



23 October 2020

Letter to Shareholders Regarding the Annual General Meeting of Stanmore Coal Limited to be held on Tuesday 24th November 2020 at 12:00pm (AEST)

Dear Shareholder,

On behalf of the Board, I am pleased to invite you to Stanmore Coal Limited's Annual General Meeting. In light of the COVID-19 pandemic and social distancing restrictions, the meeting will be held online by way of a virtual webcast. The Company actively encourages Shareholders to attend the AGM; further information on how to attend the meeting and vote virtually is set out in the Notice of Meeting and the Online Platform Guide at <http://www.stanmorecoal.com.au/agm>.

In accordance with temporary modifications to the Corporations Act under the Corporations (Coronavirus Economic Response) Determination (No. 3) dated 21 September 2020, the Notice of Meeting and accompanying Explanatory Statement will be made available to shareholders electronically via the Company's website or the ASX market announcements platform (ASX:SMR).

To view the Notice of Meeting, and the Company's 2020 Annual Report, please visit the Company's website at <http://www.stanmorecoal.com.au/agm>.

Shareholders may attend the AGM online at the following link: <https://agmlive.link/SMR20>. If you have problems accessing this service, please contact our share registry, Link Market Services on +61 1300 554 474 or email registrars@linkmarketservices.com.au.

In order to be able to receive electronic communications from the Company, please update your shareholder details online at <https://investorcentre.linkmarketservices.com.au> and log in with your unique shareholder identification number and postcode (or country for overseas residents), that you can find on your enclosed personalised proxy form. Once logged in you can also lodge your proxy or vote online by clicking on the "Vote" tab.

If you are unable to access the meeting materials online please contact the Company Secretary on +61 7 3238 1000 or cosec@stanmorecoal.com.au to arrange a copy.

Tristan Garthe
Company Secretary
Stanmore Coal Limited

Stanmore Coal Limited ACN 131 920 968

p: +61 7 3238 1000

e: info@stanmorecoal.com.au

w: www.stanmorecoal.com.au

Level 15, 133 Mary, Brisbane QLD 4000

GPO Box 2602, Brisbane QLD 4001



NOTICE OF ANNUAL GENERAL MEETING AND EXPLANATORY STATEMENT

Date of Meeting: Tuesday, 24 November 2020
Time of Meeting: 12:00pm (Brisbane Time)
Place of Meeting: Virtual Meeting held online at <https://agmlive.link/SMR20>

The business of the Meeting affects your shareholding and your vote is important.

This Notice of Meeting and Explanatory Statement should be read in its entirety. If Shareholders are in doubt as to how they should vote, they should seek advice from their professional advisors prior to voting.

Should you wish to discuss the matters in this Notice of Meeting, please contact the Company Secretary on email cosec@stanmorecoal.com.au or by phone +61 7 3238 1000.

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Business of the Annual General Meeting

Notice is given that the Annual General Meeting for Stanmore Coal Limited (ACN 131 920 968) (the **Company**) will be held by way of a virtual meeting on Tuesday, 24 November 2020 at 12:00pm (Brisbane Time).

Terms used in this Notice of Meeting are defined in the Glossary forming part of the Explanatory Statement. The Explanatory Statement and the Proxy Form accompanying this Notice of Meeting are incorporated in and comprise part of this Notice of Meeting.

Instructions for Attendance at Meeting & Voting

Shareholders can attend the General Meeting online at the following link: <https://agmlive.link/SMR20>

The Company's Share Registry recommends logging onto our online platform at least 15 minutes prior to the scheduled start time for the Meeting using the instructions below:

- Enter <https://agmlive.link/SMR20> into a web browser on your computer or online device;
- Shareholders will need their Shareholder Reference Number (SRN) or Holder Identification Number (HIN), which is printed at the top of the Voting Form; and
- Proxy holders will need their proxy code which Link Market Services will provide via email no later than 48 hours prior to the Meeting.

