

12 April 2019

Dear Shareholder

On behalf of the Board and all staff at Tigers Realm Coal Limited, we are pleased to invite you to the Company's Annual General Meeting which is to be held at 3pm on Tuesday 14 May 2019 at the Rendezvous Hotel, 328 Flinders Street, Melbourne.

Please find enclosed the Notice of Annual General Meeting of Shareholders and Explanatory Memorandum. A Proxy Form for return to the Company's share registrar Link Market Services (Link) is also enclosed. We also enclose a question form. If you would like us to respond at the AGM please submit your questions to reach Link by 5pm, 7 May 2019.

There are 4 items of business to be considered at this year's AGM, as detailed in the documentation.

Highlights during a very productive 2018 year included;

- TIG posting its first annual profit of A\$10.88M.
- Cash generated from operations amounted to A\$15M.
- Coal production Increased to 576kt, up 131% on 2017.
- Coal sales increased to 393kt, 138% higher than the previous year. Significantly, coking coal sales increased by 326% to 179kt while thermal coal sales increased by 74% to 214kt.

We look forward to seeing you at the Annual General Meeting.

Yours sincerely


Craig Wiggill
Chairman


Dmitry Gavrilin
CEO

Tigers Realm Coal Limited
ACN 146 752 561

NOTICE OF ANNUAL GENERAL MEETING

Notice is hereby given that the Annual General Meeting of Tigers Realm Coal Limited (the “Company”) will be held at 3.00pm (Melbourne time) on Tuesday 14 May 2019 at the Rendezvous Hotel, The President’s Room , Level 1, 328 Flinders Street, Melbourne.

The Explanatory Memorandum that accompanies and forms part of this Notice of Annual General Meeting describes the various matters to be covered. The Explanatory Memorandum should be read in conjunction with this Notice of Meeting.

Capitalised terms used in this Notice of Annual General Meeting and the Explanatory Memorandum that are not defined herein have the meanings given to them in the Glossary unless the context indicates otherwise.

AGENDA

1. Financial Report

To receive and consider the Financial Report of the Company for the year ended 31 December 2018, together with the Directors' Report and Auditor’s Report as set out in the Annual Report.

2. Adopt Remuneration Report

To consider and if thought fit, to pass the following Resolution as an ordinary resolution:

“That the Company’s Remuneration Report for the year ended 31 December 2018 be adopted.”

(Note - The vote on this item of business is advisory only and does not bind the Directors or the Company)

3. Re-election of Directors

(a) To consider and if thought fit, to pass the following Resolution as an ordinary resolution:

“That Mr Craig Wiggill, being a Director of the Company who retires in accordance with Article 47(a) of the Company’s Constitution and being eligible offers himself for re-election, be re-elected as a Director of the Company.”

(b) To consider and if thought fit, to pass the following Resolution as an ordinary resolution:

“That Dr. Bruce Gray, being a Director of the Company who retires in accordance with Article 47(a) of the Company’s Constitution and being eligible offers himself for re-election, be re-elected as a Director of the Company.”

4. Approval of additional 10% Placement Facility

To consider and if thought fit, to pass the following Resolution as a special resolution:

“That pursuant to and in accordance with ASX Listing Rule 7.1A and for all other purposes, approval is given for the Company to issue equity securities up to 10% of the issued capital of the Company (at the time of issue) calculated in accordance with the formula prescribed in ASX Listing Rule 7.1A.2 over a 12 month period on the terms and conditions set out in the Explanatory Memorandum.”

Other Business

To deal with any other business which may be brought forward in accordance with the Constitution and the Corporations Act.

By order of the Board



.....
David Forsyth
Company Secretary
12 April 2019

NOTES

These notes form part of the Notice of Annual General Meeting.

