# COAL OF AFRICA LIMITED

(incorporated and registered in Western Australia with Australian Company Number 008 905 388)

## NOTICE OF GENERAL MEETING AND EXPLANATORY STATEMENT

**NOTICE IS HEREBY GIVEN** that a General Meeting of Coal of Africa Limited (the "**Company**" or "**CoAL**") will be held at Tavistock Communications, 8th Floor, 131 Finsbury Pavement, London, EC2A 1NT on 3 March 2016 at 10 a.m. (London time) a.m./p.m., for the purpose of considering and, if thought fit, passing the resolutions set out in this Notice of General Meeting:

The Explanatory Statement that accompanies and forms part of this Notice of General Meeting ("**Explanatory Statement**") describes the matters to be considered at the General Meeting.

Terms used in this Notice of General Meeting and the Explanatory Statement shall have the same meanings as defined in the circular to shareholders of CoAL dated 1 February 2016 ("**Admission Document**"), unless the context requires otherwise.

## AGENDA

### ITEMS OF BUSINESS

**Resolution 1 - Approval of acquisition by Coal of Africa Limited of Universal Coal plc**

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

> ***THAT**, the proposed acquisition by Coal of Africa Limited of Universal Coal plc be hereby approved on the terms and conditions described in the Admission Document with such amendments thereto as the directors of Coal of Africa Limited (or any duly constituted committee thereof) may consider appropriate.*

**Resolution 2 - Approval of issue of Shares to Yishun Brightside Investment Pte Ltd**

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

> ***THAT**, subject to the approval of Resolution 1, for the purpose of Listing Rule 7.1, and for all other purposes, the issue of 344,827,500 Shares to Yishun Brightside Investment Pte Ltd (YBI), for the purpose and on the terms set out in the Explanatory Statement accompanying this Notice of General Meeting be hereby approved.*

A voting exclusion statement is set out below.

**Resolution 3 - Approval of issue of Shares to M&G Investment Management Ltd**

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

> ***THAT**, subject to the approval of Resolution 1, for the purpose of Listing Rule 7.1, and for all other purposes, the issue of 68,965,517 Shares to M&G Investment Management Ltd, for the purpose and on the terms set out in the Explanatory Statement accompanying this Notice of General Meeting be hereby approved.*

A voting exclusion statement is set out below.

**Resolution 4 - Approval of issue of Consideration Shares**

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

> ***THAT**, subject to the approval of Resolution 1, for the purpose of Listing Rule 7.1, and for all other purposes, the issue of up to 304,011,268 Shares to Universal Shareholders that participate in the Cash and Share Offer in connection with the Acquisition, for the purpose and on the terms set out in the Explanatory Statement accompanying this Notice of General Meeting be hereby approved.*

A voting exclusion statement is set out below.

**Resolution 5 – Approval of issue of Provisional Placement Shares**

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

> ***THAT**, for the purpose of Listing Rule 7.1, and for all other purposes, Shareholder approval is given for the issue of up to 229,885,058 Shares, to investors not classified as related parties of the Company under the ASX Listing Rules, at an issue price of not less than US$0.0435 per Share, for the purpose and on the terms set out in the Explanatory Statement accompanying this Notice of General Meeting.*

A voting exclusion statement is set out below.

**VOTING EXCLUSION STATEMENT: RESOLUTIONS 2 – 5 (INCLUSIVE)**

**Voting exclusion**: The Company will disregard any votes cast on Resolutions 2 – 5 (as applicable) by any person who may participate in the proposed issue and any person who might obtain a benefit (except a benefit solely in the capacity of a holder of ordinary securities) if the applicable Resolution is passed, and any person associated with those persons. However, the Company will not disregard any votes cast on Resolutions 2 – 5 (as applicable) by such person if:

(a) the person is acting as proxy for a person who is entitled to vote, in accordance with the directions on the Form of Proxy; or

(b) the person is the Chairman of the General Meeting acting as proxy for a person who is entitled to vote, in accordance with a direction on the Form of Proxy to vote as the proxy decides.

**By Order of the Board**

Tony Bevan

**Company Secretary**

1 February 2016

**Registered Office**

Suite 8, 7 The Esplanade
Mt Pleasant WA6153
Australia

## EXPLANATORY STATEMENT TO THE RESOLUTIONS

This Explanatory Statement is intended to provide Shareholders with sufficient information to assess the merits of the Resolutions contained in the preceding Notice of General Meeting.