Shareholders are invited to participate in the General Meeting virtually via the Company's virtual General Meeting platform at <https://agmlive.link/SMR20> or via the appointment of a proxy.

Further information on how to participate and vote virtually is set out in this Notice and the Online Platform Guide at <https://www.stanmorecoal.com.au/agm>.

AGM Considerations and Shareholder Questions

Discussion will take place on all items of business to be considered at the General Meeting.

All Shareholders will have a reasonable opportunity to ask questions during the General Meeting via the virtual General Meeting platform.

To ensure that as many Shareholders as possible have the opportunity to speak, Shareholders are requested to observe the following requests:

- all Shareholder questions should be stated clearly and should be relevant to the business of the Meeting;
- if a Shareholder has more than one question on an item of business, all questions should be asked at the one time; and
- Shareholders should not ask questions at the Meeting relating to any matters that are personal to the Shareholder or commercial in confidence.

Shareholders who prefer to register questions in advance of the General Meeting are invited to do so. A Shareholder Question Form is also available on the Company's website:

<https://www.stanmorecoal.com.au/agm>. Written questions must be received by the Company or Link Market Services Limited by 5pm on Thursday, 19 November 2020, and can be submitted online, by mail, by fax or in person (as set out on the top of the Shareholder Question Form).

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Ordinary Business

Reports and Account for the year ended 30 June 2020

To receive and consider the annual financial report of the Company for the financial year ended 30 June 2020, together with the Directors' report, the Remuneration Report and the Auditor's report.

Resolution 1: Remuneration Report

To consider and, if thought fit, to pass the following resolution as a non-binding ordinary resolution:

'That for the purposes of section 250R(2) of the Corporations Act 2001 (Cth) and for all other purposes, the Remuneration Report for the year ended 30 June 2020 be adopted.'

Voting exclusion

The Company will disregard any votes cast on this resolution by certain persons. Details of the applicable voting exclusions are set out in the 'Voting exclusions' section of the Notes to this Notice.

Resolution 2: Election of Director – Mr Dwi Suseno

To consider and, if thought fit, to pass the following resolution as an ordinary resolution:

'That, Mr Dwi Suseno who, having been appointed by the Board as a Director since the last Annual General Meeting, retires in accordance with the Constitution and ASX Listing Rules and being eligible offers himself for election as a Director of the Company, be elected as a Director of the Company.'

Resolution 3: Election of Director – Mr Mark Trevan

To consider and, if thought fit, to pass the following resolution as an ordinary resolution:

'That, Mr Mark Trevan who, having been appointed by the Board as a Director since the last Annual General Meeting, retires in accordance with the Constitution and ASX Listing Rules and being eligible offers himself for election as a Director of the Company, be elected as a Director of the Company.'

Resolution 4: Election of Director – Mr Richard Majlinder

To consider and, if thought fit, to pass the following resolution as an ordinary resolution:

'That, Mr Richard Majlinder who, having been appointed by the Board as a Director since the last Annual General Meeting, retires in accordance with the Constitution and ASX Listing Rules and being eligible offers himself for election as a Director of the Company, be elected as a Director of the Company.'

Resolution 5: Election of Director – Ms Mary Carroll

To consider and, if thought fit, to pass the following resolution as an ordinary resolution:

'That, Ms Mary Carroll who, having been appointed by the Board as a Director since the last Annual General Meeting, retires in accordance with the Constitution and ASX Listing Rules and being eligible offers herself for election as a Director of the Company, be elected as a Director of the Company.'

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Resolution 6: Election of Director – Mr Marcelo Matos

To consider and, if thought fit, to pass the following resolution as an ordinary resolution:

'That, Mr Marcelo Matos who, having been appointed by the Board as a Director since the last Annual General Meeting, retires in accordance with the Constitution and ASX Listing Rules and being eligible offers himself for election as a Director of the Company, be elected as a Director of the Company.'

The attached Explanatory Memorandum is incorporated into and forms part of this Notice. Detailed explanations of the background and reasons for the proposed resolutions are set out in the Explanatory Memorandum.