Annual Report

In accordance with applicable law, hard copies of the Annual Report have only been sent to those Shareholders who have elected to receive one. The Annual Report can be viewed or downloaded online on the Company's website at www.tigersrealmcoal.com

Voting entitlements

Pursuant to Regulation 7.11.37 of the Corporations Regulations 2001 (Cth), the Directors have determined that the shareholding of each member for the purposes of ascertaining voting entitlements for the Annual General Meeting will be as it appears in the Company's Share register at 7.00 pm (Melbourne time) on Sunday 12 May 2019

Proxies and Company Representatives

A Proxy Form is enclosed. To be valid, duly signed proxies (and any authority under which the proxy is signed or a certified copy of the authority) must be received at the Company's Share Registry, Link Market Services Limited, at the address or facsimile number below, not later than 3.00pm (Melbourne time) on Sunday 12 May 2019. Alternatively, you can lodge your proxy online via the Tigers Realm Coal registry website (www.linkmarketservices.com.au) and go to the 'Proxy Voting' icon) by the same date and time.

A member entitled to attend and vote at the Meeting is entitled to appoint a proxy to attend and vote on their behalf. If a member is entitled to cast two or more votes, the member may appoint two proxies and may specify the proportion or number of votes each proxy is appointed to exercise. When more than one proxy is appointed, and the proportion of the member's voting rights is not specified, each proxy may exercise half the votes. Fractions of votes will be disregarded. If more than one proxy is present at the Meeting, neither will be entitled to vote on a show of hands. A proxy need not be a member and may be an individual or a body corporate.

A Proxy Form must be signed by the member or the member's attorney. Proxies given by a body corporate must be signed in accordance with the Corporations Act, the body corporate's constitution or by attorney. In the case of Shares jointly held by two or more persons, all joint holders must sign the Proxy Form. A member which is a body corporate and entitled to attend and vote at the Meeting, or a proxy which is a body corporate and is appointed by a member entitled to attend and vote at the Meeting, may appoint an individual to act as its representative at the Meeting by providing that person with a letter or certificate, executed in accordance with the Corporations Act or the body corporate's constitution, authorising the person as the representative; or a copy of the resolution, certified by the secretary or a director of the body corporate, appointing the representative. A copy of the letter, certificate or resolution, or other evidence satisfactory to the Chairman of the Meeting, must be produced prior to admission to the Meeting.

Share Registry

Postal Address:
Link Market Services Limited
Locked Bag A14
Sydney South NSW 1235

By hand to:
Link Market Services Limited
Level 12, 680 George Street
Sydney NSW 2000

Facsimile: (61 2) 9287 0309
Online: at www.linkmarketservices.com.au

EXPLANATORY MEMORANDUM

This Explanatory Memorandum is to be read in conjunction with the Notice of Meeting of the Company to be held at 3.00pm (Melbourne time) on Tuesday 14 May 2019, at the Rendezvous Hotel, The President's Room, Level 1, 328 Flinders Street, Melbourne.

The purpose of this Explanatory Memorandum is to provide information to Shareholders in deciding how to vote on the Resolutions set out in the Notice of Meeting.

The Directors recommend that shareholders read the Notice of Meeting and this Explanatory Memorandum before making any decision in relation to the Resolutions.

Defined terms used in this Explanatory Memorandum are set out in the Glossary at the end of this Explanatory Memorandum.

Item 1 – Financial Statements and Results

The Corporations Act requires the Company's Financial Report (which includes financial statements, notes to the financial statements and Directors' declaration), the Directors' Report and the Auditor's Report to be laid before the Annual General Meeting. There is no requirement either in the Corporations Act or the Company's Constitution for Shareholders to approve the Financial Report, the Directors' Report or the Auditor's Report. Shareholders will be given a reasonable opportunity to ask questions and make comments on these reports, and on the management of the Company.

Item 2 – Remuneration Report

The Company has included in the Annual Report a detailed Remuneration Report setting out prescribed information relating to the remuneration of the Company's Directors and key management personnel (together, the "KMP").

The Remuneration Report contains the following:

- The remuneration details of each KMP and the Group Executive Plan; and
- Details of performance conditions and how they are measured.

