GOLDEN ENERGY AND RESOURCES LIMITED

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

OFF-MARKET TAKEOVER BID FOR STANMORE COAL LIMITED:
LODGEMENT OF SECOND SUPPLEMENTARY BIDDER'S STATEMENT

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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, 14 December 2018, 19 December 2018 and 24 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 supplemented by the first supplementary bidder's statement dated 14 December 2018 (collectively, the "**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. LODGEMENT OF SECOND SUPPLEMENTARY BIDDER'S STATEMENT

The Board wishes to announce that Golden Investments has today lodged with the Australian Securities and Investments Commission and the ASX, the second supplementary bidder's statement dated 27 December 2018 to the Bidder's Statement given by Golden Investments pursuant to Division 4 of Part 6.5 of the Corporations Act in compliance with the requirements of section 643 of the Corporations Act ("**Second Supplementary Bidder's Statement**"), which provides certain updates on the Offer.

A copy of the Second Supplementary Bidder's Statement 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/. The Second Supplementary Bidder's Statement supplements and should be read together with the Bidder's Statement, and will prevail in the event of any inconsistency with the Bidder's Statement.

By Order of the Board
GOLDEN ENERGY AND RESOURCES LIMITED

Pauline Lee
Chief Financial Officer and Company Secretary
27 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
Second Supplementary Bidder's Statement