

29 March, 2021

Dear Shareholder,

**Notice of Annual General Meeting, Proxy Form and Hybrid Virtual Meeting**

We will hold our Annual General Meeting at 3pm (Melbourne time) on Thursday 29 April, 2021 at the Rendezvous Hotel, 328 Flinders Street, Melbourne. Please find attached the Notice of Meeting and Proxy Form. Due to the ongoing COVID-19 situation we strongly encourage you to vote via proxy for the purposes of the Meeting. Also attached is a shareholder question form which you may wish to fill out and return by 22 April, 2021, should you have a question to raise.

Shareholders intending to attend the meeting in person are asked to advise the Company Secretary, David Forsyth ([david.forsyth@tigersrealmgroup.com](mailto:david.forsyth@tigersrealmgroup.com)) by 22 April, 2021 to ensure compliance with COVID related restrictions applicable as at the meeting date. A virtual meeting platform has been established and can be accessed online at <https://agmlive.link/TIG21>. The Meeting will be audio webcast so that Shareholders will be able to listen to the meeting on their own computer, vote on resolutions and ask questions, as though they are physically at the meeting.

In relation to the Meeting there are 4 items of business to be voted upon. We ask shareholders to consider the items and submit their proxies as early as possible.

Full details on each of the items of business, how to vote and participate in the virtual meeting are all included in the Notice of Meeting.

We thank all shareholders for their continued support.

Yours sincerely



Craig Wiggill  
Chairman



Dmitry Gavrilin  
CEO

**Tigers Realm Coal Limited  
ACN 146 752 561**

**NOTICE OF ANNUAL GENERAL MEETING**

Notice is hereby given that the Annual General Meeting of Tigers Realm Coal Limited (the "Company") will be held at 3.00pm (Melbourne time) on Thursday 29<sup>th</sup> April 2021, at the Rendezvous Hotel, President's Room, Level 1, 328 Flinders Street, Melbourne.

The Explanatory Memorandum that accompanies and forms part of this Notice of Annual General Meeting describes the various matters to be covered. The Explanatory Memorandum should be read in conjunction with this Notice of Meeting.

Capitalised terms used in this Notice of Annual General Meeting and the Explanatory Memorandum that are not defined herein have the meanings given to them in the Glossary unless the context indicates otherwise.

**AGENDA**

Item 1 - Consideration of Financial Report

To receive and consider the Financial Report of the Company for the year ended 31 December 2020, together with the Directors' Report and Auditor's Report as set out in the Annual Report.

Item 2, Resolution 1 - Adopt Remuneration Report

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

"That the Company's Remuneration Report for the year ended 31 December 2020 be adopted."

(Note - The vote on this item of business is advisory only and does not bind the Directors or the Company). A voting exclusion applies to this Resolution.

Item 3, Resolution 2 - Director Elections

(a) Election of Mr. David Swan

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

"That Mr David Swan, who was appointed a Director by the Board in accordance with Article 46(b) of the Company's Constitution, and who retires in accordance with Article 47(d) of the Company's Constitution and being eligible offers himself for election, be elected as a Director of the Company."

(b) Re-election of Mr. Owen Hegarty

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

"That Mr Owen Hegarty, being a Director of the Company who retires in accordance with Article 47(a) of the Company's Constitution and being eligible offers himself for re-election, be re-elected as a Director of the Company."

Item 4, Resolution 3 - Approve the renewal of proportional takeover approval provisions in the Constitution

To consider and if thought fit, to pass the following Resolution as a special resolution:

“That for the purposes of section 648G of the Corporations Act and for all other purposes, the existing proportional takeover approval provisions in the form as set out in Articles 79 and 80 of the Company's Constitution are renewed with effect from 29 April 2021 for a period of three years from the date of this Resolution.”

Other Business

To deal with any other business which may be brought forward in accordance with the Constitution and the Corporations Act.

By order of the Board



.....  
David Forsyth  
Company Secretary  
29 March 2021

## **NOTES**

These notes form part of the Notice of Annual General Meeting.

