



Transfer Approval Document

Reference: 13/3744

TRANSFER OF MINING LEASE NO 1247 (ACT 1973)

Pursuant to Section 121(1)(a) of the *Mining Act 1992*, the Minister has approved the transfer of this authority from North Mining Limited, SC Mineral Resources Pty Ltd and Sumitomo Metal Mining Oceania Pty Ltd to CMOC Mining Pty Limited, SC Mineral Resources Pty Ltd and Sumitomo Metal Mining Oceania Pty Ltd.

TERMS OF APPROVAL OF TRANSFER OF AUTHORITY:

The terms of this approval take effect upon the registration of this transfer in accordance with Section 122(4) of the Act.

Transferee: CMOC Mining Pty Limited
ACN 164 997 317

SC Mineral Resources Pty Ltd
ACN 058 323 372

Sumitomo Metal Mining Oceania Pty Ltd
ACN 059 761 125

Area: The authority embraces an area of 1629.6 Hectares as shown on the attached plan Catalogue No D6863-02.

Conditions: The conditions in the attached Schedule of Mining Lease Conditions 2013 herein and numbered 1 to 8.

ACCEPTANCE OF TERMS OF APPROVAL:

SIGNED BY

SIGNED BY



CMOC Mining Pty Limited
ACN 164 997 317

DAHUI ZHANG
DIRECTOR
6/12/13




SC Mineral Resources Pty Ltd
ACN 058 323 372

Director
S. Sumiya 3 Dec 2013

SIGNED BY

SIGNED BY

 21/11/13
Chris Hartcher MP
Minister for Resources and Energy

 3/12/13
Sumitomo Metal Mining Oceania Pty
Ltd
ACN 059 761 125
TAKAYUKI SETO
Deputy Managing Director

MINING LEASE CONDITIONS 2013

Definitions

1. Notice to Landholders
2. Rehabilitation
3. Mining Operations Plan and Annual Rehabilitation Report
4. Compliance Report
5. Environmental Incident Report
6. Resource Recovery
7. Single Security
8. Cooperation Agreement

Note: Exploration Reports (Geological and Geophysical)

Definitions:

Words used in this mining lease have the same meaning as defined in the *Mining Act 1992* except where otherwise defined below:

Act means the *Mining Act 1992*.

Department means the Division of Resources & Energy within the Department of Trade and Investment, Regional Infrastructure and Services.

Environment has the same meaning as in the *Protection of the Environment Operations Act 1997*.

Harm to the environment has the same meaning as in the *Protection of the Environment Operations Act 1997*.

Landholder for the purposes of these conditions does not include a secondary landholder and includes, in the case of exempted areas, the controlling body for the exempted area.

Material harm to the environment has the same meaning as in the *Protection of the Environment Operations Act 1997*.

Minister means the Minister administering the Act.

Pollution incident has the same meaning as in the *Protection of the Environment Operations Act 1997*.

MINING LEASE CONDITIONS 2013

1. Notice to Landholders

- (a) Within a period of three months from the date of renewal of this mining lease, the lease holder must serve on each landholder a notice in writing indicating that this mining lease has been renewed and whether the lease includes the surface. A plan identifying each landholder and individual land parcel subject to the lease area, and a description of the lease area must accompany the notice.
- (b) If there are ten or more landholders, the lease holder may serve the notice by publication in a newspaper circulating in the region where the lease area is situated. The notice must indicate that this mining lease has been renewed; state whether the lease includes the surface and must contain a plan and description of the lease area. If a notice is made under condition 1(b), compliance with condition 1(a) is not required.

2. Rehabilitation

Any disturbance resulting from the activities carried out under this mining lease must be rehabilitated to the satisfaction of the Minister.

3. Mining Operations Plan and Annual Rehabilitation Report

- (a) The lease holder must comply with an approved Mining Operations Plan (MOP) in carrying out any significant surface disturbing activities, including mining operations, mining purposes and prospecting. The lease holder must apply to the Minister for approval of a MOP. An approved MOP must be in place prior to commencing any significant surface disturbing activities, including mining operations, mining purposes and prospecting.
- (b) The MOP must identify the post mining land use and set out a detailed rehabilitation strategy which:
- (i) identifies areas that will be disturbed;
 - (ii) details the staging of specific mining operations, mining purposes and prospecting;
 - (iii) identifies how the mine will be managed and rehabilitated to achieve the post mining land use;
 - (iv) identifies how mining operations, mining purposes and prospecting will be carried out in order to prevent and or minimise harm to the environment; and
 - (v) reflects the conditions of approval under:
 - the *Environmental Planning and Assessment Act 1979*;
 - the *Protection of the Environment Operations Act 1997*; and

