

ATTACHMENT 'J'
MINING LEASE WITH SURFACE RIGHTS APPLICATION
"RED HILL"

MINING LEASE REQUIREMENTS

The applicant/s will require the proposed mining lease and partial surface area for the future expansion of the adjacent **Broadmeadow** underground longwall mine from the adjacent Goonyella-Riverside mining lease (ML 1763). The area applied for covers the current footprint of EPC 554 and MDLs 307 & 358, known as the Red Hill area.

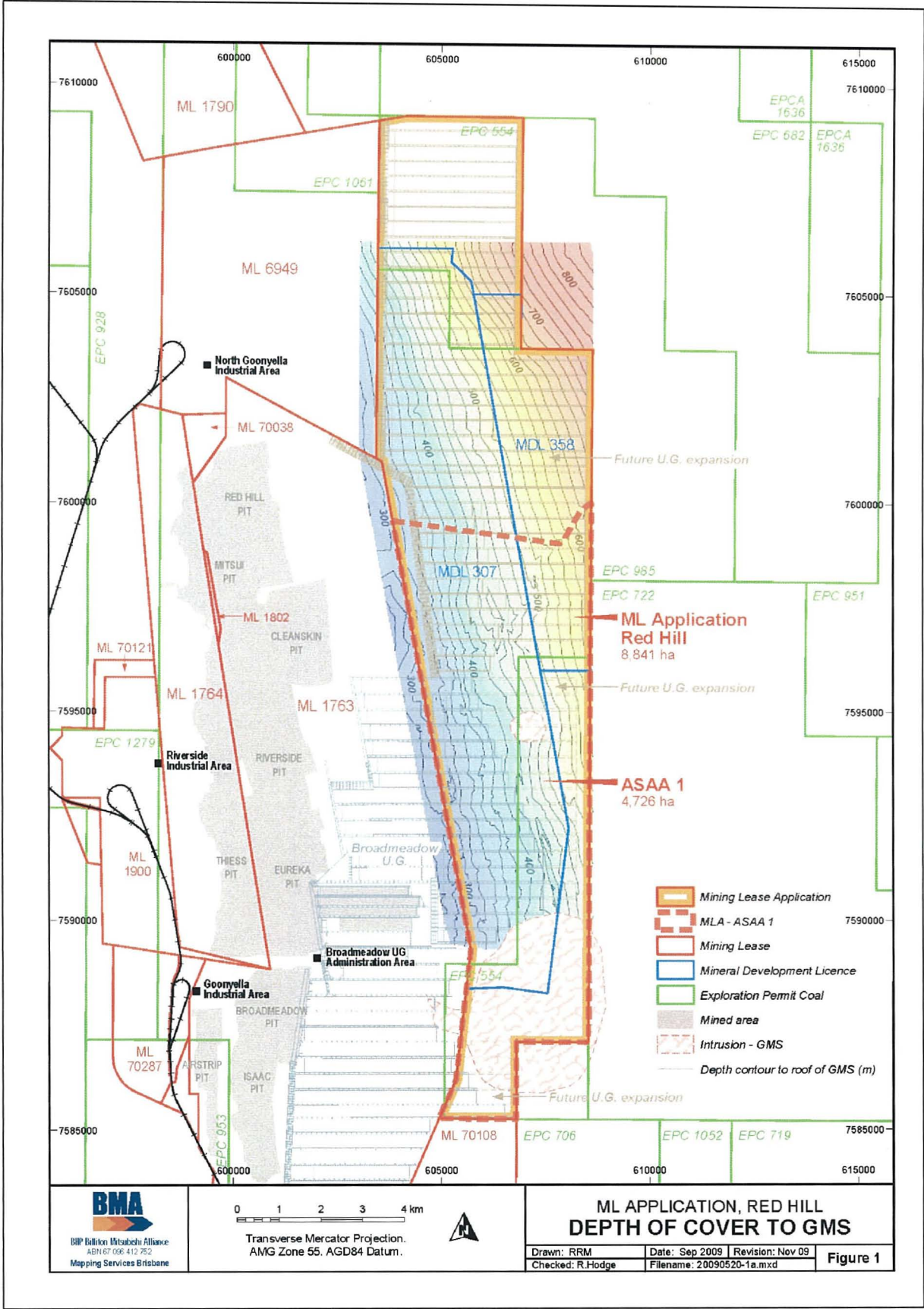
The proposed mining program has been developed following the completion of the Goonyella Mine Life of Asset planning process in August 2009. The proposed underground longwall layout shown in the attached drawings is based on current market and exploration information and development and longwall mining activities at Broadmeadow Mine since it commenced longwall mining in August 2005.