### **Annual Report**

In accordance with applicable law, hard copies of the Annual Report have only been sent to those Shareholders who have elected to receive one. The Annual Report can be viewed or downloaded online on the Company's website at [www.tigersrealmcoal.com](http://www.tigersrealmcoal.com)

### **How to vote at the AGM**

All resolutions will be by poll.

### **Voting entitlements**

Pursuant to Regulation 7.11.37 of the Corporations Regulations, the Directors have determined that the shareholding of each member, for the purposes of ascertaining voting entitlements for the Meeting, will be as it appears in the Company's share register at 7 pm (Melbourne time) on 27 April 2021.

### **Participating in the meeting**

- **Attending in Person**  
If you wish to vote in person you should attend the AGM where you will be issued with a voting card. Please bring your proxy form with you to the meeting to assist with your registration.
- **Online Participation**  
Shareholders may also attend the AGM virtually via Link's online portal, where they can listen to the AGM, vote and ask questions during the AGM via the chat functionality. To vote online at the AGM you will need your shareholder number and postcode or (Country) if outside Australia. Proxy holders will need their proxy number which will be provided by Link Market Services no later than 24 hours prior to the meeting and following lodgment of the proxy appointment.

The AGM virtual meeting can be found at  
<https://agmlive.link/TIG21>

More information regarding online participation at the AGM is available in the Online Platform Guide. This will be lodged with the ASX and also available on our website. Please check that your internet browser is compatible by following the instructions in the Online Platform Guide

### **Proxies and Company Representatives**

A Proxy Form is enclosed. To be valid, duly signed proxies (and any authority under which the proxy is signed or a certified copy of the authority) must be received at the Company's Share Registry, Link Market Services Limited, at the address or facsimile number below, not later than 3.00pm (Melbourne time) on Tuesday 27 April 2021. Alternatively, you can lodge your proxy online via the Tigers Realm Coal registry website ([www.linkmarketservices.com.au](http://www.linkmarketservices.com.au) and go to the 'Proxy Voting' icon) by the same date and time.

A member entitled to attend and vote at the Meeting is entitled to appoint a proxy to attend and vote on their behalf. If a member is entitled to cast two or more votes, the member may appoint two proxies and may specify the proportion or number of votes each proxy is appointed to exercise. When more than one proxy is

appointed, and the proportion of the member's voting rights is not specified, each proxy may exercise half the votes. Fractions of votes will be disregarded. If more than one proxy is present at the Meeting, neither will be entitled to vote on a show of hands. A proxy need not be a member and may be an individual or a body corporate.

A Proxy Form must be signed by the member or the member's attorney. Proxies given by a body corporate must be signed in accordance with the Corporations Act, the body corporate's constitution or by attorney. In the case of Shares jointly held by two or more persons, all joint holders must sign the Proxy Form. A member which is a body corporate and entitled to attend and vote at the Meeting, or a proxy which is a body corporate and is appointed by a member entitled to attend and vote at the Meeting, may appoint an individual to act as its representative at the Meeting by providing that person with a letter or certificate, executed in accordance with the Corporations Act or the body corporate's constitution, authorising the person as the representative; or a copy of the resolution, certified by the secretary or a director of the body corporate, appointing the representative. A copy of the letter, certificate or resolution, or other evidence satisfactory to the Chairman of the Meeting, must be produced prior to admission to the Meeting.

**IMPORTANT:** If you appoint the Chairman of the Meeting as your proxy, or the Chairman becomes your proxy by default, and you do not direct your proxy how to vote on Resolution 1, then by submitting the proxy form you will be expressly authorising the Chairman to exercise your proxy on the relevant resolution, even though the resolution is connected, directly or indirectly, with the remuneration of the KMP.

