

Adani Mining Pty Ltd Carmichael Coal Project

Application for Mining Lease-70441

TM

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Mining Lease Application

APPLICATION FOR MINING LEASE

Section 245
Mineral Resources Act 1989
Form Number MRA-15 Version Number 7

OFFICIAL USE ONLY	
ML No.	
PART A	
Received AT <i>amanda</i>	Received BY <i>K TP</i>
DATE <i>8/11/10</i>	TIME <i>9:15 AM</i> <i>DM</i>
PART B	
Document accepted as an application for a Mining Lease in accordance with section 81 of the Mineral Resources Regulation 2003	
<i>[Signature]</i> Mining Registrar	
(SIGNATURE)	
DATE <i>8/11/2010</i>	
FEE Paid <i>\$3,500.00</i>	RECEIPT no. <i>EM 269011</i>
PART C	
REGISTERED on register by	
<i>[Signature]</i>	
(SIGNATURE)	
DATE <i>8/11/10</i>	

The completed original plus two copies of this application and any attachments must be submitted with the prescribed fee at the Office of the Mining Registrar for the mining district in which the land is situated.

The document submitted must first be accepted by the Mining Registrar as an application for a mining lease under the provisions of section 81 of the Mineral Resources Regulation 2003 before registration.

Note: A document containing information that is false or misleading may attract a maximum penalty of 200 penalty units.

If form is to be completed by hand please print clearly in ink and use block letters.

1. APPLICANT(S) DETAILS

Company Name/Surname	1.1	ADANI MINING PTY LTD	
Given Name(s)	1.2		
ACN (if company)	1.3	145 455 205	
If Tenant in Common, specify share or interest -	Percentage	1.4	100.00 %
Company Name/Surname	1.1		
Given Name(s)	1.2		
ACN (if company)	1.3		
If Tenant in Common, specify share or interest -	Percentage	1.4	0.00 %
Company Name/Surname	1.1		
Given Name(s)	1.2		
ACN (if company)	1.3		
If Tenant in Common, specify share or interest -	Percentage	1.4	0.00 %
Company Name/Surname	1.1		
Given Name(s)	1.2		

GUIDE FOR APPLICANTS

Before making an application you are required to mark out the land proposed for the mining lease. For the manner of marking out, refer to sections 240 and 241 of the Mineral Resources Act 1989.

Question 1.1

Specify company name or surname of applicant(s).

Question 1.2

Specify given name(s) of applicant(s).

Question 1.3

If a company, what is the Australian Company Number (ACN)?

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Question 1.4

Specify the percentage of interest to be held by each applicant.

Question 1.5

The total interest must equal 100%. If you are entering these details online, right click the '0' and select 'Update Field'.

Question 1.6

If there are 2 or more applicants, indicate if the interests will be held as Tenants in Common or as Joint Tenants. If interests are not specified, tenancy will be registered as Tenants in Common.

NOTE: Joint Tenants must be of equal interest held.

Question 1.7

One applicant must be shown as the nominated person, upon whom any notice may be served on behalf of the applicant(s). (Commonly referred to as the 'Principal Holder')

Question 1.8

Specify the address of the nominated applicant.

Question 1.9

Specify the phone number of the nominated applicant.

Question 1.10

Specify the fax number of the nominated applicant.

Question 1.11

Specify the email address of the nominated applicant.

Question 2

A mining lease can be applied for if the applicant (or one of the applicants) is the holder of a current pre-requisite tenure.

Question 2.1-2.5

Tick which is the pre-requisite tenure for the mining lease application either a prospecting permit, exploration permit for mineral or coal, mineral development licence or a mining claim or mining lease (being conditionally surrendered) and provide the number and expiry date of the tenure.

A conditional surrender may be for the whole or part of the area in favour of either whole or part of a new application.

Question 2.6

Identify whether the land is situated within an exploration permit, geothermal exploration permit or mineral development licence (either granted or an application) that is not held by you.

If so, you must obtain the earlier applicant's or holders written views on your application and lodge those views with the Mining Registrar. (Refer to sections 248 and 249 of the *Mineral Resources Act 1989*).

ACN (if company)	1.3	
If Tenant in Common, specify share or interest - Percentage	1.4	0.00 %
	Total Percentage	
	1.5	100.00 %
Tenancy	1.6	Tenants in Common <input checked="" type="checkbox"/> Joint Tenants <input type="checkbox"/>
Nominated Person	1.7	A THOMPSON of MTS Authorised Agents
Address	1.8	GPO BOX 215 BRISBANE QLD 4001
Phone Number	1.9	(07) 3229 1707
Fax Number	1.10	(07) 3229 6222
E-mail	1.11	athompson@miningtenement.com.au

2. PRE-REQUISITE TENURE DETAILS

What pre-requisite tenure do you hold over this area?

		Tick		Number(s)	Expiry Date(s)
		Mineral	Coal		
2.1	Prospecting Permit	<input type="checkbox"/>			/ /
2.2	Exploration Permit(s)	<input type="checkbox"/>	<input checked="" type="checkbox"/>	1690	13 / 7 / 2015
2.3	Mineral Development Licence(s)	<input type="checkbox"/>	<input type="checkbox"/>		/ /
2.4	Conditionally surrendered Mining Claim	<input type="checkbox"/>			/ /
2.5	Conditionally surrendered Mining Lease	<input type="checkbox"/>			/ /

Is the land applied for situated within an area of an Exploration Permit for Mineral or Coal, a Geothermal tenure or a Mineral Development Licence, which you are not the holder?

2.6	<input type="checkbox"/> YES (go to Q 2.7) <input checked="" type="checkbox"/> NO (go to Q 3.1)
-----	---

		Tick		Number(s)	Expiry Date(s)
		Mineral	Coal		
2.7	Exploration Permit(s)	<input type="checkbox"/>	<input type="checkbox"/>		/ /
2.8	Mineral Development Licence(s)	<input type="checkbox"/>	<input type="checkbox"/>		/ /
2.9	Geothermal Exploration Permit	<input type="checkbox"/>			/ /

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Question 2.7 to 2.9

If yes, provide number and expiry date of relevant tenure not held by you.

Question 3

Before you apply for a mining lease you must mark out the boundary of the land, even if the surface of the land is not going to be included in your application.

Once marked out you have five business days in which to lodge your application.

Question 3.1-3.2

Specify the date and time the land the subject of the mining lease was marked out.

Question 3.3

There is no restriction on the term of mining lease. However, when you apply for a lease you must justify the term you are seeking. A mining lease cannot be for a term longer than the period for which compensation has been agreed or decided. For example, if you agree to compensation for a five-year period then the lease cannot exceed five years.

Question 3.4

Provide detailed reasons for the length of term sought.

Question 3.5 & 3.6

State the area of land being applied for. There are no restrictions on the area and shape of the land which can be granted under a mining lease (other than those imposed under certain Restricted Areas). However, you must justify the area and shape when you make your application.

Question 3.7

State the general locality of the application, e.g. 15km SE of Mount Isa.

Question 3.8

Insert the name of the Mining Lease.

Question 3.9

Insert the details of the Local Government. This refers to either the City or Shire Council responsible for the local government area(s) in which the land is situated.

Question 3.10

Specify which minerals are sought and/or the purpose for the mining lease. Do not use symbols. Do not include minerals that are not specified in the pre-requisite tenure.