The vote on this Item is advisory only and will not bind the Directors or the Company. However, the Board will take into account any Shareholder discussion on this Resolution and the outcome of the vote when considering the future remuneration arrangements of the Company.

In accordance with provisions of the Corporations Act known generally as the "two strikes rule", Shareholders should note that if 25% or more of the votes cast are voted against the adoption of the Remuneration Report at two consecutive AGMs, a resolution will be put to Shareholders at the second AGM (a "spill resolution") that if passed, will require another meeting be held within 90 days. At that meeting, the Company's Directors (other than the Managing Director), who held office when it was resolved to put the Directors' Report to the second AGM and who wish to continue as a Director, must stand for re-election.

Directors' Recommendation

The Board unanimously recommends that you vote in favour of this non-binding ordinary Resolution. It is noted that each Director has a personal interest in their own remuneration from the Company as set out in the Annual Report.

The Chairman of the Meeting intends to vote undirected proxies in favour of Resolution 2.

If you do not wish to appoint the Chairman of the Meeting to vote in favour of Resolution 2, it will be important for you to complete the voting directions in respect of Resolution 2 on Step 2 of the Proxy Form.

Voting Exclusion Statement

No votes can be cast on Resolution 2 by or on behalf of a member of KMP (details of whose remuneration are included in the Remuneration Report) and their closely related parties (collectively referred to as "Prohibited Voters"). However, a Prohibited Voter may vote directed proxies for someone other than a Prohibited Voter.

Further, a member of KMP (regardless of whether or not their remuneration details are disclosed in the Remuneration Report) and their closely related parties may not vote a proxy on Resolution 2 unless it is a directed proxy and the vote is not cast on behalf of a Prohibited Voter.

However, the Chairman of the Meeting can vote undirected proxies, provided the proxy expressly authorises the Chairman to do so.

Item 3(a) – Re-election of Director – Mr. Craig Wiggill

In accordance with Article 47(a) of the Company's Constitution, Mr. Craig Wiggill retires from the Board and seeks re-election as a Director at the Meeting.

Mr Wiggill was appointed Independent Chairman on 1 October 2015. Mr Wiggill has served as Non-Executive Director of the Company since being appointed on 20 November 2012. Mr Wiggill joined the Nomination & Remuneration Committee commencing 10 November 2015.

Mr Wiggill has extensive experience in the global mining industry including over 25 years in the coal sector, the majority of his experience being within the Anglo American Plc group. Mr Wiggill is currently the Chairman (non-executive) at Buffalo Coal Corp (CVE: BUF) which has two operating coal mines in its portfolio. In addition, he is the Chairman (non-executive) of globalCOAL which is a London registered company, the principal activities of which are the development of standardized contracts for the international coal market and the provision and management of screen based brokerage services for the trading of physical and financial coal contracts. His most recent executive role was as CEO – Coal Americas at Anglo Coal, where he established and developed the Peace River operation in Canada and co-managed joint venture projects at Cerrejón and Guasare. He has also held leadership roles covering commercial, trading and marketing responsibilities, corporate strategy and business development for Anglo American. He holds no other directorships with ASX listed entities.

Directors' Recommendation

The Board (other than Mr. Wiggill) unanimously recommends that you vote in favour of Mr. Wiggill's re-election as a Director of the Company.

The Chairman of the Meeting intends to vote undirected proxies in favour of Resolution 3(a).

If you do not wish to appoint the Chairman of the Meeting to vote in favour of Resolution 3(a), it will be important for you to complete the voting directions in respect of Resolution 3(a) in Step 2 of the Proxy Form.

Item 3(b) - Re-election of Director – Dr Bruce Gray

In accordance with Article 47(a) of the Company's Constitution, Dr. Bruce Gray retires from the Board and seeks re-election as a Director at the Meeting.

Dr Gray was appointed as a Non-Executive Director of the Company on 1 October 2015. Prior to this, Dr Gray had been appointed as a Non-Executive Director of the Company on 25 October 2013, resigning on 28

March 2014. He has been a member of the Nomination and Remuneration Committee since 8 September 2016.