#### **Share Registry**

Postal Address:  
Link Market Services Limited  
Locked Bag A14  
Sydney South NSW 1235

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

**(Please note this address not for mailing purposes.)**

Facsimile: (61 2) 9287 0309  
Online: at [www.linkmarketservices.com.au](http://www.linkmarketservices.com.au)

## **EXPLANATORY MEMORANDUM**

This Explanatory Memorandum is to be read in conjunction with the Notice of Meeting of the Company to be held at 3.00pm (Melbourne time) on Thursday 29 April 2021, at the Rendezvous Hotel, President's Room, Level 1, 328 Flinders Street, Melbourne.

The purpose of this Explanatory Memorandum is to provide information to Shareholders in deciding how to vote on the Resolutions set out in the Notice of Meeting.

The Directors recommend that shareholders read the Notice of Meeting and this Explanatory Memorandum before making any decision in relation to the Resolutions.

Defined terms used in this Explanatory Memorandum are set out in the Glossary at the end of this Explanatory Memorandum.

### **Item 1 – Financial Statements and Results**

The Corporations Act requires the Company's Financial Report (which includes financial statements, notes to the financial statements and Directors' declaration), the Directors' Report and the Auditor's Report to be laid before the Annual General Meeting. There is no requirement either in the Corporations Act or the Company's Constitution for Shareholders to approve the Financial Report, the Directors' Report or the Auditor's Report. Shareholders will be given a reasonable opportunity to ask questions and make comments on these reports, and on the management of the Company.

### **Item 2, Resolution 1 – Remuneration Report**

The Company has included in the Annual Report a detailed Remuneration Report setting out prescribed information relating to the remuneration of the Company's Directors and key management personnel (together, the "KMP").

The Remuneration Report contains the following:

- The remuneration details of each KMP and the Group Executive Plan; and
- Details of performance conditions and how they are measured.

The vote on this Item is advisory only and will not bind the Directors or the Company. However, the Board will take into account any Shareholder discussion on this Resolution and the outcome of the vote when considering the future remuneration arrangements of the Company.

In accordance with provisions of the Corporations Act known generally as the "two strikes rule", Shareholders should note that if 25% or more of the votes cast are voted against the adoption of the Remuneration Report at two consecutive AGMs, a resolution will be put to Shareholders at the second AGM (a "spill resolution") that if passed, will require another meeting be held within 90 days. At that meeting, the Company's Directors (other than the Managing Director), who held office when it was resolved to put the Directors' Report to the second AGM and who wish to continue as a Director, must stand for re-election.

### **Directors' Recommendation**

The Board unanimously recommends that you vote in favour of this non-binding ordinary Resolution. It is noted that each Director has a personal interest in their own remuneration from the Company as set out in the Annual Report,

The Chairman of the Meeting intends to vote undirected proxies in favour of this Resolution 1.

If you do not wish to appoint the Chairman of the Meeting to vote in favour of this Resolution 1, it will be important for you to complete the voting directions in respect of Resolution 1 in Step 2 of the Proxy Form.

#### **Voting Exclusion Statement**

No votes can be cast on Resolution 1 and the Company will disregard any votes cast on Resolution 1, by or on behalf of a member of KMP (details of whose remuneration are included in the Remuneration Report) and their closely related parties (collectively referred to as "Prohibited Voters"). However, a Prohibited Voter may vote directed proxies for someone other than a Prohibited Voter.

Further, a member of KMP (regardless of whether or not their remuneration details are disclosed in the Remuneration Report) and their closely related parties may not vote a proxy on Resolution 1 unless it is a directed proxy and the vote is not cast on behalf of a Prohibited Voter.

However, the Chairman of the Meeting can vote undirected proxies, provided the proxy expressly authorises the Chairman to do so, even though the Resolution is connected, directly or indirectly, with the remuneration of KMP.

#### **Item 3(a), Resolution 2(a) Election of Mr David Swan as a Director**

Mr David Swan was appointed a Director by the Board on 26 August 2020. In accordance with Article 47(d) of the Company's Constitution Mr Swan retires and offers himself for election as a Director at the meeting.

Mr Swan is Chairman of both the Audit, Risk and Compliance Committee and the Nomination and Remuneration Committee.