Please Note: the Government's policy is that it will not grant mining tenements for the purpose of mining uranium in Queensland, nor will it permit the treatment or processing of uranium within the State.

3. APPLICATION DETAILS

What was the date and time the land was marked out?

3.1	DATE: 1 / 11 / 2010	3.2	TIME: 4:50	<input type="checkbox"/> AM <input checked="" type="checkbox"/> PM
-----	---------------------	-----	------------	---

Term applied for:

3.3	30 years
-----	----------

Provide detailed reasons the term applied for.

3.4	TO ALLOW SUFFICIENT TIME TO CARRY OUT THE MINING OF THE COAL RESOURCE IDENTIFIED
-----	--

Size of area applied for

3.5	26,016	ha
-----	--------	----

Provide detailed reasons for the area and shape of the land applied for.

3.6	TO COVER THE RESOURCE IDENTIFIED FROM THE EXPLORATION CARRIED OUT ON THE EPC AND ALLOW FOR REQUIRED INFRASTRUCTURE
-----	--

What is the general locality of this application?

3.7	APPROX 200 KM SOUTH EAST OF PENTLAND
-----	--------------------------------------

What is the name of the Mining Lease? (if any)

3.8	CARMICHAEL
-----	------------

What is the local government area(s) in which the land applied for is situated?

3.9	ISAAC REGIONAL COUNCIL & CHARTERS TOWERS REGIONAL COUNCIL
-----	---

Specify the minerals and/or purpose for which this mining lease is sought?

3.10	COAL
------	------

Is the application solely for infrastructure facilities associated with mining? (e.g. Workshops, administration buildings)

3.11	<input type="checkbox"/> YES	<input checked="" type="checkbox"/> NO
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GUIDE FOR APPLICANTS

NOTE: Coal mining leases are subject to additional provisions imposed under Part 7AA of the *Mineral Resources Act 1989*.

Question 3.11

Mining leases may be granted for purposes other than mining of minerals (i.e. for the purposes of carrying out activities associated with mining such as plant site, camp or tailings dam).

Question 4

The *Mineral Resources Act 1989* prescribes certain types of land as 'restricted land'. This land is only available if the owner of the land where the relevant permanent building (Category A) or feature (Category B) is situated, consents in writing to your application. If consents are not lodged, such areas will automatically be excluded from the surface area of your mining lease.

Restricted Land (category A)

Means land within 100m laterally of a permanent building used

- (a) mainly as accommodation or for business purposes; or
- (b) for community, sporting or recreational purposes or as a place of worship.

Restricted Land (category B)

Means land within 50m laterally of any of the following features

- (a) a principal stockyard;
- (b) a bore or artesian well;
- (c) a dam;
- (d) another artificial water storage connected to a water supply; or
- (e) a cemetery or burial place.

Question 4.2

Specify the improvements to the land which is being applied in the mining use. The types of improvements and prescribed distances are defined in the *Mineral Resources Act 1989*.

Question 5.1

Indicate whether the mining lease is over land that is a reserve as defined in the Schedule - Dictionary of the *Mineral Resources Act 1989*.

Question 5.2

If you are unable to obtain the written views of the owner of the reserve despite efforts to do so, the Land Court of Queensland has the power to make a recommendation to the Minister as to whether the Governor in Council should consent to the grant of the mining lease over the surface of the reserve subject of certain conditions.

Question 5.3

Specify what attempts have been made to obtain consent.

4. RESTRICTED LAND

Are there any permanent buildings or relevant features within the boundaries of the land applied for or within the prescribed distances laterally of the boundaries?

4.1	<input checked="" type="checkbox"/> YES (go to Q 4.2)	<input type="checkbox"/> NO (go to Q 5.1)
-----	---	---

What are those permanent buildings or relevant fixtures?

4.2	1 HOMESTEAD, 2 SHEDS, DAMS, BORES, WATER TANKS AND AN AIRSTRIP
-----	--

Do you have the written consent of the owner(s) of the land containing those permanent buildings or relevant fixtures to the land being applied for in the mining lease?

4.3	<input type="checkbox"/> YES (attach copy)	<input checked="" type="checkbox"/> NO (see below)
-----	--	--

Please note: Consent must be lodged with the Mining Registrar prior to close of objections.

5. RESERVE LAND

Is the application over land the surface of a reserve?

5.1	<input checked="" type="checkbox"/> YES (go to Q 5.2)	<input type="checkbox"/> NO (go to Q 6.1)
-----	---	---

Do you have written consent of the owner(s) of the reserve?

5.2	<input type="checkbox"/> YES (go to Q 6.1)	<input checked="" type="checkbox"/> NO (go to Q 5.3)
-----	--	--

If yes - please attach a copy of consent.

If NO, what action has been taken to obtain such written consent?

5.3	CONSENT IS TO BE SOUGHT FROM THE LOCAL AUTHORITY TO INCLUDE THE ROAD RESERVES IN THE AREA OF THE ML.
-----	--

Please note: Consent must be lodged with the Mining Registrar prior to close of objections.

6. BACKGROUND LAND TENURE DETAILS

Describe the land parcels that are the subject of the application for mining lease:

Lot Number	6.1	662	Plan Number	6.2	PH 1491
Land Tenure Type	6.3	LEASED LAND - PASTORAL HOLDING PH 662			
Current Usage	6.4	CATTLE GRAZING AND BREEDING			
Owner's Name	6.5	GRAEME WILLIAM & EVAN RUSSELL ACTON			
Owner's Address	6.6	MORAY DOWNS CHARTERS TOWERS, QLD 4721			

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Question 6

Please provide a description of all parcels of land the whole or part of which are covered by your application. It is necessary to provide the landowner's name and address for each parcel of land. You can obtain this information from the Department of the Environment and Resource Management Service Centre.

You are also required to provide details of which parcels of land are within the boundaries of the surface area and access being applied for. Refer to Schedule 1 Dictionary in the Mineral Resources Act 1989 for the definition of an 'owner'.

If insufficient space please attach list

Questions 6.1 & 6.2

Specify the Lot Number and Registered Plan Number of land over which the lease is required.

Question 6.3

Insert land tenure type, e.g. Freehold, special lease, pastoral holding etc.

Question 6.4

What is the land currently used for?

Questions 6.5 & 6.6

Enter the Name and Address of the owner of the land.

