

GOLDEN ENERGY AND RESOURCES LIMITED

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

OFF-MARKET TAKEOVER BID FOR STANMORE COAL LIMITED: ASX SUBSTANTIAL SHAREHOLDER NOTICE AND RESULTANT SHAREHOLDING

1. INTRODUCTION

1.1 **Offer.** 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, 24 December 2018, 27 December 2018, 15 January 2019 and 16 January 2019 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 (such shares, “**Stanmore Coal Shares**”), 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, second, third and fourth supplementary bidder’s statements dated 14 December 2018, 27 December 2018, 15 January 2019 and 16 January 2019, respectively (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. ASX SUBSTANTIAL SHAREHOLDER NOTICE AND RESULTANT SHAREHOLDING

2.1 **ASX Notice.** The Board wishes to announce that in connection with the Offer, Golden Investments has today filed with ASX a Substantial Shareholder Notice (the “**ASX Notice**”). A copy of the ASX 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/>.

2.2 **Resultant Shareholding.** As set out in the ASX Notice, as at 8.42 am (Sydney time) on 18 January 2019:

2.2.1 the total number of Stanmore Coal Shares which are the subject of valid acceptances of the Offer received by Golden Investments amounts to an aggregate of 5,259,740 Stanmore Coal Shares, representing approximately 2.08 per cent. of the total number of Stanmore Coal Shares (such shares, the “**Accepted Offer Shares**”); and

2.2.2 the Accepted Offer Shares, when aggregated together with the 50,144,723 Stanmore Coal Shares acquired by GEAR on 4 December 2018 and on market purchases, amount to an aggregate of 55,404,463 Stanmore Coal Shares, representing approximately 21.91 per cent. of the total number of Stanmore Coal Shares.

By Order of the Board

GOLDEN ENERGY AND RESOURCES LIMITED

Pauline Lee

Chief Financial Officer and Company Secretary

18 January 2019

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
ASX Notice**