The Explanatory Statement and all attachments (including the Admission Document) are important documents. They should be read carefully. The Directors recommend Shareholders read this Explanatory Statement and the Admission Document in full before making any decision in relation to the Resolutions.

Terms used in this Explanatory Statement shall have the same meanings as defined in the Admission Document and Notice of General Meeting, unless the context requires otherwise.

## BACKGROUND TO RESOLUTION 1

As detailed in Part I of the Admission Document, the Company is undertaking the Offer to acquire all the issued and to be issued Universal Shares through the Acquisition.

The Acquisition, which will result from a successful completion of the Offer, constitutes a reverse takeover for CoAL under the AIM Rules for Companies. As a result, CoAL is seeking Shareholder approval for the Acquisition pursuant to Resolution 1.

The Directors unanimously recommend that Shareholders vote in favour of Resolution 1.

## BACKGROUND TO RESOLUTIONS 2 TO 5

### Overview

As detailed in Part I of the Admission Document, the Company is undertaking the Offer to acquire all the issued and to be issued Universal Shares through the Acquisition.

Resolutions 2 to 4 seek Shareholder approval for the issue of an aggregate of up to 717,804,285 Shares. Specifically, up to:

- 344,827,500 Shares to Yishun Brightside Investment Pte Ltd, to provide funding for the Acquisition (Resolution 2);
- 68,965,517 Shares to M&G, to provide funding for the Acquisition (Resolution 3); and
- up to 304,011,268 Shares to Universal Shareholders that participate in the Cash and Share Offer in connection with the Acquisition (Resolution 4).

In addition, Resolution 5 seeks additional Shareholder approval for the issue of up to 229,885,058 Shares, to investors not classified as related parties of the Company under the ASX Listing Rules, at an issue price of not less than US$0.0435 per Share. The purpose of this Resolution 5 is so that the Company can raise further funds by means of equity placements, to assist with funding corporate activities, without utilising the Company's 15% placement capacity under Listing Rule 7.1 (refer to the "Regulatory Requirements" section below).

The Directors unanimously recommend that Shareholders vote in favour of Resolutions 2 to 5 (inclusive).

### Regulatory Requirements

Listing Rule 7.1 provides that, unless an exemption applies, a company must not, without prior approval of shareholders, issue or agree to issue Equity Securities if the Equity Securities will in themselves or when aggregated with the Equity Securities issued by the company during the previous 12 months, exceed 15% of the number of ordinary securities on issue at the commencement of that 12 month period.

The issue of up to 717,804,285 Shares (being the maximum aggregate number of Shares that will be issued pursuant to Resolutions 2 to 4) will exceed the 15% limit and therefore requires the approval of Shareholders.

In addition, if Shareholders do not approve Resolution 5 and the Company seeks to raise further funds via a placement (within three months of the date of the General Meeting) through the issue of Equity Securities, it would either need to call another general meeting (to approve the issue of Equity Securities) or make the issue out of its 15% placement capacity under Listing Rule 7.1.

The maximum number of Shares proposed to be issued, for which approval is sought under:

- Resolutions 2 to 4 is 717,804,285 Shares, which will comprise approximately 27.14% of the Company's issued capital (based on the number of Shares on issue as at the date of this Notice of General Meeting) following the issue of the maximum number of Shares which may be issued under Resolutions 2 to 4; and
- Resolutions 2 to 5 is 947,689,343 Shares, which will comprise approximately 32.97% of the Company's issued capital (based on the number of Shares on issue as at the date of this Notice of General Meeting) following the issue of the maximum number of Shares which may be issued under Resolutions 2 to 5.

In compliance with the information requirements of Listing Rule 7.3, Shareholders are advised of the following information in relation to each of Resolutions 2 to 5.

**RESOLUTION 2 – Approval of issue of Shares to Yishun Brightside Investment Pte Ltd**

**Maximum number of securities to be issued**

344,827,500[1] Shares.

**Date of issue**

The Company anticipates that the Shares will be issued on the completion date of the Acquisition, expected to be on or about 7 March 2016 (subject to any extension of the offer period). In any event the Shares will be issued not later than three months after the date of Shareholder approval pursuant to this Resolution 2 or such later date as approved by ASX.

**Issue price**

The issue price will be US$0.0435 (approximately A$0.061) per Share.

**Allottees of the securities**

The allottee of Shares will be YBI (Registration Number: 20121640R), a company incorporated in Singapore.

