Rules 1.1 Cond 3, 1.7

Appendix 1A

ASX Listing application and agreement

This form is for use by an entity seeking admission to the +official list as an ASX Listing (for classification as an ASX Debt Listing use Appendix 1B, and for classification as an ASX Foreign Exempt Listing use Appendix 1C). The form is in 3 parts:
1. Application for admission to the +official list;
2. Information to be completed; and
3. Agreement to be completed.
Information and documents (including this appendix) given to ASX in support of an application become ASX's property and may be made public. This may be prior to admission of the entity and +quotation of its +securities. Publication does not mean that the entity will be admitted or that its +securities will be quoted.

Introduced 1/7/96. Origin: Appendix 1. Amended 1/7/97, 1/7/98, 1/9/99, 13/3/2000, 1/7/2000, 30/9/2001, 11/3/2002, 1/1/2003, 24/10/2005, 20/07/2007.

Part 1 - Application for admission to the official list

Name of entity	ACN
GUILDFORD COAL LIMITED	**143 533 537**

We (the entity) apply for admission to the +official list of ASX Limited (ASX) and for +quotation of +securities.

Part 2 - Information to be completed

About the entity

You must complete the relevant sections (attach sheets if there is not enough space).

All entities

1 Deleted 30/9/2001

2 +Main class of +securities	Number	+Class
	400,000,000	Ordinary Shares
3 Additional +classes of +securities (except +CDIs)	Number to be quoted	+Class
	Not Applicable	Not Applicable

+ See chapter 19 for defined terms.

Number not to be quoted	+Class

4 Telephone number, postal address for all correspondence, general fax number, fax number for +company announcements office to confirm release of information to the market, and e-mail address for contact purposes.

Tel: +61 2 4914 5910

Postal address: Suite C1, 'The Boardwalk', 1 Honeysuckle Drive, Newcastle NSW 2300

General fax: +61 2 4925 3505

Fax for confirmation of release of information: +61 2 4925 3505

Email: MickA@thechairmen.com.au

5 Address of principal +security registries for each +class of +security (including +CDIs)

Link Market Services Limited
Level 12
680 George Street
SYDNEY NSW 2000

6 Annual balance date

30 June

Companies only

(Other entities go to 19)

7 Name and title of chief executive officer/managing director

Mr Michael Avery – Managing Director

8 Name and title of chairperson of directors

Mr Craig Ransley – Non-Executive Chairman

9 Names of all directors

Mr Craig Ransley
Mr Michael Avery
Mr Michael Chester

10	Duration of appointment of directors (if not subject to retirement by rotation) and details of any entitlement to participate in profits	Retirement by rotation
11	Name and title of company secretary	Mr Michael Avery – Company Secretary
12	Place of incorporation	Victoria, Australia
13	Date of incorporation	7 May 2010
14	Legislation under which incorporated	*Corporations Act 2001 (Cth)*
15	Address of registered office in Australia	Suite C1 'The Boardwalk' 1 Honeysuckle Drive NEWCASTLE NSW 2300
16	Month in which annual meeting is usually held	To be in accordance with the Corporations Act and Listing Rules
17	Months in which dividends are usually paid (or are intended to be paid)	The company's directors currently intend to use surplus cash flow to fund the exploration of the company's project portfolio and any resultant development or production and generate new opportunities, rather than distributing these funds as dividends. Once the Company is able to generate a substantial and sustainable level of cash flow after commitments, the directors' intend to review this policy and possibly initiate a revised dividend policy.
18	If the entity is a foreign company which has a certificated subregister for quoted +securities, the location of Australian +security registers	Not applicable

18A	If the entity is a foreign company, the name and address of the entity's Australian agent for service of process	Not applicable.