6. BACKGROUND LAND TENURE DETAILS

Describe the land parcels that are the subject of the application for mining lease:

Lot Number	6.1	ROAD RESERVE	Plan Number	6.2	
Land Tenure Type	6.3	MORAY CARMICHAEL BOUNDARY ROAD			
Current Usage	6.4	ROAD RESERVE IN LOT 662 ON PH 1491 IN EPC 11690			
Owner's Name	6.5	ISAAC REGIONAL COUNCIL			
Owner's Address	6.6	PO BOX 97 MORANBAH, QLD, 4744			

Lot Number	6.1	ROAD RESERVE	Plan Number	6.2	
Land Tenure Type	6.3	UNNAMED ROAD			
Current Usage	6.4	ROAD RESERVE IN LOT 662 ON PH 1491 IN EPC 1690			
Owner's Name	6.5	ISAAC REGIONAL COUNCIL			
Owner's Address	6.6	PO BOX 97 MORANBAH, QLD, 4744			

Lot Number	6.1	ROAD RESERVE	Plan Number	6.2	
Land Tenure Type	6.3	UNNAMED ROAD			
Current Usage	6.4	ROAD RESERVE IN LOT 662 ON PH 1491 IN EPC 1690			
Owner's Name	6.5	ISAAC REGIONAL COUNCIL			
Owner's Address	6.6	PO BOX 97 MORANBAH, QLD, 4744			

Lot Number	6.1	ROAD RESERVE	Plan Number	6.2	
Land Tenure Type	6.3	CARMICHAEL RIVER ROAD			
Current Usage	6.4	ROAD RESERVE IN LOT 662 ON PH 1491 IN EPC 1690			
Owner's Name	6.5	ISAAC REGIONAL COUNCIL			
Owner's Address	6.6	PO BOX 97, MORANBAH, QLD, 4744			

GUIDE FOR APPLICANTS

Question 6

Please provide a description of all parcels of land the whole or part of which are covered by your application. It is necessary to provide the landowner's name and address for each parcel of land. You can obtain this information from the Department of the Environment and Resource Management Service Centre.

You are also required to provide details of which parcels of land are within the boundaries of the surface area and access being applied for.

Refer to Schedule - Dictionary in the *Mineral Resources Act 1989* for the definition of an 'owner'

If insufficient space please attach list.

Questions 6.1 & 6.2

Specify the Lot Number and Registered Plan Number of land over which the lease is required.

Question 6.3

Insert land tenure type, e.g. Freehold, special lease, pastoral holding etc.

Question 6.4

What is the land currently used for?

Questions 6.5 & 6.6

Enter the Name and Address of the owner of the land.

Lot Number	6.1	1	Plan Number	6.2	SP 164918
Land Tenure Type	6.3	LEASED LAND - GRAZING HOMESTEAD PERPETUAL LEASE, GHPL 220168			
Current Usage	6.4	CATTLE GRAZING AND BREEDING			
Owner's Name	6.5	DAVID MICHAEL & KATIE FRANCIES LUKE			
Owner's Address	6.6	LIGNUM STATION CLERMONT, QLD, 4721			

Lot Number	6.1	633	Plan Number	6.2	SP 228220
Land Tenure Type	6.3	LEASED LAND - PASTORAL HOLDING PH 12/633			
Current Usage	6.4	CATTLE GRAZING AND BREEDING			
Owner's Name	6.5	LOGAN CREEK PTY LTD AS TTE			
Owner's Address	6.6	LOGAN CREEK CLERMONT QLD 4721			

Lot Number	6.1	1	Plan Number	6.2	AY35
Land Tenure Type	6.3	LEASED LAND - GRAZING HOMESTEAD PERPETUAL LEASE, GHPL12/2558			
Current Usage	6.4	CATTLE GRAZING AND BREEDING			
Owner's Name	6.5	HAREL JOSEPH HERROD			
Owner's Address	6.6	CARMICHAEL STATION PENTLAND QLD 4816			

Describe the land parcels over which access to the application for mining lease is required:

Lot Number	6.1		Plan Number	6.2	
Land Tenure Type	6.3				
Current Usage	6.4				
Owner's Name	6.5				
Owner's Address	6.6				

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Question 9

You must describe the boundaries of the mining lease by accurately measured distances and compass bearings. All bearings are to be magnetic and clockwise and the description should indicate any abutals, for example, a bearing of 90° 00' for a distance of 100 metres to and abutting the western boundary of ML 70045.

You must also include a sketch map, or other graphic representation acceptable to the Mining Registrar setting out the boundaries of the land being applied for and the land required as access. This map should also show any mining claims, mineral development licences, or mining leases (or applications for the grant of one of these) within the boundaries of the land being applied for.

Question 9.1

Enter the compass bearing taken.

Question 9.2

Enter the distance, in metres, to the next post.

Question 9.3

Enter description, e.g. North West Corner, etc.

Questions 10.1 & 10.2

If there is existing mining tenure (or prior application for grant of mining tenure) wholly within this application, or if there is an area that you do not wish your application to cover you are required to complete Question 11.2.

to the Datum Post.

What are the markings on all the posts? (Initials and surname of one applicant or company initials and Date)

8.6	AMPL 1-11 -2010
-----	-----------------

9. EXTERNAL BOUNDARY DESCRIPTION

Describe the external boundaries of the land applied for in this application.

Commencing from the datum post:

at a bearing of for a distance of m,

to SEE ATTACHED EXTERNAL BOUNDARY DESCRIPTION thence

at a bearing of for a distance of m,

to thence

at a bearing of for a distance of m,

to thence

at a bearing of for a distance of m,

to thence

at a bearing of for a distance of m,

to thence

at a bearing of for a distance of m,

to thence

at a bearing of for a distance of m,

to thence

at a bearing of for a distance of m,

to thence

back to the point of commencement.

10. INTERNAL BOUNDARY CONNECTION AND DESCRIPTION

Is there an existing mining tenure (or prior application for grant of a mining tenure) wholly within this application?

10.1	<input type="checkbox"/> YES (go to Q 10.2)	<input checked="" type="checkbox"/> NO (go to Q 11)
------	---	---

Provide the tenure details of existing mining tenure:

10.2	Tick	Number(s)	Expiry Date(s)
Mining Claim	<input type="checkbox"/>		/ /
Mining Lease	<input type="checkbox"/>		/ /

GUIDE FOR APPLICANTS

Questions 10.3 to 10.6

If there is a mining claim, mineral development licence or mining lease or an application for one of these tenements already within the area you are applying for, then the datum post or commencement post of the mining claim, mineral development licence or mining lease (or applications) must be related to the commencement point of your mining lease application by accurately measured distances and compass bearings.

The Mining Registrar may accept alternative methods instead of measured distances and bearings where these are more accurate.

All bearings are to be magnetic and the description should indicate any uttilais. For example, "at a bearing of 90° 00' for a distance of 100 metres to the"

Please attach a separate list if insufficient space.

Question 10.7 to 10.10

All bearings are to be magnetic and clockwise and the description should indicate any abutals, for example, "at a bearing of 90° 00' for a distance of 100 metres to the western boundary of ML-70045"

Please attach separate list if insufficient space.

Questions 11.1 to 11.3

Indicate if surface area is required, if so, state reasons why surface area is required and whether surface area is applied for over whole or part of the mining lease.

Mineral Development Licence(s)	Mineral <input type="checkbox"/>	Coal <input type="checkbox"/>		/ /
--------------------------------	----------------------------------	-------------------------------	--	-----

Describe the connection from the Commencement Point of this application to the Datum Post/commencement point of the interior tenure.

From the Commencement Point 10.3 _____ of this application

at a bearing of 10.4 _____ for a distance of 10.5 _____ m,

to 10.6 _____ thence

at a bearing of 10.4 _____ for a distance of 10.5 _____ m,

to 10.6 _____ thence

at a bearing of 10.4 _____ for a distance of 10.5 _____ m,

to 10.5 _____ thence

at a bearing of 10.4 _____ for a distance of 10.5 _____ m,

to _____ thence

to the Datum Post/Commencement Point of the interior tenure.

Describe the external boundaries of the interior tenure referred to above.

