Second Supplementary Bidder's Statement

1 Introduction

1.1 Second Supplementary Bidder's Statement

This document is a supplementary bidder's statement given pursuant to Division 4 of Part 6.5 of the *Corporations Act 2001* (Cth) (**Corporations Act**) in compliance with the requirements of section 643 of the Corporations Act by Golden Investments (Australia) Pte. Ltd. (**Golden Investments**), a company owned by Golden Energy and Resources Limited and Ascend Global Investment Fund SPC, in relation to its off-market takeover offer to acquire all of the ordinary shares in Stanmore Coal Limited ABN 27 131 920 968 (**Stanmore Coal**).

It is the second supplementary bidder's statement (**Second Supplementary Bidder's Statement**) issued by Golden Investments to the bidder's statement dated 19 November 2018 issued by Golden Investments (**Original Bidder's Statement**). This Second Supplementary Bidder's Statement supplements and is to be read together with the Original Bidder's Statement and the first supplementary bidder's statement dated 14 December 2018 (**First Supplementary Bidder's Statement**). This document prevails in the event of any inconsistency with the Original Bidder's Statement or the First Supplementary Bidder's Statement.

1.2 Important notices

This Second Supplementary Bidder's Statement is dated 27 December 2018 which is the date on which it was lodged with the Australian Securities and Investments Commission (**ASIC**).

Neither ASIC nor its officers take any responsibility for the contents of this Second Supplementary Bidder's Statement.

1.3 Defined terms and interpretation

Unless the context otherwise requires, capitalised terms in this Second Supplementary Bidder's Statement have the same meaning given to them in Section 13.1 of the Original Bidder's Statement. The rules of interpretation set out in Section 13.2 of the Original Bidder's Statement also apply to this Second Supplementary Bidder's Statement, unless the context otherwise requires.

2 Extension of Offer Period

Golden Investments will today extend the Offer Period so that the Offer will remain open for acceptance until 7.00pm (Sydney time) on Tuesday 22 January 2019 (unless further extended or withdrawn in accordance with the Corporations Act).

Consequently, the new date for Golden Investments to give Notice of Status of Conditions is 15 January 2019.

3 Satisfaction of FIRB Condition and Facility Agreement

Golden Investments also takes this opportunity to advise that it has achieved some significant milestones in respect of its Offer to acquire Stanmore Coal Shares under its Takeover Bid.

(1) The FIRB Condition has been satisfied and the Offer is now free of that Condition.

(2) Golden Investments' majority shareholder GEAR, has entered into, and satisfied all material conditions precedent to draw-down of the first facility (as described below) under, a facility agreement with Credit Suisse AG, Singapore Branch to fund a portion of the consideration under the Offer.

Golden Investments encourages holders of Stanmore Coal Shares to take advantage of this rare liquidity opportunity and accept its Offer.

4 FIRB Approval

Golden Investments gave notice of the FIRB Condition being satisfied on Wednesday 19 December 2018, having received written advice from the Treasurer of the Commonwealth of Australia (or his delegate) that the Commonwealth Government has no objections to the acquisition by Golden Investments of Stanmore Coal Shares (**FIRB Approval**). The Offer is now free of the FIRB Condition.

5 Finance Facility executed

Golden Investments is pleased to advise that GEAR and Credit Suisse AG, Singapore Branch (**Credit Suisse**) have executed the definitive facility agreement for the $150 million Finance Facility (**Facility Agreement**) described in Section 10.3 of the Original Bidder's Statement that will be used by GEAR to provide funding to Golden Investments to pay a portion of the consideration to shareholders in Stanmore Coal who accept the Offer.

The Facility Agreement provides for two facilities, one of $70 million and the other of $80 million, each of which will, upon satisfaction of the conditions precedent to draw-down, be available for draw-down until 28 February 2019. Each facility is capable of draw-down in multiple tranches. Only funding from the first facility is intended to be used in respect of the Offer, and all material conditions precedent to draw-down of the first facility requiring actions and approvals under the Finance Agreement have been satisfied. Credit Suisse may syndicate the Finance Facility.

Requirements for draw-down that are significant in the context of the Offer include:

(1) the aggregate of GEAR's cash at bank and the net proceeds of the draw-down (together with any shareholder injections required at that time to be made by Ascend Global to Golden Investments) must be sufficient to pay in full the purchase price for all Stanmore Coal Shares accepted into the Offer as at time of draw-down. As noted in the First Supplementary Bidder's Statement, as at 30 September 2018 (being the date of GEAR's most recent published financial statements), GEAR held $231 million in cash and bank deposits, which is sufficient to satisfy this requirement;

(2) the Widjaja family must continue to control GEAR and GEAR must continue to control its subsidiary PT Golden Energy Mines Tbk (**GEMS**) and GEMS must continue to control the entities operating and/or managing the coal mining operations in relation to the PT Borneo Indobara Concession and PT Kuansing Inti Makmur Concessions (**GEMS Coal Assets**);

