

FOR IMMEDIATE RELEASE

NOT FOR RELEASE OR DISTRIBUTION IN THE UNITED STATES

23 December 2019

**Tigers Realm Coal Limited – Accelerated Renounceable Entitlement Offer**

On 18 December 2019, Tigers Realm Coal Limited (**TIG** or **Company**) announced the launch of a 13 for 4 accelerated renounceable entitlement offer of fully paid TIG ordinary shares (**New Shares**) at an offer price of A\$0.01 per New Share (**Offer Price**) to raise up to US\$40 million (**Entitlement Offer**).

In accordance with ASX Listing Rule 3.17, please find attached the following documents relating to the retail component of the Entitlement Offer:

1. Retail Entitlement Offer Booklet containing;
  - Chairman's letter;
  - Key Dates for the Entitlement Offer;
  - How to apply;
  - ASX announcements; and
  - Other important information of the Entitlement Offer; and
2. Sample Entitlement and Acceptance Form.

TIG advises that the Retail Entitlement Offer Booklet and personalized Entitlement and Acceptance form will be dispatched to Eligible Retail Shareholders today.

A notification to ineligible security holders will be released to ASX separately.

**Enquiries**

If you have any questions about the Entitlement Offer, you should seek advice from your stockbroker, accountant or other independent professional adviser, or you can call the TIG Offer Information Line on 1300 880 467 or + 61 1300 880 467 (outside Australia) at any time between 8:30am and 5:30pm (AEST) on Monday to Friday during the Retail Entitlement Offer period.

**Contact details**

Further details about Tigers Realm Coal can be found at [www.tigersrealmcoal.com](http://www.tigersrealmcoal.com). For further information, contact:

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**Approval of Announcement**

The Board of TIG has authorised the release of this announcement to the market.



## **Retail Entitlement Offer Information Booklet**

**Details for a 13 for 4 accelerated renounceable entitlement offer of fully paid ordinary shares at an offer price of \$0.01 per New Share.**

**The Retail Entitlement Offer closes at 7.00pm (AEST) on 22 January 2020.**

### **NOT FOR DISTRIBUTION OR RELEASE IN THE UNITED STATES**

This Offer Booklet requires your immediate attention. It is an important document which is accompanied by a personalised Entitlement and Acceptance Form and both should be read in their entirety. This document is not a prospectus under the Corporations Act and has not been lodged with the Australian Securities and Investments Commission.

If you have any questions, you should seek advice from your stockbroker, accountant or other independent professional adviser or call the TIG Offer Information Line on 1300 880 467 or + 61 1300 880 467 (outside Australia) at any time between 8:30am and 5:30pm (AEST) on Monday to Friday during the Retail Entitlement Offer period.

## **Important notices**

### **Nature of this Information Booklet**

This Information Booklet has been prepared and issued by Tigers Realm Coal Limited (ACN 146 752 561) (**TIG** or the **Company**) and is dated 23 December 2019. Capitalised terms in this section have the meaning given to them in this Information Booklet.

The Retail Entitlement Offer is made in accordance with section 708AA of the Corporations Act (as modified by ASIC Corporations (Non-Traditional Rights Issues) Instrument 2016/84). This Information Booklet does not contain all of the information which an investor may require to make an informed investment decision. The information in this Information Booklet does not constitute financial product advice and does not take into account your investment objectives, financial situation or particular needs.

This Information Booklet should be read in its entirety before you decide to participate in the Retail Entitlement Offer. This Information Booklet is not a prospectus or other disclosure document under the Corporations Act and has not been lodged with ASIC.

By returning an Entitlement and Acceptance Form or otherwise paying for your New Shares through BPAY® in accordance with the instructions on the Entitlement and Acceptance Form, you acknowledge that you have read this Information Booklet and you have acted in accordance with and agree to the terms of the Retail Entitlement Offer detailed in this Information Booklet.

### **No overseas offering**

This Information Booklet and the accompanying Entitlement and Acceptance Form do not constitute an offer or invitation in any place in which, or to any person to whom, it would not be lawful to make such an offer or invitation. In particular, this Information Booklet does not constitute an offer to Ineligible Retail Shareholders. This Information Booklet is not to be distributed in, and no offer of New Shares under the Retail Entitlement Offer is to be made, in countries other than Australia, New Zealand and Singapore. No action has been taken to register or qualify the Retail Entitlement Offer, the

Entitlements or the New Shares, or otherwise permit the public offering of the New Shares, in any jurisdiction other than in Australia, New Zealand and Singapore.

The distribution of this Information Booklet (including an electronic copy) outside the Australia, New Zealand or Singapore, is restricted by law. If you come into possession of the information in this booklet, you should observe such restrictions and should seek your own advice on such restrictions. Any non-compliance with these restrictions may contravene applicable securities laws.

Foreign exchange control restrictions or restrictions on remitting funds from your country to Australia may apply. Your Application for New Shares is subject to all requisite authorities and clearances being obtained for TIG to lawfully receive your Application Monies.

### **New Zealand disclaimer**

The New Shares are not being offered or sold to the public within New Zealand other than to existing shareholders of TIG with registered addresses in New Zealand to whom the offer of New Shares is being made in reliance on the Financial Markets Conduct Act 2013 (New Zealand) and the Financial Markets Conduct (Incidental Offers) Exemption Notice 2016 (New Zealand).

This document has been prepared in compliance with Australian law and has not been registered, filed with or approved by any New Zealand regulatory authority under the Financial Markets Conduct Act 2013 (New Zealand). This document is not an investment statement or prospectus under New Zealand law and is not required to, and may not, contain all the information that an investment statement or prospectus under New Zealand law is required to contain.

### **Singapore disclaimer**

This document has not been registered as a prospectus with the Monetary Authority of Singapore. Accordingly, the Rights Shares and the Rights Entitlements may not be offered or sold or made the subject of an invitation for subscription or purchase, nor may this document and any other document and any other document or material in connection with the offer or sale, or invitation for subscription or purchase, of the Rights Shares and

the Rights Entitlements be circulated or distributed, whether directly or indirectly, nor may the Rights Shares and the Rights Entitlements be offered or sold, or be made the subject of an invitation for subscription or purchase, whether directly or indirectly, to any person in Singapore other than (i) existing shareholders of record of New Shares pursuant to Section 273(1)(cd) of the Securities and Futures Act (Cap. 289) of Singapore, as modified or amended from time to time ("SFA") or (ii) pursuant to, and in accordance with, the conditions of an exemption under any provision of Subdivision (4) of Division 1 of Part XIII of the SFA.

#### **Notification under Section 309B(1)(c) of the SFA**

– In connection with Section 309B of the SFA and the Securities and Futures (Capital Markets Products) Regulations 2018 of Singapore (the CMP Regulations 2018), TIG has determined the classification of the Rights Shares and the Rights Entitlements as prescribed capital markets products (as defined in the CMP Regulations 2018) and Excluded Investment Products (as defined in MAS Notice SFA 04-N12: Notice on the Sale of Investment Products and MAS Notice FAA-N16: Notice on Recommendations on Investment Products).

#### **United States disclaimer**

This Information Booklet, and any accompanying ASX announcements and the Entitlement and Acceptance Form do not constitute an offer to sell, or the solicitation of an offer to buy, any securities in the United States. Neither this Information Booklet nor the Entitlement and Acceptance Form may be distributed or released in the United States. Neither the Entitlements nor the New Shares offered in the Retail Entitlement Offer have been, or will be, registered under the U.S. Securities Act of 1933 (**U.S. Securities Act**) or the securities laws of any state or other jurisdiction of the United States. Accordingly, the Entitlements may not be taken up by, and the New Shares may not be offered, sold or resold to persons in the United States or persons who are acting for the account or benefit of a person in the United States unless they have been registered under the U.S. Securities Act or in a transaction exempt from, or not subject to, the registration requirements of the U.S. Securities Act and any other applicable U.S. state securities laws. The Entitlements and the New Shares to be offered and sold in the Retail Entitlement Offer may only be

offered and sold outside the United States in "offshore transactions" (as defined in Rule 902(h) under the U.S. Securities Act) in compliance with Regulation S under the U.S. Securities Act.

#### **Definitions and time**

Defined terms used in this Information Booklet are contained in the Glossary in section 8. All references to time are to the time in Melbourne (Australia), unless otherwise indicated.

#### **Foreign exchange**

All references to "\$" are AUD unless otherwise noted.

#### **Taxation**

There will be tax implications associated with participating in the Retail Entitlement Offer and receiving New Shares. Section 5 provides for a general guide to the Australian income tax, GST and stamp duty implications of the Retail Entitlement Offer for Eligible Retail Shareholders. The guide does not take account of the individual circumstances of particular Eligible Retail Shareholders and does not constitute tax advice. TIG recommends that you consult your professional tax advisor in connection with the Retail Entitlement Offer.

#### **Past performance**

Investors should note that the past Share price performance of TIG provides no guarantee or guidance as to future Share price performance.

#### **Future performance**

This Information Booklet contains certain "forward looking statements". Forward looking statements can generally be identified by the use of forward looking words such as, "expect", "anticipate", "likely", "intend", "should", "could", "may", "predict", "plan", "propose", "will", "believe", "forecast", "estimate", "target" and other similar expressions. Indications of, and guidance or outlook on, future earnings or financial position or performance are also forward-looking statements. You are cautioned not to place undue reliance on any forward-looking statement. While due care and attention has been used in the preparation of forward-looking statements, forward looking

statements, opinions and estimates provided in this Information Booklet are based on assumptions and contingencies which are subject to change without notice, as are statements about market and industry trends which are based on interpretations of current market conditions. Forward looking statements including projections, guidance on future earnings and estimates are provided as a general guide only and should not be relied upon as an indication or guarantee of future performance and involve known and unknown risks, uncertainties and other factors, many of which are outside the control of TIG and its directors and management. A number of important factors could cause the Company's actual results to differ materially from the plans, objectives, expectations, estimates and intentions expressed in such forward looking statements, including the risk factors described in the "Key Risks" section of the investor presentation included in section 6 of this Information Booklet. Actual results, performance or achievements may vary materially from any forward-looking statements and the assumptions on which statements are based. To the maximum extent permitted by law, TIG and its directors, officers, employees, agents, associates and advisers disclaim any obligations or undertaking to update publicly any forward-looking statements, whether as a result of new information, future events or results or otherwise.

### **Risks**

Refer to the "Key Risks" section of the Investor Presentation included in section 6 of this Information Booklet for a summary of certain risk factors that may affect TIG.

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## Chairman's letter

23 December 2019

**Dear Shareholder,**

On behalf of the directors of Tigers Realm Coal Limited (ACN 146 752 561) (**TIG** or the **Company**), I am pleased to invite you to participate in a 13 for 4 accelerated, renounceable entitlement offer of new fully paid ordinary shares in the Company (**New Shares**) at an offer price of \$0.01 (**Offer Price**) per New Share (**Entitlement Offer**).

As announced on 20 December 2019, the institutional component of the Entitlement Offer has been completed (**Institutional Entitlement Offer**), raising approximately A\$39.7 million (US\$27.3 million). TIG now seeks retail investors' participation in the retail component of the entitlement offer (**Retail Entitlement Offer**).

### **Purpose of the Entitlement Offer and use of proceeds**

The Company is undertaking the Entitlement Offer in order to meet its substantial need for capital on account of its current financial position as evidenced by its public announcements regarding the on-going recapitalisation process. In the event the Entitlement Offer is fully subscribed, the Company would raise US\$40 million.

Proceeds from the Entitlement Offer will be used for the following purposes (values based on US\$40 million capital raising):

- US\$20.5 million to settle the existing Shareholder Debt, including interest;
- up to US\$5.0m for early repayment of leasing obligations with effective interest rate higher than 15% per year;
- up to US\$6.5 million for capital expenditures at the mine and port;
- up to US\$2.0 million for license compliance drilling; and

up to US\$6.0 million for working capital. As the Entitlement Offer is not underwritten, there is no guarantee that the full amount will be raised. However, TIG has obtained pre-commitments from each of Bruce Nathaniel Gray, BV Mining Holding Limited and RDIF Investment Management to raise A\$39.7 million (US\$27.3 million).

More detail regarding the intended use of funds is provided in section 2.7 and the Investor Presentation included in section 6 of this Information Booklet.

### **Retail Entitlement Offer**

Under the Retail Entitlement Offer, eligible shareholders with a registered address in Australia, New Zealand or Singapore are entitled to subscribe for 13 New Shares for every 4 existing fully paid ordinary shares in TIG (**Shares**) held at 7.00pm (AEST) on 20 December 2019 (**Record Date**), at the Offer Price of \$0.01 per New Share.

The Offer Price is the same price that was offered to investors who participated in the Institutional Entitlement Offer. The Offer Price represents a 14.1% discount to the theoretical ex-rights price.<sup>1</sup>

<sup>1</sup> The theoretical ex-rights price is the theoretical market price for shares in TIG immediately following the Retail Entitlement Offer assuming the Retail Entitlement Offer is fully subscribed, based on the 5-day volume weighted average price (**VWAP**) of TIG shares prior

Any New Shares for which a valid application is not received will be renounced and offered for sale to existing Shareholders as well as to new Institutional Investors through a single shortfall bookbuild (**Bookbuild**). The Bookbuild will be conducted by, Argonaut Securities Pty Ltd ABN 72 108 330 650, lead manager to the Offer (**Lead Manager**)).

Eligible Retail Shareholders may apply to take up additional shares (as **Additional New Shares**) in excess to their individual Entitlement (**Shortfall Election**). Full details of the Shortfall Election and Bookbuild process are set out in section 2.4 of this Information Booklet.

### **Information Booklet**

This Information Booklet is important and requires your immediate attention. It is accompanied by your personalised Entitlement and Acceptance Form which contains details of your Entitlement as well as important information including:

- Key dates for the Entitlement Offer;
- Instructions on How to Apply, setting out how to accept all or part of your Entitlement in the Retail Entitlement Offer if you choose to do so, and also apply for Additional New Shares in excess of your Entitlement under the Bookbuild; and
- ASX Announcements relating to the Entitlement Offer.

The Retail Entitlement Offer is scheduled to open on 23 December 2019 and closes at 7.00pm (AEST) on 22 January 2020.

To participate, you need to ensure that you have completed your application by:

- paying Application Monies via BPAY® pursuant to the instructions that are set out on the Entitlement and Acceptance Form so that your payment via BPAY® has been received by TIG by 7.00pm (AEST) on 22 January 2020;

### **OR**

- lodging your Entitlement and Acceptance Form, together with payment of Application Monies, by cheque, bank draft or money order so that it is received by TIG (care of the Registry) by 7.00pm (AEST) on 22 January 2020.

### **Renouncability**

Entitlements are renounceable in that Shareholders who do not take up all of their Entitlement (or allow their Entitlement to lapse) or are Ineligible Shareholders, will have the New Shares to which they would otherwise be entitled, offered for sale through the Bookbuild.

Any proceeds realised in excess of the Offer Price of \$0.01 per New Share will be paid from proceeds of successful Bookbuild applicants and distributed (pro rata) to those Shareholders who do not take up all of their Entitlement (or allow their Entitlement to lapse) or who are Ineligible Shareholders (for more information, see the information under the heading "How to apply" in section 3 of this Information Booklet).

Entitlements will not be able to be traded on the ASX or privately transferred.

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to announcement of the equity raising on 18 December 2019. This is a theoretical calculation only and the actual market price may be higher or lower than this.



### **Additional information**

Further information on the Retail Entitlement Offer is detailed in this Information Booklet. You should read the entirety of this Information Booklet carefully (including the "Key Risks" section of the Investor Presentation released to ASX on 18 December 2019 and included in section 6 of this Information Booklet) before deciding whether to participate in the Retail Entitlement Offer.

If you have any further questions about the Retail Entitlement Offer, you should seek advice from your stockbroker, accountant or other independent professional adviser, or you can call the TIG Offer Information Line on 1300 880 467 or + 61 1300 880 467 (outside Australia) at any time between 8:30am and 5:30pm (AEST) on Monday to Friday during the Retail Entitlement Offer period.

The board of directors of TIG looks forward to your participation in the Retail Entitlement Offer.

Yours sincerely,

**Chairman**

## 1. Summary of the Entitlement Offer

### The Entitlement Offer

Ratio	13 New Shares for every 4 Shares
Offer Price	\$0.01
Size	Approximately US\$40 million (if maximum subscription to Entitlements)

### Key dates for the Entitlement Offer

Event	Date
Institutional Entitlement Offer opens	Prior to noon 18 December 2019
Institutional Entitlement Offer closes	5.00pm, 19 December 2019
Trading halt ends and results of Institutional Entitlement Offer announced	20 December 2019
Record Date	20 December 2019
Retail Entitlement Offer opens and Information Booklet despatched	23 December 2019
Institutional Offer settlement date	30 December 2019
Institutional Offer issue date	31 December 2019
Retail Entitlement Offer closes	22 January 2020
Announcement of results of Retail Offer, notify ASX of undersubscriptions (if any)	28 January 2020
Bookbuild for any shortfall (if applicable)	29 January 2020
Announce results of Bookbuild (in relation to allocation of shares that do not require Shareholder Approval)	30 January 2020
Retail Offer issue date (issue of shares issued under the Retail Offer, and those shares issued under the shortfall bookbuild which do not require Shareholder Approval)	3 February 2020
Shares issued on the Retail Offer issue date commence trading on ASX	4 February 2020

**Note:** The timetable above is indicative only and subject to change. The Company reserves the right to amend any or all of these events, dates and times subject to the Corporations Act, the ASX Listing Rules and other applicable laws. In particular, TIG reserves the right to extend the closing date of the Retail Entitlement Offer, to accept late applications either generally or in particular cases or to withdraw the Retail Entitlement Offer without prior notice. The commencement of quotation of New Shares and Additional New Shares is subject to confirmation from ASX.

## 2. Overview

### 2.1 Entitlement Offer

The Entitlement Offer is an offer of approximately 5,882,900,000 New Shares at the Offer Price of \$0.01 per New Share. All eligible Shareholders are entitled to subscribe for 13 New Shares for every 4 Shares held at 7.00pm (AEST) on the Record Date.

All eligible Shareholders are being invited to take up all or part of their Entitlements and also apply for Additional New Shares in excess of their Entitlement in the Bookbuild. The Company intends to raise up to approximately US\$40 million under the Entitlement Offer (after costs).

The Entitlement Offer comprises of three components

- **Institutional Entitlement Offer** – Eligible Institutional Shareholders were given the opportunity to take up all or part of their Entitlement and the ability to make an election to take up Additional New Shares in excess of their Entitlement to be allocated in the Bookbuild.
- **Retail Entitlement Offer** – Eligible Retail Shareholders will be allotted their Entitlements under the Retail Entitlement Offer which can be taken up in whole or in part, or in whole with the ability to subscribe for Additional New Shares in excess of their Entitlement, to be allocated in the Bookbuild.
- **Bookbuild** – retail and institutional Entitlements which are not taken up by the close of the relevant Offer period will be offered for sale through the Bookbuild (as explained in section 2.4 below). Any proceeds realised in excess of the Offer Price in the Bookbuild will be remitted proportionally to those eligible Shareholders who do not fully take up their Entitlement (or allow their Entitlement to lapse) and any to Ineligible Shareholders from the Institutional and Retail Entitlement Offer periods.

