



ASX Announcement

24 October 2014

Annual General Meeting – Notice of Meeting, Proxy Form and Annual Report

Attached are the Notice of Meeting and Proxy Form sent to shareholders for the Annual General Meeting of NuCoal Resources Ltd (**Company**) today.

The Annual General Meeting of the Company will be held at **10.30am** (Sydney Time) on **Thursday 27 November 2014** at:

The Westin (Meeting Room IV)
1 Martin Place
SYDNEY NSW 2000

All NCR shareholders who have elected to receive a copy of the Annual Report will receive a copy of that report by mail.

For further enquiries please contact:

Megan Etccl
Company Secretary
Tel: +61 2 4015 0500

Registered Office
Unit 8, 24 Garnett Road
Greenhills NSW 2323
T +61 2 4015 0500
F +61 2 4015 0599
E admin@nucoal.com.au
www.nucoal.com.au

ASX:NCR • Share Information
Issued Shares: 768.6m

Board of Directors

| | |
|-------------------------|------------|
| Chairman: | G. Galt |
| Managing Director: | G. Lewis |
| Non Executive Director: | J. Beecher |
| Non Executive Director: | M. Davies |
| Company Secretary: | M. Etccl |



NUCOAL
RESOURCES LTD



Notice of Annual General Meeting and Explanatory Memorandum

Date: Thursday 27 November 2014
Time: 10.30am (Sydney time)
Place: The Westin (Meeting Room IV)
1 Martin Place
SYDNEY NSW 2000

If you have any questions about the Resolutions or other information contained in this Notice of Meeting or in the Explanatory Memorandum, please contact the Company Secretary on +61 2 4015 0500, Monday to Friday between the hours of 9:00am and 5:00pm (Sydney time).

Please read this Notice of Meeting and accompanying Explanatory Memorandum carefully.
If you are not able to attend the Annual General Meeting of Shareholders, please complete and return the Proxy Form in accordance with the specific directions.

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Notice is hereby given that the Annual General Meeting of the Shareholders of NuCoal Resources Ltd (the **Company** or **NuCoal**) will be held on Thursday, 27 November 2014 at 10:30am (Sydney time) at The Westin (Meeting Room IV), 1 Martin Place, Sydney.

This Notice of Meeting incorporates, and should be read together with, the Explanatory Memorandum and Proxy Form.

FINANCIAL STATEMENTS AND REPORTS

To receive and consider the annual Financial Report of the Company and its controlled entities for the financial year ended 30 June 2014 together with the declaration of the Directors, the Directors' Report and the Auditors' Report.

Note: There is no vote on this item.

RESOLUTIONS

1. REMUNERATION REPORT

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

To adopt the Remuneration Report as set out in the Annual Report for the financial year ended 30 June 2014.

Note: Under the Corporations Act, this resolution is advisory only and does not bind the Directors or the Company.

2. RE-ELECTION OF DIRECTOR

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

That Mr. Michael Davies, who retires by rotation in accordance with Rule 20.2(a) of the Company's Constitution and, being eligible, be re-elected as a Director of the Company.

3. TO APPROVE THE ISSUE OF AN ADDITIONAL 10% OF ISSUED CAPITAL OVER A 12 MONTH PERIOD

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

That for the purpose of ASX Listing Rule 7.1A and for all other purposes, approval be given to issue equity securities (as defined in the ASX Listing Rules) equivalent to an additional 10% of the number of Ordinary Shares on issue calculated in accordance with the formula in Listing Rule 7.1A.2 and on the terms and conditions set out in the Explanatory Memorandum accompanying this Notice of Meeting.

By order of the Board

Dated: 10 October 2014



Megan Etccl
Company Secretary

VOTING ENTITLEMENTS

Eligibility to vote

The Board has determined that a Shareholder's voting entitlement at the Annual General Meeting will be taken to be the entitlement of a person or company shown in the register of Shareholders as at 7:00pm (Sydney time) on Tuesday 25 November 2014.