(Companies now go to 31)

All entities except companies

19	Name and title of chief executive officer/managing director of the responsible entity	Not applicable.
20	Name and title of chairperson of directors of responsible entity	Not applicable.
21	Names of all directors of the responsible entity	Not applicable.
22	Duration of appointment of directors of responsible entity (if not subject to retirement by rotation) and details of any entitlement to participate in profits	Not applicable.
23	Name and title of company secretary of responsible entity	Not applicable.

23A	Trusts only - the names of the members of the compliance committee (if any)	Not applicable.
24	Place of registration of the entity	Not applicable.
25	Date of registration of the entity	Not applicable.
26	Legislation under which the entity is registered	Not applicable.
27	Address of administration office in Australia of the entity	Not applicable.
28	If an annual meeting is held, month in which it is usually held	Not applicable.
29	Months in which distributions are usually paid (or are intended to be paid)	Not applicable.
30	If the entity is a foreign entity which has a certificated subregister for quoted +securities, the location of Australian +security registers	Not applicable.
30A	If the entity is a foreign trust, the name and address of the entity's Australian agent for service of process	Not applicable.

About the entity

All entities

		Tick to indicate you are providing the information or documents	Where is the information or document to be found? (eg, prospectus cross reference)
31	☒	Evidence of compliance with 20 cent minimum issue price or sale price, and spread requirements	Refer to Section 2 of the prospectus attached as Annexure 1. **Spread** Details and confirmation of spread will be provided at the time of certifying despatch of holding statements.
32	☒	Prospectus, Product Disclosure Statement or information memorandum relevant to the application (250 copies)	Prospectus dated 27 May 2010 is attached. Further copies to be provided shortly after the exposure period for the prospectus expires.
33	☒	Cheque for fees	Attached
34	☒	Type of subregisters the entity will operate Example: CHESS and certificated subregisters	CHESS and issuer sponsored sub-register
35	☒	Copies of any contracts referred to in the prospectus, Product Disclosure Statement or information memorandum (including any underwriting agreement)	Agreements attached as Annexure 2.
36	☒	A certified copy of any restriction agreement entered into in relation to +restricted securities	Restriction agreement matrix and agreement entered into by TheChairmen1 Pty Ltd attached as Annexure 3. Springsure Mining Pty Ltd will also enter into a restriction agreement which will be provided once executed.
37	☒	If there are +restricted securities, undertaking issued by any bank or +recognised trustee	Attached as Annexure 4
38	☒	(Companies only) - certificate of incorporation or other evidence of status (including any change of name)	Certificate of Incorporation attached as Annexure 5.

39	☐	(All entities except companies) - certificate of registration or other evidence of status (including change of name)	Not applicable.
40	☒	Copy of the entity's constitution (eg, if a company, the memorandum and articles of association)	A copy of the Constitution was provided to the ASX on 12 May 2010

			Where is the information or document to be found? (eg, prospectus cross reference)
41	☒	Completed checklist that the constitution complies with the listing rules (copy of articles checklist is available from any Companies Department)	Prior approval of ASX obtained on 13 May 2010
42	☒	A brief history of the entity or, if applicable, the group	Refer to sections 3 and 9 of the attached prospectus.
42 A	☒	Copy of agreement with ASX that documents may be given to ASX and authenticated electronically.	Agreement executed by the Company is attached as Annexure 6

About the securities to be quoted

All entities

43	☒	Confirmation that the +securities to be quoted are eligible to be quoted under the listing rules	Yes
44	☒	Voting rights of +securities to be quoted	See section 9 of the attached prospectus
45	☒	A specimen certificate/holding statement for each +class of +securities to be quoted and a specimen holding statement for +CDIs	Attached as Annexure 7
46	☒	Terms of the +securities to be quoted	See section 9 of the attached prospectus and the Company's constitution provided on 12 May 2010
47	☐	A statement setting out the names of the 20 largest holders in each +class of +securities to be quoted, and the number and percentage of each +class of +securities held by those holders	To be provided
48	☐	A distribution schedule of each +class of +equity securities to be quoted, setting out the number of holders in the categories - 1 - 1,000 1,001 - 5,000 5,001 - 10,000 10,001 - 100,000 100,001 and over	To be provided
49	☐	The number of holders of a parcel of +securities with a value of more than $2,000, based on the issue/sale price	To be provided
50	☐	Terms of any +debt securities and +convertible debt securities	Not applicable

			Where is the information or document to be found? (eg, prospectus cross reference)
51	☐	Trust deed for any +debt securities and +convertible debt securities	Not applicable
52	☐	Deleted 24/10/2005.	