### 2.2 Retail Entitlement Offer

Eligible Retail Shareholders (as defined in this section) are being invited to subscribe for all or part of their Entitlement, and are being sent this Information Booklet with a personalised Entitlement and Acceptance Form.

The Retail Entitlement Offer constitutes an offer only to Eligible Retail Shareholders, being Shareholders who:

- are registered as a holder of Shares as at the Record Date, being 7.00 pm (AEST) on 20 December 2019;
- as at the Record Date, have a registered address in Australia, New Zealand or Singapore;
- are not in the United States and are not acting for the account or benefit of a person in the United States (to the extent they are holding Shares for the account or benefit of such person in the United States);
- are not an Eligible Institutional Shareholder or an Ineligible Shareholder; and
- are eligible under all applicable securities laws to receive an offer under the Retail Entitlement Offer without any requirement for a prospectus or offer document to be lodged or registered.

TIG, in its absolute discretion, reserves the right to determine whether a security holder is an Eligible Retail Shareholder and therefore able to participate in the Retail Entitlement Offer, or an Ineligible Retail Shareholder and therefore unable to participate in the Retail Entitlement Offer. TIG disclaims all liability to the maximum extent permitted by law in respect of the determination as to whether a security holder is an Eligible Retail Shareholder or an Ineligible Retail Shareholder.

### 2.3 Ineligible Retail Shareholders

All Shareholders who are not Eligible Retail Shareholders are Ineligible Retail Shareholders. Ineligible Retail Shareholders will not be entitled to participate in the Retail Entitlement Offer.

TIG has determined that it would be unreasonable on this occasion to extend the Retail Entitlement Offer to Ineligible Retail Shareholders, having regard to the number of Shares held by Ineligible Retail Shareholders, the number and value of New Shares that they would be offered, and the costs of complying with the legal and regulatory requirements which would apply to an offer of Shares to Ineligible Retail Shareholders in those places.

### 2.4 Option holders

TIG currently has 28,346,000 options on issue, of which 14,242,000 have vested and are exercisable at the record date. The lowest exercise price of the vested options is \$0.08, as compared to the current share price of \$0.017. On that basis, the Company considers it unlikely any option holders will participate in the Entitlement Offer.

### 2.5 Bookbuild and Additional New Shares

Eligible Retail Shareholders who take up all of their Entitlement may subscribe for Additional New Shares in excess of their Entitlement. This can be done by lodging a Shortfall Election for a dollar amount of Additional New Shares (which will be issued at the Clearing Price determined through the Bookbuild) on the personalised Entitlement and Acceptance Form.

Subject to section 7.7 of this Information Booklet and applicable legal and regulatory requirements, there is no cap on the amount of Additional New Shares that Eligible Retail Shareholders can apply to take up through their Shortfall Elections, nor on Institutional Investors nor Eligible Institutional Shareholders on bids they make for Additional New Shares in the Bookbuild (**Bids**), and provided:

- if the total amount of Shortfall Elections and Bids is less than the total Shortfall, all such applications will be filled; and
- if the total amount of Shortfall Elections and Bids is greater than the total Shortfall, then the Shortfall Elections made by Eligible Retail Shareholders will be allocated first, and if those Shortfall Elections alone exceed the Shortfall then those Shortfall Elections will be scaled back on a pro rata basis (i.e. the proportion the Eligible Retail Shareholder's shareholding represents of the total shareholdings of all Eligible Retail Shareholders that have lodged a Shortfall Election).

Please note that Additional New Shares will only be allocated to you following the Bookbuild if there are a sufficient number of New Shares not taken up in the Retail or Institutional Entitlement Offer that make up the Shortfall. If you apply for Additional New Shares, there is no guarantee you will be allocated any.

The price for the Additional New Shares in the Bookbuild will be set at the highest Bid price that will allow the maximum number of Additional New Shares to be issued to all of the following:

- Eligible Retail Shareholders;
- new Institutional Investors; and
- Eligible Institutional Shareholders (other than any Shareholders that would require shareholder approval to acquire New Shares from the Shortfall),

that made Shortfall Elections or Bids (as relevant) (**Clearing Price**).

TIG will only issue Shares under the Retail Entitlement Offer where the directors of TIG are satisfied, in their discretion, that the issue of such Shares will not increase a Shareholder's voting power in contravention of the takeover prohibitions pursuant to the Corporations Act.

New Shares and Additional New Shares will be issued on a fully paid basis and will rank equally with existing Shares on issue.

## 2.6 Control implications

The potential effect that the Entitlement Offer will have on the control of TIG (and the consequences of that effect) will depend on a number of factors, including the extent to which Eligible Shareholders take up their entitlement to New Shares under the Entitlement Offer and the extent to which Eligible Shareholders participate in the Bookbuild.

The major shareholders of TIG, being Bruce Nathaniel Gray (and related entities) (**BG**), BV Mining Holding Limited (**BV**), RDIF Investment Management (**RDIF**) (each a **Major Shareholder**) currently hold voting power in TIG of 22.56%, 31.22% and 14.42% respectively.

As noted above, each of the Major Shareholders have committed to fully subscribe for their respective entitlements under the Entitlement Offer. If all other Eligible Shareholders take up their full entitlement under the Entitlement Offer, then the Entitlement Offer will have no effect on the control of TIG. To the extent that an Eligible Shareholder fails to take up their full entitlement or they are Ineligible Shareholders, their percentage holding in TIG will be diluted.

Each of the Major Shareholders will also be invited to participate in the Bookbuild, subject to the operation of TIG's allocation policy (**Allocation Policy**).

The Allocation Policy will mitigate the control effects, if any, of the Major Shareholders participation in the Bookbuild as follows:

- Eligible Retail Shareholders' Shortfall Elections for Additional New Shares under the terms of the Entitlement Offer will be allocated first;
- existing Institutional Investors' (other than the Major Shareholders) and new Institutional Investors' Bids will be allocated next (should any shortfall remain after retail allocations);
- the Major Shareholders who place Bids will be allocated any shortfall last, subject to obtaining all required shareholder approvals for the purposes of ASX Listing Rules, the Corporations Act and the *Foreign Acquisitions and Takeovers Act 2015* (Cth). TIG will promptly use all reasonable endeavours to seek that shareholder approval following completion of the Bookbuild. Shares allocated to such applicants will not be issued unless and until such approval is received.

Assuming the Major Shareholders subscribe for their respective entitlements pursuant to their binding pre-commitments and no other Eligible Shareholder subscribes for New Shares under the

Entitlement Offer, then there is a potential shortfall of 31.80% of the proposed issuance (being 1 842,845,171 shares). Set out below is an illustration of the potential impact on the respective voting power of each Major Shareholder under the scenarios described below. TIG believes that these scenarios are unlikely as they assume no other shareholder subscribes for its entitlement and no other shareholder elects to participate in the Bookbuild. In the event any other shareholder subscribes for its entitlement and elects to participate in the shortfall, then the Allocation Policy described above will operate to ensure that such shareholder is able to take up its shortfall allocation in full in priority to the Major Shareholders. For this reason, the Company considers the scenarios below, and in particular the dilutionary impact on the other shareholders, highly unlikely.

Shareholder	Current voting power	Voting power post Entitlement Offer if there is a shortfall of 31.80% under the Entitlement Offer and:		
		100% of the shortfall is acquired by new institutional shareholders (but no Major Shareholder)	50% of the shortfall is acquired by new institutional investors 50% of the shortfall is acquired by the Major Shareholders (on a pro rata basis and subject to shareholder approval)	100% of the shortfall is taken up by Major Shareholders (on a pro rata basis and subject to shareholder approval)
BG	22.56%	22.56%	26.58%	29.73%
BV	31.22%	31.22%	36.78%	41.15%
RDIF	14.42%	14.42%	16.99%	19.01%
Other shareholders	31.80%	10.11%	10.11%	10.11%

## 2.7 Use of funds scenarios

Assuming the Entitlement Offer is fully subscribed, the Company intends to apply the US\$40 million in gross proceeds as follows:

	A\$ <sup>2</sup>	US\$
To settle the existing Shareholder Debt, including interest	29.7	20.5
License compliance drilling	2.9	2.0
Capital expenditures at the mine and port	9.4	6.5
Working capital (including costs of the Entitlement Offer)	8.7	6.0
Early repayment of leasing obligations with effective interest rate higher than 15% per year	7.2	5.0
<b>Total</b>	<b>58.0</b>	<b>40.0</b>

Assuming the Major Shareholders subscribe for their respective entitlements pursuant to their binding pre-commitments and no other Eligible Shareholder subscribes for New Shares under the Entitlement Offer, then there is a potential shortfall of 31.80% of the proposed issuance (being

<sup>2</sup> AUD/USD exchange rate of – 0.69. Total numbers rounded to nearest whole figure.

1,842,845,171 shares). In the unlikely event the shortfall is not taken up by any existing Eligible Shareholder or new Institutional Investor, then the gross proceeds available to the Company would only be US\$27.3 million. For hypothetical purposes only, the Company would apply such lesser amount of gross proceeds as follows:

	A\$ <sup>3</sup>	US\$
To settle the existing Shareholder Debt, including interest	29.8	20.5
License compliance drilling	2.9	2.0
Capital expenditures at the mine and port	7.0	4.8
Working capital (including costs of the Entitlement Offer)	0.0	0.0
Early repayment of leasing obligations with effective interest rate higher than 15% per year	0.0	0.0
<b>Total</b>	<b>39.7</b>	<b>27.3</b>

## 2.8 What is your Entitlement?

Your Entitlement is set out on the accompanying personalised Entitlement and Acceptance Form and has been calculated as 13 New Shares for every 4 Shares you held as at the Record Date, being 7.00pm (AEST) on 20 December 2019. If the result is not a whole number, your Entitlement will be rounded up to the nearest whole number. If you have more than one registered holding of Shares, you will be sent more than one personalised Entitlement and Acceptance Form and you will have separate Entitlements for each separate holding.

The Entitlement stated on your personalised Entitlement and Acceptance Form may be in excess of the actual Entitlement you may be permitted to take up; for example, you are not permitted to take up an Entitlement to the extent you are holding Shares for the account or benefit of a person in the United States (see definition of Eligible Retail Shareholders in section 2.2 of this Information Booklet).

## 2.9 Can you trade your Entitlement?

Your Entitlement is personal and cannot be traded on ASX, transferred, assigned or otherwise dealt with. If you do not take up your Entitlement by 7.00pm (AEST) on 22 January 2020, your rights will lapse. The New Shares not subscribed for will form part of the Shortfall, to be on sold in the Bookbuild.

By allowing your Entitlement to lapse you will forgo any exposure to increases or decreases in the value of the New Shares had you taken up your Entitlement. Your interest in TIG will also be diluted.

## 2.10 Reconciliation

The Entitlement Offer is a complex structure and in some instances Shareholders may believe that they will own more Shares in TIG than they actually do on the Record Date. This results in a need for reconciliation. If reconciliation is required, it is possible that TIG may need to issue a small quantity of additional New Shares (**Top-Up Shares**) to ensure all Eligible Retail Shareholders receive their full Entitlement.

<sup>3</sup> AUD/USD exchange rate of – 0.6873. Total numbers rounded to nearest whole figure.

These Top-Up Shares would be issued at the Offer Price.

## **2.11 ASX quotation**

Subject to approval being granted, quotation of the New Shares and Additional New Shares (if any) issued under the Entitlement Offer is expected to commence on 4 February 2020 (on a normal trading basis).

Holding statements will be dispatched in accordance with the Listing Rules. It is the responsibility of each applicant to confirm their holding before trading in New Shares or Additional New Shares.

Any applicant who sells New Shares or Additional New Shares before receiving confirmation of their holding in the form of a holding statement will do so at their own risk. The Company disclaims all liability (to the maximum extent permitted by law) to persons who trade New Shares or Additional New Shares before receiving their holding statements, whether on the basis of confirmation of the allocation provided by the Company, the Registry or otherwise, or who otherwise trade or purport to trade New Shares or Additional New Shares in error or which they do not hold or are not entitled to. If you are in any doubt as to these matters, you should first consult with your stockbroker or other professional adviser.

## **2.12 Rights of the Company**

TIG reserves the right (in its absolute sole discretion) to reduce the number of New Shares and Additional New Shares allocated to Eligible Retail Shareholders, or persons claiming to be Eligible Retail Shareholders, if their claims prove to be overstated or they fail to provide information to substantiate their claims.

By accepting their Entitlement, Eligible Retail Shareholders irrevocably acknowledge and agree to do any of the above as required by the Company in its absolute discretion. Eligible Retail Shareholders also acknowledge that:

- there is no time limit on the ability of TIG to require any of the actions set out above; and
- where TIG exercise their right to correct an Eligible Retail Shareholder's Entitlement, the Eligible Retail Shareholder is treated as continuing to accept or not take up any remaining Entitlement.

## **2.13 Withdrawal of the Retail Entitlement Offer**

Subject to applicable law, TIG reserves the right to withdraw the Retail Entitlement Offer at any time before the issue of New Shares and Additional New Shares (if any), in which case all Application Monies will be refunded without interest.



### **3. How to Apply**

#### **3.1 Important Information**

You should read the following information carefully and in its entirety before making a decision about your Entitlement:

- Important notices;
- Chairman's letter;
- ASX Announcements and the Investor Presentation<sup>4</sup> (and in particular the "Key Risks" section of the Investor Presentation);
- Additional Information;
- Entitlement and Application Form; and
- other information made publically available by TIG.

If you have any questions, you should seek advice from your stockbroker, accountant or other independent professional adviser, or call the TIG Offer Information Line on 1300 880 467 or + 61 1300 880 467 (outside Australia) at any time between 8:30am and 5:30pm (AEST) on Monday to Friday during the Retail Entitlement Offer period.

#### **3.2 Summary of the options available to you**

If you are an Eligible Shareholder, you may do any one of the following:

- take up all of your Entitlement (see section 3.3 of this Information Booklet);
- take up part of your Entitlement (see section 3.4 of this Information Booklet);
- take up all of your Entitlement and also apply for Additional New Shares in excess of your Entitlement. Subject to section 7.7 of this Information Booklet and applicable legal and regulatory requirements, this means there is no cap on the number of Additional New Shares you can elect to take up. Any Additional New Shares will be issued only from any potential Shortfall (see section 3.5 of this Information Booklet); or
- not take up your Entitlement (see section 3.6 of this Information Booklet).

You should note that if you do not take up all of your Entitlement, your percentage shareholding in TIG will be diluted. The New Shares not subscribed for will form part of the Shortfall.

#### **3.3 If you wish to take up all of your Entitlement**

You have the opportunity to be allotted New Shares on 3 February 2020 if you make payment of the Application Monies so that payment is received by TIG by no later than 7.00pm (AEST) on 22 January 2020. If you take up this opportunity you may make payment in the following ways:

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<sup>4</sup> The enclosed ASX Announcements and the Investor Presentation are current as at 23 December 2019. There may be other announcements that have been made by TIG after 23 December 2019 and before the Retail Entitlement Offer closes at 22 January 2020 that may be relevant in your consideration of whether to take part in the Retail Entitlement Offer. Therefore, it is prudent that you check whether any further announcements have been made by TIG before submitting your application.

- If you wish to pay by cheque, bank draft or money order you should:
  - complete the personalised Entitlement and Acceptance Form by following the instructions set out on the personalised Entitlement and Acceptance Form;
  - attach payment for the full amount payable (being the Offer Price multiplied by the number of New Shares comprising your Entitlement) to the form; and
  - return the Entitlement and Acceptance Form together with payment to the Registry so that it is received by 7.00pm (AEST) on 22 January 2020.

For instructions on payment by cheque, bank draft or money order, refer to section 4.1.

- If you wish to pay by BPAY®<sup>5</sup> you should make your payment by BPAY® for the full amount payable (being the Offer Price multiplied by the number of New Shares comprising your Entitlement) so that it is received by 7.00pm (AEST) on 22 January 2020. Note that if you choose to pay by BPAY® you are not required to submit the personalised Entitlement and Acceptance Form but are taken to make the statements on that form. For instructions on how to pay by BPAY® refer to section 4.2 below.

### 3.4 If you wish to take up part of your Entitlement

If you decide to take up part of your Entitlement and reject the balance and you wish to pay by:

- cheque, bank draft or money order you should:
  - complete the personalised Entitlement and Acceptance Form by following the instructions set out on the personalised Entitlement and Acceptance Form indicating the number of New Shares you wish to take up. This will be less than your Entitlement as specified on the Entitlement and Acceptance Form;
  - attach payment for the full amount payable (being the Offer Price multiplied by the number of New Shares you are taking up – you will need to calculate this number yourself) to the form; and
  - return the Entitlement and Acceptance Form to the Registry so that it is received by 7.00pm (AEST) on 22 January 2020.

For instructions on payment by cheque, bank draft or money order, refer to section 4.1.

- BPAY® you should make your payment by BPAY® for the full amount payable (being the Offer Price multiplied by the number of New Shares you are taking up – you will need to calculate this number yourself). Again, note that if you choose to pay by BPAY® you are not required to submit the personalised Entitlement and Acceptance Form but are taken to make the statements on that form. For instructions on how to pay by BPAY® refer to section 4.2 below.

If you choose to apply for part of your Entitlement, you may potentially receive a payment for that part of your Entitlement not taken up. The New Shares to which you would otherwise be entitled to will be offered for sale through the Bookbuild and any premium realised in the Bookbuild that is in excess of the Offer Price of \$0.01 per New Share (**Premium**) will be paid from the proceeds of the successful Bookbuild participants to those Eligible Retail Shareholders who do not fully take up

<sup>5</sup> BPAY® is a bill payment service. For further information, please see [www.bpay.com.au](http://www.bpay.com.au).

their Entitlement (or allow their Entitlement to lapse) and to Ineligible Retail Shareholders. Any Premium amounts will be paid in Australian dollars or in an elected foreign currency based on your nominated bank account. You will be paid by direct credit to the nominated bank account as noted on TIG's share register. The Premium, if any, is expected to be paid on or about 7 February 2020.

There may be no Premium, in which case no payment will be made to Eligible Retail Shareholders who do not take up their full Entitlement (or allow their Entitlement to lapse) or to Ineligible Retail Shareholders. The ability for New Shares to be issued under the Bookbuild and the ability to obtain any Premium will be dependent on various factors, including market conditions. To the maximum extent required by law, neither TIG, nor the Lead Manager, nor their agents or affiliates will be liable for any failure to procure applications under the Bookbuild at a Premium price.