From the Datum Post / Commencement Point in the

10.7 _____ corner of the interior tenure

at a bearing of 10.8 _____ for a distance of 10.9 _____ m,

to 10.10 _____ thence

at a bearing of 10.8 _____ for a distance of 10.9 _____ m,

to 10.10 _____ thence

at a bearing of 10.8 _____ for a distance of 10.9 _____ m,

to 10.10 _____ thence

at a bearing of 10.8 _____ for a distance of 10.9 _____ m,

back to the Datum Post/Commencement Point of the interior tenure.

11. SURFACE AREA CONNECTION AND DESCRIPTION

11.1 Whole (go to Q 11.2) Part (go to Q 11.2) Nil (go to Q 11.12)

Why is surface area required?

11.2 TO CARRY OUT AN OPEN CUT COAL MINING OPERATION AND ALLOW SUFFICIENT AREA FOR INFRASTRUCTURE AND STOCKPILING ETC.

Whole (go to Q 12) Part (go to Q 11.3)

11.3 If part - what area is required? 25,785 ha (go to Q 11.4)

GUIDE FOR APPLICANTS

Questions 11.4 to 11.7
All bearings are to be magnetic.

Please attach separate list if insufficient space.

Question 11.8 to 11.11

It is not necessary to mark out the boundary of the surface area if part only of the surface is going to be included in your application. However, the boundary of the surface area must be described by measuring the distance on the ground and by taking compass bearings. The description must be related to a boundary post by accurately measured distances and compass bearings.

All bearings are to be magnetic and distances are to be in metres.

Please attach a separate list if insufficient space.

Question 11.12

If no surface area is required to gain access to the area applied for in this application, provide details of your adjoining mining lease(s) that will enable you to gain access to the proposed area.

Describe the connection from a Datum Post of this application to the initial corner of the surface area.

Commencing from the Datum Post located at

11.4	
------	--

 at a bearing of

11.5	00°00'00"
------	-----------

 for a distance of

11.6	0 m,
------	------

 to

11.7	SEE ATTACHED SURFACE AREA DESCRIPTION	thence
------	---------------------------------------	--------

 at a bearing of

11.5	
------	--

 for a distance of

11.6	m,
------	----

 to

11.7		thence
------	--	--------

 at a bearing of

11.5	
------	--

 for a distance of

11.6	m,
------	----

 to

11.7		thence
------	--	--------

 at a bearing of

11.5	
------	--

 for a distance of

11.6	m,
------	----

 to the initial corner of the surface area.

Describe the Surface Area of the land being applied for:

From the initial corner of the surface area

11.8	
------	--

 at a bearing of

11.9	
------	--

 for a distance of

11.10	m,
-------	----

 to

11.11		thence
-------	--	--------

 at a bearing of

11.9	
------	--

 for a distance of

11.10	m,
-------	----

 to

11.11		thence
-------	--	--------

 at a bearing of

11.9	
------	--

 for a distance of

11.10	m,
-------	----

 to

11.11		thence
-------	--	--------

 at a bearing of

11.9	
------	--

 for a distance of

11.10	m,
-------	----

 to

11.11		thence
-------	--	--------

 at a bearing of

11.9	
------	--

 for a distance of

11.10	m,
-------	----

 to

11.11		thence
-------	--	--------

 back to the point of commencement.

11.12	If no surface area is required, give details of the adjoining granted mining lease(s) held by you that will enable you to gain access to the area applied for in this application.
Mining Lease Number(s)	Holder Name(s)

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Question 13

Compliance with the native title provisions of the *Commonwealth Native Title Act 1993* is not necessary on land where native title is taken to have been extinguished (i.e. 'exclusive' land tenures).

However, if you wish to include in your application land that may be subject to native title (i.e. 'non-exclusive' land tenures), you must comply with the relevant native title procedure irrespective as to whether or not a native title claim has been lodged over the area.

Question 14.1

Enter the name of place where the application was signed, the day of the month, the month and the year when the form is signed.

Question 14.2

Insert full name of the applicant(s).

Question 14.3

Signature of applicant(s).

Question 14.4

Insert full name of Witness.

Question 14.5

Signature of Witness.

Execution of Documents by an Agent

If an agent or the holder of a power of attorney is signing a document, required to be lodged by an Act, on behalf of another, the agent or holder of the power of attorney must produce current, written evidence of their authority to act at the time of lodgement.

All of the holders of the tenure MUST execute the appointment of agent or the power of attorney for the appointment or power of attorney to be effective. A company signing an appointment of agent or power of attorney must do so in accordance with the corporation law and/or the articles of association of the company.

13. NATIVE TITLE

Do you believe that the application area (including any access land) is over land tenures that may be subject to Native Title?

13.1	<input checked="" type="checkbox"/> YES (go to Q 13.2)	<input type="checkbox"/> NO (go to Q 14)
------	--	--

If the land applied for is over land tenures where native title may still exist, is the land applied for subject to an Indigenous Land Use Agreement (ILUA)?

13.2	<input type="checkbox"/> YES	<input checked="" type="checkbox"/> NO
------	------------------------------	--

14. SIGNATURES

I/We:

- solemnly sincerely and truly declare that the information provided in this form is true and correct.
- understand that any false or misleading information may attract a maximum penalty of 200 penalty units.


14.1	Signed at BRISBANE this 8TH day of NOVEMBER , 2010	
------	---	--

14.2	ADANI MINING PTY LTD	14.3	
			PER AUTHORIZATION ATTACHED

14.2		14.3	
------	--	------	--

14.2		14.3	
------	--	------	--

14.2		14.3	
------	--	------	--

	Full name and title of Applicant(s)		Signature of Applicant(s)
14.4	Kevin John Pokimicv	14.5	
	Full name of Witness		Signature of Witness

GUIDE FOR APPLICANTS

Question 15.1

Tick the appropriate boxes to indicate compliance.

Question 15.2

Tick the appropriate boxes to indicate compliance.

An annual fee must accompany new applications for Level 1 or Level 2 mining projects.

Refer to the DERM's Website www.derm.qld.gov.au for prescribed/annual fee amounts and appropriate application forms.

Question 15.3

If the application is for the purpose of mining for coal or oil shale or a specific purpose (coal or oil shale), you must ensure the additional accompaniments are lodged with the application.

You must determine whether any part of the application area of your Mining Lease is within the tenure area of a pre-existing petroleum lease or authority to prospect.

Refer to section 7AA of the *Mineral Resources Act 1989*.

If so, separate applications may need to be lodged.

Mining lease (coal) means a mining lease for coal, whether or not the lease specifies any other mineral to be mined, and whether or not the lease is for any additional purpose.

Mining lease (oil shale) means a mining lease for oil shale, whether or not the lease specifies any other mineral to be mined, and whether or not the lease is for any additional purpose.

Specific purpose mining lease (coal or oil shale) means a mining lease, other than a mining lease (coal or oil shale), granted under section 234(1)(b), if the purposes for which it is granted include a purpose that is associated with, arises from or promotes the activity of coal or oil shale mining.

Specific purpose mining lease (oil shale) means a mining lease, other than a mining lease (oil shale), granted under section 234(1)(b), if the purposes for which it is granted include a purpose that is associated with, arises from or promotes the activity of oil shale mining.