(3) GEAR, Golden Investments and certain other subsidiaries of GEAR must not incur further borrowings (subject to agreed carve-outs) and GEAR must not pre-pay any of its senior secured notes;

(4) GEAR not granting security over its assets (subject to agreed carve-outs);

(5) GEMS not disposing of its interest in the GEMS Coal Assets or any assets subject to the security for the Finance Facility;

(6) GEAR, GEMS and certain other subsidiaries of GEAR not entering into a merger or corporate reconstruction and GEAR and certain of its subsidiaries not making any acquisitions that would likely have a material adverse effect (excluding the acquisition of Stanmore Coal) or entering into joint venture arrangements;

(7) GEAR, Golden Investments and certain other subsidiaries of GEAR not making any loans or giving any guarantee or indemnity (subject to agreed carve-outs);

(8) GEAR not paying a dividend if a default occurs;

(9) GEAR not modifying the rights and obligations attaching to the shares in GEMS or Golden Investments if this would likely materially and adversely affect the enforcement of security over such shares or the application of proceeds of a disposal of such shares in payment of amounts outstanding under the Facility Agreement;

(10) GEAR not voting in favour of a resolution to (a) amend GEMS' articles of association in a manner adverse to the interests of the lenders under the Finance Facility, (b) dissolve, merge or liquidate GEMS, (c) issue shares in GEMS or (d) authorise GEMS to acquire its own shares;

(11) GEAR must maintain, fund and operate an interest reserve account in accordance with the terms of the Facility Agreement;

(12) the GEMS shares subject to security for the Finance Facility must continue to constitute at least a majority of the shares in GEMS;

(13) GEAR must maintain direct ownership of at least 51 per cent. of the shares in Golden Investments;

(14) representations made by GEAR and certain of its subsidiaries as to, among other things, (a) their due incorporation, existence and power and authority to enter into and perform the Facility Agreement and related documentation, (b) no conflict between (i) the Facility Agreement and related documentation and (ii) applicable laws, their constitutional documents and other agreements binding on them, (c) their obligations under the Facility Agreement and related documentation being legal, binding and enforceable, (d) valid creation of security for the Finance Facility, (e) ownership by GEAR of shares in GEMS and Golden Investments, and rights over such shares, and (f) compliance with anti-corruption and anti-money laundering laws and laws relating to the Offer, remaining true in all material respects;

(15) GEAR, GEMS and certain other subsidiaries of GEAR not cross-defaulting by (a) failing to pay debts as and when due or (b) otherwise defaulting on debts and causing such debts to become due and payable prior to their specified maturity;

(16) GEAR not voting any GEMS shares in a manner which would have a material adverse effect on the ability of GEMS to pay dividends;

(17) GEAR not breaching the GEMS shareholders' agreement in a way that would likely adversely affect the enforcement of security over GEMS shares or the application of proceeds of a disposal of such shares in payment of amounts outstanding under the Facility Agreement;

(18) all granted security under the Facility Agreement retaining its priority and remaining lawful, effective and enforceable;

(19) GEAR and certain other subsidiaries of GEAR not rescinding or repudiating any of the Facility Agreement and related documentation or any security granted thereunder; and

(20) GEAR, Golden Investments and certain other subsidiaries of GEAR not breaching certain other material undertakings in the Facility Agreement, and there being no other major defaults under the Facility Agreement.

Subject to satisfaction of the conditions precedent to draw down and there being no illegality in respect of the funding, until all holders of Stanmore Coal Shares who accept the Offer have been paid in full (or the earlier lapse of the Offer), no lender under the Facility Agreement may cancel its commitment, terminate the Facility Agreement or any facility under it or require repayment to the extent such an action would limit funds being available under the Facility Agreement to pay for Stanmore Coal Shares acquired under the Offer.

The Facility Agreement otherwise contains standard representations, covenants and warranties for an agreement of this type and all security has been granted.

6 Next Steps

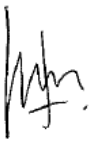
Golden Investments encourages Stanmore Coal Shareholders to accept the Offer as soon as possible. The Offer will remain open for acceptance until 7:00pm (Sydney time) on 22 January 2019 (unless further extended or withdrawn in accordance with the Corporations Act). Full details of how to accept the Offer are contained in Annexure A of the Original Bidder's Statement.

If you have any questions or would like another copy of the Original Bidder's Statement and/or the Acceptance Form, please contact the Offer Information Line on 1300 349 217 (callers within Australia) or +61 3 9415 4186 (callers outside Australia) between 8:30am and 5:00pm (Sydney time) on Business Days.

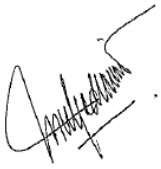
7 Authorisation

This Second Supplemental Bidder's Statement has been approved by a resolution passed by the directors of Golden Investments.

Signed for and on behalf of Golden Investments:



Mark Zhou
Director
Golden Investments



Mulyadi Tjandra
Director
Golden Investments