### **3.5 If you wish to take up all of your Entitlement and apply for Additional New Shares**

If you wish to take up all of your Entitlement and apply for Additional New Shares in the Bookbuild and you wish to pay by:

- cheque, bank draft or money order you should:
  - complete the personalised Entitlement and Acceptance Form by following the instructions set out on the personalised Entitlement and Acceptance Form, indicating the dollar amount of Additional New Shares that you wish to subscribe for (keeping in mind that the Additional New Shares will be issued at the Clearing Price which may be higher than the Offer Price);
  - attach to the form payment for the full amount payable (being the payment amount required to pay for your Entitlement plus the dollar value of any Additional Shares you wish to acquire – you will need to calculate this number yourself); and
  - return the Entitlement and Acceptance Form to the Registry so that it is received by 7.00pm (AEST) on 22 January 2020.

For instructions on payment by cheque, bank draft or money order, refer to section 4.1.

- BPAY® you should make your payment by BPAY® for the full amount payable (being the payment amount required to pay for your Entitlement plus the dollar value of any Additional Shares you wish to acquire – you will need to calculate this number yourself). If you choose to pay by BPAY® you are not required to submit the personalised Entitlement and Acceptance Form but are taken to make the statements on that form. For instructions on how to pay by BPAY® refer to section 4.2 below.

Any Application Monies received for more than your final allocation of New Shares and Additional New Shares will be refunded as soon as practicable after the close of the Retail Entitlement Offer to your nominated bank account as noted on TIG's share register. No interest will be paid to Applicants on any Application Monies received or refunded.

### **3.6 If you do not wish to take up your Entitlement**

If you do not wish to take up your Entitlement you should do nothing.

If you take no action and allow your Entitlement to lapse, you may potentially receive a payment for your lapsed Entitlement. The New Shares to which you would otherwise be entitled to will be offered for sale through the Bookbuild, and any Premium realised in the Bookbuild that is in excess of the Offer Price of \$0.01 per New Share will be paid from the proceeds of the successful

Bookbuild participants pro-rata to those Eligible Retail Shareholders who do not fully take up their Entitlement (or allow their Entitlement to lapse) and to Ineligible Retail Shareholders. Any Premium amounts will be paid in Australian dollars or in an elected foreign currency based on your nominated bank account. You will be paid by direct credit to the nominated bank account as noted on TIG's share register. The Premium, if any, is expected to be paid on or about 7 February 2020.

There may be no Premium, in which case no payment will be made to Eligible Retail Shareholders who do not take up their full Entitlement (or allow their Entitlement to lapse) or to Ineligible Retail Shareholders. The ability to sell Offer Securities under the Bookbuild and the ability to obtain any Premium will be dependent on various factors, including market conditions. To the maximum extent required by law, neither TIG, nor the Lead Manager, nor their agents or affiliates will be liable for any failure to procure applications under the Bookbuild at a Premium.

By letting your Entitlement lapse and be sold through the Bookbuild, you will forgo any exposure to increases or decreases in the value of New Shares. Your percentage shareholding in TIG will also be diluted.

### **3.7 Ineligible Retail Shareholders**

Ineligible Retail Shareholders may receive the Premium (if any) for Entitlements that have been sold on their behalf into the Bookbuild. Any Premium amounts will be paid in Australian dollars or in an elected foreign currency based on your nominated bank account. You will be paid by direct credit to the nominated bank account as noted on TIG's share register. The Premium, if any, is expected to be paid on or about 7 February 2020.

## **4. How to pay**

The Offer Price of \$0.01 per New Share accepted is payable on acceptance of your Entitlement.

You can pay in the following ways:

- BPAY®; or
- cheque, bank draft or money order.

Cash payments will not be accepted. Receipts for payment will not be issued.

The Company will treat you as applying for as many New Shares as your payment will pay for in full, up to your Entitlement. If your payment will pay for more than your full Entitlement, TIG will treat you as applying for your full Entitlement and as many Additional New Shares in the Bookbuild as your payment will pay for in full.

Application Monies received from Eligible Retail Shareholders will be held in the TIG Retail Entitlement Offer Account solely for the purpose of holding the Application Monies.

To the fullest extent permitted by law, each Eligible Shareholder agrees that any Application Monies paid by them to TIG will not entitle them to any interest against TIG and that any interest earned in respect of Application Monies will belong to TIG. This will be the case, whether or not all or none (if the Retail Entitlement Offer is withdrawn) of the New Shares applied for by a person are issued to that person.

Any Application Monies received for more than your final allocation of New Shares or Additional New Shares (if applicable) will be refunded except for where the amount is less than \$1.00 in which

case it will be donated to a charity chosen by the Company. No interest will be paid on any Application Monies received or refunded.

#### **4.1 Payment by cheque, bank draft or money order**

For payment by cheque, bank draft or money order, you should complete your personalised Entitlement and Acceptance Form in accordance with the instructions on the form and return it to the address in section 4.3 accompanied by a cheque, bank draft or money order:

- for an amount equal to the Offer Price multiplied by the number of New Shares (and Additional New Shares, if applicable) that you are applying for;
- in Australian currency drawn on an Australian branch of a financial institution; and
- payable to "Tigers Realm Coal Entitlement Offer" and crossed "Not Negotiable".

You should ensure that sufficient funds are held in the relevant account(s) to cover the Application Monies. If the amount of your cheque for Application Monies (or the amount for which the cheque clears in time for allocation) is insufficient to pay in full for the number of New Shares you have applied for in your personalised Entitlement and Acceptance Form, you will be taken to have applied for such lower number of whole New Shares as your cleared Application Monies will pay for (and you will be taken to have specified that number of New Shares on your personalised Entitlement and Acceptance Form). Alternatively, your application will not be accepted.

#### **4.2 Payment by BPAY®**

For payment by BPAY®, please follow the instructions on the personalised Entitlement and Acceptance Form (which includes the biller code and your unique reference number). You can only make a payment via BPAY® if you are the holder of an account with an Australian financial institution that supports BPAY® transactions.

When completing your BPAY® payment, please make sure to use the specific Biller Code and unique CRN provided on your Entitlement and Acceptance Form. If you have multiple holdings and receive more than one Entitlement and Acceptance Form, when taking up your Entitlement in respect of one of those holdings, please only use the Reference Number specific to the Entitlement on that form. If you do not use the correct Reference Number specific to that holding, or inadvertently use the same Reference Number for more than one of your Entitlements, your application will not be recognised as valid.

Please note that should you choose to pay by BPAY®:

- you do not need to submit the personalised Entitlement and Acceptance Form but are taken to have made the statements on that personalised Entitlement and Acceptance Form; and
- if you do not pay for your full Entitlement, you are deemed to have taken up your Entitlement in respect of such whole number of New Shares which is covered in full by your Application Monies.

You should be aware that your Australian financial institution branch may implement earlier cut-off times with regard to electronic payment and you should therefore take this into consideration when making payment. It is your responsibility to ensure that your BPAY® payment is received by the Registry by no later than 7.00pm (AEST) on 22 January 2020 (subject to variation).

#### 4.3 Mail and hand delivery

Shareholders who make payment via cheque, bank draft or money order should send their completed personalised Entitlement and Acceptance Form together with Application Monies to the Share Registry at:

##### **Mailing Address**

Tigers Realm Coal Limited  
C/- Link Market Services Limited  
1A Homebush Bay Drive  
Rhodes, NSW 2138

##### **Hand Delivery**

PO Box Address:  
Tigers Realm Coal Limited  
C/- Link Market Services Limited  
GPO Box 3560  
Sydney, NSW 2001  
*(Please do not use this address for mailing purposes)*

#### 4.4 Effect of participating in Retail Entitlement Offer

By completing and returning your personalised Entitlement and Acceptance Form or making a payment by BPAY®, or otherwise applying to participate in the Retail Entitlement Offer, you will be deemed to have acknowledged, represented and warranted on behalf of each person on whose account you are acting that:

- all details and statements made in the personalised Entitlement and Acceptance Form are complete and accurate;
- you are over 18 years of age and have full legal capacity and power to perform all your rights and obligations under the Retail Entitlement Offer;
- you were the registered holder(s) at the Record Date of the Shares indicated on the personalised Entitlement and Acceptance Form as being held by you on the Record Date;
- once TIG receives the Entitlement and Acceptance Form with the requisite Application Monies or your payment by BPAY®, you may not withdraw it except as allowed by law;
- you have read and understood this Information Booklet and the personalised Entitlement and Acceptance Form;
- the information contained in this Information Booklet is not investment advice nor a recommendation that the New Shares or the Additional New Shares (if applicable) are suitable for you, given your investment objectives, financial situation or particular needs;
- this Information Booklet is not a prospectus, does not contain all of the information that you may require in order to assess an investment in TIG and is given in the context of TIG's past and on-going continuous disclosure announcements to ASX;
- you have read and understand the statement of risks in the "Key Risks" section of the Investor Presentation included in section 6 of this Information Booklet, and that investments in TIG are subject to risk; and

- TIG, nor their respective related bodies corporate and affiliates and their respective directors, officers, partners, employees, representatives, agents, consultants or advisors, warrants or guarantees the future performance of TIG, nor do they guarantee any return on any investment made pursuant to the Retail Entitlement Offer;
- you agree to:
  - apply for, and be issued with up to, the number of New Shares that you apply for at the Offer Price of \$0.01 per New Share (and Additional New Shares at the Clearing Price, if applicable);
  - provide (and direct your nominee or custodian to provide) any requested substantiation of your eligibility to participate in the Retail Entitlement Offer and of your holding of Shares on the Record Date; and
  - be bound by the terms of this Information Booklet and the provisions of the Company's constitution;
- you authorise TIG to:
  - register you as the holder of New Shares (and Additional New Shares, if applicable) and authorise TIG and its officers or agents to do anything on your behalf necessary for the New Shares (and Additional New Shares, if applicable) to be issued to you, including to act on instruction of the Registry by using the contact details set out in the personalised Entitlement and Acceptance Form; and
  - correct any errors in your personalised Entitlement and Acceptance Form or other form provided by you;
- you acknowledge and agree that:
  - determination of eligibility of investors for the purposes of the Retail Entitlement Offer was determined by reference to a number of matters, including legal and regulatory requirements, logistical and registry constraints and the discretion of TIG; and
  - TIG and each of their respective affiliates, disclaim any duty or liability (including for negligence) in respect of that determination and the exercise or otherwise of that discretion, to the maximum extent permitted by law;
- you represent and warrant that:
  - (for the benefit of TIG and their respective related bodies corporate and affiliates) you are not an Ineligible Retail Shareholder and are otherwise eligible to participate in the Retail Entitlement Offer;
  - the law of any place does not prohibit you from being given this Information Booklet and the personalised Entitlement and Acceptance Form, nor does it prohibit you from making an application for New Shares and that you are otherwise eligible to participate in the Retail Entitlement Offer; and
  - (for the benefit of TIG and their respective related bodies corporate and affiliates) you are an Eligible Shareholder.

By completing and returning your Entitlement and Acceptance Form with the requisite Application Monies or making a payment by BPAY® or otherwise applying to participate in the Retail Entitlement Offer you will also be treated as:

- having represented and warranted that:

- For personal use only
- you are not in the United States and are not applying for New Shares or Additional New Shares on behalf of, or for the account or benefit of, a person in the United States;
  - you and each person on whose account you are acting are not engaged in the business of distributing securities;
  - you and each person on whose account you are acting have not and will not send any materials relating to the Retail Entitlement Offer, including this Information Booklet and the Entitlement and Acceptance Form, to any person that is in the United States; and
  - acknowledging on your own behalf and on behalf of each person on whose account you are acting that:
    - you are not in the United States and you are not acting for the account or benefit of a person in the United States;
    - you understand and acknowledge that neither the Entitlements nor the New Shares have been, or will be, registered under the U.S. Securities Act or the securities laws of any state or other jurisdiction in the United States and that, accordingly, the Entitlements may not be taken up or exercised by a person in the United States, and the New Shares and Additional New Shares (if applicable) may not be offered or sold, directly or indirectly, in the United States except pursuant to an exemption from, or in a transaction not subject to, the registration requirements of the U.S. Securities Act and any other applicable securities laws;
    - you are subscribing for and purchasing the Entitlements and the New Shares (and Additional New Shares, if applicable) outside the United States in an 'offshore transaction' (as defined in Rule 902(h) under the U.S. Securities Act) in reliance on Regulation S under the U.S. Securities Act;
    - you have not and will not send this Information Booklet, the Entitlement and Acceptance Form or any other materials relating to the Retail Entitlement Offer to any person in the United States or any other country outside Australia, New Zealand or Singapore;
    - you agree that if in the future you decide to sell or otherwise transfer the New Shares or Additional New Shares (if applicable), you will only do so in standard (regular way) brokered transactions on the ASX where neither you nor any person acting on your behalf knows, or has reason to know, that the sale has been pre-arranged with, or that the purchaser is, a person in the United States; and
    - if you are acting as a nominee or custodian, each beneficial holder on whose behalf you are submitting the Entitlement and Acceptance Form is resident in Australia, New Zealand or Singapore and is not in the United States and is not acting for the account or benefit of a person in the United States, and you have not sent this Information Booklet, the Entitlement and Acceptance Form or any information relating to the Retail Entitlement Offer to any such person.



## **5. Australian tax implications**

### **5.1 General**

The section below provides a general summary of the Australian income tax, GST and stamp duty implications of the Retail Entitlement Offer for certain Eligible Retail Shareholders.

This section is intended to provide a summary of the general Australian income tax, GST and stamp duty implications for Eligible Retail Shareholders who are permanent residents for Australian income tax purposes and hold their Shares on capital account. This summary does not consider the implications for Eligible Retail Shareholders who:

- are exempt from Australian income tax;
- acquired their Shares as a result of an employment or services arrangement;
- are banks or insurance companies;
- hold their Shares on revenue account or as trading stock;
- are non-residents for Australian tax purposes, and who hold, or have held at any time, their Shares through a permanent establishment in Australia or hold their Shares through one or more interposed Australian entities; or
- are subject to the Australian taxation of financial arrangement (TOFA) rules under Division 230 of the *Income Tax Assessment Act 1997* (Cth).

The information in this section is general in nature and is based on the relevant Australian tax legislation in force, and the understandings of the practice of the relevant revenue authorities, as at the date of this Entitlement Information Booklet. TIG and its officers, employees, taxation or other advisers do not accept any liability or responsibility in respect of any statement concerning tax consequences, or in respect of the tax consequences. It is strongly recommended that each Eligible Shareholder seeks their own independent professional tax advice applicable to their particular circumstances.

### **5.2 Issue of Entitlements**

The issue of the Entitlements should not, of itself, result in any amount being included the assessable income of an Eligible Shareholder.

### **5.3 Exercise of Entitlements**

The exercise of an Entitlement should not, of itself, result in an amount being included in the assessable income of an Eligible Shareholder.

Eligible Retail Shareholders who exercise their Entitlements will acquire New Shares. You will also acquire Additional New Shares if your application for Additional New Shares is accepted.

Each New Share or Additional New Share will constitute a separate asset for CGT purposes. The Offer Price for the New Shares or the Additional New Shares will form part of the cost base (or reduced cost base) of the New Shares or the Additional New Shares. Each of the New Shares or the Additional New Shares will be taken to be acquired on the day that the Entitlement in respect of the New Share or the Additional New Share is exercised.

#### **5.4 Entitlements not taken up**

Any Entitlements not taken up under the Retail Entitlement Offer will lapse and the Eligible Shareholder will not receive any consideration for those Entitlements. There should not be any tax implications for the Eligible Shareholder in these circumstances.

#### **5.5 Distributions**

Any future dividends or other distributions made in respect of New Shares or Additional New Shares will generally be subject to the same income tax treatment as dividends or other distributions made on existing Shares held in the same circumstances.

#### **5.6 TFN/ABN withholding**

TIG may be required to withhold amounts from income distributions at the highest marginal tax rate plus the Medicare Levy if a TFN, ABN, or evidence of an appropriate exemption from quoting such numbers, has not been provided.

If an Eligible Shareholder has quoted their TFN or ABN or an exemption from quoting such numbers applies in respect of their existing holding of Shares, this quotation or exemption will also apply in respect of any New Shares or Additional New Shares acquired by that Eligible Shareholder.

#### **5.7 Disposals**

The disposal of a New Share or an Additional New Share will constitute a disposal for CGT purposes.

On disposal of a New Share or an Additional New Share, an Eligible Shareholder will make a capital gain if the capital proceeds on disposal exceed the cost base of the New Share or the Additional New Share (as applicable). An Eligible Shareholder will make a capital loss if the capital proceeds are less than the reduced cost base of the New Share or the Additional New Shares.

Eligible Retail Shareholders that are individuals, trustees or complying superannuation entities and that have held their New Shares or Additional New Shares for 12 months or more at the time of disposal (excluding the dates of acquisition and disposal) should be entitled to apply the applicable CGT discount factor to reduce the capital gain (after offsetting capital losses). The CGT discount factor is 50% for individuals and trustees and 33.5% for complying superannuation entities.

New Shares or Additional New Shares will be treated for the purposes of the capital gains tax discount as having been acquired when an Eligible Shareholder exercises their Entitlement. Accordingly, in order to be eligible for the CGT discount, the New Shares must be held for at least 12 months after the date that the Eligible Shareholder exercised their Entitlement (excluding the dates of acquisition and disposal). For the Additional New Shares, the 12 months should be measured from the date the Additional New Shares are issued.

Eligible Retail Shareholders that make a capital loss on the disposal of their New Shares or their Additional New Shares can only use that loss to offset other capital gains, i.e. the capital loss cannot be used to offset other assessable income. However, if the capital loss cannot be used in a particular income year, it can be carried forward to use in future income years, provided, in the case of a corporate or trustee Eligible Shareholder, that certain tests are satisfied.

## **5.8 Other Australian taxes**

No Australian GST or stamp duty should be payable in respect of the issue or exercise of the Retail Entitlement Offer, or the acquisition of New Shares or Additional New Shares pursuant to the Retail Entitlement Offer.

**6. ASX Offer Announcements**

FOR IMMEDIATE RELEASE

NOT FOR RELEASE OR DISTRIBUTION IN THE UNITED  
STATES

18 December 2019

## Accelerated Renounceable Entitlement Offer

Tigers Realm Coal Limited (**TIG** or **Company**) is pleased to announce the launch of a 13 for 4 accelerated renounceable entitlement offer of fully paid TIG ordinary shares (**New Shares**) at an offer price of A\$0.01 per New Share (**Offer Price**) to raise up to US\$40 million (**Entitlement Offer**).

The Offer Price represents a 14.1% discount to the theoretical ex-rights price of \$0.0116.<sup>1</sup>

The proceeds from the Entitlement Offer will be used to meet TIG's substantial need for capital on account of its current financial position, as evidenced by its public announcements regarding the on-going recapitalisation process. The proceeds are being proposed to be used as follows:

- US\$20.5 million to settle the existing Shareholder Debt, including interest;
- up to US\$5.0m for early repayment of leasing obligations with effective interest rate higher than 15% per year;
- up to US\$6.5 million for capital expenditures at the mine and port;
- up to US\$2.0 million for license compliance drilling; and
- up to US\$6.0 million for working capital.

### Details of the Entitlement Offer

Under the Entitlement Offer, Eligible Shareholders (defined below) will be able to subscribe for 13 New Shares for every 4 existing TIG shares held on the Record Date of 7:00pm on 20 December 2019 (**Entitlements**).