- any other approvals relevant to the development including the conditions of this mining lease.
- (c) The MOP must be prepared in accordance with the *ESG3: Mining Operations Plan (MOP) Guidelines September 2013* published on the Department's website at www.resources.nsw.gov.au/environment
- (d) The lease holder may apply to the Minister to amend an approved MOP at any time.
- (e) It is not a breach of this condition if:
- (i) the operations which, but for this condition 3(e) would be a breach of condition 3(a), were necessary to comply with a lawful order or direction given under the *Environmental Planning and Assessment Act 1979*, the *Protection of the Environment Operations Act 1997*, the *Mine Health and Safety Act 2004 / Coal Mine Health and Safety Act 2002* and *Mine Health and Safety Regulation 2007 / Coal Mine Health and Safety Regulation 2006* or the *Work Health and Safety Act 2011*; and
 - (ii) the Minister had been notified in writing of the terms of the order or direction prior to the operations constituting the breach being carried out.
- (f) The lease holder must prepare a Rehabilitation Report to the satisfaction of the Minister. The report must:
- (i) provide a detailed review of the progress of rehabilitation against the performance measures and criteria established in the approved MOP;
 - (ii) be submitted annually on the grant anniversary date (or at such other times as agreed by the Minister); and
 - (iii) be prepared in accordance with any relevant annual reporting guidelines published on the Department's website at www.resources.nsw.gov.au/environment.

Note: The Rehabilitation Report replaces the Annual Environmental Management Report.

4. Compliance Report

- (a) The lease holder must submit a Compliance Report to the satisfaction of the Minister. The report must be prepared in accordance with any relevant guidelines or requirements published by the Minister for compliance reporting.
- (b) The Compliance Report must include:
- (i) the extent to which the conditions of this mining lease or any provisions of the Act or the regulations applicable to activities under this mining lease, have or have not been complied with;
 - (ii) particulars of any non-compliance with any such conditions or provisions,
 - (iii) the reasons for any such non-compliance;

- (iv) any action taken, or to be taken, to prevent any recurrence, or to mitigate the effects, of that non-compliance.
- (c) The Compliance Report must be lodged with the Department annually on the grant anniversary date for the life of this mining lease.
- (d) In addition to annual lodgement under condition 4(c) above, a Compliance Report:
 - (i) must accompany any application to renew this mining lease under the Act;
 - (ii) must accompany any application to transfer this mining lease under the Act; and
 - (iii) must accompany any application to cancel, or to partially cancel, this mining lease under the Act.
- (e) Despite the submission of any Compliance Report under (c) or (d) above, the titleholder must lodge a Compliance Report with the Department at any date or dates otherwise required by the Minister.
- (f) A Compliance Report must be submitted one month prior to the expiry of this mining lease, where the licence holder is not seeking to renew or cancel this mining lease.

5. Environmental Incident Report

- (a) The lease holder must notify the Department of all:
 - (i) breaches of the conditions of this mining lease or breaches of the Act causing or threatening material harm to the environment; and
 - (ii) breaches of environmental protection legislation causing or threatening material harm to the environment (as defined in the *Protection of the Environment Administration Act 1991*),
 arising in connection with significant surface disturbing activities, including mining operations, mining purposes and prospecting operations, under this mining lease. The notification must be given immediately after the lease holder becomes aware of the breach.
Note. Refer to www.resources.nsw.gov.au/environment for notification contact details.
- (b) The lease holder must submit an Environmental Incident Report to the Department within seven (7) days of all breaches referred to in condition 5(a)(i) and (ii). The Environmental Incident Report must include:
 - (i) the details of the mining lease;
 - (ii) contact details for the lease holder;
 - (iii) a map identifying the location of the incident and where material harm to the environment has or is likely to occur;

- (iv) a description of the nature of the incident or breach, likely causes and consequences;
- (v) a timetable showing actions taken or planned to address the incident and to prevent future incidents or breaches referred to in 5(a).
- (vi) a summary of all previous incidents or breaches which have occurred in the previous 12 months relating to significant surface disturbing activities, including mining operations, mining purposes and prospecting operations under this mining lease.

Note. The lease holder should have regard to any relevant Director General's guidelines in the preparation of an Environmental Incident Report. Refer to www.resources.nsw.gov.au/environment for further details.

- (c) In addition to the requirements set out in conditions 5(a) and (b), the lease holder must immediately advise the Department of any notification made under section 148 of the *Protection of the Environment Operations Act 1997* arising in connection with significant surface disturbing activities including mining operations, mining purposes and prospecting operations, under this mining lease.

