GOLDEN ENERGY AND RESOURCES LIMITED

(Incorporated in the Republic of Singapore)
Company Registration Number: 199508589E

OFF-MARKET TAKEOVER BID FOR STANMORE COAL LIMITED: NOTICE OF FULFILMENT OF FIRB CONDITION

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1. INTRODUCTION

1.1 The board of directors (the "**Board**") of Golden Energy and Resources Limited ("**GEAR**") refers to:

1.1.1 the announcements dated 19 November 2018, 4 December 2018 and 14 December 2018 released by GEAR on SGXNET (collectively, the "**SGX Announcements**") in relation to, *inter alia*, the off-market takeover bid under Chapter 6 of the *Corporations Act* 2001 (Cth) ("**Corporations Act**") by Golden Investments (Australia) Pte. Ltd. ("**Golden Investments**"), a company owned by GEAR and Ascend Global Investment Fund SPC, to acquire all the fully paid ordinary shares in Stanmore Coal Limited, a company listed on the Australian Securities Exchange ("**ASX**") (the "**Offer**"); and

1.1.2 the bidder's statement dated 19 November 2018 given by Golden Investments under Part 6.5 of the Corporations Act in relation to the Offer, as may be supplemented from time to time ("**Bidder's Statement**").

All capitalised terms used and not defined herein shall have the same meanings given to them in the SGX Announcements and the Bidder's Statement.

2. NOTICE OF FULFILMENT OF FIRB CONDITION

The Board wishes to announce that Golden Investments has today given notice to the ASX under section 630(4) of the Corporations Act ("**FIRB Condition Notice**") that the FIRB Condition, as set out in section 9 of Annexure A of the Bidder's Statement, has been fulfilled.

A copy of the FIRB Condition Notice is set out in the **Schedule** to this Announcement, and is also available on the website of the ASX at https://www.asx.com.au/.

By Order of the Board
GOLDEN ENERGY AND RESOURCES LIMITED

Pauline Lee
Chief Financial Officer and Company Secretary
19 December 2018

Forward Looking Statements

This Announcement may include certain statements that are in the nature of forward looking statements. You should be aware that such statements are only predictions and are subject to inherent risks and uncertainties which could cause actual values, results, performance or achievements to differ materially from those expressed, implied or projected in any forward looking statement.

The forward looking statements in this Announcement reflect the views held only as at the date of this Announcement. While GEAR believes that the expectations reflected in the forward looking statements in this Announcement are reasonable, no assurance can be given that such expectations will prove to be correct. You are cautioned not to place undue reliance on any forward looking statement.

Schedule
FIRB Condition Notice