Dr Gray established and managed two highly successful start-up businesses in the medical and engineering sectors. Prior to that he was a University Professor and has held numerous administrative positions with regional, national and international organisations. He has published in excess of 200 reports in the global scientific press and has received awards for contributions in the medical field and for Australian entrepreneurship. Dr Gray currently manages a private investment fund. He holds no other directorships with ASX listed entities.

Directors' Recommendation

The Board (other than Dr Gray) unanimously recommends that you vote in favour of Dr Gray's re-election as a Director of the Company.

The Chairman of the Meeting intends to vote undirected proxies in favour of Resolution 3(b).

If you do not wish to appoint the Chairman of the Meeting to vote in favour of Resolution 3(b), it will be important for you to complete the voting directions in respect of Resolution 3(b) in Step 2 of the Proxy Form.

Item 4 - Approval of additional 10% placement facility

(a) Purpose of Resolution

The purpose of Resolution 4 is to authorise the Company to issue a number of equity securities broadly equal to 10% of its issued share capital through one more placements under ASX Listing Rule 7.1A over a 12 month period commencing immediately after the date of the Annual General Meeting. This is in addition to and without using the Company's 15% placement capacity under ASX Listing Rule 7.1. This effectively provides the Company with a total placement capacity of 25% less that part of its placement capacity not available under ASX Listing Rule 7.1.

(b) General information

ASX Listing Rule 7.1A enables "eligible entities" to issue a number of equity securities broadly equal to 10% of its issued share capital through placements over a 12 month period after the annual general meeting ("10% Placement Facility"). The 10% Placement Facility is in addition to a company's 15% placement capacity under ASX Listing Rule 7.1. An "eligible entity" for the purposes of ASX Listing Rule 7.1A is an entity that is not included in the S&P/ASX 300 index and has a market capitalisation of \$300 million or less.

The Company is an eligible entity as it is not included in the S&P/ASX 300 Index and has a market capitalisation of less than \$300 million. The Company is seeking Shareholder approval by way of a special resolution to have the ability to issue equity securities under the 10% Placement Facility. The exact number of equity securities to be issued under the 10% Placement Facility will be determined in accordance with the formula prescribed in ASX Listing Rule 7.1A.2 (refer to Section (c)(iii) below).

(c) Description of ASX Listing Rule 7.1A

(i) Shareholder approval

The ability to issue equity securities under the 10% Placement Facility is subject to Shareholder approval by way of a special resolution at an annual general meeting.

(ii) Equity securities

Any equity securities issued under the 10% Placement Facility must be in the same class as an existing quoted class of equity securities of the Company. The Company, as at the date of the Notice, has on issue one class of quoted equity securities, namely Shares (ASX Code: TIG).

(iii) **Formula for calculating 10% Placement Facility**

ASX Listing Rule 7.1A.2 provides that eligible entities which have obtained Shareholder approval at an annual general meeting may issue or agree to issue, during the 12 month period after the date of the annual general meeting, a number of equity securities calculated in accordance with the following formula:

$$(A \times D) - E$$

A is the number of shares on issue 12 months before the date of issue or agreement:

- a) plus the number of fully paid shares issued in the 12 months under an exception in ASX Listing Rule 7.2;*
- b) plus the number of partly paid shares that became fully paid in the 12 months;*
- c) plus the number of fully paid shares issued in the 12 months with approval of holders of shares under ASX Listing Rule 7.1 and 7.4. This does not include an issue of fully paid shares under the entity's 15% placement capacity without shareholder approval;*
- d) less the number of fully paid shares cancelled in the 12 months.*

Note that A has the same meaning in ASX Listing Rule 7.1 when calculating an entity's 15% placement capacity.

D is 10%

E is the number of equity securities issued or agreed to be issued under ASX Listing Rule 7.1A.2 in the 12 months before the date of the issue or agreement to issue that are not issued with the approval of shareholders under ASX Listing Rule 7.1 or 7.4.

