

ASX Announcement

27 August 2024

Form S-8: Registration Statement Pursuant to the Securities Exchange Act of 1934

Coronado Global Resources Inc. (ASX: CRN) advises that it has filed the attached Registration Statement on Form S-8 with the U.S. Securities and Exchange Commission (SEC) to register 3,600,000 common shares of stock (or 36,000,000 CDIs) under the U.S. Securities Act of 1933 for purchases under the Coronado Global Resources Inc. Equity Incentive Plan.

– Ends –

This announcement was authorised to be given to ASX by the Board of Directors of Coronado Global Resources Inc.

For further information please contact:

Investors

Andrew Mooney
Vice President Investor Relations and Communications
P: +61 458 666 639
E: amooney@coronadoglobal.com

Media

Helen McCombie
Morrow Sodali
P: +61 411 756 248
E: hmccombie@morrrowsodali.com

**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549**

**FORM S-8
Registration Statement**
*Under
the Securities Act of 1933*

Coronado Global Resources Inc.
(Exact name of registrant as specified in its charter)

Delaware
(State or other jurisdiction of incorporation or organization)

83-1780608
(I.R.S. Employer Identification No.)

**Level 33, Central Plaza One, 345 Queen Street
Brisbane, Queensland, Australia**
(Address of principal executive offices)

4000
(Zip Code)

Coronado Global Resources Inc. 2018 Equity Incentive Plan
(Full title of the plan)

**Christopher P. Meyering
Vice President and Chief Legal Officer
Coronado Global Resources Inc.
100 Bill Baker Way
Beckley, West Virginia 25801**
(Name and address of agent for service)

(681) 207-7263
(Telephone number, including area code, of agent for service)

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, a smaller reporting company, or an emerging growth company. See the definitions of “large accelerated filer,” “accelerated filer,” “smaller reporting company,” and “emerging growth company” in Rule 12b-2 of the Exchange Act.

Large accelerated filer ☒
Non-accelerated filer ☐

Accelerated filer ☐
Smaller reporting company ☐
Emerging growth company ☐

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 7(a)(2)(B) of the Securities Act. ☐

EXPLANATORY NOTE

Coronado Global Resources Inc., or the Registrant, hereby files this Registration Statement on Form S-8 to register an additional 3,600,000 shares of Common Stock under the Coronado Global Resources Inc. 2018 Equity Incentive Plan, or the Employee Plan, for which previously filed registration statements on Form S-8 relating to the Employee Plan are effective. Pursuant to General Instruction E to Form S-8, this Registration Statement incorporates by reference the contents of the Registration Statement on Form S-8 (Registration No. 333-236597) and the Registration Statement on Form S-8 (Registration No. 333-249566), including all attachments and exhibits thereto, except to the extent supplemented, amended or superseded by the information set forth herein.

PART II.

INFORMATION REQUIRED IN THE REGISTRATION STATEMENT

Item 3. Incorporation of Documents by Reference.

The Registrant is subject to the informational and reporting requirements of Sections 13(a), 13(c), 14 and 15(d) of the Securities Exchange Act of 1934, or the Exchange Act. The following documents, filed with the Securities and Exchange Commission, or the Commission, are incorporated by reference into this Registration Statement:

- (a) [the Registrant's Annual Report on Form 10-K for the fiscal year ended December 31, 2023, filed with the Commission on February 20, 2024;](#)
- (b) the Registrant's Quarterly Reports on Form 10-Q for the quarters ended March 31, 2024 and June 30, 2024, filed with the Commission on [May 6, 2024](#) and [August 5, 2024](#), respectively;
- (c) the Registrant's Current Reports on Form 8-K, filed with the Commission on [June 6, 2024](#) and [August 2, 2024](#); and
- (d) the description of the Registrant's common stock set forth in [Exhibit 4.3 to the Registrant's Annual Report on Form 10-K for the year ended December 31, 2023](#), which updated the description thereof set forth in [Amendment No. 2 to the Registrant's Registration Statement on Form 10/A filed with the Commission on June 28, 2019](#), and all subsequently filed amendments and reports updating that description.