Departmental Guidelines for initial and later development plans are available at www.dme.qld.gov.au/mines/guidelines.cfm

15. ACCOMPANIMENTS

15.1 The following must accompany this form:

	Tick
<ul style="list-style-type: none"> • A statement: <ul style="list-style-type: none"> ○ Outlining the mining program proposed, outlining its method of operation, and providing an indication of when operations are expected to start; or ○ If a mining program is not proposed, outline the use proposed for the land and provide an indication of when the proposed use is to start; and <p><i>(Note: The above information is not required if, under part 7AA, if your application includes a proposed development plan that complies with the initial development plan requirements)</i></p> <ul style="list-style-type: none"> ○ Of proposals for infrastructure requirements necessary to enable the mining program to proceed, or additional activities to be carried on to work out the infrastructure requirements; and ○ Specifying the estimated human, technical and financial resources proposed to be committed for the term of the lease. 	<input checked="" type="checkbox"/> or <input type="checkbox"/>
<ul style="list-style-type: none"> • A statement detailing the applicant's financial and technical resources however separate from the statements mentioned above. 	<input checked="" type="checkbox"/>
<ul style="list-style-type: none"> • Sketch map(s) or other graphic representation setting out: <ul style="list-style-type: none"> ○ the boundaries of the land the subject of this application; ○ proposed surface area; ○ location of datum post and start/reference point; ○ the proposed access; and ○ any Mining Claim, Mineral Development Licence or Mining Lease (or application for grant of same) wholly within the land sought. 	<input checked="" type="checkbox"/>
<ul style="list-style-type: none"> • Proof of identity of the Applicant(s) 	<input checked="" type="checkbox"/>
<ul style="list-style-type: none"> • The prescribed application fee 	<input checked="" type="checkbox"/>

15.2 Department of Environment and Resource Management requirements:

<ul style="list-style-type: none"> • A completed application form 	<input checked="" type="checkbox"/>
<ul style="list-style-type: none"> • The prescribed fee/s 	<input checked="" type="checkbox"/>

15.3 Coal or Oil Shale applications require the following additional accompaniments:

<ul style="list-style-type: none"> ▪ A proposed <i>development plan</i> which complies with the initial development plan requirements (sections 318DT and 318DV) and the requirements of either A, B, C or D below. 	<input checked="" type="checkbox"/>
<ul style="list-style-type: none"> ▪ Prescribed development plan fee 	<input checked="" type="checkbox"/>

GUIDE FOR APPLICANTS

Question 15.4

You must determine whether any part of the application area of your Mining Lease is within the tenure area of a pre-existing GHG tenure.

Refer to section 7AAC of the *Mineral Resources Act 1989*.

GHG Act means *Greenhouse Gas Storage Act 2009*.

GHG Tenure means a GHG exploration permit (also known as a GHG permit) or a GHG injection and storage lease (also known as a GHG lease)

<p>A. If the application is within an area of an authority to prospect for petroleum and is being made jointly with, or with the consent of the authority to prospect holder, the following must be lodged:</p> <ul style="list-style-type: none"> ○ A Coal Seam Gas (CSG) Statement; ○ Other information that addresses the CSG assessment criteria; and ○ Written consent (if applicable) or 	<input type="checkbox"/> <input type="checkbox"/> <input type="checkbox"/>
<p>B. If the application is within an area of an authority to prospect for petroleum and is being made other than jointly with, or with the consent of the authority to prospect holder, the following must be lodged:</p> <ul style="list-style-type: none"> ○ A Coal Seam Gas (CSG) Statement; ○ Other information that addresses the CSG assessment criteria; and ○ Written consent (if applicable) or 	<input type="checkbox"/> <input type="checkbox"/> <input type="checkbox"/>
<p>C. If the application is within an area of a petroleum lease and is being made other than jointly with, or with the consent of the lease holder, the following must be lodged:</p> <ul style="list-style-type: none"> ○ A Coal Seam Gas (CSG) Statement or 	<input type="checkbox"/>
<p>D. If the application is within an area of a petroleum lease and is being made jointly with the petroleum leaseholder, the following must be lodged:</p> <ul style="list-style-type: none"> ○ A Coal Seam Gas (CSG) Statement. 	<input type="checkbox"/>

15.4 Additional accompaniments for applications overlapping with a GHG tenure issued under the GHG Act:

<ul style="list-style-type: none"> ▪ A GHG Statement that complies with section 318ELAS. 	<input type="checkbox"/>
<ul style="list-style-type: none"> ▪ Other information that addresses the GHG assessment criteria (section 318ELAR(2)). 	<input type="checkbox"/>

Disclaimer

The Department of Employment, Economic Development and Innovation is collecting information provided on this form for the purposes of assessing the suitability of your application for mining lease and maintain the public searchable register under the *Mineral Resources Act 1989* ('the Act'). This information is authorised by sections 246 and 387 of the Act. Some or all of this information may be provided to the Department of Environment and Resource Management for the issuing of an environmental authority, or through arrangements with other government agencies authorised to make register searches, extracts or copies under section 387B of the Act. Your personal information will not otherwise be disclosed to any other third party without your consent, unless authorised or required by law.

*Attachments to Mining Lease
Application*

ADANI MINING LEASE APPLICATION

9. External Boundary Description

Describe the external boundaries of the land applied for in this application.

Commencing from the datum post located at longitude $146^{\circ}26'04''$ and latitude $22^{\circ}08'55''$.

- ① at a bearing of $81^{\circ}36'20''$ for a distance of 1718.62 metres, along the eastern boundary of EPC 1690 to a post thence
- ② at a bearing of $171^{\circ}36'30''$ for a distance of 9224.41 metres, along the eastern boundary of EPC 1690 to a post thence
- ③ at a bearing of $261^{\circ}36'$ for a distance of 5152.84 metres, along the southern boundary of EPC 1690 to a post thence
- ④ at a bearing of $351^{\circ}36'30''$ for a distance of 5534.7 metres, along the western boundary of EPC 1690 to a post thence
- ⑤ at a bearing of $261^{\circ}35'20''$ for a distance of 1718.23 metres, along the western boundary of EPC 1690 to a post thence
- ⑥ at a bearing of $351^{\circ}35'$ for a distance of 1844.9 metres, along the western boundary of EPC 1690 to a post thence
- ⑦ at a bearing of $261^{\circ}34'50''$ for a distance of 1718.44 metres, along the western boundary of EPC 1690 to a post thence
- ⑧ at a bearing of $351^{\circ}34'40''$ for a distance of 5534.69 metres, along the western boundary of EPC 1690 to a post thence
- ⑨ at a bearing of $261^{\circ}34'30''$ for a distance of 1719.05 metres, along the western boundary of EPC 1690 to a post thence
- ⑩ at a bearing of $351^{\circ}34'20''$ for a distance of 1844.89 metres, along the western boundary of EPC 1690 to a post thence
- ⑪ at a bearing of $261^{\circ}34'10''$ for a distance of 1719.26 metres, along the western boundary of EPC 1690 to a post thence
- ⑫ at a bearing of $351^{\circ}34'$ for a distance of 3689.78 metres, along the western boundary of EPC 1690 to a post thence
- ⑬ at a bearing of $261^{\circ}33'50''$ for a distance of 1719.66 metres, along the western boundary of EPC 1690 to a post thence
- ⑭ at a bearing of $351^{\circ}33'40''$ for a distance of 1844.89 metres, along the western boundary of EPC 1690 to a post thence