---

[1] Pursuant to the YBI Subscription Agreement, YBI is entitled to subscribe for 344,827,500 Shares. Depending on the level of acceptances received from Universal Shareholders of the Cash and Share Offer, and any other equity funding that CoAL may obtain prior to completion of the Offer, it is possible that full subscription by YBI of the Shares the subject of Resolution 2 would result in YBI obtaining voting power in CoAL of more than 20% (in breach of applicable takeover provisions under the Corporations Act). If it appears that, at completion of the offer and the YBI Subscription Agreement, that YBI's voting power in CoAL would exceed 20%, CoAL and YBI would make an alternative arrangement to ensure CoAL receives YBI's full funding commitment under the YBI Subscription Agreement whilst still complying with the Corporations Act.

**Terms of the securities**

The Shares will be fully paid ordinary shares in the capital of the Company on the same terms and conditions as the Company's existing Shares and rank equally in all respects with the existing Shares. The Company will apply to AIM, ASX and JSE for official quotation of the Shares.

**Intended use of the funds raised**

The intended use of the US$15 million (approximately A$20.83 million) to be raised through the issue is to provide part of the funding required for the Offer. Further information regarding the total amount of funding required for financing of the Offer is set out at Part I of the Admission Document.

**Voting exclusion statement**

A voting exclusion statement for Resolution 2 is included in the Notice of General Meeting preceding this Explanatory Statement.

**RESOLUTION 3 – Approval of issue of Shares to M&G**

**Maximum number of securities to be issued**

68,965,517 Shares.

**Date of issue**

The Company anticipates that the Shares will be issued on the completion date of the Acquisition, expected to be on or about 7 March 2016 (subject to any extension of the offer period). In any event the Shares will be issued not later than three months after the date of Shareholder approval pursuant to this Resolution 3 or such later date as approved by ASX.

**Issue price**

The issue price will be US$0.0435 (approximately A$0.061) per Share.

**Allottees of the securities**

The allottee of Shares will be M&G.

**Terms of the securities**

The Shares will be fully paid ordinary shares in the capital of the Company on the same terms and conditions as the Company's existing Shares and rank equally in all respects with the existing Shares. The Company will apply to ASX, AIM and the JSE for official quotation of the Shares.

**Intended use of the funds raised**

The intended use of the US$3 million (approximately A$4.17 million) to be raised through the issue is to provide part of the funding required for the Offer. Further information regarding the financing of the Offer is set out at Part I of the Admission Document.

**Voting exclusion statement**

A voting exclusion statement for Resolution 3 is included in the Notice of General Meeting preceding this Explanatory Statement.

**RESOLUTION 4 – Approval of issue of Consideration Shares**

**Maximum number of securities to be issued**

304,011,268[2] Shares.

**Date of issue**

The Company anticipates that the Shares will be issued on the completion date of the Acquisition, expected to be on or about 7 March 2016 (subject to any extension of the offer period). In any event the Shares will be issued not later than three months after the date of Shareholder approval pursuant to this Resolution 4 or such later date as approved by ASX.

**Issue price**

There will be no issue price for the Shares. The Shares are being issued as Consideration Shares, in connection with the Offer. For further information regarding the Offer and Acquisition refer to Part I of the Admission Document.

**Allottees of the securities**

The allottees of the Shares will be Universal Shareholders (who are not related parties of the Company under the ASX Listing Rules) that accept the Cash and Share Offer under the Offer.

**Terms of the securities**

The Shares will be fully paid ordinary shares in the capital of the Company on the same terms and conditions as the Company's existing Shares and rank equally in all respects with the existing Shares. The Company will apply to ASX, AIM and the JSE for official quotation of the Shares.

**Intended use of the funds raised**

No funds will be raised from the issue. The Shares are being issued as Consideration Shares, in connection with the Offer.

**Voting exclusion statement**

A voting exclusion statement for Resolution 4 is included in the Notice of General Meeting preceding this Explanatory Statement.

**RESOLUTION 5 - Approval of issue of Provisional Placement Shares**

**Maximum number of securities to be issued**

229,885,058 Shares.

**Date of issue**

The Shares issued pursuant to Resolution 5 (if any), will be issued not later than three months after the date of Shareholder approval pursuant to this Resolution 5 or such later date as approved by ASX. It is anticipated that the issue may occur progressively, however, at this stage the exact date of any issues is not known.

**Issue price**

---

2 This figure assumes that 60% of Universal Shareholders accept the Cash and Share Offer, noting that it is condition of the Offer that Universal shareholders representing not less than 40% of the total share capital of Universal elect to receive the Loan Note Alternative.