The Entitlement Offer is available to all registered shareholders who hold shares on the Record Date with a registered address in Australia, New Zealand, or certain other foreign jurisdictions determined by the Directors of TIG (as described in the "Selling Restrictions" section of the Investor Presentation released to ASX at the same time as this announcement) (**Eligible Shareholders**). Shareholders who are not Eligible Shareholders are Ineligible Shareholders.

<sup>1</sup> The theoretical ex-rights price is the theoretical market price for shares in TIG immediately following the Retail Entitlement Offer assuming the Retail Entitlement Offer is fully subscribed, based on the 5-day volume weighted average price (**VWAP**) of TIG shares prior to announcement of the equity raising on 18 December 2019. This is a theoretical calculation only and the actual market price may be higher or lower than this.

The Entitlement Offer is accelerated and renounceable, and consists of three components:

- **Institutional Entitlement Offer** – eligible institutional shareholders will be given the opportunity to take up all or part of their Entitlement and the ability to make an election to take up additional shares in excess of their Entitlement to be allocated in the Bookbuild (defined below).
- **Retail Entitlement Offer** – eligible retail shareholders will be allotted their Entitlements under the retail component of the Entitlement Offer which can be taken up in whole or in part, or in whole with the ability to subscribe for additional shares in excess of their Entitlement, to be allocated in the Bookbuild (defined below).
- **Bookbuild** – retail and institutional Entitlements which are not taken up by the close of the relevant offer period or for which a valid application is not received, will be renounced and offered for sale in the single shortfall bookbuild (**Bookbuild**). All Eligible Shareholders will have the option to make an election by the relevant institutional or retail closing date to take up shortfall securities in excess of their Entitlement under the Bookbuild. Any proceeds realised in excess of the Offer Price in the Bookbuild will be remitted proportionally to those Eligible Shareholders who do not fully take up their Entitlement (or allow their Entitlement to lapse) and any to Ineligible Shareholders.

If you are an Ineligible Shareholder or you choose to let your Entitlement lapse, you cannot participate in the Entitlement Offer and your percentage shareholding in TIG will be diluted as a result of the Entitlement Offer.

Key dates of the Entitlement Offer are provided in the Appendix to this announcement.

In conjunction with this announcement, the Company will release to ASX a Cleansing Notice (in accordance with section 708AA(2)(f) of the Corporations Act, an Investor Presentation, an Offer Booklet (including the Investor Presentation and a sample entitlement and acceptance form) and an Appendix 3B (New Issue Announcement) in connection with the Entitlement Offer. Further details about the Entitlement Offer are set out in these documents.

Eligible Shareholders in the Retail Entitlement Offer will be sent the Offer Booklet and a personalised entitlement and acceptance form on 23 December 2019. Eligible Shareholders wishing to participate in the Retail Entitlement Offer should carefully read the Offer Booklet (and their personalised entitlement and acceptance form). Copies of the Offer Booklet will also be available on the ASX website at [www.asx.com.au](http://www.asx.com.au) and on TIG's website at [www.tigersrealmcoal.com](http://www.tigersrealmcoal.com).

**Contact details:**

Further details about Tigers Realm Coal can be found at [www.tigersrealmcoal.com](http://www.tigersrealmcoal.com). For further information, contact:

Dmitry Gavrilin, Chief Executive Officer	+7 985 769 79 50
Dale Bender, Chief Financial Officer	+7 495 646 83 53

Email: [IR@tigersrealmcoal.com](mailto:IR@tigersrealmcoal.com)

If you have any questions about the Entitlement Offer, please call the Company on +61 3 8644 1300 or visit the Company's website at [www.tigersrealmcoal.com](http://www.tigersrealmcoal.com).

## **Appendix - Indicative Timetable**

<b>Event</b>	<b>Date</b>
Institutional Entitlement Offer opens	18 December 2019
Institutional Entitlement Offer closes	5pm, 19 December 2019
Trading halt ends and results of Institutional Entitlement Offer announced	20 December 2019
Record Date	20 December 2019
Retail Entitlement Offer opens and Information Booklet despatched	23 December 2019
Institutional Offer settlement date	30 December 2019
Institutional Offer issue date	31 December 2019
Retail Entitlement Offer closes	22 January 2020
Announcement of results of Retail Offer, notify ASX of undersubscriptions (if any)	28 January 2020
Bookbuild for any shortfall (if applicable)	29 January 2020
Announce results of Bookbuild (in relation to allocation of shares that do not require Shareholder Approval)	30 January 2020
Retail Offer issue date (issue of shares issued under the Retail Offer, and those shares issued under the shortfall bookbuild which do not require Shareholder Approval)	3 February 2020
Shares issued on the Retail Offer issue date commence trading on ASX	4 February 2020

*The Indicative Timetable is subject to change. TIG reserves the right to vary the timetable for the Entitlement Offer without notice, subject to the Corporations Act, ASX Listing Rules and other applicable laws. The commencement of quotation of New Shares under the Entitlement Offer is subject to confirmation from ASX.*

*This release is for information purposes only and is not financial product or investment advice or a recommendation to acquire TIG shares (nor does it or will it form any part of any contract to acquire TIG shares). The information in this release is in summary form and does not contain all the information necessary to fully evaluate the Entitlement Offer or any potential investment in TIG. It should be read in conjunction with TIG's other periodic and continuous disclosure announcements lodged with ASX. This release has been prepared without taking into account the objectives, financial situation or needs of individuals. Before making an investment decision, prospective investors should consider the appropriateness of the information having regard to their own objectives and financial situation and seek legal, financial and taxation advice.*

*This release may not be released or distributed in the United States. This release does not constitute an offer to sell, or a solicitation of an offer to buy, any securities in the United States or in any other jurisdiction in which, or to any person to whom, it would not be lawful to make such an offer. None of the Entitlements or the New Shares have been, or will be, registered under the U.S. Securities Act of 1933 (Securities Act) or the securities laws of any state or other jurisdiction of the United States and may not be offered or sold in the United States, except in transactions exempt from, or not subject to, the registration requirements of the Securities Act and applicable US state securities laws.*

*All dollar values are in Australian dollars (A\$) unless otherwise stated. All times and dates refer to Australian Eastern Daylight time (AEDT)*



## Investor Presentation

### Entitlement Offer

18 DECEMBER 2019

NOT FOR DISTRIBUTION OR RELEASE IN THE UNITED STATES

## Important Information and Disclaimer



This investor presentation (**Presentation**) has been prepared by Tigers Realm Coal Limited (ABN 50 146 752 561) (**TIG**) in relation to an accelerated, **renounceable** entitlement offer of new TIG ordinary shares (**New Shares**), to be made to eligible shareholders of TIG, under section 708AA of the Corporations Act 2001 (Cth) (**Corporations Act**) as modified by Australian Securities & Investments Commission (ASIC) Corporations Instrument 2016/84 (**Entitlement Offer**).

A person is an eligible shareholder if they (i) are registered as a holder of existing TIG ordinary shares as at 7.00pm on 20 December 2019 (**Record Date**), (ii) have a registered address on the TIG share register in Australia, New Zealand or certain other foreign jurisdictions determined by the Directors (as described in the "Selling Restrictions" section of this Presentation), (iii) are not in the United States, and (iv) are eligible under all applicable securities laws to receive an offer under the Entitlement Offer without any requirement for a prospectus or offer document to be lodged or registered (Eligible Shareholders).

### Summary information

This Presentation contains summary information about TIG, its subsidiaries and their activities, which is current as at the date of this Presentation. The information in this Presentation is of a general nature and does not purport to be complete nor does it contain all the information which a prospective investor should consider when making an investment decision or that would be required in a prospectus or product disclosure statement prepared in accordance with the requirements of the Corporations Act. This Presentation should be read in conjunction with TIG's other periodic and continuous disclosure announcements lodged with the Australian Securities Exchange (ASX), which are available at [www.asx.com.au](http://www.asx.com.au).

### Not an offer

This Presentation is not a prospectus, product disclosure statement or other offering document under Australian law (and will not be lodged with ASIC) or the laws of another jurisdiction. This Presentation is for information purposes only and is not an invitation or offer of securities for subscription, purchase or sale in any jurisdiction. Any decision to purchase New Shares in the Entitlement Offer must be made on the basis of the information to be contained in a separate offer booklet to be prepared and issued to eligible shareholders (**Entitlement Offer Booklet**). The Entitlement Offer Booklet for the Entitlement Offer will be available to eligible shareholders following its lodgement with ASX. Any Eligible Shareholder who wishes to participate in the Entitlement Offer should consider the Entitlement Offer Booklet in deciding whether to subscribe for and purchase New Shares under the Entitlement Offer. Anyone who wishes to subscribe for and purchase New Shares under the Entitlement Offer will need to follow the instructions contained in the Entitlement Offer Booklet and the entitlement and acceptance form which will accompany it. This Presentation does not constitute investment or financial product advice or any recommendation to acquire existing shares or New Shares and does not and will not form any part of any contract for the acquisition of New Shares.

### Future performance

This Presentation contains certain forward-looking statements which can be identified by the use of forward-looking terminology, including, without limitation, the terms "forecast", "estimate", "likely", "anticipate", "believe", "expect", "project", "opinion", "predict", "outlook", "guidance", "intend", "should", "could", "may", "target", "plan", "consider", "forecast", "aim", "will" and similar expressions. Indications of and guidance on future earnings and financial position and performance are also forward-looking statements as are any statements in this Presentation regarding the conduct and outcome of the Entitlement Offer and use of proceeds and TIG's operations. You are cautioned not to place undue reliance on forward-looking statements. While due care and attention has been used in the preparation of any forward-looking statements, any such statements, opinions and estimates in this Presentation, are based on assumptions and contingencies subject to change without notice, as are statements about market and industry trends, projections, guidance and estimates. Any forward-looking statements contained in this Presentation are not guarantees or predictions of future performance and involve known and unknown risks, contingencies and uncertainties and other factors, many of which are beyond the control of TIG, and may involve significant elements of subjective judgment and assumptions as to future events, which may or may not be correct. Refer to the 'Summary of Key Risks' section of this Presentation for a non-exhaustive summary of certain general and company-specific risk factors that may affect TIG, its business and any investment in New Shares.

Actual results, performance or achievements may vary materially from any forward-looking statements and the assumptions on which such statements are based. Investors should consider any forward-looking statements contained in this Presentation in light of those risks and disclosures. Any forward-looking statements are based on information available to TIG as at the date of this Presentation. Except as required by law or regulation (including the ASX Listing Rules), TIG disclaims any obligation and makes no undertaking to provide any additional or updated information whether as a result of new information, future events or results or otherwise, or to reflect any change in expectations or assumptions.

### Past performance

Investors should note that past performance, including past share price performance and any historical information in this Presentation is given for illustrative purposes only and cannot be relied upon as an indicator of (and provides no guidance as to) future Company performance including future share price performance. This historical information is not represented as being indicative of Company's views on its future financial condition and/or performance. The historical information in this Presentation is, or is based upon, information that has been released to ASX.

### Financial information

All dollar values are in Australian dollars (\$, A\$ or AUD) unless otherwise stated. All references to US dollars (US\$) assume an exchange rate of 0.6873 based on the Reserve Bank of Australia official rate at 16 December 2019. You should be aware that the financial data in this Presentation includes "non-IFRS financial information". The non-IFRS financial information does not have a standardised meaning prescribed by the Australian Accounting Standards and, therefore, may not be comparable to similarly titled measures presented by other entities, nor should they be construed as an alternative to other financial measures determined in accordance with Australian Accounting Standards. You are cautioned not to place undue reliance on any non-IFRS financial information included in this Presentation. Amounts, totals and change percentages are calculated on whole numbers and not the rounded amounts presented.

### Disclaimer

To the maximum extent permitted by law, TIG, its related bodies corporate and affiliates, and each of their respective advisers, directors, officers, partners, employees and agents exclude and disclaim all liability, including without limitation for negligence or for any expenses, losses, damages or costs incurred by you as a result of your participation in the Entitlement Offer and the information in this Presentation being inaccurate or incomplete in any way for any reason, whether by negligence or otherwise. To the maximum extent permitted by law, each of TIG, its related bodies corporate and affiliates, and each of their respective advisers, directors, officers, partners, employees and agents make no representation or warranty, express or implied, as to the currency, accuracy, reliability or completeness of information in this Presentation.



# Important Information and Disclaimer

## Competent Persons Statements

The information presented in this Presentation relating to Coal Resources at Amaam North is extracted from the ASX announcement dated 12 April 2016 entitled "Amaam Projects Resources and Exploration Targets Update". The information compiled in this Presentation relating to exploration results, exploration targets or Coal Resources at Amaam is extracted from the ASX announcement dated 12 April 2016 entitled "Amaam Projects Resources and Exploration Targets Update". The information in this Presentation relating to Amaam North Reserve Estimate is extracted from the ASX announcement dated 12 April 2016 entitled "Amaam Projects Resources and Exploration Targets Update". TIG confirms that it is not aware of any new information or data that materially affects the information included in these announcements and that all material assumptions and technical parameters underpinning the exploration targets, resource and reserve estimates, production targets and forecast financial information derived from the production targets, in the announcements continue to apply and have not materially changed.

### Note A – TIG's interests in the Amaam Coking Coal Project

Amaam Licences: TIG's current beneficial ownership is 80%. TIG will fund all project expenditure until the completion of a bankable feasibility study. After completion of a bankable feasibility study each joint venture party (TIG and Bering Coal Investments Limited) is required to contribute to further project expenditure on a pro-rata basis, or Bering Coal Investments Limited has an option to progressively convert its 20% ownership to a 2% royalty of gross sales revenue. Additionally, Siberian Tigers International Corporation is also entitled to receive a royalty of 3% gross sales revenue from coal produced from within the Amaam licences.

Amaam North Licences: TIG's ownership of the Amaam North Project is 100%.

### Note B – Inferred Resources

According to the commentary accompanying the JORC Code an "Inferred Mineral Resource" is that part of a Mineral Resource for which quantity and grade (or quality) are estimated on the basis of limited geological evidence and sampling. Geological evidence is sufficient to imply but not verify geological and grade (or quality) continuity. It is based on exploration, sampling and testing information gathered through appropriate techniques from locations such as outcrops, trenches, pits, workings and drill holes. An Inferred Mineral Resource has a lower level of confidence than that applying to an Indicated Mineral Resource and must not be converted to an Ore Reserve. It is reasonably expected that the majority of Inferred Mineral Resources could be upgraded to Indicated Mineral Resources with continued exploration.

### Note C – Indicated Resources

According to the commentary accompanying the JORC Code an "Indicated Mineral Resource" is that part of a Mineral Resource for which quantity, grade (or quality), densities, shape and physical characteristics are estimated with sufficient confidence to allow the application of modifying factors in sufficient detail to support mine planning and evaluation of the economic viability of the deposit. Geological evidence is derived from adequately detailed and reliable exploration, sampling and testing gathered through appropriate techniques from locations such as outcrops, trenches, pits, workings and drill holes, and is sufficient to assume geological and grade (or quality) continuity between points of observation where data and samples are gathered.

### Note D – Measured Resources

According to the commentary accompanying the JORC Code a "Measured Mineral Resource" is that part of a Mineral Resource for which quantity, grade (or quality), densities, shape, and physical characteristics are estimated with sufficient confidence to allow the application of modifying factors to support detailed mine planning and final evaluation of the economic viability of the deposit. Geological evidence is derived from detailed and reliable exploration, sampling and testing gathered through appropriate techniques from locations such as outcrops, trenches, pits, workings and drill holes, and is sufficient to confirm geological and grade (or quality) continuity between points of observation where data and samples are gathered. A Measured Mineral Resource has a higher level of confidence than that applying to either an Indicated Mineral Resource or an Inferred Mineral Resource. It may be converted to a Proved Ore Reserve or under certain circumstances to a Probable Ore Reserve.

### Note E – Exploration Target

According to the commentary accompanying the JORC Code an "Exploration Target" is a statement or estimate of the exploration potential of a mineral deposit in a defined geological setting where the statement or estimate, quoted as a range of tonnes and a range of grade (or quality), relates to mineralisation for which there has been insufficient exploration to estimate a Mineral Resource. Any such information relating to an Exploration Target must be expressed so that it cannot be misrepresented or misconstrued as an estimate of a Mineral Resource or Ore Reserve. The terms Resource or Reserve must not be used in this context.

### Note F – Reserves

According to the commentary accompanying the JORC Code a "Reserve" is the economically mineable part of a Measured and/or Indicated Mineral Resource. It includes diluting materials and allowances for losses, which may occur when the material is mined or extracted and is defined by studies at Pre-Feasibility or Feasibility level as appropriate that include application of modifying factors. Such studies demonstrate that, at the time of reporting, extraction could reasonably be justified.