All documents filed by the Registrant with the Commission pursuant to Sections 13(a), 13(c), 14 and 15(d) of the Exchange Act (excluding information deemed to be furnished and not filed with the Commission) subsequent to the effective date of this Registration Statement and prior to the filing of a post-effective amendment that indicates that all securities offered have been sold or that deregisters all securities then remaining unsold, will be deemed to be incorporated by reference in this Registration Statement and to be part hereof from the date of filing of such documents. The Registrant will not, however, incorporate by reference in this Registration Statement any documents or portions thereof that are not deemed "filed" with the Commission, including any information furnished pursuant to Item 2.02 or Item 7.01 of the Registrant's current reports on Form 8-K unless, and except to the extent, specified in such current reports. Any statement contained in any document incorporated or deemed to be incorporated by reference herein will be deemed to be modified or superseded for purposes of this Registration Statement to the extent that a statement contained herein or in any other subsequently filed document that also is or is deemed to be incorporated by reference herein modifies or supersedes such statement. Any such statement so modified or superseded will not be deemed, except as modified or superseded, to constitute a part of this Registration Statement.

Item 8. Exhibits.

Exhibit Number	Exhibit Description
<u>4.1</u>	<u>Amended and Restated Certificate of Incorporation of Coronado Global Resources Inc. (incorporated herein by reference to Exhibit 3.1 to the Registrant's Registration Statement on Form 10 filed April 29, 2019)</u>
<u>4.2</u>	<u>Amended and Restated By-Laws of Coronado Global Resources Inc. (incorporated herein by reference to Exhibit 3.2 to the Registrant's Registration Statement on Form 10 filed April 29, 2019)</u>
<u>4.3</u>	<u>Stockholders Agreement, dated as of September 24, 2018, by and among Coronado Global Resources Inc., Coronado Coal LLC and other affiliated entities (incorporated herein by reference to Exhibit 4.1 to the Registrant's Registration Statement on Form 10 filed April 29, 2019)</u>
<u>4.4</u>	<u>Registration Rights and Sell-Down Agreement, dated as of September 24, 2018, by and among Coronado Global Resources Inc., Coronado Coal LLC and other affiliated entities (incorporated herein by reference to Exhibit 4.2 to the Registrant's Registration Statement on Form 10 filed April 29, 2019)</u>
<u>4.5</u>	<u>Coronado Global Resources Inc. 2018 Equity Incentive Plan (incorporated herein by reference to Exhibit 10.4 to Amendment No. 2 to the Registrant's Registration Statement on Form 10 filed June 28, 2019)</u>
<u>5.1</u>	<u>Opinion of Jones Day</u>
<u>15.1</u>	<u>Acknowledgment Letter of Ernst & Young</u>
<u>23.1</u>	<u>Consent of Ernst & Young</u>
<u>23.2</u>	<u>Consent of Jones Day (included in Exhibit 5.1)</u>
<u>23.3</u>	<u>Consent of Barry Lay</u>
<u>23.4</u>	<u>Consent of Daniel Millers</u>
<u>23.5</u>	<u>Consent of Christopher Wilkinson</u>
<u>23.6</u>	<u>Consent of Marshall Miller & Associates, Inc.</u>
<u>24.1</u>	<u>Power of Attorney (included on signature page hereto)</u>
<u>107.1</u>	<u>Filing Fee Table</u>

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, the Registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-8 and has duly caused this Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Beckley, State of West Virginia, on August 26, 2024.

CORONADO GLOBAL RESOURCES INC.

By: /s/ Douglas G. Thompson

Douglas G. Thompson

Chief Executive Officer

POWER OF ATTORNEY

Know all men by these presents, that each of the undersigned directors and officers of the Registrant hereby constitutes and appoints each of Douglas G. Thompson, Gerhard Ziems and Christopher P. Meyering with full power of substitution and resubstitution, as the true and lawful attorney-in-fact or attorneys-in-fact of the undersigned to sign this Registration Statement and any or all amendments, including post-effective amendments to this Registration Statement, including a prospectus or an amended prospectus therein and any registration statement for the same offering that is to be effective upon filing pursuant to Rule 462(b) under the Securities Act of 1933 and all other documents in connection therewith to be filed with the Securities and Exchange Commission, granting unto said attorneys-in-fact and agents, and each of them, full power and authority to do and perform each and every act and thing requisite and necessary to be done in and about the premises, as fully to all intents and purposes as he might or could do in person, hereby ratifying and confirming all that said attorneys-in-fact as agents or any of them, or their substitute or substitutes, may lawfully do or cause to be done by virtue hereof.

Pursuant to the requirements of the Securities Act of 1933, this Registration Statement has been signed by the following persons in the capacities and on the dates indicated.