The issue price will be not less than US$0.0435 (approximately A$0.061) per Share. This is the same issue price at which YBI and M&G will subscribe for Shares under the Subscription Agreements (refer to Resolution 2 and Resolution 3 for further details of these issues).

**Allottees of the securities**

The Directors will determine to whom the shares will be issued but these persons will not be related parties of the Company (as defined under the ASX Listing Rules). It is likely that the persons to whom Shares will be issued will be professional or sophisticated investors that express an interest in being long term investors in the Company.

The Company notes that, as at the date of this Notice of a General Meeting, existing substantial shareholder, HEI (being a subsidiary of Beijing Haohua Energy Resource Company, which is listed on the Shanghai Stock Exchange), has expressed an interest in acquiring a further US$5 million worth of Shares in the Company at US$0.0435 per Share. It is possible that if an agreement is reached with HEI, for it to acquire further Shares in the Company, that some of the Shares the subject of this Resolution 5 may be issued to it. However, as at the date of this Notice of a General Meeting, discussions between the Company and HEI remain incomplete and no binding arrangements have been entered into. The Company will make an announcement to ASX, AIM and the JSE if any binding arrangements are entered into.

**Terms of the securities**

The Shares will be fully paid ordinary shares in the capital of the Company on the same terms and conditions as the Company's existing Shares and rank equally in all respects with the existing Shares. The Company will apply to ASX, AIM and the JSE for official quotation of the Shares.

**Intended use of the funds raised**

If the Company issued all the 229,885,058 Shares contemplated by Resolution 5, at an issue price of US$0.0435 it would raise approximately US$10 million (approximately A$13.9 million). The Company intends to use any funds raised from the issue of the Provisional Placement Shares to provide additional funding for the Group's corporate activities.

**Voting exclusion statement**

A voting exclusion statement for Resolution 5 is included in the Notice of General Meeting preceding this Explanatory Statement.

## EXPLANATORY NOTES TO THE NOTICE OF GENERAL MEETING

### Entitlement to attend and vote

Shareholders can vote by either:

- attending the General Meeting and voting in person or by attorney or, in the case of corporate shareholders, by appointing a corporate representative to attend and vote; or
- appointing a proxy to attend and vote on their behalf using the Form of Proxy accompanying this Notice of General Meeting and by submitting their proxy appointment and voting instructions in person, by post or by facsimile.

### Voting in person (or by attorney)

Shareholders, or their attorneys, who plan to attend the General Meeting are asked to arrive at the venue 15 minutes prior to the time designated for the General Meeting, if possible, so that their holding may be checked against the Company's share register and attendance recorded. Attorneys should bring with them an original or certified copy of the power of attorney under which they have been authorised to attend and vote at the General Meeting.

### Voting by a corporation

A Shareholder that is a corporation may appoint an individual to act as its representative and vote in person at the General Meeting. The appointment must comply with the requirements of section 250D of the Corporations Act. The representative should bring to the General Meeting evidence of his or her appointment, including any authority under which it is signed.

### Voting by proxy

- A Shareholder entitled to attend and vote is entitled to appoint not more than two proxies. Each proxy will have the right to vote on a poll and also to speak at the General Meeting.
- The appointment of the proxy may specify the proportion or the number of votes that the proxy may exercise. Where more than one proxy is appointed and the appointment does not specify the proportion or number of the Shareholder's votes each proxy may exercise, the votes will be divided equally among the proxies (i.e. where there are two proxies, each proxy may exercise half of the votes).
- A proxy need not be a Shareholder.
- The proxy can be either an individual or a body corporate.
- If a proxy is not directed how to vote on an item of business, the proxy may generally vote, or abstain from voting, as they think fit.
- Should any resolution, other than those specified in this Notice of General Meeting, be proposed at the General Meeting, a proxy may vote on that resolution as they think fit.
- If a proxy is instructed to abstain from voting on an item of business, they are directed not to vote on the Shareholder's behalf either on a show of hands or on the poll and the Shares that are the subject of the proxy appointment will not be counted in calculating the required majority.
- Shareholders who return their proxy forms with a direction how to vote but do not nominate the identity of their proxy will be taken to have appointed the Chairman of the General Meeting as their proxy to vote on their behalf. If a Form of Proxy is returned but the nominated proxy does not attend the General Meeting, the Chairman of the General Meeting will act in place of the nominated proxy and vote in accordance with any instructions. Proxy appointments in favour of the Chairman of the General Meeting, the secretary or any Director that do not contain a direction how to vote will be used where possible to support each of the resolutions proposed in this Notice of General Meeting, provided they are entitled to cast votes as a proxy under the voting exclusion rules which apply to some of the proposed resolutions. These rules are explained in this Notice of General Meeting.
- If a Shareholder entitled to vote on a Resolution appoints the Chairman of the General Meeting as their proxy (or the Chairman becomes their proxy by default) and the Shareholder does not direct the Chairman how to vote on the Resolution the Chairman intends to vote in favour of the Resolution, as proxy for that Shareholder on a poll.
- To be effective, proxies must be lodged by 10 a.m. (London time) on 1 March 2016. Proxies lodged after this time will be invalid.