(d) **Specific information required by ASX Listing Rule 7.3A**

Pursuant to and in accordance with ASX Listing Rule 7.3A, the below information is provided in relation to the approval of the 10% Placement Facility:

- (i) The equity securities will be issued at an issue price of not less than 75% of the volume weighted average price for the Company's equity securities over the 15 trading days immediately before:
 - (a) the date on which the price at which the equity securities are to be issued is agreed; or
 - (b) if the equity securities are not issued within 5 trading days of the date in paragraph (a) above, the date on which the equity securities are issued.
- (ii) If Resolution 4 is approved by Shareholders and the Company issues equity securities under the 10% Placement Facility, the voting power in the Company of existing Shareholders who do not receive any equity securities under any such issues will be diluted as shown in Table 1. There is a risk that:
 - a) the market price for the Company's equity securities may be significantly lower on the date of the issue of the equity securities than on the date of the annual general meeting; and

- b) the equity securities may be issued at a price that is at a discount to the market price for the Company's equity securities on the issue date.

Table 1 shows the dilution of existing Shareholders on the basis of the market price of Shares and the number of ordinary securities for variable "A" calculated in accordance with the formula in ASX Listing Rule 7.1A(2) as at 18 March 2019.

- (iii) Shareholder approval of the 10% Placement Facility under ASX Listing Rule 7.1A is valid from the date of the annual general meeting at which the approval is obtained and expires on the earlier to occur of:

- (a) the date that is 12 months after the date of the annual general meeting at which the approval is obtained (which, in the case of this Resolution, will be 14 May 2020); or
- (b) the date of the approval by Shareholders of a transaction under ASX Listing Rule 11.1.2 (a significant change to the nature or scale of activities) or 11.2 (disposal of main undertaking), or such longer period if granted a waiver by the ASX,

("10% Placement Period").

- (iv) The Company may seek to issue the equity securities for the following purposes:

- (a) non-cash consideration for the acquisition of new assets and other investments. In such circumstances the Company will provide a valuation of the non-cash consideration as required by ASX Listing Rule 7.1A.3; or
- (b) cash consideration. In such circumstances, the Company may use the funds raised towards an acquisition of new assets or other investments (including any expenses associated with such acquisitions), continued exploration and feasibility study expenditure on the Company's current assets, further drilling at Amaam and Amaam North, development and construction of Project F (located at Amaam North) and/or general working capital.

- (v) The Company will comply with the disclosure obligations under ASX Listing Rules 7.1A(4) and 3.10.5A upon issue of any equity securities under the 10% Placement Facility. The Company's allocation policy will be dependent on the prevailing market conditions at the time of any proposed issue pursuant to the 10% Placement Facility. The identity of the allottees of equity securities will be determined on a case-by-case basis having regard to a range of factors, including but not limited to, the following:

- (a) the methods for raising funds that are available to the Company, including but not limited to, a rights issue and other fundraising structures in which existing security holders can participate;
- (b) the effect of the issue of the equity securities on the control of the Company;
- (c) the financial situation and solvency of the Company; and
- (d) advice from corporate, financial and broking advisers (if applicable). The allottees under the 10% Placement Facility have not been determined as at the date of the Notice but may include existing substantial Shareholders and/or new Shareholders who are not Related Parties or Associates of a Related Party of the Company.

- (vi) The Company has previously obtained approval under ASX Listing Rule 7.1A. In accordance with ASX Listing Rule 7.3A.6, the Company must provide details of all equity securities issued by the Company in the 12 months preceding the date of the Meeting. As the Company has not issued any equity securities during the 12 months preceding the Meeting, no details are provided.

Directors' Recommendation

The Board unanimously recommends that Shareholders vote in favour of this Resolution.

The Chairman of the Meeting intends to vote undirected proxies in favour of Resolution 4.