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1	Overview of Entitlement Offer and Operational Update
2	Summary of Corporate Information and Assets
3	Update on Strategy
4	Amaam North Update
5	Use of Proceeds
6	Entitlement Offer
7	Summary of Key Risks
8	Selling Restrictions

# 1 – Overview of Entitlement Offer and Operational Update

<b>Entitlement Offer</b>	TIG is seeking to raise up to A\$58m (US\$40m) under a 13 for 4 pro rata accelerated renounceable entitlement offer of fully paid TIG ordinary shares ( <b>New Shares</b> ) at an offer price of A\$0.01 per New Share ( <b>Entitlement Offer</b> ).								
<b>Use of Proceeds</b>	<p>The proceeds from the Entitlement Offer will be used to meet TIG's estimated needs as follows:</p> <ul style="list-style-type: none"> <li>▪ US\$20.5 million to settle the existing Shareholder Debt, including interest;</li> <li>▪ up to US\$2.0 million for license compliance drilling;</li> <li>▪ up to US\$6.5 million for capital expenditures at the mine and port;</li> <li>▪ up to US\$6.0 million for working capital; and</li> <li>▪ up to US\$5.0 million for early repayment of leasing obligations with effective interest rates higher than 15% per year.</li> </ul>								
<b>Operational Update</b>	<p>2019 was a year of new challenges, growth and increasing operational competence:</p> <table> <tr> <th>Challenges</th><th>Action Taken</th></tr> <tr> <td>Fall in Coal Prices</td><td>▪ Will be mitigated by maximising metallurgical coal sales and focusing on sales with better netbacks</td></tr> <tr> <td>Coal mined</td><td> <ul style="list-style-type: none"> <li>▪ There have been improvements in production due to a better understanding of mining areas, with mining volumes increased 25% on 2018 from 577kt to 720kt (expected)</li> <li>▪ With the potential construction of a Coal Handling &amp; Preparation Plant (CHPP), this will allow the ash content of coal mined to be stabilised and therefore increase the amount of product that can be sold metallurgical coal (rather than as thermal coal)</li> <li>▪ It is anticipated that metallurgical coal will comprise more than 75% after CHPP startup</li> </ul> </td></tr> <tr> <td>Underperformance at port</td><td> <ul style="list-style-type: none"> <li>▪ Increase transshipment capacity &amp; load rates through use of own barges and taking over management of port operations. Thereby increasing overall throughput capacity and improving netbacks</li> <li>▪ Shipping volumes year-on-year have increased by 50%</li> <li>▪ Acquiring equipment necessary to maintain sufficient harbor &amp; channel depth</li> </ul> </td></tr> </table>	Challenges	Action Taken	Fall in Coal Prices	▪ Will be mitigated by maximising metallurgical coal sales and focusing on sales with better netbacks	Coal mined	<ul style="list-style-type: none"> <li>▪ There have been improvements in production due to a better understanding of mining areas, with mining volumes increased 25% on 2018 from 577kt to 720kt (expected)</li> <li>▪ With the potential construction of a Coal Handling &amp; Preparation Plant (CHPP), this will allow the ash content of coal mined to be stabilised and therefore increase the amount of product that can be sold metallurgical coal (rather than as thermal coal)</li> <li>▪ It is anticipated that metallurgical coal will comprise more than 75% after CHPP startup</li> </ul>	Underperformance at port	<ul style="list-style-type: none"> <li>▪ Increase transshipment capacity &amp; load rates through use of own barges and taking over management of port operations. Thereby increasing overall throughput capacity and improving netbacks</li> <li>▪ Shipping volumes year-on-year have increased by 50%</li> <li>▪ Acquiring equipment necessary to maintain sufficient harbor &amp; channel depth</li> </ul>
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# 2 – Summary of Corporate Information

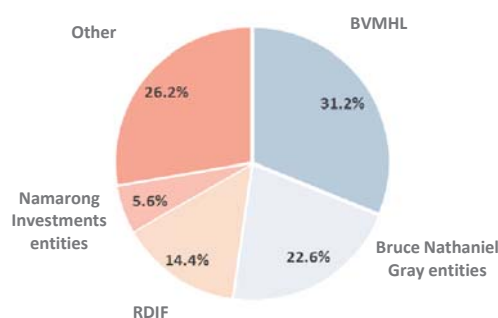
## Capital Structure

Capital Structure	Units	Current	Pro Forma
Shares on issue	M shares	1,791.7	7,614.6
Share Price (as at 17 Dec 2019)	\$/share	0.017	-
Market Capitalisation	A\$m	30.5	-
Options (TIG currently has 28,346,000 options on issue, of which 14,242,000 have vested and are exercisable at the record date. The lowest exercise price of the vested options is \$0.08, as compared to the current share price of \$0.017. On that basis, TIG considers it unlikely any option holders will participate in the entitlement offer.)	M options	31.7	31.7
Cash (as at 30 Sep 2019)	A\$m	4.9 <sup>1</sup>	31.8 <sup>1</sup>
Debt (as at 30 Sep 2019)	A\$m	40.8 <sup>1</sup>	18.0 <sup>1</sup>
Net Debt	A\$m	35.9	(13.8)
Total Equity	A\$m	33.6	91.7

In October 2019 TIG borrowed US\$ 15 million from two of its major shareholders, BV Mining Holding Limited (through BV Mining Investment Limited) and Dr. Bruce Gray (through Pine Ridge Holdings Pty Ltd). The funding is comprised of independent loan agreements, which have been provided by each of the shareholders in addition to their existing US\$ 5 million loans advanced earlier in 2019.

The shareholder loans are intended to provide bridging finance (which will remain available until the end of January 2020), in order to prepay amounts own under the Sberbank working capital loan agreement and provide additional working capital whilst TIG continues to explore longer term financing arrangements.

## Ownership Structure as at 30<sup>th</sup> November 2019



## TIG's Key Shareholders

### Baring Vostok Mining Holdings Limited (BVMHL):

- Initially invested in March 2014, invested in and partially underwrote a rights issue in 2016, and provided a shareholder loan in 2019

### Bruce Nathaniel Gray entities :

- Invested in TIG's 2011 IPO, subsequent placements in July 2012, March 2013 and April 2014, invested in and partially underwrote a rights issue in 2016, and provided a shareholder loan in 2019

### Russian Direct Investment Fund (RDIF):

- Initially invested in March 2014, and invested in and partially underwrote a rights issue in 2016

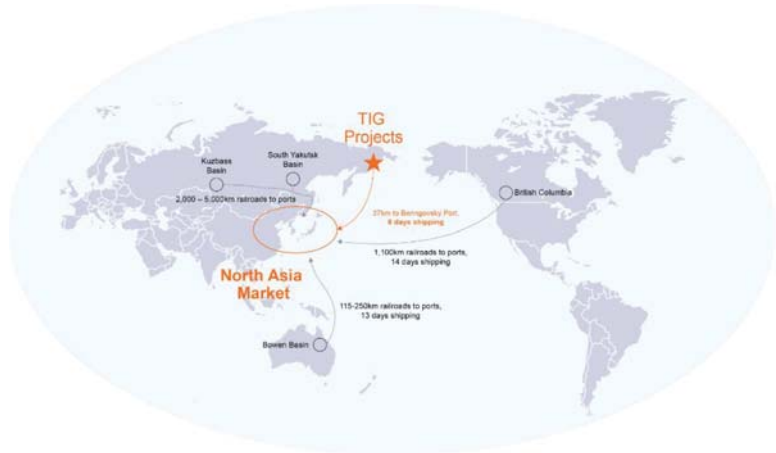
### Namarong Investments entities:

- Invested in placements in July 2012, March 2013 and April 2014 and the 2016 rights issue

## 2 – Summary of Asset Base, Infrastructure and Location (1)

High quality coal assets with existing infrastructure in close proximity to main customers in North Asia

- TIG's Amaam North and Amaam projects comprise two large deposits in the resource rich Chukotka Autonomous Region in Russia's Far East
- **Amaam North Coal Deposit (wholly owned by TIG)**
  - ♦ 16.1 Mt of remaining Product Reserves, 6.1 Mt Proven & 10 Mt Probable;
  - ♦ 110 Mt total Resource, 21.7 Mt Measured, 52 Mt Indicated & 36.3 Mt Inferred.
- **Amaam Coal Deposit (TIG 80% interest)**
  - ♦ 521 Mt Resources (JORC, April 2016)
  - ♦ High vitrinite coking coal
- TIG launched mining operations in 2016 and has successfully promoted and sold coal to leading Asian metallurgical and thermal customers
- TIG operations significantly closer than Australia and Canada to key seaborne markets



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## 2 – Summary of Asset Base, Infrastructure and Location (2)

- TIG constructed and owns 37km pit to port road that facilitates efficient product delivery to port
- Amaam Project less than 50km from the existing Amaam North pit and camp
- TIG owns Beringovskiy Coal terminal and port infrastructure scalable up to 2 Mtpa
- Current port facilities allow for loading up to 55kt geared vessels. Company's strategy is to expand port throughput capacity and improve loading rates
- Compared to all other inland coal mines, TIG benefits from direct ocean access, e.g. no Russian rail roads dependency with transshipment through its own coal terminal using its own fleet of four 500t barges



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### 3 – Update on Strategy (1)

#### 2019 Investment Program

##### Investment in Mining, Haulage and Transshipment Equipment

- Purchased further heavy equipment (three 100t dump trucks, excavators) to drive mining efficiency
- New 100t bulldozer which has improved efficiency of overburden removal
- 6 additional haulage trucks acquired to increase coal transport capacity from the mine to port
- 2 new and 2 refurbished 500t barges to boost port throughput

##### Continuing Upgrade of Road from Pit to Port

- Construction works included new culverts and river crossings as well as road water run-off discharge
- Further engineering design work under way to improve road performance

##### Upgrade of In-House Maintenance Facilities

- Establishment of repair workshops and spare parts warehouses for heavy machinery at open-pit mine and company owned port

##### Coal Handling and Processing Plant

- Site preparation works, drafting project documentation, detailed engineering and design



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### 3 – Update on Strategy (2)

#### TIG Plans for 2020 & beyond:

- Continuing exploration to convert JORC resources to reserves
- Further in-mine exploration drilling to improve quality control, short-term mine planning and strip ratios
- Start mining on Zvonkoye deposit
- Preparing for launch of drill and blast operations which will allow for bigger pit design
- Completing CHPP design works, financing and construction
- Expecting first washed coal in 2021
- Developing existing customer relationships and expand customer base
- Increasing transshipment capacity & load rates through use of own barges and taking over port operations, increasing overall throughput capacity and improving netbacks
- Planning to ship 1+ Mtpa of the washed product starting 2022

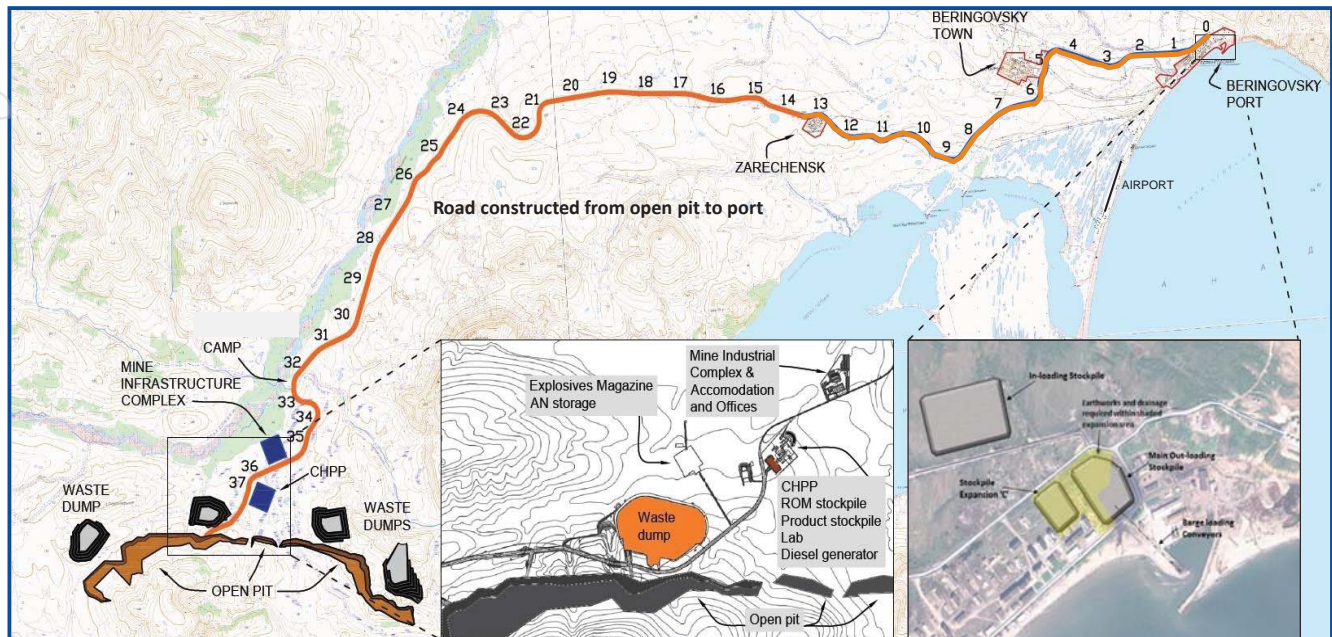


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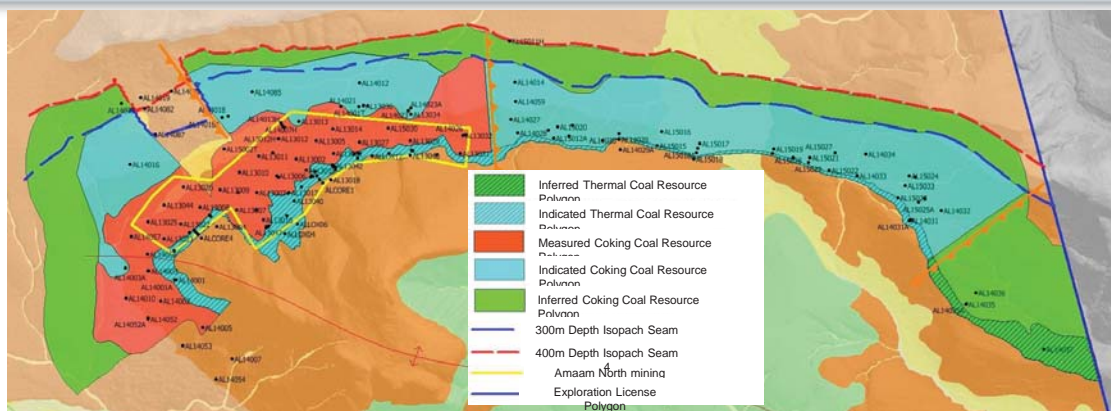
## 4 - Amaam North Update - Layout

Open cut mine with short road link to TIG owned infrastructure and coal port



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## 4 - Amaam North Update - Coal Resources & Reserves



Resource Category	Mt
Measured Resources	21.7
Indicated Resources	52.0
Inferred Resources	36.3
<b>Total Resources</b>	<b>110.0</b>

- LOM 75+% of ROM Coking Coal to be processed in CHPP

- Coking Coal yield about 65-70%

Resources	Mt	Moisture %	Ash %	Volatile Matter %	Fixed Carbon %	Sulphur %	CV kCal/kg
Seam 4	47.7	1.28	13.98	27.46	57.37	0.30	7,020
Seam 1 to 3 & 5	62.3	1.08	19.15	25.98	53.75	0.27	6,567
<b>Total</b>	<b>110.0</b>	<b>1.17</b>	<b>16.90</b>	<b>26.63</b>	<b>55.33</b>	<b>0.28</b>	<b>6,765</b>

Life of Mine Production Statistics	
ROM Coal <sup>1</sup> (Mt)	24.0
Waste (Mbcm)	91.0
<b>Stripping Ratio (bcm waste : ROM t)</b>	<b>3.8:1</b>
Thermal Product (Mt)	5.0
Coking Coal Product (Mt)	13.0
<b>Total Product<sup>1</sup> (Mt)</b>	<b>18</b>
<b>Stripping Ratio (bcm waste : product t)</b>	<b>4.9:1</b>
Proved JORC Reserves Product (Mt)	6.1
Probable JORC Reserves Product (Mt)	10.0
<b>Total JORC Reserves Product (Mt)</b>	<b>16.1</b>
<b>Seam 4 UG Resources (Mt)</b>	<b>56</b>

1: ROM and Product Coal includes 15% Inferred Resources

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## 4 - Key Achievements 2017-2019



### TIG Growth Profile

- TIG has progressed from an exploration company to a producer of coal exporting and competing on the global seaborne market
- Within just three years the company has grown coal production from zero to 720kt targeted for 2019
- Our product has gained a good level of acceptance in key Asian markets
- TIG expects that coal handling and preparation plant design and engineering works will be completed in H1 2020
- The current mining equipment and haulage fleet are capable of producing up to 750ktpa
- TIG is operating its own infrastructure with coal haulage all-season pit to port road
- The Company added four 500t barges to port equipment to increase offshore loading rates

### Key Operational Results 2017 – 2018 and 2019E

	2017	2018	2019E
<b>Coal production (kt)</b>	226	577	720
<b>Stripping (kbcm)</b>	690	1,973	3,351
<b>Coal sold, total (kt)</b>	165	393	583
- Thermal (kt)	42	179	403
- Coking (kt)	123	214	180

- The Amaam North Resource base has a thermal coal cap of oxidized coking coal
- Currently mining coal without processing – about 70% thermal & 30% coking in 2019
- Post CHPP startup, we expect the ratio ROM coking to thermal will move to circa 70% coking, increasing to over 75%

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## 5 - Use of Proceeds

In the event the Entitlement Offer is fully subscribed, TIG would raise A\$58 million (US\$40 million).

As the Entitlement Offer is not underwritten, there is no guarantee that the full amount identified below will be raised. However, as noted in section 6 below, TIG has obtained pre-commitments from existing shareholders to raise at least A\$39.7 million (US\$27.3 million).

Sources of Funds	A\$ <sup>1</sup>	US\$	#	Uses of Funds	A\$ <sup>1</sup>	US\$
Entitlement Offer	58.0	40.0	1	To settle the existing Shareholder Debt, including interest	29.8	20.5
<i>Pre-Committed with Eligible Institutional Shareholders to use for # 1, 2 and partially 3</i>	39.7	27.3	2	License compliance drilling	2.9	2.0
<i>Shortfall take up (up to US\$30 m) remainder of #3</i>	3.9	2.7	3	Capital expenditures at the mine and port	9.4	6.5
<i>Shortfall take up (up to US\$35 m) #4</i>	7.2	5.0	4	Working Capital (incl. transaction costs ~US\$1mln.)	8.7	6.0
<i>Shortfall take up (up to US\$40 m) #5</i>	7.2	5.0	5	Early repayment of leasing obligations with effective interest rate higher than 15% per year	7.2	5.0
Total Sources and Uses	58.0	40.0		Total Sources and Uses	58.0	40.0

1. AUD/USD exchange rate of ~ 0.6873  
2. Total numbers rounded to nearest whole figure

## 6 - Details of the Entitlement Offer (1)

<b>Offer Structure and Size</b>	TIG is seeking to raise up to A\$58m (US\$40m) under a 13 for 4 pro rata accelerated renounceable entitlement offer of 5,823 million New Shares.
<b>Offer Price</b>	<ul style="list-style-type: none"> <li>AU\$0.01 per New Share;</li> <li>The Offer Price represents a 14.1% discount to the theoretical ex-rights price of \$0.0116<sup>1</sup>.</li> </ul>
<b>Acceleration</b>	<p>The Entitlement Offer will be structured with the following components:</p> <ul style="list-style-type: none"> <li>An accelerated entitlement offer pursuant to which New Shares will be offered to eligible institutional shareholders (<b>Institutional Entitlement Offer</b>); and</li> <li>A retail entitlement offer pursuant to which New Shares will be offered to eligible existing retail shareholders (<b>Retail Entitlement Offer</b>).</li> </ul>
<b>Institutional Entitlement Offer</b>	<ul style="list-style-type: none"> <li>Institutional Entitlement Offer opens 10am 18 December 2019</li> <li>Institutional entitlements not taken up and entitlements of ineligible institutional shareholders will be sold in the shortfall bookbuild which opens on 29 January 2020</li> </ul>
<b>Retail Entitlement Offer</b>	<ul style="list-style-type: none"> <li>Retail Entitlement Offer is open from 23 December 2019</li> <li>Retail entitlements not taken up and entitlements of ineligible retail shareholders will be sold on behalf of retail entitlement holders in the shortfall bookbuild to be conducted on 29 January 2020</li> </ul>
<b>Ranking</b>	New Shares will rank pari passu with existing Shares
<b>Record Date</b>	20 December 2019
<b>Use of proceeds</b>	<p>Proceeds raised under the Entitlement Offer will be used as follows:</p> <ul style="list-style-type: none"> <li>US\$20.5 million to settle the existing Shareholder Debt, including interest;</li> <li>up to US\$2.0 million for license compliance drilling;</li> <li>up to US\$6.5 million for capital expenditures at the mine and port;</li> <li>up to US\$6.0 million for working capital; and</li> <li>up to US\$5.0million for early repayment of leasing obligations with effective interest rate higher than 15% per year;</li> </ul>

<sup>1</sup> The theoretical ex-rights price is the theoretical market price for shares in TIG immediately following the Retail Entitlement Offer assuming the Retail Entitlement Offer is fully subscribed, based on the 5-day volume weighted average price (VWAP) of TIG shares prior to announcement of the equity raising on 18 December 2019. This is a theoretical calculation only and the actual market price may be higher or lower than this.