- Proxies may be lodged using any of the following methods:
  - by returning a completed Form of Proxy by delivery or post to:

    Computershare Investor Services Pty Limited

    GPO Box 242

    Melbourne Victoria 3001

    Australia
  - by faxing a completed Form of Proxy to the facsimile number provided on the Form of Proxy accompanying this Notice of General Meeting.

The Form of Proxy must be signed by the Shareholder or the Shareholder's attorney. Proxies given by corporations must be executed in accordance with the Corporations Act. Where the appointment of a proxy is signed by the appointer's attorney, a certified copy of the power of attorney, or the power itself, must be received by the Company at the above address, or by facsimile, by 10 a.m. (London time) on 1 March 2016. If facsimile transmission is used, the power of attorney must be certified.

**Shareholders who are entitled to vote**

In accordance with Regulations 7.11.37 and 7.11.38 of the Corporations Regulations 2001 (Cth), the Board has determined that a person's entitlement to vote at the Meeting will be the entitlement of the persons set out in the register of Shareholders as at 10 a.m. (London time) on 1 March 2016. Changes in the register of Shareholders after this time will be disregarded in determining the rights of any person to attend and vote at the General Meeting.

COAL of AFRICA LIMITED
ABN 98 008 905 388

000001 000 CZA

MR SAM SAMPLE
FLAT 123
123 SAMPLE STREET
THE SAMPLE HILL
SAMPLE ESTATE
SAMPLEVILLE VIC 3030

## Lodge your vote:

**By Mail:**
Computershare Investor Services Pty Limited
GPO Box 242 Melbourne
Victoria 3001 Australia

Alternatively you can fax your form to
(within Australia) 1800 783 447
(outside Australia) +61 3 9473 2555

For Intermediary Online subscribers only
(custodians) www.intermediaryonline.com

## For all enquiries call:

(within Australia) 1300 850 505
(outside Australia) +61 3 9415 4000

# Proxy Form

XX

**For your vote to be effective it must be received by 10:00am (London time)/ 6:00pm (Perth time) Tuesday, 1 March 2016**

## How to Vote on Items of Business

All your securities will be voted in accordance with your directions.

### Appointment of Proxy

**Voting 100% of your holding:** Direct your proxy how to vote by marking one of the boxes opposite each item of business. If you do not mark a box your proxy may vote or abstain as they choose (to the extent permitted by law). If you mark more than one box on an item your vote will be invalid on that item.

**Voting a portion of your holding:** Indicate a portion of your voting rights by inserting the percentage or number of securities you wish to vote in the For, Against or Abstain box or boxes. The sum of the votes cast must not exceed your voting entitlement or 100%.

**Appointing a second proxy:** You are entitled to appoint up to two proxies to attend the meeting and vote on a poll. If you appoint two proxies you must specify the percentage of votes or number of securities for each proxy, otherwise each proxy may exercise half of the votes. When appointing a second proxy write both names and the percentage of votes or number of securities for each in Step 1 overleaf.

**A proxy need not be a securityholder of the Company.**

## Signing Instructions

**Individual:** Where the holding is in one name, the securityholder must sign.

**Joint Holding:** Where the holding is in more than one name, all of the securityholders should sign.

**Power of Attorney:** If you have not already lodged the Power of Attorney with the registry, 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 sign in the appropriate place to indicate the office held. Delete titles as applicable.

## Attending the Meeting

Bring this form to assist registration. If a representative of a corporate securityholder or proxy is to attend the meeting you will need to provide the appropriate “Certificate of Appointment of Corporate Representative” prior to admission. A form of the certificate may be obtained from Computershare or online at www.investorcentre.com under the help tab, "Printable Forms".

**Comments & Questions:** If you have any comments or questions for the company, please write them on a separate sheet of paper and return with this form.