Name	Title	Date
/s/ Douglas G. Thompson Douglas G. Thompson	Chief Executive Officer and Director (Principal Executive Officer)	August 26, 2024
/s/ Gerhard Ziems Gerhard Ziems	Group Chief Financial Officer (Principal Financial Officer and Principal Accounting Officer)	August 26, 2024
/s/ Garold Spindler Garold Spindler	Executive Chair, Director	August 26, 2024
/s/ Aimee R. Allen Aimee R. Allen	Director	August 26, 2024
/s/ Philip Christensen Philip Christensen	Director	August 26, 2024
/s/ William Koeck William Koeck	Director	August 26, 2024
/s/ Greg Pritchard Greg Pritchard	Director	August 26, 2024
/s/ Laura Tyson Laura Tyson	Director	August 26, 2024
/s/ Jan C. Wilson Jan C. Wilson	Director	August 26, 2024

JONES DAY

NORTH POINT • 901 LAKESIDE AVENUE • CLEVELAND, OHIO 44114.1190

TELEPHONE: +1.216.586.3939 • JONESDAY.COM

August 26, 2024

Coronado Global Resources Inc.
Level 33, Central Plaza One, 345 Queen Street
Brisbane, Queensland, Australia 400

Re: Registration Statement on Form S-8 Filed by Coronado Global Resources Inc.

Ladies and Gentlemen:

We have acted as counsel for Coronado Global Resources Inc., a Delaware corporation (the “*Company*”), in connection with the Coronado Global Resources Inc. 2018 Equity Incentive Plan (the “*Plan*”). In connection with the opinion expressed herein, we have examined such documents, records and matters of law as we have deemed relevant or necessary for purposes of such opinion. Based on the foregoing, and subject to the further limitations, qualifications and assumptions set forth herein, we are of the opinion that the additional 3,600,000 shares (the “*Shares*”) of common stock, par value \$0.01 per share, of the Company that may be issued or delivered and sold pursuant to the Plan and the authorized forms of stock option, performance stock unit, restricted stock unit or other applicable award agreements thereunder (the “*Award Agreements*”) will be, when issued or delivered and sold in accordance with the Plan and the Award Agreements, validly issued, fully paid and nonassessable, provided that the consideration for the Shares is at least equal to the stated par value thereof.

The opinion expressed herein is limited to the General Corporation Law of the State of Delaware, as currently in effect, and we express no opinion as to the effect of the laws of any other jurisdiction on the opinion expressed herein. In addition, we have assumed that the resolutions authorizing the Company to issue or deliver and sell the Shares pursuant to the Plan and the Award Agreements will be in full force and effect at all times at which the Shares are issued or delivered and sold by the Company, and that the Company will take no action inconsistent with such resolutions. In rendering the opinion above, we have assumed that each award under the Plan will be approved by the Board of Directors of the Company (the “*Board*”) or an authorized committee of the Board.

We hereby consent to the filing of this opinion as Exhibit 5.1 to the Registration Statement on Form S-8 filed by the Company to effect the registration of the Shares under the Securities Act of 1933 (the “*Act*”). In giving such consent, we do not thereby admit that we are included in the category of persons whose consent is required under Section 7 of the Act or the rules and regulations of the Securities and Exchange Commission promulgated thereunder.

Very truly yours,

/s/ Jones Day

AMSTERDAM • ATLANTA • BEIJING • BOSTON • BRISBANE • BRUSSELS • CHICAGO • CLEVELAND • COLUMBUS • DALLAS
DETROIT • DUBAI • DÜSSELDORF • FRANKFURT • HONG KONG • HOUSTON • IRVINE • LONDON • LOS ANGELES • MADRID
MELBOURNE • MEXICO CITY • MIAMI • MILAN • MINNEAPOLIS • MUNICH • NEW YORK • PARIS • PERTH • PITTSBURGH
SAN DIEGO • SAN FRANCISCO • SÃO PAULO • SHANGHAI • SILICON VALLEY • SINGAPORE • SYDNEY • TAIPEI • TOKYO • WASHINGTON

To the Stockholders and Board of Directors of Coronado Global Resources Inc.

We are aware of the incorporation by reference in this Registration Statement on Form S-8 pertaining to the Coronado Global Resources Inc. 2018 Equity Incentive Plan, of our reports dated May 6, 2024 and August 5, 2024, relating to the unaudited condensed consolidated interim financial statements of Coronado Global Resources Inc. that are included in its Forms 10-Q for the quarters ended March 31, 2024 and June 30, 2024, respectively.

Yours sincerely

/s/ Ernst & Young

Brisbane, Australia
August 26, 2024

Consent of Independent Registered Public Accounting Firm

We consent to the incorporation by reference in the Registration Statement on Form S-8, pertaining to the Coronado Global Resources Inc. 2018 Equity Incentive Plan of our reports dated February 20, 2024, with respect to the consolidated financial statements of Coronado Global Resources Inc. and the effectiveness of internal control over financial reporting of Coronado Global Resources Inc. included in its Annual Report (Form 10-K) for the year ended December 31, 2023, filed with the Securities and Exchange Commission.

