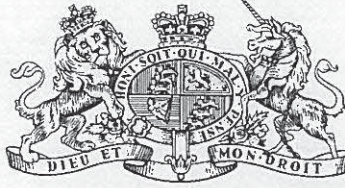


QUEENSLAND
MINERAL RESOURCES ACT 1989Volume 105
Folio 59

ML 70131

Section 234



MINING LEASE

ELIZABETH THE SECOND, by the Grace of God, Queen of Australia,
and Her other Realms and Territories, Head of the Commonwealth.

TO ALL TO WHOM THESE PRESENTS SHALL COME, GREETING:

We, with the advice of the Executive Council of Our State of Queensland, after consideration of the standard criteria set out under the Environmental Protection Act, 1994 and pursuant to the Mineral Resources Act 1989, do hereby Grant, Demise and Lease as a Mining Lease unto BHP MITSUI COAL PTY LTD the land described in Schedule 1 hereto, for the term **Commencing on the First day of October, 1996 and to expire on the Thirty-first day of July, 1999** at the rental prescribed from time to time, for the purposes of mining for Coal, subject to the general conditions and reservations described in Schedule 2 hereto and subject to the special conditions and reservations specified in Schedule 3 hereto.

IN TESTIMONY WHEREOF, We have caused this Our Mining Lease to be Sealed with the Seal of Our said State.

WITNESS

Our Trusty and Well-beloved Her Excellency LENEEN FORDE, Companion of the Order of Australia, Governor in and over the State of Queensland and its Dependencies, in the Commonwealth of Australia, at Government House, Brisbane, in Queensland, aforesaid, this Nineteenth day of September, 1996.