***Turn over to complete the form →***

View your securityholder information, 24 hours a day, 7 days a week:

**www.investorcentre.com**

☑ **Review your securityholding**

☑ **Update your securityholding**

***Your secure access information is:***

**SRN/HIN: I9999999999**

**PLEASE NOTE:** For security reasons it is important that you keep your SRN/HIN confidential.

MR SAM SAMPLE
FLAT 123
123 SAMPLE STREET
THE SAMPLE HILL
SAMPLE ESTATE
SAMPLEVILLE VIC 3030

☐ **Change of address.** If incorrect, mark this box and make the correction in the space to the left. Securityholders sponsored by a broker (reference number commences with '**X**') should advise your broker of any changes.

I 9999999999 IND

# Proxy Form

**Please mark ☒ to indicate your directions**

## STEP 1 Appoint a Proxy to Vote on Your Behalf

**XX**

**I/We being a member/s of Coal of Africa Limited hereby appoint**

☐ **the Chairman of the Meeting** **OR** ________

**PLEASE NOTE:** Leave this box blank if you have selected the Chairman of the Meeting. Do not insert your own name(s).

or failing the individual or body corporate named, or if no individual or body corporate is named, the Chairman of the Meeting, as my/our proxy to act generally at the meeting on my/our behalf and to vote in accordance with the following directions (or if no directions have been given, and to the extent permitted by law, as the proxy sees fit) at the General Meeting of Coal of Africa Limited to be held at Tavistock Communications, 8th Floor, 131 Finsbury Pavement, London EC2A 1NT on Thursday, 3 March 2016 at 10:00am (London time) and at any adjournment or postponement of that meeting.

## STEP 2 Items of Business

**PLEASE NOTE:** If you mark the **Abstain** box for an item, you are directing your proxy not to vote on your behalf on a show of hands or a poll and your votes will not be counted in computing the required majority.

| | | For | Against | Abstain |
|---|---|---|---|---|
| Resolution 1 | Approval of acquisition by Coal of Africa Limited of Universal Coal plc | ☐ | ☐ | ☐ |
| Resolution 2 | Approval of issue of Shares to Yishun Brightside Investment Pte Ltd | ☐ | ☐ | ☐ |
| Resolution 3 | Approval of issue of Shares to M&G Investment Management Ltd | ☐ | ☐ | ☐ |
| Resolution 4 | Approval of issue of Consideration Shares | ☐ | ☐ | ☐ |
| Resolution 5 | Approval of issue of Provisional Placement Shares | ☐ | ☐ | ☐ |

The Chairman of the Meeting intends to vote undirected proxies in favour of each item of business. In exceptional circumstances, the Chairman of the Meeting may change his/her voting intention on any resolution, in which case an ASX announcement will be made.

## SIGN Signature of Securityholder(s) *This section must be completed.*

| Individual or Securityholder 1 | Securityholder 2 | Securityholder 3 |
|---|---|---|
| | | |
| Sole Director and Sole Company Secretary | Director | Director/Company Secretary |

**Contact Name** ________ **Contact Daytime Telephone** ________ **Date** ___ / ___ / ___

# COAL OF AFRICA LIMITED

Computershare

**All Correspondence to:**
The office of the Depositary
Computershare Investor Services PLC
The Pavilions, Bridgwater Road,
Bristol, BS99 6ZY

MR A SAMPLE
< DESIGNATION>
SAMPLE STREET
SAMPLE TOWN
SAMPLE CITY
SAMPLE COUNTY
AA11 1AA

CANCELLED

T00001

## Form of Instruction - General Meeting to be held on 3 March 2016

**To be effective, all forms of instruction must be lodged at the office of the Depositary at:**
**Computershare Investor Services PLC, The Pavilions, Bridgwater Road, Bristol BS99 6ZY by 26 February 2016 at 10.00 am (London Time).**

### Explanatory Notes:

1. Please indicate, by placing 'X' in the appropriate space overleaf, how you wish your votes to be cast in respect of the Resolution. If this form is duly signed and returned, but without specific direction as to how you wish your votes to be cast, the form will be rejected.
2. The 'Abstain' option overleaf is provided to enable you to abstain from voting on the Resolution. However, it should be noted that abstaining is not a vote in law and will not be counted in the calculation of the proportion of the votes 'For' and 'Against' a Resolution.
3. Any alterations made in this form should be initialled.
4. The Notice of Meeting and Circular are available online, simply visit: www.coalofafrica.com

CANCELLED

**Kindly Note:** This form is issued only to the addressee(s) and is specific to the unique designated account printed hereon. This personalised form is not transferable between different: (i) account holders; or (ii) uniquely designated accounts. Computershare Investor Services PLC (the "Depositary") and the Custodian accept no liability for any instruction that does not comply with these conditions.