By order of the Board of Directors



Tristan Garthe
Company Secretary

Dated 23 October 2020

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Notes

Eligibility to Vote

Regulation 7.11.37 of the *Corporations Regulations 2001* (Cth) permits the Company to specify a time, not more than 48 hours before a general meeting, at which a 'snap-shot' of Shareholders will be taken for the purposes of determining Shareholder entitlements to vote at the Meeting.

The Board has determined that the registered holders of fully paid ordinary shares at 07:00am (Brisbane Time) on Monday, 23 November 2020 will be taken to be holders of ordinary shares for the purposes of the Meeting and accordingly, will be entitled to attend and vote at the Meeting.

How to Vote

Shareholders may vote by:

(a) Using the online platform. Link Market Services recommend logging in to the online platform at least 15 minutes prior to the scheduled start time for the Meeting using the instructions below:

- Enter <https://agmlive.link/SMR20> into a web browser on your computer or online device;
- Security holders will need their Securityholder Reference Number or Holder Identification Number, which is printed at the top of the Voting Form; and
- Proxy holders will need their proxy code which Link Market Services will provide via email no later than 48 hours prior to the Meetings.

Online voting will be open between the commencement of the Meeting at 12.00 pm (Brisbane time) on Tuesday, 24 November 2020 and the time at which the Chair announces the closure of voting.

More information about online participation in the Meeting is available in the Online Platform Guide at I.

(b) Appointing a proxy to attend and vote on their behalf, using the enclosed proxy form. Voting for proxy holders is per online instructions above.

Voting by Proxy

An eligible Shareholder can vote virtually at the Meeting or appoint a proxy or, where a Shareholder is entitled to two or more votes, two proxies. Where two proxies are appointed, a Shareholder may specify the number or proportion of votes to be exercised by each proxy appointed. If no number or proportion of votes is specified, each proxy appointed will be taken to exercise half of that Shareholder's votes (disregarding fractions).

An appointed proxy need not themselves be a Shareholder.

To be valid, the appointment of a proxy (made using a properly completed and executed Proxy Form) must be received by the Company no later than 12:00pm (Brisbane time) on Saturday, 21 November 2020.

Proxy Forms can be submitted in four ways:

- **Online** at www.linkmarketservices.com.au
- **By mail** to Link Market Services at the following postal address:

Stanmore Coal Limited
C/- Link Market Services Limited
Locked Bag A14
Sydney South NSW 1235
Australia

- **By facsimile** to +61 2 9287 0309 in Australia

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- By hand to:
Link Market Services Limited
1A Homebush Bay Drive
Rhodes NSW 2138

or

Link Market Services
Level 12, 680 George Street
Sydney NSW 2000

Instructions on how to complete the Proxy Form are on the reverse of the Proxy Form attached to this Notice.

If a Proxy Form is signed by an attorney, a Shareholder must also send in the original or a certified copy of the power of attorney or other authority under which the Proxy Form is signed.

Undirected Proxies

The Chairman of the Meeting intends to vote undirected proxy votes in favour of all resolutions (subject to the voting exclusions below).

Voting by Corporate Representative

A Shareholder or proxy which is a corporation and entitled to attend and vote at the Meeting may appoint an individual to act as its corporate representative to vote at the Meeting. The appointment must comply with section 250D of the Corporations Act.

Voting by Attorney

A Shareholder entitled to attend and vote at the Meeting is entitled to appoint an attorney to attend and vote at the Meeting on the Shareholder's behalf. An attorney need not themselves be a Shareholder.

The power of attorney appointing the attorney must be signed and specify the name of each of the Shareholder, the Company and the attorney, and also specify the meeting(s) at which the appointment may be used. The appointment may be a standing one.

To be effective, the power of attorney must also be returned in the same manner, and by the same time, as specified for Proxy Forms.