Mining Lease No. 70131

SCHEDULE 1

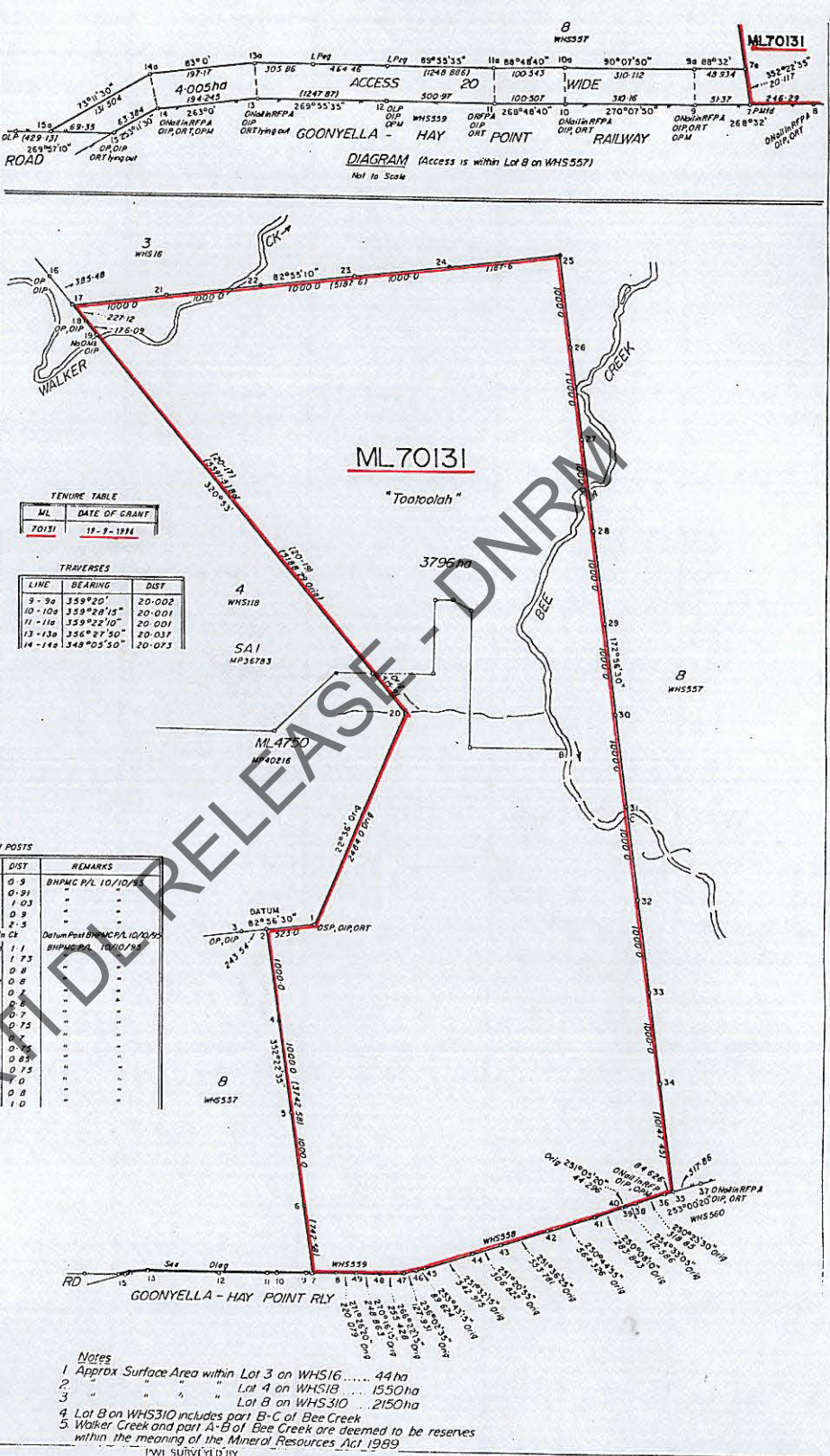
DESCRIPTION OF LAND

MP 41220

Plan must be drawn within blue lines

REFERENCE MARKS

STN	TO	REMARKS	BEARING	DIST
1	DIP	MP40216	23° 36'	1.0
2	DIP		342° 1'	21.882
3	Box	AML70131	112° 36'	9.57
4	DIP		82° 56' 30"	1.0
5	Pin	A1K	352° 33'	1.445
6	Box		203° 33'	5.634
7	Pin	A2K	35° 02'	1.158
8	Box		3° 26'	12.758
9	Pin	A3K	114° 08'	1.222
10	Box		30° 41'	22.217
11	Pin	AML70131	307° 46'	0.934
12	Cum		56° 08'	28.06
13	Pin	AML70131	350° 50'	0.93
14	Pin	WHS539	0° 00' 30"	1.0
15	DIP		324° 04' 30"	43.81
16	DIP		353° 00' 30"	1.0
17	DIP		50° 11' 30"	22.52
18	Pin	WHS539	40° 12'	1.85
19	DIP		359° 00' 30"	1.0
20	Pin		346° 50' 30"	62.608
21	DIP	WHS539	391° 5'	0.228
22	DIP		3° 00' 30"	0
23	DIP		337° 20' 30"	59.6
24	DIP		359° 55' 40"	0.999
25	DIP		359° 02'	1.0
26	DRF hwy put		41° 49'	12.43
27	Pin		350° 03'	1.066
28	DIP	WHS539	350° 0'	1.0
29	DIP		49° 40'	19.9
30	Pin		346° 52'	1.03
31	DIP		252° 17' 45"	1.0
32	DRF hwy put		356° 46'	24.23
33	Pin		289° 12'	1.076
34	DIP	MP40216	320° 55'	1.0
35	Pin		140° 53'	1.2
36	MB A1K	AML70131	156° 28' 40"	68.58
37	DIP	MP40216	320° 53'	1.0
38	Pin		144° 03'	0.995
39	Pin		70° 42'	0.954
40	DRM	A2K	209° 34'	43.29
41	Pin		140° 51'	1.74
42	Box	A3K	130° 28' 10"	41.24
43	Pin		148° 02'	1.046
44	Box		136° 25'	0.847
45	Pin	AML70131	150° 50' 20"	51.03
46	Pin		115° 02'	1.148
47	Box	A1K	204° 33'	12.34
48	Pin		137° 58'	1.03
49	MB A1K	A2K	256° 39' 30"	23.31
50	Pin		143° 55'	1.088
51	Box	A3K	332° 13'	7.89
52	Pin		332° 45'	1.146
53	Box	A4K	253° 33'	17.474
54	Pin		17° 05'	1.043
55	Box	A5K	25° 20'	9.136
56	Pin		323° 14'	1.177
57	Box	A6K	343° 43'	8.234
58	Pin		259° 17'	1.207
59	Cum	A7K	305° 59'	15.18
60	Pin		112° 01'	1.226
61	Box	A8K	217° 51' 30"	17.577
62	Pin		151° 05'	1.052
63	DRM	A9K	206° 52'	14.524
64	Pin		209° 32'	1.081
65	Pin		25° 23'	1.094
66	DIP	WHS560	350° 0'	1.0
67	Pin		316° 10'	1.0
68	DIP		36° 16'	35.41