All entities with classified assets

(Other entities go to 62)

All +mining exploration entities and, if ASX asks, any other entity that has acquired, or entered into an agreement to acquire a +classified asset, must give ASX the following information.

53	☒	The name of the vendor and details of any relationship of the vendor with us	1. TheChairmen1 Pty Ltd ACN 137 271 642 (related party of the Company) (**Chairmen**) 2. Springsure Mining Pty Ltd ACN 134 554 662 (**Springsure**) Refer to the 'Material Agreements' information in section 9 of the attached prospectus for further details regarding these acquisitions.
54	☒	If the vendor was not the beneficial owner of the +classified asset at the date of the acquisition or agreement, the name of the beneficial owner(s) and details of the relationship of the beneficial owner(s) to us	Both vendors were the beneficial owners at the date of acquisition

55	☒	The date that the vendor acquired the +classified asset	(a) Chairmen acquired an interest in EPC 1300, EPC 1394, EPC 1477, EPC 1478, EPC 1479, EPC 1480, EPC 1573, EPC 1574, EPC 1576, EPC 1608, EPC 1641, EPC 2046, EPC 2047, EPC 2048 and EPC 2049 on 16 February 2010 by acquiring 80% of the shares in FTB (QLD) Pty Ltd. (b) Chairmen acquired an interest in EPC 1964, EPC 1962, EPC 1963, EPC 1890 EPC 1892 and EPC 1893 on 11 May 2010 indirectly through its ownership of Orion Mining Pty Ltd. (c) Chairmen acquired an interest in EPC 1870 and EPC 1872 on 7 August 2009, EPC 1822 on 16 July 2009, EPC 1976 on 2 November 2009 and EPC 2003 on 30 November 2009 indirectly through its ownership of Sierra Coal Pty Ltd. (d) Chairmen acquired EPC 1250 on 21 April 2010 from Terrence John Burt. (e) Chairmen applied for EPC 2105 on 28 April 2010, EPC 2057 on 5 February 2010 and EPC 2058 on 5 February 2010. (f) Springsure Mining Pty Ltd applied for EPC 1674 on 21 January 2009.

56	☒	The method by which the vendor +acquired the +classified asset, including whether by agreement, exercise of option or otherwise	(a) Share Sale Agreement between Chairmen and Carpentaria Exploration Limited dated 16 February 2010. Refer to the 'Material Agreements' information in section 9 of the attached prospectus for further information. (b) Exploration Licence Sale Agreement between Chairmen, Spinifex Rural Management Pty Ltd and Orion Mining Pty Ltd dated 11 May 2010. Refer to the 'Material Agreements' information in section 9 of the attached prospectus for further information. (c) Share sale between Sierra Coal Pty Ltd and Chairmen. (d) Exploration Licence Sale Agreement between Chairmen and Terrence John Burt. (e) Chairmen made an application to the Queensland DME. (f) Springsure Mining Pty Ltd made an application to the Queensland DME.
57	☒	The consideration passing directly or indirectly from the vendor (when the vendor +acquired the asset), and whether the consideration has been provided in full	(a) $300,000 which has been paid in full. (b) $200,000 which has been paid in full and the issue of 20 ordinary shares in Orion Mining Pty Ltd (representing 20% of the total issued share capital). (c) Nil. (d) $150,000 which has been paid in full. (e) Nil. (f) Nil.