Voting Exclusions

The Corporations Act and the ASX Listing Rules require that certain persons must not vote in particular ways, and the Company must disregard particular votes cast by or on behalf of certain persons, on the below resolution to be considered at the Meeting. These voting exclusions are described below.

Resolution 1: Remuneration Report

Votes may not be cast, and the Company will disregard any votes cast, on Resolution 1:

- by or on behalf of any Key Management Personnel (KMP) member whose remuneration details are included in the Remuneration Report, or any of their closely related parties, regardless of the capacity in which the votes are cast; or
- by any person who is a KMP member as at the time the resolution is voted on at the Meeting, or any of their closely related parties, as a proxy;

unless the votes are cast as a proxy for a person who is entitled to vote on the resolution:

- in accordance with a direction in the proxy appointment; or

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- by the Chairman of the Meeting in accordance with an express authorisation in the proxy appointment to cast the votes even if the resolution is connected directly or indirectly with the remuneration of a KMP member.

Resolutions

All items of business involving a vote by Shareholders require Ordinary Resolutions, which means that, to be passed, the item needs the approval of a simple majority of the votes cast by Shareholders entitled to vote on the resolution.

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Explanatory Memorandum

This Explanatory Memorandum (including any annexures) forms part of the notice convening the Annual General Meeting of Stanmore Coal Limited to be held at 12:00pm (Brisbane time) on Tuesday, 24 November 2020.

Financial Statements and Reports

As required by section 317 of the Corporations Act, the Financial Report, Directors' Report and Auditor's Report of the Company and its consolidated entities for the most recent financial year (namely the period ended 30 June 2020) will be laid before the Meeting. Shareholders will be provided with the opportunity to ask questions about the reports.

Pursuant to provisions of the Corporations Act, the Company will not provide a hard copy of the Company's 2020 Annual Report to Shareholders unless specifically requested. The Company's 2020 Annual Report is available on its website at:

<https://stanmorecoal.com.au/sites/default/files/2020-09/2020%20Annual%20Report.pdf>

There is no requirement for a Shareholder resolution on this item. Accordingly, there will be no resolution put to the Meeting.

In addition to asking questions at the Meeting, Shareholders may address written questions to the Chairman about the management of the Company or to the Company's auditor, BDO Audit Pty Ltd, if the question is relevant to:

- the content of the auditor's report; or
- the conduct of the business of the annual financial report to be considered at the meeting.

Written questions from Shareholders must be submitted by 5.00pm (Brisbane Time) on Friday 20 November 2020.

Please send any written questions to:

By post

Mr Tristan Garthe
Company Secretary
Stanmore Coal Limited
GPO Box 2602
Brisbane QLD 4001

By email

cosec@stanmorecoal.com.au

Resolution 1: Remuneration Report

The Remuneration Report is required to be considered by Shareholders in accordance with section 250R of the Corporations Act.

The Remuneration Report for the year ended 30 June 2020:

- explains the Board's policy for determining the nature and amount of remuneration of executive Directors and other KMP;
- explains the relationship between the Board's remuneration policy and the Company's performance;
- sets out remuneration details for each Director and the other most highly remunerated KMP; and

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- details and explains any performance conditions applicable to the remuneration of executive Directors and other KMP.

The Remuneration Report, contained in the Company's 2020 Annual Report, is available on the Company's website at:

<https://stanmorecoal.com.au/sites/default/files/2020-09/2020%20Annual%20Report.pdf>.

Shareholders will have an opportunity to ask questions and make comments about the Remuneration Report at the Meeting. Ordinary Shareholders will be asked to vote on a resolution to adopt the Remuneration Report. Under the Corporations Act, the vote on the resolution is advisory only and does not bind the Board or the Company. The Board will take the discussion at the Meeting into consideration when determining the Company's remuneration policy and appropriately respond to any concerns Shareholders may raise in relation to remuneration issues.