- (15) at a bearing of $261^{\circ}33'30''$ for a distance of 1719.87 metres, along the western boundary of EPC 1690 to a post thence
- (16) at a bearing of $351^{\circ}33'20''$ for a distance of 1844.89 metres, along the western boundary of EPC 1690 to a post thence
- (17) at a bearing of $261^{\circ}33'10''$ for a distance of 1720.08 metres, along the western boundary of EPC 1690 to a post thence
- (18) at a bearing of $351^{\circ}32'50''$ for a distance of 3689.79 metres, along the western boundary of EPC 1690 to a post thence
- (19) at a bearing of $261^{\circ}32'40''$ for a distance of 1720.49 metres, along the western boundary of EPC 1690 to a post thence
- (20) at a bearing of $351^{\circ}32'30''$ for a distance of 1844.89 metres, along the western boundary of EPC 1690 to a post thence
- (21) at a bearing of $261^{\circ}32'20''$ for a distance of 1720.69 metres, along the western boundary of EPC 1690 to a post thence
- (22) at a bearing of $351^{\circ}32'10''$ for a distance of 1844.9 metres, along the western boundary of EPC 1690 to a post thence
- (23) at a bearing of $261^{\circ}32'$ for a distance of 1720.9 metres, along the western boundary of EPC 1690 to a post thence
- (24) at a bearing of $351^{\circ}31'50''$ for a distance of 1844.9 metres, along the western boundary of EPC 1690 to a post thence
- (25) at a bearing of $261^{\circ}31'40''$ for a distance of 1721.1 metres, along the western boundary of EPC 1690 to a post thence
- (26) at a bearing of $351^{\circ}31'30''$ for a distance of 1844.9 metres, along the western boundary of EPC 1690 to a post thence
- (27) at a bearing of $261^{\circ}31'20''$ for a distance of 1721.31 metres, along the western boundary of EPC 1690 to a post thence
- (28) at a bearing of $351^{\circ}31'10''$ for a distance of 1844.91 metres, along the western boundary of EPC 1690 to a post thence
- (29) at a bearing of $81^{\circ}32'$ for a distance of 8607.5 metres, along the northern boundary of EPC 1690 to a post thence
- (30) at a bearing of $171^{\circ}33'$ for a distance of 1844.87 metres, along the western boundary of EPC 1690 to a post thence
- (31) at a bearing of $81^{\circ}33'10''$ for a distance of 1721.28 metres, along the eastern boundary of EPC 1690 to a post thence
- (32) at a bearing of $171^{\circ}33'20''$ for a distance of 1844.87 metres, along the eastern boundary of EPC 1690 to a post thence

(33) at a bearing of $81^{\circ}33'30''$ for a distance of 1721.08 metres, along the eastern boundary of EPC 1690 to a post thence

(34) at a bearing of $171^{\circ}33'40''$ for a distance of 1844.87 metres, along the eastern boundary of EPC 1690 to a post thence

(35) at a bearing of $81^{\circ}33'50''$ for a distance of 1720.87 metres, along the eastern boundary of EPC 1690 to a post thence

(36) at a bearing of $171^{\circ}34'$ for a distance of 1844.867 metres, along the eastern boundary of EPC 1690 to a post thence

(37) at a bearing of $81^{\circ}34'10''$ for a distance of 1720.67 metres, along the eastern boundary of EPC 1690 to a post thence

(38) at a bearing of $171^{\circ}34'30''$ for a distance of 1844.87 metres, along the eastern boundary of EPC 1690 to a post thence

(39) at a bearing of $81^{\circ}34'50''$ for a distance of 3440.91 metres, along the eastern boundary of EPC 1690 to a post thence

(40) at a bearing of $171^{\circ}35'10''$ for a distance of 9224.34 metres, along the eastern boundary of EPC 1690 to a post thence

(41) at a bearing of $81^{\circ}35'20''$ for a distance of 1719.44 metres, along the eastern boundary of EPC 1690 to a post thence

(42) at a bearing of $171^{\circ}35'30''$ for a distance of 1844.87 metres, along the eastern boundary of EPC 1690 to a post thence

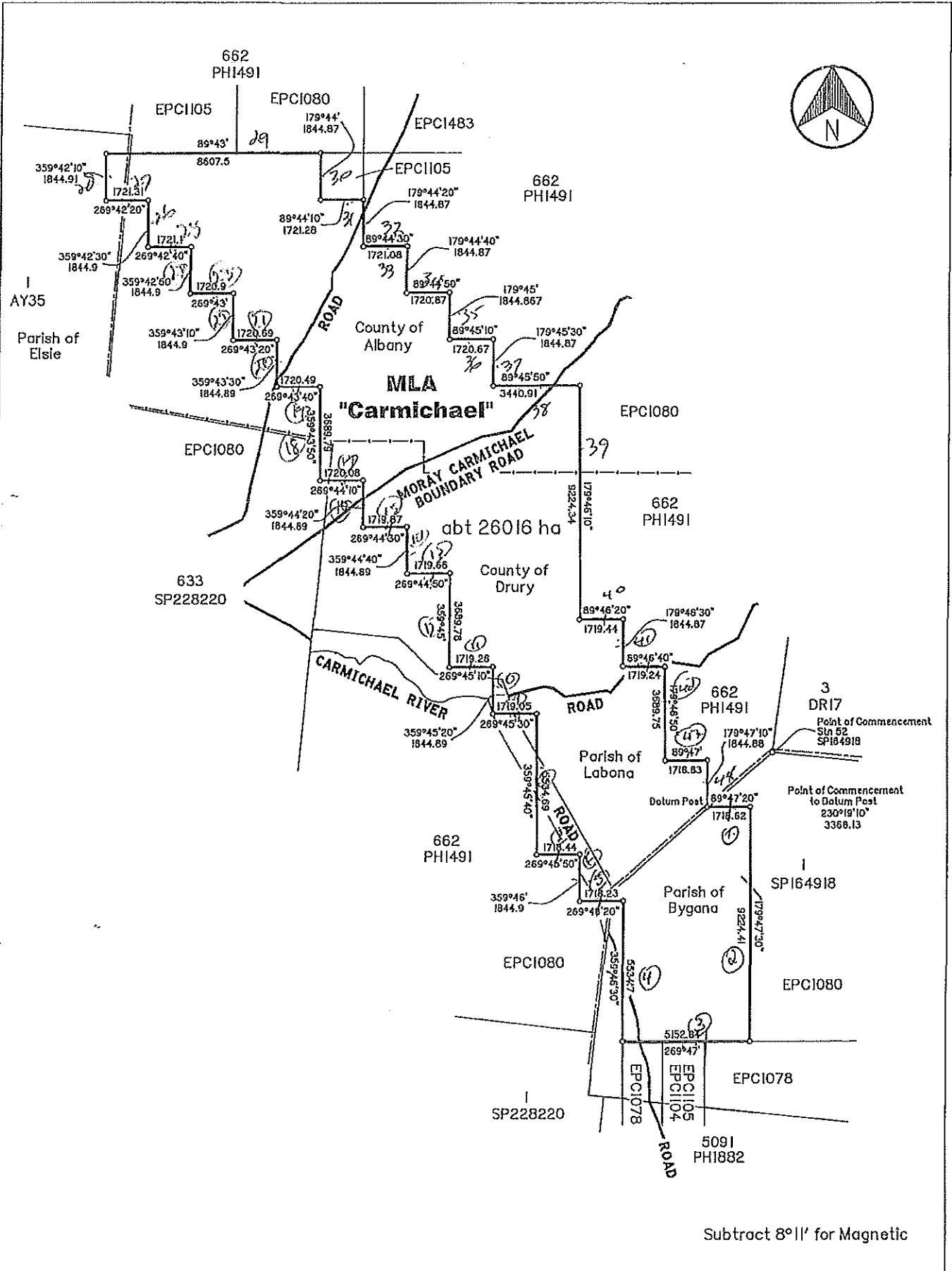
(43) at a bearing of $81^{\circ}35'40''$ for a distance of 1719.24 metres, along the eastern boundary of EPC 1690 to a post thence