58	☒	Full details of the +classified asset, including any title particulars	Refer to the list of tenements set out in section 6 of the attached prospectus

			Where is the information or document to be found? (eg, prospectus cross reference)
59	☒	The work done by or on behalf of the vendor in developing the +classified asset. In the case of a +mining tenement, this includes prospecting in relation to the tenement. If money has been spent by the vendor, state the amount (verification of which may be required by ASX).	There has been no drilling carried out on any of the tenements by the Chairmen. There has been however historical drilling in and around the tenements and the work carried out to date has consisted of analysis and evaluation of this historical exploration information.
60	☒	The date that the entity +acquired the +classified asset from the vendor, the consideration passing directly or indirectly to the vendor, and whether that consideration has been provided in full	1. The Company acquired classified assets from Chairmen on 26 May 2010. The consideration was paid in full by the issue of 199,999,999 ordinary shares in Guilford Coal Limited. 2. On closing of the offer of shares in Guildford Coal Limited (refer to the Important Information section of the attached prospectus) Guildford Coal will acquire classified assets from Springsure. The consideration will be paid in full by the payment of $10,000,000 in cash, together with the issue of 40,000,000 ordinary shares in Guildford Coal Limited. Refer to the 'Material Agreements' information in section 9 of the attached prospectus for further information regarding the acquisitions.
61	☒	A breakdown of the consideration, showing how it was calculated, and whether any experts' reports were commissioned or considered (and if so, with copies attached).	No breakdown has been made and no experts' reports on valuation have been commissioned.

About the entity's capital structure

All entities

62		Deleted 1/9/99.	
63	☐	A copy of the register of members, if ASX asks	Will be provided on request.
64	☐	A copy of any court orders in relation to a reorganisation of the entity's capital in the last five years	Not applicable
65	☐	The terms of any +employee incentive scheme	Not applicable
66	☐	The terms of any +dividend or distribution plan	Not applicable
67	☒	The terms of any +securities that will not be quoted	Restricted securities (ordinary shares)
68		Deleted 1/7/98.	

			Where is the information or document to be found? (eg, prospectus cross reference)
69	☒	The entity's issued capital (interests), showing separately each +class of +security (except +CDIs), the amount paid up on each +class, the issue price, the dividend (in the case of a trust, distribution) and voting rights attaching to each +class and the conversion terms (if applicable)	Refer to sections 2 and 9 of the attached prospectus
70	☐	The number of the entity's debentures, except to bankers, showing the amount outstanding, nominal value and issue price, rate of interest, dates of payment of interest, date and terms of redemption of each +class and conversion terms (if applicable) Note: This applies whether the securities are quoted or not.	Not applicable
71	☐	The number of the entity's unsecured notes, showing the amount outstanding, nominal value and issue price, rate of interest, dates of payment of interest, date and terms of redemption of each +class and conversion terms (if applicable) Note: This applies whether the securities are quoted or not.	Not applicable
72	☐	The number of the entity's options to +acquire unissued +securities, showing the number outstanding Note: This applies whether the securities are quoted or not.	Not applicable
73	☒	Details of any rights granted to any +person, or to any class of +persons, to participate in an issue of the entity's +securities Note: This applies whether the securities are quoted or not.	Springsure Mining Pty Ltd has the right to be issued with ordinary shares in Guildford Coal Limited under the Springsure Exploration Licence Sale Agreement. Refer to the 'Material Agreements' information in section 9 of the attached prospectus for further details.
74	☒	If the entity has any +child entities, a list of all +child entities stating in each case the name, the nature of its business and the entity's percentage holding in it. Similar details should be provided for every entity in which the entity holds (directly or indirectly) 20% or more of the issued capital (interests).	Refer to the group structure diagram in section 9 of the attached prospectus. The nature of business for each child entity is Coal Tenements.