Directors' recommendation: *Noting that each Director has a personal interest in their own remuneration from the Company (as described in the Remuneration Report) and, that each Director (or any closely related party of a Director) is excluded from voting their shares on the resolution (as described in the 'Voting exclusions' section of the Notes to the Notice), the Directors unanimously recommend that Shareholders vote in favour of the adoption of the Remuneration Report.*

Resolution 2: Election of Director – Mr Dwi Suseno

On 15 May 2020, Mr Dwi Suseno was appointed by the other Directors as an addition to the Board in accordance with Rule 11.2(b) of the Constitution. The ASX Listing Rules and the Constitution require that a Director appointed by the other Directors retire from office at the following annual general meeting of the Company.

In accordance with ASX Listing Rule 14.4 and Rule 11.3(a) of the Constitution, Mr Dwi Suseno retires from office and offers himself for election.

Mr Dwi Suseno is an Executive Director and Deputy Group Chief Executive Officer of Golden Energy and Resources Limited (GEAR). GEAR is the parent company of Golden Investments (Australia) Pte Ltd and the major shareholder of Stanmore Coal Limited. Mr. Suseno is responsible for managing operations for GEAR, including mining, logistics and coal marketing, as well as leading the strategic initiatives and partnerships.

Mr Suseno has over 25 years' experience in management, commercial, finance and commodities in both Australia and internationally. Mr Suseno was previously an Executive Director and CFO of Straits Corporation Group, which was then part of the SGX-listed coal mining company Straits Asia Resources Limited. Mr Suseno has previously worked with Baker Hughes Inc. (Fortune 500 NYSE listed oilfield services company), Arthur Andersen Australia and Ernst & Young LLP.

Mr Suseno is a Certified Public Accountant in both Australia and Singapore, graduated with a Bachelor of Commerce Degree from the University of Western Australia, Graduate Diploma in Tax from the University of Melbourne's Law Masters program, as well as a Postgraduate Diploma in Business from Curtin University. He also holds an executive Masters in Business Administration from the Kellogg School of Management & Hong Kong University of Science and Technology.

Directors' recommendation: *The Directors (with the candidate abstaining) unanimously recommend that Shareholders vote in favour of Mr Dwi Suseno's election as a Director.*

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Resolution 3: Election of Director – Mr Mark Trevan

On 18 May 2020, Mr Mark Trevan was appointed by the other Directors as an addition to the Board in accordance with Rule 11.2(b) of the Constitution. The ASX Listing Rules and the Company's Constitution require that a Director appointed by the other Directors retire from office at the following annual general meeting of the Company.

In accordance with ASX Listing Rule 14.4 and Rule 11.3(a) of the Constitution, Mr Mark Trevan retires from office and offers himself for election.

Mr Mark Trevan has extensive experience in the coal mining industry in Queensland and internationally. Most recently, he was a Director and Deputy Chairman of the Wiggins Island Coal Export Terminal, a Director and consultant at Caledon Coal Pty Ltd and a Non-Executive Director of Ncondezi Energy Limited (a London listed, Mozambique focused coal mine development company). Prior to those appointments, he was the Managing Director of Caledon Resources Plc, based in Brisbane, where under his management the Cook underground coking coal mine was recommissioned, and the Minyango underground coking coal project was advanced. Mr Trevan also oversaw the takeover of Caledon by Guandong Rising Asset Management, and the delisting of the company.

Prior to joining Caledon in 2006, Mr Trevan spent 25 years with Rio Tinto in senior executive roles in the areas of marketing, general commercial, corporate strategy and project feasibility.

Mr Trevan holds a Diploma in Business from the Preston Institute of Technology (now Latrobe University) and a Graduate Diploma in Applied Finance and Investment from the Securities Institute.

Directors' recommendation: *The Directors (with the candidate abstaining) unanimously recommend that Shareholders vote in favour of Mr Mark Trevan's election as a Director.*

The Board considers that Mr Trevan will, if re-elected by Shareholders, qualify as an independent Director.