(44) at a bearing of $171^{\circ}35'50''$ for a distance of 3689.75 metres, along the eastern boundary of EPC 1690 to a post thence

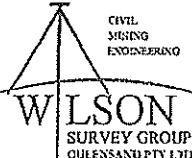
(45) at a bearing of $81^{\circ}36'$ for a distance of 1718.83 metres, along the eastern boundary of EPC 1690 to a post thence

(46) at a bearing of $171^{\circ}36'10''$ for a distance of 1844.88 metres, along the eastern boundary of EPC 1690 to the point of commencement.

ALL BEARINGS ARE MAGNETIC



Subtract 8°11' for Magnetic

 <p>CIVIL MINING ENGINEERING</p> <p>WILSON SURVEY GROUP QUEENSLAND PTY LTD</p>	<p>PO Box 2122, Ipswich QLD 4702 Ph (07) 552 2129 Fax (07) 552 2115 www.wilsonsurvey.com.au</p>	Plan of		Project: Carmichael MLA		
		Mining Lease Application		Client: Adani Mining Pty Ltd		
		"Carmichael"		Date: 29 Oct 2010	scale: 1:125000	
		Local Authority: Isaac Regional		Drawn by: GRW	Drawing No.	
Parish: various County: Drury Meridian: MGA 255		Surveyed by: GRW	EPC 1690 MLA			

ADANI MINING LEASE APPLICATION

11. Surface Area Description

Describe the surface area of the land being applied for

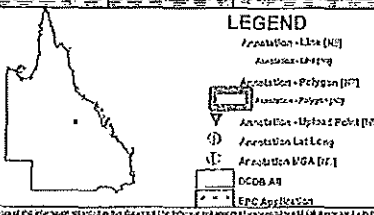
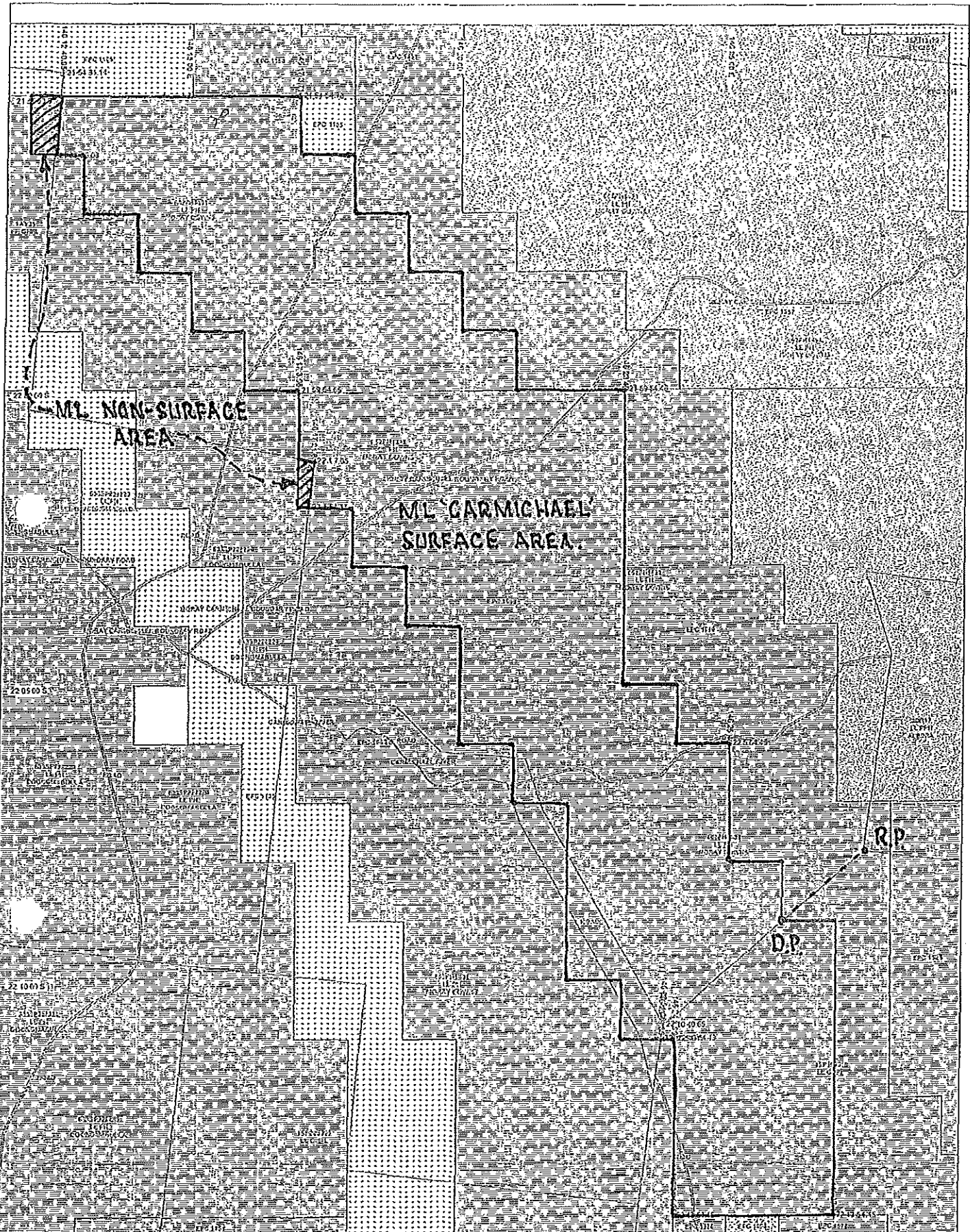
Commencing from the datum post located at longitude $146^{\circ}26'04''$ and latitude $22^{\circ}08'55''$.