If you do not wish to appoint the Chairman of the Meeting to vote in favour of Resolution 4, it will be important for you to complete the voting directions in respect of Resolution 4 in Step 2 of the Proxy Form.

Voting Exclusion Statement

Pursuant to ASX Listing Rules 7.3A.7 and 14.11, the Company will disregard any votes cast in favour of this Resolution by:

- a) a person who is expected to participate in, or who will obtain a material benefit as a result of, the proposed issue of equity securities under the 10% Placement Facility (except a benefit solely by reason of being a Shareholder), if this Resolution is passed; and
- b) an Associate of that person (or those persons) referred to in paragraph (a) above.

The Company need not, however, disregard a vote if it is cast by a person as a proxy for a person who is entitled to vote, in accordance with the directions on the Proxy Form, or it is cast by the Chairman as a proxy for a person who is entitled to vote, in accordance with a direction on the Proxy Form to vote as the proxy decides.

At the date of the Notice, the Company has not approached any particular existing Shareholder or security holder or an identifiable class of existing security holder to participate in the proposed issue of the equity securities (if any). No existing Shareholder's votes will therefore be excluded under the voting exclusion.

Table 1

Table 1 shows the dilution of existing Shareholders on the basis of the market price of Shares and the number of ordinary securities for variable "A" calculated in accordance with the formula in ASX Listing Rule 7.1A(2) as at the dates specified below. The table also shows the voting dilution impact where the number of Shares on issue (variable A in the formula) changes and the economic dilution where there are changes in the issue price of Shares issued under the 10% Placement Capacity.

Number of Shares on issue	Number of Shares that may be issued under 10% Placement Facility	Dilution (10%)		
		Funds raised based on issue price of \$0.02 (50% decrease in current issue price)	Funds raised based on issue price of \$0.04 (Current issue price)	Funds raised based on issue price of \$0.06 (50% increase in current issue price)
1,791,669,870 (Current)	179,166,987	\$3,583,340	\$7,166,679	\$10,750,019
2,687,504,805 (50% increase)	268,750,480	\$5,375,010	\$10,750,019	\$16,125,029
3,583,339,740 (100% increase)*	358,333,974	\$7,166,679	\$14,333,359	\$21,500,038

*The number of Shares on issue (variable A in the formula) could increase as a result of the issues of Shares that do not require Shareholder approval (such as under a pro-rata rights issue or scrip issued under a takeover offer) or that are issued with Shareholder approval under ASX Listing Rule 7.1.

The table has been prepared on the following assumptions:

- 1 The current issue price set out above is the closing price of the Shares on the ASX on 18 March 2019.
2. The current number of Shares on issue set out above is the number of Shares on issue as at 5.00pm on 18 March 2019.
3. The Company issues the maximum number of equity securities available under the 10% Placement Facility.
4. No Options are exercised into Shares before the date of the issue of the equity securities.

GLOSSARY

Annual Report means the annual report of the Company for the year ended 31 December 2018.

Associate has the meaning given to that term in ASX Listing Rule 19.12.

ASX means ASX Limited (ABN 98 008 624 691) or the financial market operated by it (as the context requires).

ASX Listing Rules means the listing rules of ASX and any other rules of ASX which are applicable while the Company is admitted to the official list of ASX, each as amended or replaced from time to time, except to the extent of any express written waiver by ASX.

Company means Tigers Realm Coal Limited (ABN 50 146 752 561).

Constitution means the constitution of the Company from time to time.

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

Directors means Messrs Owen Hegarty, Craig Wiggill, Bruce Gray, Ralph ("Tav") Morgan, Tagir Sitdekov and Nikolay Ishmetov being the directors of the Company and **Director** means any one of them.

Explanatory Memorandum means this explanatory memorandum which accompanies the Notice of Annual General Meeting.

Group means the Company and its subsidiaries.

KMP means the Company's directors and key management personnel.

Meeting or **Annual General Meeting** means the meeting convened by the Notice of Annual General Meeting.