6. Resource Recovery

The lease holder must optimise recovery of the minerals that are the subject of this mining lease to the extent economically feasible.

7. Single Security

The lease holder is required to provide and maintain a security deposit to secure funding for the fulfilment of obligations of all or any kind under the mining lease, including obligations of all or any kind under the mining lease that may arise in the future.

The amount of the security deposit to be provided as a single security has been assessed by the Minister at **\$17,840,000**.

The leases covered by the single security include:

- Mining Lease No. 1247 (Act 1973)
- Mining Lease No. 1367 (Act 1992)
- Mining Lease No. 1641 (Act 1992)

8. Cooperation Agreement

The lease holder must make every reasonable attempt, and be able to demonstrate its attempts, to enter into a cooperation agreement with the holder(s) of any overlapping title(s). The cooperation agreement should address but not be limited to issues such as:

- access arrangements
- operational interaction procedures
- dispute resolution
- information exchange
- well location
- timing of drilling
- potential resource extraction conflicts; and
- rehabilitation issues.

Exploration Reporting

Note: Exploration Reports (Geological and Geophysical)

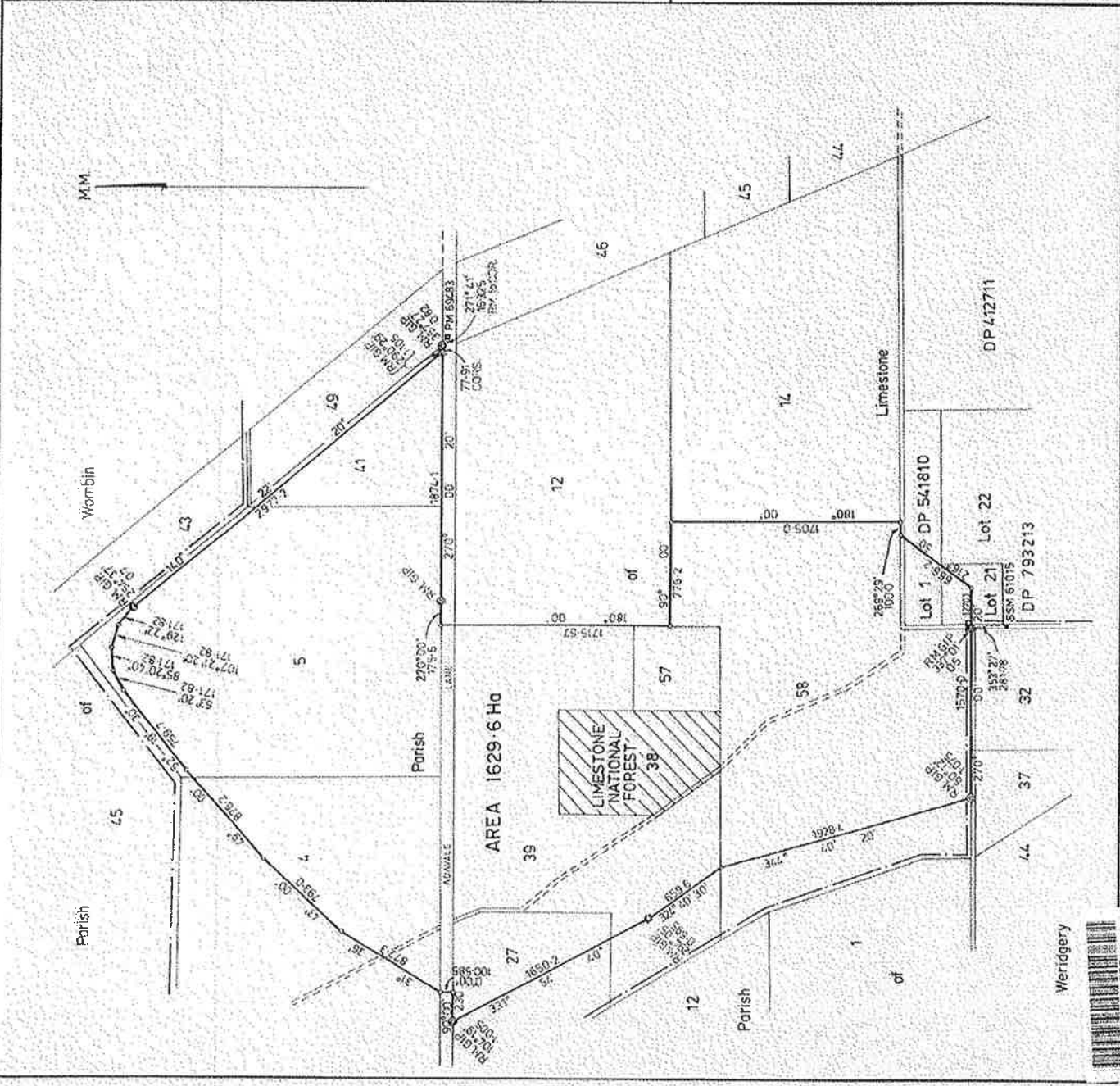
The lease holder must lodge reports to the satisfaction of the Minister in accordance with section 163C of the Mining Act 1992 and in accordance with clause 57 of the Mining Regulation 2010.