Voting at the meeting

Ordinary resolutions require the support of more than 50% of Shareholders voting in person, by proxy, by representative or by attorney. Special resolutions require the support of at least 75% of Shareholders voting in person, by proxy, by representative or by attorney.

Proxies

- A Shareholder entitled to attend the Annual General Meeting and vote has a right to appoint a proxy. A Proxy Form accompanies this Notice of Meeting for this purpose.
- The proxy need not be a Shareholder of NuCoal.
- Any instrument appointing a proxy in which the name of the appointee is not completed will be regarded as given in favour of the Chairman of the Annual General Meeting.
- The appointment of one or more duly appointed proxies will not preclude a Shareholder from attending the Annual General Meeting and voting personally. The appointment of a proxy is not revoked by the Shareholder attending and taking part in the Annual General Meeting, but if the Shareholder votes on any resolution, any proxy is not entitled to vote, and must not vote, as the Shareholder's proxy on the resolution.
- Shareholders who are entitled to cast two or more votes may appoint not more than two proxies to attend and vote at the Annual General Meeting. When appointing two proxies, write both names on the Proxy Form.
- The Proxy Form should be completed with the nominated proportion or number of votes each proxy may exercise. If no such proportion or number is specified, each proxy may exercise half of the votes. Neither proxy may vote on a show of hands.
- Proxy Forms must be signed by a Shareholder or the Shareholder's attorney, or if the Shareholder is a corporation must be signed in accordance with section 127 of the Corporations Act or under the hand of its

attorney or duly authorised officer. If the Proxy Form is signed by a person who is not the registered Shareholder (e.g. an attorney), then the relevant authority (e.g. in the case of Proxy Forms signed by an attorney, the power of attorney or a certified copy of the power of attorney) must either have been provided previously to NuCoal or be enclosed with the Proxy Form.

- To be effective, Proxy Forms must be received no later than 10:30am (Sydney time) Tuesday 25 November 2014, by the Company at its registered office or deposited at or faxed to the Company's Share Registry at:

Online: www.linkmarketservices.com.au

By Mail: NuCoal Resources Limited
c/- Link Market Services Limited
Locked Bag A14
SYDNEY SOUTH NSW 1235

By Fax: +61 2 9287 0309

Info line: +61 1300 554 474

- If a body corporate is appointed as a proxy, please write the full name of that body corporate (e.g. Company X Pty Ltd). Do not use abbreviations. The body corporate will need to ensure that it:
 - (a) appoints an individual as its corporate representative to exercise its powers at meetings, in accordance with section 250D of the Corporations Act; and
 - (b) provides satisfactory evidence to the Company or the share registry of its corporate representative's appointment before the Annual General Meeting.

If no such evidence is received before the Annual General Meeting, then the body corporate (through its representatives) will not be permitted to act as proxy.

- If the Proxy Form is left undirected with respect to any resolutions and in favour of the Chairman (or if your appointed proxy fails to attend), then the Chairman will vote such proxies in favour of those resolutions.

EXPLANATORY MEMORANDUM

This Explanatory Memorandum contains an explanation of, and information about, the Resolutions to be considered at the Annual General Meeting.

The Explanatory Memorandum forms part of the accompanying Notice of Meeting and should be read with the Notice of Meeting.

BUSINESS

Resolution 1 – Remuneration Report

The Remuneration Report is set out on pages 11 to 17 of the Company's 2014 Annual Report. A copy of the Annual Report is available on the Company's website at www.nucoal.com.au.

The Remuneration Report sets out the Company's remuneration arrangements for Directors, including the Managing Director and key management personnel, collectively referred to as Executive KMP. A reasonable opportunity will be provided for discussion of the Remuneration Report at the Annual General Meeting.

Under section 250R(2) of the Corporations Act, a resolution that the Remuneration Report be adopted must be put to the vote of the Shareholders at the Annual General Meeting. This resolution is advisory only and does not bind the Directors or the Company.