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## 6 - Details of the Entitlement Offer (2)

<b>Renounceability</b>	The renounceability of the Entitlement Offer will be managed through a single shortfall back-end bookbuild ( <b>Bookbuild</b> ), without any on-market rights trading. The Bookbuild will operate in conjunction with the offer of a shortfall facility and will be managed as a single process by Argonaut Securities Pty Ltd as Lead Manager (as described in more detail below).
<b>Bookbuild</b>	Retail and institutional entitlements which are not taken up by the close of the relevant Offer Period will be offered for sale to existing Shareholders as well as to new institutional investors through the single shortfall Bookbuild. Any proceeds realised in excess of the Offer Price in the Bookbuild will be remitted proportionally to those eligible Shareholders who do not fully take up their Entitlement (or allow their Entitlement to lapse) and any to ineligible Shareholders from the Institutional Entitlement Offer and Retail Entitlement Offer periods
<b>Eligibility</b>	In accordance with section 9A(3) and Listing Rule 7.7.1(A), those shareholders who are registered as a holder of fully paid ordinary Shares on the record date for the Entitlement Offer and who are resident in Australia, New Zealand, Cayman Islands, Cyprus, Guernsey, Hong Kong, Netherlands, People's Republic of China, Russian Federation, Singapore, Spain and United Kingdom will be entitled to participate in the Entitlement Offer.
<b>Shareholder pre-commitments</b>	TIG has obtained the following pre-commitments from existing shareholders: \$13,138,007 from Bruce Nathaniel Gray; \$8,399,519 from RDIF Investment Management; and \$18,181,196 from BV Mining Holding Limited.
<b>No underwriting</b>	The Entitlement Offer will not be underwritten.
<b>Lead Manager &amp; Nominee for sale of Foreign Rights</b>	Argonaut Securities Pty Ltd ( <b>Argonaut</b> ) is acting as Lead Manager to the Entitlement Offer and will be the sole bookrunner for the back-end shortfall bookbuild (managed per the shortfall dispersal strategy set out on the following slide). Argonaut will also act as Nominee for the sale of the rights of ineligible foreign shareholders ( <b>Foreign Rights</b> ) for the purposes of s615 of the Corporations Act 2001 (Cth)

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## 6 - Details of the Entitlement Offer (3)

### Shortfall dispersion strategy

The shortfall (i.e. the renounced rights) of the proposed Entitlement Offer will be offered to existing shareholders and new institutional shareholders via the Bookbuild.

The Bookbuild will operate as follows:

- it will be uncapped;
- all shareholders (in eligible jurisdictions) and new institutional investors (in eligible jurisdictions) will be entitled to participate;
- if the shortfall/renounced rights are oversubscribed, the shortfall will be scaled back in the following order:
  - the bids by existing retail shareholders will be allocated first;
  - bids made by existing Institutional Shareholders (other than the BV, BG and RDIF (**Major Shareholders**)) or new institutional investors will be allocated next at the highest price that will allow the maximum number of shortfall/renounced shares to be sold to those bidders (**Clearing Price**);
  - bids made at or above the Clearing Price by Major Shareholders requiring shareholder approval only under ASX Listing Rule 10.11 completely filled will be allocated next at the Clearing Price, with each Major Shareholder being entitled to the lower of:
    - the number of shares in TIG required to satisfy their Bid in full (or if there is an oversubscription by Major Shareholders the number resulting from a pro-rata scale back); and
    - the number of shares in TIG that would result in the Major Shareholder holding voting power equal to no more than 3% greater than its voting power immediately prior to the record date under the entitlement offer.
  - bids made by the Major Shareholder that require shareholder approval under section 611, item 7 of the Corporations Act 2001 (Cth) to completely fill that bid and/or are scaled back by virtue of the application of the 3% threshold above, will be allocated next at the Clearing Price after such shareholder approval has been obtained

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## 6 - Details of the Entitlement Offer - Timetable

Event	Date
Offer Announced	18 December 2019
Institutional Entitlement Offer opens	Prior to noon 18 December 2019
Institutional Entitlement Offer closes	5pm 19 December 2019
Trading halt ends and results of Institutional Entitlement Offer announced	20 December 2019
Record Date	20 December 2019
Retail Entitlement Offer opens and Information Booklet despatched	20 December 2019
Institutional Offer settlement date	30 December 2019
Institutional Offer issue date	31 December 2019
Retail Entitlement Offer closes	22 January 2020
Announcement of results of Retail Offer, notify ASX of undersubscriptions (if any)	28 January 2020
Bookbuild for any shortfall (if applicable)	29 January 2020
Announce results of Bookbuild (in relation to allocation of shares that do not require Shareholder Approval)	30 January 2020
Retail Offer issue date (issue of shares issued under the Retail Offer, and those shares issued under the shortfall bookbuild which do not require Shareholder Approval)	3 February 2020
Shares issued on the Retail Offer issue date commence trading on ASX	4 February 2020

*The timetable above is indicative only and may be subject to change. TIG reserves the right to amend any or all of these dates and times subject to the Corporations Act, the ASX Listing Rules and other applicable laws. In particular, TIG reserves the right to extend the closing date of the Entitlement Offer, to accept late applications under the Entitlement Offer (either generally or in particular cases) and to withdraw the Entitlement Offer, without prior notice. Any extension of the closing date will have a consequential effect on the issue date of New Shares.*

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## 7 - Summary of Key Risks (1)

TIG is subject to a variety of risk factors. Some of these are specific to its business activities, while others are of a more general nature. Individually, or in combination, these risk factors may affect the future operating and financial performance of TIG, its investment returns and the value of an investment in shares in TIG.

The risks listed in this section are not an exhaustive list of risks associated with an investment in TIG, either now or in the future, and this information should be considered in conjunction with TIG's other periodic and continuous disclosure announcements lodged with ASX (including all other information in this Presentation). Many of the risks described in this section are outside the control of TIG, its directors and management.

This section discusses the key risks associated with an investment in New Shares, which may affect the future operating and financial performance of TIG and the value of New Shares. Before investing in New Shares, you should consider whether such an investment is suitable for you having regard to your personal circumstances and following consultation with your legal, financial and taxation advisers. Additional risks and uncertainties that TIG is unaware of, or that it currently considers to be immaterial, may also become important factors that adversely affect TIG's operating and financial performance and the value of New Shares.

### Operating risks

#### **Uncertainty in estimation of Mineral Resources and Reserves**

Estimating the quantity and quality of Mineral Resources is an inherently uncertain process and the Mineral Resources and Reserves stated, as well as any Mineral Resources or Reserves TIG states in the future, are and will be estimates, and may not prove to be an accurate indication of the quantity of coal that TIG has identified or that it will be able to extract. Resource estimates (including those contained in this Presentation) are stated to the JORC Code and are expressions of judgement based on knowledge, experience and industry practice. There are risks associated with such estimates, including that coal mined may be of a different quality, tonnage or strip ratio from the estimates. Resource estimates are necessarily imprecise and depend to some extent on interpretations and geological assumptions, coal prices, cost assumptions, and statistical inferences which may ultimately prove to have been unreliable. A decline in the price of coal, stabilisation at a price lower than recent levels, increases in production costs, decreases in recovery rates or changes in applicable laws and regulations, including environment, permitting, title or tax regulations, that are adverse to TIG, may mean the volumes of coal that TIG can feasibly extract may be significantly lower than the resource estimates indicated in this Presentation. If it is determined that mining of certain of TIG's coal resources have become uneconomic, this may ultimately lead to a reduction in TIG's aggregate resources. If TIG's actual mineral resources are less than current estimates, TIG's prospects, value, business, results of operations and financial condition may be materially adversely affected.

#### **Amaam development**

TIG is at the preliminary stage of determining the economic and technical viability of the Amaam Licence. To date TIG has completed a Preliminary Feasibility Study (PFS) and subsequent resource updates on the Amaam project. There is a risk that the more detailed studies in relation to the Amaam project may disprove assumptions or conclusions reached in the PFS, may reveal additional challenges or complexities and may indicate the cost estimates are incorrect. In addition, TIG must proceed through a number of steps before making a final investment decision with respect to the projects, conducting definitive feasibility studies, converting Resources to Reserves, obtaining government approvals and permits and obtaining adequate financing.

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## 7 - Summary of Key Risks (2)

#### **Amaam North further development and ramp-up production**

The process of developing and constructing Amaam North (incl. CHPP) will be subject to many uncertainties, including the timing and cost of construction, the receipt of required government permits and the availability of financing for the projects. There is a risk that unexpected challenges or delays will arise, or that coal quality and quantity results will differ from the estimates on which TIG's cost estimates are based, increasing the costs of production and/or resulting in lower sales.

Mining and development operations can be affected by force majeure circumstances, environmental considerations and cost overruns for unforeseen events. Any event that impacts on the production rates potentially may reduce the quantity of coal mined and thereby reduce the amount of coal available for sale.

Events that could adversely impact on production rates include, but are not limited to geotechnical and geological conditions; equipment availability, utilisation rates and failure; development rates at which relevant coal seams are exposed; weather (including flooding) and natural disasters; unexpected maintenance or technical problems; depletion of TIG's reserves; increased or unexpected reclamation costs; and interruptions due to transportation delays; interruptions to supplies of required materials and services; and the actions of potential contractors engaged by TIG to operate its projects (including any breach of contract or other action outside TIG's control).

#### **Coal market and demand**

TIG's current and projected future profits will be derived from the production and marketing of coal. In developing its business and mine plans, TIG has made certain assumptions regarding coal prices and demand for coal. The price that TIG will receive for its coal depends on numerous factors and accordingly, some or all of TIG's underlying assumptions may, or may not materially change and actual coal prices and demand may differ materially to those expected by TIG. The factors which affect coal prices and demand include the outcome of future sales contract negotiations, general economic activity, industrial production levels, changes in foreign exchange rates, changes in energy demand and demand for steel, changes in the supply of seaborne coal, changes in international freight rates or other transportation infrastructure and costs, the cost of other commodities and substitutes for coal, market changes in coal quality requirements and government regulation which restricts the use of coal, imposes taxation on the resources industry or otherwise affects the likely volume of sales or pricing of coal. All of these factors are out of TIG's control and may have a material adverse impact on coal prices and demand.

#### **Licences and permits**

TIG will require certain licenses, permits and approvals to develop the projects. To obtain the numerous permits issued by various governmental agencies and regulatory bodies that impose strict regulations on various environmental and safety matters in connection with coal mining may take longer than currently planned and affect TIG's planned development and production schedule. The permitting rules are complex and may change over time, and delays in obtaining applicable permits would reduce TIG's production, cash flow, and profitability. There are also a number of conditions and regulatory requirements that TIG must satisfy with respect to its tenements to maintain its interests in those tenements in good standing, including meeting specified drilling and reporting commitments. In addition, such licenses, permits and approval are subject to expiry dates and TIG may be required to renew such licenses, permits and approvals. For example, Exploration Licence No. AND 01277 TP (Zapadny Subsoil Licence) for the Amaam tenement, of which TIG owns an 80% interest expired on 1 December 2019. TIG applied for a licence renewal on 4 December 2019, however there is no guarantee that any renewal licence will be issued on the same terms and there is a risk that any new licence is subject to conditions.

There is a risk that regulatory authorities may approve amendments or update existing licence terms that are not in accordance with TIG's submissions, as a result of which there may be a material adverse effect on TIG's financial position, cash flows and future funding requirements and its ability to operate. There is a risk that TIG may fail to obtain or be delayed in obtaining the licences, permits and approvals, or meet the conditions required to maintain its interests in the Licences which may adversely affect TIG's ability to proceed with the projects, financial condition and results of operations.

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## 7 - Summary of Key Risks (3)

### Capital and operating costs

TIG's business, results of operations and financial condition may vary with fluctuations in capital and operating costs. A further increase in TIG's production or capital costs could have a material impact on the profitability of its potential resource and reserves estimates. TIG's main production expenses include contractor costs, materials (including construction materials), personnel costs, fuel and etc. Material changes in the costs of TIG's mining and processing operations as well as its capital costs could occur as a result of unforeseen events, including international and local economic and political events, many of which are beyond TIG's control, and which could have a material adverse effect on TIG's financial position, performance and its operations. In past resource cycles, operating and capital costs have tended to increase as commodity prices have increased. Thus, TIG may be faced with higher than currently expected operating and capital costs in the future.

### Environmental risks and hazards

TIG's operations and activities are subject to the laws and regulations of the Russian Federation. The Company seeks to conduct its operations and activities to the highest standard of environmental obligations, including compliance with all relevant environmental laws and regulations. TIG is unable to predict the effect on its operations of additional or amended environmental laws and regulations which may be adopted in the future, including whether any such laws or regulations would materially increase TIG's cost of doing business or affect its operations on any of its tenements. Further, there can be no assurance that new environmental laws, regulations or stricter enforcement policies and practices, once implemented, will not oblige TIG to incur significant expenses and undertake significant investments which could have a material adverse effect on TIG's business, financial condition and performance. Although the project areas have a low population density, environmental impacts and breaches have the potential to impact on community relations which may lead to operational delays resulting in loss of production and reputation.

### Reliance on key customers

TIG may obtain a material portion of its revenue from certain large off-takers, the loss of any of which, or inability to collect payment from, could adversely affect TIG's results of operations and financial condition. Furthermore, TIG's ability to receive payment for coal sold and delivered depends on the continued creditworthiness of its customers. If TIG is unable to collect payments from some of its customers, TIG's financial condition and results of operations could be materially adversely affected.

### Competition and substitution

Competition in the coal industry is based on many factors, including price, production capacity, coal quality and characteristics, transportation capability and costs and brand name. TIG faces competition from other international producers of coal. An increase in production or reduction in price of competing coals may adversely impact TIG's ability to sell its coal products and the price attained for sales. The development of new steel making technologies or practices may also lead to greater use of lower quality coals or other carbon sources in substitution for the metallurgical coals sought to be produced by TIG. This could alter the demand for, and the price of, the metallurgical coals anticipated to be produced by TIG.

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## 7 - Summary of Key Risks (4)

### Currency

Significant changes in the Australian / US Dollar, the Australian Dollar / Russian Rouble and United States Dollar / Russian Ruble exchange rate may have a significant impact on TIG's ability to fund the capital expenditure required to construct TIG's projects. The majority of TIG's anticipated sales will provide for payment in foreign currencies (principally in US dollars). TIG's financial position and results will be denominated in Australian dollars and its local expenses may be incurred in Russian Rubles. Any strengthening of the Australian dollar or Russian Ruble against the US dollar will, if all other factors are equal, adversely affect TIG's financial performance, due to the resultant lower Australian dollar receipts or increased Russian Ruble costs. The Company's Board will consider whether to manage currency fluctuation risk, by hedging the US dollars which it expects to receive under any export contracts. However, there can be no assurance that TIG will hedge its exchange rate exposure, that it will be able to hedge such exposure on acceptable terms in the future or that any exchange rate hedging conducted by TIG will be effective or will not result in an adverse financial impact arising from the inability to benefit from a favorable movement in exchange rates.

### Foreign operations

TIG's projects are located in the Russian Federation. Investing in emerging markets such as Russia involves greater risk than investing in more developed markets. Operating in this jurisdiction may expose TIG to a range of significant country specific risks including general economic, regulatory, legal, social and political conditions. These and other country specific risks may affect TIG's ability wholly or in part to operate its business in the Russian Federation.

### Political

Changes, if any, in mining or investment policies or shifts in political attitude in Russia or elsewhere may adversely affect TIG's operations. Operations may be affected to varying degrees by Russian Federal and/or local government regulations including but not limited to: pricing controls; export controls; currency remittance; income taxes; foreign investment; maintenance of claims; environmental legislation; land use; land claims of local people; water use; mine safety and Federal and local government participation. Failure to comply strictly with applicable laws, regulations and local practices relating to mineral tenure and development could result in loss, reduction or expropriation of entitlements. The occurrence of these factors and uncertainties cannot be accurately predicted.

### Insurance

TIG does and will endeavour to maintain insurance within ranges of coverage in accordance with industry practice to insure against the risks it considers appropriate after consideration of TIG's needs and circumstances. Insurance of risks associated with coal exploration and production is not always available and, where available, costs can be prohibitive. However, no assurance can be given as to TIG's ability to obtain such insurance coverage in the future at reasonable rates or that any coverage arranged will be adequate and available to cover any and all potential claims. The occurrence of an event that is not covered or fully covered by insurance could have a material adverse effect on the business, financial condition and results of TIG.

### Litigation

TIG may be exposed to risks of litigation which may have a material adverse effect on its financial position. All industries, including the coal exploration and mining industry, are subject to legal claims, with and without merit. Defence and settlement costs of legal claims can be substantial, even with respect to claims that have no merit. Due to the uncertainty of the litigation process, the resolution of any particular legal proceeding to which TIG is or may become subject could have a material effect on its financial position, results from operations or TIG's activities.

### Key personnel

A number of key personnel are important to attaining TIG's business goals and objectives. The loss of key personnel or the failure to recruit sufficiently qualified and experienced staff could affect TIG's future financial performance, and its share price. TIG has entered into employment contracts with a number of key personnel whose expertise and experience in the mining industry is important to the continued development and operation of its interests. Due to management's experience and the important role they have taken in developing TIG's mining, business and financial plans, TIG could be adversely affected if any of them ceased to actively participate in or left TIG's management team entirely. There may be a limited number of persons with the requisite experience and skills to serve in TIG's senior management positions if existing management leave TIG. TIG may not be able to locate or employ qualified executives on acceptable terms. The Company does not currently maintain "key person" insurance. If it cannot attract, train and retain qualified managers, TIG may be unable to successfully manage its growth or otherwise compete effectively in the international coal industry.

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## 7 - Summary of Key Risks (5)

### Risks associated with the Entitlement Offer

#### **Dilution and Control**

Upon completion of the Entitlement Offer, assuming the Entitlement Offer is fully subscribed, the number of shares in TIG will increase from 1,791,669,870 to approximately 7,674,022,811. If a shareholder does not participate in the Entitlement Offer, to the extent to which the shareholder does not participate, their holdings will be diluted. The Entitlement Offer may have an effect on the control of TIG. There is also a risk that ASIC or any other party could bring an action to the Australian Takeovers Panel (Panel) claiming that the Entitlement Offer gives rise to unacceptable circumstances. If an action is brought to the Panel and is successful, there are a broad range of orders that the Panel can make, including requiring TIG to amend the terms of the Entitlement Offer or withdraw the Entitlement Offer.

#### **No underwriting or minimum subscription**

There is no minimum subscription under the Offer, and the Offer is not underwritten. As such, there is no guarantee that the Company will raise sufficient funds to enable the development of the Company's projects and there may be restrictions on the financial and operating activities of the Company. If the Company is unable to obtain additional financing as needed, it may be required to reduce, delay or suspend its operations. This could have a material adverse effect on the Company's balance sheet, and may affect the Company's ability to continue as a going concern.