**All Named Holders**

MR A SAMPLE
< Designation>
Additional Holder 1
Additional Holder 2
Additional Holder 3
Additional Holder 4

# Form of Instruction

C0000000000

Please use a **black** pen. Mark with an **X** inside the box as shown in this example. ☒

I/We hereby instruct the Custodian "Computershare Clearing Pty Ltd A/c CCNL DI" to vote on my/our behalf at the General Meeting of Coal of Africa Limited to be held at **Tavistock Communications, 8th Floor, 131 Finsbury Pavement, London, EC2A 1NT,** on **3 March 2016** at **10.00 am (London Time)** and at any adjournment thereof.

CANCELLED

| Ordinary Resolutions | For | Against | Abstain |
|---|---|---|---|
| **1.** Approval of acquisition by Coal of Africa Limited of Universal Coal plc | ☐ | ☐ | ☐ |
| **2.** Approval of issue of Shares to Yishun Brightside Investment Pte Ltd | ☐ | ☐ | ☐ |
| **3.** Approval of issue of Shares to M&G Investment Management Ltd | ☐ | ☐ | ☐ |
| **4.** Approval of issue of Consideration Shares | ☐ | ☐ | ☐ |
| **5.** Approval of issue of Provisional Placement Shares | ☐ | ☐ | ☐ |

**Signature**

**Date**

DD / MM / YY

CANCELLED

In the case of joint holders, only one holder need sign. In the case of a corporation, the Form of Instruction should be signed by a duly authorised official whose capacity should be stated, or by an attorney.

# COAL *of* AFRICA LIMITED

(previously, GVM Metals Limited)
(Incorporated and registered in Australia)
(Registration number: ABN 98 008 905 388)
Share code on the JSE Limited, AIM and ASX: "CZA"
ISIN: AU000000CZA6
("CoAL" or "the Company")

computershare

## FORM OF PROXY – GENERAL MEETING OF SHAREHOLDERS TO BE HELD ON THURSDAY, 3 MARCH 2016 AT 10:00 AM (GMT)

Only for use by certificated shareholders or dematerialised shareholders of CoAL of Africa Limited who have selected "own-name" registration.

**For use by CoAL shareholders at the General Meeting of shareholders to be held at Tavistock Communications, 8th Floor, 131 Finsbury Pavement, London, EC2A 1NT, United Kingdom on Thursday, 3 March 2016 at 10:00 am (GMT) and at any adjournment or postponement of that Meeting.**

**If you have dematerialised your shares with a Central Securities Depository Participant ("CSD Participant") or broker and have not selected "own-name" registration, you must arrange with your CSD Participant or broker to provide you with the necessary letter of representation to attend the General Meeting or you must instruct them as to how you wish to vote in this regard. This must be done in terms of the agreement entered into between you and the CSD Participant or broker.**

I/We (Names in full – please print)

of (address – please print):

being the holder of ______ shares in CoAL hereby appoint:

1. of or failing him/her,

2. of or failing him/her,

or if no person is named, the Chairman of the Meeting, as my/our proxy to attend and vote for me/us at the General Meeting of shareholders to be held at Tavistock Communications, 8th Floor, 131 Finsbury Pavement, London, EC2A 1NT, United Kingdom on Thursday, 3 March 2016 at 10:00 am (GMT) and at any adjournment or postponement thereof, and, if deemed fit, passing, with or without modification, the resolutions to be proposed thereat in accordance with the following instructions (or if no directions have been given, and to the extent permitted by law, as the proxy sees fit) (see notes).

The Explanatory Statement that accompanies and forms part of this Notice of General Meeting ("Explanatory Statement") describes the matters to be considered at the General Meeting.
Terms used in this Notice of General Meeting and the Explanatory Statement shall have the same meanings as defined in the circular to shareholders of CoAL dated 1 February 2016 ("Admission Document"), unless the context requires otherwise.

| | For | Against | Abstain |
|---|---|---|---|
| **Ordinary Resolution 1** Approval of acquisition by Coal of Africa Limited of Universal Coal plc | | | |
| **Ordinary Resolution 2** Approval of issue of Shares to Yishun Brightside Pte Ltd | | | |
| **Ordinary Resolution 3** Approval of issue of Shares to M & G Investment Management Ltd | | | |
| **Ordinary Resolution 4** Approval of issue of Consideration Shares | | | |
| **Ordinary Resolution 5** Approval of issue of Provisional Placement Shares | | | |