Resolution 4: Election of Director – Mr Richard Majlinder

On 15 May 2020, Mr Richard Majlinder was appointed by the other Directors as an addition to the Board in accordance with Rule 11.2(b) of the Constitution. The ASX Listing Rules and the Company's Constitution require that a Director appointed by the other Directors retire from office at the following annual general meeting of the Company.

In accordance with ASX Listing Rule 14.4 and Rule 11.3(a) of the Constitution, Mr Richard Majlinder retires from office and offers himself for election.

Mr Richard Majlinder is the Chief Commercial Officer for Madison Group Enterprises which is a manufacturer and B2B distributor of technology infrastructure and hardware. Prior to this, Mr Majlinder held a number of roles at PriceWaterhouseCoopers including as a Partner in Private Clients Advisory leading client projects across mergers and acquisitions, consulting and financial management.

Mr Majlinder holds a Bachelor of Science (Honours) in Economic History from the London School of Economics and is a Fellow of the Institute of Chartered Accountants in England and Wales, a Member of the Institute of Chartered Accountants in Australia & New Zealand, and a Member of the Australian Institute of Company Directors.

Directors' recommendation: *The Directors (with the candidate abstaining) unanimously recommend that Shareholders vote in favour of Mr Richard Majlinder's election as a Director.*

The Board considers that Mr Majlinder will, if re-elected by Shareholders, qualify as an independent Director.

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Resolution 5: Election of Director – Ms Mary Carroll

On 15 May 2020, Ms Mary Carroll was appointed by the other Directors as an addition to the Board in accordance with Rule 11.2(b) of the Constitution. The ASX Listing Rules and the Company's Constitution require that a Director appointed by the other Directors retire from office at the following annual general meeting of the Company.

In accordance with ASX Listing Rule 14.4 and Rule 11.3(a) of the Constitution, Ms Mary Carroll retires from office and offers herself for election.

Ms Mary Carroll is the Chief Executive Officer, Capricorn Tourism and Economic Development Ltd (Capricorn Enterprise). Capricorn Enterprise is a not-for-profit, membership-based organisation that aims to assist the central Queensland region in tourism and economic development, working with businesses and government to promote the region.

Ms Carroll was also previously a Member of the Central Queensland University Council (appointed by the Governor In Council), Director of the Queensland Tourism Industry Council and Chair of the Regional Tourism Network in Queensland.

Directors' recommendation: *The Directors (with the candidate abstaining) unanimously recommend that Shareholders vote in favour of Ms Mary Carroll's election as a Director.*

The Board considers that Ms Carroll will, if re-elected by Shareholders, qualify as an independent Director.

Resolution 6: Election of Director – Mr Marcelo Matos

On 27 November 2019, Mr Marcelo Matos was appointed by the other Directors as an addition to the Board in accordance with Rule 11.2(b) of the Constitution. The ASX Listing Rules and the Company's Constitution require that a Director appointed by the other Directors retire from office at the following annual general meeting of the Company.

In accordance with ASX Listing Rule 14.4 and Rule 11.3(a) of the Constitution, Mr Marcelo Matos retires from office and offers himself for election.

Mr Marcelo Matos has over 20 years of experience in management, marketing and business development roles in the mining sector in Australia, Asia, Mozambique and Brazil. Mr Matos worked for Vale for many years in various senior roles, including as its Chief Marketing and Strategy Officer for Coal as well as its Managing Director in Australia. Prior to his appointment as Interim Chief Executive Officer, Mr Matos was the Chief Commercial Officer for M Resources.

Mr Matos holds a Bachelor of Business Administration degree from the Pontifical Catholic University, Rio de Janeiro, Brazil, and an Executive MBA from IBMEC Business School.

Directors' recommendation: *The Directors (with the candidate abstaining) unanimously recommend that Shareholders vote in favour of Mr Marcelo Matos' election as a Director.*

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Glossary

The following terms used in the Notice and Explanatory Memorandum are defined as follows:

ASX means the ASX Limited or the securities exchange operated by it (as the case requires).