/s/ Ernst & Young

Brisbane, Australia

August 26, 2024

Resology Pty Ltd
5 Tristania Court
Ormiston 4160
ACN # 622 794 834
ABN # 41622794834



CONSENT OF BARRY LAY

I, Barry Lay, BSc Geology (Hons); MAuslMM, Managing Director of Resology Pty Ltd prepared Sections 1.3, 1.4, 1.6, 5.2, 6, 7, 8, 9, 10, 11, 21, 22, 23, 24, 25 and 26 of the Technical Report Summary titled "*Coronado Global Resources Inc. ("Coronado") Statement of Coal Resources and Reserves for the Curragh Mine Complex in Accordance with the JORC Code and United States SEC Regulation S-K 1300 as of December 31, 2023 Bowen Basin Queensland, Australia*", dated February 15, 2024 (the "Technical Report Summary"), which is included in the Annual Report on Form 10-K for the year ended December 31, 2023 of Coronado Global Resources Inc. (the "Company").

With respect to the portions of the Technical Report Summary that I prepared, I hereby consent to the incorporation by reference of the Technical Report Summary in the Company's Registration Statement on Form S-8 (the "Registration Statement").

I hereby further consent to the inclusion or incorporation by reference in the Registration Statement of references to my name (including status as an expert or qualified person (as defined in Item 1300 of Regulation S-K)) and the information derived from the portions of the Technical Report Summary that I prepared, including any quotation therefrom or summarization thereof.

Date: August 19, 2024

/s/ Barry Lay

Name: Barry Lay

Managing Director



CONSENT OF DANIEL MILLERS

I, Daniel Millers, B. Eng.; MAuslMM (CP), Superintendent Long Term Planning of Coronado Curragh Pty Ltd, a wholly owned subsidiary of Coronado Global Resources Inc. (the “Company”), prepared Sections 1.1, 1.2, 1.5, 1.7 through to 1.10, 2 through to 5, 12.1, 13.1 and 14 through to 26 and reviewed all other sections of the technical report summary titled “*Coronado Global Resources Inc. (“Coronado”) Statement of Coal Resources and Reserves for the Curragh Mine Complex in Accordance with the JORC Code and United States SEC Regulation S-K 1300 as of December 31, 2023 Bowen Basin Queensland, Australia,*” dated February 15, 2024 (the “Technical Report Summary”), which is included in the Company’s Annual Report on Form 10-K for the year ended December 31, 2023.

With respect to the portions of the Technical Report Summary that I prepared, I hereby consent to the incorporation by reference of the Technical Report Summary in the Company’s Registration Statement on Form S-8 (the “Registration Statement”).

I hereby further consent to the inclusion or incorporation by reference in the Registration Statement of references to my name (including status as an expert or qualified person (as defined in Item 1300 of Regulation S-K)) and the information derived from the portions of the Technical Report Summary that I prepared, including any quotation therefrom or summarization thereof.

August 20, 2024

/s/ Daniel Millers

Name: Daniel Millers

Coronado Curragh Pty Ltd
ABN 90 009 362 565

Level 33, Central Plaza One, 345 Queen Street
GPO Box 51 , Brisbane QLD 4000
T: +61 7 3031 7777 | F: +61 7 3229 7402



CONSENT OF CHRIS WILKINSON

I, Chris Wilkinson, Bsc (Mining); MausIMM(CP), Director of Mining Consultancy Services (Australia) Pty Ltd, the advisory entity of Talisman Technical Pty Ltd, prepared Sections 12.2, 13.2, 21, 22, 23, 24, 25 and 26 of the Technical Report Summary titled "*Coronado Global Resources Inc. ("Coronado") Statement of Coal Resources and Reserves for the Curragh Mine Complex in Accordance with the JORC Code and United States SEC Regulation S-K 1300 as of December 31, 2023 Bowen Basin Queensland, Australia*", dated February 15, 2024 (the "Technical Report Summary"), which is included in the Annual Report on Form 10-K for the year ended December 31, 2023 of Coronado Global Resources Inc. (the "Company").

With respect to the portions of the Technical Report Summary that I prepared, I hereby consent to the incorporation by reference of the Technical Report Summary in the Company's Registration Statement on Form S-8 (the "Registration Statement").