About the entity's financial position

(Entities meeting the profit test go to 75. For the assets test go to 81A.)

All entities meeting the profit test

			Where is the information or document to be found? (eg, prospectus cross reference)
75	☐	Evidence that the entity has been in the same main business activity for the last 3 full financial years	Not applicable
76	☐	Evidence that the entity is a going concern (or successor) and its aggregated profit for the last 3 full financial years	Not applicable
76 A	☐	Evidence that the entity's +profit from continuing operations in the past 12 months exceeded $400,000	Not applicable
77	☐	Audited +accounts for the last 3 full financial years and audit reports	Not applicable
78 - 79		Deleted 1/7/97.	
80	☐	Half yearly +accounts (if required) and audit report or review	Not applicable
80A	☐	Pro forma balance sheet and review	Not applicable
80B	☐	Statement from all directors or all directors of the responsible entity confirming that the entity is continuing to earn +profit from continuing operations	Not applicable

All entities meeting the assets test

(only complete one of 81A, 81B or 81C and one of 82 or 83)

Introduced 1/7/96. Amended 1/7/99.

81		Deleted 1/7/97	
81A	☒	For entities other than +investment entities, evidence of net tangible assets of at least $2 million or market capitalisation of at least $10 million	Refer to sections 2 and 7 of the attached prospectus
81B	☐	For +investment entities other than +pooled development funds, evidence of net tangible assets of at least $15 million	Not applicable
81C	☐	Evidence that the entity is a +pooled development fund with net tangible assets of at least $2 million	Not applicable

			Where is the information or document to be found? (eg, prospectus cross reference)
82	☐	Evidence that at least half of the entity's total tangible assets (after raising any funds) is not cash or in a form readily convertible to cash (if there are no commitments)	Not applicable
83	☒	Evidence that there are commitments to spend at least half of the entity's cash and assets in a form readily convertible to cash (if half or more of the entity's total tangible assets (after raising any funds) is cash or in a form readily convertible to cash)	Refer to the expenditure table in section 3 of the attached prospectus
84	☒	Statement that there is enough working capital to carry out the entity's stated objectives (and statement by independent expert, if required)	Refer to section 2 of the attached prospectus
85		Deleted 1/9/99.	
86		Deleted 1/7/97.	
87	☐	+Accounts for the last 3 full financial years and audit report, review or statement that not audited or not reviewed	Not applicable. Guildford Coal Limited was incorporated on 7 May 2010.
87A	☐	Half yearly +accounts (if required) and audit report, review or statement that not audited or not reviewed	Not applicable. Guildford Coal Limited was incorporated on 7 May 2010.
87B	☐	Audited balance sheet (if required) and audit report	Not applicable
87C	☒	Pro forma balance sheet and review	Refer to section 7 of the attached prospectus

(Now go to 106)

88	Deleted 1/7/97.
89-92C	Deleted 1/9/99.
93	Deleted 1/7/97.
94-98C	Deleted 1/9/99.
99	Deleted 1/7/97.
100-105C	Deleted 1/9/99.

(a) About the entity's business plan and level of operations

(i) All entities

		Information contained in the information memorandum	Where is the information or document to be found? (eg, prospectus cross reference)
106	☒	Details of the entity's existing and proposed activities, and level of operations. State the main business	Refer to section 3 of the Prospectus. The main business of the company is coal tenements and exploration.
107	☒	Details of any issues of the entity's +securities (in all +classes) in the last 5 years. Indicate issues for consideration other than cash	Refer to the share issue to TheChairmen1 Pty Ltd (199,999,999 ordinary shares) referred to in the response to question 60 above. 1 ordinary share was issued upon incorporation of the Company. This share is held by TheChairmen1 Pty Ltd. The Company has received applications for 150,000,000 ordinary shares at an issue price of $0.20 (raising $30,000,000) from sophisticated/professional investors. It is expected that the Company will issue the relevant shares to these investors prior to the opening of the public offer. Refer to sections 2 and 9 of the attached prospectus for further information.