ASX Listing Rules means the official listing rules of the ASX as amended from time to time.

Board means the board of Directors of the Company from time to time.

Chairman means the person appointed Chairman of the Meeting.

Company means Stanmore Coal Limited ACN 131 920 968.

Constitution means the constitution of the Company as amended from time to time.

Corporations Act means the *Corporations Act 2001* (Cth) as amended from time to time.

Directors means the directors of the Company from time to time.

Explanatory Memorandum means the explanatory memorandum accompanying this Notice.

Meeting means the Annual General Meeting of Shareholders to be held on 24 November 2020 as convened by the accompanying Notice.

Notice means the notice of meeting giving notice to Shareholders of the Meeting, accompanying this Explanatory Memorandum.

Ordinary Resolution means a resolution passed by more than 50% of the votes cast by those entitled to vote on the resolution.

Proxy Form means the proxy form accompanying the Notice.

Shareholder means a holder of Shares.

Shares means fully paid ordinary shares in the Company.


LODGE YOUR VOTE

 **ONLINE**
www.linkmarketservices.com.au

 **BY MAIL**
Stanmore Coal Limited
C/- Link Market Services Limited
Locked Bag A14
Sydney South NSW 1235 Australia

 **BY FAX**
+61 2 9287 0309

 **BY HAND**
Link Market Services Limited
1A Homebush Bay Drive, Rhodes NSW 2138

 **ALL ENQUIRIES TO**
Telephone: +61 1300 554 474



X99999999999

PROXY FORM

I/We being a member(s) of Stanmore Coal Limited and entitled to attend and vote hereby appoint:

APPOINT A PROXY

the Chairman of the Meeting (mark box)

OR if you are **NOT** appointing the Chairman of the Meeting as your proxy, please write the name and email of the person or body corporate you are appointing as your proxy (an email will be sent to your appointed proxy with details on how to access the virtual meeting)

Name

Email

or failing the person or body corporate named, or if no person or body corporate is named, the Chairman of the Meeting, as my/our proxy to act on my/our behalf (including to vote in accordance with the following directions or, if no directions have been given and to the extent permitted by the law, as the proxy sees fit) at the Annual General Meeting of the Company to be held at **12:00pm (Brisbane Time) on Tuesday, 24 November 2020** (the Meeting) and at any postponement or adjournment of the Meeting.

The Meeting will be conducted as a virtual meeting and you can participate by logging in online at <https://agmlive.link/SMR20> (refer to details in the Virtual Annual General Meeting Online Guide).

Important for Resolution 1: If the Chair of the Meeting is your proxy, either by appointment or by default, and you have not indicated your voting intention below, you expressly authorise the Chair of the Meeting to exercise the proxy in respect of Resolution 1, even though the Resolution is connected directly or indirectly with the remuneration of a member of the Company's Key Management Personnel (KMP).

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


VOTING DIRECTIONS

Proxies will only be valid and accepted by the Company if they are signed and received no later than 48 hours before the Meeting.

Please read the voting instructions overleaf before marking any boxes with an

Resolutions

Resolutions	For	Against	Abstain*	For	Against	Abstain*
1 Remuneration Report	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>			
2 Election of Director – Mr Dwi Suseno	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>			
3 Election of Director – Mr Mark Trevan	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>			
4 Election of Director – Mr Richard Majlinder	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>			
5 Election of Director – Ms Mary Carroll	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>			
6 Election of Director – Mr Marcelo Matos	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>			

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

SIGNATURE OF SHAREHOLDERS – THIS MUST BE COMPLETED

Shareholder 1 (Individual)

Joint Shareholder 2 (Individual)

Joint Shareholder 3 (Individual)

Sole Director and Sole Company Secretary

Director/Company Secretary (Delete one)

Director

This form should be signed by the shareholder. If 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 registry or a certified copy attached to this form. If executed by a company, the form must be executed in accordance with the company's constitution and the *Corporations Act 2001* (Cth).