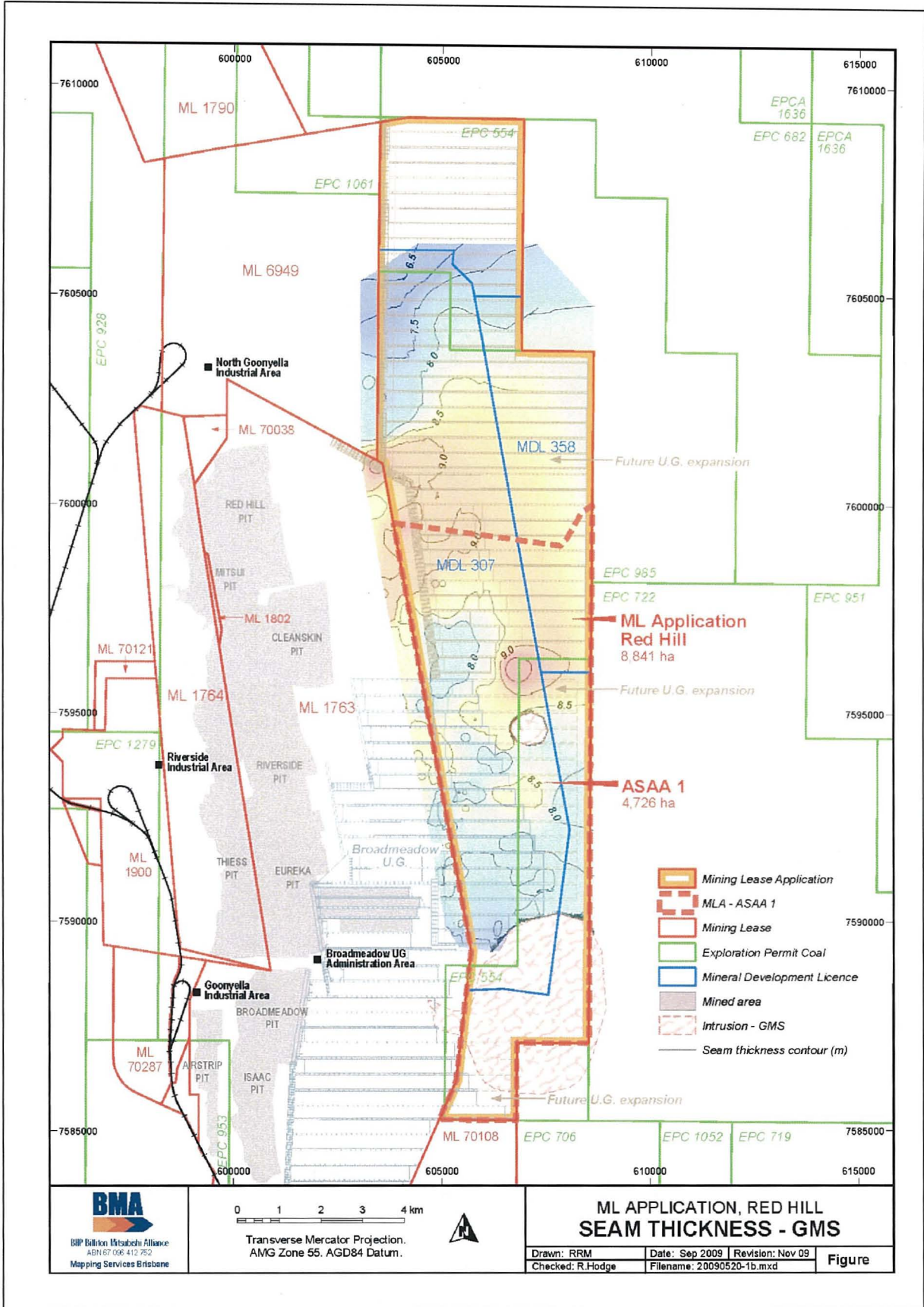
Historically, Goonyella has sold coking coal to the export market as a blend of coal from different seams and also coal with different rank. This successful approach has meant that Goonyella has supplied a coal quality specification that has been well received by customers across the world. This coal product has involved blending coals with different rank. This underground mine layout is designed to continue with this ability to blend higher rank (deeper depth) coals with lower rank (shallower depths) coals to maintain an acceptable coal quality specification to the Goonyella Coking coal product in the international coking coal market.