TENURE TABLE

ML	DATE OF GRANT
70131	11-9-1931

TRAVERSES

LINE	BEARING	DIST
9-30	359° 20'	20.000
10-100	359° 28' 10"	20.001
11-110	359° 22' 10"	20.001
13-130	356° 27' 50"	20.037
14-140	348° 05' 50"	20.073

LINE PEGS

STN	BEARING	DIST
1	172° 22' 35"	514.55
2	"	761.87
4	"	409.87
5	"	604.26
6	"	408.43
8	409° 02'	501.15
17	82° 55' 10"	476.14
21	"	159.72
22	"	501.19
23	"	503.69
24	"	404.57
25	172° 56' 30"	805.5
26	"	499.62
27	"	393.2
28	"	626.0
29	"	458.17
30	"	817.45
31	"	501.42
32	"	508.11
33	"	432.0
34	"	340.99
35	"	704.43
36	"	459.33
37	"	687.97
38	"	499.68
39	"	652.58
40	"	408.48
41	"	640.71

APPLICATION POSTS

STN	BEARING	DIST	REMARKS
1	- Post	140° 0'	0.9 BHPMC P/L 10/10/95
2	- Post	116° 30'	0.91
3	- Post	77° 30'	1.03
4	- Post	315° 0'	0.9
5	- Post	124° 0'	2.5
20	- Post	None cont. Cor In Ct	Datum Post BHPMC P/L 10/10/95
25	- Post	153° 0' Wad	1.1 BHPMC P/L 10/10/95
35	- Post	37° 40'	1.73
36	- Post	315° 0'	0.8
38	- Post	320° 0' Wad	0.8
39	- Post	10° 0'	0.7
40	- Post	305° 0'	0.8
41	- Post	340° 0'	0.7
42	- Post	330° 0'	0.75
43	- Post	348° 0'	0.7
44	- Post	350° 0'	0.75
45	- Post	348° 20'	0.83
46	- Post	347° 0'	0.73
47	- Post	10° 0'	1.0
48	- Post	10° 0'	0.8
49	- Post	338° 0'	1.0

PERMANENT MARKS

PM	BEARING	DIST	NO
7-PM13	126° 42' 35"	74.518	07140
9-OPM	126° 23' 50"	71.728	63714
12-OPM	216° 31' 40"	51.75	63396
14-OPM	229° 28' 45"	105.945	63146
17-PM	132° 44' 20"	37.817	112739
25-PM	142° 33' 10"	32.312	122737
36-OPM	105° 50' 20"	99.793	63393

SURFACE AREA - WHOLE
 Survey Post pd of stn 2, 7, 25 & 35
 Reg pd of stn 4, 6, 7, 9a, 10a, 11a, 13a, 14a, 15a,
 21-24 & 26-34

- Notes
- 1 Approx Surface Area within Lot 3 on WHS516 44 ha
 - 2 " " " " Lot 4 on WHS518 1550 ha
 - 3 " " " " Lot 8 on WHS510 2150 ha
 - 4 Lot 8 on WHS510 includes part B-C of Bee Creek
 - 5 Walker Creek and part A-B of Bee Creek are deemed to be reserves within the meaning of the Mineral Resources Act 1989

I, Craig William EDMONSTON
 hereby certify that I/Amy company have surveyed the land shown in this plan (either personally or by
 for whose work I/Amy company accept responsibility), that the plan is accurate,
 that the survey was performed in accordance with the Mineral Resources Act 1989
 and the Regulations made thereunder, and that the survey was completed on
 1. 3. 96