(b) Information memorandum requirements

(i) All entities

108	☐	If the entity is a company, a statement that all the information that would be required under section 710 of the Corporations Act if the information memorandum were a prospectus offering for subscription the same number of +securities for which +quotation will be sought is contained in the information memorandum. If the entity is a trust, a statement that all the information that would be required under section 1013C of the Corporations Act if the information memorandum were a Product Disclosure Statement offering for subscription the same number of +securities for which +quotation will be sought is contained in the information memorandum	Not applicable

109	☐	The signature of every director, and proposed director, of the entity personally or by a +person authorised in writing by the director (in the case of a trust, director of the responsible entity)	Not applicable
110	☐	The date the information memorandum is signed	Not applicable
111(a)	☐	Full particulars of the nature and extent of any interest now, or in the past 2 years, of every director or proposed director of the entity (in the case of a trust, the responsible entity), in the promotion of the entity, or in the property acquired or proposed to be acquired by it	Not applicable
111(b)	☐	If the interest was, or is, as a member or partner in another entity, the nature and extent of the interest of that other entity	Not applicable

Information contained in the information memorandum			Where is the information or document to be found? (eg, prospectus cross reference)
111(c)	☐	If the interest was or is as a member or partner in another entity, a statement of all amounts paid or agreed to be paid to him or her or the entity in cash, +securities or otherwise by any +person to induce him or her to become or to qualify him or her as, a director, or for services rendered by him or her or by the entity in connection with the promotion or formation of the listed entity	Not applicable
112(a)	☐	Full particulars of the nature and extent of any interest of every expert in the promotion of the entity, or in the property acquired or proposed to be acquired by it	Not applicable
112(b)	☐	If the interest was or is as a member or partner in another entity, the nature and extent of the interest of that other entity	Not applicable
112(c)	☐	If the interest was or is as a member or partner in another entity, a statement of all amounts paid or agreed to be paid to him or her or the entity in cash, +securities or otherwise by any +person for services rendered by him or her or by the entity in connection with the promotion or formation of the listed entity	Not applicable
113	☐	A statement that ASX does not take any responsibility for the contents of the information memorandum	Not applicable
114	☐	A statement that the fact that ASX may admit the entity to its +official list is not to be taken in any way as an indication of the merits of the entity	Not applicable
115	☐	If the information memorandum includes a statement claiming to be made by an expert or based on a statement made by an expert, a statement that the expert has given, and has not withdrawn, consent to the issue of the information memorandum with the particular statement included in its form and context	Not applicable

			Where is the information or document to be found? (eg, prospectus cross reference)
116	☐	A statement that the entity has not raised any capital for the 3 months before the date of issue of the information memorandum and will not need to raise any capital for 3 months after the date of issue of the information memorandum	Not applicable
117	☐	A statement that a supplementary information memorandum will be issued if the entity becomes +aware of any of the following between the issue of the information memorandum and the date the entity's +securities are +quoted or reinstated. • A material statement in the information memorandum is misleading or deceptive. • There is a material omission from the information memorandum. • There has been a significant change affecting a matter included in the information memorandum. • A significant new circumstance has arisen and it would have been required to be included in the information memorandum	Not applicable

Information contained in the supplementary information memorandum

118	☐	If there is a supplementary information memorandum: • Correction of any deficiency. • Details of any material omission, change or new matter. • A prominent statement that it is a supplementary information memorandum. • The signature of every director, or proposed director, of the entity personally or by a +person authorised in writing by the director (in the case of a trust, director of the responsible entity). • The date the supplementary information memorandum is signed.	Not applicable

Evidence if supplementary information memorandum is issued

119	☐	Evidence that the supplementary information memorandum accompanied every copy of the information memorandum issued after the date of the supplementary information memorandum.	Not applicable