This longwall panel layout shown will mine coal predominantly higher rank coal for blending appropriately with lower rank coal produced from different open cut pits at Goonyella so as to continue to supply the coking coal market at approved annual production levels.

To achieve the blending requirements that are coupled with an efficient mine layout that is designed to minimise capital investment costs and operating costs, panel development mining will cross over the Mining Lease boundary into the Mining Lease Application No 1 around September 2013 so that longwall mining can commence in the deeper reserve area in September 2015.

Other reasons for this layout design and production or mining schedule is that production and mining costs can be averaged over the life of a longwall panel as it extracts the deeper and higher cost coal first and progressively extracts its way up hill to shallow and lower cost coal. This proposed mine layout will lower the investment risk compared to a full new Mine development that would occur if the mining these deepest reserves is delayed to a later time when the cost of investment to build a Mine that is mining between 300 – 800 metres depth will be substantially higher and probably harder to justify the investment given the higher mining risk and substantially higher investment cost. There is a distinct chance that these deepest reserves may not be economic to mine and would be lost to the Queensland people.





ATTACHMENT 'L'
MINING LEASE WITH SURFACE RIGHTS APPLICATION
"RED HILL"

PROOF OF IDENTITY OF THE APPLICANT'S



AUSTRALIAN
SECURITIES
COMMISSION

COMMONWEALTH BANK OF AUSTRALIA
LOCKED BAG 1600
SPRING HILL
QLD 4004

"I hereby certify this to be a true copy of the document which it purports to be and I have sighted and compared the original document.
DATED this Six February 2005."

Certificate of the Registration of a Company

Corporations Law Paragraph 1274 (2) (b)

This is to certify that

UTAH DEVELOPMENT COMPANY LIMITED

Australian Company Number 010 595 721

is taken to be registered as a company under the Corporations Law of Queensland.

On the twenty-sixth day of August 1985 the company was registered as a **public** company.

On the twenty-third day of July 1987 the company changed its name to **BHP-UTAH COAL LIMITED**


On the second day of January 1992 the company changed its name to **BHP AUSTRALIA COAL LIMITED**

On the thirteenth day of January 1994 the company converted to a **proprietary** company and the name changed to **BHP AUSTRALIA COAL PTY. LTD.**

On the sixth day of September 1996 the company changed its name to **BHP COAL PTY LTD**

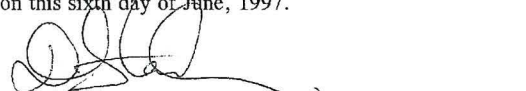
The company is **limited by shares**.

The day of commencement of registration is **the twenty-sixth day of August 1985.**


S. A. Baloch
180 LONSDALE STREET, MELBOURNE
a natural person who is a current
practitioner within the meaning of the
Legal Practice Act 1996



Given under the seal of the
Australian Securities Commission
on this sixth day of June, 1997.


A delegate of the Australian Securities Commission

ALLEN ALLEN & HEMSLEY
ATTN: KIM MULCAHY
P O BOX 7082 RIVERSIDE CENTRE
BRISBANE QLD 4000

Certificate of the Registration of a Company

Corporations Law Paragraph 1274 (2) (b)

This is to certify that

UTAH MINING AUSTRALIA LTD

Australian Company Number 000 767 386

is taken to be registered as a company under the
Corporations Law of New South Wales.

The company was a **public company**.

On the second day of December 1980 the company changed its name to
UMAL CONSOLIDATED LTD

On the thirteenth day of January 1994 the company converted to a
proprietary company and the name changed to
UMAL CONSOLIDATED PTY. LTD.

The company is **limited by shares**.

The day of commencement of registration is
the eleventh day of March 1970.



Issued by the
Australian Securities and Investments Commission
on this twenty-sixth day of July, 1999.

A. Kipote

A delegate of the Australian Securities and Investments Commission

Certificate of Registration of a Company

This is to certify that

BHP QUEENSLAND COAL INVESTMENTS PTY LTD

Australian Company Number 098 876 825

is a registered company under the Corporations Act 2001 and
is taken to be registered in Queensland.

The company is limited by shares.

The company is a proprietary company.

