number of shares purchased will depend on the prevailing share price and other considerations, and all shares purchased under the buy-back will be cancelled. Appendix 3C in respect of the buy-back is attached to this announcement.

Morgans Financial Limited is acting as the transaction broker in relation to the buy-back.

**For further information, please contact:**

**Mr Nick Jorss**  
Managing Director  
07 3238 1000

**Mr Andrew Roach**  
Company Secretary  
07 3238 1000

**About Stanmore Coal Limited (ASX code: SMR)**

Stanmore Coal is a growth focused, pure play coal exploration and development company with a number of coal development projects and exploration areas within Queensland's Bowen and Surat Basins. Stanmore Coal is focused on the creation of shareholder value via the identification and development of coal deposits, with a focus on the prime coal bearing regions of the east coast of Australia.

Stanmore Coal Limited ACN 131 920 968

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# Appendix 3C

## Announcement of buy-back (except minimum holding buy-back)

Information and documents given to ASX become ASX's property and may be made public.

Introduced 1/9/99. Origin: Appendix 7B. Amended 13/3/2000, 30/9/2001, 11/01/10

|                       |                |
|-----------------------|----------------|
| Name of entity        | ABN            |
| Stanmore Coal Limited | 27 131 920 968 |

We (the entity) give ASX the following information.

### Information about buy-back

|   |  |  |
|---|--|--|
| 1 | Type of buy-back   | On-market buyback (within 10/12 limit) |
| 2 | <sup>+</sup> Class of shares/units which is the subject of the buy-back (eg, ordinary/preference)          | Ordinary shares                        |
| 3 | Voting rights (eg, one for one)  | One for one                            |
| 4 | Fully paid/partly paid (and if partly paid, details of how much has been paid and how much is outstanding) | Fully paid                             |
| 5 | Number of shares/units in the <sup>+</sup> class on issue  | 20,856,925                             |
| 6 | Whether shareholder/unitholder approval is required for buy-back   | Not required - within 10/12 limit      |
| 7 | Reason for buy-back  | On-going capital management            |

## Appendix 3C Announcement of buy-back

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8 Any other information material to a shareholder's/unitholder's decision whether to accept the offer (eg, details of any proposed takeover bid)

Nil

### On-market buy-back

9 Name of broker who will act on the company's behalf

Morgans Financial Limited

10 Deleted 30/9/2001.

11 If the company/trust intends to buy back a maximum number of shares - that number

20,856,925

Note: This requires a figure to be included, not a percentage.

12 If the company/trust intends to buy back shares/units within a period of time - that period of time; if the company/trust intends that the buy-back be of unlimited duration - that intention

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13 If the company/trust intends to buy back shares/units if conditions are met - those conditions

The Company will only buy-back shares at such times and in such circumstances as are considered beneficial to the efficient capital management of the Company.

### Employee share scheme buy-back

14 Number of shares proposed to be bought back

Not applicable

15 Price to be offered for shares

Not applicable

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

**Selective buy-back**

16 Name of person or description of class of person whose shares are proposed to be bought back Not applicable

17 Number of shares proposed to be bought back Not applicable

18 Price to be offered for shares Not applicable

**Equal access scheme**

19 Percentage of shares proposed to be bought back Not applicable

20 Total number of shares proposed to be bought back if all offers are accepted Not applicable

21 Price to be offered for shares Not applicable

22 <sup>+</sup>Record date for participation in offer  
Cross reference: Appendix 7A, clause 9. Not applicable

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

## Compliance statement

1. The company is in compliance with all Corporations Act requirements relevant to this buy-back.

*or, for trusts only:*

1. The trust is in compliance with all requirements of the Corporations Act as modified by Class Order 07/422, and of the trust's constitution, relevant to this buy-back.
2. There is no information that the listing rules require to be disclosed that has not already been disclosed, or is not contained in, or attached to, this form.

Sign here:  ..... Date: .9/12/2014  
Company secretary

Print name: Andrew Roach.....

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