SMR PRX2001N



HOW TO COMPLETE THIS SHAREHOLDER PROXY FORM

YOUR NAME AND ADDRESS

This is your name and address as it appears on the Company's share register. If this information is incorrect, please make the correction on the form. Shareholders sponsored by a broker should advise their broker of any changes. **Please note: you cannot change ownership of your shares using this form.**

APPOINTMENT OF PROXY

If you wish to appoint the Chairman of the Meeting as your proxy, mark the box in Step 1. If you wish to appoint someone other than the Chairman of the Meeting as your proxy, please write the name and email address of that individual or body corporate in Step 1. A proxy need not be a shareholder of the Company.

DEFAULT TO CHAIRMAN OF THE MEETING

Any directed proxies that are not voted on a poll at the Meeting will default to the Chairman of the Meeting, who is required to vote those proxies as directed. Any undirected proxies that default to the Chairman of the Meeting will be voted according to the instructions set out in this Proxy Form, including where the Resolution is connected directly or indirectly with the remuneration of KMP.

VOTES ON ITEMS OF BUSINESS – PROXY APPOINTMENT

You may 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 in the appropriate box or boxes. 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 an item your vote on that item will be invalid.

APPOINTMENT OF A SECOND PROXY

You are entitled to appoint up to two persons as proxies to attend the Meeting and vote on a poll. If you wish to appoint a second proxy, an additional Proxy Form may be obtained by telephoning the Company's share registry or you may copy this form and return them both together.

To appoint a second proxy you must:

- (a) on each of the first Proxy Form and the second Proxy Form state the percentage of your voting rights or number of shares applicable to that form. If the appointments do not specify the percentage or number of votes that each proxy may exercise, each proxy may exercise half your votes. Fractions of votes will be disregarded; and
- (b) return both forms together.

SIGNING INSTRUCTIONS

You must sign this form as follows in the spaces provided:

Individual: where the holding is in one name, the holder must sign.

Joint Holding: where the holding is in more than one name, either shareholder may sign.

Power of Attorney: to sign under Power of Attorney, you must lodge the Power of Attorney with the registry. If you have not previously lodged this document for notation, please attach a certified photocopy of the Power of Attorney to this form when you return it.

Companies: where the company has a Sole Director who is also the Sole Company Secretary, this form must be signed by that person. If the company (pursuant to section 204A of the *Corporations Act 2001*) does not have a Company Secretary, a Sole Director can also sign alone. Otherwise this form must be signed by a Director jointly with either another Director or a Company Secretary. Please indicate the office held by signing in the appropriate place.

CORPORATE REPRESENTATIVES

If a representative of the corporation is to attend the Meeting virtually the appropriate "Certificate of Appointment of Corporate Representative" must be received at vote@linkmarketservices.com.au prior to the Meeting in accordance with the Notice of Annual General Meeting. A form of the certificate may be obtained from the Company's share registry or online at www.linkmarketservices.com.au.

LODGEMENT OF A PROXY FORM

This Proxy Form (and any Power of Attorney under which it is signed) must be received at an address given below by **12:00pm (Brisbane time) on Saturday, 21 November 2020**, being not later than 48 hours before the commencement of the Meeting. Any Proxy Form received after that time will not be valid for the scheduled Meeting.

Proxy Forms may be lodged using the reply paid envelope or:



ONLINE

www.linkmarketservices.com.au

Login to the Link website using the holding details as shown on the Proxy Form. Select 'Voting' and follow the prompts to lodge your vote. To use the online lodgement facility, shareholders will need their "Holder Identifier" - Securityholder Reference Number (SRN) or Holder Identification Number (HIN).



BY MAIL

Stanmore Coal Limited
C/- Link Market Services Limited
Locked Bag A14
Sydney South NSW 1235
Australia



BY FAX

+61 2 9287 0309



BY HAND

delivering it to Link Market Services Limited*
1A Homebush Bay Drive
Rhodes NSW 2138

* During business hours (Monday to Friday, 9:00am–5:00pm)