The day of commencement of registration is
the twenty-seventh day of November 2001.

Issued by the
Australian Securities and Investments Commission
on this twenty-seventh day of November, 2001.



David Knott
Chairman



CERTIFICATE

ALLEN ALLEN & HEMSLEY
ATTN: KIM MULCAHY
P O BOX 7082 RIVERSIDE CENTRE
BRISBANE QLD 4000

Certificate of the Registration of a Company

Corporations Law Paragraph 1274 (2) (b)

This is to certify that

MITSUBISHI DEVELOPMENT PTY. LTD.

Australian Company Number 009 779 873

is taken to be registered as a company under the
Corporations Law of Queensland.

The company is **limited by shares**.

The company is a **proprietary** company.

The day of commencement of registration is
the thirteenth day of November 1968.



Issued by the
Australian Securities and Investments Commission
on this twenty-sixth day of July, 1999.

A handwritten signature in cursive script, appearing to read 'H. Renzel', written over a horizontal dashed line.

A delegate of the Australian Securities and Investments Commission

ALLEN ALLEN & HEMSLEY
ATTN: KIM MULCAHY
P O BOX 7082 RIVERSIDE CENTRE
BRISBANE QLD 4000

Certificate of the Registration of a Company

Corporations Law Paragraph 1274 (2) (b)

This is to certify that

SIETE PTY. LTD.

Australian Company Number 010 487 831

is taken to be registered as a company under the
Corporations Law of Queensland.

On the fifteenth day of March 1984 the company changed its name to
QCT INVESTMENT PTY. LTD.

The company is limited by shares.

The company is a proprietary company.

The day of commencement of registration is
the sixteenth day of December 1983.



Issued by the
Australian Securities and Investments Commission
on this twenty-sixth day of July, 1999.

A delegate of the Australian Securities and Investments Commission

ALLEN ALLEN & HEMSLEY
ATTN: KIM MULCAHY
P O BOX 7082 RIVERSIDE CENTRE
BRISBANE QLD 4000

Certificate of the Registration of a Company

Corporations Law Paragraph 1274 (2) (b)

This is to certify that

SEXTO PTY. LTD.

Australian Company Number **010 487 840**

is taken to be registered as a company under the
Corporations Law of Queensland.

On the fifteenth day of March 1984 the company changed its name to
QCT MINING PTY. LTD.

The company is **limited by shares.**

The company is a **proprietary company.**

The day of commencement of registration is
the **sixteenth day of December 1983.**



Issued by the
Australian Securities and Investments Commission
on this twenty-sixth day of July, 1999.

A delegate of the Australian Securities and Investments Commission

I, Deanna Maree Constable, certify
that this is a true and correct
copy of the original.

Deanna Maree Constable
D. CONSTABLE, SOLICITOR
24/1/07

FREEHILLS
ATTN: MARGARET LYONS
C/- MARGARET LYONS
GPO BOX 4227
SYDNEY NSW 2001

Form **251**

Remove this top section if desired before framing

Certificate of Registration on Conversion to a Proprietary Company



This is to certify that

QCT RESOURCES LIMITED

Australian Company Number 010 808 705

on the seventeenth day of January 2003 converted to a **proprietary** company.

The name of the company is now

QCT RESOURCES PTY LIMITED

Australian Company Number 010 808 705

The company is taken to be registered under the Corporations
Act 2001 in Queensland and the date of commencement of
registration is the third day of May, 1988.

CERTIFICATE

Issued by the
Australian Securities and Investments Commission
on this tenth day of September, 2003.

David Knott

David Knott
Chairman

This is to certify true copy
of the original, which
I have sighted.

M T McDonnell
JP (Qual)

77149
MARIA TERESE
McDONNELL - STAFF
J.P. (Qual)

CQCA Management Power of Attorney

707957220

\$105.60
06/08/2004 15:12

BE 804

Freehills

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www.freehills.com DX 361 Sydney
SYDNEY MELBOURNE PERTH BRISBANE HANOI HO CHI MINH CITY SINGAPORE
Correspondent Offices JAKARTA KUALA LUMPUR

Liability limited by the Solicitors' Limitation of Liability Scheme, approved under the
Professional Standards Act 1994 (NSW)
Reference PJC.DC.80402150

707957220

This CQCA management power of attorney

is made on 1 July 2004 between the following parties:

1. **BHP Queensland Coal Investments Pty Ltd**
ACN 098 876 825
of Level 13, Riverside Centre, 123 Eagle Street, Brisbane, Queensland
(**BHPQ Coal Investments**)
2. **BHP Coal Pty Ltd**
ACN 010 595 721
of Level 13, Riverside Centre, 123 Eagle Street, Brisbane, Queensland
(**BHP Coal**)
3. **QCT Resources Pty Limited**
ACN 010 808 705
of Level 43, Gateway, 1 Macquarie Place, Sydney, New South Wales
(**QCT Resources**)
4. **Mitsubishi Development Pty Ltd**
ACN 009 779 873
of Level 43, Gateway, 1 Macquarie Place, Sydney, New South Wales
(**Mitsubishi**)
5. **Umal Consolidated Pty Ltd**
ACN 000 767 386
of Level 13, Riverside Centre, 123 Eagle Street, Brisbane, Queensland
(**UMAL**)
6. **QCT Mining Pty Ltd**
ACN 010 487 840
of Level 43, Gateway, 1 Macquarie Place, Sydney, New South Wales
(**QCT Mining**)
7. **QCT Investment Pty Ltd**
ACN 010 487 831
of Level 43, Gateway, 1 Macquarie Place, Sydney, New South Wales
(**QCT Investment**)

(together referred to as the "Joint Venturers")

AND

8. **BM Alliance Coal Operations Pty Ltd**
ACN 096 412 752
of Level 13, Riverside Centre, 123 Eagle Street, Brisbane, Queensland
(**BM Alliance**)

Recitals

- A. Pursuant to the provisions of a joint venture agreement amended and restated by a deed entitled "Central Queensland Coal Associates Joint Venture Agreement" dated 2 April 1984 as amended by a Supplementary Deed dated 25 March 1986 and by the 2001 Second Amending Deed dated 28 June 2001 (as the same may be amended, varied or added to, substituted for, replaced, renewed or extended) (the "**CQCA Joint Venture Agreement**"), the Joint Venturers (excluding QCT Resources) have associated themselves in a joint venture for the purpose of (among

other things) mining, developing and otherwise exploiting the Joint Venture Area so as to produce coal for sale by each of the Joint Venturers (excluding QCT Resources) and the certain former joint venturers.

- B. BM Alliance is manager (**Manager**) of the Joint Venture pursuant to a Management Agreement dated 28 June 2001 between, among others, BM Alliance and the Joint Venturers ("**Management Agreement**").
- C. Under and by virtue of a Power of Attorney 28 June 2001 (the "**2001 Power of Attorney**"), BHP Coal, QCT Management Pty Limited ("**QCT Management**"), Mitsubishi, UMAL, BHP Queensland Coal Limited ARBN 010 506 073 ("**BHP Queensland**"), QCT Mining and QCT Investment appointed BM Alliance to be their attorney and agent to do certain acts, matters and things for them and on their behalf.
- D. BHP Queensland transferred the entirety of its 8.50% Participating Interest in the Joint Venture to BHPQ Coal Investments on 1 August 2002.
- E. Pursuant to the CQCA Asset Sale Agreement ("**Asset Sale Agreement**") dated on or about the date of this deed between the Joint Venturers, QCT Management and Permanent Trustee Company Limited ACN 000 000 993, QCT Management agreed to sell, and QCT Resources agreed to buy, a 6.69% Participating Interest in the Joint Venture.
- F. Following the Asset Sale Agreement, QCT Management, Mitsubishi, UMAL, BHP Queensland, QCT Mining and QCT Investment revoked the powers granted to BM Alliance under the 2001 Power of Attorney under a deed dated on or about the date of this deed.
- G. The Joint Venturers wish to appoint BM Alliance as their lawful attorney and agent to do certain acts matters and things for each of them, on and subject to the terms of this deed.