Signed at on 2016

Name

(*In block letters*)

Signature/s

Assisted by me

(*If applicable*)

Full name/s of signatory/ies if signing in a representative capacity

*(In block letters and authority to be attached – see note 11)*

017-8083-1335/2/AUSTRALIA

Please read the notes below:

**Notes**

(1) Each shareholder is entitled to appoint one or more proxies (none of whom need be a shareholder of CoAL) to attend, speak, vote or abstain from voting in place of that shareholder at the General Meeting of shareholders.

(2) A shareholder may insert the name of a proxy or the names of two alternative proxies of the shareholder's choice in the space/s provided, with or without deleting "the Chairman of the Meeting," but any such deletion must be initialled by the shareholder. The person whose name stands first on the form of proxy and who is present at the General Meeting of shareholders will be entitled to act as proxy to the exclusion of those whose names follow.

(**3)** **Forms of proxy must be lodged with or posted to the transfer secretaries, Computershare Investor Services (Pty) Ltd, Ground Floor, 70 Marshall Street, Johannesburg, 2001 (PO Box 61051, Marshalltown, 2107) or faxed to +27 11 688-5238 to be received by no later than Tuesday, 1 March 2016 at 10:00 am (London time) / 12:00pm (Johannesburg time).**

(4) The completion and lodging of this form of proxy will not preclude the shareholder from attending the General Meeting and speaking and voting in person to the exclusion of any proxy appointed in terms hereof, should such shareholder wish to do so.

(5) **If the signatory does not indicate in the appropriate place on the face hereof how he/she wishes to vote in respect of any resolutions, his/her proxy shall be entitled to vote as he/she deems fit in respect of that resolution. The Chairman intends to vote all available undirected proxies in favour of all Resolutions.**

(6) The Chairman of the Meeting shall be entitled to decline to accept the authority of a person signing this form of proxy:

– under a power of attorney; or

– on behalf of a company;

unless the power of attorney or authority is deposited at the office of CoAL's transfer secretaries, not less than 48 hours before the time appointed for the holding of the General Meeting.

(7) The Chairman of the Meeting may reject or accept any form of proxy, which is completed and/or received other than in accordance with these notes, provided that the Chairman is satisfied as to the manner in which the shareholder concerned wishes to vote.

(8) Subject to note (2) above, a deletion of any printed matter and the completion of any blank spaces need not be signed or initialled. Any alterations must be signed, not initialled.

(9) If the shareholding is not indicated on the form of proxy, the proxy will be deemed to be authorised to vote the total shareholding registered in the shareholder's name.

(10) A vote given in terms of an instrument of proxy shall be valid in relation to the General Meeting, notwithstanding the death of the person granting it, or the revocation of the proxy, or the transfer of the shares in CoAL in respect of which the vote is given, unless an intimation in writing of such death, revocation or transfer is received by the transfer secretaries no less than 48 hours before the commencement of the General Meeting.

**(**11) Documentary evidence establishing the authority of a person signing this form of proxy in a representative capacity (e.g. for a company, close corporation, trust, pension fund, deceased estate, etc.) must be attached to this form of proxy unless previously recorded by CoAL or its transfer secretaries or waived by the Chairman of the Meeting.

(12) Where this form of proxy is signed under power of attorney, such power of attorney must accompany this form of proxy, unless it has previously been registered with CoAL or the transfer secretaries.

**(**13) Where there are joint holders of shares and if more than one such joint holder is present or represented thereat, then the person whose name appears first in the register of such shares or his/her proxy, as the case may be, shall alone be entitled to vote in respect thereof.

(14) Where shares are held jointly, all joint holders are required to sign.

(15) A minor must be assisted by his/her parent or guardian, unless the relevant documents establishing his/her legal capacity are produced or have been registered by the transfer secretaries of CoAL.

(16) Dematerialised shareholders who have not selected "own-name" registration and who wish to attend the General Meeting or to vote by way of proxy, must advise their CSD Participant or broker who will issue the necessary letter of representation in writing, for a dematerialised shareholder or proxy to do so.

**Transfer Secretaries**
**Computershare Investor Services (Pty) Limited**
**Reg. No. 2004/003647/07**
**Proxy Dept. PO Box 61051, Marshalltown, 2107, South Africa**
**Fax: +27 11 688-5238**