David has extensive experience across the natural resources sector and held a number of senior finance, management and consulting roles, mostly with resource companies in both United Kingdom and Australia. David holds a Bachelor of Commerce from the University of WA and is a Fellow of the Institute of Chartered Accountants in Australia and New Zealand and a Member of the Institute of Chartered Accountants in England and Wales ('ICAEW'). David is a non-executive director and audit committee chairman of London AIM Listed companies Central Asia Metals plc and Sunrise Resources plc. He holds no other directorships with ASX listed entities.

#### **Directors' Recommendation**

The Board (other than Mr. Swan) unanimously recommends that you vote in favour of Mr. Swan's re-election as a Director of the Company.

The Chairman of the Meeting intends to vote undirected proxies in favour of Resolution 2(a)

If you do not wish to appoint the Chairman of the Meeting to vote in favour of Resolution 2(a), it will be important for you to complete the voting directions in respect of Resolution 2(a) in Step 2 of the Proxy Form.

#### **Item 3(b), Resolution 2(b) – Re-election of Director – Mr. Owen Hegarty**

In accordance with Article 47(a) of the Company's Constitution, Mr. Owen Hegarty retires from the Board and seeks re-election as a Director at the Meeting.

Mr Hegarty has more than 40 years' experience in the mining industry. He had 24 years with the Rio Tinto Group, then founded and led Oxiana Ltd, now OZ Minerals Limited, for 12 years. He is a founder of Tigers Realm Coal Ltd. He also founded and is currently Executive Chairman of EMR Capital, a mining private equity firm. Through to the end of 2016, he was Vice Chairman and Non-Executive Director of Fortescue Metals Group Ltd. Mr Hegarty has received a number of awards recognising his service to the mining industry and presently serves on a number of Government and industry advisory groups. Mr Hegarty was appointed a Director of the Company on 8 October 2010 and was Chairman of the Audit, Risk and Compliance Committee and of the Nomination and Remuneration Committee till 26 August 2020. While he stepped down as a Chairman, he continues to participate in the Nomination and Remuneration Committee and the Audit, Risk and Compliance Committee as a member. He holds no other directorships with ASX listed entities.

#### **Directors' Recommendation**

The Board (other than Mr. Hegarty) unanimously recommends that you vote in favour of Mr. Hegarty's re-election as a Director of the Company.

The Chairman of the Meeting intends to vote undirected proxies in favour of Resolution 2(b)

If you do not wish to appoint the Chairman of the Meeting to vote in favour of Resolution 2(b), it will be important for you to complete the voting directions in respect of Resolution 2(b) in Step 2 of the Proxy Form.

#### **Item 4, Resolution 3 – Approve the renewal of the proportional takeover approval provisions in the Constitution**

The Company's Constitution currently contains provisions dealing with proportional takeover bids for Company shares, which were most recently inserted into the Company's Constitution on 12 May 2018. In accordance with the Corporations Act and the Company's Constitution, unless renewed, these provisions will cease to apply on 12 May 2021, 3 years after last adoption.

Resolution 3 seeks member approval for the Company to renew the proportional takeover bid approval provisions, which are contained in Articles 79 and 80 of the Company's Constitution (as set out in full in the Schedule to this Explanatory Memorandum) ("Approval Provisions").

The Board considers that it is in the best interests of members of the Company to renew the Approval Provisions in its Constitution.

#### **(a) Approval provisions**

Under the Corporations Act, a company may include in its constitution a provision to enable the company to refuse to register shares acquired under a proportional takeover bid unless a resolution is passed by the members in a general meeting approving the bid.

As noted above, the Board considers that it is in the best interests of members for the Company to have proportional takeover provisions in its Constitution.

#### **(b) Proportional takeover bids**

A proportional takeover bid is an off-market takeover offer sent to all members but only in respect of a specified portion of each member's Shares in the Company (ie less than 100%).

#### **(c) Effect on proposed proportional takeover provisions**



If a proportional takeover bid is made, the Board must ensure that a meeting of members is held, in general, more than 14 days before the last day of the bid period, at which members will consider a resolution to approve the proportional takeover bid. For the resolution to be approved, it must be passed by a simple majority of votes at the meeting, excluding votes of the bidder and its associates (as that term is defined in the Corporations Act).