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- (16) at a bearing of $351^{\circ}33'20''$ for a distance of 1844.89 metres, along the western boundary of EPC 1690 to a post thence
- (17) at a bearing of $261^{\circ}33'10''$ for a distance of 1372.49 metres, along the western boundary of EPC 1690 to a post thence
- (18) at a bearing of $357^{\circ}40'50''$ for a distance of ~~1720.49~~ 1465.87 metres, along the western boundary of EPC 1690 to a post thence
- (19) at a bearing of $271^{\circ}41'50''$ for a distance of 512.19 metres, along the western boundary of EPC 1690 to a post thence
- (20) at a bearing of $351^{\circ}32'50''$ for a distance of 2142.08 metres, along the western boundary of EPC 1690 to a post thence
- (21) at a bearing of $261^{\circ}32'40''$ for a distance of 1720.49 metres, along the western boundary of EPC 1690 to a post thence
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- (29) at a bearing of $261^{\circ}31'20''$ for a distance of 903.69 metres, along the western boundary of EPC 1690 to a post thence
- (30) at a bearing of $356^{\circ}53'10''$ for a distance of 1852.83 metres, along the western boundary of EPC 1690 to a post thence
- (31) at a bearing of $81^{\circ}32'$ for a distance of 7616.25 metres, along the northern boundary of EPC 1690 to a post thence
- (32) at a bearing of $171^{\circ}33'$ for a distance of 1844.87 metres, along the western boundary of EPC 1690 to a post thence

- (33) at a bearing of $81^{\circ}33'10''$ for a distance of 1721.28 metres, along the eastern boundary of EPC 1690 to a post thence ✓
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ALL BEARINGS ARE MAGNETIC



LEGEND

- Population - Line (N1)
- Assessment - Line (N2)
- Acquisition - Polygon (N3)
- Assessment - Polygon (N4)
- Acquisition - Upload Point (N5)
- Acquisition Lat Long
- Acquisition MGA (N6)
- DCDB A3
- EPC Application (N7)
- EPC Application Right of Way (N8)
- EPC Grant
- EPC Grant Right of Way
- EPC Proposal
- STATE (N9)

Scale 1:85,000
 0 1 2 km
 Projection UTM (50AQJ)
 Zone: 55



CORRS CHAMBERS WESTGARTH
ACCOUNTS DEPARTMENT
GPO BOX 9925
BRISBANE QLD 4001

Remove this top section if desired before framing



Certificate of Registration of a Company

This is to certify that

ADANI MINING PTY LTD

Australian Company Number 145 455 205

is a registered company under the Corporations Act 2001 and
is taken to be registered in Queensland.

The company is **limited by shares**.

The company is a **proprietary company**.

The day of commencement of registration is
the **twenty-eighth day of July 2010**.

Issued by the
Australian Securities and Investments Commission
on this twenty-eighth day of July, 2010.

A handwritten signature in black ink, appearing to read 'A. D'Aloisio'.

Anthony Michael D'Aloisio
Chairman



CERTIFICATE

<u>Tenure Type & Number</u>		<u>District of Responsibility</u>																						
EPC	1690	EMERALD																						
<u>Tenure Details</u>																								
Previous Tenure Id		Tenancy Type																						
34/09		Tenancy In Common																						
Status		Sub-status																						
GRANTED																								
Native Title Category		Native Title Sub Category																						
EXPEDITED PROCEDURES GRANT																								
<u>Holder Details</u>																								
ADANI MINING PTY LTD																								
Principal Holder Address																								
ADANI HOUSE																								
NR MITHAKHALI CENTRE CIRCLE																								
NAVRANGPURA																								
AHMEDABAD																								
GUJARAT INDIA																								
380009																								
<table border="1"> <thead> <tr> <th>Holder Name</th> <th>Share %</th> <th>Status</th> <th>Deal In</th> <th>Date Approved</th> <th>Deal Out</th> </tr> </thead> <tbody> <tr> <td>ADANI MINING PTY LTD</td> <td>100.0000</td> <td>C</td> <td>1019006</td> <td>05-AUG-10</td> <td></td> </tr> <tr> <td>LINC ENERGY LIMITED</td> <td>100.0000</td> <td>F</td> <td>0</td> <td>03-FEB-09</td> <td>1019006</td> </tr> </tbody> </table>							Holder Name	Share %	Status	Deal In	Date Approved	Deal Out	ADANI MINING PTY LTD	100.0000	C	1019006	05-AUG-10		LINC ENERGY LIMITED	100.0000	F	0	03-FEB-09	1019006
Holder Name	Share %	Status	Deal In	Date Approved	Deal Out																			
ADANI MINING PTY LTD	100.0000	C	1019006	05-AUG-10																				
LINC ENERGY LIMITED	100.0000	F	0	03-FEB-09	1019006																			
<u>Application Details</u>																								
Date Lodged		Time Lodged																						
03-FEB-2009		08:45 AM																						
Mining District Lodged																								
BRISBANE																								
Date Application Fee Received		Application Fee Amount																						
03-FEB-09		71.5																						
Application Fee Refund Date		Application Refund Amount																						
N/A		N/A																						

<u>Tenure Type & Number</u>		<u>District of Responsibility</u>
EPC	1690	EMERALD
Grant Details		
Date Granted		Date Commenced
14-JUL-10		14-JUL-10
Act Granted Under		Act Administered
MINERAL RESOURCES ACT 1989		
Term Expires		
13-JUL-15		
Term Sought		
5 year(s)		
Date EP Document Replaced		
N/A		
Date Rent Due		Annual Rent
14-JUL-11		\$9,868.70
Condition		
NTPC's Version 1.1a, General Conditions Version 4		
Public Remarks		
GALILEE PROJECT		
Minerals Sought		
COAL		
Locality		
180KM NORTH OF ALPHA, 120KM WEST OF CLERMONT & 550KM WEST OF MACKAY		
Exclusions		
N/A		
Local Authorities		
Charters Towers (R)		
Relinquishment Details		
Current Sub-blocks Held		
82		
Last Relinquishment Date		
13-JUL-10		
Term Year	Relinquishment Date	Prescribed Sub-blocks
1	13-JUL-10	82
2	13-JUL-11	82
3	13-JUL-12	41
4	13-JUL-13	21
5	13-JUL-14	11

<u>Tenure Type & Number</u>		<u>District of Responsibility</u>
EPC	1690	EMERALD

<u>Renewal History</u>					
Date Renewal Notice Issued	Date Renewal Lodged	Date Renewal Granted	Date Renewal Commenced	Date Renewal Expires	Rent Rate
N/A	N/A	N/A	14-JUL-10	13-JUL-15	0
Act Renewal Granted Under: MINERAL RESOURCES ACT 1989					

<u>Sub-block Details</u>		
BIM Code	Block Number	Sub-blocks
CLER	1683	-- C D E --- J K --- P -----
CLER	1684	A B --- F G H -- L M N O - Q R S T U - W X Y Z
CLER	1685	----- V -----
CLER	1756	-- C D E -- H J K --- O P --- U -----
CLER	1757	A B C -- F G H -- L M N -- Q R S -- V W X --
CLER	1829	A B C D -- G H J K -- N O P -- S T U -- X Y Z
CLER	1830	----- Q ----- V W ---
CLER	1901	--- D E --- K --- P --- U -----
CLER	1902	A B --- F G --- L M --- Q R -----
Current number of sub-blocks held:		82

<u>Dealings</u>				
Dealing Name	Dealing	Date Received	Expected Completion	Actual Completion
AWAITING MINISTERIAL DECISION	1016413	01-OCT-2009	01-DEC-2009	26-OCT-2009
Remarks: BRIEF REQUESTING TO COMMENCE THROUGH EXPEDITED PROCEDURES SENT TO NT - 1/10/09. APPROVED - 26/10/09				
ASSIGNMENT INDICATION	1018933	28-JUL-2010	11-AUG-2010	28-JUL-2010
Remarks: PROPOSED ASSIGNMENT OF 100% INTEREST FROM LINC ENERGY LTD (100% TO ADANI MINING PTY LTD (100%))				

<u>Sub-Tenures</u>			
Tenure Type & Number	Date Lodged	Date Granted	Area