Under a recent amendment to the Corporations Act (**Legislative Amendment**), if 25% or more of votes that are cast on the resolution are voted against the adoption of the remuneration report, at two consecutive annual general meetings, Shareholders will be required to vote at the second of these annual general meetings on a resolution (a **Spill Resolution**) that another meeting be held within 90 days (**Spill Meeting**), at which:

- (a) all of the Company's Directors (other than the Managing Director) cease to hold office immediately before the end of the Spill Meeting; and
- (b) resolutions to appoint persons to offices that will be vacated immediately before the end of the Spill Meeting will be put to the vote at the Spill Meeting.

Noting that each Director has a personal interest in their own remuneration from the Company as set out in the Remuneration Report, the Board unanimously recommends that Shareholders vote in favour of adopting the Remuneration Report.

Voting exclusion statement

A vote must not be cast (in any capacity) on Resolution 1 by or on behalf of a member of the Company's key management personnel (**KMP**), details of whose remuneration are included in the Remuneration Report, and their closely related parties, whether as a Shareholder or as a proxy. However, a vote may be cast on Resolution 1 by a KMP or a closely related party of a KMP, if:

- the vote is cast as a proxy;

- the appointment is in writing and specifies how the proxy is to vote on Resolution 1; and
- the vote is not cast on behalf of a KMP or a closely related party of a KMP.

The Chairman's voting intention in respect of Resolution 1 is to vote any proxies appointing him in favour of the Resolution.

RE-ELECTION OF DIRECTOR

As per section 20.2 of the Company's Constitution, dealing with the retirement of Directors, Mr Michael Davies, will retire from office at the 2014 Annual General Meeting.

In accordance with the requirements of section 20.2 of the Constitution, Michael is eligible for re-election.

Resolution 2 – Re-election of Mr. Michael Davies

Michael has been a Non-executive Director of the Company since February 2010. He is a specialist in resource financing, with over 20 years' experience in investment banking (Barclays, BZW and ABN AMRO) and has extensive commercial experience in the coal industry, having been involved in the negotiation of joint venture agreements and acquisition and sale of coal tenements.

Michael is a Non-executive Director of ASX Listed US Masters Holdings Ltd and Realm Resources Ltd. He is also a Principal and Director of Taurus Funds Management Pty Ltd.

The Board (other than Mr. Davies) endorses Mr. Davies as a candidate for re-election and recommends his reappointment to the Board.

Resolution 3 – Approval to issue an additional 10% of issued capital over a 12 month period

Resolution 3 is a special resolution and requires 75% of the votes cast by eligible NuCoal Shareholders present and voting at the Annual General Meeting in order to be passed.

3.1 Background information

Listing Rule 7.1A permits eligible entities that have obtained Shareholder approval by special resolution at an Annual General Meeting to issue an additional 10% of the entity's issued ordinary securities (e.g. shares) for a period of up to twelve (12) months after the Annual General Meeting (**Placement Facility**).

The ability to issue Shares under Listing Rule 7.1A is in addition to the Company's ability to issue 15%

of its issued capital without Shareholder approval in a twelve (12) month period, under Listing Rule 7.1.

A listed entity must satisfy both of the following criteria at the time of its Annual General Meeting in order to be eligible to seek approval under Listing Rule 7.1A:

- (1) it must have a market capitalisation of \$300 million or less; and
- (2) it must not be included in the S&P/ASX 300 Index.

At the date of this Notice of Meeting, the Company satisfied both of the above criteria and is therefore an eligible entity. If at the time of the Annual General Meeting, the Company is no longer an eligible entity, Resolution 3 will be withdrawn.

The maximum number of Ordinary Shares that the Company may issue in accordance with Listing Rule 7.1A.2 is calculated using the following formula:

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

where:

A is the number of fully paid Ordinary Shares on issue twelve (12) months before the date of issue or agreement to issue:

- plus the number of fully paid Ordinary Shares issued in the twelve (12) months under an exception in Rule 7.2;
- plus the number of partly paid Ordinary Shares that became fully paid in the twelve (12) months;
- plus the number of fully paid Ordinary Shares issued in the twelve (12) months with approval of Shareholders under Rule 7.1 or Rule 7.4;
- less the number of fully paid Ordinary Shares cancelled in the twelve (12) months.