If the resolution is not voted on within the required timeframe, the resolution is taken to have been approved. If the resolution is approved or taken to have been approved, all valid transfers of Shares under the proportional takeover bid must be registered.

If the resolution is not passed, the offer under the takeover bid will be taken to have been withdrawn and no transfer of Shares will be registered as a result of the proportional takeover bid. Acceptances will be returned and any contracts formed by acceptances will be rescinded.

The proposed Approval Provisions will expire 3 years after their adoption unless renewed by a further special resolution.

The Approval Provisions do not apply to full takeover bids.

#### **(d) Reason for proposing the Resolution**

A proportional takeover bid may result in effective control of the Company changing hands without members having the opportunity of disposing of all their Shares. Members are exposed to the risk of being left as a minority in the Company and the risk of the bidder being able to acquire control of the Company without payment of an adequate control premium for all Shares.

The proposed Approval Provisions will allow members to decide whether a proportional takeover bid is acceptable and should be permitted to proceed.

#### **(e) Presently proposed acquisitions**

As at the date of preparation of this Explanatory Memorandum, no Director is aware of any proposal by any person to acquire, or to increase the extent of, a substantial interest in the Company.

#### **(f) Potential advantages and disadvantages**

The Board considers that the Approval Provisions have no potential advantages or disadvantages for the Directors. They remain free to make a recommendation on whether an offer under a proportional takeover bid should be accepted or not.

The potential advantages for members of the Approval Provisions include:

- (i) Members have the right to decide by majority vote whether an offer under a proportional takeover bid should proceed;
- (ii) The Approval Provisions may help members to avoid being locked in as a minority;

- (iii) The Approval Provisions increase members' bargaining power and may assist in ensuring that any proportional takeover bid is adequately priced; and
- (iv) Knowing the view of the majority of members may help each individual member assess the likely outcome of the proportional takeover bid and decide whether to accept or reject an offer under the bid.

The potential disadvantages for members of the Approval Provisions include:

- (i) Proportional takeover bids for Shares in the Company may be discouraged;
- (ii) Members may lose an opportunity to sell some of their Shares at a premium; and
- (iii) The likelihood of a proportional takeover succeeding may be reduced.

While the proportional takeover approval provisions have been in effect between 2018 and 2021, there were no takeover bids for the Company. The Board is not aware of any potential takeover bid that was discouraged by the proportional takeover provisions.

The Board does not believe that the potential disadvantages outweigh the potential advantages of renewing the Approval Provisions for a further 3 years.

#### **Directors' recommendation**

The Board unanimously supports the approval of the renewal of the Approval Provisions in the Constitution and recommends that members vote in favour of Resolution 3.

The Chairman of the Meeting intends to vote undirected proxies in favour of Resolution 3.

If you do not wish to appoint the Chairman of the Meeting to vote in favour of Resolution 3, it will be important for you to complete the voting directions in respect of Resolution 3 in Step 2 of the Proxy Form.

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## **GLOSSARY**

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**Annual Report** means the annual report of the Company for the year ended 31 December 2020.

**Associate** has the meaning given to that term in ASX Listing Rule 19.12.

**ASX** means ASX Limited (ABN 98 008 624 691) or the financial market operated by it (as the context requires).

**ASX Listing Rules** means the listing rules of ASX and any other rules of ASX which are applicable while the Company is admitted to the official list of ASX, each as amended or replaced from time to time, except to the extent of any express written waiver by ASX.

**Company** means Tigers Realm Coal Limited (ABN 50 146 752 561).

**Constitution** means the constitution of the Company from time to time.

**Corporations Act** means the *Corporations Act 2001* (Cth).

**Directors** means Messrs Owen Hegarty, Craig Wiggill, Bruce Gray, Tagir Sitdekov, David Swan and Nikolay Ishmetov being the directors of the Company and **Director** means any one of them.