### General Risks

#### **General economic risks**

TIG's ability to obtain funding for the projects, financial performance and ability to execute its business strategy is influenced by a variety of general economic and business conditions, including coal prices, inflation, interest rates and exchange rates, supply and demand (including for coal specifically), industrial disruption, access to debt and capital markets and governmental fiscal and monetary policy. Changes in general economic conditions may result from many factors including government policy in Australia, Russia and abroad, international economic conditions, significant acts of terrorism, hostilities or war or natural disasters. A deterioration or an extended period of adversity in any of these conditions could have an adverse impact on TIG's financial position and/or financial performance.

#### **Climate Change**

The Company, its customers and external suppliers, may be adversely affected by the physical risks of climate change, including increases in temperatures, sea levels and the frequency and severity of adverse climatic events including fires, storms, floods and droughts. These effects, whether acute or chronic in nature, may directly impact TIG and its customers through reputational damage, environmental factors, insurance risk and business disruption and may have an adverse impact on financial performance. Further, the physical impact of climate change poses significant direct risk to assets and indirect impacts from supply chain disruption i.e. changes in shipping patterns globally.

Initiatives to mitigate or response to adverse impact of climate change may impact market and asset prices, economic activity and customer behaviour, particularly in geographic locations and industry sectors adversely affected by these changes. Failure to effectively manage these transition risks could adversely affect TIG's business, prospects, reputation, financial performance or financial condition.

Further, transitioning to a lower-carbon economy may entail extensive policy, legal, technology and market changes to address mitigation and adaption requirements related to climate change, and impact on coal prices globally. Depending on the nature, speed and focus of these changes, transition risks may pose varying levels of financial and reputational risk to the Company.

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## 7 - Summary of Key Risks (6)

#### **Regulatory risk**

TIG's operations are subject to a number of Australian, Cypriot and Russian national and local laws, including those relating to mining, prospecting and exploration, development permit and licence requirements, environment, land use, royalties, taxes and charges, water, mine safety, occupational health, foreign currency movements and cross border currency movements. No assurance can be given that TIG can or will be successful in obtaining all or any relevant permission, approval, licence or that such authorisations will remain in force without modification or revocation. To the extent that any and all required approvals are not obtained or retained in a timely manner or at all, TIG may be curtailed or prohibited from continuing or proceeding with exploration and or mining activities or repatriating profits for distribution to and in Australia.

#### **Tax and royalties risk**

Changes to income tax (including capital gains tax), GST, VAT, stamp duty or other revenue legislation and other practices of the tax authorities in both Australia and the Russian Federation may change following the date of the Entitlement Offer or adversely affect TIG's profitability, net assets and cash flow. In particular, both the level and basis of taxation may change. Changes to the royalty regime in the Russian Federation or any other place where TIG may produce coal in the future may also have an adverse effect on TIG's financial performance and cash flows.

Further, changes in tax law, or changes to the way tax law is, or is expected to be, interpreted in the jurisdictions in which TIG operates, may impact the future tax liabilities of TIG. In particular, TIG's mining operations fall within an Advanced Development Zone (ADZ), an area of the Russian Federation subject to a distinct tax and legal regime. Russian tax law related to ADZ's is not clear in relation to TIG's potential social tax liabilities. An interpretation of taxation laws which imposes a high tax liability on the company may have a material adverse effect on TIG's balance sheet and shareholder returns.

#### **Wars, terrorism, political and environmental events**

Events may occur within or outside Australia and the Russian Federation that could impact upon the world economy, the market for coal, TIG's operations and the price of its Shares. These events include war, acts of terrorism, civil disturbance, political intervention and natural events such as earthquakes, floods, fires and poor weather affecting roadways, mining and transport of coal.

#### **Limited liquidity**

There can be no guarantee that there will continue to be a market for shares or that the price of shares will increase. There may be relatively few buyers or sellers of TIG's shares on the ASX at any given time. This may affect the volatility in TIG's share market price. It may also affect the prevailing market price at which shareholders are able to sell their shares, which may result in the shareholders receiving a market price for their Shares that is less or more than the Offer Price.

#### **Stock market risk**

The New Shares are to be quoted on the ASX, where their price may rise or fall in relation to the Offer Price. The New Shares issued under the Entitlement Offer carry no guarantee in respect of profitability, dividends, return of capital, or the price at which they may trade on ASX. The value of the New Shares will be determined by the stock market and will be subject to a range of factors beyond the control of TIG, its Directors and officers. Such factors include, but are not limited to, the demand for and availability of shares, movements in domestic interest rates, exchange rates, fluctuations in the Australian and international stock markets and general domestic and economic activity. Returns from an investment in the New Shares may also depend on general stock market conditions as well as the performance of TIG. There can be no guarantee that an active market in the New Shares will develop or that the market price of the New Shares will not decline below the Offer Price.

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## 8 - Selling Restrictions (1)

This Presentation does not constitute an offer of New Shares of TIG in any jurisdiction in which it would be unlawful. In particular, this Presentation may not be distributed to any person, and the New Shares may not be offered or sold, in any country outside Australia except to the extent permitted below.

### Cayman Islands

The Company may not carry on or purport to carry on securities investment business (which for these purposes includes offering securities) in the Cayman Islands unless it holds a licence granted under the Securities Investment Business Law (Revised) of the Cayman Islands ("SIBL") or is exempted from holding a licence pursuant to SIBL. For these purposes, whether TIG is deemed to be carrying on securities investment business in the Cayman Islands is a matter of fact and no offer or invitation by, or on behalf of TIG to subscribe for the shares may be made to the public in the Cayman Islands.

An invitation to any the following persons will not constitute an invitation to the public in the Cayman Islands: (i) Sophisticated Persons (as defined under SIBL); (ii) High Net Worth Persons (as defined under SIBL); (iii) the Cayman Islands Stock Exchange, the Cayman Islands Monetary Authority, the Cayman Islands Government and any authority created by the Cayman Islands Government; (iv) persons carrying on securities investment business for one or more Sophisticated Persons, High Net Worth Persons or entities where the investors are Sophisticated Persons or High Net Worth Persons; (v) exempted or ordinary non-resident companies registered under the Companies Law (Revised) or (vi) foreign companies registered under Part IX of the Companies Law (Revised) or any such company acting as general partner of a partnership registered under section 9(1) of the Exempted Limited Partnership Law (Revised), or any director or officer of the same acting in such capacity; (e) the trustee of any trust registered or capable of registration under section 74 of the Trusts Law (Revised) acting in such capacity or (f) a Limited Liability Company registered under the Limited Liability Companies Law (Revised).

### Cyprus

This document does not constitute and may not be used for the purposes of an offer or invitation to subscribe for or otherwise acquire the New Shares by any person in Cyprus in circumstances which require the publication, approval or filing of a prospectus under Regulation (EU) 2017/1129 of the European Parliament and the Council of the European Union or under the Cyprus Companies Law, Cap.113 as amended.

### European Union (Netherlands)

This document has not been, and will not be, registered with or approved by any national securities regulator in the European Union. Accordingly, this document may not be made available, nor may the New Shares be offered for sale, in the European Union except in circumstances that do not require a prospectus under Article 1(4) of Regulation (EU) 2017/1129 of the European Parliament and the Council of the European Union (the "Prospectus Regulation").

In accordance with Article 1(4)(a) of the Prospectus Regulation, an offer of New Shares in the European Union is limited to persons who are "qualified investors" (as defined in Article 2(e) of the Prospectus Regulation).

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## 8 - Selling Restrictions (2)

### Guernsey

Shares in TIG may only be offered or sold in or from within the Bailiwick of Guernsey either (i) by persons licensed to do so under the Protection of Investors (Bailiwick of Guernsey) Law, 1987, as amended (the "POI Law"); or (ii) to persons licensed under the POI Law or persons licensed under the Insurance Business (Bailiwick of Guernsey) Law, 2002, as amended, the Banking Supervision (Bailiwick of Guernsey) Law, 1994, as amended, the Insurance Managers and Intermediaries (Bailiwick of Guernsey) Law, 2002, as amended, or the Regulation of Fiduciaries, Administration Businesses and Company Directors, etc., (Bailiwick of Guernsey) Law, 2000, as amended.

### Hong Kong

**WARNING:** The contents of this document have not been reviewed by any regulatory authority in Hong Kong. You are advised to exercise caution in relation to the Entitlement Offer. If you are in any doubt about any of the contents of this document, you should obtain independent professional advice.

This document has not been, and will not be, registered as a prospectus under the Companies (Winding Up and Miscellaneous Provisions) Ordinance (Cap.32, Laws of Hong Kong) (the "C(WUMP)O"), nor has it been authorised by the Securities and Futures Commission in Hong Kong pursuant to the Securities and Futures Ordinance (Cap. 571) of Hong Kong (the "SFO"). No action has been taken in Hong Kong to authorise or register this document or to permit the distribution of this document or any documents issued in connection with it. Accordingly, (i) the New Shares may not be offered or sold in Hong Kong by means of this document or any other document other than (a) to "professional investors" as defined in the SFO and any rules made under the SFO; or (b) in other circumstances which do not result in the document being a "prospectus" as defined in the C(WUMP)O or which do not constitute an offer to the public within the meaning of the C(WUMP)O; and (ii) no person shall issue or possess for the purposes of issue, whether in Hong Kong or elsewhere, any advertisement, invitation or document relating to the New Shares which is directed at, or the contents of which are likely to be accessed or read by, the public of Hong Kong (except if permitted to do so under the securities laws of Hong Kong) other than with respect to the New Shares which are or are intended to be disposed of only to persons outside Hong Kong or only to "professional investors" as defined in the SFO and any rules made under the SFO.

No person allotted New Shares may sell, or offer to sell, such shares in circumstances that amount to an offer to the public in Hong Kong within six months following the date of issue of such shares.

### New Zealand

This document has not been registered, filed with or approved by any New Zealand regulatory authority under the Financial Markets Conduct Act 2013 (the "FMC Act").

The New Shares are not being offered to the public within New Zealand other than to existing shareholders of TIG with registered addresses in New Zealand to whom the offer of these securities is being made in reliance on the FMC Act and the Financial Markets Conduct (Incidental Offers) Exemption Notice 2016.

Other than in the Placement, the New Shares may only be offered or sold in New Zealand (or allotted with a view to being offered for sale in New Zealand) to a person who:

1. is an investment business within the meaning of clause 37 of Schedule 1 of the FMC Act;
2. meets the investment activity criteria specified in clause 38 of Schedule 1 of the FMC Act;
3. is large within the meaning of clause 39 of Schedule 1 of the FMC Act;
4. is a government agency within the meaning of clause 40 of Schedule 1 of the FMC Act; or
5. is an eligible investor within the meaning of clause 41 of Schedule 1 of the FMC Act.

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## 8 - Selling Restrictions (3)

### Russian Federation

This document does not constitute an offer or advertisement of the New Shares in the Russian Federation, is not an offer, or an invitation to make offers, sell, purchase, exchange or transfer any New Shares in the Russian Federation, and must not be passed on to third parties or otherwise be made publicly available in the Russian Federation except to the extent permitted under Russian law. Neither the New Shares nor any prospectus or other document relating to them have been or will be registered with the Central Bank of Russian Federation. Therefore, "public placement" of the New Shares in Russia is prohibited.

The New Shares are not offered or sold and will not be offered or sold to or for the benefit of any persons (including legal entities) resident, incorporated, established or having their usual residence in the Russian Federation, or to any person located within the territory of the Russian Federation, except that it may offer, sell or otherwise transfer the New Shares to qualified investors within the meaning of Article 51.2 of the Federal Law No. 39-FZ "On Securities Market" dated 22 April 1996, as amended, and to the extent otherwise permitted under Russian law.

### Singapore

This document has not been registered as a prospectus with the Monetary Authority of Singapore. Accordingly, the Rights Shares and the Rights Entitlements may not be offered or sold or made the subject of an invitation for subscription or purchase, nor may this document and any other document and any other document or material in connection with the offer or sale, or invitation for subscription or purchase, of the Rights Shares and the Rights Entitlements be circulated or distributed, whether directly or indirectly, nor may the Rights Shares and the Rights Entitlements be offered or sold, or be made the subject of an invitation for subscription or purchase, whether directly or indirectly, to any person in Singapore other than (i) existing shareholders of record of New Shares pursuant to Section 273(1)(cd) of the Securities and Futures Act (Cap. 289) of Singapore, as modified or amended from time to time ("SFA") or (ii) pursuant to, and in accordance with, the conditions of an exemption under any provision of Subdivision (4) of Division 1 of Part XIII of the SFA.

Notification under Section 309B(1)(c) of the SFA – In connection with Section 309B of the SFA and the Securities and Futures (Capital Markets Products) Regulations 2018 of Singapore (the CMP Regulations 2018), TIG has determined the classification of the Rights Shares and the Rights Entitlements as prescribed capital markets products (as defined in the CMP Regulations 2018) and Excluded Investment Products (as defined in MAS Notice SFA 04-N12: Notice on the Sale of Investment Products and MAS Notice FAA-N16: Notice on Recommendations on Investment Products).

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## 8 - Selling Restrictions (4)

### Spain

This document has not been, and will not be, registered with or approved by the Comisión Nacional del Mercado de Valores in Spain and, therefore, this document may not be made available and is not intended to be used for any offering to the public in Spain. Accordingly, the New Shares shall not be offered, sold or distributed, nor may any subsequent resale of New Shares be carried out in Spain, without complying with all legal and regulatory requirements under the of Regulation (EU) 2017/1129 of the European Parliament and the Council of the European Union (the "Prospectus Regulation") and the Spanish securities laws when applicable or except in circumstances that do not require the registration of a prospectus in Spain including:

1. to any legal entity which is a qualified investor, within the meaning of the Prospectus Regulation and the Spanish securities laws;
2. to fewer than 150 natural or legal persons (other than Qualified Investors); or
3. in any other circumstances falling within Article 1(4) of the Prospectus Regulation or within the Spanish securities laws that may be applicable
4. provided that no such offer of New Shares referred to in (a) to (c) above shall result in a requirement for the publication of a prospectus or a supplement to a prospectus pursuant to the Prospectus Regulation or the Spanish securities laws.

The expression an "offer of New Shares to the public" means the communication in any form and by any means of sufficient information of the terms of the offer and the New Shares to be offered so as to enable an investor to decide to purchase or subscribe for the New Shares.

### United Kingdom

Neither this document nor any other document relating to the offer has been delivered for approval to the Financial Conduct Authority in the United Kingdom and no prospectus (within the meaning of section 85 of the Financial Services and Markets Act 2000, as amended ("FSMA")) has been published or is intended to be published in respect of the New Shares.

This document is issued on a confidential basis to "qualified investors" (within the meaning of Section 86(7) of the FSMA) in the United Kingdom, and the New Shares may not be offered or sold in the United Kingdom by means of this document, any accompanying letter or any other document, except in circumstances which do not require the publication of a prospectus pursuant to Section 86(1) of the FSMA. This document should not be distributed, published or reproduced, in whole or in part, nor may its contents be disclosed by recipients to any other person in the United Kingdom.

Any invitation or inducement to engage in investment activity (within the meaning of section 21 of the FSMA) received in connection with the issue or sale of the New Shares has only been communicated or caused to be communicated and will only be communicated or caused to be communicated in the United Kingdom in circumstances in which Section 21(1) of the FSMA does not apply to TIG.

In the United Kingdom, this document is being distributed only to, and is directed at, persons (i) who have professional experience in matters relating to investments falling within Article 19(5) (investment professionals) of the Financial Services and Markets Act 2000 (Financial Promotions) Order 2005 ("FPO"), (ii) who fall within the categories of persons referred to in Article 49(2)(a) to (d) (high net worth companies, unincorporated associations, etc.) of the FPO or (iii) to whom it may otherwise be lawfully communicated (together "relevant persons"). The investments to which this document relates are available only to, and any offer or agreement to purchase will be engaged in only with, relevant persons. Any person who is not a relevant person should not act or rely on this document or any of its contents.

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20 December 2019

## Successful Completion of Institutional Entitlement Offer

Tigers Realm Coal Limited (**TIG** or **Company**) is pleased to announce that it has successfully completed the institutional component (**Institutional Entitlement Offer**) of its 13 for 4 accelerated renounceable entitlement offer of fully paid TIG ordinary shares (**New Shares**) at an offer price of A\$0.01 per New Share (**Entitlement Offer**).

This represents the first stage of TIG's approximately US\$40 million equity raising, announced on 18 December 2019. The proceeds from the Entitlement Offer are proposed to be used as follows:

- US\$20.5 million to settle the existing Shareholder Debt, including interest;
- up to US\$5.0m for early repayment of leasing obligations with effective interest rate higher than 15% per year;
- up to US\$6.5 million for capital expenditures at the mine and port;
- up to US\$2.0 million for license compliance drilling; and
- up to US\$6.0 million for working capital.

### Institutional Entitlement Offer

The Institutional Entitlement Offer closed at 5pm (AEDT) on 19 December 2019 and received strong support from existing institutional shareholders, raising gross proceeds of approximately A\$39.7m (US\$27.3m).

The entitlements of any Eligible Institutional Shareholders who elected not to take up their entitlements or were ineligible to participate in the Institutional Entitlement Offer, will be renounced and offered for sale in the single shortfall bookbuild (**Bookbuild**) as described below. Eligible Institutional Shareholders have had the opportunity to elect to take up additional shares in the Bookbuild.

### Retail Entitlement Offer

The retail component of the offer (**Retail Entitlement Offer**) will open on 23 December 2019 and is expected to close at 5pm (AEDT) on 22 January 2020.

The Retail Entitlement Offer will be open to eligible retail shareholders who are shareholders:

- holding shares on the record date of 7pm (AEDT) on 20 December 2019 (**Record Date**);
- with a registered address in Australia, New Zealand, or certain other foreign jurisdictions determined by the Directors of TIG (as described in the "Selling Restrictions" section of the Investor Presentation released to ASX on 18 December 2019); and
- who are not Eligible Institutional Shareholders or ineligible shareholders.

(the **Eligible Retail Shareholders**)

Under the Retail Entitlement Offer, Eligible Retail Shareholders will be able to subscribe for 13 new shares for every 4 TIG shares held on the Record Date, at the same price as the Institutional Entitlement Offer (A\$0.01 per new share). Eligible Retail Shareholders will be allotted their entitlements under the Retail Entitlement Offer which can be taken up in whole or in part, or in whole with the ability to subscribe for additional shares in excess of their entitlement, to be allocated in the Bookbuild.

The Bookbuild will consist of all entitlements not taken up under the Retail and Institutional Entitlement Offers. Eligible Retail Shareholders can elect to take up additional shares in the Bookbuild (and as noted above, Eligible Institutional Shareholders have already made their elections if any). If the value of retail and institutional elections (**Shortfall Elections**) exceeds the total shortfall, then the Shortfall Elections will be scaled back on a pro-rata basis.