Notice or **Notice of Annual General Meeting** means the notice of annual general meeting accompanying this Explanatory Memorandum.

Related Party has the meaning given to that term in section 228 of the Corporations Act.

Resolution means the resolutions set out in the Notice of Annual General Meeting.

Share means a fully paid ordinary share in the capital of the Company.

Shareholder means a registered holder of a Share.

\$ means Australian dollars.

LODGE YOUR VOTE



ONLINE

www.linkmarketservices.com.au



BY MAIL

Tigers Realm Coal Limited
C/- Link Market Services Limited
Locked Bag A14
Sydney South NSW 1235 Australia



BY FAX

+61 2 9287 0309



BY HAND

Link Market Services Limited
Level 12, 680 George Street, Sydney NSW 2000



ALL ENQUIRIES TO

Telephone: 1300 880 472

Overseas: +61 1300 880 472

PROXY FORM

I/We being a member(s) of Tigers Realm Coal Limited and entitled to attend and vote hereby appoint:

APPOINT A PROXY

☐

the Chairman of the Meeting (mark box)

OR if you are **NOT** appointing the Chairman of the Meeting as your proxy, please write the name of the person or body corporate you are appointing as your proxy

or failing the person or body corporate named, or if no person or body corporate is named, the Chairman of the Meeting, as my/our proxy to act on my/our behalf (including to vote in accordance with the following directions or, if no directions have been given and to the extent permitted by the law, as the proxy sees fit) at the Annual General Meeting of the Company to be held at **3.00pm (Melbourne time) on Tuesday, 14 May 2019 at the Rendezvous Hotel, The President's Room, Level 1, 328 Flinders Street, Melbourne (the Meeting)** and at any postponement or adjournment of the Meeting.

Important for Resolution 2: If the Chairman of the Meeting is your proxy, either by appointment or by default, and you have not indicated your voting intention below, you expressly authorise the Chairman of the Meeting to exercise the proxy in respect of Resolution 2, even though the Resolution is connected directly or indirectly with the remuneration of a member of the Company's Key Management Personnel (**KMP**).

The Chairman of the Meeting intends to vote undirected proxies in favour of each Resolution.

VOTING DIRECTIONS

Proxies will only be valid and accepted by the Company if they are signed and received no later than 48 hours before the Meeting.

Please read the voting instructions overleaf before marking any boxes with an ☒.

Resolutions

For Against Abstain*

2 Adopt Remuneration Report (non binding advisory vote)

<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
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3a Re-election of Mr Craig Wiggill as a Director

<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
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3b Re-election of Dr. Bruce Gray as a Director

<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
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4 Approval of additional 10% Placement Facility

<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
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* If you mark the Abstain box for a particular Item, you are directing your proxy not to vote on your behalf on a show of hands or on a poll and your votes will not be counted in computing the required majority on a poll.

SIGNATURE OF SHAREHOLDERS – THIS MUST BE COMPLETED

Shareholder 1 (Individual)

Joint Shareholder 2 (Individual)

Joint Shareholder 3 (Individual)

Sole Director and Sole Company Secretary

Director/Company Secretary (Delete one)

Director

This form should be signed by the shareholder. If a joint holding, all shareholders must sign. If signed by the shareholder's attorney, the power of attorney must have been previously noted by the registry or a certified copy attached to this form. If executed by a company, the form must be executed in accordance with the company's constitution and the *Corporations Act 2001* (Cth).

HOW TO COMPLETE THIS SHAREHOLDER PROXY FORM

YOUR NAME AND ADDRESS

This is your name and address as it appears on the Company's share register. If this information is incorrect, please make the correction on the form. Shareholders sponsored by a broker should advise their broker of any changes. **Please note: you cannot change ownership of your shares using this form.**

APPOINTMENT OF PROXY

If you wish to appoint the Chairman of the Meeting as your proxy, mark the box in Step 1. If you wish to appoint someone other than the Chairman of the Meeting as your proxy, please write the name of that individual or body corporate in Step 1. A proxy need not be a shareholder of the Company.