This deed witnesses

that in consideration of, among other things, the mutual promises contained in this deed, the parties agree:

- 1 Unless the context otherwise requires, a word or phrase defined in the CQCA Joint Venture Agreement has the same meaning in this deed.
- 2 **BHPQ Coal Investments, BHP Coal, QCT Resources, Mitsubishi, UMAL, QCT Mining and QCT Investment** (and each of them) hereby nominate, constitute and appoint **BM Alliance** for the purposes of performing its functions as Manager under the CQCA Joint Venture Agreement and the Management Agreement, to be their true and lawful attorney and agent to do, perform, exercise, execute, conduct, transact and perfect the following acts, matters and things for them and on their behalf, namely:
 - (a) to manage, be in charge of and be responsible for the operation of the Joint Venture and all the programmes and projects undertaken in connection with the Joint Venture, with the right and duty to manage and control the property of the Joint Venture and all operations as agent for the account of the Joint Venturers;
 - (b) to make all decisions and take all actions relating to the operation of the Joint Venture including, without limitation, property to be acquired, areas to be explored, developed and mined, the nature and conduct of exploration, development or mining activities associated with the Joint Venture and amounts to be expended in relation to the Joint Venture;

- (c) to make all decisions and take all actions relating to all aspects of mine planning, personnel and industrial relations in connection with the Joint Venture;
- (d) to conduct all negotiations with the State of Queensland and with other third parties concerning the business and purposes of the Joint Venture;
- (e) to make all decisions and take all actions concerning the acquisition, modification, disposal or relinquishment of permits, mining leases, franchises, licences or authorities to prospect necessary or useful for the purposes of the Joint Venture;
- (f) to make, execute and deliver any and all contracts, sub-contracts, agreements, deeds, releases, compromises, orders, receipts and documents of any kind or nature necessary or useful for the purposes of the Joint Venture;
- (g) to do whatever may be necessary or expedient for compelling the performance according to the tenor of all agreements entered into in connection with the Joint Venture;
- (h) to buy or otherwise acquire, lease or sell, dispose of, deal with or exchange any real or personal property of any description whatever, including land of any tenure, which may be necessary or useful for the purposes of the Joint Venture, at any price or for any consideration and upon and subject to any terms and conditions;
- (i) to sign or execute any transfer, lease, easement or other instrument or document under the provisions of the Land Titles Act (Qld) 1994, the Land Act (Qld) 1994, the Mineral Resources Act (Qld) 1989 or of any statute relating to the registration of title to land or of any statute relating to mining;
- (j) to ask, demand and receive of and from the Collector of Customs all moneys due, or which may become due, to the Joint Venturers or any of them by the said Collector, and to give effectual receipts for the same;
- (k) to sign, make and execute for the Joint Venturers or any of them and on their behalf any Customs securities, deeds, declarations or documents of any kind whatsoever, which may be required by the said Collector of Customs to be so signed, made or executed, or be necessary in any way for the conduct of their business with the Australian Customs Service; and
- (l) to act for the Joint Venturers and on their behalf in the transaction of all business relating to the entry or clearance of goods, or in any matter relating to or having reference in any way to the Australian Customs Service.

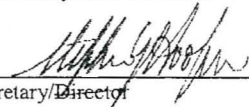
AND GENERALLY on behalf of the Joint Venturers to do all acts, matters and things and to execute deeds and other instruments whether of the nature of deeds or not, relating to matters within the scope of the power of attorney **AND BM Alliance** shall have full power and authority to do and perform any act or thing whatsoever requisite or necessary to be done in the name and on behalf of the Joint Venturers as fully and effectively in all respects as the Joint Venturers themselves or any of them could do by law **PROVIDED THAT** nothing in this power of attorney shall authorise BM Alliance to mortgage nor charge any assets of the Joint Venturers.

- 3 BM Alliance may, at any time, appoint or remove any person as a delegate or sub-attorney.
- 4 **THE JOINT VENTURERS** and each of them **RATIFY AND CONFIRM** all and whatsoever BM Alliance lawfully has done, does or causes to be done in the purported exercise of the powers and discretions conferred by this power of attorney.

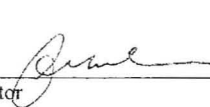
- 5 BM Alliance covenants to procure the registration of the Power of Attorney pursuant to the provisions of the Land Titles Act 1994 (Qld).
- 6 This power of attorney shall remain in full force and effect to all persons dealing in reliance upon it until its instrument of revocation is lodged for registration with the Registrar of Titles for the State of Queensland.

Executed as a deed:

Signed sealed and delivered by
BHP Queensland Coal Investments Pty Ltd
 in accordance with s127(1) of the
 Corporations Act 2001 (Cth)
 by authority of its directors:


 Secretary/Director

STEPHEN HOOPER
 Name (please print)

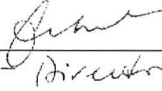

 Director

SANTIAGO BERKELMANS
 Name (please print)

Signed sealed and delivered for
BHP Coal Pty Ltd *in accordance*
 by its attorney in the presence of
Act with s127(1) of the Corporations
Act 2001 (Cth) by authority of its directors.