D is 10%

E is the number of Ordinary Shares issued or agreed to be issued under Rule 7.1A.2 in the twelve (12) months before the date of issue or agreement to issue that are not issued with the approval of Shareholders under Rule 7.1 or 7.4.

3.2 Information required by Listing Rule 7.3A

The following information is provided pursuant to, and in accordance with Listing Rule 7.3A:

- (a) The issue price of equity securities issued under Listing Rule 7.1A must be no less than 75% of the volume weighted average price of equity securities in the same class calculated over the 15 trading days on which trades in that class were recorded immediately before:

- (1) the date on which the price at which the equity securities are to be issued is agreed; or

- (2) if the equity securities are not issued within 5 trading days of the date in (1) above, the date on which the securities are issued.

- (b) If Resolution 3 is approved by Shareholders and the Company issues additional Shares there is a risk of economic and voting dilution of the existing Shareholders including the risk that:

- (1) the market price for the Company's Shares may be significantly lower on the issue date than on the date of the approval under Listing Rule 7.1A is given; and

- (2) the Shares may be issued at a price that is a discount to the market price for the Company's Shares on the issue date.

This may have an effect on the amount of funds raised by the issue.

- (c) NuCoal has 768,612,354 quoted equity securities on issue as at the date of this Notice of Meeting.

- (d) The table below illustrates the potential dilution of existing Shareholders on the basis of (i) three different assumed issue prices and (ii) three different assumed numbers of Ordinary Shares on issue (i.e the Variable 'A' as per Section 3.1 above).

| Number of issued shares (Variable 'A') | | Dilution | | |
|--|------------------------------|---|---------------------------------|--|
| | | 50% decrease in current market price (\$0.0055) | Current market price (\$0.0110) | 100% increase in current market price (\$0.0220) |
| Current number of issued shares (768,612,354) | 10% dilution (no. of shares) | 76,861,235 | 76,861,235 | 76,861,235 |
| | Funds raised (\$) | 422,737 | 845,474 | 1,690,947 |
| 50% increase to current number of issued shares (1,152,918,531) | 10% dilution (no. of shares) | 115,291,853 | 115,291,853 | 115,291,853 |
| | Funds raised (\$) | 634,105 | 1,268,210 | 2,536,421 |
| 100% increase to current number of issued shares (1,537,224,708) | 10% dilution (no. of shares) | 153,722,471 | 153,722,471 | 153,722,471 |
| | Funds raised (\$) | 845,474 | 1,690,947 | 3,381,894 |

This table has been prepared on the basis of the following assumptions:

- (1) the Company issues the maximum number of Shares available under Listing Rule 7.1A;
- (2) no options are exercised into Shares before the date of the issue of Shares under Listing Rules 7.1A;
- (3) the table does not show an example of dilution that may be caused to a particular Shareholder by reason of the issue of Shares under Listing Rule 7.1A based on that Shareholders holding as at the date of the Annual General Meeting;
- (4) the table shows only the effect of issues of Shares under Listing Rule 7.1A;
- (5) the current market price is \$0.011, being the closing price of NuCoal Shares on the ASX on Wednesday 8 October 2014.

3.3 Date by which Shares may be issued

If Resolution 3 is approved, the Company may issue Ordinary Shares under Listing Rule 7.1A up until the earlier of:

- (1) the date which is twelve (12) months after the date of the Annual General Meeting (namely 27 November 2015);
- (2) the date on which Shareholders approve a transaction under Listing Rule 11.1.2 or 11.2.

Approval under Listing Rule 7.1A will cease to be valid if Shareholders approve a transaction under Listing Rule 11.1.2 (a significant change to the nature or scale of activities) or Listing Rule 11.2 (disposal of main undertaking).