DEFAULT TO CHAIRMAN OF THE MEETING

Any directed proxies that are not voted on a poll at the Meeting will default to the Chairman of the Meeting, who is required to vote those proxies as directed. Any undirected proxies that default to the Chairman of the Meeting will be voted according to the instructions set out in this Proxy Form, including where the Resolution is connected directly or indirectly with the remuneration of KMP.

VOTES ON ITEMS OF BUSINESS – PROXY APPOINTMENT

You may direct your proxy how to vote by placing a mark in one of the boxes opposite each item of business. All your shares will be voted in accordance with such a direction unless you indicate only a portion of voting rights are to be voted on any item by inserting the percentage or number of shares you wish to vote in the appropriate box or boxes. If you do not mark any of the boxes on the items of business, your proxy may vote as he or she chooses. If you mark more than one box on an item your vote on that item will be invalid.

APPOINTMENT OF A SECOND PROXY

You are entitled to appoint up to two persons as proxies to attend the Meeting and vote on a poll. If you wish to appoint a second proxy, an additional Proxy Form may be obtained by telephoning the Company's share registry or you may copy this form and return them both together.

To appoint a second proxy you must:

- (a) on each of the first Proxy Form and the second Proxy Form state the percentage of your voting rights or number of shares applicable to that form. If the appointments do not specify the percentage or number of votes that each proxy may exercise, each proxy may exercise half your votes. Fractions of votes will be disregarded; and
- (b) return both forms together.

SIGNING INSTRUCTIONS

You must sign this form as follows in the spaces provided:

Individual: where the holding is in one name, the holder must sign.

Joint Holding: where the holding is in more than one name, all shareholders must sign.

Power of Attorney: to sign under Power of Attorney, you must lodge the Power of Attorney with the registry. If you have not previously lodged this document for notation, please attach a certified photocopy of the Power of Attorney to this form when you return it.

Companies: where the company has a Sole Director who is also the Sole Company Secretary, this form must be signed by that person. If the company (pursuant to section 204A of the *Corporations Act 2001*) does not have a Company Secretary, a Sole Director can also sign alone. Otherwise this form must be signed by a Director jointly with either another Director or a Company Secretary. Please indicate the office held by signing in the appropriate place.

CORPORATE REPRESENTATIVES

If a representative of the corporation is to attend the Meeting the appropriate "Certificate of Appointment of Corporate Representative" should be produced prior to admission in accordance with the Notice of Meeting. A form of the certificate may be obtained from the Company's share registry or online at www.linkmarketservices.com.au.

LODGEMENT OF A PROXY FORM

This Proxy Form (and any Power of Attorney under which it is signed) must be received at an address given below by **3.00pm (Melbourne time) on Sunday, 12 May 2019**, being not later than 48 hours before the commencement of the Meeting. Any Proxy Form received after that time will not be valid for the scheduled Meeting.

Proxy Forms may be lodged using the reply paid envelope or:



ONLINE

www.linkmarketservices.com.au

Login to the Link website using the holding details as shown on the Proxy Form. Select 'Voting' and follow the prompts to lodge your vote. To use the online lodgement facility, shareholders will need their "Holder Identifier" (Securityholder Reference Number (SRN) or Holder Identification Number (HIN) as shown on the front of the Proxy Form).



BY MAIL

Tigers Realm Coal Limited
C/- Link Market Services Limited
Locked Bag A14
Sydney South NSW 1235
Australia



BY FAX

+61 2 9287 0309



BY HAND

delivering it to Link Market Services Limited*
Level 12
680 George Street
Sydney NSW 2000

* During business hours (Monday to Friday, 9:00am–5:00pm)

**IF YOU WOULD LIKE TO ATTEND AND VOTE AT THE ANNUAL GENERAL MEETING, PLEASE BRING THIS FORM WITH YOU.
THIS WILL ASSIST IN REGISTERING YOUR ATTENDANCE.**