CATALOGUED *DRM* APPROVED _____ REGISTERED _____
 17. 5. 1996 at 7. 96
 1/4/96
 Date _____
 Chief Surveyor

RECORDED ON MYDB
 STN 20 LOCALITY *BEE CREEK*
 LAT. S 21° 48. 32
 LONG. E 148° 29. 42
 YES FIELD NOTES LODGED
 FILE REF _____ DRAWN _____

PARISH *KEMMIS*
 COUNTY *Wodehouse*
 MINING DISTRICT *Emerald*
 CAN WIDE MP40216
 ADD 73725 FOR AMG

SCALE
 1:10000

MP 41220

Mining Lease No. 70131

Name of Mining Lease " TOOTOOLAH "

Area 3796 ha

Surface Area Whole

Description by survey of the land granted is shown on the diagram endorsed on these Presents and survey plan catalogue number MP41220 held at the Department of Mines and Energy, Brisbane.

SCHEDULE 2

GENERAL CONDITIONS AND RESERVATIONS

1. This lease is subject to the terms, requirements, conditions, exceptions, reservations and provisos contained in the Mineral Resources Act 1989, regulations made thereunder and in or under any other Act.
2. The grant of this mining lease does not create an estate or interest in land.
3. There is reserved to the Crown and to the Minister, the Mining Registrar, the Warden, the Director-General and any person authorised in that regard by the Minister, the right and liberty at all reasonable times to have full and free access to, and to enter upon, the demised land and any mining operations thereon for the purpose of viewing and examining its condition and for these purposes to make use of every part of a mine and roads and improvements associated therewith and to use vehicles.
4. All petroleum (as defined by the Petroleum Act 1923) on or below the surface of the land is reserved to the Crown and there is also reserved to the Crown and to any person thereby authorised all rights of access for the purpose of searching for and for the operations of obtaining petroleum in any part of the land, and all rights of way for access and for pipelines and other purposes requisite for obtaining and conveying petroleum in the event of petroleum being obtained in any part of the said land.

SCHEDULE 3

SPECIAL CONDITIONS AND RESERVATIONS

NIL

Mining Lease No. 70131

ENDORSEMENTS

Pursuant to the provisions of Section 309 of the Mineral Resources Act, 1989 the Honourable the Minister on the 12th day of March, 1999 accepted the Partial Surrender of an area of 7.212 ha from the within Lease.

DESCRIPTION OF AREA SURRENDERED

The Commencement Point is situated on a bearing of 352°56'30" for 125.437 metres from Station 35 on plan MP 41220.

From the Commencement Point thence bounded by lines bearing 352°56'30" for a distance of 52.533 metres, thence 305°58' for 145.632 metres, thence 305°58' for 145.632 metres, thence 307°43'24" for 258.281 metres, thence 307°43'10" for 1365.157 metres, thence 217°43'10" for 40 metres, thence 127°43'10" for 1364.95 metres, thence 128°18'25" for 146.166 metres, thence 126°55'40" for 266.155 metres, thence 117°46'26" for 30.015 metres back to the Commencement Point.

Area retained: 3789 ha.

(SUBJECT TO CONFIRMATION BY SURVEY)

J. Coles
for Minister

Pursuant to the provisions of Section 286 of the Mineral Resources Act, 1989 and after consideration of the standard criteria set out under the Environmental Protection Act, 1994 the Governor in Council on the 16th day of December, 1999 renewed the within lease for a term of Twenty-one years, commencing on the First day of August, 1999 subject to the conditions prescribed by the Mineral Resources Act, 1989.

Dated at Brisbane this 26th day of April, 2000.

J. Coles
for Minister

This is to certify that BHP BILLITON
MITSUHI COAL PTY LTD has been
recorded as the holder of 100% interest
in the within written lease/claim, the name of the
company BHP MITSUHI COAL
PTY LTD
having been changed to BHP BILLITON
MITSUHI COAL PTY LTD
Date Recorded: 10 FEBRUARY 2012
[Signature]
Mining Registrar
KM HUDSPITT