3.4 Purpose for which Shares may be issued

As at the date of this Notice of Meeting, the Company has not formed an intention to offer any Shares under the 10% Placement Facility to any particular person or at any particular time. The total amount that may be raised by the issue of Shares under the 10% Placement Facility will depend on the issue price of the Ordinary Shares which will be determined at the time of issue. The Company may seek to issue Shares under the 10% Placement Facility for purposes including the following:

- (i) non-cash consideration for the acquisition of new assets or resources, in which case the Company will release to the market a valuation of the assets prior to issuing the Shares as required by Listing Rule 7.1A.3;

- (ii) cash consideration for the acquisition of new assets or resources (including expenses associated with such acquisition);
- (iii) raising funds to be applied to the Company's working capital requirements in respect of the Company's Project Tenement Areas (EL 6594 and EL 6812); and
- (iv) paying suppliers or consultants of the Company in respect of the Company's Project Tenement Areas (EL 6594 and EL 6812).

Details regarding the purposes for which any particular issue under the 10% Placement Facility is made will be more fully detailed in an announcement to the ASX made pursuant to Listing Rule 7.1A.4 and Listing Rule 3.10.5A at the time of the issue.

3.5 Company's allocation for issues under Listing Rule 7.1A

The Company's allocation policy is dependent on the prevailing market conditions proposed at the time of any proposed issue under a placement pursuant to Listing Rule 7.1A.

The identity of the allottees of Shares under the placement will be determined on a case by case basis and may include either existing security holders or new investors, who are not related parties or associates of related parties and have not previously been Shareholders, or a combination of both.

3.6 Previous approval obtained under ASX Listing Rule 7.1A

The Company obtained Shareholder approval under Listing Rule 7.1A at the 2013 Annual General Meeting. No Ordinary Shares have been issued by the Company under the 10% Placement Facility approved at the Annual General Meeting of Shareholders in November 2013.

The Board unanimously recommends that Shareholders vote in favour of Resolution 3.

3.7 Voting exclusion statement

NuCoal will disregard any votes cast on Resolution 3 by:

- (i) any person who may participate in the proposed issue;
- (ii) any person who might obtain a benefit, except a benefit solely in the capacity of a holder of Ordinary Shares if the Resolution is passed; or

- (iii) any associate of any person described in (i) or (ii) above.

However, NuCoal need not disregard a vote if:

- it is cast by a person as proxy for a person who is entitled to vote, in accordance with the directions on the Proxy Form; or
- it is cast by the person chairing the meeting as 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 this Notice of Meeting, the Company has not approached any particular existing Shareholder or identifiable class of existing Shareholder to participate in the issue of Shares pursuant to Listing Rule 7.1A. No existing Shareholders votes will therefore be excluded under the voting exclusion as stated above.

GLOSSARY

In this Explanatory Memorandum and the Notice of Meeting:

Annual General Meeting means the annual general meeting of the Company to be convened by the Notice of Meeting.

Annual Report means the annual report of the Company for the financial year ended 30 June 2014.

ASX means ASX Limited ACN 008 624 691.

Board means the board of Directors of the Company.

Chairman means the chairman of the Board.

Company means NuCoal Resources Ltd ACN 060 352 990.

Constitution means the constitution of the Company currently in force.

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

Dellworth means Dellworth Pty Ltd ACN 002 998 192.

Directors means the Directors of the Company as at the date of this Explanatory Memorandum being Gordon Galt, Glen Lewis, James Beecher and Michael Davies.

EL 6594 means the Dellworth Exploration Licence which is owned by Dellworth Pty Limited, a wholly owned subsidiary of NuCoal.

EL 6812 means the Savoy Hill Exploration Licence which is owned by Dellworth Pty Limited, a wholly owned subsidiary of NuCoal.

Executive KMP means the Managing Director and other senior executives of the Company.

Explanatory Memorandum means this explanatory memorandum that accompanies and forms part of the Notice of Meeting.