Any proceeds realised in excess of the Offer Price in the Bookbuild (**Premium**) will be remitted proportionally to those eligible shareholders who do not fully take up their entitlement (or allow their entitlement to lapse) and any to ineligible shareholders under the Retail or Institutional Entitlement Offers. It is expected that the Premium (if any) will be paid to ineligible or renouncing shareholders on or around 7 February 2020, net of any applicable withholding tax.

Note that if you are an ineligible shareholder or you choose to let your entitlement lapse, you cannot participate in the Entitlement Offer and your percentage shareholding in TIG will be diluted as a result of the Entitlement Offer.

Eligible Retail Shareholders will be sent a Retail Entitlement Offer Booklet containing information in respect of the Retail Entitlement Offer (the **Offer Booklet**) along with a personalised entitlement and acceptance form on 23 December 2019. Eligible Shareholders wishing to participate in the Retail Entitlement Offer should carefully read the Offer Booklet (and their personalised entitlement and acceptance form). Copies of the Offer Booklet will also be available on the ASX website at [www.asx.com.au](http://www.asx.com.au) and TIG's website at [www.tigersrealmcoal.com](http://www.tigersrealmcoal.com).

Key dates of the Entitlement Offer are provided in the Appendix to this announcement.

Argonaut Securities Pty Ltd is acting as Lead Manager to the Entitlement Offer and will be the sole bookrunner for the Bookbuild. Argonaut will also act as nominee for the sale of the rights of ineligible foreign shareholders for the purposes of s615 of the Corporations Act 2001 (Cth).

KPMG Corporate Finance acted as Independent Financial Advisor to the Company.

**Contact details:**

Further details about Tigers Realm Coal can be found at [www.tigersrealmcoal.com](http://www.tigersrealmcoal.com). For further information, contact:

Dmitry Gavrilin, Chief Executive Officer	+7 985 769 79 50
Dale Bender, Chief Financial Officer	+7 495 646 83 53

Email: [IR@tigersrealmcoal.com](mailto:IR@tigersrealmcoal.com)

If you have any questions about the Entitlement Offer, please call the Company on +61 3 8644 1300 or visit the Company's website at [www.tigersrealmcoal.com](http://www.tigersrealmcoal.com).

## **Appendix - Indicative Timetable**

<b>Event</b>	<b>Date</b>
Institutional Entitlement Offer opens	18 December 2019
Institutional Entitlement Offer closes	5pm, 19 December 2019
Trading halt ends and results of Institutional Entitlement Offer announced	20 December 2019
Record Date	20 December 2019
Retail Entitlement Offer opens and Information Booklet despatched	23 December 2019
Institutional Offer settlement date	30 December 2019
Institutional Offer issue date	31 December 2019
Retail Entitlement Offer closes	22 January 2020
Announcement of results of Retail Offer, notify ASX of undersubscriptions (if any)	28 January 2020
Bookbuild for any shortfall (if applicable)	29 January 2020
Announce results of Bookbuild (in relation to allocation of shares that do not require Shareholder Approval)	30 January 2020
Retail Offer issue date (issue of shares issued under the Retail Offer, and those shares issued under the shortfall bookbuild which do not require Shareholder Approval)	3 February 2020
Shares issued on the Retail Offer issue date commence trading on ASX	4 February 2020

*The Indicative Timetable is subject to change. TIG reserves the right to vary the timetable for the Entitlement Offer without notice, subject to the Corporations Act, ASX Listing Rules and other applicable laws. The commencement of quotation of New Shares under the Entitlement Offer is subject to confirmation from ASX.*

*This release is for information purposes only and is not financial product or investment advice or a recommendation to acquire TIG shares (nor does it or will it form any part of any contract to acquire TIG shares). The information in this release is in summary form and does not contain all the information necessary to fully evaluate the Entitlement Offer or any potential investment in TIG. It should be read in conjunction with TIG's other periodic and continuous disclosure announcements lodged with ASX. This release has been prepared without taking into account the objectives, financial situation or needs of individuals. Before making an investment decision, prospective investors should consider the appropriateness of the information having regard to their own objectives and financial situation and seek legal, financial and taxation advice.*

*This release may not be released or distributed in the United States. This release does not constitute an offer to sell, or a solicitation of an offer to buy, any securities in the United States or in any other jurisdiction in which, or to any person to whom, it would not be lawful to make such an offer. None of the Entitlements or the New Shares have been, or will be, registered under the U.S. Securities Act of 1933 (Securities Act) or the securities laws of any state or other jurisdiction of the United States and may not be offered or sold in the United States, except in transactions exempt from, or not subject to, the registration requirements of the Securities Act and applicable US state securities laws.*

*All dollar values are in Australian dollars (A\$) unless otherwise stated. All times and dates refer to Australian Eastern Daylight time (AEDT).*



## **7. Important information**

### **7.1 Responsibility for Information Booklet**

This Information Booklet (including the ASX Offer Announcements and the enclosed personalised Entitlement and Acceptance Form) has been prepared by TIG. This Information Booklet is dated 23 December 2019 (other than the ASX Offer Announcements, which were released to the ASX and published on the ASX website on 18 December 2019).

No party other than TIG has authorised or caused the issue of this Information Booklet, or takes any responsibility for, or makes, any statements, representations or undertakings in this Information Booklet.

No person is authorised to give any information, or to make any representation, in connection with the Retail Entitlement Offer that is not contained in this Information Booklet. Any information or representation that is not in this Information Booklet may not be relied on as having been authorised by TIG, or its related bodies corporate in connection with the Retail Entitlement Offer.

### **7.2 Status of Information Booklet**

The Retail Entitlement Offer is being made pursuant to provisions of the Corporations Act which allows rights issues to be offered without a prospectus.

Neither this Information Booklet nor the Entitlement and Acceptance Form are required to be lodged or registered with ASIC. This Information Booklet is not a prospectus under the Corporations Act and no prospectus for the Retail Entitlement Offer will be prepared. These documents do not contain, or purport to contain, all of the information that a prospective investor may require in evaluating an investment in TIG. They do not contain all the information which would be required to be disclosed in a prospectus.

As a result, it is important for Eligible Retail Shareholders to carefully read and understand the information on TIG and the Retail Entitlement Offer made publicly available, prior to accepting all or part of their Entitlement. In particular, please refer to this Information Booklet, the Investor Presentation and other announcements made available at [www.asx.com.au](http://www.asx.com.au). Alternatively, you can access information about the Retail Entitlement Offer online at <http://www.tigersrealmcoal.com/>.

This Information Booklet does not contain financial product advice and has been prepared without taking into account your investment objectives, financial circumstances or particular needs. Before deciding whether to apply for New Shares or Additional New Shares, you should consider whether they are a suitable investment for you in light of your own investment objectives and financial circumstances and having regard to the merits or risks involved. After reading the Information Booklet, and the Investor Presentation released to ASX on 18 December 2019 (in particular, the "Key Risks" section), if you have any questions about the Retail Entitlement Offer, you should contact your stockbroker, accountant or other independent professional adviser.

### **7.3 Information Booklet availability**

Eligible Retail Shareholders in Australia, New Zealand or Singapore can obtain a copy of this Information Booklet during the period of the Retail Entitlement Offer by accessing the ASX website or accessing the TIG website <http://www.tigersrealmcoal.com/>. Persons who access the electronic version of this Information Booklet should ensure that they download and read the entire Information Booklet. The electronic version of this Information Booklet on the ASX website and the TIG website will not include a personalised Entitlement and Acceptance Form.

A replacement personalised Entitlement and Acceptance Form can be requested by calling the TIG Offer Information Line on 1300 880 467 or +61 1300 880 467 (outside Australia) at any time between 8:30am and 5:30pm (AEST) on Monday to Friday during the Retail Entitlement Offer period.

This Information Booklet (including the accompanying personalised Entitlement and Acceptance Form) may not be distributed or released to, or relied upon by, persons in the United States or that are acting for the account or benefit of a person in the United States.

#### **7.4 Notice to nominees**

If the Company believes you hold Shares as a nominee or custodian you will have received, or will shortly receive, a letter in respect of the Retail Entitlement Offer from TIG. Nominees and custodians should consider carefully the contents of that letter and note in particular that the Retail Entitlement Offer is not available to, and they must not purport to accept the Retail Entitlement Offer in respect of:

- beneficiaries on whose behalf they hold Existing Shares who would not satisfy the criteria for an Eligible Shareholder;
- Shareholders who are not eligible under all applicable securities laws to receive an offer under the Retail Entitlement Offer

Persons acting as custodians or nominees must not take up Entitlements or apply for New Shares or Additional New Shares on behalf of, or for the account or benefit of, a person in the United States and must not send any document relating to the Retail Entitlement Offer to any person that is in the United States.

TIG is not required to determine whether or not any registered holder is acting as a nominee or custodian or the identity or residence of any beneficial owners of Shares. Where any holder is acting as a nominee for a foreign person, that holder, in dealing with its beneficiary, will need to assess whether indirect participation by the beneficiary in the Retail Entitlement Offer is compatible with applicable foreign laws. TIG is not able to advise on foreign laws. Eligible Retail Shareholders who are nominees, trustees or custodians are therefore advised to seek independent advice as to how to proceed.

#### **7.5 No cooling off**

Cooling off rights do not apply to an investment in New Shares or Additional New Shares. You cannot withdraw your application once it has been made.

#### **7.6 Shortfall**

Whilst TIG believes that the Retail Entitlement Offer will be well received, there may be a Shortfall in the Entitlement Offer and TIG, in consultation with Lead Manager, intends to satisfy the applications for Additional New Shares made by Eligible Retail Shareholders wishing to participate in the Shortfall (if any) as soon as possible after the close of the Retail Entitlement Offer and to issue those Additional New Shares, together with the New Shares on 3 February 2020.

TIG does not guarantee that there will be any Shortfall.

See section 3.5 on how to apply for Additional New Shares.

## **7.7 Shareholder approval for participation by certain Shareholders**

Should a Shortfall remain after Additional New Shares have been fully allocated in the manner set out in section 4.4 and Bids are made at or above the Clearing Price by any Shareholders that require Shareholder approval to acquire those Additional New Shares:

- TIG has will promptly use all reasonable endeavours to seek that approval (following completion of the Bookbuild);
- each resolution put to Shareholders for the purposes of that approval will be inter-conditional on each other such resolution being approved; and
- Additional New Shares allocated to such applicants will not be issued unless and until such approval is received which is intended to be, by no later than 3 April 2019, being within three months of 22 January 2020, the Final Closing Date.

## **7.8 Privacy Statement**

If you complete an application for New Shares or Additional New Shares, you will be providing personal information to TIG (directly or through the Registry). TIG collects, holds and will use that information to assess your application, service your needs as a Shareholder and to facilitate distribution payments and corporate communications to you as a Shareholder.

The information may also be used from time to time and disclosed to persons inspecting the register, bidders for your securities in the context of takeovers, regulatory bodies, including the Australian Taxation Off authorised securities brokers, print service providers, mail houses and the Registry.

You can access, correct and update the personal information that is held about you. If you wish to do so please contact the Registry at the relevant contact numbers set out in the Corporate Directory of this Information Booklet.

Collection, maintenance and disclosure of certain personal information is governed by legislation including the *Privacy Act 1988* (Cth) (as amended), the Corporations Act and certain rules such as the ASX Settlement Operating Rules. You should note that if the information required on the Entitlement and Acceptance Form is not provided, TIG may not be able to accept or process your application.

## **7.9 Governing Law**

This Information Booklet, the Retail Entitlement Offer and the contracts formed on acceptance of the Retail Entitlement Offers pursuant to the personalised Entitlement and Acceptance Forms are governed by the laws applicable in, Victoria, Australia. Each applicant for New Shares and Additional New Shares (if any) submits to the non-exclusive jurisdiction of the courts of Victoria, Australia.

## **7.10 Foreign jurisdictions**

This Information Booklet has been prepared to comply with the requirements of the securities laws of Australia.

The New Shares and Additional New Shares are not being offered to the public in New Zealand or Singapore other than to existing Shareholders with registered addresses in New Zealand or Singapore.

This document has been prepared in compliance with Australian law and has not been registered, filed with or approved by any New Zealand or Singaporean regulatory. This document is not a product disclosure statement under New Zealand or Singaporean law and is not required to, and may not, contain all the information that a product disclosure statement under New Zealand or Singaporean law is required to contain.

This Information Booklet does not constitute an offer in any jurisdiction in which, or to any person to whom, it would not be lawful to make such an offer. No action has been taken to register or qualify the Retail Entitlement Offer, the Entitlements, the New Shares or Additional New Shares or otherwise permit the public offering of the New Shares or Additional New Shares in any jurisdiction other than Australia, New Zealand and Singapore.

This Information Booklet, and any accompanying ASX announcements and the Entitlement and Acceptance Form, do not constitute an offer to sell, or the solicitation of an offer to buy, any securities in the United States. Neither this Information Booklet nor the Entitlement and Acceptance Form may be distributed or released in the United States. Neither the Entitlements, the New Shares nor the Additional New Shares offered in the Retail Entitlement Offer have been, or will be, registered under the U.S. Securities Act or the securities laws of any state or other jurisdiction of the United States. Accordingly, the Entitlements may not be taken up by, and the New Shares and Additional New Shares may not be offered or sold to, persons in the United States or persons who are acting for the account or benefit of a person in the United States.

The New Shares and Additional New Shares to be offered and sold in the Retail Entitlement Offer may only be offered and sold outside the United States in "offshore transactions" (as defined in Rule 902(h) under the U.S. Securities Act) in compliance with Regulation S under the U.S. Securities Act.

Any non-compliance with these restrictions may contravene applicable securities laws.

#### **7.11 Disclaimer of representations**

No person is authorised to give any information, or to make any representation, in connection with the Retail Entitlement Offer that is not contained in this Information.

Any information or representation that is not in this Information may not be relied on as having been authorised by TIG, or its related bodies corporate, in connection with the Retail Entitlement Offer. Except as required by law, and only to the extent so required, none of TIG, nor any other person, warrants or guarantees the future performance of TIG or any return on any investment made pursuant to this Information or its content.

## 8. Glossary

**ABN** means Australian Business Number.

**Additional New Shares** means the New Shares forming part of the Shortfall for which Eligible Shareholders may apply for in addition to their Entitlement.

**AEST** means Australian Eastern Standard Time.

**Application Monies** means the amount specified in the personalised Entitlement and Acceptance Form, being the consideration for New Shares and the consideration for Additional New Shares (if a Shortfall Election is made) under the Retail Entitlement Offer.

**ASIC** means the Australian Securities & Investments Commission.

**ASX** means ASX Limited ACN 008 624 691 or, where the context requires, the financial market operated by it on which Shares are quoted.

**ASX Offer Announcements** means the ASX announcements reproduced in section 6 of the Information Booklet, being the announcement to ASX on 18 December 2019 of the launch of the Retail Entitlement Offer and the Investor Presentation.

**Bid** means the bids or election to take up Additional New Shares made by Eligible Institutional Shareholders and Institutional Investors at prices at or above the Offer Price.

**Bookbuild** means the back-end shortfall facility which will sell the retail and institutional Entitlements which are not taken up by the close of the relevant Offer period.

**CGT** means capital gains tax.

**Clearing Price** means the highest Bid price that will allow the maximum number of Additional New Shares to be issued to those applicants identified in section 4.4 (d) to (f).

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

**Eligible Institutional Shareholder** means those Shareholders eligible to participate in the Institutional Entitlement Offer.

**Eligible Retail Shareholders** has the meaning given in section 2.2 of the Information Booklet.

**Eligible Shareholders** means Eligible Institutional Shareholders and Eligible Retail Shareholders.

**Entitlement** means the number of New Shares for which an Eligible Shareholder is entitled to subscribe under the Entitlement Offer, being 13 New Shares for every 4 Shares held at the Record Date.

**Entitlement and Acceptance Form** means the personalised form accompanying this Information Booklet to be used to make an application in accordance with the instructions set out on that form.

**Entitlement Offer** means the accelerated, renounceable entitlement offer of 13 fully paid ordinary Share for every 4 existing Shares held at the Record Date at an Offer Price of \$0.01 made to Eligible Shareholders.

**Final Closing Date** means 7.00pm (AEST) on 22 January 2020.

**GST** means goods and services tax.

**Ineligible Shareholders** means those retail Shareholders with a registered address outside of Australia, New Zealand and Singapore (**Ineligible Retail Shareholder**), or those institutional Shareholders located in Canada, Colombia, Japan, Lao People's Democratic Republic, Philippines, Sri Lanka and Thailand, as well as anyone else TIG deem ineligible.

**Information Booklet** means this information booklet in relation to the Retail Entitlement Offer, including the ASX Offer Announcements and the personalised Entitlement and Acceptance Form accompanying the information booklet.

**Institutional Investor** means new institutional investors permitted to participate in the Bookbuild.

**Investor Presentation** means the TIG Investor Presentation released to ASX on 18 December 2019 and included in section 6 of this Information Booklet.

**Lead Manager** means Argonaut Securities Pty Ltd ABN 72 108 330 650.

**Listing Rules** means the official listing rules of the ASX.

**New Shares** means the fully paid ordinary Shares in TIG offered under the Entitlement Offer.

**Offer Price** means \$0.01 being the price payable per New Share under the Entitlement Offer.

**Premium** means any premium realised in the Bookbuild that is in excess of the Offer Price.

**Record Date** means 7.00pm (AEST time) on 20 December 2019.

**Registry** means Link Market Services of Level 1, 333 Collins St Melbourne, VIC 3000 or any other person appointed as registry by TIG from time to time.

**Retail Entitlement Offer** means the component of the Entitlement Offer made to Eligible Retail Shareholders.

**Share** means a fully paid ordinary share in TIG.

**Shareholder** means a holder of a Share of the Company.

**Shortfall** means the number of Entitlements and corresponding New Shares for which applications have not been received by TIG by the Final Closing Date, plus that number of New Shares which would have been offered to Ineligible Shareholders if they had been eligible to participate in the Entitlement Offer.

**Shortfall Election** means the election by Eligible Shareholders to take up Additional New Shares in excess of their individual Entitlement in the Bookbuild.

**TFN** means tax file number.

**U.S. Securities Act** means the United States Securities Act 1933.

## **9. Corporate directory**

### **Registered Office**

Tigers Realm Coal  
151 Wellington Pde  
East Melbourne, VIC 3002

### **Lead Manager**

Argonaut Securities Pty Ltd  
Level 30, Allendale Square  
77 St Georges Terrace Perth, WA, 6000

### **Legal Adviser**

Allen & Overy  
Level 25/85 Castlereagh St  
Sydney NSW 2000

### **Registry**

Tigers Realm Coal Limited  
C/- Link Market Services Limited  
1A Homebush Bay Drive  
Rhodes, NSW 2138

PO Box Address:  
Tigers Realm Coal Limited  
C/- Link Market Services Limited  
GPO Box 3560  
Sydney, NSW 2001

### **Website**

Information about the Retail Entitlement Offer can be found via TIG's website at  
<http://www.tigersrealmcoal.com/>

### **TIG Offer Information Line**

1300 880 467 or +61 1300 880 467 (outside Australia)

Open between 8:30am and 5:30pm (AEST) on Monday to Friday during the Retail Entitlement Offer period.