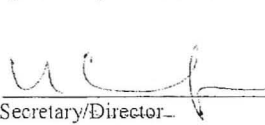
Witness - Secretary
 (Stephen Hooper)

STEPHEN HOOPER
 Name (please print)

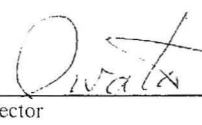

 Attorney Director

SANTIAGO BERKELMANS
 Name (please print)

Signed sealed and delivered by
QCT Resources Pty Limited
 in accordance with s127(1) of the
 Corporations Act 2001 (Cth)
 by authority of its directors:

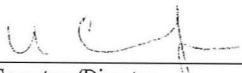

 Secretary/Director

Linda B. C. Campbell
 Name (please print)

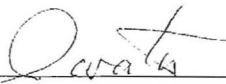

 Director

TETSURO IWATA
 Name (please print)

Signed sealed and delivered by
Mitsubishi Development Pty Ltd
in accordance with s127(1) of the
Corporations Act 2001 (Cth)
by authority of its directors:

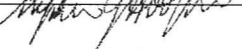

Secretary/Director

UMBERTO CAMPESE
Name (please print)

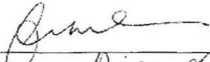

Director

TETSURO IWATA
Name (please print)

Signed sealed and delivered for
Umal Consolidated Pty Ltd in
accordance with s127(1) of the
Corporations Act 2001 (Cth) by
authority of its directors


Witness 
Secretary

STEPHEN HOOPER
Name (please print)


Attorney Director

SANTIAGO BEDKEI MANU
Name (please print)

Signed sealed and delivered for
QCT Mining Pty Ltd
by its representative in the presence of:

Witness 
Bruce Bremner

Name (please print)


Representative

C.T. Guthrie
Name (please print)

Signed sealed and delivered for
QCT Investment Pty Ltd
by its representative in the presence of:


Witness 
Bruce Bremner

Name (please print)


Representative

C.T. Guthrie
Name (please print)

Signed sealed and delivered by
BM Alliance Coal Operations Pty Ltd
in accordance with s127(1) of the
Corporations Act 2001 (Cth)
by authority of its directors:



Secretary/Director

SANTIAGO BERKELMANS

Name (please print)



Director

TETSURO TUATA

Name (please print)

ATTACHMENT 'M'
MINING LEASE WITH SURFACE RIGHTS APPLICATION
"RED HILL"

PRESCRIBED APPLICATION FEE

Mining Lease Application Fee:	\$149.40
Later Developmental Plan	\$460.60
Environmental Authority Amendment Application Fee for a Level 1 Mining Project:	\$250.00
TOTAL	\$860.50

ATTACHMENT 'N'
MINING LEASE WITH SURFACE RIGHTS APPLICATION
"RED HILL"

SIGNATURES

BM ALLIANCE COAL OPERATIONS PTY LTD as manager and agent on behalf of the Central Queensland Coal Associates Joint Venture participants, with authority to bind each of the participants in proportion to their respective participating interest in the Joint Venture.

SIGNED by BM ALLIANCE COAL OPERATIONS PTY LTD (ABN 67 096 412 752) as the duly constituted attorney of BHP Coal Pty Ltd (ABN 83 010 595 721), Umal Consolidated Pty Ltd (ABN 29 000 767 386), BHP Queensland Coal Investments Pty Ltd (ABN 56 098 876 825), Mitsubishi Development Pty Ltd (ABN 17 009 779 873), QCT Investment Pty Ltd (ABN 45 010 487 831), QCT Mining Pty Ltd (ABN 47 010 487 840) and QCT Resources Pty Limited (ABN 74 010 808 705) under registered power of attorney no. 707957220. BM Alliance Coal Operations Pty Ltd declares that it has not received any notice of revocation of its power of attorney.

**SIGNED by BM ALLIANCE COAL)
OPERATIONS PTY LTD in accordance with)
section 127(1) of the Corporations Act 2001)
(Cwth) by authority of its directors:)**


.....
Director
Name: **Gideon J. OBERHOLZER**


.....
Director / Secretary
Name: **Jill M. BUCKLE**

Dated in Brisbane this 9th, day of December, 2009