Other information

All entities

			Where is the information or document to be found? (eg, prospectus cross reference)
120	☐	Evidence that the supplementary information memorandum was sent to every +person who was sent an information memorandum	Not applicable
121	☒	Details of any material contracts entered into between the entity and any of its directors (if a trust, the directors of the responsible entity)	Refer to the terms of the executive employment agreement for the managing director and the agreements entered into with TheChairmen1 Pty Ltd, as summarised in the 'Material Agreements' information in section 9 of the attached prospectus
122	☐	A copy of every disclosure document or Product Disclosure Statement issued, and every information memorandum circulated, in the last 5 years	Not applicable
123	☐	Information not covered elsewhere and which, in terms of rule 3.1, is likely materially to affect the price or value of the entity's +securities	Not applicable
123A	☐	The documents which would have been required to be given to ASX under rules 4.1, 4.2, 4.3, 4.5, 5.1, 5.2 and 5.3 had the entity been admitted to the +official list at the date of its application for admission, unless ASX agrees otherwise. Example: ASX may agree otherwise if the entity was recently incorporated.	Not applicable. Guildford Coal Limited was incorporated on 7 May 2010.

Mining exploration entities

124	☒	A map or maps of the mining tenements prepared by a qualified +person. The maps must indicate the geology and other pertinent features of the tenements, including their extent and location in relation to a capital city or major town, and relative to any nearby properties which have a significant bearing on the potential of the tenements. The maps must be dated and identify the qualified +person and the report to which they relate.	Refer to section 5 of the attached prospectus

125 Deleted 1/7/97

+ See chapter 19 for defined terms.

			Where is the information or document to be found? (eg, prospectus cross reference)
126	☒	A schedule of $^+$mining tenements prepared by a qualified person. The schedule must state in relation to each $^+$mining tenement: the geographical area where the $^+$mining tenement is situated; the nature of the title to the $^+$mining tenement; whether the title has been formally confirmed or approved and, if not, whether an application for confirmation or approval is pending and whether the application is subject to challenge; and the $^+$person in whose name the title to the $^+$mining tenement is currently held.	Refer to sections 5 and 6 of the attached prospectus
127	☒	If the entity has $^+$acquired an interest or entered into an agreement to $^+$acquire an interest in a $^+$mining tenement from any $^+$person, a statement detailing the date of the $^+$acquisition of the interest from the vendor and the purchase price paid and all other consideration (whether legally enforceable or not) passing (directly or indirectly) to the vendor.	Refer to the response to question 60 above
128	☒	A financial statement by the directors (if a trust, the directors of the responsible entity) setting out a program of expenditure together with a timetable for completion of an exploration program in respect of each $^+$mining tenement or, where appropriate, each group of tenements	Refer to section 3 of the attached prospectus and the exploration timetable attached and marked Annexure 8
129	☐	A declaration of conformity or otherwise with the Australasian Code for Reporting of Identified Mineral Resources and Ore Reserves for any reports on mineral resources and $^+$ore reserves	Not applicable. There is no mineral resource or reserve declared on any of the tenements.

Part 3 - Agreement

All entities

You must complete this agreement. If you require a seal to be bound, the agreement must be under seal.

We agree:

1 Our admission to the +official list is in ASX's absolute discretion. ASX may admit us on any conditions it decides. +Quotation of our +securities is in ASX's absolute discretion. ASX may quote our +securities on any conditions it decides. Our removal from the +official list or the suspension or ending of +quotation of our +securities is in ASX's absolute discretion. ASX is entitled immediately to suspend +quotation of our +securities or remove us from the +official list if we break this agreement, but the absolute discretion of ASX is not limited.

2 We warrant the following to ASX.

- The issue of the +securities to be quoted complies with the law, and is not for an illegal purpose.
- There is no reason why the +securities should not be granted +quotation.
- An offer of the +securities for sale within 12 months after their issue will not require disclosure under section 707(3) or section 1012C(6) of the Corporations Act.