Financial Report means the financial report as set out in the Annual Report for the financial year ended 30 June 2014.

Key Management Personnel means the non-executive Directors of the Company, the Managing Director and other executives identified within the Company's 2014 Annual Report.

Listing Rules means the Official Listing Rules of the ASX.

Managing Director means the managing director of the Company as at the date of this Explanatory Memorandum being Glen Lewis.

Notice of Meeting means the notice of Annual General Meeting dated 10 October 2014 which this Explanatory Memorandum accompanies and in which the Resolutions are set out.

Ordinary Shares means fully paid ordinary shares in NuCoal.

Proxy Form means the proxy form that accompanies and forms part of the Notice of Meeting.

Remuneration Report means the remuneration report as set out in the Annual Report for the financial year ended 30 June 2014.

Resolution means the resolutions referred to in the Notice of Meeting.

Share means a fully paid ordinary share in the Company.

Share Registry means the Company's share register, Link Market Services Limited.

Shareholder means a holder of Shares in the Company.



By mail:
 Nucoal Resources Limited
 C/- Link Market Services Limited
 Locked Bag A14
 Sydney South NSW 1235 Australia



By fax: +61 2 9287 0309



All enquiries to: Telephone: +61 1300 554 474

PROXY FORM

I/We being a member(s) of Nucoal Resources Limited and entitled to attend and vote hereby appoint:

STEP 1

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 (excluding the registered shareholder) you are appointing as your proxy.

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 vote on my/our behalf (including in accordance with the directions set out below or, if no directions have been given, to vote as the proxy sees fit, to the extent permitted by the law) at the Annual General Meeting of the Company to be held at **10:30am (Sydney time) on Thursday, 27 November 2014 at The Westin, 1 Martin Place, Sydney NSW 2000** (the Meeting) and at any postponement or adjournment of the Meeting.

I/we expressly authorise the Chairman of the Meeting to exercise my/our proxy on Resolution 1 (except where I/we have indicated a different voting intention below) even though Resolution 1 is connected directly or indirectly with the remuneration of a member of the key management personnel, which includes the Chairman of the Meeting.

The Chairman of the Meeting intends to vote undirected proxies in favour of all items of business.

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 ☒.

STEP 2

VOTING DIRECTIONS

Resolution 1
 Remuneration Report

For Against Abstain*

☐ ☐ ☐

Resolution 2
 Re-election of Director, Mr Michael Davies

☐ ☐ ☐

Resolution 3
 To approve the issue of an additional 10% of Issued Capital over a 12 month period

☐ ☐ ☐


* 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.

STEP 3

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, either shareholder may 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).

NCR PRX401R


HOW TO COMPLETE THIS 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 a Proxy

If you wish to appoint the Chairman of the Meeting as your proxy, mark the box in Step 1. If the person you wish to appoint as your proxy is someone other than the Chairman of the Meeting please write the name of that person in Step 1. If you appoint someone other than the Chairman of the Meeting as your proxy, you will also be appointing the Chairman of the Meeting as your alternate proxy to act as your proxy in the event the named proxy does not attend the Meeting.

Votes on Items of Business - Proxy Appointment

You may direct your proxy how to vote by placing a mark in one of the boxes against 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

If you are entitled to cast two or more votes you are entitled to appoint up to two persons as proxies to attend the Meeting and vote. If you wish to appoint a second proxy, please write both names on the Proxy Form. The Proxy Form should be completed with the nominated proportion of the number of votes each proxy may exercise. If no such proportion or number is specified, each proxy may exercise half of the votes. Neither proxy may vote on a show of hands. The appointment of the Chairman of the Meeting as your alternate proxy also applies to the appointment of the second proxy.

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 **10:30am (Sydney time) on Tuesday 25 November 2014**, 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:

Nucoal Resources 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, 1A Homebush Bay Drive, Rhodes NSW 2138 or Level 12, 680 George Street, Sydney NSW 2000.

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, either shareholder may 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 the Power of Attorney or 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.

**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.**