**Explanatory Memorandum** means this explanatory memorandum which accompanies the Notice of Annual General Meeting.

**Group** means the Company and its subsidiaries.

**KMP** means the Company's directors and key management personnel.

**Meeting** or **Annual General Meeting** means the meeting convened by the Notice of Annual General Meeting.

**Notice** or **Notice of Annual General Meeting** means the notice of annual general meeting accompanying this Explanatory Memorandum.

**Related Party** has the meaning given to that term in section 228 of the Corporations Act.

**Resolution** means the resolutions set out in the Notice of Annual General Meeting.

**Share** means a fully paid ordinary share in the capital of the Company.

**Shareholder** means a registered holder of a Share.

**\$** means Australian dollars.

## SCHEDULE

### TAKEOVER APPROVAL PROVISIONS

#### 79. Refusal to register transfers

- (a) The Company must refuse to register a transfer of Shares giving effect to a takeover contract resulting from acceptance of an offer made under a proportional takeover bid in respect of a class of Shares unless and until a resolution to approve the takeover bid is passed in accordance with Article 80.
- (b) This Article 79 and Article 80 cease to have effect on the day which is 3 years after the later of their adoption or last renewal in accordance with the Corporations Act.

#### 80. Approval procedure

- (a) Where offers are made under a proportional takeover bid, the Board must, subject to the Corporations Act, call and arrange to hold a meeting of persons entitled to vote on a resolution to approve the proportional takeover bid.
- (b) Subject to this Constitution, each person (other than the bidder under a proportional takeover bid or an associate of that bidder) who, as at the end of the day on which the first offer under that bid was made, held bid class securities for that bid:
  - (i) is entitled to vote on the resolution referred to in Article 80(a); and
  - (ii) has one vote for each Share in the bid class securities that the person holds.
- (c) The provisions of this Constitution concerning meetings of Shareholders apply to a meeting held pursuant to Article 80(a) with any modifications that the Board resolves are required in the circumstances.
- (d) A resolution referred to in Article 80(a) that has been voted on is passed if more than 50% of votes cast on the resolution are in favour of the resolution, and otherwise is taken to have been rejected.
- (e) If a resolution referred to in Article 80(a) has not been voted on as at the end of the day before the fourteenth day before the last day of the bid period under the proportional takeover bid, or a later day allowed by the Australian Securities and Investments Commission, then that resolution is taken to have been passed.

### LODGE YOUR VOTE

-  **ONLINE**  
www.linkmarketservices.com.au
-  **BY MAIL**  
Tigers Realm 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: 1300 880 472    Overseas: +61 1300 880 472



X99999999999

## PROXY FORM

I/We being a member(s) of Tigers Realm Coal Limited (**Company**) and entitled to participate 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

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 **3:00pm (Melbourne time) on Thursday, 29 April 2021 (the Meeting)** and at any postponement or adjournment of the Meeting.

The Meeting will be conducted as a hybrid meeting. You can attend the meeting at **Rendezvous Hotel, President's Room, Level 1, 328 Flinders Street, Melbourne** or you can participate by logging in online at <https://agmlive.link/TIG21> (refer to details in the Annual General Meeting Online Guide).

**Important for Resolution 1:** If the Chairman 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 Chairman 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 Chairman 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

	For	Against	Abstain*
<b>1</b> Adoption of Remuneration Report (Non binding advisory vote)	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
<b>2a</b> Election of Mr David Swan as a Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
<b>2b</b> Re-election of Director – Mr. Owen Hegarty	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
<b>3</b> Approve the renewal of proportional takeover approval provisions in the Constitution	<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).

For personal use only

STEP 1

STEP 2

STEP 3



## 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 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 participate in 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 participate in the Meeting the appropriate "Certificate of Appointment of Corporate Representative" must be produced prior to admission in accordance with the Notice of Meeting. A form of the certificate may be obtained from the Company's share registry or online at [www.linkmarketservices.com.au](http://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 **3:00pm (Melbourne time) on Tuesday, 27 April 2021**, 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](http://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

Tigers Realm 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)