  Note: An entity may need to obtain appropriate warranties from subscribers for the securities in order to be able to give this warranty
- Section 724 or section 1016E of the Corporations Act does not apply to any applications received by us in relation to any +securities to be quoted and that no-one has any right to return any +securities to be quoted under sections 601MB(1), 737, 738, 992A, 992AA or 1016F of the Corporations Act at the time that we request that the +securities be quoted.
- If we are a trust, we warrant that no person has the right to return the +securities to be quoted under section 1019B of the Corporations Act at the time that we request that the +securities be quoted.

3 We will indemnify ASX to the fullest extent permitted by law in respect of any claim, action or expense arising from, or connected with, any breach of the warranties in this agreement.

4 We give ASX the information and documents required by this form. If any information or document is not available now, we will give it to ASX before +quotation of the +securities begins. We acknowledge that ASX is relying on the information and documents. We warrant that they are (will be) true and complete.

+ See chapter 19 for defined terms.

5 We will comply with the listing rules that are in force from time to time, even if +quotation of our +securities is deferred, suspended or subject to a +trading halt.

6 The listing rules are to be interpreted:

- in accordance with their spirit, intention and purpose;
- by looking beyond form to substance; and
- in a way that best promotes the principles on which the listing rules are based.

7 ASX has discretion to take no action in response to a breach of a listing rule. ASX may also waive a listing rule (except one that specifies that ASX will not waive it) either on our application or of its own accord on any conditions. ASX may at any time vary or revoke a decision on our application or of its own accord.

8 A document given to ASX by an entity, or on its behalf, becomes and remains the property of ASX to deal with as it wishes, including copying, storing in a retrieval system, transmitting to the public, and publishing any part of the document and permitting others to do so. The documents include a document given to ASX in support of the listing application or in compliance with the listing rules.

9 In any proceedings, a copy or extract of any document or information given to ASX is of equal validity in evidence as the original.

10 Except in the case of an entity established in a jurisdiction whose laws have the effect that the entity's +securities cannot be approved under the operating rules of the +approved CS facility:

- We will satisfy the +technical and performance requirements of the +approved CS facility and meet any other requirements the +approved CS facility imposes in connection with approval of our +securities.
- When +securities are issued we will enter them in the +approved CS facility's subregister holding of the applicant before they are quoted, if the applicant instructs us on the application form to do so.
- The +approved CS facility is irrevocably authorised to establish and administer a subregister in respect of the +securities for which +quotation is sought.

11 Except in the case of an entity established in a jurisdiction whose laws have the effect that the entity's +securities cannot be approved under the operating rules of the +approved CS facility, we confirm that either:

☐ we have given a copy of this application to the +approved CS facility in accordance with the operating rules of the +approved CS facility ; or

☒ we ask ASX to forward a copy of this application to the +approved CS facility.

12 In the case of an entity established in a jurisdiction whose laws have the effect that the entity's +securities cannot be approved under the operating rules of the +approved CS facility:

- The +approved CS facility is irrevocably authorised to establish and administer a subregister in respect of +CDIs.
- We will make sure that +CDIs are issued over +securities if the holder of quoted +securities asks for +CDIs.

13 In the case of an entity established in a jurisdiction whose laws have the effect that the entity's +securities cannot be approved under the operating rules of the +approved CS facility:

☐ we have given a copy of this application to the approved CS facility in accordance with the operating rules of the +approved CS facility; or

☐ we ask ASX to forward a copy of this application to the +approved CS facility.

Dated: 3 JUNE 2010

Executed by **Guildford Coal Limited** ACN 143 533 537 in accordance with section 127(1) of the *Corporations Act 2001 (Cth)*:)

....
Signature of director

C. RANSLEY
....
Name (please print)

....
Signature of director or company secretary*
*delete whichever does not apply

M AVERY
....
Name (please print)