Reports must be prepared in accordance with Exploration Reporting: A guide for reporting on exploration and prospecting in New South Wales (Department of Trade and Investment; Regional Infrastructure and Services 2010).

SPECIAL CONDITIONS

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

PIPER'S 503598 360	STATE
MLA APPN No: 351 B 354	
MINING DIVISION: GRANGE	
APPLICANT: PEAD WILLSEND OPERATIONS LTD	
APPN DATE: 14.5.90	
PARISH: LIMESTONE	
COUNTY: KENNEDY	
SCALE: 1:25000	LENGTHS ARE IN METRES
P.L. No: Act 1973	
LICENCEE	
DATE OF GRANT	
TERM	
MINERAL PURPOSE	
DEPTH RESTRICTION: NIL	
SURFACE EXCEPTION: The surface B soil below a depth of 20metres is excluded as shown by block hatching.	
MARKED OUT IN ACCORDANCE WITH SECTION 44 OF THE MINING ACT 1973 BY A. OAKOUSH 17.7.90	
DIAGRAM PREPARED & CHARTED BY: GUL. 10/02/90	
CHECKED BY DRAFTSMAN	
EXAMINED BY: P.C. 25.5.90	
1:25000 Map Reference: 8532-3'S	
Plan prepared from Survey by R.N. ARNDELL 15.5.89	



ENDORSEMENT SCHEDULE

In accordance with the provisions of Section 122(3) of the *Mining Act 1992*, the Director-General on 3 January 2014 registered CMOC Mining Pty Limited (ACN 164 997 317), SC Mineral Resources Pty Ltd (ACN 058 323 372) and Sumitomo Metal Mining Oceania Pty Ltd (ACN 059 761 125) as the holders of Mining Lease Nos 1247 and 1367 (Act 1992).

R. McLeod

Robyn McLeod
Titles, Eastern Region

ENDORSEMENT SCHEDULE

In accordance with the provisions of Section 122(3) of the Mining Act 1992, the Director-General on 3 January 2014 registered CMOC Mining Pty Limited (ACN 164 997 317), SC Mineral Resources Pty Ltd (ACN 058 323 372) and Sumitomo Metal Mining Oceania Pty Ltd (ACN 059 761 125) as the holders of Mining Lease No. 1247 (Act 1973) and Mining Lease No. 1367 (Act 1992).



Jacqueline Lucas
Titles, Eastern Region

Endorsement Schedule

In accordance with the provisions of Section 261B(3) of the *Mining Act 1992*, the Minister amended Mining Lease 1247 (Act 1973) so as to require an individual security in the amount of \$27 709 000 to be given and maintained.

The amendment takes effect on and from 3 March 2014.

R. McLeod

Robyn McLeod
Titles, Eastern Region

INSTRUMENT OF VARIATION

I, as delegate of the Minister for Resources for the State of New South Wales, under delegation dated 1 May 2017, and pursuant to Clause 12 of Schedule 1B of the *Mining Act 1992*, vary ML 1247 (1973) as follows:

Conditions 4 and 5 are varied by deleting the existing conditions and inserting instead the conditions set out below:

4. Non-Compliance Reporting

- (a) The lease holder must notify the Department upon becoming aware of any breaches of the conditions of this mining lease or breaches of the Mining Act or Regulations;
- (b) Notifications under condition 4(a) must be provided in the form specified on the Department's website within seven (7) days of the mining lease holder becoming aware of the breach.

5. Environmental Incident Report

The lease holder must provide environmental incident notifications and reports to the Secretary no later than seven (7) days after those environmental incident notifications and reports are provided to the relevant authorities under the *Protection of the Environment Operations Act 1997*.

Definitions

Environmental incident notifications and reports means any notifications and reports required to be provided to relevant authorities under Part 5.7 or Part 5.7A of the *Protection of the Environment Operations Act 1997*.

This variation is effective from 19 February 2018.

SIGNED



As delegate for the Minister for Resources

Steven Palmer
Acting Director Title Services
Dated 19 February 2018