I hereby further consent to the inclusion or incorporation by reference in the Registration Statement of references to my name (including status as an expert or qualified person (as defined in Item 1300 of Regulation S-K)) and the information derived from the portions of the Technical Report Summary that I prepared, including any quotation therefrom or summarization thereof.

Date: August 20, 2024

/s/ Chris Wilkinson

Name: Chris Wilkinson

Director

Mining Consultancy Services (Australia) Pty Ltd a subsidiary of Talisman Technical Pty Ltd

	Talisman Technical ABN 97 652 676 849 Suite 2, Level 8, 10 Eagle Street, Brisbane 4000	t. 07 3112 7230 e. jjoubert@talismantechnical.com.au w. talismantechnical.com.au
---	---	--



582 Industrial Park Road, Bluefield, VA 24605-9364 ■ Phone 276.322.5467
 www.mma1.com ■ info@gmail.com

CONSENT OF MARSHALL MILLER & ASSOCIATES, INC.

Marshall Miller & Associates, Inc. ("MM&A"), a third-party firm comprising mining experts, prepared the technical report summaries identified below, each dated February 16, 2024, relating to estimates of coal resources and reserves of Coronado Global Resources Inc. (the "Company") as of December 31, 2023 (the "Technical Report Summaries"), which are included in the Company's Annual Report on Form 10-K (the "Annual Report") for the year ended December 31, 2023. Specifically, the Technical Report Summaries issued by MM&A, which are included in the Company's Annual Report, include:

1. Technical Report Summary entitled "*Coronado Global Resources Inc. Statement of Coal Resources and Reserves for the Buchanan Mine Complex in Accordance with the JORC Code and United States SEC Regulation S-K 1300 as of December 31, 2023 Central Appalachian Coal Basin Virginia, USA*";
2. Technical Report Summary entitled "*Coronado Global Resources Inc. Statement of Coal Resources and Reserves for the Logan County Complex in Accordance with the JORC Code and United States SEC Regulation S-K 1300 as of December 31, 2023 Central Appalachian Coal Basin West Virginia, USA*"; and
3. Technical Report Summary entitled "*Coronado Global Resources Inc. Statement of Coal Resources and Reserves for the Mon Valley Complex Upper Freeport Holdings in Accordance with the JORC Code and United States SEC Regulation S-K 1300 as of December 31, 2023 Northern Appalachian Coal Basin Pennsylvania, USA*."

MM&A hereby consents to the incorporation by reference of the Technical Report Summaries in the Company's Registration Statement on Form S-8 (the "Registration Statement").

MM&A hereby further consents to the inclusion or incorporation by reference in the Registration Statement of references to the MM&A name (including status as an expert or qualified person (as defined in Item 1300 of Regulation S-K)) and the information derived from the Technical Report Summaries, including any quotation therefrom or summarization thereof.

Date: August 19, 2024

/s/ Justin S. Douthat

Name: Justin S. Douthat

Title: Executive Vice President
 (MM&A Representative)

Calculation of Filing Fee Tables

S-8

Coronado Global Resources Inc.

Table 1: Newly Registered Securities

	Security Type	Security Class Title	Fee Calculation Rule	Amount Registered	Proposed Maximum Offering Price Per Unit	Maximum Aggregate Offering Price	Fee Rate	Amount of Registration Fee
1	Equity	Common Stock, par value \$0.01	Other	3,600,000	\$ 8.77	31,572,000.00	\$ 0.0001476	\$ 4,660.03
Total Offering Amounts:						\$ 31,572,000.00		\$ 4,660.03
Total Fee Offsets:								\$ 0.00
Net Fee Due:								\$ 4,660.03

Offering Note

1

The amount registered reflected in Table 1 above represents the maximum number of shares of Common Stock, par value \$0.01 per share, or Common Stock, of Coronado Global Resources Inc., or the Registrant, available pursuant to the Coronado Global Resources Inc. 2018 Equity Incentive Plan, or the Plan, being registered on the Registration Statement on Form S-8, or the Registration Statement, to which this exhibit relates. Pursuant to Rule 416 of the Securities Act of 1933, or the Securities Act, the Registration Statement also covers such additional shares of Common Stock as may become available pursuant to the anti-dilution provisions of the Plan. The proposed maximum offering price per unit and the maximum aggregate offering price in Table 1 above are estimated solely for the purposes of determining the amount of the registration fee, pursuant to paragraphs (c) and (h) of Rule 457 under the Securities Act, on the basis of the average of the high and low sale prices of Common Stock (traded as 10 CHESS Depositary Interests, or CDIs) on the Australian Securities Exchange as of August 20, 2024, which is a date within five business days prior to filing.